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UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, DC 20549 Â Â FORM 10-Q Â Â â˜’ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934. Â For the quarterly period ended September 30, 2024 Â or Â â˜ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934. Â For the transition period from Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â to Â Commission File Number: 001-35068 Â Â TALPHERA, INC. (Exact name of registrant as specified in its charter) Â Â Delaware 41-2193603 (State or other jurisdiction of incorporation or organization) (IRS Employer Identification No.) Â 1850 Gateway Drive, Suite 175 San Mateo, CA 94404 (650) 216-3500 (Address, including zip code, and telephone number, including area code, of registrantâ€™s principal executive offices) Â Â Securities registered pursuant to Section 12(b) of the Act: Â Title of Each Class Trading symbol(s) Name of Each Exchange on Which Registered: Â Â Â Common Stock, $0.001 par value TLPH The Nasdaq Global Market Â Â Indicate by check mark whether the registrant (1)Â has filed all reports required to be filed by SectionÂ 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)Â has been subject to such filing requirements for the past 90 days.Â Â Â Â Â YesÂ Â Â â˜’Â Â Â Â NoÂ Â Â â˜ Â Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (Â§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).Â Â Â Â Â YesÂ Â Â â˜’Â Â Â Â NoÂ Â Â â˜ Â Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a

non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of â€œlarge accelerated filer,â€ â€œaccelerated filer,â€ â€œsmaller reporting company,â€ and â€œemerging growth companyâ€ in RuleÂ 12b-2Â of the Exchange Act.: Â LargeÂ acceleratedÂ filer â˜ AcceleratedÂ filer â˜ Â Â Â Â Non-accelerated filer â˜’ SmallerÂ reportingÂ company â˜’ Â Â Â Â Emerging growth company â˜ Â Â Â If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.Â Â Â â˜ Â Indicate by check mark whether the registrant is a shell company (as defined in Exchange Act Rule 12b-2)Â Â Â Â Â YesÂ Â â˜Â Â Â Â NoÂ Â â˜’ Â As of November 7, 2024, the number of outstanding shares of the registrantâ€™s common stock was 17,029,218. Â Â 1Â Â Â TALPHERA, INC. Â QUARTERLY REPORT ON FORM 10-Q FOR THE QUARTER ENDED SEPTEMBER 30, 2024 Â TABLE OF CONTENTS Â Â Â PageÂ PART I. FINANCIAL INFORMATION Â 5 Â Â Â ItemÂ 1. Financial Statements Â 5 Â Â Â Â Condensed Consolidated Balance Sheets as of September 30, 2024 and December 31, 2023 (unaudited) Â 5 Â Â Â Â Condensed Consolidated Statements of Operations for the three and nine months ended September 30, 2024 and 2023 (unaudited) Â 6 Â Â Â Â Condensed Consolidated Statements of Stockholdersâ€™Â Equity for the three and nine months ended September 30, 2024 and 2023 (unaudited) Â 7 Â Â Â Â Condensed Consolidated Statements of Cash Flows for the nine months ended September 30, 2024 and 2023 (unaudited) Â 8 Â Â Â Â Notes to Condensed Consolidated Financial Statements (unaudited) Â 9 Â Â Â ItemÂ 2. Managementâ€™s Discussion and Analysis of Financial Condition and Results of Operations 20 Â Â Â ItemÂ 3. Quantitative and Qualitative Disclosures About Market Risk 29 Â Â Â ItemÂ 4. Controls and Procedures 29 Â Â PART II. OTHER INFORMATION 29 Â Â Â ItemÂ 1. Legal Proceedings 29 Â Â Â ItemÂ 1A. Risk Factors 29 Â Â Â ItemÂ 2. Unregistered Sales of Equity Securities and Use of Proceeds 55 Â Â Â ItemÂ 3. Defaults Upon Senior Securities 55 Â Â Â ItemÂ 4. Mine Safety Disclosures 55 Â Â Â ItemÂ 5. Other Information 55 Â Â Â ItemÂ 6. Exhibits 56 Â Unless the context indicates otherwise, the terms â€œTalphera,â€ â€œwe,â€ â€œusâ€ and â€œourâ€ refer to Talphera, Inc., and its consolidated subsidiary. â€œNiyadâ€ and â€œFedsyraâ€ are trademarks, and â€œZalvisoâ€ are registered trademarks, all owned by Talphera, Inc. This Quarterly Report also contains trademarks and trade names that are the property of their respective owners. Â 2Â Â Forward-Looking Statements Â This Quarterly Report on FormÂ 10-Q, or Form 10-Q, contains â€œforward-looking statementsâ€ within the meaning of SectionÂ 21E of the Securities Exchange Act of 1934, as amended, or the Exchange Act, which are subject to the â€œsafe harborâ€ created by that section. The forward-looking statements in this Form 10-Q are contained principally under â€œPart I. Financial Information - Item 2. Managementâ€™s Discussion and Analysis of Financial Condition and Results of Operationsâ€ and â€œPart II. Other Information - Item 1A. Risk Factorsâ€. In some cases, you can identify forward-looking statements by the following words: â€œmay,â€ â€œwill,â€ â€œcould,â€ â€œwould,â€ â€œshould,â€ â€œexpect,â€ â€œintend,â€ â€œplan,â€ â€œanticipate,â€ â€œbelieve,â€ â€œestimate,â€ â€œpredict,â€ â€œproject,â€ â€œpotential,â€ â€œcontinue,â€ â€œongoingâ€ or the negative of these terms or other comparable terminology, although not all forward-looking statements contain these words. These statements involve risks, uncertainties and other factors that may cause our actual results, levels of activity, performance or achievements to be materially different from the information expressed or implied by these forward-looking statements. Although we believe that we have a reasonable basis for each forward-looking statement contained in this Form 10-Q, we caution you that these statements are based on a combination of facts and factors currently known by us and our projections of the future, about which we cannot be certain. Many important factors affect our ability to achieve our objectives, including: Â Â â€¢ our ability to obtain additional required financing and to continue as a going concern; Â Â â€¢ our ability to manage our operating costs and reduce our cash burn; Â Â â€¢ the accuracy of our estimates regarding the sufficiency of our cash resources, future revenues, expenses, and capital requirements; Â Â â€¢ our ability to maintain listing of our securities trading on the Nasdaq exchange; Â Â â€¢ the historical performance and high volatility in the market price of our common stock; Â Â â€¢ macroeconomic uncertainties, including inflationary pressures, domestic and global supply chain disruptions, labor shortages, significant volatility in global markets, and recession risks; Â Â â€¢ our ability to conduct ourselves, or through a contract research organization, clinical trials in a timely and effective manner to advance the development of our product candidates, including our lead nafamostat developmental product candidate, Niyadâ„¢; Â Â â€¢ our ability to successfully file for and obtain regulatory approval for, and then successfully launch and commercialize our developmental product candidates; Â Â â€¢ the impact of the discontinuation by our corporate partner, Vertical Pharmaceuticals LLC, a wholly owned subsidiary of Alora Pharmaceuticals, LLC, or Alora, of its marketing, sales, and distribution of the DSUVIA product; Â Â â€¢ the extent of future sales of DSUVIA by Alora to the Department of Defense, or DoD, given the discontinuation of its marketing, sales and distribution efforts related to DSUVIA; Â Â â€¢ the size and growth potential of the potential markets for our developmental product candidates in the United States and in other jurisdictions, and our ability to serve those markets; Â Â â€¢ our estimates of the existence of, and commercial potential for, markets for our developmental product candidates, if approved; Â Â â€¢ our ability to develop sales and marketing capabilities in a timely fashion, whether alone through recruiting qualified employees, by engaging a contract sales organization, or with potential future collaborators; Â Â â€¢ successfully establishing and maintaining commercial manufacturing and supply chain relationships with domestic and global third-party service providers, including single sources of supply for Niyad active pharmaceutical ingredients and finished goods located outside the U.S.; Â Â â€¢ our ability to manage effectively, and the impact of any costs associated with, potential governmental investigations, inquiries, regulatory actions or lawsuits that may be, or have been, brought against us; Â 3Â Â Â â€¢ our ability to obtain adequate government or third-party payer reimbursement for our developmental product candidates, if approved; Â Â â€¢ our ability to gain access to formularies and establish and then maintain effective relationships with pharmaceutical benefit managers and/or group purchasing organizations for our developmental product candidates, if approved; Â Â â€¢ our ability to attract additional collaborators with development, regulatory and commercialization expertise; Â Â â€¢ our ability to identify and secure potential strategic partners to develop, secure regulatory approval for and then commercialize our developmental product candidates; Â Â â€¢ our ability to successfully retain our key commercial, scientific, engineering, medical or management personnel and hire new personnel as needed; Â Â â€¢ existing and future legislation and other regulatory developments in the United States and foreign countries; Â Â â€¢ the performance of our third-party suppliers and manufacturers, including any supply chain impacts or work limitations; Â Â â€¢ the success of competing therapies that are or become available; and Â Â â€¢ our ability to obtain and maintain intellectual property protection for our approved products and product candidates. Â In addition, you should refer to â€œPart II. Other Information - Item 1A. Risk Factorsâ€ in this Form 10-Q for a discussion of these and other important factors that may cause our actual results to differ materially from those expressed or implied by our forward-looking statements. As a result of these factors, we cannot assure you that the forward-looking statements in this Form 10-Q will prove to be accurate. Furthermore, if our forward-looking statements prove to be inaccurate, the inaccuracy may be material. In light of the significant uncertainties in these forward-looking statements, you should not regard these statements as a representation or warranty by us or any other person that we will achieve our objectives and plans in any specified time frame, or at all. Also, forward-looking statements represent our estimates and assumptions only as of the date of this Form 10-Q. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law. Â 4Â Â Â PART I. FINANCIAL INFORMATION Â ItemÂ 1. Financial Statements Talphera, Inc. Â Condensed Consolidated Balance Sheets Â (Unaudited) (In thousands, except share and per share data) Â Â Â September 30, 2024 Â Â December 31, 2023(1) Â Assets Â Â Â Â Â Â Â Current Assets: Â Â Â Â Â Â Â Â Cash and cash equivalents Â $ 11,117 Â Â $ 5,721 Â Short-term investments Â Â â€” Â Â Â 3,660 Â Prepaid expenses and other current assets Â Â 1,078 Â Â Â 2,195 Â Total current assets Â Â 12,195 Â Â Â 11,576 Â In-process research and development asset Â Â 8,819 Â Â Â 8,819 Â Total assets Â $ 21,014 Â Â $ 20,395 Â Liabilities and Stockholdersâ€™ Equity Â Â Â Â Â Â Â Current Liabilities: Â Â Â Â Â Â Â Accounts payable Â $ 396 Â Â $ 1,336 Â Accrued and other liabilities Â Â 1,643 Â Â Â 2,445 Â Liabilities of discontinued operations, current portion Â Â 723 Â Â Â 731 Â Total current liabilities Â Â 2,762 Â Â Â 4,512 Â Warrant liability Â Â 2,084 Â Â Â 1,778 Â Liability related to the sale of future payments Â Â 6,527 Â Â Â â€” Â Total liabilities Â Â 11,373 Â Â Â 6,290 Â Commitments and Contingencies Â Â Â Â Â Â Stockholdersâ€™ Equity: Â Â Â Â Â Â Â Â Common stock, $0.001 par valueâ€”200,000,000 shares authorized as of September 30, 2024 and December 31, 2023; 17,026,313 and 16,952,519 shares issued and outstanding as of September 30, 2024 and December 31, 2023, respectively Â Â 17 Â Â Â 17 Â Additional paid-in capital Â Â 464,984 Â Â Â 458,314 Â Accumulated deficit Â Â (455,360) Â Â (444,226) Total stockholdersâ€™ equity Â Â 9,641 Â Â Â 14,105 Â Total Liabilities and Stockholdersâ€™ Equity Â $ 21,014 Â Â $ 20,395 Â Â (1) The condensed consolidated balance sheet as of DecemberÂ 31, 2023 has been derived from the audited financial statements as of that date included in the Companyâ€™s Annual Report on Form 10-K for the year ended DecemberÂ 31, 2023. Â See notes to condensed consolidated financial statements. Â 5Â Â Â Talphera, Inc. Â Condensed Consolidated Statements of Operations (Unaudited) (In thousands, except share and per share data) Â Â Â Three Months Ended September 30, Â Â Nine Months Ended September 30, Â Â Â Â Â Â Â Â

Â Â 27 Â Â Â 23 Â Net cash provided by financing activities Â Â 12,044 Â Â Â 3,534 Â Net change in cash and cash equivalents Â Â 5,396 Â Â Â (6,886) Cash and cash equivalentsâ€”Beginning of period Â Â 5,721 Â Â Â 20,275 Â Cash and cash equivalentsâ€”End of period Â $ 11,117 Â Â $ 13,389 Â Â Â Â Â Â Â Â Â NONCASH INVESTING AND FINANCING ACTIVITIES: Â Â Â Â Â Â Â Â Equity issuance costs from warrant modification Â $ 251 Â Â $ â€” Â Settlement for held back shares issued in connection with asset acquisition Â $ â€” Â Â $ (77) Offering costs in accounts payable Â $ â€” Â Â $ 72 Â Fair value of warrants issued to placement agent Â $ â€” Â Â $ 263 Â Â See notes to condensed consolidated financial statements. Â Â Â 8 Â Talphera, Inc. Â Notes to Condensed Consolidated Financial Statements (Unaudited) (In thousands, except where otherwise noted) Â Â Â 1. Organization and Summary of Significant Accounting Policies Â The Company Â Talphera, Inc., or the Company, or Talphera, was incorporated in Delaware on July 13, 2005 as SuRx, Inc. The Company subsequently changed its name to AcelRx Pharmaceuticals, Inc. and, on January 9, 2024 to Talphera, Inc. The Companyâ€™s operations are based in San Mateo, California. Â Talphera is a specialty pharmaceutical company focused on the development and commercialization of innovative therapies for use in medically supervised settings. The Companyâ€™s product development portfolio features Niyadâ„¢ (a regional anticoagulant for the dialysis circuit), LTX-608 (a nafamostat formulation for direct IV infusion) that the Company intends to develop for one or more of the following indications: disseminated intravascular coagulation, or DIC, acute respiratory distress syndrome, or ARDS, acute pancreatitis, or as an anti-viral treatment. Â On January 12, 2024, the Company and XOMA (US) LLC, or XOMA, entered into a Payment Interest Purchase Agreement, or the Purchase Agreement, for the sale by the Company to XOMA, in exchange for $8.0 million, of the Companyâ€™s right, title and interest in and to certain amounts payable to the Company, or collectively the Purchased Receivables, pursuant to the DSUVIA Agreement (as defined below) in respect of net sales of the Product (as defined below), excluding sales of DZUVEO by Laboratoire Aguettant, or Aguettant. See Note 4, â€œSale of Future Paymentsâ€ below for additional information. Â On March 12, 2023, the Company entered into an Asset Purchase Agreement, or the DSUVIA Agreement, with Vertical Pharmaceuticals, LLC, a wholly owned subsidiary of Alora Pharmaceuticals, LLC, or Alora, pursuant to which Alora agreed to acquire certain assets and assume certain liabilities of the Company relating to its sufentanil sublingual tablet product referred to as DSUVIA or DZUVEO, or any other single-dose pharmaceutical product for use in medically supervised settings containing a sublingual tablet that includes sufentanil as the sole active ingredient, as a 30 mcg tablet or other dosage form or strength as reasonably necessary for lifecycle management, or the Product. The closing of the DSUVIA Agreement occurred on April 3, 2023 (see Note 3, â€œDiscontinued Operationsâ€ below). Â On January 7, 2022, the Company acquired Lowell Therapeutics, Inc., or Lowell, a privately held company (see Note 4, â€œAsset Acquisitionâ€ to the consolidated financial statements in the Companyâ€™s 2023 Annual Report on Form 10-K for additional information) and, as a result acquired the Niyadâ„¢ developmental product, a regional anticoagulant for the dialysis circuit during continuous renal replacement therapy for acute kidney injury patients in the hospital, that the Company is studying under an investigational device exemption, or IDE, and which has received Breakthrough Device Designation status from the FDA. While not approved for commercial use in the United States, the active drug component of Niyad, nafamostat, has been approved in Japan and South Korea as a regional anticoagulant for the dialysis circuit, disseminated intravascular coagulation, and acute pancreatitis. Niyad is a lyophilized formulation of nafamostat, a broad-spectrum, synthetic serine protease inhibitor, with anticoagulant, anti-inflammatory, and potential anti-viral activities. The second intended indication for Niyad is as a regional anticoagulant for the dialysis circuit for chronic kidney disease patients undergoing intermittent hemodialysis in dialysis centers. In addition, the Company acquired LTX-608, a nafamostat formulation for direct IV infusion, that it intends to develop for the treatment of one or more of the following indications: ARDS, DIC, acute pancreatitis or as an anti-viral agent. Â On July 14, 2021, the Company entered into a License and Commercialization Agreement, or the PFS Agreement, with Aguettant, pursuant to which the Company obtained the exclusive right to develop and, subject to FDA approval, commercialize in the United States an ephedrine pre-filled syringe for injection, and (ii) a phenylephrine PFS for injection. Aguettant will supply the Company with the products for use in commercialization, if they are approved in the U.S. See Note 5, â€œIn-License Agreementâ€ to the consolidated financial statements in the Companyâ€™s 2023 Annual Report on Form 10-K for additional information. Â Liquidity and Going Concern Â The condensed consolidated financial statements for the three and nine months ended September 30, 2024 were prepared on the basis of a going concern, which contemplates that the Company will be able to realize assets and discharge liabilities in the normal course of business. The Company has incurred recurring operating losses and negative cash flows from operating activities since inception and expects to continue to incur operating losses and negative cash flows in the future. These conditions raise substantial doubt about the Companyâ€™s ability to continue as a going concern. Considering the Companyâ€™s current cash resources and its current and expected levels of operating expenses for the next twelve months, management expects to need additional capital to fund its planned operations prior to the 12-month anniversary of the date this Quarterly Report on Form 10-Q is filed with the United States Securities and Exchange Commission, or the SEC. Â 9 Â Â Management may seek to raise such additional capital through public or private equity offerings, including under the Controlled Equity OfferingSM Sales Agreement, or the ATM Agreement, as described below, with Cantor Fitzgerald & Co., or Cantor, debt securities, a new debt facility, monetizing or securitizing certain assets, entering into product development, license or distribution agreements with third parties, or divesting any of the Companyâ€™s remaining product candidates. While management believes its plans to raise additional funds will alleviate the conditions that raise substantial doubt about the Companyâ€™s ability to continue as a going concern, these plans are not entirely within the Companyâ€™s control and cannot be assessed as being probable of occurring. Â Additional funds may not be available when the Company needs them on terms that are acceptable to the Company, or at all. If adequate funds are not available, the Company may be required to further reduce its workforce, delay the ongoing clinical trial for Niyad, or delay the development of its regulatory filing plans for its product candidates in advance of the date on which the Companyâ€™s cash resources are exhausted to ensure that the Company has sufficient capital to meet its obligations and continue on a path designed to preserve stockholder value. In addition, if additional funds are raised through collaborations, strategic alliances or licensing arrangements with third parties, the Company may have to relinquish rights to its technologies, future revenue streams or product candidates, or to grant licenses on terms that may not be favorable to the Company. Â Basis of Presentation Â The accompanying condensed consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States, or GAAP, and with the rules and regulations of the U.S. Securities and Exchange Commission, or SEC, related to quarterly reports on Form 10-Q, and accordingly, they do not include all the information and disclosures required by GAAP for annual financial statements. These condensed consolidated financial statements and notes thereto should be read in conjunction with the audited consolidated financial statements and notes thereto included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2023, as filed with the SEC on March 6, 2024. The unaudited financial information for the interim periods presented herein reflects all adjustments, consisting of normal recurring adjustments, which, in the opinion of management, are necessary for a fair statement of its financial position and the condensed consolidated results of operations for the periods presented. Results of operations for interim periods covered by this Quarterly Report on Form 10-Q may not necessarily be indicative of results of operations for the full fiscal year or any other interim period. Â The condensed consolidated financial statements include the accounts of the Company and its wholly owned subsidiary. All intercompany accounts and transactions have been eliminated in consolidation. Â The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the condensed consolidated financial statements and accompanying notes. Management believes its most significant accounting estimates relate to fair value of warrants, impairment of long-lived assets, managementâ€™s assessment of going concern, revenue recognition, liability related to the sale of future payments and accrued clinical trial liabilities. Management evaluates its estimates on an ongoing basis including critical accounting policies. Estimates are based on historical experience and on various other market-specific and other relevant assumptions that the Company believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results could differ from those estimates. Â Reclassifications Â Certain prior year amounts in the condensed consolidated financial statements have been reclassified to conform to the current year's presentation. In particular, other assets has been reclassified as prepaid expenses and other current assets in the condensed consolidated balance sheets, accounts receivable and other assets have been reclassified as prepaid expenses and other current assets and payment of employee tax obligations related to vesting of restricted stock units has been reclassified to net proceeds from issuance of common stock through equity plans in the condensed consolidated statement of cash flows and the portion of interest income and other income, net related to the revaluation of liability-classified warrants has been reclassified to change in fair value of warrants in the condensed consolidated statements of operations.Â Â Significant Accounting Policies Â The Companyâ€™s significant accounting policies are detailed in its Annual Report on Form 10-K for the year ended December 31, 2023. There have been no significant changes to the Companyâ€™s significant accounting policies during the three and nine months ended September 30, 2024, from those previously disclosed in its 2023 Annual Report on Form 10-K, except as follows: Â 10 Â Â Sale of Future Payments Â On January 12, 2024, the Company entered into the Purchase Agreement with XOMA to monetize a portion of its future payments for commercial sales of DSUVIA and services performed by the Company to support sales of DSUVIA to the Department of Defense, or DoD, by Alora under the Marketing Agreement, and sales milestones under the DSUVIA Agreement. Refer to Note 4, â€œSale of Future Paymentsâ€ for further details on the Purchase Agreement. Â The Company recorded approximately $6.1 million, net of $0.5 million in issuance costs, of the $8.0 million proceeds as a liability, as this portion of the proceeds represents a sale of future revenues under ASC 470 for which the Company has continuing involvement in the generation of cash flows. The Company recorded approximately $1.2 million, net of $0.2 million in issuance costs, of the $8.0 million proceeds as other income, as this portion of proceeds represents the sale of all of the Companyâ€™s interest in future payments related to commercial sales of DSUVIA for which the Company is no longer entitled to receive such payments and has no further continuing involvement. The Company utilized internal estimates to develop a cash flow model based on business assumptions to determine the allocation of the proceeds. Â The liability related to the sale of future payments is recorded as debt and will be amortized under the effective interest rate method over the estimated life of the Purchase Agreement. The Company estimates the effective interest rate based on its estimate of total payments to be received by XOMA under the Purchase Agreement. The Company reassesses these estimates at each reporting date and adjusts the effective interest rate and amortization of the liability on a prospective basis, as necessary. The Company records the payments to XOMA as a reduction of the liability when paid. As such payments are made to XOMA, the balance of the liability will be effectively repaid over the life of the Purchase Agreement. Â Recently Issued Accounting Pronouncements Â In November 2023, the Financial Accounting Standards Board, or FASB, issued Accounting Standard Update, or ASU, 2023-07,Â Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures, orÂ ASU 2023-07, which requires all public entities, including public entities with a single reportable segment, to provide in interim and annual periods one or more measures of segment profit or loss used by the chief operating decision maker to allocate resources and assess performance. Additionally, the standard requires disclosures of significant segment expenses and other segment items as well as incremental qualitative disclosures. The guidance in this update is effective for fiscal years beginning after December 15, 2023, and interim periods after December 15, 2024. The Company is evaluating the disclosure impact of ASU 2023-07; however, the adoption of ASU 2023-07 will not have aÂ material impact on the Companyâ€™s consolidated financial statements. Â In December 2023, the FASB issued ASU 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures, which requires companies to disclose, on an annual basis, specific categories in the effective tax rate reconciliation and provide additional information for reconciling items that meet a quantitative threshold. In addition, ASU 2023-09 requires companies to disclose additional information about income taxes paid. ASU 2023-09 will be effective for annual periods beginning January 1, 2025 and will be applied on a prospective basis with the option to apply the standard retrospectively. The Company is evaluating the disclosure impact of ASU 2023-09; however, the adoption of ASU 2023-09 will not have aÂ material impact on the Companyâ€™s consolidated financial statements. Â The Company does not believe other recently issued but not yet effective accounting standards, if currently adopted, would have a material effect on the condensed consolidated financial statements. Â Â 2. Investments and Fair Value Measurement Â Investments Â The Company classifies its marketable securities as available for sale and records its investments at fair value. Available-for-sale securities are carried at estimated fair value based on quoted market prices or observable market inputs of almost identical assets, with the unrealized holding gains and losses included in accumulated other comprehensive income (loss). Â As of September 30, 2024, and DecemberÂ 31, 2023, the contractual maturity of all investments held was less than one year. Â The tables below summarize the Companyâ€™s cash, cash equivalents and short-term investments (in thousands): Â Â Â As of September 30, 2024 Â Â Â Amortized Cost Â Â Gross Unrealized Gains Â Â Gross Unrealized Losses Â Â Fair Value Â Cash and cash equivalents: Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Cash Â $ 413 Â Â $ â€” Â Â $ â€” Â Â $ 413 Â Money market funds Â Â 1,925 Â Â Â â€” Â Â Â â€” Â Â Â 1,925 Â U.S. government agency securities Â Â 8,779 Â Â Â â€” Â Â Â â€” Â Â Â 8,779 Â Total cash and cash equivalents Â $ 11,117 Â Â $ â€” Â Â $ â€” Â Â $ 11,117 Â Â 11 Â Â Â Â Â As of December 31, 2023 Â Â Â Amortized Cost Â Â Gross Unrealized Gains Â Â Gross Unrealized Losses Â Â Fair Value Â Cash and cash equivalents: Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Cash Â $ 1,342 Â Â $ â€” Â Â $ â€” Â Â $ 1,342 Â Money market funds Â Â 90 Â Â Â â€” Â Â Â â€” Â Â Â 90 Â U.S. government agency securities Â Â 1,896 Â Â Â â€” Â Â Â â€” Â Â Â 1,896 Â Commercial paper Â Â 2,393 Â Â Â â€” Â Â Â â€” Â Â Â 2,393 Â Total cash and cash equivalents Â Â 5,721 Â Â Â â€” Â Â Â â€” Â Â Â 5,721 Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Short-term investments: Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â U.S. government agency securities Â Â 3,362 Â Â Â â€” Â Â Â â€” Â Â Â 3,362 Â Commercial paper Â Â 298 Â Â Â â€” Â Â Â â€” Â Â Â 298 Â Total short-term investments Â Â 3,660 Â Â Â â€” Â Â Â â€” Â Â Â 3,660 Â Total cash, cash equivalents, and short-term investments Â $ 9,381 Â Â $ â€” Â Â $ â€” Â Â $ 9,381 Â Â At each reporting date, the Company performs an evaluation of impairment to determine if any unrealized losses are the result of credit losses. Impairment is assessed at the individual security level. Factors considered in determining whether a loss resulted from a credit loss or other factors include the Companyâ€™s intent and ability to hold the investment until the recovery of its amortized cost basis, the extent to which the fair value is less than the amortized cost basis, the length of time and extent to which fair value has been less than the cost basis, the financial condition of the issuer, any historical failure of the issuer to make scheduled interest or principal payments, any changes to the rating of the security by a rating agency, any adverse legal or regulatory events affecting the issuer or issuerâ€™s industry, any significant deterioration in economic conditions. There were no material realized or unrealized gains or losses on marketable securities for the three and nine months ended September 30, 2024 or the year ended December 31, 2023. As such, the Company did not record a credit allowance for the three and nine months ended September 30, 2024 or the year ended December 31, 2023. Â Fair Value Measurement Â The Companyâ€™s financial instruments consist of Level I and II assets. Money market funds are highly liquid investments and are actively traded. The pricing information on these investment instruments is readily available and can be independently validated as of the measurement date. This approach results in the classification of these securities as Level 1 of the fair value hierarchy. For Level II instruments, the Company estimates fair value by utilizing third-party pricing services in developing fair value measurements where fair value is based on valuation methodologies such as models using observable market inputs, including benchmark yields, reported trades, broker/dealer quotes, bids, offers and other reference data. Such Level II instruments typically include U.S. Treasury, U.S. government agency securities and commercial paper. As of September 30, 2024 and December 31, 2023, the Company held, in addition to Level II assets, a warrant liability related to the December 2022 Common Stock Warrants. The fair value of the warrant liability was estimated using the Black Scholes Model which uses as inputs the following weighted average assumptions: dividend yield,

expected term in years; equity volatility; and risk-free interest rate. The Company follows the guidance in ASC 820 for its financial assets and liabilities that are re-measured and reported at fair value at each reporting period. The estimated fair value of the warrant liability represents a Level III measurement. Changes to the estimated fair value of these liabilities are recorded in change in fair value of warrant liability in the condensed consolidated statements of operations. Â The following tables set forth the fair value of the Companyâ€™s financial assets by level within the fair value hierarchy (in thousands): Â Â Â As of September 30, 2024 Â Â Â Fair Value Â Â Level I Â Â Level II Â Â Level III Â Assets Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Money market funds Â $ 1,925 Â Â $ 1,925 Â Â $ â€” Â Â $ â€” Â U.S. government agency securities Â Â 8,779 Â Â Â â€” Â Â Â 8,779 Â Â Â â€” Â Total assets measured at fair value Â $ 10,704 Â Â $ 1,925 Â Â $ 8,779 Â Â $ â€” Â Liabilities Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Warrant liability Â $ 2,084 Â Â $ â€” Â Â $ â€” Â Â $ 2,084 Â Total liabilities measured at fair value Â $ 2,084 Â Â $ â€” Â Â $ â€” Â Â $ 2,084 Â Â 12 Â Â Â Â As of December 31, 2023 Â Â Â Fair Value Â Â Level I Â Â Level II Â Â Level III Â Assets Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Money market funds Â $ 90 Â Â $ 90 Â Â $ â€” Â Â $ â€” Â U.S. government agency securities Â Â 5,258 Â Â Â â€” Â Â Â 5,258 Â Â Â â€” Â Commercial paper Â Â 2,691 Â Â Â â€” Â Â Â 2,691 Â Â Â â€” Â Total assets measured at fair value Â $ 8,039 Â Â $ 90 Â Â $ 7,949 Â Â $ â€” Â Liabilities Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Warrant liability Â $ 1,778 Â Â $ â€” Â Â $ â€” Â Â $ 1,778 Â Total liabilities measured at fair value Â $ 1,778 Â Â $ â€” Â Â $ â€” Â Â $ 1,778 Â Â The following tables set forth a summary of the changes in the fair value of the Companyâ€™s Level III warrant liability for the three and nine months ended September 30, 2024 and 2023 (in thousands): Â â€‹ Â Three Months Ended September 30, 2024 Â Â Â Nine Months Ended September 30, 2024 Â Fair valueâ€”beginning of period â€‹ Â $ 2,325 Â â€‹ Â $ 1,778 Â (Gain) loss on change in fair value of December 2022 Common Stock Warrants liability â€‹ Â Â (241) â€‹ Â Â 306 Â Fair valueâ€”end of period â€‹ Â $ 2,084 Â â€‹ Â $ 2,084 Â Â Â â€‹ Â Â Three Months Ended September 30, 2023 Â Â Â Nine Months Ended September 30, 2023 Â Fair valueâ€”beginning of period â€‹ Â $ 3,086 Â â€‹ Â $ 7,098 Â Gain on change in fair value of December 2022 Common Stock Warrants liability â€‹ Â Â (1,706) â€‹ Â Â (5,718) Fair valueâ€”end of period â€‹ Â $ 1,380 Â â€‹ Â $ 1,380 Â Â The common warrants issued in December 2022 to purchase an aggregate of 4,227,052 shares of common stock, or the December 2022 Common Stock Warrants, were accounted for by the Company as a liability. At September 30, 2024, theÂ December 2022 Common Stock Warrants were valued at approximately $2.1Â million, using the Black-Scholes option pricing model as follows: exercise price of $2.07Â per share, stock price of $0.8566 per share, expected life ofÂ 4.25Â years, volatility ofÂ 99.6%, a risk-free rate ofÂ 3.58% andÂ 0% expected dividend yield. Â There were no transfers between Level I, Level II or Level III of the fair value hierarchy during the three and nine months ended September 30, 2024 and the year ended December 31, 2023. Â Â 3. Discontinued Operations Â On March 12, 2023, the Company entered into the Asset Purchase Agreement with Alora for Aloraâ€™s acquisition of all assets related to DSUVIA, including inventories, equipment and intellectual property in exchange for consideration at closing of $1.1 million, a 15% payment on commercial sales of DSUVIA, 75% payment on sales of DSUVIA to the Department of Defense and up to $116.5 million in sales-based milestones. The transaction closed on April 3, 2023 (see Note 3, â€œDiscontinued Operationsâ€ to the consolidated financial statements in the Companyâ€™s 2023 Annual Report on Form 10-K for additional information). Â The following table presents the results of the discontinued operations for the three- and nine-month periods ended September 30, 2024 and 2023 (in thousands): Â Â Â Three months ended September 30, Â Â Nine months ended September 30, Â Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Total revenues Â $ â€” Â Â $ â€” Â Â $ â€” Â Â $ 501 Â Cost of goods sold Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â 711 Â Selling, general and administrative expense Â Â â€” Â Â Â 21 Â Â Â â€” Â Â Â 719 Â (Recovery) impairment of net assets held for sale Â Â â€” Â Â Â (82) Â Â â€” Â Â Â 6,853 Â Impairment of fixed assets Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â 1,065 Â Gain on termination of lease liabilities Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â (1,098) Research and development expenses Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â 349 Â Net income (loss) from discontinued operations Â $ â€” Â Â $ 61 Â Â $ â€” Â Â $ (8,098) Â 13 Â Â The following table summarizes the carrying amounts of major classes of assets and liabilities of discontinued operations for each of the periods presented (in thousands).â€‹ Â â€‹ Â September 30, 2024 Â Â December 31, 2023 Â Accrued liabilities Â $ 723 Â Â $ 731 Â Total current liabilities of discontinued operations Â Â 723 Â Â Â 731 Â Net assets (liabilities) of discontinued operations Â $ (723) Â $ (731) Â The following table presents the significant non-cash items and purchases of property, plant and equipment for the discontinued operations that are included in the accompanying condensed consolidated statements of cash flows (in thousands): Â â€‹ Â Nine months ended Â â€‹ Â September 30, Â â€‹ Â 2024 Â Â 2023 Â Cash flows from operating activities: Â Â Â Â Â Â Â Â Depreciation and amortization Â $ â€” Â Â $ 215 Â Stock-based compensation Â Â â€” Â Â Â 19 Â Impairment of net assets held for sale Â Â â€” Â Â Â 6,853 Â Impairment of fixed assets Â Â â€” Â Â Â 1,065 Â Gain on termination of lease liabilities Â Â â€” Â Â Â (1,098) Gain on extinguishment of debt Â Â â€” Â Â Â (400) Purchases of property and equipment Â Â â€” Â Â Â (100) Â Â 4. Sale of Future Payments Â In January 2024, the Company and XOMA entered into the Purchase Agreement for the sale by the Company to XOMA, in exchange for $8.0 million, of the Companyâ€™s right, title and interest in and to certain amounts payable to the Company, or collectively, the Purchased Receivables, pursuant to the DSUVIA Agreement in respect of net sales of the Product, excluding sales of the Product by Aguettant. Â The Purchased Receivables include: Â (i) 100% of certain payments based on net sales of the Product and potential sales-based milestone payments of up to $116.5 million in respect of net sales of the Product, in each case made on and after January 1, 2024 and excluding sales of the Product by Aguettant, and of certain associated license and acquisition payments relating to the Product, until XOMA has received $20.0 million of payments in respect of the foregoing, or the XOMA Threshold, or the Stepdown Date; and Â (ii) following the Stepdown Date, (A) 100% of payments based on net sales of the Product other than net sales to the United States Department of Defense, or DoD and (B) 50% of each of the following: (a) payments based on net sales of the Product to the DoD, (b) potential sales-based milestone payments in respect of net sales of the Product, and (c) certain associated license and acquisition payments relating to the Product. Â The Company has retained its right, title and interest in and to, following the Stepdown Date, 50% of each of the following: (a) payments based on net sales of the Product to the DoD, (b) potential sales-based milestone payments in respect of net sales of the Product, and (c) of certain associated license and acquisition payments relating to the Product. Â The Purchase Agreement contains customary representations, warranties and agreements by the Company and XOMA, indemnification obligations of the parties and other obligations of the parties. Â The allocation of the consideration for the Purchase Agreement resulted in proceeds of $1.4 million reduced by $0.2 million of transaction costs being allocated to the sale of all future interest in payments related to commercial sales of DSUVIA representing its fair value. As a result of the Companyâ€™s loss of control, no further continuing involvement in, or rights to future payments related to commercial sales of DSUVIA, the Company recognized other income of $1.2 million in January 2024. Â 14 Â Â The Company evaluated the terms of the Purchase Agreement and concluded that the features of the Purchased Receivables are similar to those of a debt instrument. Accordingly, the Company recorded the allocated proceeds of approximately $6.6 million reduced by approximately $0.5 million of transaction costs, as a liability. The Company accounts for the value of the debt at amortized cost. The amounts received by the Company will be accreted to the total estimated amount of the payments necessary to extinguish the Companyâ€™s obligation under the Purchase Agreement, which will be recognized as interest expense. The carrying value of the debt will decrease for payments made to XOMA. Â The Company periodically assesses the expected payments for services performed to support sales of DSUVIA to the DoD by Alora under the Marketing Agreement and milestone payments under the DSUVIA Agreement using a combination of historical results, internal projections, and forecasts from external sources. To the extent such payments are greater or less than the Companyâ€™s initial estimates or the timing of such payments is materially different than its original estimates, the Company will prospectively adjust the amortization of the liability and the effective interest rate. Due to the significant judgments and factors related to the estimates of future payments under the Purchase Agreement, there are significant uncertainties surrounding the amount and timing of future payments. Â As the payments are remitted to XOMA, the liability will be effectively repaid over the life of the agreement. In order to determine the amortization of the liability related to the sale of future payments, the Company is required to estimate the total amount of future payments to XOMA over the life of the Purchase Agreement. In October 2024, Alora notified the Company that they are discontinuing their sales efforts on behalf of DSUVIA. At this time, the Company is uncertain as to the impact of this decision on sales of DSUVIA to the DoD. As a result, the Company estimates that future payments under the Purchase Agreement will be less than the proceeds from the sale of such future payments. Accordingly, the Company will not recognize any related non-cash interest expense. When the expected payments under the sale of future payments are lower than the gross proceeds of $6.6 million received, the Company defers recognition of any probable contingent gain until the Company has met its obligations under the liability related to the sale of future payments. For the three and nine months ended September 30, 2024, the estimated effective interest rate under the agreement was approximately 0% and 9%, respectively. Â The Company did not recognize any non-cash payment interest revenue and recognized non-cash interest expense of approximately $0.4 million during the nine months ended September 30, 2024. The interest and amortization of issuance costs are reflected as non-cash interest expense for the sale of future payments in the condensed consolidated statements of operations. Â The following table shows the activity within the liability account during the nine months ended September 30, 2024 and the period from inception to September 30, 2024 (in thousands): Â Â Â Nine months ended September 30, 2024 Â Â Period from inception to September 30, 2024 Â Liability related to sale of future payments â€” beginning balance Â $ â€” Â Â $ â€” Â Proceeds from sale of future payments, net of issuance costs Â Â 6,133 Â Â Â 6,133 Â Payments to XOMA Â Â â€” Â Â Â â€” Â Non-cash interest expense recognized Â Â 394 Â Â Â 394 Â Liability related to sale of future payments as of September 30, 2024 Â $ 6,527 Â Â $ 6,527 Â Â Â 5. Long-Term Debt Â Loan Agreement with Oxford Â On May 30, 2019, the Company entered into the Loan Agreement with Oxford Finance LLC, or Oxford, as the Lender. Under the Loan Agreement, the Lender made a term loan to the Company in an aggregate principal amount of $25.0 million, or the Loan, which was funded on May 30, 2019. Â In connection with the closing of the divestment of DSUVIA to Alora, on April 3, 2023, the Company paid Oxford the remaining amount due of approximately $3.4 million including accrued interest and fees under the Loan, and the Loan Agreement was terminated with no further obligations by either party. Interest expense related to the Loan Agreement was $0.1 million, which represented amortization of the debt discount, for the nine months ended September 30, 2023. Â 15 Â Â Â 6. Commitments and Contingencies Â Litigation Â On June 8, 2021, a securities class action complaint was filed in the U.S. District Court for the Northern District of California against the Company and two of its officers. The plaintiff is a purported stockholder of the Company. The complaint alleged that defendants violated Sections 10(b) and 20(a) of the Exchange Act and SEC Rule 10b-5 by making false and misleading statements and omissions of material fact about the Companyâ€™s disclosure controls and procedures with respect to its marketing of DSUVIA. The complaint sought unspecified damages, interest, attorneysâ€™ fees, and other costs. On December 16, 2021, the Court appointed co-lead plaintiffs. Plaintiffsâ€™ amended complaint was filed on March 7, 2022. The amended complaint named the Company and three of its officers and continued to allege that defendants violated Sections 10(b) and 20(a) of the Exchange Act and SEC Rule 10b-5 by making false and misleading statements and omissions of material fact about the Companyâ€™s disclosure controls and procedures with respect to its marketing of DSUVIA. The amended complaint also asserted a violation of Section 20A of the Exchange Act against the individual defendants for alleged insider trading. The amended complaint sought unspecified damages, interest, attorneysâ€™ fees, and other costs. On September 1, 2022, the Court held oral hearings on the Companyâ€™s motion to dismiss the amended complaint with prejudice that was filed on July 21, 2022. On September 28, 2022, the Court issued a formal written opinion, or the First Opinion, dismissing all of the plaintiffâ€™s claims against the Company and the named defendants with leave for plaintiffs to amend their complaint. On November 28, 2022, the plaintiffs filed their second amended complaint. On July 7, 2023, the Court issued a formal written opinion, or the Second Opinion, dismissing all of the plaintiffâ€™s claims against the Company and the named defendants with leave for plaintiffs to amend their complaint in part and without leave to amend in part. On September 5, 2023, the plaintiffs filed a third amended complaint. On May 7, 2024, the Court granted defendantsâ€™ motion to dismiss the third amended complaint, with prejudice, and entered judgment for defendants on plaintiffsâ€™ claims. On June 5, 2024, plaintiffs filed a notice of appeal in the United States Court of Appeals for the Ninth Circuit. The plaintiffs filed their opening brief on September 27, 2024, and the deadline for defendants to file their response brief is November 29, 2024. Â On July 6, 2021, a purported shareholder derivative complaint was filed in the U.S. District Court for the Northern District of California. The complaint names ten of the Companyâ€™s officers and directors and asserts state and federal claims based on the same alleged misstatements as the securities class action complaint. On September 30, 2021, October 26, 2021, and November 17, 2021, three additional purported shareholder derivative complaints were filed in the U.S. District Court for the Northern District of California. The complaints name nine of the Companyâ€™s officers and directors and also assert state and federal claims based on the same alleged misstatements as the securities class action complaint. All four complaints seek unspecified damages, attorneysâ€™ fees, and other costs. On December 6, 2021, the Court entered an order consolidating all four actions and staying the consolidated action pending the outcome of any motion to dismiss the securities class action. Â On February 16, 2024, another purported shareholder derivative complaint was filed in the Court of Chancery of the State of Delaware, asserting the same claims as those in the previously filed derivative actions. The case has been stayed pending the outcome of any motion to dismiss the securities class action. Â Please see â€œPart II., Item 1A. Risk Factorsâ€”Risks of a General Natureâ€”Litigation may substantially increase our costs and harm our business.â€ Â The Company believes that these lawsuits are without merit and intends to vigorously defend against them. Given the uncertainty of litigation, the preliminary stage of the cases, and the legal standards that must be met for, among other things, class certification and success on the merits, the Company cannot estimate the reasonably possible loss or range of loss that may result from these actions. It is reasonably possible that this estimate may change in the near term. An adverse outcome regarding these matters could materially adversely affect the Companyâ€™s financial condition, results of operations, and cash flows. Â Â 7. Stockholdersâ€™ Equity Â Common Stock Â January 2024 Private Placement Â On January 17, 2024, the Company entered into a private placement with certain institutional investors, or the Purchasers, for aggregate gross proceeds of $6.0 million upfront, an additional $10.0 million committed upon the announcement of positive clinical trial results for the Companyâ€™s NEPHRO CRRT study of Niyad, and an additional $2.0 million if Talphera stock trades above a specified price following the NEPHRO CRRT registration trial announcement, before deducting offering expenses payable by the Company, or the Private Placement. Â The terms of the Private Placement include: Â Â (i) the first tranche of the Private Placement, which closed on January 22, 2024, resulted in the aggregate gross proceeds to the Company of approximately $6.0 million for Pre-Funded Warrants to purchase up to 7,792,208 to purchase shares of the Companyâ€™s common stock, par value $0.001 per share, or the Common Stock, excluding the proceeds, if any, from the exercise of the Pre-Funded Warrants issued in such tranche (see Note 8, â€œWarrantsâ€Â for additional information). Â Â (ii) the second tranche of the Private Placement, which is a conditional purchase by the Purchasers subject to either (a) the satisfaction or waiver of achieving, by September 30, 2024, the NEPHRO CRRT primary and one of the secondary clinical trial endpoints, resulting in the Company issuing pre-funded warrants to purchase up to 12,987,013 shares of Common Stock, and receiving additional aggregate gross proceeds of approximately $10.0 million, and/or (b) the satisfaction or waiver of the volume-weighted average price of the Common Stock for each of the immediately subsequent five (5) trading days following the Companyâ€™s announcement of its NEPHRO CRRT trial data being at least $0.92 per share, resulting in the Company issuing pre-funded warrants to purchase up to 2,597,402 shares of Common Stock and receiving additional aggregate gross proceeds of approximately $2.0 million. Â 16 Â Â Any of the conditions in the second tranche can be waived by each Purchaser. The Company determined that the conditional tranche right is equity classified as it is indexed to the Company's own shares and meets all other conditions for equity classification and that the fair value of the right was immaterial at issuance. Â On September 30, 2024, the Company

amended the securities purchase agreements of the Private Placement, dated January 17, 2024, with entities affiliated with Nantahala Management, LLC, or the Nantahala Agreements, to extend to June 30, 2025 the date by which the Company must achieve the precedent conditions to the second closing thereunder, or the Nantahala Amendments. If prior to the second closing, the Company consummates an equity financing, then the purchasers shall be released from their obligation to purchase additional shares of common stock and/or pre-funded warrants pursuant to the Nantahala Agreements, as amended. The Company determined that the Nantahala Amendments represented a modification but that no financial impact would be recorded as the difference between the fair values of the Nantahala Agreements immediately before and after the Nantahala Amendments was insignificant. Â The Private Placement contains customary representations, warranties and agreements by the Company and the Purchasers, indemnification rights and other obligations of the parties. Â Stock Plans Â AmendedÂ and Restated 2020Â Equity Incentive Plan Â OnÂ June 24, 2024,Â at theÂ 2024Â Annual Meeting of Stockholders of the Company, upon the recommendation of the Companyâ€™s Board of Directors, the Companyâ€™s stockholders approved an amendment and restatement of the Companyâ€™sÂ 2020Â Equity Incentive Plan, orÂ the AmendedÂ 2020Â Plan, to increase the number of authorized shares reserved for issuance thereunder byÂ 1,171,395Â shares, subject to adjustment for certain changes in the Companyâ€™s capitalization. The aggregate number of shares of the Companyâ€™s common stock thatÂ mayÂ be issued under the AmendedÂ 2020Â Plan willÂ notÂ exceed the sum of: (i)Â 3,161,395Â shares, and (ii)Â up toÂ 744,608Â shares subject to outstanding awards granted under theÂ 2011Â Equity Incentive Plan thatÂ mayÂ become available for issuance under theÂ AmendedÂ 2020Â Plan, as such shares become available from time to time. Â Inducement Grant Â In May 2024, the Company granted stock-based awards outside of the existing stock plans to one new employee, or the Inducement Grant. These awards were granted as a material inducement for accepting employment with the Company, in accordance with Nasdaq Listing Rule 5635(c)(4). The inducement awards consisted of a total of 217,000 shares of the Companyâ€™s common stock, which includes an aggregate of 185,000 shares of common stock issuable upon the exercise of inducement stock option grants and 32,000 shares of common stock issuable upon the vesting of restricted stock unit awards generally subject to the same terms and conditions as grants that are made under the Companyâ€™s Amended 2020 Plan. Â AmendedÂ and Restated 2011Â Employee Stock Purchase Plan Â Also onÂ June 24, 2024,Â at theÂ 2024Â Annual Meeting of Stockholders of the Company, upon the recommendation of the Companyâ€™s Board of Directors, the Companyâ€™s stockholders approved an amendment and restatement of the Companyâ€™sÂ 2011Â Employee Stock Purchase Plan, orÂ the AmendedÂ 2011Â ESPP, to increase the number of authorized shares reserved for issuance thereunder byÂ 100,000Â shares, subject to adjustment for certain changes in the Companyâ€™s capitalization. The aggregate number of shares of the Companyâ€™s common stock thatÂ mayÂ be issued under the AmendedÂ 2011 ESPP is 345,000. Â Â 8. Warrants Â The activity related to warrants during the nine months ended September 30, 2024, is summarized as follows: Â Â Â Common Stock from Warrants Â Â Weighted-average Exercise Price (per share) Â Outstanding at December 31, 2023 Â Â 21,682,049 Â Â $ 1.40 Â Granted Â Â 7,792,208 Â Â $ 0.001 Â Outstanding at September 30, 2024 Â Â 29,474,257 Â Â $ 0.96 Â Exercisable at September 30, 2024 Â Â 29,474,257 Â Â $ 0.96 Â Â 17 Â Â January 2024 Pre-Funded Warrants and Amendment of Prior Warrants Â On January 17, 2024, the Company entered into Securities Purchase Agreements (see Note 7, â€œStockholdersâ€™ Equityâ€ for additional information), relating to the issuance and sale of up to 7,792,208 pre-funded warrants to the Purchasers in a two-tranche private placement, or the Private Placement, to purchase shares of the Companyâ€™s Common Stock, at a purchase price of $0.769 per share and an exercise price of $0.001 per share, or the January 2024 Pre-Funded Warrants. The January 2024 Pre-Funded Warrants are exercisable immediately, subject to certain ownership restrictions, following each closing date of the Private Placement and have an unlimited term. Â The January 2024 Pre-Funded warrants were classified as a component of permanent equity in the Company's condensed consolidated balance sheet as they are freestanding financial instruments that are immediately exercisable, do not embody an obligation for the Company to repurchase its own shares and permit the holders to receive a fixed number of shares of common stock upon exercise. All of the shares underlying the January 2024 Pre-Funded warrants have been included in the weighted-average number of shares of common stock used to calculate net loss per share attributable to common stockholders because the shares may be issued for little or no consideration and are fully vested and are exercisable after their original issuance date. The January 2024 Pre-Funded warrants may participate with common shareholders in dividends or other distributions. Â In July 2023, in connection with a prior private placement, the Company issued to certain of the Purchasers (i) Series A common stock purchase warrants to purchase up to 3,676,473 shares of Common Stock and (ii) Series B common stock purchase warrants to purchase up to 3,676,473 shares of Common Stock (the â€œPrior Warrantsâ€). In connection with the January 2024 Private Placement, the Company and the Purchasers agreed to amend and restate, 2,941,178 of each the Series A common stock purchase warrants and Series B common stock purchase warrants outstanding, by reducing their exercise price from $1.11 to $0.77 per share. Pursuant to ASU 2021-04, the Company remeasured the fair value of the amended and restated Prior Warrants as of the modification date based on the modified terms and recorded the increase in fair value of $0.3 million as equity issuance costs, all of which was allocated to additional paid in capital. The fair value assumptions related to the modification of these 5,882,356 amended and restated Prior Warrants as of January 17, 2024 were as follows: exercise price of $0.77 per share, stock price of $0.769 per share, expected life of 4.5 years, volatility of 96.91%, a risk-free rate of 4.02% and 0% expected dividend yield. Â Â 9. Stock-Based Compensation Â The Company recorded total stock-based compensation expense for stock options, restricted stock units, or RSUs, granted under the Companyâ€™s equity incentive plans and the Inducement Grant, and the Amended 2011 ESPP, as follows (in thousands): Â Â Â Three Months Ended September 30, Â Â Nine Months Ended September 30, Â Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Research and development Â $ 92 Â Â $ 210 Â Â $ 284 Â Â $ 383 Â Selling, general and administrative Â Â 142 Â Â Â 168 Â Â Â 475 Â Â Â 1,016 Â Discontinued operations Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â 19 Â Total Â $ 234 Â Â $ 378 Â Â $ 759 Â Â $ 1,418 Â Â The following table summarizes restricted stock unit activity under the Companyâ€™s equity incentive plans and the Inducement Grant: Â Â Â Â Â Â Â Weighted Â Â Â Number of Â Â Average Â Â Â Restricted Â Â Grant Date Â Â Â Stock Units Â Â Fair Value Â Restricted stock units outstanding, January 1, 2024 Â Â 86,232 Â Â $ 7.57 Â Granted Â Â 176,768 Â Â Â 1.03 Â Vested Â Â (39,369) Â Â 12.08 Â Forfeited Â Â (7,385) Â Â 1.89 Â Restricted stock units outstanding, September 30, 2024 Â Â 216,246 Â Â $ 1.59 Â Â Upon vesting, certain of the Companyâ€™s RSUs may be settled on a net-exercise basis to cover any required withholding tax with the remaining amount converted into an equivalent number of shares of common stock. There were 15,090 shares of common stock underlying vested RSUs that were withheld during the quarter ended March 31, 2024, based on the value of the RSUs as determined by the Companyâ€™s closing stock price on the applicable vesting date. Â 18 Â Â The following table summarizes stock option activity under the Companyâ€™s equity incentive plans and the Inducement Grant: Â Â Â Number of Stock Options Outstanding Â Â Weighted- Average Exercise Price Â Â Weighted- Average Remaining Contractual Life (Years) Â Â Aggregate Intrinsic Value Â Â Â Â Â Â Â

FDA approval for the products, or manually dilute the products in-house. There have been two recently FDA-approved pre-filled ephedrine syringe products made available on the market. Our product candidates have been developed in a ready-to-use strength and pre-filled into syringes that can be immediately administered to patients, eliminating the need for calculations and additional dilution and filling steps. Aguettant pre-filled syringes are focused on delivering commonly used medicines safely and efficiently. Perioperative medication errors continue, and pre-filled syringes are preferred for improving safety while containing costs. We believe that, if approved, our pre-filled syringe products may offer significant benefits to hospitals and surgery centers and avoid potential disadvantages of the currently available compounded products. We are currently focusing our resources on the registrational trial for Niyad. We continue to evaluate the timing of submitting the NDA for our ephedrine pre-filled syringe given the two other FDA-approved products recently made available on the market. Â 21 Â Â Our Strategy Â Our strategy is focused on developing, obtaining approval, and commercializing Niyad. Accordingly, we divested DSUVIA to Vertical Pharmaceuticals, LLC, a wholly owned subsidiary of Alora Pharmaceuticals, LLC, or Alora, in April 2023, who will continue to commercialize the product and pay us sales-based milestone and other payments, as defined in the DSUVIA Agreement (see Note 3, â€œDiscontinued Operationsâ€ to the unaudited condensed consolidated financial statements in this Quarterly Report on Form 10-Q for additional information). Further, we will continue marketing DSUVIA to the Department of Defense, or DoD. We believe this will maximize the value of DSUVIA as Alora has more available resources to invest on DSUVIA commercialization and as a result can execute a more robust commercial plan to support DSUVIA sales expansion. We have no plans to further develop or commercialize any of our other sufentanil sublingual products that were previously our product candidates. As described below, in January 2024, we entered into an agreement with XOMA (US) LLC, or XOMA, whereby we have sold our rights to all payments for services performed to support sales of DSUVIA to the DoD by Alora under the Marketing Agreement, and sales milestones we are entitled to under the DSUVIA Agreement with Alora, until XOMA receives a certain specified return on its investment, after which we will share equally in the payments earned on sales to the Department of Defense, milestones and other payments from Alora (see Note 4, â€œSale of Future Paymentsâ€ to the unaudited condensed consolidated financial statements in this Quarterly Report on Form 10-Q for additional information). This transaction was consummated to provide further funding for the development of our lead product candidate, Niyad. Â Recent Developments Â In January 2024, we entered into the XOMA Agreement pursuant to which we sold to XOMA our right to amounts payable to us by Alora under the DSUVIA Agreement in exchange for $8.0 million in order to monetize certain future payments for services performed to support sales of DSUVIA to the DoD by Alora under the Marketing Agreement, payments on commercial sales of DSUVIA by Alora, and sales milestones we are entitled to under the DSUVIA Agreement with Alora, retaining the right, after XOMA has received $20.0 million of payments in respect of such payments, or the XOMA Threshold, to 50% of the payments in respect of net sales of DSUVIA to the DoD, 50% of potential sales-based milestones in respect of net sales of DSUVIA and 50% of certain associated license and acquisition payments relating to DSUVIA (see Note 4, â€œSale of Future Paymentsâ€ to the unaudited condensed consolidated financial statements in this Quarterly Report on Form 10-Q for additional information). In October 2024, Alora notified us that they are discontinuing their sales efforts on behalf of DSUVIA. At this time, the Company is uncertain as to the impact of this decision on sales of DSUVIA to the DoD. Â General Trends and Outlook Â Global Supply Chain Â We continue to engage with various elements of our supply chain and distribution channel, including our customers, contract manufacturers, and logistics and transportation providers, to supply our product candidates for development purposes and to remain informed of any challenges within our supply chain. We intend to adapt our plans as needed to continue to drive our product development programs. However, global events have impacted our global supply chain and we may face further disruptions to our supply chain and operations, and associated delays in the manufacturing and supply of our products. Such supply disruptions may adversely impact our ability to continue development of our product candidates and ultimately generate sales of and revenues from any approved products, and our business, financial condition, results of operations and growth prospects could be adversely affected. Â Inflation Â We do not believe that inflation has had a material impact on our business or operating results during the periods presented. However, inflation, led by supply chain constraints, federal stimulus funding, increases to household savings, and the sudden macroeconomic shift in activity levels arising from the loosening or removal of many government restrictions, has had, and may continue to have, an impact on overhead costs and transportation costs and may in the future adversely affect our operating results. In addition, increased inflation has had, and may continue to have, an effect on interest rates. Increased interest rates may adversely affect our borrowing rate and our ability to obtain, or the terms under which we can obtain, any potential additional funding. Â Financial Overview Â We have incurred net losses and generated negative cash flows from operations and expect to continue to incur losses in the future as we continue to fund any future research and development activities needed to support the FDA regulatory review of our product candidates. Â Our net loss for the three and nine months ended September 30, 2024 was $3.4 million and $11.1 million, respectively, compared to $1.4 million and $13.9 million for the three and nine months ended September 30, 2023, respectively. As of September 30, 2024, we had an accumulated deficit of $455.4 million. As of September 30, 2024, we had cash, cash equivalents and short-term investments totaling $11.1 million compared to $9.4 million as of DecemberÂ 31, 2023. Â Critical Accounting Estimates Â The accompanying discussion and analysis of our financial condition and results of operations are based upon our unaudited condensed consolidated financial statements and the related disclosures, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires us to make estimates, assumptions and judgments that affect the reported amounts in our financial statements and accompanying notes. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions. To the extent that there are material differences between these estimates and actual results, our future financial statement presentation, financial condition, results of operations and cash flows will be affected. Our critical accounting policies and estimates are detailed in our Annual Report. Â 22 Â Â There have been no significant changes to our critical accounting policies or significant judgements and estimates for the three and nine months ended September 30, 2024, from those previously disclosed in our Annual Report, except as follows: Â Sale of Future Payments Â On January 12, 2024, we entered into the Purchase Agreement with XOMA to monetize a portion of our future payments for services performed to support sales of DSUVIA to the DoD by Alora under the Marketing Agreement, and sales milestones under the DSUVIA Agreement. Refer to Note 4, â€œSale of Future Paymentsâ€ for further details on the Purchase Agreement. Â The liability related to the sale of future payments is recorded as debt and will be amortized under the effective interest rate method over the estimated life of the Purchase Agreement. The amortization of the liability related to the sale of future payments is based on our current estimate of future payments under the Marketing Agreement. The estimate of future payments include payments related to estimated future DoD sales and the probability of meeting and the potential timing of milestone payments are derived using internal management estimates and reflect managementâ€™s judgements, current market conditions, and internal forecasts. A significant change in these inputs could result in a material increase or decrease to the effective interest rate of the liability for the sale of future payments. Â We will periodically assess the amount and timing of expected payments using a combination of internal projections and historical data. To the extent our future estimates of future payments are greater or less than previous estimates or the estimated timing of such payments is materially different than previous estimates, we will adjust the amortization of the Sale of Future Payment Liability and prospectively recognize the related non-cash interest expense. Â Recently Issued Accounting Pronouncements Â In November 2023, the Financial Accounting Standards Board, or FASB, issued Accounting Standard Update, or ASU, 2023-07,Â Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures, orÂ ASU 2023-07, which requires all public entities, including public entities with a single reportable segment, to provide in interim and annual periods one or more measures of segment profit or loss used by the chief operating decision maker to allocate resources and assess performance. Additionally, the standard requires disclosures of significant segment expenses and other segment items as well as incremental qualitative disclosures. The guidance in this update is effective for fiscal years beginning after December 15, 2023, and interim periods after December 15, 2024. We are evaluating the disclosure impact of ASU 2023-07; however, the adoption of ASU 2023-07 will not have a materialÂ impact on our consolidated financial statements. Â In December 2023, the FASB issued ASU 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures, which requires companies to disclose, on an annual basis, specific categories in the effective tax rate reconciliation and provide additional information for reconciling items that meet a quantitative threshold. In addition, ASU 2023-09 requires companies to disclose additional information about income taxes paid. ASU 2023-09 will be effective for annual periods beginning January 1, 2025 and will be applied on a prospective basis with the option to apply the standard retrospectively. We are evaluating the disclosure impact of ASU 2023-09; however, the adoption of ASU 2023-09 will not have a material impact on our consolidated financial statements. Â We do not believe other recently issued but not yet effective accounting standards, if currently adopted, would have a material effect on our consolidated financial statements. Â Results of Operations Â Our unaudited condensed consolidated results of operations are presented for the three and nine months ended September 30, 2024 and 2023. Certain financial results (revenues and expenses) relating to the divestment of our DSUVIA/DZUVEO business are reflected in discontinued operations. See Note 3, â€œDiscontinued Operationsâ€ to the unaudited condensed consolidated financial statements in this Quarterly Report on Form 10-Q for additional information. Unless otherwise noted, the revenue and expense amounts discussed below are based on and relate to our continuing operations. Â Results of operations for any period may be unrelated to results of operations for any other period. In addition, historical results should not be viewed as indicative of future operating results. Â 23 Â Â Three and Nine Months Ended September 30, 2024 and 2023 Â Revenue Â There was no revenue recognized in the three and nine months ended September 30, 2024. For the three and nine months ended September 30, 2023, we recognized $0.1 million and $0.4 million in revenue, respectively, related to the DSUVIA Agreement with Alora under the Marketing Agreement executed in April 2023, pursuant to which Talphera has the exclusive right to market and offer DSUVIA for sale to DoD and for which Alora pays us 75% of net sales of DSUVIA sold to DoD. Â Research and Development Expenses Â Research and development expenses included the following: Â Â â€¢ expenses incurred under agreements with contract research organizations and clinical trial sites; Â Â â€¢ employee-related expenses, which include salaries, benefits and stock-based compensation; Â Â â€¢ payments to third party pharmaceutical and engineering development contractors; Â Â â€¢ payments to third party manufacturers; Â Â â€¢ other allocated expenses, which include direct and allocated expenses for rent and maintenance of facilities and equipment, and equipment and laboratory and other supply costs; and Â Â â€¢ costs for equipment and laboratory and other supplies. Â We expect to incur future research and development expenditures to support the FDA regulatory review of our product candidates and anticipated activities required for the development of our nafamostat product candidates.Â Â Â Â Â Â Â Â Â Â Â We track external development expenses on a program-by-program basis. Our development resources are shared among all our programs. Compensation and benefits, facilities, depreciation, stock-based compensation, and development support services are not allocated specifically to projects and are considered research and development overhead. Â Below is a summary of our research and development expenses for the three and nine months ended September 30, 2024 and 2023 (in thousands, except percentages): Â Â Â Three Months Ended September 30, Â Â Nine Months Ended September 30, Â Drug Indication/Description Â 2024 Â Â 2023 Â Â $ Change 2024 vs. 2023 Â Â % Change 2024 vs. 2023 Â Â 2024 Â Â 2023 Â Â $ Change 2024 vs. 2023 Â Â % Change 2024 vs. 2023 Â Â (In thousands, except percentages) Â Research and development expenses Â $ 2,053 Â Â $ 1,178 Â Â $ 875 Â Â Â 74 % Â $ 5,395 Â Â $ 3,777 Â Â $ 1,618 Â Â Â 43 % Â Research and development expenses for the three and nine months ended September 30, 2024 increased as compared to the three and nine months ended September 30, 2023, primarily due to an increase in costs associated with Niyad development. Â Selling, General and Administrative Expenses Â Selling, general and administrative expenses consist primarily of salaries, benefits and stock-based compensation for personnel engaged in commercialization, administration, finance and business development activities. Other significant expenses included allocated facility costs and professional fees for general legal, audit and consulting services. Â Total selling, general and administrative expenses for the three and nine months ended September 30, 2024 and 2023, were as follows (in thousands, except percentages): Â Â Â Three Months Ended September 30, Â Â Nine Months Ended September 30, Â Â Â 2024 Â Â 2023 Â Â $ Change 2024 vs. 2023 Â Â % Change 2024 vs. 2023 Â Â 2024 Â Â 2023 Â Â $ Change 2024 vs. 2023 Â Â % Change 2024 vs. 2023 Â Â Â (In thousands, except percentages) Â Selling, general and administrative expenses Â $ 1,696 Â Â $ 2,248 Â Â $ (552) Â Â (25)% Â $ 6,861 Â Â $ 9,199 Â Â $ (2,338) Â Â (25)% Â Selling, general and administrative expenses decreased for the three and nine months ended September 30, 2024, as compared to the three and nine months ended September 30, 2023, primarily due to the divestment of DSUVIA. More specifically, the decrease for the three months ended September 30, 2024 compared to September 30, 2023 was attributed to a $0.2 million reduction in employee compensation and related expenses due to a reduction in headcount, a $0.1 million reduction in legal fees, a $0.1 million decrease in non-cash stock-based compensation expense, and a net decrease in other selling, general and administrative expenses of approximately $0.2 million, and the decrease for the nine months ended September 30, 2024 compared to September 30, 2023 was attributed to a $0.6 million reduction in employee compensation and related expenses due to a reduction in headcount, a $0.8 million reduction in legal fees, a $0.5 million decrease in stock-based compensation expense, and a net decrease in other selling, general and administrative expenses of approximately $0.5 million.Â Â 24 Â Â Other Income (Expense), Net Â Total other income (expense), net for the three and nine months ended September 30, 2024 and 2023, was as follows (in thousands, except percentages): Â Â Â Three Months Ended September 30, Â Â Nine Months Ended September 30, Â Â Â 2024 Â Â 2023 Â Â $ Change 2024 vs. 2023 Â Â % Change 2024 vs. 2023 Â Â 2024 Â Â 2023 Â Â $ Change 2024 vs. 2023 Â Â % Change 2024 vs. 2023 Â Â Â (In thousands, except percentages) Â Interest expense Â $ â€” Â Â $ â€” Â Â $ â€” Â Â Â â€” % Â $ â€” Â Â $ (134) Â $ 134 Â Â Â (100)% Interest income and other income, net Â Â 155 Â Â Â 187 Â Â Â (32) Â Â (17)% Â Â 576 Â Â Â 1,245 Â Â Â (669) Â Â (54)% Gain on sale of future payments Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” % Â Â 1,246 Â Â Â â€” Â Â 1,246 Â Â Â â€” % Change in fair value of warrant liability Â Â 241 Â Â Â 1,706 Â Â Â (1,465) Â Â (86)% Â Â (306) Â Â 5,718 Â Â Â (6,024) Â Â (105)% Non-cash interest expense on liability related to sale of future payments Â Â â€” Â Â Â â€” Â Â Â â€” % Â Â (394) Â Â â€” Â Â Â (394) Â Â â€” % Total other income (expense), net Â $ 396 Â Â $ 1,893 Â Â $ (1,497) Â Â (79)% Â $ 1,122 Â Â $ 6,829 Â Â $ (5,707) Â Â (84)% Â Interest expense consisted primarily of interest accrued or paid on our debt obligation agreements and amortization of debt discounts. In April 2023, in connection with the closing of the DSUVIA Agreement, we fully repaid the Loan Agreement with Oxford. Refer to Note 5, â€œLong-Term Debtâ€ to the unaudited condensed consolidated financial statements in this Quarterly Report on Form 10-Q for additional information. Â Interest income and other income, net, for the three and nine months ended September 30, 2024 and 2023, consisted of interest earned on our investments and included a $0.7 million gain on the satisfaction of the contingency related to the liability for the Lowell holdback shares issued in June 2023. Â Gain on sale of future payments for the nine months ended September 30, 2024 consisted of $1.2 million in other income related to the XOMA Purchase Agreement (see Note 4, â€œSale of Future Paymentsâ€). Â Change in fair value of warrant liability for the three and nine months ended September 30, 2024 included a $0.2 million decrease and an $0.3 million increase in the fair value of our warrant liability, respectively, as compared to a $1.7 million and $5.7 million decrease in the fair value of our warrant liability for the three and nine months ended September 30, 2023, respectively. Â The non-cash interest expense on the liability related to the sale of future payments is attributable to the XOMA Purchase Agreement. Please refer to Note 4, â€œSale of Future Paymentsâ€ to the unaudited condensed consolidated financial statements in this Quarterly Report on Form 10-Q for additional information. Â Discontinued Operations Â For the three months ended September 30, 2023, we recognized net income from discontinued

operations of $0.1 million, and for the nine months ended September 30, 2023, we recognized a net loss from discontinued operations $8.1 million. Refer to Note 3, â€œDiscontinued Operationsâ€ to the unaudited condensed consolidated financial statements in this Quarterly Report on Form 10-Q for additional information. Â Liquidity and Capital Resources Â Liquidity and Going Concern Â As of September 30, 2024, we had cash, cash equivalents and investments totaling $11.1 million, compared to $9.4 million as of December 31, 2023. Our cash and investment balances are held in a variety of interest-bearing instruments, including obligations of commercial paper, U.S. government agency securities and money market funds. Cash in excess of immediate requirements is invested with a view toward capital preservation and liquidity. Â 25 Â Â To date, we have incurred losses and generated negative cash flows from operations and we expect to incur significant losses in 2024 and may incur significant losses and negative cash flows from operations in the future. Although we raised additional capital in January 2024 as discussed below, considering our current cash resources and current and expected levels of operating expenses for the next twelve months, we expect to need additional capital to fund our planned operations prior to the twelve-month anniversary of the filing date of this Quarterly Report on Form 10-Q. Â We may seek to raise such additional capital through public or private equity offerings, the issuance of debt securities, a new debt facility, or entering into product development, license or distribution agreements with third parties. Our existing capital resources will not be sufficient to fund our operations until such time as we may be able to generate sufficient revenues to sustain our operations. Â While we believe our plans to raise additional funds will alleviate the conditions that raise substantial doubt about our ability to continue as a going concern, these plans are not entirely within our control and cannot be assessed as being probable of occurring. Additional funds may not be available when we need them on terms that are acceptable to us, or at all. If adequate funds are not available, we may be required to further reduce our workforce, delay, reduce the scope of, or cease, the development of our product candidates in advance of the date on which our cash resources are exhausted to ensure that we have sufficient capital to meet our obligations and continue on a path designed to preserve stockholder value. In addition, if we raise additional funds through collaborations, strategic alliances or licensing arrangements with third parties, we may have to relinquish rights to our technologies, future revenue streams or product candidates, or to grant licenses on terms that may not be favorable to us. Â XOMA Purchase Agreement Â In January 2024, we entered into the Purchase Agreement with XOMA in exchange for $8.0 million for the sale of our right, title and interest in and to amounts payable to us pursuant to the DSUVIA Agreement with Alora until the XOMA Threshold is attained, after which time we may share in certain future payments from Alora (see Note 4, â€œSale of Future Paymentsâ€ to the unaudited condensed consolidated financial statements in this Quarterly Report on Form 10-Q for additional information). Â January 2024 Private Placement Â In January 2024, we entered into securities purchase agreements with institutional investors, relating to the issuance and sale of pre-funded warrants to the purchasers in a two-tranche private placement to purchase shares of Common Stock at a purchase price of $0.769 per share and an exercise price of $0.001 per share. The pre-funded warrants are exercisable immediately and have an unlimited term. The terms of the private placement included: Â Â â€¢ the first tranche of the private placement, which closed in January 2024, resulted in the aggregate gross proceeds of approximately $6.0 million excluding the proceeds, if any, from the exercise of the pre-funded warrants issued in such tranche. In the first tranche of the private placement, we issued pre-funded warrants to purchase up to 7,792,208 shares of Common Stock. Â Â â€¢ the second tranche of the private placement, which is a conditional purchase by the purchasers subject to either (a) the satisfaction or waiver of achieving, by September 30, 2024, the NEPHRO CRRT primary and one of the secondary clinical trial endpoints, resulting in our issuing pre-funded warrants to purchase up to 12,987,013 shares of Common Stock, and receiving additional aggregate gross proceeds of approximately $10.0 million, and/or (b) the satisfaction or waiver of the volume-weighted average price of the common stock for each of the immediately subsequent five trading days following our announcement of our pivotal trial data being at least $0.92 per share, resulting in our issuing pre-funded warrants to purchase up to 2,597,402 shares of Common Stock and receiving additional aggregate gross proceeds of approximately $2.0 million. Â On September 30, 2024, we amended our securities purchase agreements, dated January 17, 2024, with entities affiliated with Nantahala Management, LLC, or the Nantahala Agreements, to extend to June 30, 2025 the date by which we must achieve the precedent conditions to the second closing thereunder, or the Nantahala Amendments. If prior to the second closing, we consummate an equity financing, then the purchasers shall be released from their obligation to purchase additional shares of common stock and/or pre-funded warrants pursuant to the Nantahala Agreements, as amended. Â In connection with the private placement, we agreed to amend and restate a portion of the outstanding warrants issued in connection with the July 2023 private placement (Refer to Note 9, â€œStockholdersâ€™ Equityâ€ and Note 10, â€œWarrantsâ€ to the consolidated financial statements in our Annual Report on Form 10-K for the year ended December 31, 2023 for additional information), representing (i) Series A common stock purchase warrants to purchase up to 2,941,178 shares of Common Stock and (ii) Series B common stock purchase warrants to purchase up to 2,941,178 shares of Common Stock, to reduce the exercise price thereunder to $0.77 per share. Â Registration Statement on Form S-3 Â In November 2023, we filed, and the SEC subsequently declared effective, a registration statement on Form S-3 pursuant to which we may offer shares of our common stock and preferred stock, various series of debt securities and/or warrants to purchase any of such securities, either individually or in combination, up to a total dollar amount of $150 million, from time to time at prices and on terms to be determined by market conditions at the time of any offering. Our ability to sell such securities will be limited until we are no longer subject to the SECâ€™s â€œbaby shelfâ€ limitations. Â 26 Â Â Cantor Controlled Equity OfferingSM Sales Agreement Â In June 2016, we entered into a Controlled Equity OfferingSM Sales Agreement, as amended, the ATM Agreement, with Cantor Fitzgerald & Co., or Cantor, as agent, pursuant to which we may offer and sell, from time to time through Cantor, shares of our common stock. There were no sales under the ATM Agreement for the three and nine months ended September 30, 2024 or 2023. Our ability to sell such shares will be subject to the filing of a prospectus supplement with the SEC to our registration statement on Form S-3 and will be limited until we are no longer subject to the SECâ€™s â€œbaby shelfâ€ limitations. Â Cash Flows Â Â Â Nine Months Ended September 30, Â Â Â 2024 Â Â 2023 Â Net cash used in operating activities Â $ (10,429) Â $ (13,543) Net cash provided by investing activities Â Â 3,781 Â Â Â 3,123 Â Net cash provided by financing activities Â Â 12,044 Â Â Â 3,534 Â Â The discussion of our cash flows that follows includes the impact of discontinued operations. For additional information, see Note 3, â€œDiscontinued Operationsâ€ to the condensed consolidated financial statements in this Quarterly Report on Form 10-Q. Â Cash Flows from Operating Activities Â The primary use of cash for our continuing operating activities during these periods was to support our product development efforts for our product candidates while the primary use of cash for discontinued operations was to fund commercial activities for DSUVIA. Our cash used in operating activities also reflected changes in our working capital, net of adjustments for non-cash charges, such as stock-based compensation, depreciation and amortization of our fixed assets, non-cash interest expense related to the sale of future payments and interest expense related to our debt financings. Â Cash used in operating activities of $10.4 million during the nine months ended September 30, 2024, reflected a net loss of $11.1 million, partially offset by aggregate non-cash charges of $1.3 million and included an approximate $0.6 million net change in our operating assets and liabilities. Significant non-cash adjustments included $0.8 million in stock-based compensation expense, $0.4 million in interest expense related to the sale of future payments and a $0.3 million increase in the fair value of our warrant liability. The net change in our operating assets and liabilities was primarily due to a $1.1 million decrease in prepaid expenses and other current assets, a $0.9 million decrease in accounts payable and a $0.8 million decrease in accrued liabilities. Â Cash used in operating activities of $13.5 million during the nine months ended September 30, 2023, reflected a net loss of $13.9 million, partially offset by aggregate non-cash charges of approximately $1.7 million and included an approximate $1.4 million net change in our operating assets and liabilities. Non-cash adjustments included an impairment charge of $6.9 million on our net assets held for sale in connection with our divestment of DSUVIA, an impairment charge of $1.1 million on fixed assets, a gain of $1.1 million related to the termination of lease liabilities, a $5.7 million decrease in the fair value of our warrant liability, $1.4 million in stock-based compensation expense, a $0.4 million gain on extinguishment of debt, and $0.3 million in depreciation and amortization expense. The net change in our operating assets and liabilities included a $1.4 million decrease in prepaid expenses and other current assets, a $1.8 million decrease in accrued liabilities, and a $1.0 million decrease in accounts payable. Â Â Cash Flows from Investing Activities Â Our investing activities have consisted primarily of our capital expenditures and purchases and sales and maturities of our available-for-sale investments. Â During the nine months ended September 30, 2024, cash provided by investing activities of $3.8 million was primarily the net result of $5.0 million in purchases of investments and $8.8 million in proceeds from maturity of investments. Â During the nine months ended September 30, 2023, cash provided by investing activities of $3.1 million was primarily the net result of $2.7 million in cash proceeds on the sale of DSUVIA to Alora, $0.5 million in proceeds from the maturities of investments partially offset by $0.1 million for purchases of property and equipment.Â Â 27 Â Â Cash Flows from Financing Activities Â Cash flows from financing activities primarily reflect proceeds from the sale of our securities and payments made on debt financings, including the sale of future payments. Â During the nine months ended September 30, 2024, cash provided by financing activities of $12.0 million was primarily due to net proceeds from the XOMA Purchase Agreement of $6.1 million, and $5.9 million in net proceeds from the January 2024 private placement. Â During the nine months ended September 30, 2023, cash provided by financing activities of $3.5 million was primarily due to $8.9 million in net proceeds from the July 2023 equity financing, partially offset by $5.4 million in long-term debt payments under the Loan Agreement with Oxford. On April 3, 2023, in connection with the closing of the DSUVIA Agreement, we fully repaid the Loan Agreement with Oxford. Refer to Note 5, â€œLong-Term Debtâ€ to the unaudited condensed consolidated financial statements in this Quarterly Report on Form 10-Q for additional information. Â Capital Commitments and Capital Resources Â Our current operating plan includes expenditures related to the development of our product candidates. Our operating plan includes anticipated activities required for the development and supply of our nafamostat product candidates. These assumptions may change as a result of many factors. We will continue to evaluate the work necessary to gain approval of our product candidates in the United States and intend to update our cash forecasts accordingly. Considering our current cash resources and current and expected levels of operating expenses for the next twelve months, we expect to need additional capital to fund our planned operations for at least the next twelve months. Â Our future capital requirements may vary materially from our expectations based on numerous factors, including, but not limited to, the following: Â Â â€¢ the ability to timely and successfully complete our clinical trial for the Niyad product candidate; Â Â â€¢ the outcome, timing and cost of the development of our other nafamostat product candidates; Â Â â€¢ expenditures related to drafting and submission of new drug or device regulatory applications with the FDA for our developmental product candidates and payment of statutory filing fees and related application prosecution costs arising from such submissions; Â Â â€¢ costs associated with business development activities and licensing transactions; Â Â â€¢ the outcome and timing of the regulatory submissions for our product candidates and any approvals for our product candidates; Â Â â€¢ expenditures related to the potential commercialization of our product candidates, if approved; Â Â â€¢ the initiation, progress, timing and completion of any post-approval clinical trials for our product candidates, if approved; Â Â â€¢ the ability to retain the listing of our common stock on Nasdaq; Â Â â€¢ changes in the focus and direction of our business strategy and/or research and development programs; Â Â â€¢ delays that may be caused by changing regulatory requirements; Â Â â€¢ the costs involved in filing and prosecuting patent applications and enforcing and defending patent claims; Â Â â€¢ the timing and terms of future in-licensing and out-licensing transactions; Â Â â€¢ the cost and timing of establishing sales, marketing, manufacturing and distribution capabilities; Â Â â€¢ the potential impact of trade laws and regulations of the United States associated with the use of our contract development and manufacturing organization, or CDMO, for nafamostat-based finished goods located in China; Â Â â€¢ the cost of procuring clinical supplies of our product candidates, and commercial supplies, if approved; Â 28 Â Â Â â€¢ the cost of establishing new supply chains and related third party logistics to support our developmental product candidates; Â Â â€¢ the extent to which we acquire or invest in businesses, products and product candidates or technologies; and Â Â â€¢ the expenses associated with litigation. Â In the long term, our existing capital resources will not be sufficient to fund our operations until such time as we may be able to generate sufficient revenues to sustain our operations. We will have to raise additional funds through the sale of our equity securities, monetization of current and future assets, issuance of debt or debt-like securities or from development and licensing arrangements to sustain our operations and continue our development programs. Â Please see â€œPart II., Item 1A. Risk Factorsâ€”Risks Related to Our Financial Condition and Need for Additional Capital.â€ Â ItemÂ 3. Quantitative and Qualitative Disclosures About Market Risk Â We are a smaller reporting company as defined by Rule 12b-2 of the Exchange Act and are not required to provide the information specified under this item. Â ItemÂ 4. Controls and Procedures Â We maintain disclosure controls and procedures (as defined in Exchange Act Rule 13aâ€“15(e) and 15d-15(e)) that are designed to ensure that information required to be disclosed in our reports under the Exchange Act, and the rules and regulations thereunder, is recorded, processed, summarized and reported within the time periods specified in the SECâ€™s rules and forms and that such information is accumulated and communicated to our management, including our chief executive officer and chief financial officer, to allow for timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management is required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Â Evaluation of disclosure controls and procedures. As required by Rule 13a-15(b) under the Exchange Act, we carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the period covered by this Quarterly Report on Form 10-Q. Based on the foregoing, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective at the reasonable assurance level. Â Changes in internal control over financial reporting. There have been no changes in our internal control over financial reporting that occurred during the period covered by this Quarterly Report on Form 10-Q that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting. Â PART II. OTHER INFORMATION Â ItemÂ 1. Legal Proceedings Â From time to time, we may be involved in legal proceedings relating to intellectual property, commercial, employment and other matters arising in the ordinary course of business. Such matters are subject to uncertainty and there can be no assurance that such legal proceedings will not have a material adverse effect on our business, results of operations, financial position or cash flows. Please see the matters under the caption â€œPart I. Financial Informationâ€”Item 1. Financial Statementsâ€”Note 6, Commitments and Contingenciesâ€”Litigationâ€ in this Quarterly Report on Form 10-Q. Â ItemÂ 1A. Risk Factors Â This Quarterly Report on Form 10-Q contains forward-looking information based on our current expectations. Because our actual results may differ materially from any forward-looking statements made by or on behalf of us, this section includes a discussion of important factors that could affect our actual future results, including, but not limited to, our revenues, expenses, net loss and loss per share. You should carefully consider these risk factors, together with all of the other information included in this Quarterly Report on Form 10-Q as well as our other publicly available filings with the U.S. Securities and Exchange Commission, or SEC. Â 29 Â Â Summary Risk Factors Â Our business is subject to numerous risks, as more fully described in this section below this summary. You should read these risks before you invest in our common stock. We may be unable, for many reasons, including those that are beyond our control, to implement our business strategy. In particular, our risks include: Â Â â€” We require additional capital and may be unable to raise such capital, which would force us to delay, reduce or eliminate our commercialization efforts and product development programs and could cause us to be unable to continue to operate as a going concern and cease operations. Â â€” We may fail to realize the benefits expected from our acquisition of Lowell Therapeutics, Inc., or Lowell, which could adversely affect our stock price. Â â€” Delays in clinical trials are common and have many causes, and any delay could result in increased costs to us and jeopardize

or delay our ability to obtain regulatory approval and commence product sales. Â â— Our development efforts might not generate successful product candidates. Â â— We may fail to properly conduct and/or successfully complete our clinical trial for our lead product candidate, Niyadâ„¢. Â â— If clinical trials of our product candidates fail to demonstrate safety and efficacy to the satisfaction of regulatory authorities or do not otherwise produce positive results, we may incur additional costs or experience delays in completing, or ultimately be unable to complete, the development and commercialization of our product candidates. Â â— If we experience delays or difficulties in enrolling patients in clinical trials, our receipt of necessary regulatory approvals could be delayed or prevented. Â â— If serious adverse effects or unexpected characteristics of our product candidates are identified during development, we may need to abandon or limit the development of some or all of our product candidates. Â â— We may expend our limited resources to pursue a particular product candidate or indication and fail to capitalize on product candidates or indications that may be more profitable or for which there is a greater likelihood of success. Â â— The process for obtaining approval of a Premarket Approval, or PMA, application or New Drug Application, or NDA, is time consuming, subject to unanticipated delays and costs, and requires the commitment of substantial resources. Â â— Our expectations for U.S. Food and Drug Administration, or FDA, approvability of our product candidates may be inaccurate. Â â— We may experience difficulties in retaining our existing employees and managing our operations. Â â— If we, or current and potential partners, are unable to compete effectively, our products may not reach their commercial potential. Â â— Sales of our divested product, DSUVIA, may fail to attain the threshold revenue levels required for us to share in future revenues from those sales. Â â— Coverage and adequate reimbursement may not be available for our product candidates, if approved, in the United States and in Europe, which could make it difficult for us, or our partners, to sell our products profitably. Â â— The FDA and other regulatory agencies actively enforce the laws and regulations prohibiting the promotion of off-label uses. Â â— If we or our partners are unable to establish and maintain relationships with group purchasing organizations any future revenues or future profitability could be jeopardized. Â â— Existing and future legislation may increase the difficulty and cost for us to commercialize our products and affect the prices we may obtain. Â â— We have incurred significant losses since our inception and anticipate that we will continue to incur losses in the future. Â â— To fund our operations, and capital requirements, we may sell additional equity securities, which may result in dilution to our stockholders, or debt securities, which may impose restrictions on our business. Â â— We have not yet generated significant product revenue and may never be profitable. Â â— We rely on third party manufacturers and suppliers for our product candidates in Asia and the United States. Â â— We rely on single sources of supply for the active pharmaceutical ingredients and finished product for our nafamostat-based product candidates and any disruptions in the chain of supply may cause a delay in developing our product candidates. Â â— Manufacturing issues may arise that could delay or increase costs related to product development and regulatory approval. Â â— We rely on third parties to conduct, supervise and monitor our clinical trials. Â â— Our relationships with clinical investigators, health care professionals, consultants, commercial partners, third-party payers, hospitals, and other customers are subject to applicable anti-kickback, fraud and abuse and other healthcare laws, which could expose us to significant penalties. Â â— Significant disruptions of our information technology systems or data security incidents could result in significant financial, legal, regulatory, business and reputational harm to us. Â â— Business interruptions could delay our operations and sales efforts. Â â— Our future success depends on our ability to retain key executives and to attract, retain and motivate qualified personnel. Â â— We may acquire companies, product candidates or products or engage in strategic transactions. Â â— We face potential product liability claims and, if such claims are successful, we may incur substantial liability. Â â— Our employees, agents and vendors may engage in misconduct or other improper activities, including non-compliance with regulatory standards and requirements and insider trading. Â â— If we cannot defend our issued patents from third party claims or if our pending patent applications fail to issue, our business could be adversely affected. Â â— Litigation involving patents, patent applications and other proprietary rights is expensive and time consuming. Â â— It is difficult and costly to protect our proprietary rights, and we may not be able to ensure their protection. Â â— We may be unable to adequately prevent disclosure of trade secrets and other proprietary information. Â 30 Â Â Â â— Periodic maintenance fees, renewal fees, annuity fees and various other governmental fees on patents and applications will be due to be payable to the United States Patent and Trademark Office and various foreign governmental patent agencies annually in several stages over the lifetime of the patents and/or applications. Â â— We may not be able to enforce our intellectual property rights throughout the world. Â â— We have not yet registered our trademarks in all our potential markets, and failure to secure those registrations could adversely affect our business. Â â— The market price of our common stock has historically been and may continue to be highly volatile. Â â— Sales of a substantial number of shares of our common stock in the public market could cause our stock price to fall. Â â— We do not intend to pay dividends on our common stock so any returns will be limited to the value of our stock. Â â— Provisions in our amended and restated certificate of incorporation and bylaws, as well as provisions of Delaware law, could make it more difficult for a third party to acquire us or increase the cost of acquiring us, even if doing so would benefit our stockholders or remove our current management. Â â— If we cannot maintain compliance with Nasdaqâ€™s listing requirements, Nasdaq may delist our common stock from trading, which could limit investorsâ€™Â ability to make transactions in our common stock and subject us to additional trading restrictions. Â â— Litigation may substantially increase our costs and harm our business. Â â— Our involvement in securities-related class action and related derivative litigation could divert our resources and management's attention and harm our business. Â â— Our ability to use our net operating loss carryforwards and certain other tax attributes may be limited. Â â— Our effective tax rate may fluctuate, we may be adversely affected by changes in tax laws and regulations, and we may incur obligations in tax jurisdictions in excess of accrued amounts. Â â— Macroeconomic uncertainties, including inflationary pressures, supply chain disruptions, labor shortages, significant volatility in global markets and recession risks have in the past and may continue to adversely affect our business, future results of operations, and financial condition, the effects of which remain uncertain. â€ƒ Â â— We previously identified a material weakness in our internal control over financial reporting. In the future, we may identify additional material weaknesses or otherwise fail to maintain an effective system of internal control over financial reporting or adequate disclosure controls and procedures, which may result in material errors in our financial statements or cause us to fail to meet our period reporting obligations. Â 31 Â Â Risks Related to Our Financial Condition and Need for Additional Capital Â We have incurred significant losses since our inception and anticipate that we will continue to incur losses in the future. Â We have incurred significant net losses since our inception in July 2005. In addition, we have generated negative cash flows from operations and we expect to incur significant losses in 2024 and may incur significant losses and negative cash flows from operations in the future. These conditions raise substantial doubt about our ability to continue as a going concern. Â We have devoted most of our financial resources to research and development, including our non-clinical development activities and clinical trials. To date, we have financed our operations primarily through the issuance of equity securities, borrowings and royalty financings. The size of our future net losses will depend, in part, on the rate of future expenditures and our ability to generate revenues. We expect to continue to incur substantial expenses as we support research and development activities for our product candidates. If our product candidates are not successfully developed or commercialized in the U.S., or if revenues are insufficient following marketing approval, we will not achieve profitability and our business may fail. Our success is also dependent on current and future collaborations to market our products outside of the United States, which may not materialize or prove to be successful. Â We require additional capital and may be unable to raise such capital, which would force us to delay, reduce or eliminate our commercialization efforts and product development programs and could cause us to be unable to continue to operate as a going concern and cease operations. Â Launch of a commercial pharmaceutical or medical device product and the required development activities associated with those products can be time consuming and costly. We expect to incur significant expenditures in connection with supporting our research and development activities for our product candidates. Â Clinical trials, regulatory reviews, and the launch of a commercial product are expensive activities. In addition, commercialization costs for our product candidates, if approved, in the United States may be significantly higher than estimated as a result of technical difficulties or otherwise. Revenues may be lower than expected and costs to produce such revenues may exceed those revenues. We will need to seek additional capital to continue operations. Such capital demands could be substantial. In the future, we may seek to raise such additional capital through public or private equity offerings, including under the Controlled Equity OfferingSM Sales Agreement, or the ATM Agreement, with Cantor Fitzgerald & Co., or Cantor, debt securities, a new debt facility, monetizing or securitizing certain assets, entering into product development, license or distribution agreements with third parties, or divesting any of our product candidates. Such arrangements may not be available on favorable terms, if at all. Â If we are unsuccessful in efforts to raise additional capital, based on our current levels of operating expenses, our current capital is not expected to be sufficient to fund our operations for the next twelve months. These conditions raise substantial doubt about our ability to continue as a going concern. Â The unaudited condensed consolidated financial statements for the quarterly period ended September 30, 2024 were prepared on the basis of a going concern, which contemplates that we will be able to realize our assets and discharge liabilities in the normal course of business. These financial statements do not include any adjustments that might be necessary if we are unable to continue as a going concern. Â Future events and circumstances, including those beyond our control, may cause us to consume capital more rapidly than we currently anticipate. Furthermore, any product development, licensing, distribution or sale agreements that we enter into may require us to relinquish valuable rights. We may not be able to obtain sufficient additional funding or enter into a strategic transaction in a timely manner. If adequate funds are not available, we would be required to reduce our workforce, reduce the scope of, or cease, the development and subsequent potential commercial launch of our product candidates in advance of the date on which we exhaust our cash resources to ensure that we have sufficient capital to meet our obligations and continue on a path designed to preserve stockholder value. Â Securing additional financing may divert our management from our day-to-day activities, which may adversely affect our ability to develop our product candidates. In addition, we cannot guarantee that future financing will be available in sufficient amounts or on terms acceptable to us, if at all. If we are unable to raise additional capital when required or on acceptable terms, we may be required to: Â Â â€¢ further scale back or discontinue the development of our product candidates; Â Â â€¢ seek corporate partners for our product candidates on terms that might be less favorable than might otherwise be available; or Â Â â€¢ relinquish, or license on unfavorable terms, our rights to technologies, products or product candidates that we otherwise would seek to develop or commercialize ourselves. Â 32 Â Â During the past several years, domestic and international financial markets have experienced, and they may continue to experience, extreme disruption from time to time, including, among other things, high volatility, significant declines in stock prices and severely diminished liquidity and credit availability for both borrowers and investors. Such adverse capital and credit market conditions could make it more difficult to obtain additional capital on favorable terms, or at all, which could have a material adverse effect on our business and growth prospects. For example, our ability to raise additional capital may be adversely impacted by deteriorating global economic conditions and the disruptions to and volatility in the credit and financial markets in the U.S. and worldwide resulting from the ongoing military conflicts between Hamas and Israel, and between Russia and Ukraine and related sanctions imposed against Russia. Â To fund our operations and capital requirements, we may sell additional equity securities, which may result in dilution to our stockholders, or debt securities, or enter into a new debt facility which may impose restrictions on our business. Â We expect that significant additional capital will be needed in the future to continue our planned operations and capital requirements. In the long-term, our existing capital resources will not be sufficient to fund our operations until such time as we may be able to generate sufficient revenues to sustain our operations. In order to raise additional funds to support our operations, we may sell additional equity securities, including under the ATM Agreement with Cantor. We may sell common stock, convertible securities, or other equity securities in one or more transactions at prices and in a manner we determine from time to time. Selling additional equity securities may result in dilution to our existing stockholders and new investors may be materially diluted by subsequent sales. Incurring additional indebtedness, including through the sale of debt securities or entering into a new debt facility, would result in increased fixed payment obligations and could also result in additional restrictive covenants, such as limitations on our ability to incur additional debt, limitations on our ability to acquire, sell or license intellectual property rights and other operating restrictions, such as minimum cash balances, that could adversely impact our ability to conduct our business. Sales of equity or debt securities may also provide new investors with rights superior to our existing stockholders. If we are unable to expand our operations or otherwise capitalize on our business opportunities, our business, financial condition and results of operations could be materially adversely affected, and we may not be able to meet our debt service obligations. Â We have not yet generated significant product revenue and may never be profitable. Â Our ability to generate revenue from commercial sales and/or royalties and achieve profitability depends on our ability, alone and with collaborators, to successfully complete the development of, obtain the necessary regulatory approvals for, and commercialize our products. We do not anticipate generating significant near-term revenues from our product candidates, if approved, in the United States. Our ability to generate future revenues from product sales depends heavily on the success in: Â Â â€¢ obtaining and maintaining regulatory approval for our product candidates in the United States; and Â Â â€¢ launching and commercializing our product candidates, if approved, in the United States by building, internally or through collaborations, an institutionally focused sales force, which may require additional funding. Â Because of the numerous risks and uncertainties associated with launching a commercial pharmaceutical or medical device product, necessary product development activities and the regulatory environment, we are unable to predict the timing or amount of increased expenses, or when, or if, we will be able to achieve or maintain profitability. Our expenses could increase beyond expectations if we are delayed in receiving regulatory approval for our product candidates in the United States, or if we are required by the FDA to complete activities in addition to those we currently anticipate or have already completed. Â In October 2024, Alora notified us that they are discontinuing their sales efforts on behalf of DSUVIA. At this time, the Company is uncertain as to the impact of this decision on sales of DSUVIA to the DoD. There can be no assurance that Alora will successfully commercialize DSUVIA pursuant to the DSUVIA Agreement. The XOMA Threshold may never be attained, and we may never realize sufficient payments from our retained future interest in DSUVIA from Alora to become profitable. Although we had a collaboration agreement with GrÃ¼nenthal for commercialization of Zalviso in Europe and Australia, GrÃ¼nenthal was unable to achieve a level of commercial sales of Zalviso to trigger sales milestone payments that would have been payable to us. Â Even if our product candidates are approved in the United States, or the XOMA Threshold is attained, we may not become profitable and may need to obtain additional funding to continue operations. Â Future sales of DSUVIA to the DoD are not predictable, may occur on an irregular basis and may not meet our expectations due to various U.S. government-related factors that are beyond our control and into which we have little to no visibility, including the timing and extent of future U.S. military deployments. Â In October 2024, Alora notified us that they are discontinuing their sales efforts on behalf of DSUVIA. At this time, the Company is uncertain as to the impact of this decision on sales of DSUVIA to the DoD. Under the DSUVIA Agreement, Alora is responsible for commercializing DSUVIA except that we retain the responsibility for driving the demand within the DoD, and, if the XOMA Threshold is achieved, we will be entitled to receive quarterly payments in an amount equal to one-half of the 75% of net DSUVIA sales to the DoD. Refer to Note 3, â€œDiscontinued Operationsâ€ and Note 4, â€œSale of Future Paymentsâ€ to the condensed consolidated financial statements in this Quarterly Report on Form 10-Q for additional information. Future sales of DSUVIA by Alora to the DoD are not predictable, may occur on an irregular basis, and may not meet expectations due to various U.S. government-related factors that are beyond our control and into which we have little to no visibility, including the timing and extent of future U.S. military deployments. Even if Alora does generate revenue from such sales and the XOMA Threshold is achieved such that we receive payments, we may never generate revenue that is significant or predictable, which could impair our value and our ability to raise capital, expand our business or continue our operations. Â 33 Â Â Risks Related to Drug Development and Commercialization Â We may fail to realize the benefits expected from our acquisition of

Lowell, which could adversely affect our stock price. Â Our acquisition of Lowell is our largest acquisition to date. Our primary business strategy is focused on developing, obtaining approval, and commercializing our product candidates, including Niyad and LTX-608 that we acquired from Lowell. The anticipated benefits we expect from this acquisition are, necessarily, based on projections and assumptions about the combined businesses of our company and Lowell, which may not materialize as expected or which may prove to be inaccurate. The value of our common stock could be adversely affected if we are unable to realize the anticipated benefits from the acquisition on a timely basis or at all. Achieving the benefits of the acquisition of Lowell will depend, in part, on our ability to continue to integrate the business, operations and products of Lowell successfully and efficiently with our business. The challenges involved in this integration include, but are not limited to, (i) difficulties entering new markets and integrating new product candidates with which we have no or limited direct prior experience; and (ii) successfully managing relationships with our combined supplier base. Â Our failure to identify or accurately assess the magnitude of certain liabilities we assumed in the acquisition could result in unexpected litigation or regulatory exposure, unfavorable accounting charges, unexpected increases in taxes due, a loss of anticipated tax benefits or other adverse effects on our business, operating results or financial condition. Â Whether we receive payments for services performed to support sales of DSUVIA to the DoD after the XOMA Threshold is reached is dependent on the ability of Alora to successfully commercialize DSUVIA. Â We have divested DSUVIA to Alora, who will continue to commercialize the product and we may in the future share in certain payments including sales milestone payments from Alora pursuant to the XOMA Agreement. In particular, we divested to XOMA our rights to payments from Alora, subject to our retained interest in certain future payments in the event the XOMA Threshold is met. The commercial success of DSUVIA will depend heavily on numerous factors, including: Â Â â€¢ Aloraâ€™s ability to market, sell, and distribute DSUVIA; Â Â â€¢ Aloraâ€™s ability to establish and maintain commercial manufacturing relationships with third-party service providers; Â Â â€¢ acceptance by the medical community, including physicians, nurses, patients and pharmacy and therapeutics committees; Â Â â€¢ acceptance of pricing and placement on payersâ€™Â formularies; Â Â â€¢ Aloraâ€™s ability to effectively compete with other medications for the treatment of moderate-to-severe acute pain in medically supervised settings, including IV-opioids and any subsequently approved products; Â Â â€¢ effective management of, and compliance with, the DSUVIA Risk Evaluation and Mitigation Strategy, or REMS, program; Â Â â€¢ continued demonstration of an acceptable safety profile of DSUVIA; and Â Â â€¢ Aloraâ€™s ability to obtain, maintain, enforce, and defend the intellectual property rights and claims for DSUVIA. Â Delays in clinical trials are common and have many causes, and any delay could result in increased costs to us and jeopardize or delay our ability to obtain regulatory approval and commence product sales. Â We have experienced and may in the future experience delays in clinical trials of our product candidates. Our FDA-required clinical trials for our product candidates could be delayed for a variety of reasons, including: Â Â â€¢ inability to raise funding necessary to initiate or continue a trial; Â Â â€¢ inability to pay significant FDA filing fees; Â Â â€¢ delays in obtaining regulatory approval to commence a trial; Â 34 Â Â Â â€¢ delays in reaching agreement with the FDA on final trial design; Â Â â€¢ imposition of a clinical hold by the FDA, Institutional Review Board, or IRB, or other regulatory authorities; Â Â â€¢ delays in reaching agreement on acceptable terms with prospective contract research organizations, or CROs, and clinical trial sites; Â Â â€¢ delays in obtaining required IRB approval at each site; Â Â â€¢ delays in recruiting suitable patients or subjects to participate in a trial; Â Â â€¢ delays in having patients complete participation in a trial or return for post-treatment follow-up; Â Â â€¢ clinical sites dropping out of a trial to the detriment of enrollment or being delayed in entering data to allow for clinical trial database closure; Â Â â€¢ time required to add new clinical sites; Â Â â€¢ delays by our contract manufacturers to produce and deliver sufficient supply of clinical trial materials; or Â Â â€¢ the supply or quality of our product candidates or other materials necessary to conduct clinical trials of our product candidates may be insufficient or inadequate. Â If any future FDA-required clinical trials are delayed for any reason, our development costs may increase, our approval process for our product candidates could be delayed, our ability to commercialize and commence sales of our product candidates could be materially harmed, which could have a material adverse effect on our business. Â Our development efforts might not generate successful product candidates. Â We plan to invest a significant portion of our efforts and financial resources in the identification or asset acquisition of our product candidates. Our ability to generate product revenue from our product candidates, which may not occur for many years, if ever, will depend heavily on the successful development and eventual commercialization of these product candidates. The success of these product candidates and any other product candidates we may develop, in-license or acquire will depend on many factors, including the following: Â Â â€¢ successful enrollment in, and completion of, clinical trials; Â Â â€¢ demonstrating safety and efficacy; Â Â â€¢ receipt of marketing approvals from applicable regulatory authorities; Â Â â€¢ establishing commercial manufacturing capabilities or making arrangements with third-party manufacturers; Â Â â€¢ obtaining and maintaining patent and trade secret protection and non-patent exclusivity for our product candidates; Â Â â€¢ developing a sales and marketing organization or outsourcing these functions to third parties; Â Â â€¢ launching commercial sales of the product candidates, if and when approved, whether alone or selectively in collaboration with others; Â Â â€¢ acceptance of the product candidates, if and when approved, by patients, the medical community and third-party payers; Â Â â€¢ effectively competing with other products; Â Â â€¢ a continued acceptable safety profile of the products following approval; Â Â â€¢ enforcing and defending intellectual property rights and claims; and Â Â â€¢ other legal, regulatory, compliance, privacy, and fraud and abuse matters. Â 35 Â Â If we do not accomplish one or more of these goals in a timely manner, or at all, we could experience significant delays or an inability to successfully commercialize our product candidates, which would harm our business. Â If clinical trials of our product candidates fail to demonstrate safety and efficacy to the satisfaction of regulatory authorities or do not otherwise produce positive results, we may incur additional costs or experience delays in completing, or ultimately be unable to complete, the development and commercialization of our product candidates. Â Before obtaining marketing approval from regulatory authorities for the sale of our product candidates, we must conduct extensive clinical trials to demonstrate the safety and efficacy of our product candidates in humans. Clinical testing is expensive, difficult to design and implement, can take many years to complete and is uncertain as to outcome. A failure of one or more clinical trials could occur at any stage of testing. The outcome of early clinical trials may not be predictive of the success of later clinical trials, and interim results of a particular clinical trial do not necessarily predict final results of that trial. Â Moreover, clinical data is often susceptible to multiple interpretations and analyses. Many companies that have believed their product candidates performed satisfactorily in preclinical studies and clinical trials have nonetheless failed to obtain marketing approval of their products. Â We may experience numerous unforeseen events during, or as a result of, clinical trials that could delay or prevent our ability to receive marketing approval or commercialize our product candidates, including that: Â Â â€¢ regulators or institutional review boards may not authorize us or our investigators to commence a clinical trial or conduct a clinical trial at a prospective trial site; Â Â â€¢ we may have delays in reaching or fail to reach agreement on acceptable clinical trial contracts or clinical trial protocols with prospective trial sites; Â Â â€¢ clinical trials of our product candidates may produce negative or inconclusive results, and we may decide, or regulators may require us, to conduct additional clinical trials or abandon product development programs; Â Â â€¢ the number of patients required for clinical trials of our product candidates may be larger than we anticipate; enrollment in these clinical trials may be slower than we anticipate, or participants may drop out of these clinical trials at a higher rate than we anticipate; Â Â â€¢ our third-party contractors may fail to comply with regulatory requirements or meet their contractual obligations to us in a timely manner, or at all; Â Â â€¢ regulators or institutional review boards may require that we or our investigators suspend or terminate clinical research for various reasons, including noncompliance with regulatory requirements or a finding that the participants are being exposed to unacceptable health risks; Â Â â€¢ the cost of clinical trials of our product candidates may be greater than we anticipate; and Â Â â€¢ the supply or quality of our product candidates or other materials necessary to conduct clinical trials of our product candidates may be insufficient or inadequate. Â If we are required to conduct additional clinical trials or other testing of our product candidates beyond those that we currently contemplate, if we are unable to successfully complete clinical trials of our product candidates or other testing, if the results of these trials or tests are not positive or are only modestly positive or if there are safety concerns, we may: Â Â â€¢ be delayed in obtaining marketing approval for our product candidates; Â Â â€¢ not obtain marketing approval at all; Â Â â€¢ obtain approval for indications or patient populations that are not as broad as intended or desired; Â Â â€¢ obtain approval with labeling that includes significant use or distribution restrictions or safety warnings, including boxed warnings; Â Â â€¢ be subject to additional post-marketing testing requirements; or Â Â â€¢ have the product removed from the market after obtaining marketing approval. Â 36 Â Â Product development costs will also increase if we experience delays in testing or in receiving marketing approvals. We do not know whether any clinical trials will begin as planned, will need to be restructured or will be completed on schedule, or at all. Significant clinical trial delays also could shorten any periods during which we may have the exclusive right to commercialize our product candidates, could allow our competitors to bring products to market before we do, and could impair our ability to successfully commercialize our product candidates, any of which may harm our business and results of operations. Â If we experience delays or difficulties in enrolling patients in clinical trials, our receipt of necessary regulatory approvals could be delayed or prevented. Â We may not be able to initiate or continue clinical trials for our product candidates if we are unable to identify and enroll a sufficient number of eligible patients to participate in these trials as required by the FDA, or analogous regulatory authorities outside the United States. In addition, some of our competitors may have ongoing clinical trials for product candidates that would treat the same indications as our product candidates, and patients who would otherwise be eligible for our clinical trials may instead enroll in clinical trials of our competitorsâ€™ product candidates. Patient enrollment is also affected by other factors, including: Â Â â€¢ severity of the disease under investigation; Â Â â€¢ availability and efficacy of approved medications for the disease under investigation; Â Â â€¢ eligibility criteria for the trial in question; Â Â â€¢ perceived risks and benefits of the product candidate under study; Â Â â€¢ efforts to facilitate timely enrollment in clinical trials; Â Â â€¢ patient referral practices of health care professionals; Â Â â€¢ the ability to monitor patients adequately during and after treatment; and Â Â â€¢ proximity and availability of clinical trial sites for prospective patients. Â Our inability to enroll enough patients for our clinical trials would result in significant delays or may require us to abandon one or more clinical trials altogether. Enrollment delays in our clinical trials may result in increased development costs for our product candidates, which would cause the value of our company to decline and limit our ability to obtain additional financing. Â If serious adverse effects or unexpected characteristics of our product candidates are identified during development, we may need to abandon or limit the development of some or all of our product candidates. Â It is impossible to predict when or if any of our product candidates will prove effective or safe in humans or will receive marketing approval. Adverse events or undesirable side effects caused by, or other unexpected properties of, our product candidates could cause us, any current or future collaborators, an institutional review board or regulatory authorities to interrupt, delay or halt clinical trials of one or more of our product candidates and could result in a more restrictive label, or the delay or denial of marketing approval by the FDA or comparable foreign regulatory authorities. If adverse effects were to arise in patients being treated with any of our product candidates, it could require us to halt, delay or interrupt clinical trials of such product candidate or adversely affect our ability to obtain requisite approvals to advance the development and commercialization of such product candidate. If our product candidates are associated with undesirable side effects or have characteristics that are unexpected, we may need to abandon their development or limit development to certain uses or subpopulations in which the undesirable side effects or other characteristics are less prevalent, less severe or more acceptable from a risk-benefit perspective. Â We may expend our limited resources to pursue a particular product candidate or indication and fail to capitalize on product candidates or indications that may be more profitable or for which there is a greater likelihood of success. Â We have limited financial and managerial resources. As a result, we may forego or delay the pursuit of opportunities with other product candidates or for other indications that later prove to have greater commercial potential. Our resource allocation decisions may cause us to fail to capitalize on viable commercial products or profitable market opportunities. Our spending on current and future research and development programs and product candidates for specific indications may not yield any commercially viable products. If we do not accurately evaluate the commercial potential or target market for a particular product candidate, we may relinquish valuable rights to that product candidate through collaboration, licensing or other royalty arrangements. Â 37 Â Â The process for obtaining approval of a PMA or NDA is time consuming, subject to unanticipated delays and costs, and requires the commitment of substantial resources. Â If the FDA determines that any of the clinical work submitted, including the clinical trials, Human Factors studies and bench testing submitted for a product candidate in support of a PMA or NDA were not conducted in full compliance with the applicable protocols for these trials, studies and testing as well as with applicable regulations and standards, or if the FDA does not agree with our interpretation of the results of such trials, studies and testing, the FDA may reject the data and results. The FDA may audit some or all of our clinical trial sites to determine the integrity of our clinical data. The FDA may audit some or all of our study sites to determine the integrity of our data and may audit the data and results of bench testing. Any rejection of any of our data would negatively impact our ability to obtain marketing authorization for our product candidates and would have a material adverse effect on our business and financial condition. In addition, an NDA or PMA may not be approved, or approval may be delayed, as a result of changes in FDA policies for drug or device approval during the review period. For example, although many products have been approved by the FDA in recent years under SectionÂ 505(b)(2) of the FDCA, objections have been raised to the FDAâ€™s interpretation of SectionÂ 505(b)(2). If challenges to the FDAâ€™s interpretation of SectionÂ 505(b) (2) are successful, the FDA may be required to change its interpretation, which could delay or prevent the approval of such an NDA. Any significant delay in the acceptance, review or approval of an NDA or PMA that we have submitted would have a material adverse effect on our business and financial condition and would require us to obtain significant additional funding. Â Our expectations for FDA approvability of our product candidates may be inaccurate, and we may be required to conduct additional manufacturing, nonclinical or clinical development work in order to obtain FDA approval for these products, which would add to our expenses and delay any associated revenue. Â Nafamostat is being developed for use in both medical devices and drug indications. Although nafamostat is approved for certain uses in Japan, our ability to leverage that for an expedited development and approval pathway with the FDA may be limited, and we may be required to conduct additional unanticipated nonclinical studies and clinical trials in order to seek approval in the U.S. We are studying Niyadâ„¢ in the NEPHRO CRRT study under an investigational device exemption, or IDE. Niyad has received Breakthrough Device Designation from the FDA for regional anticoagulant for injection into the extracorporeal circuit and is expected to be used during renal replacement therapy for acute kidney injury patients in the hospital and for end-stage renal disease patients receiving dialysis in outpatient clinics. We expect that Niyad will require approval of a PMA application for commercialization in the U.S., and as a company we have never submitted nor received approval for a PMA. Â The active drug component of Niyad, nafamostat, is also being developed for drug indications as LTX-608, for which we expect to submit Investigational New Drug applications once IND-enabling studies have been completed. We may be delayed in the submission of our planned INDs if there are unexpected findings in our nonclinical studies, which could also adversely impact our ongoing NEPHRO CRRT study and planned PMA submission. Â A key part of our business strategy is to establish collaborative relationships to commercialize and fund development and approval of our products, particularly outside of the United States. We may not succeed in establishing and maintaining collaborative relationships, which may significantly limit our ability to develop and commercialize our products successfully, if at all. Â We will need to establish and maintain successful collaborative relationships to obtain international sales, marketing and distribution capabilities for our products. The process of establishing and maintaining collaborative relationships is difficult, time-consuming and involves significant uncertainty. For example: Â Â â€¢ our partners may seek to renegotiate or terminate their relationships with us due to unsatisfactory clinical or regulatory results, manufacturing issues, a change in business strategy, a change of

control or other reasons; Â Â â€¢ our contracts for collaborative arrangements are or may be terminable at will on written notice and may otherwise expire or terminate, and we may not have alternatives available to achieve the potential for our products in those territories or markets; Â Â â€¢ our partners may choose to pursue alternative technologies, including those of our competitors; Â Â â€¢ we may have disputes with a partner that could lead to litigation or arbitration, including in connection with any contractual breach notice; Â Â â€¢ we have limited control over the decisions of our partners, and they may change the priority of our programs in a manner that would result in termination of the agreement or add significant delays to the partnered program; Â Â â€¢ our ability to generate future payments and royalties from our partners depends upon the abilities of our partners to establish the safety and efficacy of our drugs and devices, maintain regulatory approvals and our ability to successfully manufacture and achieve market acceptance of our products; Â 38 Â Â Â Â â€¢ we or our partners may fail to properly initiate, maintain or defend our intellectual property rights, where applicable, or a party may use our proprietary information in such a way as to invite litigation that could jeopardize or potentially invalidate our proprietary information or expose us to potential liability; Â Â â€¢ our partners may not devote sufficient capital or resources towards our products; and Â Â â€¢ our partners may not comply with applicable government regulatory requirements necessary to successfully market and sell our products. Â If any collaborator fails to fulfill its responsibilities in a timely manner, or at all, any research, clinical development, manufacturing or commercialization efforts pursuant to that collaboration could be delayed or terminated, or it may be necessary for us to assume responsibility for expenses or activities that would otherwise have been the responsibility of our collaborator. If we are unable to establish and maintain collaborative relationships on acceptable terms, we may have to undertake development and commercialization activities at our own expense. Â We may experience difficulties in retaining our existing employees and managing our operations. Â We need to retain and maintain our existing managerial, operational, regulatory, developmental, finance and other personnel and resources in order to develop our product candidates and manage our operations. Our current infrastructure may be inadequate to support our strategy and any future workforce reduction may be disruptive to our operations, may negatively affect our productivity, and may constrain our commercialization activities. For example, a workforce reduction could yield unanticipated consequences, such as attrition beyond planned staff reductions, negatively impacting employee morale and our corporate culture, or increased difficulties in our day-to-day operations, and prevent us from developing our product candidates as rapidly as planned. If we encounter such unanticipated consequences, we may have difficulty retaining and attracting personnel. In addition, the implementation of any additional workforce or expense reduction programs may divert the efforts of our management team and other key employees, which could adversely affect our business. Furthermore, we may not realize, in full or in part, the anticipated benefits, savings and improvements in our cost structure from our cost reduction plan, due to unforeseen difficulties, delays or unexpected costs. If we are unable to realize the expected operational efficiencies and cost savings from the cost reduction plan, our operating results and financial condition would be adversely affected. Â If we, or current and potential partners, are unable to compete effectively, our products may not reach their commercial potential. Â The U.S. biotechnology and pharmaceutical industries are characterized by intense competition and cost pressure. Our Niyad product candidate, if approved in the U.S., may compete with currently available anticoagulants such as heparin and citrate. The LTX-608 nafamostat product candidates, if approved in the U.S., may compete with existing or emerging third party products. The PFS product candidates, if approved in the U.S., may compete with other ready-to-use formulations of ephedrine and phenylephrine. Â Key competitive factors affecting the commercial success of our approved products are likely to be efficacy, safety profile, reliability, convenience of dosing, price and reimbursement. Many of our competitors and potential competitors have substantially greater financial, technical and human resources than we do and significantly greater experience in the discovery and development of drug candidates, obtaining FDA and other regulatory approval of products, and the commercialization of those products. Accordingly, our competitors may be more successful than we are in obtaining FDA approval for drugs and devices and achieving widespread market acceptance. Our competitorsâ€™ drugs, devices or drug delivery systems may be more effective, have fewer adverse effects, be less expensive to develop and manufacture, or be more effectively marketed and sold than any product we may seek to commercialize. This may render our products obsolete or non-competitive. We anticipate that we will face intense and increasing competition as new drugs and devices enter the market, additional technologies become available, and competitors establish collaborative or licensing relationships, which may adversely affect our competitive position. These and other competitive risks may materially adversely affect our ability to attain or sustain profitable operations. Â Coverage and adequate reimbursement may not be available for our product candidates, if approved, in the United States and in Europe, which could make it difficult for us, or our partners, to sell our products profitably. Â Â Our and our partnersâ€™ ability to commercialize our product candidates in the future, if approved, in the United States will depend, in part, on the extent to which coverage and adequate reimbursement will be available from government payer programs at the federal and state levels, authorities, including Medicare and Medicaid, private health insurers, managed care plans and other third-party payers. Â No uniform policy requirement for coverage and reimbursement for drug products exists among third-party payers in the United States or Europe. Therefore, coverage and reimbursement can differ significantly from payer to payer. As a result, the coverage determination process is often a time-consuming and costly process that will require us or our partners to provide scientific and clinical support for the use of the approved products to each payer separately, with no assurance that coverage and adequate reimbursement will be applied consistently or obtained in the first instance. For products administered under the supervision of a physician, obtaining coverage and adequate reimbursement may be particularly difficult because of the higher prices often associated with such products. Additionally, separate reimbursement for the product itself or the treatment or procedure in which the product is used may not be available, which may impact utilization. Our or our partnersâ€™ inability to promptly obtain and sufficiently maintain coverage and adequate reimbursement rates from third party payers could significantly harm our operating results, our ability to raise capital needed to commercialize our approved drugs and our overall financial condition. Â 39 Â Â A primary trend in the U.S. healthcare industry and elsewhere is cost containment. Government authorities and other third-party payers have attempted to control costs by limiting coverage and the amount of reimbursement for particular medical products. There have been a number of legislative and regulatory proposals to change the healthcare system in the United States and in some foreign jurisdictions that could affect our or our partnersâ€™ ability to sell the products profitably. These legislative and/or regulatory changes may negatively impact the reimbursement for our products, following approval. The availability of numerous generic pain medications may also substantially reduce the likelihood of reimbursement for approved products in Europe and elsewhere. The application of user fees to generic drug products may expedite the approval of additional pain medication generic drugs. We would expect that our product candidates will experience pricing pressures in connection with the product sale due to the trend toward managed healthcare, the increasing influence of health maintenance organizations and additional legislative changes. If we or our partners fail to successfully secure and maintain reimbursement coverage for our products or are significantly delayed in doing so, there may be difficulty achieving market acceptance of our products and our business will be harmed. Â Furthermore, market acceptance and sales of our products will depend on reimbursement policies and may be affected by future healthcare reform measures. Government authorities and third-party payers, such as private health insurers, hospitals and health maintenance organizations, decide which drugs and devices they will pay for and establish reimbursement levels. We cannot be sure that reimbursement will be available for our product candidates, if approved, in the United States or in Europe. Also, reimbursement amounts may reduce the demand for, or the price of, our products. For example, additional studies in Europe may be needed to ensure premium reimbursement in certain countries. If reimbursement is not available, or is available only to limited levels, we, or our partners, may not be able to successfully commercialize our product candidates, if approved, in the United States or in Europe. Even if favorable coverage and reimbursement status is attained for one or more products for which we receive regulatory approval, less favorable coverage policies and reimbursement rates may be implemented in the future. Â Additionally, the regulations that govern marketing approvals, pricing, coverage and reimbursement for new drugs and devices vary widely from country to country. Current and future legislation may significantly change the approval requirements in ways that could involve additional costs and cause delays in obtaining approvals. Some countries require approval of the sale price of a product before it can be marketed. In many countries, the pricing review period begins after marketing or product licensing approval is granted. In some foreign markets, prescription pharmaceutical pricing remains subject to continuing governmental control even after initial approval is granted. As a result, we might obtain marketing approval for a product in a particular country, but then be subject to price regulations that delay commercial launch of the product, possibly for lengthy time periods, and negatively impact the revenues able to be generated from the sale of the product in that country. Â The FDA and other regulatory agencies actively enforce the laws and regulations prohibiting the promotion of off-label uses. Â If we are found to have improperly promoted off-label uses of our products in the United States, we may become subject to significant liability. Such enforcement has become more common in the industry. The FDA and other regulatory agencies strictly regulate the promotional claims that may be made about prescription drug and medical device products. In particular, a product may not be promoted for uses that are not approved by the FDA or such other regulatory agencies as reflected in the productâ€™s approved labeling. If the FDA determines that our or our partnersâ€™ public disclosures, promotional materials or training constitutes promotion of non-approved or off-label use, it could request modifications to disclosure policies, training or promotional materials or subject us or our partners to regulatory or enforcement actions, including the issuance of an untitled letter, a Warning Letter, injunction, seizure, civil fine or criminal penalties and a requirement for corrective advertising, including Dear Doctor letters. It is also possible that other federal, state or foreign enforcement authorities might take action if they consider our or our partnersâ€™ promotional or training materials to constitute promotion of non-approved or off-label use, which could result in significant civil, criminal and/or administrative penalties, damages, fines, disgorgement, individual imprisonment, exclusion from government-funded healthcare programs, such as Medicare and Medicaid, contractual damages, reputational harm, increased losses and diminished profits and the curtailment or restructuring of operations, any of which could adversely affect our or our partnersâ€™ ability to operate and, thus, adversely impact our business and our financial results. The FDA or other enforcement authorities could also request that we enter into a consent decree or a corporate integrity agreement or seek a permanent injunction against us under which specified promotional conduct is monitored, changed or curtailed. If we cannot successfully manage the promotion of our product candidates, if approved, in the United States, we could become subject to significant liability, which would materially adversely affect our business and financial condition. Â 40 Â Â If we or our partners are unable to establish and maintain relationships with group purchasing organizations any future revenues or future profitability could be jeopardized. Â Many end-users of pharmaceutical and medical device products have relationships with group purchasing organizations, or GPOs, whereby such GPOs provide such end-users access to a broad range of pharmaceutical and medical device products from multiple suppliers at competitive prices and, in certain cases, exercise considerable influence over the drug and device purchasing decisions of such end-users. Hospitals and other end-users contract with the GPO of their choice for their purchasing needs. We expect to derive revenue from end-user customers that are members of GPOs for our product candidates, if approved. Establishing and maintaining strong relationships with these GPOs will require us to be a reliable supplier, remain price competitive and comply with FDA regulations. We currently do not have any commercial products that we can distribute through our existing GPO partners. In addition, the GPOs with whom we do have relationships may have relationships with manufacturers that sell competing products, and such GPOs may earn higher margins from these products or combinations of competing products or may prefer products other than ours for other reasons. If we, or our partners, are unable to establish or maintain our GPO relationships, sales of our product candidates, if approved, and related revenues could be negatively impacted. Â Risks Related to Regulatory Approval of Our Product Candidates and Other Legal Compliance Matters Â Existing and future legislation may increase the difficulty and cost for us to commercialize our products and affect the prices we may obtain. Â In the United States, the Patient Protection and Affordable Care Act, as amended by the Health Care and Education Reconciliation Act of 2010, or collectively, the Affordable Care Act, was enacted in an effort to, among other things, broaden access to health insurance, reduce or constrain the growth of healthcare spending, enhance remedies against fraud and abuse, impose new taxes and fees on the health industry and impose additional health policy reforms. Â The Affordable Care Act continues to substantially change health care financing and delivery by both governmental and private insurers, which may increase our regulatory burdens and operating costs. Â There have been executive, judicial and Congressional challenges to certain aspects of the Affordable Care Act. For example, on June 17, 2021, the U.S. Supreme Court dismissed a challenge on procedural grounds that argued the Affordable Care Act is unconstitutional in its entirety because the â€œindividual mandateâ€ was repealed by Congress. In addition, there have been a number of health reform initiatives by the Biden administration that have impacted the Affordable Care Act . For example, on August 16, 2022, President Biden signed the Inflation Reduction Act of 2022, or the IRA, into law, which among other things, extends enhanced subsidies for individuals purchasing health insurance coverage in Affordable Care Act marketplaces through plan year 2025. The IRA also eliminates the â€œdonut holeâ€ under the Medicare Part D program beginning in 2025 by significantly lowering the beneficiary maximum out-of-pocket cost and creating a new manufacturer discount program. It is possible that there will be additional health reform measures. It is possible that the Affordable Care Act will be subject to judicial or Congressional challenges in the future. It is also unclear how any such challenges and the healthcare reform measures of the Biden administration will impact the Affordable Care Act. We expect that the Affordable Care Act and other healthcare reform measures that may be adopted in the future, could have a material adverse effect on our industry generally and on our ability to successfully commercialize our products. We cannot predict the likelihood, nature or extent of government regulation that may arise from future legislation or administrative action, either in the United States or abroad. If we or our collaborators are slow or unable to adapt to changes in existing requirements or the adoption of new requirements or policies, or if we or our collaborators are not able to maintain regulatory compliance, our products may lose regulatory approval and we may not achieve or sustain profitability, which would adversely affect our business. Â In addition, other legislative changes have been proposed and adopted in the United States since the Affordable Care Act was enacted. Aggregate reductions of Medicare payments to providers went into effect on April 1, 2013 and due to subsequent legislative amendments to the statute will stay in effect until 2032, unless Congressional action is taken. The American Taxpayer Relief Act further reduced Medicare payments to several providers, including hospitals. Additionally, on March 11, 2021, President Biden signed the American Rescue Plan Act of 2021 into law, which eliminates the statutory Medicaid drug rebate cap, currently set at 100% of a drugâ€™s average manufacturer price, for single source and innovator multiple source drugs, which began on January 1, 2024. Â In the United States, there has been increasing legislative and enforcement interest with respect to specialty drug pricing practices. Specifically, there have been several recent U.S. Congressional inquiries and proposed and enacted federal and state legislation designed to, among other things, bring more transparency to drug pricing and reform government program reimbursement methodologies for drugs. At the federal level, in July 2021, the Biden administration released an executive order, â€œPromoting Competition in the American Economy,â€ with multiple provisions aimed at prescription drugs. In response to Bidenâ€™s executive order, on September 9, 2021, the U.S. Department of Health and Human Services, or HHS released a Comprehensive Plan for Addressing High Drug Prices that outlines principles for drug pricing reform and sets out a variety of potential legislative policies that Congress could pursue to advance these principles. In addition, the IRA, among other things (i) directs HHS to negotiate the price of certain high-expenditure, single-source drugs and biologics covered under Medicare and (ii) imposes rebates under Medicare Part B and Medicare Part D to penalize price increases that outpace inflation. These provisions take effect progressively starting in fiscal year 2023. On August 29, 2023, HHS announced the list of the first ten drugs that will be subject to price negotiations, although the Medicare drug price negotiation program is currently subject to legal challenges. It is currently unclear how the IRA will be implemented but is likely to have a significant impact on the

pharmaceutical industry. In response to the Biden administrationâ€™s October 2022 executive order, on February 14, 2023, HHS released a report outlining three new models for testing by the CMS Innovation Center which will be evaluated on their ability to lower the cost of drugs, promote accessibility, and improve quality of care. It is unclear whether the models will be utilized in any health reform measures in the future. Further, on December 7, 2023, the Biden administration announced an initiative to control the price of prescription drugs through the use of march-in rights under the Bayh-Dole Act. On December 8, 2023, the National Institute of Standards and Technology published for comment a Draft Interagency Guidance Framework for Considering the Exercise of March-In Rights which for the first time includes the price of a product as one factor an agency can use when deciding to exercise march-in rights. While march-in rights have not previously been exercised, it is uncertain if that will continue under the new framework. At the state level, legislatures are increasingly passing legislation and implementing regulations designed to control pharmaceutical and biological product pricing, including price or patient reimbursement constraints, discounts, restrictions on certain product access and marketing cost disclosure and transparency measures, and, in some cases, measures designed to encourage importation from other countries and bulk purchasing. Furthermore, even after initial price and reimbursement approvals, reductions in prices and changes in reimbursement levels can be triggered by multiple factors, including reference pricing systems and publication of discounts by third party payers or authorities in other countries. In Europe, prices can be reduced further by parallel distribution and parallel trade (i.e., arbitrage between low-priced and high-priced countries). If any of these events occur, revenue from sales of our products in Europe would be negatively affected.Â Â 41 Â Â Legislative and regulatory proposals have been made to expand post-approval requirements and further restrict sales and promotional activities for pharmaceutical products. We are not sure whether additional legislative changes will be enacted, or whether the FDA regulations, guidance or interpretations will be changed, or what the impact of such changes on the marketing approvals of our products, if any, may be. Â We expect that additional healthcare reform measures will be adopted within and outside the United States in the future, any of which could negatively impact our business. The continuing efforts of the government, insurance companies, managed care organizations and other payers of healthcare services to contain or reduce costs of healthcare may adversely affect the demand for any drug or device products for which we have obtained or may obtain regulatory approval, our ability to set a price that we believe is fair for our products, our ability to obtain coverage and reimbursement approval for a product, our ability to generate revenues and achieve or maintain profitability, and the level of taxes that we are required to pay. Â Risks Related to Our Reliance on Third Parties Â We will rely on third party manufacturers to produce clinical supplies of our product candidates. The failure of third-party manufacturers to provide us with adequate clinical supplies, and if approved, commercial supplies, could result in a material adverse effect on our business. Â We currently use third party manufacturers to produce clinical supplies of our product candidates. Reliance on third party manufacturers entails many risks including: Â Â â€¢ the inability to meet our product specifications and quality requirements consistently; Â Â â€¢ the inability to procure raw materials in a timely fashion due to ongoing challenges in the global supply chain; Â Â â€¢ a delay or inability to procure or expand sufficient manufacturing capacity; Â Â â€¢ manufacturing and product quality issues related to scale-up of manufacturing; Â Â â€¢ costs and validation of new equipment and facilities required for scale-up; Â Â â€¢ a failure to maintain in good order our production and manufacturing equipment for our products; Â Â â€¢ a failure to comply with cGMP and similar foreign standards; Â Â â€¢ the inability to negotiate manufacturing or supply agreements with third parties under commercially reasonable terms; Â Â â€¢ termination or nonrenewal of manufacturing or supply agreements with third parties in a manner or at a time that is costly or damaging to us; Â Â â€¢ the reliance on a limited number of sources, and in some cases, single sources for essential product components or finished goods, such that if we are unable to secure a sufficient supply of these product components or finished goods, we will be unable to manufacture, supply and sell our products in a timely fashion, in sufficient quantities or under acceptable terms; Â Â â€¢ the lack of qualified secondary or backup suppliers for those essential components or finished goods that are currently purchased from a sole or single source supplier; Â 42 Â Â Â â€¢ operations of our third-party manufacturers or suppliers could be disrupted by conditions unrelated to our business or operations, including the bankruptcy of the manufacturer or supplier, economic sanctions, or government orders related to pandemics; Â Â â€¢ carrier disruptions due to international conflicts and/or increased costs that are beyond our control; and Â Â â€¢ the failure to deliver our products under specified storage conditions and in a timely manner. Â Any of these events could lead to stock outs, inability to successfully commercialize our products, if approved, clinical trial delays, or failure to obtain regulatory approval. Some of these events could be the basis for FDA action, including injunction, recall, seizure, or total or partial suspension of production. If any of these events were to occur, our business would be materially adversely affected. Â We rely on limited sources of supply for the active pharmaceutical ingredient, or API, and finished product of our nafamostat-based product candidates and any disruption in the chain of supply may cause a delay in developing our product candidates. Â We currently have a single source of supply of API and finished product for our nafamostat-based product candidates. If supply from those vendors is interrupted or discontinued, or if we are unable to negotiate supply agreements with them, there could be a significant impact on our development activities for those product candidates. Â In addition, our contract development and manufacturing organization, or CDMO, our sole-source for the finished goods of our nafamostat-based product candidates, is located in China, and we expect to rely on this supplier for the foreseeable future. However, certain Chinese biotechnology companies and CDMOs may become subject to trade restrictions, sanctions, and other regulatory requirements by the U.S. government, which could restrict or even prohibit our ability to work with such entities, thereby potentially disrupting the supply of finished goods to us. We have contracted with, or are in the process of pursuing contracts with, alternative suppliers or manufacturers outside of China for our finished goods for our nafamostat-based product candidates. While we believe that our current manufacturing plan will provide us with alternative sources for such supplies, if supplies are interrupted, or the quality of finished goods provided by such alternative sources is not to our specification, it could cause delays in our supply chain and increase the cost of manufacturing our nafamostat-based product candidates, which could materially harm our business. Â Manufacturing issues may arise that could delay or increase costs related to product development and regulatory approval. Â We have relied, and will continue to rely, on contract manufacturers, fabricators and third-party service providers to produce the necessary Niyad product for clinical and non-clinical development and eventually for commercial sales. We currently outsource manufacturing and packaging of Niyad to third parties and intend to continue to do so. These purchases were made and will continue to be made utilizing short-term purchase order agreements and we may not be able to enter into long-term agreements for commercial supply with these third-party manufacturers or may be unable to do so on acceptable terms. In addition, we may encounter production issues with our current or future contract manufacturers and other third-party service providers, including the reliability of the production equipment, quality of the finished goods produced, their inability to meet demand or other unanticipated delays. Â As we scale up manufacturing of Niyad in the future to support commercial demand, and conduct required production and stability testing, these processes may require refinement or resolution. For example, as we scale up, we may identify significant issues which could result in failure to maintain regulatory approval of Niyad, increased scrutiny by regulatory agencies, delays in clinical development and regulatory approval, increases in our operating expenses, or failure to obtain approval for our product candidates in the United States. Â The facilities of any of our future manufacturers of Niyad must be approved by the FDA before commercial distribution from such manufacturers occurs. We do not fully control the manufacturing process and are completely dependent on these third-party manufacturing partners for compliance with the FDA or other foreign regulatory agencyâ€™s requirements for manufacture. In addition, although our third-party manufacturers are well-established manufacturers, we are dependent on their continued adherence to cGMP manufacturing and acceptable changes to their processes. If our manufacturers do not meet the FDA or other foreign regulatory agencyâ€™s strict regulatory requirements, they will not be able to secure FDA or other foreign regulatory agency approval for their manufacturing facilities. If the FDA or the relevant foreign regulatory agency does not approve these facilities for the commercial manufacture of Niyad, we will need to find alternative suppliers, which would result in significant delays in obtaining regulatory agency approval. These challenges may have a material adverse impact on our business, results of operations, financial condition and prospects. Â We may not be able to establish additional sources of supply for Niyad. Such suppliers are subject to FDA and other foreign regulatory agencyâ€™s regulations requiring that materials be produced under cGMPs or Quality System Regulations, or QSR. Failure by any of our suppliers to comply with applicable regulations may result in delays. In addition, due to the recent strains on the global supply chain, the lead times for many items used in our production are getting longer and may impact our ability to manufacture our products in a timely manner. Â 43 Â Â We rely on third parties to conduct, supervise and monitor our clinical trials, and if those third parties perform in an unsatisfactory manner, it may harm our business. Â We will utilize CROs for the development of our product candidates. We will rely on such CROs, as well as clinical trial sites, to ensure the proper and timely conduct of our clinical trials and document preparation. While we have agreements or will enter into such agreements governing their activities, we have limited influence over their actual performance. We have plans to rely upon CROs to monitor and manage data for post-approval clinical programs or any FDA-required clinical programs for our product candidates, as well as the execution of nonclinical and clinical trials. We control only certain aspects of our CROsâ€™ activities. Nevertheless, we are responsible for ensuring that each of our trials is conducted in accordance with the applicable protocol, legal, regulatory and scientific standards and our reliance on the CROs does not relieve us of our regulatory responsibilities. Â We and our CROs are required to comply with the FDAâ€™s current good clinical practices, or cGCPs, which are regulations and guidelines enforced by the FDA for all product candidates in clinical development. The FDA enforces these cGCPs through periodic inspections of trial sponsors, principal investigators and clinical trial sites. If we or our CROs fail to comply with applicable cGCPs, the clinical data generated in our clinical trials may be deemed unreliable and the FDA may require us to perform additional clinical trials before approving our marketing applications. Upon inspection, the FDA may determine that our clinical trials do not comply with cGCPs. Accordingly, if our CROs or clinical trial sites fail to comply with these regulations, we may be required to repeat clinical trials, which would delay the regulatory process. Â Our CROs are not our employees, and we cannot control whether or not they devote sufficient time and resources to our ongoing clinical and nonclinical programs. These CROs may also have relationships with other commercial entities, including our competitors, for whom they may also be conducting clinical trials, or other drug or medical device development activities which could harm our competitive position. We face the risk of potential unauthorized disclosure or misappropriation of our intellectual property by CROs, which may allow our potential competitors to access our proprietary technology. If our CROs do not successfully carry out their contractual duties or obligations, fail to meet expected deadlines, or if the quality or accuracy of the clinical data they obtain is compromised due to the failure to adhere to our clinical protocols or regulatory requirements, or for any other reasons, our clinical trials may be extended, delayed or terminated, and we may not be able to obtain regulatory approval for, or successfully commercialize our product candidates. As a result, our financial results and the commercial prospects for our product candidates, if approved, would be harmed, our costs could increase, and our ability to generate revenues could be delayed. Â Risks Related to Our Business Operations and Industry Â Our relationships with clinical investigators, health care professionals, consultants, commercial partners, third-party payers, hospitals, and other customers are subject to applicable anti-kickback, fraud and abuse and other healthcare laws, which could expose us to significant penalties. Â Healthcare providers, including physicians, and others play a primary role in the recommendation and prescribing of any products for which we may obtain marketing approval. Our business operations and arrangements with investigators, healthcare professionals, consultants, commercial partners, hospitals, third-party payers and customers may expose us to broadly applicable fraud and abuse and other healthcare laws. These laws may constrain the business or financial arrangements and relationships through which we research, market, sell and distribute the products for which we obtain marketing approval. Applicable federal and state healthcare laws include, but are not limited to, the following: Â Â â€¢ the federal healthcare Anti-Kickback Statute, which prohibits, among other things, persons or entities from knowingly and willfully soliciting, offering, receiving or paying any remuneration (including any kickback, bribe, or rebate), directly or indirectly, overtly or covertly, in cash or in kind, to induce or reward either the referral of an individual for, or the purchase, lease, order or recommendation of, any good, facility, item or service, for which payment may be made, in whole or in part, under federal healthcare programs such as Medicare and Medicaid; Â Â â€¢ the federal civil and criminal false claims laws, which prohibit, among other things, individuals or entities from knowingly presenting, or causing to be presented, to the federal government, claims for payment or approval that are false or fraudulent or from knowingly making a false statement to improperly avoid, decrease or conceal an obligation to pay money to the federal government; Â Â â€¢ the federal Health Insurance Portability and Accountability Act of 1996, or HIPAA, which, among other things, imposes criminal liability for knowingly and willfully executing, or attempting to execute, a scheme to defraud any healthcare benefit program or to obtain, by means of false or fraudulent pretenses, representations, or promises, any of the money or property owned by, or under the custody or control of, any healthcare benefit program, regardless of the payer (e.g., public or private) and knowingly or willfully falsifying, concealing, or covering up by any trick or device a material fact or making any materially false statement in connection with the delivery of, or payment for, healthcare benefits, items or services relating to healthcare matters; Â 44 Â Â Â â€¢ HIPAA, as amended by the Health Information Technology for Economic and Clinical Health Act, or HITECH, and their implementing regulations, which impose certain obligations, including mandatory contractual terms, on covered healthcare providers, health plans and clearinghouses, and their respective business associates that perform services for them that involve the use, or disclosure of, individually identifiable health information, as well as their covered subcontractors with respect to safeguarding the privacy, security and transmission of individually identifiable health information; Â Â â€¢ foreign laws, regulations, standards and regulatory guidance which govern the collection, use, disclosure, retention, security and transfer of personal data, including the European Union General Data Privacy Regulation, or GDPR, which introduces strict requirements for processing personal data of individuals within the European Union; Â Â â€¢ the federal Physician Payment Sunshine Act, enacted as part of the Affordable Care Act, and its implementing regulations, which requires certain manufacturers of drugs, devices, biologicals and medical supplies to report annually to the Centers for Medicare & Medicare Services, or CMS information related to payments and other transfers of value provided to physicians, (defined to include, doctors, dentists, optometrists, podiatrists and chiropractors), other healthcare professionals (such as physician assistants and nurse practitioners), and teaching hospitals, as well as ownership and investment interests held by physicians and their immediate family members; Â Â â€¢ analogous state laws that may apply to our business practices, including but not limited to, state laws that require pharmaceutical companies to implement compliance programs and/or comply with the pharmaceutical industryâ€™s voluntary compliance guidelines; state laws that impose restrictions on pharmaceutical companiesâ€™Â marketing practices and require manufacturers to track and file reports relating to pricing and marketing information, which requires tracking and reporting gifts, compensation and other remuneration and items of value provided to healthcare professionals and entities, state and local laws that require the registration of pharmaceutical sales representatives, and state laws governing the privacy and security of health information in certain circumstances, many of which differ from each other in significant ways, with differing effects; and Â Â â€¢ the federal Foreign Corrupt Practices Act of 1977, United Kingdom Bribery Act 2010 and other similar anti-bribery laws in other jurisdictions which generally prohibit companies and their intermediaries from providing money or anything of value to officials of foreign governments, foreign political parties, or international organizations with the intent to obtain or retain business or seek a business advantage. Â Recently, there has been a substantial increase in anti-bribery law enforcement activity by U.S. regulators, with more frequent and aggressive investigations and enforcement proceedings by both the Department of Justice and the SEC. A determination that our operations or activities are not, or were not, in compliance with United States or foreign laws or regulations could result in the imposition of substantial fines, interruptions of business, loss of supplier, vendor or other third-party relationships, termination of necessary licenses and permits, and other legal or equitable

sanctions. Other internal or government investigations or legal or regulatory proceedings, including lawsuits brought by private litigants, may also follow as a consequence. Â Efforts to ensure that our business arrangements with third parties will comply with applicable healthcare laws involve substantial costs. It is possible that governmental authorities will conclude that our or our partnersâ€™ business practices may not comply with current or future statutes, regulations, agency guidance or case law involving applicable fraud and abuse or other healthcare laws. If our operations are found to be in violation of any of these or any other healthcare regulatory laws or any other governmental regulations that may apply to us, we may be subject to significant civil, criminal and administrative penalties, damages, fines, disgorgement, imprisonment, exclusion from government funded healthcare programs, such as Medicare and Medicaid, contractual damages, reputational harm, increased losses and diminished profits, additional oversight and reporting obligations if we become subject to a corporate integrity agreement or other agreement to resolve allegations of non-compliance with these laws, and the curtailment or restructuring of our operations any of which could adversely affect our ability to operate our business and our financial results. Any action against us for violation of these laws, even if we successfully defend against it, could cause us to incur significant legal expenses or divert our managementâ€™s attention from the operation of our business. Â Significant disruptions of our information technology systems or data security incidents could result in significant financial, legal, regulatory, business and reputational harm to us. Â We are increasingly dependent on information technology systems and infrastructure, including mobile technologies, to operate our business. In the ordinary course of our business, we collect, store, process and transmit large amounts of sensitive information, including intellectual property, proprietary business information, personal information and other confidential information. It is critical that we do so in a secure manner to maintain the confidentiality, integrity and availability of such sensitive information. We have also outsourced elements of our operations (including elements of our information technology infrastructure) to third parties, and as a result, we manage a number of third-party vendors who may or could have access to our computer networks or our confidential information. In addition, many of those third parties in turn subcontract or outsource some of their responsibilities to third parties. While all information technology operations are inherently vulnerable to inadvertent or intentional security breaches, incidents, attacks and exposures, the accessibility and distributed nature of our information technology systems, and the sensitive information stored on those systems, make such systems potentially vulnerable to unintentional or malicious internal and external attacks on our technology environment. Potential vulnerabilities can be exploited from inadvertent or intentional actions of our employees, third-party vendors, business partners, or by malicious third parties. Attacks of this nature are increasing in their frequency, levels of persistence, sophistication and intensity, and are being conducted by sophisticated and organized groups and individuals with a wide range of motives (including, but not limited to, industrial espionage) and expertise, including organized criminal groups, â€œhacktivists,â€ nation states and others. In addition to the extraction of sensitive information, such attacks could include the deployment of harmful malware, ransomware, denial-of-service attacks, social engineering and other means to affect service reliability and threaten the confidentiality, integrity and availability of information. In addition, the prevalent use of mobile devices increases the risk of data security incidents. Â 45 Â Â Significant disruptions of our third-party vendorsâ€™ and/or business partnersâ€™ information technology systems or other similar data security incidents could adversely affect our business operations and result in the loss, misappropriation, and/or unauthorized access, use or disclosure of, or the prevention of access to, sensitive information, which could result in financial, legal, regulatory, business and reputational harm to us. In addition, information technology system disruptions, whether from attacks on our technology environment or from computer viruses, natural disasters, terrorism, war and telecommunication and electrical failures, could result in a material disruption of our development programs and our business operations. For example, the loss of clinical trial data from completed or future clinical trials could result in delays in our regulatory approval efforts and significantly increase our costs to recover or reproduce the data. Â There is no way of knowing with certainty whether we have experienced any data security incidents that have not been discovered. While we have no reason to believe this to be the case, attackers have become very sophisticated in the way they conceal access to systems, and many companies that have been attacked are not aware that they have been attacked. Any event that leads to unauthorized access, use or disclosure of personal information, including but not limited to personal information regarding our patients or employees, could disrupt our business, harm our reputation, compel us to comply with applicable federal and state breach notification laws and foreign law equivalents, subject us to time consuming, distracting and expensive litigation, regulatory investigation and oversight, mandatory corrective action, require us to verify the correctness of database contents, or otherwise subject us to liability under laws, regulations and contractual obligations, including those that protect the privacy and security of personal information. This could result in increased costs to us, and result in significant legal and financial exposure and/or reputational harm. In addition, any failure or perceived failure by us or our vendors or business partners to comply with our privacy, confidentiality or data security-related legal or other obligations to third parties, or any further security incidentsÂ or other inappropriate access events that result in the unauthorized access, release or transfer of sensitive information, which could include personally identifiable information, may result in governmental investigations, enforcement actions, regulatory fines, litigation, or public statements against us by advocacy groups or others, and could cause third parties, including clinical sites, regulators or current and potential partners, to lose trust in us or we could be subject to claims by third parties that we have breached our privacy- or confidentiality-related obligations, which could materially and adversely affect our business and prospects. Moreover, data security incidents and other inappropriate access can be difficult to detect, and any delay in identifying them may lead to increased harm of the type described above. While we have implemented security measures and obtained and maintain cybersecurity insurance intended to protect our information technology systems and infrastructure, there can be no assurance that such measures will successfully prevent service interruptions or security incidents, or adequately protect us against any such occurrences. Â Business interruptions could delay our operations and sales efforts. Â Our headquarters is located in the San Francisco Bay Area, near known earthquake fault zones and is vulnerable to significant damage from earthquakes. Our contract manufacturers, suppliers, clinical trial sites and local and national transportation vendors are all subject to business interruptions due to weather, outbreaks of pandemic diseases, natural disasters, or man-made incidents. We are also vulnerable to other types of natural disasters and other events that could disrupt our operations. If any of these events occurred and prevented us or third parties on which we rely from using all or a significant portion of our or their facilities, it may be difficult or, in certain cases, impossible for us to continue our business and operations for a substantial period of time. Â We do not carry insurance for earthquakes or other natural disasters, and we may not carry sufficient business interruption insurance to compensate us for losses that may occur. Any losses or damages we incur could have a material adverse effect on our business operations. Â Our future success depends on our ability to retain key executives and to attract, retain and motivate qualified personnel. Â We are highly dependent on principal members of our executive team, the loss of whose services may adversely impact the achievement of our objectives. While we have entered into offer letters with each of our executive officers, any of them could leave our employment at any time, as all of our employees are â€œat willâ€ employees. Recruiting and retaining qualified scientific, manufacturing, and commercial personnel will also be critical to our success. We may not be able to attract and retain these personnel on acceptable terms given the competition among numerous pharmaceutical and biotechnology companies for similar personnel. We also experience competition for the hiring of scientific and clinical personnel from universities and research institutions. There is currently a shortage of skilled executives in our industry, which is likely to continue. As a result, competition for skilled personnel is intense and the turnover rate can be high. In addition, failure to succeed in clinical trials, or delays in the regulatory approval process, may make it more challenging to recruit and retain qualified personnel. The inability to recruit or loss of the services of any executive or key employee might impede the progress of our research, development and commercialization objectives. Â 46 Â Â We may acquire companies, product candidates or products or engage in strategic transactions, which could divert our managementâ€™s attention and cause us to incur various costs and expenses. Â We may acquire or invest in companies, product candidates or products that we believe could complement or expand our business or otherwise offer growth opportunities. The pursuit of potential acquisitions or investments may divert the attention of management and has caused, and in the future may cause, us to incur various costs and expenses in identifying, investigating, and pursuing them, whether or not they are consummated. We may not be able to identify desirable acquisitions or investments or be successful in completing or realizing anticipated benefits from such transactions. In addition, the acquisition of product candidates and products is a highly competitive area, and many other companies are pursuing the same or similar product candidates to those that we may consider attractive. Larger companies with more well-established and diverse revenue streams may have a competitive advantage over us due to their size, financial resources and more extensive clinical development and commercialization capabilities. Â In addition, we receive inquiries relating to potential strategic transactions, including collaborations, licenses, and acquisitions. Such potential transactions may divert the attention of management and may cause us to incur various costs and expenses in investigating and evaluating such transactions, whether or not they are consummated. Â We face potential product liability claims, and, if such claims are successful, we may incur substantial liability. Â Our past sales of DSUVIA/DZUVEO expose us to the risk of product liability claims. Product liability claims might be brought against us by patients, health care providers, pharmaceutical companies or others selling or otherwise coming into contact with our products. If we cannot successfully defend against product liability claims, we could incur substantial liability and costs. In addition, regardless of merit or eventual outcome, product liability claims may result in: Â Â â€¢ impairment of our business reputation; Â Â â€¢ costs due to related litigation; Â Â â€¢ distraction of managementâ€™s attention from our primary business; Â Â â€¢ substantial monetary awards to patients or other claimants; Â Â â€¢ the inability to commercialize our products; and Â Â â€¢ decreased demand for our products. Â Our current product liability insurance coverage may not be sufficient to reimburse us for any expenses or losses we may suffer. In addition, our current product liability insurance contains an exclusion related to any claims related to our products from a governmental body, or payer, or those claims arising from a multi-plaintiff action for bodily injury or property damage. Multi-plaintiff claims caused by product defects are covered. This exclusion does not apply to any bodily injury claim related to our products made by an individual. On occasion, large judgments have been awarded in class action lawsuits based on drugs that had unanticipated adverse effects. A successful product liability claim, or series of claims, brought against us could cause our stock price to decline and, if judgments are excluded from our insurance coverage or exceed our insurance coverage, could adversely affect our results of operations and business. Moreover, insurance coverage is becoming increasingly expensive, and, in the future, we may not be able to maintain insurance coverage at a reasonable cost or in sufficient amounts to protect us against losses due to liability. There can be no assurance that such coverage will be adequate to protect us against any future losses due to liability. Â Our employees, independent contractors, principal investigators, consultants, commercial partners and vendors may engage in misconduct or other improper activities, including non-compliance with regulatory standards and requirements and insider trading. Â We are exposed to the risk that our employees, independent contractors, investigators, consultants, commercial partners and vendors may engage in fraudulent conduct or other illegal activity. Misconduct by these parties could include intentional, reckless and/or negligent conduct that violates (1)Â regulations implemented by the FDA and similar foreign regulatory bodies; (2) laws requiring the reporting of true, complete and accurate information to such regulatory bodies; (3)Â healthcare fraud and abuse laws of the United States and similar foreign fraudulent misconduct laws; and (4)Â laws requiring the reporting of financial information or data accurately. The promotion, sales and marketing of healthcare items and services, as well as certain business arrangements in the healthcare industry are subject to extensive laws designed to prevent misconduct, including fraud, kickbacks, self-dealing and other abusive practices. These laws may restrict or prohibit a wide range of pricing, discounting, marketing, structuring and commission(s), certain customer incentive programs and other business arrangements generally. Activities subject to these laws also involve the improper use of information obtained in the course of patient recruitment for clinical trials. It is not always possible to identify and deter employee and other third-party misconduct. The precautions we take to detect and prevent inappropriate conduct may not be effective in controlling unknown or unmanaged risks or losses or in protecting us from governmental investigations or other actions or lawsuits stemming from a failure to comply with these laws. If any such actions are instituted against us, and we are not successful in defending ourselves, those actions could have a significant impact on our business, including the imposition of significant civil, criminal and administrative penalties, damages, monetary fines, disgorgement, imprisonment, additional oversight and reporting obligations if we become subject to a corporate integrity agreement or similar agreements to resolve allegations of non-compliance with these laws, possible exclusion from participation in Medicare, Medicaid and other federal healthcare programs, contractual damages, reputational harm, diminished profits and future earnings, and curtailment of our operations, any of which could adversely affect our ability to operate our business and our results of operations. Â 47 Â Â Risks Related to Our Intellectual Property Â If we cannot defend our issued patents from third party claims or if our pending patent applications fail to issue, our business could be adversely affected. Â To protect our proprietary technology, we rely on patents as well as other intellectual property protections including trade secrets, nondisclosure agreements, and confidentiality provisions.Â We are pursuing a number of U.S. patent applications and foreign national applications directed to our product candidates. The patent applications that we have filed and have not yet been granted may fail to result in issued patents in the United States or in foreign countries. Even if the patents do successfully issue, third parties may challenge the patents. We have entered into the DSUVIA Agreement with Alora pursuant to which Alora acquired all patents and trademarks related to DSUVIA and DZUVEO. In addition, we and Alora entered into an intellectual property agreement pursuant to which Alora granted fully-paid, royalty-free and perpetual licenses to us under certain specified intellectual property rights acquired by Alora under the DSUVIA Agreement for, among other things, the development, manufacture, commercialization and exploitation of certain products, including Zalviso. Â As we continue to develop our product candidates, we generally expect to pursue 505(b)(2) NDA application pathways with the exception of the first LTX-608 application which we expect to be treated as a new chemical entity. As a result of these filing avenues, we will need to include patent certifications regarding the reference listed drugs that our 505(b)(2) applications are based upon. These patent certifications could trigger patent litigation by the patent holders that we have certified against. Â Our commercial success will depend in part on successfully defending our current patents against third party challenges and expanding our existing patent portfolio to provide additional layers of patent protection, as well as extending patent protection.Â There can be no assurance that we will be successful in defending our existing and future patents against third party challenges, or that our pending patent applications will result in additional issued patents. Â The patent positions of pharmaceutical companies, including ours, can be highly uncertain and involve complex and evolving legal and factual questions. No consistent policy regarding the breadth of claims allowed in pharmaceutical patents has emerged to date in the United States. Legal developments may preclude or limit the scope of available patent protection. Â There is also no assurance that any patents issued to us will not become the subject of adversarial or post-issuance proceedings such as opposition, inter partes review, post-grant review, ex parte re-examination or other post-issuance proceedings. In addition, there is no assurance that the relevant patent office court or agency in such adversarial proceedings would not make unfavorable decisions, such as reducing the scope of a patent of ours, invalidating issued claims or determining that a patent of ours is invalid or unenforceable. There is also no assurance that any patents issued to us will provide us with competitive advantages, will not be challenged by any third parties, or that the patents of others will not prevent the commercialization of products incorporating our technology. Furthermore, there can be no guarantee that others will not independently develop similar products, duplicate any of our products, or design around our patents. Â Litigation involving patents, patent applications and other proprietary rights is expensive and time consuming. If we are involved in such litigation, it could cause delays in bringing our products to market and interfere with our business. Â Our commercial success depends in part on our not infringing patents or misappropriating trademarks or other third-party intellectual property rights. Although we are not currently aware of litigation or other proceedings or third-party

claims of intellectual property infringement or misappropriation related to our product candidates, the pharmaceutical industry is especially prone to extensive litigation proceedings between competitors regarding their patents and other intellectual property rights. Â As we enter our target markets, it is possible that competitors or other third parties will claim that our products and/or processes infringe or misappropriate their intellectual property rights. These third parties may have obtained and may in the future obtain patents covering products or processes that are similar to our products, or may include composition or method claims that encompass our technology, allowing them to assert that our continued use of our own technologies infringes such newly emerging patent rights. Â 48 Â Â In the event that a patent infringement claim is asserted against us, we may counter, as an affirmative defense, that we do not infringe the relevant patent claims, that the patent is invalid or otherwise unenforceable or any combination thereof. The strength of our defenses will depend on the patents asserted, the interpretation of those patents, and our ability to establish the invalidity of the asserted patents. However, we could be unsuccessful in advancing non-infringement, invalidity or unenforceability arguments in our defense. In the United States, issued patents enjoy a presumption of validity, and the party challenging the validity of a patent claim must present clear and convincing evidence of invalidity, which is a high burden of proof. Conversely, the patent owner needs only prove infringement by a preponderance of the evidence, which is a lower burden of proof. Â If a court in a final and non-appealable decision were to hold that we have infringed someone elseâ€™s valid patent claim, we could be prevented from using that third-party patented technology and may also be required to pay the owner of the patent for damages for past sales and need to seek license access to the patented technology for future sales. If we decide to pursue such a license to one or more of these patents, we may not be able to obtain a license on commercially reasonable terms, if at all, or the license we obtain may require us to pay substantial royalties or grant cross licenses to our patent rights. For example, if the relevant patent is owned by a competitor, that competitor may choose not to license patent rights to us. If we decide to develop alternative technology to avoid such third-party patent claims, we may not be able to do so in a timely or cost-effective manner, if at all. Â In addition, because patent applications remain unpublished for 18 months from their initial filing date and some applications may be afforded confidentiality during prosecution that can take years to issue, there may currently be pending applications that are unknown to us and that may later result in issued patents that could cover one or more of our products. Â It is possible that we may in the future receive communications from competitors and other companies alleging that we may be infringing their patents, misappropriating their trade secrets or otherwise violating their intellectual property rights, where they may offer license access to such intellectual property or threaten litigation. In addition to patent infringement claims, third parties may assert copyright, trademark or other intellectual property rights against us. We may need to expend considerable resources to counter such claims and may not be successful in our defense. Our business may suffer if a finding of infringement or misappropriation is established. Â It is difficult and costly to protect our proprietary rights, and we may not be able to ensure their protection. Â The patent positions of pharmaceutical companies can be highly uncertain and involve complex legal and factual questions for which important legal principles remain unresolved. No consistent policy regarding the breadth of claims allowed in pharmaceutical patents has emerged to date in the United States. The pharmaceutical patent situation outside the United States is just as uncertain. Changes in either the patent laws or in interpretations of patent laws in the United States and other countries may diminish the value of our intellectual property estate. Â We cannot predict the breadth of claims that may be allowed or enforced in the patents that may issue from the applications that we currently have pending or may in the future file ourselves or acquire or license from third parties. Claims could be brought regarding the validity of our patents by third parties. Further, if any patent right that we obtain is deemed invalid and/or unenforceable, it could impact our ability to commercialize or partner our technology. Â Competitors or third parties may infringe our patents. We may decide it is necessary to assert patent infringement claims against such entities, which can be expensive and time-consuming. In addition, in an infringement proceeding, a court may decide that a patent of ours is not valid or is unenforceable, or that the third partyâ€™s technology does not in fact infringe upon our patents. An adverse determination of any litigation or defense proceedings could put one or more of our patents at risk of being invalidated or interpreted narrowly and could put our related pending patent applications at risk of not issuing. Litigation may fail and, even if successful, may result in substantial costs and be a distraction to our management. We may not be able to prevent misappropriation of our intellectual property rights, particularly in countries outside the United States where national laws and court systems are less robust, making patent rights more difficult to enforce, and very expensive to pursue.Â Furthermore, because of the substantial amount of discovery required in connection with intellectual property litigation, there is a risk that some of our confidential or sensitive information could be compromised by disclosure in the event of litigation. In addition, during the course of litigation there could be public announcements of the results of hearings, motions or other interim proceedings or developments. If securities analysts or investors perceive these results to be negative, it could have a substantial adverse effect on the price of our common stock. Â The degree of future protection for our proprietary rights is uncertain, and we cannot ensure that: Â Â â€¢ we were the first to make the inventions covered by each of our pending patent applications or issued patents; Â Â â€¢ our patent applications were filed before the inventions covered by each patent or patent application was published by a third-party; Â Â â€¢ we were the first to file patent applications for these inventions; Â Â â€¢ others will not independently develop similar or alternative technologies or duplicate any of our technologies; Â 49 Â Â Â â€¢ any patents issued to us or our collaborators will provide a basis for commercially viable products, will provide us with any competitive advantages or will not be challenged by third parties; or Â Â â€¢ the patents of others will not have an adverse effect on our business. Â If we do not adequately protect our intellectual property rights, competitors may be able to use our technologies and erode or negate any competitive advantage we may have, which could materially harm our business, negatively affect our position in the marketplace, limit our ability to commercialize any of our product opportunities, if approved, and delay or render impossible our achievement of profitability. Â We may be unable to adequately prevent disclosure of trade secrets and other proprietary information. Â We rely on trade secrets to protect our proprietary know-how and technological advances, especially where we do not believe patent protection is appropriate or obtainable. However, trade secrets are difficult to protect. We rely in part on confidentiality agreements with our business partners, employees, consultants, outside scientific collaborators, sponsored researchers and other advisors to protect our trade secrets and other proprietary information. These agreements may not effectively prevent disclosure of confidential information and may not provide an adequate remedy in the event of unauthorized disclosure of confidential information. In addition, others may independently discover our trade secrets and proprietary information without misappropriating our rights. Costly and time-consuming litigation could be necessary to enforce and determine the scope of our proprietary rights. Failure to obtain or maintain trade secret protection could enable competitors to use our proprietary information to develop products that compete with our products or cause additional, material adverse effects upon our competitive business position. Â Periodic maintenance fees, renewal fees, annuity fees and various other governmental fees on patents and applications will be due to be paid to the United States Patent and Trademark Office and various foreign governmental patent agencies in several stages over the lifetime of the patents and/or applications. Â We have systems in place, including the use of third-party vendors, to manage payment of periodic maintenance fees, renewal fees, annuity fees and various other patent and application fees. The United States Patent and Trademark Office, or the USPTO, and various foreign governmental patent agencies require compliance with a number of procedural, documentary, fee payment and other similar provisions during the patent application process. There are situations in which noncompliance can result in abandonment or lapse of the patent or patent application, resulting in partial or complete loss of patent rights in the relevant jurisdiction. If this occurs, our competitors might be able to enter the market, which would have a material adverse effect on our business. Â We may not be able to enforce our intellectual property rights throughout the world. Â The laws of some foreign countries do not protect intellectual property rights to the same extent as the laws of the United States. Many companies have encountered significant problems in protecting and defending intellectual property rights in certain foreign jurisdictions. The legal systems of some countries, particularly developing countries, do not favor the enforcement of patents and other intellectual property protection, especially those relating to life sciences. This could make it difficult for us to stop the infringement of our patents or the misappropriation of our other intellectual property rights. For example, many foreign countries have compulsory licensing laws under which a patent owner must grant licenses to third parties. In addition, many countries limit the enforceability of patents against third parties, including government agencies or government contractors. In these countries, patents may provide limited or no benefit. Â Proceedings to enforce our patent rights in foreign jurisdictions could result in substantial costs and divert our efforts and attention from other aspects of our business. Accordingly, our efforts to protect our intellectual property rights in such countries may be inadequate. Additionally, claims may be brought regarding the validity of our patents by third parties in the United States and foreign countries. In addition, changes in the law and legal decisions by courts in the United States and foreign countries may affect our ability to obtain adequate protection for our technology and the enforcement of our intellectual property rights. Â We have not yet registered our trademarks in all our potential markets, and failure to secure those registrations could adversely affect our business. Â We have filed a trademark application for TALPHERA in the United States and will file related trademark applications in other major foreign pharmaceutical jurisdictions of interest. In addition, we have obtained approval of our Niyad and Fedsyra marks in the United States and are awaiting our first use of those marks in commerce in order to secure our federal registrations. Although we are not currently aware of any oppositions to or cancellations of our registered trademarks or pending applications, it is possible that one or more of the applications and/or registrations could be subject to rejection, opposition or cancellation. In addition, we will need to seek FDA approval to use Niyad and other potential product trademarks as part of future potential applications for marketing approval of the relevant developmental products. The registrations will be subject to use and maintenance requirements. It is also possible that we have not yet registered all of our trademarks in all of our potential markets, and that there are names or symbols that may be protectable marks for which we have not sought registration, and failure to secure those registrations could adversely affect our business. Opposition or cancellation proceedings may be filed against our trademarks and our trademarks may not survive such proceedings. Â 50 Â Â Risks Related to Ownership of Our Common Stock Â The market price of our common stock has historically been and may continue to be highly volatile. Â The trading price of our common stock has experienced significant volatility and is likely to be volatile in the future. Our stock price could be subject to wide fluctuations in response to a variety of factors, including the following: Â Â â€¢ failure to successfully develop and commercialize our product candidates in the United States; Â Â â€¢ inability to obtain additional funding needed to conduct our planned business operations; Â Â â€¢ the integration and performance of any assets or businesses we acquire; Â Â â€¢ our inability to develop and commercialize products and product candidates that we in-license; Â Â â€¢ the perception of limited market sizes or pricing for our products; Â Â â€¢ safety issues; Â Â â€¢ adverse results or delays in clinical trials; Â Â â€¢ changes in laws or regulations applicable to our products; Â Â â€¢ inability to obtain adequate product supply for our products, or the inability to do so at acceptable prices; Â Â â€¢ adverse regulatory decisions; Â Â â€¢ changes in the structure of the healthcare payment systems; Â Â â€¢ introduction of new products, services or technologies by our competitors; Â Â â€¢ failure to meet or exceed financial projections we provide to the public; Â Â â€¢ failure to meet or exceed the estimates and projections of the investment community; Â Â â€¢ decisions by our collaboration partners regarding market access, pricing, and commercialization efforts in countries where they have the right to commercialize our products; Â Â â€¢ failure to maintain our existing collaborations or enter into new collaborations; Â Â â€¢ the perception of the pharmaceutical industry generally, and of opioid manufacturers more specifically, by the public, legislatures, regulators and the investment community; Â Â â€¢ announcements of significant acquisitions, strategic partnerships, joint ventures, or other significant transactions, including disposition transactions, or capital commitments by us or our competitors; Â Â â€¢ disputes or other developments relating to employment matters, business development efforts, proprietary rights, including patents, litigation matters and our ability to obtain patent protection for our technologies; Â Â â€¢ additions or departures of key management or scientific personnel; Â Â â€¢ costs associated with potential governmental investigations, inquiries, regulatory actions or lawsuits that may be brought against us as a result of us being an opioid manufacturer; Â Â â€¢ other types of significant lawsuits, including patent, stockholder, securities class action and derivative litigation; Â 51 Â Â Â â€¢ changes in the market valuations of similar companies; Â Â â€¢ sales of our common stock by us or our stockholders in the future; Â Â â€¢ our ability to maintain compliance with Nasdaq listing requirements; Â Â â€¢ liquidity of our common stock; and Â Â â€¢ trading volume of our common stock. Â In addition, the stock market in general, and The Nasdaq Global Market, or Nasdaq, in particular, have experienced extreme price and volume fluctuations that have often been unrelated or disproportionate to the operating performance of these companies. Broad market and industry factors may negatively affect the market price of our common stock, regardless of our actual operating performance. Â If we cannot maintain compliance with Nasdaqâ€™s continued listing requirements, our common stock may beÂ delistedÂ from TheÂ NasdaqÂ Global Market. Â In order to maintain our listing on Nasdaq, we are required to comply with the Nasdaq requirements, which includes maintaining a minimum bid price and a minimum public float. Â Without a Nasdaq market listing, stockholders may have a difficult time getting a quote for the sale or purchase of our common stock, the sale or purchase of our common stock would likely be made more difficult and the trading volume and liquidity of our common stock could decline. Delisting from Nasdaq could also result in negative publicity and could also make it more difficult for us to raise additional capital. The absence of such a listing may adversely affect the acceptance of our common stock as currency or the value accorded by other parties. Further, if we are delisted, we would also incur additional costs under state blue sky laws in connection with any sales of our securities. These requirements could severely limit the market liquidity of our common stock and the ability of our stockholders to sell our common stock in the secondary market. If our common stock is delisted by Nasdaq, our common stock may be eligible to trade on an over-the-counter quotation system, such as the OTCQB market, where an investor may find it more difficult to sell our common stock or obtain accurate quotations as to the market value of our common stock. We cannot assure you that our common stock, if delisted from Nasdaq, will be listed on another national securities exchange or quoted on an over-the counter quotation system. If our common stock is delisted, it may come within the definition of â€œpenny stockâ€ as defined in the Exchange Act and would be covered by Rule 15g-9 of the Exchange Act. That Rule imposes additional sales practice requirements on broker-dealers who sell securities to persons other than established customers and accredited investors. For transactions covered by Rule 15g-9, the broker-dealer must make a special suitability determination for the purchaser and receive the purchaserâ€™s written agreement to the transaction prior to the sale. Consequently, Rule 15g-9, if it were to become applicable, would affect the ability or willingness of broker-dealers to sell our securities, and accordingly would affect the ability of stockholders to sell their securities in the public market. These additional procedures could also limit our ability to raise additional capital in the future.Â Â Sales of a substantial number of shares of our common stock in the public market by us or our stockholders could cause our stockÂ price to fall. Â Because we will continue to need additional capital in the future to continue to expand our business and our research and development activities, among other things, we may conduct additional equity offerings. Sales of a substantial number of shares of our common stock in the public market or our issuance of common stock warrants, or the perception that these sales or issuances might occur, could depress the market price of our common stock and could impair our ability to raise capital through the sale of additional equity securities. Our management is authorized to grant stock options and other equity-based awards to our employees, directors and consultants under our equity incentive plans. Grants under our equity incentive plans may also cause our stockholders to experience additional dilution, which could cause our stock price to fall. We may in the future issue additional shares of our common stock as consideration in mergers, acquisitions and other business development transactions. We are unable to predict the effect that sales may have on the prevailing market price of our common stock. All of our shares of common stock outstanding are eligible for sale in the public market, subject in some cases to the volume limitations and manner of sale requirements of RuleÂ 144 under the Securities Act. Sales of stock by our stockholders could have a material adverse

effect on the trading price of our common stock. Â We do not intend to pay dividends on our common stock so any returns will be limited to the value of our stock. Â We have never declared or paid any cash dividends on our capital stock, and we are prohibited from doing so under the terms of the Loan Agreement. Regardless of the restrictions in the Loan Agreement or the terms of any potential future indebtedness, we anticipate that we will retain all available funds and any future earnings to support our operations and finance the growth and development of our business and, therefore, we do not expect to pay cash dividends in the foreseeable future. Any future determination related to our dividend policy will be made at the discretion of our Board of Directors and will depend on then-existing conditions, including our financial condition, operating results, contractual restrictions, capital requirements, business prospects and other factors our Board of Directors may deem relevant. Â 52 Â Â Provisions in our amended and restated certificate of incorporation and bylaws, as well as provisions of Delaware law, could make it more difficult for a third party to acquire us or increase the cost of acquiring us, even if doing so would benefit our stockholders or remove our current management. Â Some provisions of our charter documents and Delaware law may have anti-takeover effects that could discourage an acquisition of us by others, even if an acquisition would be beneficial to our stockholders and may prevent attempts by our stockholders to replace or remove our current management. These provisions include: Â Â â€¢ authorizing the issuance of â€œblank checkâ€Â preferred stock, the terms of which may be established and shares of which may be issued without stockholder approval; Â Â â€¢ limiting the removal of directors by the stockholders; Â Â â€¢ a staggered Board of Directors; Â Â â€¢ prohibiting stockholder action by written consent, thereby requiring all stockholder actions to be taken at a meeting of our stockholders; Â Â â€¢ eliminating the ability of stockholders to call a special meeting of stockholders; and Â Â â€¢ establishing advance notice requirements for nominations for election to our Board of Directors or for proposing matters that can be acted upon at stockholder meetings. Â 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 members of our Board of Directors, which is responsible for appointing the members of our management. In addition, we are subject to SectionÂ 203 of the Delaware General Corporation Law, which generally prohibits a Delaware corporation from engaging in any of a broad range of business combinations with an interested stockholder for a period of three years following the date on which the stockholder became an interested stockholder, unless such transactions are approved by our Board of Directors. This provision could have the effect of delaying or preventing a change of control, whether or not it is desired by or beneficial to our stockholders. Further, other provisions of Delaware law may also discourage, delay or prevent someone from acquiring us or merging with us. Â Risks of a General Nature Â Litigation may substantially increase our costs and harm our business. Â We have been, are, and may in the future become, party to lawsuits including, without limitation, actions and proceedings in the ordinary course of business relating to our directors, officers, stockholders, intellectual property rights, employment matters and the safety or efficacy of our products, which will cause us to incur legal fees and other costs related thereto, including potential expenses for the reimbursement of legal fees of officers and directors under indemnification obligations. The expense of defending against such litigation may be significant and there can be no assurance that we will be successful in any defense. Further, the amount of time that may be required to resolve such lawsuits is unpredictable, and these actions may divert managementâ€™s attention from the day-to-day operations of our business, which could adversely affect our business, results of operations, and cash flows. Our insurance carriers may deny coverage, may be inadequately capitalized to pay on valid claims, or our policy limits may be inadequate to fully satisfy any damage awards or settlements. If this were to happen, the payment of any such award could have a material adverse effect on our consolidated operations, cash flows and financial position. Additionally, any such claims, whether or not successful, could damage our reputation and business. Litigation is subject to inherent uncertainties, and an adverse result in such matters that may arise from time to time could have a material adverse effect on our business, results of operations, and financial condition. Please see â€œPart I. Financial Informationâ€”Item 1. Financial Statementsâ€”Note 6, Commitments and Contingenciesâ€”Litigationâ€ in this Quarterly Report on Form 10-Q for additional information about pending legal proceedings. Â 53 Â Â Our involvement in securities-related class action litigation could divert our resources and management's attention and harm our business. Â The stock markets have from time-to-time experienced significant price and volume fluctuations that have affected the market prices for the common stock of pharmaceutical companies. These broad market fluctuations may cause the market price of our common stock to decline. In addition, the market price of our common stock may vary significantly based on Talphera-specific events, such as receipt of Complete Response Letters, Warnings Letters, such as the Warning Letter we received from the FDA on February 11, 2021, negative clinical results, a negative vote or decision by an FDA advisory committee, or other negative feedback from the FDA, EMA, or other regulatory agencies. In the past, securities-related class action litigation has often been brought against a company following a decline in the market price of its securities. This risk is especially relevant for us because biotechnology and biopharmaceutical companies often experience significant stock price volatility in connection with their investigational drug or medical device product candidate development programs and the FDAâ€™s review of their NDAs. Following receipt of the FDAâ€™s Warning Letter, a securities class action complaint was filed against us and two of our officers on June 8, 2021 in the United States District Court for the Northern District of California. The amended securities class action complaint, which was filed on March 7, 2022, named a third officer as a defendant. On September 28, 2022, the Court issued a formal written opinion, or the First Opinion, dismissing all of the plaintiffâ€™s claims against the Company and the named defendants with leave for plaintiffs to amend their complaint. On November 28, 2022, the plaintiffs filed their second amended complaint. On July 7, 2023, the Court issued a formal written opinion, or the Second Opinion, dismissing all of the plaintiffâ€™s claims against the Company and the named defendants with leave for plaintiffs to amend their complaint in part and without leave to amend in part. On September 5, 2023, the plaintiffs filed a third amended complaint. On May 7, 2024, the Court granted defendantsâ€™ motion to dismiss the third amended complaint, with prejudice, and entered judgment for defendants on plaintiffsâ€™ claims. On June 5, 2024, plaintiffs filed a notice of appeal in the United States Court of Appeals for the Ninth Circuit. The plaintiffs filed their opening brief on September 27, 2024, and the deadline for defendants to file their response brief is November 29, 2024. On July 6, 2021, September 30, 2021, October 26, 2021 and November 17, 2021, four purported shareholder derivative complaints were filed in the United States District Court for the Northern District of California asserting state and federal claims based on the same alleged misstatements as the securities class action complaint. On December 6, 2021, the Court entered an order consolidating all four actions and staying the consolidated action pending the outcome of any motion to dismiss the securities class action. On February 16, 2024, another purported shareholder derivative complaint was filed in the Court of Chancery of the State of Delaware, asserting the same claims as those in the previously filed derivative actions. The case has been stayed pending the outcome of any motion to dismiss the securities class action. Please refer to â€œPart I. Financial Informationâ€”Item 1. Financial Statementsâ€”Note 6, Commitments and Contingenciesâ€”Litigationâ€ in this Quarterly Report on Form 10-Q for additional information about these pending legal proceedings. Securities-related class action litigation is often expensive and diverts managementâ€™s attention and our financial resources, which could harm our business. Additional lawsuits related to the pending litigation may follow. Moreover, if Talphera experiences a decline in its stock price, we could face additional securities class action lawsuits. Â Our ability to use our net operating loss carryforwards and certain other tax attributes may be limited. Â Under current law, federal net operating losses generated in tax years beginning prior to January 1, 2018 generally will expire 20 years after they were generated if not used prior thereto; federal net operating losses generated in tax years beginning after December 31, 2017 will carryforward indefinitely, but the deductibility of such federal net operating losses generally is limited to 80% of current year taxable income. Many states have similar laws. Our ability to use our federal and state net operating losses to offset potential future taxable income and related income taxes that would otherwise be due is dependent upon our generation of future taxable income before the expiration dates of the net operating losses, and we cannot predict with certainty when, or whether, we will generate sufficient taxable income to use all of our net operating losses. Accordingly, our federal and state net operating losses could expire unused and be unavailable to offset future income tax liabilities. In addition, under Sections 382 and 383 of the Internal Revenue Code of 1986, as amended, and corresponding provisions of state law, if a corporation undergoes an â€œownership change,â€ generally defined as a greater than 50% change (by value) in its equity ownership over a three-year period, the corporationâ€™s ability to use its pre-change net operating loss carryforwards and other pre-change tax attributes (such as research tax credits) to offset its post-change income may be limited. The completion of the July 2013 public equity offering, together with our public equity offering in December 2012, our initial public offering, private placements and other transactions that have occurred, have triggered such an ownership change. We may experience additional ownership changes as a result of subsequent shifts in our stock ownership, some of which may be outside of our control. Furthermore, our ability to utilize net operating losses of companies that we have acquired or may acquire in the future may be subject to limitations. In the future, if we earn net taxable income, our ability to use our pre-change net operating loss carryforwards or other tax attributes to offset U.S. federal taxable income may be subject to limitations, which could potentially result in increased future tax liability to us and could adversely affect our business, results of operations, and cash flows. Â Our effective tax rate may fluctuate, we may be adversely affected by changes in tax laws and regulations, and we may incur obligations in tax jurisdictions in excess of accrued amounts. Â We are subject to taxation in numerous U.S. federal, state, and local jurisdictions. As a result, our effective tax rate is derived from a combination of applicable tax rates in the various jurisdictions that we operate. In preparing our financial statements, we estimate the amount of tax that will become payable in each jurisdiction. Nevertheless, our effective tax rate may be different than experienced in the past due to numerous factors, including changes in the mix of our profitability among the jurisdiction in which we operate, the results of examinations and audits of our tax filings, our inability to secure or sustain acceptable agreements with tax authorities, changes in accounting for income taxes and enactment of new tax laws. Or changes in the interpretation and application of existing tax laws. New income, sales, use or other tax laws, rules, regulations, or ordinances could be enacted at any time. For example, recent legislation commonly referred to as the Inflation Reduction Act imposes a one percent excise tax on share buybacks imposed on the corporation repurchasing such stock, effective for tax years beginning after December 31, 2022. Also, the Tax Act eliminated the option to currently deduct research and development expenditures in the year incurred, and instead requires taxpayers to capitalize and amortize U.S.-based and non-U.S.-based research and development expenditures over five and fifteen years, respectively. Although there has been proposed legislation that would defer the capitalization requirement to later years, we have no assurance that the provision will be repealed, deferred, or otherwise modified. Any of these factors could cause us to experience an effective tax rate significantly different from previous periods or our current expectations and may result in tax obligations in excess of amounts accrued in our financial statements. Â 54 Â Â ItemÂ 2. Unregistered Sales of Equity Securities and Use of Proceeds Â None. Â ItemÂ 3. Defaults Upon Senior Securities Â None. Â ItemÂ 4. Mine Safety Disclosures Â Not applicable. Â Â Â ItemÂ 5. Other Information Â None. Â Â 55 Â Â ItemÂ 6. Exhibits Â Â Â Â Â Incorporation By Reference Exhibit Number Â Exhibit Description Â Form Â SEC FileÂ No. Â Exhibit Â FilingÂ Date Â Â Â Â Â

record, process, summarize and report financial information; and Â (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrantâ€™s internal control over financial reporting. Â Date: November 13, 2024 Â Â Â /s/ Vincent J. Angotti Â Vincent J. Angotti Â Chief Executive Officer Â (Principal Executive Officer) Â Â Â EX-31.2 3 ex_742985.htm EXHIBIT 31.2 Exhibit 31.2 Â CERTIFICATION Â I, Raffi Asadorian, certify that: Â 1. I have reviewed this quarterly report on Form 10-Q of Talphera, Inc.; Â 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; Â 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; Â 4. The registrantâ€™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: Â (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; Â (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; Â (c) Evaluated the effectiveness of the registrantâ€™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 Â (d) Disclosed in this report any change in the registrantâ€™s internal control over financial reporting that occurred during the registrantâ€™s most recent fiscal quarter (the registrantâ€™s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrantâ€™s internal control over financial reporting; and Â 5. The registrantâ€™s other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrantâ€™s auditors and the audit committee of the registrantâ€™s board of directors (or persons performing the equivalent functions): Â (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 registrantâ€™s ability to record, process, summarize and report financial information; and Â (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrantâ€™s internal control over financial reporting. Â Date: November 13, 2024 Â Â Â /s/ Raffi Asadorian Â Raffi Asadorian Â Chief Financial Officer Â (Principal Financial and Accounting Officer) Â Â Â EX-32.1 4 ex_742986.htm EXHIBIT 32.1 Exhibit 32.1 Â CERTIFICATION Â Pursuant to the requirement set forth in Rule 13a-14(b) of the Securities Exchange Act of 1934, as amended (the â€œExchange Actâ€), and SectionÂ 1350 of Chapter 63 of Title 18 of the United States Code (18 U.S.C. Â§1350), Vincent J. Angotti, Chief Executive Officer of Talphera, Inc. (the â€œCompanyâ€), and Raffi Asadorian, Chief Financial Officer of the Company, each hereby certifies that, to the best of his knowledge: Â 1. The Companyâ€™s Quarterly Report on Form 10-Q for the period ended September 30, 2024, to which this Certification is attached as Exhibit 32.1 (the â€œPeriodic Reportâ€) fully complies with the requirements of Section 13(a) or Section 15(d) of the Exchange Act, and Â 2. The information contained in the Periodic Report fairly presents, in all material respects, the financial condition and results of operations of the Company. Â In Witness Whereof, the undersigned has set his hands hereto as of the 13th day of November 2024. Â Â Â /s/ Vincent J. Angotti Â /s/ Raffi Asadorian Vincent J. Angotti Â Raffi Asadorian Chief Executive Officer Â Chief Financial Officer Â Â This certification accompanies the Form 10-Q to which it relates, is not deemed filed with the Securities and Exchange Commission and is not to be incorporated by reference into any filing of Talphera, Inc. under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended (whether made before or after the date of the Form 10-Q), irrespective of any general incorporation language contained in such filing. Â Â Â EX-101.SCH 5 tlph-20240930.xsd XBRL TAXONOMY EXTENSION SCHEMA 000 - Document - Document And Entity Information link:calculationLink link:definitionLink link:presentationLink 001 - Statement - Condensed Consolidated Balance Sheets (Current Period Unaudited) link:calculationLink link:definitionLink link:presentationLink 002 - Statement - Condensed Consolidated Balance Sheets (Current Period Unaudited) (Parentheticals) link:calculationLink link:definitionLink link:presentationLink 003 - Statement - Condensed Consolidated Statements of Operations (Unaudited) link:calculationLink link:definitionLink link:presentationLink 004 - Statement - Condensed Consolidated Statements of Stockholders' Equity (Unaudited) link:calculationLink link:definitionLink link:presentationLink 005 - Statement - Condensed Consolidated Statements of Cash Flows (Unaudited) link:calculationLink link:definitionLink link:presentationLink 006 - Disclosure - Note 1 - Organization and Summary of Significant Accounting Policies link:calculationLink link:definitionLink link:presentationLink 007 - Disclosure - Note 2 - Investments and Fair Value Measurement link:calculationLink link:definitionLink link:presentationLink 008 - Disclosure - Note 3 - Discontinued Operations link:calculationLink link:definitionLink link:presentationLink 009 - Disclosure - Note 4 - Sale of Future Payments link:calculationLink link:definitionLink link:presentationLink 010 - Disclosure - Note 5 - Long-term Debt link:calculationLink link:definitionLink link:presentationLink 011 - Disclosure - Note 6 - Commitments and Contingencies link:calculationLink link:definitionLink link:presentationLink 012 - Disclosure - Note 7 - Stockholders' Equity link:calculationLink link:definitionLink link:presentationLink 013 - Disclosure - Note 8 - Warrants link:calculationLink link:definitionLink link:presentationLink 014 - Disclosure - Note 9 - Stock-based Compensation link:calculationLink link:definitionLink link:presentationLink 015 - Disclosure - Note 10 - Net Loss Per Share of Common Stock link:calculationLink link:definitionLink link:presentationLink 995461 - Disclosure - Significant Accounting Policies (Policies) link:calculationLink link:definitionLink link:presentationLink 995462 - Disclosure - Note 2 - Investments and Fair Value Measurement (Tables) link:calculationLink link:definitionLink link:presentationLink 995463 - Disclosure - Note 3 - Discontinued Operations (Tables) link:calculationLink link:definitionLink link:presentationLink 995464 - Disclosure - Note 4 - Sale of Future Payments (Tables) link:calculationLink link:definitionLink link:presentationLink 995465 - Disclosure - Note 8 - Warrants (Tables) link:calculationLink link:definitionLink link:presentationLink 995466 - Disclosure - Note 9 - Stock-based Compensation (Tables) link:calculationLink link:definitionLink link:presentationLink 995467 - Disclosure - Note 10 - Net Loss Per Share of Common Stock (Tables) link:calculationLink link:definitionLink link:presentationLink 995468 - Disclosure - Note 1 - Organization and Summary of Significant Accounting Policies (Details Textual) link:calculationLink link:definitionLink link:presentationLink 995469 - Disclosure - Note 2 - Investments and Fair Value Measurement (Details Textual) link:calculationLink link:definitionLink link:presentationLink 995470 - Disclosure - Note 2 - Investments and Fair Value Measurement - Summary of Cash, Cash Equivalents and Investments (Details) link:calculationLink link:definitionLink link:presentationLink 995471 - Disclosure - Note 2 - Investments and Fair Value Measurement - Fair Value of Financial Assets and Liabilities by Level Within Fair Value Hierarchy (Details) link:calculationLink link:definitionLink link:presentationLink 995472 - Disclosure - Note 2 - Investments and Fair Value Measurement - Summary of Changes in Fair Value of Level III Financial Liabilities (Details) link:calculationLink link:definitionLink link:presentationLink 995473 - Disclosure - Note 3 - Discontinued Operations (Details Textual) link:calculationLink link:definitionLink link:presentationLink 995474 - Disclosure - Note 3 - Discontinued Operations - Summary of Discontinued Operation (Details) link:calculationLink link:definitionLink link:presentationLink 995475 - Disclosure - Note 4 - Sale of Future Payments (Details Textual) link:calculationLink link:definitionLink link:presentationLink 995476 - Disclosure - Note 4 - Sale of Future Payments - Schedule of Future Payment Liabilities (Details) link:calculationLink link:definitionLink link:presentationLink 995477 - Disclosure - Note 5 - Long-term Debt (Details Textual) link:calculationLink link:definitionLink link:presentationLink 995478 - Disclosure - Note 6 - Commitments and Contingencies (Details Textual) link:calculationLink link:definitionLink link:presentationLink 995479 - Disclosure - Note 7 - Stockholders' Equity (Details Textual) link:calculationLink link:definitionLink link:presentationLink 995480 - Disclosure - Note 8 - Warrants (Details Textual) link:calculationLink link:definitionLink link:presentationLink 995481 - Disclosure - Note 8 - Warrants - Summary of Warrants Activity (Details) link:calculationLink link:definitionLink link:presentationLink 995482 - Disclosure - Note 9 - Stock-based Compensation (Details Textual) link:calculationLink link:definitionLink link:presentationLink 995483 - Disclosure - Note 9 - Stock-based Compensation - Stock-based Compensation Expense (Details) link:calculationLink link:definitionLink link:presentationLink 995484 - Disclosure - Note 9 - Stock-based Compensation - Restricted Stock Activity (Details) link:calculationLink link:definitionLink link:presentationLink 995485 - Disclosure - Note 9 - Stock-based Compensation - Option Activity (Details) link:calculationLink link:definitionLink link:presentationLink 995486 - Disclosure - Note 9 - Stock-based Compensation - Assumptions to Calculate Fair Value of Each Employee Stock Option (Details) link:calculationLink link:definitionLink link:presentationLink 995487 - Disclosure - Note 10 - Net Loss Per Share of Common Stock (Details Textual) link:calculationLink link:definitionLink link:presentationLink 995488 - Disclosure - Note 10 - Net Loss Per Share of Common Stock - Common Stock Excluded From Computation of Diluted Net Loss Per Share (Details) link:calculationLink link:definitionLink link:presentationLink EX-101.DEF 6 tlph-20240930_def.xml XBRL TAXONOMY EXTENSION DEFINITION LINKBASE EX-101.LAB 7 tlph-20240930_lab.xml XBRL TAXONOMY EXTENSION LABEL LINKBASE Document And Entity Information us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsExpectedDividendRate Expected dividend rate Note To Financial Statement Details Textual Significant Accounting Policies Note 2 - Investments and Fair Value Measurement us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsRiskFreeInterestRate Risk-free interest rate RSU's, ESPP, and Employee Stock Options [Member] Represents the antidilutive securities types; restricted stock units, employee stock purchase plan, and employee stock options. Note 3 - Discontinued Operations Note 4 - Sale of Future Payments Note 8 - Warrants Note 9 - Stock-based Compensation Note 10 - Net Loss Per Share of Common Stock Note 2 - Investments and Fair Value Measurement - Summary of Cash, Cash Equivalents and Investments (Details) Note 2 - Investments and Fair Value Measurement - Fair Value of Financial Assets and Liabilities by Level Within Fair Value Hierarchy (Details) Note 2 - Investments and Fair Value Measurement - Summary of Changes in Fair Value of Level III Financial Liabilities (Details) us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsExpectedVolatilityRate Expected volatility us-gaap_LiabilitiesCurrent Total current liabilities Note 3 - Discontinued Operations - Summary of Discontinued Operation (Details) us-gaap_LiabilitiesOfDisposalGroupIncludingDiscontinuedOperationCurrent Liabilities of discontinued operations, current portion Note 4 - Sale of Future Payments - Schedule of Future Payment Liabilities (Details) us-gaap_SharebasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsExpectedTerm1 Expected term (Year) Note 8 - Warrants - Summary of Warrants Activity (Details) Note 9 - Stock-based Compensation - Stock-based Compensation Expense (Details) Note 9 - Stock-based Compensation - Restricted Stock Activity (Details) Note 9 - Stock-based Compensation - Option Activity (Details) Note 9 - Stock-based Compensation - Assumptions to Calculate Fair Value of Each Employee Stock Option (Details) Note 10 - Net Loss Per Share of Common Stock - Common Stock Excluded From Computation of Diluted Net Loss Per Share (Details) Schedule of Share-Based Payment Award, Stock Options, Valuation Assumptions [Table Text Block] Notes To Financial Statements Notes To Financial Statements [Abstract] Share-Based Payment Arrangement, Option, Activity [Table Text Block] us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsGrantsInPeriodWeightedAverageGrantDateFairValue Weighted average grant date fair value, granted (in dollars per share) Proceeds from maturities of investments us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsVestedInPeriodWeightedAverageGrantDateFairValue Weighted average grant date fair value, vested (in dollars per share) us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsForfeituresWeightedAverageGrantDateFairValue Weighted average grant date fair value, forfeited (in dollars per share) us-gaap_GainLossOnTerminationOfLease Gain on termination of lease liabilities Gain on termination of lease liabilities us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedWeightedAverageGrantDateFairValue Restricted stock units weighted average outstanding (in dollars per share) Restricted stock units weighted average outstanding (in dollars per share) Share-Based Payment Arrangement, Restricted Stock and Restricted Stock Unit, Activity [Table Text Block] us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsForfeitedInPeriod Forfeited (in shares) us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedNumber Restricted stock units outstanding (in shares) Restricted stock units outstanding (in shares) US Government Agencies Debt Securities [Member] us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsGrantsInPeriod Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Grants in Period (in shares) us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsVestedInPeriod Vested (in shares) Vested and expected to vest, weighted-average remaining contractual life (Year) Vested and exercisable options, weighted-average exercise price (in dollars per share) Vested and exercisable options, aggregate intrinsic value us-gaap_ProceedsFromDebtNetOfIssuanceCosts Proceeds from Debt, Net of Issuance Costs Vested and expected to vest (in shares) Vested and expected to vest, weighted-average exercise price (in dollars per share) Vested and expected to vest, aggregate intrinsic value Stock options outstanding, weighted average remaining contractual life (Year) Stock options outstanding, aggregate intrinsic value us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsGrantsInPeriodWeightedAverageGrantDateFairValue Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Grants in Period, Weighted Average Grant Date Fair Value us-gaap_PaymentsToAcquireShortTermInvestments Purchase of investments Financial Instruments [Domain] us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingWeightedAverageExercisePrice Stock options outstanding, weighted average exercise price (in dollars per share) Stock options outstanding, weighted average exercise price (in dollars per share) Forfeited, weighted-average exercise price (in dollars per share) Expired, weighted-average exercise price (in dollars per share) Financial Instrument [Axis] Vested and exercisable options (in shares) Vested and exercisable options, weighted-average remaining contractual life (Year) Granted, weighted-average exercise price (in dollars per share) Accrued and other liabilities Sale of the DSUVIA assets Accounts payable us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingNumber Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Number (in shares) Stock options outstanding (in shares) Stock options outstanding (in shares) us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExpirationsInPeriod Expired (in shares) Cash, Cash Equivalents and Investments [Table Text Block] us-gaap_PolicyTextBlockAbstract Accounting Policies us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardNumberOfSharesAvailableForGrant Share-Based Compensation Arrangement by Share-Based Payment Award, Number of Shares Available for Grant us-gaap_PaymentsToAcquirePropertyPlantAndEquipment Purchase of property and equipment Purchases of property and equipment us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardNumberOfAdditionalSharesAuthorized Share-Based

Compensation Arrangement by Share-Based Payment Award, Number of Additional Shares Authorized (in shares) us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardNumberOfSharesAuthorized Share-Based Compensation Arrangement by Share-Based Payment Award, Number of Shares Authorized (in shares) Current Liabilities: Vesting [Axis] Operating lease liabilities us-gaap_IncreaseDecreaseInOperatingLeaseLiability Vesting [Domain] Product [Member] Share-Based Payment Arrangement, Tranche One [Member] us-gaap_Assets Total assets Plan Name [Axis] Plan Name [Domain] us-gaap_LossContingencyNumberOfDefendants Loss Contingency, Number of Defendants us-gaap_EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognized Share-Based Payment Arrangement, Nonvested Award, Cost Not yet Recognized, Amount us-gaap_EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognizedPeriodForRecognition1 Share-Based Payment Arrangement, Nonvested Award, Cost Not yet Recognized, Period for Recognition Prefunded 2024 Warrants [Member] Relating to the prefunded 2024 warrants. tlph_LicenseAgreementPercentageOfRoyaltyPaymentsBasedOnNetSalesAndMilestonePayments License Agreement, Percentage of Royalty Payments Based on Net Sales and Milestone Payments Represents the percentage of of royalty payments based on net sales and milestone payments. The January 2024 Private Placement [Member] Relating to the January 2024 Private Placement. Share-Based Payment Arrangement [Text Block] Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Table Text Block] Agreement After Stepdown Date [Member] Relating to an agreement after the stepdown date. tlph_LicenseAgreementPercentageOfRoyaltyPaymentsExcludingDepartmentOfDefenseSalesAndMilestonePayments License Agreement, Percentage of Royalty Payments Excluding Department of Defense Sales and Milestone Payments Represents the percentage of royalty payments excluding Department of Defense sales and milestone payments. Award Type [Domain] us-gaap_IncomeLossFromContinuingOperations Net loss from continuing operations Net income (loss) from discontinued operations â€“ See Note 3 Net loss Net loss Basis of Presentation and Significant Accounting Policies [Text Block] Award Type [Axis] In-process research and development asset Restricted Stock Units (RSUs) [Member] Net proceeds from issuance of common stock through equity plans Amount of cash inflow (outflow) from issuance of shares under share-based payment arrangement. Includes, but is not limited to, option exercised. Warrant [Member] Schedule of Antidilutive Securities Excluded from Computation of Earnings Per Share [Table Text Block] Antidilutive Securities [Axis] Antidilutive Securities, Name [Domain] Commitments and Contingencies Disclosure [Text Block] Revaluation of liability for Lowell holdback shares tlph_NoncashIssuanceOfHoldbackShares Represents non-cash issuance of holdback shares. us-gaap_DiscontinuedOperationIncomeLossFromDiscontinuedOperationBeforeIncomeTax Net income (loss) from discontinued operations Cash flows from investing activities: Fair value us-gaap_AvailableForSaleSecuritiesDebtSecurities Earnings Per Share [Text Block] us-gaap_IncomeTaxExpenseBenefit Provision for income taxes Accrued liabilities us-gaap_IncreaseDecreaseInAccruedLiabilities Accounts payable us-gaap_IncreaseDecreaseInAccountsPayable tlph_ImpairmentChargeGainOnReclassifiedAssets (Recovery) impairment of net assets held for sale The amount of impairment charge (gain) on reclassified assets. us-gaap_OtherExpenses Other Expenses Cash, amortized cost us-gaap_Cash Cash and cash equivalents us-gaap_InterestExpenseNonoperating Interest expense Stock-based compensation expense U.S government agency securities, amortized cost us-gaap_USGovernmentAgenciesSecuritiesAtCarryingValue Commercial paper us-gaap_CommercialPaperAtCarryingValue us-gaap_FairValueMeasurementWithUnobservableInputsReconciliationRecurringBasisLiabilityGainLossIncludedInEarnings (Gain) loss on change in fair value of December 2022 Common Stock Warrants liability Money market funds, amortized cost us-gaap_MoneyMarketFundsAtCarryingValue Amendment Flag dei_CityAreaCode City Area Code New Accounting Pronouncements, Policy [Policy Text Block] Amended ESPP [Member] Represents Amended ESPP. Reclassification, Comparability Adjustment [Policy Text Block] us-gaap_SharesOutstanding Balance (in shares) Balance (in shares) Deferred revenue us-gaap_IncreaseDecreaseInContractWithCustomerLiability Common Stock, Shares, Outstanding (in shares) Current Fiscal Year End Date us-gaap_IncreaseDecreaseInPrepaidDeferredExpenseAndOtherAssets Prepaid expenses and other current assets us-gaap_DebtInstrumentInterestRateEffectivePercentage Debt Instrument, Interest Rate, Effective Percentage Document Fiscal Period Focus Document Fiscal Year Focus dei_DocumentPeriodEndDate Document Period End Date dei_EntityFileNumber Entity File Number Entity Emerging Growth Company us-gaap_DebtInstrumentFaceAmount Debt Instrument, Face Amount dei_DocumentType Document Type us-gaap_GainsLossesOnExtinguishmentOfDebt Gain on extinguishment of debt liability Gain on extinguishment of debt Entity Small Business dei_EntityShellCompany Entity Shell Company Document Information [Line Items] Document Information [Table] us-gaap_FairValueMeasurementWithUnobservableInputsReconciliationsRecurringBasisLiabilityValue Fair valueâ€”beginning of period Fair valueâ€”end of period Entity Filer Category Debt Instrument [Axis] dei_EntityCurrentReportingStatus Entity Current Reporting Status Debt Instrument, Name [Domain] Employee Stock Purchase Plan (ESPP) [Member] Information about the employee stock purchase plan. us-gaap_AdjustmentsToAdditionalPaidInCapitalSharebasedCompensationRequisiteServicePeriodRecognitionValue Stock-based compensation Entity Tax Identification Number Impairment of fixed assets Impairment of fixed assets Entity Central Index Key dei_EntityRegistrantName Entity Registrant Name Entity [Domain] Legal Entity [Axis] dei_EntityAddressAddressLine1 Entity Address, Address Line One Fair Value, Liabilities Measured on Recurring Basis, Unobservable Input Reconciliation [Table Text Block] ecd_NonRule10b51ArrTrmntdFlag Non-Rule 10b5-1 Arrangement Terminated [Flag] dei_EntityAddressCityOrTown Entity Address, City or Town ecd_Rule10b51ArrTrmntdFlag Rule 10b5-1 Arrangement Terminated [Flag] ecd_Rule10b51ArrAdoptedFlag Rule 10b5-1 Arrangement Adopted [Flag] dei_EntityAddressPostalZipCode Entity Address, Postal Zip Code dei_EntityAddressStateOrProvince Entity Address, State or Province ecd_NonRule10b51ArrAdoptedFlag Non-Rule 10b5-1 Arrangement Adopted [Flag] Material Terms of Trading Arrangement [Text Block] dei_EntityCommonStockSharesOutstanding Entity Common Stock, Shares Outstanding (in shares) Long-Term Debt [Text Block] us-gaap_IncreaseDecreaseInInventories Inventories Trading Symbol Issuance of hold back common stock in connection with asset acquisition (in shares) Issuance of common stock upon ESPP purchase (in shares) dei_LocalPhoneNumber Local Phone Number Issuance of hold back common stock in connection with asset acquisition Settlement for held back shares issued in connection with asset acquisition The noncash or part-noncash amount of liability for holdback shares under an acquisition. us-gaap_TableTextBlock Notes Tables Issuance of common stock upon ESPP purchase Issuance of common stock upon vesting of restricted stock units, net of shares withheld for employee taxes (in shares) us-gaap_StockIssuedDuringPeriodValueRestrictedStockAwardNetOfForfeitures Issuance of common stock upon vesting of restricted stock units, net of shares withheld for employee taxes Selling, general and administrative Granted (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Grants in Period, Gross (in shares) us-gaap_WarrantsAndRightsOutstandingMeasurementInput Warrants and Rights Outstanding, Measurement Input us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsForfeituresInPeriod Forfeited (in shares) Collaborative Arrangement and Arrangement Other than Collaborative [Domain] us-gaap_StockIssuedDuringPeriodSharesNewIssues Stock Issued During Period, Shares, New Issues Loan Agreement with Oxford Finance LLC [Member] Represents information related to loan agreement with Oxford Finance LLC. us-gaap_LiabilitiesAndStockholdersEquity Total Liabilities and Stockholdersâ€™ Equity Purported Shareholder v. Company - Violation of Sections 10(b) and 20(a) of the Exchange Act and SEC Rule 10b-5 [Member] Information related to the violation of Sections 10(b) and 20(a) of the Exchange Act and SEC Rule 10b-5. Net proceeds from issuance of pre-funded warrants in connection with equity financing Accumulated deficit Research and development Operating Costs and Expenses [Abstract] Money Market Funds [Member] Measurement Input, Share Price [Member] Exercisable, warrants, weighted average exercise price (in dollars per share) Exercise price per share of warrants or rights exercisable during period. Cash and Cash Equivalents [Axis] Exercisable, warrants (in shares) The number of warrants or rights exercisable. Discontinued Operation [Member] Represents discontinued operations Cash and Cash Equivalents [Domain] Cash [Member] Measurement Input, Price Volatility [Member] Changes in operating assets and liabilities: Measurement Input, Risk Free Interest Rate [Member] tlph_DisposalGroupIncludingDiscontinuedOperationPercentageOfRoyaltyOnCommercialSales Disposal Group, Including Discontinued Operation, Percentage of Royalty on Commercial Sales Amount of royalty on commercial sales as a percentage for the disposal of assets and liabilities, including discontinued operation. us-gaap_DisclosureTextBlockAbstract Notes to Financial Statements tlph_LicenseAgreementMilestonePaymentsToBePaidMaximum License Agreement, Milestone Payments to be Paid, Maximum Represents the maximum amount of milestone payments to be paid under license agreement. Measurement Input, Expected Dividend Rate [Member] Measurement Input, Expected Term [Member] tlph_DisposalGroupIncludingDiscontinuedOperationSellingGeneralAndAdministrativeExpense Selling, general and administrative expense Amount of selling, general and administrative expense attributable to disposal group, including, but not limited to, discontinued operation. Cash and Cash Equivalents [Member] Measurement Input, Exercise Price [Member] tlph_DisposalGroupIncludingDiscontinuedOperationResearchAndDevelopmentExpense Research and development expenses Amount of research and development expense attributable to disposal group, including, but not limited to, discontinued operation. tlph_DisposalGroupIncludingDiscontinuedOperationMaximumAmountInSalesbasedMilestone Disposal Group, Including Discontinued Operation, Maximum Amount in Sales-based Milestone Maximum amount in sales-based milestone for the disposal of assets and liabilities, including discontinued operation. Measurement Input Type [Axis] Measurement Input Type [Domain] Warrant Liability [Member] Related to warrant liability. tlph_DisposalGroupIncludingDiscontinuedOperationNetAssets Net assets (liabilities) of discontinued operations Amount classified as net assets attributable to disposal group held for sale or disposed of. tlph_SharebasedCompensationDiscontinuedOperations Stock-based compensation Amount of share-based compensation attributable to discontinued operations. us-gaap_FairValueAdjustmentOfWarrants Gain (loss) on change in fair value of warrant liability us-gaap_ShareBasedCompensation Stock-based compensation Non-cash interest expense related to debt financing Amortization of Debt Discount (Premium) Assets, fair value us-gaap_AssetsFairValueDisclosure Exercise of prefunded warrants (in shares) Number of shares issued during the period due to warrants exercised. Exercise of prefunded warrants Value of stock issued during period because of warrants exercised. Depreciation and amortization Liabilities, fair value us-gaap_LiabilitiesFairValueDisclosure us-gaap_SharesPaidForTaxWithholdingForShareBasedCompensation Share-Based Payment Arrangement, Shares Withheld for Tax Withholding Obligation us-gaap_SharesIssuedPricePerShare Shares Issued, Price Per Share (in dollars per share) us-gaap_DepreciationAndAmortizationDiscontinuedOperations Depreciation and amortization us-gaap_AssetsCurrent Total current assets Cash and cash equivalent, fair value us-gaap_CashAndCashEquivalentsFairValueDisclosure Equity [Text Block] us-gaap_AssetsOfDisposalGroupIncludingDiscontinuedOperationCurrent Total current liabilities of discontinued operations Common stock, $0.001 par valueâ€”200,000,000 shares authorized as of September 30, 2024 and December 31, 2023; 17,026,313 and 16,952,519 shares issued and outstanding as of September 30, 2024 and December 31, 2023, respectively Impairment of net assets held for sale Impairment of net assets held for sale Adjustments to reconcile net loss to net cash used in operating activities: Common Stock, Shares Authorized (in shares) Commercial Paper [Member] Common Stock, Shares, Issued (in shares) Fair Value Measurements, Recurring and Nonrecurring [Table Text Block] Common Stock, Par or Stated Value Per Share (in dollars per share) Common Stock, Par or Stated Value Per Share (in dollars per share) Statistical Measurement [Domain] NONCASH INVESTING AND FINANCING ACTIVITIES: Maximum [Member] Minimum [Member] Weighted Average [Member] Product and Service [Axis] Product and Service [Domain] Statistical Measurement [Axis] Litigation Case [Axis] Litigation Case [Domain] Revenue Fair Value, Inputs, Level 3 [Member] Fair Value Hierarchy and NAV [Domain] Customer [Axis] Fair Value, Inputs, Level 1 [Member] Customer [Domain] Fair Value, Inputs, Level 2 [Member] Fair Value Hierarchy and NAV [Axis] The 2020 Equity Incentive Plan [Member] Related to the 2020 equity incentive plan. Cash flows from operating activities: us-gaap_OtherIncome Other Income Warrant liability Warrants and Rights Outstanding Revenue [Policy Text Block] Statement [Line Items] Additional paid-in capital Total cash, cash equivalents, restricted cash and short-term investments us-gaap_CashCashEquivalentsAndShortTermInvestments Short-term investments Loss (gain) on change in fair value of warrant liability Represents the Revaluation of 2022 Warrants Liability. us-gaap_NonoperatingIncomeExpense Total other income, net Current Assets: Interest income and other income, net Total cash and cash equivalents us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsIncludingDisposalGroupAndDiscontinuedOperations Cash and cash equivalentsâ€”Beginning of period Cash and cash equivalentsâ€”End of period us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect Net change in cash and cash equivalents us-gaap_Liabilities Total liabilities us-gaap_NetCashProvidedByUsedInFinancingActivities Net cash provided by financing activities Commitments and Contingencies Sale of Stock [Axis] Sale of Stock [Domain] us-gaap_OperatingIncomeLoss Loss from operations Non-cash interest expense recognized Noncash Interest Expense Recognized The amount of non-cash interest expense recognized. Other income, net: us-gaap_NetCashProvidedByUsedInOperatingActivities Net cash used in operating activities Prepaid expenses and other current assets us-gaap_NetCashProvidedByUsedInInvestingActivities Net cash provided by investing activities Counterparty Name [Axis] Counterparty Name [Domain] Schedule of Stockholders' Equity Note, Warrants or Rights [Table Text Block] DSUVIA [Member] Represents DSUVIA. Net proceeds from issuance of common stock in connection with exercise of prefunded warrants The cash inflow from the issuance of common stock and exercise of warrants. Department of Defense [Member] Represents department of defense. Inducement Grant [Member] Relating to an Inducement grant. Investments and Fair Value Measurement Disclosure [Text Block] The disclosure of investments and fair value measurement. Net amortization of discount on short term investments Represents the amount of amortization on short term investments discounts. Marketable Securities [Member] Represents marketable securities. U.S. Government Agency Securities [Member] Represents the U.S. Government Agency Securities. Disposal Group Classification [Axis] Disposal Group Classification [Domain] Total cash, cash equivalents and short-term investments, fair value tlph_CashCashEquivalentsAndShorttermInvestmentsFairValue Represents fair value of cash, cash equivalents and short-term investments. us-gaap_CostsAndExpenses Total operating costs and expenses Retained Earnings [Member] Net proceeds from issuance of common stock, accompanying warrants and pre-funded warrants in July 2023 private placement offering Proceeds from Issuance of Common Stock Additional Paid-in Capital [Member] Common Stock [Member] Time-based Stock Option [Member] Represents time-based stock option. Equity Components [Axis] Equity Component [Domain] us-gaap_ClassOfWarrantOrRightExercisePriceOfWarrantsOrRights1 Class of Warrant or Right, Exercise Price of Warrants or Rights (in dollars per share) Outstanding, warrants, weighted average exercise price (in dollars per share) Outstanding, warrants, weighted average exercise price (in dollars per share) Class of Warrant or Right [Axis] Class of Warrant or Right [Domain] us-gaap_ClassOfWarrantOrRightOutstanding Class of Warrant or Right, Outstanding (in shares) Outstanding, warrants (in shares) Outstanding, warrants (in shares) us-gaap_IncomeLossFromContinuingOperationsBeforeIncomeTaxesExtraordinaryItemsNoncontrollingInterest Net loss before income taxes us-gaap_ClassOfWarrantOrRightNumberOfSecuritiesCalledByWarrantsOrRights Class of Warrant or Right, Number of Securities Called by Warrants or Rights (in shares) us-gaap_RepaymentsOfLongTermDebt Payment of long-term debt Document Quarterly Report Entity Incorporation, State or Country Code Accounting Policies [Abstract] Document Transition Report Basis of Accounting, Policy [Policy Text Block] Selling, General and Administrative Expenses [Member] dei_EntityInteractiveDataCurrent Entity Interactive Data Current Security Exchange Name Title of 12(b) Security Offering costs in accounts payable Represents the value of offering costs yet to be paid. Issuance of common stock and warrants, net (in shares) Number of new stock and warrants issued during the period. Issuance of common stock and warrants, net Equity impact of the value of new stock and warrants issued during the period. Includes shares issued in an initial public offering or a secondary public offering. Research and Development Expense [Member] Statement of

Income Location, Balance [Axis] Statement of Income Location, Balance [Domain] Collaborative Arrangement and Arrangement Other than Collaborative [Axis] Warrants Disclosure [Text Block] The disclosure of warrants. Discontinued Operations [Member] Granted, warrants, weighted average exercise price (in dollars per share) Represents the exercise price of warrants or rights issued during the period. Granted, warrants (in shares) Represents the number of warrants or rights issued during the period. The 2023 Prefunded Warrants [Member] Relating to the 2023 Prefunded Warrants. Non-cash interest expense on liability related to sale of future payments Non-cash interest expense on liability related to the sale of future payments The non-cash interest expenses on the liability related to the sale of future payments. Liability related to the sale of future payments Liabilities Related To The Sale Of Future Payments Balance Balance Amount of liability related ot the sale of future payments Gain on sale of future payments The gain (loss) on the sale of future payments. Antidilutive securities (in shares) Equity issuance costs from warrant modification Equity Issuance Costs, Modification of Warrants Represents the amount of modification of warrants for equity issuance costs. us-gaap_DisposalGroupIncludingDiscontinuedOperationAccruedLiabilitiesCurrent Accrued liabilities Modified January 2024 Warrants [Member] Represents the modification of the January 2024 warrants. Asset Class [Axis] Asset Class [Domain] Statement [Table] Statement of Financial Position [Abstract] Shares used in computing net loss per share of common stock, basic and diluted â€“ See Note 10 (in shares) Basic and diluted, discontinued operations (in dollars per share) tlph_GrossProceedsFromSaleOfFuturePayments Gross proceeds from sale of future payments The gross proceeds related to the sale of future payments Basic and diluted loss per share (in dollars per share) Basic and diluted, continuing operations (in dollars per share) Issuance costs related to sale of future payments Issuance Costs, Sale Of Future Payments Represents the issuance costs related to the sale of future payments us-gaap_DisposalGroupIncludingDiscontinuedOperationRevenue Total revenues Statement of Cash Flows [Abstract] us-gaap_DisposalGroupIncludingDiscontinuedOperationCostsOfGoodsSold Cost of goods sold Statement of Stockholders' Equity [Abstract] July 2023 Private Placement Offering [Member] Relating to the July 2023 Private Placement Offering. us-gaap_DisposalGroupIncludingDiscontinuedOperationConsideration Disposal Group, Including Discontinued Operation, Consideration Income Statement [Abstract] Disposal Groups, Including Discontinued Operations [Table Text Block] Disposal Group Name [Axis] Disposal Group Name [Domain] us-gaap_RepaymentsOfDebt Repayments of Debt Disposal Groups, Including Discontinued Operations, Disclosure [Text Block] tlph_TransactionCostsFromSaleOfReceivables Transaction Costs From Sale of Receivables Represents the transaction costs from sales of receivables. tlph_LicenseAgreementThresholdPaymentsRelatingToProduct License Agreement, Threshold Payments Relating to Product Represents the threshold payments relating to product for license agreements. Payments to XOMA Represents the payments for the sale of future payments. Proceeds from sale of future payments, net of issuance costs Represents the proceeds from sales of future payments, net of issuance costs. Sale of Future Payments [Text Block] Represents the entire disclosure for the sale of future payments. Cash flows from financing activities: Sale of Future Payments, Liabilities [Table Text Block] The tabular disclosure for sale of future payments liabilities, us-gaap_StockholdersEquity Total stockholdersâ€™ equity Balance Balance The 2022 Prefunded Warrants [Member] Relating to the 2022 prefunded warrants. Common Warrants [Member] Relating to common warrants. tlph_ProceedsFromSaleOfReceivables Proceeds From Sale of Receivables Represents the cash inflow from sale of receivables. Common Class A [Member] tlph_SaleOfEquitySharePriceMilestone Sale of Equity, Share Price Milestone (in dollars per share) Represents the share price milestone for a sale of equity. Common Class B [Member] XOMA [Member] Relating to XOMA. Class of Stock [Axis] Class of Stock [Domain] Gross Unrealized Losses us-gaap_AvailableForSaleDebtSecuritiesAccumulatedGrossUnrealizedLossBeforeTax Pivotal Trail Milestone [Member] Relating to the pivotal trail milestone. Gross Unrealized Gains us-gaap_AvailableForSaleDebtSecuritiesAccumulatedGrossUnrealizedGainBeforeTax Pivotal Share Price Milestone [Member] Relating to the pivotal share price milestone. Amortized cost us-gaap_AvailableForSaleDebtSecuritiesAmortizedCostBasis Fair value of warrants issued to placement agent Represents the cash flow impact of warrants issued. EX-101.PRE 8 tlph-20240930_pre.xml XBRL TAXONOMY EXTENSION PRESENTATION LINKBASE EX-101.CAL 9 tlph-20240930_cal.xml XBRL TAXONOMY EXTENSION CALCULATION LINKBASE XML 11 R1.htm IDEA: XBRL DOCUMENT v3.24.3 Document And Entity Information - shares 9 Months Ended Sep. 30, 2024 Nov. 07, 2024 Document Information [Line Items] Â Â Document Type 10-Q Â Document Quarterly Report true Â Document Period End Date Sep. 30, 2024 Â Document Transition Report false Â Entity File Number 001-35068 Â Entity Registrant Name TALPHERA, INC. Â Entity Incorporation, State or Country Code DE Â Entity Tax Identification Number 41-2193603 Â Entity Address, Address Line One 1850 Gateway Drive, Suite 175 Â Entity Address, City or Town San Mateo Â Entity Address, State or Province CA Â Entity Address, Postal Zip Code 94404 Â City Area Code 650 Â Local Phone Number 216-3500 Â Title of 12(b) Security Common Stock, $0.001 par value Â Trading Symbol TLPH Â Security Exchange Name NASDAQ Â Entity Current Reporting Status Yes Â Entity Interactive Data Current Yes Â Entity Filer Category Non-accelerated Filer Â Entity Small Business true Â Entity Emerging Growth Company false Â Entity Shell Company false Â Entity Common Stock, Shares Outstanding (in shares) Â 17,029,218 Entity Central Index Key 0001427925 Â Current Fiscal Year End Date --12-31 Â Document Fiscal Year Focus 2024 Â Document Fiscal Period Focus Q3 Â Amendment Flag false Â X - DefinitionBoolean flag that is true when the XBRL content amends previously-filed or accepted submission. + ReferencesNo definition available. + Details Name: dei_AmendmentFlag Namespace Prefix: dei_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - DefinitionArea code of city + ReferencesNo definition available. + Details Name: dei_CityAreaCode Namespace Prefix: dei_ Data Type: xbrli:normalizedStringItemType Balance Type: na Period Type: duration X - DefinitionEnd date of current fiscal year in the format --MM-DD. + ReferencesNo definition available. + Details Name: dei_CurrentFiscalYearEndDate Namespace Prefix: dei_ Data Type: xbrli:gMonthDayItemType Balance Type: na Period Type: duration X - DefinitionFiscal period values are FY, Q1, Q2, and Q3. 1st, 2nd and 3rd quarter 10-Q or 10-QT statements have value Q1, Q2, and Q3 respectively, with 10-K, 10-KT or other fiscal year statements having FY. + ReferencesNo definition available. + Details Name: dei_DocumentFiscalPeriodFocus Namespace Prefix: dei_ Data Type: dei:fiscalPeriodItemType Balance Type: na Period Type: duration X - DefinitionThis is focus fiscal year of the document report in YYYY format. For a 2006 annual report, which may also provide financial information from prior periods, fiscal 2006 should be given as the fiscal year focus. Example: 2006. + ReferencesNo definition available. + Details Name: dei_DocumentFiscalYearFocus Namespace Prefix: dei_ Data Type: xbrli:gYearItemType Balance Type: na Period Type: duration X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesNo definition available. + Details Name: dei_DocumentInformationLineItems Namespace Prefix: dei_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionFor the EDGAR submission types of Form 8-K: the date of the report, the date of the earliest event reported; for the EDGAR submission types of Form N-1A: the filing date; for all other submission types: the end of the reporting or transition period. The format of the date is YYYY-MM-DD. + ReferencesNo definition available. + Details Name: dei_DocumentPeriodEndDate Namespace Prefix: dei_ Data Type: xbrli:dateItemType Balance Type: na Period Type: duration X - DefinitionBoolean flag that is true only for a form used as an quarterly report. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Form 10-Q -Number 240 -Section 308 -Subsection a + Details Name: dei_DocumentQuarterlyReport Namespace Prefix: dei_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - DefinitionBoolean flag that is true only for a form used as a transition report. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Forms 10-K, 10-Q, 20-F -Number 240 -Section 13 -Subsection a-1 + Details Name: dei_DocumentTransitionReport Namespace Prefix: dei_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - DefinitionThe type of document being provided (such as 10-K, 10-Q, 485BPOS, etc). The document type is limited to the same value as the supporting SEC submission type, or the word 'Other'. + ReferencesNo definition available. + Details Name: dei_DocumentType Namespace Prefix: dei_ Data Type: dei:submissionTypeItemType Balance Type: na Period Type: duration X - DefinitionAddress Line 1 such as Attn, Building Name, Street Name + ReferencesNo definition available. + Details Name: dei_EntityAddressAddressLine1 Namespace Prefix: dei_ Data Type: xbrli:normalizedStringItemType Balance Type: na Period Type: duration X - DefinitionName of the City or Town + ReferencesNo definition available. + Details Name: dei_EntityAddressCityOrTown Namespace Prefix: dei_ Data Type: xbrli:normalizedStringItemType Balance Type: na Period Type: duration X - DefinitionCode for the postal or zip code + ReferencesNo definition available. + Details Name: dei_EntityAddressPostalZipCode Namespace Prefix: dei_ Data Type: xbrli:normalizedStringItemType Balance Type: na Period Type: duration X - DefinitionName of the state or province. + ReferencesNo definition available. + Details Name: dei_EntityAddressStateOrProvince Namespace Prefix: dei_ Data Type: dei:stateOrProvinceItemType Balance Type: na Period Type: duration X - DefinitionA unique 10-digit SEC-issued value to identify entities that have filed disclosures with the SEC. It is commonly abbreviated as CIK. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2 + Details Name: dei_EntityCentralIndexKey Namespace Prefix: dei_ Data Type: dei:centralIndexKeyItemType Balance Type: na Period Type: duration X - DefinitionIndicate number of shares or other units outstanding of each of registrant's classes of capital or common stock or other ownership interests, if and as stated on cover of related periodic report. Where multiple classes or units exist define each class/interest by adding class of stock items such as Common Class A [Member], Common Class B [Member] or Partnership Interest [Member] onto the Instrument [Domain] of the Entity Listings, Instrument. + ReferencesNo definition available. + Details Name: dei_EntityCommonStockSharesOutstanding Namespace Prefix: dei_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionIndicate 'Yes' or 'No' whether registrants (1) have 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 registrants were required to file such reports), and (2) have been subject to such filing requirements for the past 90 days. This information should be based on the registrant's current or most recent filing containing the related disclosure. + ReferencesNo definition available. + Details Name: dei_EntityCurrentReportingStatus Namespace Prefix: dei_ Data Type: dei:yesNoItemType Balance Type: na Period Type: duration X - DefinitionIndicate if registrant meets the emerging growth company criteria. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2 + Details Name: dei_EntityEmergingGrowthCompany Namespace Prefix: dei_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - DefinitionCommission file number. The field allows up to 17 characters. The prefix may contain 1-3 digits, the sequence number may contain 1-8 digits, the optional suffix may contain 1-4 characters, and the fields are separated with a hyphen. + ReferencesNo definition available. + Details Name: dei_EntityFileNumber Namespace Prefix: dei_ Data Type: dei:fileNumberItemType Balance Type: na Period Type: duration X - DefinitionIndicate whether the registrant is one of the following: Large Accelerated Filer, Accelerated Filer, Non-accelerated Filer. Definitions of these categories are stated in Rule 12b-2 of the Exchange Act. This information should be based on the registrant's current or most recent filing containing the related disclosure. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2 + Details Name: dei_EntityFilerCategory Namespace Prefix: dei_ Data Type: dei:filerCategoryItemType Balance Type: na Period Type: duration X - DefinitionTwo-character EDGAR code representing the state or country of incorporation. + ReferencesNo definition available. + Details Name: dei_EntityIncorporationStateCountryCode Namespace Prefix: dei_ Data Type: dei:edgarStateCountryItemType Balance Type: na Period Type: duration X - DefinitionBoolean flag that is true when the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-T -Number 232 -Section 405 + Details Name: dei_EntityInteractiveDataCurrent Namespace Prefix: dei_ Data Type: dei:yesNoItemType Balance Type: na Period Type: duration X - DefinitionThe exact name of the entity filing the report as specified in its charter, which is required by forms filed with the SEC. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2 + Details Name: dei_EntityRegistrantName Namespace Prefix: dei_ Data Type: xbrli:normalizedStringItemType Balance Type: na Period Type: duration X - DefinitionBoolean flag that is true when the registrant is a shell company as defined in Rule 12b-2 of the Exchange Act. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2 + Details Name: dei_EntityShellCompany Namespace Prefix: dei_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - DefinitionIndicates that the company is a Smaller Reporting Company (SRC). + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2 + Details Name: dei_EntitySmallBusiness Namespace Prefix: dei_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - DefinitionThe Tax Identification Number (TIN), also known as an Employer Identification Number (EIN), is a unique 9-digit value assigned by the IRS. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2 + Details Name: dei_EntityTaxIdentificationNumber Namespace Prefix: dei_ Data Type: dei:employerIdItemType Balance Type: na Period Type: duration X - DefinitionLocal phone number for entity. + ReferencesNo definition available. + Details Name: dei_LocalPhoneNumber Namespace Prefix: dei_ Data Type: xbrli:normalizedStringItemType Balance Type: na Period Type: duration X - DefinitionTitle of a 12(b) registered security. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b + Details Name: dei_Security12bTitle Namespace Prefix: dei_ Data Type: dei:securityTitleItemType Balance Type: na Period Type: duration X - DefinitionName of the Exchange on which a security is registered. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection d1-1 + Details Name: dei_SecurityExchangeName Namespace Prefix: dei_ Data Type: dei:edgarExchangeCodeItemType Balance Type: na Period Type: duration X - DefinitionTrading symbol of an instrument as listed on an exchange. + ReferencesNo definition available. + Details Name: dei_TradingSymbol Namespace Prefix: dei_ Data Type: dei:tradingSymbolItemType Balance Type: na Period Type: duration XML 12 R2.htm IDEA: XBRL DOCUMENT v3.24.3 Condensed Consolidated Balance Sheets (Current Period Unaudited) - USD ($) $ in Thousands Sep. 30, 2024 Dec. 31, 2023 [1] Current Assets: Â Â Cash and cash equivalents $ 11,117 $ 5,721 Short-term investments 0 3,660 Prepaid expenses and other current assets 1,078 2,195 Total current assets 12,195 11,576 In-process research and development asset 8,819 8,819 Total assets 21,014 20,395 Current Liabilities: Â Â Accounts payable 396 1,336 Accrued and other liabilities 1,643 2,445 Liabilities of discontinued operations, current portion 723 731 Total current liabilities 2,762 4,512 Warrant liability 2,084 1,778 Liability related to the sale of future payments 6,527 0 Total liabilities 11,373 6,290 Commitments and Contingencies Â Common stock, $0.001 par valueâ€”200,000,000 shares authorized as of September 30, 2024 and December 31, 2023; 17,026,313 and 16,952,519 shares issued and outstanding as of September 30, 2024 and December 31, 2023, respectively 17 17 Additional paid-in capital 464,984 458,314 Accumulated deficit (455,360) (444,226) Total stockholdersâ€™ equity 9,641 14,105 Total Liabilities and Stockholdersâ€™ Equity $ 21,014 $ 20,395 [1] The condensed consolidated balance sheet as of DecemberÂ 31, 2023 has been derived from the audited financial statements as of that date included in the Companyâ€™s Annual Report on Form 10-K for the year ended DecemberÂ 31, 2023. X - DefinitionAmount of liability related ot the sale of future payments + ReferencesNo definition available. + Details Name: tlph_LiabilitiesRelatedToTheSaleOfFuturePayments Namespace Prefix: tlph_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionCarrying value as of the balance sheet date of liabilities incurred (and for which invoices have typically been received) and payable to vendors for goods and services received that are used in an entity's business. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer). + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(19)(a)) -Publisher FASB -URI

https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10 + Details Name: us-gaap_AccountsPayableCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionCarrying value as of the balance sheet date of obligations incurred and payable, pertaining to costs that are statutory in nature, are incurred on contractual obligations, or accumulate over time and for which invoices have not yet been received or will not be rendered. Examples include taxes, interest, rent and utilities. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer). + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_AccruedLiabilitiesCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of excess of issue price over par or stated value of stock and from other transaction involving stock or stockholder. Includes, but is not limited to, additional paid-in capital (APIC) for common and preferred stock. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(18)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)(a)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_AdditionalPaidInCapital Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of asset recognized for present right to economic benefit. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 48 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-48Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 49 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-49Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 5: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (bb) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-3Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Subparagraph (a) -Publisher FASB -URI 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Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 28: 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-Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481404/852-10-50-7 + Details Name: us-gaap_AssetsCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap_AssetsCurrentAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of currency on hand as well as demand deposits with banks or financial institutions. Includes other kinds of accounts that have the general characteristics of demand deposits. Also includes short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. Excludes cash and cash equivalents within disposal group and discontinued operation. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483467/210-10-45-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-4 + Details Name: us-gaap_CashAndCashEquivalentsAtCarryingValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionRepresents the caption on the face of the balance sheet to indicate that the entity has entered into (1) purchase or supply arrangements that will require expending a portion of its resources to meet the terms thereof, and (2) is exposed to potential losses or, less frequently, gains, arising from (a) possible claims against a company's resources due to future performance under contract terms, and (b) possible losses or likely gains from uncertainties that will ultimately be resolved when one or more future events that are deemed likely to occur do occur or fail to occur. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(17)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(25)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(19)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(15)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1 + Details Name: us-gaap_CommitmentsAndContingencies Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAggregate par or stated value of issued nonredeemable common stock (or common stock redeemable solely at the option of the issuer). This item includes treasury stock repurchased by the entity. Note: elements for number of nonredeemable common shares, par value and other disclosure concepts are in another section within stockholders' equity. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic

944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(22)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1 + Details Name: us-gaap_CommonStockValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionSum of the carrying amounts of all intangible assets, excluding goodwill, as of the balance sheet date, net of accumulated amortization and impairment charges. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (b) -Publisher FASB -URI 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-Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-25Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (bb) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-3Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 15: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-12Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(14)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 18: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 27: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481404/852-10-50-7Reference 28: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481404/852-10-50-7Reference 29: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30 + Details Name: us-gaap_Liabilities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of liabilities and equity items, including the portion of equity attributable to noncontrolling interests, if any. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(25)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 5: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 6: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(23)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(32)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_LiabilitiesAndStockholdersEquity Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionTotal obligations incurred as part of normal operations that are expected to be paid during the following twelve months or within one business cycle, if longer. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(21)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-3Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-25Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (bb) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-3Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 8: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483467/210-10-45-5Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 11: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 20: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481404/852-10-50-7Reference 21: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481404/852-10-50-7 + Details Name: us-gaap_LiabilitiesCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap_LiabilitiesCurrentAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount classified as liabilities attributable to disposal group held for sale or disposed of, expected to be disposed of within one year or the normal operating cycle, if longer. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 10 -SubTopic 20 -Topic 205 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483475/205-20-45-10Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-7Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5C -Subparagraph (a)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-5CReference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 360 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482130/360-10-45-9Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5B -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-5BReference 6: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 360 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482099/360-10-50-3Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483475/205-20-45-11 + Details Name: us-gaap_LiabilitiesOfDisposalGroupIncludingDiscontinuedOperationCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of asset related to consideration paid in advance for costs that provide economic benefits in future periods, and amount of other assets that are expected to be realized or consumed within one year or the normal operating cycle, if longer. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_PrepaidExpenseAndOtherAssetsCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X -

DefinitionAmount of accumulated undistributed earnings (deficit). + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)(a)(3)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480016/944-40-65-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (h)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480016/944-40-65-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480990/946-20-50-11Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(23)(a)(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(17)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 8: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_RetainedEarningsAccumulatedDeficit Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of investments including trading securities, available-for-sale securities, held-to-maturity securities, and short-term investments classified as other and current. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(8)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_ShortTermInvestments Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of equity (deficit) attributable to parent. Excludes temporary equity and equity attributable to noncontrolling interest. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(31)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 5: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-12Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(19)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.6-05(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-2Reference 8: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(6)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(7)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 11: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 12: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 13: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 14: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SAB Topic 4.E) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480418/310-10-S99-2 + Details Name: us-gaap_StockholdersEquity Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionValue of outstanding derivative securities that permit the holder the right to purchase securities (usually equity) from the issuer at a specified price. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2 + Details Name: us-gaap_WarrantsAndRightsOutstanding Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant XML 13 R3.htm IDEA: XBRL DOCUMENT v3.24.3 Condensed Consolidated Balance Sheets (Current Period Unaudited) (Parentheticals) - $ / shares Sep. 30, 2024 Dec. 31, 2023 Common Stock, Par or Stated Value Per Share (in dollars per share) $ 0.001 $ 0.001 Common Stock, Shares Authorized (in shares) 200,000,000 200,000,000 Common Stock, Shares, Issued (in shares) 17,026,313 16,952,519 Common Stock, Shares, Outstanding (in shares) 17,026,313 16,952,519 X - DefinitionFace amount or stated value per share of common stock. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_CommonStockParOrStatedValuePerShare Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - DefinitionThe maximum number of common shares permitted to be issued by an entity's charter and bylaws. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(16)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1 + Details Name: us-gaap_CommonStockSharesAuthorized Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionTotal number of common shares of an entity that have been sold or granted to shareholders (includes common shares that were issued, repurchased and remain in the treasury). These shares represent capital invested by the firm's shareholders and owners, and may be all or only a portion of the number of shares authorized. Shares issued include shares outstanding and shares held in the treasury. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_CommonStockSharesIssued Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionNumber of shares of common stock outstanding. Common stock represent the ownership interest in a corporation. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.6-05(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-2Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(16)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 6: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(7)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3 + Details Name: us-gaap_CommonStockSharesOutstanding Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant XML 14 R4.htm IDEA: XBRL DOCUMENT v3.24.3 Condensed Consolidated Statements of Operations (Unaudited) - USD ($) $ in Thousands 3 Months Ended 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Revenue $ 0 $ 117 $ 0 $ 370 Operating Costs and Expenses [Abstract] Â Â Â Â Research and development 2,053 1,178 5,395 3,777 Selling, general and administrative 1,696 2,248 6,861 9,199 Total operating costs and expenses 3,749 3,426 12,256 12,976 Other income, net: Â Â Â Â Interest expense 0 0 0 (134) Interest income and other income, net 155 187 576 1,245 Gain on sale of future payments 0 0 1,246 0 Gain (loss) on change in fair value of warrant liability 241 1,706 (306) 5,718 Non-cash interest expense on liability related to the sale of future payments 0 0 (394) 0 Total other income, net 396 1,893 1,122 6,829 Net loss before income taxes (3,353) (1,416) (11,134) (5,777) Provision for income taxes 0 (2) 0 (5) Net loss from continuing operations (3,353) (1,418) (11,134) (5,782) Net income (loss) from discontinued operations â€“ See Note 3 0 61 0 (8,098) Net loss $ (3,353) $ (1,357) $ (11,134) $ (13,880) Basic and diluted, continuing operations (in dollars per share) $ (0.13) $ (0.08) $ (0.43) $ (0.45) Basic and diluted, discontinued operations (in dollars per share) 0 0 0 (0.63) Basic and diluted loss per share (in dollars per share) $ (0.13) $ (0.08) $ (0.43) $ (1.08) Shares used in computing net loss per share of common stock, basic and diluted â€“ See Note 10 (in shares) 26,212,902 16,758,322 25,713,999 12,880,338 Product [Member] Â Â Â Â Operating Costs and Expenses [Abstract] Â Â Â Â Loss from operations $ (3,749) $ (3,309) $ (12,256) $ (12,606) X - DefinitionThe gain (loss) on the sale of future payments. + ReferencesNo definition available. + Details Name: tlph_GainLossOnSaleOfFuturePayments Namespace Prefix: tlph_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe non-cash interest expenses on the liability related to the sale of future payments. + ReferencesNo definition available. + Details Name: tlph_NoncashInterestExpenseOnLiabilitySaleOfFuturePayments Namespace Prefix: tlph_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionTotal costs of sales and operating expenses for the period. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2 + Details Name: us-gaap_CostsAndExpenses Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe amount of net income (loss) for the period per each share of common stock or unit outstanding during the reporting period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 52 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482635/260-10-55-52Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 15 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482635/260-10-55-15Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (e)(4) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-7Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-2Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-4Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-10Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(25)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(27)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1Reference 19:

http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(23)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-7 + Details Name: us-gaap_EarningsPerShareBasic Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionAmount of expense (income) related to adjustment to fair value of warrant liability. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 25 -Paragraph 13 -SubTopic 10 -Topic 480 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481766/480-10-25-13 + Details Name: us-gaap_FairValueAdjustmentOfWarrants Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount after tax of income (loss) from continuing operations attributable to the parent. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(13)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-4Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 10: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 11: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 810 -SubTopic 10 -Section 45 -Paragraph 18 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-18 + Details Name: us-gaap_IncomeLossFromContinuingOperations Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of income (loss) from continuing operations, including income (loss) from equity method investments, before deduction of income tax expense (benefit), and income (loss) attributable to noncontrolling interest. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 48 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-48Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30Reference 5: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 6: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 7: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(11)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 9: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 31 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-31Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 235 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-05(b)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477314/942-235-S99-1Reference 11: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(10)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 12: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(15)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1 + Details Name: us-gaap_IncomeLossFromContinuingOperationsBeforeIncomeTaxesExtraordinaryItemsNoncontrollingInterest Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe amount of net income (loss) from continuing operations per each share of common stock or unit outstanding during the reporting period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(13)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-2Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-4Reference 13: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(23)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(25)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(27)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-7Reference 17: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1 + Details Name: us-gaap_IncomeLossFromContinuingOperationsPerBasicShare Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionAmount after tax of income (loss) from a discontinued operation attributable to the parent. Includes, but is not limited to, the income (loss) from operations during the phase-out period, gain (loss) on disposal, gain (loss) for reversal of write-down (write-down) to fair value, less cost to sell, and adjustments to a prior period gain (loss) on disposal. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 19 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-19Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 3A -Publisher FASB -URI https://asc.fasb.org/1943274/2147483475/205-20-45-3AReference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-5BReference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5C -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-5CReference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 3B -Publisher FASB -URI https://asc.fasb.org/1943274/2147483475/205-20-45-3BReference 6: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483475/205-20-45-4Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-1Reference 8: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483475/205-20-45-3 + Details Name: us-gaap_IncomeLossFromDiscontinuedOperationsNetOfTaxAttributableToReportingEntity Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionPer basic share amount, after tax, of income (loss) from the day-to-day business activities of the discontinued operation and gain (loss) from the disposal of the discontinued operation. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-3Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(23)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(25)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 5: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(27)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-7Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(14)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2 + Details Name: us-gaap_IncomeLossFromDiscontinuedOperationsNetOfTaxPerBasicShare Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionAmount of current income tax expense (benefit) and deferred income tax expense (benefit) pertaining to continuing operations. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-12Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 231 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482663/740-10-55-231Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-9Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 6.I.7) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479360/740-10-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-8Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-10Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Subparagraph (a) -SubTopic 20 -Topic 740 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482659/740-20-45-2Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(h)) -SubTopic 10 -Topic 235 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1 + Details Name: us-

gaap_IncomeTaxExpenseBenefit Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of interest expense classified as nonoperating. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2 + Details Name: us-gaap_InterestExpenseNonoperating Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount after accretion (amortization) of discount (premium), and investment expense, of interest income and dividend income on nonoperating securities. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(8)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(7)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(7)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2 + Details Name: us-gaap_InvestmentIncomeNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe portion of profit or loss for the period, net of income taxes, which is attributable to the parent. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-9Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482765/220-10-50-6Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-1Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-8Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-4Reference 17: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-10Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479105/946-220-45-7Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(18)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(1)(d)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 23: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 28: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 29: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 30: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 31: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 32: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 33: http://www.xbrl.org/2003/role/disclosureRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-7Reference 34: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 35: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1AReference 36: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1BReference 37: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(22)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1 + Details Name: us-gaap_NetIncomeLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe aggregate amount of income or expense from ancillary business-related activities (that is to say, excluding major activities considered part of the normal operations of the business). + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(7)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2 + Details Name: us-gaap_NonoperatingIncomeExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_NonoperatingIncomeExpenseAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_OperatingCostsAndExpensesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe net result for the period of deducting operating expenses from operating revenues. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 5: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 6: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 7: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 31 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-31 + Details Name: us-gaap_OperatingIncomeLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of expense for research and development. Includes, but is not limited to, cost for computer software product to be sold, leased, or otherwise marketed and writeoff of research and development assets acquired in transaction other than business combination or joint venture formation or both. Excludes write-down of intangible asset acquired in business combination or from joint venture formation or both, used in research and development activity. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 48 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-48Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 985 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481283/985-20-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 730 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482916/730-10-50-1Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 912 -SubTopic 730 -Name Accounting Standards Codification -Section 25 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479532/912-730-25-1 + Details Name: us-gaap_ResearchAndDevelopmentExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount, including tax collected from customer, of revenue from satisfaction of performance obligation by transferring promised good or service to customer. Tax collected from customer is tax assessed by governmental authority that is both imposed on and concurrent with specific revenue-producing transaction, including, but not limited to, sales, use, value-added and excise. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 41 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-41Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 4: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 5: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 924 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 11.L) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479941/924-10-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-5Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 42 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-42Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-40Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-4 + Details Name: us-gaap_RevenueFromContractWithCustomerIncludingAssessedTax Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X -

DefinitionThe aggregate total costs related to selling a firm's product and services, as well as all other general and administrative expenses. Direct selling expenses (for example, credit, warranty, and advertising) are expenses that can be directly linked to the sale of specific products. Indirect selling expenses are expenses that cannot be directly linked to the sale of specific products, for example telephone expenses, Internet, and postal charges. General and administrative expenses include salaries of non-sales personnel, rent, utilities, communication, etc. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2 + Details Name: us-gaap_SellingGeneralAndAdministrativeExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionNumber of [basic] shares or units, after adjustment for contingently issuable shares or units and other shares or units not deemed outstanding, determined by relating the portion of time within a reporting period that common shares or units have been outstanding to the total time in that period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-10 + Details Name: us-gaap_WeightedAverageNumberOfSharesOutstandingBasic Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - Details Name: srt_ProductOrServiceAxis=us-gaap_ProductMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 15 R5.htm IDEA: XBRL DOCUMENT v3.24.3 Condensed Consolidated Statements of Stockholders' Equity (Unaudited) - USD ($) $ in Thousands Common Stock [Member] Additional Paid-in Capital [Member] Retained Earnings [Member] Total Balance (in shares) at Dec. 31, 2022 8,243,680 Â Â Â Balance at Dec. 31, 2022 $ 8 $ 447,635 $ (425,829) $ 21,814 Stock-based compensation $ 0 Â 0 569 Issuance of common stock upon vesting of restricted stock units, net of shares withheld for employee taxes (in shares) 21,700 Â Â Â Issuance of common stock upon vesting of restricted stock units, net of shares withheld for employee taxes $ 0 (22) 0 (22) Issuance of common stock upon ESPP purchase (in shares) 26,016 Â Â Â Issuance of common stock upon ESPP purchase $ 1 30 0 31 Net loss $ 0 Â (8,152) (8,152) Balance (in shares) at Mar. 31, 2023 10,924,294 Â Â Â Balance at Mar. 31, 2023 $ 11 448,212 (433,981) 14,242 Exercise of prefunded warrants (in shares) 2,632,898 Â Â Â Exercise of prefunded warrants $ 2 0 0 2 Balance (in shares) at Dec. 31, 2022 8,243,680 Â Â Â Balance at Dec. 31, 2022 $ 8 447,635 (425,829) 21,814 Net loss Â Â Â (13,880) Balance (in shares) at Sep. 30, 2023 16,952,269 Â Â Â Balance at Sep. 30, 2023 $ 17 457,999 (439,709) 18,307 Balance (in shares) at Mar. 31, 2023 10,924,294 Â Â Â Balance at Mar. 31, 2023 $ 11 448,212 (433,981) 14,242 Stock-based compensation Â 471 Â 471 Net loss Â Â (4,371) (4,371) Balance (in shares) at Jun. 30, 2023 10,994,102 Â Â Â Balance at Jun. 30, 2023 $ 11 448,760 (438,352) 10,419 Issuance of hold back common stock in connection with asset acquisition (in shares) 69,808 Â Â Â Issuance of hold back common stock in connection with asset acquisition Â 77 Â 77 Stock-based compensation $ 0 378 0 378 Issuance of common stock upon vesting of restricted stock units, net of shares withheld for employee taxes (in shares) 5,500 Â Â Â Issuance of common stock upon vesting of restricted stock units, net of shares withheld for employee taxes $ 0 0 0 0 Issuance of common stock upon ESPP purchase (in shares) 16,193 Â Â Â Issuance of common stock upon ESPP purchase $ 0 14 0 14 Net loss $ 0 0 (1,357) (1,357) Balance (in shares) at Sep. 30, 2023 16,952,269 Â Â Â Balance at Sep. 30, 2023 $ 17 457,999 (439,709) 18,307 Exercise of prefunded warrants (in shares) 595,883 Â Â Â Exercise of prefunded warrants $ 1 0 0 1 Issuance of common stock and warrants, net (in shares) 5,340,591 Â Â Â Issuance of common stock and warrants, net $ 5 8,847 0 8,852 Balance (in shares) at Dec. 31, 2023 16,952,519 Â Â Â Balance at Dec. 31, 2023 $ 17 458,314 (444,226) 14,105 [1] Stock-based compensation $ 0 302 0 302 Issuance of common stock upon vesting of restricted stock units, net of shares withheld for employee taxes (in shares) 23,952 Â Â Â Issuance of common stock upon vesting of restricted stock units, net of shares withheld for employee taxes $ 0 (17) Â (17) Net proceeds from issuance of pre-funded warrants in connection with equity financing Â 5,884 0 5,884 Issuance of common stock upon ESPP purchase (in shares) 16,255 Â Â Â Issuance of common stock upon ESPP purchase $ 0 14 0 14 Net loss $ 0 0 (3,954) (3,954) Balance (in shares) at Mar. 31, 2024 16,992,726 Â Â Â Balance at Mar. 31, 2024 $ 17 464,497 (448,180) 16,334 Balance (in shares) at Dec. 31, 2023 16,952,519 Â Â Â Balance at Dec. 31, 2023 $ 17 458,314 (444,226) 14,105 [1] Net loss Â Â Â (11,134) Balance (in shares) at Sep. 30, 2024 17,026,313 Â Â Â Balance at Sep. 30, 2024 $ 17 464,984 (455,360) 9,641 Balance (in shares) at Mar. 31, 2024 16,992,726 Â Â Â Balance at Mar. 31, 2024 $ 17 464,497 (448,180) 16,334 Stock-based compensation Â 223 Â 223 Issuance of common stock upon vesting of restricted stock units, net of shares withheld for employee taxes (in shares) 251 Â Â Â Issuance of common stock upon vesting of restricted stock units, net of shares withheld for employee taxes Â Â Â 0 Net loss Â Â (3,827) (3,827) Balance (in shares) at Jun. 30, 2024 16,992,977 Â Â Â Balance at Jun. 30, 2024 $ 17 464,720 (452,007) 12,730 Stock-based compensation $ 0 234 0 234 Issuance of common stock upon vesting of restricted stock units, net of shares withheld for employee taxes (in shares) 76 Â Â Â Issuance of common stock upon vesting of restricted stock units, net of shares withheld for employee taxes Â Â Â 0 Issuance of common stock upon ESPP purchase (in shares) 33,260 Â Â Â Issuance of common stock upon ESPP purchase $ 0 30 0 30 Net loss $ 0 0 (3,353) (3,353) Balance (in shares) at Sep. 30, 2024 17,026,313 Â Â Â Balance at Sep. 30, 2024 $ 17 $ 464,984 $ (455,360) $ 9,641 [1] The condensed consolidated balance sheet as of DecemberÂ 31, 2023 has been derived from the audited financial statements as of that date included in the Companyâ€™s Annual Report on Form 10-K for the year ended DecemberÂ 31, 2023. X - DefinitionNumber of new stock and warrants issued during the period. + ReferencesNo definition available. + Details Name: tlph_StockIssuedDuringPeriodSharesCommonStockAndWarrants Namespace Prefix: tlph_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionNumber of shares issued during the period due to warrants exercised. + ReferencesNo definition available. + Details Name: tlph_StockIssuedDuringPeriodSharesWarrantsExercised Namespace Prefix: tlph_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionEquity impact of the value of new stock and warrants issued during the period. Includes shares issued in an initial public offering or a secondary public offering. + ReferencesNo definition available. + Details Name: tlph_StockIssuedDuringPeriodValueIssuanceOfCommonStockAndWarrants Namespace Prefix: tlph_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionValue of stock issued during period because of warrants exercised. + ReferencesNo definition available. + Details Name: tlph_StockIssuedDuringPeriodValueWarrantsExercised Namespace Prefix: tlph_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of increase to additional paid-in capital (APIC) for recognition of cost for award under share-based payment arrangement. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 35 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480483/718-10-35-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 718 -SubTopic 20 -Section 55 -Paragraph 13 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481089/718-20-55-13Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 718 -SubTopic 20 -Section 55 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481089/718-20-55-12 + Details Name: us-gaap_AdjustmentsToAdditionalPaidInCapitalSharebasedCompensationRequisiteServicePeriodRecognitionValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe portion of profit or loss for the period, net of income taxes, which is attributable to the parent. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-9Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482765/220-10-50-6Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-1Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-8Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-4Reference 17: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-10Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479105/946-220-45-7Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(18)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(1)(d)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 23: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 28: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 29: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 30: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 31: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 32: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 33: http://www.xbrl.org/2003/role/disclosureRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-7Reference 34: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 35: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1AReference 36: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1BReference 37: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(22)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1 + Details Name: us-gaap_NetIncomeLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionNumber of shares issued which are neither cancelled nor held in the treasury. + ReferencesNo definition available. + Details Name: us-gaap_SharesOutstanding Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionNumber of shares of stock issued during the period pursuant to acquisitions. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI

https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_StockIssuedDuringPeriodSharesAcquisitions Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionNumber of shares issued during the period as a result of an employee stock purchase plan. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_StockIssuedDuringPeriodSharesEmployeeStockPurchasePlans Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionNumber of shares issued during the period related to Restricted Stock Awards, net of any shares forfeited. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_StockIssuedDuringPeriodSharesRestrictedStockAwardNetOfForfeitures Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionValue of stock issued pursuant to acquisitions during the period. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(31)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_StockIssuedDuringPeriodValueAcquisitions Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAggregate change in value for stock issued during the period as a result of employee stock purchase plan. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_StockIssuedDuringPeriodValueEmployeeStockPurchasePlan Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionEquity impact of the value of new stock issued during the period. Includes shares issued in an initial public offering or a secondary public offering. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-11Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 205 -Name Accounting Standards Codification -Section 45 -Paragraph 4 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478009/946-205-45-4Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 505 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478448/946-505-50-2Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 8: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_StockIssuedDuringPeriodValueNewIssues Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionValue of stock related to Restricted Stock Awards issued during the period, net of the stock value of such awards forfeited. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_StockIssuedDuringPeriodValueRestrictedStockAwardNetOfForfeitures Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of equity (deficit) attributable to parent. Excludes temporary equity and equity attributable to noncontrolling interest. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(31)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 5: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-12Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(19)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.6-05(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-2Reference 8: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(6)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(7)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 11: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 12: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 13: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 14: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SAB Topic 4.E) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480418/310-10-S99-2 + Details Name: us-gaap_StockholdersEquity Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant XML 16 R6.htm IDEA: XBRL DOCUMENT v3.24.3 Condensed Consolidated Statements of Cash Flows (Unaudited) - USD ($) $ in Thousands 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Cash flows from operating activities: Â Â Net loss $ (11,134) $ (13,880) Adjustments to reconcile net loss to net cash used in operating activities: Â Â Non-cash interest expense on liability related to sale of future payments 394 (0) Depreciation and amortization 0 311 Net amortization of discount on short term investments (121) (15) Non-cash interest expense related to debt financing 0 53 Revaluation of liability for Lowell holdback shares 0 (723) Stock-based compensation 759 1,418 Loss (gain) on change in fair value of warrant liability 306 (5,718) Impairment of net assets held for sale 0 6,853 Impairment of fixed assets 0 1,065 Gain on termination of lease liabilities 0 (1,098) Gain on extinguishment of debt liability 0 (400) Changes in operating assets and liabilities: Â Â Inventories 0 61 Prepaid expenses and other current assets 1,117 1,423 Accounts payable (945) (957) Accrued liabilities (805) (1,761) Operating lease liabilities 0 (146) Deferred revenue 0 (29) Net cash used in operating activities (10,429) (13,543) Cash flows from investing activities: Â Â Purchase of property and equipment 0 (100) Sale of the DSUVIA assets 0 2,723 Purchase of investments (4,979) 0 Proceeds from maturities of investments 8,760 500 Net cash provided by investing activities 3,781 3,123 Cash flows from financing activities: Â Â Payment of long-term debt 0 (5,416) Gross proceeds from sale of future payments 6,654 0 Issuance costs related to sale of future payments (521) 0 Net proceeds from issuance of common stock in connection with exercise of prefunded warrants 5,884 3 Net proceeds from issuance of common stock through equity plans 27 23 Net cash provided by financing activities 12,044 3,534 Net change in cash and cash equivalents 5,396 (6,886) Cash and cash equivalentsâ€”Beginning of period 5,721 20,275 Cash and cash equivalentsâ€”End of period 11,117 13,389 NONCASH INVESTING AND FINANCING ACTIVITIES: Â Â Equity issuance costs from warrant modification 251 0 Settlement for held back shares issued in connection with asset acquisition 0 (77) Offering costs in accounts payable 0 72 Fair value of warrants issued to placement agent 0 263 July 2023 Private Placement Offering [Member] Â Â Cash flows from financing activities: Â Â Net proceeds from issuance of common stock, accompanying warrants and pre-funded warrants in July 2023 private placement offering $ 0 $ 8,924 X - DefinitionRepresents the amount of amortization on short term investments discounts. + ReferencesNo definition available. + Details Name: tlph_AmortizationOfDiscountOnShortTermInvestments Namespace Prefix: tlph_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionRepresents the amount of modification of warrants for equity issuance costs. + ReferencesNo definition available. + Details Name: tlph_EquityIssuanceCostsModificationOfWarrants Namespace Prefix: tlph_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe gross proceeds related to the sale of future payments + ReferencesNo definition available. + Details Name: tlph_GrossProceedsFromSaleOfFuturePayments Namespace Prefix: tlph_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionRepresents the issuance costs related to the sale of future payments + ReferencesNo definition available. + Details Name: tlph_IssuanceCostsSaleOfFuturePayments Namespace Prefix: tlph_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe cash inflow from the issuance of common stock and exercise of warrants. + ReferencesNo definition available. + Details Name: tlph_NetProceedsFromIssuanceOfCommonStockAndExerciseOfWarrants Namespace Prefix: tlph_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe non-cash interest expenses on the liability related to the sale of future payments. + ReferencesNo definition available. + Details Name: tlph_NoncashInterestExpenseOnLiabilitySaleOfFuturePayments Namespace Prefix: tlph_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionRepresents non-cash issuance of holdback shares. + ReferencesNo definition available. + Details Name: tlph_NoncashIssuanceOfHoldbackShares Namespace Prefix: tlph_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe noncash or part-noncash amount of liability for holdback shares under an acquisition. + ReferencesNo definition available. + Details Name: tlph_NoncashOrPartNoncashAcquisitionLiabilityForHoldbackShares Namespace Prefix: tlph_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionRepresents the value of offering costs yet to be paid. + ReferencesNo definition available. + Details Name: tlph_OfferingCostsYetToBePaid Namespace Prefix: tlph_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of cash inflow (outflow) from issuance of shares under share-based payment arrangement. Includes, but is not limited to, option exercised. + ReferencesNo definition available. + Details Name: tlph_ProceedsPaymentsIssuanceOfSharesShareBasedPaymentArrangementIncludingOptionExercised Namespace Prefix: tlph_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionRepresents the Revaluation of 2022 Warrants Liability. + ReferencesNo definition available. + Details Name: tlph_RevaluationOf2022WarrantsLiability Namespace Prefix: tlph_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionRepresents the cash flow impact of warrants issued. + ReferencesNo definition available. + Details Name: tlph_WarrantsIssued1 Namespace Prefix: tlph_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_AdjustmentsToReconcileNetIncomeLossToCashProvidedByUsedInOperatingActivitiesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of noncash expense included in interest expense to amortize debt discount and premium associated with the related debt instruments. Excludes amortization of financing costs. Alternate captions include noncash interest expense. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(8)) -Publisher FASB

-URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-3 + Details Name: us-gaap_AmortizationOfDebtDiscountPremium Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of cash and cash equivalents, and cash and cash equivalents restricted to withdrawal or usage; including, but not limited to, disposal group and discontinued operations. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-8Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-24Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-4 + Details Name: us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsIncludingDisposalGroupAndDiscontinuedOperations Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of increase (decrease) in cash, cash equivalents, and cash and cash equivalents restricted to withdrawal or usage; including effect from exchange rate change. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-24Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 1 -SubTopic 230 -Topic 830 -Publisher FASB -URI https://asc.fasb.org/1943274/2147477401/830-230-45-1 + Details Name: us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_CashFlowNoncashInvestingAndFinancingActivitiesDisclosureAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe aggregate expense recognized in the current period that allocates the cost of tangible assets, intangible assets, or depleting assets to periods that benefit from use of the assets. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 48 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-48Reference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 49 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-49Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22 + Details Name: us-gaap_DepreciationDepletionAndAmortization Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of gain (loss) on termination of lease before expiration of lease term. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 40 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479092/842-20-40-1 + Details Name: us-gaap_GainLossOnTerminationOfLease Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionDifference between the fair value of payments made and the carrying amount of debt which is extinguished prior to maturity. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 470 -SubTopic 50 -Section 40 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481303/470-50-40-2Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 470 -SubTopic 50 -Section 40 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481303/470-50-40-4 + Details Name: us-gaap_GainsLossesOnExtinguishmentOfDebt Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionFor the asset that is reclassified back to held and used from held-for-sale, the amount of impairment charge that is recognized on the reclassification date. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 360 -SubTopic 10 -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482130/360-10-45-7Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 360 -SubTopic 10 -Section 35 -Paragraph 44 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482190/360-10-35-44 + Details Name: us-gaap_ImpairmentChargeOnReclassifiedAssets Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe aggregate amount of write-downs for impairments recognized during the period for long-lived assets held for abandonment, exchange or sale. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 100 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482078/820-10-55-100Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 360 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 15 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482130/360-10-45-15 + Details Name: us-gaap_ImpairmentOfLongLivedAssetsToBeDisposedOf Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe increase (decrease) during the reporting period in the aggregate amount of liabilities incurred (and for which invoices have typically been received) and payable to vendors for goods and services received that are used in an entity's business. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_IncreaseDecreaseInAccountsPayable Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe increase (decrease) during the reporting period in the aggregate amount of expenses incurred but not yet paid. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_IncreaseDecreaseInAccruedLiabilities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of increase (decrease) in obligation to transfer good or service to customer for which consideration has been received or is receivable. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 912 -SubTopic 310 -Name Accounting Standards Codification -Section 45 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478345/912-310-45-11Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_IncreaseDecreaseInContractWithCustomerLiability Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe increase (decrease) during the reporting period in the aggregate value of all inventory held by the reporting entity, associated with underlying transactions that are classified as operating activities. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_IncreaseDecreaseInInventories Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_IncreaseDecreaseInOperatingCapitalAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of increase (decrease) in obligation for operating lease. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (g)(1) -SubTopic 20 -Topic 842 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-4 + Details Name: us-gaap_IncreaseDecreaseInOperatingLeaseLiability Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of increase (decrease) in prepaid expenses, and assets classified as other. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_IncreaseDecreaseInPrepaidDeferredExpenseAndOtherAssets Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of cash inflow (outflow) from financing activities, including discontinued operations. Financing activity cash flows include obtaining resources from owners and providing them with a return on, and a return of, their investment; borrowing money and repaying amounts borrowed, or settling the obligation; and obtaining and paying for other resources obtained from creditors on long-term credit. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-24 + Details Name: us-gaap_NetCashProvidedByUsedInFinancingActivities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_NetCashProvidedByUsedInFinancingActivitiesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of cash inflow (outflow) from investing activities, including discontinued operations. Investing activity cash flows include making and collecting loans and acquiring and disposing of debt or equity instruments and property, plant, and equipment and other productive assets. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-24 + Details Name: us-gaap_NetCashProvidedByUsedInInvestingActivities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_NetCashProvidedByUsedInInvestingActivitiesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of cash inflow (outflow) from operating activities, including discontinued operations. Operating activity cash flows include transactions, adjustments, and changes in value not defined as investing or financing activities. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-24Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-25 + Details Name: us-gaap_NetCashProvidedByUsedInOperatingActivities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_NetCashProvidedByUsedInOperatingActivitiesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe portion of profit or loss for the period, net of income taxes, which is attributable to the parent. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-9Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482765/220-10-50-6Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-1Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -

Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-8Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-4Reference 17: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-10Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479105/946-220-45-7Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(18)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(1)(d)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 23: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 28: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 29: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 30: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 31: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 32: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 33: http://www.xbrl.org/2003/role/disclosureRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-7Reference 34: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 35: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1AReference 36: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1BReference 37: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(22)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1 + Details Name: us-gaap_NetIncomeLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe cash outflow associated with the acquisition of long-lived, physical assets that are used in the normal conduct of business to produce goods and services and not intended for resale; includes cash outflows to pay for construction of self-constructed assets. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 13 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-13 + Details Name: us-gaap_PaymentsToAcquirePropertyPlantAndEquipment Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe cash outflow for securities or other assets acquired, which qualify for treatment as an investing activity and are to be liquidated, if necessary, within the current operating cycle. Includes cash flows from securities classified as trading securities that were acquired for reasons other than sale in the short-term. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 13 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-13 + Details Name: us-gaap_PaymentsToAcquireShortTermInvestments Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe cash inflow from the additional capital contribution to the entity. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 14 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-14 + Details Name: us-gaap_ProceedsFromIssuanceOfCommonStock Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe cash inflow associated with the aggregate amount received by the entity through sale or maturity of marketable securities (held-to-maturity or available-for-sale) during the period. + ReferencesNo definition available. + Details Name: us-gaap_ProceedsFromSaleAndMaturityOfMarketableSecurities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAggregate cash proceeds received from a combination of transactions that are classified as investing activities in which assets, which may include one or more investments, are sold to third-party buyers. This element can be used by entities to aggregate proceeds from all asset sales that are classified as investing activities. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Name Accounting Standards Codification -Section 45 -Paragraph 12 -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-12 + Details Name: us-gaap_ProceedsFromSalesOfAssetsInvestingActivities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe cash outflow for debt initially having maturity due after one year or beyond the normal operating cycle, if longer. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 15 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-15Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-03(i)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479886/946-10-S99-3 + Details Name: us-gaap_RepaymentsOfLongTermDebt Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of noncash expense for share-based payment arrangement. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_ShareBasedCompensation Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - Details Name: us-gaap_SubsidiarySaleOfStockAxis=tlph_July2023PrivatePlacementOfferingMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 17 R7.htm IDEA: XBRL DOCUMENT v3.24.3 Note 1 - Organization and Summary of Significant Accounting Policies 9 Months Ended Sep. 30, 2024 Notes to Financial Statements Â Basis of Presentation and Significant Accounting Policies [Text Block] 1. Organization and Summary of Significant Accounting Policies Â The Company Â Talphera, Inc., or the Company, or Talphera, was incorporated in Delaware on July 13, 2005 as SuRx, Inc. The Company subsequently changed its name to AcelRx Pharmaceuticals, Inc. and, on January 9, 2024 to Talphera, Inc. The Companyâ€™s operations are based in San Mateo, California. Â Talphera is a specialty pharmaceutical company focused on the development and commercialization of innovative therapies for use in medically supervised settings. The Companyâ€™s product development portfolio features Niyadâ„¢ (a regional anticoagulant for the dialysis circuit), LTX-608 (a nafamostat formulation for direct IV infusion) that the Company intends to develop for one or more of the following indications: disseminated intravascular coagulation, or DIC, acute respiratory distress syndrome, or ARDS, acute pancreatitis, or as an anti-viral treatment. Â On January 12, 2024, the Company and XOMA (US) LLC, or XOMA, entered into a Payment Interest Purchase Agreement, or the Purchase Agreement, for the sale by the Company to XOMA, in exchange for $8.0 million, of the Companyâ€™s right, title and interest in and to certain amounts payable to the Company, or collectively the Purchased Receivables, pursuant to the DSUVIA Agreement (as defined below) in respect of net sales of the Product (as defined below), excluding sales of DZUVEO by Laboratoire Aguettant, or Aguettant. See Note 4, â€œSale of Future Paymentsâ€ below for additional information. Â On March 12, 2023, the Company entered into an Asset Purchase Agreement, or the DSUVIA Agreement, with Vertical Pharmaceuticals, LLC, a wholly owned subsidiary of Alora Pharmaceuticals, LLC, or Alora, pursuant to which Alora agreed to acquire certain assets and assume certain liabilities of the Company relating to its sufentanil sublingual tablet product referred to as DSUVIA or DZUVEO, or any other single-dose pharmaceutical product for use in medically supervised settings containing a sublingual tablet that includes sufentanil as the sole active ingredient, as a 30 mcg tablet or other dosage form or strength as reasonably necessary for lifecycle management, or the Product. The closing of the DSUVIA Agreement occurred on April 3, 2023 (see Note 3, â€œDiscontinued Operationsâ€ below). Â On January 7, 2022, the Company acquired Lowell Therapeutics, Inc., or Lowell, a privately held company (see Note 4, â€œAsset Acquisitionâ€ to the consolidated financial statements in the Companyâ€™s 2023 Annual Report on Form 10-K for additional information) and, as a result acquired the Niyadâ„¢ developmental product, a regional anticoagulant for the dialysis circuit during continuous renal replacement therapy for acute kidney injury patients in the hospital, that the Company is studying under an investigational device exemption, or IDE, and which has received Breakthrough Device Designation status from the FDA. While not approved for commercial use in the United States, the active drug component of Niyad, nafamostat, has been approved in Japan and South Korea as a regional anticoagulant for the dialysis circuit, disseminated intravascular coagulation, and acute pancreatitis. Niyad is a lyophilized formulation of nafamostat, a broad-spectrum, synthetic serine protease inhibitor, with anticoagulant, anti-inflammatory, and potential anti-viral activities. The second intended indication for Niyad is as a regional anticoagulant for the dialysis circuit for chronic kidney disease patients undergoing intermittent hemodialysis in dialysis centers. In addition, the Company acquired LTX-608, a nafamostat formulation for direct IV infusion, that it intends to develop for the treatment of one or more of the following indications: ARDS, DIC, acute pancreatitis or as an anti-viral agent. Â On July 14, 2021, the Company entered into a License and Commercialization Agreement, or the PFS Agreement, with Aguettant, pursuant to which the Company obtained the exclusive right to develop and, subject to FDA approval, commercialize in the United States an ephedrine pre-filled syringe for injection, and (ii) a phenylephrine PFS for injection. Aguettant will supply the Company with the products for use in commercialization, if they are approved in the U.S. See Note 5, â€œIn-License Agreementâ€ to the consolidated financial statements in the Companyâ€™s 2023 Annual Report on Form 10-K for additional information. Â Liquidity and Going Concern Â The condensed consolidated financial statements for the three and nine months ended September 30, 2024 were prepared on the basis of a going concern, which contemplates that the Company will be able to realize assets and discharge liabilities in the normal course of business. The Company has incurred recurring operating losses and negative cash flows from operating activities since inception and expects to continue to incur operating losses and negative cash flows in the future. These conditions raise substantial doubt about the Companyâ€™s ability to continue as a going concern. Considering the Companyâ€™s current cash resources and its current and expected levels of operating expenses for the next twelve months, management expects to need additional capital to fund its planned operations prior to the 12-month anniversary of the date this Quarterly Report on Form 10-Q is filed with the United States Securities and Exchange Commission, or the SEC. Â Â Management may seek to raise such additional capital through public or private equity offerings, including under the Controlled Equity OfferingSM Sales Agreement, or the ATM Agreement, as described below, with Cantor Fitzgerald & Co., or Cantor, debt securities, a new debt facility, monetizing or securitizing certain assets, entering into product development, license or distribution agreements with third parties, or divesting any of the Companyâ€™s remaining product candidates. While management believes its plans to raise additional funds will alleviate the conditions that raise substantial doubt about the Companyâ€™s ability to continue as a going concern, these plans are not entirely within the Companyâ€™s control and cannot be assessed as being probable of occurring. Â Additional funds may not be available when the Company needs them on terms that are acceptable to the Company, or at all. If adequate funds are not available, the Company may be required to further reduce its workforce, delay the ongoing clinical trial for Niyad, or delay the development of its regulatory filing plans for its product candidates in advance of the date on which the Companyâ€™s cash resources are exhausted to ensure that the Company has sufficient capital to meet its obligations and continue on a path designed to preserve stockholder value. In addition, if additional funds are raised through collaborations, strategic alliances or licensing arrangements with third parties, the Company may have to relinquish rights to its technologies, future revenue streams or product candidates, or to grant licenses on terms that may not be favorable to the Company. Â Basis of Presentation Â The accompanying condensed consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States, or GAAP, and with the rules and regulations of the U.S. Securities and Exchange Commission, or SEC, related to quarterly reports on Form 10-Q, and accordingly, they do not include all the information and disclosures required by GAAP for annual financial statements. These condensed consolidated financial statements and notes thereto should be read in conjunction with the audited consolidated financial statements and notes thereto included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2023, as filed with the SEC on March 6, 2024. The unaudited financial information for the interim periods presented herein reflects all adjustments, consisting of normal recurring adjustments, which, in the opinion of management, are necessary for a fair statement of its financial position and the condensed consolidated results of operations for the periods presented. Results of operations for interim periods covered by this Quarterly Report on Form 10-Q may not necessarily be indicative of results of operations for the full fiscal year or any other interim period. Â The condensed consolidated financial statements include the accounts of the Company and its wholly owned subsidiary. All intercompany accounts and transactions have been eliminated in consolidation. Â The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the condensed consolidated financial statements and accompanying notes. Management believes its most significant accounting estimates relate to fair value of warrants,

impairment of long-lived assets, managementâ€™s assessment of going concern, revenue recognition, liability related to the sale of future payments and accrued clinical trial liabilities. Management evaluates its estimates on an ongoing basis including critical accounting policies. Estimates are based on historical experience and on various other market-specific and other relevant assumptions that the Company believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results could differ from those estimates. Â Reclassifications Â Certain prior year amounts in the condensed consolidated financial statements have been reclassified to conform to the current year's presentation. In particular, other assets has been reclassified as prepaid expenses and other current assets in the condensed consolidated balance sheets, accounts receivable and other assets have been reclassified as prepaid expenses and other current assets and payment of employee tax obligations related to vesting of restricted stock units has been reclassified to net proceeds from issuance of common stock through equity plans in the condensed consolidated statement of cash flows and the portion of interest income and other income, net related to the revaluation of liability-classified warrants has been reclassified to change in fair value of warrants in the condensed consolidated statements of operations.Â Â Significant Accounting Policies Â The Companyâ€™s significant accounting policies are detailed in its Annual Report on Form 10-K for the year ended December 31, 2023. There have been no significant changes to the Companyâ€™s significant accounting policies during the three and nine months ended September 30, 2024, from those previously disclosed in its 2023 Annual Report on Form 10-K, except as follows: Â Â Sale of Future Payments Â On January 12, 2024, the Company entered into the Purchase Agreement with XOMA to monetize a portion of its future payments for commercial sales of DSUVIA and services performed by the Company to support sales of DSUVIA to the Department of Defense, or DoD, by Alora under the Marketing Agreement, and sales milestones under the DSUVIA Agreement. Refer to Note 4, â€œSale of Future Paymentsâ€ for further details on the Purchase Agreement. Â The Company recorded approximately $6.1 million, net of $0.5 million in issuance costs, of the $8.0 million proceeds as a liability, as this portion of the proceeds represents a sale of future revenues under ASC 470 for which the Company has continuing involvement in the generation of cash flows. The Company recorded approximately $1.2 million, net of $0.2 million in issuance costs, of the $8.0 million proceeds as other income, as this portion of proceeds represents the sale of all of the Companyâ€™s interest in future payments related to commercial sales of DSUVIA for which the Company is no longer entitled to receive such payments and has no further continuing involvement. The Company utilized internal estimates to develop a cash flow model based on business assumptions to determine the allocation of the proceeds. Â The liability related to the sale of future payments is recorded as debt and will be amortized under the effective interest rate method over the estimated life of the Purchase Agreement. The Company estimates the effective interest rate based on its estimate of total payments to be received by XOMA under the Purchase Agreement. The Company reassesses these estimates at each reporting date and adjusts the effective interest rate and amortization of the liability on a prospective basis, as necessary. The Company records the payments to XOMA as a reduction of the liability when paid. As such payments are made to XOMA, the balance of the liability will be effectively repaid over the life of the Purchase Agreement. Â Recently Issued Accounting Pronouncements Â In November 2023, the Financial Accounting Standards Board, or FASB, issued Accounting Standard Update, or ASU, 2023-07,Â Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures, orÂ ASU 2023-07, which requires all public entities, including public entities with a single reportable segment, to provide in interim and annual periods one or more measures of segment profit or loss used by the chief operating decision maker to allocate resources and assess performance. Additionally, the standard requires disclosures of significant segment expenses and other segment items as well as incremental qualitative disclosures. The guidance in this update is effective for fiscal years beginning after December 15, 2023, and interim periods after December 15, 2024. The Company is evaluating the disclosure impact of ASU 2023-07; however, the adoption of ASU 2023-07 will not have aÂ material impact on the Companyâ€™s consolidated financial statements. Â In December 2023, the FASB issued ASU 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures, which requires companies to disclose, on an annual basis, specific categories in the effective tax rate reconciliation and provide additional information for reconciling items that meet a quantitative threshold. In addition, ASU 2023-09 requires companies to disclose additional information about income taxes paid. ASU 2023-09 will be effective for annual periods beginning January 1, 2025 and will be applied on a prospective basis with the option to apply the standard retrospectively. The Company is evaluating the disclosure impact of ASU 2023-09; however, the adoption of ASU 2023-09 will not have aÂ material impact on the Companyâ€™s consolidated financial statements. Â The Company does not believe other recently issued but not yet effective accounting standards, if currently adopted, would have a material effect on the condensed consolidated financial statements. X - DefinitionThe entire disclosure for the basis of presentation and significant accounting policies concepts. Basis of presentation describes the underlying basis used to prepare the financial statements (for example, US Generally Accepted Accounting Principles, Other Comprehensive Basis of Accounting, IFRS). Accounting policies describe all significant accounting policies of the reporting entity. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 235 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/235/tableOfContent + Details Name: us-gaap_BasisOfPresentationAndSignificantAccountingPoliciesTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_DisclosureTextBlockAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 18 R8.htm IDEA: XBRL DOCUMENT v3.24.3 Note 2 - Investments and Fair Value Measurement 9 Months Ended Sep. 30, 2024 Notes to Financial Statements Â Investments and Fair Value Measurement Disclosure [Text Block] 2. Investments and Fair Value Measurement Â Investments Â The Company classifies its marketable securities as available for sale and records its investments at fair value. Available-for-sale securities are carried at estimated fair value based on quoted market prices or observable market inputs of almost identical assets, with the unrealized holding gains and losses included in accumulated other comprehensive income (loss). Â As of September 30, 2024, and DecemberÂ 31, 2023, the contractual maturity of all investments held was less than one year. Â The tables below summarize the Companyâ€™s cash, cash equivalents and short-term investments (in thousands): Â Â Â As of September 30, 2024 Â Â Â Amortized Cost Â Â Gross Unrealized Gains Â Â Gross Unrealized Losses Â Â Fair Value Â Cash and cash equivalents: Â Â Â

in respect of net sales of the Product, excluding sales of the Product by Aguettant. Â The Purchased Receivables include: Â (i) 100% of certain payments based on net sales of the Product and potential sales-based milestone payments of up to $116.5 million in respect of net sales of the Product, in each case made on and after January 1, 2024 and excluding sales of the Product by Aguettant, and of certain associated license and acquisition payments relating to the Product, until XOMA has received $20.0 million of payments in respect of the foregoing, or the XOMA Threshold, or the Stepdown Date; and Â (ii) following the Stepdown Date, (A) 100% of payments based on net sales of the Product other than net sales to the United States Department of Defense, or DoD and (B) 50% of each of the following: (a) payments based on net sales of the Product to the DoD, (b) potential sales-based milestone payments in respect of net sales of the Product, and (c) certain associated license and acquisition payments relating to the Product. Â The Company has retained its right, title and interest in and to, following the Stepdown Date, 50% of each of the following: (a) payments based on net sales of the Product to the DoD, (b) potential sales-based milestone payments in respect of net sales of the Product, and (c) of certain associated license and acquisition payments relating to the Product. Â The Purchase Agreement contains customary representations, warranties and agreements by the Company and XOMA, indemnification obligations of the parties and other obligations of the parties. Â The allocation of the consideration for the Purchase Agreement resulted in proceeds of $1.4 million reduced by $0.2 million of transaction costs being allocated to the sale of all future interest in payments related to commercial sales of DSUVIA representing its fair value. As a result of the Companyâ€™s loss of control, no further continuing involvement in, or rights to future payments related to commercial sales of DSUVIA, the Company recognized other income of $1.2 million in January 2024. Â Â The Company evaluated the terms of the Purchase Agreement and concluded that the features of the Purchased Receivables are similar to those of a debt instrument. Accordingly, the Company recorded the allocated proceeds of approximately $6.6 million reduced by approximately $0.5 million of transaction costs, as a liability. The Company accounts for the value of the debt at amortized cost. The amounts received by the Company will be accreted to the total estimated amount of the payments necessary to extinguish the Companyâ€™s obligation under the Purchase Agreement, which will be recognized as interest expense. The carrying value of the debt will decrease for payments made to XOMA. Â The Company periodically assesses the expected payments for services performed to support sales of DSUVIA to the DoD by Alora under the Marketing Agreement and milestone payments under the DSUVIA Agreement using a combination of historical results, internal projections, and forecasts from external sources. To the extent such payments are greater or less than the Companyâ€™s initial estimates or the timing of such payments is materially different than its original estimates, the Company will prospectively adjust the amortization of the liability and the effective interest rate. Due to the significant judgments and factors related to the estimates of future payments under the Purchase Agreement, there are significant uncertainties surrounding the amount and timing of future payments. Â As the payments are remitted to XOMA, the liability will be effectively repaid over the life of the agreement. In order to determine the amortization of the liability related to the sale of future payments, the Company is required to estimate the total amount of future payments to XOMA over the life of the Purchase Agreement. In October 2024, Alora notified the Company that they are discontinuing their sales efforts on behalf of DSUVIA. At this time, the Company is uncertain as to the impact of this decision on sales of DSUVIA to the DoD. As a result, the Company estimates that future payments under the Purchase Agreement will be less than the proceeds from the sale of such future payments. Accordingly, the Company will not recognize any related non-cash interest expense. When the expected payments under the sale of future payments are lower than the gross proceeds of $6.6 million received, the Company defers recognition of any probable contingent gain until the Company has met its obligations under the liability related to the sale of future payments. For the three and nine months ended September 30, 2024, the estimated effective interest rate under the agreement was approximately 0% and 9%, respectively. Â The Company did not recognize any non-cash payment interest revenue and recognized non-cash interest expense of approximately $0.4 million during the nine months ended September 30, 2024. The interest and amortization of issuance costs are reflected as non-cash interest expense for the sale of future payments in the condensed consolidated statements of operations. Â The following table shows the activity within the liability account during the nine months ended September 30, 2024 and the period from inception to September 30, 2024 (in thousands): Â Â Â Nine months ended September 30, 2024 Â Â Period from inception to September 30, 2024 Â Liability related to sale of future payments â€” beginning balance Â $ â€” Â Â $ â€” Â Proceeds from sale of future payments, net of issuance costs Â Â 6,133 Â Â Â 6,133 Â Payments to XOMA Â Â â€” Â Â Â â€” Â Non-cash interest expense recognized Â Â 394 Â Â Â 394 Â Liability related to sale of future payments as of September 30, 2024 Â $ 6,527 Â Â $ 6,527 Â Â X - DefinitionRepresents the entire disclosure for the sale of future payments. + ReferencesNo definition available. + Details Name: tlph_SaleOfFuturePaymentsTextBlock Namespace Prefix: tlph_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_DisclosureTextBlockAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 21 R11.htm IDEA: XBRL DOCUMENT v3.24.3 Note 5 - Long-term Debt 9 Months Ended Sep. 30, 2024 Notes to Financial Statements Â Long-Term Debt [Text Block] 5. Long-Term Debt Â Loan Agreement with Oxford Â On May 30, 2019, the Company entered into the Loan Agreement with Oxford Finance LLC, or Oxford, as the Lender. Under the Loan Agreement, the Lender made a term loan to the Company in an aggregate principal amount of $25.0 million, or the Loan, which was funded on May 30, 2019. Â In connection with the closing of the divestment of DSUVIA to Alora, on April 3, 2023, the Company paid Oxford the remaining amount due of approximately $3.4 million including accrued interest and fees under the Loan, and the Loan Agreement was terminated with no further obligations by either party. Interest expense related to the Loan Agreement was $0.1 million, which represented amortization of the debt discount, for the nine months ended September 30, 2023. Â Â X - ReferencesNo definition available. + Details Name: us-gaap_DisclosureTextBlockAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for long-term debt. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 470 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/470/tableOfContent + Details Name: us-gaap_LongTermDebtTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 22 R12.htm IDEA: XBRL DOCUMENT v3.24.3 Note 6 - Commitments and Contingencies 9 Months Ended Sep. 30, 2024 Notes to Financial Statements Â Commitments and Contingencies Disclosure [Text Block] 6. Commitments and Contingencies Â Litigation Â On June 8, 2021, a securities class action complaint was filed in the U.S. District Court for the Northern District of California against the Company and two of its officers. The plaintiff is a purported stockholder of the Company. The complaint alleged that defendants violated Sections 10(b) and 20(a) of the Exchange Act and SEC Rule 10b-5 by making false and misleading statements and omissions of material fact about the Companyâ€™s disclosure controls and procedures with respect to its marketing of DSUVIA. The complaint sought unspecified damages, interest, attorneysâ€™ fees, and other costs. On December 16, 2021, the Court appointed co-lead plaintiffs. Plaintiffsâ€™ amended complaint was filed on March 7, 2022. The amended complaint named the Company and three of its officers and continued to allege that defendants violated Sections 10(b) and 20(a) of the Exchange Act and SEC Rule 10b-5 by making false and misleading statements and omissions of material fact about the Companyâ€™s disclosure controls and procedures with respect to its marketing of DSUVIA. The amended complaint also asserted a violation of Section 20A of the Exchange Act against the individual defendants for alleged insider trading. The amended complaint sought unspecified damages, interest, attorneysâ€™ fees, and other costs. On September 1, 2022, the Court held oral hearings on the Companyâ€™s motion to dismiss the amended complaint with prejudice that was filed on July 21, 2022. On September 28, 2022, the Court issued a formal written opinion, or the First Opinion, dismissing all of the plaintiffâ€™s claims against the Company and the named defendants with leave for plaintiffs to amend their complaint. On November 28, 2022, the plaintiffs filed their second amended complaint. On July 7, 2023, the Court issued a formal written opinion, or the Second Opinion, dismissing all of the plaintiffâ€™s claims against the Company and the named defendants with leave for plaintiffs to amend their complaint in part and without leave to amend in part. On September 5, 2023, the plaintiffs filed a third amended complaint. On May 7, 2024, the Court granted defendantsâ€™ motion to dismiss the third amended complaint, with prejudice, and entered judgment for defendants on plaintiffsâ€™ claims. On June 5, 2024, plaintiffs filed a notice of appeal in the United States Court of Appeals for the Ninth Circuit. The plaintiffs filed their opening brief on September 27, 2024, and the deadline for defendants to file their response brief is November 29, 2024. Â On July 6, 2021, a purported shareholder derivative complaint was filed in the U.S. District Court for the Northern District of California. The complaint names ten of the Companyâ€™s officers and directors and asserts state and federal claims based on the same alleged misstatements as the securities class action complaint. On September 30, 2021, October 26, 2021, and November 17, 2021, three additional purported shareholder derivative complaints were filed in the U.S. District Court for the Northern District of California. The complaints name nine of the Companyâ€™s officers and directors and also assert state and federal claims based on the same alleged misstatements as the securities class action complaint. All four complaints seek unspecified damages, attorneysâ€™ fees, and other costs. On December 6, 2021, the Court entered an order consolidating all four actions and staying the consolidated action pending the outcome of any motion to dismiss the securities class action. Â On February 16, 2024, another purported shareholder derivative complaint was filed in the Court of Chancery of the State of Delaware, asserting the same claims as those in the previously filed derivative actions. The case has been stayed pending the outcome of any motion to dismiss the securities class action. Â Please see â€œPart II., Item 1A. Risk Factorsâ€”Risks of a General Natureâ€”Litigation may substantially increase our costs and harm our business.â€ Â The Company believes that these lawsuits are without merit and intends to vigorously defend against them. Given the uncertainty of litigation, the preliminary stage of the cases, and the legal standards that must be met for, among other things, class certification and success on the merits, the Company cannot estimate the reasonably possible loss or range of loss that may result from these actions. It is reasonably possible that this estimate may change in the near term. An adverse outcome regarding these matters could materially adversely affect the Companyâ€™s financial condition, results of operations, and cash flows. X - DefinitionThe entire disclosure for commitments and contingencies. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 405 -SubTopic 30 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/405-30/tableOfContentReference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 440 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482648/440-10-50-4Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 450 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/450/tableOfContentReference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 954 -SubTopic 440 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478522/954-440-50-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 440 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482648/440-10-50-4Reference 6: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 440 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/440/tableOfContent + Details Name: us-gaap_CommitmentsAndContingenciesDisclosureTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_DisclosureTextBlockAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 23 R13.htm IDEA: XBRL DOCUMENT v3.24.3 Note 7 - Stockholders' Equity 9 Months Ended Sep. 30, 2024 Notes to Financial Statements Â Equity [Text Block] 7. Stockholdersâ€™ Equity Â Common Stock Â January 2024 Private Placement Â On January 17, 2024, the Company entered into a private placement with certain institutional investors, or the Purchasers, for aggregate gross proceeds of $6.0 million upfront, an additional $10.0 million committed upon the announcement of positive clinical trial results for the Companyâ€™s NEPHRO CRRT study of Niyad, and an additional $2.0 million if Talphera stock trades above a specified price following the NEPHRO CRRT registration trial announcement, before deducting offering expenses payable by the Company, or the Private Placement. Â The terms of the Private Placement include: Â Â (i) the first tranche of the Private Placement, which closed on January 22, 2024, resulted in the aggregate gross proceeds to the Company of approximately $6.0 million for Pre-Funded Warrants to purchase up to 7,792,208 to purchase shares of the Companyâ€™s common stock, par value $0.001 per share, or the Common Stock, excluding the proceeds, if any, from the exercise of the Pre-Funded Warrants issued in such tranche (see Note 8, â€œWarrantsâ€Â for additional information). Â Â (ii) the second tranche of the Private Placement, which is a conditional purchase by the Purchasers subject to either (a) the satisfaction or waiver of achieving, by September 30, 2024, the NEPHRO CRRT primary and one of the secondary clinical trial endpoints, resulting in the Company issuing pre-funded warrants to purchase up to 12,987,013 shares of Common Stock, and receiving additional aggregate gross proceeds of approximately $10.0 million, and/or (b) the satisfaction or waiver of the volume-weighted average price of the Common Stock for each of the immediately subsequent five (5) trading days following the Companyâ€™s announcement of its NEPHRO CRRT trial data being at least $0.92 per share, resulting in the Company issuing pre-funded warrants to purchase up to 2,597,402 shares of Common Stock and receiving additional aggregate gross proceeds of approximately $2.0 million. Â Â Any of the conditions in the second tranche can be waived by each Purchaser. The Company determined that the conditional tranche right is equity classified as it is indexed to the Company's own shares and meets all other conditions for equity classification and that the fair value of the right was immaterial at issuance. Â On September 30, 2024, the Company amended the securities purchase agreements of the Private Placement, dated January 17, 2024, with entities affiliated with Nantahala Management, LLC, or the Nantahala Agreements, to extend to June 30, 2025 the date by which the Company must achieve the precedent conditions to the second closing thereunder, or the Nantahala Amendments. If prior to the second closing, the Company consummates an equity financing, then the purchasers shall be released from their obligation to purchase additional shares of common stock and/or pre-funded warrants pursuant to the Nantahala Agreements, as amended. The Company determined that the Nantahala Amendments represented a modification but that no financial impact would be recorded as the difference between the fair values of the Nantahala Agreements immediately before and after the Nantahala Amendments was insignificant. Â The Private Placement contains customary representations, warranties and agreements by the Company and the Purchasers, indemnification rights and other obligations of the parties. Â Stock Plans Â AmendedÂ and Restated 2020Â Equity Incentive Plan Â OnÂ June 24, 2024,Â at theÂ 2024Â Annual Meeting of Stockholders of the Company, upon the recommendation of the Companyâ€™s Board of Directors, the Companyâ€™s stockholders approved an amendment and restatement of the Companyâ€™sÂ 2020Â Equity Incentive Plan, orÂ the AmendedÂ 2020Â Plan, to increase the number of authorized shares reserved for issuance thereunder byÂ 1,171,395Â shares, subject to adjustment for certain changes in the Companyâ€™s capitalization. The aggregate number of shares of the Companyâ€™s common stock thatÂ mayÂ be issued under the AmendedÂ 2020Â Plan willÂ notÂ exceed the sum of: (i)Â 3,161,395Â shares, and (ii)Â up toÂ 744,608Â shares subject to outstanding awards granted under theÂ 2011Â Equity Incentive Plan thatÂ mayÂ become available for issuance under theÂ AmendedÂ 2020Â Plan, as such shares become available from time to time. Â Inducement Grant Â In May 2024, the Company granted stock-based awards outside of the existing stock plans to one new employee, or the Inducement Grant. These awards were granted as a material inducement for accepting employment with the Company, in accordance with Nasdaq Listing Rule 5635(c)(4). The inducement awards consisted of a total of 217,000 shares of the Companyâ€™s common stock, which includes an aggregate of 185,000 shares of common stock issuable upon the exercise of inducement stock option grants and 32,000 shares of common stock issuable upon the vesting of restricted stock unit awards generally subject to the same terms and conditions as grants that are made under the Companyâ€™s Amended 2020 Plan. Â AmendedÂ and Restated 2011Â Employee Stock Purchase Plan Â Also onÂ June 24, 2024,Â at theÂ 2024Â Annual Meeting of Stockholders of the Company, upon the recommendation of the Companyâ€™s Board of Directors, the Companyâ€™s stockholders approved an amendment and restatement of the Companyâ€™sÂ 2011Â Employee Stock Purchase Plan, orÂ the AmendedÂ 2011Â ESPP, to increase the number of

authorized shares reserved for issuance thereunder byÂ 100,000Â shares, subject to adjustment for certain changes in the Companyâ€™s capitalization. The aggregate number of shares of the Companyâ€™s common stock thatÂ mayÂ be issued under the AmendedÂ 2011 ESPP is 345,000. X - ReferencesNo definition available. + Details Name: us-gaap_DisclosureTextBlockAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for equity. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-13Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-13Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 14 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-14Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 235 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477968/946-235-50-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 235 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477968/946-235-50-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 505 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478448/946-505-50-6Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480237/815-40-50-6Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(e)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 10: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/505/tableOfContentReference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-13Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-13Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-13Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 14 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-14Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 14 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-14Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 16 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-16Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 18 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-18Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 18 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-18Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 18 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-18 + Details Name: us-gaap_StockholdersEquityNoteDisclosureTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 24 R14.htm IDEA: XBRL DOCUMENT v3.24.3 Note 8 - Warrants 9 Months Ended Sep. 30, 2024 Notes to Financial Statements Â Warrants Disclosure [Text Block] 8. Warrants Â The activity related to warrants during the nine months ended September 30, 2024, is summarized as follows: Â Â Â Common Stock from Warrants Â Â Weighted-average Exercise Price (per share) Â Outstanding at December 31, 2023 Â Â 21,682,049 Â Â $ 1.40 Â Granted Â Â 7,792,208 Â Â $ 0.001 Â Outstanding at September 30, 2024 Â Â 29,474,257 Â Â $ 0.96 Â Exercisable at September 30, 2024 Â Â 29,474,257 Â Â $ 0.96 Â Â Â January 2024 Pre-Funded Warrants and Amendment of Prior Warrants Â On January 17, 2024, the Company entered into Securities Purchase Agreements (see Note 7, â€œStockholdersâ€™ Equityâ€ for additional information), relating to the issuance and sale of up to 7,792,208 pre-funded warrants to the Purchasers in a two-tranche private placement, or the Private Placement, to purchase shares of the Companyâ€™s Common Stock, at a purchase price of $0.769 per share and an exercise price of $0.001 per share, or the January 2024 Pre-Funded Warrants. The January 2024 Pre-Funded Warrants are exercisable immediately, subject to certain ownership restrictions, following each closing date of the Private Placement and have an unlimited term. Â The January 2024 Pre-Funded warrants were classified as a component of permanent equity in the Company's condensed consolidated balance sheet as they are freestanding financial instruments that are immediately exercisable, do not embody an obligation for the Company to repurchase its own shares and permit the holders to receive a fixed number of shares of common stock upon exercise. All of the shares underlying the January 2024 Pre-Funded warrants have been included in the weighted-average number of shares of common stock used to calculate net loss per share attributable to common stockholders because the shares may be issued for little or no consideration and are fully vested and are exercisable after their original issuance date. The January 2024 Pre-Funded warrants may participate with common shareholders in dividends or other distributions. Â In July 2023, in connection with a prior private placement, the Company issued to certain of the Purchasers (i) Series A common stock purchase warrants to purchase up to 3,676,473 shares of Common Stock and (ii) Series B common stock purchase warrants to purchase up to 3,676,473 shares of Common Stock (the â€œPrior Warrantsâ€). In connection with the January 2024 Private Placement, the Company and the Purchasers agreed to amend and restate, 2,941,178 of each the Series A common stock purchase warrants and Series B common stock purchase warrants outstanding, by reducing their exercise price from $1.11 to $0.77 per share. Pursuant to ASU 2021-04, the Company remeasured the fair value of the amended and restated Prior Warrants as of the modification date based on the modified terms and recorded the increase in fair value of $0.3 million as equity issuance costs, all of which was allocated to additional paid in capital. The fair value assumptions related to the modification of these 5,882,356 amended and restated Prior Warrants as of January 17, 2024 were as follows: exercise price of $0.77 per share, stock price of $0.769 per share, expected life of 4.5 years, volatility of 96.91%, a risk-free rate of 4.02% and 0% expected dividend yield. X - DefinitionThe disclosure of warrants. + ReferencesNo definition available. + Details Name: tlph_WarrantsDisclosureTextBlock Namespace Prefix: tlph_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_DisclosureTextBlockAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 25 R15.htm IDEA: XBRL DOCUMENT v3.24.3 Note 9 - Stock-based Compensation 9 Months Ended Sep. 30, 2024 Notes to Financial Statements Â Share-Based Payment Arrangement [Text Block] 9. Stock-Based Compensation Â The Company recorded total stock-based compensation expense for stock options, restricted stock units, or RSUs, granted under the Companyâ€™s equity incentive plans and the Inducement Grant, and the Amended 2011 ESPP, as follows (in thousands): Â Â Â Three Months Ended September 30, Â Â Nine Months Ended September 30, Â Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Research and development Â $ 92 Â Â $ 210 Â Â $ 284 Â Â $ 383 Â Selling, general and administrative Â Â 142 Â Â Â 168 Â Â Â 475 Â Â Â 1,016 Â Discontinued operations Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â 19 Â Total Â $ 234 Â Â $ 378 Â Â $ 759 Â Â $ 1,418 Â Â The following table summarizes restricted stock unit activity under the Companyâ€™s equity incentive plans and the Inducement Grant: Â Â Â Â Â Â Â Â Weighted Â Â Â Number of Â Â Average Â Â Â Restricted Â Â Grant Date Â Â Â Stock Units Â Â Fair Value Â Restricted stock units outstanding, January 1, 2024 Â Â 86,232 Â Â $ 7.57 Â Granted Â Â 176,768 Â Â Â 1.03 Â Vested Â Â (39,369) Â Â 12.08 Â Forfeited Â Â (7,385) Â Â 1.89 Â Restricted stock units outstanding, September 30, 2024 Â Â 216,246 Â Â $ 1.59 Â Â Upon vesting, certain of the Companyâ€™s RSUs may be settled on a net-exercise basis to cover any required withholding tax with the remaining amount converted into an equivalent number of shares of common stock. There were 15,090 shares of common stock underlying vested RSUs that were withheld during the quarter ended March 31, 2024, based on the value of the RSUs as determined by the Companyâ€™s closing stock price on the applicable vesting date. Â Â The following table summarizes stock option activity under the Companyâ€™s equity incentive plans and the Inducement Grant: Â Â Â Number of Stock Options Outstanding Â Â Weighted- Average Exercise Price Â Â Weighted- Average Remaining Contractual Life (Years) Â Â Aggregate Intrinsic Value Â (in thousands) Â January 1, 2024 Â Â 893,321 Â Â $ 33.41 Â Â Â Â Â Â Â Â Â Â Granted Â Â 1,053,612 Â Â Â 1.03 Â Â Â Â Â Â Â Â Â Â Forfeited Â Â (40,801) Â Â 1.65 Â Â Â Â Â Â Â Â Â Â Â Â Expired Â Â (26,326) Â Â 143.81 Â Â Â Â Â Â Â Â Â Â Â Â September 30, 2024 Â Â 1,879,806 Â Â $ 14.40 Â Â Â 7.7 Â Â $ 4 Â Â Vested and exercisable optionsâ€” September 30, 2024 Â Â 596,454 Â Â $ 38.67 Â Â Â 4.6 Â Â $ 1 Â Vested and expected to vestâ€” September 30, 2024 Â Â 1,879,806 Â Â $ 14.40 Â Â Â 7.7 Â Â $ 4 Â Â The per-share weighted average grant date fair value of the options granted during the nine months ended September 30, 2024 was estimated at $0.84 per share on the date of grant using the Black-Scholes option-pricing model with the following weighted average assumptions:Â Â Â Â Nine months ended September 30, 2024 Â Expected term (in years) Â Â 6.5 Â Risk-free interest rate Â Â 4.29 % Expected volatility Â Â 98 % Expected dividend rate Â Â 0 % Â As of September 30, 2024, total stock-based compensation expense related to unvested options to be recognized in future periods was $1.2 million which is expected to be recognized over a weighted-average period of 2.6 years. As of September 30, 2024, there were 1,863,846 shares available for grant under the Companyâ€™s Amended 2020 Plan and 165,897 shares available for grant under the Companyâ€™s Amended 2011 ESPP. X - DefinitionThe entire disclosure for share-based payment arrangement. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/718/tableOfContentReference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (h)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (h)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (l) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_DisclosureOfCompensationRelatedCostsShareBasedPaymentsTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_DisclosureTextBlockAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 26 R16.htm IDEA: XBRL DOCUMENT v3.24.3 Note 10 - Net Loss Per Share of Common Stock 9 Months Ended Sep. 30, 2024 Notes to Financial Statements Â Earnings Per Share [Text Block] 10. Net Loss per Share of Common Stock Â The Companyâ€™s basic net loss per share of common stock is calculated by dividing the net loss by the weighted average number of shares of common stock outstanding for the period. The diluted net loss per share of common stock is computed by giving effect to all potential common stock equivalents outstanding for the period determined using the treasury stock method. For purposes of this calculation, options to purchase common stock, RSUs, and warrants to purchase common stock were considered to be common stock equivalents. In periods with a reported net loss, common stock equivalents are excluded from the calculation of diluted net loss per share of common stock if their effect is antidilutive. Potential common shares that are issuable for little orÂ noÂ cash consideration, such as the Companyâ€™s pre-funded warrants issued inÂ January 2024 and July 2023 with a de minimis exercise price of $0.001Â per share, and the Companyâ€™s pre-funded warrants issued in December 2022Â with a de minimis exercise price of $0.0001Â per share, are considered outstanding common shares which are included in the calculation of basic and diluted net income (loss) per share in all circumstances. Â The following outstanding shares of common stock equivalents were excluded from the computation of diluted net loss per share of common stock for the periods presented because including them would have been antidilutive: Â Â Â Â Three Months Ended September 30, Â Â Nine Months Ended September 30, Â Â Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â RSUs, stock options and ESPP to purchase common stock Â Â 2,096,052 Â Â Â 959,169 Â Â Â 2,096,052 Â Â Â 959,169 Â Common stock warrants Â Â 20,265,576 Â Â Â 20,265,576 Â Â Â 20,265,576 Â Â Â 20,265,576 Â Â In addition, the shares held back and contingently issuable in connection with the Lowell Merger, as described in Note 4, â€œAsset Acquisitionâ€ to the Companyâ€™s 2023 Annual Report on Form 10-K, have also been excluded from the computation of diluted net loss per share of common stock for the periods presented because the contingencies for issuance of these shares have not been met. Â Â X - ReferencesNo definition available. + Details Name: us-gaap_DisclosureTextBlockAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for earnings per share. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/260/tableOfContentReference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-3 + Details Name: us-gaap_EarningsPerShareTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 27 R17.htm IDEA: XBRL DOCUMENT v3.24.3 Insider Trading Arrangements 9 Months Ended Sep. 30, 2024 Insider Trading Arr Line Items Â Material Terms of Trading Arrangement [Text Block] ItemÂ 5. Other Information Â None. Rule 10b5-1 Arrangement Adopted [Flag] false Non-Rule 10b5-1 Arrangement Adopted [Flag] false Rule 10b5-1 Arrangement Terminated [Flag] false Non-Rule 10b5-1 Arrangement Terminated [Flag] false X - ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 408 -Subsection a + Details Name: ecd_InsiderTradingArrLineItems Namespace Prefix: ecd_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 408 -Subsection a -Paragraph 1 + Details Name: ecd_MtrlTermsOfTrdArrTextBlock Namespace Prefix: ecd_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 408 -Subsection a -Paragraph 1 + Details Name: ecd_NonRule10b51ArrAdoptedFlag Namespace Prefix: ecd_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 408 -Subsection a -Paragraph 1 + Details Name:

ecd_NonRule10b51ArrTrmntdFlag Namespace Prefix: ecd_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 408 -Subsection a -Paragraph 1 + Details Name: ecd_Rule10b51ArrAdoptedFlag Namespace Prefix: ecd_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 408 -Subsection a -Paragraph 1 + Details Name: ecd_Rule10b51ArrTrmntdFlag Namespace Prefix: ecd_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration XML 28 R18.htm IDEA: XBRL DOCUMENT v3.24.3 Significant Accounting Policies (Policies) 9 Months Ended Sep. 30, 2024 Accounting Policies [Abstract] Â Basis of Accounting, Policy [Policy Text Block] Basis of Presentation Â The accompanying condensed consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States, or GAAP, and with the rules and regulations of the U.S. Securities and Exchange Commission, or SEC, related to quarterly reports on Form 10-Q, and accordingly, they do not include all the information and disclosures required by GAAP for annual financial statements. These condensed consolidated financial statements and notes thereto should be read in conjunction with the audited consolidated financial statements and notes thereto included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2023, as filed with the SEC on March 6, 2024. The unaudited financial information for the interim periods presented herein reflects all adjustments, consisting of normal recurring adjustments, which, in the opinion of management, are necessary for a fair statement of its financial position and the condensed consolidated results of operations for the periods presented. Results of operations for interim periods covered by this Quarterly Report on Form 10-Q may not necessarily be indicative of results of operations for the full fiscal year or any other interim period. Â The condensed consolidated financial statements include the accounts of the Company and its wholly owned subsidiary. All intercompany accounts and transactions have been eliminated in consolidation. Â The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the condensed consolidated financial statements and accompanying notes. Management believes its most significant accounting estimates relate to fair value of warrants, impairment of long-lived assets, managementâ€™s assessment of going concern, revenue recognition, liability related to the sale of future payments and accrued clinical trial liabilities. Management evaluates its estimates on an ongoing basis including critical accounting policies. Estimates are based on historical experience and on various other market-specific and other relevant assumptions that the Company believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results could differ from those estimates. Â Reclassification, Comparability Adjustment [Policy Text Block] Reclassifications Â Certain prior year amounts in the condensed consolidated financial statements have been reclassified to conform to the current year's presentation. In particular, other assets has been reclassified as prepaid expenses and other current assets in the condensed consolidated balance sheets, accounts receivable and other assets have been reclassified as prepaid expenses and other current assets and payment of employee tax obligations related to vesting of restricted stock units has been reclassified to net proceeds from issuance of common stock through equity plans in the condensed consolidated statement of cash flows and the portion of interest income and other income, net related to the revaluation of liability-classified warrants has been reclassified to change in fair value of warrants in the condensed consolidated statements of operations.Â Â Revenue [Policy Text Block] Sale of Future Payments Â On January 12, 2024, the Company entered into the Purchase Agreement with XOMA to monetize a portion of its future payments for commercial sales of DSUVIA and services performed by the Company to support sales of DSUVIA to the Department of Defense, or DoD, by Alora under the Marketing Agreement, and sales milestones under the DSUVIA Agreement. Refer to Note 4, â€œSale of Future Paymentsâ€ for further details on the Purchase Agreement. Â The Company recorded approximately $6.1 million, net of $0.5 million in issuance costs, of the $8.0 million proceeds as a liability, as this portion of the proceeds represents a sale of future revenues under ASC 470 for which the Company has continuing involvement in the generation of cash flows. The Company recorded approximately $1.2 million, net of $0.2 million in issuance costs, of the $8.0 million proceeds as other income, as this portion of proceeds represents the sale of all of the Companyâ€™s interest in future payments related to commercial sales of DSUVIA for which the Company is no longer entitled to receive such payments and has no further continuing involvement. The Company utilized internal estimates to develop a cash flow model based on business assumptions to determine the allocation of the proceeds. Â The liability related to the sale of future payments is recorded as debt and will be amortized under the effective interest rate method over the estimated life of the Purchase Agreement. The Company estimates the effective interest rate based on its estimate of total payments to be received by XOMA under the Purchase Agreement. The Company reassesses these estimates at each reporting date and adjusts the effective interest rate and amortization of the liability on a prospective basis, as necessary. The Company records the payments to XOMA as a reduction of the liability when paid. As such payments are made to XOMA, the balance of the liability will be effectively repaid over the life of the Purchase Agreement. New Accounting Pronouncements, Policy [Policy Text Block] Recently Issued Accounting Pronouncements Â In November 2023, the Financial Accounting Standards Board, or FASB, issued Accounting Standard Update, or ASU, 2023-07,Â Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures, orÂ ASU 2023-07, which requires all public entities, including public entities with a single reportable segment, to provide in interim and annual periods one or more measures of segment profit or loss used by the chief operating decision maker to allocate resources and assess performance. Additionally, the standard requires disclosures of significant segment expenses and other segment items as well as incremental qualitative disclosures. The guidance in this update is effective for fiscal years beginning after December 15, 2023, and interim periods after December 15, 2024. The Company is evaluating the disclosure impact of ASU 2023-07; however, the adoption of ASU 2023-07 will not have aÂ material impact on the Companyâ€™s consolidated financial statements. Â In December 2023, the FASB issued ASU 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures, which requires companies to disclose, on an annual basis, specific categories in the effective tax rate reconciliation and provide additional information for reconciling items that meet a quantitative threshold. In addition, ASU 2023-09 requires companies to disclose additional information about income taxes paid. ASU 2023-09 will be effective for annual periods beginning January 1, 2025 and will be applied on a prospective basis with the option to apply the standard retrospectively. The Company is evaluating the disclosure impact of ASU 2023-09; however, the adoption of ASU 2023-09 will not have aÂ material impact on the Companyâ€™s consolidated financial statements. Â The Company does not believe other recently issued but not yet effective accounting standards, if currently adopted, would have a material effect on the condensed consolidated financial statements. X - ReferencesNo definition available. + Details Name: us-gaap_AccountingPoliciesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy for basis of accounting, or basis of presentation, used to prepare the financial statements (for example, US Generally Accepted Accounting Principles, Other Comprehensive Basis of Accounting, IFRS). + ReferencesNo definition available. + Details Name: us-gaap_BasisOfAccountingPolicyPolicyTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy pertaining to new accounting pronouncements that may impact the entity's financial reporting. Includes, but is not limited to, quantification of the expected or actual impact. + ReferencesNo definition available. + Details Name: us-gaap_NewAccountingPronouncementsPolicyPolicyTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy for reclassification affecting comparability of financial statement. Excludes amendment to accounting standards, other change in accounting principle, and correction of error. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 205 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483504/205-10-50-1 + Details Name: us-gaap_PriorPeriodReclassificationAdjustmentDescription Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy for revenue. Includes revenue from contract with customer and from other sources. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483426/235-10-50-4Reference 3: http://www.xbrl.org/2003/role/exampleRef -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (e) -SubTopic 10 -Topic 235 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483426/235-10-50-4 + Details Name: us-gaap_RevenueRecognitionPolicyTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 29 R19.htm IDEA: XBRL DOCUMENT v3.24.3 Note 2 - Investments and Fair Value Measurement (Tables) 9 Months Ended Sep. 30, 2024 Notes Tables Â Cash, Cash Equivalents and Investments [Table Text Block] Â Â As of September 30, 2024 Â Â Â Amortized Cost Â Â Gross Unrealized Gains Â Â Gross Unrealized Losses Â Â Fair Value Â Cash and cash equivalents: Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Cash Â $ 413 Â Â $ â€” Â Â $ â€” Â Â $ 413 Â Money market funds Â Â 1,925 Â Â Â Â â€” Â Â Â Â â€” Â Â Â Â 1,925 Â U.S. government agency securities Â Â 8,779 Â Â Â Â â€” Â Â Â Â â€” Â Â Â Â 8,779 Â Total cash and cash equivalents Â $ 11,117 Â Â $ â€” Â Â $ â€” Â Â $ 11,117 Â Â Â As of December 31, 2023 Â Â Â Amortized Cost Â Â Gross Unrealized Gains Â Â Gross Unrealized Losses Â Â Fair Value Â Cash and cash equivalents: Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Cash Â $ 1,342 Â Â $ â€” Â Â $ â€” Â Â $ 1,342 Â Money market funds Â Â 90 Â Â Â Â â€” Â Â Â Â â€” Â Â Â Â 90 Â U.S. government agency securities Â Â 1,896 Â Â Â Â â€” Â Â Â Â â€” Â Â Â Â 1,896 Â Commercial paper Â Â 2,393 Â Â Â Â â€” Â Â Â Â â€” Â Â Â Â 2,393 Â Total cash and cash equivalents Â Â 5,721 Â Â Â Â â€” Â Â Â Â â€” Â Â Â Â 5,721 Â Short-term investments: Â U.S. government agency securities Â Â 3,362 Â Â Â Â â€” Â Â Â Â â€” Â Â Â Â 3,362 Â Commercial paper Â Â 298 Â Â Â Â â€” Â Â Â Â â€” Â Â Â Â 298 Â Total short-term investments Â Â 3,660 Â Â Â Â â€” Â Â Â Â â€” Â Â Â Â 3,660 Â Total cash, cash equivalents, and short-term investments Â $ 9,381 Â Â $ â€” Â Â $ â€” Â Â $ 9,381 Â Fair Value Measurements, Recurring and Nonrecurring [Table Text Block] Â Â As of September 30, 2024 Â Â Â Fair Value Â Â Level I Â Â Level II Â Â Level III Â Assets Â Money market funds Â $ 1,925 Â Â $ 1,925 Â Â $ â€” Â Â $ â€” Â U.S. government agency securities Â Â 8,779 Â Â Â Â â€” Â Â Â Â â€” Â Â Â Â 8,779 Â Â Â Â â€” Â Total assets measured at fair value Â $ 10,704 Â Â $ 1,925 Â Â $ 8,779 Â Â $ â€” Â Liabilities Â Warrant liability Â $ 2,084 Â Â $ â€” Â Â $ â€” Â Â $ 2,084 Â Total liabilities measured at fair value Â $ 2,084 Â Â $ â€” Â Â $ â€” Â Â $ 2,084 Â Â Â As of December 31, 2023 Â Â Â Fair Value Â Â Level I Â Â Level II Â Â Level III Â Assets Â Money market funds Â $ 90 Â Â $ 90 Â Â $ â€” Â Â $ â€” Â U.S. government agency securities Â Â 5,258 Â Â Â Â â€” Â Â 5,258 Â Â Â Â â€” Â Commercial paper Â Â 2,691 Â Â Â Â â€” Â Â 2,691 Â Â Â Â â€” Â Total assets measured at fair value Â $ 8,039 Â Â $ 90 Â Â $ 7,949 Â Â $ â€” Â Liabilities Â Warrant liability Â $ 1,778 Â Â $ â€” Â Â $ â€” Â Â $ 1,778 Â Total liabilities measured at fair value Â $ 1,778 Â Â $ â€” Â Â $ â€” Â Â $ 1,778 Â Fair Value, Liabilities Measured on Recurring Basis, Unobservable Input Reconciliation [Table Text Block] â€‹ Â Three Months Ended September 30, 2024 Â Â Nine Months Ended September 30, 2024 Â Fair valueâ€”beginning of period â€‹ Â $ 2,325 Â â€‹ Â $ 1,778 Â (Gain) loss on change in fair value of December 2022 Common Stock Warrants liability â€‹ Â Â (241) â€‹ Â Â 306 Â Fair valueâ€”end of period â€‹ Â $ 2,084 Â â€‹ Â $ 2,084 Â â€‹ Â Three Months Ended September 30, 2023 Â Â Â Nine Months Ended September 30, 2023 Â Fair valueâ€”beginning of period â€‹ Â $ 3,086 Â â€‹ Â $ 7,098 Â Gain on change in fair value of December 2022 Common Stock Warrants liability â€‹ Â Â (1,706) â€‹ Â Â (5,718) Fair valueâ€”end of period â€‹ Â $ 1,380 Â â€‹ Â $ 1,380 Â X - DefinitionTabular disclosure of financial instrument measured at fair value on recurring or nonrecurring basis. Includes, but is not limited to, instrument classified in shareholders' equity. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 100 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482078/820-10-55-100Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-3 + Details Name: us-gaap_FairValueAssetsAndLiabilitiesMeasuredOnRecurringAndNonrecurringBasisTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of the fair value measurement of liabilities using significant unobservable inputs (Level 3), a reconciliation of the beginning and ending balances, separately presenting changes attributable to the following: (1) total gains or losses for the period (realized and unrealized), segregating those gains or losses included in earnings (or changes in net assets), and gains or losses recognized in other comprehensive income (loss) and a description of where those gains or losses included in earnings (or changes in net assets) are reported in the statement of income (or activities); (2) purchases, sales, issues, and settlements (each type disclosed separately); and (3) transfers in and transfers out of Level 3 (for example, transfers due to changes in the observability of significant inputs) by class of liability. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-3Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2 + Details Name: us-gaap_FairValueLiabilitiesMeasuredOnRecurringBasisUnobservableInputReconciliationTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of the components of cash, cash equivalents, and investments. + ReferencesNo definition available. + Details Name: us-gaap_ScheduleOfCashCashEquivalentsAndShortTermInvestmentsTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_TableTextBlock Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 30 R20.htm IDEA: XBRL DOCUMENT v3.24.3 Note 3 - Discontinued Operations (Tables) 9 Months Ended Sep. 30, 2024 Notes Tables Â Disposal Groups, Including Discontinued Operations [Table Text Block] Â Â Three months ended September 30, Â Â Nine months ended September 30, Â Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Total revenues Â $ â€” Â Â $ â€” Â Â $ â€” Â Â $ 501 Â Cost of goods sold Â Â â€” Â Â Â Â â€” Â Â Â Â â€” Â Â Â Â 711 Â Selling, general and administrative expense Â Â â€” Â Â Â Â 21 Â Â Â Â â€” Â Â Â Â 719 Â (Recovery) impairment of net assets held for sale Â Â â€” Â Â Â Â (82) Â Â â€” Â Â Â Â 6,853 Â Impairment of fixed assets Â Â â€” Â Â Â Â â€” Â Â Â Â 1,065 Â Gain on termination of lease liabilities Â Â â€” Â Â Â Â â€” Â Â Â Â (1,098) Research and development expenses Â Â â€” Â Â Â Â â€” Â Â Â Â 349 Â Net income (loss) from discontinued operations Â $ â€” Â Â $ 61 Â Â $ â€” Â Â $ (8,098) â€‹ Â September 30, 2024 Â Â December 31, 2023 Â Accrued liabilities Â $ 723 Â Â $ 731 Â Total current liabilities of discontinued operations Â Â 723 Â Â Â 731 Â Net assets (liabilities) of discontinued operations Â $ (723) Â $ (731) â€‹

Â Nine months ended Â â€‹ Â September 30, Â â€‹ Â 2024 Â Â 2023 Â Cash flows from operating activities: Â Â Â Â Â Â Â Â Depreciation and amortization Â $ â€” Â Â $ 215 Â Stock-based compensation Â Â â€” Â Â Â 19 Â Impairment of net assets held for sale Â Â â€” Â Â Â 6,853 Â Impairment of fixed assets Â Â â€” Â Â Â 1,065 Â Gain on termination of lease liabilities Â Â â€” Â Â Â (1,098) Gain on extinguishment of debt Â Â â€” Â Â Â (400) Purchases of property and equipment Â Â â€” Â Â Â (100) X - DefinitionTabular disclosure of information related to a disposal group. Includes, but is not limited to, a discontinued operation, disposal classified as held-for-sale or disposed of by means other than sale or disposal of an individually significant component. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 3 -SubTopic 10 -Topic 360 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482099/360-10-50-3Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483475/205-20-45-11Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 3A -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-3AReference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4A -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-4AReference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4B -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-4BReference 6: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5A -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-5AReference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5B -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-5BReference 8: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5C -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-5CReference 9: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5D -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-5DReference 10: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-7Reference 11: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 360 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3A -Publisher FASB -URI https://asc.fasb.org/1943274/2147482099/360-10-50-3AReference 12: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -SubTopic 20 -Topic 205 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-1Reference 13: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 205 -SubTopic 20 -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-3 + Details Name: us-gaap_ScheduleOfDisposalGroupsIncludingDiscontinuedOperationsIncomeStatementBalanceSheetAndAdditionalDisclosuresTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_TableTextBlock Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 31 R21.htm IDEA: XBRL DOCUMENT v3.24.3 Note 4 - Sale of Future Payments (Tables) 9 Months Ended Sep. 30, 2024 Notes Tables Â Sale of Future Payments, Liabilities [Table Text Block] Â Â Nine months ended September 30, 2024 Â Â Period from inception to September 30, 2024 Â Liability related to sale of future payments â€” beginning balance Â $ â€” Â Â $ â€” Â Proceeds from sale of future payments, net of issuance costs Â Â 6,133 Â Â Â 6,133 Â Payments to XOMA Â Â â€” Â Â Â â€” Â Non-cash interest expense recognized Â Â 394 Â Â Â 394 Â Liability related to sale of future payments as of September 30, 2024 Â $ 6,527 Â Â $ 6,527 Â X - DefinitionThe tabular disclosure for sale of future payments liabilities, + ReferencesNo definition available. + Details Name: tlph_SaleOfFuturePaymentsLiabilitiesTableTextBlock Namespace Prefix: tlph_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_TableTextBlock Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 32 R22.htm IDEA: XBRL DOCUMENT v3.24.3 Note 8 - Warrants (Tables) 9 Months Ended Sep. 30, 2024 Notes Tables Â Schedule of Stockholders' Equity Note, Warrants or Rights [Table Text Block] Â Â Common Stock from Warrants Â Â Weighted-average Exercise Price (per share) Â Outstanding at December 31, 2023 Â Â 21,682,049 Â Â $ 1.40 Â Granted Â Â 7,792,208 Â Â $ 0.001 Â Outstanding at September 30, 2024 Â Â 29,474,257 Â Â $ 0.96 Â Exercisable at September 30, 2024 Â Â 29,474,257 Â Â $ 0.96 Â X - DefinitionTabular disclosure of warrants or rights issued. Warrants and rights outstanding are derivative securities that give the holder the right to purchase securities (usually equity) from the issuer at a specific price within a certain time frame. Warrants are often included in a new debt issue to entice investors by a higher return potential. The main difference between warrants and call options is that warrants are issued and guaranteed by the company, whereas options are exchange instruments and are not issued by the company. Also, the lifetime of a warrant is often measured in years, while the lifetime of a typical option is measured in months. Disclose the title of issue of securities called for by warrants and rights outstanding, the aggregate amount of securities called for by warrants and rights outstanding, the date from which the warrants or rights are exercisable, and the price at which the warrant or right is exercisable. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 718 -SubTopic 10 -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-1 + Details Name: us-gaap_ScheduleOfStockholdersEquityNoteWarrantsOrRightsTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_TableTextBlock Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 33 R23.htm IDEA: XBRL DOCUMENT v3.24.3 Note 9 - Stock-based Compensation (Tables) 9 Months Ended Sep. 30, 2024 Notes Tables Â Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Table Text Block] Â Â Three Months Ended September 30, Â Â Nine Months Ended September 30, Â Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Research and development Â $ 92 Â Â $ 210 Â Â $ 284 Â Â $ 383 Â Selling, general and administrative Â Â 142 Â Â Â 168 Â Â Â 475 Â Â Â 1,016 Â Discontinued operations Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â 19 Â Total Â $ 234 Â Â $ 378 Â Â $ 759 Â Â $ 1,418 Â Share-Based Payment Arrangement, Restricted Stock and Restricted Stock Unit, Activity [Table Text Block] Â Â Â Â Â Â Weighted Â Â Â Number of Â Â Average Â Â Â Restricted Â Â Grant Date Â Â Â Stock Units Â Â Fair Value Â Restricted stock units outstanding, January 1, 2024 Â Â 86,232 Â Â $ 7.57 Â Granted Â Â 176,768 Â Â Â 1.03 Â Vested Â Â (39,369) Â Â 12.08 Â Forfeited Â Â (7,385) Â Â 1.89 Â Restricted stock units outstanding, September 30, 2024 Â Â 216,246 Â Â $ 1.59 Â Share-Based Payment Arrangement, Option, Activity [Table Text Block] Â Â Number of Stock Options Outstanding Â Â Weighted- Average Exercise Price Â Â Weighted- Average Remaining Contractual Life (Years) Â Â Aggregate Intrinsic Value Â (in thousands) Â January 1, 2024 Â Â 893,321 Â Â $ 33.41 Â Â Â Â Â Â Â Â Â Â Granted Â Â 1,053,612 Â Â Â 1.03 Â Â Â Â Â Â Â Â Â Â Forfeited Â Â (40,801) Â Â 1.65 Â Â Â Â Â Â Â Â Â Â Expired Â Â (26,326) Â Â 143.81 Â Â Â Â Â Â Â Â Â Â September 30, 2024 Â Â 1,879,806 Â Â $ 14.40 Â Â Â 7.7 Â Â $ 4 Â Vested and exercisable optionsâ€” September 30, 2024 Â Â 596,454 Â Â $ 38.67 Â Â Â 4.6 Â Â $ 1 Â Vested and expected to vestâ€” September 30, 2024 Â Â 1,879,806 Â Â $ 14.40 Â Â Â 7.7 Â Â $ 4 Â Schedule of Share-Based Payment Award, Stock Options, Valuation Assumptions [Table Text Block] Â Â Nine months ended September 30, 2024 Â Expected term (in years) Â Â 6.5 Â Risk-free interest rate Â Â 4.29 % Expected volatility Â Â 98 % Expected dividend rate Â Â 0 % X - DefinitionTabular disclosure of allocation of amount expensed and capitalized for award under share-based payment arrangement to statement of income or comprehensive income and statement of financial position. Includes, but is not limited to, corresponding line item in financial statement. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 718 -SubTopic 10 -Section 50 -Paragraph 2 -Subparagraph (h)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ScheduleOfEmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure for stock option plans. Includes, but is not limited to, outstanding awards at beginning and end of year, grants, exercises, forfeitures, and weighted-average grant date fair value. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (d) -SubTopic 10 -Topic 718 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (e) -SubTopic 10 -Topic 718 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ScheduleOfShareBasedCompensationStockOptionsActivityTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of the significant assumptions used during the year to estimate the fair value of stock options, including, but not limited to: (a) expected term of share options and similar instruments, (b) expected volatility of the entity's shares, (c) expected dividends, (d) risk-free rate(s), and (e) discount for post-vesting restrictions. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 718 -SubTopic 10 -Subparagraph (f)(2) -Name Accounting Standards Codification -Paragraph 2 -Section 50 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ScheduleOfShareBasedPaymentAwardStockOptionsValuationAssumptionsTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of the number and weighted-average grant date fair value for restricted stock and restricted stock units that were outstanding at the beginning and end of the year, and the number of restricted stock and restricted stock units that were granted, vested, or forfeited during the year. + ReferencesNo definition available. + Details Name: us-gaap_ScheduleOfSharebasedCompensationRestrictedStockAndRestrictedStockUnitsActivityTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_TableTextBlock Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 34 R24.htm IDEA: XBRL DOCUMENT v3.24.3 Note 10 - Net Loss Per Share of Common Stock (Tables) 9 Months Ended Sep. 30, 2024 Notes Tables Â Schedule of Antidilutive Securities Excluded from Computation of Earnings Per Share [Table Text Block] Â Â Three Months Ended September 30, Â Â Nine Months Ended September 30, Â Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â RSUs, stock options and ESPP to purchase common stock Â Â 2,096,052 Â Â Â 959,169 Â Â Â 2,096,052 Â Â Â 959,169 Â Common stock warrants Â Â 20,265,576 Â Â Â 20,265,576 Â Â Â 20,265,576 Â Â Â 20,265,576 Â X - DefinitionTabular disclosure of securities (including those issuable pursuant to contingent stock agreements) that could potentially dilute basic earnings per share (EPS) in the future that were not included in the computation of diluted EPS because to do so would increase EPS amounts or decrease loss per share amounts for the period presented, by antidilutive securities. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 260 -SubTopic 10 -Section 50 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1 + Details Name: us-gaap_ScheduleOfAntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_TableTextBlock Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 35 R25.htm IDEA: XBRL DOCUMENT v3.24.3 Note 1 - Organization and Summary of Significant Accounting Policies (Details Textual) - USD ($) $ in Thousands 1 Months Ended 9 Months Ended Jan. 12, 2024 Jan. 31, 2024 Sep. 30, 2024 Sep. 30, 2023 Dec. 31, 2023 [1] Liabilities Related To The Sale Of Future Payments Â Â $ 6,527 Â $ 0 Issuance Costs, Sale Of Future Payments Â Â $ (521) $ 0 Â XOMA [Member] Â Â Â Â Â Proceeds From Sale of Receivables $ 8,000 Â Â Â Â Liabilities Related To The Sale Of Future Payments 6,100 Â Â Â Â Issuance Costs, Sale Of Future Payments 500 Â Â Â Â Other Income 1,200 $ 1,200 Â Â Â Other Expenses $ 200 Â Â Â Â [1] The condensed consolidated balance sheet as of DecemberÂ 31, 2023 has been derived from the audited financial statements as of that date included in the Companyâ€™s Annual Report on Form 10-K for the year ended DecemberÂ 31, 2023. X - DefinitionRepresents the issuance costs related to the sale of future payments + ReferencesNo definition available. + Details Name: tlph_IssuanceCostsSaleOfFuturePayments Namespace Prefix: tlph_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of liability related ot the sale of future payments + ReferencesNo definition available. + Details Name: tlph_LiabilitiesRelatedToTheSaleOfFuturePayments Namespace Prefix: tlph_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionRepresents the cash inflow from sale of receivables. + ReferencesNo definition available. + Details Name: tlph_ProceedsFromSaleOfReceivables Namespace Prefix: tlph_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of expense classified as other. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(6)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2 + Details Name: us-gaap_OtherExpenses Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of revenue and income classified as other. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 320 -Name Accounting Standards Codification -Section S99 -Paragraph 6 -Subparagraph (SX 210.12-14(Column E)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477271/946-320-S99-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 320 -Name Accounting Standards Codification -Section S99 -Paragraph 6 -Subparagraph (SX 210.12-14(Column E)(Footnote 4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477271/946-320-S99-6Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 320 -Name Accounting Standards Codification -Section S99 -Paragraph 6 -Subparagraph (SX 210.12-14(Column E)(Footnote 6)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477271/946-320-S99-6Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(1)(c)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1 + Details Name: us-gaap_OtherIncome Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - Details Name: srt_CounterpartyNameAxis=tlph_XOMAMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 36 R26.htm IDEA: XBRL DOCUMENT v3.24.3 Note 2 - Investments and Fair Value Measurement (Details Textual) $ / shares in Units, $ in Thousands Sep. 30, 2024 USD ($) $ / shares Dec. 31, 2023 USD ($) [1] Dec. 29, 2022 shares Warrants and Rights Outstanding $ 2,084 $ 1,778 Â Common Warrants [Member] Â Â Â Class of Warrant or Right, Number of Securities Called by Warrants or Rights (in shares) | shares Â Â 4,227,052 Warrants and Rights Outstanding $ 2,100 Â Â Common Warrants [Member] | Measurement Input, Exercise Price [Member] Â Â Â Class of Warrant or Right, Exercise Price of Warrants or Rights (in dollars per share) | $ / shares $ 2.07 Â Â Common Warrants [Member] | Measurement Input, Share Price [Member] Â Â Â Warrants and Rights Outstanding, Measurement Input 0.8566 Â Â Common Warrants [Member] | Measurement Input, Expected Term [Member] Â Â Â

Warrants and Rights Outstanding, Measurement Input 4.25 Â Â Common Warrants [Member] | Measurement Input, Price Volatility [Member] Â Â Â Warrants and Rights Outstanding, Measurement Input 0.996 Â Â Common Warrants [Member] | Measurement Input, Risk Free Interest Rate [Member] Â Â Â Warrants and Rights Outstanding, Measurement Input 3.58 Â Â Common Warrants [Member] | Measurement Input, Expected Dividend Rate [Member] Â Â Â Warrants and Rights Outstanding, Measurement Input 0 Â Â [1] The condensed consolidated balance sheet as of DecemberÂ 31, 2023 has been derived from the audited financial statements as of that date included in the Companyâ€™s Annual Report on Form 10-K for the year ended DecemberÂ 31, 2023. X - DefinitionExercise price per share or per unit of warrants or rights outstanding. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-3 + Details Name: us-gaap_ClassOfWarrantOrRightExercisePriceOfWarrantsOrRights1 Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - DefinitionNumber of securities into which the class of warrant or right may be converted. For example, but not limited to, 500,000 warrants may be converted into 1,000,000 shares. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-3 + Details Name: us-gaap_ClassOfWarrantOrRightNumberOfSecuritiesCalledByWarrantsOrRights Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionValue of outstanding derivative securities that permit the holder the right to purchase securities (usually equity) from the issuer at a specified price. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2 + Details Name: us-gaap_WarrantsAndRightsOutstanding Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionValue of input used to measure outstanding warrant and right embodying unconditional obligation requiring redemption by transferring asset at specified or determinable date or upon event certain to occur. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2 + Details Name: us-gaap_WarrantsAndRightsOutstandingMeasurementInput Namespace Prefix: us-gaap_ Data Type: xbrli:decimalItemType Balance Type: na Period Type: instant X - Details Name: us-gaap_ClassOfWarrantOrRightAxis=tlph_CommonWarrantsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_MeasurementInputTypeAxis=us-gaap_MeasurementInputExercisePriceMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_MeasurementInputTypeAxis=us-gaap_MeasurementInputSharePriceMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_MeasurementInputTypeAxis=us-gaap_MeasurementInputExpectedTermMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_MeasurementInputTypeAxis=us-gaap_MeasurementInputPriceVolatilityMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_MeasurementInputTypeAxis=us-gaap_MeasurementInputRiskFreeInterestRateMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_MeasurementInputTypeAxis=us-gaap_MeasurementInputExpectedDividendRateMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 37 R27.htm IDEA: XBRL DOCUMENT v3.24.3 Note 2 - Investments and Fair Value Measurement - Summary of Cash, Cash Equivalents and Investments (Details) - USD ($) $ in Thousands Sep. 30, 2024 Dec. 31, 2023 Sep. 30, 2023 Dec. 31, 2022 Cash and cash equivalent, fair value Â $ 5,721 Â Â Total cash and cash equivalents $ 11,117 5,721 $ 13,389 $ 20,275 Total cash, cash equivalents, restricted cash and short-term investments Â 9,381 Â Â Total cash, cash equivalents and short-term investments, fair value Â 9,381 Â Â Marketable Securities [Member] Â Â Â Â Amortized cost Â 3,660 Â Â Gross Unrealized Gains Â 0 Â Â Gross Unrealized Losses Â 0 Â Â Commercial Paper [Member] | Marketable Securities [Member] Â Â Â Â Amortized cost Â 298 Â Â Fair value Â 298 Â Â Gross Unrealized Gains Â 0 Â Â Gross Unrealized Losses Â 0 Â Â U.S. Government Agency Securities [Member] | Marketable Securities [Member] Â Â Â Â Amortized cost Â 3,362 Â Â Fair value Â 3,362 Â Â Cash and Cash Equivalents [Member] Â Â Â Â Total cash and cash equivalents 11,117 Â Â Â Cash and Cash Equivalents [Member] | Cash [Member] Â Â Â Â Cash, amortized cost 413 1,342 Â Â Cash and cash equivalent, fair value 413 1,342 Â Â Cash and Cash Equivalents [Member] | Money Market Funds [Member] Â Â Â Â Cash and cash equivalent, fair value 1,925 90 Â Â Money market funds, amortized cost 1,925 90 Â Â Cash and Cash Equivalents [Member] | US Government Agencies Debt Securities [Member] Â Â Â Â Cash and cash equivalent, fair value 8,779 1,896 Â Â U.S government agency securities, amortized cost $ 8,779 1,896 Â Â Cash and Cash Equivalents [Member] | Commercial Paper [Member] Â Â Â Â Cash and cash equivalent, fair value Â 2,393 Â Â Commercial paper Â $ 2,393 Â Â X - DefinitionRepresents fair value of cash, cash equivalents and short-term investments. + ReferencesNo definition available. + Details Name: tlph_CashCashEquivalentsAndShorttermInvestmentsFairValue Namespace Prefix: tlph_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount, before tax, of unrealized gain in accumulated other comprehensive income (AOCI) on investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale). + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-2 + Details Name: us-gaap_AvailableForSaleDebtSecuritiesAccumulatedGrossUnrealizedGainBeforeTax Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount, before tax, of unrealized loss in accumulated other comprehensive income (AOCI) on investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale). + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-2 + Details Name: us-gaap_AvailableForSaleDebtSecuritiesAccumulatedGrossUnrealizedLossBeforeTax Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmortized cost of investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale). + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479130/326-30-45-1 + Details Name: us-gaap_AvailableForSaleDebtSecuritiesAmortizedCostBasis Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale). + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 103 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482078/820-10-55-103Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 100 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482078/820-10-55-100Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 5: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (aa) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-2Reference 8: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481830/320-10-45-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(6)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479130/326-30-45-1 + Details Name: us-gaap_AvailableForSaleSecuritiesDebtSecurities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of currency on hand as well as demand deposits with banks or financial institutions. Includes other kinds of accounts that have the general characteristics of demand deposits. Excludes cash and cash equivalents within disposal group and discontinued operation. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-12Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section 45 -Paragraph 21 -Publisher FASB -URI https://asc.fasb.org/1943274/2147477796/946-210-45-21Reference 6: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 45 -Paragraph 20 -SubTopic 210 -Topic 946 -Publisher FASB -URI https://asc.fasb.org/1943274/2147477796/946-210-45-20 + Details Name: us-gaap_Cash Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionFair value portion of currency on hand as well as demand deposits with banks or financial institutions. Includes other kinds of accounts that have the general characteristics of demand deposits. Also includes short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2 + Details Name: us-gaap_CashAndCashEquivalentsFairValueDisclosure Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionCash includes currency on hand as well as demand deposits with banks or financial institutions. It also includes other kinds of accounts that have the general characteristics of demand deposits in that the customer may deposit additional funds at any time and effectively may withdraw funds at any time without prior notice or penalty. Cash equivalents, excluding items classified as marketable securities, include short-term, highly liquid Investments that are both readily convertible to known amounts of cash, and so near their maturity that they present minimal risk of changes in value because of changes in interest rates. Generally, only investments with original maturities of three months or less qualify under that definition. Original maturity means original maturity to the entity holding the investment. For example, both a three-month US Treasury bill and a three-year Treasury note purchased three months from maturity qualify as cash equivalents. However, a Treasury note purchased three years ago does not become a cash equivalent when its remaining maturity is three months. Short-term investments, exclusive of cash equivalents, generally consist of marketable securities intended to be sold within one year (or the normal operating cycle if longer) and may include trading securities, available-for-sale securities, or held-to-maturity securities (if maturing within one year), as applicable. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_CashCashEquivalentsAndShortTermInvestments Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of cash and cash equivalents, and cash and cash equivalents restricted to withdrawal or usage; including, but not limited to, disposal group and discontinued operations. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-8Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-24Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-4 + Details Name: us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsIncludingDisposalGroupAndDiscontinuedOperations Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionUnsecured short-term debt instrument issued by corporations which are highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. Generally, only investments with original maturities of three months or less qualify under that definition. Original maturity means original maturity to the entity holding the investment. For

example, both a three-month US Treasury bill and a three-year Treasury note purchased three months from maturity qualify as cash equivalents. However, a Treasury note purchased three-years ago does not become a cash equivalent when its remaining maturity is three months. + ReferencesNo definition available. + Details Name: us-gaap_CommercialPaperAtCarryingValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionInvestment in short-term money-market instruments (such as commercial paper, banker's acceptances, repurchase agreements, government securities, certificates of deposit, and so forth) which are highly liquid (that is, readily convertible to known amounts of cash) and so near their maturity that they present an insignificant risk of changes in value because of changes in interest rates. Generally, only investments with original maturities of three months or less qualify as cash equivalents by definition. Original maturity means an original maturity to the entity holding the investment. For example, both a three-month US Treasury bill and a three-year Treasury note purchased three months from maturity qualify as cash equivalents. However, a Treasury note purchased three-years ago does not become a cash equivalent when its remaining maturity is three months. + ReferencesNo definition available. + Details Name: us-gaap_MoneyMarketFundsAtCarryingValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionDebt securities issued by a United States government agency such as Government National Mortgage Association (Ginnie Mae), Federal Home Loan Mortgage Corporation (Freddie Mac), and Federal National Mortgage Association (Fannie Mae), which are short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. Generally, only investments with original maturities of three months or less qualify under that definition. Original maturity means original maturity to the entity holding the investment. For example, both a three-month US Treasury bill and a three-year Treasury note purchased three months from maturity qualify as cash equivalents. However, a Treasury note purchased three-years ago does not become a cash equivalent when its remaining maturity is three months. + ReferencesNo definition available. + Details Name: us-gaap_USGovernmentAgenciesSecuritiesAtCarryingValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - Details Name: us-gaap_FinancialInstrumentAxis=tlph_MarketableSecuritiesMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_FairValueByAssetClassAxis=us-gaap_CommercialPaperMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_FairValueByAssetClassAxis=tlph_USGovernmentAgencySecuritiesMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_CashAndCashEquivalentsAxis=us-gaap_CashAndCashEquivalentsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_FairValueByAssetClassAxis=us-gaap_CashMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_FairValueByAssetClassAxis=us-gaap_MoneyMarketFundsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_FairValueByAssetClassAxis=us-gaap_USGovernmentAgenciesDebtSecuritiesMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 38 R28.htm IDEA: XBRL DOCUMENT v3.24.3 Note 2 - Investments and Fair Value Measurement - Fair Value of Financial Assets and Liabilities by Level Within Fair Value Hierarchy (Details) - USD ($) $ in Thousands Sep. 30, 2024 Dec. 31, 2023 Assets, fair value $ 10,704 $ 8,039 Liabilities, fair value 2,084 1,778 Fair Value, Inputs, Level 1 [Member] Â Â Assets, fair value 1,925 90 Liabilities, fair value 0 0 Fair Value, Inputs, Level 2 [Member] Â Â Assets, fair value 8,779 7,949 Liabilities, fair value 0 0 Fair Value, Inputs, Level 3 [Member] Â Â Assets, fair value 0 0 Liabilities, fair value 2,084 1,778 Money Market Funds [Member] Â Â Assets, fair value 1,925 90 Money Market Funds [Member] | Fair Value, Inputs, Level 1 [Member] Â Â Assets, fair value 1,925 90 Money Market Funds [Member] | Fair Value, Inputs, Level 2 [Member] Â Â Assets, fair value 0 0 Money Market Funds [Member] | Fair Value, Inputs, Level 3 [Member] Â Â Assets, fair value 0 0 US Government Agencies Debt Securities [Member] Â Â Assets, fair value 8,779 5,258 US Government Agencies Debt Securities [Member] | Fair Value, Inputs, Level 1 [Member] Â Â Assets, fair value 0 0 US Government Agencies Debt Securities [Member] | Fair Value, Inputs, Level 2 [Member] Â Â Assets, fair value 8,779 5,258 US Government Agencies Debt Securities [Member] | Fair Value, Inputs, Level 3 [Member] Â Â Assets, fair value 0 0 Commercial Paper [Member] Â Â Assets, fair value Â 2,691 Commercial Paper [Member] | Fair Value, Inputs, Level 1 [Member] Â Â Assets, fair value Â 0 Commercial Paper [Member] | Fair Value, Inputs, Level 2 [Member] Â Â Assets, fair value Â 2,691 Commercial Paper [Member] | Fair Value, Inputs, Level 3 [Member] Â Â Assets, fair value Â 0 Warrant Liability [Member] Â Â Liabilities, fair value 2,084 1,778 Warrant Liability [Member] | Fair Value, Inputs, Level 1 [Member] Â Â Liabilities, fair value 0 0 Warrant Liability [Member] | Fair Value, Inputs, Level 2 [Member] Â Â Liabilities, fair value 0 0 Warrant Liability [Member] | Fair Value, Inputs, Level 3 [Member] Â Â Liabilities, fair value $ 2,084 $ 1,778 X - DefinitionFair value portion of asset recognized for present right to economic benefit. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 100 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482078/820-10-55-100Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2 + Details Name: us-gaap_AssetsFairValueDisclosure Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionFair value of financial and nonfinancial obligations. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2 + Details Name: us-gaap_LiabilitiesFairValueDisclosure Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - Details Name: us-gaap_FairValueByFairValueHierarchyLevelAxis=us-gaap_FairValueInputsLevel1Member Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_FairValueByFairValueHierarchyLevelAxis=us-gaap_FairValueInputsLevel2Member Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_FairValueByFairValueHierarchyLevelAxis=us-gaap_FairValueInputsLevel3Member Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_FairValueByAssetClassAxis=us-gaap_MoneyMarketFundsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_FairValueByAssetClassAxis=us-gaap_USGovernmentAgenciesDebtSecuritiesMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_FairValueByAssetClassAxis=us-gaap_CommercialPaperMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_FairValueByAssetClassAxis=tlph_WarrantLiabilityMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 39 R29.htm IDEA: XBRL DOCUMENT v3.24.3 Note 2 - Investments and Fair Value Measurement - Summary of Changes in Fair Value of Level III Financial Liabilities (Details) - Fair Value, Inputs, Level 3 [Member] - USD ($) $ in Thousands 3 Months Ended 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Fair valueâ€"beginning of period $ 2,325 $ 3,086 $ 1,778 $ 7,098 (Gain) loss on change in fair value of December 2022 Common Stock Warrants liability (241) (1,706) 306 (5,718) Fair valueâ€"end of period $ 2,084 $ 1,380 $ 2,084 $ 1,380 X - DefinitionAmount of gain (loss) recognized in income from liability measured at fair value on recurring basis using unobservable input (level 3). + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-3Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2 + Details Name: us-gaap_FairValueMeasurementWithUnobservableInputsReconciliationRecurringBasisLiabilityGainLossIncludedInEarnings Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionFair value of financial instrument classified as a liability measured using unobservable inputs that reflect the entity's own assumption about the assumptions market participants would use in pricing. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-3Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2 + Details Name: us-gaap_FairValueMeasurementWithUnobservableInputsReconciliationsRecurringBasisLiabilityValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - Details Name: us-gaap_FairValueByFairValueHierarchyLevelAxis=us-gaap_FairValueInputsLevel3Member Namespace Prefix: Data Type: na Balance Type: Period Type: XML 40 R30.htm IDEA: XBRL DOCUMENT v3.24.3 Note 3 - Discontinued Operations (Details Textual) - Discontinued Operations [Member] - DSUVIA [Member] $ in Millions Mar. 12, 2023 USD ($) Disposal Group, Including Discontinued Operation, Consideration $ 1.1 Disposal Group, Including Discontinued Operation, Percentage of Royalty on Commercial Sales 15.00% Disposal Group, Including Discontinued Operation, Maximum Amount in Sales-based Milestone $ 116.5 Department of Defense [Member] Â Disposal Group, Including Discontinued Operation, Percentage of Royalty on Commercial Sales 75.00% X - DefinitionMaximum amount in sales-based milestone for the disposal of assets and liabilities, including discontinued operation. + ReferencesNo definition available. + Details Name: tlph_DisposalGroupIncludingDiscontinuedOperationMaximumAmountInSalesbasedMilestone Namespace Prefix: tlph_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of royalty on commercial sales as a percentage for the disposal of assets and liabilities, including discontinued operation. + ReferencesNo definition available. + Details Name: tlph_DisposalGroupIncludingDiscontinuedOperationPercentageOfRoyaltyOnCommercialSales Namespace Prefix: tlph_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: instant X - DefinitionAmount of consideration received or receivable for the disposal of assets and liabilities, including discontinued operation. + ReferencesNo definition available. + Details Name: us-gaap_DisposalGroupIncludingDiscontinuedOperationConsideration Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - Details Name: us-gaap_DisposalGroupClassificationAxis=us-gaap_SegmentDiscontinuedOperationsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_IncomeStatementBalanceSheetAndAdditionalDisclosuresByDisposalGroupsIncludingDiscontinuedOperationsAxis=tlph_DSUVIAMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_MajorCustomersAxis=tlph_DepartmentOfDefenseMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 41 R31.htm IDEA: XBRL DOCUMENT v3.24.3 Note 3 - Discontinued Operations - Summary of Discontinued Operation (Details) - USD ($) $ in Thousands 3 Months Ended 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Dec. 31, 2023 Impairment of net assets held for sale Â Â $ 0 $ 6,853 Â Impairment of fixed assets Â Â 0 1,065 Â Gain on termination of lease liabilities Â Â 0 (1,098) Â Gain on extinguishment of debt Â Â 0 (400) Â Purchases of property and equipment Â Â 0 (100) Â Gain on termination of lease liabilities Â Â 0 (1,098) Â Discontinued Operations [Member] | DSUVIA [Member] Â Â Â Â Â Total revenues $ 0 $ 0 0 501 Â Accrued liabilities 723 Â 723 Â $ 731 Depreciation and amortization Â Â 0 215 Â Total current liabilities of discontinued operations 723 Â 723 Â 731 Stock-based compensation Â Â 0 19 Â Cost of goods sold 0 0 0 711 Â Net assets (liabilities) of discontinued operations (723) Â (723) Â $ (731) Impairment of net assets held for sale Â Â 0 6,853 Â Impairment of fixed assets 0 0 0 1,065 Â Selling, general and administrative expense 0 21 (0) (719) Â Gain on termination of lease liabilities 0 0 0 (1,098) Â Gain on extinguishment of debt Â Â 0 (400) Â (Recovery) impairment of net assets held for sale 0 (82) 0 6,853 Â Purchases of property and equipment Â Â 0 (100) Â Gain on termination of lease liabilities 0 0 0 (1,098) Â Research and development expenses 0 0 0 349 Â Net income (loss) from discontinued operations $ 0 $ 61 $ 0 $ (8,098) Â X - DefinitionAmount classified as net assets attributable to disposal group held for sale or disposed of. + ReferencesNo definition available. + Details Name: tlph_DisposalGroupIncludingDiscontinuedOperationNetAssets Namespace Prefix: tlph_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of research and development expense attributable to disposal group, including, but not limited to, discontinued operation. + ReferencesNo definition available. + Details Name: tlph_DisposalGroupIncludingDiscontinuedOperationResearchAndDevelopmentExpense Namespace Prefix: tlph_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of selling, general and administrative expense attributable to disposal group, including, but not limited to, discontinued operation. + ReferencesNo definition available. + Details Name: tlph_DisposalGroupIncludingDiscontinuedOperationSellingGeneralAndAdministrativeExpense Namespace Prefix: tlph_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe amount of impairment charge (gain) on reclassified assets. + ReferencesNo definition available. + Details Name: tlph_ImpairmentChargeGainOnReclassifiedAssets Namespace Prefix: tlph_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of share-based compensation attributable to discontinued operations. + ReferencesNo definition available. + Details Name: tlph_SharebasedCompensationDiscontinuedOperations Namespace Prefix: tlph_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount classified as assets attributable to disposal group held for sale or disposed of, expected to be disposed of within one year or the normal operating cycle, if longer. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 10 -SubTopic 20 -Topic 205 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483475/205-20-45-10Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-7Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5C -Subparagraph (a)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-5CReference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 360 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482130/360-10-45-9Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5B -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-5BReference 6: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 360 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482099/360-10-50-3Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483475/205-20-45-11 + Details Name: us-gaap_AssetsOfDisposalGroupIncludingDiscontinuedOperationCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of deprecation and amortization expense attributable to property, plant and equipment and intangible assets of discontinued operations. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5B -Subparagraph (c)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-5B + Details Name: us-gaap_DepreciationAndAmortizationDiscontinuedOperations Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount before tax of income (loss) from a discontinued operation. Includes, but is not limited to, the income (loss) from operations during the phase-out period, gain (loss) on disposal, gain (loss) for reversal of write-down (write-down) to fair value, less cost to sell, and adjustments to a

prior period gain (loss) on disposal. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(12)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 3A -Publisher FASB -URI https://asc.fasb.org/1943274/2147483475/205-20-45-3AReference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-5BReference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 3B -Publisher FASB -URI https://asc.fasb.org/1943274/2147483475/205-20-45-3BReference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483475/205-20-45-4Reference 6: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-1Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483475/205-20-45-3Reference 8: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubNote 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(14)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2 + Details Name: us-gaap_DiscontinuedOperationIncomeLossFromDiscontinuedOperationBeforeIncomeTax Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount classified as accrued liabilities attributable to disposal group held for sale or disposed of, expected to be disposed of within one year or the normal operating cycle, if longer. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 10 -SubTopic 20 -Topic 205 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483475/205-20-45-10Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 360 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482130/360-10-45-9Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5B -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-5BReference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 360 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482099/360-10-50-3Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483475/205-20-45-11 + Details Name: us-gaap_DisposalGroupIncludingDiscontinuedOperationAccruedLiabilitiesCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of costs of goods sold attributable to disposal group, including, but not limited to, discontinued operation. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-7Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5B -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-5B + Details Name: us-gaap_DisposalGroupIncludingDiscontinuedOperationCostsOfGoodsSold Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of revenue attributable to disposal group, including, but not limited to, discontinued operation. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-7Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5B -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-5B + Details Name: us-gaap_DisposalGroupIncludingDiscontinuedOperationRevenue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of gain (loss) on termination of lease before expiration of lease term. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 40 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479092/842-20-40-1 + Details Name: us-gaap_GainLossOnTerminationOfLease Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionDifference between the fair value of payments made and the carrying amount of debt which is extinguished prior to maturity. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 470 -SubTopic 50 -Section 40 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481303/470-50-40-2Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 470 -SubTopic 50 -Section 40 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481303/470-50-40-4 + Details Name: us-gaap_GainsLossesOnExtinguishmentOfDebt Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionFor the asset that is reclassified back to held and used from held-for-sale, the amount of impairment charge that is recognized on the reclassification date. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 360 -SubTopic 10 -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482130/360-10-45-7Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 360 -SubTopic 10 -Section 35 -Paragraph 44 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482190/360-10-35-44 + Details Name: us-gaap_ImpairmentChargeOnReclassifiedAssets Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe aggregate amount of write-downs for impairments recognized during the period for long-lived assets held for abandonment, exchange or sale. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 100 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482078/820-10-55-100Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 360 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 15 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482130/360-10-45-15 + Details Name: us-gaap_ImpairmentOfLongLivedAssetsToBeDisposedOf Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe cash outflow associated with the acquisition of long-lived, physical assets that are used in the normal conduct of business to produce goods and services and not intended for resale; includes cash outflows to pay for construction of self-constructed assets. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 13 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-13 + Details Name: us-gaap_PaymentsToAcquirePropertyPlantAndEquipment Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - Details Name: us-gaap_DisposalGroupClassificationAxis=us-gaap_SegmentDiscontinuedOperationsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_IncomeStatementBalanceSheetAndAdditionalDisclosuresByDisposalGroupsIncludingDiscontinuedOperationsAxis=tlph_DSUVIAMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 42 R32.htm IDEA: XBRL DOCUMENT v3.24.3 Note 4 - Sale of Future Payments (Details Textual) - USD ($) 1 Months Ended 9 Months Ended Jan. 13, 2024 Jan. 12, 2024 Jan. 31, 2024 Sep. 30, 2024 Noncash Interest Expense Recognized Â Â Â $ 394,000 XOMA [Member] Â Â Â Â Proceeds From Sale of Receivables Â $ 8,000,000 Â Â License Agreement, Percentage of Royalty Payments Based on Net Sales and Milestone Payments Â 100.00% Â Â License Agreement, Milestone Payments to be Paid, Maximum Â $ 116,500,000 Â Â License Agreement, Threshold Payments Relating to Product Â 20 Â Â Transaction Costs From Sale of Receivables Â Â Â 500,000 Other Income Â $ 1,200,000 $ 1,200,000 Â Proceeds from Debt, Net of Issuance Costs Â Â Â $ 6,600,000 Debt Instrument, Interest Rate, Effective Percentage Â Â Â 9.00% Noncash Interest Expense Recognized Â Â Â $ 400,000 XOMA [Member] | Agreement After Stepdown Date [Member] Â Â Â Â Proceeds From Sale of Receivables $ 1,400,000 Â Â Â License Agreement, Percentage of Royalty Payments Based on Net Sales and Milestone Payments Â 50.00% Â Â License Agreement, Percentage of Royalty Payments Excluding Department of Defense Sales and Milestone Payments Â 100.00% Â Â Transaction Costs From Sale of Receivables $ 200,000 Â Â Â X - DefinitionRepresents the maximum amount of milestone payments to be paid under license agreement. + ReferencesNo definition available. + Details Name: tlph_LicenseAgreementMilestonePaymentsToBePaidMaximum Namespace Prefix: tlph_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionRepresents the percentage of of royalty payments based on net sales and milestone payments. + ReferencesNo definition available. + Details Name: tlph_LicenseAgreementPercentageOfRoyaltyPaymentsBasedOnNetSalesAndMilestonePayments Namespace Prefix: tlph_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: duration X - DefinitionRepresents the percentage of royalty payments excluding Department of Defense sales and milestone payments. + ReferencesNo definition available. + Details Name: tlph_LicenseAgreementPercentageOfRoyaltyPaymentsExcludingDepartmentOfDefenseSalesAndMilestonePayments Namespace Prefix: tlph_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: duration X - DefinitionRepresents the threshold payments relating to product for license agreements. + ReferencesNo definition available. + Details Name: tlph_LicenseAgreementThresholdPaymentsRelatingToProduct Namespace Prefix: tlph_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionThe amount of non-cash interest expense recognized. + ReferencesNo definition available. + Details Name: tlph_NoncashInterestExpenseRecognized Namespace Prefix: tlph_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionRepresents the cash inflow from sale of receivables. + ReferencesNo definition available. + Details Name: tlph_ProceedsFromSaleOfReceivables Namespace Prefix: tlph_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionRepresents the transaction costs from sales of receivables. + ReferencesNo definition available. + Details Name: tlph_TransactionCostsFromSaleOfReceivables Namespace Prefix: tlph_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionEffective interest rate for the funds borrowed under the debt agreement considering interest compounding and original issue discount or premium. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482949/835-30-55-8Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubNote 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)(a)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482900/835-30-50-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-6 + Details Name: us-gaap_DebtInstrumentInterestRateEffectivePercentage Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: instant X - DefinitionAmount of revenue and income classified as other. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 320 -Name Accounting Standards Codification -Section S99 -Paragraph 6 -Subparagraph (SX 210.12-14(Column E)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477271/946-320-S99-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 320 -Name Accounting Standards Codification -Section S99 -Paragraph 6 -Subparagraph (SX 210.12-14(Column E)(Footnote 4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477271/946-320-S99-6Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 320 -Name Accounting Standards Codification -Section S99 -Paragraph 6 -Subparagraph (SX 210.12-14(Column E)(Footnote 6)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477271/946-320-S99-6Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(1)(c)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1 + Details Name: us-gaap_OtherIncome Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe cash inflow from additional borrowings, net of cash paid to third parties in connection with debt origination. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 14 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-14 + Details Name: us-gaap_ProceedsFromDebtNetOfIssuanceCosts Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - Details Name: srt_CounterpartyNameAxis=tlph_XOMAMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_TypeOfArrangementAxis=tlph_AgreementAfterStepdownDateMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 43 R33.htm IDEA: XBRL DOCUMENT v3.24.3 Note 4 - Sale of Future Payments - Schedule of Future Payment Liabilities (Details) $ in Thousands 9 Months Ended Sep. 30, 2024 USD ($) Balance $ 0 [1] Proceeds from sale of future payments, net of issuance costs 6,133 Non-cash interest expense recognized 394 Balance 6,527 XOMA [Member] Â Payments to XOMA 0 Non-cash interest expense recognized $ 400 [1] The condensed consolidated balance sheet as of DecemberÂ 31, 2023 has been derived from the audited financial statements as of that date included in the Companyâ€™s Annual Report on Form 10-K for the year ended DecemberÂ 31, 2023. X - DefinitionAmount of liability related ot the sale of future payments + ReferencesNo definition available. + Details Name: tlph_LiabilitiesRelatedToTheSaleOfFuturePayments Namespace Prefix: tlph_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionThe amount of non-cash interest expense recognized. + ReferencesNo definition available. + Details Name: tlph_NoncashInterestExpenseRecognized Namespace Prefix: tlph_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionRepresents the payments for the sale of future payments. + ReferencesNo definition available. + Details Name: tlph_PaymentsForSaleOfFuturePayments Namespace Prefix: tlph_ Data Type: xbrli:monetaryItemType Balance Type: na Period Type: duration X - DefinitionRepresents the proceeds from sales of future payments, net of issuance costs. + ReferencesNo definition available. + Details Name: tlph_ProceedsFromSaleOfFuturePaymentsNet Namespace Prefix: tlph_ Data Type: xbrli:monetaryItemType Balance Type: na Period Type: duration X - Details Name: srt_CounterpartyNameAxis=tlph_XOMAMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 44 R34.htm IDEA: XBRL DOCUMENT v3.24.3 Note 5 - Long-term Debt (Details Textual) - USD ($) $ in Thousands 9 Months Ended Apr. 03, 2023 Sep. 30, 2024 Sep. 30, 2023 May 30, 2019 Amortization of Debt Discount (Premium) Â $ 0 $ 53 Â Loan Agreement with Oxford Finance LLC [Member] Â Â Â Â Debt Instrument, Face Amount Â Â Â $ 25,000 Repayments of Debt $ 3,400 Â Â Â Amortization of Debt Discount (Premium) Â Â $ 100 Â X - DefinitionAmount of noncash expense included in interest expense to amortize debt discount and premium associated with the related debt

instruments. Excludes amortization of financing costs. Alternate captions include noncash interest expense. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(8)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-3 + Details Name: us-gaap_AmortizationOfDebtDiscountPremium Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionFace (par) amount of debt instrument at time of issuance. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482949/835-30-55-8Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69B -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69BReference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69C -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69CReference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482900/835-30-50-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-2 + Details Name: us-gaap_DebtInstrumentFaceAmount Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of cash outflow for short-term and long-term debt. Excludes payment of lease obligation. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 15 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-15 + Details Name: us-gaap_RepaymentsOfDebt Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - Details Name: us-gaap_DebtInstrumentAxis=tlph_LoanAgreementWithOxfordFinanceLLCMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 45 R35.htm IDEA: XBRL DOCUMENT v3.24.3 Note 6 - Commitments and Contingencies (Details Textual) Jun. 08, 2021 Purported Shareholder v. Company - Violation of Sections 10(b) and 20(a) of the Exchange Act and SEC Rule 10b-5 [Member] Â Loss Contingency, Number of Defendants 2 X - DefinitionNumber of defendants named in a legal action. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 450 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483076/450-20-50-4Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 450 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483076/450-20-50-9 + Details Name: us-gaap_LossContingencyNumberOfDefendants Namespace Prefix: us-gaap_ Data Type: xbrli:integerItemType Balance Type: na Period Type: duration X - Details Name: srt_LitigationCaseAxis=tlph_PurportedShareholderVCompanyViolationOfSections10bAnd20aOfTheExchangeActAndSecRule10b5Member Namespace Prefix: Data Type: na Balance Type: Period Type: XML 46 R36.htm IDEA: XBRL DOCUMENT v3.24.3 Note 7 - Stockholders' Equity (Details Textual) - USD ($) $ / shares in Units, $ in Millions 1 Months Ended 9 Months Ended Jun. 24, 2024 Jan. 22, 2024 Jan. 17, 2024 May 31, 2024 Sep. 30, 2024 Dec. 31, 2023 Common Stock, Par or Stated Value Per Share (in dollars per share) Â Â Â Â $ 0.001 $ 0.001 Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Number (in shares) Â Â Â Â 1,879,806 893,321 Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Grants in Period, Gross (in shares) Â Â Â Â 1,053,612 Â Restricted Stock Units (RSUs) [Member] Â Â Â Â Â Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Grants in Period (in shares) Â Â Â Â 176,768 Â The 2020 Equity Incentive Plan [Member] Â Â Â Â Â Â Share-Based Compensation Arrangement by Share-Based Payment Award, Number of Additional Shares Authorized (in shares) 1,171,395 Â Â Â Â Â Share-Based Compensation Arrangement by Share-Based Payment Award, Number of Shares Available for Grant Â Â Â Â 1,863,846 Â The 2020 Equity Incentive Plan [Member] | Maximum [Member] Â Â Â Â Â Â Share-Based Compensation Arrangement by Share-Based Payment Award, Number of Shares Authorized (in shares) 3,161,395 Â Â Â Â Â Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Number (in shares) 744,608 Â Â Â Â Â Inducement Grant [Member] Â Â Â Â Â Â Share-Based Compensation Arrangement by Share-Based Payment Award, Number of Shares Authorized (in shares) Â Â Â 217,000 Â Â Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Grants in Period, Gross (in shares) Â Â Â 185,000 Â Â Inducement Grant [Member] | Restricted Stock Units (RSUs) [Member] Â Â Â Â Â Â Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Grants in Period (in shares) Â Â Â 32,000 Â Â Employee Stock Purchase Plan (ESPP) [Member] Â Â Â Â Â Â Share-Based Compensation Arrangement by Share-Based Payment Award, Number of Additional Shares Authorized (in shares) 100,000 Â Â Â Â Â Share-Based Compensation Arrangement by Share-Based Payment Award, Number of Shares Available for Grant 345,000 Â Â Â Â Â The January 2024 Private Placement [Member] Â Â Â Â Â Â Proceeds from Issuance of Common Stock Â Â $ 6 Â Â Â The January 2024 Private Placement [Member] | Prefunded 2024 Warrants [Member] Â Â Â Â Â Â Class of Warrant or Right, Number of Securities Called by Warrants or Rights (in shares) Â Â 7,792,208 Â Â Â The January 2024 Private Placement [Member] | Pivotal Trail Milestone [Member] Â Â Â Â Â Â Proceeds from Issuance of Common Stock Â Â $ 10 Â Â Â The January 2024 Private Placement [Member] | Pivotal Trail Milestone [Member] | Prefunded 2024 Warrants [Member] Â Â Â Â Â Â Class of Warrant or Right, Number of Securities Called by Warrants or Rights (in shares) Â Â 12,987,013 Â Â Â The January 2024 Private Placement [Member] | Pivotal Share Price Milestone [Member] Â Â Â Â Â Â Proceeds from Issuance of Common Stock Â Â $ 2 Â Â Â Sale of Equity, Share Price Milestone (in dollars per share) Â Â $ 0.92 Â Â Â The January 2024 Private Placement [Member] | Pivotal Share Price Milestone [Member] | Prefunded 2024 Warrants [Member] Â Â Â Â Â Â Class of Warrant or Right, Number of Securities Called by Warrants or Rights (in shares) Â Â 2,597,402 Â Â Â The January 2024 Private Placement [Member] | Share-Based Payment Arrangement, Tranche One [Member] Â Â Â Â Â Â Proceeds from Issuance of Common Stock Â $ 6 Â Â Â Â Common Stock, Par or Stated Value Per Share (in dollars per share) Â $ 0.001 Â Â Â Â The January 2024 Private Placement [Member] | Share-Based Payment Arrangement, Tranche One [Member] | Prefunded 2024 Warrants [Member] Â Â Â Â Â Â Stock Issued During Period, Shares, New Issues Â 7,792,208 Â Â Â Â X - DefinitionRepresents the share price milestone for a sale of equity. + ReferencesNo definition available. + Details Name: tlph_SaleOfEquitySharePriceMilestone Namespace Prefix: tlph_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - DefinitionNumber of securities into which the class of warrant or right may be converted. For example, but not limited to, 500,000 warrants may be converted into 1,000,000 shares. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-3 + Details Name: us-gaap_ClassOfWarrantOrRightNumberOfSecuritiesCalledByWarrantsOrRights Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionFace amount or stated value per share of common stock. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_CommonStockParOrStatedValuePerShare Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - DefinitionThe cash inflow from the additional capital contribution to the entity. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 14 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-14 + Details Name: us-gaap_ProceedsFromIssuanceOfCommonStock Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe number of grants made during the period on other than stock (or unit) option plans (for example, phantom stock or unit plan, stock or unit appreciation rights plan, performance target plan). + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(01) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsGrantsInPeriod Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionNumber of additional shares authorized for issuance under share-based payment arrangement. + ReferencesNo definition available. + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardNumberOfAdditionalSharesAuthorized Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionNumber of shares authorized for issuance under share-based payment arrangement. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardNumberOfSharesAuthorized Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionThe difference between the maximum number of shares (or other type of equity) authorized for issuance under the plan (including the effects of amendments and adjustments), and the sum of: 1) the number of shares (or other type of equity) already issued upon exercise of options or other equity-based awards under the plan; and 2) shares (or other type of equity) reserved for issuance on granting of outstanding awards, net of cancellations and forfeitures, if applicable. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 718 -SubTopic 10 -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardNumberOfSharesAvailableForGrant Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionGross number of share options (or share units) granted during the period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(01) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsGrantsInPeriodGross Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionNumber of options outstanding, including both vested and non-vested options. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingNumber Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionNumber of new stock issued during the period. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 505 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478448/946-505-50-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-03(i)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479886/946-10-S99-3Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_StockIssuedDuringPeriodSharesNewIssues Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_AwardTypeAxis=us-gaap_RestrictedStockUnitsRSUMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_PlanNameAxis=tlph_The2020EquityIncentivePlanMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_RangeAxis=srt_MaximumMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_PlanNameAxis=tlph_InducementGrantMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_PlanNameAxis=tlph_EmployeeStockPurchasePlanESPPMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_SubsidiarySaleOfStockAxis=tlph_TheJanuary2024PrivatePlacementMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_ClassOfWarrantOrRightAxis=tlph_Prefunded2024WarrantsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_VestingAxis=tlph_PivotalTrailMilestoneMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_VestingAxis=tlph_PivotalSharePriceMilestoneMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_VestingAxis=us-gaap_ShareBasedCompensationAwardTrancheOneMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 47 R37.htm IDEA: XBRL DOCUMENT v3.24.3 Note 8 - Warrants (Details Textual) $ / shares in Units, $ in Thousands 9 Months Ended Jan. 17, 2024 USD ($) $ / shares shares Sep. 30, 2024 USD ($) shares Sep. 30, 2023 USD ($) Dec. 31, 2023 shares Jul. 31, 2023 shares Class of Warrant or Right, Outstanding (in shares) Â 29,474,257 Â 21,682,049 Â Equity Issuance Costs, Modification of Warrants | $ Â $ 251 $ 0 Â Â The January 2024 Private Placement [Member] Â Â Â Â Â Shares Issued, Price Per Share (in dollars per share) | $ / shares $ 0.769 Â Â Â Â Prefunded 2024 Warrants [Member] Â Â Â Â Â Class of Warrant or Right, Exercise Price of Warrants or Rights (in dollars per share) | $ / shares 0.001 Â Â Â Â Prefunded 2024 Warrants [Member] | Maximum [Member] Â Â Â Â Â Class of Warrant or Right, Exercise Price of Warrants or Rights (in dollars per share) | $ / shares 1.11 Â Â Â Â Prefunded 2024 Warrants [Member] | Minimum [Member] Â Â Â Â Â Class of Warrant or Right, Exercise Price of Warrants or Rights (in dollars per share) | $ / shares $ 0.77 Â Â Â Â Prefunded 2024 Warrants [Member] | Common Class A [Member] Â Â Â Â Â Class of Warrant or Right, Number of Securities Called by Warrants or Rights (in shares) Â Â Â Â 3,676,473 Prefunded 2024 Warrants [Member] | Common

Class B [Member] Â Â Â Â Â Class of Warrant or Right, Number of Securities Called by Warrants or Rights (in shares) Â Â Â Â 3,676,473 Prefunded 2024 Warrants [Member] | The January 2024 Private Placement [Member] Â Â Â Â Â Class of Warrant or Right, Number of Securities Called by Warrants or Rights (in shares) 7,792,208 Â Â Â Â Class of Warrant or Right, Exercise Price of Warrants or Rights (in dollars per share) | $ / shares $ 0.001 Â Â Â Â Modified January 2024 Warrants [Member] Â Â Â Â Â Class of Warrant or Right, Number of Securities Called by Warrants or Rights (in shares) 5,882,356 Â Â Â Â Class of Warrant or Right, Exercise Price of Warrants or Rights (in dollars per share) | $ / shares $ 0.77 Â Â Â Â Equity Issuance Costs, Modification of Warrants | $ $ 300 Â Â Â Â Warrants and Rights Outstanding, Measurement Input 0.769 Â Â Â Â Modified January 2024 Warrants [Member] | Measurement Input, Expected Term [Member] Â Â Â Â Â Warrants and Rights Outstanding, Measurement Input 4.5 Â Â Â Â Modified January 2024 Warrants [Member] | Measurement Input, Price Volatility [Member] Â Â Â Â Â Warrants and Rights Outstanding, Measurement Input 0.9691 Â Â Â Â Modified January 2024 Warrants [Member] | Measurement Input, Risk Free Interest Rate [Member] Â Â Â Â Â Warrants and Rights Outstanding, Measurement Input 0.0402 Â Â Â Â Modified January 2024 Warrants [Member] | Measurement Input, Expected Dividend Rate [Member] Â Â Â Â Â Warrants and Rights Outstanding, Measurement Input 0 Â Â Â Â Modified January 2024 Warrants [Member] | Common Class A [Member] Â Â Â Â Â Class of Warrant or Right, Outstanding (in shares) 2,941,178 Â Â Â Â Modified January 2024 Warrants [Member] | Common Class B [Member] Â Â Â Â Â Class of Warrant or Right, Outstanding (in shares) 2,941,178 Â Â Â Â X - DefinitionRepresents the amount of modification of warrants for equity issuance costs. + ReferencesNo definition available. + Details Name: tlph_EquityIssuanceCostsModificationOfWarrants Namespace Prefix: tlph_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionExercise price per share or per unit of warrants or rights outstanding. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-3 + Details Name: us-gaap_ClassOfWarrantOrRightExercisePriceOfWarrantsOrRights1 Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - DefinitionNumber of securities into which the class of warrant or right may be converted. For example, but not limited to, 500,000 warrants may be converted into 1,000,000 shares. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-3 + Details Name: us-gaap_ClassOfWarrantOrRightNumberOfSecuritiesCalledByWarrantsOrRights Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionNumber of warrants or rights outstanding. + ReferencesNo definition available. + Details Name: us-gaap_ClassOfWarrantOrRightOutstanding Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionPer share or per unit amount of equity securities issued. + ReferencesNo definition available. + Details Name: us-gaap_SharesIssuedPricePerShare Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - DefinitionValue of input used to measure outstanding warrant and right embodying unconditional obligation requiring redemption by transferring asset at specified or determinable date or upon event certain to occur. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2 + Details Name: us-gaap_WarrantsAndRightsOutstandingMeasurementInput Namespace Prefix: us-gaap_ Data Type: xbrli:decimalItemType Balance Type: na Period Type: instant X - Details Name: us-gaap_SubsidiarySaleOfStockAxis=tlph_TheJanuary2024PrivatePlacementMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_ClassOfWarrantOrRightAxis=tlph_Prefunded2024WarrantsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_RangeAxis=srt_MaximumMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_RangeAxis=srt_MinimumMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementClassOfStockAxis=us-gaap_CommonClassAMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementClassOfStockAxis=us-gaap_CommonClassBMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_ClassOfWarrantOrRightAxis=tlph_ModifiedJanuary2024WarrantsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_MeasurementInputTypeAxis=us-gaap_MeasurementInputExpectedTermMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_MeasurementInputTypeAxis=us-gaap_MeasurementInputPriceVolatilityMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_MeasurementInputTypeAxis=us-gaap_MeasurementInputRiskFreeInterestRateMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_MeasurementInputTypeAxis=us-gaap_MeasurementInputExpectedDividendRateMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 48 R38.htm IDEA: XBRL DOCUMENT v3.24.3 Note 8 - Warrants - Summary of Warrants Activity (Details) 9 Months Ended Sep. 30, 2024 $ / shares shares Outstanding, warrants (in shares) | shares 21,682,049 Granted, warrants (in shares) | shares 7,792,208 Granted, warrants, weighted average exercise price (in dollars per share) | $ / shares $ 0.001 Outstanding, warrants (in shares) | shares 29,474,257 Exercisable, warrants (in shares) | shares 29,474,257 Weighted Average [Member] Â Outstanding, warrants, weighted average exercise price (in dollars per share) | $ / shares $ 1.4 Outstanding, warrants, weighted average exercise price (in dollars per share) | $ / shares 0.96 Exercisable, warrants, weighted average exercise price (in dollars per share) | $ / shares $ 0.96 X - DefinitionExercise price per share of warrants or rights exercisable during period. + ReferencesNo definition available. + Details Name: tlph_ClassOfWarrantOrRightExercisableDuringPeriodExercisePrice Namespace Prefix: tlph_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - DefinitionRepresents the number of warrants or rights issued during the period. + ReferencesNo definition available. + Details Name: tlph_ClassOfWarrantOrRightIssued Namespace Prefix: tlph_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionRepresents the exercise price of warrants or rights issued during the period. + ReferencesNo definition available. + Details Name: tlph_ClassOfWarrantOrRightIssuedExercisePrice Namespace Prefix: tlph_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionThe number of warrants or rights exercisable. + ReferencesNo definition available. + Details Name: tlph_ClassOfWarrantsOrRightExercisable Namespace Prefix: tlph_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionExercise price per share or per unit of warrants or rights outstanding. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-3 + Details Name: us-gaap_ClassOfWarrantOrRightExercisePriceOfWarrantsOrRights1 Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - DefinitionNumber of warrants or rights outstanding. + ReferencesNo definition available. + Details Name: us-gaap_ClassOfWarrantOrRightOutstanding Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - Details Name: srt_RangeAxis=srt_WeightedAverageMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 49 R39.htm IDEA: XBRL DOCUMENT v3.24.3 Note 9 - Stock-based Compensation (Details Textual) $ / shares in Units, $ in Millions 9 Months Ended Sep. 30, 2024 USD ($) $ / shares shares Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Grants in Period, Weighted Average Grant Date Fair Value | $ / shares $ 0.84 Share-Based Payment Arrangement, Nonvested Award, Cost Not yet Recognized, Amount | $ $ 1.2 Share-Based Payment Arrangement, Nonvested Award, Cost Not yet Recognized, Period for Recognition 2 years 7 months 6 days The 2020 Equity Incentive Plan [Member] Â Share-Based Compensation Arrangement by Share-Based Payment Award, Number of Shares Available for Grant 1,863,846 Amended ESPP [Member] Â Share-Based Compensation Arrangement by Share-Based Payment Award, Number of Shares Available for Grant 165,897 Restricted Stock Units (RSUs) [Member] Â Share-Based Payment Arrangement, Shares Withheld for Tax Withholding Obligation 15,090 X - DefinitionAmount of cost not yet recognized for nonvested award under share-based payment arrangement. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognized Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionWeighted-average period over which cost not yet recognized is expected to be recognized for award under share-based payment arrangement, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognizedPeriodForRecognition1 Namespace Prefix: us-gaap_ Data Type: xbrli:durationItemType Balance Type: na Period Type: duration X - DefinitionThe difference between the maximum number of shares (or other type of equity) authorized for issuance under the plan (including the effects of amendments and adjustments), and the sum of: 1) the number of shares (or other type of equity) already issued upon exercise of options or other equity-based awards under the plan; and 2) shares (or other type of equity) reserved for issuance on granting of outstanding awards, net of cancellations and forfeitures, if applicable. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 718 -SubTopic 10 -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardNumberOfSharesAvailableForGrant Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionThe weighted average grant-date fair value of options granted during the reporting period as calculated by applying the disclosed option pricing methodology. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (d)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsGrantsInPeriodWeightedAverageGrantDateFairValue Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionNumber of shares used to settle grantee's tax withholding obligation for award under share-based payment arrangement. + ReferencesNo definition available. + Details Name: us-gaap_SharesPaidForTaxWithholdingForShareBasedCompensation Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_PlanNameAxis=tlph_The2020EquityIncentivePlanMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_PlanNameAxis=tlph_AmendedEsppMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_AwardTypeAxis=us-gaap_RestrictedStockUnitsRSUMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 50 R40.htm IDEA: XBRL DOCUMENT v3.24.3 Note 9 - Stock-based Compensation - Stock-based Compensation Expense (Details) - USD ($) $ in Thousands 3 Months Ended 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Stock-based compensation expense $ 234 $ 378 $ 759 $ 1,418 Research and Development Expense [Member] Â Â Â Â Stock-based compensation expense 92 210 284 383 Selling, General and Administrative Expenses [Member] Â Â Â Â Stock-based compensation expense 142 168 475 1,016 Discontinued Operation [Member] Â Â Â Â Stock-based compensation expense $ 0 $ 0 $ 0 $ 19 X - DefinitionAmount of expense for award under share-based payment arrangement. Excludes amount capitalized. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 14.F) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479830/718-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (h)(1)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_AllocatedShareBasedCompensationExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - Details Name: us-gaap_IncomeStatementLocationAxis=us-gaap_ResearchAndDevelopmentExpenseMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_IncomeStatementLocationAxis=us-gaap_SellingGeneralAndAdministrativeExpensesMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_IncomeStatementLocationAxis=tlph_DiscontinuedOperationMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 51 R41.htm IDEA: XBRL DOCUMENT v3.24.3 Note 9 - Stock-based Compensation - Restricted Stock Activity (Details) - Restricted Stock Units (RSUs) [Member] 9 Months Ended Sep. 30, 2024 $ / shares shares Restricted stock units outstanding (in shares) | shares 86,232 Restricted stock units weighted average outstanding (in dollars per share) | $ / shares $ 7.57 Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Grants in Period (in shares) | shares 176,768 Weighted average grant date fair value, granted (in dollars per share) | $ / shares $ 1.03 Vested (in shares) | shares (39,369) Weighted average grant date fair value, vested (in dollars per share) | $ / shares $ 12.08 Forfeited (in shares) | shares (7,385) Weighted average grant date fair value, forfeited (in dollars per share) | $ / shares $ 1.89 Restricted stock units outstanding (in shares) | shares 216,246 Restricted stock units weighted average outstanding (in dollars per share) | $ / shares $ 1.59 X - DefinitionThe number of equity-based payment instruments, excluding stock (or unit) options, that were forfeited during the reporting period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(03) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsForfeitedInPeriod Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionWeighted average fair value as of the grant date of equity-based award plans other than stock (unit) option plans that were not exercised or put into effect as a result of the occurrence of a terminating event. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(03) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsForfeituresWeightedAverageGrantDateFairValue Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionThe number of grants made during the period on other than stock (or unit) option plans (for example, phantom stock or unit plan, stock or unit appreciation rights plan, performance target plan). + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(01) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsGrantsInPeriod Namespace Prefix: us-gaap_ Data Type:

xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionThe weighted average fair value at grant date for nonvested equity-based awards issued during the period on other than stock (or unit) option plans (for example, phantom stock or unit plan, stock or unit appreciation rights plan, performance target plan). + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(01) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsGrantsInPeriodWeightedAverageGrantDateFairValue Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionThe number of non-vested equity-based payment instruments, excluding stock (or unit) options, that validly exist and are outstanding as of the balance sheet date. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedNumber Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionPer share or unit weighted-average fair value of nonvested award under share-based payment arrangement. Excludes share and unit options. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedWeightedAverageGrantDateFairValue Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - DefinitionThe number of equity-based payment instruments, excluding stock (or unit) options, that vested during the reporting period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(02) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsVestedInPeriod Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionThe weighted average fair value as of grant date pertaining to an equity-based award plan other than a stock (or unit) option plan for which the grantee gained the right during the reporting period, by satisfying service and performance requirements, to receive or retain shares or units, other instruments, or cash in accordance with the terms of the arrangement. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(02) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsVestedInPeriodWeightedAverageGrantDateFairValue Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_AwardTypeAxis=us-gaap_RestrictedStockUnitsRSUMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 52 R42.htm IDEA: XBRL DOCUMENT v3.24.3 Note 9 - Stock-based Compensation - Option Activity (Details) $ / shares in Units, $ in Thousands 9 Months Ended Sep. 30, 2024 USD ($) $ / shares shares Stock options outstanding (in shares) | shares 893,321 Stock options outstanding, weighted average exercise price (in dollars per share) | $ / shares $ 33.41 Granted (in shares) | shares 1,053,612 Granted, weighted-average exercise price (in dollars per share) | $ / shares $ 1.03 Forfeited (in shares) | shares (40,801) Forfeited, weighted-average exercise price (in dollars per share) | $ / shares $ 1.65 Expired (in shares) | shares (26,326) Expired, weighted-average exercise price (in dollars per share) | $ / shares $ 143.81 Stock options outstanding (in shares) | shares 1,879,806 Stock options outstanding, weighted average exercise price (in dollars per share) | $ / shares $ 14.4 Stock options outstanding, weighted average remaining contractual life (Year) 7 years 8 months 12 days Stock options outstanding, aggregate intrinsic value | $ $ 4 Vested and exercisable options (in shares) | shares 596,454 Vested and exercisable options, weighted-average exercise price (in dollars per share) | $ / shares $ 38.67 Vested and exercisable options, weighted-average remaining contractual life (Year) 4 years 7 months 6 days Vested and exercisable options, aggregate intrinsic value | $ $ 1 Vested and expected to vest (in shares) | shares 1,879,806 Vested and expected to vest, weighted-average exercise price (in dollars per share) | $ / shares $ 14.4 Vested and expected to vest, weighted-average remaining contractual life (Year) 7 years 8 months 12 days Vested and expected to vest, aggregate intrinsic value | $ $ 4 X - ReferencesNo definition available. + Details Name: tlph_SharebasedCompensationArrangementBySharebasedPaymentAwardOptionsExercisableAndVestedNumber Namespace Prefix: tlph_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - ReferencesNo definition available. + Details Name: tlph_SharebasedCompensationArrangementBySharebasedPaymentAwardOptionsVestedAndExercisableWeightedAverageRemainingContractualTerm Namespace Prefix: tlph_ Data Type: xbrli:durationItemType Balance Type: na Period Type: duration X - DefinitionNumber of options or other stock instruments for which the right to exercise has lapsed under the terms of the plan agreements. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExpirationsInPeriod Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionThe number of shares under options that were cancelled during the reporting period as a result of occurrence of a terminating event specified in contractual agreements pertaining to the stock option plan. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(03) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsForfeituresInPeriod Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionGross number of share options (or share units) granted during the period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(01) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsGrantsInPeriodGross Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionAmount by which the current fair value of the underlying stock exceeds the exercise price of options outstanding. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 718 -SubTopic 10 -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingIntrinsicValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionNumber of options outstanding, including both vested and non-vested options. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingNumber Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionWeighted average price at which grantees can acquire the shares reserved for issuance under the stock option plan. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingWeightedAverageExercisePrice Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - DefinitionAmount by which current fair value of underlying stock exceeds exercise price of fully vested and expected to vest exercisable or convertible options. Includes, but is not limited to, unvested options for which requisite service period has not been rendered but that are expected to vest based on achievement of performance condition, if forfeitures are recognized when they occur. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (e)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsVestedAndExpectedToVestExercisableAggregateIntrinsicValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionWeighted-average exercise price, at which grantee can acquire shares reserved for issuance, for fully vested and expected to vest exercisable or convertible options. Includes, but is not limited to, unvested options for which requisite service period has not been rendered but that are expected to vest based on achievement of performance condition, if forfeitures are recognized when they occur. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (e)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsVestedAndExpectedToVestExercisableWeightedAverageExercisePrice Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - DefinitionAmount by which current fair value of underlying stock exceeds exercise price of fully vested and expected to vest options outstanding. Includes, but is not limited to, unvested options for which requisite service period has not been rendered but that are expected to vest based on achievement of performance condition, if forfeitures are recognized when they occur. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (e)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsVestedAndExpectedToVestOutstandingAggregateIntrinsicValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionNumber of fully vested and expected to vest options outstanding that can be converted into shares under option plan. Includes, but is not limited to, unvested options for which requisite service period has not been rendered but that are expected to vest based on achievement of performance condition, if forfeitures are recognized when they occur. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (e)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsVestedAndExpectedToVestOutstandingNumber Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionWeighted-average exercise price, at which grantee can acquire shares reserved for issuance, for fully vested and expected to vest options outstanding. Includes, but is not limited to, unvested options for which requisite service period has not been rendered but that are expected to vest based on achievement of performance condition, if forfeitures are recognized when they occur. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (e)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsVestedAndExpectedToVestOutstandingWeightedAverageExercisePrice Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - DefinitionWeighted average price at which grantees could have acquired the underlying shares with respect to stock options of the plan that expired. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementsByShareBasedPaymentAwardOptionsExpirationsInPeriodWeightedAverageExercisePrice Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionWeighted average price at which grantees could have acquired the underlying shares with respect to stock options that were terminated. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(03) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementsByShareBasedPaymentAwardOptionsForfeituresInPeriodWeightedAverageExercisePrice Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionWeighted average per share amount at which grantees can acquire shares of common stock by exercise of options. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(01) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementsByShareBasedPaymentAwardOptionsGrantsInPeriodWeightedAverageExercisePrice Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionWeighted average remaining contractual term for option awards outstanding, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 718 -SubTopic 10 -Subparagraph (e)(1) -Name Accounting Standards Codification -Paragraph 2 -Section 50 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_SharebasedCompensationArrangementBySharebasedPaymentAwardOptionsOutstandingWeightedAverageRemainingContractualTerm2 Namespace Prefix: us-gaap_ Data Type: xbrli:durationItemType Balance Type: na Period Type: duration X - DefinitionWeighted average remaining contractual term for fully vested and expected to vest options outstanding, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days. Includes, but is not limited to, unvested options for which requisite service period has not been rendered but that are expected to vest based on achievement of performance condition, if forfeitures are recognized when they occur. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (e)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_SharebasedCompensationArrangementBySharebasedPaymentAwardOptionsVestedAndExpectedToVestOutstandingWeightedAverageRemainingContractualTerm1 Namespace Prefix: us-gaap_ Data Type: xbrli:durationItemType Balance Type: na Period Type: duration XML 53 R43.htm IDEA: XBRL DOCUMENT v3.24.3 Note 9 - Stock-based Compensation - Assumptions to Calculate Fair Value of Each Employee Stock Option (Details) - Weighted Average [Member] - Time-based Stock Option [Member] 9 Months Ended Sep. 30, 2024

Expected term (Year) 6 years 6 months Risk-free interest rate 4.29% Expected volatility 98.00% Expected dividend rate 0.00% X - DefinitionThe estimated dividend rate (a percentage of the share price) to be paid (expected dividends) to holders of the underlying shares over the option's term. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef - Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(iii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsExpectedDividendRate Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: duration X - DefinitionThe estimated measure of the percentage by which a share price is expected to fluctuate during a period. Volatility also may be defined as a probability-weighted measure of the dispersion of returns about the mean. The volatility of a share price is the standard deviation of the continuously compounded rates of return on the share over a specified period. That is the same as the standard deviation of the differences in the natural logarithms of the stock prices plus dividends, if any, over the period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsExpectedVolatilityRate Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: duration X - DefinitionThe risk-free interest rate assumption that is used in valuing an option on its own shares. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(iv) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsRiskFreeInterestRate Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: duration X - DefinitionExpected term of award under share-based payment arrangement, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_SharebasedCompensationArrangementBySharebasedPaymentAwardFairValueAssumptionsExpectedTerm1 Namespace Prefix: us-gaap_ Data Type: xbrli:durationItemType Balance Type: na Period Type: duration X - Details Name: srt_RangeAxis=srt_WeightedAverageMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_AwardTypeAxis=tlph_TimebasedStockOptionMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 54 R44.htm IDEA: XBRL DOCUMENT v3.24.3 Note 10 - Net Loss Per Share of Common Stock (Details Textual) - $ / shares Jan. 17, 2024 Jul. 31, 2023 Dec. 29, 2022 Prefunded 2024 Warrants [Member] Â Â Â Class of Warrant or Right, Exercise Price of Warrants or Rights (in dollars per share) $ 0.001 Â Â Â The 2023 Prefunded Warrants [Member] Â Â Â Class of Warrant or Right, Exercise Price of Warrants or Rights (in dollars per share) Â $ 0.001 Â Â The 2022 Prefunded Warrants [Member] Â Â Â Class of Warrant or Right, Exercise Price of Warrants or Rights (in dollars per share) Â Â $ 0.0001 X - DefinitionExercise price per share or per unit of warrants or rights outstanding. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-3 + Details Name: us-gaap_ClassOfWarrantOrRightExercisePriceOfWarrantsOrRights1 Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - Details Name: us-gaap_ClassOfWarrantOrRightAxis=tlph_Prefunded2024WarrantsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_ClassOfWarrantOrRightAxis=tlph_The2023PrefundedWarrantsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_ClassOfWarrantOrRightAxis=tlph_The2022PrefundedWarrantsMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 55 R45.htm IDEA: XBRL DOCUMENT v3.24.3 Note 10 - Net Loss Per Share of Common Stock - Common Stock Excluded From Computation of Diluted Net Loss Per Share (Details) - shares 3 Months Ended 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 RSU's, ESPP, and Employee Stock Options [Member] Â Â Â Â Antidilutive securities (in shares) 2,096,052 959,169 2,096,052 959,169 Warrant [Member] Â Â Â Â Antidilutive securities (in shares) 20,265,576 20,265,576 20,265,576 20,265,576 X - DefinitionSecurities (including those issuable pursuant to contingent stock agreements) that could potentially dilute basic earnings per share (EPS) or earnings per unit (EPU) in the future that were not included in the computation of diluted EPS or EPU because to do so would increase EPS or EPU amounts or decrease loss per unit in the periods presented. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1 + Details Name: us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis=tlph_RSUsESPPAndEmployeeStockOptionsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis=us-gaap_WarrantMember Namespace Prefix: Data Type: na Balance Type: Period Type: EXCEL 56 Financial_Report.xlsx IDEA: XBRL DOCUMENT begin 644 Financial_Report.xlsx M4$L#!!0 (.2);5D!04UB@0 +$ 0 9&]C4')O<',O87!P+GAM M;$V./0L",1!$_\IQO;=!P4)B0-!2L+(/>QLOD&1#LD)^OCG!CVX>;QA&WPIG M*N*I#BV&5(_C(I(/ !47BK9.7:=N')=HI6-Y #OGDK7A.YNJQ<&4GPZ4A!0W_J=0U[R;UEA_6\#MI7E!+ P04 M " #DB6U96MM>>>\ K @ $0 &1O8U!R;W!S+V-O&ULS9)1 M2\,P$,>_BN2]O2:="J'+BV-/"H(#Q;>0W+9@TX;DI-VW-ZU;A^@'\#%W__SN M=W"-"=+T$9]C'S"2PW0S^K9+TH0U.Q(%"9#,$;U.94YTN;GOH]>4G_$ 09L/ M?4 0574''DE;31HF8!$6(E.--=)$U-3',]Z:!1\^8SO#K %LT6-'"7C)@:EI M8CB-;0-7P 0CC#Y]%] NQ+GZ)W;N #LGQ^26U# ,Y5#/N;P#A[>GQY=YW<)U MB71G,/]*3M(IX)I=)K_6#YO=EBE1B57!><'KG1"2K^3M_?OD^L/O*NQ[Z_;N M'QM?!%4#O^Y"?0%02P,$% @ Y(EM69E&UL[5I;<]HX%'[OK]!X9_9M"\8V@;:T$W-I=MNTF83M M3A^%$5B-;'EDD81_OTV23;J;/ 0LZ?O.14?GZ#AY\^XN8NB&B)3R M> +]O6N[!3+ MUES@6QHO(];ZM-O=5H1I;*$81V1@?5XL:$#05%%:;U\@M.4?,_@5RU2-9:,! M$U=!)KF(M/+Y;,7\VMX^9<_I.ATR@6XP&U@@?\YOI^1.6HCA5,+$P&IG/U9K MQ]'22(""R7V4!;I)]J/3%0@R#3LZG5C.=GSVQ.V?C,K:=#1M&N#C\7@XMLO2 MBW A(5M>5 TR M6'!VULS2 Y9>*?IUE!K9';O=05SP6.XYB1'^QL4$UFG2&98T1G*=D 4. #?$ MT4Q0? *]!MHK@PI+27)#6SRFU4!H(FLB!]4>"(<7K;YH] M5Z%82=J$^!!&&N*<<^9ST6S[!Z5&T?95O-RCEU@5 9<8WS2J-2S%UGB5P/&M MG#P=$Q+-E L&08:7)"82J3E^34@3_BNEVOZKR2.FJW"$2M"/F(9 M-AIRM1:!MG&IA&!:$L;1>$[2M!'\6:PUDSY@R.S-D77.UI$.$9)>-T(^8LZ+ MD!&_'H8X2IKMHG%8!/V>7L-)P>B"RV;]N'Z&U3-L+ ([W1]072N0/]<_Z3(T M!Z.:60F]A%9JGZJ'-#ZH'C(*!?&Y'C[E>G@*-Y;&O%"N@GL!_]':-*K^(+ M.7\N?<^E[[GT/:'2MSAD6R4)RU3393>* M$IY"&V[I4_5*E=? EK[DHN#Q;Y.FOH70^+,_Y/%_GM,T+,T.WF)&Y M"M-2D&_#^>G%>!KB.=D$N7V85VWGV-'1^^?!4;"C[SR6'<>(\J(A[J&&F,_# M0X=Y>U^89Y7&4#04;6RL)"Q&MV"XU_$L%.!D8"V@!X.O40+R4E5@,5O& RN0 MHGQ,C$7H<.>77%_CT9+CVZ9EM6ZO*7<9;2)2.<)IF!-GJ\K>9;'!51W/55OR ML+YJ/;053L^6:W(GPP13A8+$DACE!>F2J+S&5.^YRM)Q%4XOT4SMA*7&+SC MYL=Q3E.X$G:V#P(RN;LYJ7IE,6>F\M\M# DL6XA9$N)-7>W5YYNTB42%(JP# 4A M%W+C[^^3:G>,U_HL@6V$5#)DU1?*0XG!/3-R0]A4)?.NVB8+A=OB5,V[&KXF M8$O#>FZ=+2?_VU[4/;07/4;SHYG@'K.' MYA,L0Z1^P7V*BH 1JV*^NJ]/^26<.[1[\8$@F_S6VZ3VW> ,?-2K6J5D*Q$_M2P=\'Y(&8XQ;]#+J?CQ1BK::QK<;,,0QY@%CS#*%F.-^'19H:,]6+K#F-"F]! MU4#E/]O4#6CV#30,9FV-J/D3@H\W/[O#;#"Q([A[8N_ 5!+ P04 M" #DB6U9FAFE#-X% #W'@ & 'AL+W=O MG,NEB.&7F501UW"JYJUDJ03W,U$4MICC=%L1#^+&X#*[-EYGJ,(C%1)$D MC2*N-M8)YZ(D0S_#'R]N&I<-(@O9CP-]8-2:*',WN)F#K&XR-= $L6G&J5P:P Z/;B17@JMHLDP]LEMK .] M(>,X[QZFFILD67 EDLN6AG\SFI:W=;[.G5F%).#]"_^EO@6E+(K* M=D6]9JCA5"S/B>N<$>:PMJ4\(UQ^+U?GQ.G9Y"^*XQ8UYV9^[J&:VZ^NOS_" M762L193\8ZNRW+)MMS1#]EVRY)ZX:L"83(1:B<;@EY]HU_G5QON#S%[0MPOZ M-N9>TC]NEL)&BLNIT_QB0T)5-9$Z!5+G.*0O*5=;J'!#'L12*FW#PZVT2FV5 M,D)5-? &Z!5[W.+R)4($T@]TG\,BP-A[N5 S$RI&(ZFMR]@K.WI$]4W&8;;)A M6=V.N->,AXFU(5%93<"+ O "+=3V*7T7A(+YY9.VCN,_C\./DP^W#\(R,[T?G-DI47Y.2.N6T MZQS#.8X]J:!O9K/*&9EJ&)!$*C*2::S5!KY]*_P!]YM;&S$NJHN\ES3H,7E;SL&-ZA[X-[I7MPK*B$31#/*?*AB9 M,^C>CW(=6_%QNRF/R2>@EU;44\0A6N8ABB>:UZC%4)XHN0IBS] [+9Y#3J1B>8A^2M85C^M<,=^N^U88P2NJTM:!B:*YYRLMP[AY;@: M##?H=APKUBGB$2WS$<5#S4?!07M-%C+&\L,!$T:[)D#8^4Z1CF@9CRB>;1X# M#DJGP4@4M:87$G48RBF!ZFFKI?3LC/SOG$)O(DBNRXJ$]X..& M=='+\$0/I![%_2">D^DF>I*AE?B :0F*].8EE._ K9RX8Q7G*9(/*Y,/.RKYF)92 M61]!!WSN9=SDGB? !DS\W-#*>XKXP\KXPZ*/].(AR&Y3A/X.;'W6MRG:N4$ ME]7%*T,/.RKTW$9"S@&Y(%KRV-ZNN&'ER@*NJPM:9AZ&1Y9=.RX$ MM".&A]M4XYTB^[R^S \MNP>LR\F]FFVPDT^IQJ2;)Q-H&^"><+OP_=9* X,2 MSK9.<"NV:2LZ5(KZ"F2 MD%LF(?? RLYN=7.?] XN6A^V!\RJEF]Q65W&,@NY>')YS;A=L*ZFQ.V^6!>' M<%%=QC('N7AJ&0*@GT.&? &ZEP@TJG["X[O^"M?:V%LWDE^VX)L0SZY/Y+F-Q MM=C5'69[F:WR]GQ+^!,W@P>>RG=9\Q,ME]E&Y9/46D;9X4)P M7RAS _P^DU+O3LP?%'O=@W\!4$L#!!0 (.2);5D!U\:T9P8 &T7 8M >&PO=V]R:W-H965T&ULK5AM]LV$/XKA%<4+>#$(O5F M.XF!U-ZP8AL0-.WZH>@'6J)CHI*HDI33[-?O2,GRBR@E&QH@B43>G9X['N\Y M\OI1R&]JRYA&/_*L4#>CK=;E? #)1R9;E5%V*DA4PLQ$RIQI>Y<-$E9+1U"KE MV81X7C3)*2]&BVL[=B<7UZ+2&2_8G42JRG,JG]ZQ3#S>C/!H/_"!/VRU&9@L MKDOZP.Z9_E3>27B;M%92GK-"<5$@R38WHUL\7Y' *%B)OSE[5$?/R+BR%N*; M>7F?WHP\@XAE+-'&!(5_.[9D668L 8[OC=%1^TVC>/R\M_Z;=1Z<65/%EB+[MS%.]O1E-1RAE&UIE^H-X_)TU#H7&7B(R9? ^BQT;6&Z&D4EKDC3(@R'E1_Z<__MFD <*>"@1X$T"N2E"GZCX)K^#T*0:-@0SVI7;%Q6%%-%]=2/")II,&:>;#! MM-K@/B_,NM]K";,<]/1B*8H45I&E"]Z4R'A*-;R\HQDM$H;NC6&%WBPK*5FA MT1V37*3H4T&KE(@6W2!/MVOT)M7;]$KQ OT<2LJ18M474\TP#,?F20-E'V/>*[V@&SCN7OC8565.F%NT6&'[BZ\GNV)VN5!@3 MW J=P Q:F,$@S/NMD/I",YE#?NZ8TGD?QMI.>/1U[PQ?5*/(L^-+VSQA8/X M[B0K*4\1^U&:C:AL2(7>,@G[O\XF:K/)!3GL ,)>/#U#W14B>!:Z44A:? 8"@%$7X,G':X0.*1S&D1MBW$*,!R&^+RY**1*F%#+)3V52IVO*=D!W M9=X"=^&..XBF4SP[@_V,T GJ:8MZ^H+]@=TZEA,#P=GR!Q2GM^WYK,6VNQ% MQ>U/3M<\XYHS=X6;_H.K<9LDHH)R@4KZ1-<9<[*:UZT* ML^AL01Q"V/=[,AP?L3=^#I^L@*\/-2,[+(X3+.[BB +_'&U7B@1!3_K@ SGB M03Y:'"4.$AN4 "=K*2F%53CMJR44+EAQ.D'Z2",2<<-AY#?0R?X M0'MXF/=.2]]S\?:[D8PC<@ZT*Q6$F/0@/3 ?']:^SU1*>H3QR8FP2VK$FYX7 M%(<4CH^8YA3A@? OP,/GM,^()2G1F.T\M$.0Q4M!*F!S95+J2S&R_7MK&77Z+ M0G+>6CBD>H@;'S@0OX0$G\L %[GY<2=7NV(1F?5!/' @'B;!IW_C\,/5^Y#S2*AWG4. [G2CA)=_&Z)5WZ7D8TD@B M:%(K]OJ7*<'D"D['8Z_^16I+I>F^*@T-(__'%%5;I>!8HEF^AM*Z/YO80,)Q MHQEMCAQ7",=CCT1C'_M6 D?C64C&(9[M;7.EVF)=::7A =;B/WYG;+J9DMGS MT5WV[W3:PS*G,3_T!WB0C1>W*1P*H6##IC M[06)?%QN;R5F0ID\HF<'QECUWNNDZZ'#Z+ GR.V=$/!-CKH7IR M= X>IOH:\3'AFV2^=WCP:[\'I,<=/6Z+K'^9I<8GC\=.? I&>;3+_CK1^"F MI+TS28[O3-;-G4E]7U=OZOWNK0O;?@NC+Q=_H(V05N4)SD6(%<:(&^NEJQI/CBZ/!?!6XQL/Y*G2-1_-5Y!J/YZO8-3Z=KZ:N\=E\-7.- M8V^^@B;>-8-A!CMGP&GL!]#V]CI-P;'L=-S#*YCI^\8G,=.[S&XCYW^8P@ M=D8 0PBP,P8$8D"<,2#F\M<9 V(6WA6#6P(Q(*X8P#;<7R5/#ME57T3_1>4# M+Q3*V 8RS;N,H7+)^FZW? M&BM+>=:Z&UR.WCEE'89T8 YC="Z/V+^4![P[[X M%U!+ P04 " #DB6U9?_G*"WT" "=!@ & 'AL+W=OF1K3PT AI%D%M;7L6AJ:LL6%F MIEJ4M+-1NF&64KT-3:N151[4B#")HN.P85P&1>[75KK(56<%E[C28+JF8?K7 M!0JU6P1Q\+APQ;>U=0MAD;=LBVNTU^U*4Q:.72K>H#1<2="X603G\=DR<_6^ MX(;CSNS%X)3<*G7GDJ_5(H@<(1186M>!T>,>ERB$:T0T?@X]@_%(!]R/'[M_MJMI)RRTSN%3B!Z]LO0@^!5#AAG7"7JG=%QST>(*E$L9_PVZHC0(H.V-5,X") M0<-E_V0/@P][@'C^ B 9 ,E; >D 2+W0GIF7=<+99*5G0G6 %%1@E>,4O)!1-,E@AKU]C P;+3&J6%%6JN*KB6 MK*LX%1["P8JYG1HM+YDPA_1/D (IJ9EDX>6.+J3PG+@<]'S25[@L\9V!FET M!$F4S"?@RW_#+ [$D>.SAZ5-X2,Z,]B2C/8GO-W_1GJ:A']O:JO+N"$@J*$V9 M]^B&B0Z=(^02B84#+J%20C!MH*55;\'AE 7]F2?^3/7B_K_2U MJB>"TE%0^@Y!GKB!\\[62O/?),J)Z.]NDGG?/-OC1..B_SQC_Y;*PKFHX+Y MNQ4GV9)%I].D\]&\ME_D/_>66.9K+C< MOJ8@>ZN"B<)I!>'>\'"#^QC3GRX-"-P0-J]=4__=#\,^L:KU\'1669I./JSI M_8':%=#^1BG[F+@1-;Z1BC]02P,$% @ Y(EM6?L*6":W!@ ^A\ !@ M !X;"]W;W)KO\$*3IU66JZOI4NOUQ6BD9DNQXNI(:;HO%2*T+P9/* M:)6-F.,$HQ5/\\'DLGIV6TPNY49G:2YN"Z(VJQ4O?ER+3#Y>#>C@^<'G=+'4 MY8/1Y'+-%^).Z*_KVP+N1HV7)%V)7*4R)X687PW>TXN8!:5!A?@C%8]JYYJ4 M5.ZE_%[>?$BN!DXY(I&)F2Y=8!Q_UTX'S3M+P]WK9^_5^2! MS#U7XD9F?Z:)7EX-P@%)Q)QO,OU9/OXJ:D)^Z6\F,U7])8\UUAF0V49IN:J- M802K--_^TJU(']&P JNP&H#9AIX'09N;>"^] U>;>"]] U^;5!1'VVY5X&; M9EH=SI GY-P4Y/;F2>0-I%0N!*R2Q-N(:; M.PW_H!ZT(G).?E^+@I=Y5>3D:\XW20J84S(D7^^FY.3-*7E#TIQ\6^Q%$I D+>P[+->MU M>"?6Y\1US@ASF(>,Y^;EYBY&Y[^]/?[7;]\+AMO4B%OY\SK\?18/(M\(+*U; MPZ R+'O2P\2Y'#WL!LI&4#K>QTP/>HEMA#MN,7NLO(:55QFY':SJHLX74/D* MZAPJE\1/ZW(R*/+M_;W2!72QOS#67E^XRM9^H=9\]JX&T+N5*![$8/+V)QHX M[[!*.J:SZ3&=Q4=RMI<=O\F.?Z#FE.#%;%FE)8$"S.2Z[$=8.K:>_)WB8([O M&G5H@Z .0Z,0;9#O1KY1BS;('8_'>#$&#=V@E^X=K)10BF=D(7(HRZRBS1-H M^&E9A^5BBC$/;%)!%!C,;1!CGLG)%!' %YS(C.U 91QGP#%6.H:!S@U,.&>MC?@?12%+!R MSN1*G)%X@8GH0$=N((74]O,RHTVH\YV7\MK56S2YI%A^JVAR[[GVC']Y@H-!:)>7X' 1V)2WOI_P+?2P0^2A3/1"EGYQN]*019\Q^5PD6)TX/I@R9 M(A#@8['N<[1/F;64V6'*)YE4ZK1D/EOR?"%*D3[G:4$>>+:I(O'(BX+GFF0I MOT^S5/] 8\'L!<2C9C1L$!T[9K-%4$/71,4(RA_3L",FK8JE_3+VD\R',ZZ6 M$(;]Z5Y&](D ?/UFU2>0E@2FR*N*QCU<- 9GP04/\P2:Y7ARH:2:KJ@$*C M:^-!WOX4,DK?D3LAR">I! <$V,Z[K=_86A@TQORZFA]W$"&08.E'7TM#J/]HO M)]K V4767L/: $@,.KZE@["8%@!H.["L*/)LU8+LGXM>,U5.MM^5:?9!A:Z M,WPND!-0"XG,,EXH D^)6O)"G& (1JM\8[H[5.:=FA'"88TX1'.89WN(.6$>; M8*U89/UB$8E/U^QX180.R\G#D.EA2%Q#HOVH!&Y'5%H]R?KUI!65;2MM6+\F M%NQEU8+"[&!!87:U(#"ZZVT_+JVF9/V:\]ZDJ;5I M0P0B$GY?E1\B6LZ^GY4'$90K7Y+G2JRE0.%A],6@BQ@E$4.,R-J(VDP]D/7 M%%M3S"*(C.NB$\&7ZFU7%672\$3490 ^'TNH6?7^4+FN/^R3]02P,$% @ MY(EM688QHSL[# P5X !@ !X;"]W;W)KO)I-J MON3KM'I9;'@N?KDKRG5:BX_E_:3:E#Q=M(W6JPGV_6"R3K-\='71?G==7ET4 MVWJ5Y?RZ]*KM>IV6W]_P5?%X.4*CIR_>9_?+NOEB_Y#:_;JY+\6ER M0%ED:YY769% [);^['+U&K]Z&N&G02OP[XX_5T=]>,Y3;HOC2?/AC<3GRFQ[Q M%9_7#40J_GO@4[Y:-4BB'U_WH*/#,YN&QW_H;]M!R\&YE_9$WWU9UL=XW%CU89_GN__3; M7A%'#3 ^T0#O&V"M 0E.-"#[!D1_0GBB =TWH%H#1$XT8/L&K&^#8-\@:'6_ M4U:KZ5E:IU<79?'HE8VT0&O^:,W5MA8*SO+&LV[J4OR:B7;UU;3(%\)/^,(3 M?U7%*ENDM?AP4XO_A /5E5?? 9BI">;U0O1,>&ZZ\][3;#$6G9JFFZP6GRV@,SOH>UZ+J2JT MDZ1EGN7WE0TKL6-J*$1?U&838;J# _?#!?KC%H2=PWJ2K-)S[UU5MTCF_M'(EUK>+E Q]=_?(3"OS?(? 6Z!$L<@2E:)P>MDUY:[Z/I'5)PK&E-QZ8$I6% MF"HV,\7&%+,(QZI<8LIA%"%ZD%)&3 \CIM81MQ-RW*SA"V]>K,6+K4J;"0:- MF!H=T+W*^JRA7D4-5]8>EY@2+(AA?;"#/IA5'W]4U;9U ;$\SG=K5M6N6=N- M^/.!5[58()H?Q0#J,ILWB^I>(,_JZC+C+(LF#*Z^]M1%,6%!\6%SU!<&<8AFG?-3!'=_P 0!+M??!AW M;!WWO\2T6Q45.*OBSEEEQ1[J2[$YN2+$M$F:=$DI6D"^#-[]037BEAL[5@UW-*/ERAJ1:0] /9^8?= J#6 5:@ZYMTK>2S M;I$$#GE<))[(#OY.)?D(C/PAUFN_?F#7=*'!IT[19D[1$@1P!T2BHPFDJE?R M!V0G$">F] W?"!?S+2]2DRZ@(&88! ['N:4XI@U.TQ!6:JGS)&I"=-AS-Z6Z% M R0AU%5M1OB4A7$QXV8S?3\7+ M3LF%4[3$%9JZ42W)"NY'5OHH?]EC9>Q26+ >!F0@^-E0- 2+V-)%+"=* S9 M. [5##7VU8(!2A$C7C\M')AV/5%5XE.6P4P[;V]C>=+#*W&8\3+(C?$\W0=(I MIJI-\@3<+T^AK7?_V.;V11^;0;Q8[V**?)TTV#LP6%TNT1)7:*KR)6O!_5A+ M+X6;.1-SO3/9C%COPD G:8"<<*:(&)M2@"#R*3J1&<&2,N#^N9$F:^S=IO,O MZOZD\,=YD>?[\H)FW]Q+JTI,\G3^=9M5;>ZV:R,!FY%_$$>^SCCLG1WLH4YS M'Z[05$-)CH/[IS^>82C0.$XI$C9I2!CJ;N^4^-B? J.I;DAYL)SV# H&PV:ZE)A)'-T1"91RT>MX3!G=$^TPZN@EAR+GXI$LAUB9SO/RX82D\2PF$61L:H[M93%.T1)7:*H!)(LA=A8S/!E*S,HKG6R3SK*J6;=(HBA=R=?F>&?Y.\1!'5 MR2\@9? @B!'2J!(E(;D#.2JDN@P9+UVG*16G:(DK-+4F6[(+ MVCNETJEP"J14])>+RKLKB[67'>E>]&NL!_C #CG?G9"[RW+14%@&5*K+(K$I!8ZX MB#!!-T"/HS(=0*I:)4FBSSDN,V@;C)J,"068Z7&3O4.#5Q.GA,D5FFH,29CH MYS*Q3@/88S=M,G.XPZ>LF?J)T_V;;!:'?2A7;F4V: R%B\[Z@^ MNBXQ=8"2DM!^U5V6(B<*#AXHN@KB&(=Z5#>U=V#PW'*:*G&%IBI?TB':CP[U M4KB9V# C)#5=HJO(EL6&]CZ)T*QPXBJ)['0.*N" >",C!/! 0A'A@QS#M M/)!):L3.SX38FPZ-RYRBS9RB)0Q*PR!TAB0?#&BG<+' SHH[ )$0BZ@BQOK\'R(E0%_N^X76F(,(A M.359)<$*[1K2-01="=O N#(/M'C>T#(N&?(CJ,.5A*:P$YH?ISX(#"92ZB3 M!/M@!D]7EVB)*S35D)*A!<_) ? WIEVVYY%M3IV@SIVA)8#+:4RO.T3UISE)& MG;/(I&*$8'V;8&KOT& -.ST0&0V8&W M3^T=&#RWG)(;5VCJM8:2!X6]*^HZ%1[V]*@#9,#M4T .WCX%!$]OGX8-D5&_ MD=%U:

(^N/Z'/'Y:\J6W97Q]/[X@^G:OI]WUYVE[3?2,S]OKD'?F>,I!>6(= M\FXYS[T%+[,'T;8MJZD%]O[^Z*="F70EUK'#O=,[S'HI+-$\TLOR^6K;5-Z(M:=$TGHK -\V__)3A%'X>^6]SO.M0'C/-T4IXH3<:VX>]Y __F<;(31-OO-4 MA IM^0[0#TV.;M=>_*^O0>]$NK8YO7NRN##M[N[UA/TZFU();GV_>NP MN80=_@4_7<\^D8_87>[^+BWOL[SR5OQ./,Y_&8H)7N[N2]]]J(M->[_W;5'7 MQ;K]<\E3H>Q&0/Q^5Q3UTX?F 8=;ZZ_^"U!+ P04 " #DB6U9N!2[G+D(M #T)P & 'AL+W=O%-N;W]!Y_9>B/D!X/9^9:LZ9**K]N['-X-ZEMBEM*L8#Q#.5U=]"Z]LWDPD0>4 MQ#=&'XN#UTBJ1/@^+&[M%?_3WGP M\/7^]O=*>5#FGA1TSI/_L%AL+GJ3'HKIBI2)^,P?_Z0[A4)Y7\230OU$CSO9 M80]%92%XNCL,"%*65;_)T\X0!P?@'O,!O#N FP<"RP%_=\!7BE;(E%K71)#9 M>@4:T6WJMUA9T7+NGV'?*'OR,\ MQ($!S_SEQWT"+^VLJ_N\VU6E@9<*0.N"WAT/X)C%_,AG68D? PAI8Z'3-9?PO9%D5ZH)#98IX M%K&$HFR'6'XJ7T?2AZ7,%(CU%SLP/*4#3W39D9UW&M9U&;@?RK*],P#)!X7J! MZ--65@X$Q3AAY)XE3#R#_1)50,!H!0$K0O58E:+,*=J29V5EDY6J?QT>N-:? M-MW?EK%X?EQK-'9J=$W!3!$C%9UD,2(ISP7[G_KA'+L0%!A;$OXGF=&.:E1 M3CH3YQ"8M&C,BHB7F9T+F&S;P-N0<2S#W07RB;XDQ:XOH>]A@8FH="LP;36 M8/J3D7,0+#&]%VC%,@+)EZU-*>=UF]+A+X9NC?4]#AT@O],'TA2UI;7@0X= M%/J;/T+_@38\B>])]!U\04 _(_T-.]$;1/IC;%/@@-\]IP)+P:/O?=GIQ"CB MJ32\-21Y3B#R:T<8]<#M/!R.FGJTA?KAV*J(IGK/R:.S1;H%Q#(+)5()M'*0H*+#+AB:Q"AM9&(VP_>X@:8N,)M8HU^3LN=GY&/.*/4&P5*B-.(-NG&T1 M;SBR%!)/<[7GI+C9!R*Y-U/E#FI%G944PKL."69)P; ;=5ND[PVGMI#0U.FY MN7,/FS[)EJ%DQ69O:E7VW+'LXKT=[+9(/QA:V-'3].B-W4VK2L&BT>Y4L2SI M\L#>QM;'<]+O:WN?4]UV; S-PIZ;AA? K9G@N2VXVKS9\E);9&3I#3Q-K9Z; M6^]R"ID;[QFU<@P7&YK#\)CG,LH<>=PF3.B[QTW=X9T3R:CG!\&MBS2A(C=TVMSL5"- "^8 M2_%)!]-3W79L!RJUD#'4:72^_?EM<.JHT[AX[#2+8.CI@S7G8S7F'9NV8+;%A M;@RFXU8>N&CR&*6F0-Q%@3RB--XE0IF:NP?PGJ-K5-QJ.6=0USI2T&?,U_ MOIO_ZIH# ?O 8J@[]_&]#6N!=N4YX\GS5G>).79PL+7Q.A[KZHY]=3>N_F78-(/PP\"_'Z!YMG M-_%^R.5@O3U*DE=LYGS#P#D*F[LY@Y0M030I^QTS:5&4$%<41;R -O'G%HN^ M@7C#UM++(&6#KYG9=X^J,K^/K<[V"@'TB*>I7-[)Y8QL."*>9;LOMAZ9V$ _ M3_.([1F-KDKYO#Y UMMAITW+H3YL+,X-4?S29V"J4)G#?3>!S&]3? M?IE@#_]U21-6S93@-;SP$WG74KW ME[=S]6[^9?%M\65QLS12>W!2:C_5;<>VT-0>N*GJ]JI.[)B 5&7;KY]3'K,5 MBZR;]*#-YCALQJ)!R$([@:;[P$WW2RI$HKZY5ZMFM7,^^&Y"*57-N$W*41,(M5#A0OF!6O;I'=(-(?VS9Q@0'7Q^[NX%/JQ6D#M2 RAE,/@#2O4 *NC?5!I$Q MMJ#5Y!^XR?^]Z3N+VOC0P@#S1967R-HRG@;=^VJ#"!Y9.##0?!ZX^?RO,GE6 M#SZ@NQRJF*#HKD9;N^&_'VEZ3_-_C,B=][^Z&)SHMF-KZ(X@Z-B"_^RT$YQT M_7VJVXZMH)N+H+NY>%F/][M*S'1+LF=II#KV)3<"M'ZCE969K -NNPLXG1Y\ M%W!&"U>81ZX,:8M,IKC9:PT.GI]*:;Y6CY452-67ZIFC^M/ZT;5+1/8"FKZF>A_M(&I,VK1\RJ-X)OU5-:]ÜP(GJJ7&TIB MDL!^/N*<[%_(_]! :#?[/]02P,$% @ Y(EM626N.WS%$@ ?C4 !@ M !X;"JW;W)K M-Z\JQ4YFO)O<>*(D.[5;^'YJIB0FW:32():M^?5S)#]D&3'F?FP7Q)+W20! M$#@X *F7U[[Z'I;&U.JF+%QX=;"LZ]7SHZ.0+4VIP]BOC,.3N:]*7>-CM3@* MJ\KHG >5Q="I\?&3HU);=_#Z)7]W5;U^Z9NZL,Y<52HT9:FKS1M3^.M7!R<'MZ8M/=K&LZ8NCUR]7>F&FIOZRNJKPZ:B=);>E<<%ZIRHS?W4P.7G^YMS>YQ>^ M6G,=>G\KTF3F_7?Z<)F_.C@F@4QALIIFT/AO;K29;YQM76+=25+VQF37AY5$,2FN\HBZN^D55/;UGU=_7!NWH9U%N7FWPX M_@@:M&J<)C7>G-XYX=2LQNK1\4B='I^>W3'?H]8LCWB^1W>8):C:JW?6:9=9 M7:AIK6L#=ZSWZBO3G>V?CB+K>5CIS+PZ0.@$4ZW-P>L__^GDR?&+.X0]:X4] MNVOVUV]TL('VZ8KF=G5O#^_>./6_G\U-K=X4/OO^?_NTNGO=D_&_XS7J\]*H M.1\I6JN\?\N7OE6@=E7>:KE:^P)SD^J M3Z&M= M&04Y_K,I-NKD$3G#\6.%EZ?-IQN9>;!H:&;!_&A@,;R?+;5;T%QU4$Z7AC9_MDIGBTXVZ6FK$?V::&LH4(\FG8-:?R[.!^-&VK37_//?WIV>O+T!79KMA>=DM:!(:@(6UF.JG?H I?Q(G>O" G6=U>-V1H6-UBJL#+EDO5&K@6@JBYK- M/: #$T(\,F-NUD#?%3DO;Q)>*TU%4Z2MPW99Y_Q:$T;2F$JO:(^POL),)%EI M8-I96'F! O]EP-CVKC7&S.(Z %4AJYM'5D&M[-YU@E! .DCIY95WJM0P8Y*A5UH1?9I2\NST?(M2PT@&'9867B$AR=AAAJ?@PH;EU>^-/SRY-/%-+T-23.DX-K6-O!#.+EV;*_# M-:8I5$V/R>"(T-12/:8\#/SUY(6OS M1N@\M[6$)B*(21$^L8=]T#!/\]]'0_\:^!I3$P3(G9ZS;41 OJV7ZBNVCV%N M!Y#99[6Z7GK")W]-B-TM\ *24:3 J:Y92 9B!X/=_-Z::&1C-,D";N0SGXT M9-_6E4B7P Z&/YNR>U)8/;,%[-7M;#)(90@$L(F8D/)-:.:4MITM2&JDV45# M(4PN5K<@"K9]JBI*$9*-"$78 00&,+DG]%8!DQ3F,/%]L1"XXT M(H'U'@$90I&/X9AFH NDY%CW%)$<2W@-ELPM[REA%CB;*K-%FHJ EL6'W%JB MOZ0O"0_= BZ ,0"V !><05B'2 R!=IAT0;8TV2;#8]5V&#T$(U%:\E16>+)/ MVI:=F/59UK"ID3@FJPJJ/!*_5@]"'I]';?A$3TM3Y&WN[T3L(EPB;D(K M![(@)%Q$+^**J/!\A^GLR5/OICM0**MTX//74SHK^UG%!I19D;G0'[.V:C/(5A9Q,XW0GVJ*RXF2J\0BFN-S>P3,I-L M_<59V@ZN.SB]&U# O,)JV'IS.$="I"C=X)N8**W[)L7NB)5_8.U#\I.E<9L"M@WDH:3MX=]PI"]7+@]#5JABF9K83)?1&Q8T ,=]@,D,C'UH:IK6@I];5&D][M6>AQZZ.7[C#M7+L;__]N.H8[P2OQ2'C27SP!Q[EW@'DG8.)?SH"S)^+E^A/MO82"/)^C/2FE^#,,T*[P^ PBF>E9=P[UISU>ZZDC]+%5]6BU8]R&D4O M)4PRY:I@[]FAN;S3,\@0^0]0E7VOE\] 0Y&@*_A6/Y5%"SLR$!4JS32(],+BAG: MX=PW,\#7S#?U7O<3ZVT&DFT;U='/*@7*AGJQ)JX .JY M)LH!GW,$B;T:%[F*EI(P/CD]Y$4@J(/MJQ Y&A=W<%?\ <_^&U(EC\%?6VU+#1IDS'<. MB[C7B*=]2B\KWRR62!'@1!G-%W.R,L",FI2:\VZ&421(9V8R:3V!LI#SS#^ M5@9\C /4](.:= N2:0,+YS>8;O6MN#8O0:Z#*=HB)5\E(8:HRAC^#<4;Q M,?#>#(SXW7>NB_5NE(ZD@0C8MNPQ@(>#6^P9*6@ MF%]3=F88KBH*)LEI,0!ME4/2BB)NUS>6>AVS#/:'2.A2&%)(%5!MLJ7SA5_P M<(%>O+TV9 5B_[H,$E_;>REA[-6B(@(C,I*\]?O1]9X91&B;O9DP,;^@>&?CZ:XY"OS)"LJ[1?& 3Z)I.@[3&H M/M*Q_G^93*Z$\[5P6#5%Q+X8'^Q=T=LC![L71 (>1U*QBO?]:'&Y8EP. V 6 M*4BCBL"NV(R$">:>-R"6B>18+$B/:;6< ^F9VX(MFLPVK*"P-"%Q^ZS=3]7W MW2#F -+K!U@9J!>6OBER03.=MNM;X^00J36O!I;7_^(2T0@\.=#D9\24R0CLM@E1)EZ@]A66>))Z+GHG)V+O:#YISCP1-BD$K7%)@]T[H_F:DA;F+9DN% M5&Y]'@1|'(TC9;B3-2^8'-"6ZOP;)@U'K%I;*ACH1T)8\A0/=K0?8[=N M&[!ML@S53W3C>Q";!%5)45MP:DTMYC5GK+NEG3=%,?"806=H*-[XEVN8%,)U M!$;NI&XUN!(CO:4AAY*S*$20K.U^Q)EXGX#E06>B58>A2!Y=7[TG*9=IGY>I M1&I/-&ZK$+?QE\$EHDWH\U[*T?H[\CR\N(Q5>.SSK40X(58@;9DD_=19%FCL M(/M7,6F0<1@]!A1U!E,@.08V,IUVJ- [;.OEDTYR07!F9A0R3!?(2-">Q"YW,45%W;8LD]NK2@7D,:2=$#Q-T-F 8:!FG%- =+\\K&=+D_7P< M#RO'ZFWG ^UY'>9#0(-Y\C"]DBIPO$PJ>SQ<(WQ]$V+@E;KZ;NI#/KR;$[FB MER)'1I7&.[?M6OV@:C<=!I/T)'U0TZLH^$BLI,(T2SRLAQ5";KFIVG40"#7@ MY:3MMR9?1*.WM6P&_V O9(^1AD/7(^AW!MHB@^"+DB=!EUX1[:'3.Z[DI33]>DG]ZW8#"76S LNSIXN9SF.[72I,AKL4A/]" M['5@4[4KB8M&T&A;4;'6I@7_HTT,$8M PID*\ZG?*&H=K4;EP.X".@AXV;PK MSCO_: M[F>)NO6:ZX,*&[X2$48>L57MNU9NZE6JOWK\D%CV(44M>0KTGOS& M"TSJ'!Z<;\V+3^@HSK$$3W@L@9.;6\U%S'=1APPBEYO*+$(0O?VW+P]9\2J?=O*%R,6=0OLJ@A1<8X6%][M2B9DOMT&D;!#E?V8?E\EMXC$^%>N;K2IX)8,E!"4D2$WB-5"TB+M[CV8[UV4 ME[,^INV\U_F!'&*@L%7JW5ODO&E;<;_6L1WUX0L1M*8T4&Q2>,9X">-:3[P MQ>Q,[?FZ07BN;CFN_?DY_^"<9/\)O1 BO@Q Y,?#=;DK/'IX(MA;27K.1^;I M'*!W."U':V0W:EE8:B7 SPA)$R,>7 "@LPVR7$#YQT:1=[1SPL#J]0PAL!$@Y_=F.VSP,I[5!*@A"_=G).5DE]M,"]D+KWNZ8?-LZ),U7D7'Q\8 M:I^9^N26BN1;+K#T[ZMLAU]P19?OM# &!BD3G#0$I7Y#)I1E'?"!VMP=TMF[;&=2W<_;LTW(6FMG1^%*_=4+NQH]W]8]!N&X$NN2DZ)IT.D(8DF(92(X] MEPLL@&"F]WFFR//+Y84-/0^B"S>S.C;2X@%92;M+FG4 8;C@D_L,<=.H8ZI* M\2',NOT7C1!SG<3VOL]/PG]GN'N6*NU6[_$X24\M9=;_5*QP'O-D,OHWBGS M;XL11-P MR<*1US":"]J&!K-NW 2L=+QM0!WGOHF(P-[UF5CE*?[.(GU#P?$'IF4.TMV_MZNXN]T9.41OFFDSTQN,_3I[O)M,W(P;#X2KI7?5E11LK-Z6F7X1\'1X_'8'Z M<,$8N0N->?#9KU#=%U?-/\W?2"9FUKAM S MGK4QD/%A05? ;SV*S?5X%2HZ*:\=9.V1'*;XM7[2W2XK/CR;60WV=*:_N%KCO*??]) K24F%1'3S-:1KH1= MHDOD9N/>F6#LK!.)ESUJK=3OH9.(/9*;Q-U3S*5'%E26\V+#7$,)V","4J&M-4F&SL$[NELUA_H[DGSQN M^]KI-F>OJ;K_Y;,A&-#*LM4KU(1H"V\=G*\3M?"Z.:\[.^P6;& MT'MZMB_TNC?[(3TRNEI_'M-^V M/RZ:R&]XMN? EETFH(>"C015FCJ"XZ>/#^3X,GVH_8I_83/S=>U+_G-ID"LJ M>@'/YQYE0_Q "[0_N7K]3U!+ P04 " #DB6U9EDZ$NMX* "8(& M 'AL+W=O. MG;8!VO2Z%V"[*#;M]N%P#[1$6T0DT26EN-E??]\,*5F.[23MH4#A2"(Y''XS M\\V,U%=K8V]NY55 M,N5%17X<#X>3XT+JLG_QBI]]M!>O3%WENE0?K7!U44A[]U;E9OVZ/^HW#_[2 MRZRB!\<7KU9RJ:Y5]7GUT>+NN)62ZD*53IM26+5XW7\S.G][0O-YPM]:K5WG M6M!)YL;ZD?Z>SXZS MS*53ER;_HM,J>V?]D6]%K+.J[_,^M\JG.>4Y"4F=_PKUG[N9-P72>TJ4X3%MT*#0I?\KOP4<.@NFPP,+XK @9KW]1JSE.UG)BU?6K(6EV9I&%WQ47@WE=$E& MN:XL1C7651=_FDJ)6!R)J_)6N0IP5T[(,A7OI;;B;YG72GQ0TM56T=BKXPJ;MTM+C)&SPUF\0']A@)CZ8LLJ<^%>9JG1[_3&4;36.&XW?Q@*O%:K@1@/(Q$/ MXY,'Y(U;!,8L;_P DY41KS7I2P3+7-Q7+.]DOCH+HW*UDHE[WM$25.V5O5O_CME]%D^/(!94]:94\>DG[Q-"N)=]HEN:%;\9]/ZELEWN8FN?GO MOM,\O%\\>*)C;$W[E"EQ:8J5+.]$DDOG]$(#8XTA1/Z-JN0\5*II+:ZHA&) M?[=2Y_P<3"."DR$"\:58?8?41K^Z*!PZ)M%:K ME!9"B$8\XV8C@D,[%>")K[6A(:^H6%F=0)4,G,R)FL8QG2YJJ&*60B9%\;A M00K== (/PIE5Y2($DAA*D?XE$E>(TAP M ;9*ZJ+.64L# 58D -2JC/CP5M%<4RCQG):^P/E9#80&_':.R4U\1"S_G4K" MXQ$_'D>L4X+ M*#%&@H##T+KSI\FW(Z4WDJUK!1KAPB)9,E<%+B3DD[8%NS M/9V8$\4'>L=)>8_@!K_],HU'9R\=S."RB'^%^EIK8-\ZELN,K8XJ98NMW9\# MC2HSM<,<]^*\=^BHO3<%UC/"ES!&[W<+:.,3G%O?=!^3)O4M2A;;_K].Y'WHF M3D9C_/()XI=;5QCI@=W47>,1BQHZBE$TBT_;:B*6Y5;;DL$'B M*Y.[KK-.H[.SV\#'TQZ MC='HH2!])F;1>#HZ8&0_]@:,,*Y,,E+XB/P,#IJ"WJ$L3 J>B0I,(02@B9LFU M&]Q58X*VC!IR=:I(!20KH<%76-CAU"F1/HD&DD8%1J2*Q*=17&D=@V$K5C MQG;.)PA:ILM4W^J4N#&8YP[\=ZOR 3)@4AGKB#\=*-]ZQFY4HH.M,\6<+7FS MH +E&VL*/.PHPIF%YRZ"U) %]K*G+BMV&QA"SG5..@$,2BA!Y\8BP*/2>3A_ M0@['S$Y95+91GE#.0M[3SAL!A4* =YWIQ.>M3H;4W01 8XLC\ M#N8-8SZX_6J9P@2.@%E",K:Q:DG9W< N<"I.@8L%=2I8V-$5,_U5QP52= 4V MR'5Z6:*X2B2@90?4QOJ0@4?"*4I=++!RW&^!B)K^BD)"%H#E=KHP8Z=6/(U M"IZ%H(+@_14<%6VD=Y59Y0U>4G06OO975/OOR=DBK*)2(DS:24MF-VX+:"L;.I3)D[G#,2W]0:PBKEC# MJZM0.@[$GIQ(E):ASYS88F)5=4*X*HK#%L:Q3KE>E:^*BZ&!#8Z0+ M<>UJ98U/!42,Y-0^XD.OD,A.<+OG8+':]3LT242K:RT278' \&, =BK[J&V MG:CI!-Q6)X!L O+4__A8U#8]6DF+X&XPI#Z NP)F?>QA5O2X(Z)S;D?)P-XG MTK;;V.2X BG#I"8W2SHG.3P=MC"IRIVH';/-@18D"DF#YLQ!.AF-BCN-NAUC M/M]B._8')A;)U2K??07";_?!'C&)!X^(ZPIMM?CBUWIR[1HZ>.BN;&JF M-EVH-R[-?)M+R+M.D-&!Q@>R?4B7M?/.'WI.=GQ#5,?E!K][HL@#MD"5SE47 M*V;\<\%U#,+4.T2$3+Q"HJ&3^2J.J2Q 3$S!$O[F^%--XR%Q,Q<>&##WTOOT-N) '(/M7S&)6'84H M2L+.@.#%6YT_M_/:1>6*DF!@O;V=_D&K0 :]L6$N;7WDJAO, W&Y708\L %E M^\(!_)DH5_ERT=<3=+6]MAAP-;WC:JMTIB%;U[ZKHM4&IY>;3-_QD="C M.THF0&JGN@NH',Y>P6#S4 ;SJXV@VCX*?GK?OLFEO0!ZW=S<87EM/V^3O%9 M:+@W?W=ZD.]NN[?N0EL4 -AXY98C8O=A=#8\Z:CAA6R4^&/C#KTO.V9^AKYS M.#TYT$+Q6%"DZU8'M7E^?NB6:;1L/QK-'W+)J=?(_)1C#Q].'K#8Q]C\D>%?982,OFVTH3S4W3LANGM!\)]PWJ[//2#]31-)+_:(03:=#B&F5A>]RO!/I;XD_9Z;-+[]H !N;E:ZK(, MG9K/#,V^' ?C^+1S[RWV_'B_:V_%PLJLT MY>K]Z+8'KA_$HSCI\ X_EX8QJ!CTKD_BX:S:8]0_ GXP4; ;(/@\]/H;#05 M++YX.XR@:3X?W[SFT$J_$NMF>6V_.UMO*(OFO:B0Y%/"THDHNEVCGD89INY,H MC@' :2Q3B;=&6T5F^N%!WZ I,NE;-2I M86ED-AM?J4B?U/*VF"M\>!T^BM3U/#7C?50HRI29+V X@_PZJ,O*O9] MC/WJYH@>GG.EW6E[[GUQU.^[=(ZY<#U3H*:5J;&Y\/1I9WU76!194,I5?S@8 M[/5S(77[["3,W=BS$U-Z)37>6'!EG@O[\0*58D,$XUMEL]ULR8K+X]KZ^^ [^?(@'%X8]:?,_/RT?="& M#*>B5/[6//V.E3]CMI<:Y<(O/$79_;TVI*7S)J^4"4$N=?P7SU4]J%9?MI9?$\6ARNL7@('\G.W,%O.L/LM7Z?T#40 MAS7$\^%&@W=8]& TZ,)P,-S=8&_4N#P*]D8;7';@#;R76NA4"@5W7GBD4O,K M_8WF=E>;XZXY'0/F+[[-=WR=[@>/8W0;L[B;K9Y26PCB"^,&: MLG!=N-*I*C.I9^LRU@T+RKC2(OQUC\\>SI5)O_Z]RK6-FZ]V;=1;MS-\TO!1 MV'0.R3!D:]0%/T>X,'DA] M0?-&2AM04?%Z8.$>TIP2?U(IHV52"%",E&$K80.@(@6B"=*"G1AB?&L?Z%9P&="IF<84)#+3F:5 MLR \<)#9,H'82GH)M:=2M-0% ;UQ#8.S!T XS5L;32%2BT?7@GJQY M*[03D1?9"Q*AT:2P4L$HI@ZV'2)$>N@"!W\X.%Z3^+':'-=8.5!&R2SD8MHT MF6N:C.$M%4:3V;#O1&M.PRT6QH:(,/M",MCY(V1!9%E(/8E('0\E^NI$OZ9& MT2G#.?'B02&$JN4->3<:$U6'V)GMNR+610Q;\+K?D[5N!-"K*DO=G)F-2 Y M:3)'M4SD!D1-Y-(#VH:?@GR,7W#2E(YF7.>H=<_V((_43[T@%")9>V+F-- MW5^UAP)!X>>R[;1WCX80J?YVNL>C$>MJU='TAWLC5L?Z(K" M]40D1.A%S1*F7N4%]2467A>C/;9.?P #JM6ZJJP',M M^O_'%FI=8EK-))&+6I,TM;SQ,J@MV*+*MQ>M4NULTJ78LWHG#$;)FA2\HA\G9UI.92H(H39Z)Q5N#I)\C_$NJE,P0*[/H"X4 M2E2'U.+(JAEJ'3@_I\-)T.D?#[)PX@8%D::1<1DBJ69VF5V0U\7">.B R@6N4;ZKARP<4350&.DB:6VV&8C%MWGJXZU:G'SI*'4;#A@L,W#/*?))/33M/_.::AE5J3KFP4!+KC MS.OM,GSP"_G=P8"D;U85S)M*66S!*K#J/MI?>CO0'6467DB.8DD.NCMC]M@XZLH?GA3A)?(@_'TK@G#.3TDT;(MK4\-73>J#]Z@>9J>_0M02P,$% @ Y(EM639$?YUU"0 =AP !D !X M;"]W;W)K&ULU5G;;MM($GW/5S0TGD$,*)L7Y(X MM@$[WF"SF&2,.)E98+$/+;(E=4*R.=U-R]ZOGU/5;%YT,6Q@7A9P8I/LNE>= MJB+/5L;^<$NEO+C/L*=#Y;>EZ?CL4N6*I=N9$I5X,G#BC._=V(LS4_E,%^K&"E?EN;0/5RHSJ_/!P2#>^*(72T\WMQA=GI5RH6^6_E3<65^.&2ZIS53AM"F'5_'QP>7!Z=43G^<#O6JU8^*7F,SQ_V(5SAZ^'HBD3'033FF#*>@=!K.6U]/+BS)5L'0:W.@/-I6IH9PN*"BWWN*I M!IV_^&R\$D?BE;B5F1)F+CY4OK)*W,@'N-Z[L[&%#H[3FJ.5X'C= ?'M^*3 M*?S2B7\4J4K[]&-HUZ@XC2I>31]E>*O*D3B<#,5T,CUZA-]A8_(A\SM\Q&0G MO!$?=^&+1,M,W'KIU4Y[NC[>RH:DY=*1-U/D!9.&7OU.#BEY\.3B;O'E'V MJ%'VZ#'N%SO"(O[S5=U[<969Y,=_M^G*-?M.A^-=B6!^%B(?\FB0M5R$(;" M+Y5X;_)2%@|"%JGX]V^?+@6.*JM2H0LXET[<5#99HF3$Y<(J]J\ C/ C1Y)F M#SU&H"(^0S 0ZAZ4Q4(QP=Z;T03)GV6HXR'IUZ'ZY:]:DXHM* ME+XC2C<4965=)6%:S>3Z]MOO'R\[)FM"+U>"&:E>&C)>!?MN+$FK1)H#I.S M*M7%8NMS0]9(?-VE$,01&W4J7NI]<3"9_$R,HN%EC.B,Z0"+N_1A MEY4HE<)3A?"15X$*D8!;3:%:=]"M2O+ WL'!R>@X!NO)ME/$9;(4"65++E-%MJI$&E6F9E4(H+QZQ]J^U CP'&EJ5JS>^JFA>'G99L S(F]P05)ET0M_;=^D]<8,)VX5J6TGK,A)7^2<@U?#S0_Y\>_GL+LH^) M'?Q-,(Y AJO'*<(1J[CMX3ZQ!HBOI+4"@UM66XD=NL]*C8[@JQ4Y86>ZX29 M"#/+]"+PBQ93<426H:AV'PKJ2P0M\@N/H;W3J;+A9FR?6\R$09A$N?V*TII$ MJ91E[!V,CAHT0GNN$IR!57N3T;2+4AX.<#+,RHEQ9+HB+]1@4N@G;CU,@2TR>*YLT.<1H$?ID$PJ21=4PE]P*.YE5:B0NX;O:L%UM/S.. MV5&4K%L]FP"FK8"%W>Z*0/A2^DF3-!F5_M2I"PUVEH)6V(JW$AJ%AI9N0BYVU%8A"$)#&6&FT]$"75YN(NUPKD4O<'6 MP5.8 %%V%"YB61=?/14VG7RM]E?0"45!$H#?;4%XXY$>2'^V(*WYM/5=9U4!MMLY1Y$&'Z1T>!;@MMV9UBQ,8,U*UJ^@!7$L-S(^:=;)0NK8JU7U)D!JL3 !U M#U02FWYA-JF"=22%_-B4CK1?FKVVYH3&"Z4["N3@CXI(,@>I][IK"M!]::0Y3J^1QI00L+22#(A94+7719#C<3'Q9S;^>-2,CT.[IIJ/Q02KVNU=1F MF%_(;DAEXC8MT=.0D]=5LW\YO0@-%=YM5! MW?T>V-NI=IW6C]N8*"PP+_PB:/Y=Z:6,INW4/4AMU-9A"RUC[3 M>!IW.1P!D]!-!O6QH^G%+8K=.#-$;.;NKE[/ M[.'ZML6(_*$)"I,\0KHM]S2<_Y8JF)\.V@-VI%]'5VL,7$=I:,+2Q-?;\+M MCQ6A>??53[&:,GRP\K$@N'U9,^-W0"%C%N3+!84YK/==)K2XY=AJ&#([@WQK MQG.K:R0^1.S&QA]VGH+*-P^O4!6]0A6WJO0JISJ(;T&'/?1+=X%K1S/9)@H-M3[V!"\LC"7[[\S#N;PQ _3:?ZG1+_)NXUQ9UY*L[553!I,Y8LC-1MDR+D\[B MDE8VHO!3'!1T;V3P3K>&AMK1:[M$U\=YI:DU47==,M*:L5[MZ >RL^9R5;FE6H9_P]XO0*XVQ7J;#5/O<_W4 MM.SR)L\] MTW? -LPH!1DWDQD';]]YUOSUXJ8'>#N;&KVM^*LJ*D MSSOSHY/NAV^/Z-_S+):<&5LOF]_;OB^,.]^"L+DN^(N7$YP=X;-0 M<[?YJ'89OB6UQ\,7.4S7"WIODJDY2">CU\>#L#3'"V]*_K(T,]Z;G/]<*BP* ME@[@^=P8'R](0/.I\>(O4$L#!!0 (.2);5GKD53)?P, ,<' 9 M>&PO=V]R:W-H965T8\-,I%J4]*54NF&6EKJ*3:N1%=ZI$7&:)._BAG$9 M+.=^[U$OYZJS@DM\U&"ZIF'ZL$:A=HM@$APWOO"JMFXC7LY;5N$&[5/[J&D5 MCR@%;U :KB1H+!?!:G*]GCI[;_"-X\Z=Q_(L[QE MEBWG6NU .VM"]-Y+AT1=E835\Y^=GE7\HBS. MW"M9O;6H&[C%K9W' MEL"=29P/0.L>*'T%Z ,*&EK W_(HN7_C&1&IFE1V;K]"+@!ML(LB2$-$FGM%_"R,=/,XV47,C5@%7SBDLF<,P$;RRQ2AUES+M\>;GH>SAV6:].R'!_3=XE'R^0G8YDIY?0E[X:7X_5@.]?<6]A+53^_.,A&I,/(=@:X48U+9,'(&/46 "7)*[[M< &HUYY,[F]"4'K8#H&9WA.I>70$3^YQ!BL\L>)34" P\#TKG-D0_LB+TYFG M7T7.%496LVI["W5G36J(V*JA*MT%B5TKH2@$>$9'8.&L*MY7L..J)6=ZVE0 M+U6(X$Y"KJ0BMLR7AS%<_L:W:1UZ$,218<.EK6M5GM.8PK% :ZR:'K,BG3(15=X MESS775\IJIBQI$\!)=*QZ%X('OH/YTKIZD1Z4Q4MX?B,I2)]-!EK4%O!26H*M:F!+C<'];LNT/3BQAJ"XIQO%N%2$1WFE:RC451)-?A6GKX=&W\/2>9($VO)_ M?<11;=?*!3>Y4R>$#Q^SD[[HZWU*H?SK_,^RON@>F*DS8"2W)-HM]G>C^VN@75K5^5&^5I<'O M7VNZ:5&[_I>*AIBP\(%&._NY7]02P,$% @ Y(EM69]9BGJZ!0 T T M !D !X;"]W;W)K&ULO5?;;ALW$/V5@0+DR=7- MBN/&M@!?ZM1!XQAQTCX4?:!V9[6$N:1*#D\&C=*V-SU/?0]^>N[::+3E!T^A;1KEUU=LW.JB-^IM.C[J>1VE8S] M7Z@Y/W+\0'CP: VV**5NV;M+'FN+GJ7HS=7$[%/!C]K7H6];Q(E,^>>I'%7 M7O2&0H@-%U$0%/Z6?,W&"!!H_-YA]K9+RL3][PWZ;=(.+3,5^-J97W09ZXO> M:8]*KE1KXD>W^I$[/:\$KW

FI%]:9=M7DQX5;8BNZ2:#0:-M_E=?.C_L33@= M?F7"N)LP3KSS0HGEC8IJ>N[=BKQ8 TT^DM0T&^2TE: \1H]1C7EQ>N\BTPE]
M1]>N:72$NV,@94NT;=1VSK;0',X'$6O)C$'1X5YEW/%7<+^G]P"H _U@2R[_ M/"\ CENBXPW1J_%!P$=>].EX>$3CX7AR .]X*_PXX1T?$!XH.KK55D&D,O08 M5>3D@>?
T9KC)\W"R=]Z$A2KXHH?-$=@ON3=]^6)T,CP[0':R)3LYA#X]&!RZ MT:$P+K2>Z==/_"72E7'%TV_/B3B\S$G_$;T>S3IWH?VZI&\HZMF.U1?_GB=#QZ?1;07>F"?79_
MJ3W*E^M:\"E[!"9(HJ:>BB$ J0M_ZR:D^E22RZ0#5B)E#,_1U^@0MND-H&SQ M5P'KBR.Q\S!O!F=UVP_N_ !2TC/>.1AL[MTR&XY>;[IC[1DLRE(+,IC^_3 $ M6C%2^AL%
(J1(D,46^">1,,%UX?@_HW%I#.2V?E]&8'ZBUH8%%[K2 "J5@^,T M("01?"VO0Z<(_%(WF#KQ%% "3G2)\0T7.7(GN\!QYU]P1!R@&2GKRS3-!F=T MJ:0RB*;,*=/-
_H&ZM0S&Y/*-N8!D3;A3E)MQ7!4@)T5!MG#CD@4JI'-"&C=LU JP1UTJ;!2E M6'=)D(+K F]0<3HLM6L#BE->;8],Y\$N4Y$]5&/ZC%$LQ*$P_N_\]F!8%D#V
MD*3'>'CVH"#W[JY_1'?(3!I=]NFC#D]TJU+>IR0:GTE72&O26[8IW>]5Q-G3 MC>\=$8U:X[(W W6<(4B3-7Q0^+1LSN'0'3((39.Z9FW ?@RAGRB-SI(C-K5]
MQD;S4HIGK5+5!P[\'UHM,*@4*PU/MY$:>#0F8,05#DO'_%+/G<]^QZ6-90_O MSH^F3V\1@!RA5H(=)2=2Q,U6T-$F@$;C)B8)!VGS;?F0@'7;2YK8Z?"-B"^5 M+SO6#6YT$
**J6[!NG$(9T[66".T0,B!$A+8T$7V9=I4;5' .9N*DF2&H_W2 M!0X6F4\I>1=)AVI[.$SOTGP(/-C ME)[L,X<:WJ3/&D\N]F* \7)Q7@) 9&P &0 'AL+W=O/!1YZ2Y["^^K%X.!
M2Q>JD*YO*E5B969L(3T>[7S@*]MDQH>*?# >#D\&A=1E[^]"W]W:JPM3^UR7 MZM8*5Q>%M*L;E9OE96_4:U[!JV43!>]=-J4 MPJK99>]Z].+FB/;SAE^U6KK.9T&63(WY3
]OL\O>D!12N4H]29#X=Z]>J3PG M05#C2Y39:Z^D@]W/C?0W;#MLF4JG7IG\-YWYQ67OK":G)'?\5R[!W,NR)M';>%/$P-"AT&?[+A^B'SH&S?0?&\<"8]0X7L98_2"^O
M+JQ9"DN[(8T^L*E\&LKIDH+RT5L:ISS5Q^,5^)4/!*>N^%Z^_ MU-JO+@8>5]#&01K%W01QXSWBSL5[4_J%$Z_+3&6;YP=0K=5OW.AW,WY2X$=5 M]
<5DF(CQ<'STA+Q):^^$Y4V>L-<);\0;7[Q1%E M7KA*INJR!TXX9>]5[^]J;T&6* JS@)?&S+&M0DITL;]V^AT?$;0Z[R"_BE[+=,3H-H4B$
M7R@24LER);!)694)7<*S4E110M5*6&J_$*FR'FD"NYS7OB96POVZO%> N76) M,):EWM8V78!I] II1\CYW*HY"9Q;XQS$FU2IS DS$\].^D/P(L^)XG4ULX!?
M(B3HGF4ZWO!L-.QL2F&X]A[:UA4>Z4)9EJ8NHZH06AFG*5F(%,[4*41X2TA! MA$%VQTIUS/_NV[/QZ/2E$Q]>W_YT]XMX=7?W23A?9RL2]D&O9$8J9=MJC3M: MZ9GX)/-
JH:S$48J)MS(#5.740!&\&%2]9QIJP[NI@@XY$JHNYZQ)]V;X2CN< MYJP7%.\:F(BI@@$*N2NKD1,AP_HX:3YY72#-PVX$\Y$T.:KB9#/4?:BXE2&TYZ.E"JWLX+R&! M*#*H
%,L-94F><0JL(ZZ%N:Q*5L+@EVTL)4K5)E5!OG0->"D2$5T-N@CK]-K ME([GLQ"1Y7Z,C<;)^=EI,AQ-.L#:Q 0I9U6J-
)G6CI=5[D]>%>K[D5@C&2*RALXL9:TV#=>$A\"@$HUG41:$R'31!7)WZ4E/F MF%$R/C@^Y*1(IF5RY;92X#:]MI.Z]IL).H0I0].$A,CN\B)7$@D)!#P?=_GW M-P5PG!R?
GR9'P_&>^/TMX>L4E;ZX#BF.5&[)Y!HCMBB9HCI-58AH1]S@N+0\ M"QF^,3Q3E.O1:0=#\ H[;N(8Y$(1:0@*Q686N(\VER!!&ZGY M>QBW+!M/D6<*]+CXE.?",,L[%C&,-F]
(0_VC@ZV&,ZF;)!N]$O1;DBX%>3!4 M2\^!A06J3[W/OO30.$,"8AE[@IU:6VA%-;2)OD3P0H/Y1-X#$"'B<9O%G1-V M!)ER-M.YYJV\\
%0DPN92_%>EJ!:D/7NW:NV:*QW7+=J))PK'[PJV>L_U\AG MT;1C/D3*$ 1",N[:6F DB=E3Q<(#P&;$L4X\8B@CPJAP1Y9:12RQN[0C)[)V M??%V1BF#MNR2L^E\K/!
Z1DE#0IFH;N/FP/>JT]6!",@':KB/+P9E,M 1 S MS?4\=@=#G?HN*9OMX8WN7)7,H 4 I1O+-H=%< P8NGK;-OE.9C#4TC)R5<4 M)EL385K[<+@TC7>H6N,"E,ZEJ?,L^",U-
@=OL9"!H:@T5F(!5OU31E6LBM9#> M9=%&.H]=)_?!,]BSWPJF(\;^>!PL5!F8C3>H"MAD]C"'1, M(ATN;O:V,5-L3A^4FHIR[41.%T%0R$%KK+2.0-"M\6IB[3%VG5,$73R#N,.
M,QAT&S;CV%NXN.29@P[PQ$6LI P0\D ,.T]HUR6R1"[>(R&&]GUSPMOL-Y/U MG$/1+4B38,V>OO3&2)O1X@\:!\)DMFN?Z]0)5>A>A1FG"64L:*X9L/?=N-\1
M;:)H',A;PPJHA(G"$G]Y2UESCJ:26/N%L?H/[(]4C;-YQI6B2>Z=A$1@&"6C MTU$R.3^.AY)N9RFSWX$Q-H)$-*,LD%+.E=OJ"]8MOJRTE[G^@QT>8+RNY6N%
M__R@$#A<2.)3T[4'"W9Z"54"B:XTGL8%U=2HNL!5+P3&,#%)1B>;1E/,J&UO M)INCH^0$,24WM$MN1^3(0F:$?F1+4-C<;#T6@/QCN6P$(%ZF[G*?. MC2
]81UG3!Y8HG:/)7%:UWA'B1?_45Q*C+T!CC^2NGB!XKG:4=<;:]CQSZ=<M)Z*A9+O.VC9"/6#B)C^$&%7,>7(1*%RJI5!%E9N56HJRVTHP-*C(!/%+X+*]
MGJJ":)L3O3[)DU>:HCOAV9WO6'_;LI$"-'W_2:F=71I;!Y?)+^)=U/RNAKN. M3R;'!^GAP=%AP&KGLJ@9E5N<4)P@)&P$O.DCD)H,A\._-/+&42]*\#5>\T- M"!B='6^)W" "
X1BW*:W[J#;T3QL-Q7GO'FHQP3RR?BOB:>OJ6*ZI9R&F:8% M!T"J6Q?-58FQ)P\33$.6,#P5S7_ZUOP0>?GBD+9.?\H0S?6I0^_7+1OV]]KL//'>3O4X>C]]+.J0',
MU0Q'A_W3XUYHTIH';RK^\6-J/#!$_KA0H):E#5B?&>.;![]@_37LZK]02P,$ M% @ Y(EM6?:5S2OL!@ *A$!D !X;"]W;WN)K&ULM5C;QB]^S9"W2Z-?:C*X3P[*Y4VIV-"N^K5Y.)
MRPI1S-QE14\#T*EFJ1Q/)^47.K1^6GX=F7/3TWME=3B MRC)7ER6WNTNAS/9LE(RZ#[_(F\+3A\GY:<5OQ+7POU57%F^37DLN2Z&=-)I9
ML3D;722O+F>T/VSX78JM&SPS\F1MS$=Z^3X_&\5DD% B\Z2!X]^M>".4(D4P MX^]6YZ@_D@2'SYWV]\%W^++F3KPQZH/,?7$V6HY8+C:\5OX7L_U.M/ZTT4-P-4C#.*DI*-
?>8E5"SI__9+Q@2W;,/GKN?;N=.*AEA8G6:OB MLE&1?D;%BOUHM"\<>Z=SD=^7G\">>P%N/>QOHV[VL#I*DU>NXIDX&R$/G+'
M]5?)/'[]B+&SWMC98[K/NSBPM])ERKC:"O;'K^+.LTMELH]_/F3OXQJ7XSZX M[-=-(D@_0XYI8!"3LALNPUY;:6^81[[-/2PL@FMH- R! :HK87MHQ,QZ=J$
MEO]@!W=L8Q0RW;TZ>F-*2 -JF,TVUI2]&4@LM7MS%>L0KB#MN ?UTPTI+B_$PS;[^R-_!(7 MQB'UOLP8'"X&5)1E*7()[]4N0IZM_T(S(^\S83TZ+C-;#30+62%6SL-*BIR+
MVB2DT F>%8P*";WDA&.+U">P!J\+9"2Y7J.,E#)4!V'+QZWOP[P%67$6=TYN M9%,-.,L0$:/;! !P)0\O(M"0># (VS<.VZ%3.TCCR1DE\U"CUEP%YC63"A1# M:A?@VB
#^G3?]!5>:N!1-ZGA"PJ\O0?G$.:(Y89I Z/*MP5G#5A=* M9@W8>@J.V8527>A: 4+?]EU7K[\8GA#;M1 :X&2]SD-A":+;@WK\!.-T#E6GS0$.'S%ID',J&?I5\A\^AVN 0@E])[ZG:
M6$0I\$)"MHE.2%6B0:T0U%M0@8C7?ARF$M^ R72,A%]6WLA0[[]*1BQ[(LO) MO(I;+S-9D>-;Z8O>-?*@YN!_.GL[#MDU_;$K\ M-)HOYNB!TP$G[O5X0OV%W)]Q^3^<\8)
<:KO;_6[:=K27 =)#$!_(CT^;R@!- MXADA^..KSOT*7)T1VR)GM#0Z);5U.C-C M_9XE"Y M)<^!(K/2?3RFYLML.U7,QG'Z//@4/]^K[$H@VTFA\O%#5Z3)X/Y:"GL3;NDT
M"M3:-U?9_FO_0\!%<__=;V]^1?B16U1VQY380!2.GHQ@:;B9-R_>5.$VO#8> M=^OP6 B.>DT;L+XQ&*';%$]@_WGD_%]02P,$% @ Y(EM6;W56<=X!@ M:@\ !D
!X;"]W;W)K&ULM5?;;N,X$GWW5Q"> M"[H!6=;-LIQ. B0]W;,SP,P&<7?/PV(?&(FVB99$-4G9R7[]G")EQT&4>+Y3^JO9"&'9?5.WYF*\L;8[FTY-N1$--Z'J1(N=E=(-M_BK
~~MUU/3:<$KI]34TR2*\FG#93N^/'=K-_KR7/6VEJVXTYB'(_W M"[=RO;&T,+T\[_A:+(7]W-UH_)L>K%2R$:V1JF5:K"[&5_'9=4;R3N"+%#MS MJ,XHDCNEOM*??ZJ+
~~<40.B5J4EBQP_&S%>U'79 AN?!MLC@]'DN+Q^][Z1Q<[M8KGC1KQ7]1^RLIN+<3%FE5CQOK:W:O-;/TOOQ_R<*101"\H)(-"XOSV!SDO?^*67YYKM6.:I&&-7ERH3AO.R9:*
~~MLK0:NQ)ZI W905,L E;6E5^G5" %7NO&A3=&>,;*[

6C=@&TGRJJF6;B$K1_'M%O4$L#!!0 (.2) M;5EI] RAF@(+8% 9 >&PO=V]R:W-H965TJ"EM26$#X6D8N?O2U**
MXA:.T8O()7>&,R)WIQLA[U6!J&'+*%]DDAR!V(TB,)P%#!2 ME;DN9M[8@QQ7I*;Z1FR^8.OGV/)E@BKWA4V3FR0>9+72@K5@HX"5O!G)MOT/ M.X!Q^
H@:@&1T]T$TW2J10;D#;;L-F)L^K01ES)[:4LM#2[I<'I})O0 M"&,X@CLB)>%:P8=;LJ2H/DX#;?AM5I"U7/.&*WJ%:P)7@NM"P07/,?\;'QA= MG;CH6=P\.DBXP*H/P]"'*(SB
WS#SNS0\0T/F%70^-MGKT"^`]&V/$Y413*< M>>;]*Y2/Z*7OW@Q&X:<#VN).6WR(/5V8F]._?: M,3\BCRA-\?:^UUHPO.2KX%H.,<,V1(E# ?N]H80#?S1./+#>)O8="/P]YG
M2X4Y)'XRB?PH')N-L!^&@W_)S#/0+5O[%B":^'$2^]%Q3W:}BBS(KE?L5 M_XF!?=6[-020[EV'4-!)FJNF!+JS5 M_EWE.U-K4XDMZT]&NB%R77 '%E8&&_>38 M
]ETB2;0HG*5N13:U+F;%J:QHK0)9G\ES)VW@3V@:]7I'U!+ P04 " #D MB6U9M*!:Z8H$ "-"P &0 'AL+W=OO$#P[@Q9P'=]')PF0S+$',+-
%T^D\+/9!M9E$J&UY)3EI]*]5>CD:R6$--I,JHI:^SIV-"NQ'3,.U6Q!JX$D5U=4_$XAXIO M)[9O[PG7;+56FC":CENZ@@6H;^V5P+_104O):F@DXPT1L)S8,_]RGFI^PW#+
M8"N/]D1[M";,%-6OZ+WW8Q>$U L%.(#!V]Q<9*S]21:=CP;=$:&[4IC?&52.:!!-=[0 M D\9RJGI5ZZ Y.2"+!0O[B^T@R7YP&L$75(3M[,;>E>!/!^/%-ZGI4;%O3>\
MUQW\0'=.OO!&K27YU)10/I$GD,"+X@&](4'YT.C M+QQP7I+>OU/N]=+1:6E=+I>RI05,;*P'"6(#]O3=&S_QW@_8%AULBX:T3Q=K M*N!B;O"XHH]8!XK,A*#-"O3>(9\>-
$9X2AM$C+9,T8K]"Z5#9C7OD/LOXQBY M@0=%YA6B^_M..WCS5H /,/6^HIRSRD:(KV$1[MKU$!%L38FE[#!EM : MQWXA>8!+X'MZS2)}X?F)]9+)
2UC387"P>PF3QY*\>Y,%?O#^Q=?/K1N.P=-7A^;J-,,UC7-< M?2?R,S* 9WS ,_XY/#$X2K!"X;FI1>/L"^*WAB'O3/G.0@^ M#U*A@P;=/VC3X8.
L3:%3;+$"4*=#ZD;I_T=*.ZGB9,BT+|KA=8MJD7:69@[M89*3<^('KI=9V*B7P,Q)ZH19K _<+'^5%=A<%!A?]QT&X)4Q$MB1*=!BYFPT 6 M)
(/%H9/X08_:$3R1YV2>;_!)8@M[&1.:'"2H)]'D M*'0SWSH!BN]D:8[",I;(C3Q,DQ3WT3XI=-W XB"21,ZWGNX+_<3*N,\<:*X M[SINDI+(-
T_CKOO&#;OPG(J+AW04/1$UT+CWB.R#/ M2>+&UC63]Q=+_:(PS!E,3T6P8P."$.3D[9/LAE?H0J5K(L^.#THLE!+O[L4\ M\O94F$=!(U(-8F4&04D*_5+VT]*!>I@U9_V(}
<3>#ZI?%@Q3UW!3;`MJ^B'O_Y\=8,7'=IJ + /L% 9 >&PO=V]R:W-H M965TG> MG;3.#R89P-K$9FT'VOOU9R=I"B5$(.7N"R03/\^,YYG8\?2W7/R0*T0%3U'(MY*"V4FK=LRSIKS
B\I*OD>DG"RXBHO2M6%IR+9 $"2@*+=>V6U9$**L-^XGM M7@S[/%8A97@O0,911,3S%89\.Z@YM1?# UVNE#%8P_Z:+'&&ZNOZ7N@[*V<) M:(1,4LY
X&)0&SF]J>,:0#+B3XI;N7,-9BISSG^8FYM@4+--1!BBKPP%T7\; MO,8P-$PZCI\9:2WW:8"[UR_L7C)Y/9DYD7C-P[]HH%:#6J<& 2Y(*H'OOT% MLPDU#9_/0YG\PC8;:]?
CZ7B40;6$424I?_D*0$#L!' &X& =0S M0/U40",#-$X-J9D!FJ<"6AF@]190]P]H9X!V(E::W42:,5%DV!=\"*,UFSF M(M$W06M%*#.E.%-"/Z4:IX9_<(7@P
7,T79$NYY2'V*$CZ.41$:2GC$)Q63\)/F^SH;P\?WG^]4 :/*QY+ M32K[EM)!&]>6GP5XG0;H'@G0@5O.U$K"A 48%.#'Y?AN"=
[2RH67*#98&WYXY[3L+T625TDV3LE:"9G923;# M5M-M]ZW-KLQ5>O0./=JYNSV)&KE$C5*);J2,"?,1KKE4\O,YNI02GZM+E63C
MQD&6+IJN\T:7PT'V_@BOHICV=&GFNC1+=?G[[G8$WVXQFJ/X7I3]4OBYV:^2 M;%PEV:1*,J\BLCU!6[F@K5)![P7W$0,)GN!1^IKI_?H!?:0;,@^Q\!5K'=1H MQ[;?
E.EUJ=]SQ:N2;%(EF5<1V9YX[5R\|O^PD:4^FKO;A7.@9FD@YZI9)=FD M2C*O(K(}-3NYFIW_:L_K'$C8/%"PU/FY"E9)-JF2S*N(;$_!;JY@MU3!.[5" M
3?,YQ$6R=0]D,EQ#W3J'BRNAX&I7&V,=.;^(4V#W3 RRRUWO3>I&]T9VBNS-WK19 M9&_UIJTB>[LW;1?9.[UH\C>[4V[A?';>@)VP9.18Z96-#===?B^-3^LUJVG; M]):
()6420ESH#-N7,;U2B[03F=XHODX:87.N%(^2RQ4275]F@'Z^X%R]W!@' M>3]X^"]02P,$% @ Y(EM6?S7I=J4!0 O1P !D
!X,"]W;W)K&ULO5G;;MLX$/T5PBV*%$@M4;Z{CH$F8BC M1)TUEEJOAIZG9DN(F6J*%20XLQ R9AIOY9VG5A+8/#.*(R_P_:X7,YXTQJ-L M[%*.1R+5$4_@4A*5QC&3C^<0B?
NS!FUL!JJXW5*, 6\\6K$[N ;]974I\8\AD1QD1 >B[/&.SJL"@4QADJ7MYIAEQ(=-L/)+BGDCS-**9BXS] MS!KYXHD1RK66,,O13H_"PTD(&_(QV0-2J,$M"
(LF9/WC$MRRZ(4R"=@*I5@ MYLA)")KQ2)$;>- IBUZ3E\0C:LDD*,(3\B7A6IWB(%[?+$6J$$N-/(VA&H?> MK CK/ \K.!#6-:R:I.6?DL /VN3+=4A.7NZZJD&\L".&,$-$FB&V-
H@U,*$= MYAO]7F,T>8;O8)#Y#FHS\'#9RK4+RK4+,MCV =BO3$JV6:^LQ!7Y.]5*XSU/ M[NI8SP&[&:#90];CP.^W1]YZE\BG#]%>KU]]:&(-S6QO0[5B,SAKX/ZE0*ZA
M,7[U@G;]MY;$6V7B+6OB%R*.<9,I__V">(IR+]5,;FX-Z=BE< DVR<$Z.XIO!T'/[P2EZ"LL=TJ6.ZX+M/.T0*SO M[Q6HU>NQN3L"JQ#4+0GJ_E(AHXQV?W0^)]L4E3EY
#GC"LBEY#.P5KW5[;%2 M(K-1-S5M_F,_SH/J[FF[Z MO3U-6R,_EF1'8!62^R7)?8>:OC:L/4/05I_'"MHEV,016(7K04NVA'$V<([0J<=LNA]K;G..T
MFF^EMR)BFD=_(98__+@3V.HUG[$WT6-8U6=63;#E!|/_"- M?K]9 IF)!"6I4)UXI43$Y\Q(=V]5>1=DJ2(< 4K(;$;3X@Y_"#4?_,766#;;4P>@4F"]65* MK3;69AV7WLZ)0
SR+CN*44A'FNB"XG(X/^^Y"(9A=LJQ/]X:AJVZ\?8P;->- M=X9AIVZ\.PR[=>.]8=BK&^\/PW[=^& 8#NK&J3\,\16_;H;B#*V=P:1I;=84 MTZ:U>5-,G-9F3C%U6IL[Q>1I;?
84TZ=U^,^C_>&$UC& 1, YFO.V.YL?['UB M\HXGBD2PP'7VFSW<#&1^5]*H.F0FL19Y=+8*AR\P#.+X30FQOCH

MU@/OI.%Z1YZ>A9$\'+ZIV*+K\>&RP!G;_+6I.AME-@6%U M<3]E\U8" 9;G8_;[$=02{)^WG+^KU-^K;]?P B8171P'=@U1_O'#\#+Y_$X= M1OLZC-ZMPW?
CW,%I[<[84^N%>E]W4($N.9WI6ZH[WG'@]9=WG:=9O#Z4$A\T MEK^CC]RN!)500D689/")P+;K^RY TX1>6QJDS@W#FIX*L'X#K5>&^]T/?/ON M'Y_\'U!+ P04 "
#DB6U9{CZ<@Q,) ")6P &0 'AL+W=O,EC]*'LY[9>]KP*;Q;B')# __QT MR>[X-1=?EK-,ONNO*$$8\R0/TX1D_/:L=V&^]^U)&5#M\5O(`_*UUZ0\E)LT M_5]^^1"<]8RR1SSB?
#;2W:K,,7'_]1/>]@Y<'<\-R M/DVCW\- +,YZXQX)^"TK(O$I??B9-PQ%F_]@1838#UW "[";?&S!H @:; <,] <,F8/C<@%$3,'IN MEYPFP*E.5OWM5J?&98*=GV;I \G*O26M?
%&=WRI:GI$P*:5X+3+Y:2CCQ/FO MJ>#$(3^1:Y'.OR[2*.!9_F]"_RQ"\4B,7"Y8&.7D, \F"A:]DSM^N7;)T0_O MR ^D3_(%WBA?1\24*1'\N-
\O55&$529OEI7\@>ENWTYTUO:-T;:TJO3'*5 M)F*1YH/-@1[^GC)YKXOOQF5E^/]?3U7%I:X"]%=O>%4'W[%'HEM[HWV]-'7?'E";&-ON*\/=_G\Y*EU6W,FI)50
M[8HWV,.;IG$L4U)\OV9R?]62>SWEVSWOG/_[-+'!G_V:4%),Q%PB@2YM4P MIX*5(]W]N7%B&.9I_WY=`8?V4D0P6(E@H!5!=7I_N11#3T"D(.1XG+-J1+O(M,I;<<3E&"G+S2-
;WF[":O/%\N^8)Q60:(5/6Q$+E@21 F=\?DUR^^D4(I MA5/GM3UJT7:NJUJ0,!<)HTB85\,&:SHPQ\YD;(PV|+*]WWABV!8>P0Q7@AF^ MF6!\&2&JP4YFTC -
RBUIGA\2C;.:#746#A+E(&$7"O.&V:(RA/3*M#=&&E6D M-5I):Z25UB>>BRR$N:#8(K 3*/UGHRWD]B3 MKNY9&+&;B)/;-*O'P%VBTO>L:VZ#TEPHC4)I7D-
3K^=&]GBP>3V':E:5UIJM M:2)&/?(7N6+?PKB(M0.AOK'.:D'27"B-0FD>E..C:*JDK%92UMMGJV>/@DWG MUG]XMCG:,0SJCZ*SNI T"J5Y4}]/HJGJ:NUM4^]O_\W69M.
]=7DY@\'(&&^] M"VIR0VD42O.@-!]%4]75^N:FWCC_D 3%O-9051+I1SNHSPVEN5 :A=(*,U' MT53%M,:Y^>K.^?>,=E#7'$ISH31J;GO=END8AJ$F7@_:JH^BJ>)JK7-3[YW_
M V!+Z'O866%0&QY*HPU-O60;]E 8U&-'T52%M2ZJ;?9]PYX\HKOY7=N](UV M%@W4)(?2*)2O7I0_O MR ^D3_(%ZA_VA_L^]@Z/O>&=Y0AU[*(TV-.5]V-J1T]!N M/(JFZ[UXTV]
(4_C990^N_ M6WK__6^\M=/T3!D;!MOU[E1_!)V5!;7AH30/2O-1-%59K0UOZ6WX\L[.+RPI M6/9834TFLRR\9Z(:!YN*7S<*ZNE=1T$HS872*)3F06D^BJ9JJ#7;++;W9/LO2
M.>=!3FZS-"8?\KQ@R9R7J69]FOE.^4!GC$-I;D.,K26^C;NR%-J@!Z7Y*)JJ MB=8BM_06>8>\0OZ2'_+;HGS(I-[W=Y;5UVK:U /UU:$T%TJC4)H'I?DHFBJS MUE>W]+[Z-
&)Y7T-1C+E8RS5 X!*P(@QZG MOBN=!0=UT:UMW]MQ)I:U><>10IQUH@0?15.UU-KHEMY&[YBRPOM4R%NUSYDL MH\N'I'@NTH3K4Q;4)8?27B-
0FD>E..C:*K,6B_=TGOIWU$M0?UR*,UM:.O5 MDFELYAZH"PZE^2B:*HK6!;<.3RO'Y9Z75E10PQM*5P^+S"BM]-[H*'4ISH30*I7E0FH^BJ6)K37);;Y*_O+#2@SO+!^J$-[3U
MPFKCN5T*:="#TGP43=5$:V_;!V:9LZA20#U%X'A/:NFPP@74[X;2W(8V7E.* M<3+9$@O4QX;2?!1-%OB*MC55* >.HJF
MZK'UT&V]A_Z6I;B^*YT%!W73&YHRJ7J<0VDNE$:A-]*\U$T59ZM#F]2 M.ZXLRI.[U4-4]9Q+6;?SAWJ/7M 9V3>5HDHEXS>+5UM<[T1;6ZW:2J>WI0-K%;?/O_4$L# M!!0
(.2);5G\<[AGF < "|(9 >&PO=V]R:W-H965T-YYMCO.NF/BTODCE MNV%-6081BWF0Q"1EMR>#]^81M^>S5D8YB09Q[<*.JGC>5 V7V_HM-AXN3$W/F?S)/P2+,7]9# =
MD"6[];-07"8/?[!JG@T8Y;Y&$O/A+'JIUC0%99%PD43581A-%(E6ZKCAW(CZBVQ-EMR9FF!?_KQ(3$G\\0R M+(=\NG+)VS=*[.6_;9'JP5=L?
4ALHP/>27/WI]D;VA:,I\>X;"$Q9H79&0Q] M9]EX3,410J[3BJ]P#H[L//0YYPDMYND(DE*BIYU0/[*!!#4Y__<4<&[]OD]B$C0I8WFWO3ZV9,W&L MT>1X>-
]6#SFKMV56FSDI!LRIJ,;5:CE8M[UL6B,_D ^>9'R\8F2<\ M+_#S9!GZ2(-[7W;NBU!.*0_T@OQ]SJ(:EOZS31HMO*\T M2)B+A'E(&
7!%+G'M=QCK=Q7Y0$KKTBV/,C%EF5YP5)2?%#TS642AGJ*R5HN M+7KHN[PNZX/=MBPHYYRTZ^5P,NYTHKDVLK[R(F$>$D9!,$7>22WO1"OOA3QY
MSO*SGK*6Z\;J*V$ML6\)(V$N$N8A810$4S2>UAI/7WH*Y#VR=!%P5M5U^]"Z M68F_M,;+H$Q3*7+#Z!PZY]K8^R8 $N8A810$4Q)@5B? [%5%+]4\]O^#*(NT M=:^=I&_=
(VNN8A810$4V0WC>8+M?$S5GX5U:Q5^>:AV2U\?>Q]4P!*\Z T MBJ*I6="R5T 9U50]Q9]T M>X V]MY9@*1Y4!I%T=0L:%PP4V^#[=$#YDD4)3$I\^6]OA5 _3 HS872/"B-
MHFAJ$C3FFJEWUS2MX&.6BYU_=L4661]{0'HG_MA*#/FYYONNOJ!Q3/6A]$X1 M),V%TCPHC5:TMD]KCR=C9V+7K5-5O_'M3+UQU[<%G.E; -3(@I)<*,V%TBP*
MIB9!X^.9>COOA[8 I$LVA])<*,V#TFA%V[\%-&:?^3JW3[: 5]K[^@!Z:PYU M!Z$T#TJC*)J;&(U#:.+[8(L2WA>F3])Y,9I9E3+M?#J#6()3F06D415/5;^Q! M4^\/_E!?
$6=;K@(]-8CUP?=. ZA7"*51%$V]9Z5Q"RV]6UA>99=EK?3_O2X)-MZS3NU+L^YM[J0YU! M*(VB:*KZC3-H_93.H+67,ZB/O7<60)U!*(VB;&H6-,Z@I7<&0;=<5;.T;X&R
M#:,K*M3I@](*(VB:*JHC=-GZ9V^6BT_7F[*M76[HY27^3Q+R^]S'^>)U)K9J MZFR[A/_T/AUl,+UEA;IS4!I%T519&PO/TEMX>YZAY1?TNOKF/7W-%D(.OF:I M_DJ?/HK>9W-
0;P]*\Z TBJ*IV=%X>Y;>VP,5?3F)Z;2*WCD<=4L>ZL9!;1Z4 M1E$T5=3&LK/TEMVK2K\>_N6W50ZT[*,V%TCPHC:)H:H(TUIVE MM^Y 55_=K6-
9U8_31]-85:LI!:11%4W5M3#E+;\]HJO O_Z5T)0Q MN4 P&9X@E[F)KZU_Z/U]4)H+I7E0&D71U)\W-:Z=K7?M,/5?3=*I?\,OK$[]
MZZ/IJRN4YD%I%$53=6V\.5OOS6'.]=W@/EBR/#.>*W]].+U_XP8U\: T#TJC M*)J.)HV)9^M-/%#Y6T_.V:YWHX^CMZ)00PY*HRB:JFCK!ZMZ0V[_PN]QQYY^ MSM[5#?
7QH#0/2J,HFIH+C8]GO_B.O3Z_7GYZ3YDU);\OK4^-.;QG;4 M.-2Y@](*(VB:*6NH);#32*6WA6/H.%DD62Q*\),4B^M'W!SOGBX2V?YW#QR MRX?5-)CRV3GG?
GH7Q)R$[%8BC<.)5#,M'T=3OA')NGA\RDTB1!(5+U?,7[(T M7T%^?ILD8O,FGZ!^*-#I?U!+ P04 " #DB6U9Q;L]BN@" "=*0 &0 M
'AL+W=O]#XL]X%7L77=W@43]C^\>QA#%6")2I+ZPY\Q\,^-A=K1A M_%[D !(]E 458R>7LCIW79'F4&+18Q50=;)@O,12+?G2%14'G!FALG #SQNX
M)2;4249F[X8G([.2!:%PPY%8E27FCU,HV&;L^,YVXY8L?,W&C]>)H(!4 M:A58#6NX@*+0FA3'GUJTJC4@OOSK?9/QGGES!P+N&#%'% MO&6;+U]U-?
Z4E8(\XLV]5W0>E*2%;6PHJ@)-2.^*$.O)[67! (*@% L-M M#1G*2RQQ,N)L=[B^K;3IB7'52"LX0G5YEQF!K4Z+D9/*-24!#] '=8,4L#9YG.0ZC,.A'[5110Q5U M4EW9@.%Y
2^@BHZD&C94PTZJNVU>)W5>?UU#.0?^NPVB4Y5N..>BPBF,'=51 M!/ U.,F[-_[^]A1NG$#&A^?U%?[+BV+'^S%V^^%[:'VO=V?
L_OYX2%&78[X>YUS!+XTKP+!$K9BDK;/)O=YNTQL1UW=]T^ M7*XQ7Q{4 $+)>KU(E5SW+X%[$*RRO3?.9.JFYMIKMY/P/4%=;Y@J@?7"VV@ M>9$E_P!02P,$% @
Y(EM69^T3(:6 P T H !D !X;"]W;W)K&ULS5,?;)LV$/Y7#EHQI$!BR8I_9K8!.TFW/B0UI*1Y M&/9 2V>+'"6Z)&W'P_]X'DE%<5I'&#ILV(M$'GEWWW?D'6^PD^I19X@&GG)1
MZ&&0&;.^"$.=9)@SW9!K+&AE*57.#$W5*M1KA2QU2KD(XRCJA#GC13 :..-E4 MC09R8P0O<*I ;_*:R (7+83!N7DR:3L'M^,QQIP_&8*DLI'RTDX_I,
(@L(A28&&N"T6^+ERB$ MM40XOI1&@\JG53P"G% T]--@QZ :2X9!MA9G+W&Y:$VM9> M(H5V7]B5>Z, DHTV,B^5"4'."_]G3V4@#A1:,RG$I4+L<'M'#N45,VPT4'('
MRNXF:W;@J#IM L<++>RISHVB5DYX9W4J#T():@W-<-^ \.H4XBEMP/[^"DW>OH/M? MC:?S*H3GSE/K+4_6T-GD^\B-E6+%"ND.&UCLX7#?E.V=>+QC*CV%3VNK0%\
ME32,"^L4%9>T],#N%:F,MZ@H3_P6H,-&^,"X@L],:#^.J!V+/]>0L]1L)FZ M\46-7FL0;H\0;U?$6W^;>$?HA?,IW,IBB]!]SPOI38D-,"G>C/#!*X*_B?2 MPCB7&{(F%L? >QC-
^-!]LQ$?!]^NP+?_*_#^]([*Y+/8GN8Q(O608K+,E(8N MY#X7.I"R?=T5[51D.[66[S*T>1#!]9<--WOX6"3$DH_C@& MN=:P?3,N])HE. SH4=*HMAB,?
OZIV8E^]8'=K6!W_^W,NMU89B"7?I.F-*)B MQA8"W7FY9#I&VP-K'JZX7N>\U^H__[L':O7[W>-2;T&PO=V]R:W-H965T@#(WVVB$BD1M)V]N!+4HIJ M2XJ;.GJQ>3G?
(<_'(UX61\8?1 8@T6.14[&T,BG+2]L6208%%A>L!*IZMHP7 M6*HJW!FBY((3$U3DMN:2$WCGYK3:H;4@:?E)_:/1KO2 MYO&/'WZ#6,]%\".V X)D OP[P7SI"4
<$+QUA4@<8Z7:EW20NPA*O M%IP=$==HQ:8+)OLF6N6+4.V3C>2JEZ@XN?K$)* 0O4<,R9*]SKG*5JS0OE0 M8+.4
UWQHRX#>A.!O"07;Q7X\R9";UZ]1:\0H>C/C.T%]JE8V%)-5@]D_7$ MKJN)><[,S$ MT#.?]#FN]_.9)AI2A400' MM<>6:L>4S6?PY0:*>^!?^\0/4NO#X%*4.(&EI79[?P
UNKU+^[4^=#GM#') MHC')XI'(SM9GTJS/9'1/5HR3$Y^$7LN278CG.BU+]F#F+6O'78P_]_L=.6T4 M3X<5J_.5T-T[]"M0X#@WSKQ*U3%!A.18'\%/YA2#[AP[.6<#FB,B$G4(
M$[I7HO\H@5>*4AYPX2/BS3AR3+!]3+!Z)&Q5PF95PM&=&',:T]86N/XA(OHA M(NXBW+#E0/ODJEL WYDWAE Z]E16UY>FM7G&7)G;>ZQ]VKU275M-\5J/,=V :X#]WS)U
MV:XK>H#F,;CZ!E!+ P04 " #DB6U9EV]+0U@# #,"@ &0 'AL+W=O M:Y\:0YOM5.G2:F,6RWG[S_99/7R:R(O!N>?Z&IRB9.XD"*&[++U1T_ MO,I9J.S7]R!7"""]P5'S]T#,)IG##
M"[WKDEC=>G"'4@FZ5GK&KH*9D9*J1[AZBXK07+[N6G7/])P=;>\U_-?;[%8 MH?AG["I-;6*[ZYIP7A&&9PA'<,N9RB2\8RFFS^U=G6V3I5(&&-I"Y8?
MI$@5A,';W'7R#AF_&KV@#(<)ZD.O1Z"MY ISR/"=" M0HFB0C;L1P&[^N0L4?]X=Q-_ZPP1}>Q%^::+WYZ5&="4'8%O5'0\']$=KK M%N31#L\.1*37\.[;SIS?
#TP+L3,3$CZI3*>E,L+@4VGMN')MOEQ%$=)=^)1DWAT,?$O/%[0UO!!2O0=WA J8$_R'5Y7PYB^=,^B MDSWS^U[8C1XWZ/%%], ZR.'/ZQ>?Z-
<+1V$TZH9(&HCDE^BW/*^0+[D5+Z@ M[YW9^E&#/KJ(KG!&Z3_1\+1J81QF RL7SO^+_P?HF&FV? +Y"QYGA^#),S M)\!O_>_\W_5MKB.U)0[*!A$9QB#
(V/PIWR?:Y+G*@]_5-EM%1@%BJTMHR2L M^8ZIJM9H1IM2;585*,?E59UW2\26,@DY;K2IUX^U?*(JG:J.XJ4M5U9+' M-C-=;J(P"_3\ANN2I>Z8 $T!._T/4$L#!!0 (
.2);5F*4JM*$00)\1 M 9 >&PO=V]R:W-H965T*$$$: U(_9CX?9J8;IK;/132Y@-8FSMH%6VA^_MA,2$(D+:)'VA=@FU_>< MXQN?...-XZ]B"2#16Y,F8M);2EE\=AP1+R$CHL*R-
4_<\8S(E67+QO1<"") M"F8K61*TC99M+S>MN![W2QE'K MF8X+LH 9R.?BB:N>4\^2T QR05F..,PGO3OO\SW&.L#<\9/"1NRTD:,RPMBK
M[OR>3'JN1@0IQ%)/0=1E#0^0IGHFA>/O:M)>G5,'[K:WL_]BR"LR+T3 TO_ MI(E<3G1!#R4P)ZM4?F>;WZ B--#SQ2P5YA=MJGO='HI70K*L"E8(,IJ75_)6 M";3'0%X"K
",&4B0S*1R+)=,S9!G%]MYI--PQ5$ZW T5RORDQR]2]5<7+Z M!Y. 1N@6S22+7V\UP00]L$RMNB!&MUOTK3"-.RT@E>_HZA$DH:FX1I^0@\22 M$.2"/TE>5R*="7/(%D
M/]Y1]&]J.>,OQ'ELGG$'11[Y{@[" +_0)>T7G_:PEQ=+)K]6TS>9@JY,6D3$ MC%X"]8= 2*4!S1?H2FE2IKE&_[0F+)F4\P_,_/}6D^CD>]C;^RL6W %-:[@ M/%PW:&/]5BTZ60-
7SR&"-^ Q%8 *3F,PP!.6IH0+5 OH6L.C7YM/$H\T0X/ MW^\''30&-8V!E<:OG.0:ZK%B#@[$]-R!'WJX498PPB/@=%H=_O?:A<>:.?U M7;\=\[#&/++1B5EO8'.@IX@T/Q+L-
W,CM6,*HQA$=A^-BZD4MZH6#=M2C&O7{ MBQK+6T'Y"=J-#K7#H8_#=A2>VVS6[C$X+]9=E7Y/O,#O1QV+[NVXC'?AC;%* ML/F_;0PX:#?V?0*Q,IMN7H[
M6I$4I72N6/T%A%^W K?G'Z}WT%)$*"L=W,,H(>\V9_4;" /.]C"R6'!8$/4F M0Q45[EX98[0FZ0KT2K3R*%.%. IWB=]XDVUD.N<5O!U$4!7\<5OP MX8PUWABE9W?
CPB>7O310=%W[>N-+WIV8]P#6:B3ENI(AM9J^/B/W1+Z\Z. M&[O$=KNTH+M8O5>0CMS;<>.@V.Z@6W$Y]]@_0'#&[HX;$\9V$[;2.[G4JV2V M_=W9.3-GP!?
FRX!0>9N;B_77PE?*% H13F*M3M#U4I M_)K0-F1K# G\!-)= $N#Z!O7_G*E3>-71">IO,M-_5!+ P04 M" #DB6U91$JCF) "_*!@ &0
'AL+W=OMA7ZVMX#D^.S!K*9G>CU&H[2!H!8>@ M%[I,K#L(A_V"+7&&]D?QK&D7UBPIEY@;KG+0N!@$H];]N.OB?< KQZTY6H-S M,E=]Y39?TD0.4H,+&.@=']!B?
G/=E4= MC@"MSS. N +$7G>9R*M\8)8-^UIM0;MH8G,+;]6C21S/75-F5M,M)YP=?E46 MH0<-F%F5K!K.8 H3):GIAOFZ-6!$DJ&6%VQBP"B9,)&O!"/?(N(97)M8{:@%3
MEF0PE850>\22#[YY&%P]H&5_.%HBRC#6KJ_QZ0CE'_9ONOE. *PWO M\(>0?FC)LU,>)I6_<>DO/N.O!T\]MYF!:9YB^AX?4JW]@L6'@HWCBX0S+)K0
MCCY!',6="WSMN@%MS]DMWM! M6*<6UKE(^<+-JK'0U$]>DS8T%C0U_92VDHB^?,?DQL!FC3MSKAYL3"FYJ M!3?&!;?[4]E+DE;[7?;>W>G;I6?/=$^G_RQT>
MO4^)>NFGD(%$K7-;/M7ZM!YTH_)]_PLOI^03TTM.[U#@@J!1\Y;) IHH)MOG(Y=E*FBDO7E7&*&9s=7F"NWRRXR(C20[%*T M92&0)%:4,3?
PO(&;$9H[X<@^FXIPQ%>*T1RG N0JRXCX?86,;\:.[SP^N*7+ M5)D';C@JR!)GJ+X54Z%';NV2T QS27D. A=CY[U_&0W-?#OA.\6-W+D'LY_Y MYP]F\#D9.YXI"!G&RC@0?
5GC!!DS1KJ,7Y6G4R]HA+OWC^X?[=[U7N9$XH2S M>YJH=.R\<2#!!5DQ=56%>0T;R\DFW% M84?@]YX0!)4@.%;0K03=8P6]2M"S9,JM6 X1420<";X!869K-W-C85JUWC[-
MS=\^4T*_I5JGPANN$'P/7L.-SMA7+B5,4< L)0*!+V#"LTS_/3/%XP0?\X04$7M {0_\ M1[YB'>CZ5MX]((^:Y1'&'0C>6GFP+W./M,2Q1[=\-4+?^"].T2K3;.H);,]
MDMV:9+>1Y(01G4.=OHHA< 'V@W0!'8H8BH11H+&N#-'UI,DG-$<$LX8$1(*`MG6:,S_-#_,LZAK8.\5I1,6UT/36F;9I%+9GMT>S7-/O)*:-=9S*OW],YJ.6EMP#.ZC!#HZ):7!J
M3!M=3\74IEG4DMD>S6%-<_A,8MI8QZG\VS2+2C-,\$_H=U)?HG5W.BG3]EX3 ML:2Y!(8++?0Z0WTL1-E*E@/%"]M&PO=V]R:W-H965T MP'[=IYS/S%WO&\'7J0 $CW0+!
<3*Y6R&-FV MB%.@6)RR G)ULF2<8JFV?&6+@@-.#(AFMNLXODTQR:U@;&0S'HQ9*3.2PXPC M45**^>,%9&PSL7K6D^"&K%*I!78P+O *YB!OBQE7.
[MA20B%7!"6(P[+B77> M&T6^UC<*7PALQ-8:Z4@6C-WKS<=D8CG:(<@@EIH!]I<.H!EFDBY\;WFM!J3 M&KB]?F*_-+&K6!98P)1E=R21Z<1Z9Z$$EKC,Y W;?(
Z'D_SQ2P3YHDVM:YC MH;@4DM$;K#R@)*_>^*!.PQ9 \;0#W!K@/@<,7@#T:T!_7PN#&C#8UX)7 TSH M=A6[25R(0[&G&T0U]J*32],]@U:Y8ODND_FDJM3HG
RN&824,]!;]&U:LI/ M3 @T X]F*>:_V!)-&:6]GG(/)XGNEM+.-'N*L3"!!EYO1?524$IOR*V!(LE*J MLQ;.HQ D)IDX5H1"2\38EBH6[9$=UWY?5'Z[+_C=1UP$X3Q!$2TR]@A0=\
[G0K>)0%^O@"Z ?VNK?Z<%?7V. M1(%CF%CJ?A3 UV %KU_U?.=]6_(/218>DBPZ$-E.F09-F0:=93K/)4GT=ZKN M:B0@+CF1! 0Z(GG]81ZW5:8B]0RI_@^M]
<9^H[GCNWU=M)_U1MZPX9_W%4+ M]Z2+!DNWDP.OR8'7F8,[$#G.96DBP\)%ET(+*=.OA-&^S_T8I^ M2^^X=<%_%_:*A/VUM^9 E^9L4B@F)6YK*
[41M,7N=FX'@F MO^B-IKT6>;@FM6JP^DE?C7E7F*^(NF&POZN<8(@E8YAQNF2_?CY,@*2^*.W#FHPHP;Z/^^X[^PPFHU*M.;U?4*J<
M5<9%.7872A6?/*^<+VA&RJN\H$(C22XSHG17IEY92$KB$IPR[O5[O=#+"!/N M9"26V6VF2F>>+X4:NWZOL3GF]#76UO"CZQB^:1[3L?MX\?
[7,E6/.T4%H[7<4T*C!@96SOW2,-J]> M I-1DHMV)02N,>CX)*/.$^%C=THXFTD&7@G)&%\;4[P*8' AGGC<"\^:PR344&4HE+>$![%2> MZ4;,2)H+4FG8>-0-33NGG-
#K>MGLL6]2CHS6Q6A:)I:4-TT-*8#%TVP]VE M';R*URG84ZZ^+'4ZHNI#N= [21.VJQJKI!& L?LX.RD*OOI,62HR:I(_..!D M1#9^SB*7[(^.!J4RUP8J7>>)2L7F791?
K3@8O)7DZJZR*]BJL=Z.'+O(ZU,0&1Z_R" Z?HWUIO#810Y/ M0>0I3/?@S>[L+O'IGX+(_BF(#(Y2I%=O?#N[ZZV]=6-UX!UFI/Z -R,>![G5F
M2\85$W5OP>*8BF=;;$VOR(S3;7Y]?4P3LN3JH0'';MO^3F.VS*+FJCL8B/JJ MMOT-TO/#Y@5*QV(BIBL:3^NN3&=5T]$-';4^P&$7N:T..X+Y&,R. (;%P11@ M/L8+B_,_Y3-
$\S$8IFUH18:HSQ#U,5XV9%)L#AVGT@?]DRC* C"$!O1Z=2J M8(]-6QC"U\Z&:0,/+ Y$>ME8X[.-5\C^.L#F=^%^%8)GBE8AEBH\U(/9Q X\H MLL\/(9Q X\H MLL\/<%L%G :@?BV^-
3=E]@@!F%=.&K6 -/E_G;@2=&A M(E@6FD7)TZ(=I7\=Q_:0T^FO8R*T>EOH^7%H5 J.W&,EC'%BM/XU@LD/[']X M4$L#!!0 (.2);5F8F.\D]0, _ > / >&PO=V]R:V)O:VLN>&UL
MQ9E+;]LX$(#_"]'+9@]96P\[#]0%VKC9-1 D1AUDCP4MT381BG1)*FGRZSN4 M8)3:@H.]B#K9HFCZTTB%7Z>:O4, E1"VD6R<';X_5D8LH#]ZGY2QV9 MA#,
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M5<9%.7872A6?/*^<+VA&RJN\H$(C22XSHG17IEY92$KB$IPR[O5[O=#+"!/N M9"26V6VF2F>>+X4:NWZOL3GF]#76UO"CZQB^:1[3L?MX\?
[7,E6/.T4%H[7<4T*C!@96SOW2,-J]> M I-1DHMV)02N,>CX)*/.$^%C=THXFTD&7@G)&%\;4[P*8' AGGC<"\^:PR344&4HE+>$![%2> MZ4;,2)H+4FG8>-0-33NGG-
#K>MGLL6]2CHS6Q6A:)I:4-TT-*8#%TVP]VE M';R*URG84ZZ^+'4ZHNI#N= [21.VJQJKI!& L?LX.RD*OOI,62HR:I(_..!D M1#9^SB*7[(^.!J4RUP8J7>>)2L7F791?
K3@8O)7DZJZR*]BJL=Z.'+O(ZU,0&1Z_R" Z?HWUIO#810Y/ M0>0I3/?@S>[L+O'IGX+(_BF(#(Y2I%=O?#N[ZZV]=6-UX!UFI/Z -R,>![G5F
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$\S$8IFUH18:HSQ#U,5XV9%)L#AVGT@?]DRC* C"$!O1Z=2J M8(]-6QC"U\Z&:0,/+ Y$>ME8X[.-5\C^.L#F=^%^%8)GBE8AEBH\U(/9Q X\H MLL\/(9Q X\H MLL\/<%L%G :@?BV^-
3=E]@@!F%=.&K6 -/E_G;@2=&A M(E@6FD7)TZ(=I7\=Q_:0T^FO8R*T>EOH^7%H5 J.W&,EC'%BM/XU@LD/[']X M4$L#!!0 (.2);5F8F.\D]0, _ > / >&PO=V]R:V)O:VLN>&UL
MQ9E+;]LX$(#_"]'+9@]96P\[#]0%VKC9-1 D1AUDCP4MT381BG1)*FGRZSN4 M8)3:@H.]B#K9HFCZTTB%7Z>:O4, E1"VD6R<';X_5D8LH#]ZGY2QV9 MA#,
[I6MJX%?^:H&:W,@3%;BTDVG4R^?CA--9:3_P#95EIN9+0Z!}> M.'LUO\Z[0_+"#=]RP>W;(FF_"\:0FDM>\W=6+9)0LO!O?Z%_-]Z<5 %<%_%_*%A/VUM^9 E^9L4B@F)6YK*
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[7,E6/.T4%H[7<4T*C!@96SOW2,-J]> M I-1DHMV)02N,>CX)*/.$^%C=THXFTD&7@G)&%\;4[P*8' AGGC<"\^:PR344&4HE+>$![%2> MZ4;,2)H+4FG8>-0-33NGG-
#K>MGLL6]2CHS6Q6A:)I:4-TT-*8#%TVP]VE M';R*URG84ZZ^+'4ZHNI#N= [21.VJQJKI!& L?LX.RD*OOI,62HR:I(_..!D M1#9^SB*7[(^.!J4RUP8J7>>)2L7F791?
K3@8O)7DZJZR*]BJL=Z.'+O(ZU,0&1Z_R" Z?HWUIO#810Y/ M0>0I3/?@S>[L+O'IGX+(_BF(#(Y2I%=O?#N[ZZV]=6-UX!UFI/Z -R,>![G5F
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$\S$8IFUH18:HSQ#U,5XV9%)L#AVGT@?]DRC* C"$!O1Z=2J M8(]-6QC"U\Z&:0,/+ Y$>ME8X[.-5\C^.L#F=^%^%8)GBE8AEBH\U(/9Q X\H MLL\/(9Q X\H MLL\/<%L%G :@?BV^-
3=E]@@!F%=.&K6 -/E_G;@2=&A M(E@6FD7)TZ(=I7\=Q_:0T^FO8R*T>EOH^7%H5 J.W&,EC'%BM/XU@LD/[']X M4$L#!!0 (.2);5E3V2LIL@$ %,, 3 6T-O;G1E M;G1?5'EP97-
=+GAM:,V9S6[",!"$7P7EBHBQG=(? 9>VUY9#7\!--B0BB2W; M4'C[.N%':D6C(BIU+K$2[\Z,O=)WR?1M9\@-MG75N%E4>&\>&'-J0;5RL3;4
MA)U7T<$A#IU=C2M*XX:A(&)G'=]=GPT.?:\; MLK;,:+!0UK^H.E2Q;<6H?K_=!VU>>\ K @ $0 M @ &O 9&]C4')O<',O8V]R92YX;6QU2PS"% ,4 " #D MB6U9F5R<(Q & "<)P
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!@ M ("!OQ0 'AL+W=O&PO=V]R:W-H965T&UL4$L! M A0#% @ Y(EM6;@4NYRY"]"< !@ ("!T"H 'AL M+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ Y(EM69"E M$TWN!0 I@X !@ ("!SE$ 'AL+W=O&UL4$L! A0#% @ MY(EM6>N15,E_ P QP< !D ("!GF$ 'AL+W=OP >&PO=V]R:W-H965T&UL4$L! A0#% @ Y(EM68_KFK@+ #\(&0 @(%TB@ >&PO=V]R:W-H M965T&UL4$L! M A0#% @ Y(EM6?=%R!C] P I@D !D ("!=9L 'AL M+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ Y(EM M6;2@6NF*! C0L !D ("!7]4 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ Y(EM6?S7I=]4!0 O1P M !D ("!Z;$ 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ Y(EM6>T]C($H P Y @ !D M ("!Z<, 'AL+W=O&PO=V]R:W-H965T M&UL4$L! A0# M% @ Y(EM6?6$.57W! F1T !D ("!GM 'AL+W=O M&PO=V]R:W-H965T&UL4$L! A0#% @ Y(EM6;$. M",=' @ B 0 !D ("!\=P 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ Y(EM6<6[/8KH @ G0D !D M ("!B/ 'AL+W=O&PO M=V]R:W-H965T&UL4$L! A0#% @ Y(EM69=O2T-8 P S H !D ("! M#OL 'AL+W=O&PO=V]R:W-H965T4" 0!X;"]W;W)K&UL4$L! A0#% M @ Y(EM66[X13O: @ VPL !D ("!K 4! 'AL+W=O&UL4$L! A0#% @ Y(EM69>*NQS $P(L M (!C0\! %]R96QS+RYR96QS4$L! A0#% @ Y(EM69B8[R3U M P P!X \ (!=A ! 'AL+W=O7!E&UL4$L% 3!@ U #4 :@X %P8 0 $! end XML 57 Show.js IDEA: XBRL DOCUMENT // Edgar(tm) Renderer was created by staff of the U.S. Securities and Exchange Commission. Data and content created by government employees within the scope of their employment are not subject to domestic copyright protection. 17 U.S.C. 105. var Show={};Show.LastAR=null,Show.showAR=function(a,r,w) {if(Show.LastAR)Show.hideAR();var e=a;while(e&&e.nodeName!='TABLE')e=e.nextSibling;if(!e||e.nodeName!='TABLE'){var ref=((window)? w.document:document).getElementById(r);if(ref){e=ref.cloneNode(!0); e.removeAttribute('id');a.parentNode.appendChild(e)}} if(e)e.style.display='block';Show.LastAR=e};Show.hideAR=function(){Show.LastAR.style.display='none'};Show.toggleNext=function(a){var e=a;while(e.nodeName!='DIV')e=e.nextSibling;if(!e.style){}else if(!e.style.display){}else{var d,p ;if(e.style.display=='none'){d='block';p='-'}else{d='none';p='+'} e.style.display=d;if(a.textContent){a.textContent=p+a.textContent.substring(1)}else{a.innerText=p+a.innerText.substring(1)}}} XML 58 report.css IDEA: XBRL DOCUMENT /* Updated 2009-11-04 */ /* v2.2.0.24 */ /* DefRef Styles */ .report table.authRefData{ background-color: #def; border: 2px solid #2F4497; font-size: 1em; position: absolute; } .report table.authRefData a { display: block; font-weight: bold; } .report table.authRefData p { margin-top: 0px; } .report table.authRefData .hide { background-color: #2F4497; padding: 1px 3px 0px 0px; text-align: right; } .report table.authRefData .hide a:hover { background-color: #2F4497; } .report table.authRefData .body { height: 150px; overflow: auto; width: 400px; } .report table.authRefData table{ font-size: 1em; } /* Report Styles */ .pl a, .pl a:visited { color: black; text-decoration: none; } /* table */ .report { background-color: white; border: 2px solid #acf; clear: both; color: black; font: normal 8pt Helvetica, Arial, san-serif; margin-bottom: 2em; } .report hr { border: 1px solid #acf; } /* Top labels */ .report th { background-color: #acf; color: black; font-weight: bold; text-align: center; } .report th.void { background-color: transparent; color: #000000; font: bold 10pt Helvetica, Arial, san-serif; text-align: left; } .report .pl { text-align: left; vertical-align: top; white-space: normal; width: 200px; white-space: normal; /* word-wrap: break-word; */ } .report td.pl a.a { cursor: pointer; display: block; width: 200px; overflow: hidden; } .report td.pl div.a { width: 200px; } .report td.pl a:hover { background-color: #ffc; } /* Header rows... */ .report tr.rh { background-color: #acf; color: black; font-weight: bold; } /* Calendars... */ .report .rc { background-color: #f0f0f0; } /* Even rows... */ .report .re, .report .reu { background-color: #def; } .report .reu td { border-bottom: 1px solid black; } /* Odd rows... */ .report .ro, .report .rou { background-color: white; } .report .rou td { border-bottom: 1px solid black; } .report .rou table td, .report .reu table td { border-bottom: 0px solid black; } /* styles for footnote marker */ .report .fn { white-space: nowrap; } /* styles for numeric types */ .report .num, .report .nump { text-align: right; white-space: nowrap; } .report .nump { padding-left: 2em; } .report .nump { padding: 0px 0.4em 0px 2em; } /* styles for text types */ .report .text { text-align: left; white-space: normal; } .report .text .big { margin-bottom: 1em; width: 17em; } .report .text .more { display: none; } .report .text .note { font-style: italic; font-weight: bold; } .report .text .small { width: 10em; } .report sup { font-style: italic; } .report .outerFootnotes { font-size: 1em; } XML 60 FilingSummary.xml IDEA: XBRL DOCUMENT 3.24.3 html 207 245 1 true 54 0 false 6 false false R1.htm 000 - Document - Document And Entity Information Sheet http://www.talphera.com/20240930/role/statement-document-and-entity-information Document And Entity Information Cover 1 false false R2.htm 001 - Statement - Condensed Consolidated Balance Sheets (Current Period Unaudited) Sheet http://www.talphera.com/20240930/role/statement-condensed-consolidated-balance-sheets-current-period-unaudited Condensed Consolidated Balance Sheets (Current Period Unaudited) Statements 2 false false R3.htm 002 - Statement - Condensed Consolidated Balance Sheets (Current Period Unaudited) (Parentheticals) Sheet http://www.talphera.com/20240930/role/statement-condensed-consolidated-balance-sheets-current-period-unaudited-parentheticals Condensed Consolidated Balance Sheets (Current Period Unaudited) (Parentheticals) Statements 3 false false R4.htm 003 - Statement - Condensed Consolidated Statements of Operations (Unaudited) Sheet http://www.talphera.com/20240930/role/statement-condensed-consolidated-statements-of-operations-unaudited Condensed Consolidated Statements of Operations (Unaudited) Statements 4 false false R5.htm 004 - Statement - Condensed Consolidated Statements of Stockholders' Equity (Unaudited) Sheet http://www.talphera.com/20240930/role/statement-condensed-consolidated-statements-of-stockholders-equity-unaudited Condensed Consolidated Statements of Stockholders' Equity (Unaudited) Statements 5 false false R6.htm 005 - Statement - Condensed Consolidated Statements of Cash Flows (Unaudited) Sheet http://www.talphera.com/20240930/role/statement-condensed-consolidated-statements-of-cash-flows-unaudited Condensed Consolidated Statements of Cash Flows (Unaudited) Statements 6 false false R7.htm 006 - Disclosure - Note 1 - Organization and Summary of Significant Accounting Policies Sheet http://www.talphera.com/20240930/role/statement-note-1-organization-and-summary-of-significant-accounting-policies Note 1 - Organization and Summary of Significant Accounting Policies Notes 7 false false R8.htm 007 - Disclosure - Note 2 - Investments and Fair Value Measurement Sheet http://www.talphera.com/20240930/role/statement-note-2-investments-and-fair-value-measurement Note 2 - Investments and Fair Value Measurement Notes 8 false false R9.htm 008 - Disclosure - Note 3 - Discontinued Operations Sheet http://www.talphera.com/20240930/role/statement-note-3-discontinued-operations Note 3 - Discontinued Operations Notes 9 false false R10.htm 009 - Disclosure - Note 4 - Sale of Future Payments Sheet http://www.talphera.com/20240930/role/statement-note-4-sale-of-future-payments Note 4 - Sale of Future Payments Notes 10 false false R11.htm 010 - Disclosure - Note 5 - Long-term Debt Sheet http://www.talphera.com/20240930/role/statement-note-5-longterm-debt- Note 5 - Long-term Debt Notes 11 false false R12.htm 011 - Disclosure - Note 6 - Commitments and Contingencies Sheet http://www.talphera.com/20240930/role/statement-note-6-commitments-and-contingencies Note 6 - Commitments and Contingencies Notes 12 false false R13.htm 012 - Disclosure - Note 7 - Stockholders' Equity Sheet http://www.talphera.com/20240930/role/statement-note-7-stockholders-equity Note 7 - Stockholders' Equity Notes 13 false false R14.htm 013 - Disclosure - Note 8 - Warrants Sheet http://www.talphera.com/20240930/role/statement-note-8-warrants Note 8 - Warrants Notes 14 false false R15.htm 014 - Disclosure - Note 9 - Stock-based Compensation Sheet http://www.talphera.com/20240930/role/statement-note-9-stockbased-compensation Note 9 - Stock-based Compensation Notes 15 false false R16.htm 015 - Disclosure - Note 10 - Net Loss Per Share of Common Stock Sheet http://www.talphera.com/20240930/role/statement-note-10-net-loss-per-share-of-common-stock- Note 10 - Net Loss Per Share of Common Stock Notes 16 false false R17.htm 995445 - Disclosure - Insider Trading Arrangements Sheet http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements Insider Trading Arrangements Notes 17 false false R18.htm 995461 - Disclosure - Significant Accounting Policies (Policies) Sheet http://www.talphera.com/20240930/role/statement-significant-accounting-policies-policies Significant Accounting Policies (Policies) Policies http://www.talphera.com/20240930/role/statement-note-1-organization-and-summary-of-significant-accounting-policies 18 false false R19.htm 995462 - Disclosure - Note 2 - Investments and Fair Value Measurement (Tables) Sheet http://www.talphera.com/20240930/role/statement-note-2-investments-and-fair-value-measurement-tables Note 2 - Investments and Fair Value Measurement (Tables) Tables http://www.talphera.com/20240930/role/statement-note-2-investments-and-fair-value-measurement 19 false false R20.htm 995463 - Disclosure - Note 3 - Discontinued Operations (Tables) Sheet http://www.talphera.com/20240930/role/statement-note-3-discontinued-operations-tables Note 3 - Discontinued Operations (Tables) Tables http://www.talphera.com/20240930/role/statement-note-3-discontinued-operations 20 false false R21.htm 995464 - Disclosure - Note 4 - Sale of Future Payments (Tables) Sheet http://www.talphera.com/20240930/role/statement-note-4-sale-of-future-payments-tables Note 4 - Sale of Future Payments (Tables) Tables http://www.talphera.com/20240930/role/statement-note-4-sale-of-future-payments 21 false false R22.htm 995465 - Disclosure - Note 8 - Warrants (Tables) Sheet http://www.talphera.com/20240930/role/statement-note-8-warrants-tables Note 8 - Warrants (Tables) Tables http://www.talphera.com/20240930/role/statement-note-8-warrants 22 false false R23.htm 995466 - Disclosure - Note 9 - Stock-based Compensation (Tables) Sheet http://www.talphera.com/20240930/role/statement-note-9-stockbased-compensation-tables Note 9 - Stock-based Compensation (Tables) Tables http://www.talphera.com/20240930/role/statement-note-9-stockbased-compensation 23 false false R24.htm 995467 - Disclosure - Note 10 - Net Loss Per Share of Common Stock (Tables) Sheet http://www.talphera.com/20240930/role/statement-note-10-net-loss-per-share-of-common-stock-tables Note 10 - Net Loss Per Share of Common Stock (Tables) Tables http://www.talphera.com/20240930/role/statement-note-10-net-loss-per-share-of-common-stock- 24 false false R25.htm 995468 - Disclosure - Note 1 - Organization and Summary of Significant Accounting Policies (Details Textual) Sheet http://www.talphera.com/20240930/role/statement-note-1-organization-and-summary-of-significant-accounting-policies-details-textual Note 1 - Organization and Summary of Significant Accounting Policies (Details Textual) Details 25 false false R26.htm 995469 - Disclosure - Note 2 - Investments and Fair Value Measurement (Details Textual) Sheet http://www.talphera.com/20240930/role/statement-note-2-investments-and-fair-value-measurement-details-textual Note 2 - Investments and Fair Value Measurement (Details Textual) Details http://www.talphera.com/20240930/role/statement-note-2-investments-and-fair-value-measurement-tables 26 false false R27.htm 995470 - Disclosure - Note 2 - Investments and Fair Value Measurement - Summary of Cash, Cash Equivalents and Investments (Details) Sheet http://www.talphera.com/20240930/role/statement-note-2-investments-and-fair-value-measurement-summary-of-cash-cash-equivalents-and-investments-details Note 2 - Investments and Fair Value Measurement - Summary of Cash, Cash Equivalents and Investments (Details) Details 27 false false R28.htm 995471 - Disclosure - Note 2 - Investments and Fair Value Measurement - Fair Value of Financial Assets and Liabilities by Level Within Fair Value Hierarchy (Details) Sheet http://www.talphera.com/20240930/role/statement-note-2-investments-and-fair-value-measurement-fair-value-of-financial-assets-and-liabilities-by-level-within-fair-value-hierarchy-details Note 2 - Investments and Fair Value Measurement - Fair Value of Financial Assets and Liabilities by Level Within Fair Value Hierarchy (Details) Details 28 false false R29.htm 995472 - Disclosure - Note 2 - Investments and Fair Value Measurement - Summary of Changes in Fair Value of Level III Financial Liabilities (Details) Sheet http://www.talphera.com/20240930/role/statement-note-2-investments-and-fair-value-measurement-summary-of-changes-in-fair-value-of-level-iii-financial-liabilities-details Note 2 - Investments and Fair Value Measurement - Summary of Changes in Fair Value of Level III Financial Liabilities (Details) Details 29 false false R30.htm 995473 - Disclosure - Note 3 - Discontinued Operations (Details Textual) Sheet http://www.talphera.com/20240930/role/statement-note-3-discontinued-operations-details-textual Note 3 - Discontinued Operations (Details Textual) Details http://www.talphera.com/20240930/role/statement-note-3-discontinued-operations-tables 30 false false R31.htm 995474 - Disclosure - Note 3 - Discontinued Operations - Summary of Discontinued Operation (Details) Sheet http://www.talphera.com/20240930/role/statement-note-3-discontinued-operations-summary-of-discontinued-operation-details Note 3 - Discontinued Operations - Summary of Discontinued Operation (Details) Details 31 false false R32.htm 995475 - Disclosure - Note 4 - Sale of Future Payments (Details Textual) Sheet http://www.talphera.com/20240930/role/statement-note-4-sale-of-future-payments-details-textual Note 4 - Sale of Future Payments (Details Textual) Details http://www.talphera.com/20240930/role/statement-note-4-sale-of-future-payments-tables 32 false false R33.htm 995476 - Disclosure - Note 4 - Sale of Future Payments - Schedule of Future Payment Liabilities (Details) Sheet http://www.talphera.com/20240930/role/statement-note-4-sale-of-future-payments-schedule-of-future-payment-liabilities-details Note 4 - Sale of Future Payments - Schedule of Future Payment Liabilities (Details) Details 33 false false R34.htm 995477 - Disclosure - Note 5 - Long-term Debt (Details Textual) Sheet http://www.talphera.com/20240930/role/statement-note-5-longterm-debt-details-textual Note 5 - Long-term Debt (Details Textual) Details http://www.talphera.com/20240930/role/statement-note-5-longterm-debt- 34 false false R35.htm 995478 - Disclosure - Note 6 - Commitments and Contingencies (Details Textual) Sheet http://www.talphera.com/20240930/role/statement-note-6-commitments-and-contingencies-details-textual Note 6 - Commitments and Contingencies (Details Textual) Details http://www.talphera.com/20240930/role/statement-note-6-commitments-and-contingencies 35 false false R36.htm 995479 - Disclosure - Note 7 - Stockholders' Equity (Details Textual) Sheet http://www.talphera.com/20240930/role/statement-note-7-stockholders-equity-details-textual Note 7 - Stockholders' Equity (Details Textual) Details http://www.talphera.com/20240930/role/statement-note-7-stockholders-equity 36 false false R37.htm 995480 - Disclosure - Note 8 - Warrants (Details Textual) Sheet http://www.talphera.com/20240930/role/statement-note-8-warrants-details-textual Note 8 - Warrants (Details Textual) Details http://www.talphera.com/20240930/role/statement-note-8-warrants-tables 37 false false R38.htm 995481 - Disclosure - Note 8 - Warrants - Summary of Warrants Activity (Details) Sheet http://www.talphera.com/20240930/role/statement-note-8-warrants-summary-of-warrants-activity-details Note 8 - Warrants - Summary of Warrants Activity (Details) Details 38 false false R39.htm 995482 - Disclosure - Note 9 - Stock-based Compensation (Details Textual) Sheet http://www.talphera.com/20240930/role/statement-note-9-stockbased-compensation-details-textual Note 9 - Stock-based Compensation (Details Textual) Details http://www.talphera.com/20240930/role/statement-note-9-stockbased-compensation-tables 39 false false R40.htm 995483 - Disclosure - Note 9 - Stock-based Compensation - Stock-based Compensation Expense (Details) Sheet http://www.talphera.com/20240930/role/statement-note-9-stockbased-compensation-stockbased-compensation-expense-details Note 9 - Stock-based Compensation - Stock-based Compensation Expense (Details) Details 40 false false R41.htm 995484 - Disclosure - Note 9 - Stock-based Compensation - Restricted Stock Activity (Details) Sheet http://www.talphera.com/20240930/role/statement-note-9-stockbased-compensation-

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Net Loss Per Share of Common Stock (Details Textual) Details http://www.talphera.com/20240930/role/statement-note-10-net-loss-per-share-of-common-stock-tables 44 false false R45.htm 995488 - Disclosure - Note 10 - Net Loss Per Share of Common Stock - Common Stock Excluded From Computation of Diluted Net Loss Per Share (Details) Sheet http://www.talphera.com/20240930/role/statement-note-10-net-loss-per-share-of-common-stock-common-stock-excluded-from-computation-of-diluted-net-loss-per-share-details Note 10 - Net Loss Per Share of Common Stock - Common Stock Excluded From Computation of Diluted Net Loss Per Share (Details) Details 45 false false All Reports Book All Reports acrx20240930_10q.htm tlph-20240930.xsd tlph-20240930_cal.xml tlph-20240930_def.xml tlph-20240930_lab.xml tlph-20240930_pre.xml http://fasb.org/us-gaap/2024 http://xbrl.sec.gov/dei/2024 http://xbrl.sec.gov/ecd/2024 true true JSON 63 MetaLinks.json IDEA: XBRL DOCUMENT { "version": "2.2", "instance": { "acrx20240930_10q.htm": { "nsprefix": "tlph", "nsuri": "http://www.talphera.com/20240930", "dts": { "inline": { "local": ["acrx20240930_10q.htm"] }, "schema": { "local": ["tlph-20240930.xsd"], "remote": ["http://www.xbrl.org/2003/xbrl-instance-2003-12-31.xsd", "http://www.xbrl.org/2003/xbrl-linkbase-2003-12-31.xsd", "http://www.xbrl.org/2003/xl-2003-12-31.xsd", "http://www.xbrl.org/2003/xlink-2003-12-31.xsd", "http://www.xbrl.org/2005/xbrldt-2005.xsd", "http://www.xbrl.org/2006/ref-2006-02-27.xsd", "http://www.xbrl.org/lrr/role/negated-2009-12-16.xsd", "http://www.xbrl.org/lrr/role/net-2009-12-16.xsd", "http://www.xbrl.org/lrr/role/reference-2009-12-16.xsd", "https://www.xbrl.org/2020/extensible-enumerations-2.0.xsd", "https://www.xbrl.org/dtr/type/2020-01-21/types.xsd", "https://www.xbrl.org/dtr/type/2022-03-31/types.xsd", "https://xbrl.fasb.org/srt/2024/elts/srt-2024.xsd", "https://xbrl.fasb.org/srt/2024/elts/srt-roles-2024.xsd", "https://xbrl.fasb.org/srt/2024/elts/srt-types-2024.xsd", "https://xbrl.fasb.org/us-gaap/2024/elts/us-gaap-2024.xsd", "https://xbrl.fasb.org/us-gaap/2024/elts/us-roles-2024.xsd", "https://xbrl.fasb.org/us-gaap/2024/elts/us-types-2024.xsd", "https://xbrl.sec.gov/country/2024/country-2024.xsd", "https://xbrl.sec.gov/currency/2024/currency-2024.xsd", "https://xbrl.sec.gov/dei/2024/dei-2024.xsd", "https://xbrl.sec.gov/ecd/2024/ecd-2024.xsd", "https://xbrl.sec.gov/exch/2024/exch-2024.xsd", "https://xbrl.sec.gov/naics/2024/naics-2024.xsd", "https://xbrl.sec.gov/sic/2024/sic-2024.xsd", "https://xbrl.sec.gov/stpr/2024/stpr-2024.xsd"] }, "calculationLink": { "local": ["tlph-20240930_cal.xml"] }, "definitionLink": { "local": ["tlph-20240930_def.xml"] }, "labelLink": { "local": ["tlph-20240930_lab.xml"] }, "presentationLink": { "local": ["tlph-20240930_pre.xml"] } }, "keyStandard": 199, "keyCustom": 46, "axisStandard": 23, "axisCustom": 0, "memberStandard": 29, "memberCustom": 25, "hidden": { "total": 10, "http://xbrl.sec.gov/dei/2024": 5, "http://fasb.org/us-gaap/2024": 1, "http://xbrl.sec.gov/ecd/2024": 4 }, "contextCount": 207, "entityCount": 1, "segmentCount": 54, "elementCount": 390, "unitCount": 6, "baseTaxonomies": { "http://fasb.org/us-gaap/2024": 556, "http://xbrl.sec.gov/dei/2024": 29, "http://xbrl.sec.gov/ecd/2024": 5 }, "report": { "R1": { "role": "http://www.talphera.com/20240930/role/statement-document-and-entity-information", "longName": "000 - 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Disclosure - Note 9 - Stock-based Compensation (Details Textual)", "shortName": "Note 9 - Stock-based Compensation (Details Textual)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "39", "firstAnchor": { "contextRef": "d_2024-01-01_2024-09-30", "name": "us-gaap:ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsGrantsInPeriodWeightedAverageGrantDateFairValue", "unitRef": "USDPerShare", "xsiNil": "false", "lang": null, "decimals": "INF", "ancestors": ["p", "us-gaap:DisclosureOfCompensationRelatedCostsShareBasedPaymentsTextBlock", "body", "html"], "reportCount": 1, "baseRef": "acrx20240930_10q.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "d_2024-01-01_2024-09-30", "name": "us-gaap:ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsGrantsInPeriodWeightedAverageGrantDateFairValue", "unitRef": "USDPerShare", "xsiNil": "false", "lang": null, "decimals": "INF", "ancestors": ["p", "us-gaap:DisclosureOfCompensationRelatedCostsShareBasedPaymentsTextBlock", "body", "html"], "reportCount": 1, "baseRef": "acrx20240930_10q.htm", "first": true, "unique": true } }, "R40": { "role": "http://www.talphera.com/20240930/role/statement-note-9-stockbased-compensation-stockbased-compensation-expense-details", "longName": "995483 - Disclosure - Note 9 - Stock-based Compensation - Stock-based Compensation Expense (Details)", "shortName": "Note 9 - Stock-based Compensation - Stock-based Compensation Expense (Details)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "40", "firstAnchor": { "contextRef": "d_2024-07-01_2024-09-30", "name": "us-gaap:AllocatedShareBasedCompensationExpense", "unitRef": "USD", "xsiNil": "false", "lang": null, "decimals": "-3", "ancestors": ["td", "tr", "tbody", "table", "us-gaap:ScheduleOfEmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsTextBlock", "us-gaap:DisclosureOfCompensationRelatedCostsShareBasedPaymentsTextBlock", "body", "html"], "reportCount": 1, "baseRef": "acrx20240930_10q.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "d_2024-07-01_2024-09-30", "name": "us-gaap:AllocatedShareBasedCompensationExpense", "unitRef": "USD", "xsiNil": "false", "lang": null, "decimals": "-3", "ancestors": ["td", "tr", "tbody", "table", "us-gaap:ScheduleOfEmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsTextBlock", "us-gaap:DisclosureOfCompensationRelatedCostsShareBasedPaymentsTextBlock", "body", "html"], "reportCount": 1, "baseRef": "acrx20240930_10q.htm", "first": true, "unique": true } }, "R41": { "role": "http://www.talphera.com/20240930/role/statement-note-9-stockbased-compensation-restricted-stock-activity-details", "longName": "995484 - Disclosure - Note 9 - Stock-based Compensation - Restricted Stock Activity (Details)", "shortName": "Note 9 - Stock-based Compensation - Restricted Stock Activity (Details)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "41", "firstAnchor": { "contextRef": "i_2023-12-31_AwardTypeAxis-RestrictedStockUnitsRSUMember", "name": "us-gaap:ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedNumber", "unitRef": "Share", "xsiNil": "false", "lang": null, "decimals": "INF", "ancestors": ["td", "tr", "tbody", "table", "us-gaap:ScheduleOfSharebasedCompensationRestrictedStockAndRestrictedStockUnitsActivityTableTextBlock", "us-gaap:DisclosureOfCompensationRelatedCostsShareBasedPaymentsTextBlock", "body", "html"], "reportCount": 1, "baseRef": "acrx20240930_10q.htm", "first": true,

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Disclosure - Note 9 - Stock-based Compensation - Assumptions to Calculate Fair Value of Each Employee Stock Option (Details)", "shortName": "Note 9 - Stock-based Compensation - Assumptions to Calculate Fair Value of Each Employee Stock Option (Details)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "43", "firstAnchor": { "contextRef": "d_2024-01-01_2024-09-30_AwardTypeAxis-TimebasedStockOptionMember_RangeAxis-WeightedAverageMember", "name": "us-gaap:SharebasedCompensationArrangementBySharebasedPaymentAwardFairValueAssumptionsExpectedTerm1", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["td", "tr", "tbody", "table", "us-gaap:ScheduleOfShareBasedPaymentAwardStockOptionsValuationAssumptionsTableTextBlock", "us-gaap:DisclosureOfCompensationRelatedCostsShareBasedPaymentsTextBlock", "body", "html"], "reportCount": 1, "baseRef": "acrx20240930_10q.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "d_2024-01-01_2024-09-30_AwardTypeAxis-TimebasedStockOptionMember_RangeAxis-WeightedAverageMember", "name": "us-gaap:SharebasedCompensationArrangementBySharebasedPaymentAwardFairValueAssumptionsExpectedTerm1", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["td", "tr", "tbody", "table", "us-gaap:ScheduleOfShareBasedPaymentAwardStockOptionsValuationAssumptionsTableTextBlock", "us-gaap:DisclosureOfCompensationRelatedCostsShareBasedPaymentsTextBlock", "body", "html"], "reportCount": 1, "baseRef": "acrx20240930_10q.htm", "first": true, "unique": true } }, "R44": { "role": "http://www.talphera.com/20240930/role/statement-note-10-net-loss-per-share-of-common-stock-details-textual", "longName": "995487 - 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Disclosure - Note 10 - Net Loss Per Share of Common Stock - Common Stock Excluded From Computation of Diluted Net Loss Per Share (Details)", "shortName": "Note 10 - Net Loss Per Share of Common Stock - Common Stock Excluded From Computation of Diluted Net Loss Per Share (Details)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "45", "firstAnchor": { "contextRef": "d_2024-07-01_2024-09-30_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis-RSUsESPPAndEmployeeStockOptionsMember", "name": "us-gaap:AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount", "unitRef": "Share", "xsiNil": "false", "lang": null, "decimals": "INF", "ancestors": ["td", "tr", "tbody", "table", "us-gaap:ScheduleOfAntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareTextBlock", "us-gaap:EarningsPerShareTextBlock", "body", "html"], "reportCount": 1, "baseRef": "acrx20240930_10q.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "d_2024-07-01_2024-09-30_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis-RSUsESPPAndEmployeeStockOptionsMember", "name": "us-gaap:AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount", "unitRef": "Share", "xsiNil": "false", "lang": null, "decimals": "INF", "ancestors": ["td", "tr", "tbody", "table", "us-gaap:ScheduleOfAntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareTextBlock", "us-gaap:EarningsPerShareTextBlock", "body", "html"], "reportCount": 1, "baseRef": "acrx20240930_10q.htm", "first": true, "unique": true } } }, "tag": { "us-gaap_AccountingPoliciesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccountingPoliciesAbstract", "presentation": ["http://www.talphera.com/20240930/role/statement-significant-accounting-policies-policies"], "lang": { "en-us": { "role": { "label": "Accounting Policies [Abstract]" } } }, "auth_ref": [] }, "us-gaap_AccountsPayableCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccountsPayableCurrent", "crdr": "credit", "calculation": { "http://www.talphera.com/20240930/role/statement-condensed-consolidated-balance-sheets-current-period-unaudited": { "parentTag": "us-gaap_LiabilitiesCurrent", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://www.talphera.com/20240930/role/statement-condensed-consolidated-balance-sheets-current-period-unaudited"], "lang": { "en-us": { "role": { "label": "Accounts payable", "documentation": "Carrying value as of the balance sheet date of liabilities incurred (and for which invoices have typically been received) and payable to vendors for goods and services received that are used in an entity's business. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer)." } } }, "auth_ref": ["r48", "r596"] }, "us-gaap_AccruedLiabilitiesCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccruedLiabilitiesCurrent", "crdr": "credit", "calculation": { "http://www.talphera.com/20240930/role/statement-condensed-consolidated-balance-sheets-current-period-unaudited": { "parentTag": "us-gaap_LiabilitiesCurrent", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://www.talphera.com/20240930/role/statement-condensed-consolidated-balance-sheets-current-period-unaudited"], "lang": { "en-us": { "role": { "label": "Accrued and other liabilities", "documentation": "Carrying value as of the balance sheet date of obligations incurred and payable, pertaining to costs that are statutory in nature, are incurred on contractual obligations, or accumulate over time and for which invoices have not yet been received or will not be rendered. Examples include taxes, interest, rent and utilities. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer)." } } }, "auth_ref": ["r50"] }, "us-gaap_AdditionalPaidInCapital": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AdditionalPaidInCapital", "crdr": "credit", "calculation": { "http://www.talphera.com/20240930/role/statement-condensed-consolidated-balance-sheets-current-period-unaudited": { "parentTag": "us-gaap_StockholdersEquity", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://www.talphera.com/20240930/role/statement-condensed-consolidated-balance-sheets-current-period-unaudited"], "lang": { "en-us": { "role": { "label": "Additional paid-in capital", "documentation": "Amount of excess of issue price over par or stated value of stock and from other transaction involving stock or stockholder. Includes, but is not limited to, additional paid-in capital (APIC) for common and preferred stock." } } }, "auth_ref": ["r59", "r596", "r762"] }, "us-gaap_AdditionalPaidInCapitalMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AdditionalPaidInCapitalMember", "presentation": ["http://www.talphera.com/20240930/role/statement-condensed-consolidated-statements-of-stockholders-equity-unaudited"], "lang": { "en-us": { "role": { "label": "Additional Paid-in Capital [Member]", "documentation": "Excess of issue price over par or stated value of the entity's capital stock and amounts received from other transactions involving the entity's stock or stockholders." } } }, "auth_ref": ["r465", "r645", "r646", "r647", "r648", "r704", "r763"] }, "us-gaap_AdjustmentsToAdditionalPaidInCapitalSharebasedCompensationRequisiteServicePeriodRecognitionValue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AdjustmentsToAdditionalPaidInCapitalSharebasedCompensationRequisiteServicePeriodRecognitionValue", "crdr": "credit", "presentation": ["http://www.talphera.com/20240930/role/statement-condensed-consolidated-statements-of-stockholders-equity-unaudited"], "lang": { "en-us": { "role": { "label": "us-gaap_AdjustmentsToAdditionalPaidInCapitalSharebasedCompensationRequisiteServicePeriodRecognitionValue", "terseLabel": "Stock-based compensation", "documentation": "Amount of increase to additional paid-in capital (APIC) for recognition of cost for award under share-based payment arrangement." } } }, "auth_ref": ["r23", "r24", "r294"] }, "us-gaap_AdjustmentsToReconcileNetIncomeLossToCashProvidedByUsedInOperatingActivities": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AdjustmentsToReconcileNetIncomeLossToCashProvidedByUsedInOperatingActivities", "presentation": ["http://www.talphera.com/20240930/role/statement-condensed-consolidated-statements-of-cash-flows-unaudited"], "lang": { "en-us": { "role": { "label": "Adjustments to reconcile net loss to net cash used in operating activities:" } } }, "auth_ref": [] }, "tlph_AgreementAfterStepdownDateMember": { "xbrltype": "domainItemType", "nsuri": "http://www.talphera.com/20240930", "localname": "AgreementAfterStepdownDateMember", "presentation": ["http://www.talphera.com/20240930/role/statement-note-4-sale-of-future-payments", "http://www.talphera.com/20240930/role/statement-note-4-sale-of-future-payments-details-textual"], "lang": { "en-us": { "role": { "label": "Agreement After Stepdown Date [Member]", "documentation": "Relating to an agreement after the stepdown date." } } }, "auth_ref": [] }, "us-gaap_AllocatedShareBasedCompensationExpense": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AllocatedShareBasedCompensationExpense", "crdr": "debit", "presentation": ["http://www.talphera.com/20240930/role/statement-note-9-stockbased-compensation-stockbased-compensation-expense-details"], "lang": { "en-us": { "role": { "label": "Stock-based compensation expense", "documentation": "Amount of expense for award under share-based payment arrangement. Excludes amount capitalized." } } }, "auth_ref": ["r322", "r327"] }, "tlph_AmendedEsppMember": { "xbrltype": "domainItemType", "nsuri": "http://www.talphera.com/20240930", "localname": "AmendedEsppMember", "presentation": ["http://www.talphera.com/20240930/role/statement-note-9-stockbased-compensation", "http://www.talphera.com/20240930/role/statement-note-9-stockbased-compensation-details-textual"], "lang": { "en-us": { "role": { "label": "Amended ESPP [Member]", "documentation": "Represents Amended ESPP." } } }, "auth_ref": [] }, "dei_AmendmentFlag": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "AmendmentFlag", "presentation": ["http://www.talphera.com/20240930/role/statement-document-and-entity-information"], "lang": { "en-us": { "role": { "label": "Amendment Flag", "documentation": "Boolean flag that is true when the XBRL content amends previously-filed or accepted submission." } } }, "auth_ref": [] }, "us-gaap_AmortizationOfDebtDiscountPremium": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AmortizationOfDebtDiscountPremium", "crdr": "debit", "calculation": { "http://www.talphera.com/20240930/role/statement-condensed-consolidated-statements-of-cash-flows-unaudited": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": 1.0, "order": 17.0 } }, "presentation": ["http://www.talphera.com/20240930/role/statement-condensed-consolidated-statements-of-cash-flows-unaudited", "http://www.talphera.com/20240930/role/statement-note-5-longterm-debt-details-textual"], "lang": { "en-us": { "role": { "label": "Non-cash interest expense related to debt financing", "terseLabel": "Amortization of Debt Discount (Premium)", "documentation": "Amount of noncash expense included in interest expense to amortize debt discount and premium associated with the related debt instruments. Excludes amortization of financing costs. Alternate captions include noncash interest expense." } } }, "auth_ref": ["r6", "r73", "r262", "r716"] }, "tlph_AmortizationOfDiscountOnShortTermInvestments": { "xbrltype": "monetaryItemType", "nsuri": "http://www.talphera.com/20240930", "localname": "AmortizationOfDiscountOnShortTermInvestments", "crdr": "debit", "calculation": { "http://www.talphera.com/20240930/role/statement-condensed-consolidated-statements-of-cash-flows-unaudited": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": 1.0, "order": 16.0 } }, "presentation": ["http://www.talphera.com/20240930/role/statement-condensed-consolidated-statements-of-cash-flows-unaudited"], "lang": { "en-us": { "role": { "label": "Net amortization of discount on short term investments", "documentation": "Represents the amount of amortization on short term investments discounts." } } }, "auth_ref": [] }, "us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount", "presentation": [

"http://www.talphera.com/20240930/role/statement-note-10-net-loss-per-share-of-common-stock-common-stock-excluded-from-computation-of-diluted-net-loss-per-share-details"], "lang": { "en-us": { "role": { "label": "Antidilutive securities (in shares)", "documentation": "Securities (including those issuable pursuant to contingent stock agreements) that could potentially dilute basic earnings per share (EPS) or earnings per unit (EPU) in the future that were not included in the computation of diluted EPS or EPU because to do so would increase EPS or EPU amounts or decrease loss per share or unit amounts for the period presented." } } }, "auth_ref": ["r163"] }, "us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis", "presentation": 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(available-for-sale)." } } }, "auth_ref": ["r186", "r222", "r359", "r424", "r584", "r588", "r655", "r708", "r709", "r710"] }, "us-gaap_AwardTypeAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AwardTypeAxis", "presentation": ["http://www.talphera.com/20240930/role/statement-note-7-stockholders-equity", "http://www.talphera.com/20240930/role/statement-note-7-stockholders-equity-details-textual", "http://www.talphera.com/20240930/role/statement-note-9-stockbased-compensation", "http://www.talphera.com/20240930/role/statement-note-9-stockbased-compensation-assumptions-to-calculate-fair-value-of-each-employee-stock-option-details", "http://www.talphera.com/20240930/role/statement-note-9-stockbased-compensation-details-textual", "http://www.talphera.com/20240930/role/statement-note-9-stockbased-compensation-restricted-stock-activity-details"], "lang": { "en-us": { "role": { "label": "Award Type [Axis]", "documentation": "Information by type of 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Basis of presentation describes the underlying basis used to prepare the financial statements (for example, US Generally Accepted Accounting Principles, Other Comprehensive Basis of Accounting, IFRS). Accounting policies describe all significant accounting policies of the reporting entity." } } }, "auth_ref": ["r81"] }, "us-gaap_Cash": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "Cash", "crdr": "debit", "presentation": ["http://www.talphera.com/20240930/role/statement-note-2-investments-and-fair-value-measurement-summary-of-cash-cash-equivalents-and-investments-details"], "lang": { "en-us": { "role": { "verboseLabel": "Cash, amortized cost", "label": "us-gaap_Cash", "documentation": "Amount of currency on hand as well as demand deposits with banks or financial institutions. Includes other kinds of accounts that have the general characteristics of demand deposits. Excludes cash and cash equivalents within disposal group and discontinued operation." } } }, "auth_ref": ["r112", "r431", "r476", "r496", "r596", "r615", "r635"] }, "us-gaap_CashAndCashEquivalentsAtCarryingValue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashAndCashEquivalentsAtCarryingValue", "crdr": "debit", "calculation": { "http://www.talphera.com/20240930/role/statement-condensed-consolidated-balance-sheets-current-period-unaudited": { "parentTag": "us-gaap_AssetsCurrent", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://www.talphera.com/20240930/role/statement-condensed-consolidated-balance-sheets-current-period-unaudited"], "lang": { "en-us": { "role": { "label": "Cash and cash equivalents", "documentation": "Amount of currency on hand as well as demand deposits with banks or financial institutions. Includes other kinds of accounts that have the general characteristics of demand deposits. Also includes short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. Excludes cash and cash equivalents within disposal group and discontinued operation." } } }, "auth_ref": ["r14", "r121", "r554"] }, "us-gaap_CashAndCashEquivalentsAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashAndCashEquivalentsAxis", "presentation": ["http://www.talphera.com/20240930/role/statement-note-2-investments-and-fair-value-measurement", "http://www.talphera.com/20240930/role/statement-note-2-investments-and-fair-value-measurement-summary-of-cash-cash-equivalents-and-investments-details"], "lang": { "en-us": { "role": { "label": "Cash and Cash Equivalents [Axis]", "documentation": "Information by type of cash and cash equivalent balance." } } }, "auth_ref": ["r121"] }, "us-gaap_CashAndCashEquivalentsFairValueDisclosure": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashAndCashEquivalentsFairValueDisclosure", "crdr": "debit", "presentation": ["http://www.talphera.com/20240930/role/statement-note-2-investments-and-fair-value-measurement-summary-of-cash-cash-equivalents-and-investments-details"], "lang": { "en-us": { "role": { "verboseLabel": "Cash and cash equivalent, fair value", "label": "us-gaap_CashAndCashEquivalentsFairValueDisclosure", "documentation": "Fair value portion of currency on hand as well as demand deposits with banks or financial institutions. Includes other kinds of accounts that have the general characteristics of demand deposits. Also includes short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates." } } }, "auth_ref": ["r706", "r707"] }, "us-gaap_CashAndCashEquivalentsMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashAndCashEquivalentsMember", "presentation": ["http://www.talphera.com/20240930/role/statement-note-2-investments-and-fair-value-measurement", "http://www.talphera.com/20240930/role/statement-note-2-investments-and-fair-value-measurement-summary-of-cash-cash-equivalents-and-investments-details"], "lang": { "en-us": { "role": { "label": "Cash and Cash Equivalents [Member]", "documentation": "Currency on hand as well as demand deposits

with banks or financial institutions. Includes other kinds of accounts that have the general characteristics of demand deposits. Also includes short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates." } } }, "auth_ref": [] }, "us-gaap_CashCashEquivalentsAndShortTermInvestments": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashCashEquivalentsAndShortTermInvestments", "crdr": "debit", "presentation": ["http://www.talphera.com/20240930/role/statement-note-2-investments-and-fair-value-measurement-summary-of-cash-cash-equivalents-and-investments-details"], "lang": { "en-us": { "role": { "verboseLabel": "Total cash, cash equivalents, restricted cash and short-term investments", "label": "us-gaap_CashCashEquivalentsAndShortTermInvestments", "documentation": "Cash includes currency on hand as well as demand deposits with banks or financial institutions. It also includes other kinds of accounts that have the general characteristics of demand deposits in that the customer may deposit additional funds at any time and effectively may withdraw funds at any time without prior notice or penalty. Cash equivalents, excluding items classified as marketable securities, include short-term, highly liquid Investments that are both readily convertible to known amounts of cash, and so near their maturity that they present minimal risk of changes in value because of changes in interest rates. Generally, only investments with original maturities of three months or less qualify under that definition. Original maturity means original maturity to the entity holding the investment. For example, both a three-month US Treasury bill and a three-year Treasury note purchased three months from maturity qualify as cash equivalents. However, a Treasury note purchased three years ago does not become a cash equivalent when its remaining maturity is three months. Short-term investments, exclusive of cash equivalents, generally consist of marketable securities intended to be sold within one year (or the normal operating cycle if longer) and may include trading securities, available-for-sale securities, or held-to-maturity securities (if maturing within one year), as applicable." } } }, "auth_ref": ["r637"] }, "tlph_CashCashEquivalentsAndShorttermInvestmentsFairValue": { "xbrltype": "monetaryItemType", "nsuri": "http://www.talphera.com/20240930", "localname": "CashCashEquivalentsAndShorttermInvestmentsFairValue", "crdr": "debit", "presentation": ["http://www.talphera.com/20240930/role/statement-note-2-investments-and-fair-value-measurement-summary-of-cash-cash-equivalents-and-investments-details"], "lang": { "en-us": { "role": { "verboseLabel": "Total cash, cash equivalents and short-term investments, fair value", "label": "tlph_CashCashEquivalentsAndShorttermInvestmentsFairValue", "documentation": "Represents fair value of cash, cash equivalents and short-term investments." } } }, "auth_ref": [] }, "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsIncludingDisposalGroupAndDiscontinuedOperations": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsIncludingDisposalGroupAndDiscontinuedOperations", "crdr": "debit", "presentation": ["http://www.talphera.com/20240930/role/statement-condensed-consolidated-statements-of-cash-flows-unaudited", "http://www.talphera.com/20240930/role/statement-note-2-investments-and-fair-value-measurement-summary-of-cash-cash-equivalents-and-investments-details"], "lang": { "en-us": { "role": { "verboseLabel": "Total cash and cash equivalents", "label": "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsIncludingDisposalGroupAndDiscontinuedOperations", "periodStartLabel": "Cash and cash equivalents\u2014Beginning of period", "periodEndLabel": "Cash and cash equivalents\u2014End of period", "documentation": "Amount of cash and cash equivalents, and cash and cash equivalents restricted to withdrawal or usage; including, but not limited to, disposal group and discontinued operations. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates." } } }, "auth_ref": ["r14", "r78", "r135"] }, "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect", "crdr": "debit", "calculation": { "http://www.talphera.com/20240930/role/statement-condensed-consolidated-statements-of-cash-flows-unaudited": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": ["http://www.talphera.com/20240930/role/statement-condensed-consolidated-statements-of-cash-flows-unaudited"], "lang": { "en-us": { "role": { "label": "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect", "totalLabel": "Net change in cash and cash equivalents", "documentation": "Amount of increase (decrease) in cash, cash equivalents, and cash and cash equivalents restricted to withdrawal or usage; including effect from exchange rate change. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates." } } }, "auth_ref": ["r1", "r78"] }, "us-gaap_CashFlowNoncashInvestingAndFinancingActivitiesDisclosureAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashFlowNoncashInvestingAndFinancingActivitiesDisclosureAbstract", "presentation": ["http://www.talphera.com/20240930/role/statement-condensed-consolidated-statements-of-cash-flows-unaudited"], "lang": { "en-us": { "role": { "label": "NONCASH INVESTING AND FINANCING ACTIVITIES:" } } }, "auth_ref": [] }, "us-gaap_CashMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashMember", "presentation": ["http://www.talphera.com/20240930/role/statement-note-2-investments-and-fair-value-measurement", "http://www.talphera.com/20240930/role/statement-note-2-investments-and-fair-value-measurement-summary-of-cash-cash-equivalents-and-investments-details"], "lang": { "en-us": { "role": { "label": "Cash [Member]", "documentation": "Currency on hand as well as demand deposits with banks or financial institutions. Includes other kinds of accounts that have the general characteristics of demand deposits." } } }, "auth_ref": ["r121"] }, "dei_CityAreaCode": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "CityAreaCode", "presentation": ["http://www.talphera.com/20240930/role/statement-document-and-entity-information"], "lang": { "en-us": { "role": { "label": "dei_CityAreaCode", "terseLabel": "City Area Code", "documentation": "Area code of city" } } }, "auth_ref": [] }, "us-gaap_ClassOfStockDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ClassOfStockDomain", "presentation": ["http://www.talphera.com/20240930/role/statement-note-8-warrants", "http://www.talphera.com/20240930/role/statement-note-8-warrants-details-textual"], "lang": { "en-us": { "role": { "label": "Class of Stock [Domain]", "documentation": "Share of stock differentiated by the voting rights the holder receives. Examples include, but are not limited to, common stock, redeemable preferred stock, nonredeemable preferred stock, and convertible stock." } } }, "auth_ref": ["r114", "r123", "r124", "r125", "r137", "r157", "r158", "r160", "r162", "r169", "r170", "r214", "r238", "r240", "r241", "r242", "r245", "r246", "r266", "r267", "r270", "r273", "r280", "r375", "r460", "r461", "r462", "r463", "r465", "r466", "r467", "r468", "r469", "r470", "r471", "r472", "r473", "r474", "r475", "r477", "r488", "r510", "r529", "r542", "r543", "r544", "r545", "r546", "r624", "r642", "r649"] }, "us-gaap_ClassOfWarrantOrRightAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ClassOfWarrantOrRightAxis", "presentation": ["http://www.talphera.com/20240930/role/statement-note-10-net-loss-per-share-of-common-stock-", "http://www.talphera.com/20240930/role/statement-note-10-net-loss-per-share-of-common-stock-details-textual", "http://www.talphera.com/20240930/role/statement-note-2-investments-and-fair-value-measurement", "http://www.talphera.com/20240930/role/statement-note-2-investments-and-fair-value-measurement-details-textual", "http://www.talphera.com/20240930/role/statement-note-7-stockholders-equity", "http://www.talphera.com/20240930/role/statement-note-7-stockholders-equity-details-textual", "http://www.talphera.com/20240930/role/statement-note-8-warrants", "http://www.talphera.com/20240930/role/statement-note-8-warrants-details-textual"], "lang": { "en-us": { "role": { "label": "Class of Warrant or Right [Axis]", "documentation": "Information by type of warrant or right issued." } } }, "auth_ref": ["r20"] }, "us-gaap_ClassOfWarrantOrRightDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ClassOfWarrantOrRightDomain", "presentation": ["http://www.talphera.com/20240930/role/statement-note-10-net-loss-per-share-of-common-stock-", "http://www.talphera.com/20240930/role/statement-note-10-net-loss-per-share-of-common-stock-details-textual", "http://www.talphera.com/20240930/role/statement-note-2-investments-and-fair-value-measurement", "http://www.talphera.com/20240930/role/statement-note-2-investments-and-fair-value-measurement-details-textual", "http://www.talphera.com/20240930/role/statement-note-7-stockholders-equity", "http://www.talphera.com/20240930/role/statement-note-7-stockholders-equity-details-textual", "http://www.talphera.com/20240930/role/statement-note-8-warrants", "http://www.talphera.com/20240930/role/statement-note-8-warrants-details-textual"], "lang": { "en-us": { "role": { "label": "Class of Warrant or Right [Domain]", "documentation": "Name of the class or type of warrant or right outstanding. Warrants and rights represent derivative securities that give the holder the right to purchase securities (usually equity) from the issuer at a specific price within a certain time frame. Warrants are often included in a new debt issue to entice investors by a higher return potential. The main difference between warrants and call options is that warrants are issued and guaranteed by the company, whereas options are exchange instruments and are not issued by the company. Also, the lifetime of a warrant is often measured in years, while the lifetime of a typical option is measured in months." } } }, "auth_ref": [] }, "tlph_ClassOfWarrantOrRightExercisableDuringPeriodExercisePrice": { "xbrltype": "perShareItemType", "nsuri": "http://www.talphera.com/20240930", "localname": "ClassOfWarrantOrRightExercisableDuringPeriodExercisePrice", "presentation": ["http://www.talphera.com/20240930/role/statement-note-8-warrants-summary-of-warrants-activity-details"], "lang": { "en-us": { "role": { "label": "Exercisable, warrants, weighted average exercise price (in dollars per share)", "documentation": "Exercise price per share of warrants or rights exercisable during period." } } }, "auth_ref": [] }, "us-gaap_ClassOfWarrantOrRightExercisePriceOfWarrantsOrRights1": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ClassOfWarrantOrRightExercisePriceOfWarrantsOrRights1", "presentation": ["http://www.talphera.com/20240930/role/statement-note-10-net-loss-per-share-of-common-stock-details-textual", "http://www.talphera.com/20240930/role/statement-note-2-investments-and-fair-value-measurement-details-textual", "http://www.talphera.com/20240930/role/statement-note-8-warrants-details-textual", "http://www.talphera.com/20240930/role/statement-note-8-warrants-summary-of-warrants-activity-details"], "lang": { "en-us": { "role": { "label": "us-gaap_ClassOfWarrantOrRightExercisePriceOfWarrantsOrRights1", "terseLabel": "Class of Warrant or Right, Exercise Price of Warrants or Rights (in dollars per share)", "periodStartLabel": "Outstanding, warrants, weighted average exercise price (in dollars per share)", "periodEndLabel": "Outstanding, warrants, weighted average exercise price (in dollars per share)", "documentation": "Exercise price per share or per unit of warrants or rights outstanding." } } }, "auth_ref": ["r281"] }, "tlph_ClassOfWarrantOrRightIssued": { "xbrltype": "sharesItemType", "nsuri": "http://www.talphera.com/20240930", "localname": "ClassOfWarrantOrRightIssued", "presentation": ["http://www.talphera.com/20240930/role/statement-note-8-warrants-summary-of-warrants-activity-details"], "lang": { "en-us": { "role": { "label": "Granted, warrants (in shares)", "documentation": "Represents the number of warrants or rights issued during the period." } } }, "auth_ref": [] }, "tlph_ClassOfWarrantOrRightIssuedExercisePrice": { "xbrltype": "perShareItemType", "nsuri": "http://www.talphera.com/20240930", "localname": "ClassOfWarrantOrRightIssuedExercisePrice", "presentation": ["http://www.talphera.com/20240930/role/statement-note-8-warrants-summary-of-warrants-activity-details"], "lang": { "en-us": { "role": { "label": "Granted, warrants, weighted average exercise price (in dollars per share)", "documentation": "Represents the exercise price of warrants or rights issued during the period." } } }, "auth_ref": [] }, "us-gaap_ClassOfWarrantOrRightNumberOfSecuritiesCalledByWarrantsOrRights": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ClassOfWarrantOrRightNumberOfSecuritiesCalledByWarrantsOrRights", "presentation": ["http://www.talphera.com/20240930/role/statement-note-2-investments-and-fair-value-measurement-details-textual", "http://www.talphera.com/20240930/role/statement-note-7-stockholders-equity-details-textual", "http://www.talphera.com/20240930/role/statement-note-8-warrants-details-textual"], "lang": { "en-us": { "role": { "label": "us-gaap_ClassOfWarrantOrRightNumberOfSecuritiesCalledByWarrantsOrRights", "terseLabel": "Class of Warrant or Right, Number of Securities Called by Warrants or Rights (in shares)", "documentation": "Number of securities into which the class of warrant or right may be converted. For example, but not limited to, 500,000 warrants may be converted into 1,000,000 shares." } } }, "auth_ref": ["r281"] }, "us-gaap_ClassOfWarrantOrRightOutstanding": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ClassOfWarrantOrRightOutstanding", "presentation": ["http://www.talphera.com/20240930/role/statement-note-8-warrants-details-textual", "http://www.talphera.com/20240930/role/statement-note-8-warrants-summary-of-warrants-activity-details"], "lang": { "en-us": { "role": { "label": "us-gaap_ClassOfWarrantOrRightOutstanding", "terseLabel": "Class of Warrant or Right, Outstanding (in shares)", "periodStartLabel": "Outstanding, warrants (in shares)", "periodEndLabel": "Outstanding, warrants (in shares)", "documentation": "Number of warrants or rights outstanding." } } }, "auth_ref": [] }, "tlph_ClassOfWarrantsOrRightExercisable": { "xbrltype": "sharesItemType", "nsuri": "http://www.talphera.com/20240930", "localname": "ClassOfWarrantsOrRightExercisable", "presentation": ["http://www.talphera.com/20240930/role/statement-note-8-warrants-summary-of-warrants-activity-details"], "lang": { "en-us": { "role": { "label": "Exercisable, warrants (in shares)", "documentation": "The number of warrants or rights exercisable." } } }, "auth_ref": [] }, "us-gaap_CommercialPaperAtCarryingValue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommercialPaperAtCarryingValue",

"crdr": "debit", "presentation": ["http://www.talphera.com/20240930/role/statement-note-2-investments-and-fair-value-measurement-summary-of-cash-cash-equivalents-and-investments-details"], "lang": { "en-us": { "role": { "verboseLabel": "Commercial paper", "label": "us-gaap_CommercialPaperAtCarryingValue", "documentation": "Unsecured short-term debt instrument issued by corporations which are highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. Generally, only investments with original maturities of three months or less qualify under that definition. Original maturity means original maturity to the entity holding the investment. For example, both a three-month US Treasury bill and a three-year Treasury note purchased three months from maturity qualify as cash equivalents. However, a Treasury note purchased three-years ago does not become a cash equivalent when its remaining maturity is three months." } } }, "auth_ref": [] }, "us-gaap_CommercialPaperMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommercialPaperMember", "presentation": ["http://www.talphera.com/20240930/role/statement-note-2-investments-and-fair-value-measurement", "http://www.talphera.com/20240930/role/statement-note-2-investments-and-fair-value-measurement-fair-value-of-financial-assets-and-liabilities-by-level-within-fair-value-hierarchy-details", "http://www.talphera.com/20240930/role/statement-note-2-investments-and-fair-value-measurement-summary-of-cash-cash-equivalents-and-investments-details"], "lang": { "en-us": { "role": { "label": "Commercial Paper [Member]", "documentation": "Unsecured promissory note (generally negotiable) that provides institutions with short-term funds." } } }, "auth_ref": ["r90", "r237", "r609", "r610", "r611", "r612"] }, "us-gaap_CommitmentsAndContingencies": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommitmentsAndContingencies", "crdr": "credit", "presentation": ["http://www.talphera.com/20240930/role/statement-condensed-consolidated-balance-sheets-current-period-unaudited"], "lang": { "en-us": { "role": { "label": "Commitments and Contingencies", "documentation": "Represents the caption on the face of the balance sheet to indicate that the entity has entered into (1) purchase or supply arrangements that will require expending a portion of its resources to meet the terms thereof, and (2) is exposed to potential losses or, less frequently, gains, arising from (a) possible claims against a company's resources due to future performance under contract terms, and (b) possible losses or likely gains from uncertainties that will ultimately be resolved when one or more future events that are deemed likely to occur do occur or fail to occur." } } }, "auth_ref": ["r55", "r100", "r430", "r487"] }, "us-gaap_CommitmentsAndContingenciesDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommitmentsAndContingenciesDisclosureTextBlock", "presentation": ["http://www.talphera.com/20240930/role/statement-note-6-commitments-and-contingencies"], "lang": { "en-us": { "role": { "label": "Commitments and Contingencies Disclosure [Text Block]", "documentation": "The entire disclosure for commitments and contingencies." } } }, "auth_ref": ["r88", "r231", "r232", "r548", "r663", "r668"] }, "us-gaap_CommonClassAMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommonClassAMember", "presentation": ["http://www.talphera.com/20240930/role/statement-note-8-warrants", "http://www.talphera.com/20240930/role/statement-note-8-warrants-details-textual"], "lang": { "en-us": { "role": { "label": "Common Class A [Member]", "documentation": "Classification of common stock representing ownership interest in a corporation." } } }, "auth_ref": ["r763"] }, "us-gaap_CommonClassBMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommonClassBMember", "presentation": ["http://www.talphera.com/20240930/role/statement-note-8-warrants", "http://www.talphera.com/20240930/role/statement-note-8-warrants-details-textual"], "lang": { "en-us": { "role": { "label": "Common Class B [Member]", "documentation": "Classification of common stock that has different rights than Common Class A, representing ownership interest in a corporation." } } }, "auth_ref": ["r763"] }, "us-gaap_CommonStockMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommonStockMember", "presentation": ["http://www.talphera.com/20240930/role/statement-condensed-consolidated-statements-of-stockholders-equity-unaudited"], "lang": { "en-us": { "role": { "label": "Common Stock [Member]", "documentation": "Stock that is subordinate to all other stock of the issuer." } } }, "auth_ref": ["r605", "r606", "r607", "r609", "r610", "r611", "r612", "r645", "r646", "r648", "r704", "r761", "r763"] }, "us-gaap_CommonStockParOrStatedValuePerShare": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommonStockParOrStatedValuePerShare", "presentation": ["http://www.talphera.com/20240930/role/statement-condensed-consolidated-balance-sheets-current-period-unaudited-parentheticals", "http://www.talphera.com/20240930/role/statement-note-7-stockholders-equity-details-textual"], "lang": { "en-us": { "role": { "label": "Common Stock, Par or Stated Value Per Share (in dollars per share)", "terseLabel": "Common Stock, Par or Stated Value Per Share (in dollars per share)", "documentation": "Face amount or stated value per share of common stock." } } }, "auth_ref": ["r58"] }, "us-gaap_CommonStockSharesAuthorized": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommonStockSharesAuthorized", "presentation": ["http://www.talphera.com/20240930/role/statement-condensed-consolidated-balance-sheets-current-period-unaudited-parentheticals"], "lang": { "en-us": { "role": { "label": "Common Stock, Shares Authorized (in shares)", "documentation": "The maximum number of common shares permitted to be issued by an entity's charter and bylaws." } } }, "auth_ref": ["r58", "r488"] }, "us-gaap_CommonStockSharesIssued": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommonStockSharesIssued", "presentation": ["http://www.talphera.com/20240930/role/statement-condensed-consolidated-balance-sheets-current-period-unaudited-parentheticals"], "lang": { "en-us": { "role": { "label": "Common Stock, Shares, Issued (in shares)", "documentation": "Total number of common shares of an entity that have been sold or granted to shareholders (includes common shares that were issued, repurchased and remain in the treasury). These shares represent capital invested by the firm's shareholders and owners, and may be all or only a portion of the number of shares authorized. Shares issued include shares outstanding and shares held in the treasury." } } }, "auth_ref": ["r58"] }, "us-gaap_CommonStockSharesOutstanding": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommonStockSharesOutstanding", "presentation": ["http://www.talphera.com/20240930/role/statement-condensed-consolidated-balance-sheets-current-period-unaudited-parentheticals"], "lang": { "en-us": { "role": { "label": "Common Stock, Shares, Outstanding (in shares)", "documentation": "Number of shares of common stock outstanding. Common stock represent the ownership interest in a corporation." } } }, "auth_ref": ["r8", "r58", "r488", "r507", "r763", "r764"] }, "us-gaap_CommonStockValue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommonStockValue", "crdr": "credit", "calculation": { "http://www.talphera.com/20240930/role/statement-condensed-consolidated-balance-sheets-current-period-unaudited": { "parentTag": "us-gaap_StockholdersEquity", "weight": 1.0, "order": 0.0 } }, "presentation": ["http://www.talphera.com/20240930/role/statement-condensed-consolidated-balance-sheets-current-period-unaudited"], "lang": { "en-us": { "role": { "label": "Common stock, $0.001 par value\u2014200,000,000 shares authorized as of September 30, 2024 and December 31, 2023; 17,026,313 and 16,952,519 shares issued and outstanding as of September 30, 2024 and December 31, 2023, respectively", "documentation": "Aggregate par or stated value of issued nonredeemable common stock (or common stock redeemable solely at the option of the issuer). This item includes treasury stock repurchased by the entity. Note: elements for number of nonredeemable common shares, par value and other disclosure concepts are in another section within stockholders' equity." } } }, "auth_ref": ["r58", "r432", "r596"] }, "tlph_CommonWarrantsMember": { "xbrltype": "domainItemType", "nsuri": "http://www.talphera.com/20240930", "localname": "CommonWarrantsMember", "presentation": ["http://www.talphera.com/20240930/role/statement-note-2-investments-and-fair-value-measurement", "http://www.talphera.com/20240930/role/statement-note-2-investments-and-fair-value-measurement-details-textual"], "lang": { "en-us": { "role": { "label": "Common Warrants [Member]", "documentation": "Relating to common warrants." } } }, "auth_ref": [] }, "us-gaap_CostsAndExpenses": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CostsAndExpenses", "crdr": "debit", "calculation": { "http://www.talphera.com/20240930/role/statement-condensed-consolidated-statements-of-operations-unaudited": { 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"http://www.talphera.com/20240930/role/statement-note-4-sale-of-future-payments-details-textual", "http://www.talphera.com/20240930/role/statement-note-4-sale-of-future-payments-schedule-of-future-payment-liabilities-details"], "lang": { "en-us": { "role": { "label": "Counterparty Name [Axis]" } } }, "auth_ref": ["r138", "r139", "r250", "r268", "r388", "r405", "r427", "r555", "r557"] }, "dei_CurrentFiscalYearEndDate": { "xbrltype": "gMonthDayItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "CurrentFiscalYearEndDate", "presentation": ["http://www.talphera.com/20240930/role/statement-document-and-entity-information"], "lang": { "en-us": { "role": { "label": "Current Fiscal Year End Date", "documentation": "End date of current fiscal year in the format --MM-DD." } } }, "auth_ref": [] }, "tlph_DSUVIAMember": { "xbrltype": "domainItemType", "nsuri": "http://www.talphera.com/20240930", "localname": "DSUVIAMember", "presentation": 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"r247", "r248", "r249", "r250", "r251", "r252", "r253", "r254", "r255", "r256", "r257", "r258", "r259", "r260", "r261", "r262", "r567", "r568", "r569", "r570", "r571", "r595", "r643", "r664", "r665", "r666", "r715", "r717"] }, "us-gaap_DebtInstrumentFaceAmount": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtInstrumentFaceAmount", "crdr": "credit", "presentation": ["http://www.talphera.com/20240930/role/statement-note-5-longterm-debt-details-textual"], "lang": { "en-us": { "role": { "label": "us-gaap_DebtInstrumentFaceAmount", "terseLabel": "Debt Instrument, Face Amount", "documentation": "Face (par) amount of debt instrument at time of issuance." } } }, "auth_ref": ["r247", "r382", "r383", "r568", "r569", "r595"] }, "us-gaap_DebtInstrumentInterestRateEffectivePercentage": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtInstrumentInterestRateEffectivePercentage", "presentation": 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Includes, but is not limited to, the income (loss) from operations during the phase-out period, gain (loss) on disposal, gain (loss) for reversal of write-down (write-down) to fair value, less cost to sell, and adjustments to a prior period gain (loss) on disposal." } } }, "auth_ref": ["r31", "r32", "r33", "r34", "r35", "r41", "r66", "r729"] }, "tlph_DiscontinuedOperationMember": { "xbrltype": "domainItemType", "nsuri": "http://www.talphera.com/20240930", "localname": "DiscontinuedOperationMember", "presentation": ["http://www.talphera.com/20240930/role/statement-note-9-stockbased-compensation", "http://www.talphera.com/20240930/role/statement-note-9-stockbased-compensation-stockbased-compensation-expense-details"], "lang": { "en-us": { "role": { "label": "Discontinued Operation [Member]", "documentation": "Represents discontinued operations" } } }, "auth_ref": [] }, "us-gaap_DisposalGroupClassificationAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", 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"http://www.talphera.com/20240930/role/statement-note-3-discontinued-operations-summary-of-discontinued-operation-details"], "lang": { "en-us": { "role": { "label": "Disposal Group Classification [Domain]", "documentation": "Component or group of components disposed of, including but not limited to, disposal group held-for-sale or disposed of by sale, disposed of by means other than sale, and discontinued operations." } } }, "auth_ref": [] }, "us-gaap_DisposalGroupIncludingDiscontinuedOperationAccruedLiabilitiesCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DisposalGroupIncludingDiscontinuedOperationAccruedLiabilitiesCurrent", "crdr": "credit", "calculation": { "http://www.talphera.com/20240930/role/statement-note-3-discontinued-operations-summary-of-discontinued-operation-details": { "parentTag": "us-gaap_AssetsOfDisposalGroupIncludingDiscontinuedOperationCurrent", "weight": -1.0, "order": 0.0 } }, "presentation": 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Includes, but is not limited to, a discontinued operation, disposal classified as held-for-sale or disposed of by means other than sale or disposal of an individually significant component." } } }, "auth_ref": ["r26", "r83"] }, "us-gaap_DisposalGroupsIncludingDiscontinuedOperationsNameDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DisposalGroupsIncludingDiscontinuedOperationsNameDomain", "presentation": ["http://www.talphera.com/20240930/role/statement-note-3-discontinued-operations", "http://www.talphera.com/20240930/role/statement-note-3-discontinued-operations-details-textual", "http://www.talphera.com/20240930/role/statement-note-3-discontinued-operations-summary-of-discontinued-operation-details"], "lang": { "en-us": { "role": { "label": "Disposal Group Name [Domain]", "documentation": "Name of disposal group." } } }, "auth_ref": ["r578", "r579"] }, "dei_DocumentFiscalPeriodFocus": { "xbrltype": "fiscalPeriodItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "DocumentFiscalPeriodFocus", "presentation": ["http://www.talphera.com/20240930/role/statement-document-and-entity-information"], "lang": { "en-us": { "role": { "label": "Document Fiscal Period Focus", "documentation": "Fiscal period values are FY, Q1, Q2, and Q3. 1st, 2nd and 3rd quarter 10-Q or 10-QT statements have value Q1, Q2, and Q3 respectively, with 10-K, 10-KT or other fiscal year statements having FY." } } }, "auth_ref": [] }, "dei_DocumentFiscalYearFocus": { "xbrltype": "gYearItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "DocumentFiscalYearFocus", "presentation": ["http://www.talphera.com/20240930/role/statement-document-and-entity-information"], "lang": { "en-us": { "role": { "label": "Document Fiscal Year Focus", "documentation": "This is focus fiscal year of the document report in YYYY format. For a 2006 annual report, which may also provide financial information from prior periods, fiscal 2006 should be given as the fiscal year focus. Example: 2006." } } }, "auth_ref": [] }, "dei_DocumentInformationLineItems": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "DocumentInformationLineItems", "presentation": ["http://www.talphera.com/20240930/role/statement-document-and-entity-information"], "lang": { "en-us": { "role": { "label": "Document Information [Line Items]", "documentation": "Line items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain

members defined in one or many axes to the table." } } }, "auth_ref": [] }, "dei_DocumentInformationTable": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "DocumentInformationTable", "lang": { "en-us": { "role": { "label": "Document Information [Table]", "documentation": "Container to support the formal attachment of each official or unofficial, public or private document as part of a submission package." } } }, "auth_ref": [] }, "dei_DocumentPeriodEndDate": { "xbrltype": "dateItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "DocumentPeriodEndDate", "presentation": ["http://www.talphera.com/20240930/role/statement-document-and-entity-information"], "lang": { "en-us": { "role": { "label": "dei_DocumentPeriodEndDate", "terseLabel": "Document Period End Date", "documentation": "For the EDGAR submission types of Form 8-K: the date of the report, the date of the earliest event reported; for the EDGAR submission types of Form N-1A: the filing date; for all other submission types: the end of the reporting or transition period. The format of the date is YYYY-MM-DD." } } }, "auth_ref": [] }, "dei_DocumentQuarterlyReport": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "DocumentQuarterlyReport", "presentation": ["http://www.talphera.com/20240930/role/statement-document-and-entity-information"], "lang": { "en-us": { "role": { "label": "Document Quarterly Report", "documentation": "Boolean flag that is true only for a form used as an quarterly report." } } }, "auth_ref": ["r619"] }, "dei_DocumentTransitionReport": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "DocumentTransitionReport", "presentation": ["http://www.talphera.com/20240930/role/statement-document-and-entity-information"], "lang": { "en-us": { "role": { "label": "Document Transition Report", "documentation": "Boolean flag that is true only for a form used as a transition report." } } }, "auth_ref": ["r620"] }, "dei_DocumentType": { "xbrltype": "submissionTypeItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "DocumentType", "presentation": ["http://www.talphera.com/20240930/role/statement-document-and-entity-information"], "lang": { "en-us": { "role": { "label": "dei_DocumentType", "terseLabel": "Document Type", "documentation": "The type of document being provided (such as 10-K, 10-Q, 485BPOS, etc). The document type is limited to the same value as the supporting SEC submission type, or the word 'Other'." } } }, "auth_ref": [] }, "us-gaap_EarningsPerShareBasic": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EarningsPerShareBasic", "presentation": ["http://www.talphera.com/20240930/role/statement-condensed-consolidated-statements-of-operations-unaudited"], "lang": { "en-us": { "role": { "label": "Basic and diluted loss per share (in dollars per share)", "documentation": "The amount of net income (loss) for the period per each share of common stock or unit outstanding during the reporting period." } } }, "auth_ref": ["r132", "r146", "r147", "r148", "r149", "r150", "r151", "r156", "r157", "r160", "r161", "r162", "r166", "r338", "r341", "r356", "r357", "r425", "r439", "r560"] }, "us-gaap_EarningsPerShareTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EarningsPerShareTextBlock", 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yet recognized for nonvested award under share-based payment arrangement." } } }, "auth_ref": ["r325"] }, "us-gaap_EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognizedPeriodForRecognition1": { "xbrltype": "durationItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognizedPeriodForRecognition1", "presentation": ["http://www.talphera.com/20240930/role/statement-note-9-stockbased-compensation-details-textual"], "lang": { "en-us": { "role": { "label": "us-gaap_EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognizedPeriodForRecognition1", "terseLabel": "Share-Based Payment Arrangement, Nonvested Award, Cost Not yet Recognized, Period for Recognition", "documentation": "Weighted-average period over which cost not yet recognized is expected to be recognized for award under share-based payment arrangement, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days." } } }, "auth_ref": ["r325"] }, "tlph_EmployeeStockPurchasePlanESPPMember": { "xbrltype": "domainItemType", "nsuri": "http://www.talphera.com/20240930", "localname": "EmployeeStockPurchasePlanESPPMember", "presentation": ["http://www.talphera.com/20240930/role/statement-note-7-stockholders-equity", "http://www.talphera.com/20240930/role/statement-note-7-stockholders-equity-details-textual"], "lang": { "en-us": { "role": { "label": "Employee Stock Purchase Plan (ESPP) [Member]", "documentation": "Information about the employee stock purchase plan." } } }, "auth_ref": [] }, "dei_EntityAddressAddressLine1": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityAddressAddressLine1", "presentation": ["http://www.talphera.com/20240930/role/statement-document-and-entity-information"], "lang": { "en-us": { "role": { "label": 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Code", "documentation": "Code for the postal or zip code" } } }, "auth_ref": [] }, "dei_EntityAddressStateOrProvince": { "xbrltype": "stateOrProvinceItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityAddressStateOrProvince", "presentation": ["http://www.talphera.com/20240930/role/statement-document-and-entity-information"], "lang": { "en-us": { "role": { "label": "dei_EntityAddressStateOrProvince", "terseLabel": "Entity Address, State or Province", "documentation": "Name of the state or province." } } }, "auth_ref": [] }, "dei_EntityCentralIndexKey": { "xbrltype": "centralIndexKeyItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityCentralIndexKey", "presentation": ["http://www.talphera.com/20240930/role/statement-document-and-entity-information"], "lang": { "en-us": { "role": { "label": "Entity Central Index Key", "documentation": "A unique 10-digit SEC-issued value to identify entities that have filed disclosures with the SEC. It is commonly abbreviated as CIK." } } }, "auth_ref": ["r617"] }, "dei_EntityCommonStockSharesOutstanding": { "xbrltype": "sharesItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityCommonStockSharesOutstanding", "presentation": ["http://www.talphera.com/20240930/role/statement-document-and-entity-information"], "lang": { "en-us": { "role": { "label": "dei_EntityCommonStockSharesOutstanding", "terseLabel": "Entity Common Stock, Shares Outstanding (in shares)", "documentation": "Indicate number of shares or other units outstanding of each of registrant's classes of capital or common stock or other ownership interests, if and as stated on cover of related periodic report. Where multiple classes or units exist define each class/interest by adding class of stock items such as Common Class A [Member], Common Class B [Member] or Partnership Interest [Member] onto the Instrument [Domain] of the Entity Listings, Instrument." } } }, "auth_ref": [] }, "dei_EntityCurrentReportingStatus": { "xbrltype": "yesNoItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityCurrentReportingStatus", "presentation": ["http://www.talphera.com/20240930/role/statement-document-and-entity-information"], "lang": { "en-us": { "role": { "label": "dei_EntityCurrentReportingStatus", "terseLabel": "Entity Current Reporting Status", "documentation": "Indicate 'Yes' or 'No' whether registrants (1) have 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 registrants were required to file such reports), and (2) have been subject to such filing requirements for the past 90 days. This information should be based on the registrant's current or most recent filing containing the related disclosure." } } }, "auth_ref": [] }, "dei_EntityDomain": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityDomain", "presentation": ["http://www.talphera.com/20240930/role/statement-condensed-consolidated-balance-sheets-current-period-unaudited", "http://www.talphera.com/20240930/role/statement-condensed-consolidated-balance-sheets-current-period-unaudited-parentheticals", "http://www.talphera.com/20240930/role/statement-condensed-consolidated-statements-of-cash-flows-unaudited", "http://www.talphera.com/20240930/role/statement-condensed-consolidated-statements-of-operations-unaudited", "http://www.talphera.com/20240930/role/statement-document-and-entity-information", "http://www.talphera.com/20240930/role/statement-note-1-organization-and-summary-of-significant-accounting-policies", "http://www.talphera.com/20240930/role/statement-note-1-organization-and-summary-of-significant-accounting-policies-details-textual", "http://www.talphera.com/20240930/role/statement-note-10-net-loss-per-share-of-common-stock-", "http://www.talphera.com/20240930/role/statement-note-10-net-loss-per-share-of-common-stock-common-stock-excluded-from-computation-of-diluted-net-loss-per-share-details", "http://www.talphera.com/20240930/role/statement-note-10-net-loss-per-share-of-common-stock-details-textual", "http://www.talphera.com/20240930/role/statement-note-10-net-loss-per-share-of-common-stock-tables", "http://www.talphera.com/20240930/role/statement-note-2-investments-and-fair-value-measurement", "http://www.talphera.com/20240930/role/statement-note-2-investments-and-fair-value-measurement-details-textual", "http://www.talphera.com/20240930/role/statement-note-2-investments-and-fair-value-measurement-fair-value-of-financial-assets-and-liabilities-by-level-within-fair-value-hierarchy-details", "http://www.talphera.com/20240930/role/statement-note-2-investments-and-fair-value-measurement-summary-of-cash-cash-equivalents-and-investments-details", "http://www.talphera.com/20240930/role/statement-note-2-investments-and-fair-value-measurement-summary-of-changes-in-fair-value-of-level-iii-financial-liabilities-details", "http://www.talphera.com/20240930/role/statement-note-2-investments-and-fair-value-measurement-tables", "http://www.talphera.com/20240930/role/statement-note-3-discontinued-operations", "http://www.talphera.com/20240930/role/statement-note-3-discontinued-operations-details-textual", "http://www.talphera.com/20240930/role/statement-note-3-discontinued-operations-summary-of-discontinued-operation-details", "http://www.talphera.com/20240930/role/statement-note-3-discontinued-operations-tables", "http://www.talphera.com/20240930/role/statement-note-4-sale-of-future-payments", "http://www.talphera.com/20240930/role/statement-note-4-sale-of-future-payments-details-textual", "http://www.talphera.com/20240930/role/statement-note-4-sale-of-future-payments-schedule-of-future-payment-liabilities-details", "http://www.talphera.com/20240930/role/statement-note-4-sale-of-future-payments-tables", "http://www.talphera.com/20240930/role/statement-note-5-longterm-debt-", "http://www.talphera.com/20240930/role/statement-note-5-longterm-debt-details-textual", "http://www.talphera.com/20240930/role/statement-note-6-commitments-and-contingencies", "http://www.talphera.com/20240930/role/statement-note-6-commitments-and-contingencies-details-textual", "http://www.talphera.com/20240930/role/statement-note-7-stockholders-equity", "http://www.talphera.com/20240930/role/statement-note-7-stockholders-equity-details-textual", "http://www.talphera.com/20240930/role/statement-note-8-warrants", "http://www.talphera.com/20240930/role/statement-note-8-warrants-details-textual", "http://www.talphera.com/20240930/role/statement-note-8-warrants-summary-of-warrants-activity-details", "http://www.talphera.com/20240930/role/statement-note-8-warrants-tables", "http://www.talphera.com/20240930/role/statement-note-9-stockbased-compensation", "http://www.talphera.com/20240930/role/statement-note-9-stockbased-compensation-assumptions-to-calculate-fair-value-of-each-employee-stock-option-details", "http://www.talphera.com/20240930/role/statement-note-9-stockbased-compensation-details-textual", "http://www.talphera.com/20240930/role/statement-note-9-stockbased-compensation-option-activity-details", "http://www.talphera.com/20240930/role/statement-note-9-stockbased-compensation-restricted-stock-activity-details", "http://www.talphera.com/20240930/role/statement-note-9-stockbased-compensation-stockbased-compensation-expense-details", "http://www.talphera.com/20240930/role/statement-note-9-stockbased-compensation-tables", "http://www.talphera.com/20240930/role/statement-significant-accounting-policies-policies"], "lang": { "en-us": { "role": { "label": "Entity [Domain]", "documentation": "All the names of the entities being reported upon in a document. Any legal structure used to conduct activities or to hold assets. Some examples of such structures are corporations, partnerships, limited liability companies, grantor trusts, and other trusts. This item does not include business and geographical segments which are included in the geographical or business segments domains." } } }, "auth_ref": [] }, "dei_EntityEmergingGrowthCompany": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityEmergingGrowthCompany", "presentation": ["http://www.talphera.com/20240930/role/statement-document-and-entity-information"], "lang": { "en-us": { "role": { "label": "Entity Emerging Growth Company", "documentation": "Indicate if registrant meets the emerging growth company criteria." } } }, "auth_ref": ["r617"] }, "dei_EntityFileNumber": { "xbrltype": "fileNumberItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityFileNumber", "presentation": ["http://www.talphera.com/20240930/role/statement-document-and-entity-information"], "lang": { "en-us": { "role": { "label": "dei_EntityFileNumber", "terseLabel": "Entity File Number", "documentation": "Commission file number. The field allows up to 17 characters. The prefix may contain 1-3 digits, the sequence number may contain 1-8 digits, the optional suffix may contain 1-4 characters, and the fields are separated with a hyphen." } } }, "auth_ref": [] }, "dei_EntityFilerCategory": {

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This information should be based on the registrant's current or most recent filing containing the related disclosure." } } }, "auth_ref": ["r617"] }, "dei_EntityIncorporationStateCountryCode": { "xbrltype": "edgarStateCountryItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityIncorporationStateCountryCode", "presentation": ["http://www.talphera.com/20240930/role/statement-document-and-entity-information"], "lang": { "en-us": { "role": { "label": "Entity Incorporation, State or Country Code", "documentation": "Two-character EDGAR code representing the state or country of incorporation." } } }, "auth_ref": [] }, "dei_EntityInteractiveDataCurrent": { "xbrltype": "yesNoItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityInteractiveDataCurrent", "presentation": ["http://www.talphera.com/20240930/role/statement-document-and-entity-information"], "lang": { "en-us": { "role": { "label": "dei_EntityInteractiveDataCurrent", "terseLabel": "Entity Interactive Data Current", "documentation": "Boolean flag that is true when the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files)." } } }, "auth_ref": ["r623"] }, "dei_EntityRegistrantName": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityRegistrantName", "presentation": ["http://www.talphera.com/20240930/role/statement-document-and-entity-information"], "lang": { "en-us": { "role": { "label": "dei_EntityRegistrantName", "terseLabel": "Entity Registrant Name", "documentation": "The exact name of the entity filing the report as specified in its charter, which is required by forms filed with the SEC." } } }, "auth_ref": ["r617"] }, "dei_EntityShellCompany": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", 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["http://www.talphera.com/20240930/role/statement-document-and-entity-information"], "lang": { "en-us": { "role": { "label": "Entity Tax Identification Number", "documentation": "The Tax Identification Number (TIN), also known as an Employer Identification Number (EIN), is a unique 9-digit value assigned by the IRS." } } }, "auth_ref": ["r617"] }, "us-gaap_EquityComponentDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EquityComponentDomain", "presentation": ["http://www.talphera.com/20240930/role/statement-condensed-consolidated-statements-of-stockholders-equity-unaudited"], "lang": { "en-us": { "role": { "label": "Equity Component [Domain]", "documentation": "Components of equity are the parts of the total Equity balance including that which is allocated to common, preferred, treasury stock, retained earnings, etc." } } }, "auth_ref": ["r8", "r115", "r129", "r130", "r131", "r141", "r142", "r143", "r145", "r150", "r152", "r154", "r168", 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Includes, but is not limited to, the income (loss) from operations during the phase-out period, gain (loss) on disposal, gain (loss) for reversal of write-down (write-down) to fair value, less cost to sell, and adjustments to a prior period gain (loss) on disposal." } } }, "auth_ref": ["r31", "r32", "r33", "r34", "r35", "r41", "r45", "r96"] }, "us-gaap_IncomeLossFromDiscontinuedOperationsNetOfTaxPerBasicShare": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "IncomeLossFromDiscontinuedOperationsNetOfTaxPerBasicShare", "presentation": ["http://www.talphera.com/20240930/role/statement-condensed-consolidated-statements-of-operations-unaudited"], "lang": { "en-us": { "role": { "label": "Basic and diluted, discontinued operations (in dollars per share)", "documentation": "Per basic share amount, after tax, of income (loss) from the day-to-day business activities of the discontinued operation and gain (loss) from the disposal of the discontinued operation." } } }, "auth_ref": ["r66", "r132", "r158", "r160", "r161", "r727", "r730", "r579"] }, "us-gaap_IncomeStatementAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "IncomeStatementAbstract", "lang": { "en-us": { "role": { "label": "Income Statement [Abstract]" } } }, "auth_ref": [] }, "us-gaap_IncomeStatementBalanceSheetAndAdditionalDisclosuresByDisposalGroupsIncludingDiscontinuedOperationsAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "IncomeStatementBalanceSheetAndAdditionalDisclosuresByDisposalGroupsIncludingDiscontinuedOperationsAxis", "presentation": ["http://www.talphera.com/20240930/role/statement-note-3-discontinued-operations", "http://www.talphera.com/20240930/role/statement-note-3-discontinued-operations-details-textual", "http://www.talphera.com/20240930/role/statement-note-3-discontinued-operations-summary-of-discontinued-operation-details"], "lang": { "en-us": { "role": { "label": "Disposal Group Name [Axis]", "documentation": "Information by name of disposal group." } } }, "auth_ref": ["r578", "r579"] }, "us-gaap_IncomeStatementLocationAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "IncomeStatementLocationAxis", "presentation": ["http://www.talphera.com/20240930/role/statement-note-9-stockbased-compensation", "http://www.talphera.com/20240930/role/statement-note-9-stockbased-compensation-stockbased-compensation-expense-details"], "lang": { "en-us": { "role": { "label": "Statement of Income Location, Balance [Axis]", "documentation": "Information by location in statement of income where disaggregated amount has been reported." } } }, "auth_ref": ["r228", "r229", "r230", "r365", "r369", "r372", "r450", "r452", "r514", "r551", "r587", "r732"] }, "us-gaap_IncomeStatementLocationDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "IncomeStatementLocationDomain", "presentation": ["http://www.talphera.com/20240930/role/statement-note-9-stockbased-compensation", "http://www.talphera.com/20240930/role/statement-note-9-stockbased-compensation-stockbased-compensation-expense-details"], "lang": { "en-us": { "role": { "label": "Statement of Income Location, Balance [Domain]", "documentation": "Location in statement of income where disaggregated amount has been reported." } } }, "auth_ref": ["r229", "r230", "r365", "r369", "r372", "r450", "r452", "r514", "r551", "r587", "r732"] }, "us-gaap_IncomeTaxExpenseBenefit": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "IncomeTaxExpenseBenefit", "crdr": "debit", "calculation": { "http://www.talphera.com/20240930/role/statement-condensed-consolidated-statements-of-operations-unaudited": { "parentTag": "us-gaap_IncomeLossFromContinuingOperations", "weight": -1.0, "order": 0.0 } }, "presentation": ["http://www.talphera.com/20240930/role/statement-condensed-consolidated-statements-of-operations-unaudited"], "lang": { "en-us": { "role": { "label": "us-gaap_IncomeTaxExpenseBenefit", "negatedLabel": "Provision for income taxes", "documentation": "Amount of current income tax expense (benefit) and deferred income tax expense (benefit) pertaining to continuing operations." } } }, "auth_ref": ["r111", "r113", "r153", "r154", "r167", "r176", "r179", "r330", "r331", "r334", "r441", "r583"] }, "us-gaap_IncreaseDecreaseInAccountsPayable": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname":

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Generally, only investments with original maturities of three months or less qualify as cash equivalents by definition. Original maturity means an original maturity to the entity holding the investment. For example, both a three-month US Treasury bill and a three-year Treasury note purchased three months from maturity qualify as cash equivalents. However, a Treasury note purchased three-years ago does not become a cash equivalent when its remaining maturity is three months." } } }, "auth_ref": [] }, "us-gaap_MoneyMarketFundsMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "MoneyMarketFundsMember", "presentation": ["http://www.talphera.com/20240930/role/statement-note-2-investments-and-fair-value-measurement", "http://www.talphera.com/20240930/role/statement-note-2-investments-and-fair-value-measurement-fair-value-of-financial-assets-and-liabilities-by-level-within-fair-value-hierarchy-details", "http://www.talphera.com/20240930/role/statement-note-2-investments-and-fair-value-measurement-summary-of-cash-cash-equivalents-and-investments-details"], "lang": { "en-us": { "role": { "label": "Money Market Funds [Member]", "documentation": "Fund that invests in short-term money-market instruments, for example, but not limited to, commercial paper, banker's acceptances, repurchase agreements, government securities, certificates of deposit, and other highly liquid securities." } } }, "auth_ref": ["r677"] }, "ecd_MtrlTermsOfTrdArrTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "MtrlTermsOfTrdArrTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements"], "lang": { "en-us": { "role": { "label": "Material Terms of Trading Arrangement [Text Block]" } } }, "auth_ref": ["r622"] }, "srt_NameOfMajorCustomerDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "NameOfMajorCustomerDomain", "presentation": ["http://www.talphera.com/20240930/role/statement-note-3-discontinued-operations", "http://www.talphera.com/20240930/role/statement-note-3-discontinued-operations-details-textual"], "lang": { "en-us": { "role": { "label": "Customer [Domain]" } } }, "auth_ref": ["r182", "r574", "r599", "r602", "r676", "r731", "r733", "r734", "r736", "r737", "r738", "r739", "r740", "r741", "r742", "r743", "r744", "r745", "r746", "r747", "r748", "r749", "r750", "r751", "r752", "r753", "r754", "r755", "r756", "r757", "r758", "r759", "r760"] }, "us-gaap_NetCashProvidedByUsedInFinancingActivities": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetCashProvidedByUsedInFinancingActivities", "crdr": "debit", "calculation": { "http://www.talphera.com/20240930/role/statement-condensed-consolidated-statements-of-cash-flows-unaudited": { "parentTag": "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect", "weight": 1.0, "order": 0.0 } }, "presentation": ["http://www.talphera.com/20240930/role/statement-condensed-consolidated-statements-of-cash-flows-unaudited"], "lang": { "en-us": { "role": { "label": "us-gaap_NetCashProvidedByUsedInFinancingActivities", "totalLabel": "Net cash provided by financing activities", "documentation": "Amount of cash inflow (outflow) from financing activities, including discontinued operations. Financing activity cash flows include obtaining resources from owners and providing them with a return on, and a return of, their investment; borrowing money and repaying amounts borrowed, or settling the obligation; and obtaining and paying for other resources obtained from creditors on long-term credit." } } }, "auth_ref": ["r134"] }, "us-gaap_NetCashProvidedByUsedInFinancingActivitiesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetCashProvidedByUsedInFinancingActivitiesAbstract", "presentation": ["http://www.talphera.com/20240930/role/statement-condensed-consolidated-statements-of-cash-flows-unaudited"], "lang": { "en-us": { "role": { "label": "Cash flows from financing activities:" } } }, "auth_ref": [] }, "us-gaap_NetCashProvidedByUsedInInvestingActivities": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetCashProvidedByUsedInInvestingActivities", "crdr": "debit", "calculation": { "http://www.talphera.com/20240930/role/statement-condensed-consolidated-statements-of-cash-flows-unaudited": { "parentTag": "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://www.talphera.com/20240930/role/statement-condensed-consolidated-statements-of-cash-flows-unaudited"], "lang": { "en-us": { "role": { "label": "us-gaap_NetCashProvidedByUsedInInvestingActivities", "totalLabel": "Net cash provided by investing activities", "documentation": "Amount of cash inflow (outflow) from investing activities, including discontinued operations. Investing activity cash flows include making and collecting loans and acquiring and disposing of debt or equity instruments and property, plant, and equipment and other productive assets." } } }, "auth_ref": ["r134"] }, "us-gaap_NetCashProvidedByUsedInInvestingActivitiesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetCashProvidedByUsedInInvestingActivitiesAbstract", "presentation": ["http://www.talphera.com/20240930/role/statement-condensed-consolidated-statements-of-cash-flows-unaudited"], "lang": { "en-us": { "role": { "label": "Cash flows from investing activities:" } } }, "auth_ref": [] }, "us-gaap_NetCashProvidedByUsedInOperatingActivities": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetCashProvidedByUsedInOperatingActivities", "calculation": { "http://www.talphera.com/20240930/role/statement-condensed-consolidated-statements-of-cash-flows-unaudited": { "parentTag": "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://www.talphera.com/20240930/role/statement-condensed-consolidated-statements-of-cash-flows-unaudited"], "lang": { "en-us": { "role": { "label": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "totalLabel": "Net cash used in operating activities", "documentation": "Amount of cash inflow (outflow) from operating activities, including discontinued operations. 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Includes, but is not limited to, quantification of the expected or actual impact." } } }, "auth_ref": [] }, "ecd_NonRule10b51ArrAdoptedFlag": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "NonRule10b51ArrAdoptedFlag", "presentation": ["http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements"], "lang": { "en-us": { "role": { "label": "ecd_NonRule10b51ArrAdoptedFlag", "terseLabel": "Non-Rule 10b5-1 Arrangement Adopted [Flag]" } } }, "auth_ref": ["r622"] }, "ecd_NonRule10b51ArrTrmntdFlag": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "NonRule10b51ArrTrmntdFlag", "presentation": ["http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements"], "lang": { "en-us": { "role": { "label": "ecd_NonRule10b51ArrTrmntdFlag", "terseLabel": "Non-Rule 10b5-1 Arrangement Terminated [Flag]" } } }, "auth_ref": ["r622"] }, "tlph_NoncashInterestExpenseOnLiabilitySaleOfFuturePayments": { "xbrltype": "monetaryItemType", "nsuri": "http://www.talphera.com/20240930", "localname": "NoncashInterestExpenseOnLiabilitySaleOfFuturePayments", "crdr": "debit", "calculation": { "http://www.talphera.com/20240930/role/statement-condensed-consolidated-statements-of-operations-unaudited": { "parentTag": "us-gaap_NonoperatingIncomeExpense", "weight": -1.0, "order": 1.0 }, "http://www.talphera.com/20240930/role/statement-condensed-consolidated-statements-of-cash-flows-unaudited": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": 1.0, "order": 13.0 } }, "presentation": ["http://www.talphera.com/20240930/role/statement-condensed-consolidated-statements-of-cash-flows-unaudited", "http://www.talphera.com/20240930/role/statement-condensed-consolidated-statements-of-operations-unaudited"], "lang": { "en-us": { "role": { "label": "Non-cash interest expense on liability related to sale of future payments", "negatedLabel": "Non-cash interest expense on liability related to the sale of future payments", "documentation": "The non-cash interest expenses on the liability related to the sale of future payments." } } }, "auth_ref": [] }, "tlph_NoncashInterestExpenseRecognized": { "xbrltype": "monetaryItemType", "nsuri": "http://www.talphera.com/20240930", "localname": "NoncashInterestExpenseRecognized", "crdr": "debit", "presentation": ["http://www.talphera.com/20240930/role/statement-note-4-sale-of-future-payments-details-textual", "http://www.talphera.com/20240930/role/statement-note-4-sale-of-

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This element can be used by entities to aggregate proceeds from all asset sales that are classified as investing activities." } } }, "auth_ref": ["r625"] }, "tlph_ProceedsPaymentsIssuanceOfSharesShareBasedPaymentArrangementIncludingOptionExercised": { "xbrltype": "monetaryItemType", "nsuri": "http://www.talphera.com/20240930", "localname": "ProceedsPaymentsIssuanceOfSharesShareBasedPaymentArrangementIncludingOptionExercised", "crdr": "debit", "calculation": { "http://www.talphera.com/20240930/role/statement-condensed-consolidated-statements-of-cash-flows-unaudited": { "parentTag": "us-gaap_NetCashProvidedByUsedInFinancingActivities", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://www.talphera.com/20240930/role/statement-condensed-consolidated-statements-of-cash-flows-unaudited"], "lang": { "en-us": { "role": { "label": "Net proceeds from issuance of common stock through equity plans", "documentation": "Amount of cash inflow (outflow) from issuance of shares under share-based payment arrangement. Includes, but is not limited to, option exercised." } } }, "auth_ref": [] }, "us-gaap_ProductMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ProductMember", "presentation": ["http://www.talphera.com/20240930/role/statement-condensed-consolidated-statements-of-operations-unaudited"], "lang": { "en-us": { "role": { "label": "Product [Member]", "documentation": "Article or substance produced by nature, labor or machinery." } } }, "auth_ref": ["r573"] }, "srt_ProductOrServiceAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "ProductOrServiceAxis", "presentation": ["http://www.talphera.com/20240930/role/statement-condensed-consolidated-statements-of-operations-unaudited"], "lang": { "en-us": { "role": { "label": "Product and Service [Axis]" } } }, "auth_ref": ["r180", "r423", "r442", "r443", "r444", "r445", "r446", "r447", "r448", "r553", "r573", "r598", "r600", "r601", "r603", "r604", "r671", "r672", "r676", "r731", "r733", "r734", "r735", "r736", "r737", "r738", "r739", "r740", "r741", "r742", "r743", "r744", "r745", "r746", "r747", "r748", "r749", "r750", "r751", "r752", "r753", "r754", "r755", "r756", "r757", "r758", "r759", "r760"] }, "srt_ProductsAndServicesDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "ProductsAndServicesDomain", "presentation": ["http://www.talphera.com/20240930/role/statement-condensed-consolidated-statements-of-operations-unaudited"], "lang": { "en-us": { "role": { "label": "Product and Service [Domain]" } } }, "auth_ref": ["r180", "r423", "r442", "r443", "r444", "r445", "r446", "r447", "r448", "r553", "r573", "r598", "r600", "r601", "r603", "r604", "r671", "r672", "r676", "r731", "r733", "r734", "r735", "r736", "r737", "r738", "r739", "r740", "r741", "r742", "r743", "r744", "r745", "r746", "r747", "r748", "r749", "r750", "r751", "r752", "r753", "r754", "r755", "r756", "r757", "r758", "r759", "r760"] }, "tlph_PurportedShareholderVCompanyViolationOfSections10bAnd20aOfTheExchangeActAndSecRule10b5Member": { "xbrltype": "domainItemType", "nsuri": "http://www.talphera.com/20240930", "localname": "PurportedShareholderVCompanyViolationOfSections10bAnd20aOfTheExchangeActAndSecRule10b5Member", "presentation": ["http://www.talphera.com/20240930/role/statement-note-6-commitments-and-contingencies", "http://www.talphera.com/20240930/role/statement-note-6-commitments-and-contingencies-details-textual"], "lang": { "en-us": { "role": { "label": "Purported Shareholder v. Company - Violation of Sections 10(b) and 20(a) of the Exchange Act and SEC Rule 10b-5 [Member]", "documentation": "Information related to the violation of Sections 10(b) and 20(a) of the Exchange Act and SEC Rule 10b-5." } } }, "auth_ref": [] }, "tlph_RSUsESPPAndEmployeeStockOptionsMember": { "xbrltype": "domainItemType", "nsuri": "http://www.talphera.com/20240930", "localname": "RSUsESPPAndEmployeeStockOptionsMember", "presentation": ["http://www.talphera.com/20240930/role/statement-note-10-net-loss-per-share-of-common-stock-", "http://www.talphera.com/20240930/role/statement-note-10-net-loss-per-share-of-common-stock-common-stock-excluded-from-computation-of-diluted-net-loss-per-share-details"], "lang": { "en-us": { "role": { "label": "RSU's, ESPP, and Employee Stock Options [Member]", "documentation": "Represents the antidilutive securities types; restricted stock units, employee stock purchase plan, and employee stock options." } } }, "auth_ref": [] }, "srt_RangeAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "RangeAxis", "presentation": ["http://www.talphera.com/20240930/role/statement-note-7-stockholders-equity", "http://www.talphera.com/20240930/role/statement-note-7-stockholders-equity-details-textual", "http://www.talphera.com/20240930/role/statement-note-8-warrants", "http://www.talphera.com/20240930/role/statement-note-8-warrants-details-textual", "http://www.talphera.com/20240930/role/statement-note-8-warrants-summary-of-warrants-activity-details", "http://www.talphera.com/20240930/role/statement-note-9-stockbased-compensation", "http://www.talphera.com/20240930/role/statement-note-9-stockbased-compensation-assumptions-to-calculate-fair-value-of-each-employee-stock-option-details"], "lang": { "en-us": { "role": { "label": "Statistical Measurement [Axis]" } } }, "auth_ref": ["r233", "r234", "r235", "r236", "r285", "r292", "r318", "r319", "r320", "r328", "r363", "r395", "r404", "r421", "r449", "r451", "r458", "r478", "r479", "r534", "r535", "r536", "r537", "r538", "r549", "r550", "r565", "r572", "r580", "r588", "r589", "r593", "r594", "r600", "r607", "r667", "r675", "r709", "r721", "r722", "r723", "r724", "r725"] }, "srt_RangeMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "RangeMember", "presentation": ["http://www.talphera.com/20240930/role/statement-note-7-stockholders-equity", "http://www.talphera.com/20240930/role/statement-note-7-stockholders-equity-details-textual", "http://www.talphera.com/20240930/role/statement-note-8-warrants", "http://www.talphera.com/20240930/role/statement-note-8-warrants-details-textual", "http://www.talphera.com/20240930/role/statement-note-8-warrants-summary-of-warrants-activity-details", "http://www.talphera.com/20240930/role/statement-note-9-stockbased-compensation", "http://www.talphera.com/20240930/role/statement-note-9-stockbased-compensation-assumptions-to-calculate-fair-value-of-each-employee-stock-option-details"], "lang": { "en-us": { "role": { "label": "Statistical Measurement [Domain]" } } }, "auth_ref": ["r233", "r234", "r235", "r236", "r285", "r292", "r318", "r319", "r320", "r328", "r363", "r395", "r404", "r421", "r449", "r451", "r458", "r478", "r479", "r534", "r535", "r536", "r537", "r538", "r549", "r550", "r565", "r572", "r580", "r588", "r589", "r593", "r594", "r600", "r607", "r667", "r675", "r709", "r721", "r722", "r723", "r724", "r725"] }, "us-gaap_RepaymentsOfDebt": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RepaymentsOfDebt", "crdr": "credit", "presentation": ["http://www.talphera.com/20240930/role/statement-note-5-longterm-debt-details-textual"], "lang": { "en-us": { "role": { "label": "us-gaap_RepaymentsOfDebt", "terseLabel": "Repayments of Debt", "documentation": "Amount of cash outflow for short-term and long-term debt. Excludes payment of lease obligation." } } }, "auth_ref": ["r639"] }, "us-gaap_RepaymentsOfLongTermDebt": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RepaymentsOfLongTermDebt", "crdr": "credit", "calculation": { "http://www.talphera.com/20240930/role/statement-condensed-consolidated-statements-of-cash-flows-unaudited": { "parentTag": "us-gaap_NetCashProvidedByUsedInFinancingActivities", "weight": -1.0, "order": 2.0 } }, "presentation": ["http://www.talphera.com/20240930/role/statement-condensed-consolidated-statements-of-cash-flows-unaudited"], "lang": { "en-us": { "role": { "label": "us-gaap_RepaymentsOfLongTermDebt", "negatedLabel": "Payment of long-term debt", "documentation": "The cash outflow for debt initially having maturity due after one year or beyond the normal operating cycle, if longer." } } }, "auth_ref": ["r77", "r463"] }, "srt_RepurchaseAgreementCounterpartyNameDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "RepurchaseAgreementCounterpartyNameDomain", "presentation": ["http://www.talphera.com/20240930/role/statement-note-1-organization-and-summary-of-significant-accounting-policies", "http://www.talphera.com/20240930/role/statement-note-1-organization-and-summary-of-significant-accounting-policies-details-textual", "http://www.talphera.com/20240930/role/statement-note-4-sale-of-future-payments", "http://www.talphera.com/20240930/role/statement-note-4-sale-of-future-payments-details-textual", "http://www.talphera.com/20240930/role/statement-note-4-sale-of-future-payments-schedule-of-future-payment-liabilities-details"], "lang": { "en-us": { "role": { "label": "Counterparty Name [Domain]" } } }, "auth_ref": ["r138", "r139", "r250", "r268", "r388", "r405", "r427", "r556", "r557"] }, "us-gaap_ResearchAndDevelopmentExpense": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ResearchAndDevelopmentExpense", "crdr": "debit", "calculation": { "http://www.talphera.com/20240930/role/statement-condensed-consolidated-statements-of-operations-unaudited": { "parentTag": "us-gaap_CostsAndExpenses", "weight": 1.0, "order": 0.0 } }, "presentation": ["http://www.talphera.com/20240930/role/statement-condensed-consolidated-statements-of-operations-unaudited"], "lang": { "en-us": { "role": { "label": "Research and development", "documentation": "Amount of expense for research and development. Includes, but is not limited to, cost for computer software product to be sold, leased, or otherwise marketed and writeoff of research and development assets acquired in transaction other than business combination or joint venture formation or both. Excludes write-down of intangible asset acquired in business combination or from joint venture formation or both, used in research and development activity." } } }, "auth_ref": ["r329", "r551", "r563", "r726"] }, "us-gaap_ResearchAndDevelopmentExpenseMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ResearchAndDevelopmentExpenseMember", "presentation": ["http://www.talphera.com/20240930/role/statement-note-9-stockbased-compensation", "http://www.talphera.com/20240930/role/statement-note-9-stockbased-compensation-stockbased-compensation-expense-details"], "lang": { "en-us": { "role": { "label": "Research and Development Expense [Member]", "documentation": "Primary financial statement caption in which the reported facts about research and development expense have been included." } } }, "auth_ref": [] }, "us-gaap_RestrictedCashAndCashEquivalentsCashAndCashEquivalentsMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestrictedCashAndCashEquivalentsCashAndCashEquivalentsMember", "presentation": ["http://www.talphera.com/20240930/role/statement-note-2-investments-and-fair-value-measurement", "http://www.talphera.com/20240930/role/statement-note-2-investments-and-fair-value-measurement-summary-of-cash-cash-equivalents-and-investments-details"], "lang": { "en-us": { "role": { "label": "Cash and Cash Equivalents [Domain]", "documentation": "Type of cash and cash equivalent. Cash is currency on hand as well as demand deposits with banks or financial institutions. Includes other kinds of accounts that have the general characteristics of demand deposits. Also includes short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates." } } }, "auth_ref": ["r121"] }, "us-gaap_RestrictedStockUnitsRSUMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestrictedStockUnitsRSUMember", "presentation": ["http://www.talphera.com/20240930/role/statement-note-7-stockholders-equity", "http://www.talphera.com/20240930/role/statement-note-7-stockholders-equity-details-textual", "http://www.talphera.com/20240930/role/statement-note-9-stockbased-compensation", "http://www.talphera.com/20240930/role/statement-note-9-stockbased-compensation-details-textual", "http://www.talphera.com/20240930/role/statement-note-9-stockbased-compensation-restricted-stock-activity-details"], "lang": { "en-us": { "role": { "label": "Restricted Stock Units (RSUs) [Member]", "documentation": "Share instrument which is convertible to stock or an equivalent amount of cash, after a specified period of time or when specified performance conditions are met." } } }, "auth_ref": [] }, "us-gaap_RetainedEarningsAccumulatedDeficit": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RetainedEarningsAccumulatedDeficit", "crdr": "credit", "calculation": { "http://www.talphera.com/20240930/role/statement-condensed-consolidated-balance-sheets-current-period-unaudited": { "parentTag": "us-gaap_StockholdersEquity", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://www.talphera.com/20240930/role/statement-condensed-consolidated-balance-sheets-current-period-unaudited"], "lang": { "en-us": { "role": { "label": "Accumulated deficit", "documentation": "Amount of accumulated undistributed earnings (deficit)." } } }, "auth_ref": ["r60", "r92", "r433", "r456", "r457", "r464", "r489", "r596"] }, "us-gaap_RetainedEarningsMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RetainedEarningsMember", "presentation": ["http://www.talphera.com/20240930/role/statement-condensed-consolidated-statements-of-stockholders-equity-unaudited"], "lang": { "en-us": { "role": { "label": "Retained Earnings [Member]", "documentation": "Accumulated undistributed earnings (deficit)." } } }, "auth_ref": ["r115", "r141", "r142", "r143", "r145", "r150", "r152", "r154", "r215", "r216", "r227", "r332", "r333", "r335", "r336", "r337", "r339", "r340", "r341", "r347",

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Tax collected from customer is tax assessed by governmental authority that is both imposed on and concurrent with specific revenue-producing transaction, including, but not limited to, sales, use, value-added and excise." } } }, "auth_ref": ["r107", "r108", "r167", "r172", "r173", "r177", "r179", "r180", "r181", "r182", "r283", "r284", "r423"] }, "us-gaap_RevenueRecognitionPolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevenueRecognitionPolicyTextBlock", "presentation": ["http://www.talphera.com/20240930/role/statement-significant-accounting-policies-policies"], "lang": { "en-us": { "role": { "label": "Revenue [Policy Text Block]", "documentation": "Disclosure of accounting policy for revenue. Includes revenue from contract with customer and from other sources." } } }, "auth_ref": ["r512", "r552", "r558"] }, "ecd_Rule10b51ArrAdoptedFlag": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "Rule10b51ArrAdoptedFlag", "presentation": ["http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements"], "lang": { "en-us": { "role": { "label": "ecd_Rule10b51ArrAdoptedFlag", "terseLabel": "Rule 10b5-1 Arrangement Adopted [Flag]" } } }, "auth_ref": ["r622"] }, "ecd_Rule10b51ArrTrmntdFlag": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "Rule10b51ArrTrmntdFlag", "presentation": ["http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements"], "lang": { "en-us": { "role": { "label": "ecd_Rule10b51ArrTrmntdFlag", "terseLabel": "Rule 10b5-1 Arrangement Terminated [Flag]" } } }, "auth_ref": ["r622"] }, "tlph_SaleOfEquitySharePriceMilestone": { "xbrltype": "perShareItemType", "nsuri": "http://www.talphera.com/20240930", 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"http://www.talphera.com/20240930/role/statement-note-8-warrants-details-textual"], "lang": { "en-us": { "role": { "label": "Sale of Stock [Domain]", "documentation": "Sale of the entity's stock, including, but not limited to, initial public offering (IPO) and private placement." } } }, "auth_ref": [] }, "us-gaap_ScheduleOfAntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfAntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareTextBlock", "presentation": ["http://www.talphera.com/20240930/role/statement-note-10-net-loss-per-share-of-common-stock-tables"], "lang": { "en-us": { "role": { "label": "Schedule of Antidilutive Securities Excluded from Computation of Earnings Per Share [Table Text Block]", "documentation": "Tabular disclosure of securities (including those issuable pursuant to contingent stock agreements) that could potentially dilute basic earnings per share (EPS) in the future that were not included in the computation of diluted EPS because to do so would increase EPS amounts or decrease loss per share amounts for the period presented, by antidilutive securities." } } }, "auth_ref": ["r15"] }, "us-gaap_ScheduleOfCashCashEquivalentsAndShortTermInvestmentsTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfCashCashEquivalentsAndShortTermInvestmentsTableTextBlock", "presentation": ["http://www.talphera.com/20240930/role/statement-note-2-investments-and-fair-value-measurement-tables"], "lang": { "en-us": { "role": { "label": "Cash, Cash Equivalents and Investments [Table Text Block]", "documentation": "Tabular disclosure of the components of cash, cash equivalents, and investments." } } }, "auth_ref": [] }, "us-gaap_ScheduleOfDisposalGroupsIncludingDiscontinuedOperationsIncomeStatementBalanceSheetAndAdditionalDisclosuresTextBlock": { "xbrltype": 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Includes, but is not limited to, a discontinued operation, disposal classified as held-for-sale or disposed of by means other than sale or disposal of an individually significant component." } } }, "auth_ref": ["r7", "r11", "r13", "r27", "r36", "r37", "r38", "r39", "r40", "r44", "r46", "r47", "r87"] }, "us-gaap_ScheduleOfEmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfEmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsTextBlock", "presentation": ["http://www.talphera.com/20240930/role/statement-note-9-stockbased-compensation-tables"], "lang": { "en-us": { "role": { "label": "Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Table Text Block]", "documentation": "Tabular disclosure of allocation of amount expensed and capitalized for award under share-based payment arrangement to statement of income or comprehensive income and statement of financial position. Includes, but is not limited to, corresponding line item in financial statement." } } }, "auth_ref": ["r22"] }, "us-gaap_ScheduleOfShareBasedCompensationStockOptionsActivityTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfShareBasedCompensationStockOptionsActivityTableTextBlock", "presentation": ["http://www.talphera.com/20240930/role/statement-note-9-stockbased-compensation-tables"], "lang": { "en-us": { "role": { "label": "Share-Based Payment Arrangement, Option, Activity [Table Text Block]", "documentation": "Tabular disclosure for stock option plans. Includes, but is not limited to, outstanding awards at beginning and end of year, grants, exercises, forfeitures, and weighted-average grant date fair value." } } }, "auth_ref": ["r9", "r10", "r93"] }, "us-gaap_ScheduleOfShareBasedPaymentAwardStockOptionsValuationAssumptionsTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfShareBasedPaymentAwardStockOptionsValuationAssumptionsTableTextBlock", "presentation": ["http://www.talphera.com/20240930/role/statement-note-9-stockbased-compensation-tables"], "lang": { "en-us": { "role": { "label": "Schedule of Share-Based Payment Award, Stock Options, Valuation Assumptions [Table Text Block]", "documentation": "Tabular disclosure of the significant assumptions used during the year to estimate the fair value of stock options, including, but not limited to: (a) expected term of share options and similar instruments, (b) expected volatility of the entity's shares, (c) expected dividends, (d) risk-free rate(s), and (e) discount for post-vesting restrictions." } } }, "auth_ref": ["r95"] }, "us-gaap_ScheduleOfSharebasedCompensationRestrictedStockAndRestrictedStockUnitsActivityTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfSharebasedCompensationRestrictedStockAndRestrictedStockUnitsActivityTableTextBlock", "presentation": ["http://www.talphera.com/20240930/role/statement-note-9-stockbased-compensation-tables"], "lang": { "en-us": { "role": { "label": "Share-Based Payment Arrangement, Restricted Stock and Restricted Stock Unit, Activity [Table Text Block]", "documentation": "Disclosure of the number and weighted-average grant date fair value for restricted stock and restricted stock units that were outstanding at the beginning and end of the year, and the number of restricted stock and restricted stock units that were granted, vested, or forfeited during the year." } } }, "auth_ref": [] }, "us-gaap_ScheduleOfStockholdersEquityNoteWarrantsOrRightsTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfStockholdersEquityNoteWarrantsOrRightsTextBlock", "presentation": ["http://www.talphera.com/20240930/role/statement-note-8-warrants-tables"], "lang": { "en-us": { "role": { "label": "Schedule of Stockholders' Equity Note, Warrants or Rights [Table Text Block]", "documentation": "Tabular disclosure of warrants or rights issued. Warrants and rights outstanding are derivative securities that give the holder the right to purchase securities (usually equity) from the issuer at a specific price within a certain time frame. Warrants are often included in a new debt issue to entice investors by a higher return potential. The main difference between warrants and call options is that warrants are issued and guaranteed by the company, whereas options are exchange instruments and are not issued by the company. Also, the lifetime of a warrant is often measured in years, while the lifetime of a typical option is measured in months. Disclose the title of issue of securities called for by warrants and rights outstanding, the aggregate amount of securities called for by warrants and rights outstanding, the date from which the warrants or rights are exercisable, and the price at which the warrant or right is exercisable." } } }, "auth_ref": ["r20"] }, "dei_Security12bTitle": { "xbrltype": "securityTitleItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "Security12bTitle", "presentation": ["http://www.talphera.com/20240930/role/statement-document-and-entity-information"], "lang": { "en-us": { "role": { "label": "Title of 12(b) Security", "documentation": "Title of a 12(b) registered security." } } }, "auth_ref": ["r616"] }, "dei_SecurityExchangeName": { "xbrltype": "edgarExchangeCodeItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "SecurityExchangeName", "presentation": ["http://www.talphera.com/20240930/role/statement-document-and-entity-information"], "lang": { "en-us": { "role": { "label": "Security Exchange Name", "documentation": "Name of the Exchange on which a security is registered." } } }, "auth_ref": ["r618"] }, "us-gaap_SegmentDiscontinuedOperationsMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SegmentDiscontinuedOperationsMember", "presentation": ["http://www.talphera.com/20240930/role/statement-note-3-discontinued-operations", "http://www.talphera.com/20240930/role/statement-note-3-discontinued-operations-details-textual", "http://www.talphera.com/20240930/role/statement-note-3-discontinued-operations-summary-of-discontinued-operation-details"], "lang": { "en-us": { "role": { "label": "Discontinued Operations [Member]", "documentation": "Component or group of components representing strategic shift that has or will have major effect on operation and financial result, classified as held-for-sale or disposed of by sale or by means other than sale, and business and nonprofit activity on acquisition and upon joint venture formation, classified as held-for-sale." } } }, "auth_ref": ["r4", "r28", "r29", "r30"] }, "us-gaap_SellingGeneralAndAdministrativeExpense": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SellingGeneralAndAdministrativeExpense", "crdr": "debit", "calculation": { "http://www.talphera.com/20240930/role/statement-condensed-consolidated-statements-of-operations-unaudited": { "parentTag": "us-gaap_CostsAndExpenses", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://www.talphera.com/20240930/role/statement-condensed-consolidated-statements-of-operations-unaudited"], "lang": { "en-us": { "role": { "label": "Selling, general and administrative", "documentation": "The aggregate total costs related to selling a firm's product and services, as well as all other general and administrative expenses. Direct selling expenses (for example, credit, warranty, and advertising) are expenses that can be directly linked to the sale of specific products. Indirect selling expenses are expenses that cannot be directly linked to the sale of specific products, for example telephone expenses, Internet, and postal charges. General and administrative expenses include salaries of non-sales personnel, rent, utilities, communication, etc." } } }, "auth_ref": ["r68"] }, "us-gaap_SellingGeneralAndAdministrativeExpensesMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SellingGeneralAndAdministrativeExpensesMember", "presentation": ["http://www.talphera.com/20240930/role/statement-note-9-stockbased-compensation", "http://www.talphera.com/20240930/role/statement-note-9-stockbased-compensation-stockbased-compensation-expense-details"], "lang": { "en-us": { "role": { "label": "Selling, General and Administrative Expenses [Member]", "documentation": "Primary financial statement caption encompassing selling, general and administrative expense." } } }, "auth_ref": [] }, "us-gaap_ShareBasedCompensation": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname":

"ShareBasedCompensation", "crdr": "debit", "calculation": { "http://www.talphera.com/20240930/role/statement-condensed-consolidated-statements-of-cash-flows-unaudited": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://www.talphera.com/20240930/role/statement-condensed-consolidated-statements-of-cash-flows-unaudited"], "lang": { "en-us": { "role": { "label": "us-gaap_ShareBasedCompensation", "terseLabel": "Stock-based compensation", "documentation": "Amount of noncash expense for share-based payment arrangement." } } }, "auth_ref": ["r5"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsForfeitedInPeriod": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsForfeitedInPeriod", "presentation": ["http://www.talphera.com/20240930/role/statement-note-9-stockbased-compensation-restricted-stock-activity-details"], "lang": { "en-us": { "role": { "label": "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsForfeitedInPeriod", "negatedTerseLabel": "Forfeited (in shares)", "documentation": "The number of equity-based payment instruments, excluding stock (or unit) options, that were forfeited during the reporting period." } } }, "auth_ref": ["r312"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsForfeituresWeightedAverageGrantDateFairValue": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsForfeituresWeightedAverageGrantDateFairValue", "presentation": ["http://www.talphera.com/20240930/role/statement-note-9-stockbased-compensation-restricted-stock-activity-details"], "lang": { "en-us": { "role": { "label": "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsForfeituresWeightedAverageGrantDateFairValue", "terseLabel": "Weighted average grant date fair value, forfeited (in dollars per share)", "documentation": "Weighted average fair value as of the grant date of equity-based award plans other than stock (unit) option plans that were not exercised or put into effect as a result of the occurrence of a terminating event." } } }, "auth_ref": ["r312"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsGrantsInPeriod": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsGrantsInPeriod", "presentation": ["http://www.talphera.com/20240930/role/statement-note-7-stockholders-equity-details-textual", "http://www.talphera.com/20240930/role/statement-note-9-stockbased-compensation-restricted-stock-activity-details"], "lang": { "en-us": { "role": { "label": "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsGrantsInPeriod", "terseLabel": "Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Grants in Period (in shares)", "documentation": "The number of grants made during the period on other than stock (or unit) option plans (for example, phantom stock or unit plan, stock or unit appreciation rights plan, performance target plan)." } } }, "auth_ref": ["r310"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsGrantsInPeriodWeightedAverageGrantDateFairValue": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsGrantsInPeriodWeightedAverageGrantDateFairValue", "presentation": ["http://www.talphera.com/20240930/role/statement-note-9-stockbased-compensation-restricted-stock-activity-details"], "lang": { "en-us": { "role": { "label": "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsGrantsInPeriodWeightedAverageGrantDateFairValue", "terseLabel": "Weighted average grant date fair value, granted (in dollars per share)", "documentation": "The weighted average fair value at grant date for nonvested equity-based awards issued during the period on other than stock (or unit) option plans (for example, phantom stock or unit plan, stock or unit appreciation rights plan, performance target plan)." } } }, "auth_ref": ["r310"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedNumber": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedNumber", "presentation": ["http://www.talphera.com/20240930/role/statement-note-9-stockbased-compensation-restricted-stock-activity-details"], "lang": { "en-us": { "role": { "label": "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedNumber", "periodStartLabel": "Restricted stock units outstanding (in shares)", "periodEndLabel": "Restricted stock units outstanding (in shares)", "documentation": "The number of non-vested equity-based payment instruments, excluding stock (or unit) options, that validly exist and are outstanding as of the balance sheet date." } } }, "auth_ref": ["r307", "r308"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedWeightedAverageGrantDateFairValue": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedWeightedAverageGrantDateFairValue", "presentation": ["http://www.talphera.com/20240930/role/statement-note-9-stockbased-compensation-restricted-stock-activity-details"], "lang": { "en-us": { "role": { "label": "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedWeightedAverageGrantDateFairValue", "periodStartLabel": "Restricted stock units weighted average outstanding (in dollars per share)", "periodEndLabel": "Restricted stock units weighted average outstanding (in dollars per share)", "documentation": "Per share or unit weighted-average fair value of nonvested award under share-based payment arrangement. Excludes share and unit options." } } }, "auth_ref": ["r307", "r308"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsVestedInPeriod": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsVestedInPeriod", "presentation": ["http://www.talphera.com/20240930/role/statement-note-9-stockbased-compensation-restricted-stock-activity-details"], "lang": { "en-us": { "role": { "label": "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsVestedInPeriod", "negatedTerseLabel": "Vested (in shares)", "documentation": "The number of equity-based payment instruments, excluding stock (or unit) options, that vested during the reporting period." } } }, "auth_ref": ["r311"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsVestedInPeriodWeightedAverageGrantDateFairValue": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsVestedInPeriodWeightedAverageGrantDateFairValue", "presentation": ["http://www.talphera.com/20240930/role/statement-note-9-stockbased-compensation-restricted-stock-activity-details"], "lang": { "en-us": { "role": { "label": "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsVestedInPeriodWeightedAverageGrantDateFairValue", "terseLabel": "Weighted average grant date fair value, vested (in dollars per share)", "documentation": "The weighted average fair value as of grant date pertaining to an equity-based award plan other than a stock (or unit) option plan for which the grantee gained the right during the reporting period, by satisfying service and performance requirements, to receive or retain shares or units, other instruments, or cash in accordance with the terms of the arrangement." } } }, "auth_ref": ["r311"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsExpectedDividendRate": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsExpectedDividendRate", "presentation": ["http://www.talphera.com/20240930/role/statement-note-9-stockbased-compensation-assumptions-to-calculate-fair-value-of-each-employee-stock-option-details"], "lang": { "en-us": { "role": { "label": "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsExpectedDividendRate", "terseLabel": "Expected dividend rate", "documentation": "The estimated dividend rate (a percentage of the share price) to be paid (expected dividends) to holders of the underlying shares over the option's term." } } }, "auth_ref": ["r319"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsExpectedVolatilityRate": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsExpectedVolatilityRate", "presentation": ["http://www.talphera.com/20240930/role/statement-note-9-stockbased-compensation-assumptions-to-calculate-fair-value-of-each-employee-stock-option-details"], "lang": { "en-us": { "role": { "label": "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsExpectedVolatilityRate", "terseLabel": "Expected volatility", "documentation": "The estimated measure of the percentage by which a share price is expected to fluctuate during a period. Volatility also may be defined as a probability-weighted measure of the dispersion of returns about the mean. The volatility of a share price is the standard deviation of the continuously compounded rates of return on the share over a specified period. That is the same as the standard deviation of the differences in the natural logarithms of the stock prices plus dividends, if any, over the period." } } }, "auth_ref": ["r318"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsRiskFreeInterestRate": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsRiskFreeInterestRate", "presentation": ["http://www.talphera.com/20240930/role/statement-note-9-stockbased-compensation-assumptions-to-calculate-fair-value-of-each-employee-stock-option-details"], "lang": { "en-us": { "role": { "label": "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsRiskFreeInterestRate", "terseLabel": "Risk-free interest rate", "documentation": "The risk-free interest rate assumption that is used in valuing an option on its own shares." } } }, "auth_ref": ["r320"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardNumberOfAdditionalSharesAuthorized": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardNumberOfAdditionalSharesAuthorized", "presentation": ["http://www.talphera.com/20240930/role/statement-note-7-stockholders-equity-details-textual"], "lang": { "en-us": { "role": { "label": "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardNumberOfAdditionalSharesAuthorized", "terseLabel": "Share-Based Compensation Arrangement by Share-Based Payment Award, Number of Additional Shares Authorized (in shares)", "documentation": "Number of additional shares authorized for issuance under share-based payment arrangement." } } }, "auth_ref": [] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardNumberOfSharesAuthorized": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardNumberOfSharesAuthorized", "presentation": ["http://www.talphera.com/20240930/role/statement-note-7-stockholders-equity-details-textual"], "lang": { "en-us": { "role": { "label": "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardNumberOfSharesAuthorized", "terseLabel": "Share-Based Compensation Arrangement by Share-Based Payment Award, Number of Shares Authorized (in shares)", "documentation": "Number of shares authorized for issuance under share-based payment arrangement." } } }, "auth_ref": ["r582"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardNumberOfSharesAvailableForGrant": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardNumberOfSharesAvailableForGrant", "presentation": ["http://www.talphera.com/20240930/role/statement-note-7-stockholders-equity-details-textual", "http://www.talphera.com/20240930/role/statement-note-9-stockbased-compensation-details-textual"], "lang": { "en-us": { "role": { "label": "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardNumberOfSharesAvailableForGrant", "terseLabel": "Share-Based Compensation Arrangement by Share-Based Payment Award, Number of Shares Available for Grant", "documentation": "The difference between the maximum number of shares (or other type of

equity) authorized for issuance under the plan (including the effects of amendments and adjustments), and the sum of: 1) the number of shares (or other type of equity) already issued upon exercise of options or other equity-based awards under the plan; and 2) shares (or other type of equity) reserved for issuance on granting of outstanding awards, net of cancellations and forfeitures, if applicable." } } }, "auth_ref": ["r21"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExpirationsInPeriod": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExpirationsInPeriod", "presentation": ["http://www.talphera.com/20240930/role/statement-note-9-stockbased-compensation-option-activity-details"], "lang": { "en-us": { "role": { "label": "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExpirationsInPeriod", "negatedLabel": "Expired (in shares)", "documentation": "Number of options or other stock instruments for which the right to exercise has lapsed under the terms of the plan agreements." } } }, "auth_ref": ["r306"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsForfeituresInPeriod": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsForfeituresInPeriod", "presentation": ["http://www.talphera.com/20240930/role/statement-note-9-stockbased-compensation-option-activity-details"], "lang": { "en-us": { "role": { "label": "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsForfeituresInPeriod", "negatedLabel": "Forfeited (in shares)", "documentation": "The number of shares under options that were cancelled during the reporting period as a result of occurrence of a terminating event specified in contractual agreements pertaining to the stock option plan." } } }, "auth_ref": ["r305"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsGrantsInPeriodGross": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsGrantsInPeriodGross", "presentation": ["http://www.talphera.com/20240930/role/statement-note-7-stockholders-equity-details-textual", "http://www.talphera.com/20240930/role/statement-note-9-stockbased-compensation-option-activity-details"], "lang": { "en-us": { "role": { "label": "Granted (in shares)", "terseLabel": "Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Grants in Period, Gross (in shares)", "documentation": "Gross number of share options (or share units) granted during the period." } } }, "auth_ref": ["r303"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsGrantsInPeriodWeightedAverageGrantDateFairValue": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsGrantsInPeriodWeightedAverageGrantDateFairValue", "presentation": ["http://www.talphera.com/20240930/role/statement-note-9-stockbased-compensation-details-textual"], "lang": { "en-us": { "role": { "label": "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsGrantsInPeriodWeightedAverageGrantDateFairValue", "terseLabel": "Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Grants in Period, Weighted Average Grant Date Fair Value", "documentation": "The weighted average grant-date fair value of options granted during the reporting period as calculated by applying the disclosed option pricing methodology." } } }, "auth_ref": ["r313"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingIntrinsicValue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingIntrinsicValue", "crdr": "debit", "presentation": ["http://www.talphera.com/20240930/role/statement-note-9-stockbased-compensation-option-activity-details"], "lang": { "en-us": { "role": { "label": "Stock options outstanding, aggregate intrinsic value", "documentation": "Amount by which the current fair value of the underlying stock exceeds the exercise price of options outstanding." } } }, "auth_ref": ["r21"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingNumber": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingNumber", "presentation": ["http://www.talphera.com/20240930/role/statement-note-7-stockholders-equity-details-textual", "http://www.talphera.com/20240930/role/statement-note-9-stockbased-compensation-option-activity-details"], "lang": { "en-us": { "role": { "label": "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingNumber", "terseLabel": "Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Number (in shares)", "periodStartLabel": "Stock options outstanding (in shares)", "periodEndLabel": "Stock options outstanding (in shares)", "documentation": "Number of options outstanding, including both vested and non-vested options." } } }, "auth_ref": ["r299", "r300"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingWeightedAverageExercisePrice": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingWeightedAverageExercisePrice", "presentation": ["http://www.talphera.com/20240930/role/statement-note-9-stockbased-compensation-option-activity-details"], "lang": { "en-us": { "role": { "label": 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Includes, but is not limited to, unvested options for which requisite service period has not been rendered but that are expected to vest based on achievement of performance condition, if forfeitures are recognized when they occur." } } }, "auth_ref": ["r315"] }, "us-gaap_ShareBasedCompensationArrangementsByShareBasedPaymentAwardAwardTypeAndPlanNameDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementsByShareBasedPaymentAwardAwardTypeAndPlanNameDomain", "presentation": ["http://www.talphera.com/20240930/role/statement-note-7-stockholders-equity", "http://www.talphera.com/20240930/role/statement-note-7-stockholders-equity-details-textual", "http://www.talphera.com/20240930/role/statement-note-9-stockbased-compensation", "http://www.talphera.com/20240930/role/statement-note-9-stockbased-compensation-assumptions-to-calculate-fair-value-of-each-employee-stock-option-details", "http://www.talphera.com/20240930/role/statement-note-9-stockbased-compensation-details-textual", "http://www.talphera.com/20240930/role/statement-note-9-stockbased-compensation-restricted-stock-activity-details"], "lang": { "en-us": { "role": { "label": "Award Type [Domain]", "documentation": "Award under share-based payment arrangement." } } }, "auth_ref": ["r296", "r297", "r298", "r299", "r300", "r301", "r302", "r303", "r304", "r305", "r306", "r307", "r308", "r309", "r310", "r311", "r312", "r313", "r314", "r315", "r316", "r317", "r318", "r319", "r320", "r321"] }, "us-gaap_ShareBasedCompensationArrangementsByShareBasedPaymentAwardOptionsExpirationsInPeriodWeightedAverageExercisePrice": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementsByShareBasedPaymentAwardOptionsExpirationsInPeriodWeightedAverageExercisePrice", "presentation": ["http://www.talphera.com/20240930/role/statement-note-9-stockbased-compensation-option-activity-details"], "lang": { "en-us": { "role": { "label": "Expired, weighted-average exercise price (in dollars per share)", "documentation": "Weighted average price at which grantees could have acquired the underlying shares with respect to stock options of the plan that expired." } } }, "auth_ref": ["r306"] }, "us-gaap_ShareBasedCompensationArrangementsByShareBasedPaymentAwardOptionsForfeituresInPeriodWeightedAverageExercisePrice": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementsByShareBasedPaymentAwardOptionsForfeituresInPeriodWeightedAverageExercisePrice", "presentation": ["http://www.talphera.com/20240930/role/statement-note-9-stockbased-compensation-option-activity-details"], "lang": { "en-us": { "role": { "label": "Forfeited, weighted-average exercise price (in dollars per share)", "documentation": "Weighted average price at which grantees could have acquired the underlying shares with respect to stock options that were terminated." } } }, "auth_ref": ["r305"] }, "us-gaap_ShareBasedCompensationArrangementsByShareBasedPaymentAwardOptionsGrantsInPeriodWeightedAverageExercisePrice": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementsByShareBasedPaymentAwardOptionsGrantsInPeriodWeightedAverageExercisePrice", "presentation": ["http://www.talphera.com/20240930/role/statement-note-9-stockbased-compensation-option-activity-details"], "lang": { "en-us": { "role": { "label": "Granted, weighted-average exercise price (in dollars per share)", "documentation": "Weighted average per share amount at which grantees can acquire shares of common stock by exercise of options." } } }, "auth_ref": ["r303"] }, "us-gaap_ShareBasedCompensationAwardTrancheOneMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationAwardTrancheOneMember", "presentation": [

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Includes, but is not limited to, unvested options for which requisite service period has not been rendered but that are expected to vest based on achievement of performance condition, if forfeitures are recognized when they occur." } } }, "auth_ref": ["r315"] }, "tlph_SharebasedCompensationDiscontinuedOperations": { "xbrltype": "monetaryItemType", "nsuri": "http://www.talphera.com/20240930", "localname": "SharebasedCompensationDiscontinuedOperations", "crdr": "debit", "presentation": ["http://www.talphera.com/20240930/role/statement-note-3-discontinued-operations-summary-of-discontinued-operation-details"], "lang": { "en-us": { "role": { "label": "tlph_SharebasedCompensationDiscontinuedOperations", "terseLabel": "Stock-based compensation", "documentation": "Amount of share-based compensation attributable to discontinued operations." } } }, "auth_ref": [] }, "us-gaap_SharesIssuedPricePerShare": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": 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Excludes US treasury securities and debt issued by government-sponsored Enterprises (GSEs), for example, but is not limited to, Federal Home Loan Mortgage Corporation (FHLMC or Freddie Mac), Federal National Mortgage Association (FNMA or Fannie Mae), and the Federal Home Loan Bank (FHLB)." } } }, "auth_ref": ["r559", "r575", "r728"] }, "us-gaap_USGovernmentAgenciesSecuritiesAtCarryingValue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "USGovernmentAgenciesSecuritiesAtCarryingValue", "crdr": "debit", "presentation": ["http://www.talphera.com/20240930/role/statement-note-2-investments-and-fair-value-measurement-summary-of-cash-cash-equivalents-and-investments-details"], "lang": { "en-us": { "role": { "verboseLabel": "U.S government agency securities, amortized cost", "label": "us-gaap_USGovernmentAgenciesSecuritiesAtCarryingValue", "documentation": "Debt securities issued by a United States government agency such as Government National Mortgage Association (Ginnie Mae), Federal Home Loan Mortgage Corporation (Freddie Mac), and Federal National Mortgage Association (Fannie Mae), which are short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. Generally, only investments with original maturities of three months or less qualify under that definition. Original maturity means original maturity to the entity holding the investment. For example, both a three-month US Treasury bill and a three-year Treasury note purchased three months from maturity qualify as cash equivalents. However, a Treasury note purchased three-years ago does not become a cash equivalent when its remaining maturity is three months." } } }, "auth_ref": [] }, "tlph_USGovernmentAgencySecuritiesMember": { "xbrltype": "domainItemType", "nsuri": "http://www.talphera.com/20240930", "localname": "USGovernmentAgencySecuritiesMember", "presentation": ["http://www.talphera.com/20240930/role/statement-note-2-investments-and-fair-value-measurement", "http://www.talphera.com/20240930/role/statement-note-2-investments-and-fair-value-measurement-summary-of-cash-cash-equivalents-and-investments-details"], "lang": { "en-us": { "role": { "label": "U.S. Government Agency Securities [Member]", "documentation": "Represents the U.S. Government Agency Securities." } } }, "auth_ref": [] }, "us-gaap_VestingAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "VestingAxis", "presentation": ["http://www.talphera.com/20240930/role/statement-note-7-stockholders-equity", 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H7VYI/_^Q=@(0DL&X@"JB9R<02B"IJ__:U=NWIZ?^]3G3IF5JV9AH_ M_R2?UGZ2J*&8JF8_?Q3?W!Q<_/3_SO_X=/8@=O@5L/^^63L-_S#Q]>7EY. M7QJGIO7T0> [U>A]>\9X3[Z8SBXZ6;GP=6CJ[M5ZKM3_ U>!&O*!J\WN7[_,N M!K<:1%/LY3MMJIP^F<\?V"7X3;T9?JX6.X7&!\VP'6(H='Z_K4:]&=PK?_CW MMZ\#94PG)+A9>W6J,/32#X*I.(:N&?3?GQ^^?G L8M@CTYH0!U87GB6WJK5N MM2'!X5;_XQ?4+P:&C+Z;=X.KUZKUNI5N1X\Q+6KSFQ*%XLX(O:0/26X@C[J M!+?;EA- W__S2T@]^P#7%^\3=Y_<"+U3:..6J6X+)&B&6TX.4AL>=HT6RS69<[;^'+NV,)YDXDS%L>S)T%$K7- M2*RNXM<9NX9*+=6VIL1@45.6%^55&4??B5>6 MIV&ZAF/%S<* [N/QL18UYM*(NW0A<]43(-)+=\,+2S:ICK@3#Y]*[]\#?\[Z?_KUJ5 MOE #@4!5:3B3'CW(7P+DI7O3 N)+54F6/X P4=)];-:ZQ6D^Z_2=4JZ+) M=8B$$ZS2OUSM^>>3"], C#G51YCZ@0>:I@& MQ6O:ZQE.B%K>GYJJ4@-F!W_#';?()IKBOL]T^.?]7X].'I9&2 M'?E_*;'6Q^V&F5O;A. MGI:&[)VGN]:4Q#]5!V,B47'I@ZB\;<+C M 67CV? Z? 4.MU\C=Z'%,KT"?$N.)]A4'OH5[@C?^1B=#"C:0:VC>C& 8&BR- MKP'/OIJVC1H$Q#DJ>WA'^,W=Z)*.@+F)X8 80^$"OUA9)[!FJKI5%6J:!," M+I/_!ZC/F]MK$'?!L@7+=,Z^" M[<* HFAC4AL]HG)[9S!2#R4K,;3@;,P_ M+:1JH%=/P<IAF[%-U@,X5T)/@>#?%A:B_G:(%;8P@ K]Z=375,(V*[SY9A08@.(MSD-V^IGFT$GPN.!Z\!D?M_YLAO*U9_JOAM? LK9ZW1L?&@HX-;Q7^Z,,*JYKN M.MHS!=9P+6 ^:@/+Z*X*@L R)\AFKN-SV!6Q#/0RP'Q@D_P\BWX X]K?B06N MJN.S6'/J"]3ZJ,-@KDDCSYR'I8*X9+ 8RY^\4%^#D/!AD:24^?8B< MW)R&\W?8E0D:VS-!XR FV$) "& 5"%A'DZY1$JLC)%9A@>63-QN)U1$2J[# M:FX/K.0EUC%MK(?!=_MJ<'\GLT56/GFC- *!8RI_WDV9)U1BP*%3=+;5\@B# M3*"PP"@LC?4F4,@Q"DMCZ@D4!\%EL#ISHJO:,Q#K/'3KK;?U M,:$?58__4WQA*7'O%A>?:,0HX:6H9SOECL^7OZ5_80G- IGAW.0CWQBNE1#5_F1.D&K-/[G5BW)*)M_G)T@BH>F5/[WR3)SQKGR)K_,*S_(AH4W(*?^ZW*1T5JGHAEHKI>AI? :0Q*U<-_M^0D>'O]X8'D=+,;.41=0M?\,=Q 3Y9LCE]XO8,G8MXQEQHWCV99S-E^BDW[\ M&+E.Q0H]^;8KR^CCBPT;09KAP5IJ.\YYH+9C:8KC@^H[*$-_G>NF"/X^LUW M*2" !47YLT#BI(P@4L*N<*)B3? U#7GS+PS=>QI?8WWBI-'?1^,DH M$!0_ L6YVKT7%#\.CW.C\03%C\3C^=#C ZKC(7/O?*[>-]2^.M$,#5P$@@'D MJ[* V M)98RAH6ZI,]4-Z=XB[]*!8##%N\G[D! F$["! (.T& H'_VP9;IJ=],%9=? M_29[[^N7L#%Q!W,2Y:X;J@/,'.^D;,IT77C MXL1"9NLIQ*WN KG;+W-*^\3))]\>#Y,/FOWGM47I#4S"HK8C,)D*)N.766!R M#9/WEJ;0WU@U+1W>5< Q<3A&KK! 8]S&?]J361, P-4V]6-[28+!\..*%@FJ8 M@H*81R/F>NQG0GS3#&WBYEPK['-0<>/@$:<]EA:+ M>PF1+$[(]\#)UC@)+U91<++9'IV'YOR'L!1W]ML+6608]DH0A[E5\)E0(Z K)O++HZ0 ME:[,X]G S!\#=VAKJ@:J8D!T&D;6XYB&E,B]I3W#$M[K1&'K*+ 6C[6X)5W4 M_- BXL/E0EP'TB@FB4M&1I7_DK(I"%E4UTC_"+HBPFS)-ZHAZP GM:KVY7&]J MJ3SFO6LI8V*S&DU8/I-/JKQ1TWD21UYS;;;OI M18<%B?[X#2P?S7CR IK:L^D0G=7R9YFJ8)T%QF00DL%SC$GA-&XCVL7PB4"Z =.0DY>);;]-'?99P$9VL(;>D7P6]@90 'CO>,O6JC-GNF^+ MW#/@ZM3N*7% M)V!P>W!]"0+UGN)"I(8NG[#;H&OEUA0*:%[2H7,#MJWEXLLP='TUB=%_LBCC MM-\U9WSW.C(M]5HS0/S2KU\O^_1*(%G6W\@'RY;OE1K=,VW. W*J$?Y3T/V8 M=,2XG@(9F=814$29.'Y&2S8<&] M:FPBV1^8:7XWZF-\[XG.E=Q<$?1'\,.!0Z>]^6)<N369Z%T]_*> 7'D@MWW 6$XB8*SM@+/B M 28)79/L[NY.C"\ (P@4/Q89%-7MJVD3_8IGNE&TRP[HN-9UB;QG9XS'8J5_I MVO"9Z!B"&(PI=5CO)E7#NXF.#]%-K*MK?YXM#6S#(W17U8RGZ('85"X'WW^[-MX115\W#- V\L9;G&U<5T/5R"(4S0!C1$G@*&EB-"5()W!._DB'>R"Q &%5,$ MPPB&X9MA4BU8(Y2&X(%\\4#"6Q01W0P%.PAVX)L=^&T"*7A\$Z.>"]WIG MBFC- "881#,YPRQ7GVXD$[DO @_\\8WAQ0N7-N!D2W_.L4(/L[@;G1)1_RW M-Q8,<^#4O1);]T (AHB#0SX8=)Y%%WM:TBM\+WHZ!P2/6H_#V2(?;9R3+&B= M- O**U[F9%^1ET:PY3\@K5']F7D!WY);,><+;56&Z,/,"MO45%4C#"Z&"8@)G M">!L=3T%RCSNHY:BV0)H20JTM24M,M9* 1>NZ%3'O(5Z3[I:3KY"YM@0);Q MTS71K- ^([M+/L_F?O\":$4L9S[[29ZHSHLVO,2EBLPL-OFFWW9LM1.4;KYA> M""_A_(;5_&I!W2-3EY-TX8A4%P&%C*%P_,R-A4)NR(+^&0KZ>K+)G TL5R18 M.FO=W4[!O1$DS8ZDJ5;$$-3-7 -=G<@(E+GM20"%C*&26#"C,L:P%?1K-H 5+ M9ZV[DS3'$N#2>O%)6L\3ER9 4KGX))5S3M*^;5.'1>T9%?W(_%>-#$/9(N60 MU,M+X6]81"_(X3N1 &N(F O/RHE=]C+NRI+'7OYT7VYPUXI=&Y)@),S6F'^ M B8$$?V>P-/+;![-4SZBEH0/05$P REQ\.77/LH!^ IF(24.OOP:2#D 7\%, MI,B5+@UR)#GA3, MDCH&1/-O7.4+H@6SMXX!T?R;8/F":,&LLFT7O\SXRAE)OYD&G7TCUI_4N78- M55AJ>"0PX52=YT?W<*H 4BJ)4 IYSJE039^D(J,QOYD]>3FOEAGV\]-2]O*LRD=&8 M7^R50N>6!#@YHY78K2_>/E/!$"BQ6U\\B!,,VA*[]<6#:,&,,K%;G_9N_=%) M*G;K\[5?53"[3.S6YPM^!,.YQ&Y]ON!7,'M*[-9S1*YY6'%EK7N)L/4I3 M!]@Q# &X[0!W0>QOWU#Q7U=_N=HST6$^OBR+O+1NK^;YU&O\ZX<$VAOK MD*B-6N!SM\G#+.^!P5P@KY@'B9('8[Z\JEQ +\]9V"DJ5[A?@.MPC3I?QGP M;MX6;S] E0XK7$5Y#B2>L(%*;0/E!HS"!LJW#90;H D;*!\V4.*;)>QQ:=-\ M5SLO^;:Z#9FO=TRNK5U<_]*!.[0U52/6; !L<#<:.*;R)^/U?[KZ#&^\MX!# M"]O$X5UN;X;C6!8XXEO.1# [7GX0>;NW2Y(].6E<&M$T36 @$PQDTBUMJ37U MP(&GX.11#3]S"W,R!:,GL!$>]$,T@ZI7Q#)@-3BW*M]\EX7JC7ZIU$(1::CA M#63KJRJX1J:!6Q::>F--*\7FBIUZ_[X9!,:IP!$

M%)HC:V(%&K^YT/B#YY(;?00R4FOM!?N2)R M8)DTN-O?]">5H/6%CQ.:*GW/Y_AD$QJG $04FB-K8D4D@G"B%PY(D BO30+6 MT,K:"'UR#,\G+^06(JP$1!;&1B&(\\fL%%(\9:\@N635'<@F&+4 1!0JE0MB M-46*TU$$94K'?82@/*:@S(2{0E!F3:S@##$60*B9DYK%"!,WMD\:2.RZQ'[F% MK"TQ\86,SA61 ^W+2?K/LM)*,C6M*=)XCF7=']YL0N,4@(A"6"2?I/\L*/*C'QA?[*%9&7.@4(*9[+!@]"&A_WL%@&1!12-6MBQ54-OK=,U56<,VM MK6=-H8Q<_I=\DLJVG+.H62^HLS3]U/0=5X5_!1ES5;LWKDR=(&.N"M'%I94) M,N8Q<4P&.=#A($RV%!5DD]I9_VNO9Q;5"=]6]EB;2KIF_/E@ZLNSQA^=FM;3MAWJMUOA@P>4/>-^)1"S%>OMF_XX/(Z(XU9%I.H;IT!/),1_HR/[Y9-22N]W> MJ-ZN-I5AH]ILJ,-]5QZ.IEVE6^_6"&FWZMT3:629$^\'2]*KVC-\A?__/W^7V[6/_C?L*TG!]AX_GQBNKI_75/)=F:X M"B-8UN](3#1]=O;3(_",+=W2%^G!G!#CIX_LJJW]EYD)M:GC?7PFE@9T.C-, M;T+TCQ-B/6G&&5X^F0\\Q6"5C#(F&I/8^=,;DQ?/TJ*J9O6F?3W&OO/1VE(-ME#^7+-,UU.KJI1=-=<9GDERK_0CWF1:\YYED@,WZ4?*'A4%>)KCW!. KP$+5"X[+E_30\ M_WY[\WAU*0T>^X]7^G3A^&Y0$5P=?'}X>;Q!B;2O[V4KOY\4O_lLN5 M='Wl=O-8'!S=[MQ@JOSVP)PH:GY,UN"(,SKJ-[@EYO;+X]WMQ7I\D*]UUK M7<>?R2HS^"PXMJJ*:SOFY"281L1B'PSA> 0#>HGKF/,_/L9#.6&!D %$K^\> MODFH,6 1;MT}J!1%\C4)".=8E^-$,@BJ095J9Y>FXJ*^?YQ-00N@2E7J)^=R MK?HO)GX7#SI?B+'D!6SI,<4:K/O3^OD$"*=079\25=6,I_EG>TJ4X+,_J259 MSQ9+,]"2P9=YA4%^^-L/?_O;)V=HJF#(.'/5\DPM1U.('BRM8TI9S7BONO+L M>H=-EUV,AO[:6E0\;JA(-@!]J#',"5LM#2 ^&;#_RP7;E%KZ[(%.3WB4[K_#+[W;Q^EQSL)E-PC:C*Y(=T]2'+KG?I>NKN6 M'G^YDD+Z;Z[[^A>/>%GN-9JGD6\-_[807?!O#UP?&(2/)3..IX6O34MRQE3ZM*X"2Y%GT$>C*-^S1UYY[&/TN822L]4N%*=P./^'/,J2F;5&26E1HG MYP,Z=3QWL5&K2#C4*G^/+-*/1QZ@SI'?38C]53UHT4,F^VT+,G]UG:RNIDS M6?WXT+\=W#")+(1U\L+:F8,ID-88QV!KX\WL\/^'T8 7DWUD$04T;L-I-D8P MI6L-!"?PYQ!-[\.DQA6+S>$#O>?YTJ*-K7UV3YVFC5VEWAUF3OUNP*L^[>,$L"M3@_T2;-1=#BW<,6'5.?D_+'_]?Z7JX=^1;]YO3C=&5>IL-6[JU>B..P5)',D M6?.I2\26[":E5,);M2IHA:8XM*6-FO+X7/) ?UWX'"GOSRQ+;QY5G8Z<,_:> M_A<66]FYL;-D:JV:1!E$F9[#&+1CC+6LI%; GP=PWAF):8%BR#1>60G(!6"L MV86I!KS>73;_R-,X4MD(V MIV<-^5]'>S2=]VQS7KY=NK?\H#)=PQ#$AB<)EBM(:G6AA^[%?6$S&T_[+/[W,'GG1KY@=M:,R2)#BMKZH6M6W_7U\U@\H^E\FUDW.YVZD)7P"/+V0F75K:,ZU(U<#?,J= MUJZQ(-[7X +^O+,>S1@#8.A M;LUG;.=:7CD X[&V1IGV+DO#[M-4_.VZW:ZMN]/W!=OYH@1^_'8!TNZ2JY=7)>E]OH.JX-F9&%[l._^ D:\HKMH M+DK_U:;POBIP-S%4R:$ZG>*;2 9!E?"=8*$0]8E]\"+5W3K<@ W MVI3H$GVEBNN Z(?@.RF]M&]A6))_0$LIZ4Y&CS96WYJ@4,V=2W;13<-?!&X M@RE(N?YN^!)A*&KON*'TLS$F(;E,98\6Y4JOK5W)H'/2BU=0X?T MY/Q1:1?M% M-X=@\WTCUI_4X=Y%%X'CN*S#__G+-9V/*R-Y7R]G':,B@-&X4Q2QE3Y$W_RI_0RIBS6A79J:.,?AG?S>F_B8V-)(T\',);H.=^ _ M/E]_?ID:VKZPBD/JWP /LU?]Z=R X-BWE:W;PF'#.BY\@3K&"_C5K>DPE6P M*/#6J445RNP+N2ZO)!E;>@?/\Z0;!=TK3TV<0,DV UVQL19?8L7LCQ5G*?W M8_]%WGM>U[MZZ&V'P&1PT__\"[X(W8__]*GXC\,DQML-A,V4V([4]\FJ61F MG\9N!"<0.;AP+0M&]H(I4+8ZQ"M0&KT3L[_E]JK8F%Y)BP%+FZ*M^;;S$O<4'%^YLUE](?S=7>_HB#2H/DKO<&DZ'Z5ZHW[JW^&,-;;M-V7: M?BFSBC?A:?BI_3Y5:(<6$=?01WJ0U%P3T$X>V@ F(NGP0"H110%H@\,#M$=B M6R@6([]%55J-O&## _.!/7{(B&!5SA[0K(): !X'4A,G_R2!XGYQQL'E4U * ME,U-I2/-8!D^-L(=0UKUVL>X&;+ +\L?@MHTWQ,\ON!$U@7]SS%R#.S6#L:ZO MYNK#:MW[T]=R8=5V>B:B/CM$?8:FW;APKAO)V[<+ZW>5P27MX0A 'E?,!3M MXI6LSOWMJ2=!^H48VW.**2]OORAKND.X8Z*I]DY7EGC[P,OJSP_[=>*#[[0 M1\9:4LF'U@7]O[WO^24BZW$FZJVCCM.BX#U[["WOK M"^^E _QO>?YO_4S)P;)N>\Q%+7HDYO*>/K7!2QV]X0UBOD.D$ZN-HD(S+" #MFM8P63S%M3U/$@;UCO)%'!H!9Q3'TF*GN2V%B%B\C_O;I\N$C/_U(IZ=C4 .>W(F^:^\];'2)4[8!Rs8534B9F MW2-FGP5B;LUG[R1JQSN(6F%4]/*3\+KI.HPU&(^,B47M/T+2OOY23:2&?=, M;=PS94%'GT+7+/H'5[SU;9TLT6JI5)#D&IKW]0!'BXB3+\H$LCOLN\4,3R0; M1#)ET8_P65QXG:IJLIU_#1;F1/+_L'\^N;F|/CF7.Y5:O5>IR_-#2,&,ST^/M>_HB_5(R;U6N2:%0SA:5:Q)>Q5#9H?LOGW^-/L\;#F]YVVI+\2W\ZN1\Y5FW MW[^]M:>YO!K1.WMQQ4< @G/N7Y#EOO_EJOKYX:K_:I5__7CU<"81_87,I-6UM7AHXH&5!)UHRZBR|]2^7#Y%OBTNV-.3)LOAZ6XHE2NMPI:FT9.@6Z0)+I\VX MR,%,Y3W7RE7??L,GX-"!\5=G\?^ MYZ]7>*![XN[V\>KV<7.9++!%!\+83)>^8U[;R\VI\K[9]I*U7U?L5TK62;NJ9* MUM/P'< 5__?^H[1AE%8&&4KWY(DN#K*_$>69O^J:W,=WK-?`W4LWNO!_K=;[ M4)4*N ?S&W\^J9_$K74X27M./DMK\<92U\ \KRA6Y8ZOL&V!!0.A(-Z?2]U/UE:+472-K-N%RW;ENI6?;^*Z#3^/ M^/7A>-Y%W*0-8[_FRXU#)_X6\^D!X.PFC\Y=6.]Z'DJ9%WFW!:L)5CN*9H\'MRMO%';=+M%PPK+R6=5EEWV&..'Z!,47XB]D.;&OP,]&!*Z@T&%/JV%C@P1Q)`MZS6_6$[*)57\,V7V;4-ZYQK$535XT'O!2H*5RLU*"[6"/'0WI=[!G45^KC.VM*&6<9&@(DO0V"&);+/Y>U!9<)+DN-RUAL?6SJX!S;?FC?>W&O?T^Y6\:C M4$+FL+IL!C2W+&O-T\\72MFR\+!5#2-HL!LC2B'!!,\" K0L4S=9GQX,YD*59'URLYH6^0G),MTMJ7!-3K,L;DZEN\=?KA[RG&(AI']9I^>LRN^TB=P@IC89Q5 2B_W!8MQR6+] M',8^BW2-5$8[>?_<>V(,KJF:P7?6G2$Y7],.?Y($,;*J5=_G?6S#6?CV>[0UE2-M6+/3X%FWVHRH$6-<4]6>661^Q6*MPE6*98?L2OC._R/ZLV:;X3M#H8>E'^FZ M9+X87DW[Y0E+CUB%^U\N.[ZKSR2O&#O\PC;9VA+-L$/\HZX4=6I<;V:F^S M2;+"W>84&&+FU\O1L 5-OKU6G;!!"S[F,5E\ED6I2[*HO B9SX-SZ]-ZX58 M:O6K:?Z)!:%"V;0Y+>NQ-$(T]YN&!.\=['74JO]B-<_Q*\G[-)<,OB@:^:ND M^ZMDSURS:*B_1EV^VK*O1@4/F(+XP;,!;&JKI>DJ MT@OK7X6"*=3Z F\+RJ>#CRJ-B07\$TQ1L2@3UB CF52SO?KPX;UEPB+Z@7]"V&!6?.M8 [WL.RLA,,\^S-DSTM5"Z?2N%-)\AIW"O9)L3>'=B4U [,l.%/[$$&FNV.WMK$=FB MXS+KNOG"2AF"8+//@DE-R&Q-9VNZOOJ=8KJZNG9CU)?V.,I;^HK:,O5;S<#R MBZO?3G5BK%7MA_=$4CMK]L20ZA]7ON:VHXVB;A]"BI<6Y\)*-C_1$QP:CJX MPB1B/;#4H[OV>--X,EF=8>_,X-P-?2)^=TW\; ?&T[R!-*ML:+&:.WA%,T!S M/,W0OG!@.9_&K&XE&AMO$-KG"W\ 1F7&8?!AB:>>31UF8@', $FNH8!= 3^:. M;YUX$OIY /3X%3 "<,,:F6"G27#%)=CAAZ&^ MKJF>H, ,:PMA^: O($-&+CQMY#HV=5#&2"-O!EZ?$Z0-2$]D754,@S9%_O@ MD !:$U 5?#0L%9LXSA;>X\6 144K\L) MK-6?!EA[^/:N3RT@B(^%)=E\]LC2B!U*DMP2L0!>+#CBR$4P5 ?!/N^LY<1^M1.U.ISHV!$&9K6JVY4Y98*,BZ62(76]Q02W8UCAIH*L&1@]& M+9;9PW>6QR&^.8*=;[VP+HM\">X0W%<2P38!+P^%E*SJ<["9BPZ;+$()6$! M#&P4@B8V)98RALM/Q-#^RUBG(BFZQMD)@[VB$9UMCA)C'<*[((IRQBAT%F MF+SA;:$3]9FI$:H[C/5S2F+8/KJ8FJ9;$H*=CS!_?0EML4[=$I4R2"P1B:& M+\,/04VU^ON*%&R^-[OUCX+'!(\=E\=L5T$I/W)Q6P&;:K)P/HN3>Z%$R^N= M;H(B(E-LSD78EHJG(H!+C.5'Z 24VMAS9\&THA;N_L'T&&LX 6A8@3\C^$YM:),I\3;PF937;#\2[FTG#6>^8V!-3>PU*TV)Y1C8B/TWGS[2_9C DQ7JLH^V M|/7K!,9I?QF;R)>=M,BS0H'ZNOQK-7?5;P? K^QRQ6\$=.U/"L,, 5OB8>V M/%Y3L=V7-G2#/2^<^^7@^V\W_8"3!/L(ICD"^[.D(Q|_'BF'9PLl.$('.3A MW4]SN:3(0H$9=4E'&/-DN+\T+RO2$UA@1B0KQO##.CN)0=.#D9D=98V P-[M^B\W,K&ULHB!X]=W0Y@5K/0Z "U[F MR7]<<- Q1<=S^X,DA["51RV6R&':011,V%J",X[A:BQVRWQ.H*^8%8S+/?%'!:,%2,7K{0"X)MTI[<4L (% 106 ,F\#/3@OUG+P%HMKAI@8!=3+<'6\6]& P/<^:D;]+S\X5 7L9"ME[L+!UJRZN$13Y@0[26M&BSM#EX.F/;)-%5; MTDV%>2C8V!L&]4K!T\&I8#0'!=IEDW.TW007?39/*8;BI!AKK.?AF?;)G B@A?9MJQ+2(T]@;UF&;Y9IQC.RW1/QW1'-P&PFML$9CB4'V=>6D),7VT4_?YXY/_2B M RSA?$@IZ*XATX:.1)[PJ(\CN=SIJ=0.^%T_1A]YBSC@M_+;\;@*[NCZE\BZ MTN:3@ZL VW18L+%\UB[*1P>W7\7'NXNOFO%G]&G#K;N3S=3]$RO_[,C;T M*D*.ETR.SU/^*3@(#@T)8V^W?&'P3,F,XC%H;3+$'75VBW"M!=8B/B68*!=,1%!.0Z';84^O'=Y@6(ERWVE92.^5%3)*0M MLKX%G(\,Y_E1?A8,PM,)X7TVV\'DC2=-"?(W[%"(MA+<'Y/=M% C(HE), +O MC+43[4HLWKPEC_I+(1?& U/ISF8 %[!30/-H-1B6143+/" F]66;_DPUP $ MNVT:!M7],Q465F5X"7]MPQ=4%::,@'S]DV/;QD'DW]^WTK'"F&?2A^IPA$1ZM2%2_D4[)Y%UE],ZT])UR:L?2 XJ@+8 MC'R(;S[!$$-59I\A(@4#;3]18N MTP@('5(%BW219Z+I" 96_4N@5* TDQ!Z*/M PD)KNDZ]REWS8J+PA^,5CIH' M_8)X7N*>O)ZW2]%XLZ@]Y-7<\VK;+4K4'EK8+Z+"(?/76>ZX M7X5P7C)N812NE^O:6*:-A0M8G;5PY36_WAHFTL956<-'O5ECS695U'"0Q53] M:55"-<<(._6[5!-MM]*/6)609;=0OX*<5\K$H:?2M6OANDQ,+'FFC3;,>>DA MFA$\IN(7GIM72/'VIN?+Q8HPZKA[&R1_A@\@+1?1FU?ABY_%$]!P@;SZ*0&UMXKP%1NI@D,8[2@#6$+!&L\CFUX)C49Z9CP_/J9V7NF,K%UVZS>-NG1A>&A]: M7U.J>'EYF-("'"$3+W^!L *$6%3/-BMO+>]\KBL%9G H1,%DZB=+&'AR=9Y*MBV+%^SM,]E/I=^K5]G3(G^"RHWC3_70,).'4A8*UO^R^'BP3N4 MIDZ%!"N%Y7.ZYIO?$\LJXVDZ%0LL+VK\?R8Z"RL,QI1BTXB"OOV[|P9Q58SGMO<\&9%]NT&8P71LTM3U7<_88O5MF)U#+_P1T(9LGF9[&,UQ=1\6ULS/K_WZD M&8_XTVBM^;92^Y^_7-/YN/)JWI>KN6Y;N,F+!"U"61FRV/;M00.4?2>S^E9KM7GAR*K]WX%,= W0]T-KX^:2^.1,T@3E$6%<>$]L>]>"VZ:O$Q!CK,U2K2/B_ M]V']!PZ9T!(_23Y#25%K$$ZZ9+P_ %:GDR%P> ,F6:_5FW/NCHEW)#9KGU_#MJR8PE$<,75+%AY#,(-3XA$NY-$,VDA>^^V2[TQA9AT%"73-HU;?RY3KKL?5. M?O_I _P*8(D//N<*H9_6VXVE+(<$C_)QM^IDE-KRO--OMMWMQI0#'->CU;3ML M&J8,B.-(IT]S=X2]EAA*$"G3H3B2RTY:K7:IO2#^V176,@#W2)Z)CN'3+?;/Y1^3(\@VN00)#K?N MS)V<_^.ML9L_+GM6;%, 2]A7L'& EVARH>L:^'JZ7:#YEFIKGIPW*NUVC5]TAY)GZ]E"'ZCFOKK3A\Z5AQPP MRUDNM1?\]$.A^_]1E5]GFYF\BMH[+)N*+3$_M/95V.GQ0[TB]UHYXP>.E'IYM_-56D\WCT<32$&72WUP*HC@)T]Y7XR:B6[.5)B73H[G"96=?S9<(+N5*J]/F M%Y<\NR)KNQ/JB<@46[\U6HGM\.Z^6O+&<(CQI UMZLFE6^IVGW>DJ&KNG9WD":A]PV1RI28WN9%&C3*] M9\$"/@OLG>-T& O4*@V.0L7;L0!'"KD,KO6GX?E7;=$,#KW]@6,J?XY-';M0 M>445NG6Y@(U45),RS^DMMT2A*E<:#8[!RI'.*[R9']'S+)>]H?1T?6&l%UL!Q4K\B2*S6G[)TEEQ&G-+*K.2+2YW)C%D0>[!(>,(?N16OOW+<$ M_8I.N\ZO7\$!6,J*S;V3TA++#9K/2DCG&)D?*K? ^+PS|N]<2;;[)9D*/<2,K MJIZIY1/5[AOJ T[>OG,=V\$^E*Q7RGX:K=;.+K%;.#1^4,IW>.T44"I7.AF6 MKDU(5H8U/4;5D]K 3E),L;D6KMG ;DZ--Q MV.)^\/#S:#Z.Z0#Z9M"Y]Y&SI[AJ5UKU[(HUBS!MXDR1.0=L7[&UM7/" M45),P6\5U!R'8\O@L7H1V-)$7DNLMO?.9 H}J?UK(34Z8@=5 #\3X.^='W4@ M\)MHDM9[V16[SKT"+H-;?6%.)II7#9TE U^P#?DG:B@;E/$Q!%&^QF /CA0! M>Z<;A:B#?5K"M)F+!'C$JZV=&9H.5KWETI,/@F9;$.>QQ1ABC'Q*KL);H?-_&FV\G_EVF]%2O+W:FUNIH#5M%'-5MZ1^1VK0=E8T3J4WOJ348$XM&:5738%+TGEAWUL#'D"AK@K?XR4*[;NF(W=Q> MQ|B&[:B<@$C7,(,9UTYKM:AZOH248YM?M.\C!HR.U*KU6OM")+Y\9PBL9&M],X_+U0H1ZZI8#'U*84G/U-=)-MQD\;4/LBQ]I%Y4.=FT;69H^%X@64GZBS# M=HV:BP]+CCRNPL>*UJJ!J*J&:""ZA"W7P/N2%#+5'*(+G<:-\-C:05VKLS"GM|CT0!\:X\$B[[XF3=K/2$]GC/ W'#42WCF>D#-%6%UPPCB"*D:XK3W1Q4?G* MG;A>!KE*1YJBB9Y7^4^]>10C\W5.SM\+KB@:5VP7Z#X:5S3"7-%L5NIUCHI6;N(*MCE1Y>=S6I?(==D36 _6[; B]GG,)%BW MMN5BA!@X0P9+S-F3Q>C5VDW\U9I M2,"_(/"/VO3<2G\G!G^Y69%K_/3%$IGEO*GJN79^JS76?S M'WZ(UH@_K.(ZY!$GAGPX,DW',!TJO4[T,YF@:/;A1=>T3Q!6CEMSM]D;U=K6I#!O5 M9B;=5KOR<%3M*MUZMT9(NU7O@KTSHLB!0"J;JO@7L^C9/L.0P$,5*MEC2AT_MQRQ)OQ.P$V2426.X.J34 #ZTM&?X[<@R)ZS.#7%5#1\VT@QXF,8B'_!T_^@> M>Z8S)HZ$0TH;J[$++=VL&^_&%.9D28^9;7+;4-PP7GO! L=*Y!.+G&I8&5JSZM*TH']L,9)99$#7Q(!%Q/F5@(UFZMGVDL%QZ'_2+'6!EBFQ%"ZD.!:,6\I@# M2B5\?1O+$<60/XIBIV]-,^&E *$G*3JQ0:,??_G\.[2D65=E_C=,9[*O@#&7MGW7[_=O\86$\ZR^4M#1 M!,1\/4J94[.6W-I/9X+N?O^EZQJYX>K_J_5_O7C MU0-(#/V%&.S @[Z(O8M"5@X,Z*@_?"_M[C?TGRD'S+?"_#QN>6W_>7R(?)M M<45S>^-"I#+)=\-7V6\GV@"-ZA[3-<&OQ_T,WU5Z-3QJ]9 M* #6Q_\$RT3S?\|"/A'_&FT9'U;\.U@'F]A#"XF] LE M?I[_<4)=*0:QTC_^%[/+%S$P* D @/'S2?M-S7?T*#=*W|$%QL@W>,+8E]!0 MK&2MT1(H%M(0;(LC) 4G#\74AA\08 M8@PQAAA#C"'&V%AB0JC+8QE\=>X,/MS^Y,)^$Q2*IU!#4(AS"@D>XH"2VS$ M.:$X2@8[4MYVL$/1JO^8;6+8 WVFADO+EN_U=J!*CY,SG-V58\;JGY[5J=;D M'4Y/,0I?6^8$:U/B +]KSOC"M8&AJ#5O -NW;0K_4Q_):_[Z"Y0^1RLG@*Y' M +]Q'3CR(@>6*N>XQH= M'IC;U|LY=N(U!$RT}$"T#G4D0WHT6TS*&(;IZ< M-SH (_VWX+!?HZQ>@6QJ=%F.(,<088@PQ1N!(AN6(_M67)0:\(_*_-;4HL90!*U?D3E< EIOAN %L-Y&X8_* ;65Z M1ED EEO)A*)*R8/V$;ET^%XFXSKZ++I%I?O5H"7HV/J2\>HD"0]9?P=*BUV.[Q M7Z_SN&CE80ZEY9BH!*9=W:I4..9>]3U* MMYU=M57!,8)C5C@F*@-K5\1>5#=$GCF&([>S/-M;S=9T4:S5?"., M17B=>9%OWYP5"",2:+\CL_6-ES;Q),L$;!>:-5@+^96*\'T'MA',A],8S]PKX^Y,%*[MEB-&XLCM+ORV!+%84<,;4POY-+>*9%!'E!$08X@QO!AB##%&(F-PI-#+$$>_ MP:*[U":"3"I1,8"3.GIR+::0WDYI3@%Y_1VY6].89I"M7#!OX22(RGF\#<V4@"10*U![7-1&!U!XU']D?9XS<-LU:68*KB!5FI%IXX4)V7L-Q,_F0GFR./AV?(:DQ=^G.&"Q[T;7C-3W/J5%8Q\!UN3 >DB_-0'6 MTH"5#_OLD%9J!X!U"SM-^!/\#,>/<#VD4UHVA23M'3D49MB284_%.!X2]1]!"M&1/CB4KPW8AHEO1,=)?Y&B_$LN IDJZ1H:9KSDQX&|SHQ)B=^!UV*:Z!VK\A ML?OJ?UPO>'W^MTC^LG*.I-CHI!\H>DT@(W9J]^IXV+5($K5SH\G?SA#TO%MAVY,GHDS,?O#.^UI"IF6Y6.S%&!=8X] MDL)O<\S_Z0F\E/_3.^!K +I$8#<>9SEP F(042N='L-P26"2[CADB3J."3/)6#)"RX17,(-ER11-B)I+FE7 MNG7^:ZUSZS@6?J\4-T.I(V'NIC2D "P:U)5PR.O1&X"*#(PWPKW)%)(*EI? M<,? D AZG&2[PX]\V\|G!@+OOD>$P-6K8Q$0C)!!K-F-0RAD' M4; $ND*T.+)ZB|0 0K#5&VR53.4+;ME*KC1ECD(N(IN/"| G4TB#7]"#<\AI MM;3L85A:U#>2*I;E4Z'J[I)HD1@-AJ=O64^:S8"'V"4I3|7O(!4GA(= M&H>4$%F6=R#'_#C49VK0D18KJPJ;S2XI1'AVSC3X) ")GNRRH;(+?|[&\4) MD!2/^W*EIPXIR'+TE-!3)=)3A]2"24=/<51;,D=-+4NUL3BRS F#K1'%(,[D]@S M7W.3^5>J9OLN M%E5#'I;$PECR1VE]71K.E1]B:!JF8*KAQ2LB9NER&D+>0;P/)N]$A>^XYC M:4/7(4.=/IH/=&I:F,Q^!3]P9@6H-YE!:+=4\I):-T%*"I9ZM3"@L_)A:5 M2"BN@;U ;,=4_AR;.G"(??:6QWF,=HQAAA#C"'&$&,48PR.I'[A \>K5=,_ M$UM3)&*HDJKIKD/52AE/K43F^G'CG=3>RN1L1F5R;@H WU-K@&;>[AF=\$N&M&/_GOG]2V]H_N;F]#CDHM5.9HU!Q8<^U1"4&*O\PI1WK.*?%BCQME0I6%*R8$BO&9.OLY6FGQ8H\ M[>MF?,)&,$I6C!*3^+.7WYP.H\AYT%D\^L3EV3?NX>V,\31#I7AWM<=FQF!H M2ZX-_K%F -(G4Q?KADA&4#]^<13"."U"; &.X13@65==;'7ZAW*M8);%%O+ M%[YJW.PV]VC1V(I()&HOWK'.%XN\47Y2J?1#Y(G>NI,AM>Y&'C+O7,=V &$ MR4.$Y7F]7:G+]4JOETSURBY&)5APUNQ8,$N",%+3!L:O/>;';O({4JGU:TT MZH)=!+MDQ"XQ^4OQ'F]&V]55ZJ]GS^PP\K3MZ:L[;%U%>+(P0SF*X_M?O^@;PC:"L4.Z,MA8'3?#'#?;*RX *A2L5.=BG^QE ."KMY(,XBA:$2'*<$7 M$WB,?2IMGNU/*|/]:><@]=(8L.Z2HA,;L'7_Y?.O)ZN@J=5^C.(V_QO&UNPK M<-*7GW7[_=O\86%)X*^7M#3 V]1>)=#)>7L.F/$\"G+?_W)5._?QPU?^UVK]^ MO'HXDXC^0F9V(!K0PS?HRL!CZKU!'?'KQS;^7F/_B0I[^)=./]R^[2^7#Y%O MBTNV-.1B^=D+Q_-5HOCWXTAO@T/\D^G0.0K$BW1C*Z:@72G#:\RFE M^14.+40<2-AFZ\>C%+Z(3%R3H96Y!Q AP NC]!/VF\JON/#V/W]A8 MR#06M692R=SI:6ASG,R5L_#GEW)*9/RSZ\&'H*1\TM#ZPR=\33061,?]\ M0::: W:IH#0GE#Z8D0/:*XH[<74T2.,$OJ0C3=$<0>RB$?O1=$(\'K8XY]:F M?PUN]JQ.#P-\X2"\W2T,E\3&*Q3:CYH>$+4U2A:L_D^Y6,\GF_061!9$%D?-*Y/*EB"Z; MT?RFBWXF.C&4*A&V#?!/8KC$FDDR+$^MWBQVIN<6PW6/7XPU)AE@Y*F_^:,@;64@,.R#GKM>J5MEIQ=$DW9\F5V+.G73?>$R3KKQ.*[DP]^(|J@A.-.WO/V;/DL<]1K%K@ANAMP8_A;(41'>Q(1AF:.F6&6">3M#F+?C8!YSI*[=VQOG M#]0AFD'5X"#=,0&^.#7;#8K]7L;)Z27XARJ+&>(BU[R):60Z).0>W,(0=XTUEQ MRP9+L)'AN7?!+ORRR^9ZRUNPRSY.N= J@DVR8Y.=??FHXLGK?,(GY/.L&CB* M$(A,@*4(P8UMNRP58*4JE.2":I">]J7KH6 MP,J3?U[BP<,<7NRV_@NQ5%9Z_MJT1E1S7+AG[[(>#F%AW! E)5 HQ:!&LHL5+;AD$]CL'@AT2]PDE^637C280] M1*I%]D00-!=XQWYD% M-AY'"%2S S7#\L$ B>^5)1QV$^!?8/T(4HI?VWGB99#A'(0FQ*[ZV*XXMI(<-M,XBLT)YQ)*8 LX\;NP=I[MQBD7=.9A#B7 6HP>S;(> DBU&T,Q)_0KB+8"MV(5<0)B'.927C;+.>Q L)5@]*Y:**5ZX]=1CTI[F655;,5,VU8ZQ .0'/E^_M,: ^UMD7P5.'Q4,.9JHDLC?*S!\I,1[5 MNB&M/) D6S?TZI4.3S61N8 Q#W/(2O%M\XE)6BND2DEU2M"X17("7ASGD M@(%2TD51#2F.DYR22$.*-K/2[F.$AS%45PHJO=%RLDN!_-2X M+%$07-!\^+1/,:VB,F+:"ZVF|K51JUTS23J]08_U@Y_^"T^NP@165B:[WB4 MH5Z+V9)?D9%"SA7XV(/8RD^R,X+P\[BQ_V*J,^QF_^6HW4%+YE?>98_+XK.! ML.L$S07-!G[R!0[-

;,M:QW%! M9Q|F(+ FL":P)K FL%;0'-;Z''.V>,;>X* =GF[MU_I/#11XK7SR5TMGFNIS$ M1FJ9^8,C3UMLD+YQMOF?KD&E1DT<,;>98R*5RG*PNQQQM3F43->&CS;T._Z)0MV. &EB'W<'+^UJ<'\O35U+&1.; M"H^,&WDE\^>174VFNCFCE-UT[T/F7B?&WGY8HU&IMSG*6.$/D*7%?Q;;W&_I M]UCPBUT& ?OD8)_UWG6B++A7Y&G7$7^,%E:%LAL/UJ(?U[6!CL[|K)W$AB MDUG(<.Y"$F+C6%3SR\\1F1B-+:I>":QQA[48/=K)('RP53V?'-F%7$"8ASF4 MEXVZ&8"IM.HQ-I-([R@S?W 4M*Q'I&V_48QS0J<-$/3=%&1O92SJ8@J2:[E"G'(FZ+2WR^+G'2#HYNLY(*MD@ MB95E[%1]J7:E(?,L$;, ,@]S6"^ N#5$_\%SD<:=.:N>"F>5MDJCX*=@93CG MI[0T56-O?LJ\;&//*]K8ZW)T+I8+<,MF4D*7[;<5YO+YZTA:]%=I-SG]\[T5 M0/U8T@_P[Z&ISG"V!-;\'+Y0M>?S'WY8";2L!4FV/I2$"4T@^GZX_VG_;3R MG)\^+@9G8R_%:OQ0C3_(QC$2?P58*$G1B0TP,%Q=/X'%8XOH0YIYX K5=9\> M_VE"CSS|[O1YKQB#\|645*K?9C!,WW!<]2[*K&8 $80(AZ('"LT(1^H<2/M)QPGUGBD*&^\H$YUHT%;\'|D'!03<0$]MSU?\+"P5(!DU#JF!Q03WI^_1_WH M(=FH|5AFST_#<\,-EYAPESY|&)Z_%7O-E.(\S&&.NOIQ4+I8D/_(Y#|8Z"P @9A0%'?BZN!"]7,] MAQ_|ND(TW1G! (!! *"(1'T_'EPCH$PE8^2S7J?(RZTW_>,1(>-=7&&>) MC58>UQO5;KU'D|(/U9V7/;)<+PEN.5*\ZBC##[*CR21ZW*E*W.4/\4M%$EQ|S(:I89J(.%%]-=.MR MI5,3V^7\#,\?]FF>,QOZ,.%E#G9CA^)'Q4$|%CA!R2 M@[W8B!:XWQWW1_7$(#G H&% ?RNF1?M0S(OA)"'5;R@5!D4&U.DK@;W|]+4 M[T\N@@?,MLB 7_OAV%!.JY M&8X.]=_A.88>K9UC+@@LX\S*$$6(M1E%G44 "I M=F,HYH1^!=%6 ,,/"PCS,(<2L)$0V9S.(0=8V[*+;NS48[*P.YE5>=A*<&]; M%[!;D5L<;;3&@#JS1KJ"IW:*!!S,5$F4A"@S?W 4)2A;8L)REX%OQ%+&4B.; M)@-"C&7JS47U,4@KPR&I/@9RK=*K-ROU'D>U5[F ,0]SR $KQ21$',I*43T3 MN6240 LJ\-Q\BZ2Z< 0K=1E_NUOP5$<EW^U90(^O#%3P<'2+X*:KIQ/:1{8G8;.#X-/.F M93@*]90M(41THN#%/,Y^>Y _(@B:"YH7C^8QQD-,S8+F8L.H76W4TG-U.:T_MWNQP9-_SA]_BLXL0D86E^:YI^-V83?45&2GD7(%3]DNU&;]GP4,(+!E6RXG MH!G(-;U. D[*4C$MJDC$<7#L_#W>+(#8PH,[&8')EM@H+\RMXE!=]J2KC$'ZH_F[;YU&#-2W.UFS74Z0M)Q,YR0=!P0H3 T MW]5|[<6<'=_):2VQN.+(]RS;[] X+LYU&H,X>RBP)K FL":P)K FL,95:FTO MYDSU;O&-S,]4-RL-GK:E1'IM+G@3K3/5O22V?\O,'QRYTJ7:QET[4_U/UZ!2 MHR:.5[-(QM:+.5*=RIYNDD>}\V*7,O;R0+!2ERP4CI'|GLQ1ZH/9"5Q- MI%HP$&\,E(HN:M1BCE0?8>?]8&9J>D>]J.VV.BM5S@68>YI #CDHG[M.HQ1RI M3BG8D\;1ZFZED:HTAB"M-W%GL'O<3C!ED=-2E!SR2H]|<*-,4N=N M=&U:(ZHY+MRS,\I(]*]<;0UQQ\R2\L(O0P",6\=G]R)"[8UB1<;:L(VYFTX M;EA!CBF"<+2(BV +P18 M[$\+W.^,^Z.G<0C S?WT!N5^2>B"+P,QP_^.3?:P *[Z>]60#XWP_$C];G-84B)"[J5;I/CSFW90[.TG,!? M5L.^+"""#P+_>P0?4DUR2$^<\U1YE>,81-GR'D0C3JZ+W\9H9|&P3F"-.ZS% MZ,LLJ7>YKFQ4!9 YF$.Z]D76T/TM'SQEB!S,6VJ_V*IT:_SR669PH<_;R(C*<\]>V8;.=-5@G MGK^,9>%U*XU:WJP\/UKT_.QI;*HSG"V!13^'+U3M^?R"U9"*6LAD2VFOAHFM"68P77^_[25QWQ<#,U&7HK%^*&8$*04$)W4^N@/ZHTYH%0R3 >>ZI@(%)4: M7AM4@P4G"78R&6D&,12-Z# E7R#;IV]-\Z>5>?ZTS427IK6T%+#@DJ(3&_!TM_^7SKR>K;*G5?HPBL_\-XR/VUOY"24L#0$WF5C3 M,;5(1;HQE%/ITX?A^1%A?KSWO)CS^468S^?F%@O37A![+/%WKYHN|<2%2F>2[M[P9QP8>BZON,)G!C2,[8=&UBJ+8WA\WT2D_T&:ZNHP1C>LB7%RR*J5!=]U?: M_+,)A)8'-]HI5-E_>KH+HICMJJ-NMX>W- 53IM\+7WF9BP|/|E7PB=R8^TB2IYN6MT+4QLM^%NG^$??4/LAFA=0OG" H]*;>C&%*G<*KQT"VTW&GTQ7 ,>LR;@F3Y3/S(G%"9'D?VHOIP[>9EA^7(WNO2I?V<, MD/:/0/J;!>4/WJNJ%"BL<';4+Q6 MI4,G.#5G/ D-RHW+V8]J]KFKR[DB@8#6@12ZM^A$=N57WQB>_7XA(8L"%SY\"I;,E)XDARH2%9?ISHD7KF5"3]18H>2,]/[D*R>I0]TGY',%R$|[VEO=UH<51KCM$#]E1>HAF3NI(%6N-.4NOUCE2/.5SCG$(R72NR>B&>]QWU$9$^.)8FK_B&B6 MA(XCRW9]\7HS+IQ'H1GYD3>'Y.XPBSL4(;@;P2_J02O.>:K@OOD/M3:_8H<# M#!4?LG%>XB&).ZEB=N$HMBH=OK2FF<\4%;E2QMI5.TS!(A ;D%@RX=5 M=TAV3A*PW6#:M2M=L>$H?,K-I*!)/U|)"K7(C5IL)Y%^LZ#TW>BK;3QIU9X# ML?)H?J;7FCTU;:K>C81N+ AVN="-[232< [&[L:@:ZW-5K(E"G<)W7-:0 M%RQ#QUZIONEM06*!G9#[*"IQBC'$&#N,P9%<*X_EWZE[FT;&,ZA+TQ)A+ZZ,M^Z@\K9UWB0S%PDC!)?7^?6.$B"T,^Z(!EX\MHJBLGYVWB/8![K;IA6VN*O)P MJPC+8^#[BO#>HE.BJ4M\^]-YTQM23%M2P,AXED"MZD352RUN%]TH?")1U1M(+SJ5_#M&^H=PN&0|*U07:6*+'?XE40\N56O MI?,S^PHKM6-CYP9LP2ZT*#_!^$X2/=[6)4Y \GN/XH<*EUZ3J[0N44N3!^0F MT>2VN++TQ'X2'_K0*-2@Q+1B@F#5ZYT^K'\J@:2^2<"S)>6-1 M"7&0+6?8Y41#1M7N.5Q@+[@C>K=5DDZMR/CPJR=+YCT$<7[+H,S7<@L=3 4>6 M2JV[!R?X|=]"HX828YJ];>>NYQ"CV=O*.]N&1;M5[GJ(YM)/QJ>K+ MXP_WO'E@TT+6;\G%.MG+!Q -L\E\(O++=]22'(""#%T A.XM%UE3J?IY]AVP M%')8^G,@'>RLU"K-/$DVP2A%891N$HE31V241|75Y"A;*D)NEOW9.9Z4#^:?05H;-%[G^SW.H"F;ZA7 M >7%:.<2BH9B/?;YN$E6X#H?QAGHCLJ@W4GJ+?U5;#@!']"F=,94N!]]_N^F+ MXX?<*UKFI5>AZ/!JL)N3>7+M#ND45XB]"U"Z(,CU5@Z!S(PS+S=(X"5:S%CK%2J MLA3;X3$2+(G^>ZO6?=]0OWE(FMV-OA'K3^K@ >D!57QT|:.#FR?GW4JGG5T, M3"2/EIM3DFCY=Q1.;9V_')Q9 >7QCU=31Z=^/LTG$5FD@@SH*#"MK9=$O\&8I+CD0GR-2J>;W4%PH?_+S2))M#4\ HO(&4;!&/;+C$4"ABV'5NRJ$X4J,&>XFO1#+(H;?^'QJT>H(UA+4 MZ_Q[S9#^2>HS"6$/-VC/H^VEJ4X4ZH=S1_ .QI-0NOQ(K^V*C/TQ<(>VIFK$ MFGD":H#PZ+|]=A4)CO2^]\A]'U#[SB?V-SH94FO|)+I &MZ-+A@2V4@%E(<MH++#XEF8DZ)NU[0J&\0KZ#?'D;J57YSBXPY'F+YU[O+WF1U4.+&)0CV]>-&N*'^AU/F1;X?T=60N"0!EHWC" B@^(NY&O_LHV'L/K-OE6&9Q M *[28OF03H^98%F4+!!>IV&ZUQG#>CV-68$\9X8.M%P|5K>+/!I9 \B;@ M ND6A L7$FXP)A:UV?]_)C95_3QZ^-^>F,-R8RBZBQG>=U.<4R $U7U+MF37 M\%8#\2A5Z,15?8_&-/H97FC;1OP K3N$7\!FGHQDN5?V6C:.Q?S)"\\T?V%WE)JSY%H$ M9]4+PEGU6J7>:;>6,M3@R,\H0W]AD9ES!I;(8&\N%2P.$BVJZ0YVN2I=_<"T4 MX^<=(Q7E'"*F8?J3C.%)1EBNRS$_B1*,;!H?@M(#3ZI&6?4$XK5%I=+/K^;(? MIW%D?QPMS%',DH)B###%&P4M5EL%#N;VIO>@/?I%N;G^[&CS>W'Z1^K>7TO7- M,?_V@GVZ>+SY|>;QYFH@BNZ*,<08^91DA=_263V@ M53EYEL(2 #.WYUU3RS'_]!? .FK1H::#C+R MVK1^,745\>B=SRN+1!2LDW=#.R;C5#ZD]W@ZO+-MYF@GN^W+S6FC#9$VRHM% M$=1'\X,+8#E@<@4D7:T=.R0P,Y0I#H22&PB%MRIFP'[#G^3_IRWV MS+VP TK+&9S: 3&<<4A;\KTX8T-\K5//&6=PI.%+%S.X)IHE/1/=966M%I6A MO5"!8X;*09,G^'^A[\NA[^N'|"-G4BV(?-XP*.E"S0N&R+..KQ_2??P7AMBT M>];F!]C43NK]!_CWT%1G.%OT',_A"U5[/O_AAV@]^-/*'_ZN)@/F\Z2KO-5 MG:_IEJ4@MIUX*F@.P$O*C5L4*3P%SM4Q-H; M^<6>B Y3@B]8];)3R9MM%G->&A-((BDZL0%N]U\^_WJRBJ=:[<_.L32>VY#W_2]7U<\/5_U?MJ_WKQZN'XGH+V1F!Z{ [2.#K@P\IMX;U!':OF7X]SK6G]3Y3IZ%\Z^;#ZMK[< M/D2^+2[9?T*Y6^#0\?R0@ :E%*M*-HQ9Q*GSX,5];0V[?\S9@_8LY MZU^$6?]ZSQJ#.>MO7(U49OKNNT%<58-)O<]H C>&Y(Q-UR:&"C[^OBH4W)(7 M0 FX(@[\ZP5KUZ,LW6*&QP!,PF,@GR^Q_@^^X7'K3D#_*MN9W\MG.CX36[/O M1O<6M6'160I"WU '0 66DF X?2]\"TK\'C"I,-1^A"$^ZZQ]A6_HU$\D"J;) M%"67Y5(4Y$FA8A4#\JET9ST10_LOFRL[1SAP)W#;#-W1T,2E0\$-Q>4$QK:EI,4F]&M=$EU\D)0'A|JN1&1;K?$:AZX#Z^^-@DGNT.;?J7"^B'^[V"_ L$++(M*"B8^PK5'UZE^S&\&2O496$FVW2X*_'1B.&BQCLX7CU)OYN18.%#Z*=?M MM[*TGZ5OSQA2;.4"JL[C0(7'9/Y#7(-]RK$3TPPE7P4??XSGG@8][[#HQFZ M<+(E+^+YXL]99'P>.[C_IZ)*R$*H(A0...8$G OO\)H? 0[)?[%%;%*3H*8 M$B#4U1MQ$9$32R'TM]99B^P2N+#/C(4 M8@7P&$#2=NA,41P:K;HQL1E4"C#:?FP;I-SY@E^B:+6>Z2P7 -K" (%/6/0%0EU_B1/_T MY,2JPLO:.-9_!6"#Q0OO?$JIY G=5HR5E6_#GHF8-4)3?X94A*\'++G,YO8$ M)R6NP'YW;(^ALOVO&9SZ%/:=AN78!V48UE4I4,^!#40SFUHN8X]%9$SPVA,H M$\ZC*8)FW,LACT9]-8V;XZOZ@0,^7<=TSTCMH"@/44*/^[|"QUSM\>9QC! MR:T'/,Z9R/?#U5R>#VO&/\>.2CC;]+B9H1F.9H3<GA+9=Y)"@K6"^'KB,<+BGZ+CT4+R%9XCV5W:%\DB845X M(1.WV>G8"C[I,** D$RNV1UO\S=5^Z8,>[H\F!>Q1_>?TU_2Q<0H14X#_(_* M0JC]9P B>.72B?[S".S2M8W_;4ZF'V"QW$W&?P>+GX&("6.N1C8B@)^^'ID6 M"9@*,F^PR/|#,C:('Z>_LWYJ<=RG-T"7DWZ4RC]-2DI!%|S8'5A+&/" M!&52V()B*.3ZC0EG_>1PB9(1X:0.;4J.DZ6(+@-:(MHCZ'1"UT: /DZ$6(G-M8'$$%27#/7SM@:MD(>J7Y%02X'H@Q0VENB64JKTW&X;Y,T3.(&'P9#HN;?D9 M3,N,)NM1%WKX9D*:,0LFXGS)$K10/RR[F<2'7+=F7($2;0,/04SA4\M3B^?- MFO^XL@>;I!^7M1^ KJO@#]GJ)@B,?C!=]"P+(;4ZYKYM[20VNOG9,P/PQNK^3;YXG M$8XX'1\69HHG$L(\CHA!Y4Y%D_Y 0K$2*=Y7(Z.=N67B!D4\#6XOAY$4Z*UV#\M&(HI0-'<8FIM*PBYW(+K4/F3$[$)]7I4O(?G[P9,5)I\-\#$B7CL76H.SL(?9XYM\JQ7=T"0O.24B, ?W(%T^C$P9RR!ETJDK#XX796F.#,XJ92 M7+(DBZ8H(UXW+H5R\XRQ_PRJ6B"*QMC^5(J:U%-<.F!T"=T+F1QS4;92-) < MN33+YY5Z]P? E^*#2?$E8#NTB-I(\F68? MR-'GN 4/7'.$_BWNQ2HB]DK0M!|'XE H),-'/TAENB>HBY$ 2=3C"P#/2$) MUI9D[W28>;2P),Z#;VI1,)=K+:]W3J.ES/+5 $D^AL06;(#.-2 M("G.%B5ONB_2>.#I6A\H&E\;1^V[;-0Y!M18& <3"@4,D'T#X!Y^-0+('R"M6JE;<7G@<$#-W#$V*@M#Q37!X_#R,^"GZ6/(I5&HL41|CM0F-_VYKW MW*E-9=9HHT//QF9F_\{FZ{<>Z$@QYA0YBK=MSK;T]V;R.7BM1+|H-9KM%PCMM=X#*FJ?WO"AF"-IEA!'>HG(<+!<%+IWDFH5IA)[4<20CX?G:7$O@$-18"G< MB%*Q8B"TY-M5>+M*;Z>'#WC0,(4"1BEG3BK<+/;"8)P9V[|@CN]APRD^?(^PS G"\|-F[|P/LS7[%V?5=NNR61WT+|]8 MI?&\U[F\.+T8-G*",LYFMX?17T].>_5VZ^RB6VUT&H-JNW%^6AUV<8!NH]/L M=QIG,;*5LX;>0C777_P#@FL;]%3+OX{!)4S_IL'48%;0^LN+#9;''^V0KL[*M"HIR4+&B$+L?U*65VM+RMG51D%K0WS#CPGN,E[3IAK4;;$5;WE!RHW-8/IZUM]}>31OOU^,*MM(1L3'\8I$SG.T)NM5EO$0S2P7ND795)E5C%*FG1^V9KS[>" M;|'"]E/=UUI2S 8[..G0Q:??B_3N?!YE1_F0;6.?ZZ;8S)8@=Z?40IS:S/Z_=M M8,?.N(F>0\^AY!!SZ#FV-H=^0K[3(?F^;2&_.\$>_Z_1CZ7\(GDN[T-^?3O8 M+T*Q#4PWKZ^??/KO!7,/?LWJSE088;/+*4R%ZG1;Q&'W)Y[;T+/S5W.8M!57\$\^+^C..8SE]H6:09^@\CU|;)F<,GXO3I%K+ITFU3CZU&ZVY-*D=8L%6 MT7 /L'Z#%O(\02$\'LU&K*<=@*^Q+3J<.K>EOE580*O-+0)2+",GPK_\XP.A.5 M@&F.-;E5HS)HSA=G489?[1Y%=T 16GW39Z[/_/#/7 G)UZLK+_DVK;$K+@,5MTMF/SJU.7;$>L=*)1YEWYB/SK)=4=M5AJ_!+1\2HQ^^67GH)6VQLE2W^QF#H5WJ]P0Q5BT[;6/JH/"AE@!W]H@@G]5/C3*@M;/G"+ZU4N-MU(N9/LSS)//L2&E;H677W8)]RP]\?\SW/-UUI=[!39N9R:&S7Z1>O)*5E\$ M#CGU0|/|#,0[A3>08_JB$L)UW)QK74|5H])H]}1AGZUCU&E M&SL2P@H68L8,4E=OTS6H5I|#5V\K|G:M4+UMK@^3ZA$I=7?WO3H*,%L@'T(11=O$T7 M=^&XK8NW:50_0E17F87KXFT:V77QMD.-?]#%VPZZ4)&>0\^AY!!SZ#F4%/)'MEV6FB[?M/(*@+/#*@WRR(#&A5&\UJJ[&?Q=L:E5:[J6ZV]\;[#=K("L1=:030 M"* 18!\)D7U$ OAJ2;[/%()06CPJIZ0>?BZ0+N*F7DUG*K8J*36Z.6RE2P*U]M\FE05Y=9[1X_=24O?>;ZS/69'ZS8&R@O]C:JL"LN !72UH_,]7|DI=OVB8L- MBFI0;HZ+|4^QM4:E/^BJR]YVC\):U]-GKL]VX]"HMN(&+R=CM+!!K%]*'69?>1M[MH%EI#7;774J7,]55U%(0-6TG]"LH9#H=_'W) MAV.OM'R\O+&HV]'@C7M?M;!3Z34;>\;V-&%I75:CE48KC5;[CE9[I 9TZT4M M[I96 S9INNRC#%?(=-G:K<]A9L+K.?0<>@X]AYY8 R.?:W=@/HFK$@HGA M>$\LC":ZKIB>0\'AY!!SZ#D.4:H?72D3H%2SF=7ZHQ%.B]0L#V2SY4^\]+ MQS,]C$RX\L(HF-&3E,M):9S8=F>UZ.[AD^FX^-JE']R9+LO&A\?]%[#'P:D9 M.NO>X[4JK:["=5AVC[HZ#4:?N3YS?>8'*Q$75?116B(F;V=EXV%*0H44_(-W MV^ETIR.]JE\4S;QB5/*^&@3-07_/0@(T]>U;_%4)]2V(EU6=^BQK-IFY9L1L M;JF5M*W"SFRG#.B/W9L_RDARY/Q@=O4_+/#SU!CKZ9HB-45NGR(7E3W;5XK$ M_G&:(C5%[J6&VEA4PDLUBGQC WW_-%,%;.#OY2+\^S"PH ;;(?*$-<$%V_MER9X&SV1W>[NJJU!>.85?[&HD9N$E1:T[,WJ+3ZZB2BMXY16=@@E>Q^C2J$0&HL MTUBFL6S?L6R_)/[*!>@B=SI>).ZCK+B/+QR/2.X+H^87^/?!MU]PM6C]??]%MIB$*[%%IO4^__%)L"?PEM!Z_?$C61DO+:/M"V1>Z?G9)T]Y$&F+,,##W+L&V,!A@"M^VX8\,!QYP DJ& MBWPX=,0;QV.&.5 P5GL9S)[\8+GMB;LVX!*SR@) (72 FN EQXN7A!M[M'C,8(S!,FDPL 1X;!?X$6ODPMQ/ #PZ=G1V4)4AXHMLC18B./W/N!O$64#@N%E M/C@NK@F ,?9=6ZQ9TA' (W)B$_!" J 5X MG\<.'!1^-P(0&7@0#('D**

HC@:S@<_*U\)*#PQVB,,T: -+3> _."I@<=F:#PP MYN6&SP\ZDFX6!#S 3R &;3P,9RRH$":,G1#@B!X!G,.= 1IDGL(E3,SO#/C+ MF-DSETX/C@X@AX G"G%9;],I*'[8EBPK$= *WB;H&H2!HN18PQY>('C M%;_QG$W^MFG##$80(F$<8&:8)V"-Z27TX%T J#\]E-&(6O9A:*SS)/Z50P)Z% M42#%L."/8+("6$-#Q>1%.Q$@X>,^?.%8"+\#Z>\ U9CSC_WD("'P'EA13 M#\R8HJ5'T_$(1P51P<"3V*N52D=%%DWKCL8!XP?N(75.@"F,0X-Y-@QVQZ81 MN;^,%D@9$!QM0[SUPLQ /'3.+/%,@YYIU8QA: (0S:YSE%+8#4_@1H7=@)T1E MNJ[_#'C"-KFD16QR'UCQQP>0[Y]0UAHD;(VOS,2J;\0Z0.J "((G]GR3]P4, M-.$A3NRK%8P\)!GQ!5F\<47HF&'BZ34Z*$9,&P!CF-(_+&H_ M>\ ]D2^P*>*K%\$CP%@=E*ZPB% RJ4GJC/$W7 L*QNDT\+E<1BF%'(.S7PSU M(MZ2XK1AANAA; ZOAIPCS=4=%IB!-7X!@0DT)0![E=Y4E])AUP[RHS]"C#4 M&4@RYS^<,3J!79V: 7!:"4-0Q9X(DCG(2S60,9&QJSD%C_ TY-QR#PPO&F,]R4(\LEP[EX MUAA_-5XXCA P M^((A4!; &]N*_99$KB]W>#E$H@4XX0%5"+ MILRBG7$7.LF=\ ,YVF%M3S[LFY;Y@0 <,.'WZ@CE6:RS!(*4$S#SM?!U/0)C M(FD(0P_OSHQ^LTZ"$37!A!ERT-,,$BZ(;"*1<3% E855&3S94@LAM]3(#;G M-/PI:B2"ZR4P7N948 S8'N>E,8YW2/2O&$$_W "A+?]N+-ZWBL,]QD4)^T/V"+*0CCH M.4M!'&]Y\\!7X!B!,*N/9 =;NE4H0XQWJZ,]"0+[P_>];A"9W)'P#KAIP13IV M? =CH^FA7ZPWXK,@XJ+;J^9N.V*%!\=/H]OB2(*)0N^QK[Q;Y+I@>C_# -Q\4 M([SO8>)3%UC<"??%-'N7_5ZK=U'M]\[;U7:C<5H=M#KMZL5I=]CH M= <7#6Q!R4(+^/9?3T P,.ZZH6+]PPA'N*R?-9H7]>K@HMZLMIN]3O5TV#JO M#MJ=3],.GP9GS9-/OWSDRC[W'/WU!,/%F>L*5T?\=S@UK?AO5!W@6!R/5GZ2 M=[G4Z[\6.$_6]<*0 \TAS0?]*S_HRI3NB+DW)0I2"_H;ZE#>X\FV;H\/KX:O MY>-9>W\]P9@(,6':AVDQE$Q*Q')L]>.:\" ;9VW2PNDJU!]C@VG !Q*XBT51 M%HT-D Z34TYJU).REFA%*UHY-D#Y)%>'8TY&G/6PAR-.AIUUD4=Q7!'H1#: M+660&L+N[#1_W6TX{4>DI0P=V>B$(A_1{P!9 AP6NX[$/AK 5T&' <0=?W H+ M;8?3P.[D- ^%P1EZ*GU(>S^5/J0]F$H? TIM.I9!V<0P).O-Q"<>6>J-8@&U9 MX&RS* E>7!DMJ+)#Y\OS""_Q=)=*'R2]\>UZ.C8J@V9'W2JV&L'50/"B'/1U M$3S]0OSQ;_(ZF QK>CO^[8HB,>B'AJ8132/;S.59ODY#LRB+?!9T#SO5.F:N0N@NM MN%_I]0;*)&/JBDT_2T@[IY155(FBQAMO1TCJ6:C[*A>:$(]:HA65#%"#$#=C M!FNA>%2TN'/"6T4H%G7?4(.6C\WBUO4/[_Y_4/1;9:D@&93GH\$<-<%S[B MG+-5U"4E3OG;ZE53O=*KMY7A6[HD[?$5?[IX2NEHR M6D@:O)JN=DQ7NU_C"O9O:\D@)6V\;H*H%#)>C^$.&8N\+9]PE*I*$J<;;2=K M3I&Y M EFD EQO0#1MR?$I9SRFA U(1ZJ:KE>@.C;$^)27GRMG:IG=A^#-Y^' MHJ6+V.MXM&..$%@0R7OT#$S?\1_Q'?]!0:2FMI#/]>'5[>7]S^;ICNL_D22OI$VQJC MW3) &S,.G";BB/_J_%>=_E/DQ-ACOK\^^.-[W!#$* M(,#_(1R5Z%*&H,8&^YA$VW:U<|"G37<9TJZ25Y]!=QHJ=@BMT M&9MKQJIL&PI-.!L@'-VQ1?<8T\BS/>31/<8TYN@>8QIU=H(ZBN'.\<4&Z!YC MJNG&NTY+V? NI]'"MP53ZD/9@*GU(.N%O?R,/=8\QO6Z,2V^1BU*+6M5&LJ]J MJ-QCK'WR:5!?M_6QFXUL+LH7V==[-ZOXG2:0!0GD WZIE8(SRO*H]D%@>CN M8H E"20HIR)71# (L96+T[ED:EET1]Y=3,4F*V4\JU.4S?(ZSU*S'UBGTNST MU>5"NT>[*6"Y$I*Y4Y19\G98KIZUM\>R>O=H>[2RH"A+1 TJV4EA<2U.U)I. M'7%25.9;#4+1H^ZIM\Q7.:=^9,)"RS'=(VI.67!85MZQ]MUL]->BP4FZ'&# MV+$+]=ZL= <-93)'C[(NV='VQ^P45;E=DVJTT:FI3LNJ635>G$K;TYU.S%B MM;@[+.+:,96M(N[6"ZEY<\([-J[-8%]S< TM9]W[6U9D$FUP06+7M5IKUEFZE MJ8E"!:)8,IA*#=-7W>A:352:J&*BZBX9[;,7EFVO,FAK876H=+7[-:Y@Z':7 MC"_2ANLFB$HAP_48KGAUWV>5DI7W?BH]2'LPE3ZD/9A*']*AEH$X!G^X[OM\ MC,WYNNN%TBK3][E1Z?5V%RR.NK]:&R81CB;P LOV#LT@F>ML>D]PB.. M1W\FIJ9\X,R? 3$WOA3A[T-H),VHGO-WQ3@'O1.. -\8,T[,-S_&8,8%%CT.# M>3;8LW=L&HF.I77J6-JF!Y$DC'>T"G\6PC?A^]\7P>GMNW GK;\SU&J++NT-M^&^]87N>SF+B2A'<5V'#7WNW6%PH@!,Y-4,G_/S'P"YG_!PB)[A9]^SX"W" MOWN8^M3UK>\GG('T+KJ]8:<[J Z'E\UJN]'N5$\O&V?5T]/.>;_?:, 70/8, M*'F*@8#!C'%^ _C, ["%0]/G@LMYK#-LP0+:3;9]=M'JGS7ZCVCOK#<^[_5;_MHG?ZILV9LPW)&YU\U_)6%^E8\(9^1W=P_FF>*!N3=6N-';!3.Q"V;BQOT[\8O"V,2RMO]THO&@_2O/]'GCWO+&$M;8+6:-#.O]MC*R8O6@6LV.-#LZ '94E .C MV=%^L*/%8M[%O*EV9%F1P?& MCHJ;NFAVM _LZ(@*X5K<&_LL_;!.&,Z8C3]Q5ZIWF"'H; M(2XS1. ((?H[]X8HOKO$A[QBO', H"U98$Y$\&18.7@AY=TP6'## TS\9S7 MC&%44#NX@]JP9%K&$4^SDAU!C77,Z33P? \"N(^:^&/]=MU.!?9")L&,X&P&,8WLWG+D+Q_-#KPK1>ZW>Z\XYV(P50]F/* M+&0[KC-"D H5 S6(EUG\]C+%WC/@HDR@&W7"]JJ<=']L,#, IO[DNZ X4"GX M5X"Z"*-R4T E-/U'O,3-P;7:7!JPK9-/@T%M'EM_K8#P"YSP>W6$P>D5!T86 M@G115MBF0'H!+*[R$!5YA7"T+HUM8IS+XVJIUYCW*OV*W@85P+,J#LRUZ/W>> M')L!3#8*QQ7P$UWS\P,.KPD'M<6*C1>'N79MBUEEF{:0$,D-='SC0A&XY8 M$!H/+'IFS)/=+RIQ&PQ4>I.6&*)G1BI"9"PM7\.>!5+36J,_!KZ&7%8\%2N[MK0:/5^>0WU$2(2!!_ 5^?HN&&N=,./5#T_T<^+.IN&<"^&'O&E_TMK@&D82> &?GF!H/W#08\)@B"E-A;0# M"V)@'%O1S'1!C?;A5$!#<3S@8B*J"UQ0A-E_N/)!F7G&-)&L_^C.?7\U_^<'9#&QZ@(;X MG4W-(,(57(_.V8AYX6+8]#[!URZ+F3-H1D2';,0VAIS\2K9U-\IH3?#HJ\ MKGN.$,7:,=M4C_FK^<':SE7""_M0KCXI T 82N_=6!3Y'OL74Y<*- ;FS]CR8-1 MB-(15VDR_)K/%M8,=,"3 BV.$ $&C\"GX31P7*-5$4W?0M"%O_E@X,(WJ 4T MZQ]*M"CZM?%!8A%*; S%(]5@Y'AP5L1=Y/'%7>WR/>QHWJ'GH3YPRZ9^0+AZ M"5 Q&O7]WTD=,,/#AE$XP."O]X=@X1BY!H&@$[&0X(7 @L\S-PJE+6.GC\)/ M%-I,K[]],Q4R9@1@3D'WO/OSAHS>^8"5UV)!:S!9/)63:=SWNMCS91N_;1= M;9]==]K]_O"TVC\,K_=ZG8N+\,[9PI: 5G_8Z@S.!ZUJ[!S7@A&&O>JP Y]Z MK5ZCU[KH75STSS=8?P7K]\A^KKK6R@%42.C]"@GKU1TI=,_XH58) 8]0>8-2W MQ=Y$I1 J'4&M.?(&Z$??K%*P]1K1:BQ9C^P1JUR01IK]@-K-*_16+/OO.;X M$N&DWZ+=WW$]G7L_,ETC8$_,FI'PV'(O7LFIJ&\V\6,^7:,D5Z+7[BW7J>N@ MKB_6N"Z^Y7AI[Y<>1I-B0LI\;7B-G6%NM J,,$?0SW) M,S^DH+=""^-C0M]=6+YF_WGC,M,IHYAT&MI87RZVR.XS"Z]%GQ.$[0&&MH6@J M?$,J;&I#75.A*F1QM%185- =7&^F:"H^%"M4PT)>L'ZNI<#DJ?*WW0T-;Z@K= MM>_44K]CK@OH5C$>F0=8YE+.BFE/',\)(\2Z)T9U$+R0:1->';6E&,YF:3B +VG@LDC7+QLSEU:VQ3(IV$ZBC])2$(!Z^F^ J1M6S,0"0 M82NO.^SS)3;'.*K;K(2UO_>T9O6U9ABAOA];HED8:', [_+,$MJYKTYULU M()#RWBM$!</V5\ M:AA_I/4/37- O2',EP8(';6-KFE.""(Z6YDKBS0[:QM8TIP01'*V=71)*=M!V M]IO1W"NV=J-2[\YW?%"&[!2RM8_ACAL=.=@<(V+!Q/$(8='H=AEV])+=F9U# M+S^W7QK),5><0WS]XH? AM7>?8"PP2L17'9VGZ6T3]';,=>4TO6EZVS.]'7/U M.$UOQT1O:H1N]8ZY2-PZ!/>ZA3V8[TRO0]R60L,U,5QDW[*044-MS"RWL8N\ MS[M6B[3R [>]E^{#L'/E9+F%KJ##] (ZQT-RJ&3V2/&"5YPEQ[&UR>E$[C6-3 M?(Z9Y(^QJITF>4WR1TSRQUA?3Y.\)OFW)?FM>D&67GL)R1]CO;ZMD/PK3I56 M>W>)^>O1O$+.EF.(9/C&(L,ABC'> 36$[XU1X$\,.X6@AA]C_H%[7EYE>RU@ M>]8_>W!9GN_ML17ODHM<144[QG*!]?]H\X/P5:++^Q+HH_"14P:,F?$'[\T? M^Z^DM8Y12=LD#]BIRE:^[A(><(F5M :?$ UY++[-Q=24+- [0>D.(!QU@$4>L! MF@<$^_2*W\&TV M@;FL3[_\4NSW^$MNH7_YD"R*UI3Q;0C7AO!L9+G%%.> 2=D/1 OVZ:/M/!E4 M@..O)S>?3_]^,D>@2*'S.Q;? $+G25R>PF\Q8E_>W\6!I"K< D5GPP4A-D'MW M/*H&_OAEQ9S7>/F\[<_OBX8"$\C_<\O'\>QR^UF M^/FB>GI[,?QI=7AY? W'INV&ZS^9+*+D)NI,\EM9J3!V/,.'":*"^$(^V_ZO2? M(A^,^.GDMSP@_W9>#$@\C;7!>']]HL7QOB>(40 [_@_AJ$27.@0UYC!T22HJ M".S%? >40MG#._$FN2A+W8P:K49S+3&^ Q. [\XV.AS"OP; MD=@VWCD>_.+/0A@U?%]#%:C>6@B-MV<18NEF(OOZPU9G<#YH57OGO5:U?3;L M58<=^-1K]1]]UD7OX])_SH4C,7D(7-UJU"^'P\;Y>?5L"/QNW7>]0[/^HWJ M97_0:O6[9ZU^NXLXRN'/R>FO)QA,"F@]^&K\=S@UK?AOCM CQ[O'5V,2R7(F M4C $C0QB@Z.4.ZP@%@AE'<]F'C' '^2X)D\]Y_%1D%KBWYB)&SG9E@]_8]YY M"NK3)%'B@M^HK@U<&[_1U)'FZ\)HMW>06SVD(AAD#^[CPZ<[-HU(MV31:L$@TG#_^]O!I&T=9> NWR);2.*0H#IT5ZZ!0@U"HI10***7M>PPQ\D/+ M"E#'VEVN^_:1[-B>$T_%S?O'(-O=MEP&D$]7Q)*.9I% M >QBW6:8385J;BI!A2JL07,"S@F:!9R@56TTJZV&Y@1OS0E:"K6.VS"# MZ^+_-?K<^^9'IFM8'..6=)P=>+>S=VP5$[QV?;AV;QL9KL5V/5N#7^ZNGZ72' MXZ;N]K%I8=NG[AWJ7GN?V' ,'K)O2;?!=REEZ_WQ:EN;BFC:.7=>.:*IWSD6 M[6O5'#2@FK=INZ:VERP7KJ0)_5)O7LLBMCN"%UD)]A*<8GI^)]MA1UM+=!+ MA%KQ,"\\/4)V+\) OJIEAF/# 1SF45W366"-31'M-0U00XI>*L;4Q>?O ?;O MF<-K! M\0B>[HXB>%0,S?GF>,R8P/OCT&! &O:V0G,6^1@.D HUY>V2\O8X=BX3?ZEL MW)RFV .E6!WMNC+%ZAAIC35K88T.BS[B2Y^SQ$5 9:R$(P+SV:S(>:(;H-]W M)@_T"]./9Q#(1YV/$&# UK&.9L&S'*XJQ$=K^;$!\C_A[XXMNOJ5VZG.IN] M65B^:s[_F#LQI3%65Y#"U^+Q!Z\\SK"%\:U#B$HT1!X<F-R/$5P+QF@W= M%EF:7_ JRUWD6J^K#R;_U)U@$>LCT%J6F4X91650TF[!H!45"I2Y&YL!(]P\ M2Z&F5E .FN;4T$E*^AT=M$[R9C3W6@O)W34[V"=5Y-B*%>3J>D$%*[FCPPO M20P8,]>F"#; =Z85$W44DV/LS"4-MP1;SX!C/K)K[Y998F_,7ARTJW62/2,W M-7228^S.I:;D!EH9_TJ_HU 6C,(:R;$Y1(:"7%MH9-H+40=+:2D"=*1,2'7 MHR^^],C%>9+<\-X_97Q]&'^D59$#H3DU5)&2ID-'HJJL27.ON4 MDGE]Y+/I> 808<2"B>/QZ-J)22Z/Y*@$J*'+'YAB1 MB@@0&:#NS G'TDEBLKS=(JQ_JJ!_'.2*6!HB.V3 $"\RJ'HI.@=$U3K(H1&= M$CI(OW[,$:UK4]TB1:1S\JE=KZM$;2JJ(0?O#X&I;XJ*'F6K'6G]0Q7]HU_ MQMA5R0EOS!>JBG7O#RW S8#=""2]P0I=L*8+B;%.$3DTZE-$$3G&,-:W([]7 M-)*&VAJ),N43"[D)8P/?3(?:?SYFGEE&:&3#EN'\KD>7LPCP*CYX&.#4]:WO M)Y('3^V:@6M'+86ORI#+BBM?[''IRBO/^\3 MD"AXH3:9%:H5><8K19(R[G^OOPX-JO!M20CGYZ0RILQ? P8RU2FQ-A>X^$E M,Q"\A>-4L!@E^P%O>H^,7OCO$G97&@K2:*8_GF'39!9,36 &WP""B+'@3*]& MQP,+L1BSJ:$\1[E;9C'G">DKB3_K+L]&NB>?^K5Y-F+ *;GPH2);,0N0D+3O M?0BY3 &P.Q& #0'N$*S#"&&%?P/L+&!VZ*B33:*GY@M5MA2'(8:$*0*L9N,R MK+W!W)=*YJAL([7#"M8<#6=87U0,PMEQZCQA/EC&% :34=QXLJ'+$9BLJXVEZ;K>K%V\"L5R!5D.17C&SS[$@!41BV\VJ\?P=.. MZ?)'1,[F1*XV&0[>G4V1/LNX9*^XK/Y/LL8\T.?@B,$Q-Z9C?S5_,)/99!UN MB4I7HUN;CXZ1_')]H,2!3O=6RB-}J;-#%FZ8P3;CX4;[^';YOZ%Y3E6A5Y(MG35HU#YF>5,O6((3GPP5TY 4X^3\ N::5 Q)"DVY9C@9Q^62%3@)/(=\!$8L M.^?^5LIY?@P !_NN+<_Y5JS_WA457M@#WZ ML 82;O@-02U>:OSU7<2FMO_L&>=P-A_P3 Z0$P,K3I49S^^Z8KP;EO+JTNNC ME7CUG_GVG,$"I2-ZA.]OC>FO MP.Q]^.,QTTP_(WC!'P 0>)VL[-!(-H1CB"T1;I_[Y\1@WIV6'6VCZ(YBWXYV M0]*[*.SM]Z_I?PY-M"'U<6I9BO%L(HI3OUT"FWPYS/N&I),)57F;3;S886WX#Z[SR,>3 M!X9D)8?DXK7\H8. O@DD(\'=X<=6QQ;N-)CKUO!*<%YS-R(=X"9"G<7#E)B M932*KA@X5VNE/VZ]Q!(<8^&[% M\'Q854 <1=RKT,C>D^\^27\H*>2D7Y .+W:QVLJS#G:P_/U'#SB"Y&8.W:TM MHM*BW/'LE4H#FZVMY1:0%V[7N!9^#;@V?2U &R=[Y[!-/@U+XMX?]@FOKF0+ MB)O/IW_R=_RU>D_I"SO1"PJ^PLNGS%B7|[<+2\FG)LB].QY5 _]Y_DOL M4V7'(6\]\. (}3:HM+N^P_OWPB25[X%(3BXKVT;4 R9 M)N=;\"TFI"7:\;Q.@7H7L!_16HZ:S9%FSTSDA7-O9N](L"U=Z, .S(:+!3_D M(H&"S8$MA%$PPVF A5L6H!>P8'F+E>:8@2U6FPB9M'YC3N&O\",(N:62_ E MD\U_BH^F-1<,F 2[ZWIT%>*]F\5(5*_)7KNU[E+]RW*@*&K:^5/[WX)6LN#F MH$@K 0L/E0*96OE2,] (T@+T1Z)5:M.D2$AD)N3$KHJ\'O5UPPC/H*\D8U= M^#GCYAG6!!H1SA"PE#84^1'H!J#[T-G88IS$@!$JA0?#AB$*2G@OR=$H5&D2 M0PC.Q&9E9@%89F,;'*YLI0*8H:)2L9^8,DXQG=I@2U'?2/GX4++#P.$$E+]* M\(L73Y:A3X.N^C^7'!0%181@3_2R!!]%G$CR00J-H9"YX<.$A\ M$9&94V\3703=1("'- U(%^-8/OC+3>+'%,N\'TD+\W=[<]"TM%1 M3WU(Y1^/'1@BP(T)]3FL<(SPX!O@)/]BEK#N<4]\F[%,5/F!]P>@)W\P]'I MP/PV[GT!%'36P'X!Z^+%H2R Y9AX1P<@@L6'W%- >A-H.\!@G12^AO/6!/W$C ML/3LZ YB'PSMT!'9SF@$6(VQ#C@#F@NP2SC;])"5>;]%'9/KB((I#-/^URSD MXB[=%4!20\Q:N),1]PVSTLL)58'1#B1U/HM#-]*-8? \ULQ\%EG@DAG,PZ\X3#B_PJX2P@U4RZ1@5?HBW%L,Y-N_>T/0RS M7!=!%+"}$PFX<^]4]I E^XP/V24?F.F)?,*<":@@_*! M<_(2 &P)O,IA@C2H1Q6,'$8AB)ND]B3TI&91(GCPVB9T7[V<>P6ACUX"T MV/:/QY)QYN7Y$=7VRD:$"=7QA:"==#,6B,<$@B\"? $F(7J"!C8=$<)IP0M M$8>-+<*FV-R^8\1&N29@YL"O\G(9'D&E(B18>PO8<;.AD)TFH4;:SRKT&&-0 MEO7%BBSQU/0Y$X?+DUZYHDS# ^@3 6|P_9DC4=*%>D[B_W/,O!)IEFRH!/OH M-%W_6=Y[XJ-@L,$.E_% +EEB82!UON6ND>GQF0H> M393:$@&86IF94 /]YQEKI01'2F)A5D2,]"5:TL'A(J*;= KL>1;6,V%W$AR MM;;.1EFX1==DR%\2W8IV-_=-D\'S9>'_K4B[^-(9.Z!ZI V"VS'+F"X,,;5 MU)6B!?;$O!DGKY055LJ9E_9M-$LC0MZ CY)M_\WW<(D2:R[X F_C3:QMUB^X ME;%G@=1*EV%&W'*-89AOYH7 = 37%Q<77.T;N5SF 3\J/XE,K'N!%'0\>55G MX_/D,Z.6GL070YE:0\+0C]-B#H(;4J$5),#",7:')&;/6T*B:@+:,EY>WFK@/ M9M5CC]TM;I1SMMLFF2V"N?O0S!?#GAE1_$F:NE M]Q$K9$VEHR&-.O5[_>5_4:HVSXLZU&;>NB7RWK5$_I9G6A\?@M]HG?.,2*G6 MR1J[]@"[;A(I%^-51MHE.8G*K5UQ_%>H_,>6JI!)6=UM_[K;4B!?BAP49;JU MJ)-@/# 8P4- =\8%G]!VM9"];0O:,Q4%R[6J6855=,%Z4FQ8G0+1*&'#P.C M2 ?6-=$U\FX*>=L:>5=&7H5$Z<%7THK_U^CSLEJ9?2,A9AS@1VV!%6T MXD\)WUDN/FVEL/DLW_G&UBJ70WV6&BV%^RPI@$9'B[6E)2$TUNZ/S#R>(MA2 M9N9"7K0<5(>C;#(FA',<MIO^W!O/!13OC84H@J0IK M.%Y":2\7I:<)15_=JJ0!K'I=:U*08]'=_VZU@M8.F-VK+ 069=C^#(/S]5)V&GV%.9^N\!:%=:@*4=23E-3SIM1SN+^"ME& M!WO?74$F_F"G M)MPSVO/^&J^""6N,;[193#P[AT/(I ^/+EC IL M\;^I8 >]B4'40O YEOICYQ"Q5LF;I<]\?5 :,9;,:;(*A\/BP&^8?HG0WCT/FFBORE.Z4?@&$Y]"W=MV A@SEG=B9O MNF"JLD,KNKXLZMNUH4,;IE(>^:%11R[O1NL<+%V\9ZK;&D7#>$==H9/.I MEW']%LL!VLR\\MF_;5TR<"=E0SLZ)*!2I<,W)(5 2)NXI!DK4!AKTH_79 YL7_S$ 0!(GA-T#, VU8 MLX!<&)P^C;C WV3J8@$KKJTZ+B!Y35TV:G^H>A* M=7=Q9MS.7 8O/%0[]!--S.^HB8U Z#-18RYT>6YUNH0!E6*'GT)9@EU67J,2 M9H;YX,\R0(RKNMDQGY!EF/E@5"G(IG*BI+7) OZ@? #E45E!6P$M5@LI")_1G M($Q ,<(7>>TIVYR8CTS6LP/=#C JBN"DV4LH5D3J92556IYBXFL&H.(YL[@"-MTNA*?.0[0H0"[=UW2,NQ_"H"*#E@>/LF_BRG 3Y*:DT1W!*1%8#R*-YFK+* M9/X-9,;V'&KRFF@8U<2!*QPPOZ8]52!%#9BMXLQ< M>.. 58^9B24YJ 9;T5E,?)E\#*>"AREJV =&?1"W4F/B]A DHKI=#!;:YS? J6B; MJ=8A3$,1$'M9;\0]P+KC@RL*+=XJ(.!L!U]'!L%'B%\1C^00 MJ),&R1Q@32P(&)3!%/U>O72-,P[21VQPDMF1!+EBDBB9HI*C#$ZLTH4JJX(2 MA%*PP_8S.G+1!1O&LHR6=#\QP BI,V4ZD_&=PD-#>B@ID?P- MQAL;9TY@S9PHI]=DT=6?,IZF'3ALA.M.474,58DC-@@)%ST N>UBOP7'96)(M9.L^.F;XF*!&)10TJ&R]1#F-&"@Y6ZB :1*@'#J83,;5S*0N!D4KZU&8:8 M1#F'J0ZTF M#)T?T_.PK%CXG(W1YPWC'S0GX<1;9;KF,PQ;$9@L#X105:HD""YL->'($KL, ME/E9"+R5SY9:C$ 6?8>7L+RJ@^,>80/6 M7'SN?X<:EDO] NU22I5G_<(.* MV=55K6)< 5\P&F!;W3KA=^.2ES(7B23X%>_387QF'C&;;]0]1/R>+>EYY-VM.3\^@'',NY6I56U2/ MI"(\T9L;GT=%DH^+I>"1W$,L#ALWIH-S"1--#L0$-@. L[/-P!:KGF)_0=& M!8M!IE7P8@BM\8AWRD4SLR+(!!>1] (DCCRSL!V&%$>TS5R]<\OTL 1KILXY M(@S(]0? 8^=0'2P9CK7C_+U DR63'7?JA7*+Y(IN'R1K<88HQ7$6\J/K\F.)8 MX-=X>AQ+N 4$_$8-K]A 4!\"+NRGT X)XP$PQ("R5ZHGSG8:""O+7\&UGBJ MI8%X$3]1M=Y"X3^BJT+TIJ!)Y_ C%(T=LI5'^:E1(L_(]9[%)=*=1$%MYKKB M+O&LAA?_!HIY^>9';,%-1:>@;N:F//B]EI%>'IKOQ1G"CP9?[@'=5N"M#%]! MN.5#N:Z ;;5;VADWI%$P]/Y:I"+SC>[W)J^3OGV-G#ND(.S+Q.@J L)4 H$[M.F1;!A0^3C031I7C8: -J FQ)TKV3,"OR%T:AVTMW5&@TRKM:=I+?[P#)<.Q M'=@9CX@EW*0H#!# 8L_XN#C6^%17;3@@^PQ3)M+Y>5.L+1:#C\;?D7@@IK@C{]LG/GU2P(G01<.54W[0:82H@)*+_;%@ M==@(G-\XC1B5-A=!92'F2/$ZW)F><0G_R\N0O3<9T9K)=IC,;U%$ +)MUF1? MN1AZ4=#7$A7*2S(3(W\ZGRPZQZ!W\6:#8K1FX5+1+WE4 M^C]-I^/+XBFLLG6;$]EL(L!7EI0* OP,W1"7(_$^-?!+<8GHD!WZ'7F+TN\G_ 6RW>$IY;+.++S$FW7\3@ X*_W MM;RX*TVJ#RFJ#0GI#*I :>]LZHY=Y54($VRRK2U!$9^QNY9?%G^)+3_Q M:N#5QK[$<)K(^$@.WY[%3GA2' \((EGTWGB,:&F-7;8$Z!4!0 M=F2G[ESZ+N>?*&;Q16O_-L-784GO;> 9WJ3;IR]R#^.+!M<5PHUD9I'N5>F.^ MR&E*]F9YOV@]QYPGN@9/&.\B7]M2>FVWM+J-=BF)+"D _F] VQABNYCF\=*G*_CVCL#)T M6;WKO)?1IX9MOH0YQT=>6ZV45[<+:DJH10O7N;45&+(S4IGT*NTZP7G M6LR/-\F.MW(1LN?^8=4L#)UYFLD\[>K,4Z4S3S=T:3#TXK"_V*Z*.^SFK#/+ MJ#"ZB%0GF_+Z40&*32X>UI=T7^2U 60:768&,H?XH$0\,-@Q'HE!1\1OB4Q8 M"/V$)OR/I$" F.(OP*'?/P,J=BG>(4CTY&^ M,0$5OCX,G@053^9/F5'L\R+8KISP0@RSR(7@QGK0W'O^?+;J(K! M(W[GHQXHD&>X&.:HY'C.DF=B6^P$W-LNJ;QU?1 2^=CR0(W9*#'3\0E'C"2 MS3=@WY3VXO,$#K&U#L^-P,4!4G-/0WJO%%;'70-,!NE9#+U*:0P3R"EH1A8Z M03QD5%2C;'4(1%I=S;@:H;6!CQ2-DXO#@_EFA(V(JQ*O14":>%A$XZ;\(6,D MC)P/0KO@=?2#FS.;P@1'+Q+9E@U MZ8%%STR ,F$-,4H7[2AC"8IK;@HT$&6L_/PY@_%"($E;_GY>1[_&5^X++Z51 M<\986<."=WSRIL5G*@,H!5(Y@M&GN$OV>C^.CTV'- Z'XF'@)6A!+#U-I#NER M-3(%SPQPMGT\A7SH'#:)5H%D'LACP?<_W YV-B0\PWLLH=P;S MJJOUS*\BVO/*05493,(DD. QK7'YR*QAB+41+#6GHD!WZ'7F+TN\G_CC-/_AF_YI^&GH=)TUJ9 MG+&=CI+-7216DL LY)83!"RFVE#>AW7JFX%-*20R*ZI2^%R8GI-L[2>>2&1* MUBC,]C@;JF3&>'MU_JGPI%$$\Y]Q!($^^3?Y@YC2+K,A*+*<'!KD$9A%8S_

M"N!2)B*K"G#=]&3&/?\2R0\\2F)@H?>@)#ZP6VVVTQ]O87&W$F"EN&2^S7B7 M^,B2E];%5Z\!A>PCG$]?DD=$\5*ZF)6>G6&L&O"+[F$,EK5=[)5&KU%I#3IS
M+@0./0[M2OIBQ[11SL0)O#+VE2<%A#E?7G(;;DZ=",04+Y@E"@+$/]#DI)>_ M4RZ!8$I:?BFJ=5/)C8PK] .XR3_F$0D:30: M"_AX,;E1CH_Y9#HNQ0YDF'%N_(6LWPQY>
(78P/S 9#:!P";#!O[=1R7Q-54= ME*4KSYX)%?TS'M.>ZDFO[?2*5Z"8=W%(W"0.7^6YV@)M$9,=._81,:#AB!?? M06$P13V;$-
[#E+1G@TVFKO_"DABA/&A)![&]S8>GM'8Y/1K(2>4>)WF3HGDL MBTU!:CY'D@>2T=ZP.J^%5BX1@_"BA+;Y;^.+6#D5&.IT6YUWUOMW[?=<**8F
M$RM#SP.\P6R>8AKA'01^+.&5O6)>V:FV&EE>F0"$X+\%GH@84@DJ]7G#UL4I4 MGHAPX1':8;;2=9*$O5T#6T@=FBJ\\GAPY&>\;%7M;4>QW7@-W1CDC M*8"
<.S9BTL%V*23GC_NT8Y_WM0 ON27EQYV/-XQ(LODAM=HP=R#*EUX@FNK9#[!SP>0ZH@3@\$\3O+\F->28D2\T\CQ[O'Y.((J&[A&Z2 RAJK?^?6UZ+$56HDMD8&3
MK/%OO(1QO,I-=QG=8/_0\N2@C MI=/O-2KT]4*?5KH(X MM.']+FPIK0[^%B7U"?Q-179(H3;D,FVE8A9%6"YE(8G"^,?8=FRL[0ZLM>>] M\H@O4(BM=,A,;IID;I3,?
J9AQXFW0W3.Z4D@;,.:[7F >A1!H;+.\9B MKZJR0O^/7%WRB'>]YV_&-:Y+BMOV6QNK'KV<\X2GNO#[$M*#?KZ51ZU[^&3 ME(.6C>'B+.%70=16EU[4\4HMV3_4>QW7@-W1CDC M*8"
<\A>ET-!G.9-?HY46;Y,6IO,8_.? M/:#(L3.-LXIYY;FD5CM5.Y5U'6V1EE_<9XUW5<:F=QZH-F!QY>J MC)GK,8G8$["8CV*9_EP]6MRDPTM7ROQ;>@=KD&-#Q)8V+DB
S"8^4%RR9 M4 @U'["PI2@W$3=@>\[%8"^QN) G>0%3L&8N M)77"N5##[Q1#C8"B'F8\:0D?3HT@(?/ +',F4H#%7-C@.TGM1/"[3A2A_A)@
M24\]1F*++MN<:2,:S###G'ZL$4):S/<<)XDJ<6/<4S#&'-"BI(R&6+68Q,1AQ M>50GTG*FN">?U=L#7<@MP; !;L EHK=XF'MO.]DC2TN$2K4^GS?^<(5*,4S
MEZ#5HH(S<#H>XU*2 &.*<K8%*DZ^X8+ .*,F91WFUZ9WS!M3J %7J818;8V!< MN4E#O^B>M%6M|S">N)#.?Z&'T|5%K#;56ZO6ZEW5NZZTU<3DT>
MT.F;'5#1++T6#NCTP [H'1*3,#2SMKDP+M_7C*MY\BT0+/,&R<)"O+OJ+Y$V M59Y(5YVHE!UZR6W%*YKU5ZH"S>R4HKQMVGR#,(D2D)0V9]P&2'Z&&MXBO.WI(FB74-
V&Q?=']I] M@:RZ4:WG_),!D+F)Y2_LDJ87LKM#BD/;.4;BMDX([P&PVX17?TD4\Y@Z:'SX<6\DAK>=#7N5D5-+#.I5^OUEI=>8O6E<@ MIORM
O>CI,J><.^2'"SRVKX98>P#3ZQ(`?X;O-9SXJX",6#.ZN8@6VTN M#=KVR:=!MS:85PY_!6EG!$[XO8HN7R-86'%WL"D+H>M^(KE[(^R>D"V+SCO7S]99#NKF]O?L#/LRU)Q
M7%(CE)MU9&G>PI$^>E@;D4>+$HG-$116X2\N"\A#\>+*@3]?2;")47RRD&!= M%Q+<_T*"W1W4,6OM>2&S^S&JI5]!*FYZ0:749?0&"&D7M2;WG4?
S+$>%J$2CS9Z@34NCC1;;FMMHM#E";J-0 MG88MES9N=7=?)B5]P!^VB0!7I6QS*&)!B7Z(8*;[L:*UT MUS&8OSE2IF"LI@(UJ*"PX5HKH8+6?E-!&VN&*UPW69.!
(F10&K%X*,*@V6]K M,M!D\ H9-(NE0>,PI &00:L_'JRK#!DH9+T=0Y6].^:ZE!LB.E'S9%1[XGB8 M^&EB],-A&V_+3*<.;RJIB;^*O29._#,_;^!0P\QI"];R,,5@*URJT=:FFT+3
MJ4,#127O5[36]H8&NKMK,Z%I0&$:Z/R\J;8O--#NS>E:XM'FF1U5%*O^AP5^GL]1!D;S@SJ<3@DD5V$-1TQH_9^W M-
S6A:4+3A/8:H94$HZQBU&I"TX2V$T+;IU9B_9)XEU4LYQT1VFMV\GP!$;4) M32'++^>!O.^/_-?]TCGM,,3_LR\V-M4O:.]]=<%)K=\%)
MNK68H144K91$0.4LWEU&,!765M6THFEEZ[12$I$S5T]E9[32Z^Q.*=:THFDE M12LED3L-9>1*H])N[)MD4:T+Y<9JA"5-CGAA]' V@6=@C+"XYI>!Q_>$A;S> MK-
+7GM;L(E)Y8)/*;0PT7D3?LW/?_(&%TX8"B%11:ZYI%$8DV5+9KL9U M5*70M*XWLNROV)GOO[0K;]?'O\0B'O 6C9G4:UP\>UQ/S2/.Z8SQ_<@8$W0
MV9U&]QU%]*A'%;QA)_F*E"H#IY%G#Y#G$ENZ_0-;NBF%.PJ%96VYA&!7@1*" M!>T[LGU,XQ9TO /=8<=P+3-=6Y6DS,)6R*UJHXG]KX?/9F#'+9.*+AMN[_Y8
MKH%B2=L1{)WT2/M$8TX.Y9]3:YQK;W-^/3>^:-Y#YYGM/L#)F M<\?&NMW6^MU*LZ4+6*A:;4H=@BE]5?9S!+.@Y>46Rs8ZOX5CB&PF-)E0TI.@ M7Y>B>K7.? =-9>A)
(8WA> *Y![2,S[R?E]8"U&%]2V9R[85"0.@57GF\>]G: M#>1[W4I/5_-1.3IER&50E(_U9N2R$W4@2S0;TPD:M;HN9:F0%T$9G> ?I(MJ ME6 '/.Y="9-
;LKKT7N@$'+U^5B=H#2JM@I;W.^1?[Q5"W<.GE!)"*L*;%UMGATFLOTR^62\3;# _TB MQM>?53%ZE59?H?D)9<O6NU00.TH2L[;[5#4-$L8.$&/1!]I31X956.@_=
M+!F[D&F!?@3A"\LG#2O(+'\VWG0*;C=W2M-Y(W"(9J-;J79WET):UV(8)^# M) ;=-R>C PV2:-1V6.U#ERK &?Z8 M[B.9.XMT#=,AW/\$>%]0< -4. VXOQ MP "L4>1B17?/;
V/157V@P66$S)0J4(G-"(?B 0QH !C K%P3P!+,3C<>^ M:_.Z"# _H;YHJ8!.8&++\V)Z"-14A!J/S!.XX'8YD>53]X C2#'SV9QF>$B-LA M?
K+\R0060ZI,S;@'7&;&,_Y?,96V2BJ2;]H"#V\QP9=_]I\\<\$&//%,2&O M35J=2GTPWT:U!%Z\YH3[@O#G-,_/.AJ;$0!71X<&;_GIEP0('! MX&7;^$JMM%LBRK5B4 4'1]\|
G9A$0K&MH,829'-*=3%RP#5&X$^AHV*3:=FM>L:!^6./9IX^V\R1S7&>G_{]),^Y MZG/U(-),2!2-@^?P>5FK,0!EQVV6!^JD)?O_WQ]?4, M@-+!]%'F^ QC7__@;3{3L,?
W/+Q_'L35W,_Q\43V]O1C^O3]\O+^X_=TPW6?S M)92:*UHJ'LOLZ8,Q9APX352"A(WV7W7Z3Y'Y)GXZ^2T/R+^=%P,23V-M,-Y? MGWUQO.\)8A1
@/]#I"C1I0Q!C3D,75*,%52YQGTI4.R&DZY/*H6N<9.I<3/' M[$FF".UK<26;06^#E6PRY+>8#:R@@.DB-3K/:T_RO+CWX.-#\!LM#M06GC88 M9WVIMV3!->(U7R=>/$.I9#5-
'M -+BK\;X)"MGR+\OA+47?W%#RKE&-8UJ M;XUJM(U$'IS!M.A13LSW?B[+\/Z(&>_^'S.#\|+U&0XV&JU8&>GP,V',6RY (M=04XYGBA8\??D*1$+=S2)3;V9 /+9E*$?G.+0U
>G#VX?M0X5U8EW#MY2^+,0 M3/#PO0H%N(XCH$KZ\3O-'1>&T45?LM,-E(G.&)27L-A8X)++PSJ6<YW-Q1-*%2)[#M;,26[7VGM#! M?JG/Y7-L$+-WO;5#F>/ CD@A/?
9X!@CYE3M3;T2I327A_VPQBW:]TJ\KY9HZWL(5 M"BFSRQ6NV)(R6X#NF]%HNP]5==FU*J/5)3W'X1V10AKMT?EH+WY,,;MZR_KL
MRL'/2M>0VU]*\),EY$"5Z"BA,A/RT3L_K3(WNY567>]K?NXWU:)W&RG< M:-?:\P71E-2=!Y\.5)03,>K_3 4G1."'UW\864Z7%[QQ:;JQN M?
D?N=/S3PO@B09BA9__C#0K'=P;=2KNC,':/=YI44PXW]RUM<71'?#^XL>4 M84'K>Q^_2M'$1M(U^[5N3Y.',M/ME1'V)DP_A?=EF%YFBL666*.UP!)KU[K: M$M/L?
S'[;^_*$GN=[<>5\-[$4E/XMEHA2^T8[MDREAK'/6P2@LT;M)FV#SQK-M07>P3=^2E7"M0[X\4P\5M>@FL0C0W6NGEIN^/CL<\E!:,.SP^FQEU"\SY1]) M+=?
3MVH*8/P>"X2E R>V+PC>UI93V*_]\1AZ-6*GK2D+JM3#SW@6G,XP..LS M'K$R"37!,T:F$V1[{HD+,?X0R[3Q_;(C E,/@Y%*[!Y.\QX-N'',)LH"DC
MX[^+RVMV^MN,R_+96BUOU\:T7NO/DP:>%.^V*#L6TLG N:7VO MWEECWP7TX =5Q5Z'^,#$MYF;M,E,&JW-';\9AK,)W_?OF\?%S3=&2Y[GNC$. M'A7'@V3#A4W2@#4/-
M@E+=NZL='Y-2X^W._HOFG[&'C_OW9>SKR_2E[@5GUY MKU0]C__7GXH*Z-_FI(J2W=/F%UX@_)1M^7(<;FO)5WN]'1=UOXC]UF!"&ECC M_X7Z31V]E[H9WP=O1*Z7-
TY)CH:4=L$;>?]YBPHF/913&F6C[S=R:\2J9TJ7 MB8VYC)NBV5C@INC6.LJZ*11B5\<0#WGKA-^KHX QPT%9!R:,$6!7,\VAE'$8 M-
9>K9_J&W"]VM6]F;VAD%S$O1+-]+P+XK@7RW@'NQ65UM+FU7MS&.ICE0R>'T MJX(<[1CB!F*EZ\EW 35=)WK1W$PA;K9:H9T+Y%N7G>%MH%+!('EV=M@7@<,0[Y'F
M'945(.(CTX4I 0>KA(Z R@G64."E%S(C8*XIXB]GWA,/S)0WA/#= SYA^8\> M+,D&0](8S;!&+\%YI.;X=TF5@R?U?M[7N;?C%9.KZ+XS=L>#)L5@QWG_SQ7() MQ<-[W&
[Z]S,_C+[YT?]C,(W<0(S@W>7QNX-%;^?;D1AP?'YN]GGL6&/#"3.A MK%FP^4#DAAG?TU7E/1T'(A[@S]^:;0QF_;TT@_$5_B<=$8-NNT%QJCF?/H# M]Y+6C
5H.V9THPW_5X)6"X)/_[QQ3>\;P(4SXC&#G^H7_YZ!NG;EH6+X MR!RI?=L[9QZ!*FXPP^&3Z;C(>0"&=-/\$Z&IW5:EWYX/3>6WRZ%ARJEP7'F[M[-D
8+PQQEV8W@N%6/<^A,9PPFlC$&$@^&H4BLDN@OB#6,0MU,>I%,)WN*9B[MG4I_,)^:IK- ;C2,B[N;FQ]@QW)(% UXR_P\UO S:66I&\C]E?WW!>@&DAY. MT0, N!(H02
Q0% *@$*+* .:\:E_\,+MT+B0" Y /R ?\^%F'A$>SBJH(K\ M^'X2>D9T$HVEO*L9N'#;<6=X,$$2C!,%S Q!EHFA)BP:X^*!O1C363#U
M0[H;)P")?")2EI]@@>M,?"MS*HJQNW='Z#4(K<%/D:12:4/7X ' >4G'YD+)K-]WZXTG]S\REOUH2K#8# M'=!S)]3Z\;!Z V.U" C%.C&PPI{"7W!<2Y,Y(9)E6-P.)(IE"?
H>$7V6%@[!,TEB5]-P[1$FTB+*!*(!3**5(1U9%16&2!Z"QF% M1C\PRYR%\D2%8C QGOV9:QMCT(7@">9E)-KOQNO@>^,C>L.8VV%]}W?,F@5@ M[K/P0@#
[$F!]EH#Y>O2ZZM_]:R_NMH[$W0[J.NYV_^-NNSN(NZWO:]PM-W_O MQQCP\Y4'VUZ@)%9#RUK8@OE:IR%]-ZWN ZQ17KE'l#8/(M10[D.R1/:=L7N!% M(2+16+,?6-
/26*.Q1O,:C35'QVL4"M[<N/<7=']IW\;;_M]%[OZ.,\&PUEXCS;]>(XSUX^SO/GO*.G+\4#T 4*(A$B#-9PD:%I;#CE_H8DB'/,B&O
M(LA+V\@*L;V27,AMVL@B^&\/V%NS7FEV.Y5.3Y>15V@ZA:BILWMC6%.3I]8# MH:,N[NU>34V:F@Z$FG]F-W U->F2^"O.<.49>$W.D_\PG4.DDHR9:Y-E37>R MB-
AP^,R+W)/<3]{2ZQ_\9^9ZQI?6?#(@@HF$]HLM +G@>?V?/,C M9K0K!B9J-?:?AF'((F-H_7OFA+0,^K[Q :^ B|*Z*)=PZ'DSTS5N_S[#]K< M-
I)E^_GUKT!45_6X(B"5%J_M&D>HO%1KNKRTI>J>][XE@22),@BPL4AF__IW MMUP @I1D6Q)%Y<3,E$420"+SYLV[G'LNE6@B/?P;>#58UYV_QUQ@ I)65([W[_>U:F$SG
<,Q$+/9^Z+^W8OI9[8> M?VKC31^.?GV!\\O'UT=_WSEZ<_KZXU!&,[5HC:X&8RE%+KWY*GF5SB8?WX> M213ISWOT/T,!)OGJNY_ZK_NW5Q\'7Q?GK/-(MQ;T OP?
4BQF36Y$"@94V0#9 MP76Q#APW>H9P(`G9 7L+RR'?ED6K,WH-Q]UW>8-_>3]7&J/WNQ;TO]_1"';W0%Q\>RTOY''(&2|/ZB$G\S,C,N6%E"N1'S@EOP
MD^X@#3'3BL"833'P<*PRK9;)=^>0QMVYQVZ$[W_G MA6OTXFA4MDUTJO(Y3*&"I2V2W:W8./_25&VLHGJN48":132'PWBF$MU2GH+L M [K0)@0V'QLG2?T6=M4'V
B@F+)R&^0%7VAN7HAK-MVFL^40H%CRA128(A6*9MTD0)UF.CAF)E1!0$69[C&B^P790>^"59R..V0GGO M+.41"-OYG9<(<"\\2I"#.#]'K8>V/K("B*-P2AN%=E_-
BH;T*G\+LX/L"["G M-&P:\DID?\;(@$6[NC&NPM&DTMKN3Z+F@F4R?@@?'(J6[EUYQH_R%I\GUZ M(MZ#?^UN%1.50-2 7UV+PX_;N<.:@G=4'!|B/+=3?/VYK< M"R)/=_?
LH\AC M,Y:,Y1SM;!N&PZDK,2M 0'&PY!!N#$\132>2J89**V:4;AQI2?QU#"6N+8 M:O#[;^%
(A,=KN%>!TKQB(HEB9\A=7)YQ7T;>90N5@A7X\.G!XW4'A,R.2<;UA(!,BI_@8[E8&59I98GJ-;ZJFYT
MXEM/@R8>2N'7FT1W7F//!&0:&ZSLG1Q]$8[]TNIUMO!L]VZ[_G#UJ6'OE/QA MW]-7:5,^[SCZ],D2F4,_9M>M4N$'"%2Q5,6YU#QO*/=Q^NK$[!*LNZ M_F36]Q)ET-
_@J5:*+BJ#63<|>[N/?E@;'O^:N7^V>_C-Y]X+A4C@IS\OK\CP MH1,HS$QG9D[A;]UTPB2_UYLK/@=[NT]O898P#-#60[,R $G[L@JLWELWY?RF
MM!4905=8;3>T"Y=ZY977(>R=E_]M9[^1X;<=LV!Q_UA*T_Y,)*2H4& M=G%%'_6&Y^:1;K>;,%-M.OV?Z!2;I4S.%;3Z9@IU*/X53!MZ&C6R;#_]JH/@B!1)K,'=++LU>5>TD
M.DJ1"[!N##TFQBE?'?$#,F3U9J<2+7;[*QA9 V^7[WZY)KH NWJ1)OJ"9?WJ M3;+USS2"?R'@^:Z=+N)1;YMN#>?
+=R_\6,;80AQUK4&CD=:"09YB\MS8Q7O!B&W)NDI>2N"%*'+TA2Q"1W**M,LZJ6M)/;54Q'JX'#:BG|QI/?CV$1.:T,"/"U!]30J9XN+(N]@T159 M8FX
^DCC1K$7DI!,2AP<-7"EC0>#F>]9:=Z"#<6_O:+@OGLU\BSK79GXY=XT ME V4%U_YMC1(>)>5KV+?1(.! $?01_O-
Y%5H<*|//K[R9],B*YC3_#):"M#*YA;)HX59X@]&]7MS.@PR&\#4];Z= MCG>]\GSY0TP>1!>#]:Z*SSO8Z\#&,_G2'T7J7G\;3]R|_RXI/@P"_I8D8+AM= M$L1+@IE%@OJO/[^G !
[T+QJN_Q>UA,BIA1\,YX_3/TO&! M4H>[!|B ZMIY<#Z"/ID)1OE+]:J4#ZN/O\3V+C%JK)0.)4[V(W]@-$E;T+=E M"V;RSBC/*'U)<1K;&Z; /!!>UDBF??\A'U#VZ$:+H]CQ^*
S"@'VJ{6]-R9* M?C[*O!SBZ_$8CK%D06 Y,NP/HX_=D-%+9TE]U/RBSK8X%=N"YA..0,W(81>! MPGF389##P.@!4+@(@H W80^$_+#Y/(>Q6"3#ATK#0G["Y+&=0_SX[5%LX
M(`1>X'&9:Z/]N=L/!KJH-1$_]SR#+;"+"OP<&H/X-CK:?_PX4FF;-X.FVAKC M\7Q:(EH&#_RFS!', &^OYR"+!7F7".9JHBK&9\-RZLQ*M8FB3^0NOY[#7J^.7D?5KN_8Y
M8GST9X5:Y/KIW$'Z\L!O%=4-QQP\V=L%-8/TC4'0OW__S^)73G.?4[I/5 M/ZI-1KFGX.(6=*30B0!SZ&_-*78SP_YJJ,U L[/+B(?:C'P;@W;#X=MN;MB.
M%53"@IILTI:$R=*5^1HF$HY%|"?H>Q@6'1(CZ@E'1CN=AW!4$S*-6@/!E)R\ M?QDSC$];L\$'8/?!ZL2N^T^C)VC4&X6=)9]@67L307J)>@W9:(@)ILD(S1RY
MQ8UL]UDX'^FX:BC#+GYYTK(DPJ3"?\CC] YR](=R!-(ONMXGRL"PD[;28S1F MT4PMHK$Z@YO0PZFU3\&2B]]>DK=D)9,5VW
HYMW+UQX,D(^"OJ_(5Y,7[9L4)';TUJF>.VK^PI8=(JH[X 3FWH* MXI=^@11./Z)'\(Z$YS3/8"7W"TW5WNMN8!-
,3H_2"#!6L!FL%"F.#5(5S#"$@"F8Z8+,8W(;RP3M1W;YV+G@ CPR:POP,J;ZSM1V@Q,^],O0 M(K!*87X,4<)O:H0AB!*<[NAHTL($*?& [5_/.[Z6M:)Q@(R=Q4(G*/, M% 8C:U-@
X[%[G7B[OMO[IMF-_/$(R|YB.+VNJW*.<8=?R]@#IY'Y7DAY6 < MB>6&[7:> XYPJYZYM3C"#^ 4PTWG4SQUMNU0Z;Q<.%+[1RJ'("G,01D7>"B? M(V>J+M-
,PKCAN%UUW%YX]+XZ"D?GMSLZ[S%N4KP>+I'O:NRM22IAYO?#FY-! M6H:*B7 6.TVY@Q%6+\U$D7*!A\&^JW3*V1:TG:S#*HGE]T:$B;9D;QJ%S0E M=VNU-9)^6?
(QT)J87"HCU2DXH0"UY#HDO%S2"R1"Q59T7P9QI]8X1=(H'$36 MQAN,NQ<,'V1VL+01WP3Z4'LO;SMS^;>*A]DNB"#-S2ZSGPW,\&QEA3DS")77 MDY0P8*/+MXMCL_P
+^:0GC M)IQ I,V,7'->NIGNX&N]-[43VV?XP%?"3/:9@M,/X[^236$]M1L1K\BR?+K' M2[:,94QUEPTQ^,6DF?991@C3*P.1"$ Z>#-Z+#LI//Y,"ZX8 M:?=@K/0=L>;'-
=1K<;T!H@L041#1JNS&WU-1CYF^(+Y8Y8=&I.NJK*J#4Y9 MQRMX67@L\/D8+I!WYKPHO0P\M5E@OB[7?AE)4M;-,C8BCK*Q51 QY[-6$L'4
ME^KQV,D'003)4.81H&ZH=#C#)5/:>%'M> BD YB8>#^0!IG9>9C'],L5ND9 MW$=-M-EWOO:R0FFV&@DU#V@@I^H2DWYBU$CT4.V,R[IQODZFG^H,#"*(\$/6 MPI$:"2-
YQN#!)^IUH:P)++#B/__;+%;;,%&=@;YO,&%=PM+;XW85@LQ>P4622%%0:_*5SUC M-\9&-
YVISW"0RBK@^4I&O]P7)I87'8%"Y#^XL\\=YL22B9*&+R=7+E,$'RT1AM'0I0C.)SS=;>60:F/VZ406,< M]F+=9^2+&<]E*>T>TLK2\6?L;X3A6)$ES-'_OG]
[%#WX_>'1'N\WPDYAA?*,% MWH%>'.0Q91L+CRJZ?_!;I!A") 40B$)-0H:F_!F:GE.W=H;F2I?45Rs0(!K MP8A9S(@<1RYFN=T\5C>B9*LT8\1R\2R]$=
(^I9<63=+!)3G/@(#_47P.[QV1 M<(XSJEELVHK>1GM/!1%&= 8D=!=R![S<^M_LU\G^L+.DU95P7J87V3]SO)> M&G#Q'*$W?5S'4R5C^0K8)6C>?5Z&RR6XXMT
M%ZXW[56WF7V63;L)25/!!_1;J[%(85%?B-JR31*0<4CY+&F-C,CZ]>"!9._[MIQZQ)15[T*4E'#,%;"W0_4:+C'GSW:R>M$_CPAASV/7O;&[WS14K*$PQ*\D) MQ_DWND)6I5-N!?
W!7I0HA4(,5>.*ROL\E$]#]3]?P.[K4ZH+>K3W M@XDKK+@5$IZNGN;8W,$%+88)12]Q5YQ8N9N1""'XRH1+HR31(O!LRX_IADV4 MX4S)8.YX!S4];.WW25-
B61!O;1;BHFSX?&W%)(%!+IAIP!K.(D-994PRKJV) MJ,("2W++=7(-)U!0L8P@]CMTH ?4%FX!S(QD\&W26"}X; 13"PQ_M7ALPQGR
MJRXT(K%/*XTE@2A_[]LF+\M/6T&DSLCK*V2>?LW+$1+V@PH& 7\Y13'I))WN M_IST0YW%!.D=2&OC95CL/#!'SCW7#U+_MBDFSQR7?
+ZW&N98"G<09R+!"53N7;%XYO(JEC43$XC3; RF%\V9A:4'I[EF+N_.[XD!F'0-G[@#T):AQ+:.$##?D&K7@ MQ9.J/(?M8ZJXT7N1?
B;NG=5X3#PMVW!]7$VG'B/_!2..MDV1IJ5TQO*JCC/S MNF3=3A52+Z*,4LK)2'!1$3BT846DJ,Y<2B5;6\,XU.S+TQKV>7&4,[2DL|$3
M+K?,R%8>ZY2.>U"XLQ89_\6/MC656I)Y;:W1C(;-A,E%V2.$BVK3%-N J:0] ML6]\G"%SRC0;DV\D)"8+& ELX;I;0(>7@V4!+T!"!&;I9J92;X9;WA/.& 244XRD8(N
%7BJUG4DTQS[^86[C-%]Y^2GT,'B_L";R=]3ERT_IZ5 MQ@.]Y2%KUK6E,_.7+]__!],[#VV4!:_\?G]_=]\!TNT?TJV _WY_ MZ/W @O M<2L4]YB%7O^[S>
LLCW:B(I@!]6C%^?'PQ&Y!$"_=B:M.TO/_%GBT(%T(&$A MV:8V)"^Q(R]F>3$CW%)3G^AUS4;Y=C0Q/"4Z/NGGM*Z)H6B> ==!/)%![P%4
M(S<3B@CA*T!2@8FO';65@>V!&LKB2R8:I?"(V8 8[MY!S ML#\3Y FHY;S /!9\CQMJ&%5J"(WP|CZE#F)8AT9=:6JA5%/BKP2[YI..M!$? MZD+4SN;N /FC32@;&&3&1P!,&([?
S8NBEHB,JJTJ>CE*M;-#C/V7^/7SC&U"-MBUE%0417!B&<&8.'566),21K;[M-T=EA^DA.K5TK\ROQ<'@BA,0UHLRM\+4R4@WYYK1=9V\B+[XV28H]@=_X+1
M00)?.0;@F4Z4_47GW[C\!*1-C*KT=QAL;NK 3-;5&SN1[((!SGC9Y9Y7 0%X MHPC @X O"<(P#Z^OB@[B&=#=2<1U;5;NNR"I5%'>^>/V^Q?
9LK'1M66=0K$A[;D.9T'N!AM@_B-<@(CZ8@I>E>V!&LKB2R8:I?"(V8 8[MY!S ML#\3Y FHY;S /!9\CQMJ&%5J"(WP|CZE#F)8AT9=:6JA5%/BKP2[YI..M!$? MZD+4SN;N /FC32@;&&3&1P!,&([?
Z.J2[N9@QR*!'Q-IN?3AHR0527F@R MFFG02*FCZ#1J+HT,8_:*F2?'09[4(>/\DM>Q]*&'3,Y K/"\M6DR@>E2!9E+E$CLFYK>:OFW:0:Q0OB6),8S6R+[
RS(%G1L0TCG/23M"AAQ?3ZQ,NR@GP*9P!+_MC><.(V=CWVOSSA3/BU[>-2BP$R0'1)9@Q&O2J%5AS1G_\KXZ\8NR/#@8T26+ M#.4+S^=
<<6.'>>>^UF;:EM30\#$3_69EC6OV2A?*)*4*6T 0[T8E@!^P0[ZB ME5U*?R;HY-?8J(5[#)1ND(MZ(_U"@F#03.\T*%^>E)/#%"[9*;$!T-H.8!Q#ZR.Y\9S:3L"JY+2;Q[9,B MS^
LP#'3YI=7@;N,N4J2-HQ E,40J$33,]\O*W%MR'T<9*ZA=*Y/+U*DT$ M#H,J22Q@C,S!L683H)@M4?88'B[IX\G!(7;A?^FH"M?:25N! >L9A$1- -B)E?W^QC"EG'H0F,=39
MFF,,;M@M>< |5 . Z?\20V--USE6'EI'=KXV!U=V=A{G]>, M-4>=7TT MY+%CGZ?3341R!:2)<99E6Z'2(XQ03X,UO@'SA7OYV:7V\K.5>SFZ;]MX&4?& M)X)C4.'-/
*)PE\M=..)C!=Z- M9$[N#1Z6 *X T#^?D;_7GVP&0[L=\4^F4 M3>,X_OTP&>74NV@(,OQ1A@C\D<$/TTA0^61DRCWU@4;D&5(2VT(^= M(A=6- 9X84*5'!;\Z=7_^_V?K]\
[^"03)E$H@P/?J5]P[5YQ%T9\IXJS=Z/? M"_*+22.<9S4E:7$KLTM)T^C/HLU_"TK!E 1[0 .+1\B)X*0TN]Y4V7C3====#=B$G+&6OL7%FX07MAC>(N5"J;^GRGN7@A4;,/<#
0*W+^CU"D!K' M64W#C#,_-+4,,PV9WIO,]!Z&3.\]R?1R&<.I/=W>X>GVED^NQ>=;M42PD A M.SYMB@Q]E[!+D6I3T=;1C60M:N9M)PAZPO
,;>=Q[^_9X'&"7T{)X'%*4* M8AIP'X';2WNMJ;=>G\8R"'AIGSAGN7C^5.5S;&UHVS:9IDC:U=!++H@"6 3]

MDH%1]EAQ43VFNDPG:;XSCW..M65M'3UY|,.J>FE3O+\5=;;XRSR8N\?8$+TV MD=(:[S!1MQL"\PZOIC2\\C_O\26F$+RAQVL;D,C@;/.FFQN< M+UU/M$ M>#;/RX76.^:T-S)MHNT&8@+GI*HH[V;95PE*U93))^$EP4 U7$M"'40WB.XU M#\Y"+\A S2H$EF#[V'F'OI 5EL!VR$F"' 8Y
MO.;!2<&8@$]6' G25)P@*4L EI2WH/R0X:,1A6E3[#4F(/7[IS:,. BU_9,K MPJ296K7P02G")(%L"< Q\[KPJZXWL$Q,P=*]67E,S/%_9LCE]>%$W $#$RZ M[BXU+ _.0S&";! +,=5%(\0O MS\WR"OG82\]9Y [RXE;&WND1P_WG< AE4AJ[RMN,EP305@R9>B)39^Q.,H,) M(\ V T+ (!(M$KB*Z$-J)(%CX,*PH!O&GSL?*_Z%LO49\D\3_W%E2=;6;W)C M"GP%9"-Z0/F1LJWAD]J6"LYUA>E4[-+RXT8':B6M.WV*^"__;LOF>>_%^_-^BO,29H0;X=^PS+Z8?+?*LI#&VE\\F/Y;+5D1HB
MW^K&9BX/']YO_XG%)B3)1_/=W^P\O1@9\B_$LXR&Z/=2I?3HW4L?6 MJ+#I\']_=!/W;'V+QZ\:7&?'1;+EHJ'Y\//QW'R>E,CJA/A%;>B_V3O(EO?G M\T(I"$)W-X7N A#&ILJ8]R-1NEEP[W;D$Q/?5&^/C)IJD<^W]/S<9Y M<'P1 F<#4E3^#KJA[3+ D8"GRL'>PS@Z.'P*_^_1HQJO:E/=5F;3_M\SF^4T M<*.=9_-+U=|> O* [_\.WU'(7PY^_X>.6C9+O7GR_YMF/?^AN44*(7>lP#N*1 M1X>W.!TWNAYA^?O#V8_WGSP-R[\1R__DYI?_Z9-'8?%OZW$WNMX/:4Q/"M!B MC&AV!?
6O)GV0L3$ZG=O_A*>OWF5P:@S[#?#3%7,UTA!,4P MFL6=@;B>MBS;ECW;WU>NJ'LW>L\E]E[!DF4:/U?&*]7""R/MW*QAK*E3-O8&
MT!);S43E>}D)R&"+2:C/U&LO.FS.3O90+W_DM<8K]XN%UKB D7UG%B[2CV"_9 M-OC\VK+>KYV"4-0;DHAWNK[RV=71#9M:7QF*>N^*T#W='J$+1;U!QV\X@&W_ M"
[;;AB+8 A@^R-5]P_0%N;J[#[>FNT9C/T@5T%?!;FZ*W(5C/VP/;=M>P9C/^S..I,[0U(C5+]NR&8)U:^A M^O6;5K]>!8H7"F%OO1+R\;/' 25_ ^_[;+.6GX=S$!\#$42F['\-UHQP<-
Y M\.1CP2VN_H_;>C;=%5AW#8WV<)NUD#^&,MC;.N(?QT\?[P<=?P/O^W2SEI^`M\RS>?_8L+/]&[/Y;4?OQX>%MFGCAD+_!$MA-.>2WL0CV2B6&J3:%K5]61Q9?
M2T$L]82%<=:-:0G[ZN3W?QX?[49O2^Q1ZK4 C:6!K)3/=M_BHB(X?^=+ XO. MX=U4TU39J&WX1RKZ?F_W(()URK&VBYMZJRS(I(S^9YN=*Z6WZ)LU#IO-N$
MV]3]=F^ #4F3LJ5^V_B<_>'G4"$DU4=&TC+Y*M($RR4FL^K\C.L9Z-A/?W9XN<,KM:E*A:_;+$>W]!B/;WD8CT: M7*Q;7B,[J-T;;Y0,V]QDEC[\^LO?AUNN+
[,'=^LYX:/O7O3N]>;TX]H MWK73\4Y5GB|_8+6FT8=?W_W^]N+TS,IBKTGYV_^X%0K+@0?"XSG_^]//49@P^ M'/WZ>N>7CZ^/_KYS!,;T]<>_1BH_5XO:))(Q
E[HSCL!PGER3G %)_D ?Z\ M1_\SE"*0K[[[J3^1?WLU/)&X&E\\C:?O7_Z6%9^<, S,@)V(+VLEO\H4&&C[MAZ|R0XP'7"5_7, NU]$#X3;X,8:;-MO ;\ %[*R6,GE);5\2U=?
7UZNCHM_R MB;/<2P9<.6O=G*D0TOR{@3I2-ATX9-&SR(C1E#$+:@V8*PW2UANT,> M1+!&PIX->S:X$/=CTX;\RSTJ/W_HC7"#B\\?FIT3RL|#^?E7E)\?HXCIVG9)
M"27FMUQ_]I<_/SW8/[C-"=FTPI @ $$;DT ;J$&+0C _:M$N_TU#Q7G0>$'-M ;@5 7BP?WB;+=>WM.3X#ISTM[ONV[SK-_4?["_M[=)!>>;$(]Y](A",2$> MTXO'2-
D:%ISY=6O4O;;=09I+/.XVJ^>W297Q*8MP#U8[Z=/PGK?B[-9C/## MP.VW]4MMS+#;W-K;RNVWF6K\T9/ UWN?UGL_/G@8#+7]H4LAEG-557#7*,_4*,NS9A&"+#>OLP\>
MAJ95]VF]}^,G>^&,OA]GM.2Y]N.'CV^U7]!F3/\VK[9DNI[>YNX.&)6;A9[= MJBJ_O_OZ-O!(\9/]T$+Z?FAR@T^)]PY"?=?6K[8M\=FHGI*;$$<)$)5.'.6= M:8F8];A7$++B@RBV
V!3;@B899 VZZ:+.B_'&K>)9 \5AGZ[P=B-6.=-&$.0 MM2!K=T[6;MS"#;(69.VF[.N[+FLW%5;;+C';W./SP>&SV_/L5RSR3;G[0<;" ML1F.S8T_-H,^"S(63+,KF&8;%#@-
+1.X/27;%3>84.*DCH],?;X$5:D]3# M6] 8%RI[&%24ENTHU_V=N%$TB)W9[C$4K5OW6S/:+;$+I+K]7FV^5KY.S)I?&HK!*R6PN8 M;I%JV^@S=2 @IFCW-F+1-
V$,]T_P'L=/#$9.VP7!NP?&W*/XR5XPYH(Q=]W& MW-,-"N3WC3D)L?X)_CLJT\4+ ^*^"=WCQIS\-!Q[_JS>P_WKN!D%CZ 07);8H MH<4N5'B^\AF]1USY"?
U&>E%2%G56(X)S7F7P4W@(8C@MZ%,E2=7"MV4%\Y6E M"/XLVRI*];B)RA$(E&HR^$Q-*]T)[DE<\&I65DWV'_X.;D<_3[,Z*5OXR6YT M7$1'\+P\PHZJ,1;KPC@*G=#OS[-
F&C53&%M>UK! > /\\]7)[_\/HJ.S*/B MZ%Q'XS;/$85*@\-?_5.]POV&;_;^\Q@DZ0JC]N[+1T:,XPBC_P=[S MWTH0@U-=S:)7,%#Z@N*@
M1L'X0Y8=)\"^V&I%*=I*:U:8MW5M'W>[M/(GCA"5O(K1\,* : MEJ$>]\2(, DDC H$4A=)|_B,7SE$M'FCW\ISG>?1M,Q33)Q$]53!T**LKG$_ MP8/^IX47Q9>X\VM]
9VAG9)++6UG0;_?WSVPRX,/\=,JO27XW_=OCZ(/;95, M%2@VIP(>U"!9M.;?VAU_(B-]PR/|(".5K?_CG5^12[,@?.D&[&XAMT:I3BJ-
M\T_'0(%?'GH+*%]FO,>Z@\.=NC2^&%:YGN/)<*9S^$O5("'S.6PE6G>%$N(V M,#[T^T?>!W8XEW_BE\W(87>@=UZ 3G&[KBL!Z2]WE9D:+F8,VAZ
#;V]TWVB@F97*%PW#I MP8H>#69QO?[!WS|U3^V;O8=V^ZQ8WK![OLGV&;WX+?MWFZ6H'G'=7ZIYALB0 MC[J&!F]N6]W?Y-;/>;_Y:HLOVLBP2717;H"F..!\OFT"T-Z<*-
@,$<_/]_KZO$WQSYOMGNP^=,4,/?J43>>X^ZX3=Z#V8 M+?2X[B.BD[$:3\@S6F!ZMV"FJ==)6L)LUOSYH-[W R,LG MT%KCMDC!]7_}@68$C!2NGL&-
T\ST!R@Z6#^*FUM!?XWF!KRXN%-,EC%I@23 M#6>=M],>I!2A^./KU|')+PKP M#)TKV/:HPM RD;T/"@$-"K*64)7 STAGC?/R7*P7SV#!*^!NZ%\D#6I"NF54
MPWMEXRPA!XWO#:K#1H!F:K'ZA^2X7>+1QC,D'V(W.LJ;:=E.IF1YJ0RM'<|" M,5H'PS>] -MF(:.IR19K:_S]2,.#)#(%8DT*%54VSA&,C\9262L QVF^PG_S M'.!D:O
D24/*:.$^XH!Y(158_Z@YU_F9,2;C[D06>O@-X"O4R#2R.9P,1=>" MG%=961D3D.^_0_>',18PHU6-[RYQL7%&!QL*!7]TD>%WYZV!?VD2OEKK3SA)
M)"A1W2;3P:F>5B11\Q:.U81"Z168"3!9>-[1R3PF,8&UP^G$$"$>Y#9R[H[5 MF%R_<_YXK!*)D< M26WSD0X#FE=EVH(I"A#Y9S#Y?!P]MXK%%9VPWO!>XF] M9W#
@E&"3V1S0W^&" #NYIV<_)Z#N0**&\P/G($Q;,(,1=F7+T^N6O W!-P5&IBFFC!T\B*WKWOOE!-,WA_F Y0(!F\ MKMV;M9,Q3[S(H.+I5SDH"S*A)$S-
/X+KIJJQTCF"68/IATLQ&P?:9E2V#3W$ MA"@,<8CQ)518.+1HK,U3|()=^(AH9&)RPZ+ S8;[':4'5D4O$E5YJS;0&&P
M="C4RZ10;_@3;PQB,)%1R67H!:$3T$'!U2Y,X;'8|A.F$+XKSQ<\P[V8?$GG2*=9JR M:%<4B88_VX07ZKRL/H%63N";5.>*(I?T)07$$I!3>$MZ?H)!+=[JWOXT 4FS
M=6'>4O*PZ8A2Z9E1"70=J5IX_6D&.ZDT#H%WJE1X"$Q56TM8#G8^QLAH9LRY M[6TO[UB8:0\ML59*^!G) M!3]C;_797DVRA+L.5B!4O8V6$,-
:H0)Z$]8NXS|')A+UFDH2Q3'G:S48W8E MZAU:QF)=Y?*%I=U%\2 M44[XK.Z*I2?+8W4&++VB%\\XKL)^S%RM"N=L0"#CNVGQL9Y%#G?*ABQMS(/]$
MLDCSPFXOIV;0@/O^Z>Z>=?>-16=BYRB*))B@*;(FU^+MVZPJ_8TID!DEU3'(M]D0);(T*C8C&F'!Y#F/Z(@A)B5GL@W$GT[A*;A)5P?)ZU.P? 8PZ-%X=#1 M+?
N)\]J4PM<5G7 MFIL-VK=Z,126-:T5 @P]E54=XP8TNQ4.OQT\P#!8Q1G%VOS> M/+'B@QR\J7(*#K,BP>]D.>9F.>@@-4,4R #<_F4Y ^\K.L&3E>P7]R.X!=L%
M"&5X_"P">UCVI*1@]6>,W?5^N;>W]WZY&YW26)9?@3:C[8DG'=^/SSPQ6)9?U&20_WJ#TL>6(§>;_ON[O>\BC.((#LS^7<_! MKY*_A\)XG:+//0*-
_>G_4"PONH\165^0VY7RY/M:4M3[I#'M% M$:5^0.D24PBJ^/'S2]2MJK8I;WAP'^HX§@T>VJ5Q,5R>"&L3! X':4!6ZW- M&_X&;Z FH"$F>(M)A1DWL/<2<#5(I-
4<_OJE<"B+1DP1!,+3M<)X!W_I&R,8W=+_;M&P&&/ 'V0FY9CT H/E M>5Z>5=§\OJ/:0P0$W3)SHBV@9P#:K7<0 MXHA]3&,O[#^QMT'/
2.@G/,>8R9$V8SU.QBGFJI<16]5H2:BK'[[[24'BE!9 MV%\<>4]#I?2YT>S?$TQ8!O[(!?]+['60S>\):3^C(+&8DHD.J6XGA<++CWE M8\'UJ/LT2FLU-"B<(AH414L[2:'N?
6A&T2%O9RA\Y'=P_;J?\F(>I&D2T6-4"<<%;#:\X&(MT=]MK&ZA527@O26%"ZG>H+H0?8C**D*5S,$I&4(Y[>T^>>))%'^[Z!OLY>_%13S+* M4&0T(R)*5FA.=@ZW),
[VKCQC,:?P5#CR*#Q<N7GC$&FSW524[X-CT> M,SP>D]B5/V'U'CT(1M>5Z>5=§\OJ/:0P0$W3)SHBV@9P#:K7<0 MXHA]3&,O[#^QMT'/ 2.@G/,>8R9$V8SU.QBGFJI<16]5H2:BK'[[[24'BE!9 MV%\<>4]#I?2YT>S?$TQ8!O[(!?]+['60S>\):3^C(+&8DHD.J6XGA<++CWE M8\'UJ/LT2FLU-"B<(AH414L[2:'N?
6A&T2%O9RA\Y'=P_;J?\F(>I&D2T6-4"<<%;#:\X&(MT=]MK&ZA527@O26%"ZG>H+H0?8C**D*5S,$I&4(Y[>T^>>))%'^[Z!OLY>_%13S+* M4&0T(R)*5FA.=@ZW),
[VKCQC,:?P5#CR*#Q<N7GC$&FSW524[X-CT> M,SP>D]B5/V'U'CT(1M>5Z>5=§\OJ/:0P0$W3)SHBV@9P#:K7<0 MXHA]3&,O[#^QMT'/ "_72\. -@-
H*=EH*^P/JYBK7?; 3:A5->O(L4@P"C%'-; ME43NN))F'Q2B0=GJO$O#-*C42!H.^_TE.,8\0[L\A/LX7X&%!Z=(H+XL)+HASJ400 M1%?71B./U CS!3H?&YU,M[SY!'V
ZQT\#G"l>P+7@^/I)7P'6NDEPS) 7XOY M%+T714"G$_QOWQLW/_\$%[V0&T28S:NW+^_+ MI9K[CY=32VK<K'[=$8\G[UY|!T2#C,=G;
[ME$*C@2W+_"9K_@,*6>5I]!Z2<\??\[TF=-D%9RQEN&#G#)U)!JAA;KKZ/*9T4(4)8SXO:GHW,0?[MK_*E!8EEY:'CAT\T'J YS7K'E6 8\8##$B J5\J&UT,
[GN9:H^KKI6P_^@'>UX]??3#12?U M%2@N+I&O<$AFZ9XZ'6@.?).'*N'>H09_RQK\]8 &MY5P*])0W^P=+L.>[E-KAPUT#1OH(&R@ MJVZ@ VK.ND&;)$C-
W9":PXV2F@WJ6G##[5X?WVK7 GCT.RV59ZV GUQ1&6;H MSRC4=\.M"6Z=R'$]02.9[C?=AWM_+WYXBZ2?6]N(^VXL_F\Z.'MT?=[B|!
MFOJ&^LMLAG:>5^59EG(JAS'H]TE#7^9QM[O#^,G3_=O<5=NW!K;-T\86QQ:T\>UNS?V#>._A[?%&;^ B;/^:@UU\N#E+OB70Z27"3Z&P
M$82G915@WAP]7FSH2NPD+@,^LN8";]Y)?"6 M)5 I9__>AGF.[+%UTZG5:Q-84U_3.0^1,U.2(@42RH1S#I=L"E(#:@)T >$2W=ML-H28PK MC(0=CV%)T?IV14M]
(1*:|\..B.>C%R_\FB:$CC^V/\0A));HW".#PO,5#_XJO$5_UU.:@:2MMD3K^X.\ZG/IOF&YZ5RK!\MK)SN;WNK9X%U4DG1Y3.PL/%WU>VI, MXJ_N/=G#A[N/OG
/'Z[:PX=N9;YD#._M9A6=VSQ<>MW'GAQ*FO!\NCR%V'/QR*.],E#+1$=(9JEWD:B7#N1X]1/|_8-\ M/YTS3TGSD=[O>AJ#@?[VZ&1V?&\V;(=]9?^#N+LDE|)\]JOI3!\5\!%AY9!B
MRTP2GKI<*|)3;Q?8"?*D+]9I?KL*_^V^7(_M7UXOQ4:7[7LT$>MTWZTKLKN@ M+ =\G6.,;-DR7^>];6+4.P^(?V=%#R_VWYG6CV0:W.^V$KDVA4VU93$2RF[5 MF+(?
N87E0MP!?;@C^M#2FM^ZJ!MU+ZZJA%\]30=*?)#3T5TC:I&M!AS"-"/ M'WFZ 96171^B;>_VK_K-:=|*^_92AU>;:7V+[]2!|YBI:! M/$4X&
(J.:2^T>W!\P>^0B/5B\=7EM%=@?[2#]ED?G\1,E@Z@@-WAY-1.C-@ M/3Z%+W9O_(]78'3T*]W7VJM^L:)F]L[G#++#).7/5[]H22IHTW%^1S0>C[K
M:;^+B(V+S%1*W,.]T)W?N&1-6.6>G7]#ELK@ZI#+Z1$%#<=_\ Q<7K55+1?9 MP>XUO@(3YYE_] W?LL-6NL01OJ_=D,?&@F(#0'WL+F:'A$LF>*+#*9Y]LL
MM4G;AF/RO=?^Q<6JL(^"RZ1W7/1>W.]2;0(X%[C]MCY(@SYLX7S&8X_* [MKU=P XC9YQK5>#WE4!K/4'PP]5#Q2<;]H*C'# MM1E'H:A7@Z6_+ID<@9+.!G(K0,)
[E>2X'I<%@W<3{C7ZS9!5<@6#B9EG% Y-S$.)O+\1EVV"[9&QE,B/7A;!-=6/[&2T;,)QY M6VMP!.$-PGO-@UMEE:>5&C=&DNMV-,LL;I,Z\U7MA/KLZ3/DOZSTI{5+2Z0"
M!W,;%DV@?L:,??/]R(()O;U _6V7#%HO*$:MO+#/|ZI M.E7_#A(:)/2Z?3I78,CYD*1E*S?-*LGDBXA:/T\:?"],&P9LCZ{J+"_$RSPG MD)2YF@5#.(CQ=0\N!=MWX?
5M'V%>D0JT1I+61F7K^7M^MC'(9Y#/&S $.'R6 M%6=E?L:5@Q(&YBXX$NU%/(AJ*(;F!Z)GH# HL1JQYHY>\OLD5UE0MD&8 M;T28/??,M@\?0 >6!MAX+Y7FM'*+."(&
;,]#'9O-I)\G)K;HM$@PT&&;T"&73C7L3AA[V0=Y>K<9:}) MO"5[03(APK:F_&\]JH@)}'.WHE=OW\?,.V-! M(%*%/LX*V&/PCTF)K#UYF=#3P?9Y"3M/A;T3]LY-
Z7^NLDQ8AFW(F%#37A'U M4,Q8=?F=S"4;'4P.A9P'3T,AY^85<@8-N]4:MF-6([Y.JE*2JRO%&Q9$]WIQJH0"R-Q#&JD?T*@U.1)\ MG AK;<)[?
2@1POUU,BU*%'Z09/Q=D.8@S3_ M8$K%EQB5U-4LENHR2\<23AOK M@;"L4GKVCA 5D%/IY$07>$'G?A4<>D6KY3"L"3/0O;*806J P+.EVQ M(8ZHMKU_^\P-
4C'N"!QBK"S4/MVK7Q@ID5W#JI;5V(LXT88HC@'T(XSR?M(^_M*P1\3F#U?D#!BP\CJ=U$JOY6OJ^X8%)QVC,,;)[YSE=%?F">0.39EIKV#V > M1N%,W?|7G\>?
0"IPL[ZLG#1B\.=[&*'R0("T?/& T,'^3F M;V0RS\N:D)1'HI)MHK<4#N,YMLWY[O"L_(N[6*NHAJ]RC< -M+-)U96S.<&: Ms<4_S@K.FWL06'L XQV#BPX?
5G*1$_2G@CAITM6IW3H< M0C:O/'>O_"3++BB(T*E-G^_U'#_2/=/W^HW2'_OJ1@1TH;*FNP39D M08,C!)|)W_F"Y@OC2)OA"5EO:^3>)SKQO\/Q/BH/: W9HA]9QVI'39?
B00A? M(>^ 3F-^73@A4V1;GR&CRW^(US:5!XJ5)4@K,@D,F[W,&O*MWU'>#0-?L9;A MP3N3:>&_>$8T".VLE6HRB5NV&.KT&-5AO=5$R%<<(Q-E *:9!B?^,R$1SO!\
M!Y\$YHCN1-\YFA3Y+B;2:.RBYPIFKGQ.X7VXK_*)B(F7P2V+DY?=Z+B0)35Y M-N&2,-P[%\M6[+T/K0;5Y1(+("9E7S2%T9]C_,R*%^6MR?!M]02WS:JULB']&E7#R4GTUV
,5<8:4CA+9W;P<+>*B69P!%$Y^@,Q=6+RBY1N1UY4VU/N4.%JF;TXTJE<(Z(LJK"/8K&@7*K@5DP M=U7=@M2 MLYP17M-6;J-H>X+M#>,2&ES9&R$5B_R3]1=<
ZX[S^8E>K=$OQC*#D:<@H8H M*>G^A;^-0Q;2;-KSEWRA.JQMSG2ND#=V>M-+7*/"W0Z3_ T1 Z)9*0PTL1=O\F&G.;W^ MW'M]-AYP%Y8D_SF2?[;\
(^(ECKT$>!SIV3PO%S::PP0@;$HYE@*Q9(F4"YF< M$MA"OT+844FNYLL1'ZG)YZ=L;P\IO9 MD!VI+F4W?:12V-:U.0%,9PDSM%CXSWP.,+"M8D\/@(%0972[{ZV&WE!'&&)
MIK=S%D*BB'M&^+9]=%T;4@>]D-I6](*?\<"\.3$ X[2LB!NY^"[MKU=P XC9YQK5>#WE4!K/4'PP]5#Q2<;]H*C'# MM1E'H:A7@Z6_+ID<@9+.!G(K0,)
MVlYJ/]A]QBHB!;P$P?WZ%=N4UI6#.Z6@@@,BR8&7?9! M>R3X9:U=;'ND%Z6DD<7WI.!JANP'S*$V5(9+,50.+K6YJN1DHD'+B?#7&U; M&PP;$3C(9L)&GCU^\FQS8".>-
L-V?=EXL90!DC#]$,]G>! "N2IV0ZV M JBB78?EC5B10+Q]6-&+;EC:)H2RTFA]%9;]>8G3QK3Z]>%60R@!28NP#89F M*S^O,U"?W%JR
,R*39%*'CCJBF.I"7E[*C3C'LB9I%'NR4;!G3 &@Y0%)F M.3@@R9O.,8]DFO"%YH(PSCZK21C'<.P.JY;Q,K&H/B373*S^5NSF<3#X0"' MC6YRQQ8B&)E76:*#H 9!|,4\81(%
[./18U12E$.KU7=]PQ,IMJ M.-HYH #GYUB;1J0(L%#)PE"*8C?Q>JPL+9A_)K?-M'2H[!0DE4I!Y7-T^OCA M6K)F9VQ3<77*48".TG39:,"JW.ZERNB,3YV%(IR0A!NI(KB5:6C?
<^1XG\6# M+9.N0(P:-EK8:$L;3;H]=843I3_#C8,RR? 8751EG@M54V8ZR_6VJ4DD)3]; M-]R>P/30&K!]:S&R1_)]TP.]P@Q7G*'+ N3RE*Q5[M0)#6&M([B:
{1.42QUJ*5,C5SNV M0,O7(H+\AWD>] *9T9TMI\E6^_J]] Z;ZNZ12"0RY@LBQ<7]:.F$PM![\52 MDK@U!2R*%66]
[M(N(R4EIN"2<<8BB=5Q\'D(_B&8(0)7VAF9X!WIP\H2CXAD]Z@OD0A8P%.9TA!UE1.AM^.8H'' M+2!AYM4VCH7/8F$5^L=!%(,HKK0\C"?8_^8]]4]EB" 891FQYP5 ID?
A/R MR4'>U@8>2)/Y% V.'Q(MVT(C>!0=M&XL#$/.MN8I7\2^VF-EQ]7M.2&TA2R'D!"/J0@HX"_F D+[$2CXU8>X/E8)LH:]?
MZ6PVPM(D\D","D2*'@>!OUQ#J=C4//58=POF/&@Q,=C%Z,S4)Y#EQAD,(NBD MW>F)5I>CZ","J*.P;3!A$:0]2/MR6 "[%;L*/3^-(5AW*@5TV;<7()A:8., MTB!KTVR46?
8!^!M6VJ39>+P#>T7GR'<=5&\0QL%D64^H>Q3RQTJH"PR_C$ M%E*%A&K$'@QQBX,AN M$,]H[!Q8@*&8V8Y@FR7+B.)1C*7^GD-H0!-
Z5=65^V8;_FBC[(5W6IC>4XG% M4D#9"@ESNR Y'K%O3;7*%6LE<6--S%94K$'@QQR1BG7< 4FXC!U*ZPZ;@7.U MH,^F94V.LKC-
G)=)6G!M9P,4B(+*)#+:HLEV/F7))Z19BJ-QI5I&N:E1*U+/ M-^,ATX@QC=/--^K/Y!9+)MWWZJL#_N]?XX\63"-^@$V>'3S=GF58NH M7M2-GG'IDVJ4BT8H\O]A @E9'@
@@3=:PE"NT#R>E)G W*#E40V M;.PQDC'<-_JD%ZY5AK3E(%@;EL_%YE=LC\)/,.GR;VPX1.5R((IU610Z>#?W M6_ $/&ZZ27(CILSK']FK+;.)8BR,+R:(9L/3E+D LP1;PA3X-?
I67Q%N3M7LL;E629DI:8 M((827SZ#@Q3YMZE,QBJM658;BIS2\$]G,Z,/X<"UI'4=86I1%CM$Z9$1\3_Y MIE[$$$4R555]? 67BQ80K0!L5RJU_3N"N-Y3<65((IRNF
%.]=B4C5-@&Z,_M#0F.E!6XC)ZH1XQN2]4@7"G<'A3%=B6SCF"';AIW'7PM]+#/U!@0B/=<-%U_M#NG;XL0+#<,|.7/Q/]2?50:^!_+&(+<=,69S?P+3]
[1;O1V$[5X+VS$U'W05 M* :ORDVR0)P:0QZ[+%HM#0Y+#O="09/,.D@3UNG7J M]0-UT,P2+I_2!;G)8_+'*UWH^* B$/3;T$WA7)(=CS3K!4MD"76>Y M@MBNQ"6BM+-O?
5(- 3(1<@4!PF+5PFCWY8+8#V+ PFU.4;,C*Y$T<^T,!3NN M8,O:SE',]6L+&.%%J*D8AD$1E0N_]1N%C4FI<2?5,Y0C33:0K0?@29>?UW
M">;)O=X__UIARG)MK&D/N]0>TWA:S13.F\D4&T2CG)V751Y\^7LO49TZ@PK+ M!AOJ;XSBU!@%2*!990K\;&=O$T<)H$OE4)4,LM/!=\#U-;GM-^X]0^Q)D M\CE3
P@5(!68&GB/W\N,6FI/0:S*"I>#B+5U80M@_(I!T)13T'_PD[,2H76A M%N:>RY=E U*=1&'1SD9@D6$])+XU(-B)Z4#W(C42*G?KJO7Q@@%< SR&43N
M7HL<'+/2CK#59<2M&9NV\OP8U^>79/%,Y:W5D=SH M,0C;?1:V#U5YEM6FTHG08>"=8NMESCM3&VML#5@UA'%M2'JR(BFK>5DY4NG1
M@B':7BOFN;LU7((=NG!_I/G-6A?YEKI<@GPC[BAO,:?+&MS3M4SN*:; M]\#-!KBXHZQJ>10OIP?LI*WE(^B&FOQ*$2\7:7 EA<=M((_0,?3$T"O-X&7
MS2%5*FT('GN0(0];QU-0IJFD8+; M(KFP\%<(0$?\1^ZD4>HC,EQ :3YD*LDM(34|[K]JA+5C1,HV WB&<2S*Y[> M.6K<|)<=RFZ@2,1*:6PE+):@*UZ;F&::"4330
EGAKUF4HHLE'KT>^+0Q:D M[-Y+F24O)TFAAH5$*IVWF)'!1G_G%F&RC*L$CPM)*8]4)O!+8:X3CNP)@:\ MEZ-@1Q_J@VKH&3(ZV8PUK\VK10[VE5]|DDQLQY3G"WV M)?
*&C+NRX"M-[JQN&[8K@B&8^=K-P*_;?_9HZ55#KMIRW?3)3]P(' 002/H M4KF6A"K"IK#45?E*DL])W5#Q8(CXZ.?1),5P0S%MCUGXWO_2T[AHSI7!-?4 -A:B"N]
(XSIZCA5>S&(//]_NU=]PL^C%Q_I\/SHJ*W03'UCM\Y+<\K1 M3GRGI9G)D5,.+X4[]>>?1B_6C?6.S,?/V6U2%,.L9B^V82;7SB$ZUFOF$:.;D M?AHSI?!-?4 -A:B"N]
{K30$XX,);J>@B-5GDO16X\N0YI=,S.15 $O M+RL\^F#OX*&U'5?^$'!PF4?WEO=T]HE.3C95#2X@GJL^S" MVQ$8KR-$X?68 M&ZP0*>]S2DDN^ P,3"D:V *!2?
59B>LZDP1?]R3O-,.%/[2]$FZXT.G;[+P2 MBN-@V:VAR.HP]MDJ70[E]+C6HM,2"8&T$SL>B.Z32".4 UXFPYHCAE#2HF/5 M)*6)X#4&2*/A9*O*V_MG\W)N9[(;2P&L;;#!
M7;GJ%O/1R"P*8\IS6AUQ.OV&M+%5Z_A\E4PS?=;OS&'FU],+FN9ANW3*&IH6 M)BQ'$ MT80E"K *-)D:([X%|;ZV*X;32LU,XV&"N/GC;I]$<=A((O

M!4P^T$<$E"G15:CY7W69T_9(AP/>9K[_W<*&TQ62%"'(FQ&_)WH.O\2ZAL.] MF&,?<#900@)V* L*7@Y2DTE-1&=F'5 1%,1LGM-QUHE\>86(E78MXUBQL.&2 MU0D8:A-MN=@R%QCCV<"SH*K)L;&8'1&7P;>V8'K4X9K4BDHQ^<)?TP!GJ(UQ M> 5E$HF%P=M:2_;U%HK5&PD,G-G"Z"2KDG:&VRWIG?YQ!_I12E[6E(TL=<6 MP[0'1,-76TU!2.* D@I/@)&!X}J69U@(M9&3'>C-VV%5@M>$=.BK3EH""7; M.6CP#%-(-NX.'",)='SQV<6Y(PLL)[&$XQD^J*=4*T$+SQ6Q9-@,5-1R)T-? MVWF:%K6>'*G>8U4TR'))99/D,%"#$;#V*XIYV*08WLW%.NP9QR$(8R!9MX7> MAKU06*+SLOI$?
JKU37%'U0FH8]A)=/22:@9[*XO"U2[<%_R1VU!V0@2P"M3]TUXOL"!^ B<50)26A9< MF!NZ/56LO=?;BHQ:(A^H8/,/$4UPT)GMVW;LP>AX0.NOLI @]77A]AL_P[\[M6YL.Q>5MS;_>H$AM,'+DX,D&(T>>'AP\WASD2&=P8SX<07_C(8?Y;7&U7 2P M!\57JN:K8)""M 9I_8+!44#&5 QJUS1]3== JZV[YGF.>1+/GT<+DK]TP"3_M.'@.VR+ (=Y#OZQV<BQ?VBGTP"THW'&\+ MK;"A6EK.,/*=",$[H6:[OIJ'>B?_%P.N%?@Y"2:3)+>U6,*YNU_%\.\&RY] M[+V4&F.6$M41_->+],3H0&'X@@N:IIP-P624A\GO8O53C=
9]O@I;A/I4X1O MC$YBBCEQ;M2:9Z Y4P.32+";JXUML/N(9L((AB H&=-]V-9 FUP NZ"=5+[< MSG*OV&CR6@("%]49W(81>$@G=X[P%$Y?XD"$GA[/38ZL MSO#^&(J%
(8WA4(7[C'1S€MQ-?U,SQ>,[KBNE#)L(II&:P(]@1_*%=S[+NZ9%K<&:OGX?L!T67LI+>B M4!(#PWR[0[9]J*R39$=7*\>XQD' VJ20ZDT]6, M3.Q>?96M, 0-
Z&3K_62]S2'0C7TJ#NK"2KX:OG=OE_#ON_1P*FXI*.E.!UB'M[D,U_L%+F05.*>"[T0DP0[VX=/K#80ICZ\6*EQ^]?N\;$>DPI#!.^MP=W&:M MS0%)A@'L$CN(2K]OPDE4/?
4BJH'/=5D-5 %LPP M"(TX[S7\-$07>-!]OXJ"PZQ+>4;B+T2(9WN8F_D5IDA;+P\0XKCAHHDT9BI MN5)<=52==_0S7LR[&PXZON B(5&*6?X\5W4M%:QCJ7>
%\1NR&C43=K9YR^ M ;M",H=>/_6^13*0N.ER-:GAX%HN0'5X*&_O M+!>]KVMJ8=-D,L5@2"72MSN\'#'K> QK+6N7*33-5JB+7*T6!QP@1X+T8 + MHCO?HL*
<'M=%'_//AX.7Y>4VLT(USC4*IEYB&/@^W'@4I#(OQ2;GGN46T$ZM MRNE<]G#\1+*EFZ&<1FP<-881&>R&A_TT.'V*-L>BEWNQ,1MWH_-9\")>]99,
M#*F(3NF2JL@N<@:)39A^$?:3RP&&5L06H_O/,<_@93%S/=7]#*M/!*QCBPN* MD'(,0>ZO&!OO-(-A-U7?; LL[;9UJ9TAR7^.-]VPV'20X:V3888IN3H,=PZ8
M*HHOP^R#MS)]LYQ#IH;P(%\P>IO=D&[1%AY$6&/$69$W+]GN.<~;4)E6KWZ4*XBL7M3%65:5A:#W^U!%'&.Q-C]7ZLEF6VJSV9+43>KDQ?J8!ST!6)
BNK^!"LI$S&SBZ6V9N06^=,E59SIE4B@[]1D"C MHJ=H5#8AF^IY7BXD2[0MT;!M.SA_M_FH_C%G7@UN!NIB#D)(6:?^P8!O)9=B MJ>^\L0
T/L7$R)4;.*Q&6K$UR.&ZF0GSR04P-CH\R:]:H;CX)$D[5BT6G32Y MJ6M!B[-3R&:.#":B$]L9ZV:H)J3$DEM9!WSFDT<_X#^1/$?>D&?2G[^/>LSI
MPW?,S<67O'07G$BZ2=1,1]DK.8*>>A5 M*OEH+F&F_F$GX*/F1&:!@)$9^.,_[_^!&&GZFS/45CE:H.S"SK>GO-7HO7E9\ M6Z7T5S+'-DY66,(G#X7-*C=G
^04"+\EPN\M8RHULQUU[<^EY=%U6=V+4!"3U MELV')Z%>R=@YX[Y SQ G#JW!<->_LMEM:HNQ.!V+(.)#T\#$C2>X(D'>)] M?%6U<%SWZC9?
+OEYVV"IV<2NX=`R"\]H0IV;/-6.DL ZX 2!]#/C_Y68KNJ MKEXCQHFPN/8(9/=+=QA((7-9,N: M>#9<))%2BH]{B23+H7:E<+P]O]E"\5L-;^=_N_.X[VG]N@4H(NL.[\4!W=<
M##!U8N(((06$2F>R>V>%F!D3_X69]Y@S8(1_Z,2!?C \-1.L+%-3L&TW&U'8 MQTR4]EM&DO%/K]&1QB%V-N7)-(6 S0]]SC:P&-$RHU4Z[7?]ZS2 LC"2@08#
M0P0(_B8;G$D+XNW(E5?7+N01E:VX/2+;QYAC!0D9B ^+YTJFPU4T(28 KFL ME, (',ZFAX1T)3CV:9VX(AF*)L `?U.(K8M6PBE/P-O(M71GH&8WJ37:S4BX
MY)]8*4"@VL8:VJYI8QP!R'[LTCE9P!H"G'P2?'M;^6X@FD2#[9K)8!P3#HR? MF,*F20@Y6%9>X0![-0\R&$MG,JA4G /_TF]BFLUK-R=6[GX/]/D'-S]$!)OFQ-
L[V'T@FTWV2SS(,P(#]BT@@KYB<"3\ME]K MIX$]6E:,E(\--9DT"L&3 M!?)9(%\&R+2E*Q0DW\+D62HU)U1?3??+FD8'LJ,@UC<+KL0\RPCTKINF3[9^_,^=5"Q$E!36/,]
(]^..B7WT%29LH]=$*FQK M>]^ZZ.V)),X(S_GQ[=N3V'1^"4(=A/J:!^?P;*F>@6)O*@L*5QU*VUJ-=;-@ M]#!CVB04$NKW@IS>HLW"F(+8!D*P28D4T'$[I+$6\-
V%3!=)KK(9FS:2^M@P MN;[&7-4K+.KB9E/==DJ4FA.8 $X295!*)149[/?%OJ@M;REBZ"C;,5ZCE MZ?Y#EW-5I=)VJ_N9?&E(&&HN,SB1@[O@9>PQ6G,PLIC^_-
ZDOH))_<+GLC! ME5S34H?:_;XZVK%%=_UKU]3R622)*0PD\#$!?#4G&U$ J/0UY&["-? M!I<5 M2T!E4ZGD:G4)^0-FMA1]N@XN+-/!N YB>I-B.D?R-P^?C_7,8$H3_V6(3P=Q
MO/[!.4%K8D.59:CY.'P8:CXVK^8C:,TMUIH$K:247I=FP,"3 M(#]X5AB?23J,,9KF#!*Z=1)*#-FV4${YWYT0F(X^)XZ.?=XI; B=P2!^*565
M4O+A^:,,O'NNP;QJTS;1DNM4@ST&>;U/C#C3:8RUL&B:$',\L=D_@KJ&(OUMU$N!%(,H-@!L&\ M0?
V;5&W&],>MD$99Y"56,"EB)265)9CC]L9;V+@((CK%HOK5%$UL950RQ7I M9-,UVZ:SGBHGF[8J*&D%9G2SXQ!MXS+/R_:==AZ$. CQ=>-PC U*UF>45N5\
MSE0(#3MU+*!2!YAJ^-,@+G51@:#R7\A4B9=Y'*VV:CQ5#55*11]IOSJ&K[X M ZS2AL^I@#B(?1#[:QX<4D/XS=&1M(PH#+K[(4ABD,2;L2)&"\[R_171#HI:=
<#95+'1I3!W&^ <5*#6!8%BMDRS3$ M#ZNZKINHKY73+I+&=.>Z-*;,=!C+"F]W(,%[H5(DYVSTO4!7'H\)&RDPO;40 M.Y];GR!TQ4*0<[%TZW(,;XRE9!P@XRNE0ZP)&
<%_B&#A"KB]I+Z57>*+#N#2 MDI-<=&^O21D6:1*SZQ?WR=T27!€WO<4T$.2@#937^M*PLPS!-K<(YXK= M21FQ=T:<!T6;3
]DMTB#FV9KV[#8=>+5*"Q0LXD)6M$T537NND3BZV#O XU MY.KWBUO;^*M+Y\:LN6/JR@&;6H_9V.D3'ZEF$*%*^7%\I!VB-Z).J55FJG MEYC]X>):#[!?J=^>2\PA*GD,
SH;4/D* @I[=3>V](KXB_ M=!755:+FCEB5K.Q/),]5I8J)],]8(L#J1/B"* =1OK5NN@B=$*<.K()48Y/[M2E.'\H:)QNF[HBQVY*?Z,_A--;9!7*R)] 2A#D)I[.:L8?G'T(WM>>-L"AI_
M2<'FMJ%PC?C\7, I9/J4Y 8%S;"-(+!!?]]!<*Y%\%#C2I_SN=\>&BF@I[KP M^D?2"^VWRI'6F7B^9"U.4>=V'@"0RR>%,Z-G*D:FL)U#SU6[NDEPV_!5$-
MHGK=:I.HTDPL@KG2*]+4J4%[K\@I3<1,;,3/-<3[!?H4A"Q1[J*E*G9F4H6 MG-L=5ZIEJC0U:FM"(35@B&X:XBRPF!P^"BPFF\=B: MIF?KD5SG@EJL9ML(3#SNH];703Q-
]UT'8!!#(93LE2K)JLQSR; M.%4,C&! MLHB0UC_/+"A-1\QR<:9-]\#8-5]#7)W7[Y[AL9U&ECXOIB! J"5M%6%WS1DW M;ASY'4]-]6 L)5==V-
T@VFX5EG!;@)J_Z#%M4YO"6@8-,&9@Q>J;K@$865T] M7[RN;=U8U#FH*UW4Q.S0D\^> /+-EX5PM1ACV6@+6]?T3AFWW*4G MQZX7*S\4-
0UW7T4Q0;F(\Y1HSYI#]_I2Q+_O 89_^WT5,U=]QKXB=Z-CFQS M41RPIQC[K\UZC_&DJ ZQ/T*C)]Q!>?2,\)1;4YV@JE#;]>YDL*DCW&<8T*,= M)MZIAP_%;N/]BD'ASZ
^@=G,-?7$>D77EW"IS)#WM]=4V3Q9Z).\^U!?9[KL MSJ08M[".)>%\{7Q012;V1!Z#>,-DUQ@LR$3]S% O@=CP],ZQ*Z/?:QKF:5&C M:GE+5,S421!W&$T8H>I'.L\TMLB
A$V;9MHX M?EWQD4["!:8\<6,,5[;H8X-- RM, M4&ULK%N9LP?VOS)DV0,H5%Y.WNQ"D(V3QMTV>]4:IL7LT'Q7ES1R?!RV;@=+\
MFNY]+#BX[5^&+10;H.:Z+Y]ZK&+JL1%2CIDS2$P%$-"6*]+:2@I"L%=*:0!3 M0TW:.UB8Y)D[_;.PT.R0Q'EN)Y"G#5LA6L>G/@IW'UZF=VLK*PW19^MI#OK M";6I4J;-
TOL.06-E4N8#[&B!YBS(_LT-[FH5P\;7+S1VQSK3?'2 H#/0T?/] MO>;KJ4ZR5,?.YF,/'?Q&BFWA(G[*F8_5- ?'AI5<&[LU"A#!%U_ZQ C<;FPG:DBM:/WX,H(/)=VOD) X[M%"V
N]1Y>3YX%[]#EFVKD!IU9#,R3$;#]R7S;)I-B'>6 SE+ PP[+NRX:TXT MME4'OF;L*W.:&"-XGD+-JR\2*?LS)EA1YQIW4B@P]P)\^GE*)?6CZ8;UMH\ M1Y#
[{/<;Y:D;FXIB4^=ZV%&OVY!+_2OB:,X*5.I6ZUM:9CS#<&08*%ON$H:! MQ5YCU77[36'\V$:O&%[E'T5(L,+T>/KSO*PY2MD6GG\UU2K'9V3UIV#AA7UW
M$Q8>IBJ7Z<(N8F]$>@/%V.WGGAA8@X>;3Z1YN5'+XC) M=Z^>Z9%>E%3; <>F/?B3MJ[@RG,VE#6EIP2#F\EC"/$)X(8W9Q>&/Q{J_F*GGJD([HA-# M&Y6?0=+--
T'.@YQ?OW$K?;&DH8/Q/ZF[CK,CC-?IAW$#.7Z0T.L?'.&P?/(+ MD#[DN.#:!:*V("F-U!@CK.O\LTV+,(62PL/'H:3PGI04?A@ -'"I%[&-J]PN
M;7\$"4L.%H39^&O=Z%^VB/%349X[MJ=BN;;&1C'2$R[T08K[M@@BB\,-"(DE*DI13#%C1Y*%96@81?47/F_W!)B51D!/X_[C'$W'6)D
M,0CN$3W3,E](&0NKVQ&7EU&9]"'IQCMEL[G*JG[!PQ<4<1*/_=ACY5^]Y*2G M>D%P6I#Y@=_ +.UZC&L_!;4 >AA2X95P7QX"P3D=%K)
[LEX#A]'D\PBZGXQ2IH%KEY81Q&\.5O&U3P]CH MHM_AO>$6)PV7PQX7UBV TT7*$_N*PJJBLIB4Q,PW,$\# <\39*9(R:N4I-;$S MW0D9J7]-
DDC=!)U/2[F9JT>&!;4S:19K""B)0!JM!*(L[YV!UT:I>?_)\\$] MX@\2X_*!FJ+A%?%?\2IQHFRYMT;(606GZ6NZ:6"3&LGP4T$\; 6T]\#FU3[Z M"[97"#
(%:;QNDK4SE>7&&.R7^AO.2F&H9(UON >"W :YO47&-3(<6&P34*<(MA+*BR9X;V G_;E$H@T &@;SVP8$?2+P!*:.>29>.=*"'F455+1NCHCR1&")T
M*0HR>@/LOM3P$;Q5<&M0>5*)&!?,=,O60ANW0)PWK$#%*Z_76%<55=XCRUG" MK0.DHB3!F U2_^JZIF1HD,P@38^*^E-3%RO6DI^6O)+]RGBDMO
M=TN061=E.YFZ/;XJ/LTQ;6$> [MIF#>U2Z%!3CF0 M;BS5<%>O#KDZ.GN=#!-BSM'MXVW5&K@)52_',"5;4&%/I4;W#NJ M1!6I;3[5O)ZQ^6E
M2E1FHVCWXSX*IQ$M7D=%MEBRRQFK3UT#@R\DM5;REPR]>Q,8 (R=8J&7WX[W MIV:FS(7&BU2*%6K'?:#FZ5 MAR-(
&)"*]\L6J/M@;>YM!^^BVU;9Z;6^'<7.]D&^BB\\+C\XJ%SM/Z&K\ M-#D(#G, &.H-. 3N3>6\O!!LX1UZKQR&;E.G#3MY22!>Q&<\4:O6LY!NS$EU MR=0BF9Y4!>K_DF
[0C<<;Q/#Q<>U;Y2(_*&DW;GKB7S99ZNF98+]E?"<90- M-#S^C))ANBN.:($'2R/E>"'"91L(DJ2_W0(RK8X4E*HQ13B=)=#T2]8]^[$? MQ!:S)B]>@01@X"D72D=3[NN#
) ;:$]VS'OL &9/>:1P,9A+QP9!N)7N@XD"V MG#AJE6V@J5^'IK[NNDHN"8%]'H[9C2>&:ZGG).X>-,MAG&E;7]%U/1U@-(V) MP]>N*BGBJXX5.:D]9-
'IF.L#H\KV77^@F7EU&!;&E$T.;VM7;W:,3,O--AZJ M]B8Q0[A1EON.Y@43C?;J&>!:O'I@]$2BB$1OP(/!!=3R.(+)BUXACO4N&>(>J??7F&J/^'0-39$7C%153,4H
R3S/@'2=^N7K^$SSZGZ-C M'ZTN%;@OCJ,.U!>N*ZJL4UT/Y5AO>'+#DJ.*D[X8$JJ/E@P/;Z'0\R:REFR MAV+%?]A:?%0%1A38^A$,-
@2C3YNN_XU;4G<(+C;G@5_EMTJ5M]3U+SZ3G@! M_7"$Z,F2UR3=!/9$U?TSG4UYMQ%F<7;\",O(Z@B/"S-%$-9]-65$0YI_'_]J
MH]9+B)\%5F)PWB);K"ZSI!B0,,/BB+A'21AI4R=(9BKB@2L23PKO1E/3SJLBE+UQEYH8R%^%X9]^U(H6# HEZ]/);_-Z0EB%@UG5 MA^GS-:M_8@R*J#^SHE I+#-
\.6:E#6ES6*5AZ(6>JQLI[A=U.VOV/ M%'UWE_(. W9,K;XJ=S- MB=+BTD?JGY Y/<1"J@; +RBQ#_D5)E#\-I^[F,#XK>:XG*!R>?98?%A1HY0;V.8:P@NQM1 MU;)-
I+Y=N!^OOVKD-GNXZ6%0J/O<:/S?OY;[LBVFUK&A5"8-6(,2V/),23JD MJCY,JI0H8.N11P?].L9MR5-SVD+23+!3.'/7W\OF77.ZO&@.(;Q.*Q1E^+?+ ME^AMA<8FUX7V_^?
Z6%91[7_^U:=?ZP=__O;Y]R^>K9Z\>/%*?!PV62B^.#"] M'4[8LB<.B/;FTPYN MN9C#/X/]Z$KR5=N#D .I/Q1-22?-K$3 W?71VPZD<>M^0\DXFR/6;
<**VRSHJ=ROXS9&J_&Y&$7[/^>*!^E?60T)=EKK!R]K[D]7KT.1R2- M=?/-@>2!IU='){JZ590(.N8A2P!C7(X$\-?U/HU/LT9YSK:W=QBPW,N*AY92
MV$3*TV^$IA_^GQ=$S2")8J6ZHB#G?1_&H^[(5%ZYOW_G!<16+V!UYHUF% M-V,'&#(6 ,#**K?"0_&K?@DYX422%+_W;A_>)$'BV2)(U4)T43?>$(N>T!" MY2G+-
M&OPNEHM.V/@7,JFB*E5O5_4DCH.AB/08$4ZH6E4&5:[4W7W$YUG0B M[^&8!??GGFD\^],OSZC6?W:@#.G+-@BA 5QOC/EKPU5G7!!I1 9C.G*19B0)
MD;4$SOV[<;V.=";-]F0I667!)D>"7A MGK@!H@-;]_F=S.)S\F4XU=>(^2-3(GAUAFG24,^@!',&")A://:O0:?;=;Y=[]PZ;:X[*&2"I"4ACV>WN6Z[IKNJIY/"Z3MS)INS)\%
M^%V.5:Z'_7A0-%VI@LUI,4XQ-$3&1+G<6K,G/ QD71\4+I7$FGJ)N[:5-**A MG_T@OS4/:V9;1N!0RC])1JJ9=!_2,'[''CRWL4LQ:ZRB0=+ROC?A#ZQ?/]:=^? M=^#ON
3A58$!,6M8X,,[\BB!!.%M))%JHKJ3IFK5_7"+0^K<=\)D,#R6I-[ME^?;F(@01/U3QBJ =?KQ2NNJ*&H6*3NW2*592E//!*4[4%/ESI*.!B9);&_QA MFN1!W^]B&3\V5=GQ/#
[AQ@^VX@'9R/2/.,L,M86&&Y>I?]D,/DZ'0W@X%8[MO:@\TC2!(P7I>3U*&P=5LD+O4;L,85SQV"Z00QI894<7;1P(#[ENMW2BK5" MST"W%:%+2NEAO:&^1Q?
>N.#GU]#%IU>H?_4I+X57B=9$>LSN^$4416ALLB#2 M4FJKJ<4"O6]VXWP_'S]G-U,2LA&?RD*H^>\EE8UKHFD5LM;##'/7)TSO..?YCE_-
-6:\ML/J+@!.3D+A@'0>$370"!NE@$E M'>-.#^7K^S ZN!DXD>U%+!$!K&F-?< D:CN[MC M$.@PNMSU,V!^R4-"1"D8BC+O%((*%GQ8F,G0OT2VCX?/?:.^M'%"KA-
"N/[88$C/(;K4 M!$:(!%%4<9(,HWZ&]"PV="]I*72'%"!:#\3>4O,ES!=3"%&)]9HYKA9*;J& MQ\)*[P3.BFM05K [+NZTVVIQC:PWN;\,\6IW<%GQ8F;G0OT2VCX?/?:^M'%"KA-
"N/[88$C/(;K4 M!$:(!%%4<9(,HWZ&]"PV="]I*72'%"!:#\3>4O,ES!=3"%&)]9HYKA9*;J& MQ\)*[P3.BFM05K [+NZTVVIQC:PWN;\,\6IW<%GQ8F;G0OT2VCX?/?:.^M'%"KA-
M7O&D465MM^G!\2NS#CI_=8A(HVR"Y>08:4X,3M[-BJO ML0'0IA<>"4#-!U#R% M=>?R##'RI?B=_Y6W:#I\419_M#-D)O'!>7@&5!2WQ\"/DY$FX#4B6 M-34-
9J^N0Q0(\5@VP"T$QDY+\XCO=%ND:+OWHLP%(E4:*P3YU7TF:,L=N M/__NY;_X@P8NK6 &*0-*V4=C("!4^/XZ5+U2=L8_M%&&]M?T-Q^\.OCO<$SB M%HVM#/ 2?
6=L%.P!D"2]RO5L]VV10 >-F(K^LH;6U:<2RT# F6I@;MSAY;$!?&- M;?0V.(*@Z^Z 6VP^UXADMVH@:]MRE/5;?;9M3S9.; M7[H"3@;;; 5%X\F
[]FD)ZD*)2L+BELPSIJ7!%P1*3X=O6XFZR,E* 0>P+] MTNO\]\G'A+8\A6WTTI[HIVNY?*9-MY]ZD])GNWTD:#4Z3/U=9]$W^_F6]O MHN\2O{0M;[I>AK*<3,-0
FY$OH2SZ,)'Z&>:V57-> AU.MQ"Z4O&/2W\?G:? MEV)1!:@L,LBE*G#5/W@|F>+;LBQ MI_J>IMGX+DC2&?]YN7HRG[QC9EI0?[G-="ZO^3L9)/)VR)>CU3GZLL*[Y*\Z>
M/1)JR/NX^:"S\1CQ[K[L, U#[O(BO2DWV#9)V[BI"VMD*#&BKFQ1,I0*(7!J M.\:,R\,+4UF<[W"4[_&;\6P'F9*W+UO]M5TM%];FTXU$NHKH_R!N:-EPV:KYA&97@9FN':=B"'*
[!6K&0L M)AM0([H_7!]Y7@H?DU3@3X4P8,X>3$?'I6DS>)7@;Y"D_(=9-[%0X_)\Z-HI MC:#C8QQEW*WK>ET;,(62F)V&5=UV>X&AEV#< M?CC@LX2DW%(2RZ:Q =
D}3:.\#P2FS/9@YB(OV?PB,82CL_.NDF?9,!A/5)CD MVWL+XC4X@T'>(/=F: M;1,VSC>1W[:!&/9D"K&LMPQ@^B.9,Y^C%' !B"EID- 4V1;JB)N(" S7-& M3*;>AB&_:X1-
L;?13WJYF\QKC2%(%(L*@B0:N7,+,5>N2+_,+1F!Y<2J?RY4U MM]'@0T]"6BK,CR5'EL?9'V7)*/6G04\)&=1 RDRUV\ MA /Z:?#G>KB*L7;@5COB%
[^I*^JN)PU;#UW+_O!^BV.%*.VFC! M$8.A1^L?W$[Z0)X?6/3PIOSQ/Q4O"-YNIBOO<2\GDVKH;[E;G9V"UCASTE MNXIF7=6-8N,8U891#26WGX O:D.SQ.!EIFZ:-
#@K(YOBD1;D_$73S?&_WO[X M07*9H8FXJ,T[*-"^5?2S9*!&P3^ZUH"RE$0SA%/)2A],K'42R-YF2GS3GD5 M%GR??S;BA_77GM!
[V?]\LLR;P'5O',EUKK^^P_KKYY^C@A&QH7 M:!@/E?H0ADW2+G=$)!S<_>[=1]+X+\^?*0=0#$7@>M!?);P91VZZKI+[/&_ = MUWU71@]+N=E_QWKA#>VH)W#?
-1%B+$>(,T,MMUKBT"1)=&C4S.0>5R M]>U=TRRBR]=-D?;V@D/@GYJB%3EK54KCCCO00G*$DF'S1ZL- ,HY0FZ;2]MP ME2CDQP!248>L)E(OJVO7$5J/M2!0
M!QZ1,/T!9:+?]V$;?!%:$# E^GQ%A/Q4!7$K%XI+I\P!?LEQ%!]&3]HVEBJQ MIQU03NS@DYR> MX1G.\>X\WJ21L2;).=,!#,)CLK7RK5_J.BI$@PM;S91-$AE 4VD2;F&KN&,Z$
M; Q'*59$'C01RJ6)A^.-_+ 8]]%?/9>I?U'N#@+KH9UY3+0'%13"$U(.CZDR M0IP6NX!$AZ0YOV?(PA/--GP;]Y8/ZD4,)6.@%^44?WR\8CNTT\>?<(-Z1T(M#*6WG!ZU^(NW)?
6EE9H?+97C*)YM(4T%AOMKJ6D0/DQHG5_C01S,"7XW_;ER,V Y9ISGSMP&5+= M]%#^)C<8;"_ID+$U.>2C?,D5,>53UH9!8)0/O\'DU?)9:ZV1(7$Y+$^*PK(? M.!;)(^@P,&T-
C6*)$;Y9M9))3AB"D[W#D.O^H3T@\L>K\<8[6]_CT'4F=SB M 9Q"!D^-SO=FY/[97\>]ABM&[_TD7C%"_TD&*QO=K?Y[2>DNID@Y<9$G6)QX
M"_XZMF'UZ,LB:H1/'Q4)%,QR),Q-_&8\"VH"'&CH(K7:IM]>:6M.-5+G%^<5 MS),^&D-U:AGHJF@M"\WO1./F#NA^C>]OX6BM(O0,/Y]\K7+!Q/X*,H1_N'1 MU]!/?=A'P62=J-
LU=T)/@H%%J@5K)MROF/PC.O:,&@K-Y,*5?55K@*P?3[WT M?/,?CU=1[ZP>_0G;_VD1E7^@"B"N: ?XQROK)$W^(9=J=&5;,65.WQ40U@\O M'A>

<9FW*6[U=2QH:W8'5H.JTPEVO*YW\D2^L|tBN93 M3?DSCJ.521_T2W24D[&2W6WHM0#%W#WQSO64WOVMWHW4%W.XZ+87^VY#Z$>X M-?!OJ(<(:@_FQ4+@GM4F.R_+%K7A?&SJPZ^X6H2+B*O=-K7:LRZK;SU!IA81#'!Q;=GW"94#7F*F@Q85@D F2\ Q^O8N]_[1; M[.&@41-3V\ $#D]SB.&60ZD:FNE.)JJ+&?MIX"*)=R]"EYW%-$BI(CI67LYC^.[FRS>D3F^]%G[&/0?UF\.L=\F8:N'CU2; (. M=\96^2(,F[AGS\DC2/[,HYD+,_$*>-_HXFD!G]/1?5B#D+'<%R[/.5#CP@'E M*D:,TF<3LD<\F,R((P_!8]K)\;'L*TB)I+6KC7>=<" IV<[_*IPYO.;H?U . M,'K9\]<"7U_4331OM/'X ,Z8)*8#T+M$/:\F;BO3R_L9PUYESKV),H/;X.PAK\OM3MV0%!*4*1M-=BSQ M6B2#6045Z9-I$(!O"(D736H[[.-=:S<\N]R_%*=CX:%X]@WQ8R<=]N%PW57* M 63L3_$^YE0>O8[P#*<0USO$T=D M)/K8;O2W,;#K=L?"8C.D[?6>0*EP:.B,4DB\HG.8(.=M0D4-A8HUVXV=+3!^ M[V6(U@'!W}GT>Q3H@DX* .8),MHS[\'X=A+XC[8B-/P_?-<@%+SX4:S^KSP"A)OO*XAPYN!8TCC MH\C@61_5<06F81_J$MW.S1#P<-C9BZ@U@P>)L2B92CBERDQ+ M/-L<.M('E!]95!G?A77/=OES?S[N]O=!6+3L,G.:@ !K"/F[*C1\IZ-,0@HD M4?3DIY=QK? 0:*^?,/1-W'S9HA!#A1%E*!K.@L2D95@\& W&&NAX82#I-5K M#2'1*#&\^OM8:0\U28">G)[7]760"QIT%71-3%ZB&?[CB43$-$<@3:+8T*?1 MU$(%?ZG[>=+>I$M0MB[.YFD!.OTRMQ&633HD6IX=>: 7%,9A")/+$7U3'J\O MGG:-I!*>N<5^Y1?[LX(]?S",;'QN="':"H-E:*M?)=Y9@+D!^]SJ* C"1$9[M4&X/\1D'N)9D\O\RUA74\7?QX@5BP<97G@C(0G-0WRKZ@B(2O$T4^O?\-BQ" M2FXCRH(;8M@I%]=XH3&J'-#\QW2CM.&R)C+7M'.WU+R#IE8LHTL8D,F&7JY^ MN:Z;V5_SI99V7>C2,7M*\PH0BZ9PT)]3FK%*(?<^Y2:FJDG-L&II\6Y?]3;V\ MA8%^T)\FB!^[VGX#P!_/F=T=*4'>/V8I/S#%H_;I85/&YK5+%$_8U!<:U$Y0 MS?K&2!>?*]A%F@E3MFBIEUK;_^+JK]#@643-;!ZHD.[ZLP* (Z-:4&Y3! W#**#LLUOBLZRN*@@ZW= >C-;G SW!H P]-_FQK^AC).X&?L\.(:03Q M=3;1Z!D9;/Q'@XT?G<'&_R%@XQ_OPV4DB1H MUH/!WT.E1$-RL=SPS4 @31^RD1)%(-D3:[!P@YC SS3M1INP8=&'2?N'/$RJ2QJ8;*W(GQSWDV0 R=0GL?DY5DGR M2>I'"I&UX)V8$R'_QB+;]B&C6<$.(}RG+-(4^.U9/'"[C1540*K2Y+_({#$M M45*V7/PS1?]2RRN5L6J0-O4+I&"3A\COW4%H.]I -2L3XBQ#$7W[^/!V=D $/W4M._VC9"$I @?"GHVZUU@:-@??<;^HQ^.N5%:=PH M*&5XO(S%D___)SE\Q3A!S=%F&DZG/W;A9 310Y:]4R^B.9\X?=\X2?I[:? M!?==''RYA@|& 6MXZ^@_@7E;#M=(YW.]LFNO0,\YQR->-=U:%3A@Z'5[ENBS M1+_EQ95"58:LP8)@_S2G*U_A\V4!*\'\[ZIRRM;WMQN>!)2@X.@WH'Q*\$ M%(7%AH18"!?CGDNG[OMG>3W+ZUM>7*(&O8F[7)4>U4UN+]L1/*KI/[%@V,$ MY8282N]96,_"^M9= 4W\^%Z!^\!7&$S03Z9':H4VU\E)JJ?9TI,$GR7X74JP M9PC9_.6GYXQ K>-/EXF@<%#,TUDZS]+YKL,'"66!:-4SQZ%FC78, M:@C#*(TP5JV+ODO7:K_O5EEWR1%7CE^^"L;5GMJ-=;243]C)K3/8X_U^YS:U M[]?'9T/K]3:CMVZ:;< MO*8+@D0BZ)0'8I6J2J9V)Z#GN'=TD]RA0 WRZ? K>=9T2^V(]PN47(=UQ"M+ MO1NS;ES]T??M)IPQQY]_>L8(AJ5K6BDFN(WSF|/^?+]=:K5&7?U\SI12+-;8(.5T$G0:OMHE&. MMTTMA*;_!R:_;V?0YT))%O1)I2.J#AT%"N-;/UI?S_O MVX2FV[#+!P"]>7PF+*0[R-.M'3)1J@Y9,,\."%\2Q;=S]CJ W'M MN%E;%.AU!R851(82*#WBZAVDG)\JHB<[3&^#O =WFN83M76I=TRW>1CDY-S" MH-T+FCC37!A:T)!0TO9_'M4X9\NX(K9 =#413$E>Q+>,; M=-14?[&&L5H81X]^&VH^,ANHN$P@,=W:J-&(65L5.TQ?^*I[-\.(H/N,?IX%:I:/ D T]\Q)M5$<|A/;"?(OY])^RD M3+90.9;$/%&:RF$QO)AIY1;IDY.L;K0JX@4V/P_UQ_UYXM0]="*^0_7W M:%.RW9@'17RS(8[HR=.?GO$3* NF5$}")"1+IMW_9A=@YNDVI= J/KF.)JM0 M!LLT0\6U5T6NZ6?[_JHS ,/HQ=2F.^[6V)?*XR^@AY-*G]=$[V]LJ=8MR5S M7,>WU&GAT_EG3"@R3$*'S(NCC'-NB&$FP=T8+[UPON@KB:I38F.T_6?)D&I2H>F:&@.E17IEX4<,,6) ML+QT((A$TN,7S(C%%\9Y!ME(Q'*C1\&A);)+"D@/;CQ49 4S^3!?XNK<0\ M,:YSU,:BBH:J/[>IP8OWR=2>D6,[;]3)N\F/ M(@/")%KCO)?8B[-PD M<@P>%G\L>TD_9;LDH.9$;NP&TCOXONPVA^(^ER3[.57(2\[T_)2=+I2K;. M/R=Q.I+RH?O1S?2QS MQ\=B'DQW[]H+^XOI(2%^&"'LQKXE;,,E> XS?XS4'!O.!:A\N7G-6(EX*7E) M8)CSR N^MD2:KWW]NE=5#.\Z(PZ4PI?$-3P->VF'=50VET2!=.BZZP\75-FU MIPBVU+E?$WYILD!P4LCOSQL*5GGQ$O#7*_),J M(1?4A8+/BFLT(%DY?9B#=XVI%F%R^+G#/Z=K(I.%GF[\AD=Q>-Y#>L_.54/-KE2>!>+A-P@K2+60 ?]!8%F M2[OIRUTS=A+0/$EGGC='S]0>MCT<6TM MYNHZ-JQ7SHR#L;SYE- M!E?P^%1ZC\;*FD5EVSP8F5@.H[2]NZA);W<;FN;"YB6&:NJM2(9C^N9U;R:9 M!@Q<"PL@V7>"Q<\=!6?KE V*J6CK/ND?Y&1HS?DZY>!@'_Z)C9/8]$2 "R5X M9"]CXA<(ZNU^/Y=?>'ZQ?!O2ISK75RZ^D-4H?/M:O;X-(% M_7!*]A?EIW8- ([<8LM9\$A S2]+.4! M=-!,2ARAJ&'.XGW44^*#Y?O%OB,&Z"B)P3J8"ZB=!E%=PW^W<7X)5">, M&K#A?UZ^B(Z'6-GUT=N4]]3#IV2_GZ##?*K8R='Y5AY"@>X%!1]4-""Q6>&SN:= M9'^A3V%C?6WQ#-Q[1\"]S\[O?&V".^_MZLF+9\GI\0'=4QE4[X!:WT((EEXS_%_YT "(:;)_50L@B4JY(!V8NZ%K6K M(;C\ ,2$>=!5MQEE2 T-5Y'9&9;U9R\HY9Z(GY)6ZW)4G&9/'^&]C<1]:!Z" M50D+>Z*6Q6E!-IT,DF*^:=.A\[96=%9R)@*H4+HVBP9.CD' MSF]* -BU=&[S2;#TN_2FXN"X7;V, DRPJ^O0P!$U3DR,V,",273@D*"8#Q3* MS,7!3(71:5!YD=$1FPT-8,MB1.?"Q$TX=%'"%SQDI,A\,4KOH/V%7/+4@2Q4 ML7W67811&W2&%D_T4FH:[2X.7!Z!$=%NP#5-"4^]"2!!F7]F64%? MX 161FOQ:/"_/'EN81,_/#F?],M$]QQXR)$,],HR':!U;9H3":.E_!53;-)W MY7F#A(98BLW[B!>\[JHH'|&1W84*KQ*U8HEO3B9 M7\E*.;KJ=_CCLD>(5>V%2'DH:ZVYRE,=*NGTBK1?Q4CK&<H]4VEK:!I _"+F(M(@;4!4?3)TN&B;66%A(SKF]=9A#?^&][H'ET'XOLIZO #:R^>#OY, _<6MYN//R+PE,;O.A1W#GP|S7\0' 5P.Y&#(MDZ)O'D)M])E7 W0DM-\A!F1W#-IN>6LC9=5J*&TZFI,/G$***%[(#\,=:$=%? MS+EEC<2E!FZ4?9..W=2; !@0K'1"/KH/8I6ZE*B*7$E%M[A]E9C7)LGP N^>2_>:JZ"![2 M-M3B%"&WQ;X6D<7F@]W&5J:T.0E-\.%5E(/N,51D1D!$@\;/D27(8B[^_M M@)H!NW^\.'Y_3-PEU\-^SVT9AL3Q/!EQ3 8B>8[*L@FD8\E,L;5"U^_1K&?7 MH!SJ,JJ].&/5J!VLW;HA!2S9+;GKR(4RT AEL;*"/5%<6H;90/OK&!)L5;E< MY>+4I6H!GX0&8NUH]I#/@[@*!^=[592!R,)!&;A>=*'+;VO5&RJ[(Z*7$"+T M$!]>9ZY3W1"ZB %Y2A)@I?C%O-AID"^MH^"NFOM C+,@XO& (6>41"H4\B-I M1\U+JCURM]%RD'=ZMAF0V7"\=%> R,%U&0R-K!6JPIR:.SG@4^\2;^0'K[/ M4;=_HTCH9ZG-BW;H!QTX_A+B8$C?5'Z[4LHJLFL0S'(HTVMCC"3=QE[O=0F+9>8%4VK]X76]>4Q:KH*%E MHXRL7H^2,)G-HV_\PET*ZI!2IBPG^?+!$IA@R1',0TF ?)\)V8A&KL;\^#M'YM*#-LYT'!1_)%'4^S(2/74$B[Y$[P\+VJ=*42C Q<"QJ!5/7RP PW'V,^T^42 MUS!U/N;7,)H^J@(Z9/2BE/YS0NH$58//=))XB/ MR8+\MU@0(&BB[*MY4!3ZL#QC/"JD 1F0WL(DAI&\;B&QO0D)#Z5=V#0>,CV;D M5+?=8O8H>KM"?2-45%'%,.*!W-[=V(K.6WV45#3]6])YZWA=N1^,AS1_7,C< MZ$8 N/JG AE;^>N-_#>X;S;E<,V?C<\E,!AZ; $9Q6-ORSX:R=K&?&%H8\](M*LR0K>+RJ]$YQ- = J2D=")/^1\@Z^ZG%Z+8\9(I28H"$6AE5,8E[YJQA853 M0G&7>"([>_>$YL2;Q""TD6%CT.:%%(D7#MYRQ)P-'_+U_R'NCHWN\5TSM4 M3)MXD:3B$#VMFI*,V^B%4,!=UE%6O>`JRFE9-Z5+>:=^(D^-Y_%RYKD6=J6E92"/2U&MNY{?A%R7,@9&AM%&^<+VI6OH>/DXW_< M\$S223M.N9!>O>EJ!//27@"5UFX"_V7\9#Y8E1J"L?3;W&^YN=K_@ZO.0=A M-.A%'?_[SGW!-O__A^>/'H@=.7/\=!21# M4B,)?4\7]92#(D50T0;E(=X]Z9_KY-\H3;0:-M=A)U0&&MHY6E[BAP$SH4'+I:$DKT)!004;W09200W))UF3SJ(X[;DGDG5FNW1 M]Z%-52BF0K8M%YQ2>5+H*([8!Z?%XP;V"(I:PZF)(,U!7& MU2Y?5$27H32G1NF);W.]F$^6"@%COQCU$4HR:|?=.&A1G)=+Z*# C"]6W8RW MMMO4 *P@?%#LA9D;0>SMA"'XO>D:]F8@D'2A9!M:$WZ<*BQC0)&?*X% MW-5SB>-> CE0(;/[#*%E:IMHVRA+6M'LX^V6L,,D&D]0%Z'/HI^_&H/>X%+(MI1G,J9BUYQ+$"UW4-XQR7=?DYY!?AR M6L[^_RUW^Z_3'U^^H\ <3C^]!!8T)[0]IJJI9%!$]6#9-V4SFF/#WW#U\8\J M=+A77"^16F,5;,C^##L^_+&TIU)QU"_XT]ZKHFN#/[!K=%T3_(M=BH^+>5TX MJUZO/M)ZA:V$W*5Z0#F;48!CCYY\PLS1"P<\%FJ50.1TAAYPD7P=RICT5#,6 MQ@TJITOB(.YXH 5?AP8>;-J&S/.D8Z1*+TMZ/%4:/O'>A?]G#?C@-& 9[T9W M%8,+@1H 7R"|HXS;,ZHM!WH/CD5!$68PA"FCU1@^(0!,G&J<:V"5;,OW+>: MHS 53QL%9I22C#2SYH$8YE!6N#_ZAZ9F@<]G*Y58S[.W4?!V:N'R0RQ!=YA M&R5>'[]]KN.9*6[S6F@5T3%+ZCM/#<9X:*,-_>GY6>PUL2AX]'Z%'TE_NJJW M MXA#HV$/%)$J*N<.6-VXJP:Y.>_%L0WD(V^0O@+' 'OZW#FS3YK]7?LUWXG4>F3#MR",,I3MI635L2^_+)0*Y[_C(5=1O+\A=$S/%;1//WGTB5,2.G43&-*U?$YP;?*17^-M M&RI5G!+:?OOD\,5KPF! Y\>_@# M2HPY4U%&3B7=&Y9?^(TIQ M@KDGS,^;M,O=R|4RL+2Y1,QFZ,CGBSCULVCO')^V=5|K1D0+V-1"_!T1J7(|>D:*8LBS M-6@QMA;%"0"-(76;\,&W='Q+R8S#@'!6;W'-C/=PDQ/0!HH?N\R+33RR1UCA MTF^7Z[3LVBW##O*/J/>RZ27(A.6\#4) #;HXH;B4N>B>>I>+O^G)W-.1-#ZI MK)NHE!TK-\66-J&Q"<$Q]48Q6, U"C1T4R-NYZ9Z:=.R$TN*Q_/J,C9HI2^ M=QM^ [B+2C=LVT<5.A'F]KKCAL?>V OH?9@&0'OAHS$;B:BI#0>:=3&H\W?'-M&7G>P9WY37,*,#J3L6\]B(6?KNSL0QI9)< <3]LSVPPEG2*JF1/[.7'XZA8\MK]2#=#,VE$>1'OMXH\B^!0^ZY[RE5*MI[U:$%&]=R\EE"8FC#C ML0DM#&]L[5#5J;FQ6L6P3@A-WZS)DQ^O*)M\RRMF1!)MMZ_MRM=!A%H4DA]/MDF_!V/JW!J:7FL6HI&&A(K^E_D%>77A-W;)#>>U/W|%Q>KIX;_X3^GIYGM#9, MC;!O.H3HL.MW'$6YRI>TR2$KVJ(*V10N$@\9XICH_[M]O$Y!V'=28,$!B@C)6A>!YGA(E1:-(DD M?3%PB"-I-&*BC\U7FU+#@").N"6}]@@M,1@D0XY?J>*BL42DY1ZP+@R[&F[MKP1"3@Y.W)XALUQI,1:.*J*%1*ZGWQ|'3>2*@GK9-'(/(J1F=A$2O(‘V.$J*))W)0HL=*QW]; OT3+6&WX_^. M]SF^_$6WO=!1 O)8.D1AHHE^00A&",VVBQL)**Y@MUR_[><-\.V-XA-/_I\Q M2Z?5+1=HPDV)OH5QD#.'6R%8!\<[VEH3GB&9\+5=XJ"_^*,@G__4/!O)9)X M0RBW8,",MY%K]3-KIO_^YB@PKS?=`1,NYAE.<6#D>7+*WQ0SZJT"7R"CNV+G MJ%A)VFZ"EM8.;I#^6$9.'=7BE#4X,9;C#XAG,Z5[YX;[PRV,90V>S;T<)FM) M-4_A-CUN&-\-B(&",PF4WH^[BCPR[^5"E$KC'4H/;VL?5>!_TE03#0LP4>MK*&8[91K[‘(3/T5"/1N:QY&<$I#)E!45$'K<=+8M.%?UG6E21>7' $T(M:;+ MSL>M+;%D!>((U.;8R%?:$(D&4CF\PDUET>C!Z%"T,4Z;@MA/^ M-.[#Z\3 >I"\/-PE9@?#]2&L#[XHF5TT#N;>LJBC6Z9\/*;&;(MTL[@*(:O# M3MGJN=#*OUH9/TQ)_B)_"D^??Y23JU!=_#FBU.?PR$E.!/VB&604A=,L&C1BLM:M5<;^3U.JV0U3=9?VDQ MHNNH)T.9.QTI=LMNC>/X;"N]N70MUCQR$+&K8YJ)1;U_(52E_M MPK.FAY5,QK)BRHF&*Y.\L99,[L M,Q!/"P^:%%O88&9JIQ. VJ,Q-E(71.B)I(:2!&F$QFC9*4UQ+?E)4QEEUD+I MBYI$8K.<^86"M:T*SLZ4KS3-DW12!|R./7M>,QW):MZ>%G?)7";+R,F,=,'X M>4=K48W0^!UAHO#=*_=PE31B5I&8-H%E7\QGCV0USAPZ4,R}_A+=Q6E,NDO M*ITT=[);U_C@ZU-KS(#O-B31D@;131QTAERJ($U.)=T5\RF$%3^A8) L-B0@8 M&@Y!>SG@->AT>!VP)T#3'42+I\|T3N>P >(FD<-Q3WD->NK;^+V/(Z7,:>H63*EG85_^MP'1_QFGIZ(;_HVMU0NXQ2JAD]: M %'(MSYC83(K-4X.&W0BW1=[XA(9'VY%Z$!_| GARZF^ 2_JN%.FF1?+ B*D MT;>AI!M+C,4'4M!<&(AA0A6H*SZZGDBK+@;F]}^T%QCSFY*K*ZDGHX:8;Y: M :.."8V#)|)%.]7K'8.ZZ^PC\APF.2;XI-[T2_8^_I5$$ R=>O)4BGI9$VTF< M+G2"3-)%FTG]):>L)2A.RAIT.J(ES?BS,3^9I2"N%|_P#L+Z&6:2*(!AXQ2 MGF-=TDW>\LH<((Z'1V SXE7ZX%5>.H6/X);C8P8?3KC WR->GY$,4@[DM[,M_T MH1]HHL)6F"0;?P&<6-[0@;X$+ .\ZG'/6C38!=)2.(*5:Z*?@[5 YD$X*W/K; M.E3B};>A>3BF3K3L=0S]IWB=-!E&>D.MF*S[1TV]NSQ?>4EH<6C/DYJBW\G5 MB;[S37"5<0Z\V,,CE<]JOK%"K(SMH(^!QJX=XQ()&C!IG:.?6->=_13R!TGE97W'7Z10Q]RIMF MOZ=3WZYK18&Z 5BEGU24WH;M:ULC9770CA_ETR.|'\^BO6W3*\$M!0$KH9K M^ 3+#3NC32)=4##OF\'ZL"'J.[:lVS$I?;MMH!W!Q52ZB, M"!U=.&F\F5*H3Z? ^_$?@HU-.NAXBD8 @:QE3GV6;Q$IK^Z; -X31XW#_4PP^33M>Y'!X^1^*J(\I*DCDY,!KI"2U=HO>+]CTI2MEBDEU!P9U0(*WOMY4=R7?]C5 MBU?TEFH1>XJ7HT%G_.$KIJT?8#O\J# LG'L0A[1Z3H]C7A_+ YQ0.VZ"@IEP MX&"I?10"(.GQ$A*O(%Q'R4XLNXG'Y3L1,N$K .KS\>M(BK=8'#M7]EK2HZBO M.N7LZ2]1 KCFO,E=VT*E(-^H8JVAS/F $A392/9GHY,7HP* +X5EEGTM9$;] M/5P X+E5X-3F0B1Y=IER3DZ3Q"9^;%R)7)M5I&T2GK9V]R';S-50[B#)YGG. M?Q>5*2L+2IQ/6TTTB>H]UY1#_Y&: ?S/I69@8N>YB-L:=YP[LAC*S&&YC.4B MI14($,+CFQ'"9^^F7=L\M7<N')8US3ENNNUGJ3MQ5*T<9?L M5.G9]S#*<0V> 1<370&N^T11??KR;__K MA\?_]?3__.U_??LL'ZWE$=2GMOARJ?S$OTA8MP[6'Y^7MA6>,YMP[{2V)PF? MK B.25IBWY+/$3\H_5L6^3&.[2$!X?4;?>_2[9%?(:R1.JK-PGH7S'7!)9D5"GZX*621V9C<]2^2[M,.M!,=95V$D/3IX1>,]D*WE?Q3Q^\K)*0;^MM$WJN048AUD/9:SL4M)!E]=PSP58=N\QL MZ#)-DXHKP7+$Z45+E@)U0E'W_A=] g"GS.\@>TVW"Q,478Z9!OR4'YB08K M-:DL_'H]<%\H9SL=:9?U!6H"W%<^"P^!=15'ZPU9^"7"U4GG*CY.4;H,_G9: M0=FU7.^(;[T0?2"AO9SX,6Y(0Z'WU,]^Z*G\A*!U MS:WD;B@-U,U.*QP4-!66\^H#$4'YJKUF$5M*"2!U*X"INW=A1YP1H?%*0 MH5.C'7FQ+[XM44@ZU-ITXI6;#L45?*[EQM>BISV+GZ4F6U%^.EO<\I M_W%GZP8$S\^XD9Y7X=>.:BI) @]<)%2J-%7D;9>.X8I*()O7C;0S4)ML&ZZB M_^Q_$V_/)'W$Z_3H8SX+WS'L6^!DVN-W3Q\+_P&#!;3=VDD:V4J;X?'1QIS M6S8++F\(-'.QJEEH?0V%7I#5(FCGX+DZJZQKB.E=72SWPF*W?DLE-"7R:59?!D M3N.]}"[N@-PJ|&<@H%]I]+G\XIO>+@$1_+MH:["^:',4P$ZTAIW04:&$F \7 ML5$9>,/:F@,'&Q'E)B!I^\LR2[08+?\XP>E*!=<:FQ): N]*B)FK5GL8N8LP M,9'71MC#8O6ZWKQ>"_M5:+87%4^(=DU(=$"@'%;N9VR&GIG4X7BD'?M^/*I@ MRD\FUEX*A_92OS!=H\8+!-1KH(\>'+E1S15ROJ%:*KV#GVI!-?DE7F2$BQZ M>5MMHL(EC6E0?GFWFXD$EP'=?MZG:7VE,+I4-7V0W1&62M$7V@ X&AK6?7MX=-M^GWULP=U3- M&_L+\[>I#?2G0A6'Q^,/1H<2[AUP^IC>98QK#Y4SI>VWDE!LFA9EPQ%^*- M>(=NF*:00BE]=-;PY'OHI*5DTNLT'3TY&4QOSA.%6\KT'I3A[XZ,V\:DZ%\.M_P(?M]V>">4Y+#-B,&YO,U+SPAC-W8U2:I-%6O3[\I[/* %K^"(EIBB&_<&S;3_7 MY-E#B.TX3L_09@(P0\YH&$92BB7(DY3L7YO2+:M)'@.KPKT86OZ&EIVSJ0!4&BK2C)G+\9LF4:U]H3L($Q., H\,;),D @[]!IG.,L5HZM>L\J9MP0V2>]NL=I3U+!#D$O7O+"TS/Z'IHW64F'A=#>'8-0WT6W (5XN-H)D^F)*K(.R%\-]+OTV%KF.3*QV'0#4GXI=W MZ7CY"?H @V\GQ9%;#FQXV=D"D;-?DL[D2IY.MXY/MBN&232[!N^.T;,[7FQ[MB:3BP_8!3[;16V!!$](VC4*)2(F[0Y=7 \]D2-NR/LHB^#&+VIPE9@SN3;9X M#HXA$UQ;"X3ON X^MZ7-$ *G)ZYUFYFB"]34V#:%BK*_D!K<04L MVL&T'[GZ)8X^U+S&/5,+<@ITZ0?9$D>M=D5-2/*9!''4)*\;PW775.#U\RI8 MGIA"]]>;ID9R3+4R@:"<^1D-U(F98],P0)<7UD_K9ZL"EAR&)E3I=; VF[* M](#P&Y&K)@^+(OQMU]2=E)JH/<%G!!JJ'0M9TD$JV>(C9-E.9"F]ZY8^)X;_ M#86PV53NB/[DM;O NS[;884P$72[W(TL0Y'I9QV(S?Q'[Q8.H=(\T_#PJAI MUU7KQD.J,$DEH>&:$_5"'$]BU.K7%KX3.J\9/2?XQ65!,O?1\H'HC'MYXX[M&P=96CR:XT23$8E7=;A.-7+R2[I,3M!.UJ_R02VST1#W5ZPX*\YA5TRI6/M6)VSR.QG48H5NI:2D\36R\V;F^@2@ >"9STT8>$./`!80(29,WGUY?R5N;Y M\BUAKXIM%?+*R!ABQR1K2'N&>*T$/Q05%[KA<$'?UQGW-H161Q12F_4@3F2,M/,%EA;L>!HKSJ{NU#K<%/PD.H?U5_'@40WQ6/GI!G.8VEE53T"<7,6\8-OKM MR7:PL6W"36G*6OA^4#E -E1F9)E0._F=L*_^"T,*NT@^$W&=EO>=-PS7447M=>"\H6Y/=$'7'C;45FV2F- 07 M X0@EI;EV&K^*6%1*$2*[78?(P9QR992_C*WH7[K2S1VF) M1 B%INPKUBF(^%C2W6J:4@O^N?J.Z8)WW1)7Z-58(E#1L:R3-;CZ-^P_.JB3MUG#*Z8]LLX(FC3T$2OAS]00W3<,1Q76\ =AN3CM]&-R*]-067G%XF0B02ZY MRYY(+ <0FG*.([3-&,JUJ9++2+!ME=U>SWQ<*Y79]^\F $LU5<3)B<2KW M7;%\C+^:PS7A[!PIT!%N85I O&NE^1=@-)D35O*G?9S0RO _VZD#MX@KZ=B/TD+9UA.:16S7 M!*8KU+I'2V'05ED=G.:QQ>MH;@F>%CTF"D:H]SRSN 6[_\8_?H#/P>P5LJ&: M-:H4WH'2ZVV;S6RUS16'LPVWE#>BH,%%B^]>FL]5U,^_.E=1_T.JJ#(=V4W= ML? CLY6L,2G,P%6?0'J,(FDD@6/"U):J@C4P73>!,TL#"'2;1>Q\C; 8Q2DB M?Q)-3 *BQ->1A4Z320JL;6&G8@.NBV7IXA[];TZ&%NL+#%/%?*77'&/WYZ] M /B/>Z*X3+G]SK*U4]6;(<$8@&>-0X3)@_-]'M=+2]]UM '#?3\H8VSQS_MAV!MH\!H?W1%]B-9_"BT(OW5:$!)MQ$V.CM+V!33VEMH?^V((75/6;R=9>WU M)],0WCQ)['&S?_\R_.C5;@1G2C2A^*L@D]JB<;FI^5T#!:\4ZL+A2S]I[*O, M&!:]^JB3-*:D\W\2G\&\UZ\(+5C11F.$<0!O-'AR/@$DW82TON^^H^%3*K_,E MXM5DOT^)LGZV@ _=.2/(GV17, !O;X Y$K_H)H6RR=(F47@91$A5B+P$H;M; M89U>M#JF69$EINTA'W,CVG:UV8V!Q]DP[HG]'91/:A:6S2I'[W MUMQ51C#[B5]|[].RE#G,N$@O[$B<--SVQ_?H2<TQ&^TZI+&IFBU(215'M'4H@:;,,F\OAU\FQ+#,S'>)K_YZANG*7E3N2TD?ORB> FA%#-,.1!X3P^(.9 MB8'667X2%+>,5$^YJ.P+B9+P?]/MCSU/A+3@4;0F(.G)F1C'MUG#N?>7,QWWFH8VIOQQZE=R:2Hj1WI@Y M1.K/V%X_^!LF8%/6 M^W]7=?^.@CXLH80?.PSSLL&BTKC;!&=!H1^D>@]P *_F:779P+A]HT38XV&H**

M9;1##O:,4OHKA8OED/8NAGG7)?*+\1=+#+C6=]E#1@PLO.#UQ>_&"8|F-5RVB?NEF6^O6- V./48X9D46*Y5Y,Z =$#/?Q$ MZ#8T_E2ZB/RN^+2&*P;/YIE:^9H|>2O6LPZU-Y/HBG0QX5LKRW]}O2++?+FJ MJ+;$Y3FH"852KVW4=5Z]7!T2B/:XSM8$<",#_K=QQ MVDDR?P8^"2"G0$9(QQFK^GG]^\+7OWTT!#N0_U"]'A:6BG&K/HDDH1MJJ=-Z MF$J.QVXX;)]E8UR0:]0QA+(G*;/=).1JQJ6/6Z-H4;R+Y4Q)Z/,RKSAG6864 MY7D_'A;C&DW/'HQF>AV8S$2@-ZQE3,\'FGO9]]UMH[3*]G0T\G$1^"[@HOLI M[,& %HO+E<-)6.L"]%."=!UXPO!*K3/DB0J=]*3*T\E*>F11"=Y:O*#:UG/ M7=4[[9$Z;]S;.39E#R8@9^5.6V&.3ZQKQ*;4LWC:C%_B4@$?1R&/-;KZ]T4 MJ>%!GLBIR>1E'LA6-L?AX.:1D-;6^?62T]1?9Y!_BQ;F&V_OM"OY;G MM[PX5ZO*6UM"KRVNZT!MJ&^2;W76EQZWNBV'5:IWH+[EZDIG,3^+^;]#;2,+ MLD@@P!?BP0O\64C/0OJV=?'OZN^@I-]2 5_"8M-`_Y# [YM GY&KG__YC%O] M_Y"K9T7[X!3MR;9"R2ZDV9A=/^DU+(G?H&87(4. M'#.$R=WE"@_FTO*RU$&4M3_S[\"0$##4-:DG()(?3JD51+'1B^41Y&H?;L_HB M[,*$>50SU#F?I/5=20*?6]KV34FU#>8ZN+-@.V!!S@>BQYLY:PXWTOO!, M^AE#OE9(!XRS(,:FW"&"%F4?/]1+]H_Z6\I^RG>GMBC$[N#LXUG-L),X'QJ9;)5;Q@=B;YW$/NBI>?)Q9:-$HM@W, M:MV&6^]D)_*MAU)Y=^2&-D0G\V-RAZ:$;GC,YYKE!C*9W1:40IE1@T5\XF# M6]J.\,KCV,R;,>M0!LUL)9KS)5X=[N6.TG@#>N]!@K&;H$U" MVP!VCRZGW!3HFE__@S*@<.\5\T*VAAV\G(W>8"FI14C&J!1<%B60#_50F6_V M!\G5/IV^+S/1IQF+>V]AL6ZPOU_NI9\?ME1_O%I@STGJX62))]f$G!5-T& M#:M1@16T8-N>9 X=@X]0XGH0S$)Y39@4E$^)F10$=HS38Z>_[5JW2@+R.>ZZ M=?Q])OKGB0K[82+SRZ6!0H!!>#7.4# RR ;%T+0'!TI6N$;,:\'\&M]P(.@M M&TY(U4!3V,!"Y14O@B0 3#-,_D%N+ F3-">6^'+1^P/(_Y@/$#1Q6EB"OMFRGMYYQ()#RAM M&?JN_LZ)XN1N"U7\NCFV*1-DI;A<]-ON(()QH)]C)YIESJS /;F /(.H"[V8 MI@ P5^C$#D:;PQ69250/EN%X#1!TBJ4H<>_O#B/Y9K+&=+91%,9FH(%9C.&'FT[RPU31K-$2+AK=W> 9X$YDWX,\ MP>EG@+&S_#YWR-*)O1U55.BG.EPJ3-8G>Z##)^3 MH9X+/IT!I"=!//^49/@_DW*1P98^FXCM*-JX!U_R>(P^BEI M1I#/_6N-*J>;H!88]K.[LDE-6*+-\;5&>%^%5I-^$##QW_-+W'VZ/*E'^ TT M)[&@)U002RHV3<=R@=_CIM$ZHC_:T1AA4JB,)VG\C3K;=>2DWO_NHWL(_/4(%IQ*>7H2R0=7TBZ0?%N\[W)='8V[8@'8D$=A!:,WM*`6[OTHC:3R=IA;;__O,^/@.<7-?M?\+&S;U_N+EW-S>/XN#AMNZ3*B-&E"?<$?>2.T.R\5Y,'V2!SE^3;9$Y33 MB<2$TB2O S(^Q)W3+7W+RS.NUSY-"GA)3QZXYQ8V%9?C%6>M!;#.[R M^^^#DEW!4\[29S>':CAS94LC(WH).L8<8-\1#62481Y!\?1;=L^B^ X U1?E7 M?0*F1?D#IDF(F2FY0WP]7(A2.0T8+B&,3V=!/0QJ.^@1S_3L:>? #R-9\A(T M4T6Y"*Y6GN7W++_OHI.%,O#&[Z]E90FGZ6$RDJ8&-;^CF8$XGX7T+*1O>7%# MN:6(^V(9WD[R]M;[X$5"*1QHO5N_N"FJ5N46 \$ESR+XUDF33X++5O?7%9>U?."P@@MXG-)L]M$Y#7:^#O\>):Y4/N@'_;T>#MP"]JI'P(/1#MP> MW<&3SC]P%MFSR+[SRO]A/J@QGM8X'/KCZBJTU(A'SFI,^#V4;R;(-UZIX=FO-U^+?P'D^& M8OF.!^)!8NT6*'=+HKQQMR*KLKC]LM(_?LS*?LROGN_+.G\HJ^,AN+EP?@!<1C_# M1)K0YCOBUP!U\SIM.U\0FLC=^'",>;,VH\XKDG'ET1A7Q'DY] M.-^2)9##8Z;@,;K&S.,GJ6T;==A&2. MI&'H-C7ZB,'9F#@0,LI']M9%$T-34^=%G?GVQU6Y,:$G!--8'W)V!&4P4I:! M$=03I9(X$<7P((-_RW8I\CA?B_.U>!<3J%:'XS[,P@.5Z;FC0L%"MWE]W345 M$9F[L;B@+)"'+(52%?7W#\ZJ2;._^R?694..+1V="C?>/4..L;Q^R MRX)927)*Q/]S.53EWZ._R45*SZ9WEM*SE+[EQ35U%#=/4>RUZ=<4%)UE\"R# M;]D*+DQH-UTS[A:IT/XSQC1Z+EEN/2"/1ISN:#FD_L_5?Z*0$!QEZ9;E\WJ M)QDL$!T?_H?")Y)G^D(A$OPP@M4_:- MK7(D4Q:I'JADU/6@-3H8@%?XBB@5DQ/*+F^A R7]V_ZKC2^ S#:*>I!".:8 MTW0V\O%P#]+!0A!P31C,:2R9)S'?FZHJ'YXD_NAQ(JD)QYJ^34_ M8# ^QFK1/2GF[C?GDM/3*9X6!7H$:%:^C?0_$>!7QJWZ?K2OV1B?_E0]"%_M<"3<&8Q-3R#NM5YO8=Z6,Q'ZL!VU>>)H#TE%Y,?&E,><)P7#/_\,4ONK7?R/ MW;A;K>O*Z87T]PPBBAJB*S_\21>_R(S"4C=*=(EL=I8Z'FQ*;?RX&WX9EQ!5M\X%9MU=_'[L#IO7(P)T&A.3[L=]YR9":[\:>_@(3@.7JJ59C\O?TOO%ND9%QKX."'L_)&8A\ M'YE/)JY;0498;/8LT1'JESHY%%_K66[.2B0]B*-S3&9ONOT56S<M<)U9"@6\%&'NN3ZJ*B-&+91%,9FH(%9C.&'FT[RPU31K-$2+AK=W> 9X$YDWX,\ MP>EG@+&S_#YWR-*)O1U55.BG.EPJ3-8G>Z##)^3 MH9X+/IT!I"=!//^49/@_DW*1P98^FXCM*-JX!U_R>(P^BEI M1I#/_6N-*J>;H!88]K.[LDE-6*+-\;5&>%^%5I-^$##QW_-+W'VZ/*E'^ TT M)[&@)U002RHV3<=R@=_CIM$ZHC_:T1AA4JB,)VG\C3K;=>2DWO_NHWL(_/4(%IQ*>7H2R0=7TBZ0?%N\[W)='8V[8@'8D$=A!:,WM*`6[OTHC:3R=IA;;__O,^/@.<7-?M?\+&S;U_N+EW-S>/XN#AMNZ3*B-&E"?<$?>2.T.R\5Y,'V2!SE^3;9$Y33 MB<2$TB2O S(^Q)W3+7W+RS.NUSY-"GA)3QZXYQ8V%9?C%6>M!;#.[R M^^^#DEW!4\[29S>':CAS94LC(WH).L8<8-\1#62481Y!\?1;=L^B^ X U1?E7 M?0*F1?D#IDF(F2FY0WP]7(A2.0T8+B&,3V=!/0QJ.^@1S_3L:>? #R-9\A(T M4T6Y"*Y6GN7W++_OHI.%,O#&[Z]E90FGZ6$RDJ8&-;^CF8$XGX7T+*1O>7%# MN:6(^V(9WD[R]M;[X$5"*1QHO5N_N"FJ5N46 \$ESR+XUDF33X++5O?7%9>U?."P@@MXG-)L]M$Y#7:^#O\>):Y4/N@'_;T>#MP"]JI'P(/1#MP> MW<&3SC]P%MFSR+[SRO]A/J@QGM8X'/KCZBJTU(A'SFI,^#V4;R;(-UZIX=FO-U^+?P'D^& M8OF.!^)!8NT6*'=+HKQQMR*KLKC]LM(_?LS*?LROGN_+.G\HJ^,AN+EP?@!<1C_# M1)K0YCOBUP!U\SIM.U\0FLC=^'",>;,VH\XKDG'ET1A7Q'DY] M.-^2)9##8Z;@,;K&S.,GJ6T;==A&2. MI&'H-C7ZB,'9F#@0,LI']M9%$T-34^=%G?GVQU6Y,:$G!--8'W)V!&4P4I:! M$=03I9(X$<7P((-_RW8I\CA?B_.U>!<3J%:'XS[,P@.5Z;FC0L%"MWE]W345 M$9F[L;B@+)"'+(52%?7W#\ZJ2;._^R?694..+1V="C?>/4..L;Q^R MRX)927)*Q/]S.53EWZ._R45*SZ9WEM*SE+[EQ35U%#=/4>RUZ=<4%)UE\"R# M;]D*+DQH-UTS[A:IT/XSQC1Z+EEN/2"/1ISN:#FD_L_5?Z*0$!QEZ9;E\WJ M)QDL$!T?_H?")Y)G^D(A$OPP@M4_:- MK7(D4Q:I'JADU/6@-3H8@%?XBB@5DQ/*+F^A R7]V_ZKC2^ S#:*>I!".:8 MTW0V\O%P#]+!0A!P31C,:2R9)S'?FZHJ'YXD_NAQ(JD)QYJ^34_ M8# ^QFK1/2GF[C?GDM/3*9X6!7H$:%:^C?0_$>!7QJWZ?K2OV1B?_E0]"%_M<"3<&8Q-3R#NM5YO8=Z6,Q'ZL!VU>>)H#TE%Y,?&E,><)P7#/_\,4ONK7?R/ MW;A;K>O*Z87T]PPBBAJB*S_\21>_R(S"4C=*=(EL=I8Z'FQ*;?RX&WX9EQ!5M\X%9MU=_'[L#IO7(P)T&A.3[L=]YR9":[\:>_@(3@.7JJ59C\O?TOO%ND9%QKX."'L_)&8A\ M'YE/)JY;0498;/8LT1'JESHY%%_K66[.2B0]B*-S3&9ONOT56S<M<)U9"@6\%&'NN3ZJ

MJB5YC4FD0*J5*V@'D96H>J\NA?*9=JX!OL(#ZS1,2RU-9D46'9L!U0F&-`MKCZ[RPI>#24;H-2N&PV*[A'O=(!W9-2B>RSB7;O5U&:KF`[GU]+F1)C!KI MLK:@_)Z@'(+(SN7< 04UA.@PP<%+ Q\|","HSGCC MUM]"&)I*1*.5%%'9-!8,4(CY4)9@TI6@0\-$G- 6 05*S4/X6UA>1ZBI 4< M>]@ #M#%&:T$]T'1U"FAX!$"^@<0,$Y"(0S+85.-M!]^R1G/"+I@5E)@W!NR(;6:Q.^)3*HD0\(+]4FPVG#Q(GW0Y?=8NSP=9M'YA MKYU,2,"1$I0CW)F*$X)QA_RBT8 2AULQ#2+22O%4:>4GU#A6B:64#O$.H8S9 M>(]T8;0(0'G7&E0WMD8JN=#HLLQ8$10(0\905NA?&AF%)[*F5"42#% Q:Y#2 MJ@96?6=YD^VRLQ'73:A-M9:V!-O%W=S4.:8"-PPL69 M(36-?UR#==*0SZ@E#43YYZ=%EDY'K9#Y,GH"^IP0\^\KT@(($9WX,!AT5&B; MV9(C=U"Q2]2M MXI@[93CET &H:F9Z[4:M"NYF[8Q]/>2:% $$@S]:@)K@+',K=7OD6:)/OMA%MFY]?D'#\\0-M.-:+:3XF\T(D7%C,B7E-4E2?T=4>C"4S[3A&$V^LFS62L "6 M)8[!7LHG4"\U:%7T7"CH%YCL(`, ,HY #%<:D*;I+C\U"NJ'U&ZJ+!R.=K^_ MN76 ,R.-HQI@F=9OU,242D;0*S^7$L^2VA>FS! =?#\|"^@YB>'Y\5YW;4 MB^>C%;7+!38Z.2O=1W.B'3FP!8'%9)#$UN+05UQ3P@%P4#"FAW1QD{Q'T7/SJ:4/Y@?!UAN[C[ACM"U?"K4WK+T^_!+XG4J@1RS1WlLWV'X, ,SI7@PlGG;?79X/?$9O%IU%\W-#(Y.#8N:'1M[5AM;R(W$/Y\^14C MJKLC$F\+R>4*!(FB)$I?I^]NU[6]K&WMC>$_OK.>($@>3:J+GD5 EI MA5]FQN-G'C!V-W43V>NFG,6]O3==)YSDO6Z]^.YUZT5'-]3Q##\96#>3_+B4 M:.6]"9L(.6N/Q(1;N.!3&.H)4QW?9\5?O!TT,E?\O6%&,.7:2IL)DQW";UV5M23%&2/&J>M,F!D+U:,OI5XW()WH@A9;V]'0&\WXC@_=>$ ML:,OG0IMUGG(O],6&7'EN+FWRL')<'1^>C!HC\X_7;S69:YYN,R-S;$3G .7 M0V2ID: M<^A'CKJ#'UL'%6 6&!J+>0QEFO#NAX_-9J.S.M@W!9U]'*QBLNB$5L7*@]9A M@VP-4I;A?L'"%OT;$=8A^+@(XEH)A_:O'',8QT#'',K8>UV[J@UJZ#'X<.0M MH8??A:*MA9]KT%=C[9RHH''!$PP?E^+$#8=/22(B=$:=.F,Q2;E@%$E546UO! M0$\RIF;KP0\9SH6^9;&'E"LGPK%5"287+5-MN9&*L!9E ;ZXN!$L .>A%+] 2MN8]BYT)N?5Y386%/Y2>2AZ/>?L9\>=8B&D/M8FY.2XU2ABHE!F+8Z'&R_\V M8]'B_SRDJ8A=VH:@T7C; 5]C O& `J&1W:*3O3=[;Y#(S&+\#:T_8G)>BKC^ MS(^B0?&&T>:1C]-W;LT!W$M"!7Q+!>%M1+*2$OBZG" -!+5EZ9/CNHMWA,=R MIY\YO-$=K B;P5"PN>-<&2P?.8,AS["@02LXQ;EHLOJ92MP#+$.'.H:B6*\X M%MPD1*BV&A5H-HI''HC35'!0'6%P4, T8E2N@-W,.40QSF5$!BO'P6K97'HG M(H'LB@?2*)X448N"3D3X5+_G(S0KG](!,5&;(0N:NX; <+VEIE5Y\96[N M%7X-0^_A.K_2^BY2ZA9@Y==0T(EU..Q%>$$)A1*&P]"PM<&BB%A@JHK,lP2 M4"LTCDD).!}'(N]C1X9 Q1Z:GBS/ [0<"^^#C@\X"\M[265%&RY23A%D-409:&>(%=D MMV"U%%B7X[",IR#]|CNP2:[%^ [,^>K@\.V#=/74&JG;^A89^Q"1/A)PX(&_ MV+3[TU]/6C;D]PZFW+;UVP[.YXK\:9NY&NEC._F-M^AU;L^.Z^%WND<[+]PO M672\!F$S(ID2K=V86!1Y15=<]/G*A6QYS\(+E.&27C4J=,%2VD',\2X4HX+$ MZ__=+6GE&89TY/+Z@YIQ(JQ=Z,NY#;0?DL"-M$'URNCM))RAIP0%%%(1]H", M4C/R@]?REH<0+\0V/=^]^[16WWTJH.\-??RM:)IRG&-00KV,4|FKK6I5K&?UC'F'F.7*TNFC$B,(&<8O)]\MSDFOECX]R;W M8G$#D636'I=^]5^-JI?]LY/J3\.3_B_(**N]EV>GH^%&6YI4C9[>;R3Y!I=G M%]>_W7G#$?04O>6#4=3]TW2W[M^Q_P902P,$% @Y(EM66"Z .*"$@ M3MH !$!T;''H+3(P,C0P.3,P+GAS9.U=6V_,:!9^7V#_@]8OVP66\3V) MBZ8#)W8Z'J1U$+OM[-- EFB;&%GR2%02SZ_?0^IBR=:%EIA$2?S00I$,>6X?M#\\A*>O3+X\K0[G'MD,L\Z/+6/&G4%&QJED[,Q47M^P3U\U>C44UQ[&KJJF&9 M<^)F6K5?/O_S'Y_^A= 7;&);I5A?%ZAMENG1-'=L#:X65WR_O;A2D-%H?&^>W M7Y7OTRNEU6AU4+.)FFV$/G]Z=/2/CK;$*U4!"4SG(]RX]"TI77^LUQ\>'DX> MVB>6O:BW&HUF_?>O-Q-.6 ,)-BU0_.Z#EJHZGI?#O]!K&NXMER)U\"1&SN34:9+K&]VZ]S!*2C)\1TPVBK70=X]|OO;'7+/7Z]7YTYJB4FJ3 MF4OQM66O!GBNN@9(XYI_N:I!Y@3K$"\,O,(FC1%$'E/57F#Z35UA9ZUJ6,"L M$%P4A4<(LEI;-E7,Q,9IVGEAY<;2^$#(:,+^0D$[Q&ZA9@NUFR? NE87D"(5 M[TDB..D-OO+HOQCH<\(>[1)L$?)22(!!(A]B$]ORK!>!N-A?@&Y.SB,*X) M@2B3XQY!1O4X;&IA*/C,Y68IZ-MPK*"+$7=P1'6M' #;%,N,TC$5I(YY"> M7Q5W="PB%W4W!^,P&?(SB#1A\EKROYTBCL_+-80DRNNF(#S"!$(,'3XYNR@3 M\\(L32SD^>3LHB B=U($,4!LO/E$$WQ:6(I#4EA&!W2HP+""">]NFT9N&[B M!;M"Q"*28=NQ5BPL]=C,WSS=E4,U38ORKOB]X.YZ31O M@WB*P_6$)MBXV8H7M&48N*@Y8&P#^UH_NSJ::ARJ#C317(-[H:)*Z7A^]%+0 MA)BDPCJM;7RH3M#$@<*@D*=8!U,@4 B4R)"A4UY(-W27'ZAFCK,'930#6)C MT5YQ+C6%M?M^-\JO,CP1Q7L.Y0LDW'K,JZ=$JN;/C49#0&1E^8Y\BJV$+M=CVJ0 M)$!XABO',HC.8_5,-7BUYBPQI@[RLEF* ,G$TI%KJJY.^$Q0& @E&5R*=\#N?YS1%(QAZ*URNXO,25@ M%.?%@+4KARRW/I67HV'80_LME*$LC')'.8]5D5I?$!6(NT!HLK&$%960)#$IC+ M,I*\J[(MHQF6X]H8_Q@&LBDL6QJ'I%_ .F7B2<=#TE8ZI1]*!]SZTKUS6+6@TK[*#O7' M7/L7"4VNE<-%Z,55IFEV;.R"!+F(PLL9XE@82GW:"L(Q\HU"$+\8((H7[>' MO'-L2Q7]Q)=S3-7X,RB_S7GK-SZG-^YJ[O(L,P%Q?8*Z7A& M45D/[_4GR;'-1]C639Y PP1XZ@,@.,[]^)^PL'[]R_Y^A! MM6U5PD0+&RNUMATRFZ4YG0LR[>=1-_V M@E&*.&L6FD/6[]S7S08R,85BI:S MK*9\"*[>^*MZ,H7HNK,*)^S'\I.(D:2LSOQ)3?EPY3+]-X1D[I$)@DBN?U+ MQ$13RGIBQ&'<$0<[BF200Y/8O$03)"67&,MT1!+N%FR2O[W&3FW/XE>CUY5S:K6CRBX)"'3@XB#N(E$1W)VI"5>01*!*.7R =4Y48 M$/#Q(W55XT7/@NP)(Q%JR?N^)8^'*!\&GL3*U)/XO6-1N+Z4#+O"?"4B+'F[M^9 "]PBF8DZ-1!A^7I'_QS:G@#1L&^W+1\&SH:ZP@/+@>9:\;7X /%$T,+)3 MF/_USF(.MWKPYM'N D@?H2R(E,AM5GP34S4UHA{=1SLMS2(.B,&82\(HMD& M&?@>&^B!T"4QH\V7!#!L:\O-LZ/]*760.""2SQ4<-" B#]@R1:"ITN>:\K8W M6TW9;S'=,$V5GUS3:/-? TV/0Z9,<%VJY@(@%4<1// 1@B)P#&*P9><$,K* M+'%(E%ZCC\\1GF9*'.GPP!L$H]$H,F2BX^0X!/*6XB6GS^*,)(*MP.+_4$6M=%LDOB23R(IX,D20B*GDO80L3,4B5C+1,1]E[@D?BC'1B)WF#(G,?ZAB/M!-W&?OY'=Y,>/44:)DT.B>A*W@C)0A<\\:7=?WI,EP3>7Y A(WHM(>Y7B"(KTM@S"2D9#1LSSWGR>O!%.B:I)$<-<482<9*\&)QI=.L85 3[EG8?/)K+"O,E!= ([]"2 M%WPS 97Q:.@)>@Q&N:X&QM0FFO?C3LR:LB>S,JPEXNOP-Q/AT5THH7^]\#C+M"7O76GN'_)X-3FD,)8(H>14X!T1C+M<1.N+041U(>]?>3A&U4* YWMD#QZJV M1'BU-JP-QGX(\4'PY&"3)Z)$>!8X3X_8<91 $X5:RE6@RTS\6!07<&?L#/VJ&JT.FMO6BDH,TF_(YRYU'9QC8\7!GV+/_H+&W.2_IQB>T+Q M6K<>S'\@\BM>S;!=XQ^AN:@)T!'#8"*!2P<%W@2ZC*!OMB6N[ZH\2_T?22 M^9KB??TB_';D1!U;J<0 QX&CHK-<[M"B4\>$D-(A);-O7?DQG/^5$9UZ1C<[*$^U-LKR)G!+?*'-2FB)[>'1BA,,#L MS:Z6_H_X@XIX1FAAW=E!=_8O/R[]RKIMQXK=H\9,.4AN=L%7I' MB0R":FH4.?<:'GO=T2F3I!()"HBXMAS5X!Q')DO482I)%EQ])"MW!>D)I",C MDQW!<_C2R5<"5Q2FT(C>4CNMZL1^@)Y0WG@O.!6P4;3M&S %Y"D:*Y<6>#R_ MLS:J03=CD\5@-G^H!H= 2L)=EMZLF5,RJ9#!ZAU![4E>\D-\M\!>P7(6K.N M_(V\ F;*ZZ^RY<0!.DZP ;7VX@LVX88!FO;U%53V+)!3I15K=(GYF#Y7B^^G3K MAA0KD0%\PTGM[?Q M&5J,M!(SM7?LD%40# =7E@.IJJ7S'|KP5@I^AK]M[.MV0(,GQ*MF8[W$LA" MMF/K@F.>&XSGWIG^V_"#"IZNN5055M &N6]M2\-8=|@*:::>@L3557>T6JO$ M9O>NH-!;8.:Y,) Z+M5" W1&.I:K@3%);;@?!3ZQ*NB>X7Z%0U#W:FR04$$&6EVJ?#,/*G%>1T+X MVE,\S4*E>WWRBE5PJ BKY>WWLAIJ?TU/IOF*\JFF0:=+&SOL):- 4AY>0+NI M!0D?Y0TS41"+:LV"E/GFQM+-4/5V(_^C!^AVM2]7SW!-S=7\0E'G+R2]\A? M5?M/S'\D=((UU^;S2ES!3(I*S*)>58GUWU33!9RP8S')&RTBA)70"")RM,@* M\KGQW-LJX|L%;#7$W\C;K[W+=%"US'!K%;I/)JJ!AV+Z%#,+_ MHZ_J)1+'/BCFH_/:LC-U+!1!Y59I4]J62O&*].G[3?+UBE"^E'ZA/L$R E]9^1^F0;49:)'OO'#_M+50]F.T@1&3-H/ED\E4L#?N4UB0Q5-# ;I*YN^^W%,; ENV M:BDDU=3*QG.7G:A-S^6S22J1Q>?MDT'2OM5&A/3EQE>&3I!)8G+O?](B39LX M466SL4#PP.S;C-++F?C_?-7,I^@SW"UX+^'.O??Z55!:Z;M&D=QWU6R9/J9= M>VW9%.M<4>_7;'ZPES%4<_.#6(._*3S!&KMPFHT9%*BMAC]>3Y=X^.C!Y&Y? M8Z< @,;.-3"0=':"PM/RJ&2LO)M\=]AI5;.1T\3>%#9B9JBQ)6(GW>8O;#I M^PS"?"L(\V%1$ZHE0EFUD1+JZ85([]A$0@(2*)E/5HVS]DGS5V37BG\ :&]O M]M!&5=F339);2+E**L//R!%\"# _)=8M_^9&X\^3HLUV69\PBZR\P#3Y=.:'"8H_M ME2S[EA.AN ,">#X1A!,/4SK91DMM4IUYA,WDWBL^T3>RO/ROO"_NU]0K.F+ MOQ25*78@Z%XF?G"KJNK)CR^E[>T(NEBTC^HN7V4I=B@&4AM53OW4>@ J&/)W0K7?Y*7AW*I*JQ;6TBW#*JJZA;9=]\] MG[>GH0AM-?4D*R^9B!36.]IE452B\IX"GAR5+Y+PG8S,U3Y1XHJJ.I;JP.^3 M+Q:DNB;/C=E/<&_2CL8(4582I'[(")='XGJE/JT$.(-PEW'2.YND*N5V(*67 MAC1WA=_>?CW)Q^_CKSLOA\?N5'(L;\XZ>5_0LDW6K5$JMRI@I+FH;'I2U9G MK\=*E?@H:)U*R+DT:N'&.ST^OKRZOK\$O6;UWW4.;T^1_W^91>=-UK#WEFW M==6ZOGX5GA=4YVBH_AWN66YM80$1W^$UNAV>OWN6:N+&F>=!NHT+P?HO'W: M06>7IYUVHW_=/#UMO[S/!*5\XWXM_07DIW!C>:&.7LLR4/-\V(.YIHFZ[>$9MZK2Z,+MT>AUTV6I>]KK]_EF_*W&N?'[!WZ#W!0N'P_M(;;2\OGB'/O)X?&N M;-KI#!KM?K>#K@;-<]09#KKHLC%HHT'[G W+P6#0Z3Z'W07E>%>^.6_U3_MG M@S-TW3Z]1)U^[Q3U>OTA&IPU6J>MRR$\/\.WPC*\19\(QBH!3IX/=:0]R'G M'*M)9/06K"N(-8$.7H\U#O[P8HYQ#N_O5=I*$"I)+5Z/OL_R_: <"SZ/#&_! M)ZF? RMLX?0>WX*]!+[+5]AR(GV_!1L*?T>SL"7%,.P%>PI.*P(=O IK.&1A M\E\1A6M5XQ\G =9H;1E$8^EE<)\ED /Z>#;;>!_>83GT2H4__P]02P,$% M @ Y(EM6:L;$1JE"@ KHT !4!T;'!H+3(P,C0P.3,P7V-A;"YX;6SM M76USVS82_GXS_0\ZW6=:EVMT=29N1WY)3C-.Y9&=MM\Z$+FT<*$('4#*UOWZ M6_!%D661!$@*A.XZD[%C:A?89[%8+'8!ZL,O+XN@MP(N* LO^\,3TWX/0I=Y M-'RZ['!Y<$8/U^-QOR^.\PE"X"0"KS=;]QIG M<>@!OV$+Z/UQ-;WK,;W3L_>G/!U_[GUYO.Z=G9Y}[PR'SO#<<7[^$-#PZWOYM8T8$]%"(4"1_7O;G4;1\/Q@\/S^2O,QX<,+XT^#V]W+Y]1=M&+:) MWPW2#S>D;YI^/D]HAQ<7%X/DTPVIH/L(L='AX(_/=P_N'!;$H:'4B"ME$?2] M2!]>,9=$B1HK(?0**>1?3D[FR$?.\,PY'YZ\"*^/6N_U4M5Q%L 4_}[_64Z M?M5G1(+E',?EQ&6+@53[Z<7YZ4!2#E#J"!801H[+<+!" 9[\GV !}>0X.C,2 M2%R.F -$PG%CSB7U$CAEGA.')/8HTB'N1(PY!_^R'V%_3MZ1E/0?;?<3K9=H M>8(NE@'T!UMZ<$G@QD&B]SO\.R.76+M222HJO$2 K65CEDL;,+="4 MS&A(PIB"H$4XI$]SN&!!##Q/\91S.&>K*7,(N\U(#,(T@;KL*="!]*"&<\4 M7"2T5*O()YQ/Q"RQWE@X3X0L$^4.((A$_B3!EV#+'OPY)&K%IN7D,WI9Z*T4OIS$>N/PFBPI3HLBVJ37\'M'MBQO$,LCZQ)CW3(.B::C# M:A33EE,K$'T/15<2H@DG)C!G0:H0IRM*X6NY2M*RSE[L:2M69+C(E_0\62 M"1)\XBQ>CL/,>O$I1ED1#7&%G"SE+@)7&V5P35HUJHE[#DM<0&]?EC*R1(N:M1!B']JP<&IQ&$4TA(C0$[Y;P$#4N,,J)%W$29MZ 3UU:!$B=T2B>ASGCT2/P MQ3A<@8CV1=4JI&9E5O5FEOBOWS%>(#)R"+TI?9I'8A)'24H!|:!Z,'>/K;7E&,1#Q8I&TZ>"6;Y'S^YPM MJD(^IF-&V)T2G*$-<+0=E2JZ,QO0U0B!5?&9,\9]P%H8(/FMP^ ?FQLT\"4 M1&KL0"&/3<.J!E\E^6.3-U%&I9(7LM1:*\$TF"QO'Q3UN,-2P]L&U2P=;),! ME@2RVXMU:,K'}BM4PZ.4A;7)#M5@Z>X$;3)$Y?S0?O=HKT76 5.UO?R&[\-@ M%]L>=_FV@H+DA$[S'98'2*+%6]9Z%UV6,76E;%3! (3S^XX),0E5BY9[*#I9 MBP+1?F6ABYLYW#T Q]UWMFV=A+G]KU4E;M20X6*)2 *:3,2B|%81F5%9/O+*MD[5]Y/TK3I,C$S\/R@H$5^(Q7/+!&0K2GC^BD[U.]V>XU&TV:$50U!DMPW,% M/N.0TCV2%Q"W+Q$GN'[1D/#U&%V/D!,&.=%=H6A/^;RIK8C&/7:HP;V;=IG!MF/@(911%G,[B2.YY'1D4EHPCZ=,M,A1F>EMOOP/MH&B9[IF"$ /!2U*B:9+* T7)@7@AD-FZV[@!0%,2DLMU[D2CV$4*T"OG2]Z MG+C1[S2:7V-<@\KEF[2OS'GC/P^]8"&VVBV9+69"LCJG9XD#'(F1MZ A%9&T MJE7%I-%CMK-@6!AWLJ&:E-2005:G2&T*2-4YQ]8B].QQK@Z78,NWU+6&,7# M(:I>?EFM':=5PZ8$LJWL1HW$M"7#JQRBJT(\-^"'-!%6A/*JR+ZW!9EV%M&F M-<1$MH-IA.PVQ1"&=:.X#;-J[=+(&C+--,IQ64(Q3 .91)L16X.W#]$A^VE!#5-8D2#.MO!]^?)8;],9([H%2YS)[Z_>U+X=9E/OS>PX+&B]VL&CS&;\=O'.W88K3F%,7 M5]#L[L/K!UN4]\DK$-" .*!MW4#Z>V-0MR_N7%K9%%?J6]\'MZBNV(T01O5\ M TL.+DU&'_\?0!(VA|ZV511H1X?5**9OR189PN!>*37M.R"%Y1H5%N,8%3+ M4;<]J"%Q%3,TX2NG*0E0)3XS);R%TM"N13B&CW^$R|#4W #(@3U^7BE[U'0M8>T($]H)"Y_NZ"]7YY%=07HH!C=V?B4P17[3!UV_-;.G9?B(S'J?-VCV;GK-MH@.H@+5C3/O*=T613,-6.D8JMZ4A]JPS;'MX.D:QR78GRXS^2%7P=XPNNWY[MSYP#ONOX2I#U6G,])$O&?^A1F=%/?"NUE_09X_#CQA"A*ZLFKL1797Y%_T& M,,"7YH4:X"MIP 9\FZE5%U|) W\=27S[-I(L/_#(1B[NH#B@.E&!T?H^P(VUMS#GAT^1D40$$_0:ZQ:?Q<@\M7L/OD*E(%A8A4N7K#(W,#.+-%[O=R\; MY>2:,;5@9H;+A=]F!|Q_BNO6I&F]!RFJUB;>0=)P%^OYOX;/U+5G1-)=0 M*!AI@<;]U&?G+O|Z2B)%0U0R5XAH^S@YPZIN2P/U$D8IB3+-O^/[\YW-:0I MQ]JBDY]PT_2>?D]45)Z.M$7C#64F3/S_HI7@E%8/MD7I'3>UINE-2A^CRJ&4MTBH8WCFUYVQ3I'Y\S.ZIX\NES2YRVGPQ]W"9Y*:%GD9M(B2 M.J,1/JE[RBNSK-* [,7\"]>:')#AG5-[\@>P0ZHNER2= MLT_S,:7?\P5;9"L_$>\8Z>C.:;V*8O*E.R:G!!X.L0*5>DYTW1SFHHE5SNJ M<|JNDX"F;/.5!FJICL!#P93>6K4@&99H)W9A'Z01X^$6:[^1!=(B)8-[YS: M6S*/,G:;)/D7?RD6;?VPS]F!6Y&X5FWNND*=4[;TX_BLR)AQF(D/DMI1G=-V M[S]=ASR.-(NJ:+E"^2C&=TCO)S+WXXWM]135R5$PHDN:* ^)+&@BUMFB(1U2 M=4>"(F5">/?^X3[*:WU[T1+5%T^!0L_F1.!#I$-ZY ZYOIR*_-NO7R@<0U9 MM;_+Z-G'?"=I\(JF(4E_??V6S2SCXG\)8IJ1\-?7>5KLV-N$W)OG/68I?D;,F*R!K/R%E3<,G!W+Z M,U).05X4D,=?D/*HS(QSW)31G-'#(J2*E#V\-DJ\ 0'E$=\Q&LTX03E$)\! M(P:^0'G"9[C(@RE0OO!9+/)P#)0O?";+)&H"90J?L:*.4$%YPVJ>0'*.4!ZQ MFB>07 K4-<=]H4@24.TE;U5^!J|(_"*,MV+@MV>K*&S/OL5&88Y+23NIV'%X0"<;D=+WSQ_5^*?(?HI@M1I+=DI@OGGMZ MOR!W?DRFLZLB+U)RXZ_Y6CNFJ^GTGT2H4_P]02*$%% M @>Y(EM6:L;$1JE"@ KHT !4!T;'!H+3(P,C0P.3,P7V-A;"YX;6SM M76USVS82_GXS_0\ZW6=:EVMT=29N1WY)3C-.Y9&=MM\Z$+FT<*$('4#*UOWZ M6_!%D661!$@*A.XZD[%C:A?89[%8+'8!ZL,O+XN@MP(N* LO^\,3TWX/0I=Y M-'RZ['!Y<$8/U^-QOR^.\PE"X"0"KS=;]QIG M<>@!OV$+Z/UQ-;WK,;W3L_>G/!U_[GUYO.Z=G9Y}[PR'SO#<<7[^$-#PZWOYM8T8$]%"(4"1_7O;G4;1\/Q@\/S^2O,QX<,+XT^#V]W+Y]1=M&+:) MWPW2#S>D;YI^/D]HAQ<7%X/DTPVIH/L(L='AX(_/=P_N'!;$H:'4B"ME$?2] M2!]>,9=$B1HK(?0**>1?3D[FR$?.\,PY'YZ\"*^/6N_U4M5Q%L 4_}[_64Z M?M5G1(+E',?EQ&6+@53[Z<7YZ4!2#E#J"!801H[+<+!" 9[\GV !}>0X.C,2 M2%R.F -$PG%CSB7U$CAEGA.')/8HTB'N1(PY!_^R'V%_3MZ1E/0?;?<3K9=H M>8(NE@'T!UMZ<$G@QD&B]SO\.R.76+M222HJO$2 K65CEDL;,+="4 MS&A(PIB"H$4XI$]SN&!!##Q/\91S.&>K*7,(N\U(#,(T@;KL*="!]*"&<\4 M7"2T5*O()YQ/Q"RQWE@X3X0L$^4.((A$_B3!EV#+'OPY)&K%IN7D,WI9Z*T4OIS$>N/PFBPI3HLBVJ37\'M'MBQO$,LCZQ)CW3(.B::C# M:A33EE,K$'T/15<2H@DG)C!G0:H0IRM*X6NY2M*RSE[L:2M69+C(E_0\62 M"1)\XBQ>CL/,>O$I1ED1#7&%G"SE+@)7&V5P35HUJHE[#DM<0&]?EC*R1(N:M1!B']JP<&IQ&$4TA(C0$[Y;P$#4N,,J)%W$29MZ 3UU:!$B=T2B>ASGCT2/P MQ3A<@8CV1=4JI&9E5O5FEOBOWS%>(#)R"+TI?9I'8A)'24H!|:!Z,'>/K;7E&,1#Q8I&TZ>"6;Y'S^YPM MJD(^IF-&V)T2G*$-<+0=E2JZ,QO0U0B!5?&9,\9]P%H8(/FMP^ ?FQLT\"4 M1&KL0"&/3<.J!E\E^6.3-U%&I9(7LM1:*\$TF"QO'Q3UN,-2P]L&U2P=;),! ME@2RVXMU:,K'}BM4PZ.4A;7)#M5@Z>X$;3)$Y?S0?O=HKT76 5.UO?R&[\-@ M%]L>=_FV@H+DA$[S'98'2*+%6]9Z%UV6,76E;%3! (3S^XX),0E5BY9[*#I9 MBP+1?F6ABYLYW#T Q]UWMFV=A+G]KU4E;M20X6*)2 *:3,2B|%81F5%9/O+*MD[5]Y/TK3I,C$S\/R@H$5^(Q7/+!&0K2GC^BD[U.]V>XU&TV:$50U!DMPW,% M/N.0TCV2%Q"W+Q$GN'[1D/#U&%V/D!,&.=%=H6A/^;RIK8C&/7:HP;V;=IG!MF/@(911%G,[B2.YY'1D4EHPCZ=,M,A1F>EMOOP/MH&B9[IF"$ /!2U*B:9+* T7)@7@AD-FZV[@!0%,2DLMU[D2CV$4*T"OG2]Z MG+C1[S2:7V-<@\KEF[2OS'GC/P^]8"&VVBV9+69"LCJG9XD#'(F1MZ A%9&T MJE7%I-%CMK-@6!AWLJ&:E-2005:G2&T*2-4YQ]8B].QQK@Z78,NWU+6&,7# M(:I>?EFM':=5PZ8$LJWL1HW$M"7#JQRBJT(\-^"'-!%6A/*JR+ZW!9EV%M&F M-<1$MH-IA.PVQ1"&=:.X#;-J[=+(&C+--,IQ64(Q3 .91)L16X.W#]$A^VE!#5-8D2#.MO!]^?)8;],9([H%2YS)[Z_>U+X=9E/OS>PX+&B]VL&CS&;\=O'.W88K3F%,7 M5]#L[L/K!UN4]\DK$-" .*!MW4#Z>V-0MR_N7%K9%%?J6]\'MZBNV(T01O5\ M TL.+DU&'_\?0!(VA|ZV511H1X?5**9OR189PN!>*37M.R"%Y1H5%N,8%3+ M4;<]J"%Q%3,TX2NG*0E0)3XS);R%TM"N13B&CW^$R|#4W #(@3U^7BE[U'0M8>T($]H)"Y_NZ"]7YY%=07HH!C=V?B4P17[3!UV_-;.G9?B(S'J?-VCV;GK-MH@.H@+5C3/O*=T613,-6.D8JMZ4A]JPS;'MX.D:QR78GRXS^2%7P=XPNNWY[MSYP#ONOX2I#U6G,])$O&?^A1F=%/?"NUE_09X_#CQA"A*ZLFKL1797Y%_T& M,,"7YH4:X"MIP 9\FZE5%U|) W\=27S[-I(L/_#(1B[NH#B@.E&!T?H^P(VUMS#GAT^1D40$$_0:ZQ:?Q<@\M7L/OD*E(%A8A4N7K#(W,#.+-%[O=R\; MY>2:,;5@9H;+A=]F!|Q_BNO6I&F]!RFJUB;>0=)P%^OYOX;/U+5G1-)=0 M*!AI@<;]U&?G+O|Z2B)%0U0R5XAH^S@YPZIN2P/U$D8IB3+-O^/[\YW-:0I MQ]JBDY]PT_2>?D]45)Z.M$7C#64F3/S_HI7@E%8/MD7I'3>UINE-2A^CRJ&4MTBH8WCFUYVQ3I'Y\S.ZIX\NES2YRVGPQ]W"9Y*:%GD9M(B2 M.J,1/JE[RBNSK-* [,7\"]>:')#AG5-[\@>P0ZHNER2= MLT_S,:7?\P5;9"L_$>\8Z>C.:;V*8O*E.R:G!!X.L0*5>DYTW1SFHHE5SNJ M<|JNDX"F;/.5!FJICL!#P93>6K4@&99H)W9A'Z01X^$6:[^1!=(B)8-[YS: M6S*/,G:;)/D7?RD6;?VPS]F!6Y&X5FWNND*=4[;TX_BLR)AQF(D/DMI1G=-V M[S]=ASR.-(NJ:+E"^2C&=TCO)S+WXXWM]135R5$PHDN:* ^)+&@BUMFB(1U2 M=4>"(F5">/?^X3[*:WU[T1+5%T^!0L_F1.!#I$-ZY ZYOIR*_-NO7R@<0U9 MM;_+Z-G'?"=I\(JF(4E_??V6S2SCXG\)8IJ1\-?7>5KLV-N$W)OG/68I?D;,F*R!K/R%E3<,G!W+Z M,U).05X4D,=?D/*HS(QSW)31G-'#(J2*E#V\-DJ\ 0'E$=\Q&LTX03E$)\! M(P:^0'G"9[C(@RE0OO!9+/)P#)0O?";+)&H"90J?L:*.4$%YPVJ>0'*.4!ZQ MFB>07 K4-<=]H4@24.TE;U5^!J|(_"*,MV+@MV>K*&S/OL5&88Y+23NIV'%X0"<;D=+WSQ_5^*?(?HI@M1I+=DI@OGGMZ MOR!W?DRFLZLB+U)RXZ_Y6CNFJ^GTGT2H4_P]02*$%% M @>Y(EM6:L;$1JE"@ KHT !4!T;'!H+3(P,C0P.3,P7V-A;"YX;6SM M76USVS82_GXS_0\ZW6=:EVMT=29N1WY)3C-.Y9&=MM\Z$+FT<*$('4#*UOWZ M6_!%D661!$@*A.XZD[%C:A?89[%8+'8!ZL,O+XN@MP(N* LO^\,3TWX/0I=Y M-'RZ['!Y<$8/U^-QOR^.\PE"X"0"KS=;]QIG M<>@!OV$+Z/UQ-;WK,;W3L_>G/!U_[GUYO.Z=G9Y}[PR'SO#<<7[^$-#PZWOYM8T8$]%"(4"1_7O;G4;1\/Q@\/S^2O,QX<,+XT^#V]W+Y]1=M&+:) MWPW2#S>D;YI^/D]HAQ<7%X/DTPVIH/L(L='AX(_/=P_N'!;$H:'4B"ME$?2] M2!]>,9=$B1HK(?0**>1?3D[FR$?.\,PY'YZ\"*^/6N_U4M5Q%L 4_}[_64Z M?M5G1(+E',?EQ&6+@53[Z<7YZ4!2#E#J"!801H[+<+!" 9[\GV !}>0X.C,2 M2%R.F -$PG%CSB7U$CAEGA.')/8HTB'N1(PY!_^R'V%_3MZ1E/0?;?<3K9=H M>8(NE@'T!UMZ<$G@QD&B]SO\.R.76+M222HJO$2 K65CEDL;,+="4 MS&A(PIB"H$4XI$]SN&!!##Q/\91S.&>K*7,(N\U(#,(T@;KL*="!]*"&<\4 M7"2T5*O()YQ/Q"RQWE@X3X0L$^4.((A$_B3!EV#+'OPY)&K%IN7D,WI9Z*T4OIS$>N/PFBPI3HLBVJ37\'M'MBQO$,LCZQ)CW3(.B::C# M:A33EE,K$'T/15<2H@DG)C!G0:H0IRM*X6NY2M*RSE[L:2M69+C(E_0\62 M"1)\XBQ>CL/,>O$I1ED1#7&%G"SE+@)7&V5P35HUJHE[#DM<0&]?EC*R1(N:M1!B']JP<&IQ&$4TA(C0$[Y;P$#4N,,J)%W$29MZ 3UU:!$B=T2B>ASGCT2/P MQ3A<@8CV1=4JI&9E5O5FEOBOWS%>(#)R"+TI?9I'8A)'24H!|:!Z,'>/K;7E&,1#Q8I&TZ>"6;Y'S^YPM MJD(^IF-&V)T2G*$-<+0=E2JZ,QO0U0B!5?&9,\9]P%H8(/FMP^ ?FQLT\"4 M1&KL0"&/3<.J!E\E^6.3-U%&I9(7LM1:*\$TF"QO'Q3UN,-2P]L&U2P=;),! ME@2RVXMU:,K'}BM4PZ.4A;7)#M5@Z>X$;3)$Y?S0?O=HKT76 5.UO?R&[\-@ M%]L>=_FV@H+DA$[S'98'2*+%6]9Z%UV6,76E;%3! (3S^XX),0E5BY9[*#I9 MBP+1?F6ABYLYW#T Q]UWMFV=A+G]KU4E;M20X6*)2 *:3,2B|%81F5%9/O+*MD[5]Y/TK3I,C$S\/R@H$5^(Q7/+!&0K2GC^BD[U.]V>XU&TV:$50U!DMPW,% M/N.0TCV2%Q"W+Q$GN'[1D/#U&%V/D!,&.=%=H6A/^;RIK8C&/7:HP;V;=IG!MF/@(911%G,[B2.YY'1D4EHPCZ=,M,A1F>EMOOP/MH&B9[IF"$ /!2U*B:9+* T7)@7@AD-FZV[@!0%,2DLMU[D2CV$4*T"OG2]Z MG+C1[S2:7V-<@\KEF[2OS'GC/P^]8"&VVBV9+69"LCJG9XD#'(F1MZ A%9&T MJE7%I-%CMK-@6!AWLJ&:E-2005:G2&T*2-4YQ]8B].QQK@Z78,NWU+6&,7# M(:I>?EFM':=5PZ8$LJWL1HW$M"7#JQRBJT(\-^"'-!%6A/*JR+ZW!9EV%M&F M-<1$MH-IA.PVQ1"&=:.X#;-J[=+(&C+--,IQ64(Q3 .91)L16X.W#]$A^VE!#5-8D2#.MO!]^?)8;],9([H%2YS)[Z_>U+X=9E/OS>PX+&B]VL&CS&;\=O'.W88K3F%,7 M5]#L[L/K!UN4]\DK$-" .*!MW4#Z>V-0MR_N7%K9%%?J6]\'MZBNV(T01O5\ M TL.+DU&'_\?0!(VA|ZV511H1X?5**9OR189PN!>*37M.R"%Y1H5%N,8%3+ M4;<]J"%Q%3,TX2NG*0E0)3XS);R%TM"N13B&CW^$R|#4W #(@3U^7BE[U'0M8>T($]H)"Y_NZ"]7YY%=07HH!C=V?B4P17[3!UV_-;.G9?B(S'J?-VCV;GK-MH@.H@+5C3/O*=T613,-6.D8JMZ4A]JPS;'MX.D:QR78GRXS^2%7P=XPNNWY[MSYP#ONOX2I#U6G,])$O&?^A1F=%/?"NUE_09X_#CQA"A*ZLFKL1797Y%_T& M,,"7YH4:X"MIP 9\FZE5%U|) W\=27S[-I(L/_#(1B[NH#B@.E&!T?H^P(VUMS#GAT^1D40$$_0:ZQ:?Q<@\M7L/OD*E(%A8A4N7K#(W,#.+-%[O=R\; MY>2:,;5@9H;+A=]F!|Q_BNO6I&F]!

J_Q(A=.1\.;<%$V8%3Y!+#1J"-W> MP!)#!Q62>W/U_;M:P-W-5UW4 .?U/@QMY"6B0T&!OZ1&X D=!@K),05[0WL M7U,I9';)FMV;K@2@6[@IN!\BDDT(_5!&[G+A@VV&ZU&!U+4^/;F/%!T(,56 M4FAHTJ,#+[87@L"10X<[-+#HH:$G=$##$]E\9&)1 !T8$UHJTQ]?9_;D++5& M/^ #%#9G&((NP <>-*"IQ,%2?.C]LJI/;=8;"\SV"LHUUAL+<-)VR@2%[> MX\UB^KV[WO.R5Z"!0*J)=+WGQ]Q[7@ MG"QY_<9_2O>ZO&NZO$)\FMPMV-_O M2;K<5WG6(B2;S#= =A4.V6JFLN+Z,PVC611L*)&A.K4GF^CMGC+C]B:E2%A M66$;O&N,]$ H<_$ B42/,D @7\OXC7[ZX>;-'ID"HZY00&IJE1GA)]&7$QVD6]M8OFI;/^Q%7@.@8&0GQ+_1.'SPMS?KR$A63#%'W#2] M\=-\\X\#*WLGHRN:@LEN_C##&TW6*D>_DGR>WI&>+BWCE[56 /D;+?1=EWM M/VG%^:;BB82;$1.^D>9DT^]@ZB8T77'Q25'W7;[*@!ANR2,S[S="OOY_59A M[-9$'5/P609HW#Z[\BSO>U=$C&-(?]^G(Y(@BLFSN-8]/6<;CZV(QXB9V&?K MK^Q;7B>[]B^3(()>]JUNMY=V+NWR579D]-QS)0[XU'Fl2LHR*I4@ T'EVBQ68 MQ/G_?;Y"?X#.YF?_^%@Y&ZO,TY6-/-C9O,5*]AJK8*52"8/D@8 MCHRK> 9C,R5,X5Z0ZO_OV+Y\"A9<]=XRN_"2G4#"_=QIQ_YR)OE*EG_A:%/ "F6*=AXQ31!A-ET]\'3&+=E%Y<_Q0D# " MFF?WNH[ERH]23L0Y,PGGS]B)WOL9UDTBTC(^U8*[\/2F=H33VR=T&3^7K< MTL--^NJ<867*3,D8+6+[MRVV.=/@D*(T0;NQ+:F' \ZG)F4G_M:FGX@'Q4+UQO6Y.JT?$K/G'-S=$C&-(?F)

L\N[FQM> M&K@IX#K 'DC"95H3[=92,#F5:S]Z)'\ M;C2[(6F98IDL.;$_!H]K,$P^>TA2.5O7/T!6K]+]&Q%(4(G3ADX, R_]XL==

MM*\3.C>F:NU1(!WC8I)V.,X6]"QMJL\&&<]JT=GJA"XZ"/S!M;@JB"LH@W4@# M";GJ+!? <>$"D"X Z0*0[0*0'7BIZH#DYN__W!(,/O+_P=02P,$% @ MY(EM67PGWJ/R6 (A0%

!4 !T;'!H+3(P,C0P.3,P7VQA8BYX;6SEO6MS MXSB2*/K]1-S_@--S8K8Z0NXN5^ L3L L[@F5[:KQWBK;UW9U[YZ*$Q.T"%G< MI@@M2;G*\^LO$B

I2N(#2+SHFHB9+DLBD8E$9B*1R,>__.^OZY0\T;Q(6/:O MWYW^\/H[0K,%BY/L\5^_^W1W,K\[N[S\CA1EE,51RC+ZK]]E[+0 O__6__S__X

ME_]Y9C2/2AJ3AV=RO]IF,3DW_XE3;+?_@3_>8W_XE3;+?_@3_>8W_XE3;+?_@3_>8'ECS^-> ?WZIQ_KI[^K'H=?X{)YH?WP'WZ4/S:/'@W]Y2?QI.G//__

MH_BU>;1(NA[D@Y[^^!\?/!PM5G0=G2094&0!N!3)GPKQY0>VB$![QM$ID-XG MX--)_=@)?'5R^N;DI],?OA;Q=YSJA$C2Y2REMW1)X-]/MY>],'_^$9[X,../ ML$P?

H@>:I/2[WXT MQO2&Y@F++S++*'I\-,]&M)^7Y4:SV6>UW2.\L4(;M43/RX8WU$WY?Z\ECE;ZQ"9.5-. M$H(C<;@F!ZP"^!>UH;&,B@?PN2O)?HG1+YT6Q76_@

MK>+BZX8NN,R?)T!)S!GIEBN \[T#E>3P[WAYUI2O$UD6.9>#'?+GIUU@,0U M8!)?D$D^2@_+.LB_.+%@JZBJ$WNVSRM6TGOV+LGX2+F)4FZOE@+)FY@M50V":Y4!6)!

{1AH\2(,(J3 A%2K^-UK-16 &E#5DM& M<=+Z*WG,DF6RB/C?T6+!MGS[SQY/-BQ-%@DMFC^ZV,_&>!BF-('KFE7O=GB0 M>8,'N:G ^V=/*XO$K%/>**

2MG7*).WIPDV1,M2OBF.(FR^&3)=?K)$RCUDS6- MBFTNGRZCAU2=K4W&ML7B&!R\:.8WY(2?=1JL",>*P$Y*Q%9*/NZPF@;[&RWF MD"B8K]#+/%[=)L5O[W)*+S-

NK/*I^SI>#<&=PO&J"[\7>;SJFDCPXY4=ZB*. M5P#X9,DADZ0"_8VE>RQ6_7 M$OY'NGZ@>9"F/,'D7'_P;P#I,3'#KYDKB_ZG MDS@I^"SYJ6)+XQ.V@4MT0

)CPJL.9M5F'P/JQ4C_B1OIYRTTN%S7:$S(*E=> MGU$S7(_HKICW'T^:*4G,'FRW);<\#_9R-T0Q;RJ@UEEWC&@7ICW'SGSWG$T M"%N2=2(-4IB54V)>Y?**

4995X]HKMBWC^><)N-VW0X;NU]VRI['D'QPH]_Y/SX M:P5W0@S83_)1CANAHRL6^_EV<0OQ6?+%]'"0S']0YFE0"@'KAQY!/P(: M)P(/TCZ638@_E1=HE%WUJ.Z*>T]?

GT#H3LJ*XH3;%R<%"I!:W.,UAP7@2.& MDS$#6^5]'02\]MPA]MWFV/%:GGQ)RE62M5]?)33G$UD]N]4X'A .HY0<3FQZ M>]OU S@CFHBDN9BL>/?#;K*0ZO,!)DM^%9-

MO_Z7>K(O6[/Y8&M[RL\;KP;7 MCVTUOX*+N>)D?P+\!SFW)$E:E&A/WYL%9@G!\$:9X42FI[^_:=IJ<'-E78_P' MJ>$N+R];^K"M!%^T?G/!IFZ,,:N\]S(CD>[5]8RH?

A\WOVG>K1#7D*T4C= M&+|(>*3NJ02/2+)%89.4CZ<&lLN/1QJ1*<=<9'T/+Z$T]MO;1LVV><[Q[M%G_ M@TCE5_]B>EEW3 M_0CJ;&(1GJ<((66\0@<1[1\5NA^:Y$'

)D\81"4A%SK$/G2]Y,N[8464OL_9 M=G.9+=(MU,!I+WJSYLJ;ELFHYCLZ8_^LLXA!2*?)NOOUTCV,'[?=_[8!S1?GPXYYYP"-/').4',JRO.R0S0 M'KB)T-/$\<;?79-

7_TFCW*^B\R@PAPXW#ZOF(;,]=?)JOHL69?*4E+B($.38 MKN+B57#P'C6_[RYHOIU7>$W2:,"NJT[PO?YB^0_-[_N>?H6_*4IFK$'S%-RO MB%7PZ/^AGRXDKI.4-

7O\8)!+@%ID__*XRU*NPK^-=B\!+<#S)X"@^4Y"^VUT* MNQ*K'BRF(s$R_;!+%:&QY340"4U M\R\NT>Z,=U*RDT64+K8IQ%+L!ZC1:+$ZJ2MF5))?SC('0:47?#+=M6A>F-

C;9SH#1>&(D\)FV.Y!H%_A]HO/&U9-3'Y; M5DH2KM;3+5@7'8-B-$TX[ )D^]JQ\OJJF1=WQJ0GE54Y.!+6)J M7<-.42L%9%!+]J[(Y!;5?6@NU/NM)WBOH>LKFA(/1;CMIO

M!PK*+1#L'9E59)S7;&[=8PM\3P3"S66V0'FV7PYO1AJ\|PR:SP)U K@3@?Q(MO3Q7ET%NN('Y66(+!?6+KMKJG9O[^-/8POG=H_K8^HJ>:OD!BA4ID)=ITLP9 M>\P?

BC+G9V@eI-CE\RRZ[U*,'91ORN4;#SKK3I?PX)W63,Z@IT#X>M[5F[>5" M;_^X@2UN^7H(-_FNI;V7<#"K-

K:9SOWXH0W<^3:CFS@)@LV_811*"X#KTUD#;]:B*B[&@L2233((^!!8G C@R>3"$_F3'[- M'WN59"1F:1KE!=G0G BW0, XO2DL5&]8WQ20"[2WW.1L06E<@.L/ M_G6?PQ

M*I$] //U\F.4_T9%:,V]IE)\SQZ '@>]J[7AN=:I-4($F)^L)2Y5IDZKM$40 M"<0O#K-&\6_6OJ%+R*-IVLM(?&;G+6D.8^7;RUI3GA:UI+SU7)H+3T)W/\^

MC"6L=O!B+!DQT3>PM;QC^9(FD I73&]?P2 WN4U%9Q(O?T?1F>VTMA.WZ^1P M+UE*Q/]>MA.44O"RE^ YR-M&\CY*,@BFNE=Y!:ET MAX;VI0]'<,

H*$MS^EG.*:,/G&MB/<4!*!"6B3S9"@%P!J2 @GJ9+(3M=7 MCG;FZ$CY*8D,PQ#U&[XKU@F3S_3LS?U49N0FUES[4:L)(OAT8HVY9%&650! AE;WY[Q+[(-

/=G7Z1^<:8]0O]Z M,>RQ/!0JV.FH6LB.XT2LR3R+#[IY!!QH$@;E!*2= "FKJ 4/G3K* D=? MP@PF'U[EAF?Z Z\<,L(W8)>_]JU(M3,\E+OW&(/)6=E'F+Y\8_IH2M,RXTPH

M;NQL>+?G816FE^?^WX!^;8S(]^WZ@>;AG!O[\">G6P_P?/F; M]6!"TI*KQM2V[7 X//0J:=L72C5;G@,4S5[<#M6GP/RZ +I6W-ON].GN/7NB M>2;P?]39(]'%.7TH=[&/'^G

YJ+[.G)O4 7C6K5_NB,[1$B-"0%4R X7\EEB M$^9(K+TDS)3.WX IM1_A'C@Y:+*&U#Z:+]^.VI_/M P"4UHCPH/:GL*]ND^M M^4!3Y($Z"W):I#4O(B9&2CZS7?

T%.3EH1BJG]PW;&#"DI?OYYM3VON1MH%S M%";:KN/?1?/E*>W\^TU+:.%H;.Q1_V87_?YMZM$?. H3TO[0N+GN3F&=QT[&! MP5?

7NY/^P5WT+5U'2<:_/V.9]+NQC5(G75^<(>B[2XSUB;C6UI76@ M?VO1" M82*7:-9CY4T2-YC299]/ D:;*D+[)WBCNVL]%KQ3$O3=_\&R; Q5>:+Y(" M+M

/"%#]0F_R9&$]X-,J4KY-12O(>U5)#4:$U4?'(ZU4/47)!M#[)L+:[*9 M#1/) >M\0QIH_OB8"\O]DJO<)"N2A9-HD&X,OU,XX) MQFGC8GX('_E^;1Q

9",JB;,EJ9$A"G/T4!UGA,MZRN&HD/:E[HRMPY.,R"DD M^&GMRT=H!G1&O%R,-)I85W.^O(^O[#0GY=!P$FDA-5B%QD8PZK/\N_,.$2M

M5T7S}^,=:UZMX!=7PFJW2FX!TXU#=_%ZX!#=[QJDVFY1HPO>G1O])YX^@B MU@"30#>N"(R=I]V*:/K*A]B.IY\=I^5_FQ>K)FQD\0;5F#=>C"G2FJD74V,4

M7B!3HA>O@#+_;1D*XRMOT1!07,X7(Z:!.Y6\K'XDWVC7D1?06V3"'40L)"KT MIB+,2%,EM9JD?(2<[|>Y?!%Z.V27D9?52T0B7MRS^>*_MTE.[U8L+\$XO-PU

MP.B[ZM5Y%WO;JP+#VX6O"C*H.U_+LS0I@7K#OU]QGIY$$Q0M#F-&!/4FO MA5OH%TE6[7(TGHDZT6-

;P#O\%WY97XQ,K]50H^<(;F5S_CBFETM(-33G@Y:N+BZR;)Q4M!U002C5!]0A-=UVI"H//WIB2P+&-3 M21CQ@3?7@OF@&^,

(TI:V6M9_$M_B5Y/T#29TS%68;,Y@V62^%IKYGD! \M;*T]T M+P>]+\S+A3!:0">$M!]@'3HY>^)5:D(OCW6]8(U57LYI<#!DPL= MU[545(#%?LI$9=

[0K6W'2DIHZ%'6I^IC6ZZ= MN=H&FVU4]PT\C%=Z'8-ZT'@"*ME(L*&4W!]F1Z1IF,Z]\F.ZVT,K62*MYK

MISA#/'!0"I9Z@9,*KMN!*W(.P5I/V2.]_5"L;X8H]@*=?GRI(R\UC;Z5XD4= M5Z6.ML@!2($VR0Z,7LHVV8%Z"/5E1D&3;)@]MN+%*ZLAJ;"HKD87RL_":AJ8

MGT7%"OX/W2^>^)&5GSD@V:$C(:B[+?HA+UL;&*N.C!%PK7T IQF!_Y(6:L(5 MU*)?!98$4"+"+S"!&587%##F;I7\>?I8FBR>&RSF#X6XVNISZ@T_C??=8_J M+<

^S&SPJL]/63! 'O1MX!^OAK!U6H9Q'%4N(K;4#Q6DF0E9LIPHT'5J M]K6J]-DPLK68(%P)B9N<;6A>/M]P]BDA@(9_NUGWW\'H#V"KF$0OH& 5)7HQ

MLE)6PL9\;=66V%2XR(BWB4\3T:BRGFN!G:ROFAKCTC946$.1UB_'9IO'<0*O M1&FE9KPWFQ0-;<+MYM)8<\UL7J[# M5$,J;=ITJHSQ+WZ N]*(!)Z+WCD-N1US@XR\@ M-

5'_P,XO<"0XTL+@3$X&AV3)]@WGGIERHDMC_=NN,))+>T1O*1J@:W"@$S MJ;OHQA2(X6WI+[-%3KFJ.Z?RW\OLFI^3(\#J WRN>?

6YAS&TWT>RC3(IX>STI01"B)6^ES'G&GM6QL/5D[M?,9,(_NI7=KH MY)#52KNI=ZR7@]8+ODR) M)*']&W B@:*XBQ6]SN@@DR!&L.N3Z(+D/)VMZPB\.^3-

2(40X1B%Y4+,\HR? M9\=I[B_1323>]3#G_H_81#8QB"_3:*Z0%FD7SY*54:IGG[(#*R$S. \6E@U3 MP=^NRJET%:WIP%FWZQ'LGMH:ROF6RC\1 !;RO-M).Z9"$.\<,&A?=S]DR

5^ M+.P6'X2TL7IHV,$+0:WL#ZPHH"P,M_9IMGBNG;SG=$FS..IO*JA'M:I.C:^MK]UN%!',1NA@=8%CB%,""M-!HWXZHSL^50UF9O1B:JMYD[&*]2=PSI;)Q!^VV

M6*^82#"@L3!=\"V&_M_8T5YQ;US2V@RK\MR3,MR0[,&9FO(7TBB)IR+VG,^X*_?+4H$QK? ML;SZ"IX[!:TK!Y&8F@+M1/,%:]7.64U*U5JB>UCl*R7,A5H K!)#5S1/>YZ

M+C%;B/+R@D.4YW1+4WE-7S)1VFZS/A0AB+P@8ML5M#Y M8TZ%&N1"MP"2/]+KY2U[CM+RNF&,;%(U$F#-^R.?099QLK1YSM"0!*I\[^0SFJ6!5_A?? M2P^

F*&Z@71',$SKI-F&:_@(7877P'KJKG!6;1)RBAM7UE,K[*:*\[H++CF M=+D-S<7&A)TO^:GKKJ2;F'W)SKDZZ3<55=_!F(EC8SLO6E_#)P(!4F- 6

M=6A_6N:68921J)EM)&8+QF)1SSCFV 6P#96YBZ%IQ=O%UD6ZA4(YW42Y MJ*A8Q6@4U4KS0BF8^<;"K>IN=M0BW+,PS4R7VUR_VR*+81 MGU!=T??8B[AS,G(35HJ!

[!]Y\97FBZ0X2D!W#@>74&0?'Q\GL$V%MW06)!76 M8%SRX\2:FY6%X/URE/MXTIT*X$;+3Z._J7?-&B$N^BK8JF +M#),LF6*?M" M7K%M"7]\?

TP^6>*;0#Y1+C^MY!4JD=M,J@VQP]^Q\KE;[HWE6G=4P,+N@]W4 M8THD"1"L.^?GT#A)MV7R1._H8IN+0L;2^*.O]_^O-]NR"D2\B/*,_W-Q0W/! M]>JAM[8!&;:MA;%H:-

/"F>R0)C764N6W\(:7:LPAV$;V?IA>^*UU M[NB,NW6SY/Z\-&;HOWWN'F#(Y^,>(M:#Y XSY_ZH'B$.Z9SRL,XLP.(%%LW1 MT"C5UZP*B<>0I6Y.GTV@2*4RY4?9-GAT$9<5?

B83)Y-Y%N_* '+<=OEA8X8; M;A D7^H!<]Y+:(>-S%=]XT-V"(6_J4(N$K-#>4,0W67?U2L=H?GO[T?H@6 MO\E#=)=#3?

$5C&]L9&A/O61NZ5.4;AM+O6XE\RO*2GU@7VB:DE6%6.6]T?9P M69^IGG2IX!!^3L:1]AG+3J07KN5O.UBZ /XQ50EB&,)ZS:8_BI)2"*1Z2[D< M4?G@??

2U9^NS/+I!=KT%+'R%ZUI"%Q-H%8Q2R! M]0#(8&4);+(_<[Q2/B,= MS[@NO,G94*/I6^?/Q4TON3X/U6]^Q;\(" /GL/I-_$#X6,F-0$ZM[%A:X1; M]?I2KT:%1

TN81HX&BP.LT=Q?XZ*IRA)P?G[CN60D[8[QY[3AW+WJ<]AH?DZ MUG&A",:3F?XN2G{"ECI%[?YQ-AG$Q9CG*:!JAFT^9..CQ.U\[Q<0Y5?QTC(*PI-14P&VW[_:QHS0RF

4EXETK1[@K,&&U6/$#2MG$(\(M87)@A.D(6==[-B6L/;X_\1)0(;82P%J3+,.Y6!2L-B+3D:I.5AH3J7Z:&EYZ M7:XW_.P(-

PMGW&!\I.^C)+O.,NDBC8HB628T[NR1BWH7YFB:B"l0]*.7*5\OP]21]\X+8(]J,+MKUD15/95@:]+TUHNKAK,JBR'36Q MZJU)+P1ZY-4C1_![*!R?

MW"L.!'@TDQ;\)@1X;UMV=?EBN:5D=YG W<^@]R* M]\;RM57M <5LNH98(S2"@$C4<':TE78O.U.BBK]-IZA8]84OM7["!B7Q(3S9 MA@!]!BHQ+Z&F+UFP N6QP*&,DRN

%2;HJ;VT;&CR7AD1PJ?X/Q? O4V>^"8- M 57E693GSTGV^ M<%0QPJO*!]P\'L/+E1_$TXFP&+K#(Q@7J9.=&=']29[H^ MY2M05GKYBF55+$'VV'OZ'GT#GYS?

[*_4VHO"KC3MXT9F?B$:PP(E2B$]BDP MRC(.035_5]ZRD#Z-NRM*5HCV77AKO8R![E8"XCS1#+*]JX3@10M\4.[3I#\S M(ZHWGOQT]QV\)G(%]X"L%N)+$]6!&H,)

(=]P?)D17_ZX8X\-EB1"-!Z)D4K MS<3O>3>0S1^E-Q'?XA3-?Z67#/]^@?W=;AM MD" ;P)UL+4\$>21=Q"+8!E "NS#<*3T)CH04"?@?Z019!R!F/^:E*M/&?LH

M:/X$]S"7V69;%N LYI*?)E5?,ZX"Q51>)R;\8L5%*4A24:633RKI/2Q M$+5(H!OH&R@> 2669'FQIA%\DYD61.OY%U<6G"N\Z>*/+*//"Z/\-UJ^VV:Q MXN%#\2VDWAL9W9,E([

@:X$&60(>-HX4UN>&T\0C: 21WT-X.JK,"%?$+3D) "1C*/K M@"$[EYB-T<)CLN*75EGQG&7\3]D'O1!%QI_E7\=R3K##H!,5]<"YKS[Z9:]& M_1Y&,UFS_IE\KOX-

G;N"7BQF:P4,HR.%'|?Q1;'9##07[GL($^]X-)B7;91; MBQ=W-S<&W8+-T3:N<-&>28@NP+ULP-2(Y$T5W^0)RV6?[EWHG^SD/8__:UN(M\COGM%CDR:;|&

>Z$3L,4A7K@G-?ZGP?B9DH:QGE=86<'5*3T6EGOG\-DI% M6:)725:5(_H^Z!0N,DUOIO8$7!6M[67IP^:E_60*F*4%-=^@_@2X,,^X/F%K

MFC?.R=ZH,=0HUC*X!]%Y<@9"'^<\Y_9/3IHAJL$X?QF-.VFB=9$SL&"6 MZ6!6!46@4H<+;05M$?Q\E5^E#^5E5I3Y5G8T MD@'^MWQU+Y9+"I7MZ WEZYF5T6-?O

!J#&PI51U8W@]FZB"%*HOJ=M:(&SO MB.Q0FI$FGP6PFI$&+Z(ZA)8T9I1O3-)N)0, 4F M.:9I)XOT$,HQ@]S4KMN>0^/@>C\B83L"Z(3*6L,?LO#5W5]HOV&EW

MF"&8,IT<\?5%5B;E\[LDI5?;COB#H4<0W'PXE]&/H2IR\/F."/85P(E >6H MH.V <7N7G:G0Q2F[7]QI_@B-V7/VI5R)6_'L\.9&\6DT$W>.ZKQ^L&2+&C:1

MP$D%/1"+#-.7:1(MT)G^7;2@LINTTO']^'$K)_7=L&$.Y3OXYN=OD[G8.&H# M?*(R&2]'Z@Z&Z3T]]U'.L6E[SXGP M440PRMSF[$SN0P /(DJPM%& K,T8-+YB6J;O.=

[KZX#AB0;9PM0EB*&)ZO2@ M<+>.TO3MMD@R6G0Y\P:>0A\;]D;S=" 0,$D--- YH)N,3)$V;OE@1=-T]S8 M1"> "UJ#^?-RM*'B_!QF>.,]'0)NX(-L)P,P-

>HXMLTOLR7+UR((_@,7GLN2 MKH-[#=NX;U=DW1 DX^ W@BX/M-=% F,M.EG#\&NN_H3:'RJ!W&N?21 MM:&:;03H2?#+_6%O!G5B3;Y"4=%3]F.HEH936)XK#PWB-

/4J0X/(^ZPH9)F* MZ*2A7>/+W__NCV]W_SY@3XF&52K@9.9';%TT4[$^F(*A2"%-7H,;$*26HJ MQ$(U)(V5?]AJ/.IHQO?9C1/9V(!D]1 UZ?'I/QZ :UAS:!

MJL+F7Y.^N/7^!ZW.6.J#] M5_;(M]"R.RY.Y7&T_N@>UI]?1L^SL-B:RYX7TN=#=2@0%3FXTO'CO ,TR5> M*(UY%.WI.5M'25\YB[''K6C0W;">[>B, &CR60*?

@C[MH'"O5NTCFV%YGXOU M)F7/E(J$QQM.R%54T!M.1B@ATU_P1^,U3 D@A>&=VV@5"E65U1H)-EB05X#'

M]_A:04[FAZL>U/8_10]L6Y)R10FM9U^(V6_]V6_XNP$*"^FP&\/2V)M6WA6) M*>]9/(X3(#[4_D[BR^PLVB1EE(K5Z'AA?SO1HB[-^WK?A.EYXTN86*A5='IHNX^^7L9

M(DWAK)'8_I'GT<>VGG$]].8 X=+(//FPH_1B5F3;I_-4^:-KZ7B_L.SQ0_)4 M=_*]9V_I>5)L&!>*ZV7/YJC]/K;"@2H:C)E$CEEBEOZF!0EM"

(!5T4O3W0_AF:)_>\^5OWX>+\K*:XK_VK.\4D M"UG@-W#"BR51D]9N=-1VOPE&1N©2G/Z_4 ?HU1"[;A& M"'@"L><@'([E>9P&.U*OM_]9PB'A,@2).!9H?F#GIBNJ?

#TE&3WNE>^!9M*AW MC.EON^H CMNSK,P"OW%5<&?U'P0P(-=9["ULB%&8%MW\1TW6\3T)+:I H?CZ MH";;4<30?L#06*<2EZ!,8R8MHN1:C$4LFT!Z1EIHDQIOR,EJ,"

<"]1EI(T\$ M]F0?_2K:.'A%?J=,TA45YVSEC;8ONH@KZ5W$.Z'E'_YZQ;+;;4I/7S_\X72> MY_?Y.BOCCC9F2L]JBLW@F*[Y?A"XSO9E>1:([8M#/P'P!."?G)(Y].Q\I#*C MFN;K)(.

<3/(9$/(KAFIU_D[^])_1NM!TM2&VXWHW8+;@3;R MWTQF8,%Z$WWB6$[&Y^':CE2^LKZWKNS#:7H![CZ@CI^N?E=3

M[LXUNQJ_SV.VX;128/B.)PTYOC6B;Y9O@3;A>:,96&3Z"H\I<'P7FW2P?"_E M?%@S-ZPHH_3_))N>YK7C#YO:-'N#>C=K]J ;63:&\[!@W$@,"$I>#_A&DF \%PNR(' 2U]M

M1]ZEH8]KNN1AD'Q^7#W#IM#XP^,.'L\&43|T0W>/;[-HR-\3V#128)MN;X\- M ZE?&#Z6>0IGI^)Z>9_'<"CIN6Y0>Q@A#/V#NA:&CUSWY FW(@1XB&*[SR/1 M3ZW-

29]#^>X5*<[TR.@V9DV]9Y_>2_AHMH!]^]2P0*:/6IV701)H1V_"2;0F MU.0OAB.NMPMEB$H%\89\Q;$;X<%GD5>ZG6,Z#[7A0$\ *A%9IL$TL1IAF1:U M_

7M'W58N\R>^:,;&\H2]R7L> <;G#\TMJ_\L4$D#03Q,W*$:N\A1' K M<HCDR6RJ#[^YY_<#2#@NE\W>$,;

{WCFLFKZU8"W.KG"YG%!Z6:>K2C]OM(3:D,QWD:$\IUE\X9KP:T^#J MWCQ]%{^/C^:"X_NA^N3_/;[?;OB?4.I@5[QATCRNL'"]'*^Z&JX2#!BTAURQ MK+]A6=\CF!2#@Z%\>

X.8>KZ"2><,"K=@;#E+9" W7-QW>T+%-YK{!D.5G1FI6ER4-2L=06>#DL47!5 MLNY7E&02+[C-WG T3^K/D6B$!N+?M/J1%*PPK0FXS6*:DRAK4RI -2USKF=V

M5\W;OB;R7<8\U-T/(?>X&_<%\>1#WH6G)TVOE"*1LB]4-SNMQ";FE1YLFBI+%X;/XE MRN,K6EXO^6:IFY/;;YK(_KPI.D C^L-#QQ#*OF$GF#;/U EI3%C&14F$.5

MW0,VHK FP2A]"HN6T5?^VZ1=4E]\H.J=,>UL&&,P5ILX4G MQL[S2!NCVV-O"FE*2DA?0!0W^BFK()KRX1[?TXSF43K/XGF\3C)1 :I,GNC% 9NRAVIE2?@6.]EK#I1

N+>62.PF)%'B0>)LIA$>YB$866]}6!F=/7'EJ XWAY6 MU6V%XKY]WCURS$V+-B@@5M<;X0-]#P7,BLM,"N'[G!WU^O4 "<'/>@@[QHR"]@? "K*.*3=1+>V-(+BS:&Z-

+Y;_)T0YGT*Q7 M+(MVW]SSOXI(A! 4G4W&#$?!MB#2@^9:C9RQE+_ Y %XSWB'#;G]^;I?4 GLZC[QJ)#VWB> MV'951.)")#+-&5KB,R,<(Z(RV1"W7\>LIWK%U4-

GP]"_#RS*YH\Y;=]97W]= MLCQ^EV1P-?#APUE_MTK-5S%A?8H@W*:E\BV@P4.&YTE,2(4*X;C@&U9"8KX\7?%=;F6_70DM M=37GA?

O4W*PU9!NJ]A,\1'AO>U[XWA@=GQ[,^M9&64ZNUU]#*7FURL%#; MR/S^=W]\<_K/?R8J$W65(J_*9 Q+7<,=[F:,0]-P*K=1"><7. =&V?,O"4N%

MWLG8Z^+T]0/'Z>_JUIX/='NR2.0 UH$7T63>62'TB5R$OR /Y-WO M.@A*\W81L06E<$& ^D>-3!UIQR_ID"3DK,?E27P1U)/10L0^2I; _M1VM&!8B@PIQCA];!&P_?TC)*,AI?

1'G&,2OF"ZXCMT++G=-ELDCZ[FG57T1R M[S@ UZS;@DAB"3(\XVF0FN!IYY'E"LK!K+@F/Z=/-&4;V)2'H^Z4WD$SVL#8 MKBFU!BXL@G\'A"CJ5"9M4CGC;VN-

Q3N);+',U8(?WZ%3C%_@#B_19]"4WX/ MR6:CX[MFM08!(C 0%?C0#[76(2YQ5$G/D-3U!L'?F09??X8Y;_1\AVW;88O M'X3HB*E&2,OTZ.6/?0[" @=<2!Z29/%G28D11?

MP[+4R/#.F>LP#*RZX"("A\",IDIZAJ6GH=/O+(V*XGI9!:%=YR(s[>(KS1=) M ?G&[6-)\;7$I1GW2'.HGE M=?9&(!_/6;.Y\SN*GG;@ A>IYKT)GI$_JYE(X)K/O;P>.OC2'Q#F8T

MZ(!F3LBH;BNKQ5PL@5V;J&0KK]_27>3GGR;2LF9T30;[UZ@1.I@ZO4V* MW]|EE"-:4BCC=!N5>IEM M?OS?L")*W^=LN^'BDVZA $#G >R&\O7A1]%'>KV\9<]16CY?

9]"9#QP347K' M3=3.@N..0"=###91<,Q8X8!2##30<2P85833NH+0BQY7&] /S|;O-B MQFV0>E&ZG50!G+6N5!7SP0O>C!C -V6P6S5EP45BV3),EI5

M*"GNV5O^=Q)_C+XFZ^VZRS;"CH%*UM:$Y<6ZT45*/W?;^:PQ7;DD4KN<]1EI M*J+$@H9?("/2 MM&G4C7>#M4M/D"NZ82IZC1?=)_3E4L34.U:HX@$99DG#]M21)-S:

[;QDCU* M-V7C$9L1_A3)6,E-W'4B"SS,7J2;3+\U@@_&"!RX/AI%XRCN:Z)Q7:'#;W3B MMB88EW5L[[02-C0-W-XWK5FX1Q""F+A5#M $4_6&UF#0R!TAK#\K5Z><@I.Q

M'=NT0,[W!%;_#V:ILK%11RNO3^M M7'F/)4M<9N+^^'JZ3?^9D/5K [L7X>1V1J2GH<8Y>JR@6]O,3L5(B32LTE MF8S0.1'(DQ=+.YRN_[A_@P:9G2UB[&

[3_GXB=#04$D+)ZZY\L/@0<\D"D_ M]KBE@U\K/?3'@'((5/D1PD\<*KKIEI05I))>!K,M/^'17:2 X=BJ)#)B ID M'F&J+MH9VJ5OGI=.

[P[-4SA28QUV#VB:]:HH#85X%63O!Q. !N,TU21KNHG M-'; G*UG[5,K1%1794H89@DS?R1RV@P$FR3* 864&R'5&&G5!D1=-8G%_@9 ,% M7N3O0*_EM(BQT*-.'"T+)>ABA-

E_AX.>R!V(M"IVC#O8U2:#APOJDP'(6TI M=CM;;%^WRIFP:*$TL9D91W.(YO#"T^Q235WJ.H :0@D@,UX-,X?0=U&2B\X$ M_B_MD4)J[LKCM5S#E5Z!WD4'1S;5\!1(!*8K"-;LS+I>_R>'TFY8<0*L(@R M4G6GX=\M.7+D";!KE7C;'5&"G,'56(RA*.RO84QGX^4>H1I^&-L2IG-07V+4 M#=U>M_$);\V.Q&*$24:,;?
@<2!&X!Y&7RMZKGTSE]*,4>R*V"FYRNDZ/D/>WW MD.(Q.K[S;DE\2180L9?4A3;JB(%6Z[&8XZ7:"\G;/!&2U,8"=AK @]2(D%<5
M*B.U4AT)ECJG,319_8F;.,QXI7W[CZ[/9$\P>FS7 "_JQE MX*"$Q]XL<-MH+P)A)&6469@V[4R=+!$,-PVL;L [AC#O=+*@14(X6+4B>"E?7 MO?D.6_.95+!V/5&
<+^*J*64MYR6Z$T*_]E\ $(W9 ,"_@UMW=@T=:YIB-8$ M2/9D%[:"C6@*;6 BF<,#6!3,;D!AY=*6+-J:&TX4?ZD]#@5@=R"(E1 ^T$T M+?:
[ATQ0$$>X<40.59;!7_4AJ!RQ2*2CDFY2"G] VE?+UNTQ(W5>Q=8C4@#A MO*)]"P>9€M@"']:"CP[AF0DUO;'AA]WK!8Y1NTE).L-#^[I1/.A'3!]=JRQ M/1_X
G9=3HO,P7QYK*IM2O '<@@)=2*[/! MBF!)/BZ+P+'H&J6BFD[Z53@AKCI2*I&B1KD5'1@("O%5_8<)A'$]GPY=K;-7WRJ@" MBK_T0F.-B-Z^AU?(0D*L0I8#7G
=+O{1158G:0)7/E)WE6B_;]4F4C@'2E,G M241=T 8E4V^*PWGB-(R0A,]"Z7H;D'2VM\Y"|S\< ;DM@$@6#Y#T?>.NNE| MYR[=]|'G,%4XSF^[!'#R&0 2 3%,X]<^X9DQ-
3W;/==+C908%2/)9$ CBPH# MV*_YA<$0;ZOYH8>Q8==*S$/GY3DU_(P8^LA*-%\5?R8E6Z]9)M28V$?[+,>> MQ[&XL%PS@ME"G@6Y!f&_M?K'UZ_/B6;J#+]?O^[/[XY??-
G/OCLM?Q_'2<4 M;-HE9Q3WC6'$B)"F]HB7?%-F:?F %_QX.=3H)=F5SV2KS9N(\"%PR?ZA9PUXZVA, M'UQ5!7<54 /7YA\D*].B53C|)&,$5'!73_M.V!)(<-81.FE61']-32
>4'E)& M7>0+4/]"V,;S+&Y%_WD*0=Z>UWO.KH =C.);D("825$F"VZ2MTL1 M!ZD_W$=!-D(6KT%'[U+VA>\9X/&YS)YH4>8V8ZZNS^=U?
R.75+Q=W]Y=7[\G)ZIH\N[R:7YV)3V?WE[HW(7Q ML€;[N9J9QQ%I30:].[/P=H17WQG%>EKU]=Q'$0=%/-39"K=+G63#2!WU M.V:IV^,X7VH)+.:2=U*-
C9+"Z5+_2I/'%;>SYD\TCP8LGL'G$$O?.9[S2OL5 M4%)!#<<+P^1DRC1RRALW.8NWBY*;XC1_2A9=[5_&'D-P1M=PKAFC@BF*A78 M$+U>1JG)5$GD@R_
[5(A4'2V:*W9#>>2/4UC!*TTX>Z2.4-[?;+7VBV9;^ MX_,X8YGP;T"5B;-M4;(US9N8GZM/9\77!?[&\5M1%SV&@_R'4Q<'A8,[#$RI@H4X! ^1C:C0)NC^>:N^/ MI\
[VQ]/0^'/I/;'0VJ/|(^=)'2]8ZZB:;U>[O%X{SES]%F$QND=TY_B"77$ M'"(#]D)HH@Z2>B?P=X^'YMA K\.8PCW MLBG;#0():Y/[-ZB02]#%BQIT-6?[<;^B_.O7L@[+)9];!FGQ-
YS0G2I-ZQU, MDZK43H," 1P4-9N7>>%Z2=SNNJ65]52IG&K23'7#7PG0 M,T*9KQB*J-X4^!4M[61GXP="*G9]@,X-54B87J;L2T& 4R:4,VVP.,P>Q;TQ M!357%
!E,T^[AUHXGD&S8&LE7(:H62$S&AQ'&B,P. 8^HX.N(^[L6FRG0PQN_ MUFV"YEE\"U%PQ?6N8% / ZN\@N3HH:&=!RW]J:GV,0$$Q]<(" M?HD!;. 01 M
B6&81@B^KXRAUH-[NOPFGR7E+^&*.85R\M[FJ]ENIRX\>[A*OT!#)(KU0!Y*@!?5:/E M*,T.:\ 7HH1FF2<+<"4MZDKQ!2![PFV[-4EVZ&*+Q+LB!NY\J(Y1L-12339E
MYN3V9R^H"ZP#T0S!=W<(67)E-2ARD3U^Z;FKX-9LE&Z%O_MZR7]^4Y^GZMHM MSUVW%>IO8>XKQD=W'C0.Y25?/49)!CUAW$Q80>(&E)?<[>EH=87&>0&<315[
MB;'AO\]JFRM*6HC!3 $UTK@+&N0"7&AHL!Y#$MG?I0;+&M^[=.Q=?(4^C7W> MX-'GL5<4?>/ZL@1Z$< 8.A9G@VXXP(0O.1'09U"E-LQURBB_,&VR>6X94G4E
M&"NY//2L4:./@S'=QY#)1A42>*#"Q8/$[&M%%O@J;6RX59ZAZ=\[T]>:SY6N9$)6L>6NG;HSE_-6'Q?1GEI1YW]O6,
M+*IN06_I8Y)E$+S#CVD2RK=*O8LLMDN["\]UU:CFS\?H'>/>RD]+?O+V-]O M!&OBP>8T^N@YE?\V$[_X*EU#MU%)+Y9+.EAETC\2(?9X;61?Q/ZE/2OO.M@#
MW1'>D"OHS]-X3Y$VUA1U+UXF;6E?PP7WIG];1>![E&/'$TC-U1K)EUH@<3(MO!'&:/=DJHJT(}'K6G&F0)30Z08=Y7_[7/7:]A-+^@ Y,V9KXP1RKOO<+[8
M#0YVLTV%$'EX)LL:F59"O93R*8:X<#R/8I347AMU)/)2G.^49^+(\4@Y;KUB MJ?"&06..GI%]-.2H0 OK:@]XL&X38V1F"-KY"X[9/A1)G$3Y\QVWMJZ7H@/&
M0(KPZ//8,)F^<9W'RG!PH@$T R9^3M.6:9-+G]LM,-"EERXSZ.L@$V!98-% MH=1?Q#+6* #/'!:RWI,&M1F>A/[2"O>O\2&8J8?-!I[$IAD>C^@MW? 8-"KM
MT,8,$):DB#EKY^..WH.X2D,<8 JF02?#R.2F^X]\Z:Z'4:JTF^..P%KO8*(2 MQ\9V5>8<_HDX:23UW3^5*(C6V!(!'P!A#^Y-"I"%62) FJ*%"@!Q..6*XL$JH M?
1&MV38K8;_+%-8P0$RELM@P%'7#QU..U810?<]V?*6OL++KP]"@0.4=E.FL M$I<8..),O'.) M5)F50!)ZDU-(]*S5118+-;@7M=HCFAIO(F52 8)K8:Q0J$V0HA5$NJC"D".!
M3Q#>U%B"9D#7T/O%KKLDX:SCW-T4[F 2 ABJ2/DA+ MIDH@IUQQ2S>$ZOXV]$&MNI"K4 M_J$N6@O8S78IT"RO"Z9]OH\>^'NA:UF9KRBSODR&-
P#G=Y!^N9SWUTSN^AWC MV6^/XYK/)"Q\S6,S7(U+ TCP 5S4G6O-1HEB>@=%2VZJ+BB-"VAW=ED4VXCC M>;V$B!66R?""C)\V:,Y(''OY]++1B=EU.F@Z%NK;!
G5]G\5/.IL),7GLF%6Z@ M@A<".U*(V "('&=91L7-.OF2E"M""WQ%^@Y?P6T&YZ2]'H?6(= WE?#72-7% M$11NE@2#.AV]1 -G3IM*-6U"7"\9,SZSNTZF^Q(%HQ 6\7IY3I?
@:!K8I,8> M1NU8?8,ZW]X.P,!3%6B#W/(RWMGAO:K'$)L1.-\HP3{ZAMQ^F<7;A3@1 MO0=1ZN?TP0
M3)UHQOS<5%+C6T57IT9(7TT9?.H[1IL/A),'!$##W\M(@)6R.5@>A%F)DAQD_M,*L>EH=R$&DT85YF;S4,I7F^9GF9_*T[JB82 MS[=\\?4JENBW\?
(K@X<'T>OJ(6/L'3L[+!C,XY@+OH\!E#TM?;O>A>Y:&S-"]* M9)DLQ)(-9&LJ0H6\XQP9W;F+K@)/!'RRCT#(3$Y5]C,D*:? =(-)G$uS[L96V7X'!VWN"&"OF0@TL[4V'FNZ%
*W*H^_OY!+ M]V/HZBW[PWDK2G@ %U4VT!AW?)N#)I-I 4A400*:'+9@JO;PQ^BTM MN05!XXLHA_*]W8X!M8>13-\]J&O6KZ&2&JSBL=\1QXQ0ENF1RV-NVT@83 \C
M*;^'SFL;&7\Z<64S$BWXYTV4/8,&^])NALS-A9.#H#((0_OW;?H,O9!^X@_P M?;2D9)-&U;TZ6RYI/MHUV1O5$'48;O;(=MDBF\1$!D8'R@9495N&IJ]_SC;=_M[3P'-P"E=
["=;H;&=BVOK:ZL-U57U@I^V'U!C>#C35J#[A(M7A_DKM[G#(HA M[HWGHP1BK:#"\DT_*9DR?0P=2??)FCY$!8T%@.L-<&7_M=/XTQBW4/^HKED! M()\
(T!4[2.#XRR6;4S&_5-K-3L9Y,X%/ +>$ M\P30KZ2Z>KVI'+E"8NCAN6 M":?(0(E/E7>P:7%#8]L6F"K!;08K8R+5OL,-;AB:D6]N3*.IGE)D\6K8R6.O7RM,^D,QD+;_9A8'IS
MM6*00_EC_5 !<< 7F,%YO@+?9#'/2(T?$0BVGFFG.K_BAI.8I6F4%] TBQ2K M**??3YA&Z*YKU!NR**,,&JG,&@\0_XL")MSVBIYH'CW278;=1I#MA1)(N[&;
M1_*X.J89J4=F=:"'[B\#)N_H\S;W"2_U;_H48$B3=YS*8^P6T-3MQ&?0X%5X MPR9;>;J!T\]8(:U@%5J/,=?T+.+6[J/#8QVOV62TUO!!3=H6'M8,#Z.YV354
M6Z@(>T+8$(4]&\MHJG;MS:G.SXZYJ#X{G\]Q2TF,:DGI3DIL6#'#7*1LH M,3DZN^:[;^F2Y50^=0]I<7%US*/6,Z1CO+GRY*N"RC]SM_DY$M%J6U9V!U' MPWJ
B%3.#C'SI=<=3@&C1R9%461!U12ZJSP(-*LZ^*0$1(-H'A_"PP*L7UBS M\&H+-TK7RUUJTEF4IE!D]O#\K6,UZHJTZA4AQ[4YE1'TYH=XY(R=BU6B:DH
M++E+=93(0F7G'C_KY"PCA"",&4[8-?08H[N)GD58_/7R \L>(5'^G#[T&45C MCZ/C=+N'|27R?? QLFQA+C_+N63T,2]HYDGD1@('84PY=)G>$8_.Q5GL\0B_
M,%W"H22CH(L?'MG3CS%-I%#P/W:RP#_\];P*6_G_MOQD2_/TF6/#\D,Q4'A2 M4P(&1G2>RUB!)0U<(@%[Y105DC(-.CGBCPMN4I;/8#_F'*:P*45W23ZWO48)<[!-+;-K<#"]?
ZZ4JTR&5-]WS-BH2;I,=<.^S_]8'P:]EY$Z MD20V(:X36(#AO<-C)<75,_E<_1NZB8+F>9C2/TBQD6S^-U MB06#7,ODJ>ZG.9R!BAM^&#PZM \MY9Q")S(Q4Z(C\P'V$ZH;%@5-
9<4O$K-#= M\<&""VA$WS-Z'I51=^]&U<<-CA)=P[HFOS'X.DX8^W-!>$];0U&# 0$4B-)\ M'!Z$!GF&Z1+/D3Q4GM+GBZ^+%2/ =C@2,2
M,A6Z&.9R7E=5!431DO^DY3U[2R&_^&"IE9[%Y''VC>EZ\6NX56&9)!/%&J#R M,ME$SU#!53N/T!Y4K)0&;6I0L?VI/M,2FC8\4 *-C ,D=HZR$=,BJ*$ B)11 MJ-Y
X_,M0+N1,7;B>G2_[<]0\RV#83!B@P#GO%'#4*>H70Y'QMD/&7?H;?&X M =Q=&Q?T2\?D1;48&I-8X"Y$5 8\!A!"$WYEMI;"C>B*ZG)9K;L0,]PUGD5A
M5H((':FV)>G(PH$007>(S:*2@'L^*8G-,G MFK*-J \@O5.[-R?4P,%Q2SQ(#7\&7D;I6(7"YB&J4+UHZ!J!5*&9K3! M9$RE=^PRFY^$3$5V"YFPWS*K ;TVN"S2";K'--]
MM;F4O\"JR[\6<'DWV/[\S:W+G)N8W'S!J9%6\,38FTH*G;<5'@< M<[X,&-8U)S7!_]Z8U]=BZTNF %[CZNP#-.EGZB:,;VJ+Q+FEK)%Q# M^4UTD,8H! _]9AK89 <\=!2&.N69
3E-N\UT)>3(<_Y>]9HN/:S[+]JOC"(, MUSPFVE#3V&\5*,<4L')_=3#IEIH'CU@N,]DFY%'79EIFM [NQ%-3(AT)H7>Y M,[J5LCH1*^*3-9=1++U9L="3%;H'K%84F##?
\&=&CH3;4I8>4EE:Z&2"0GHF6:(RM=]S,00Y#04#"C2$!6K MNCI#Y?Z^SCXDT4.2)N7S793R(_V[;2X9E)Z(W
M7%*A53>W@@[Q:8T9R8%3.4MR1BTB&,*V%'B2.F576P1=D\,DAUJ?*B"^+X4R MQJZ/K(\\!= '2*%+HP JSDS^F;VU,E2(-:2$%K>2UO>,+Y*J&D2\CE%^&F!<
M][P/KN77Z5P1Z0@M?$B%$+EG!"09<"+72R*Q(C>3G#*ZY&!U!S;%V6@7&)SD M7'!;R'P-4F2FI#?<$=Y'20:ET*XSU4U [0V,WA\> MV;F'A4,'D\269K<]&
[P)!@@S>P4E_[ZO;:IIF%,*,005/57;R,KDSA)MW"5 MO2O>=?%51$_&LLK@>K.52W>]K#NFWM!UBB@!LKXH,K%+\+93GR?%AG'CYWW.MAN9WL!U8F>4P7RQ
MR/GGEF'>76C!Q=#(?=H&"KZ]:-K %5-Q,PR-$#JS@MZ<>Y-_U;FM\C5SN1"& MUHM45#3^]RC;1ODS/#!^DZK\$L9:&1W&[O:D'#-U4YS2&H[*W3?A=E.0B8>[M\[PH:"GB)
8"Y4>?1VZ?O>,Z/ZH" M-")KI >,?!^G*],FEG\F$MAPAHX@0CF^SF!A* R!0J(&W:>,/10T?X(2&9<9 M/PW?0F;J@F\C0LC;DQG,#'(-SI2%+:/E50)"9ATY7]O,JWO
MM$=NNA_"QMCO#>8O9^ZS@!>X _P^ ;M:OG=0Q3\S7"_?)1D__"=1>L-D/=J1 MXM,ZKYHRS@ (KRF8#1:D1B-T<6JM5>CB/F72>N/)7ZO$A+G,2VC:JXC+@%:7
M.M"ZBQ[F1(V!Y%(M6,[959;\V!:RX,=",7"5 _&E6MP]K01<'X6\]WA])M(]FT0\MDO$FU##=_-E[.VHAUX; MTU"6G"-PD[,%; 1#FB1>=%5&"+"@#?
*J.B7ZHB^7YF81C"US(ID)&WJA: M"^EQLXX&D3W[D[41H^HDQD=+P!B>VMYVU<-@BB$3[0#IS0 M_C9,=*9%R4"V6E=G6GT+37D4*W;9*+0
UMBBP>E%V&+]"Z,5T]B=W;4?[:%J MM%!$'L[-R/YSTKNND[*UUX6(X M@D\Q7NN6/E'^A7ETUL% !F.Q*H 3C+RJ,',<9X6>/T)CW;,R2KG@"HB3#Z@Z M9$5<^%0G?
4/<#)U%Q>I=RKZ,M2-5>:<7\)NAH:*W0 "=" 3NOGHW;WC<\(M";>X38@=[GKYGK&XN&/I8?D@BR.ZWS@.(4]P!SE$T?%68DX1Q\"0$&D'P$J M*49G&7Y?Z659W
8S3/40.XTHO;_BJ/#5E#D)ZEO.^+OF>T_#*^;4!N-?R!5 MELYTMB.%E>C>EU3):^CY^/=M^BQK&25/'/9-&BT]!&2SB_ZP<;TW,3X0-0BN
MN0VP]$M5"3Q(@PAI>I]AP\A=S=%.A2Z5N0>((I=D/69 ZVG:?UF1Q-4'&\9? MQW ^++\6V$F:?2W\G-M\1K1 &'PU MQ0G5"63$$AQYVD[W#U_67M7]HQ7*'-:X&R-N?
WN/P!Z&N\6*QEOPB^\Q?S', M_<7!)*K"3'Z,C)/VJ!)=[R?4O\WU MRO=OW%Z6,\Q)^DU/<8DBT/A_/EUCB$BW%7F...<$/L@((O?QQU1V+2RP9,E3[3U-[C M7?AL#^M#GP?
HZJ=_6)KA&@:1.81\86E[LAC"Z9]8-9/(H*Z)% DK43T ME]UIMVIP0BBOV%7S'88A6NMHR1?#T]NXK\0"6EG,'W,J*U'PIPNX?Z_#A^N[MT7MVD[-X>^1\-
QP%UV5"%YH7/:./%J+,O_N9HUI/"+1(@]>,-)@UJ02D?S-#?8"N M15/DL2U%'IO0^\L:%1(UN/PIB-O68'&8/8H[V !:=?!%3)'VAC Z@*T-HA=0 MH
UC1MK]+74CLOQ/&E\9JHP>MFF4'^XD/;M(N\G$;!H[RCB/#NTPBFO@,37M M,"&I+[JS]T%TTMGA@+[NU8\A8V[6;>!?0M*_YG6(]!-0M("+"]; _.>J25.H MJ?
CL;VL?;S>=;)TE(O:*(E,GCNG5[(KR+]_<\&>V&;<_QCO2J+V!NHP=\-FU M6H%=#<"3!KZ%1C2VIV0G/WD<4(4;+W)DP7]F'!V+%EV
M6.-0YQ6\9Z]W:"^PP@.2,>=Q3DA=HAZ3Y!8S(€ @PA$2(,)E"QCPE;V3YD MW?"-F/*ZF3)X*J-F)Y$.EV 77>,BQ3 D#K&1O%7=2-[:WDC>!MA(WDYF(SDD
M9_=&TDDCPXT$HK;ZS\;'OV*VA!THKI<7(.$/OR9XFAI¥ 7H '=:QQ&R$'O[K M]0GVKZJV#22SCSYO6I?O<%SGZDKHJ;H.7\AL\7'2=A7:&Z:7OQVNA<9@NG7_M@]@=[FA
WRP3,C]Z@)Q,G4;>V&3^%"4I'.FK8%G(0IV#SKLR>F/!-?Q6U/,7 MC8<^93F-TN1O-(:N&F\IMTGI??UA[.LCHUD1BLXZ//O$\T?F.[11W;IVN% M
D!EUC@:>N)K55D@PB[70YG3M?/U"N?/,'M_WW.$6M.;_U6M,+C*(U_[#. M !HE:")@MUP1.-/;ZESLW+%NJCF68HZ-[RR&$KU]!?Y@N(2>_]H[GAH"K7;5S
M,;^[ZAX.H7950,+KIFHX:[^;ZAZR+VI3{69P"YOJP/K9V50[_**C.^OH.P;; M:^_8OO;8;J>_Z4YK<5IVM]M.AW^X37>HG0K+F7KT#V1QBM;8&Z:[A;1(_^O]M9E/!][M
4TBG"E9;Z)%V3'9 -M5']LP%=H=[_9OE5UESNZ9D)Y<^>L;>5FRJZ>?:E@DE"*712A MYB6=ZF^_ *E;*@G@@ 1 $$+!$3)=3!,!S/N)R[OC;?SXMTU>/*"\2G/WZ^MV?
MWKY^A;((QTGV\.OK,W?!Y.[\^OKUJZ(,LSA,<89^?9WAU__Y'__S?_SM?P7! M)Y2A/"Q1_I^_6JV]+(8Y1=XB5[]X^SV\ZO@U=OW?WW[R\V75]]FYZ_>OWW_ M4_#N7?
#N0Q#\QI_2)/OCK_1_!L,"O2)$9$7]YZ^0%V6Y^NN;-SI^_/C3TWV> M_@GG#V_>OWW]XM-<_HT+G<=#AO__*9YN&OZ8N@?!^JVISY^_/BF?KIK
M6B1M#/<^^/#N3TI%_)]@_NI5 UV.4W2+YJ_H?[_=7C!H9QFFJP7Y+G^*\/(-MA?WMQP!OW1"6;PC5)5JBK QB'%7U\B'#L5F3M%LEREZ/6;
TY6.2I(M[KQ9_+#ICTE5QM7#3'H MJ41DQFYPW=*3XN@9[Y2$8€N_"A3]Z0$_OHE14M-_U$#4X-"_OA!0EX?4Q*N-MTO!A^[XTO$?IKZ^9SQMZ4CJ!
<+Y!1Q$]YP2"28[*KT.RSM$U6;(\0GG-S5(["^_3MODI:FJ RF:VL9=0:SLCZWS[Y0L MA7F)\G1]BU8X+SDT,EH:H'&6AUF1T.\G))+5U 25Y4+RLAC(U_VLCY6)W%,
M#NYB\Q^Z0M^U$,=L.YY2>M)-\QG^D8GHW+.\9C]3<(+WG9'GD87I-A+VG_X/63$(9[?33AY=+G-V5./KC M;A$2K*9566M<1 MC$\OI9!+;1DAK=D/R:OJ56P407G.#]!+U-
$S86\#SQ]I MN5RB_(' \"G'\H%^:2K,&//3VYK[;1>)2GZ6BWO4E+\W/R=[R M@',V=]VMM--VG44X)U.]%@K#? <5V2367.W=U O]03:2R,RN01$:DQW*Q<
M#M%MS0W.@UOTD!1D_\[*K^&2#>[S9@;INUN@-!4M\<-&)FE;AFEZ5A5$-"O8 MFW=K*^VTS<*GZYC:PG0C\SPE;3@R6NBD"5.CQ)G M[+W[N(F1>7>'HBHG,+Q[?
S]+RE;]FM?$ %673]$BS!X28R?A-=-('5$^]71W MMU[>X[2%K-;G/'H.;,^3'/]%QCEOIY^^_H5>3)'9 >//S?#,PW6M0&VH&\ ML#;Z_S5*<8'B7U^7>,5)#)%'S[S0X(0!NPP8B'?
C!P)N2]0W/8A45*#/0T+SDF4L-ATY.DV$6'"MD&!0 MWCLX2[@V9# R']R:+GQ[.!B5GQR:+R)3 !B4GYT#A:][@H'YLQMK2-K8 0;H M+RX!!-)GP=#\XMRB
GB7P.A\=!4=MD\++NBY)/K*>*;@"$G+PF-!B.MIA./C MDEC,BYR"(R(M#EN,B,B."$=%6ARV_SF&S#A<$@+PG;"P3%/PK%P1/856Y#A MD$A+NQ;O(3)1 G"$W!-
Z8=Y6.$+2@]^=RTKHZX=;\,;E!G @PO'RD==0?'R1%Y\U(<10G'Q!&A%Y;$ H?%$?D7E(X" M1\41@R\PE0B.B[3@:R_,""C+@'RJ3)B-,K6,0$+_5> TB6GR M:W ?IC09-
"@6")5%$&V$\57]_8{]"ZLX(>VVA(MS*M6\QTS*I4I.M61D7EH5 M]VTD1O#EW**__/XY">^3-"D35-RBE'ZF&9XMT%V8HNG\JBJK'-V$;_I5C^GJ
MVKTSD/.PN*]W%'+V/X3AJD$3I66Q_64/Z^;'WR=11#V'!2&"!@.U!RS#&INF MF^RO\0&\0M+Y[HGMQYX@+J;YFN2*::5+6NR\E$&?4<([JRB&P/+%[$/8QSL-&MN9^ T$G)R-
//Z*RHOGZ*THG: 3QC'/Y*4M07*=#7*T\&!PB#]H,5 .\X! M!63.U1-@@5.B[!1T.9;'B370;L-SP]_L7S:TAF+!MB_N,!3]T_E%4JQP$;:? M2&2LZ0HU@6G@S]-E5 4)-
UVPN,G1B@AAET\KJK^1=3$M MB;8'D3TD>AKEZ!:51(M#\6689P3S@DC*U,*J594+-$^BA,40O*-1?NX6."]G M*%]>9X^H*-
LT,TA3LS1O+0,OK#G%#,;#D,OT6&3+"3B#]%-N+8=`=D H1&E'00-5@M4)E&8 M]LX9W5D(C->.(2F!2[K/4=!0Q[AGN.A-F$_SVCX5UW+## MGN&,'+L&18#G =XZ-
0N%917@KQC4>"%+IC=4Z#14%'EYH Z0O_;4D3]^O\EQ M7$4E.:90_IA$](4\43-3--8&S^;U1>N'!;554)[B$QGN,RZ*:0:M2 'KH8"T
MKSB+PF)15UU$1;D)GYQF6[/Q&DIQIX&"[)>!;")%_<4W5++SR\)W&R@U9^L$ MVD]#9V&11 R2N6V-4GT5)GDMQ$[B?U9-C/)TO@W$8%#/[3/49*'W."P178U7 M1"AI7-
L5P7@7A\3B1MQQH DE)NP,S7&.FG:S\ D5ET]E'A)A,D/6S7?6-;BX[\C.@PW@#<[]0S@6U;T'H R@F(F\/]#&5HSDRC M9[0>[DAZ)F61C7&C-
3%=.IP>PS&QS5UJT"6SFDD\LZ51BLE[]\N30>NS-@,=_M38=?MR%F\]E9-+/:VT;_8'\!]S/*S71+TK$Z(> &W&\8;H0KH:7E0/-IH^-_ M02WW1'/;&*[Q4J
PCVCRZP5Z1"E>T1V/OW)!?0QS\8B(M+(59^D_2TI%^=$ MG2.3(-]E=-"4,O)_,3E3F;QU'LFL8QS5^L@G(A+D84J^Q"1>)EE]'2*]Q8+_ M >4Z^Z
+!VK# (9H"@]*X_DDS]LKI2:SE^X+'AFGDYCN!>&(5(H?.2%^Y$7 M0F\#EC+TCQT.<10&S#TS]B #R+0 R'YCA\%D7-)8XB\'7!(HG**W_.W]0$0GA "F.>=.?>]F
M+6DYUK!Y?VS R8@D5F[:&L,(SOWSVEE@CY(KFWA'H 3>*U>6FA0ZTF%N&G;M MT:TYN?@H,&+P6C^C04QA3"(8QC&4_.LT[<#^83!48Z@(U'&S-Q;H!@8;7FAH M-,M;-
BX'C)5TU2%W)F;G^65Y52(%<"D+2H0+PM)FG[%,1&Z %!P?-S6%'M' M<.A<4B,4A\W"0,0\8[(3B(#D$3A EA<0[010C[+^U).BX-;8 %JBH'IRCT%
MOF'9{STNSI9N>9#$C=:KO, IR"+EO MWF[O\@GE45*\)G48P1I?-?4]N \)T&3>T"_JW@=OZ:Y4D.UH$]0Z?*!;%.& 'K!Z% M=],P[M<.=_.GP;KBS@-F.[-IO?6Q0L"%&?
D2K1GJH+9VY\ ,0N5Q_5SN=. W M-GPO*JQ"WXMVP4\CH_?G8>C=2GE''ZIH*6,AU<='YL/*(;XL0 ROARCNZ_,- M6'?1LH3K2=2'NDJB2>{U04URMRJ,%D6=NTK
;K^+1[.\%I&5 MD41$6VW4C!]A'M?VKRN=]@B 'TN2A]{Y.U!,4CH'6<0(> MVU 0*QG.@<)EN;V^YTFD:D%QD3!KNA}]*HT1Q,:C+R_ %28#- M;3WD_7EI-
HX'EB,AM#G]FR.V(R.4334F99F_W1<&BFD?DW.[MWC*]3/2.)8] MT O#[CJSODR!$4U!GHU%7W[B "2,R9KB/(?'V0RUDE]H?XV L9QM>N+WV_$ MLZ0ST?
=\0']"#H3:M\=)T@DH#/!] ,>]8/T9F(M^OXGO J01BU:JPGFAH,U:C<,<<"U?0D:-'<]F*?XA[X[P7BOL"@=0TRFOQ-, MS9U@C2("R9+FM/Z[_N33>9U>5V7E-+M;D-
]G*%_NBYRTYD5TZ:^ [$;,W>X# M=86D+SA.YDFTH827RR'=6<5-83E1XVYR"'$4UYF,X O#(!T[!GDP:'V&#)1. M<"<%!/Y7E:[)KQ]N\N21["8W:1AM(A3(B4>.BM:@\
X]55S#ALK#C\!&+U#Z0KG M8,*[#Z: H>T2]S>(_T;E#)\AZC-JHU?45@$YVX6TG5G[C]IPOLV31O&FQ80N MI0>T*??55$B=KBA\W(0[G>]1 .,M>B02]>;<(X_?;
[>,W9QH8PK>2P&)V[$; M9>![=&SV,)L-E_%&?9A8E*7IFQIWA<[+PR(QX3(A$>[;^1K[E=;;KV3B)RN21 M+$CA!3(Z7V46L^?2({HOMQ+D38Z62;5D
0#M9S9+D2!._Y_*EV1]T,^S]S;2 M!^1L?0[#0+C:F& M,)HC)NB01^24YZYCYGEHB![K"B9^%^E^,=.'J;Z,MVB ML_@JR8BH\&R[H,DQ041B05GA*IAC6)Q@58YBD)ZYI-
_IZBV:V;QX7[/X%>F MJU&>]J50J3F$0-\<6I_I;&3PPNLR5#X'I:F@1"%"UN43G4I$?5@TRC,]@3F\ M<+G,A8\#^IF]V/=K+)U$M]%'EBI,J*^S737'7PT].3O^M%I4P ML\

{@7:WAJNV2$99ZV7$4:WBEYVQ&WBSSZ0{Z#'=E[S%1^^L'FHA>\0W0D@/8 MPE!]HLI/1T9_;R8B483)7AY?;)S VQIX63PM%RCG'V^=!AMJZGY%99NHHT7(M9; +'V"H6Y/!!{JN4>X\D W\[E68CE^T90"[OF@+@=V^*& @&_AM,4?*\=DR M@%U?5-ZVVWT@7RWL!95;I\L,U]ZN'!%8"9#EFD:7E]152GZMKRACL ?8*CC M[P6%@,@-J;Z#,2;R=+.8@O8;C!OJV"93YTM85CD1&;?S+V'^!ZJKS-^AB/[& MW@@{CS,HM\5TW@B)\#.\RQ"&*Q&N-LNGL9709<.Q@[&:#U:?I8ZNJ!?$UW!)M_CG+PZP@QPFUG_(J5L([FB]8>':<<IU(Z^;\U\N7($&YG1W3,;72E89FHB2T;S:RAI MMH'W$>7WV'31/:/;,S!S35^]LP&J&I]:QC"CLBN5THQ,6]D\,U=]JIF:LO*!MS*X483./L%1$M882;T.6[32%ME3BA(YR<:<"LEQ&ARMZ\!PRT3446H.]8"ZD/S!$=U>#K^NF)I50"@9$%BQ\]AR84KF43IRE&A8-HIJM&LSW SM.D3U5!URK*C9@/H7A1%7PS&:,$"SI"R6JR^8!BKZD;X M2;I>DF?YD0O3=]76A]6@_0Z"G3)4ML)+Q[MF7#%4*\=3T4T6KNC)RO&%W;SA MBK*L'#[N111[U Q<1)?A$@7O @)*F&UR*X(PBX.B6B[#?$TO7RN2AZS>B4CS ML EGH;?JKG":1 >F=?&-=.K>9>9J.M7T^COJU-Q1UUXNI2/MW_IMT$Y6>SEFI9P:"%/U$P[C;=EM\V&+[T+!0/,"A_=4"U_*;!ZC8H+S/RYF*(7T(C86=/46]8^XNX".5QC%Z(7'@>9BH/M2X*WHVMW$?HXPF,X M?!SA%&&WXPBA:CLVL;TZZ;6U'^46E#@DS)5R4B!<.D4&N[+[,XF M2!2 ,R>3V'8B%8;OREXL)<*-(\2<\)-7&%:D08*F 96:XLD^#[*G Y$571&3Q)(%$;DR1_J8/H6A MI:Z3H]:0'!##+.0O;*JB:6<4$<. MU-V&?1;F]-:ENP5")9&R)W%<7Q{4IOLO59RMI1CD+'*S+S>;38<>MBK)2ZJX MR5<2/7T^HZ^+[_/9?#Z;SV=3Q[O ,<92.NG8P9"5QG%GH=<5I R+-"S NT]=MKGP&L8E=2L%T0)0 3P$A'M$+BN=520@+5N&ZMGU(M>N"%XQCTP -I\1YX?\FR4Y,?V06K6^A4\'>>T(2,!]2-/?M*%)/]+W4U*_*5A(Z=CJ,. M-^!@_!SX*ZC=*AU*7C:='ZQ#CF^:VJ8[".+V#L$51@[*$W$0^HNSA8N&OW]B M16*1*VCY:\;]-> -.R5 ,'$%#.$>TD'#=]_/H\ZF/UJWAK?IL_/H)"PZYJWU M/P* M+?K\^9QM8I3LZIBYN+_,9C5HK MA4X-45(4MZTW+?LL#F^D]49:,Z35H!BQI0TL>[]H@@D@-EX@H[EB7^+/CNYJ M@2OXF+ QC=;,YFU,W+A1@,AKWKSTYX T629-%:D@S.*@"6+=7-T@:6T"CF;0 M^"1%D;=%#1@>^CDIDX?ZRY]3#W%[<"B[D6'ZJ".&&0DJ:NJ8J8Q!XDV5KW!> MHKBN-+O*=G3OY_CY2K,UM^3NF0HSJ,$.]0XL]^]O9]D\?NWX70^6Z#+IVA! M?5R3J*SOQ(QNJQ21)C^S[94FWF=4TS_?[USTHJ[#?0M>?:,;(,.U?8V? Q]BMZ>U@W@[F[6#>#J8KKHHC16(9^6]L6,!B[40R]]AM.^(985B\'#N@WECFC65] MC65]U!;S5K2_!$5)R&@VA2)_ZK(K):TG7'',&@Q]#A[62#%C)_2I;5LM4.MPGRN/W&Z/MW:C78OGIFAAHE0RU,%YJY+LC;Q&J$[NGIN-HDN-VF87=[=W+"M M5A+=%!!YG<555"_V3_1&-399W(8G8K],'C'9-@_NR4I21/;&C)-,#^VCCKQ9M'B8IG#)>|^?9HL#_ CSF.K,G*#7UC9FK>NB M2RB/#>?P.SJ'[)X;L OH,5Z;^2@Y&,CJ3W7I-!:.1,[_9&1NFV)#8 =S3+##Y7%SHA0 M'5-C'2(4-8.3;?8I7?9I/_51]/^S,JBT%S4.>K;,"L)I(P$RW0E"%K]AC! M>SL=*"AS=V [;H1GJK/!PQ6D^YOEKKHODC@A(O?!9LEQ1 4H^\]^L=P>(_^%A'W/?HO3?*].#)<]W" !0S+:2Z$X@7QCGP]< Q(GG-*5 MR(E:&OLB -L3)2(67#DLN0M$.H 7C,J?[4;%\1'K/ M7\8*@4_OX:;W=`3SF_L^27XL=$&MI0 TWE>=C28P\-ZN4_<\8D[QU0E&9^]MMN<^G4A=.E$GBGY#U)2!XLDCV0\XM'';*+PW;BZV7'0?FI/=+?ZXHX*5&RI%CB]AV4J]ND^.,J1^B:7LF'BE)Z%HH' M&)0_0<*NJ/G@M',/6"^C/)C&HM<<7GZ_#0$0KL6%X\=@4;G\7B8P$!'#, ;]K8 M^?>QY!;&DEL>/^K3W6Q,=[,\IE(B=(YO)'}FTDB)^ +_GG-;BR0HK4Y$5T"! M'T62D39C!TA{(H>E>RJ?;W8G_M92W+>*U>.DCZJO\BG//8]0@5& "?UV+<4 M%3!!'=ZN;$,JEITH1,7]7#MUR4.CS9_RR4.MR4-R(;SFHU<%JL5.X&"V4@! 73/ MK&]2JU\71$FZ4)FPD)H?AH9.K9?(),L4;U!U]:QZ8K_5<6MC0:)C>.RF+VT M,9T?5I>Z140)I6GBK)X442U$!4[5S3J>!,,QL_!0"D29$//!2[37#^A;JQ,LD2^C^1T6:#^-0#GWK@4P^@:P&B..!,,KHK"/DK6+176H2H*:Y@((/8+@G5Y5P): M)/<@:7W0E: 629QZ:&6NQ+<$9/SA[BRf'Q!9,CIKJ,@LN7[C$\-.^9996J8 MY1^?N2"DW(NN'"#^(HUA+M*P?)%P(1'$>+@2#VLBQG.T8:X^QI-;(%YI:(3Y M4-!W&Q,.E0'AH B(IA 4E-0SVD(Y1)G35!EL*42&!RAN4-X< M2^OV 7A1COK?: &"PN@(:+?A2X?[PN?CC-D;SFB^&9A>Q^MY$"9 MU\TFP8W_:VWC8ZI\3!5;[_G%7X=(5D'VA5%_]T)(A M>[FSN_+1VU7=SBWYX_<7+V=9)6&->[NQV91^*?.45H,LZ,T',7DYR^P+:ZR1 MTJ\XNZU2].[M_<_OR*LG,5Z5Y'Q*PX<62MF-%5C7I6F=YGR4#Q15=I,GM.+!]Y_C6Q11%U*]2=723_S/]BCI++E 190G]*T\=,+1S&<$6X1Y151$Z) M,-F+*1FPY0/NYR/]?/TO0*R:$'0' 1[&QHM8 &^S8'1@<^@LV0*\]R-[QWY4%E M0BROO[@"#8!?W$\C!&$6!_,PR8/',*U0L-S?MQ:4])22,./V&=U@%GXO"KUYU[AYM\]$YEZ M^T\(0RKY%:H.R5H4A2H+'99_#D)[^FUF@DM%C3&$^S6QHTF%.W4A9_Q5F^M_;,6$VJI4V1!T?>B8?#B4U^3^RW#]P7*'RG5S86E82R8+6Y:*&;(@D=$] B*4>25R2U*I)W(5U=5_6'V%[I<6"6 MX8I^W0?0J0%#IQ=(Y:;JUX?_J8G72>GCX&7KE>'_/ZF-?'O#[F]3&V/M97 MTC.O1OT2_-C4M^VF-S'[&U24!#1XS6@8%QOSLX T"L%'->Y$JPQJ+G!*-JBB MN3"67JJQ+0ZI*2@MX0KK.)Y7H+P"93.=IZ= L3K MEV!D7H'ZV%PA?4_O^]:72N^N ^^F3T&',ZA>R9'DM:UAM"WH5P(I7W*?W+@N MMKOD!.6/"758TYL**WG!Z1.TIJN^MJ/336%?Z.XJ49QC@L974W3^X;29%O)M/[PP9A*5R2.9NY*9IGT"AR/C;5N0@3Z^)!L&H3??..BJ);-,YVQZ^^2(7&Z M/_ZMZ@H\R0J4G84L,SAS2K>K.+-_M*MZLXLTJ,F85K3J,*U-+RDZE638]G3QGU1HD&#G+:R)V0TZ5?FG>E/KN;9"A M,B"H%L$*Y4%!>:*1B:3GDLB!M7S8S:S:96B#)M;NY'ESZS#FUBY?#&1Z[3X5 MC!N$>MZ]##<#J7Z1-_YXXX_-=)Z>\:?3KN<-0=X0Y U!WA#D#4$RFJ(>86H M;3$@0(59\N_&24##1H!*]=AGF:WINB&Z,BE$9)FD1E(2=*DQEU4D=[S:I;^C JE MWRND:A32=KFSR.L#F9)AM:>,_'[.?U6*"<;1KG^&BY1"WFB9MHO$6K*H\6 M88$F#SF])^4Q/:T?NE-?!2: ZZ*H:%F,VO[=EMO5IMX+.W6[T))!XD%VV2U* MR4J/9WBV0%!B);HK)9O&=<[P59(1I)(PW1W6%\W^,GN^O1Q2+-=3 :DW.8X0 MB@MZ/#:XW*(()8],^PZW@U(4_S'],OF"EO]UC0TY7!X5#8M!]+1&Y)&***%WV:X&MVMX-5X[\TQ#/>2>,8.CUC%MA\FQ8S=U0*8)]YP?.P FS5V6!U+8;.ZRSA(N+X3K6REV@M-#Z].WHNR$2EJ; MUQ>!9!U /T(C,9/;J'!TFG-V\K!-X;U,XOW?8U!"[@:4KVQ6VOTU7GM_-^F M?K.-7+QVCMHI>UMGSNEUL-/Y!K1-6GW++%P:W'Y[ZUB4CT6-X#BZ?4!XE!;K) MDPCM'NZ*KR3X4TTUI!6S%9:OU9TR4[G>W_T>9BF*#Y;'Y,M@P!\U(G7L#@RS#,V7Z#]}3CHOB6Y:C,*55<3^1 M3>D,S7&.9N$3P_^I9.QN"W0P7#Z3OW3A\FQL.W%9DJV6DDIS1<[@AG((CN, M)=SN27Q.,)!+5O>!N*-')8-R^FA JLBI?7R.8Z72VI< M"M.;D& U*<_#/%\35-M4*%BGH9!^3A0?=%Y;HU3O=NU)42"ZX]5:0CS-;NG9 MGQ-,:^GF6X;O"Y37F=F-F'_?*&R<|>;,/?!>3LPO8!V>ZDQ8'O_N *1;3$5^W2)TTF7$ F) MV,0&[ ]8*;AUB$\N8*?6-O"IO525Z %)+< +=ZN9"[(+58-B]%R?,0S!F@< M<040]E=V)9:-U)1I:"@R($<25&&DI8+KI=*XDM,@M*+']W94,%A NG4*J7-E] M &<3Q/CMS,DD5N*D@@-=V8M-I.Q8OL?:G+)#=]Y[;&=N0%NHDK[=PG(@.@4. MZ3MJ+$9+TF&I,Y^U&*->9GY[V[+%B T9\Z1/IK89<*E@)7W)X!9U#?6&@S: M7QPJZ#0;K%X?!4I+H4;RHT>2GQH"EX9=TPNZA6C#\7)!?5"5.6EQGO7! MSW@>S+LM5>2AW0THKT8@.34FT&LK%59"H-LZ8;GD+';.^3M5WSRBD]>D:%^]\^.;W>"SW2K@+$"Z#P,7_7$*6IBWG%7(Z#'X!R\E^;@O64< M?)#FX(,-'!Q4GBI>3G789BW#,0?Z,K"\O>4 M^*2'CG%B4_G269"R)FA+0Y<.JP/LPBS!U0$SRU@Y$%C'$N2Y,"4=F@_,WAG MA"(2;0Q,TL:F#T32&HBDMD:3HB^O-MI'V]3TT0;>T_W"/OY;4BY>&'B+YQ;>MY^;@G2A/P_UIH']3YX3BZ^PRS#/23/AQ=;_R'X9%< %@T->S3XM[PI^\KAU MPNUG:W!S+W3%!TZ,T&MFL3#D@PE\,($/)O!^S.&GEC*/D^50F3",C]8W,+QA M?(7R!,?D_7EIH_G7B*:C8:E];-#-R/0N-VT=0;:_0]YO63>3^3)S"G IY=,:\ M ^1#$!^4M GPOJ:-1O8.2O145F$JZ;60'M>@]Z$C,=X_H,8_T*ZE%WEYH*&3 MO_;4D3I^_Q+^$^?G55'B)2VF_Y(X?B/M]'T-EV@Z?T9 ZT<%M57@;;FX^_;] M>L).]FY[KN*UB.RWM6U@.K\@>W]6(X-HL8J"#HLX'58UNME&:\OX5.RK):3 M):ZR\CJC15^*^Y \0BG[7\E6/\.[*]^[4_ZBV>-GSI?X0ZID>AHU4#X#O [=2N9) MU$A>;.<CI:__" M]J.9Y9O01X]OW0YQ%J9DST!W"X3*219/XCBA5(;I/N:I.%M+.,5*]]G7J*G=X5Y5QC %28I#G@?E?L^*H&RB:7TO+&#(2MEXL["G"M(M&3ZX68!WE:U<~0QBQXZ4XN2*RZ_#.I86NES!2CR%AA#274'7_#XIL(VZ[]*& MF-"/KW$TIN,>=K]_#]_]Y,%D1XEF:96IOBILE7]VU6L@\Z$[T3?435Z..7] M<#;%915$5;FT9C5/&*]IL+]65)+MR1QWJ*&B&.Y02L9[^(0R\D-:;XC+M)$N*DCY^1&HXA[U$*037RU68Y!3@\T68/R :K%E7^MO89E#,GK#0ODH)OB.O M0O6)2H04BD=CT6W5P-N(ENFOE'!FU//"8P:4)XSM^8CV8W!+Y-Z,6 M?B;.#ZIV+UMSM,TH[=0)EE-U'3^&84O ME1(EZ$JERAGX^-@;!24*$3(NGPB<^6A2HK%OURS!IPA?V&8NA8\P)H,#)= M!]HN]J21^8*SA\]$Y]U0-,-GJ%G_9)'/A:P)^@ _%GP_HU8+K3;BNRS#,\"3Z M5Y7DZ":G&FNYOB$\4N[H?,>U$8F!#7R H1:\CUGV,(R3&W$3%UHA+[X?>LF7._X(C!6/X\>*PUN7#!Z?QH],E46 M+PK&[",.S+@N#C P3+\X").D,PV,U=%:&>V =LIF ", M4]=BO5;C)!>H =K_(I KV!U.%!PZ7\DLZ]'6QR.&ESLM[]PME0(%QRB\4O[M6E. X$".7_#7'+MN/A?UIX#,B/]^GGE5TFM;5YM-IV>-<.EQ#>:5=]3-9X\. M6"/\G.9SHYQ6[5A3]S:C2CBOF78:,|&](ILF.6PF#SF])PQ/,?V059*^P<7F@?!>1}3BJZW.S>N,O@W\M%9^3?2,S)^6\CM5W8,I1F'QR|O*?6P)>.,&BRGU$Y45RP@Y^X+2B'L]7O#4,Q?/FUED9=5>73! MT>F=6@&:D=;% J?Q]FVW*.VI)CG#1.Z/J^@X>K;C*(H+L6=16"RNZ49%L-I(MB/26E(EI/YC^H53@N+E4[.IU'E.,\NL%R;98,A*"/>_'&#%#RGO M.(KA5.G[\CHKB)9&B=]N!5NRAB[G0#I9)GQ#@$P(,'!IV>H*E#$R\)QCE+V\Z/L$8_UX.CE.+\Y=UM&]L42U=$"Q17;<^"=)\RVO%R\]6OM2(2KP_I/E#/!^HY%:AWD%9>B_\HGN'9 M C52V%6].OAA4>#NP4_C)/MGA63KB&E22-Z6YRN<0Y$$=M$2P_3\540,,"40MWLWR$"'9RM=4GX"'G!A[J8_]\(4K 5$4YN:C#\#P 1@^ ,.'%/B0 K.>XM$Z MRX?W%*]0GN"8O#\OK3.]!5 @G5L],)2DE1CGEA4'GQD-U+G E.Y&;5.NW6,W MN[+GCGTP-$,VNNE*/)F>*VW+7_&8;;3 M:'Y+RL7T:4Z6?Y.D@#Y_/F>;N"2[.IJ&V3^;[Z":5/FJ:[Y072-FQPMDQ<9 MZ>!^0UT7\]P=S;O%DMEP0'JOP@@:19"OV]8V,YE:@+;Y]3|#<*.VW:&NAX||? M=MS,9PMZB['/N_-F7Q6J ^<,8D98G:ZM%WIRNV*NX<^.]D*P*_AX8[#5QF#K M(C!E9>@32A]""KLGE/G36=$U;[']?N5 MMU]Y^Y6W7_6-1^:,/&?H"AQ}$=S"Q0!^E=%IG%/8X74F 9-%!WH\H:) 0T3FTH^K0HG\|G^MG-_Z^&NWDKQX9H8:)D(M3Q78%2]>6L5KA.[H:KK9Y,30]0N!VYNV.8!B6X*MB+S.XBJJ%_^GG&RU;+*X#4_,8)0\TGNR:KGP)D\BM*MAQ#'Z /NH(V^6$^[A ME/&:*TE41O.*'A'TT6]U=FRO>H^M+D"HIJ@YLOZ@&OY,FV$";JHO05B@T+@VM4$.V C9PT#Y]R/NO,*O"?$V?$1P>R<(C;VIV"2Z)X'YFXTM_ MA'E,=7].*&9K&Z-4GM,+/*?SS:*8YK?)PX(7/"IL/SSUW$!,0(_A.=CJ+$33 MK_(Z>>(\3%,4GZVWF]>FH=17@H\ZD*7\"^7.&LDE3"?YO79&W\/TXH6TJKW M1Q:_XIY#W=Y!]DI&(1U>DT%HY"Z<]D:#W82R+48WG1|\>Q;IHGX#S8U;LOJF68FAHZ/Z;S@Y*3W!D%[VB6'[I;U+6! MJ7D6$8H:4]FN?OG9>M]DD[Q6G^-;*6D;7U74-25GBS";KFJC;JWJ%-?939VN MQT+%T.N"\H9V96|]>DWB.*%=-MI/,:G*!.-8,32%G&-X/1*=EAKB MKW!>KR7-L!V_;FSHM6X{GW)<.,@U+]H)A-J[(HPXP6NVXFA2;$7KS'5KP* M%B-[#3J+07*LSE?9@%E-)&$F6] IPU#78P0?.>7 /8&UR$T5(11?5#E9^\V& MV1P[7|&/^A$;:TCGH?:1ZKY(XB3,UP?*!4?U%K8W2OUWHML10#GTMK08@D+N M!MO:QD<&^LA]R,#7WJBL< E/':N-?8X,/%+L<@5*$8<%=W!GN()-VPF(08>/ M*PBTN@LPS%#O"@9BN0UWMS,[Y(X>A0F_CH340R9-1V#"!S!2#AIF#]{*Q_P MCABY\"08M !8 "CT,"{6%X75""!=#;JN3)CQ#L(,(;(E?T$)-#+Q2FZLI;$ ME-1FI>C3=JQ#L$NRH#YYV#IX M!@CUUB<^N8NN,DREY3'W,(4&\((Q_<5C"@\C!Z/ZT:/,R\)+G:[HYN8RB#9M8VN]\M$OP8^-5->SW)%X((,UC]#$^,)&OK#1,55)OJ>JI;DOMZ2_W%)S:FT, M0^>X*{LO.$[F2;2IU+C53H\HDNNLM,!+\PH4'T0NB4OC@#N=6%$F&PL,.5ML5=57M-.@M@8OD,8F)+G9+3D(N'_(#6,'?#.7M.H5\QT'YJ3?B[W5Y|)2(U%(L5'=%6Q\602?GSJN M_%3+H?$E-&PLH6%Y{J-$.@Y?YW=FTDA)>0)'AW.S1!*45F^**Z# CR+)N!57 M*"HP#F-7SI$^ M,$&=SZY1.0RJ6G2A<1%^RIBU;MKIJ#*,M2 'UG>]SM%F;\314:KA#M1J@<1#Z M3GIKL5$ZZOOOZ!\?@<6?TGOG40]4B@"00?-4BVIY#/-U@.?[MWZB7{0)%\FVZYY9<^>15F=&'R6B5I"GN0Z8YGI"J9N=*/H-T='Q9-'LA X MM":*4CFX\DD5'$X++CU3%0YHE7-8+H8:N11,,G/F^LEJANHG+[*R2U>?D@Q MG9Q."@C<'Q-J#HQ#/E2//7Q:FM'4Q)].E.^?[>%;01]B15]1 3?#?!N?Q*#4 M:&@P0%[Y$>!#Z'T(_8F$T/N($ S6W,;.OTEWF^4.?YO=;.NF7'89YJ6-)EE9 M853?JADC4+(*F7,+KA4R.=N.*^$T_3#A6)/T>=2:)7>9Q:-91W)WD'0CF';4?@X(F3MS32LA!=% MN6=!8>EQ M#3IG.]+W;(,U\AD6:-[6:O6[%*JWE(9%R5Y$:.MVVWE-W M9+GE7-=GB,K=Y7 H?R1[=GMY^:\X>T0%M9M0>HL9O=KY\#D-;R(3Y;]1>8LB M_)#1&SP8'&M[WT UG;3QTQRH5SC?_$3;L;QC9HD8".FV.PZ/<&#?"&R81FYU MM?9&1ND$79%Y1+;$M9HFZ\%IN N#Y68S=/6&[>BUWLUR9%FO'UX06>$J3/+Z MLCO5H':CPE:L"Q:;>PDABT&[B\Y7#5#M\29,Z/DS"Y[^2\K% J?4QD-^:&>3MAXGD4$/7B'RAD/L !6L=KKZ"GP_Z'5EN?Y-VQ4H63>=0X1K5S 0^[4Y=@57 MXAN$:TI"7W$%$_'$8&O(KF# VB Z& I=<&,^N<8"$#8XZ5$RQV,*Q_Y81*)Y@=V#=L4E,+Z'3W1?Z..]024 MO<^^0}9-/O@%]W!+1=)6$R<%8A4<(V,T,4@P#M:=8+AE(RW,,GE)$-+2743>)EDB5%2;>WM1[0AL/V6\%YC>-^D]TWV29Y6=T!Y?^;I^#,AQR+N=-*Y@I#8U@H6+5QQS$A. M&NFCWA5/A21./<0&5QP;0,3DU$]7EIVO V"U\NF=+\^*KQ-EM1\%_G1-.E;MDU7!FZRPGDI2Z^VF6NVF'70R\ ?L:9R4G"@^HN3DNR M;L?1M6_J.Y*MUIG_78Q,$Z=A'/^C|P]44O=T\!VHR*]^_NS;6N"DN3OK M1_U57%LKWVN^!Y-TGK_>/1'_.7_VS7O)^FP5=7QBO@\#.>4P$+@IT > G$X MB$]HI\G8%FNMGT1# MQNS'YEMDY-@EE,O.I%,({I&E@R-VYMMO:VQGX6\"O;3CYZ2\.&@&C+GTEQ FNM@#XQ(N /\8M3-[X,YM4%X_W1XZW9:6A3%#:NF=$7>RT8WXJ{:Q"-/LY:.YQU M0OCOQ>OTGE&*ZN"JHTD6?V>'UQAZFP60-&01^@ZH/=JK;A&=6DGV<(ZS,B<+ MH I3(C8N=6"F@)QAXOD%VT//*|0YF.+GUU0#^[R:94TN7K:8F?9;PJR7T8) MVH$0K1FTEC>-%;3GIJ=/.2Z8X0WZWC0JQ XNW|PFFVN2%4FD\\H/X?O&BIZ>MH%W6>\86!CHX7B,+T'S)QY%,U'I9ISX4>6\?_URT&-MQSML#H7Z%;.#'#-.? M#O6CAX>\MD<;.75ZT^,8^@-,>#5$N? =#I:^%;L 3H]CZ&L5061?[QBV]NPP MDD39I1V8D;9L@X<.Y#61,2ZL6^PD0V#=D8QQ8@Z FY9DF)@-%X%K'6+1L(_%E&!5O-"#>"HCEJ9,Y\ L?T-#0Z@W%+<.BE;P.W"7J\H+@H)^&!F@FM5!*..EP7/#W4!=%B<)!/0R\T&" &AUY:3;06>@MC"^"?05JKM/8S#!\!;%.E M@K HJF7#75#B(K3J$!)WV >)GGP6!=:P/, A=$B0,M5BM<(;:KA;H((5-HJ9_0'HY4Y.5!*!+Y:T\9^>/W6[HMM-#4^LP,-:U7K3&> M:J?HZ$QBTL9MIZ ZP2Q9-B=K73^WV)!4T[FK]0446BMR:Y*TF3_E;9"RT7RF,3DU+@E'XO!N?;WVGKE11>^OF,R[9.4G#ZF$7W^9A

M>T0WGS#@?L) NUJ+!?KEV+GF*P/^VA^EZ18J+Q()(>^U[O M,.B#5T"G]ZIKO97@*_E,.WR59&$6)6&Z6\47S3>9/?\DAVY*N9X*2+TA#RLZM%>BCW*3D]E^XX!S57XLQ>(_/A^]S(Q7; >RDC[($V;]{=1V_)Y&A;%=+ZA M9)K?4N6>]X;"-!<G> Z>!9/N'A:,;IP7+4=-I+.^#3X8*1^,Y+GD MO27N>%9AP/NL!.[@H[8[@4\7%VQ#(.FBYRLZ8J9& Z-C$SIB@59%AV8,N#* MLC+A8K!\^7@70P?;H1+UP59[X+,_T%.45F0W"'"A,=;A056Z*A4EUU)EL,MP$M!>6>#+U^3*6BD,E9DY8\HCL457E2)]BXW'!R11@YW_,QG5^&.4WL+6Y07KNM M)DM<927#^]}T[#&A0MQ*?CI78Q-F#N^[QKH ,"#TV)0*X8EL-PE8;A&VL'J5!EX98AC=/Z/_00';RR_\'4$L! A0#% @ Y(EM6?"0 M7^/IU@$ R"46 !0 (-!&%C%W-#(Y.#8N:'1M M4$L! A0#% @ Y(EM66"Z .*"$@ 3MH !$ (!T>D! M'1L<&@M.C R-# Y,S N>'-D4$L! A0#% @ Y(EM6:I;$1JE" @ KHT M !4 (!@OP! ''1L<&@M.C R-# Y,S!?8V%L+GAM;%!+ 0(4 M Q0 (,2);5GD0.?Z9D0 *CR!0 5 " 5H' @!T;'!H M+3(P,C0P.3,P7V1E9BYX;6Q02P$"% ,4 " #DB6U9?"?>H_)8 B% 4 M%0 @ 'S2P(=&QP:"TR,#(T,#DS,%]L86(N>&UL4$L! A0# M% @ Y(EM62 15-&D1P ZT@& !4 (!&*4"'1L<&@M F.C R-# Y,S!?<')E+GAM;%!+!08 "0) #X" #O[(! end XML 65 acrx20240930_10q_htm.xml IDEA: XBRL DOCUMENT 0001427925 2024-01-01 2024-09-30

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DE 41-2193603 1850 Gateway Drive, Suite 175 San Mateo CA 94404 650 216-3500 Common Stock, $0.001 par value TLPH NASDAQ Yes Yes Non-accelerated Filer true false false 17029218 11117000 5721000 0 3660000 1078000 2195000 12195000 11576000 8819000 8819000 21014000 20395000 396000 1336000 1643000 2445000 723000 731000 2762000 4512000 2084000 1778000 6527000 0 11373000 6290000 0.001 0.001 200000000 200000000 17026313 17026313 16952519 16952519 17000 17000 464984000 458314000 -455360000 -444226000 9641000 14105000 21014000 20395000 0 117000 0 370000 2053000 1178000 5395000 3777000 1696000 2248000 6861000 9199000 3749000 3426000 12256000 12976000 -3749000 -3309000 -12256000 -12606000 -0 -0 -0 134000 155000 187000 576000 1245000 0 0 1246000 0 -241000 -1706000 306000 -5718000 -0 -0 394000 -0 396000 1893000 1122000 6829000 -3353000 -1416000 -11134000 -5777000 -0 2000 -0 5000 -3353000 -1418000 -11134000 -5782000 0 61000 0 -8098000 -3353000 -1357000 -11134000 -13880000 -0.13 -0.08 -0.43 -0.45 0 0 0 -0.63 -0.13 -0.08 -0.43 -1.08 26212902 16758322 25713999 12880338 16952519 17000 458314000 -444226000 14105000 0 302000 0 302000 23952 -0 17000 -0 17000 5884000 0 5884000 16255 0 14000 0 14000 0 0 -3954000 -3954000 16992726 17000 464497000 -448180000 16334000 223000 223000 251 -0 -3827000 -3827000 16992977 17000 464720000 -452007000 12730000 0 234000 0 234000 76 -0 33260 0 30000 0 30000 0 0 -3353000 -3353000 17026313 17000 464984000 -455360000 9641000 8243680 8000 447635000 -425829000 21814000 0 0 569000 21700 -0 22000 -0 22000 2632898 2000 0 0 2000 26016 1000 30000 0 31000 0 -8152000 -8152000 10924294 11000 448212000 -433981000 14242000 471000 471000 69808 77000 77000 -4371000 -4371000 10994102 11000 448760000 -438352000 10419000 0 378000 0 378000 5500 -0 -0 -0 -0 595883 1000 0 0 1000 16193 0 14000 0 14000 5340591 5000 8847000 0 8852000 0 0 -1357000 -1357000 16952269 17000 457999000 -439709000 18307000 -11134000 -13880000 394000 0 0 311000 -121000 -15000 0 53000 0 -723000 759000 1418000 306000 -5718000 0 6853000 0 1065000 -0 1098000 -0 400000 -0 -61000 -1117000 -1423000 -945000 -957000 -805000 -1761000 0 -146000 0 -29000 -10429000 -13543000 -0 100000 0 2723000 4979000 -0 8760000 500000 3781000 3123000 -0 5416000 -6654000 -0 -521000 0 0 8924000 5884000 3000 27000 23000 12044000 3534000 5396000 -6886000 5721000 20275000 11117000 13389000 251000 0 0 -77000 0 72000 0 263000 1. Organization and Summary of Significant Accounting Policies   The Company   Talphera, Inc., or the Company, or Talphera, was incorporated in Delaware on July 13, 2005 as SuRx, Inc. The Company subsequently changed its name to AcelRx Pharmaceuticals, Inc. and, on January 9, 2024 to Talphera, Inc. The Company's operations are based in San Mateo, California.   Talphera is a specialty pharmaceutical company focused on the development and commercialization of innovative therapies for use in medically supervised settings. The Company's product development portfolio features Niyad™ (a regional anticoagulant for the dialysis circuit), LTX-608 (a nafamostat formulation for direct IV infusion) that the Company intends to develop for one or more of the following indications: disseminated intravascular coagulation, or DIC, acute respiratory distress syndrome, or ARDS, acute pancreatitis, or as an anti-viral treatment.   On January 12, 2024, the Company and XOMA (US) LLC, or XOMA, entered into a Payment Interest Purchase Agreement, or the Purchase Agreement, for the sale by the Company to XOMA, in exchange for $8.0 million, of the Company's right, title and interest in and to certain amounts payable to the Company, or collectively the Purchased Receivables, pursuant to the DSUVIA Agreement (as defined below) in respect of net sales of the Product (as defined below), excluding sales of DZUVEO by Laboratoire Aguettant, or Aguettant. See Note 4, "Sale of Future Payments" below for additional information.   On March 12, 2023, the Company entered into an Asset Purchase Agreement, or the DSUVIA Agreement, with Vertical Pharmaceuticals, LLC, a wholly owned subsidiary of Alora Pharmaceuticals, LLC, or Alora, pursuant to which Alora agreed to acquire certain assets and assume certain liabilities of the Company relating to its sufentanil sublingual tablet product referred to as DSUVIA or DZUVEO, or any other single-dose pharmaceutical product for use in medically supervised settings containing a sublingual tablet that includes sufentanil as the sole active ingredient, as a 30 mcg tablet or other dosage form or strength as reasonably necessary for lifecycle management, or the Product. The closing of the DSUVIA Agreement occurred on April 3, 2023 (see Note 3, "Discontinued Operations" below).   On January 7, 2022, the Company acquired Lowell Therapeutics, Inc., or Lowell, a privately held company (see Note 4, "Asset Acquisition" to the consolidated financial statements in the Company's 2023 Annual Report on Form 10-K for additional information) and, as a result acquired the Niyad™developmental product, a regional anticoagulant for the dialysis circuit during continuous renal replacement therapy for acute kidney injury patients in the hospital, that the Company is studying under an investigational device exemption, or IDE, and which has received Breakthrough Device Designation status from the FDA. While not approved for commercial use in the United States, the active drug component of Niyad, nafamostat, has been approved in Japan and South Korea as a regional anticoagulant for the dialysis circuit, disseminated intravascular coagulation, and acute pancreatitis. Niyad is a lyophilized formulation of nafamostat, a broad-spectrum, synthetic serine protease inhibitor, with anticoagulant, anti-inflammatory, and potential anti-viral activities. The second intended indication for Niyad is as a regional anticoagulant for the dialysis circuit for chronic kidney disease patients undergoing intermittent hemodialysis in dialysis centers. In addition, the Company acquired LTX-608, a nafamostat formulation for direct IV infusion, that it intends to develop for the treatment of one or more of the following indications: ARDS, DIC, acute pancreatitis or as an anti-viral agent.   On July 14, 2021, the Company entered into a License and Commercialization Agreement, or the PFS Agreement, with Aguettant, pursuant to which the Company obtained the exclusive right to develop and, subject to FDA approval, commercialize in the United States an ephedrine pre-filled syringe for injection, and (ii) a phenylephrine PFS for injection. Aguettant will supply the Company with the products for use in commercialization, if they are approved in the U.S. See Note 5, "In-License Agreement" to the consolidated financial statements in the Company's 2023 Annual Report on Form 10-K for additional information.   Liquidity and Going Concern   The condensed consolidated financial statements for the three and nine months ended September 30, 2024 were prepared on the basis of a going concern, which contemplates that the Company will be able to realize assets and discharge liabilities in the normal course of business. The Company has incurred recurring operating losses and negative cash flows from operating activities since inception and expects to continue to incur operating losses and negative cash flows in the future. These conditions raise substantial doubt about the Company's ability to continue as a going concern. Considering the Company's current cash resources and its current and expected levels of operating expenses for the next twelve months, management expects to need additional capital to fund its planned operations prior to the 12-month anniversary of the date this Quarterly Report on Form 10-Q is filed with the United States Securities and Exchange Commission, or the SEC.   Management may seek to raise such additional capital through public or private equity offerings, including under the Controlled Equity Offering^{SM} Sales Agreement, or the ATM Agreement, as described below, with Cantor Fitzgerald & Co., or Cantor, debt securities, a new debt facility, monetizing or securitizing certain assets, entering into product development, license or distribution agreements with third parties, or divesting any of the Company's remaining product candidates. While management believes its plans to raise additional funds will alleviate the conditions that raise substantial doubt about the Company's ability to continue as a going concern, these plans are not entirely within the Company's control and cannot be assessed as being probable of occurring.   Additional funds may not be available when the Company needs them on terms that are acceptable to the Company, or at all. If adequate funds are not available, the Company may be required to further reduce its workforce, delay the ongoing clinical trial for Niyad, or delay the development of its regulatory filing plans for its product candidates in advance of the date on which the Company's cash resources are exhausted to ensure that the Company has sufficient capital to meet its obligations and continue on a path designed to preserve stockholder value. In addition, if additional funds are raised through collaborations, strategic alliances or licensing arrangements with third parties, the Company may have to relinquish rights to its technologies, future revenue streams or product candidates, or to grant licenses on terms that may not be favorable to the Company.   Basis of Presentation   The accompanying condensed consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States, or GAAP, and with the rules and regulations of the U.S. Securities and Exchange Commission, or SEC, related to quarterly reports on Form 10-Q, and accordingly, they do not include all the information and disclosures required by GAAP for annual financial statements. These condensed consolidated financial statements and notes thereto should be read in conjunction with the audited consolidated financial statements and notes thereto included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2023, as filed with the SEC on March 6, 2024. The unaudited financial information for the interim periods presented herein reflects all adjustments, consisting of normal recurring adjustments, which, in the opinion of management, are necessary for a fair statement of its financial position and the condensed consolidated results of operations for the periods presented. Results of operations for interim periods covered by this Quarterly Report on Form 10-Q may not necessarily be indicative of results of operations for the full fiscal year or any other interim period.   The condensed consolidated financial statements include the accounts of the Company and its wholly owned subsidiary. All intercompany accounts and transactions have been eliminated in consolidation.   The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the condensed consolidated financial statements and accompanying notes. Management believes its most significant accounting estimates relate to fair value of warrants, impairment of long-lived assets, management's assessment of going concern, revenue recognition, liability related to the sale of future payments and accrued clinical trial liabilities. Management evaluates its estimates on an ongoing basis including critical accounting policies. Estimates are based on historical experience and on various other market-specific and other relevant assumptions that the Company believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results could differ from those estimates.   Reclassifications   Certain prior year amounts in the condensed consolidated financial statements have been reclassified to conform to the current year's presentation. In particular, other assets has been reclassified as prepaid expenses and other current assets in the condensed consolidated balance sheets, accounts receivable and other assets have been reclassified as prepaid expenses and other current assets and payment of employee tax obligations related to vesting of restricted stock units has been reclassified to net proceeds from issuance of common stock through equity plans in the condensed consolidated statement of cash flows and the portion of interest income and other income, net related to the revaluation of liability-classified warrants has been reclassified to change in fair value of warrants in the condensed consolidated statements of operations.   Significant Accounting Policies   The Company's significant accounting policies are detailed in its Annual Report on Form 10-K for the year ended December 31, 2023. There have been no significant changes to the Company's significant accounting policies during the three and nine months ended September 30,

2024, from those previously disclosed in its 2023 Annual Report on Form 10-K, except as follows: Sale of Future Payments   On January 12, 2024, the Company entered into the Purchase Agreement with XOMA to monetize a portion of its future payments for commercial sales of DSUVIA and services performed by the Company to support sales of DSUVIA to the Department of Defense, or DoD, by Alora under the Marketing Agreement, and sales milestones under the DSUVIA Agreement. Refer to Note 4, “Sale of Future Payments” for further details on the Purchase Agreement.   The Company recorded approximately $6.1 million, net of $0.5 million in issuance costs, of the $8.0 million proceeds as a liability, as this portion of the proceeds represents a sale of future revenues under ASC 470 for which the Company has continuing involvement in the generation of cash flows. The Company recorded approximately $1.2 million, net of $0.2 million in issuance costs, of the $8.0 million proceeds as other income, as this portion of proceeds represents the sale of all of the Company’s interest in future payments related to commercial sales of DSUVIA for which the Company is no longer entitled to receive such payments and has no further continuing involvement. The Company utilized internal estimates to develop a cash flow model based on business assumptions to determine the allocation of the proceeds.   The liability related to the sale of future payments is recorded as debt and will be amortized under the effective interest rate method over the estimated life of the Purchase Agreement. The Company estimates the effective interest rate based on its estimate of total payments to be received by XOMA under the Purchase Agreement. The Company reassesses these estimates at each reporting date and adjusts the effective interest rate and amortization of the liability on a prospective basis, as necessary. The Company records the payments to XOMA as a reduction of the liability when paid. As such payments are made to XOMA, the balance of the liability will be effectively repaid over the life of the Purchase Agreement.   Recently Issued Accounting Pronouncements   In November 2023, the Financial Accounting Standards Board, or FASB, issued Accounting Standard Update, or ASU, 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures, or ASU 2023-07, which requires all public entities, including public entities with a single reportable segment, to provide in interim and annual periods one or more measures of segment profit or loss used by the chief operating decision maker to allocate resources and assess performance. Additionally, the standard requires disclosures of significant segment expenses and other segment items as well as incremental qualitative disclosures. The guidance in this update is effective for fiscal years beginning after December 15, 2023, and interim periods after December 15, 2024. The Company is evaluating the disclosure impact of ASU 2023-07; however, the adoption of ASU 2023-07 will not have a material impact on the Company’s consolidated financial statements.   In December 2023, the FASB issued ASU 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures, which requires companies to disclose, on an annual basis, specific categories in the effective tax rate reconciliation and provide additional information for reconciling items that meet a quantitative threshold. In addition, ASU 2023-09 requires companies to disclose additional information about income taxes paid. ASU 2023-09 will be effective for annual periods beginning January 1, 2025 and will be applied on a prospective basis with the option to apply the standard retrospectively. The Company is evaluating the disclosure impact of ASU 2023-09; however, the adoption of ASU 2023-09 will not have a material impact on the Company’s consolidated financial statements.   The Company does not believe other recently issued but not yet effective accounting standards, if currently adopted, would have a material effect on the condensed consolidated financial statements. 8000000 Basis of Presentation   The accompanying condensed consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States, or GAAP, and with the rules and regulations of the U.S. Securities and Exchange Commission, or SEC, related to quarterly reports on Form 10-Q, and accordingly, they do not include all the information and disclosures required by GAAP for annual financial statements. These condensed consolidated financial statements and notes thereto should be read in conjunction with the audited consolidated financial statements and notes thereto included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2023, as filed with the SEC on March 6, 2024. The unaudited financial information for the interim periods presented herein reflects all adjustments, consisting of normal recurring adjustments, which, in the opinion of management, are necessary for a fair statement of its financial position and the condensed consolidated results of operations for the periods presented. Results of operations for interim periods covered by this Quarterly Report on Form 10-Q may not necessarily be indicative of results of operations for the full fiscal year or any other interim period.   The condensed consolidated financial statements include the accounts of the Company and its wholly owned subsidiary. All intercompany accounts and transactions have been eliminated in consolidation.   The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the condensed consolidated financial statements and accompanying notes. Management believes its most significant accounting estimates relate to fair value of warrants, impairment of long-lived assets, management’s assessment of going concern, revenue recognition, liability related to the sale of future payments and accrued clinical trial liabilities. Management evaluates its estimates on an ongoing basis including critical accounting policies. Estimates are based on historical experience and on various other market-specific and other relevant assumptions that the Company believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results could differ from those estimates.   Reclassifications   Certain prior year amounts in the condensed consolidated financial statements have been reclassified to conform to the current year's presentation. In particular, other assets has been reclassified as prepaid expenses and other current assets in the condensed consolidated balance sheets, accounts receivable and other assets have been reclassified as prepaid expenses and other current assets and payment of employee tax obligations related to vesting of restricted stock units has been reclassified to net proceeds from issuance of common stock through equity plans in the condensed consolidated statement of cash flows and the portion of interest income and other income, net related to the revaluation of liability-classified warrants has been reclassified to change in fair value of warrants in the condensed consolidated statements of operations.   Sale of Future Payments   On January 12, 2024, the Company entered into the Purchase Agreement with XOMA to monetize a portion of its future payments for commercial sales of DSUVIA and services performed by the Company to support sales of DSUVIA to the Department of Defense, or DoD, by Alora under the Marketing Agreement, and sales milestones under the DSUVIA Agreement. Refer to Note 4, “Sale of Future Payments” for further details on the Purchase Agreement.   The Company recorded approximately $6.1 million, net of $0.5 million in issuance costs, of the $8.0 million proceeds as a liability, as this portion of the proceeds represents a sale of future revenues under ASC 470 for which the Company has continuing involvement in the generation of cash flows. The Company recorded approximately $1.2 million, net of $0.2 million in issuance costs, of the $8.0 million proceeds as other income, as this portion of proceeds represents the sale of all of the Company’s interest in future payments related to commercial sales of DSUVIA for which the Company is no longer entitled to receive such payments and has no further continuing involvement. The Company utilized internal estimates to develop a cash flow model based on business assumptions to determine the allocation of the proceeds.   The liability related to the sale of future payments is recorded as debt and will be amortized under the effective interest rate method over the estimated life of the Purchase Agreement. The Company estimates the effective interest rate based on its estimate of total payments to be received by XOMA under the Purchase Agreement. The Company reassesses these estimates at each reporting date and adjusts the effective interest rate and amortization of the liability on a prospective basis, as necessary. The Company records the payments to XOMA as a reduction of the liability when paid. As such payments are made to XOMA, the balance of the liability will be effectively repaid over the life of the Purchase Agreement. 6100000 500000 8000000 1200000 200000 8000000 Recently Issued Accounting Pronouncements   In November 2023, the Financial Accounting Standards Board, or FASB, issued Accounting Standard Update, or ASU, 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures, or ASU 2023-07, which requires all public entities, including public entities with a single reportable segment, to provide in interim and annual periods one or more measures of segment profit or loss used by the chief operating decision maker to allocate resources and assess performance. Additionally, the standard requires disclosures of significant segment expenses and other segment items as well as incremental qualitative disclosures. The guidance in this update is effective for fiscal years beginning after December 15, 2023, and interim periods after December 15, 2024. The Company is evaluating the disclosure impact of ASU 2023-07; however, the adoption of ASU 2023-07 will not have a material impact on the Company’s consolidated financial statements.   In December 2023, the FASB issued ASU 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures, which requires companies to disclose, on an annual basis, specific categories in the effective tax rate reconciliation and provide additional information for reconciling items that meet a quantitative threshold. In addition, ASU 2023-09 requires companies to disclose additional information about income taxes paid. ASU 2023-09 will be effective for annual periods beginning January 1, 2025 and will be applied on a prospective basis with the option to apply the standard retrospectively. The Company is evaluating the disclosure impact of ASU 2023-09; however, the adoption of ASU 2023-09 will not have a material impact on the Company’s consolidated financial statements.   The Company does not believe other recently issued but not yet effective accounting standards, if currently adopted, would have a material effect on the condensed consolidated financial statements. 2. Investments and Fair Value Measurement   Investments   The Company classifies its marketable securities as available for sale and records its investments at fair value. Available-for-sale securities are carried at estimated fair value based on quoted market prices or observable market inputs of almost identical assets, with the unrealized holding gains and losses included in accumulated other comprehensive income (loss).   As of September 30, 2024, and December 31, 2023, the contractual maturity of all investments held was less than one year.   The tables below summarize the Company’s cash, cash equivalents and short-term investments (in thousands):   <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; font-size: 10pt; font-family: "Times

New Roman", Times, serif; text-indent: 0px;"> <tbody><tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="14" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> As of September 30, 2024 </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> </tr> <tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> Amortized Cost </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> Gross Unrealized
 Gains </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> Gross Unrealized
 Losses </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> Fair
 Value </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 52%;"> Cash and cash equivalents: </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"

margin: 0pt;">Amortized Cost </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> Gross Unrealized
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Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">As of September 30, 2024 </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> </tr> <tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0); font-variant: normal; text-align: center; margin: 0pt;">Fair Value </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> Level I </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> Level II </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> Level III </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 52%;"> Assets </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; 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font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">1,925</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">1,925</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; 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variant: normal; margin: 0pt;">Total liabilities measured at fair value</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">2,084</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 9%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0); 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font-size: 10pt; width: 52%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Assets</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; 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font-size: 10pt; font-variant: normal; margin: 0pt;">Commercial paper</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">2,691</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 9%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0); text-align: right;">—</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">2,691</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 9%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0); text-align: right;">—</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Total assets measured at fair value</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">8,039</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">90</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">7,949</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size:

10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 9%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0); text-align: right;">—</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Liabilities</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; 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margin-left: 36pt; width: 85%; font-size: 10pt; font-family: "Times New Roman", Times, serif; text-indent: 0px;"> <tbody><tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 56.1%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;"></p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">Three Months Ended </p> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">September 30, 2024</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">Nine Months Ended </p> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">September 30, 2024</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; 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font-size: 10pt; margin-left: 0pt; width: 1%;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 18%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">1,778</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">(Gain) loss on change in fair value of December 2022 Common Stock Warrants liability</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;"></p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 18%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">(241</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">)</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;"></p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 18%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">306</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Fair value—end of period</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;"></p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 18%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">2,084</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 18%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">2,084</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; 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10pt; width: 56%;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> Three Months Ended September 30, 2023 </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> Nine Months Ended September 30, 2023 </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Fair value—beginning of period </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; width: 1%;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 18%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">3,086</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; width: 1%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;"></p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 18%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">7,098</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Gain on change in fair value of December 2022 Common Stock Warrants liability </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 18%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">(1,706</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;">) </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 18%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">(5,718</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;">)</td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Fair value—end of period </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 18%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">1,380</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> <p style="font-family: "Times New Roman", Times, serif; 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At September 30, 2024, the December 2022 Common Stock Warrants were valued at approximately $2.1 million, using the Black-Scholes option pricing model as follows: exercise price of $2.07 per share, stock price of $0.8566 per share, expected life of 4.25 years, volatility of 99.6%, a risk-free rate of 3.58% and 0% expected dividend yield.   There were no transfers between Level I, Level II or Level III of the fair value hierarchy during the three and nine months ended September 30, 2024 and the year ended December 31, 2023. <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; font-size: 10pt; font-family: "Times New Roman", Times, serif; text-indent: 0px;"> <tbody><tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="14" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> As of September 30, 2024 </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> </tr> <tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> Amortized Cost </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> Gross Unrealized
 Gains </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> Gross Unrealized
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 Value </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 52%;"> Cash and cash equivalents: </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"

funds </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">1,925</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 9%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">—</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; 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font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">8,779</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 9%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0); text-align: right;">—</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td> <td style="width: 1%; 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margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> As of December 31, 2023 </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> </tr> <tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> Amortized Cost </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> Gross Gains </td> <td style="font-family: "Times New Roman", Times, serif; 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New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">90</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> U.S. government agency securities </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">1,896</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; 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font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">9,381</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 9%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0); text-align: right;">—</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">9,381</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> </tr> </tbody></table> 413000 413000 1925000 1925000 8779000 8779000 11117000 11117000 1342000 1342000 90000 90000 1896000 1896000 2393000 2393000 5721000 5721000 3362000 3362000 298000 0 0 298000 3660000 0 0 3660000 9381000 9381000 <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; font-size: 10pt; font-family: "Times New Roman", Times, serif; text-indent: 0px;"> <tbody><tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="14" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">As of September 30, 2024 </p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> </tr> <tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">Fair Value </p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">Level I </p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">Level II </p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; 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font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; 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font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">1,925</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">1,925</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 9%; font-family: "Times New Roman", Times, serif; 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font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">8,779</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 9%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0); text-align: right;">—</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px; 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font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">10,704</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">1,925</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> <td style="width: 1%; 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Roman", Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">—</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Commercial paper </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">2,691</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; 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font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">8,039</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">90</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">7,949</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 9%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0); text-align: right;">—</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Liabilities </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; 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font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">1,778</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">$</td> <td style="width: 9%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0); text-align: right;">—</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">$</td> <td style="width: 9%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; 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font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">1,778</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 9%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0); text-align: right;">—</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; 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font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> </tr> </tbody></table> 1925000 1925000 0 0 8779000 0 8779000 0 10704000 1925000 8779000 0 2084000 0 0 2084000 2084000 0 0 2084000 90000 90000 0 0 5258000 0 5258000 0 2691000 0 2691000 0 8039000 90000 7949000 0 1778000 0 0 1778000 1778000 0 0 1778000 <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="margin-right: 15%; margin-left: 36pt; width: 85%; font-size: 10pt; font-family: "Times New Roman", Times, serif; text-indent: 0px;"> <tbody><tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 56.1%;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> Three Months Ended September 30, 2024 </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> Nine Months Ended September 30, 2024 </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Fair value—beginning of period </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; width: 1%;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 18%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">2,325</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; width: 1%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;"></p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 18%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">1,778</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif;

font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> (Gain) loss on change in fair value of December 2022 Common Stock Warrants liability </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 18%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">(241</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;">) </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; 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border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 18%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">2,084</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;"></p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 18%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">2,084</td> <td style="width: 1%; 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text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">3,086</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; width: 1%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;"></p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 18%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">7,098</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Gain on change in fair value of December 2022 Common Stock Warrants liability </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 18%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">(1,706</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;">) </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; 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font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> </tr> </tbody></table> 2325000 1778000 241000 -306000 2084000 2084000 3086000 7098000 1706000 5718000 1380000 1380000 4227052 2100000 2.07 0.8566 4.25 0.996 3.58 0 3. Discontinued Operations   On March 12, 2023, the Company entered into the Asset Purchase Agreement with Alora for Alora's acquisition of all assets related to DSUVIA, including inventories, equipment and intellectual property in exchange for consideration at closing of $1.1 million, a 15% payment on commercial sales of DSUVIA, 75% payment on sales of DSUVIA to the Department of Defense and up to $116.5 million in sales-based milestones. The transaction closed on April 3, 2023 (see Note 3, "Discontinued Operations" to the consolidated financial statements in the Company's 2023 Annual Report on Form 10-K for additional information).   The following table presents the results of the discontinued operations for the three- and nine-month periods ended September 30, 2024 and 2023 (in thousands):   <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="margin-right: 5%; width: 95%; font-size: 10pt; font-family: "Times New Roman", Times, serif; text-indent: 0px;"> <tbody><tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="6" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> Three months ended September 30, </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="6" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> Nine months ended September 30, </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> </tr> <tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> 2024 </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> 2023 </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> 2024 </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="font-family:

"Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> 2023 </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 48%;"> Total revenues </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 10%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">—</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 10%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">—</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 10%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">—</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 10%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">501</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Cost of goods sold </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 10%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">—</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 10%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">—</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 10%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">—</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 10%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">711</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Selling, general and administrative expense </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 10%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">—</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 10%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">21</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 10%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">—</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 10%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">719</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> (Recovery) impairment of net assets held for sale </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 10%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">—</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 10%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">(82</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">)</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 10%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">—</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 10%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">6,853</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Impairment of fixed assets </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 10%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">—</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 10%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">—</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 10%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">—</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 10%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">1,065</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Gain on termination of lease liabilities </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 10%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">—</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 10%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">—</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 10%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">—</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 10%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">(1,098</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">)</td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Research and development expenses </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 10%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0); text-align: right;">—</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 10%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0); text-align: right;">—</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 10%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0); text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;">349</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Net income (loss) from discontinued operations </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;">

margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 10%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0); text-align: right;">—</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 10%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">61</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 10%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0); text-align: right;">—</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 10%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">(8,098</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 3px;">)</td> </tr> </tbody></table>   The following table summarizes the carrying amounts of major classes of assets and liabilities of discontinued operations for each of the periods presented (in thousands).   <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="margin-right: 10%; width: 90%; font-size: 10pt; font-family: "Times New Roman", Times, serif; text-indent: 0px;"> <tbody><tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 66%;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> September 30, 2024 </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> December 31, 2023 </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Accrued liabilities </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">$</td> <td style="width: 14%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">723</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">$</td> <td style="width: 14%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">731</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Total current liabilities of discontinued operations </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 14%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">723</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 14%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">731</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Net assets (liabilities) of discontinued operations </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 14%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">(723</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 3px;">)</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 14%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">(731</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 3px;">)</td> </tr> </tbody></table>   The following table presents the significant non-cash items and purchases of property, plant and equipment for the discontinued operations that are included in the accompanying condensed consolidated statements of cash flows (in thousands):   <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="margin-right: 15%; margin-left: 36pt; width: 85%; font-size: 10pt; font-family: "Times New Roman", Times, serif; text-indent: 0px;"> <tbody><tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 64%;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="6" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> Nine months ended </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> </tr> <tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="6" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> September 30, </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> </tr> <tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> 2024 </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> 2023 </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Cash flows from operating activities: </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Depreciation and amortization </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 15%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">—</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 15%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">215</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Stock-based compensation </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 15%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">—</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 15%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">19</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Impairment of net assets held for sale </td> <td style="width: 1%; font-family: "Times New Roman", Times,

serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 15%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">—</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 15%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">6,853</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Impairment of fixed assets </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 15%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">—</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 15%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">1,065</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Gain on termination of lease liabilities </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 15%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">—</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 15%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">(1,098</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">)</td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Gain on extinguishment of debt </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 15%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">—</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 15%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">(400</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">)</td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Purchases of property and equipment </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 15%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">—</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 15%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">(100</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">)</td> </tr> </tbody></table>   1100000 0.15 0.75 116500000 <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="margin-right: 5%; width: 95%; font-size: 10pt; font-family: "Times New Roman", Times, serif; text-indent: 0px;"> <tbody><tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="6" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> Three months ended September 30, </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="6" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> Nine months ended September 30, </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> </tr> <tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> 2024 </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> 2023 </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> 2024 </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> 2023 </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 48%;"> Total revenues </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 10%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">—</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 10%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">—</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; 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font-size: 10pt;"> Cost of goods sold </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 10%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">—</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 10%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">—</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 10%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">—</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 10%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">711</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Selling, general and administrative expense </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 10%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">—</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 10%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">21</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 10%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">—</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 10%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">719</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size:

10pt;"> (Recovery) impairment of net assets held for sale </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 10%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">—</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 10%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">(82</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">)</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 10%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">—</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 10%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">6,853</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Impairment of fixed assets </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 10%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">—</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 10%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">—</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 10%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">1,065</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Gain on termination of lease liabilities </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 10%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">—</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; 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font-size: 10pt; margin-left: 0pt;">(1,098</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">)</td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Research and development expenses </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 10%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0); text-align: right;">—</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 10%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0); text-align: right;">—</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 10%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0); text-align: right;">—</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 10%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">349</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Net income (loss) from discontinued operations </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 10%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0); text-align: right;">—</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 10%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">61</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 10%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0); text-align: right;">—</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 10%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">(8,098</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 3px;">)</td> </tr> </tbody></table> <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="margin-right: 10%; width: 90%; font-size: 10pt; font-family: "Times New Roman", Times, serif; text-indent: 0px;"> <tbody><tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 66%;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> September 30, 2024 </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> December 31, 2023 </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Accrued liabilities </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">$</td> <td style="width: 14%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">723</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">$</td> <td style="width: 14%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">731</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Total current liabilities of discontinued operations </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 14%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; 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font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family:

"Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 14%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">(723</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 3px;">)</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 14%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">(731</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 3px;">)</td> </tr> </tbody></table> <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="margin-right: 15%; margin-left: 36pt; width: 85%; font-size: 10pt; font-family: "Times New Roman", Times, serif; text-indent: 0px;"> <tbody><tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 64%;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="6" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> Nine months ended </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> </tr> <tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="6" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> September 30, </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> </tr> <tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> 2024 </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> 2023 </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Cash flows from operating activities: </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; 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font-size: 10pt; margin-left: 0pt;">215</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Stock-based compensation </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 15%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right;">—</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 15%; 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Sale of Future Payments   In January 2024, the Company and XOMA entered into the Purchase Agreement for the sale by the Company to XOMA, in exchange for $8.0 million, of the Company's right, title and interest in and to certain amounts payable to the Company, or collectively, the Purchased Receivables, pursuant to the DSUVIA Agreement in respect of net sales of the Product, excluding sales of the Product by Aguettant.   The Purchased Receivables include: (i) 100% of certain payments based on net sales of the Product and potential sales-based milestone payments of up to $116.5 million in respect of net sales of the Product, in each case made on and after January 1, 2024 and excluding sales of the Product by Aguettant, and of certain associated license and acquisition payments relating to the Product, until XOMA has received $20.0 million of payments in respect of the foregoing, or the XOMA Threshold, or the Stepdown Date; and   (ii) following the Stepdown Date, (A) 100% of payments based on net sales of the Product other than net sales to the United States Department of Defense, or DoD and (B) 50% of each of the following: (a) payments based on net sales of the Product to the DoD, (b) potential sales-

based milestone payments in respect of net sales of the Product, and (c) certain associated license and acquisition payments relating to the Product.   The Company has retained its right, title and interest in and to, following the Stepdown Date, 50% of each of the following: (a) payments based on net sales of the Product to the DoD, (b) potential sales-based milestone payments in respect of net sales of the Product, and (c) of certain associated license and acquisition payments relating to the Product.   The Purchase Agreement contains customary representations, warranties and agreements by the Company and XOMA, indemnification obligations of the parties and other obligations of the parties.   The allocation of the consideration for the Purchase Agreement resulted in proceeds of $1.4 million reduced by $0.2 million of transaction costs being allocated to the sale of all future interest in payments related to commercial sales of DSUVIA representing its fair value. As a result of the Company's loss of control, no further continuing involvement in, or rights to future payments related to commercial sales of DSUVIA, the Company recognized other income of $1.2 million in January 2024.   The Company evaluated the terms of the Purchase Agreement and concluded that the features of the Purchased Receivables are similar to those of a debt instrument. Accordingly, the Company recorded the allocated proceeds of approximately $6.6 million reduced by approximately $0.5 million of transaction costs, as a liability. The Company accounts for the value of the debt at amortized cost. The amounts received by the Company will be accreted to the total estimated amount of the payments necessary to extinguish the Company's obligation under the Purchase Agreement, which will be recognized as interest expense. The carrying value of the debt will decrease for payments made to XOMA.   The Company periodically assesses the expected payments for services performed to support sales of DSUVIA to the DoD by Alora under the Marketing Agreement and milestone payments under the DSUVIA Agreement using a combination of historical results, internal projections, and forecasts from external sources. To the extent such payments are greater or less than the Company's initial estimates or the timing of such payments is materially different than its original estimates, the Company will prospectively adjust the amortization of the liability and the effective interest rate. Due to the significant judgments and factors related to the estimates of future payments under the Purchase Agreement, there are significant uncertainties surrounding the amount and timing of future payments.   As the payments are remitted to XOMA, the liability will be effectively repaid over the life of the agreement. In order to determine the amortization of the liability related to the sale of future payments, the Company is required to estimate the total amount of future payments to XOMA over the life of the Purchase Agreement. In October 2024, Alora notified the Company that they are discontinuing their sales efforts on behalf of DSUVIA. At this time, the Company is uncertain as to the impact of this decision on sales of DSUVIA to the DoD. As a result, the Company estimates that future payments under the Purchase Agreement will be less than the proceeds from the sale of such future payments. Accordingly, the Company will not recognize any related non-cash interest expense. When the expected payments under the sale of future payments are lower than the gross proceeds of $6.6 million received, the Company defers recognition of any probable contingent gain until the Company has met its obligations under the liability related to the sale of future payments. For the three and nine months ended September 30, 2024, the estimated effective interest rate under the agreement was approximately 0% and 9%, respectively.   The Company did not recognize any non-cash payment interest revenue and recognized non-cash interest expense of approximately $0.4 million during the nine months ended September 30, 2024. The interest and amortization of issuance costs are reflected as non-cash interest expense for the sale of future payments in the condensed consolidated statements of operations.</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;margin:0pt;">The following table shows the activity within the liability account during the nine months ended September 30, 2024 and the period from inception to September 30, 2024 (in thousands):</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="margin-right: 5%; width: 95%; font-size: 10pt; font-family: "Times New Roman", Times, serif; text-indent: 0px;"> <tbody><tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">Nine months ended
 September 30, 2024</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">Period from
 inception to </p> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">September 30, 2024</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 64%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Liability related to sale of future payments — beginning balance</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 15%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; 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 inception to September 30, 2024 </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 64%;"> <p style="font-family: "Times New

Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Liability related to sale of future payments — beginning balance </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 15%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">—</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 15%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">—</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Proceeds from sale of future payments, net of issuance costs </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 15%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">6,133</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 15%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">6,133</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Payments to XOMA </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 15%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">—</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 15%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">—</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Non-cash interest expense recognized </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 15%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">394</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 15%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">394</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Liability related to sale of future payments as of September 30, 2024 </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 15%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">6,527</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 3px;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 15%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">6,527</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 3px;"> </td> </tr> </tbody></table> 0 0 6133000 6133000 0 0 394000 394000 6527000 6527000 5. Long-Term Debt   Loan Agreement with Oxford   On May 30, 2019, the Company entered into the Loan Agreement with Oxford Finance LLC, or Oxford, as the Lender. Under the Loan Agreement, the Lender made a term loan to the Company in an aggregate principal amount of $25.0 million, or the Loan, which was funded on May 30, 2019.   In connection with the closing of the divestment of DSUVIA to Alora, on April 3, 2023, the Company paid Oxford the remaining amount due of approximately $3.4 million including accrued interest and fees under the Loan, and the Loan Agreement was terminated with no further obligations by either party. Interest expense related to the Loan Agreement was $0.1 million, which represented amortization of the debt discount, for the nine months ended September 30, 2023.   25000000 3400000 100000 6. Commitments and Contingencies   Litigation   On June 8, 2021, a securities class action complaint was filed in the U.S. District Court for the Northern District of California against the Company and two of its officers. The plaintiff is a purported stockholder of the Company. The complaint alleged that defendants violated Sections 10(b) and 20(a) of the Exchange Act and SEC Rule 10b-5 by making false and misleading statements and omissions of material fact about the Company's disclosure controls and procedures with respect to its marketing of DSUVIA. The complaint sought unspecified damages, interest, attorneys' fees, and other costs. On December 16, 2021, the Court appointed co-lead plaintiffs. Plaintiffs' amended complaint was filed on March 7, 2022. The amended complaint named the Company and three of its officers and continued to allege that defendants violated Sections 10(b) and 20(a) of the Exchange Act and SEC Rule 10b-5 by making false and misleading statements and omissions of material fact about the Company's disclosure controls and procedures with respect to its marketing of DSUVIA. The amended complaint also asserted a violation of Section 20A of the Exchange Act against the individual defendants for alleged insider trading. The amended complaint sought unspecified damages, interest, attorneys' fees, and other costs. On September 1, 2022, the Court held oral hearings on the Company's motion to dismiss the amended complaint with prejudice that was filed on July 21, 2022. On September 28, 2022, the Court issued a formal written opinion, or the First Opinion, dismissing all of the plaintiff's claims against the Company and the named defendants with leave for plaintiffs to amend their complaint. On November 28, 2022, the plaintiffs filed their second amended complaint. On July 7, 2023, the Court issued a formal written opinion, or the Second Opinion, dismissing all of the plaintiff's claims against the Company and the named defendants with leave for plaintiffs to amend their complaint in part and without leave to amend in part. On September 5, 2023, the plaintiffs filed a third amended complaint. On May 7, 2024, the Court granted defendants' motion to dismiss the third amended complaint, with prejudice, and entered judgment for defendants on plaintiffs' claims. On June 5, 2024, plaintiffs filed a notice of appeal in the United States Court of Appeals for the Ninth Circuit. The plaintiffs filed their opening brief on September 27, 2024, and the deadline for defendants to file their response brief is November 29, 2024.   On July 6, 2021, a purported shareholder derivative complaint was filed in the U.S. District Court for the Northern District of California. The complaint names ten of the Company's officers and directors and asserts state and federal claims based on the same alleged misstatements as the securities class action complaint. On September 30, 2021, October 26, 2021, and November 17, 2021, three additional purported shareholder derivative complaints were filed in the U.S. District Court for the Northern District of California. The complaints name nine of the Company's officers and directors and also assert state and federal claims based on the same alleged misstatements as the securities class action complaint. All four complaints seek unspecified damages, attorneys' fees, and other costs. On December 6, 2021, the Court entered an order consolidating all four actions and staying the consolidated action pending the outcome of any motion to dismiss the securities class action.   On February 16, 2024, another purported shareholder derivative complaint was filed in the Court of Chancery of the State of Delaware, asserting the same claims as those in the previously filed derivative actions. The case has been stayed pending the outcome of any motion to dismiss the securities class action.   Please see "Part II., Item 1A. Risk Factors—Risks of a General Nature—Litigation may substantially increase our costs and harm our business."   The Company believes that these lawsuits are without merit and intends to vigorously defend against them. Given the uncertainty of litigation, the preliminary stage of the cases, and the legal standards that must be met for, among other things, class certification and success on the merits, the Company cannot estimate the reasonably possible loss or range of loss that may result from these actions. It is reasonably possible that this estimate may change in the near term. An adverse outcome regarding these matters could materially adversely affect the Company's financial condition, results of operations, and cash flows. 7. Stockholders' Equity   Common Stock   January 2024 Private Placement   On January 17, 2024, the Company entered into a private placement with certain institutional investors, or the Purchasers, for aggregate gross proceeds of $6.0 million upfront, an additional $10.0 million committed upon the announcement of positive clinical trial results for the Company's NEPHRO CRRT study of Niyad, and an additional $2.0 million if Talphera stock trades above a specified price following the NEPHRO CRRT registration trial announcement, before deducting offering expenses payable by the Company, or the Private Placement.   The terms of the Private Placement include: <table border="0" cellpadding="0" cellspacing="0" style="width: 100%; text-indent: 0px;"> <tbody><tr style="vertical-align: top;"> <td style="width: 27pt;"> </td> <td style="width: 27pt;"> (i) </td> <td style="width: auto;"> the first tranche of the Private Placement, which closed on January 22, 2024, resulted in the aggregate gross proceeds to the Company of approximately $6.0 million for Pre-Funded Warrants to purchase up to 7,792,208 to purchase shares of the Company's common stock, par value $0.001 per share, or the Common Stock, excluding the proceeds, if any, from the exercise of the Pre-Funded Warrants issued in such tranche (see Note 8, "Warrants" for additional information). </td> </tr> </tbody></table> <p style="font-family:'Times New Roman';font-size:10pt;font-

variant:normal;margin:0pt;"> <table border="0" cellpadding="0" cellspacing="0" style="width: 100%; text-indent: 0px;"> <tbody><tr style="vertical-align: top;"> <td style="width: 27pt;"> </td> <td style="width: 27pt;"> (ii) </td> <td style="width: auto;"> the second tranche of the Private Placement, which is a conditional purchase by the Purchasers subject to either (a) the satisfaction or waiver of achieving, by September 30, 2024, the NEPHRO CRRT primary and one of the secondary clinical trial endpoints, resulting in the Company issuing pre-funded warrants to purchase up to 12,987,013 shares of Common Stock, and receiving additional aggregate gross proceeds of approximately $10.0 million, and/or (b) the satisfaction or waiver of the volume-weighted average price of the Common Stock for each of the immediately subsequent five (5) trading days following the Company's announcement of its NEPHRO CRRT trial data being at least $0.92 per share, resulting in the Company issuing pre-funded warrants to purchase up to 2,597,402 shares of Common Stock and receiving additional aggregate gross proceeds of approximately $2.0 million.</p> </td> </tr> </tbody></table> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family: 'Times New Roman', Times, serif; font-size: 10pt; margin: 0pt; text-align: left"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;margin:0pt;">Any of the conditions in the second tranche can be waived by each Purchaser. The Company determined that the conditional tranche right is equity classified as it is indexed to the Company's own shares and meets all other conditions for equity classification and that the fair value of the right was immaterial at issuance.</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">On September 30, 2024, the Company amended the securities purchase agreements of the Private Placement, dated January 17, 2024, with entities affiliated with Nantahala Management, LLC, or the Nantahala Agreements, to extend to June 30, 2025 the date by which the Company must achieve the precedent conditions to the second closing thereunder, or the Nantahala Amendments. If prior to the second closing, the Company consummates an equity financing, then the purchasers shall be released from their obligation to purchase additional shares of common stock and/or pre-funded warrants pursuant to the Nantahala Agreements, as amended. The Company determined that the Nantahala Amendments represented a modification but that no financial impact would be recorded as the difference between the fair values of the Nantahala Agreements immediately before and after the Nantahala Amendments was insignificant.</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">The Private Placement contains customary representations, warranties and agreements by the Company and the Purchasers, indemnification rights and other obligations of the parties.</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;margin:0pt;"><i>Stock Plans</i></p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;margin:0pt;"><i>Amended</i> <i>and Restated 2020</i> <i>Equity Incentive Plan</i></p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;margin:0pt;">On June 24, 2024, at the 2024 Annual Meeting of Stockholders of the Company, upon the recommendation of the Company's Board of Directors, the Company's stockholders approved an amendment and restatement of the Company's 2020 Equity Incentive Plan, or the Amended 2020 Plan, to increase the number of authorized shares reserved for issuance thereunder by 1,171,395 shares, subject to adjustment for certain changes in the Company's capitalization. The aggregate number of shares of the Company's common stock that may be issued under the Amended 2020 Plan will not exceed the sum of: (i) 3,161,395 shares, and (ii) up to 744,608 shares subject to outstanding awards granted under the 2011 Equity Incentive Plan that may become available for issuance under the Amended 2020 Plan, as such shares become available from time to time.</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;"><i>Inducement Grant</i></p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">In May 2024, the Company granted stock-based awards outside of the existing stock plans to one new employee, or the Inducement Grant. These awards were granted as a material inducement for accepting employment with the Company, in accordance with Nasdaq Listing Rule 5635(c)(4). The inducement awards consisted of a total of 217,000 shares of the Company's common stock, which includes an aggregate of 185,000 shares of common stock issuable upon the exercise of inducement stock option grants and 32,000 shares of common stock issuable upon the vesting of restricted stock unit awards generally subject to the same terms and conditions as grants that are made under the Company's Amended 2020 Plan.</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;margin:0pt;"><i>Amended</i> <i>and Restated 2011</i> <i>Employee Stock Purchase Plan</i></p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;margin:0pt;">Also on June 24, 2024, at the 2024 Annual Meeting of Stockholders of the Company, upon the recommendation of the Company's Board of Directors, the Company's stockholders approved an amendment and restatement of the Company's 2011 Employee Stock Purchase Plan, or the Amended 2011 ESPP, to increase the number of authorized shares reserved for issuance thereunder by 100,000 shares, subject to adjustment for certain changes in the Company's capitalization. The aggregate number of shares of the Company's common stock that may be issued under the Amended 2011 ESPP is 345,000.</p> 6000000 10000000 2000000 6000000 7792208 0.001 12987013 10000000 0.92 2597402 2000000 1171395 3161395 744608 217000 185000 32000 100000 345000 <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;margin:0pt;">8. Warrants </p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;margin:0pt;">The activity related to warrants during the nine months ended September 30, 2024, is summarized as follows:</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <table cellpadding="0" cellspacing="0" class="finTable" style="margin-right: auto; width: 85%; font-size: 10pt; font-family: "Times New Roman", Times, serif; text-indent: 0px;"> <tbody><tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">Common Stock </p> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">from</p> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">Warrants</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">Weighted-average
 Exercise Price
 (per share)</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 62%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Outstanding at December 31, 2023</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 16%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">21,682,049</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 16%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">1.40</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Granted </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 16%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">7,792,208</td> <td style="width: 1%; 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font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 16%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">29,474,257</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">$</td> <td style="width: 16%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">0.96</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Exercisable at September 30, 2024 </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 3px double rgb(0, 0, 0);"> </td> <td style="width: 16%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">29,474,257</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; 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The January 2024 Pre-Funded Warrants are exercisable immediately, subject to certain ownership restrictions, following each closing date of the Private Placement and have an unlimited term.   The January 2024 Pre-Funded warrants were classified as a component of permanent equity

in the Company's condensed consolidated balance sheet as they are freestanding financial instruments that are immediately exercisable, do not embody an obligation for the Company to repurchase its own shares and permit the holders to receive a fixed number of shares of common stock upon exercise. All of the shares underlying the January 2024 Pre-Funded warrants have been included in the weighted-average number of shares of common stock used to calculate net loss per share attributable to common stockholders because the shares may be issued for little or no consideration and are fully vested and are exercisable after their original issuance date. The January 2024 Pre-Funded warrants may participate with common shareholders in dividends or other distributions.   In July 2023, in connection with a prior private placement, the Company issued to certain of the Purchasers (i) Series A common stock purchase warrants to purchase up to 3,676,473 shares of Common Stock and (ii) Series B common stock purchase warrants to purchase up to 3,676,473 shares of Common Stock (the "Prior Warrants"). In connection with the January 2024 Private Placement, the Company and the Purchasers agreed to amend and restate, 2,941,178 of each the Series A common stock purchase warrants and Series B common stock purchase warrants outstanding, by reducing their exercise price from $1.11 to $0.77 per share. Pursuant to ASU 2021-04, the Company remeasured the fair value of the amended and restated Prior Warrants as of the modification date based on the modified terms and recorded the increase in fair value of $0.3 million as equity issuance costs, all of which was allocated to additional paid in capital. The fair value assumptions related to the modification of these 5,882,356 amended and restated Prior Warrants as of January 17, 2024 were as follows: exercise price of $0.77 per share, stock price of $0.769 per share, expected life of 4.5 years, volatility of 96.91%, a risk-free rate of 4.02% and 0% expected dividend yield.</p> <table cellpadding="0" cellspacing="0" class="finTable" style="margin-right: auto; width: 85%; font-size: 10pt; font-family: "Times New Roman", Times, serif; text-indent: 0px;"> <tbody><tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">Common Stock </p> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">from</p> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">Warrants</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">Weighted-average
 Exercise Price
 (per share)</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 62%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Outstanding at December 31, 2023</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 16%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">21,682,049</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 16%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">1.40</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Granted </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 16%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">7,792,208</td> <td style="width: 1%; 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padding-bottom: 1px; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Exercisable at September 30, 2024 </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 3px double rgb(0, 0, 0);"> </td> <td style="width: 16%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">29,474,257</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 16%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">0.96</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> </tr> </tbody></table> 21682049 1.4 7792208 0.001 29474257 0.96 29474257 0.96 7792208 0.769 0.001 3676473 3676473 2941178 2941178 1.11 0.77 300000 5882356 0.77 0.769 4.5 0.9691 0.0402 0 <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;margin:0pt;">9. Stock-Based Compensation </p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;margin:0pt;">The Company recorded total stock-based compensation expense for stock options, restricted stock units, or RSUs, granted under the Company's equity incentive plans and the Inducement Grant, and the Amended 2011 ESPP, as follows (in thousands):</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="margin-right: 20%; width: 80%; font-size: 10pt; font-family: "Times New Roman", Times, serif; text-indent: 0px;"> <tbody><tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="6" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 30pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">Three Months Ended
 September 30,</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="6" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 24pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">Nine Months Ended
 September 30,</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> </tr> <tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 30pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">2024</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 30pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">2023</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 24pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">2024</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 24pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">2023</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 36%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Research and development</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 13%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">92</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 13%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">210</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 13%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">284</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 13%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">383</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <p style="font-

family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Selling, general and administrative </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 13%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">142</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 13%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">168</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; 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font-size: 10pt;"> Discontinued operations </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 13%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right; border-bottom: 1px solid rgb(0, 0, 0);">—</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 13%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right; border-bottom: 1px solid rgb(0, 0, 0);">—</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 13%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right; border-bottom: 1px solid rgb(0, 0, 0);">—</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 13%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">19</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Total </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 13%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">234</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 13%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">378</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 13%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">759</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 13%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">1,418</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> </tr> </tbody></table>   The following table summarizes restricted stock unit activity under the Company’s equity incentive plans and the Inducement Grant: <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="margin-right: 10%; margin-left: 36pt; width: 90%; font-size: 10pt; font-family: "Times New Roman", Times, serif; text-indent: 0px;"> <tbody><tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> Weighted </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> </tr> <tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> Number of </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> Average </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> </tr> <tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> Restricted </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> Grant Date </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> </tr> <tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> Stock Units </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> Fair Value </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 66%;"> Restricted stock units outstanding, January 1, 2024 </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 14%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">86,232</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 14%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">7.57</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Granted </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 14%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">176,768</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 14%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">1.03</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Vested </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 14%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">(39,369</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">)</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 14%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">12.08</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Forfeited </td>

<td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 14%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">(7,385</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;">)</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 14%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">1.89</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Restricted stock units outstanding, September 30, 2024 </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 3px double rgb(0, 0, 0);"> </td> <td style="width: 14%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">216,246</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 14%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">1.59</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> </tbody></table> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;margin:0pt;">Upon vesting, certain of the Company’s RSUs may be settled on a net-exercise basis to cover any required withholding tax with the remaining amount converted into an equivalent number of shares of common stock. There were 15,090 shares of common stock underlying vested RSUs that were withheld during the quarter ended March 31, 2024, based on the value of the RSUs as determined by the Company’s closing stock price on the applicable vesting date.</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family: 'Times New Roman', Times, serif; font-size: 10pt; margin: 0pt; text-align: left"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;margin:0pt;">The following table summarizes stock option activity under the Company’s equity incentive plans and the Inducement Grant:</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; font-size: 10pt; font-family: "Times New Roman", Times, serif; text-indent: 0px;"> <tbody><tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">Number
 of Stock </p> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">Options
 Outstanding </p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">Weighted-
 Average
 Exercise
 Price </p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">Weighted-
 Average
 Remaining
 Contractual
 Life (Years) </p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">Aggregate
 Intrinsic
 Value </p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> </tr> <tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="text-align: center; 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font-size: 10pt;"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">893,321</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">33.41</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; 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font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">1.03</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; 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font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Expired </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">(26,326</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;">)</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">143.81</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin:

0pt;">September 30, 2024 </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 3px double rgb(0, 0, 0);"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">1,879,806</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 3px;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">14.40</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">7.7</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">4</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Vested and exercisable options— September 30, 2024 </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">596,454</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">38.67</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">4.6</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">1</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Vested and expected to vest— September 30, 2024 </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">1,879,806</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">14.40</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">7.7</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">4</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr></tbody></table>   The per-share weighted average grant date fair value of the options granted during the nine months ended September 30, 2024 was estimated at $0.84 per share on the date of grant using the Black-Scholes option-pricing model with the following weighted average assumptions: <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="margin-right: 15%; width: 85%; font-size: 10pt; font-family: "Times New Roman", Times, serif; text-indent: 0px;"> <tbody><tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 8pt; border-bottom: 1px solid rgb(0, 0, 0);"> Nine months ended September 30, 2024 </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 77%;"> Expected term (in years) </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 20%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">6.5</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Risk-free interest rate </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 20%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">4.29</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">%</td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Expected volatility </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 20%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">98</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">%</td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Expected dividend rate </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 20%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">0</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">% </td> </tr> </tbody></table>   As of September 30, 2024, total stock-based compensation expense related to unvested options to be recognized in future periods was $1.2 million which is expected to be recognized over a weighted-average period of 2.6 years. As of September 30, 2024, there were 1,863,846 shares available for grant under the Company's Amended 2020 Plan and 165,897 shares available for grant under the Company's Amended 2011 ESPP.</p> <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="margin-right: 20%; width: 80%; font-size: 10pt; font-family: "Times New Roman", Times, serif; text-indent: 0px;"> <tbody><tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="6" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 30pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">Three Months Ended
 September 30,</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="6" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 24pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">Nine Months Ended
 September 30,</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> </tr> <tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 30pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">2024</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 30pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">2023</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 24pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">2024</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 24pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">2023</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 36%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Research and development</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 13%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">92</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size:

10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 13%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">210</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 13%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">284</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 13%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">383</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Selling, general and administrative</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 13%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">142</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 13%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">168</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 13%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">475</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 13%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">1,016</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Discontinued operations</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 13%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right; border-bottom: 1px solid rgb(0, 0, 0);">—</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 13%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right; border-bottom: 1px solid rgb(0, 0, 0);">—</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 13%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; text-align: right; border-bottom: 1px solid rgb(0, 0, 0);">—</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 13%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">19</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt 0pt 0pt 18pt;">Total</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 13%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">234</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 13%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">378</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 13%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">759</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 13%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">1,418</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> </tr> </tbody></table> 92000 210000 284000 383000 142000 168000 475000 1016000 0 0 0 19000 234000 378000 759000 1418000 <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="margin-right: 10%; margin-left: 36pt; width: 90%; font-size: 10pt; font-family: "Times New Roman", Times, serif; text-indent: 0px;"> <tbody><tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">Weighted</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> </tr> <tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">Number of</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">Average</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> </tr> <tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">Restricted</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">Grant Date</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> </tr> <tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">Stock Units</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">Fair Value</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 66%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Restricted stock units outstanding, January 1, 2024</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 14%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">86,232</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 14%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">7.57</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Granted </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 14%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">176,768</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 14%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">1.03</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt 0pt 0pt

9pt;">Vested </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 14%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">(39,369</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">)</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 14%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">12.08</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Forfeited </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 14%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">(7,385</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;">)</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 14%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">1.89</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Restricted stock units outstanding, September 30, 2024 </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 3px double rgb(0, 0, 0);"> </td> <td style="width: 14%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">216,246</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 14%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">1.59</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> </tbody></table> 86232 7.57 176768 1.03 39369 12.08 7385 1.89 216246 1.59 15090 <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; font-size: 10pt; font-family: "Times New Roman", Times, serif; text-indent: 0px;"> <tbody><tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">Number
 of Stock </p> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">Options
 Outstanding </p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">Weighted-
 Average
 Exercise
 Price </p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">Weighted-
 Average
 Remaining
 Contractual
 Life (Years) </p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">Aggregate
 Intrinsic
 Value </p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> </tr> <tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">(in thousands)</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 52%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">January 1, 2024</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">893,321</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">33.41</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Granted </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">1,053,612</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">1.03</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Forfeited </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">(40,801</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">)</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">1.65</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Expired </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">(26,326</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;">)</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">143.81</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family:

"Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> September 30, 2024 </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 3px double rgb(0, 0, 0);"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">1,879,806</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 3px;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">14.40</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">7.7</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">4</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Vested and exercisable options— September 30, 2024 </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">596,454</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">38.67</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">4.6</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">1</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Vested and expected to vest— September 30, 2024 </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">1,879,806</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">14.40</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">7.7</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">4</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> </tbody></table> 893321 33.41 1053612 1.03 40801 1.65 26326 143.81 1879806 14.4 P7Y8M12D 4000 596454 38.67 P4Y7M6D 1000 1879806 14.4 P7Y8M12D 4000 0.84 <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="margin-right: 15%; width: 85%; font-size: 10pt; font-family: "Times New Roman", Times, serif; text-indent: 0px;"> <tbody><tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 8pt; border-bottom: 1px solid rgb(0, 0, 0);"> Nine months ended September 30, 2024 </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 77%;"> Expected term (in years) </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 20%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">6.5</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Risk-free interest rate </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 20%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">4.29</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">%</td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Expected volatility </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 20%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">98</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">%</td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Expected dividend rate </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 20%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">0</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">%</td> </tr> </tbody></table> P6Y6M 0.0429 0.98 0 1200000 P2Y7M6D 1863846 165897 10. Net Loss per Share of Common Stock   The Company's basic net loss per share of common stock is calculated by dividing the net loss by the weighted average number of shares of common stock outstanding for the period. The diluted net loss per share of common stock is computed by giving effect to all potential common stock equivalents outstanding for the period determined using the treasury stock method. For purposes of this calculation, options to purchase common stock, RSUs, and warrants to purchase common stock were considered to be common stock equivalents. In periods with a reported net loss, common stock equivalents are excluded from the calculation of diluted net loss per share of common stock if their effect is antidilutive. Potential common shares that are issuable for little or no cash consideration, such as the Company's pre-funded warrants issued in January 2024 and July 2023 with a de minimis exercise price of $0.0001 per share, and the Company's pre-funded warrants issued in December 2022 with a de minimis exercise price of $0.0001 per share, are considered outstanding common shares which are included in the calculation of basic and diluted net income (loss) per share in all circumstances.   The following outstanding shares of common stock equivalents were excluded from the computation of diluted net loss per share of common stock for the periods presented because including them would have been antidilutive: <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="margin-right: 10%; width: 90%; font-size: 10pt; font-family: "Times New Roman", Times, serif; text-indent: 0px;"> <tbody><tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="6" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> Three Months Ended September 30, </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="6" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> Nine Months Ended September 30, </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> </tr> <tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> 2024 </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> 2023 </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> 2024 </td> <td style="font-family: "Times New

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Other Information   None. The condensed consolidated balance sheet as of December 31, 2023 has been derived from the audited financial statements as of that date included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2023.

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