0001558370-24-01159910-Q Verastem, Inc. 20240808202408081610421610421610421

of ContentsUNITED STATESSECURITIES AND EXCHANGE COMMISSIONWashington, D.C. 20549FORM 10-Qâ€‹(Mark One)â€‹â˜’QUARTERLY REPORT PURSUANT TO SECTIONÂ 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OFÂ 1934â€‹For the quarterly period ended June 30, 2024ORâ˜TRANSITION REPORT PURSUANT TO SECTIONÂ 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OFÂ 1934â€‹For the transition period fromÂ Â Â Â Â Â Â Â Â Â Â Â Â Â Â toÂ Â Â Â Â Â Â Â Â Â Â Â Â Â Â

â€”â€‹ â€”â€‹ â€”â€‹ â€”â€‹ (24,281)â€‹Â (24,281)â€‹Unrealized loss on available-for-sale marketable securitiesâ€‹ â€”â€‹ â€”â€‹ â€”â€‹ â€”â€‹ â€”â€‹ â€”â€‹ â€”â€‹ â€”â€‹ â€”â€‹ â€”â€‹ (5)â€‹ â€”â€‹ â€”â€‹Â (5)â€‹Issuance of common stock resulting from vesting of restricted stock unitsâ€‹ â€”â€‹ â€”â€‹ â€”â€‹ â€”â€‹ â€”â€‹ â€”â€‹ 16,176â€‹ â€”â€‹ â€”â€‹ â€”â€‹ â€”â€‹ â€”â€‹ â€”â€‹ â€”â€‹ â€”â€‹Stock-based compensation expenseâ€‹ â€”â€‹ â€”â€‹ â€”â€‹ â€”â€‹ â€”â€‹ â€”â€‹ â€”â€‹ â€”â€‹ â€”â€‹ â€”â€‹ 1,432â€‹ â€”â€‹ â€”â€‹ â€”â€‹ â€”â€‹ 1,432â€‹Issuance of common stock, and pre-funded warrants, net of issuance cost of $6,351â€‹ â€”â€‹ â€”â€‹ â€”â€‹ â€”â€‹ â€”â€‹ â€”â€‹ 8,489,409â€‹ â€‹ 1â€‹ â€‹ 91,419â€‹ â€”â€‹ â€”â€‹ â€”â€‹ â€”â€‹ 91,420â€‹Balance at June 30, 2023â€‹ 1,200,000â€‹ â€‹ 21,159Â â€‹ 1,000,000â€‹ â€”â€‹ 25,241,878â€‹ 3â€‹ 879,105â€‹ 1â€‹ (777,518)â€‹ 101,591â€‹(1) Amounts have been retroactively restated to reflect the 1-for-12 reverse stock split effected on May 31, 2023 (see Note 1. Nature of business of the accompanying notes to the condensed consolidated financial statements).â€‹See accompanying notes to the condensed consolidated financial statements.â€‹7 Table of ContentsVerastem,Â Inc.CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS(unaudited)(in thousands)â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Six months ended June 30, â€‹â€‹Â Â Â Â 2024Â Â Â Â 2023â€‹Operating activitiesâ€‹â€‹â€‹â€‹â€‹â€‹â€‹Net lossâ€‹ (42,119)â€‹ (39,995)â€‹Adjustments to reconcile net loss to net cash used in operating activities:â€‹â€‹â€‹â€‹â€‹â€‹â€‹Depreciationâ€‹Â 12â€‹â€‹ 52â€‹Non-cash operating lease costâ€‹â€‹ (94)â€‹â€‹ (82)â€‹Stock-based compensation expenseâ€‹Â 3,388â€‹Â 2,745â€‹Amortization of deferred financing costs, debt discounts and premiums and discounts on available-for-sale marketable securitiesâ€‹â€‹ (413)â€‹â€‹ 76â€‹Change in fair value of preferred stock tranche liabilityâ€‹â€‹ (4,189)â€‹â€‹ 520â€‹Changes in operating assets and liabilities:â€‹â€‹â€‹â€‹â€‹â€‹â€‹Accounts receivable, netâ€‹â€‹ (10,000)â€‹â€‹ 29â€‹Grant receivableâ€‹â€‹ (825)â€‹â€‹ â€”â€‹Prepaid expenses, other current assets and other assetsâ€‹Â (78)â€‹Â (1,508)â€‹Accounts payableâ€‹Â (506)â€‹Â (422)â€‹Accrued expenses and other liabilitiesâ€‹Â (726)â€‹Â (1,639)â€‹Deferred liabilitiesâ€‹Â (327)â€‹Â 34â€‹Net cash used in operating activitiesâ€‹Â (55,877)â€‹Â (40,190)â€‹Investing activitiesâ€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Purchases of property and equipmentâ€‹â€‹ (28)â€‹â€‹ â€”â€‹Purchases of investmentsâ€‹Â â€”â€‹Â (13,804)â€‹Maturities of investmentsâ€‹Â 60,000â€‹Â 27,000â€‹Net cash provided by investing activitiesâ€‹Â 59,972â€‹Â 13,196â€‹Financing activitiesâ€‹â€‹â€‹â€‹â€‹â€‹â€‹Payments for loan amendmentâ€‹â€‹ (150)â€‹â€‹ â€”â€‹Proceeds from issuance of Series B Convertible Preferred Stock, netâ€‹â€‹ â€”â€‹ â€”â€‹ 28,099â€‹Proceeds from long-term debt, netâ€‹â€‹ â€”â€‹ â€”â€‹ 14,918â€‹Proceeds from insurance premium financingâ€‹â€‹ 1,298â€‹â€‹ 1,430â€‹Payments on insurance premium financingâ€‹â€‹ (772)â€‹â€‹ (851)â€‹Payments of deferred issuance costsâ€‹â€‹ (156)â€‹â€‹ â€”â€‹Proceeds from the exercise of stock options and employee stock purchase programâ€‹â€‹ 221â€‹â€‹ 29â€‹Proceeds from the issuance of common stock and pre-funded warrants, netâ€‹â€‹ â€”â€‹ â€”â€‹ 91,906â€‹Net cash provided by financing activitiesâ€‹Â 441â€‹Â 135,531â€‹Increase in cash, cash equivalents and restricted cashâ€‹Â 4,536â€‹Â 108,537â€‹Cash, cash equivalents and restricted cash at beginning of periodâ€‹Â 79,076â€‹Â 75,789â€‹Cash, cash equivalents and restricted cash at end of periodâ€‹ 83,612â€‹ 184,326â€‹Supplemental disclosure of non-cash investing and financing activitiesâ€‹â€‹â€‹â€‹â€‹â€‹â€‹Issuance of preferred stock tranche liabilityâ€‹ â€”â€‹â€‹ 6,940â€‹Issuance costs included in accounts payable and accrued expensesâ€‹ 263â€‹â€‹ 486â€‹â€‹â€‹See accompanying notes to the condensed consolidated financial statements.â€‹â€‹8 Table of ContentsVerastem,Â Inc.NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS(unaudited)â€‹1. Nature of businessVerastem, Inc. (the â€œCompanyâ€) is a late-stage development biopharmaceutical company, with an ongoing registration directed trial, committed to the development and commercialization of new medicines to improve the lives of patients diagnosed with cancer. The Companyâ€™s pipeline is focused on ras sarcoma (â€œRASâ€)/ mitogen activated pathway kinase (â€œMAPKâ€) driven cancers, specifically novel drug candidates that inhibit signaling pathways critical to cancer cell survival and tumor growth, particularly RAF/MEK inhibition and FAK inhibition. The Companyâ€™s most advanced product candidates, avutometinib and defactinib, are being investigated in both preclinical and clinical studies for the treatment of various solid tumors, including, but not limited to low-grade serous ovarian cancer (â€œLGSOCâ€), non-small cell lung cancer (â€œNSCLCâ€), pancreatic cancer, colorectal cancer (â€œCRCâ€), and thyroid. The Company believes that avutometinib may be beneficial as a therapeutic as a single agent or when used together in combination with defactinib, other pathway inhibitors or other current and emerging standard of care treatments in cancers that do not adequately respond to currently available therapies.The condensed consolidated financial statements include the accounts of Verastem Securities Company and Verastem Europe GmbH, wholly-owned subsidiaries of the Company.Â All financial information presented has been consolidated and includes the accounts of the Company and its wholly-owned subsidiaries. All intercompany balances and transactions have been eliminated in consolidation.The Company is subject to the risks associated with other life science companies, including, but not limited to, possible failure of preclinical testing or clinical trials, competitors developing new technological innovations, inability to obtain marketing approval of the Companyâ€™s product candidates, avutometinib and defactinib, market acceptance and commercial success of the Companyâ€™s product candidates, avutometinib and defactinib, following receipt of regulatory approval, and, protection of proprietary technology and the continued ability to obtain adequate financing to fund the Companyâ€™s future operations. If the Company does not obtain marketing approval and successfully commercialize its product candidates, avutometinib and defactinib, following regulatory approval, it will be unable to generate product revenue or achieve profitability and may need to raise additional capital.As of June 30, 2024, the Company had cash, cash equivalents, and investments of $83.4 million. On July 25, 2024, the Company received net proceeds of approximately $51.1 million from the sale of 13,333,334 shares of common stock and accompanying warrants to purchase up to 13,333,334 shares of common stock and the sale of pre-funded warrants to purchase an aggregate of 5,000,000 shares of common stock and accompanying warrants to purchase up to 5,000,000 shares of common stock. Refer toÂ Note 16. Subsequent Events for additional details on the July 2024 Offering. In accordance with applicable accounting standards, the Company evaluated whether there are conditions and events, considered in the aggregate, that raise substantial doubt about the Companyâ€™s ability to continue as a going concern within 12 months after the date of the issuance of these condensed consolidated financial statements. The Company anticipates operating losses may continue for the foreseeable future since the Company does not yet have regulatory approval to sell any of its product candidates, and the Company continues to incur operating costs to execute its strategic plan, including costs related to research and development of its product candidates and commercial readiness activities.Â As a result of the assessment in accordance with the applicable accounting standards, these conditions raise substantial doubt about the Companyâ€™s ability to continue as a going concern for 12 months after the date the condensed consolidated financial statements are issued.The Company expects to finance its operations with its existing cash,Â cash equivalents and investments, through potential future milestones and royalties received pursuant to the asset purchase agreement dated August 10, 2020, between the Company and Secura (the â€œSecura APAâ€), through the loan and security agreement with Oxford Finance LLC (â€œOxfordâ€), or through other strategic financing opportunities that could include, but are not limited to collaboration agreements, future offerings of its equity, or the incurrence of debt. However, given the risks associated with these potential strategic or financing opportunities, they are not deemed probable for purposes of the going concern 9 Table of Contentsassessment. If the Company fails to obtain additional future capital, it may be unable to complete its planned preclinical studies and clinical trials and obtain approval of certain investigational product candidates from the FDA or foreign regulatory authorities.Â Therefore, there is substantial doubt about the Companyâ€™s ability to continue as a going concern.Reverse Stock SplitOn May 30, 2023, the Company filed a Certificate of Amendment to the Companyâ€™s Restated Certificate of Incorporation, as amended to date, with the Secretary of State of the State of Delaware to effect a reverse stock split of the Companyâ€™s issued and outstanding common stock, par value $0.0001 at a ratio of 1-for-12 (the â€œReverse Stock Splitâ€), as authorized at the Companyâ€™s 2023 annual meeting of stockholders held on May 15, 2023. The Company effected the Reverse Stock Split on May 31, 2023. No fractional shares were issued in connection with the Reverse Stock Split. Stockholders who otherwise were entitled to a fractional share of common stock were entitled to receive a price equal to the closing price of the common stock on the Nasdaq Capital Market on the date immediately preceding the Reverse Stock Split, as adjusted by the ratio of one share of common stock for every 12 shares of common stock, multiplied by the applicable fraction of a share. The number of shares of common stock that the Company is authorized to issue remains at 300,000,000 shares and the par value of its common stock remains unchanged at $0.0001 per share.The Company has retroactively restated the share and per share amounts in the unaudited condensed consolidated financial statements for the three and six months ended June 30, 2023, to give retroactive effect to the Reverse Stock Split.Â Proportionate adjustments were made to the per share exercise price and number of shares of common stock issuable under all outstanding stock options, convertible notes and preferred stock. In addition, proportionate adjustments have been made to the number of shares of common stock issuable upon vesting of the restricted stock units and the number of shares of common stock reserved for the Companyâ€™s equity incentive compensation plans.Â The condensed consolidated statements of convertible preferred stock and stockholdersâ€™ equity reflect the impact of the Reverse Stock Split by reclassifying from â€œcommon stockâ€ to â€œadditional paid-in capitalâ€ in an amount equal to the par value of the decreased shares resulting from the Reverse Stock Split for the three and six months ended June 30, 2023. 2. Summary of significant accounting policiesBasis of PresentationThe accompanying unaudited condensed consolidated financial statements of the Company have been prepared in accordance with generally accepted accounting principles in the United States (â€œGAAPâ€) for interim financial reporting and as required by Regulation S-X, Rule 10-01 under the assumption that the Company will continue as a going concern for the next twelve months. Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements, or any adjustments that might result from the uncertainty related to the Companyâ€™s ability to continue as a going concern. In the opinion of management, all adjustments (including those which are normal and recurring) considered necessary for a fair presentation of the interim financial information have been included. When preparing financial statements in conformity with GAAP, the Company must make estimates and assumptions that affect the reported amounts and related disclosures at the date of the financial statements. Actual results could differ from those estimates. Additionally, operating results for the three and six months ended June 30, 2024 are not necessarily indicative of the results that may be expected for any other interim period or for the year ending December 31, 2024. For further information, refer to the financial statements and footnotes included in the Companyâ€™s Annual Report on Form 10-K for the year ended December 31, 2023, as filed with the SEC on March 14, 2024.Significant Accounting PoliciesThe significant accounting policies are described in Note 2.Â Significant accounting policies in the Companyâ€™s Annual Report on Form 10-K for the year ended December 31, 2023.â€‹â€‹10 Table of ContentsRecently issued accounting standards updatesIn November 2023, the Financial Accounting Standards Board (â€œFASBâ€) issued Accounting Standards Update (â€œASUâ€) No. 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures (â€œASU 2023-07â€), which is intended to improve reportable segment disclosure requirements, primarily through enhanced disclosures about significant segment expenses and by extending the disclosure requirements to entities with a single reportable segment. The guidance is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024. Early adoption is permitted. ASU 2023-07 is to be applied retrospectively to all prior periods presented in the financial statements. The Company is currently evaluating the potential impact of adopting this new guidance on the Companyâ€™s condensed consolidated financial statements and related disclosures.In December 2023, the FASB issued ASU No. 2023-09,Â Income Taxes (Topic 740): Improvements to Income Tax DisclosuresÂ (â€œASU 2023-09â€). The guidance in ASU 2023-09 improves the transparency of income tax disclosures by greater disaggregation of information in the rate reconciliation and income taxes paid disaggregated by jurisdiction. The standard is effective for public companies for fiscal years beginning after December 15, 2024, with early adoption permitted. The Company is currently evaluating the impact that the adoption of ASU 2023-09 may have on its condensed consolidated financial statements and related disclosures.Other recent accounting pronouncements issued, but not yet effective, are not expected to be applicable to the Company or have a material effect on the condensed consolidated financial statements upon future adoption.Concentrations of credit risk and off-balance sheet riskCash, cash equivalents, investments and trade accounts receivable are financial instruments that potentially subject the Company to concentrations of credit risk. The Company mitigates this risk by maintaining its cash and cash equivalents and investments with high quality, accredited financial institutions. The management of the Companyâ€™s investments is not discretionary on the part of these financial institutions. As of June 30, 2024, the Companyâ€™s cash, cash equivalents and investments were deposited at four financial institutions and it has no significant off-balance sheet concentrations of credit risk, such as foreign currency exchange contracts, option contracts or other hedging arrangements.As of June 30, 2024, Secura made up all of the Companyâ€™s account receivable balance. The Company assesses the creditworthiness of all its customers and sets and reassesses customer credit limits to ensure the collectability of any accounts receivable balances are assured.For the six months ended June 30, 2024, there wasÂ oneÂ customer, Secura, who individually accounted for all of the Companyâ€™s revenue. Refer toÂ Note 13. License, collaboration and commercial agreements for a detailed discussion of the Secura APA.Proceeds from GrantsIn May 2022, the Company was awarded the â€œTherapeutic Accelerator Awardâ€ grant from Pancreatic Cancer Network (â€œPanCANâ€) for up to $3.8Â million (the â€œPanCAN Grantâ€). In August 2022, PanCAN agreed to provide the Company with an additional $0.5Â million for the collection and analysis of patient samples. The grant is supporting a Phase 1b/2 clinical trial of GEMZAR (gemcitabine) and ABRAXANE (Nab-paclitaxel) in combination with avutometinib and defactinib entitled RAMP 205. The RAMP 205 trial is evaluating whether combining avutometinib (to target mutant Kirsten rat sarcoma viral oncogene homolog (â€œKRASâ€), which is found in more than 90% of pancreatic adenocarcinomas, and defactinib (to reduce stromal density and adaptive resistance to avutometinib) to the standard GEMZAR/ABRAXANE regimen improves outcomes for patients with such pancreatic cancers. The Company recognizes grants as contra research and development expense in the consolidated statement of operations and comprehensive loss on a systematic basis over the periods in which the Company recognizes as expenses the related costs for which the grants are intended to compensate. Eligible expenses incurred in excess of grant payments received up to the total amount of the PanCAN Grant are recorded as a grant receivable. Through June 30, 2024, the Company has 11 Table of Contentsreceived $3.5Â million of cash proceeds which was initially recorded as deferred liabilities on the balance sheet. The Company recorded $0.6Â million and $2.0 million of the proceeds as a reduction of research and development expense during the three and six months ended June 30, 2024, respectively. As of June 30, 2024, the company recorded $0.8 million as a grant receivable related to the PanCAN Grants in the condensed consolidated balance sheet. As of December 31, 2023, the Company recorded $0.3 million as deferred liabilities related to the PanCAN Grant in the condensed consolidated balance sheet..3. Cash, cash equivalents and restricted cashThe following table provides a reconciliation of cash, cash equivalents and restricted cash reported within the condensed consolidated balance sheets that sum to the total of the same such amounts shown in the condensed consolidated statements of cash flows (in thousands):â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Â Â Â Â June 30, 2024Â Â Â Â December 31, 2023Cash and cash equivalentsâ€‹ 83,371â€‹ 77,909Restricted cashâ€‹Â 241â€‹Â 1,167Total cash, cash equivalents and restricted cashâ€‹ 83,612â€‹ 79,076â€‹Amounts included in restricted cash as of June 30, 2024 is cash held to collateralize outstanding letters of credit provided as a security deposit for the Companyâ€™s office space located in Needham, Massachusetts in the amount of $0.2 million. Amounts included in restricted cash as of December 31, 2023 represent (i) cash received pursuant to the PanCAN Grant restricted for expenditures for specific research and development activities of $0.9 million and (ii) cash held to collateralize outstanding letters of credit provided as a security deposit for the Companyâ€™s office space located in Needham, Massachusetts in the amount of $0.2 million. The letters of credit are included in non-current restricted cash on the condensed consolidated balance sheets as of June 30, 2024, and December 31, 2023. Cash received pursuant to the PanCAN Grant is included in prepaid expenses and other current assets on the condensed consolidated balance sheets as of December 31, 2023.4. Fair value of financial instrumentsThe Company determines the fair value of its financial instruments based upon the fair value hierarchy, which prioritizes valuation inputs based on the observable nature of those inputs. The fair value hierarchy applies only to the valuation inputs used in determining the reported fair value of the investments and is not a measure of the investment credit quality. The hierarchy defines three levels of valuation inputs:LevelÂ 1 inputsQuoted prices in active markets for identical assets or liabilities that the Company can access at the measurement date.LevelÂ 2 inputsInputs other than quoted prices included within LevelÂ 1 that are observable for the asset or liability, either directly or indirectly.LevelÂ 3 inputsUnobservable inputs that reflect the Companyâ€™s own assumptions about the assumptions market participants would use in pricing the asset or liability.â€‹12 Table of ContentsItems Measured at Fair Value on a Recurring BasisThe following table presents information about the Companyâ€™s financial instruments that are measured at fair value on a recurring basis (in thousands):â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹June 30, 2024Â DescriptionÂ Â Â Â TotalÂ Â Â Â LevelÂ 1Â Â Â Â LevelÂ 2Â Â Â Â LevelÂ 3Â Financial assetsâ€‹â€‹ â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Cash equivalentsâ€‹ 75,424â€‹ 75,424â€‹ â€”â€‹ â€”â€‹Total financial assetsâ€‹ 75,424â€‹ 75,424â€‹ â€”â€‹ â€”â€‹Preferred stock tranche liability â€‹ â€”â€‹ â€”â€‹ â€”â€‹ â€”â€‹ â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹December 31, 2023Â Descriptionâ€‹TotalÂ Â Â Â LevelÂ 1Â Â Â Â LevelÂ 2Â Â Â Â LevelÂ 3Â Financial assetsâ€‹â€‹ â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Cash equivalentsâ€‹ 46,093â€‹ 46,093â€‹ â€”â€‹ â€”â€‹Short-term investmentsâ€‹Â 59,220â€‹â€‹ 5,992â€‹â€‹ 53,228â€‹â€‹ â€”â€‹Total financial assetsâ€‹ 105,313â€‹ 52,085â€‹ 53,228â€‹ â€”â€‹Preferred stock tranche liability â€‹ 4,189â€‹ â€”â€‹ â€”â€‹ 4,189â€‹â€‹The Companyâ€™s cash equivalents and short-term investments consist of U.S. Government money market funds, corporate bonds, agency bonds and commercial paper of publicly traded companies. The investments and cash equivalents have

been initially valued at the transaction price and subsequently valued, at the end of each reporting period, utilizing third party pricing services or other market observable data. The pricing services utilize industry standard valuation models, including both income and market-based approaches and observable market inputs to determine value. These observable market inputs include reportable trades, benchmark yields, credit spreads, broker/dealer quotes, bids, offers, current spot rates and other industry and economic events. The Company validates the prices provided by third party pricing services by reviewing their pricing methods and matrices, obtaining market values from other pricing sources, analyzing pricing data in certain instances and confirming that the relevant markets are active. After completing its validation procedures, the Company did not adjust or override any fair value measurements provided by the pricing services as of June 30, 2024, or December 31, 2023.A preferred stock tranche liability was recorded as a result of the entry into the Securities Purchase Agreement (defined herein) (see Note 10. Capital Stock). The fair value measurement of the preferred stock tranche liability is classified as Level 3 under the fair value hierarchy. The fair value of the preferred stock tranche liability at inception and December 31, 2023 was determined using a Monte-Carlo simulation. The inputs to the Monte-Carlo include the risk-free rate, stock price volatility, expected dividends and remaining term. Significant increases or decreases in any of those inputs in isolation could result in a significantly lower or higher fair value measurement. Using a Black-Scholes option pricing model, the fair value of the preferred stock tranche liability at June 30, 2024 was determined to be de minimis driven by the limited time to expiration and the significant stock price hurdle in relation to the stock price of the Companyâ€™s common stock on June 30, 2024. The preferred stock tranche liability expired in July 2024. Below are the inputs used to value the preferred stock tranche liability at June 30, 2024, and December 31, 2023:â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹June 30, 2024â€‹December 31, 2023Risk-free interest rateÂ 5.47%Â Â â€‹5.13-5.52%Â Â VolatilityÂ 90%Â Â â€‹ 75%Â Â Dividend yieldÂ â€”â€‹â€‹ â€”â€‹Remaining term (years)Â 0.1â€‹â€‹0.6â€‹â€‹13 Table of ContentsThe following table represents a reconciliation of the preferred stock right liability recorded in connection with the entry into the Securities Purchase Agreement (in thousands):â€‹â€‹â€‹â€‹â€‹â€‹January 1, 2024â€‹â€‹ $ 4,189Fair value adjustmentâ€‹â€‹â€‹ (4,189)June 30, 2024â€‹â€‹ $ â€”â€‹Fair Value of Financial InstrumentsThe fair value of the Companyâ€™s long-term debt was determined using a discounted cash flow analysis with current applicable rates for similar instruments as of the condensed consolidated balance sheet dates. The Company estimates that the fair value of its long-term debt was approximately $40.1Â million as of June 30, 2024, which differs from the carrying value of $40.3 million. The Company estimates that the fair value of its long-term debt was approximately $39.6Â million as of December 31, 2023, which differs from the carrying value of $40.1 million. The fair value of the Companyâ€™s long-term debt was determined using LevelÂ 3 inputs.5. InvestmentsCash, cash equivalents, restricted cash and investments consist of the following (in thousands):â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Â Â Â Â June 30, 2024Â â€‹Â Â Â Â Â GrossÂ Â Â Â GrossÂ Â Â Â â€‹â€‹Â Â â€‹â€‹Amortizedâ€‹Unrealizedâ€‹Unrealizedâ€‹FairÂ â€‹Â Â Â Â CostÂ Â Â Â GainsÂ Â Â Â LossesÂ Â Â Â ValueÂ Cash, cash equivalents & restricted cash:â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹

2024, there were no pre-funded warrants outstanding. Series B Convertible Preferred StockUnder the amended and restated certificate of incorporation, the Companyâ€™s board of directors has the authority, without further action by the stockholders, to issue up toÂ 5,000,000Â shares of preferred stock in one or more series, to establish from time to time the number of shares to be included in each such series, to fix the rights, preferences and privileges of the shares of each wholly unissued series and any qualifications, limitations or restrictions thereon and to increase or decrease the number of shares of any such series, but not below the number of shares of such series then outstanding.On January 24, 2023, the Company entered into a Securities Purchase Agreement (the â€œSecurities Purchase Agreementâ€) with certain purchasers pursuant to which the Company agreed to sell and issue to the purchasers in a private placement (the â€œPrivate Placementâ€) up to 2,144,160 shares of its Series B convertible preferred stock, par value $0.0001 per share (the â€œSeries B Convertible Preferred Stockâ€), in two tranches. On January 24, 2023, the Company filed the Certificate of Designation of the Preferences, Rights and Limitations of the Series B Convertible Preferred Stock (the â€œSeries B Convertible Preferred Stock Certificate of Designationâ€) setting forth the preferences, rights and limitations of the Series B Convertible Preferred Stock with the Secretary of State of the State of Delaware. The Series B Convertible Preferred Stock Certificate of Designation became effective upon filing. Each share of the Series B Convertible Preferred Shares is convertible into 3.5305 shares of the Companyâ€™s common stock, such conversion rate reflects an adjustment to account for the Reverse Stock Split, at the option of the 19 Table of Contentsholders at any time, subject to certain limitations, including that the holder will be prohibited from converting Series B Convertible Preferred Stock into common stock if, as a result of such conversion, the holder, together with its affiliates, would beneficially own a number of shares of common stock above a conversion blocker, which is initially set at 9.99% (the â€œConversion Blockerâ€) of the total common stock then issued and outstanding immediately following the conversion of such shares of Series B Convertible Preferred Stock. Holders of the Series B Convertible Preferred Stock are permitted to increase the Conversion Blocker to an amount not to exceed 19.99% upon 60 daysâ€™ notice.The Company agreed to sell and issue in the first tranche of the Private Placement 1,200,000 shares of Series B Convertible Preferred Stock at a purchase price of $25.00 per share of Series B Convertible Preferred Stock (equivalent to $7.0812 per share of common stock on a post-Reverse Stock Split basis). The first tranche of the Private Placement closed on January 27, 2023. The Company received gross proceeds from the first tranche of the Private Placement of approximately $30.0 million, before deducting fees to the placement agent and other offering expenses payable by the Company (â€œSeries B Convertible Preferred Stock Proceedsâ€).In addition, the Company agreed to sell and issue in the second tranche of the Private Placement 944,160 shares of Series B Convertible Preferred Stock at a purchase price of $31.77 per share of Series B Convertible Preferred Stock (equivalent to $9.00 per share of common stock on a post-Reverse Stock Split basis) if at any time within 18 months following the closing of the first tranche the 10-day volume weighted average price of the Companyâ€™s common stock (as quoted on Nasdaq and as calculated by Bloomberg) should reach at least $13.50 per share, such threshold reflects an adjustment to account for the Reverse Stock Split (which may be further adjusted for any reorganization, recapitalization, non-cash dividend, stock split, reverse stock split or other similar transaction as needed) with aggregate trading volume during the same 10-day period of at least $25 million (the â€œSecond Tranche Rightâ€). The second tranche of the Private Placement is expected to close within seven trading days of meeting the second tranche conditions and will be subject to additional, customary closing conditions. If the Second Tranche Right conditions are satisfied, the Company anticipates receiving gross proceeds from the second tranche of the Private Placement of approximately $30.0 million, before deducting fees to the placement agent and other offering expenses payable by the Company.The Series B Convertible Preferred Stock ranks (i) senior to the common stock; (ii) senior to all other classes and series of equity securities of the Company that by their terms do not rank senior to the Series B Convertible Preferred Stock; (iii) senior to all shares of the Companyâ€™s Series A Convertible Preferred Stock the equity securities described in (i)-(iii), the â€œJunior Stockâ€); (iv) on parity with any class or series of capital stock of the Company hereafter created specifically ranking by its terms on parity with the Series B Convertible Preferred Stock (the â€œParity Stockâ€); (v) junior to any class or series of capital stock of the Company hereafter created specifically ranking by its terms senior to any Series B Convertible Preferred Stock (â€œSenior Stockâ€); and (vi) junior to all of the Companyâ€™s existing and future debt obligations, including convertible or exchangeable debt securities, in each case, as to distributions of assets upon liquidation, dissolution or winding up of the Company, whether voluntarily or involuntarily and as to the right to receive dividends.In the event of the liquidation, dissolution or winding up of the affairs of the Company, whether voluntary or involuntary, after payment or provision for payment of the debts and other liabilities of the Company, and subject to the prior and superior rights of any Senior Stock, each holder of shares of Series B Convertible Preferred Stock will be entitled to receive, in preference to any distributions of any of the assets or surplus funds of the Company to the holders of the common stock and any of the Companyâ€™s securities that are Junior Stock and pari passu with any distribution to the holders of any Parity Stock, an amount equal to $1.00 per share of Series B Convertible Preferred Stock, plus an additional amount equal to any dividends declared but unpaid on such shares, before any payments shall be made or any assets distributed to holders of the common stock or any of our securities that Junior Stock.So long as any shares of the Series B Convertible Preferred Stock remain outstanding, the Company cannot without the affirmative vote or consent of the holders of majority of the shares of the Series B Convertible Preferred Stock then-outstanding, in which the holders of the Series B Convertible Preferred Stock vote separately as a class: (a) amend, alter, modify or repeal (whether by merger, consolidation or otherwise) the Series B Convertible Preferred Stock Certificate of Designation, the Companyâ€™s certificate of incorporation, or the Companyâ€™s bylaws in any manner that adversely affects the rights, preferences, privileges or the restrictions provided for the benefit of, the Series B Convertible Preferred Stock; (b) issue further shares of Series B Convertible Preferred Stock or increase or decrease 20 Table of Contents(other than by conversion) the number of authorized shares of Series B Convertible Preferred Stock; (c) authorize or issue any Senior Stock; or (d) enter into any agreement to do any of the foregoing that is not expressly made conditional on obtaining the affirmative vote or written consent of the majority of then-outstanding Series B Convertible Preferred Stock. Holders of Series B Convertible Preferred Stock are entitled to receive when, as and if dividends are declared and paid on the common stock, an equivalent dividend, calculated on an as-converted basis. Shares of Series B Convertible Preferred Stock are otherwise not entitled to dividends.The Company classified the first tranche of the Series B Convertible Preferred Stock as temporary equity in the condensed consolidated balance sheets as the Company could be required to redeem the Series B Convertible Preferred Stock if the Company cannot convert the Series B Convertible Preferred Stock into shares of common stock for any reason including due to any applicable laws or by the rules or regulations of any stock exchange, interdealer quotation system, or other self-regulatory organization with jurisdiction over the Company which is not solely in the control of the Company. If the Company were required to redeem the Series B Convertible Preferred Stock, it would be based upon the volume-weighted-average price of common stock on an as converted basis on the date the holders provided a conversion notice to the Company. As of June 30, 2024, the Company did not adjust the carrying value of the Series B Convertible Preferred Stock since it was not probable the holders would be unable to convert the Series B Convertible Preferred Stock into shares of common stock due to any reason including due to any applicable laws or by the rules or regulations of any stock exchange, interdealer quotation system, or other self-regulatory organization with jurisdiction over the Company.The Company evaluated the Second Tranche Right under Accounting Standard Codification 480, Distinguishing Liabilities from Equity (â€œASC 480â€) and determined that it met the requirements for separate accounting from the initial issuance of Series B Convertible Preferred Stock as a freestanding financial instrument. The Company then determined the Second Tranche Right should be liability classified pursuant to ASC 480. As a result, the Company classified the Second Tranche Right as a non-current liability within the condensed consolidated balance sheets and the Second Tranche Right was initially recorded at fair value and is subsequently re-measured at fair value at the end of each reporting period. The fair value of the Second Tranche Right on the date of issuance was determined to be $6.9 million based on a Monte-Carlo valuation and the Company allocated $6.9 million of the Series B Convertible Preferred Stock Proceeds to this liability and recorded this amount as preferred stock tranche liability. On June 30, 2024, and December 31, 2023, the fair value of the Second Tranche Right was determined to be $0.0 million, and $4.2 million, respectively, and the Company recorded this amount as preferred stock tranche liability on the condensed consolidated balance sheets. The Second Tranche Right expired in July 2024. The Company recorded the mark-to-market adjustment of $10.2 million and $4.2 million for the three and six months ended June 30, 2024, respectively, under change in fair value of preferred stock tranche liability within the condensed consolidated statements of operations and loss. The Company recorded the mark-to-market adjustment of $4.0 million and $0.5 million for the three and six months ended June 30, 2023, respectively, under change in fair value of preferred stock tranche liability within the condensed consolidated statements of operations and loss.The Company determined that all other features of the securities offered pursuant to the Securities Purchase Agreement were clearly and closely associated with the equity host and did not require bifurcation or the fair value of the feature was immaterial to the Company's condensed consolidated financial statements. The Company reassesses the features on a quarterly basis to determine if they require separate accounting. There have been no changes to the Companyâ€™s original assessment through June 30, 2024.Series A Convertible Preferred StockOn November 4, 2022, the Company entered into an exchange agreement (the â€œExchange Agreementâ€) with Biotechnology Value Fund, L.P., Biotechnology Value Fund II, L.P., Biotechnology Value Trading Fund OS LP and MSI BVF SPV, LLC (collectively referred to as â€œBVFâ€), pursuant to which BVF exchanged 833,333 shares of the Companyâ€™s common stock for 1,000,000 shares of newly designated Series A convertible preferred stock, par value $0.0001 per share (the â€œSeries A Convertible Preferred Stockâ€) (the â€œExchangeâ€).Each share of the Series A Convertible Preferred Stock is convertible into 0.833 shares of the Companyâ€™s common stock at the option of the holder at any time, subject to certain limitations, including that the holder will be prohibited from 21 Table of Contentsconverting Preferred Stock into common stock if, as a result of such conversion, the holder, together with its affiliates, would beneficially own a number of shares of common stock above the Conversion Blocker, initially set at 9.99%, of the total common stock then issued and outstanding immediately following the conversion of such shares of Preferred Stock. Holders of the Series A Convertible Preferred Stock are permitted to increase the Conversion Blocker to an amount not to exceed 19.99% upon 60 daysâ€™ notice.Shares of Series A Convertible Preferred Stock generally have no voting rights, except as required by law and except that the consent of a majority of the holders of the outstanding Series A Convertible Preferred Stock will be required to amend the terms of the Series A Convertible Preferred Stock. In the event of the Companyâ€™s liquidation, dissolution or winding up, holders of Series A Convertible Preferred Stock will participate pari passu with any distribution of proceeds to holders of common stock. Holders of Series A Convertible Preferred Stock are entitled to receive when, as and if dividends are declared and paid on the common stock, an equivalent dividend, calculated on an as-converted basis. Shares of Series A Convertible Preferred Stock are otherwise not entitled to dividends.The Series A Convertible Preferred Stock (i) senior to any class or series of capital stock of the Company hereafter created specifically ranking by its terms junior to the Series A Convertible Preferred Stock; (ii) on parity with the common stock and any class or series of capital stock of the Company created specifically ranking by its terms on parity with the Series A Convertible Preferred Stock; and (iii) junior to the Series B Convertible Preferred Stock and to any class or series of capital stock of the Company created specifically ranking by its terms senior to any Series A Convertible Preferred Stock, in each case, as to distributions of assets upon liquidation, dissolution or winding up of the Company, whether voluntarily or involuntarily.The Company evaluated the Series A Convertible Preferred Stock for liability or equity classification under ASC 480, and determined that equity treatment was appropriate because the Series A Convertible Preferred Stock did not meet the definition of the liability under ASC 480. Additionally, the Series A Convertible Preferred Stock is not redeemable for cash or other assets (i) on a fixed or determinable date, (ii) at the option of the holder, or (iii) upon the occurrence of an event that is not solely within control of the Company. As such, the Company recorded the Series A Convertible Preferred Stock as permanent equity.11. Stock-based compensationOption Exchange ProgramOn January 17, 2024, the Companyâ€™s stockholders, upon recommendation of the board of directors, approved a one-time stock option exchange program (the â€œOption Exchange Programâ€) for certain employees, executive officers and non-employee directors of the Company who held certain underwater options and remained employed or otherwise engaged by the Company through the completion of the Exchange Offer. The Companyâ€™s offer to participate in the Option Exchange Program commenced on February 8, 2024, and expired on March 8, 2024 (the â€œExchange Offerâ€). Pursuant to the Exchange Offer,Â 42Â eligible holders elected to exchange, and the Company accepted for cancellation, eligible options to purchase an aggregate ofÂ 603,330Â shares of the Companyâ€™s common stock (the â€œExchanged Optionsâ€). On March 11, 2024, promptly following the expiration of the Exchange Offer, the Company granted new options to purchaseÂ 603,330Â shares of common stock (the â€œNew Optionsâ€), pursuant to the terms of the Exchange Offer and the Amended and Restated 2021 Equity Incentive Plan (the â€œ2021 Planâ€). The exercise price of the New Options granted was $11.44Â per share, which was the closing price of the Companyâ€™s common stock on the Nasdaq Capital Market on the grant date of the New Options.The exchange of stock options was treated as a modification for accounting purposes. As a result of the Option Exchange Program, the Company will recognize incremental stock-based compensation expense of $1.7 million over the requisite service period of the New Options, which is two or four years depending on whether the Exchanged Options were vested at the time of exchange. Since the Exchanged Options were not at-the-money on the modification date, the Company was precluded from utilizing the simplified method as described in SEC Staff Accounting Bulletin Topic 14.D.2 to calculate the expected term as a key assumption in the Black-Scholes pricing model. Therefore, the Company utilized the binomial lattice model to calculate the fair value of the Exchanged Options immediately prior to the exchange. The Company utilized the Black-Scholes option-pricing model to calculate the fair value of the New Options 22 Table of Contentson the modification date. The Company will recognize the remaining unamortized stock compensation expense for the Exchanged Options on the modification date over the original requisite service period of the Exchanged Options. Stock optionsA summary of the Companyâ€™s stock option activity and related information for the six months ended June 30, 2024 is as follows:â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Â Â Â Â SharesÂ Â Â Â Weighted-average exerciseÂ priceÂ per shareÂ Â Â Â Weighted-average remaining contractual term (years)Â Â Â Â Aggregate intrinsic value (inÂ thousands)Â Outstanding at December 31, 2023Â 2,270,359â€‹$ 19.81Â 7.8â€‹$ 559â€‹GrantedÂ 179,251â€‹â€‹6.07â€‹â€‹â€‹â€‹â€‹â€‹ExercisedÂ (21,978)â€‹â€‹ 7.84â€‹â€‹â€‹â€‹â€‹â€‹Forfeited/cancelledÂ (184,122)â€‹â€‹ 15.41â€‹â€‹â€‹â€‹â€‹â€‹Expiredâ€‹ (23,677)â€‹â€‹ 162.38â€‹â€‹â€‹â€‹â€‹â€‹Cancelled under the Option Exchange Programâ€‹ (603,330)â€‹â€‹ 30.58â€‹â€‹â€‹â€‹â€‹â€‹Granted under the Option Exchange Programâ€‹ 603,330â€‹â€‹ 11.44â€‹â€‹â€‹â€‹â€‹â€‹Outstanding at June 30, 2024Â 2,219,833â€‹$ 12.46Â 8.6â€‹$ â€”â€‹Vested at June 30, 2024Â 594,357â€‹$ 19.22â€‹ 7.2â€‹$ â€”â€‹â€‹The fair value of each stock option granted during the six months ended June 30, 2024 and 2023 was estimated on the grant date using the Black-Scholes option-pricing model using the following weighted-average assumptions:â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Six months ended June 30, â€‹â€‹2024â€‹2023Risk-free interest rateÂ 4.11%Â Â Â€‹ 3.56%Â Â VolatilityÂ 97%Â Â Â€‹ 90%Â Â Dividend yieldÂ â€”â€‹â€‹ â€”â€‹Expected term (years)Â 5.8â€‹â€‹ 6.1â€‹â€‹â€‹â€‹23 Table of ContentsRestricted stock unitsA summary of the Companyâ€™s restricted stock unit activity and related information for the six months ended June 30, 2024 is as follows:â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Â Â Â Â SharesÂ Â Â Â Weighted-average grant date fair value perÂ shareÂ Outstanding at December 31, 2023â€‹Â 209,289â€‹$ 18.05â€‹Grantedâ€‹Â 950,371â€‹$ 5.07â€‹Vestedâ€‹Â (33,511)â€‹$ 21.66â€‹Forfeited/cancelledâ€‹â€‹ (28,127)â€‹$ 16.80â€‹Outstanding at June 30, 2024â€‹Â 1,098,022â€‹$ 6.74â€‹â€‹Employee stock purchase planAt the Special Meeting of Stockholders, held on December 18, 2018, the stockholders approved the 2018 Employee Stock Purchase Plan (â€œ2018 ESPPâ€). On June 21, 2019, the board of directors of the Company amended and restated the 2018 ESPP, to account for certain non-material changes to the planâ€™s administration and, effective May 30, 2023, in connection with the Reverse Stock Split, the board of directors amended and restated the 2018 ESPP to account for the adjustments to the share reserves (the â€œAmended and Restated 2018 ESPPâ€). The Amended and Restated 2018 ESPP provides eligible employees with the opportunity, through regular payroll deductions, to purchase shares of the Companyâ€™s common stock at 85% of the lesser of the fair market value of the common stock on (a) the date the option is granted, which is the first day of the purchase period, and (b) the exercise date, which is the last business day of the purchase period. The Amended and Restated 2018 ESPP generally allows for two six-month purchase periods per year beginning in January and July, or such other periods as determined by the compensation committee of the Companyâ€™s board of directors. The fair value of shares expected to be purchased under the Amended and Restated 2018 ESPP was calculated using the following weighted-average assumptions:â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Six months ended June 30, â€‹â€‹2024â€‹2023Risk-free interest rateÂ 5.24%Â Â â€‹ 4.77%Â Â VolatilityÂ 60%Â Â â€‹ 106%Â Â Dividend yieldÂ â€”â€‹â€‹ â€”â€‹Expected term (years)Â 0.5â€‹â€‹ 0.5â€‹For the six months ended June 30, 2024 and 2023, the Company recognized less than $0.1 million in each period of stock-based compensation expense under the Amended and Restated 2018 ESPP. During the six months ended June 30, 2024, the Company issued 7,475 shares of common stock for proceeds of less than $0.1 million under the Amended and Restated 2018 ESPP.â€‹â€‹24 Table of Contents12. Net loss per shareBasic loss per common share is calculated by dividing net loss applicable to common stockholders by the weighted-average number of common shares outstanding during the period. For purposes of calculating net loss per share, weighted-average number of common shares outstanding includes the weighted average effect of the pre-funded warrants issued in June 2023, the exercise of which required little or no consideration for the delivery of shares of common stock. Diluted net loss per common share is calculated by increasing the denominator by the weighted-average

number of additional shares that could have been outstanding from securities convertible into common stock, such as stock options, restricted stock units, and employee stock purchase plan shares (using the â€œtreasury stockâ€ method), and the 5.00% Convertible Senior Notes due 2048 (the â€œ2018 Notesâ€), Series A Convertible Preferred Stock, and Series B Convertible Preferred Stock (using the â€œif-convertedâ€ method), unless their effect on net loss per share is anti-dilutive.The following potentially dilutive securities were excluded from the calculation of diluted net loss per share for the periods indicated because including them would have had an anti-dilutive effect:â€‹â€‹â€‹

G12C inhibitor. The trial is building on preclinical data showing a deeper blockade of MAPK pathway signaling and enhanced anti-tumor efficacy with the combination ofÂ LUMAKRAS (KRAS G12C inhibition)Â and avutometinib (RAF/MEK inhibition) relative to either agent alone.Â The RAMP 203 study has progressed to the recommended Phase 2 dose of 4 mg avutometinib in combination with 960 mg of LUMAKRAS. RAMP 203 is currently enrolling patients in the dose expansion phase (Part B) for patients who are G12C inhibitor treatment naÃ¯ve and for patients who have experienced disease progression on a prior G12C monotherapy. In October 2023, we announced initial safety and pharmacokinetics results, as well as preliminary efficacy results, from the RAMP 203 study which were presented at the AACR-NCI-EORTC International Conference on Molecular Targets and Cancer TherapeuticsÂ in October 2023. These preliminary results showed a confirmed overall response rate (â€œORRâ€) of 25% (3/12) across efficacy-evaluable patients and seen in both KRAS G12C inhibitor resistant (14.3%; 1/7) and naÃ¯ve (40%; 2/5) patients. In January 2024, the FDA granted fast track designation for combination of avutometinib and LUMAKRAS for the treatment of patients with KRAS G12C-mutant metastatic NSCLC who have received at least one prior systemic therapy and have not been previously treated with a KRAS G12C inhibitor. Based on stronger tumor regressions in KRAS G12C-mutant NSCLC preclinical models when a FAK inhibitor is added along with G12C inhibitor and avutometinib, defactinib is being added to the RAMP 203 study. We plan to provide data updates from the RAMP 203 study in the second half of 2024.In November 2021, we entered into a clinical collaboration agreement with Mirati Therapeutics, Inc. (â€œMiratiâ€) to evaluate the combination of avutometinib with Miratiâ€™s KRAS G12C inhibitor KRAZATIÂ® (adagrasib) in a Phase 1/2 trial entitled RAMP 204. The Phase 1/2 trial will evaluate the safety, tolerability and efficacy of avutometinib in combination with KRAZATIÂ in patients with KRAS G12C NSCLC who have progressed on a KRAS G12C inhibitor. The trial will build on preclinical data showing a deeper blockade of MAPK pathway signaling resulting in enhanced anti-tumor efficacy with the combination ofÂ KRAZATI (KRAS G12C inhibition)Â and avutometinib (RAF/MEK inhibition) relative to either agent alone. The RAMP 204 study is open and enrolling. Dose escalation is ongoing. We plan to provide data updates from RAMP 204 in the second half of 2024.In May 2022, we received the first â€œTherapeutic Accelerator Awardâ€ from PanCAN for up to $3.8 million. The grant is supporting a Phase 1b/2 clinical trial of avutometinib in combination with defactinib entitled RAMP 205. RAMP 30 Table of Contents205 is evaluating the safety, tolerability and efficacy of avutometinib and defactinib in combination with GEMZARÂ®Â (gemcitabine) and ABRAXANEÂ®Â (Nab-paclitaxel) in patients with previously untreated metastatic adenocarcinoma of the pancreas. The RAMP 205 trial is evaluating whether combining avutometinib (to target mutant KRAS which is mutated in more than 90% of pancreatic adenocarcinomas) and defactinib (to reduce stromal density and adaptive resistance to avutometinib) to the standard GEMZAR/ABRAXANE regimen improves outcomes for patients with pancreatic adenocarcinoma. In August 2022, PanCAN agreed to provide us with an additional $0.5 million for the collection and translational analysis of patient samples. Â The RAMP 205 trial is open and enrolling. Combination dose evaluation is ongoing. As of a data cut of May 14, 2024, we reported patients receiving the combination of avutometinib and defactinib with gemcitabine and Nab-paclitaxel in dose level 1 cohort achieved a confirmed ORR of 83% (5/6), one dose-limiting toxicity was observed in the dose level 1 cohort, and the dose level was subsequently cleared after additional patients were enrolled. The initial interim results were presented at the American Society of Clinical Oncology Annual Meeting in June 2024.Furthermore, avutometinib and defactinib are currently being investigated in combination with immunotherapeutic and other agents through investigator sponsored trials (â€œISTsâ€) for the treatment of various solid tumors, including, but not limited to, CRC, gynecological cancer with MAPK pathway alterations, breast cancer, thyroid cancer and melanoma.In August 2023, we entered into a collaboration and option agreement (the â€œGenFleet Agreementâ€) with GenFleet pursuant to which GenFleet granted us options to obtain exclusive development and commercialization rights worldwide outside of mainland China, Hong Kong, Macau, and Taiwan (the â€œGenFleet Territoryâ€) for up to three oncology programs targeting RAS pathway driven cancers (the â€œGenFleet Optionsâ€). We may exercise our GenFleet Options on a program-by-program basis. The collaboration builds on the strengths of both companies in oncology small molecule drug development, enabling us to partner our clinical development and regulatory expertise with GenFleetâ€™s accomplished discovery capabilities. This synergistic collaboration includes our experience and established network of collaborators, including scientific and clinical experts in RAS biology and RAS pathway-driven cancers and GenFleetâ€™s accomplishments with its KRAS G12C inhibitor program. In December 2023, we announced the selection of an orally bioavailable, potent and selective small molecule KRAS G12D (ON/OFF) inhibitor entitled GFH375/VS-7375 with a potential best-in-class profile as the lead program from our collaboration with GenFleet. An investigational NDA by GenFleet in China for GFH375/VS-7375, was cleared in June 2024, following which GenFleet initiated a Phase 1/2 study in solid tumors with KRAS G12D mutation for GFH375/VS-7375 in China in June 2024. In July 2024, we announced that the first patient had been dosed in a Phase 1/2 trial in China, conducted by GenFleet, evaluating GFH375/VS-7375. The Phase 1 study is being conducted in approximately 20 hospitals in China and will evaluate the safety and efficacy of GFH375/VS-7375 in patients with advanced KRAS G12D mutant solid tumors. The Phase 1 study will determine the recommended Phase 2 dose and then further evaluate in Phase 2 the efficacy and safety of GFH375/VS-7375 in patients with advanced solid tumors, such as pancreatic ductal adenocarcinoma, colorectal cancer and non-small cell lung cancer.Our operations to date have been organizing and staffing our company, business planning, raising capital, identifying and acquiring potential product candidates, undertaking preclinical studies and clinical trials for our product candidates and initiating U.S. commercial operations following the approval of COPIKTRA through our ownership period ending in September 2020. We have financed our operations to date primarily through public offerings of our common stock and pre-funded warrants, offerings of convertible notes, sales of common stock under our at-the-market equity offering programs, our loan and security agreement executed with Hercules in March 2017, as amended, the upfront payments and milestone payments under our license and collaboration agreements with Sanofi, CSPC Pharmaceutical Group Limited (â€œCSPCâ€), and Yakult Honsha Co., Ltd. (â€œYakultâ€), the upfront payment and milestone payments received under the Secura APA, the proceeds in connection with the private investment in public equity (the â€œPIPEâ€), and our Loan Agreement with Oxford, sales of Series B Convertible Preferred Stock. Additionally, from our U.S. commercial launch of COPIKTRA on September 24, 2018, through our ownership period ending in September 2020, we financed a portion of our operations through product revenue.As of June 30, 2024, we had an accumulated deficit of $867.0 million. Our net loss was $8.3 million, $42.1 million, $24.3 million and $40.0 million for the three and six months ended June 30, 2024 and 2023, respectively. As of June 30, 2024, we had cash, cash equivalents, and investments of $83.4 million. On July 25, 2024, we received net 31 Table of Contentsproceeds of approximately $51.1 million from the sale of 13,333,334 shares of our common stock and accompany warrants to purchase up to 13,333,334 shares of our common stock and pre-funded warrants to purchase up to an aggregate of 5,000,000 shares of common stock and accompanying warrants to purchase up to 5,000,000 shares of our common stock. Refer toÂ Note 16. Subsequent Events our unaudited condensed consolidated financial statements included in this quarterly report for additional details on the July 2024 Offering. In accordance with applicable accounting standards, we evaluated whether there are conditions and events, considered in the aggregate, that raise substantial doubt about our ability to continue as a going concern within 12 months after the date of the issuance of the consolidated financial statements. We anticipate operating losses may continue for the foreseeable future since we do not yet have regulatory approval to sell any of our product candidates, and we continue to incur operating costs to execute our strategic plan, including costs related to research and development of our product candidates and commercial readiness activities. As a result of the assessment in accordance with the applicable accounting standards, these conditions raise substantial doubt about our ability to continue as a going concern for 12 months after the date the condensed consolidated financial statements are issued.We expect to finance our operations with our existing cash,Â cash equivalents and investments, through potential future milestones and royalties received pursuant to the Secura APA, through the Loan Agreement with Oxford, or through other strategic financing opportunities that could include, but are not limited to collaboration agreements, future offerings of our equity, or the incurrence of debt. However, given the risk associated with these potential strategic or financing opportunities, they are not deemed probable for purposes of the going concern assessment. If we fail to obtain additional future capital, we may be unable to complete our planned preclinical studies and clinical trials and obtain approval of certain investigational product candidates from the FDA or foreign regulatory authorities.Â Therefore, there is substantial doubt about our ability to continue as a going concern.CRITICAL ACCOUNTING POLICIES AND SIGNIFICANT JUDGMENTS AND ESTIMATESOur discussion and analysis of our financial condition and results of operations is based upon our condensed consolidated financial statements prepared in accordance with U.S. generally accepted accounting principles.Â The preparation of these condensed consolidated financial statements requires us to make estimates and judgments that affect the reported amounts of certain assets, liabilities, revenues and expenses and the disclosure of contingent assets and liabilities in our financial statements, and the amounts of revenues and expenses during the reported periods. We believe that several accounting policies are important to understanding our historical and future performance. We refer to these policies as â€œcriticalâ€ because these specific areas generally require us to make judgments and estimates about matters that are uncertain at the time we make the estimate, and different estimatesâ€”which also would have been reasonableâ€”could have been used, which would have resulted in different financial results. The critical accounting policies we identified in our most recent Annual Report on FormÂ 10-K for the fiscal year ended DecemberÂ 31, 2023, related to revenue recognition, collaborative agreements, accrued and prepaid research and development expenses, and stock-based compensation. During the six months ended June 30, 2024, there were no material changes to our critical accounting policies.32 Table of ContentsRESULTS OF OPERATIONSComparison of the three months ended June 30, 2024 and 2023â€‹Three months ended June 30, â€‹â€‹â€‹(dollar amounts in thousands)â€‹Â Â Â Â 2024Â Â Â Â 2023Â Â Â Â ChangeÂ Â Â Â % ChangeRevenue:â€‹Sale of COPIKTRA license and related assetsâ€‹â€‹â€‹ 10,000â€‹â€‹â€‹ â€”â€‹â€‹â€‹ 10,000â€‹100%Total revenueâ€‹â€‹Â 10,000â€‹â€‹Â â€”â€‹â€‹Â 10,000â€‹100%Operating expenses:â€‹Research and developmentâ€‹â€‹â€‹ 18,062â€‹â€‹â€‹ 12,893â€‹â€‹â€‹ 5,169â€‹40%Selling, general and administrativeâ€‹â€‹â€‹ 10,215â€‹â€‹â€‹ 7,399â€‹â€‹â€‹ 2,816â€‹38%Total operating expensesâ€‹Â 28,277â€‹Â 20,292â€‹Â 7,985â€‹39%Loss from operationsâ€‹Â (18,277)â€‹Â (20,292)â€‹Â 2,015â€‹(10)%Other expenseâ€‹â€‹â€‹ (24)â€‹â€‹â€‹ (40)â€‹â€‹â€‹ 16â€‹(40)%Interest incomeâ€‹Â 983â€‹Â 1,122â€‹Â (139)â€‹(12)%Interest expenseâ€‹Â (1,138)â€‹Â (1,121)â€‹Â (17)â€‹2%Change in fair value of preferred stock tranche liabilityâ€‹â€‹â€‹ 10,200â€‹â€‹â€‹ (3,950)â€‹â€‹â€‹ 14,150â€‹(358)%Net lossâ€‹$ (8,256)â€‹$ (24,281)â€‹$ 16,025â€‹(66)%Sale of COPIKTRA license and related assets revenue. Sale of COPIKTRA license and related assets revenue for the three months ended June 30, 2024 (the â€œ2024 Quarterâ€) was $10.0 million compared to $0.0 million for the three months ended June 30, 2023 (the â€œ2023 Quarterâ€). Sale of COPIKTRA license and related assets revenue for the 2024 Quarter was comprised of one sales milestone of $10.0 million due Secura achieving cumulative worldwide net sales of COPIKTRA exceeding $100.0 million during the 2024 Quarter. The $10.0 million milestone payment was received by us in July 2024.Research and development expense. Research and development expense for the 2024 Quarter was $18.1 million compared to $12.9 million for the 2023 Quarter. The $5.2 million increase from the 2023 Quarter to the 2024 Quarter was primarily driven by an increase of $2.6 million in contract research organization (â€œCROâ€) costs, an increase of $1.1 million in consulting costs, an increase of $0.7 million in investigator fees, an increase of $0.4 million in personnel costs, including non-cash stock compensation and an increase of $0.4 million in clinical supply costs. Research and development expenses consist of costs associated with our research activities, including the development of our product candidates. Research and development expenses include product/ product candidate and/or project-specific costs, as well as unallocated costs. We record expenses related to external research and development services, such as CROs, clinical sites, pass-through fees such as investigator fees, manufacturing organizations and consultants, by project and/or product candidate. We use our employee and infrastructure resources in a cross-functional manner across multiple research and development projects. Our project costing methodology does not allocate personnel, infrastructure and other indirect costs to specific clinical programs or projects.33 Table of ContentsProduct/ product candidate/ project specific costs include:â—direct third-party costs, which include expenses incurred under agreements with CROs, pass-through fees, the cost of consultants who assist with the development of our product candidates on a program-specific basis, clinical site costs, and any other third-party expenses directly attributable to the development of the product candidates;â—costs related to contract manufacturing operations including manufacturing costs in connection with producing product candidates for use in conducting preclinical and clinical studies. Costs associated with manufacturing avutometinib are included in â€œAvutometinib manufacturing and non-clinical trial specificâ€ category below as these costs relate to both the â€œAvutometinib + defactinibâ€ and â€œAvutometinib + other combinationsâ€ categories and are not specifically allocated to any particular project. Costs to produce defactinib are included in â€œAvutometinib + defactinibâ€ below; andâ—license fees.Â Unallocated costs include:â—research and development employee-related expenses, including salaries, benefits, travel, and stock-based compensation expense;â—cost of consultants, including our scientific advisory board, who assist with our research and development but are not allocated to a specific program; andâ—facilities, depreciation, and other allocated expenses, which include direct and allocated expenses for rent and maintenance of facilities, and laboratory supplies.The table below summarizes our direct research and development expenses for our product/ product candidates/ projects and our unallocated research and development costs for the 2024 Quarter and the 2023 Quarter. â€‹Three months ended June 30, â€‹â€‹Â Â Â Â 2024Â Â Â Â 2023â€‹Changeâ€‹â€‹â€‹(inÂ thousands)â€‹Product/ product candidate / project specific costsâ€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Avutometinib + defactinibâ€‹$ 9,853â€‹$ 5,462â€‹$ 4,391â€‹Avutometinib + other combinationsâ€‹â€‹ 1,597â€‹â€‹ 1,453â€‹â€‹ 144â€‹Avutometinib manufacturing and non-clinical trial specificâ€‹Â 579â€‹Â 1,122â€‹â€‹ (543)â€‹GenFleetâ€‹â€‹ 235â€‹â€‹ â€”â€‹â€‹ 235â€‹COPIKTRAâ€‹Â 2â€‹Â 49â€‹â€‹ (47)â€‹Unallocated costsâ€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Personnel costs, excluding stock-based compensationâ€‹â€‹ 3,339â€‹â€‹ 2,979â€‹â€‹ 360â€‹Stock-based compensation expenseâ€‹â€‹ 522â€‹â€‹ 503â€‹â€‹ 19â€‹Other unallocated expensesâ€‹â€‹ 1,935â€‹â€‹ 1,325â€‹â€‹ 610â€‹Total research and development expenseâ€‹$ 18,062â€‹$ 12,893â€‹$ 5,169â€‹The $4.4 million increase in avutometinib + defactinib costs from the 2023 Quarter to the 2024 Quarter was primarily driven by an increase in RAMP 301 study costs, an increase in drug metabolism and pharmacokinetics costs, and an increase in RAMP 205 study costs, partially offset by a decrease in RAMP 202 study costs. The $0.5 million decrease in avutometinib manufacturing and non-clinical trial specific costs from the 2023 Quarter to the 2024 Quarter was primarily driven by a decrease in drug substance and drug product costs.Selling, general and administrative expense. Selling, general and administrative expense for the 2024 Quarter was $10.2 million compared to $7.4 million for the 2023 Quarter. The increase of $2.8 million from the 2023 Quarter to the 2024 Quarter primarily resulted from an increase of $2.1 million of costs in anticipation of potential launch of 34 Table of Contentsavutometinib and defactinib in LGSOC and an increase of $1.2 million in personnel costs, including non-cash stock compensation, partially offset by a decrease of $0.5 million in travel and other costs. Other expense. Other expense for the 2024 Quarter and 2023 Quarter was less than $0.1 million. Other expense for the 2024 Quarter and 2023 Quarter was comprised of transaction losses due to changes in foreign currency exchange rates.Interest income. Interest income for the 2024 Quarter was $1.0 million compared to $1.1 million for the 2023 Quarter. The decrease of $0.1 million from the 2023 Quarter to the 2024 Quarter in interest income was primarily due to the decrease in investment balances on short term investments and cash equivalents during each respective quarter.Interest expense. Interest expense for the 2024 Quarter and 2023 Quarter was $1.1 million. Interest expense for the 2024 Quarter and 2023 Quarter was primarily comprised of interest expense pursuant to the loan and security agreement entered into with Oxford on March 25. 2022. Change in fair value of preferred stock tranche liability. The change in fair value of the preferred stock tranche liability was $10.2 million income for the 2024 Quarter compared to $4.0 million expense for the 2023 Quarter. The change in fair value of preferred stock tranche liability was comprised of the mark-to-market adjustment related to the second tranche right issued as part of the Securities Purchase Agreement. The fair value of the preferred stock tranche liability decreased from $10.2 million at the beginning of the 2024 Quarter to $0.0 million at the end of the 2024 Quarter resulting in $10.2 million income in the 2024 Quarter. The fair value of the preferred stock tranche liability increased from $3.5 million at the beginning of the 2023 Quarter to $7.5 million at the end of the 2023 Quarter resulting in $4.0 million expense in the 2023 Quarter.35 Table of ContentsComparison of the six months ended June 30, 2024 and 2023â€‹Six months ended June 30, â€‹â€‹â€‹(dollar amounts in thousands)â€‹Â Â Â Â 2024Â Â Â Â 2023Â Â Â Â ChangeÂ Â Â Â % ChangeÂ Revenue:â€‹Sale of COPIKTRA license and related assetsâ€‹$ 10,000â€‹$ â€”â€‹$ 10,000â€‹100%â€‹Total revenueâ€‹â€‹Â 10,000â€‹â€‹Â â€”â€‹â€‹Â 10,000â€‹100%â€‹Operating expenses:â€‹Research and developmentâ€‹â€‹â€‹ 35,769â€‹â€‹â€‹ 24,908â€‹â€‹â€‹ 10,861â€‹44%â€‹Selling, general and administrativeâ€‹Â 20,567â€‹Â 14,728â€‹Â 5,839â€‹40%â€‹Total operating expensesâ€‹Â 56,336â€‹Â 39,636â€‹Â 16,700â€‹42%â€‹Loss from operationsâ€‹Â (46,336)â€‹Â (39,636)â€‹Â (6,700)â€‹17%â€‹Other expenseâ€‹â€‹â€‹ (54)â€‹â€‹â€‹ (47)â€‹â€‹â€‹ (7)â€‹15%â€‹Interest incomeâ€‹Â 2,350â€‹Â 2,098â€‹Â 252â€‹12%â€‹Interest expenseâ€‹Â (2,268)â€‹Â (1,890)â€‹Â (378)â€‹20%â€‹Change in fair value of preferred stock tranche liabilityâ€‹â€‹â€‹ 4,189â€‹â€‹â€‹ (520)â€‹â€‹â€‹ 4,709â€‹(906)%â€‹Net lossâ€‹$ (42,119)â€‹$ (39,995)â€‹$ (2,124)â€‹5%â€‹Sale of COPIKTRA license and related assets revenue. Sale of COPIKTRA license and related assets revenue for the six months ended June 30, 2024 (the â€œ2024 Periodâ€) was $10.0 million compared to $0.0 million for the six months ended June 30, 2023 (the â€œ2023 Periodâ€). Sale of COPIKTRA license and related assets revenue for the 2024 Period was comprised of one sales milestone of $10.0 million due Secura achieving cumulative worldwide net sales of COPIKTRA exceeding $100.0 million during the 2024 Period. The $10.0 million milestone payment was

received by us in July 2024. Research and development expense. Research and development expense for the 2024 Period was $35.8 million compared to $24.9 million for the 2023 Period. The $10.9 million increase from the 2023 Period to the 2024 Period was primarily driven by an increase of $4.2 million in CRO costs, an increase of $2.0 million in investigator fees, an increase of $1.9 million in consulting costs, an increase of $1.3 million in personnel costs, including non-cash stock compensation, an increase of $1.0 million in clinical supply costs and an increase of $0.5 million in other R&D costs. The table below summarizes our direct research and development expenses for our product/ product candidates/ projects and our unallocated research and development costs for the 2024 Period and the 2023 Period.â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Â Â Â Â Six months ended June 30,
â€‹â€‹Â Â Â Â 2024Â Â Â Â 2023â€‹Changeâ€‹â€‹â€‹(inÂ thousands)â€‹Product/ product candidate / project specific costsâ€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Avutometinib + defactinibâ€‹$ 18,889â€‹$ 10,196â€‹$ 8,693â€‹Avutometinib + other combinationsâ€‹Â 3,354â€‹Â 2,571â€‹â€‹ 783â€‹Avutometinib manufacturing and non-clinical trial specificâ€‹â€‹ 1,150â€‹â€‹ 2,777â€‹â€‹ (1,627)â€‹GenFleetâ€‹â€‹ 429â€‹â€‹ â€”â€‹â€‹ 429â€‹COPIKTRAâ€‹â€‹ 3â€‹â€‹ 79â€‹â€‹ (76)â€‹Unallocated costsâ€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Personnel costs, excluding stock-based compensationâ€‹â€‹ 7,159â€‹â€‹ 5,891â€‹â€‹ 1,268â€‹Stock-based compensation expenseâ€‹â€‹ 1,003â€‹â€‹ 964â€‹â€‹ 39â€‹Other unallocated expensesâ€‹Â 3,782â€‹Â 2,430â€‹â€‹ 1,352â€‹Total research and development expenseâ€‹$ 35,769â€‹$ 24,908â€‹$ 10,861â€‹The $8.7 million increase in avutometinibÂ +Â defactinibÂ costs from the 2023 Period to the 2024 Period was primarily driven by an increase in RAMP 301 study costs, an increase in drug metabolism and pharmacokinetics costs, an increase in RAMP 205 study costs, and an increase consulting costs, partially offset by a decrease in RAMP 202 study costs. The $0.8 million increase in avutometinib and other combination costs from the 2023 Period to the 2024 Period was primarily driven by an increase in investigator payments. The $1.6 million decrease in avutometinib 36 Table of Contentsmanufacturing and non-clinical trial specific costs from the 2023 Period to the 2024 Period was primarily driven by a decrease in avutometinib drug substance costs.Selling, general and administrative expense. Selling, general and administrative expense for the 2024 Period was $20.6 million compared to $14.7 million for the 2023 Period. The increase of $5.9 million from the 2023 Period to the 2024 Period primarily resulted from an increase of $4.1 million in costs in anticipation of potential launch of avutometinib and defactinib in LGSOC, an increase of $2.4 million in personnel costs, including non-cash stock compensation, and partially offset by a decrease of $0.6 million of costs associated with financing activities in the 2023 Period.Other expense.Â Other expense for the 2024 Period was $0.1 million compared to other expense of less than $0.1 million in the 2023 Period. Other expense for the 2024 Period was comprised of transaction losses due to changes in foreign currency exchange rates. Other expense for the 2023 Period was comprised of a gain on the sale of fixed assets and transaction losses due to changes in foreign currency exchange rates.Interest income.Â Interest income for the 2024 Period was $2.4 million compared to $2.1 million for the 2023 Period. The increase of $0.3 million from the 2023 Period to the 2024 Period was primarily driven by an increase in investment balances on short term investments and cash equivalents during each respective period. Interest expense.Â Interest expense for the 2024 Period was $2.3 million compared to $1.9 million for the 2023 Period. The increase of $0.4 million from the 2023 Period to the 2024 Period was primarily driven additional interest expense in the 2024 Period pursuant to the Loan Agreement as a result of the additional $15.0 million debt drawdown on March 22, 2023.Change in fair value of preferred stock tranche liability.Â The change in fair value of the preferred stock tranche liability was $4.2 million income for the 2024 Period compared to $0.5 million expense for the 2023 Period. The change in fair value of preferred stock tranche liability was comprised of the mark-to-market adjustment related to the second tranche right issued as part of the Securities Purchase Agreement. The fair value of the preferred stock tranche liability decreased from $4.2 million at the beginning of the 2024 Period to $0.0 million at the end of the 2024 Period resulting in $4.2 million income in the 2024 Period. The fair value of the preferred stock tranche liability increased from $6.9 million upon issuance on January 24, 2023, to $7.5 million at the end of the 2023 Period resulting in $0.5 million expense in the 2023 Period.LIQUIDITY AND CAPITAL RESOURCESSources of liquidityWe have financed our operations to date primarily through public and private offerings of our common stock, common warrants and pre-funded warrants, offerings of convertible notes, sales of common stock under our at-the-market equity offering programs, our loan and security agreement executed with Hercules in March 2017, as amended, the upfront payments under our license and collaboration agreements with Sanofi, Yakult, and CSPC, the upfront payment under the Secura APA, the proceeds in connection with the PIPE, the Loan Agreement with Oxford, and the issuance of Series B Convertible Preferred Stock. With the commercial launch of COPIKTRA in the United States in September 2018 through our ownership period ending in September 2020, we financed a portion of our operations through product revenue. As of September 30, 2020, we have sold our COPIKTRA license and no longer sell COPIKTRA in the United States. We expect to finance a portion of our business through future potential milestones and royalties received pursuant to the Secura APA.As of June 30, 2024, we had $83.4 million of cash, cash equivalents, and investments. We primarily invest our cash, cash equivalents and investments in U.S. Government money market funds, U.S. government agency bonds, corporate bonds and commercial paper of publicly traded companies. 37 Table of ContentsRisks and uncertainties include those identified under Item 1A. Risk Factors, in our Annual Report on Form 10-K for the year ended December 31, 2023 as filed with the SEC on March 14, 2024, and under â€œRisk Factorsâ€ in this Quarterly Report on Form 10-Q.Cash flowsThe following table sets forth the primary sources and uses of cash for the 2024 Quarter and the 2023 Quarter (in thousands):â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹

creating such companion diagnostics is time consuming and costly and we, and/or future collaborators, may encounter difficulties in developing and obtaining regulatory clearance or approval for the companion diagnostics.â€‹â€‹41 Table of ContentsItemÂ 2. Unregistered Sales of Equity Securities and Use of Proceeds and Issuer Purchases of Equity Securities.RECENT SALES OF UNREGISTERED SECURITIESNone.PURCHASE OF EQUITY SECURITIESWe did not purchase any of our equity securities during the period covered by this Quarterly Report on FormÂ 10-Q.ItemÂ 3. Defaults Upon Senior Securities.None.ItemÂ 4. Mine Safety Disclosures.None.ItemÂ 5. Other Information. None.ItemÂ 6. Exhibits.The exhibits filed as part of this Quarterly Report on FormÂ 10-Q are set forth on the ExhibitÂ Index, which ExhibitÂ Index is incorporated herein by reference.42 Table of ContentsEXHIBITÂ INDEXâ€‹câ€‹â€‹3.1â€‹Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 to the Annual Report on Form 10-K for the fiscal year ended December 31, 2018, filed by the Registrant on March 12, 2019).3.2â€‹Certificate of Amendment to the Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.2 to the Annual Report on Form 10-K for the fiscal year ended December 31, 2018, filed by the Registrant on March 12, 2019).3.3â€‹Amended and Restated Bylaws of the Registrant (incorporated by reference to Exhibit 3.4 to Amendment No. 3 to the Registration Statement on Form S-1 (File No. 333-177677) filed by the Registrant on January 13, 2012).3.4â€‹Certificate of Amendment to the Restated Certificate of Incorporation of Verastem, Inc. (incorporated by reference to Exhibit 3.1 to the Form 8-K filed by the Registrant with the Securities and Exchange Commission on May 21, 2020).3.5â€‹Certificate of Designation of Preferences, Rights and Limitations of Series A Convertible Preferred Stock (incorporated by reference to Exhibit 3.1 to the Form 8-K filed by the Registrant with the Securities and Exchange Commission on November 7, 2022).3.6â€‹Certificate of Designation of Preferences, Rights and Limitations of Series B Convertible Preferred Stock (incorporated by reference to Exhibit 3.1 to the Form 8-K filed by the Registrant with the Securities and Exchange Commission on January 25, 2023).3.7â€‹Certificate of Amendment to the Restated Certificate of Incorporation of Verastem, Inc. (incorporated by reference to Exhibit 3.1 to the Form 8-K filed by the Registrant with the Securities and Exchange Commission on May 31, 2023).4.1â€‹Form of Pre-Funded Warrant to Purchase Stock (incorporated by reference to Exhibit 4.1 to the Form 8-K filed by the Registrant with the Securities and Exchange Commission on July 25, 2024).4.2â€‹Form of Warrant to Purchase Stock (incorporated by reference to Exhibit 4.2 to the Form 8-K filed by the Registrant with the Securities and Exchange Commission on July 25, 2024).10.1*Amended and Restated 2021 Equity Incentive Plan.31.1*Certification of Principal Executive Officer pursuant to RulesÂ 13a-14(a)Â or 15d-14(a)Â of the Securities Exchange Act of 1934, as adopted pursuant to SectionÂ 302 of the Sarbanes-Oxley Act of 2002.31.2*Certification of Principal Financial and Accounting Officer pursuant to RulesÂ 13a-14(a)Â or 15d-14(a)Â of the Securities Exchange Act of 1934, as adopted pursuant to SectionÂ 302 of the Sarbanes-Oxley Act of 2002.32.1*Certification of Principal Executive Officer pursuant to 18 U.S.C. SectionÂ 1350, as adopted pursuant to SectionÂ 906 of the Sarbanes-Oxley Act of 2002.32.2*Certification of Principal Financial and Accounting Officer pursuant to 18 U.S.C. SectionÂ 1350, as adopted pursuant to SectionÂ 906 of the Sarbanes-Oxley Act of 2002.99.1*Press Release issued by Verastem,Â Inc. on August 8, 2024 (furnished herewith).101.INS*Inline XBRL Instance Document101.SCH*Inline XBRL Taxonomy Extension Schema Document101.CAL*Inline XBRL Taxonomy Extension Calculation Linkbase Document101.DEF*Inline XBRL Taxonomy Extension Definition Linkbase Document101.LAB*Inline XBRL Taxonomy Extension Label Linkbase Document101.PRE*Inline XBRL Taxonomy Extension Presentation Linkbase Document104â€‹The cover page from this Current Report on form 10-Q, formatted in Inline XBRLâ€‹â€‹â€‹â€‹â€‹*Filed or furnished herewith.â€‹â€‹43 Table of ContentsSIGNATURESâ€‹Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.â€‹â€‹VERASTEM,Â INC.â€‹Date: August 8, 2024By:/s/ DANIEL W. PATERSONâ€‹â€‹â€‹â€‹â€‹â€‹Daniel W. Patersonâ€‹â€‹President and Chief Executive Officerâ€‹â€‹(Principal executive officer)â€‹â€‹â€‹Date: August 8, 2024By:/s/ DANIEL CALKINSâ€‹â€‹â€‹â€‹â€‹â€‹Daniel Calkinsâ€‹â€‹Chief Financial Officerâ€‹â€‹(Principal financial and accounting officer)â€‹â€‹â€‹44 EX-10.1 2 vstm-20240630xex10d1.htm EX-10.1 Exhibit 10.1VERASTEM, INC.AMENDED AND RESTATED 2021 EQUITY INCENTIVE PLAN1.DEFINED TERMSExhibit A, which is incorporated by reference, defines certain terms used in the Plan and includes certain operational rules related to those terms. Â 2.PURPOSEThe Plan has been established to advance the interests of the Company by providing for the grant to Participants of Stock and Stock-based Awards.3.ADMINISTRATIONThe Plan will be administered by the Administrator. Â The Administrator has discretionary authority, subject only to the express provisions of the Plan, to administer and interpret the Plan and any Awards; to determine eligibility for and grant Awards; to determine the exercise price, base value from which appreciation is measured, or purchase price, if any, applicable to any Award, to determine, modify, accelerate or waive the terms and conditions of any Award; to determine the form of settlement of Awards (whether in cash, shares of Stock, other Awards, other property or a combination thereof); to prescribe forms, rules and procedures relating to the Plan and Awards; and to otherwise do all things necessary or desirable to carry out the purposes of the Plan or any Award. Â Determinations of the Administrator made with respect to the Plan or any Award are conclusive and bind all persons.4.SHARE POOL; LIMITS ON AWARDS(a)Number of Shares. Â Subject to adjustment as provided in Section 7(b) below, the maximum number of shares of Stock that may be delivered in satisfaction of Awards under the Plan is (i) 5,191,666 shares of Stock, plus (ii) Â the number of shares of Stock underlying awards under the Prior Plans that on or after the Date of Adoption expire or terminate or are surrendered without the delivery of shares of Stock, are forfeited to or repurchased by the Company, or otherwise become available again for grant under the applicable Prior Plan, in each case, in accordance with the terms of the applicable Prior Plan (in the case of this clause (ii), which will not exceed 1,190,939 shares in the aggregate) (collectively, the â€œShare Poolâ€). Â Up to 6,382,605 shares of Stock from the Share Pool may be delivered in satisfaction of ISOs, but nothing in this Section 4(a) will be construed as requiring that any, or any fixed number of, ISOs be granted under the Plan. Â For purposes of this Section 4(a), the number of shares of Stock issued in satisfaction of Awards will be determined (i) by reducing the Share Pool by the number of shares of Stock withheld by the Company in payment of the exercise price or purchase price of an Award or in satisfaction of tax withholding requirements with respect to an Award; (ii) by reducing the Share Pool by the full number of shares covered by a SAR any portion of which is settled in Stock (and not only the number of shares of Stock delivered in settlement of the Award); and (iii) by increasing the Share Pool by any shares of Stock underlying Awards settled in cash or that expire, become unexercisable, terminate or are forfeited to or repurchased by the Company without the issuance (or retention, in the case of Restricted Stock or Unrestricted Stock) of Stock. Â For the avoidance of doubt, the Share Pool will not be increased by any shares of Stock delivered under the Plan that are subsequently repurchased using proceeds directly attributable to Stock Option exercises. Â The limits set forth in this Section 4(a) will be construed to comply with the applicable requirements of Section 422.(b) Â Substitute Awards. Â The Administrator may grant Substitute Awards under the Plan. Â To the extent consistent with the requirements of Section 422 and the regulations thereunder and other applicable legal requirements (including applicable stock exchange requirements), shares of Stock issued in respect of Substitute Awards will be in addition to and will not reduce the Share Pool. Â Notwithstanding the foregoing or anything in Section 4(a) above to the contrary, if any Substitute Award is settled in cash or expires, becomes unexercisable, terminates or is forfeited to or repurchased by the Company without the issuance (or retention, in the case of Restricted Stock or Unrestricted Stock) of Stock, the shares of Stock previously subject to such Award will not increase the Share Pool or otherwise be available for future issuance under the Plan. Â The Administrator will determine the extent to which the terms and conditions of the Plan apply to Substitute Awards, if at all.(c)Type of Shares. Â Stock delivered by the Company under the Plan may be authorized but unissued Stock, treasury Stock or previously issued Stock acquired by the Company. Â No fractional shares of Stock will be delivered under the Plan.(d)Director Limits. Â The aggregate value of all compensation granted or paid to any Director with respect to any calendar year, including Awards granted under the Plan and cash fees or other compensation paid by the Company to such Director outside of the Plan, in each case for his or her services as a Director during such calendar year, may not exceed $750,000 in the aggregate ($1,000,000 in the aggregate with respect to a Directorâ€™s first calendar year of service on the Board), calculating the value of any Awards based on their grant date fair value in accordance with the Accounting Rules, assuming a maximum payout. Â For the avoidance of doubt, 1â€‹the limitation in this Section 4(d) will not apply to any compensation granted or paid to a Director for his or her services to the Company or a subsidiary other than as a Director, including, without limitation, as a consultant or advisor to the Company or a subsidiary.5.ELIGIBILITY AND PARTICIPATIONThe Administrator will select Participants from among Employees and Directors of, and consultants and advisors to, the Company and its subsidiaries. Â Eligibility for ISOs is limited to individuals described in the first sentence of this Section 5 who are employees of the Company or of a â€œparent corporationâ€ or â€œsubsidiary corporationâ€ of the Company as those terms are defined in Section 424 of the Code. Â Eligibility for Stock Options, other than ISOs, and SARs is limited to individuals described in the first sentence of this Section 5 who are providing direct services on the date of grant of the Award to the Company or to a subsidiary of the Company that would be described in the first sentence of Section 1.409A-1(b)(5)(iii)(E) of the Treasury Regulations.6.RULES APPLICABLE TO AWARDS(a)All Awards.(1)Award Provisions. Â The Administrator will determine the terms and conditions of all Awards, subject to the limitations provided herein. Â No term of an Award shall provide for automatic â€œreloadâ€ grants of additional Awards upon the exercise of an Option or SAR. By accepting (or, under such rules as the Administrator may prescribe, being deemed to have accepted) an Award, the Participant will be deemed to have agreed to the terms and conditions of the Award and the Plan. Â Notwithstanding any provision of the Plan to the contrary, Substitute Awards may contain terms and conditions that are inconsistent with the terms and conditions specified herein, as determined by the Administrator.(2)Term of Plan. Â No Awards may be made after ten years from the Restatement Date, but previously granted Awards may continue beyond that date in accordance with their terms.(3)Transferability. Â Awards shall not be sold, assigned, transferred, pledged or otherwise encumbered by a Participant, either voluntarily or by operation of law, except by will or the laws of descent and distribution or, other than in the case of an ISO or Awards subject to Section 409A, pursuant to a qualified domestic relations order, and, during the life of a Participant, shall be exercisable only by the Participantï¿¼ provided, however, except with respect to ISOs or Awards subject to Section 409A, that the Administrator may permit or provide in an Award for the gratuitous transfer of the Award by the Participant to or for the benefit of any immediate family member, family trust or other entity established for the benefit of the Participant and/or an immediate family member thereof if the Company would be eligible to use a Form S-8 under the Securities Act, for the registration of the sale of the Stock subject to such Award to such proposed transfereeï¿¼ provided further, that the Company shall not be required to recognize any such permitted transfer until such time as such permitted transferee shall, as a condition to such transfer, deliver to the Company a written instrument in form and substance satisfactory to the Company confirming that such transferee shall be bound by all of the terms and conditions of the Award and the Plan. Â References to a Participant, to the extent relevant in the context, shall include references to permitted transferees. Â For the avoidance of doubt, nothing contained in this Section 6(a)(3) shall be deemed to restrict a transfer to the Company.(4)Vesting; Exercisability. The Administrator will determine the time or times at which an Award vests or becomes exercisable and the terms and conditions on which a Stock Option or SAR remains exercisable. Â Without limiting the foregoing, the Administrator may at any time accelerate the vesting and/or exercisability of an Award (or any portion thereof), regardless of any adverse or potentially adverse tax or other consequences resulting from such acceleration. Â Unless the Administrator expressly provides otherwise, however, the following rules will apply if a Participantâ€™s Employment ceases:(A)Except as provided in (B) and (C) below, immediately upon the cessation of the Participantâ€™s Employment, each Stock Option and SAR (or portion thereof) that is then held by the Participant or by the Participantâ€™s permitted transferees, if any, will cease to be exercisable and will terminate and each other Award that is then held by the Participant or by the Participantâ€™s permitted transferees, if any, to the extent not then vested, will be forfeited.(B)Subject to (C) and (D) below, each vested and unexercised Stock Option and SAR (or portion thereof) held by the Participant or the Participantâ€™s permitted transferees, if any, immediately prior to the cessation of the Participantâ€™s Employment, to the extent then exercisable, will remain exercisable for the lesser of (i) a period of three months following such cessation of Employment or (ii) the period ending on the latest date on which such Stock Option or SAR could have been exercised without regard to this Section 6(a)(4), and will thereupon immediately terminate. Â Notwithstanding the foregoing, if the Participant violates the non-competition, non-solicitation or confidentiality provisions of any employment contract, confidentiality and nondisclosure agreement or other agreement between the Participant and the Company, the right to exercise any Stock Option and/or SAR held by the Participant shall terminate immediately upon such violation.2â€‹(C)Subject to (D) below, each vested and unexercised Stock Option and SAR (or portion thereof) held by a Participant or the Participantâ€™s permitted transferees, if any, immediately prior to the cessation of the Participantâ€™s Employment due to his or her death or by the Company due to his or her Disability, to the extent then exercisable, will remain exercisable for the lesser of (i) the one-year period ending on the first anniversary of such cessation of Employment or (ii) the period ending on the latest date on which such Stock Option or SAR could have been exercised without regard to this Section 6(a)(4), and will thereupon immediately terminate.(D)All Awards (whether or not vested or exercisable) held by a Participant or the Participantâ€™s permitted transferees, if any, immediately prior to the cessation of the Participantâ€™s Employment will immediately terminate upon such cessation of Employment if the termination is for Cause or occurs in circumstances that in the determination of the Administrator would have constituted grounds for the Participantâ€™s Employment to be terminated for Cause (in each case, without regard to the lapsing of any required notice or cure periods in connection therewith). (5)Recovery of Compensation. Â The Administrator may provide in any case that any outstanding Award (whether or not vested or exercisable), the proceeds from the exercise or disposition of any Award or Stock acquired under any Award, and any other amounts received in respect of any Award or Stock acquired under any Award will be subject to forfeiture and disgorgement to the Company, with interest and other related earnings, if the Participant to whom the Award was granted is not in compliance with any provision of the Plan or any applicable Award or any non-competition, non-solicitation, no-hire, non-disparagement, confidentiality, invention assignment or other restrictive covenant by which he or she is bound. Â Each Award will be subject to any policy of the Company or any of its subsidiaries that relates to trading onÂ non-publicÂ information and permitted transactions and other limitations with respect to shares of Stock, including limitations on hedging and pledging and stock ownership guidelines. Â In addition, each Award will be subject to any policy or policies of the Company or any of its affiliates that provides for forfeiture, disgorgement, or clawback with respect to incentive compensation that includes Awards under the Plan and will be further subject to forfeiture and disgorgement to the extent required by law or applicable stock exchange listing standards, including, without limitation, Section 10D of the Exchange Act. Â Each Participant, by accepting or being deemed to have accepted an Award under the Plan, agrees (or will be deemed to have agreed) to the terms of this Section 6(a)(5) and to any clawback, recoupment or similar policy or policies of the Company or any of its subsidiaries and further agrees (or will be deemed to have further agreed) to cooperate fully with the Administrator, and to cause any and all permitted transferees of the Participant to cooperate fully with the Administrator, to effectuate any forfeiture or disgorgement described in this Section 6(a)(5). Â Neither the Administrator nor the Company nor any other person, other than the Participant and his or her permitted transferees, if any, will be responsible for any adverse tax or other consequences to a Participant or his or her permitted transferees, if any, that may arise in connection with this Section 6(a)(5).(6)Taxes. Â The grant of an Award and the issuance, delivery, vesting and retention of Stock, cash or other property under an Award are conditioned upon the full satisfaction by the Participant of all tax and other withholding requirements with respect to the Award. Â The Administrator will prescribe such rules for the withholding of taxes and other amounts with respect to any Award as it deems necessary. Â Without limitation to the foregoing, the Company or any affiliate of the Company will have the authority and the right to deduct or withhold (by any means set forth herein or in an Award agreement), or require a Participant to remit to the Company or an affiliate of the Company, an amount sufficient to satisfy all U.S. and non-U.S. federal, state and local income tax, social insurance, payroll tax, fringe benefits tax, payment on account or other tax-related items related to participation in the Plan and any Award hereunder and legally applicable to the Participant and required by law to be withheld (including, any amount deemed by the Company, in its discretion, to be an appropriate charge to the Participant even if legally applicable to the Company or any affiliate of the Company). Â The Administrator, in its sole discretion, may hold back shares of Stock from an Award or permit a Participant to tender previously-owned shares of Stock in satisfaction of tax or other withholding requirements (but not in excess of the maximum withholding amount consistent with the Award being subject to equity accounting treatment under the Accounting Rules). Â Any amounts withheld pursuant to this Section 6(a)(6) will be treated as though such amounts had been paid directly to the applicable Participant. Â In addition, the Company may, to the extent permitted by law, deduct any such tax and other withholding amounts from any payment of any kind otherwise due to a Participant from the Company or any of its affiliates.(7)Dividend Equivalents. Â The Administrator may provide for the payment of amounts (on terms and subject to such conditions established by the Administrator) in lieu of cash dividends or other cash distributions with respect to Stock subject to an Award whether or not the holder of such Award is otherwise entitled to share in the actual dividend or distribution in respect of such Award; provided, however, that (a) dividends or dividend equivalents relating to an Award that, at the dividend payment date, remains subject to a risk of forfeiture (whether service-based or performance-based) shall be subject to the same risk of forfeiture as applies to the underlying Award and (b) no dividends or dividend equivalents shall be payable with respect to Stock Options or SARs. Â Any entitlement to dividend equivalents or similar entitlements will be established and administered either consistent with an exemption from, or in compliance with, the applicable requirements of Section 409A. Â (8)Rights Limited. Â Nothing in the Plan or any Award will be construed as giving any person the right to be granted an Award or to continued employment or

service with the Company or any of its subsidiaries, or any rights as a stockholder except as to shares of Stock actually delivered under the Plan. Â The loss of existing or potential profit in any Award will not constitute 3â€‹an element of damages in the event of a termination of a Participantâ€™s Employment for any reason, even if the termination is in violation of an obligation of the Company or any of its subsidiaries to the Participant.(9)Coordination with Other Plans. Shares of Stock and/or Awards under the Plan may be issued or granted in tandem with, or in satisfaction of or substitution for, other Awards under the Plan or awards made under other compensatory plans or programs of the Company or any of its subsidiaries. Â For example, but without limiting the generality of the foregoing, awards under other compensatory plans or programs of the Company or any of its subsidiaries may be settled in Stock (including, without limitation, Unrestricted Stock) under the Plan if the Administrator so determines, in which case the shares delivered will be treated as awarded under the Plan (and will reduce the Share Pool in accordance with the rules set forth in Section 4). Â (10)Section 409A. Â (A)Without limiting the generality of Section 11(b) hereof, each Award will contain such terms as the Administrator determines and will be construed and administered, such that the Award either qualifies for an exemption from the requirements of Section 409A or satisfies such requirements. (B)Notwithstanding anything to the contrary in the Plan or any Award agreement, the Administrator may unilaterally amend, modify or terminate the Plan or any outstanding Award, including, without limitation, changing the form of the Award, if the Administrator determines that such amendment, modification or termination is necessary or desirable to avoid the imposition of an additional tax, interest or penalty under Section 409A.(C)If a Participant is determined on the date of the Participantâ€™s termination of Employment to be a â€œspecified employeeâ€ within the meaning of that term under Section 409A(a)(2)(B) of the Code, then, with regard to any payment that is considered nonqualified deferred compensation under Section 409A, to the extent applicable, payable on account of a â€œseparation from serviceâ€, such payment will be made or provided on the date that is the earlier of (i) the first business day following the expiration of the six-month period measured from the date of such â€œseparation from serviceâ€ and (ii) the date of the Participantâ€™s death (the â€œDelay Periodâ€). Â Upon the expiration of the Delay Period, all payments delayed pursuant to this Section 6(a)(10)(C) (whether they would have otherwise been payable in a single lump sum or in installments in the absence of such delay) will be paid, without interest, on the first business day following the expiration of the Delay Period in a lump sum and any remaining payments due under the Award will be paid in accordance with the normal payment dates specified for them in the applicable Award agreement.(D)For purposes of Section 409A, each payment made under the Plan or any Award will be treated as a separate payment. Â (E)With regard to any payment considered to be nonqualified deferred compensation under Section 409A, to the extent applicable, that is payable upon a change in control of the Company or other similar event, to the extent required to avoid the imposition of any additional tax, interest or penalty under Section 409A, no amount will be payable unless such change in control constitutes a â€œchange in control eventâ€ within the meaning of Section 1.409A-3(i)(5) of the Treasury Regulations.(b)Stock Options and SARs.(1)Time and Manner of Exercise. Unless the Administrator expressly provides otherwise, no Stock Option or SAR will be deemed to have been exercised until the Administrator receives a notice of exercise in a form acceptable to the Administrator that is signed by the appropriate person and accompanied by any payment required under the Award. Â The Administrator may limit or restrict the exercisability of any Stock Option or SAR in its discretion, including in connection with any Covered Transaction. Â Any attempt to exercise a Stock Option or SAR by any person other than the Participant will not be given effect unless the Administrator has received such evidence as it may require that the person exercising the Award has the right to do so.(2)Exercise Price. Â The exercise price (or the base value from which appreciation is to be measured) per share of each Award requiring exercise must be no less than 100% (in the case of an ISO granted to a 10-percent stockholder within the meaning of Section 422(b)(6) of the Code, 110%) of the Fair Market Value of a share of Stock, determined as of the date of grant of the Award, or such higher amount as the Administrator may determine in connection with the grant.(3)Payment of Exercise Price. Â Where the exercise of an Award (or portion thereof) is to be accompanied by a payment, payment of the exercise price must be made by cash or check acceptable to the Administrator or, if so permitted by the Administrator and if legally permissible, (i) through the delivery of previously acquired unrestricted shares of Stock, or the withholding of unrestricted shares of Stock otherwise deliverable upon exercise, in either case, that have a Fair Market Value equal to the exercise price; (ii) through a broker-assisted cashless exercise program acceptable to the Administrator; (iii) by other means acceptable to the 4â€‹Administrator; or (iv) by any combination of the foregoing permissible forms of payment. Â The delivery of previously acquired shares in payment of the exercise price under clause (i) above may be accomplished either by actual delivery or by constructive delivery through attestation of ownership, subject to such rules as the Administrator may prescribe.(4)Maximum Term. Â The maximum term of a Stock Option or a SAR must not exceed 10 years from the date of grant (or five years from the date of grant in the case of an ISO granted to a 10-percent stockholder described in Section 6(b)(2) above).(5)No Repricing. Â Except in connection with a corporate transaction involving the Company (which term includes, without limitation, any stock dividend, stock split, extraordinary cash dividend, recapitalization, reorganization, merger, consolidation, split-up, spin-off, combination or exchange of shares) or as otherwise contemplated by Section 7 below, the Company may not, without obtaining stockholder approval, (i) amend the terms of outstanding Stock Options or SARs to reduce the exercise price or base value of such Stock Options or SARs; (ii) cancel outstanding Stock Options or SARs in exchange for Stock Options or SARs that have an exercise price or base value that is less than the exercise price or base value of the original Stock Options or SARs; or (iii) cancel outstanding Stock Options or SARs that have an exercise price or base value greater than the Fair Market Value of a share of Stock on the date of such cancellation in exchange for cash or other consideration.7.EFFECT OF CERTAIN TRANSACTIONS(a)Mergers, etc. Except as otherwise expressly provided in an Award or other agreement or by the Administrator, the following provisions will apply in the event of a Covered Transaction:(1)Assumption or Substitution. Â If the Covered Transaction is one in which there is an acquiring or surviving entity, the Administrator may provide for (i) the assumption or continuation of some or all outstanding Awards or any portion thereof or (ii) the grant of new awards in substitution therefor by the acquirer, successor or survivor or an affiliate of the acquirer, successor or survivor.(2)Cash-Out of Awards; Conversion to Liquidation Proceeds. Subject to Section 7(a)(5) below, the Administrator may provide for payment (a â€œcash-outâ€), with respect to some or all Awards or any portion thereof (including only the vested portion thereof, with the unvested portion terminating without payment due as provided in Section 7(a)(4) below), equal in the case of each applicable Award or portion thereof to the excess, if any, of (i) the fair market value of one share of Stock multiplied by the number of shares of Stock subject to the Award or such portion, minus (ii) the aggregate exercise or purchase price, if any, of such Award or such portion thereof (or, in the case of a SAR, the aggregate base value above which appreciation is measured), in each case, on such payment and other terms and subject to such conditions (which need not be the same as the terms and conditions applicable to holders of Stock generally), as the Administrator determines, including that any amounts paid in respect of such Award in connection with the Covered Transaction be placed in escrow or otherwise made subject to such restrictions as the Administrator deems appropriate. Â For the avoidance of doubt, if the per share exercise or purchase price (or base value) of an Award or portion thereof is equal to or greater than the fair market value of one share of Stock, such Award or portion may be cancelled with no payment due hereunder or otherwise in respect thereof. Â Subject to Section 7(a)(5) below, in connection with a liquidation or dissolution of the Company, the Administrator may provide for some or all Awards to convert into the right to receive liquidation proceeds, on such payment and other terms and subject to such conditions (which need not be the same as the terms and conditions applicable to holders of Stock generally), as the Administrator determines.(3)Acceleration of Certain Awards. Subject to Section 7(a)(5) below, the Administrator may provide that any Award requiring exercise will become exercisable, in full or in part, and/or that the delivery of any shares of Stock remaining deliverable under any outstanding Award of Stock Units (including Restricted Stock Units and Performance Awards to the extent consisting of Stock Units) will be accelerated, in full or in part, in each case on a basis that gives the holder of the Award a reasonable opportunity, as determined by the Administrator, following the exercise of the Award or the delivery of the shares, as the case may be, to participate as a stockholder in the Covered Transaction. (4)Termination of Awards upon Consummation of Covered Transaction. Â Except as the Administrator may otherwise determine, each Award will automatically terminate (and in the case of outstanding shares of Restricted Stock, will automatically be forfeited) immediately upon the consummation of the Covered Transaction, other than (i) any Award that is assumed, continued or substituted for pursuant to Section 7(a)(1) above and (ii) any Award that by its terms, or as a result of action taken by the Administrator, continues following the Covered Transaction. (5)Additional Limitations. Â Any share of Stock and any cash or other property or other award delivered pursuant to Section 7(a)(1), Section 7(a)(2) or Section 7(a)(3) above with respect to an Award may, in the discretion of the Administrator, contain such restrictions, if any, as the Administrator deems appropriate, including to reflect any performance or other vesting conditions to which the Award was subject and that did not lapse (and were not satisfied) in connection with the Covered Transaction. Â For purposes 5â€‹of the immediately preceding sentence, a cash-out under Section 7(a)(2) above or an acceleration under Section 7(a)(3) above will not, in and of itself, be treated as the lapsing (or satisfaction) of a performance or other vesting condition. Â In the case of Restricted Stock that does not vest and is not forfeited in connection with the Covered Transaction, the Administrator may require that any amounts delivered, exchanged or otherwise paid in respect of such Stock in connection with the Covered Transaction be placed in escrow or otherwise made subject to such restrictions as the Administrator deems appropriate to carry out the intent of the Plan. (6)Uniform Treatment. Â For the avoidance of doubt, the Administrator need not treat Participants or Awards (or portions thereof) in a uniform manner, and may treat different Participants and/or Awards differently, in connection with a Covered Transaction.(b)Changes in and Distributions with Respect to Stock.(1)Basic Adjustment Provisions. Â In the event of a stock dividend, stock split or combination of shares (including a reverse stock split), recapitalization, reclassification of shares, spin-off, dividend or distribution to holders of Stock other than an ordinary cash dividend, or other change in the Companyâ€™s capital structure that constitutes an equity restructuring within the meaning of the Accounting Rules, the Administrator shall make appropriate adjustments to the Share Pool, and shall make appropriate adjustments to the number and kind of shares of stock or securities underlying Awards then outstanding or subsequently granted, any exercise or purchase prices (or base values) relating to Awards and any other provision of Awards affected by such change. Â Without limiting the generality of the foregoing, in the event the Company effects a split of the Stock by means of a stock dividend and the exercise price of and the number of shares subject to an outstanding Stock Option are adjusted as of the date of the distribution of the dividend (rather than as of the record date for such dividend), then an optionee who exercises a Stock Option between the record date and the distribution date for such stock dividend shall be entitled to receive, on the distribution date, the stock dividend with respect to the shares of Stock acquired upon such Stock Option exercise, notwithstanding the fact that such shares were not outstanding as of the close of business on the record date for such stock dividend.(2)Certain Other Adjustments. Â The Administrator may also make adjustments of the type described in Section 7(b)(1) above to take into account distributions to stockholders other than those provided for in Sections 7(a) and 7(b)(1) above, or any other event, if the Administrator determines that adjustments are appropriate to avoid distortion in the operation of the Plan or any Award. (3)Continuing Application of Plan Terms. Â References in the Plan to shares of Stock will be construed to include any stock or securities resulting from an adjustment pursuant to this Section 7.8.LEGAL CONDITIONS ON DELIVERY OF STOCKThe Company will not be obligated to deliver any shares of Stock pursuant to the Plan or to remove any restriction from shares of Stock previously delivered under the Plan until: (i) the Company is satisfied that all legal matters in connection with the issuance and delivery of such shares have been addressed and resolved; (ii) if the outstanding Stock is at the time of delivery listed on any stock exchange or national market system, the shares to be delivered have been listed or authorized to be listed on such exchange or system upon official notice of issuance; and (iii) all conditions of the Award have been satisfied or waived. Â The Company may require, as a condition to the exercise of an Award or the delivery of shares of Stock under an Award, such representations or agreements as counsel for the Company may consider appropriate to avoid violation of the Securities Act or any applicable state or non-U.S. securities law. Â Any Stock delivered under the Plan will be evidenced in such manner as the Administrator determines appropriate, including book-entry registration or delivery of stock certificates. Â In the event that the Administrator determines that stock certificates will be issued in connection with Stock issued under the Plan, the Administrator may require that such certificates bear an appropriate legend reflecting any restriction on transfer applicable to such Stock, and the Company may hold the certificates pending the lapse of the applicable restrictions.9.AMENDMENT AND TERMINATIONThe Administrator may at any time or times amend the Plan or any outstanding Award for any purpose which may at the time be permitted by applicable law, and may at any time terminate the Plan as to any future grants of Awards; provided, however, that except as otherwise expressly provided in the Plan or the applicable Award, the Administrator may not, without the Participantâ€™s consent, alter the terms of an Award so as to affect materially and adversely the Participantâ€™s rights under the Award, unless the Administrator expressly reserved the right to do so in the Plan or at the time the applicable Award was granted. Â Any amendments to the Plan will be conditioned upon stockholder approval only to the extent, if any, such approval is required by applicable law (including the Code) or stock exchange requirements, as determined by the Administrator. Â For the avoidance of doubt, without limiting the Administratorâ€™s rights hereunder, no adjustment to any Award pursuant to the terms of Section 7 or Section 12 hereof will be treated as an amendment requiring a Participantâ€™s consent. Â 6â€‹10.OTHER COMPENSATION ARRANGEMENTSThe existence of the Plan or the grant of any Award will not affect the right of the Company or any of its subsidiaries to grant any person bonuses or other compensation in addition to Awards under the Plan.11.MISCELLANEOUS(a)Waiver of Jury Trial. Â By accepting or being deemed to have accepted an Award under the Plan, each Participant waives (or will be deemed to have waived), to the maximum extent permitted under applicable law, any right to a trial by jury in any action, proceeding or counterclaim concerning any rights under the Plan or any Award, or under any amendment, waiver, consent, instrument, document or other agreement delivered or which in the future may be delivered in connection therewith, and agrees (or will be deemed to have agreed) that any such action, proceedings or counterclaim will be tried before a court and not before a jury. Â By accepting (or being deemed to have accepted) an Award under the Plan, each Participant certifies that no officer, representative, or attorney of the Company has represented, expressly or otherwise, that the Company would not, in the event of any action, proceeding or counterclaim, seek to enforce the foregoing waivers. Â Notwithstanding anything to the contrary in the Plan, nothing herein is to be construed as limiting the ability of the Company and a Participant to agree to submit any dispute arising under the terms of the Plan or any Award to binding arbitration or as limiting the ability of the Company to require any individual to agree to submit such disputes to binding arbitration as a condition of receiving an Award hereunder.(b)Limitation of Liability. Â Notwithstanding anything to the contrary in the Plan or any Award, none of the Company, nor any of its subsidiaries, nor the Administrator, nor any person acting on behalf of the Company, any of its subsidiaries, or the Administrator, will be liable to any Participant, to any permitted transferee, to the estate or beneficiary of any Participant or any permitted transferee, or to any other person by reason of any acceleration of income, any additional tax, or any penalty, interest or other liability asserted by reason of the failure of an Award to satisfy the requirements of Section 422 or Section 409A or by reason of Section 4999 of the Code, or otherwise asserted with respect to any Award. (c)Unfunded Plan. Â The Companyâ€™s obligations under the Plan are unfunded, and no Participant will have any right to specific assets of the Company in respect of any Award. Â Participants will be general unsecured creditors of the Company with respect to any amounts due or payable under the Plan.12.ESTABLISHMENT OF SUB-PLANSThe Administrator may at any time and from time to time (including before or after an Award is granted) establish, adopt, or revise any rules and regulations as it may deem necessary or advisable to administer the Plan for Participants based outside of the U.S. and/or subject to the laws of countries other than the U.S., including by establishing one or more sub-plans, supplements or appendices under the Plan or any Award agreement for the purpose of complying or facilitating compliance with non-U.S. laws or taking advantage of tax favorable treatment or for any other legal or administrative reason determined by the Administrator. Â Any such sub-plan, supplement or appendix may contain, in each case, (i) such limitations on the Administratorâ€™s discretion under the Plan and (ii) such additional or different terms and conditions, as the Administrator deems necessary or desirable and will be deemed to be part of the Plan but will apply only to Participants within the group to which the sub-plan, supplement or appendix applies (as determined by the Administrator); provided, however, that no sub-plan, supplement or appendix, rule or regulation established pursuant to this provision shall increase the Share Pool.13.GOVERNING LAW(a)Certain Requirements of Corporate Law. Â Awards and shares of Stock will be granted, issued and administered consistent with the requirements of applicable Delaware law relating to the issuance of stock and the consideration to be received therefor, and with the applicable requirements of the stock exchanges or other trading systems on which the Stock is listed or entered for trading, in each case, as determined by the Administrator.(b)Other Matters. Â Except as otherwise provided by the express terms of an Award agreement, under a sub-plan described in Section 12 above or as provided in Section 13(a) above, the domestic substantive laws of the Commonwealth of Massachusetts govern the provisions of the Plan and of Awards under the Plan and all claims or disputes arising out of or based upon the Plan or any Award under the Plan or relating to the subject matter hereof or thereof without giving effect to any choice or conflict of laws provision or rule that would cause the application of the domestic substantive laws of any other jurisdiction.(c)Jurisdiction. Â Subject to Section 11(a) above, by accepting (or being deemed to have accepted) an Award, each Participant agrees or will be deemed to have agreed to (i) submit irrevocably and unconditionally to the jurisdiction of the federal and state courts located within the geographic boundaries of the United States District Court for the District of Massachusetts for the purpose of any suit, action or other proceeding arising out of or based upon the

Plan or any Award; (ii) not commence any suit, action or other 7â€‹proceeding arising out of or based upon the Plan or any Award, except in the federal and state courts located within the geographic boundaries of the United States District Court for the District of Massachusetts; and (iii) waive, and not assert, by way of motion as a defense or otherwise, in any such suit, action or proceeding, any claim that he or she is not subject personally to the jurisdiction of the above-named courts that his or her property is exempt or immune from attachment or execution, that the suit, action or proceeding is brought in an inconvenient forum, that the venue of the suit, action or proceeding is improper or that the Plan or any Award or the subject matter thereof may not be enforced in or by such court.[The remainder of this page is intentionally left blank.]â€‹8â€‹EXHIBIT ADefinition of TermsThe following terms, when used in the Plan, have the meanings and are subject to the provisions set forth below:â€œAccounting Rulesâ€: Â Financial Accounting Standards Board Accounting Standards Codification Topic 718, or any successor provision.â€œAdministratorâ€: The Compensation Committee, except that the Board may at any time act in the capacity of the Administrator (including with respect to such matters that are not delegated to the Compensation Committee by the Board (whether pursuant to committee or charter), if applicable). Â The Compensation Committee (or the Board) may delegate (i) to one or more of its members (or one or more other members of the Board) such of its duties, powers and responsibilities as it may determine; (ii) to one or more officers of the Company the power to grant Awards to the extent permitted by applicable law; and (iii) to such Employees or other persons as it determines such ministerial tasks as it deems appropriate. Â For purposes of the Plan, the term â€œAdministratorâ€ will include the Board, the Compensation Committee, and the person or persons delegated authority under the Plan to the extent of such delegation, as applicable.â€œAwardâ€: Any or a combination of the following: Â (i) Stock Options. (ii) SARs. Â (iii) Restricted Stock.(iv) Unrestricted Stock.(v) Stock Units, including Restricted Stock Units.(vi) Performance Awards.(vii) Awards (other than Awards described in (i) through (vi) above) that are convertible into or otherwise based on Stock. â€œBoardâ€: Â The Board of Directors of the Company.â€œCauseâ€: In the case of any Participant who is party to an employment, change of control or severance-benefit agreement that contains a definition of â€œCause,â€ the definition set forth in such agreement applies with respect to such Participant for purposes of the Plan for so long as such agreement is in effect. Â In every other case, â€œCauseâ€ means, as determined by the Administrator, (i) the Participantâ€™s material failure to perform (other than by reason of disability), or substantial negligence in the performance of, the Participantâ€™s duties and responsibilities to the Company or any of its affiliates; (ii) the Participantâ€™s material breach of the Plan, any Award agreement or any other agreement between the Participant and the Company or any of its affiliates; (iii) the Participantâ€™s commission of, or plea of nolo contendere to, a felony or other crime involving moral turpitude; or (iv) other conduct by the Participant that is or could reasonably be expected to be materially harmful to the business interests or reputation of the Company or any of its affiliates.â€œChange of Controlâ€: Â Any of (i) the acquisition of beneficial ownership (as defined in Rule 13d-3 under the Exchange Act) directly or indirectly by any â€œpersonâ€ (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) of securities of the Company representing a majority or more of the combined voting power of the Companyâ€™s then outstanding securities, other than an acquisition of securities for investment purposes pursuant to a bona fide financing of the Company; (ii) a merger or consolidation of the Company with any other corporation in which the holders of the voting securities of the Company prior to the merger or consolidation do not own more than 50% of the total voting securities of the surviving corporation; or (iii) the sale or disposition by the Company of all or substantially all of the Companyâ€™s assets other than a sale or disposition of assets to an affiliate of the Company or a holder of securities of the Company.â€œCodeâ€: Â The U.S. Internal Revenue Code of 1986, as from time to time amended and in effect, or any successor statute as from time to time in effect.9â€‹â€œCompanyâ€: Â Verastem, Inc., a Delaware corporation.â€œCompensation Committeeâ€: The Compensation Committee of the Board.â€œCovered Transactionâ€: Any of (i) a merger or consolidation of the Company with or into another entity as a result of which all of the Stock is converted into or exchanged for the right to receive cash, securities or other property or is cancelled; (ii) a transfer or disposition of all the Stock for cash, securities or other property pursuant to a share exchange or other transaction; (iii) a liquidation or dissolution of the Company; (iv) a sale or transfer of all or substantially all the Companyâ€™s assets; or (v) any other transaction the Administrator determines to be a Covered Transaction. Â Where a Covered Transaction involves a tender offer that is reasonably expected to be followed by a merger described in clause (i) (as determined by the Administrator), the Covered Transaction will be deemed to have occurred upon consummation of the tender offer.â€œDate of Adoptionâ€: Â The earlier of the date the Plan was originally approved by the Companyâ€™s stockholders or adopted by the Board, as determined by the Committee.â€œDirectorâ€: Â A member of the Board who is not an Employee.â€œDisabilityâ€: Â In the case of any Participant who is party to an employment, change of control or severance-benefit agreement that contains a definition of â€œDisabilityâ€ (or a corollary term), the definition set forth in such agreement applies with respect to such Participant for purposes of the Plan for so long as such agreement is in effect. Â In every other case, â€œDisabilityâ€ means, as determined by the Administrator, a Participantâ€™s total and permanent disability within the meaning of Section 22(e)(3) of the Code.â€œEmployeeâ€: Any person who is employed by the Company or any of its subsidiaries.â€œEmploymentâ€: Â A Participantâ€™s employment or other service relationship with the Company or any of its subsidiaries. Â Employment will be deemed to continue, unless the Administrator otherwise determines, so long as the Participant is employed by, or otherwise is providing services in a capacity described in Section 5 to, the Company or any of its subsidiaries. Â If a Participantâ€™s employment or other service relationship is with any subsidiary of the Company and that entity ceases to be a subsidiary of the Company, the Participantâ€™s Employment will be deemed to have terminated when the entity ceases to be a subsidiary of the Company unless the Participant transfers Employment to the Company or one of its remaining subsidiaries. Â Notwithstanding the foregoing, in construing the provisions of any Award relating to the payment of â€œnonqualified deferred compensationâ€ (subject to Section 409A) upon a termination or cessation of Employment, references to termination or cessation of employment, separation from service, retirement or similar or correlative terms will be construed to require a â€œseparation from serviceâ€ (as that term is defined in Section 1.409A-1(h) of the Treasury Regulations, after giving effect to the presumptions contained therein) from the Company and from all other corporations and trades or businesses, if any, that would be treated as a single â€œservice recipientâ€ with the Company under Section 1.409A-1(h)(3) of the Treasury Regulations. Â The Company may, but need not, elect in writing, subject to the applicable limitations under Section 409A, any of the special elective rules prescribed in Section 1.409A-1(h) of the Treasury Regulations for purposes of determining whether a â€œseparation from serviceâ€ has occurred. Â Any such written election will be deemed a part of the Plan. Â â€œExchange Actâ€: Â The Securities Exchange Act of 1934, as amended.â€œFair Market Valueâ€: Â As of a particular date, (i) the closing price for a share of Stock reported on the Nasdaq Stock Market (or any other national securities exchange on which the Stock is then listed) for that date or, if no closing price is reported for that date, the closing price on the immediately preceding date on which a closing price was reported or (ii) in the event that the Stock is not traded on a national securities exchange, the fair market value of a share of Stock determined by the Administrator consistent with the rules of Section 422 and Section 409A to the extent applicable.â€œISOâ€: A Stock Option intended to be an â€œincentive stock optionâ€ within the meaning of Section 422. Â â€œNSOâ€: Â A Stock Option that is not intended to be an â€œincentive stock optionâ€ within the meaning of Section 422. Â â€œParticipantâ€: A person who is granted an Award under the Plan.â€œPerformance Awardâ€: Â An Award subject to performance vesting conditions, which may include Performance Criteria. Â â€œPerformance Criteriaâ€: Â Specified criteria, other than the mere continuation of Employment or the mere passage of time, the satisfaction of which is a condition for the grant, exercisability, vesting or full enjoyment of an Award. Â A Performance Criterion and any targets with respect thereto need not be based upon an increase, a positive or improved result or avoidance of loss and may be applied to a Participant individually, or to a business unit or division of the Company or to the Company as a whole. Â A Performance Criterion may also be based on individual performance and/or subjective performance criteria. Â The Administrator may provide that one 10â€‹or more of the Performance Criteria applicable to such Award will be adjusted in a manner to reflect events (for example, but without limitation, acquisitions or dispositions) occurring during the performance period that affect the applicable Performance Criterion or Criteria. Â Â â€œPlanâ€: Â This Verastem, Inc. Amended and Restated 2021 Equity Incentive Plan, as from time to time amended and in effect.â€œPrior Plansâ€: Â The Verastem, Inc. Amended and Restated 2012 Incentive Plan and the Verastem, Inc. 2010 Equity Incentive Plan, as amended.â€œRestatement Dateâ€: Â March 22, 2024.â€œRestricted Stockâ€: Stock subject to restrictions requiring that it be forfeited, redelivered or offered for sale to the Company if specified performance or other vesting conditions are not satisfied.â€œRestricted Stock Unitâ€: A Stock Unit that is, or as to which the delivery of Stock or of cash in lieu of Stock is, subject to the satisfaction of specified performance or other vesting conditions.â€œSARâ€: Â A right entitling the holder upon exercise to receive an amount (payable in cash or in shares of Stock of equivalent value) equal to the excess of the Fair Market Value of the shares of Stock subject to the right over the base value from which appreciation under the SAR is to be measured.â€œSection 409Aâ€: Section 409A of the Code and the regulations thereunder.â€œSection 422â€: Section 422 of the Code and the regulations thereunder.â€œSecurities Actâ€: Â The Securities Act of 1933, as amended.â€œStockâ€: Common stock of the Company, par value $0.01 per share.â€œStock Optionâ€: An option entitling the holder to acquire shares of Stock upon payment of the exercise price.â€œStock Unitâ€: An unfunded and unsecured promise, denominated in shares of Stock, to deliver Stock or cash measured by the value of Stock in the future.â€œSubstitute Awardâ€: Â An Award granted under the Plan in substitution for one or more equity awards of an acquired company that are converted, replaced or adjusted in connection with the acquisition.â€œUnrestricted Stockâ€: Â Stock not subject to any restrictions under the terms of the Award. â€‹â€‹11â€‹ EX-31.1 3 vstm-20240630xex31d1.htm EX-31.1 ExhibitÂ 31.1â€‹CERTIFICATIONSâ€‹I, Daniel W. Paterson, certify that:â€‹1.I have reviewed this Quarterly Report on FormÂ 10-Q of Verastem,Â 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 and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act RulesÂ 13a-15(e)Â and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act RulesÂ 13a-15(f)Â 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; andâ€‹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; andâ€‹5.The registrantâ€™s other certifying officer 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; andâ€‹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€‹â€‹â€‹â€‹/s/ DANIEL W. PATERSONâ€‹â€‹â€‹Daniel W. Patersonâ€‹President and Chief Executive Officer(Principal executive officer)â€‹Date: August 8, 20241 EX-31.2 4 vstm-20240630xex31d2.htm EX-31.2 ExhibitÂ 31.2â€‹CERTIFICATIONSâ€‹I, Daniel Calkins, certify that:â€‹1.I have reviewed this Quarterly Report on FormÂ 10-Q of Verastem,Â 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 and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act RulesÂ 13a-15(e)Â and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act RulesÂ 13a-15(f)Â 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; andâ€‹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; andâ€‹5.The registrantâ€™s other certifying officer 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; andâ€‹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€‹OOâ€‹â€‹â€‹/s/ DANIEL CALKINSâ€‹â€‹â€‹Daniel Calkinsâ€‹Chief Financial Officer(Principal financial and accounting officer)â€‹Date: August 8, 20241 EX-32.1 5 vstm-20240630xex32d1.htm EX-32.1 ExhibitÂ 32.1â€‹CERTIFICATION PURSUANT TO 18 U.S.C. SECTIONÂ 1350,AS ADOPTED PURSUANT TOSECTIONÂ 906 OF THE SARBANES-OXLEY ACT OFÂ 2002â€‹In connection with the Quarterly Report on FormÂ 10-Q of Verastem,Â Inc. (the â€œCompanyâ€) for the period ended June 30, 2024 as filed with the Securities and Exchange Commission on the date hereof (the â€œReportâ€), the undersigned, Daniel W. Paterson, President and Chief Executive Officer of the Company, hereby certifies, pursuant to 18 U.S.C. SectionÂ 1350, as adopted pursuant to SectionÂ 906 of the Sarbanes-Oxley Act of 2002, that to his knowledge:â€‹(1)the Report fully complies with the requirements of SectionÂ 13(a)Â or 15(d)Â of the Securities Exchange Act of 1934; andâ€‹(2)the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.â€‹â€‹â€‹â€‹/s/ DANIEL W. PATERSONâ€‹â€‹â€‹Daniel W. Patersonâ€‹President and Chief Executive Officer(Principal executive officer)â€‹Date: August 8, 20241 EX-32.2 6 vstm-20240630xex32d2.htm EX-32.2 ExhibitÂ 32.2â€‹CERTIFICATION PURSUANT TO 18 U.S.C. SECTIONÂ 1350,AS ADOPTED PURSUANT TOSECTIONÂ 906 OF THE SARBANES-OXLEY ACT OFÂ 2002â€‹In connection with the Quarterly Report on FormÂ 10-Q of Verastem,Â Inc. (the â€œCompanyâ€) for the period ended June 30, 2024 as filed with the Securities and Exchange Commission on the date hereof (the â€œReportâ€), the undersigned, Daniel Calkins, Chief Financial Officer, of the Company, hereby certifies, pursuant to 18 U.S.C. SectionÂ 1350, as adopted pursuant to SectionÂ 906 of the Sarbanes-Oxley Act of 2002, that to his knowledge:â€‹(1)the Report fully complies with the requirements of SectionÂ 13(a)Â or 15(d)Â of the Securities Exchange Act of 1934; andâ€‹(2)the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.â€‹â€‹â€‹â€‹/s/ DANIEL CALKINSâ€‹â€‹â€‹Daniel Calkinsâ€‹Chief Financial Officer(Principal financial and accounting officer)â€‹Date: August 8, 20241 EX-99.1 7 vstm-20240630xex99d1.htm EX-99.1 Exhibit 99.1â€‹â€‹â€‹Verastem Oncology Reports Second Quarter 2024 Financial Results and Highlights Recent Business Updatesâ€‹Initiated rolling NDA submission for avutometinib and defactinib combination in recurrent low-grade serous ovarian cancer in Q2 2024 with plans to complete the submission with mature data from all patients in RAMP 201 trial in H2 2024â€‹Presented positive initial interim safety and efficacy results from the RAMP 205 trial of avutometinib and defactinib in combination with current standard of care in first-line metastatic pancreatic cancer at the 2024 ASCO Annual Meetingâ€‹Company cash, cash equivalents, and investments of $83.4 million as of June 30, 2024; pro forma $144.5 million including the sale of common stock, pre-funded warrants, and warrants, and achievement of COPIKTRA net sales milestone by Securaâ€‹BOSTON--(BUSINESS WIRE)--August 8, 2024--Verastem Oncology (Nasdaq: VSTM), a biopharmaceutical company committed to advancing new medicines for patients with cancer, today announced business updates and reported financial results for the second quarter ended

June 30, 2024. â€‹â€œWe have made tremendous progress in the second quarter as we initiated our rolling NDA submission for avutometinib and defactinib combination in recurrent KRAS mutant low-grade serous ovarian cancer, shared updated topline results from our RAMP 201 trial with a minimum of five months of follow-up, and presented positive initial interim results from our ongoing first-line metastatic pancreatic cancer trial,â€ said Dan Paterson, president and chief executive officer of Verastem Oncology. â€œIn the second half of the year, we plan to present mature data from RAMP 201, complete our rolling NDA submission with the mature data from RAMP 201 trial, and share interim topline data from our lung cancer programs.â€‹â€‹Second Quarter 2024 and Recent Updates â€‹Avutometinib and Defactinib Combination in Low-Grade Serous Ovarian Cancer (LGSOC)â€‹â—Announced the initiation of a rolling New Drug Application (NDA) submission seeking accelerated approval of the combination of avutometinib and defactinib for adult patients with recurrent KRAS mutant LGSOC who received at least one prior systemic therapy.Â Read the press release here.â—Announced topline interim data from the RAMP 201 trial, with a February 2024 data cutoff, that continued to show robust overall response rates and durable responses with low discontinuation rates due to adverse events in patients with KRAS mutant or KRAS wild-type LGSOC who had a minimum follow-up of five months, in May 2024.â—Expect to complete the rolling NDA submission after obtaining and submitting to the FDA the mature safety and efficacy data from the RAMP 201 trial, including 12 months of follow-up, to inform the final indication in the second half of 2024. Â â—Enrollment and site activations are underway in the U.S., Australia, Europe, and the UK, for the international confirmatory Phase 3 RAMP 301 trial evaluating the avutometinib and defactinib â€‹ â€‹combination versus standard of care chemotherapy or hormonal therapy for the treatment of recurrent LGSOC.â—Preparations for a potential U.S. commercial launch in 2025 are ongoing and plans to initiate discussions with European and Japanese regulatory authorities to address patient needs outside theÂ U.S. continue to advance. â€‹Avutometinib in Combination with KRAS G12C Inhibitors in Non-Small Cell Lung Cancer (NSCLC)â€‹â—In the RAMP 203 trial, patients who previously progressed on KRAS G12C inhibitors were initiated on the triplet combination of avutometinib, defactinib and sotorasib. â—Expect to report updated interim data from patients with KRAS G12C-mutant NSCLC in the Phase 1/2 RAMP 203 trial evaluating avutometinib plus defactinib and sotorasib are planned for H2 2024.â—Expect to report initial interim data from patients with KRAS G12C-mutant NSCLC in the Phase 1/2 RAMP 204 trial evaluating avutometinib and adagrasib are planned for H2 2024.â€‹Avutometinib and Defactinib Combination in First-Line Metastatic Pancreatic Cancerâ€‹â—Presented initial interim safety and efficacy results from the ongoing RAMP 205 trial of avutometinib and defactinib in combination with current standard of care gemcitabine and nab-paclitaxel in first-line metastatic pancreatic cancer on June 1, 2024, at the American Society of Clinical Oncology (ASCO) Annual Meeting.Â Â As ofÂ May 14, 2024, 41 patients had been treated in one of four dose cohort regimens and only patients in dose cohort 1 had a minimum follow up of six months. In the dose level 1 cohort, 83% (5/6) of patients achieved a confirmed partial response with more than six months of follow up at the time of data cutoff. One dose-limiting toxicity (DLT) was observed in the dose level 1 cohort, and the dose level was subsequently cleared after additional patients were enrolled. Of the 26 patients in all cohorts who have had the opportunity to have their first scan while on treatment, 21 have experienced a reduction of the change in target lesion sum of diameters. Read the press release here.â—FDA granted Orphan Drug Designation to avutometinib and defactinib combination for the treatment of pancreatic cancer in July 2024.â—Expect to report updated data from the ongoing RAMP 205 trial in Q1 2025.â€‹GFH375 (VS-7375): Oral KRAS G12D (ON/OFF) Inhibitor â€‹â—GenFleet Therapeutics investigational new drug (IND) application for GFH375 (VS-7375) in China was cleared in June 2024.â—GenFleet dosed the first patient in the Phase 1/2 trial for GFH375 (VS-7375) in China in patients with KRAS G12D-mutated advanced solid tumors in July 2024.â—Plan to initiate development studies outside of China after evaluating initial dose escalation data from the Phase 1 study of GFH375 (VS-7375) in China to accelerate a path forward in the U.S. and rest of world. â—Discovery/lead optimization continues for second and third programs with GenFleet collaboration.â€‹Corporate Updates â€‹â—Verastem strengthened its executive team with the appointment of John Hayslip, M.D., as chief medical officer in April 2024 and the promotion of Nate Sanburn to chief business officer in June 2024. Â â€‹â€‹â€‹â€‹ â€‹â—In July 2024, Verastem strengthened its balance sheet by raising net proceeds of approximately $51.1 million in a public offering of 13.3 million shares of its common stock and accompanying warrants to purchase up to 13.3 million shares of its common stock, and pre-funded warrants to purchase up to 5.0 million shares of its common and accompany warrants to purchase up to 5.0 million shares of its common stock.â—Secura Bio, Inc. (â€œSecuraâ€) achieved $100 million of cumulative worldwide net sales of COPIKTRA during Q2 2024, entitling Verastem to a $10 million milestone payment. Verastem received the $10 million milestone payment in July 2024.â€‹Second Quarter 2024 Financial Resultsâ€‹Verastem Oncology ended the second quarter of 2024 with cash, cash equivalents and investments of $83.4 million. On a pro forma basis, inclusive of the $51.1 million net proceeds raised through issuance of common stock, pre-funded warrants, and warrants in July 2024, and the $10 million net sales milestone from Secura, cash, cash equivalents and investments were $144.5 million as of June 30, 2024. Â These additional sources of capital along with the existing cash, cash equivalents, and investments through the second quarter of 2024 provides an expected cash runway through the potential approval of avutometinib and defactinib for recurrent LGSOC in the first half of 2025. â€‹Total revenue for the three months ended June 30, 2024 (the â€œ2024 Quarterâ€) was $10.0 million, compared to $0.0 million for the three months ended June 30, 2023 (the â€œ2023 Quarterâ€). Total revenue for the 2024 Quarter was comprised of one sales milestone payment of $10.0 million due upon Secura achieving total worldwide net sales of COPIKTRA exceeding $100.0 million during the 2024 Quarter. The $10.0 million milestone payment was received by Verastem in July 2024.Â Total operating expenses for the 2024 Quarter were $28.3 million, compared to $20.3 million for the three months ended June 30, 2023.Â Â Â Research & development expenses for the 2024 Quarter were $18.1 million, compared to $12.9 million for the 2023 Quarter. The increase of $5.2 million, or 40.3%, was primarily related to increased contract research organization costs, increased consulting costs, and increased investigator fees.Â Selling, general & administrative expenses for the 2024 Quarter were $10.2 million, compared to $7.4 million for the 2023 Quarter. The increase of $2.8 million, or 37.8%, was primarily related to additional costs in anticipation of a potential launch of avutometinib and defactinib in LGSOC, and increased personnel costs, including non-cash stock compensation. Â Net loss for the 2024 Quarter was $8.3 million, or $0.31 per share (basic and diluted), compared to $24.3 million, or $1.37 per share (basic and diluted, each as adjusted for the Companyâ€™s reverse stock split) for the 2023 Quarter.Â Â Â For the 2024 Quarter, non-GAAP adjusted net loss was $16.5 million, or $0.61 per share (diluted) compared to non-GAAP adjusted net loss of $18.8 million, or $1.06 per share (diluted, as adjusted for the Companyâ€™s reverse stock split), for the 2023 Quarter. Please refer to the GAAP to non-GAAP Reconciliation attached to this press release.Â Â â€‹â€‹â€‹â€‹â€‹ â€‹Use of Non-GAAP Financial Measuresâ€‹To supplement Verastem Oncologyâ€™s condensed consolidated financial statements, which are prepared and presented in accordance with generally accepted accounting principles in the United States (GAAP), the Company uses the following non-GAAP financial measures in this press release: non-GAAP adjusted net loss and non-GAAP net loss per share. These non-GAAP financial measures exclude certain amounts or expenses from the corresponding financial measures determined in accordance with GAAP. Management believes this non-GAAP information is useful for investors, taken in conjunction with the Companyâ€™s GAAP financial statements, because it provides greater transparency and period-over- period comparability with respect to the Companyâ€™s operating performance and can enhance investorsâ€™ ability to identify operating trends in the Companyâ€™s business. Management uses these measures, among other factors, to assess and analyze operational results and trends and to make financial and operational decisions. Non-GAAP information is not prepared under a comprehensive set of accounting rules and should only be used to supplement an understanding of the Companyâ€™s operating results as reported under GAAP, not in isolation or as a substitute for, or superior to, financial information prepared and presented in accordance with GAAP. In addition, these non-GAAP financial measures are unlikely to be comparable with non-GAAP information provided by other companies. The determination of the amounts that are excluded from non-GAAP financial measures is a matter of management judgment and depends upon, among other factors, the nature of the underlying expense or income amounts. Reconciliations between these non-GAAP financial measures and the most comparable GAAP financial measures for the three and six months ended June 30, 2024 and 2023 are included in the tables accompanying this press release after the unaudited condensed consolidated financial statements.â€‹About the Avutometinib and Defactinib Combinationâ€‹Avutometinib is a RAF/MEK clamp that induces inactive complexes of MEK with ARAF, BRAF and CRAF potentially creating a more complete and durable anti-tumor response through maximal RAS/MAPK pathway inhibition. In contrast to currently available MEK-only inhibitors, avutometinib blocks both MEK kinase activity and the ability of RAF to phosphorylate MEK. This unique mechanism allows avutometinib to block MEK signaling without the compensatory activation of MEK that appears to limit the efficacy of other MEK-only inhibitors. The U.S. Food and Drug Administration (FDA) granted Breakthrough Therapy Designation of the investigational combination of avutometinib and defactinib, a selective FAK inhibitor, for the treatment of all patients with recurrent low-grade serous ovarian cancer (LGSOC) regardless of KRAS status after one or more prior lines of therapy, including platinum-based chemotherapy. Avutometinib alone or in combination with defactinib was also granted Orphan Drug Designation by the FDA for the treatment of LGSOC.Â â€‹Verastem Oncology is currently conducting clinical trials with avutometinib in RAS/MAPK driven tumors as part of its Raf And Mek Program or RAMP. RAMP 301 (NCT06072781) is an international Phase 3 confirmatory trial evaluating the combination of avutometinib and defactinib versus standard chemotherapy or hormonal therapy for the treatment of recurrent LGSOC. RAMP 201 (NCT04625270) is a Phase 2 registration-directed trial of avutometinib in combination with defactinib in patients with recurrent LGSOC and enrollment has been completed in each of the dose optimization and expansion phases and the low-dose evaluation. Verastem has initiated a rolling NDA submission for avutometinib and defactinib combination in adults with recurrent LGSOC and expects to complete its NDA submission in the second half of 2024 with a potential FDA decision in the first half of 2025.â€‹â€‹â€‹â€‹â€‹ â€‹Verastem Oncology has established clinical collaborations with Amgen and Mirati to evaluate LUMAKRASâ„¢ (sotorasib) in combination with avutometinib and defactinib and KRAZATIâ„¢ (adagrasib) in combination with avutometinib in KRAS G12C mutant NSCLC as part of the RAMP 203 (NCT05074810) and RAMP 204 (NCT05375994) trials, respectively. The RAMP 205 (NCT05669482), a Phase 1b/2 clinical trial evaluating avutometinib and defactinib with gemcitabine/nab-paclitaxel in patients with front-line metastatic pancreatic cancer, is supported by the PanCAN Therapeutic Accelerator Award. FDA granted Orphan Drug Designation to avutometinib and defactinib combination for the treatment of pancreatic cancer.â€‹About GFH375 (VS-7375) â€‹GFH375/VS-7375 is a potential best-in-class, potent and selective oral KRAS G12D (ON/OFF) inhibitor, identified as the lead discovery program from the Verastem Oncology discovery and development collaboration with GenFleet Therapeutics. GenFleetâ€™s IND for GFH375/VS-7375 was approved in China in June 2024 and the Phase 1/2 trial in KRAS G12D-mutant solid tumors was subsequently initiated and the first patient has been dosed in July 2024. The collaboration includes three discovery programs, the first being the KRAS G12D inhibitor, and provides Verastem Oncology with exclusive options to license three compounds selected for collaboration after successful completion of pre-determined milestones in Phase 1 trials. The licenses would give Verastem Oncology development and commercialization rights outside of the GenFleet territories of mainland China, Hong Kong, Macau, and Taiwan.â€‹About Verastem Oncologyâ€‹Verastem Oncology (Nasdaq: VSTM) is a late-stage development biopharmaceutical company committed to the development and commercialization of new medicines to improve the lives of patients diagnosed with cancer. Our pipeline is focused on RAS/MAPK-driven cancers, specifically novel small molecule drugs that inhibit critical signaling pathways in cancer that promote cancer cell survival and tumor growth, including RAF/MEK inhibition and FAK inhibition. For more information, please visit www.verastem.com and follow us on LinkedIn.â€‹Forward-Looking Statementsâ€‹This press release includes forward-looking statements about, among other things, Verastem Oncologyâ€™s programs and product candidates, strategy, future plans and prospects, including statements related to the timing, scope and progress of the rolling NDA submission for the avutometinib and defactinib combination in LGSOC, the structure of our planned and pending clinical trials, the potential clinical value of various of the Companyâ€™s clinical trials, including the RAMP 201, 205 and 301 trials, the timing of commencing and completing trials, including topline data reports, interactions with regulators, the timeline and indications for clinical development, regulatory submissions and the potential for and timing of commercialization of product candidates and potential for additional development programs involving Verastem Oncologyâ€™s lead compound, the expected outcome and benefits of our collaboration with GenFleet Therapeutics and the estimated addressable markets of our drug candidates. The words "anticipate," "believe," "estimate," "expect," "intend," "may," "plan," "predict," "project," "target," "potential," "will," "would," "could," "should," "continue," â€œcan,â€ â€œpromisingâ€ and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words.â€‹â€‹â€‹â€‹â€‹ â€‹Forward-looking statements are not guarantees of future performance and are subject to risks and uncertainties that could cause our actual results to differ materially from those expressed or implied in the forward-looking statements we make. Â Applicable risks and uncertainties include the risks and uncertainties, among other things, regarding: the success in the development and potential commercialization of our product candidates, including avutometinib in combination with other compounds, including defactinib, LUMAKRASâ„¢ and others; the uncertainties inherent in research and development, such as negative or unexpected results of clinical trials, the occurrence or timing of applications for our product candidates that may be filed with regulatory authorities in any jurisdictions; whether and when regulatory authorities in any jurisdictions may approve any such applications that may be filed for our product candidates, and, if approved, whether our product candidates will be commercially successful in such jurisdictions; our ability to obtain, maintain and enforce patent and other intellectual property protection for our product candidates; the scope, timing, and outcome of any legal proceedings; decisions by regulatory authorities regarding trial design, labeling and other matters that could affect the timing, availability or commercial potential of our product candidates; whether preclinical testing of our product candidates and preliminary or interim data from clinical trials will be predictive of the results or success of ongoing or later clinical trials; that the timing, scope and rate of reimbursement for our product candidates is uncertain; that the market opportunities of our drug candidates are based on internal and third-party estimates which may prove to be incorrect; that third-party payors (including government agencies) may not reimburse; that there may be competitive developments affecting our product candidates; that data may not be available when expected; that enrollment of clinical trials may take longer than expected, which may delay our development programs, including delays in submission or review by the Â FDA of our NDA submission in recurrent KRAS mutant LGSOC if enrollment in our confirmatory trial is not well underway at the time of submission, or that the FDA may require the Company to enroll additional patients in the Companyâ€™s ongoing RAMP-301 confirmatory Phase 3 clinical trial prior to Verastem submitting or the FDA taking action on our NDA seeking accelerated approval; risks associated with preliminary and interim data, which may not be representative of more mature data, including with respect to interim duration of therapy data; that our product candidates will cause adverse safety events and/or unexpected concerns may arise from additional data or analysis, or result in unmanageable safety profiles as compared to their levels of efficacy; that we may be unable to successfully validate, develop and obtain regulatory approval for companion diagnostic tests for our product candidates that require or would commercially benefit from such tests, or experience significant delays in doing so; that the mature RAMP 201 data and associated discussions with the FDA may not support the scope of our rolling NDA submission for the avutometinib and defactinib combination in LGSOC, including with respect to KRAS wild type LGSOC; that our product candidates may experience manufacturing or supply interruptions or failures; that any of our third party contract research organizations, contract manufacturing organizations, clinical sites, or contractors, among others, who we rely on fail to fully perform; that we face substantial competition, which may result in others developing or commercializing products before or more successfully than we do which could result in reduced market share or market potential for our product candidates; that we will be unable to successfully initiate or complete the clinical development and eventual commercialization of our product candidates; that the development and commercialization of our product candidates will take longer or cost more than planned, including as a result of conducting additional studies or our decisions regarding execution of such commercialization; that we may not have sufficient cash to fund our contemplated operations, including certain of our product development programs; that we may not attract and retain high quality personnel; that we or Chugai Pharmaceutical Co., Ltd. will fail to fully perform under the avutometinib license agreement; that the total addressable â€‹â€‹â€‹â€‹â€‹ â€‹and target markets for our product candidates might be smaller than we are presently estimating; that we or Secura Bio, Inc. (Secura) will fail to fully perform under the asset purchase agreement with Secura, including in relation to milestone payments; that we will not see a return on investment on the payments we have and may continue to make pursuant to the collaboration and option agreement with GenFleet Therapeutics (Shanghai), Inc. (GenFleet), or that GenFleet will fail to fully perform under the agreement; that we may be unable to obtain adequate financing in the future through product licensing, co-promotional arrangements, public or private equity, debt financing or otherwise; that we will not pursue or submit regulatory filings for our product candidates; and that our product candidates will not receive regulatory approval, become commercially successful products, or result in new treatment options being offered to patients. â€‹Other risks and uncertainties include those identified under the heading â€œRisk Factorsâ€ in the Companyâ€™s Annual Report on Form 10-K for the year ended December 31, 2023 as filed with the Securities and Exchange Commission (SEC) on March 14, 2024 and in any subsequent filings with the SEC. The forward-looking statements contained in this press release reflect Verastem Oncologyâ€™s views as of the date hereof, and the Company does not assume and specifically disclaims any obligation to update any forward-looking statements whether as a result of new information, future events or otherwise, except as required by law.â€‹For Investor and Media Inquiries:Julissa VianaVice President, Corporate Communications and Investor Relationsinvestors@verastem.com ormedia@verastem.com

â€‹â€‹â€‹â€‹â€‹ â€‹Verastem OncologyCondensed Consolidated Balance Sheets(in thousands)(unaudited)â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹June 30, 2024â€‹December 31,2023â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Cash, cash equivalents, & investments$83,371â€‹$137,129â€‹Accounts receivable, netâ€‹10,000â€‹â€‹â€”â€‹Grant receivableâ€‹825â€‹â€‹â€”â€‹Prepaid expenses and other current assetsâ€‹5,450â€‹â€‹6,553â€‹Property and equipment, netâ€‹46â€‹â€‹37â€‹Right-of-use asset, netâ€‹816â€‹â€‹1,171â€‹Restricted cash and other assetsâ€‹5,239â€‹â€‹4,828â€‹Total assets$105,747â€‹$149,718â€‹â€‹â€‹â€‹â€‹â€‹â€‹Current Liabilities$30,347â€‹$26,380â€‹Long term debtâ€‹35,390â€‹â€‹40,086â€‹Lease liability, long-termâ€‹â€‹â€‹530â€‹Preferred stock tranche liabilityâ€‹â€‹â€‹4,189â€‹Convertible preferred stockâ€‹21,159â€‹â€‹21,159â€‹Stockholdersâ€™ equityâ€‹18,851â€‹â€‹57,374â€‹Total liabilities, convertible preferred stock and stockholdersâ€™ equity$105,747â€‹$149,718â€‹â€‹â€‹â€‹â€‹â€‹â€‹ â€‹Verastem OncologyCondensed Consolidated Statements of Operations(in thousands, except per share amounts)(unaudited)â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹

link:calculationLink link:definitionLink 99940501 - Disclosure - Investments (Details) link:presentationLink link:calculationLink link:definitionLink 99940502 - Disclosure - Investments - Cash, cash equivalents, restricted cash and investments (Details) link:presentationLink link:calculationLink link:definitionLink 99940503 - Disclosure - Investments - Available-for-sale securities with unrealized losses for less than 12 months (Details) link:presentationLink link:calculationLink link:definitionLink 99940701 - Disclosure - Debt (Details) link:presentationLink link:calculationLink link:definitionLink 99940801 - Disclosure - Leases (Details) link:presentationLink link:calculationLink link:definitionLink 99940901 - Disclosure - Notes Payable (Details) link:presentationLink link:calculationLink link:definitionLink 99941001 - Disclosure - Capital stock - June 2023 Public Offering (Details) link:presentationLink link:calculationLink link:definitionLink 99941002 - Disclosure - Capital Stock - Convertible Preferred Stock (Details) link:presentationLink link:calculationLink link:definitionLink 99941101 - Disclosure - Stock-based compensation - Option Exchange Program (Details) link:presentationLink link:calculationLink link:definitionLink 99941102 - Disclosure - Stock-based compensation - Stock options (Details) link:presentationLink link:calculationLink link:definitionLink 99941103 - Disclosure - Stock-based compensation - Restricted stock units (Details) link:presentationLink link:calculationLink link:definitionLink 99941105 - Disclosure - Stock-based compensation - Employee stock purchase plan (Details) link:presentationLink link:calculationLink link:definitionLink 99941201 - Disclosure - Net loss per share (Details) link:presentationLink link:calculationLink link:definitionLink 99941302 - Disclosure - License, collaboration and commercial agreements - Secura (Details) link:presentationLink link:calculationLink link:definitionLink 99941501 - Disclosure - Commitments and contingencies (Details) link:presentationLink link:calculationLink link:definitionLink 99941601 - Disclosure - Subsequent events (Details) link:presentationLink link:calculationLink link:definitionLink 995210301 - Disclosure - Cash, cash equivalents and restricted cash link:presentationLink link:calculationLink link:definitionLink 995210801 - Disclosure - Leases link:presentationLink link:calculationLink link:definitionLink 995210901 - Disclosure - Notes Payable link:presentationLink link:calculationLink link:definitionLink 995211301 - Disclosure - License, collaboration and commercial agreements link:presentationLink link:calculationLink link:definitionLink 99930303 - Disclosure - Cash, cash equivalents and restricted cash (Tables) link:presentationLink link:calculationLink link:definitionLink 99930703 - Disclosure - Debt (Tables) link:presentationLink link:calculationLink link:definitionLink 99930803 - Disclosure - Leases (Tables) link:presentationLink link:calculationLink link:definitionLink 99941401 - Disclosure - Income taxes (Details) link:presentationLink link:calculationLink link:definitionLink EX-101.CAL 10 vstm-20240630_cal.xml EX-101.CAL EX-101.DEF 11 vstm-20240630_def.xml EX-101.DEF EX-101.LAB 12 vstm-20240630_lab.xml EX-101.LAB Document Quarterly Report Document Transition Report Entity File Number Entity Incorporation, State or Country Code Entity Tax Identification Number Entity Address, Address Line One Entity Address, City or Town Entity Address, State or Province Entity Address, Postal Zip Code City Area Code Local Phone Number Title of 12(b) Security Trading Symbol Security Exchange Name Entity Current Reporting Status Entity Interactive Data Current Entity Filer Category Entity Small Business Entity Emerging Growth Company Entity Shell Company Entity Common Stock, Shares Outstanding Current Fiscal Year End Date Document Fiscal Year Focus Document Fiscal Period Focus CONSOLIDATED BALANCE SHEETS Statement [Table] Class of Stock [Axis] Class of Stock [Domain] Series B Preferred Stock Series B Preferred Stock Statement [Line Items] Statement Assets [Abstract] Assets Assets, Current [Abstract] Current assets: Cash and Cash Equivalents, at Carrying Value Cash, cash equivalents & restricted cash, Amortized Cost Cash and cash equivalents Debt Securities, Available-for-sale, Current Short-term investments Amount of eligible expenses incurred in excess of grant payments received up to the total amount of grants, which are recorded as a receivable. Grants Receivable, Net Grant receivable Accounts Receivable, Net Accounts receivable, net Prepaid Expense and Other Assets, Current Prepaid expenses and other current assets Assets, Current Total current assets Property, Plant and Equipment, Net Property and equipment, net Operating Lease, Right-of-Use Asset Right-of use asset Right-of-use asset, net Restricted Cash and Cash Equivalents, Noncurrent, Restricted cash Other Assets, Noncurrent Other assets Assets Total assets Liabilities and Equity [Abstract] Liabilities and stockholders' equity Liabilities, Current [Abstract] Current liabilities: Accounts Payable, Current Accounts payable Accrued Liabilities, Current Accrued expenses Total accrued expenses Notes Payable, Current Note Payable Deferred Revenue, Current Deferred Liabilities Operating Lease, Liability, Current Lease liability, short-term Secured Debt, Current Current portion of long-term debt Liabilities, Current Total current liabilities Liabilities, Noncurrent [Abstract] Non-current liabilities: Secured Long-term Debt, Noncurrent Long-term debt Operating Lease, Liability, Noncurrent Lease liability, long-term Amount of liabilities classified as preferred stock tranche liability, due after one year or the normal operating cycle, if longer. Preferred stock tranche liability June 30, 2024 January 1, 2024 Preferred stock tranche liability Liabilities Total liabilities n/a Convertible Preferred Stock: Convertible Preferred Stock, Nonredeemable or Redeemable, Issuer Option, Value Convertible preferred stock Stockholders' Equity Attributable to Parent [Abstract] Stockholders' equity: Common Stock, Value, Issued Common stock, $0.0001 par value: 300,000 shares authorized, 25,308 and 25,281 shares issued and outstanding at March 31, 2024 and December 31, 2023, respectively Additional Paid in Capital, Common Stock Additional paid-in capital Accumulated Other Comprehensive Income (Loss), Net of Tax Accumulated other comprehensive income Retained Earnings (Accumulated Deficit) Accumulated deficit Stockholders' Equity Attributable to Parent Balance Balance Total stockholders' equity Liabilities and Equity Total liabilities, convertible preferred stock and stockholders' equity Series A Preferred Stock Preferred Stock [Member] Preferred stock Preferred Stock, Par or Stated Value Per Share Preferred stock, par value (in dollars per share) Preferred Stock, Shares Authorized Preferred stock, shares authorized Preferred Stock, Shares Issued Balance (in shares, preferred) Balance (in shares, preferred) Preferred stock, shares issued Preferred Stock, Shares Outstanding Preferred stock, shares outstanding Common Stock, Par or Stated Value Per Share Common stock, par value (in dollars per share) Common Stock, Shares Authorized Common stock, shares authorized Common Stock, Shares, Issued Balance (in shares) Balance (in shares) Common stock, shares issued Common Stock, Shares, Outstanding Common stock, shares outstanding Ratio applied to the conversion of the reverse stock split, for example but not limited to, one share converted to two or two shares converted to one. Stockholders' Equity, Reverse Stock Split, Conversion Ratio Reverse stock split ratio CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS Revenues [Abstract] Revenue: Revenue from Contract with Customer, Excluding Assessed Tax Sale of COPIKTRA license and related assets Revenue recognized Revenues Total revenue Operating Expenses [Abstract] Operating expenses: Research and Development Expense Research and development Selling, General and Administrative Expense Selling, general and administrative Operating Expenses Total operating expenses Operating Income (Loss) Loss from operations Other Nonoperating Income (Expenses) Other expense Investment Income, Interest Interest income Interest Expense Interest expense Interest Expense, Total Amount of income (loss) from change in value of preferred stock tranche liability. Income (Loss) from preferred stock tranche liability Change in fair value of preferred stock tranche liability Fair value adjustment Net loss Earnings Per Share, Basic Net loss per share-basic Earnings Per Share, Diluted Net loss per share-diluted Weighted Average Number of Shares Outstanding, Basic Weighted average common shares outstanding used in computing net loss per share - basic Other Comprehensive Income (Loss), Available-for-sale Securities Adjustment, Net of Tax, Portion Attributable to Parent Unrealized gain (loss) on available-for-sale securities Unrealized gain (loss) on available-for-sale marketable securities Comprehensive Income (Loss), Net of Tax, Attributable to Parent Comprehensive loss CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY Equity Components [Axis] Equity Component [Domain] Common Stock [Member] Common stock Additional paid-in capital Accumulated other comprehensive income/ (loss) Accumulated deficit Increase (Decrease) in Stockholders' Equity [Roll Forward] Increase (Decrease) in Stockholders' Equity Stock Issued During Period, Value, Stock Options Exercised Issuance of common stock resulting from exercise of stock options Share-based Compensation Arrangement by Share-based Payment Award, Options, Exercises in Period Exercised (in shares) Issuance of common stock resulting from exercise of stock options (in shares) Shares exercised Stock Issued During Period, Value, Restricted Stock Award, Net of Forfeitures Issuance of common stock resulting from vesting of restricted stock units Stock Issued During Period, Shares, Restricted Stock Award, Net of Forfeitures Issuance of common stock resulting from vesting of restricted stock units (in shares) Stock-based compensation expense Stock-based compensation expense Aggregate change in value for stock issued during the period as a result of an underwriting agreement. Stock Issued, Pre Funded Warrants, Net of Issuance Costs Issuance of common stock, and pre-funded warrants Number of shares issued during the period related to an underwriting agreement. Stock Issued, Pre Funded Warrrants, Net of Issuance Costs in Shares Issuance of common stock, and pre-funded warrants (in shares) Stock Issued During Period, Value, Employee Stock Purchase Plan Issuance of common stock under Employee Stock Purchase Plan Stock Issued During Period, Shares, Employee Stock Purchase Plans Issuance of common stock under Employee Stock Purchase Plan (in shares) Issuance of common stock under ESPP Stock Issued During Period, Value, New Issues Issuance of Series B Convertible Preferred Stock, net of issuance costs of $1,901 and preferred stock tranche liability of $6,940 Stock Issued During Period, Shares, New Issues Issuance of Series B Convertible Preferred Stock, net of issuance costs of $1,901 and preferred stock tranche liability of $6,940, in shares Shares issued Sale of Stock [Axis] Sale of Stock [Domain] Payments of Financing Costs Issuance of stock costs The amount of preferred stock tranche liability that were incurred during a noncash or partial noncash transaction. Issuance of preferred stock tranche liability Preferred stock tranche liability CONSOLIDATED STATEMENTS OF CASH FLOWS Net Cash Provided by (Used in) Operating Activities [Abstract] Operating activities Net Income (Loss), Including Portion Attributable to Noncontrolling Interest Net loss Adjustments, Noncash Items, to Reconcile Net Income (Loss) to Cash Provided by (Used in) Operating Activities [Abstract] Adjustments to reconcile net loss to net cash used in operating activities: Depreciation Depreciation Amount of single lease cost, noncash, calculated by allocation of remaining cost of lease over remaining lease term. Includes, but is not limited to, single lease cost, after impairment of right-of-use asset, calculated by amortization of remaining right-of-use asset and accretion of lease liability. Operating Lease, Non-Cash Cost Non-cash operating lease cost Share-based Compensation Stock-based compensation expense Amortization of Debt Issuance Costs and Discounts Amortization of deferred financing costs, debt discounts and premiums and discounts on available-for-sale marketable securities The amount of unrealized gain (loss) on the preferred stock tranche liability. Change in Fair Value of of Preferred Stock Tranche Liability Change in fair value of preferred stock tranche liability Increase (Decrease) in Operating Capital [Abstract] Changes in operating assets and liabilities: Increase (Decrease) in Accounts Receivable Accounts receivable, net The amount of increase (decrease) in eligible expenses incurred in excess of grant payments received up to the total amount of grants, which are recorded as a receivable. Increase (Decrease) in Grants Receivable, Net Grant receivable Increase (Decrease) in Prepaid Expense and Other Assets Prepaid expenses, other current assets and other assets Increase (Decrease) in Accounts Payable Accounts payable Increase (Decrease) in Accrued Liabilities and Other Operating Liabilities Accrued expenses and other liabilities Increase (Decrease) in Deferred Liabilities Deferred liabilities Net Cash Provided by (Used in) Operating Activities Net cash used in operating activities Net Cash Provided by (Used in) Investing Activities [Abstract] Investing activities Payments to Acquire Property, Plant, and Equipment Purchases of property and equipment Payments to Acquire Debt Securities, Available-for-sale Purchases of investments Proceeds from Maturities, Prepayments and Calls of Debt Securities, Available-for-sale Maturities of investments Net Cash Provided by (Used in) Investing Activities Net cash provided by investing activities Net Cash Provided by (Used in) Financing Activities, Continuing Operations [Abstract] Financing activities Payments of Loan Costs Payments for loan amendment Proceeds from issuance of Series B Convertible Preferred Stock, net Proceeds from Issuance of Secured Debt Proceeds from long-term debt, net Cash received as payments from insurance premium financing during the current period. Proceeds from Insurance Premium Financing Proceeds from insurance premium financing The cash outflow for payments on insurance premium financing. Payments on insurance premium financing Payments on insurance premium financing The amount of deferred costs paid. Payments of Deferred Issuance Costs Payments of deferred issuance costs Proceeds from Stock Options Exercised Proceeds from the exercise of stock options and employee stock purchase program Proceeds from Issuance of Common Stock Proceeds from the issuance of common stock, net Net Cash Provided by (Used in) Financing Activities Net cash provided by financing activities Cash, Cash Equivalents, Restricted Cash and Restricted Cash Equivalents, Period Increase (Decrease), Including Exchange Rate Effect Increase in cash, cash equivalents and restricted cash Cash, Cash Equivalents, Restricted Cash and Restricted Cash Equivalents Cash, cash equivalents and restricted cash at end of period Cash, cash equivalents and restricted cash at beginning of period Total cash, cash equivalents and restricted cash Supplemental disclosure of non-cash investing and financing activities Debt Issuance Costs Incurred During Noncash or Partial Noncash Transaction Issuance costs included in accounts payable and accrued expenses Nature of business Nature of Operations [Text Block] Nature of business Summary of significant accounting policies Basis of Presentation and Significant Accounting Policies [Text Block] Summary of significant accounting policies Cash, cash equivalents and restricted cash Cash and Cash Equivalents Disclosure [Text Block] Cash, cash equivalents and restricted cash Fair value of financial instruments Fair Value Disclosures [Text Block] Fair value of financial instruments Investments Investments in Debt and Marketable Equity Securities (and Certain Trading Assets) Disclosure [Text Block] Investments Accrued expenses Accounts Payable and Accrued Liabilities Disclosure [Text Block] Accrued expenses Long-term debt Debt Disclosure [Text Block] Debt Leases Lessee, Operating Leases [Text Block] Leases Notes Payable [Abstract] Long-Term Debt [Text Block] Notes Payable Capital stock Stockholders' Equity Note Disclosure [Text Block] Capital stock Stock-based compensation Disclosure of Compensation Related Costs, Share-based Payments [Text Block] Stock-based compensation Net loss per share Earnings Per Share [Text Block] Net loss per share No definition available. License, collaboration and commercial agreements The entire disclosure for license, collaboration and commercial agreements. License, Collaboration And Commercial Agreements Disclosure [Text Block] License, collaboration and commercial agreements Income taxes Income Tax Disclosure [Text Block] Income taxes Commitments and contingencies Commitments and Contingencies Disclosure [Text Block] Commitments and contingencies Subsequent events, Subsequent Events [Text Block] Subsequent events Accounting Policies [Line Items] Accounting Policies [Line Items] Basis of Accounting, Policy [Policy Text Block] Basis of Presentation Significant Accounting Policies [Text Block] Significant Accounting Policies New Accounting Pronouncements, Policy [Policy Text Block] Recently issued accounting standards updates Disclosure of accounting policy for credit risk and description of accounting policies and methodologies used to estimate the entity's liability for off-balance sheet credit exposures and related charges for those credit exposures. Concentrations Of Credit Risk And Off Balance Sheet Risk [Policy Text Block] Concentrations of credit risk and off-balance sheet risk Disclosure of accounting policy for proceeds from grants. Proceeds from Grants Policy [Policy Text Block] Proceeds from Grants Schedule of Cash and Cash Equivalents [Table Text Block] Schedule of reconciliation of cash, cash equivalents and restricted cash Fair Value, Assets Measured on Recurring Basis [Table Text Block] Schedule of financial instruments measured at fair value on a recurring basis Fair Value, Liabilities Measured on Recurring Basis, Unobservable Input Reconciliation [Table Text Block] Schedule of inputs used to value the preferred stock tranche liability Tabular disclosure for reconciliation of derivative liability. Reconciliation Of Derivative Liability [Table Text Block] Schedule of reconciliation of the preferred stock right liability Cash, Cash Equivalents, and Marketable Securities [Text Block] Schedule of cash, cash equivalents and investments Summary of available-for-sale securities with unrealized losses for less than 12 months Summary of available-for-sale securities with unrealized losses for less than 12 months Schedule of Accrued Liabilities [Table Text Block] Schedule of accrued expenses Schedule of Debt [Table Text Block] Schedule of carrying value of debt Interest Income and Interest Expense Disclosure [Table Text Block] Schedule of interest expenses Schedule of Maturities of Long-term Debt [Table Text Block] Schedule of future principal payments under the Loan Agreement Lease, Cost [Table Text Block] Summary of elements of lease expenses Schedule of Share-based Compensation Arrangements by Share-based Payment Award [Table] Share-based Compensation Arrangement by Share-based Payment Award [Line Items] Stock-based compensation Schedule of Share-based Compensation, Stock Options, Activity [Table Text Block] Summary of stock option activity and related information Schedule of Share-based Payment Award, Stock Options, Valuation Assumptions [Table Text Block] Schedule of assumptions used to estimate fair value of each stock option on grant date Schedule of Share-based Compensation, Restricted Stock Units Award Activity [Table Text Block] Schedule of restricted stock units Schedule of Share-based Payment Award, Employee Stock Purchase Plan, Valuation Assumptions [Table Text Block] Schedule of assumptions used to estimate fair value of each employee stock purchase plan on grant date Schedule of Antidilutive Securities Excluded from Computation of Earnings Per Share [Table Text Block] Schedule of potentially dilutive securities were excluded from the calculation of diluted net loss per share A table disclosing information relating to nature of business. Nature Of Business [Table] 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. Nature Of Business [Line Items] Nature of business Cash, Cash Equivalents, and Short-term Investments Cash, cash equivalents, and investments Total cash, cash equivalents, restricted cash and investments, Fair Value Subsequent Event Type [Axis] Subsequent Event Type [Domain] Subsequent events Subsequent events Security that gives the holder the right to purchase shares of stock in accordance with the terms of the instrument, usually upon payment of a specified amount. Pre-Funded Warrant [Member] Pre-funded warrants Sale of Stock, Consideration Received on Transaction Gross proceeds Sale of Stock, Number of Shares Issued in Transaction Common stock sold Class of Warrant or Right, Number of Securities Called by Warrants or Rights Number of common stock warrants can purchase Type of Arrangement and Non-arrangement Transactions [Axis] Arrangements and Non-arrangement Transactions [Domain] Represents the certificate of amendment to the Company's Restated Certificate of Incorporation. Certificate of Amendment Concentration Risk [Table] Concentration Risk Benchmark [Axis] Concentration Risk Benchmark [Domain] Revenue Concentration Risk Type [Axis] Concentration Risk Type [Domain] Customer Concentration Risk Counterparty Name [Axis] Counterparty Name [Domain] This member stands for Secura Bio, Inc.Secura

Concentration Risk [Line Items] Concentrations of Credit Risk and Off Balance Sheet Risk [Abstract]Concentrations of credit risk and off-balance sheet risk Concentration Risk, Credit Risk, Financial Instruments, Off-balance Sheet RiskOff-balance sheet concentrations of credit risk description Represents the number of customers.Number of CustomersNumber of customer Government Assistance, Type [Axis] Government Assistance, Type [Domain] Government Assistance, Other [Member]Additional funding Government Assistance, Award AmountGrant awarded, amount Government Assistance, Statement of Income or Comprehensive Income [Extensible Enumeration] The proceeds recorded as a reduction of research and development expenses.Reduction in Research and Development ExpenseReduction of research and development expense Government Assistance, Asset, CurrentGrant, grants receivable Government Assistance, Asset, Current, Statement of Financial Position [Extensible Enumeration] Government Assistance, Liability, CurrentGrants, deferred liability Government Assistance, Liability, Current, Statement of Financial Position [Extensible Enumeration] Property, Plant and Equipment [Table] Credit Facility [Axis] Credit Facility [Domain] Letter of credit Property, Plant and Equipment, Type [Axis] Property, Plant and Equipment, Type [Domain] Represents information relating to a lease agreement for office and laboratory space in Needham, Massachusetts.Office and Laboratory Space in Needham, Massachusetts Balance Sheet Location [Axis] Balance Sheet Location [Domain] Restricted Cash and Cash Equivalents [Member]Restricted Cash and Cash Equivalents [Member] Property, Plant and Equipment [Line Items] Amortized cost of noncurrent restricted cash and consideration paid in advance for other costs that provide economic benefits in future periods.Restricted Cash Noncurrent And Prepaid Expenses and Other Current AssetsRestricted cash Fair Value Measurements, Recurring and Nonrecurring [Table] Fair Value, Hierarchy [Axis] Fair Value Hierarchy [Domain] Level 3 Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]Fair value of financial instruments Liabilities, Fair Value Disclosure [Abstract]Financial liabilities Long-term Debt, Fair ValueFair value of long-term debt Long-term DebtLong-term debtLong-term debt, net of discount Measurement Frequency [Axis] Measurement Frequency [Domain] Recurring basis Level 1 Level 2 Assets, Fair Value Disclosure [Abstract]Financial assets Cash and Cash Equivalents, Fair Value DisclosureCash equivalentsCash, cash equivalents & restricted cash, Fair Value Short-Term Investments, Fair Value DisclosureShort-Term Investments, Fair Value DisclosureShort-term investments Assets, Fair Value DisclosureTotal financial assets Measurement Input Type [Axis] Measurement Input Type [Domain] Risk-free interest rate Volatility Remaining term Range [Axis] Range [Domain] Maximum Minimum Debt Instrument, Measurement InputDebt Instrument, Measurement Input Period between issuance and maturity of investment in tranche liability measured at fair value, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days.Remaining term (years) Schedule of Investments [Table] Schedule of Investments [Line Items] Debt Securities, Available-for-sale, Realized Gain (Loss)Realized gains or losses on investments Interest ReceivableAccrued interest receivable Debt Securities, Available-for-sale, Unrealized Loss Position, Number of PositionsNumber of investments in unrealized loss position Debt Securities, Available-for-sale, Continuous Unrealized Loss Position, 12 Months or Longer, Number of PositionsNumber of investments in unrealized loss position for more than 12 months Cash and Cash Equivalents [Axis] Cash and Cash Equivalents [Domain] Represents cash and money market accounts.Cash and money market accounts. Cash, cash equivalents & restricted cash Financial Instrument [Axis] Financial Instruments [Domain] Debt security, in which the authorized issuer owes the holder a debt and is obliged to repay the principal and interest (the coupon) and unsecured promissory note (generally negotiable) that provides institutions with short-term funds.Corporate bonds and commercial paper Debt security, in which the authorized issuer owes the holder a debt and is obliged to repay the principal and interest (the coupon) and unsecured promissory note (generally negotiable) that provides institutions with short-term funds due within one year.Corporate bonds, agency bonds and commercial paper (due within 1 year) Represents investments of the entity.Total investments Measurement Basis [Axis] Portion at Fair Value Measurement [Member] Amortized Cost Total Represents the maximum maturity period for investments, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days.Maturity Period, InvestmentsMaturity period, investments Debt Securities, Available-for-sale, Accumulated Gross Unrealized Gain, before TaxGross Unrealized Gains Debt Securities, Available-for-sale, Accumulated Gross Unrealized Loss, before TaxGross Unrealized Losses Debt Securities, Available-for-sale, Maturity, Allocated and Single Maturity Date, within One Year, Amortized CostDue within 1 year, Amortized Cost Debt Securities, Available-for-sale, Maturity, Allocated and Single Maturity Date, within One Year, Fair ValueDue within 1 year, Fair Value Debt Securities, Available-for-sale, Amortized CostInvestments, Amortized Cost Debt Securities, Available-for-saleInvestments, Fair Value Amortized cost of cash and cash equivalents, restricted cash and short-term investments 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.Cash, Cash Equivalents, Restricted Cash And Short Term Investments Amortized CostTotal cash, cash equivalents, restricted cash and investments, Amortized Cost Gross unrealized gains on cash and cash Equivalents, restricted cash and investmentsCash, Cash Equivalents, Restricted Cash And Short Term Investments Accumulated Gross Unrealized Gain Before TaxTotal cash, cash equivalents, restricted cash and investments, Gross Unrealized Gains Gross unrealized loss on cash and cash equivalents and restricted cash on investments.Cash, Cash Equivalents, Restricted Cash And Short Term Investments Accumulated Gross Unrealized Loss Before TaxTotal cash, cash equivalents, restricted cash and investments, Gross Unrealized Losses Debt Securities, Available-for-sale, Unrealized Loss PositionFair value of available-for-sale securities with unrealized losses for less than 12 months Debt Securities, Available-for-sale, Continuous Unrealized Loss Position, Less than 12 Months, Accumulated LossUnrealized loss of available-for-sale securities with unrealized losses for less than 12 months Debt Securities, Available-for-sale, Continuous Unrealized Loss Position, Less than 12 MonthsTotal fair value of available-for-sale securities in an unrealized loss position for less than 12 months Carrying value as of the balance sheet date of obligations incurred through that date and payable for clinical trials. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer).Accrued clinical trial expenses, currentAccrued clinical trail expenses Carrying value as of the balance sheet date of obligations incurred through that date and payable for contract manufacturing. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer).Accrued Contract Manufacturing Expenses, CurrentAccrued contract manufacturing expenses Carrying value as of the balance sheet date of obligations incurred through that date and payable for research and development. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer).Accrued Research And Development Expenses, CurrentAccrued other research and development expenses Employee-related Liabilities, CurrentAccrued compensation and related benefits Accrued Professional Fees, CurrentAccrued professional fees Carrying value as of the balance sheet date of obligations incurred through that date and payable for consulting fees. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer).Accrued Consulting Fees CurrentAccrued consulting fees Interest Payable, CurrentAccrued interest Carrying value as of the balance sheet date of obligations incurred through that date and payable for commercialization costs. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer).Accrued Commercialization Costs CurrentAccrued commercialization costs Other Accrued Liabilities, CurrentAccrued other Schedule of Long-term Debt Instruments [Table] Debt Instrument [Axis] Debt Instrument, Name [Domain] This member stands for loan and security agreement.Loan Agreement Represents information pertaining to term loan facility.Term loan Represents information pertaining to Term B.Term B Loan Represents information pertaining to Term C.Term C Loan Represents information pertaining to Term D.Term D Loan Represents information pertaining to Term E.Term E Loan Scenario [Axis] Scenario, Unspecified [Domain] Represents information pertaining to prepayments on or before the first anniversary date of loan.If prepaid on or before the first anniversary Represents information pertaining to prepayments after the first anniversary and on or before the second anniversary date of loan.If prepaid after the first anniversary and on or before the second anniversary Represents information pertaining to prepayments after the second anniversary date of loan.If prepaid after the second anniversary Debt Instrument [Line Items]Long-term debt Debt Instrument, Face AmountAggregate principal amount Proceeds from Issuance of DebtIssuance of debt Amount of current borrowing capacity under the debt facility considering any current restrictions on the amount that could be borrowed (for example, borrowings may be limited by the amount of current assets).Debt Instrument, Current Borrowing CapacityCurrent borrowing capacity The amount of regulatory milestone payments receivable under the License and collaboration agreements.License And Collaboration Agreements, Regulatory Milestone Payments ReceivableRegulatory milestone payments Represent the information pertaining to Debt Instrument Period to Draw Loan, Minimum.Debt Instrument Period to Draw Loan, MinimumDebt instrument period to draw loan, Minimum The amount of gross product revenue to be achieved to draw the loan.Gross Product Revenue to be AchievedGross product revenue to be achieved Debt Instrument, Interest Rate, Stated PercentageInterest rate (as a percent)Interest rate Debt Instrument, Basis Spread on Variable RateBasis spread Debt Instrument, Variable Interest Rate, Type [Extensible Enumeration] The percentage of final payment fee on original principal amount of debt.Debt Instrument, Final Payment Fee, PercentagePercentage of final prepayment fee Represents the additional interest rate in event of default.Debt Instrument Additional Interest Rate In Event Of DefaultAdditional interest rate in an event of default Debt Instrument, Covenant DescriptionFinancial covenants Percentage of term Loans will accrue interest at a rate per annum during the existence of an event of default.Debt Instrument, Accrued Interest RateAccrued interest rate Long-term Debt, GrossPrincipal loan balance The amount of final payment fee.Debt Instrument, Final Payment FeeFinal Payment Fee Debt Instrument, Unamortized Discount (Premium), NetDebt issuance costs, net of accretion Debt, Long-Term and Short-Term, Combined AmountLong-term debt, net of current portion Amount of the cost of borrowed funds accounted for as contractual interest expense.Contractual Interest ExpenseContractual Interest Amortization of Debt Issuance CostsAmortization of debt discount and issuance costs Amount of amortization expense attributable to Final Payment Fee.Amortization of Final Payment FeeAmortization of Final Payment Fee Long-term Debt, Fiscal Year Maturity [Abstract]Future principal payments Long-term Debt, Maturities, Repayments of Principal in Next Twelve Months2025 Long-term Debt, Maturities, Repayments of Principal in Year Two2026 Long-term Debt, Maturities, Repayments of Principal in Year Three2027 The aggregate amount of principal debt due.Long Term Debt Maturities Aggregate Principal DueTotal principal payments Lessee, Lease, Description [Table] Lessee, Lease, Description [Line Items]Leases Area of Real Estate PropertyArea of space Operating Lease, ExpenseOperating lease expense Operating Lease, LiabilityLease liabilityLease Liability Lease, Cost [Abstract]Lease Expense Operating Lease, CostOperating lease expense Lease, CostTotal Lease Expense Other Information - Operating Leases Operating Lease, PaymentsOperating cash flows paid for amounts included in measurement of lease liabilities Operating Lease, Weighted Average Remaining Lease TermWeighted average remaining lease term (in years) Operating Lease, Weighted Average Discount Rate, PercentWeighted average discount rate Maturity Analysis Lessee, Operating Lease, Liability, Payments, Remainder of Fiscal Year2024 Lessee, Operating Lease, Liability, Payments, Due Next Twelve Months2025 Lessee, Operating Lease, Liability, Payments, DueTotal Lessee, Operating Lease, Liability, Undiscounted Excess AmountLess: Present value discount Schedule of Short-Term Debt [Table] This member represents information about AFCO Premium Credit "AFCO".AFCO Premium Credit LLC [Member]AFCO Short-Term Debt [Line Items] Debt Instrument, Periodic PaymentMonthly payments Notes PayableNote Payable Schedule of Stock by Class [Table] This member stands for underwriting agreement.Underwriting Agreement Represent the information pertaining to general members of the public.Public Represent the information pertaining to certain investors.Investors Represent the information pertaining to IRBC Capital Markets, LLC and Cantor Fitzgerald & Co. ("Cantor") as representative of several underwriters (the "Underwriters").Underwriters Class of Stock [Line Items] The number of common shares offered by the Company.Common Stock, Shares OfferedCommon shares, offered Share PriceSale price of the Common Stock Shares Issued, Price Per ShareShare price (in dollars per share)Share price (in dollars per share) Class of Warrant or Right, Exercise Price of Warrants or RightsExercise price of shares of common stock in the warrant issued under the license agreement (in dollars per share)Exercise price of shares of common stock in the warrant issued (in dollars per share) Remaining contractual term of exercisable stock options, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days.Warrants, Option, Exercise Price Range, Exercisable, Remaining Contractual TermPeriod options are exercisable The maximum amount of common shares that can be owned by any holder as a percentage that would prevent the exercise of any warrants.Maximum Amount of Common Stock Owned by Holder, Exercise of Pre Funded Warrants, as a PercentageMaximum amount of common stock owned, as a percentage, that would prevent exercise The period of notice to be given for increase/decrease in the maximum amount of shares owned by any holder.Pre Funded Warrant, Election to Exercise, Notice PeriodDays of notice for increase/decrease to maximum percentage owned The maximum amount of common shares that can be owned by any holder as a percentage that would prevent the exercise of any warrants. By the holder's election, this amount can be increased or decrease but cannot exceed 19.99%.Maximum Amount of Common Stock Owned by Holder, Exercise of Pre Funded Warrants, Maximum Allowable Increase, as a PercentageUpper limit of maximum amount of common stock owned by a holder, as a percentage Number of pre-funded warrants outstanding. Warrants represent the right to buy a stock at a specific price.Pre-Funded Warrants, Warrants OutstandingPre-funded warrants outstanding Represents information pertaining to Biotechnology Value Fund.Biotechnology Value Fund [Member]BVF Represents information pertaining to Series A convertible preferred stock.SeriesA Convertible Preferred Stock [Member]SeriesA Convertible Preferred Stock Represents information pertaining to Series B convertible preferred stock.Series B Convertible Preferred StockSeries B preferred stock Private Placement [Member]Private placement The aggregate number of convertible preferred shares to be sold.Preferred Stock, Convertible, Aggregate Shares To Be SoldAggregate shares to be sold The number of tranches in which the preferred shares are sold.Preferred Stock Issue, Number of TranchesNumber of tranches Convertible Preferred Stock, Shares Issued upon ConversionConvertible preferred stock, shares issued upon conversion The percent of conversion blocker for conversion of shares into common stock.Conversion of Preferred Stock, Conversion Blocker, PercentConversion of preferred stock, conversion blocker, percent The percent of conversion blocker for conversion of shares into common stock, upon giving notice.Conversion of Preferred Stock, Conversion Blocker, Percent, Upon Giving Notice The period of notice to be given for increase in conversion blocker amount.Conversion of Preferred Stock, Conversion Blocker, Notice Period Preferred Stock, Convertible, Conversion PriceConversion price Proceeds from Issuance of Convertible Preferred StockGross proceeds Price of the entity's common stock which would be required to be attained for issuance of preferred stock.Preferred Stock Issuance, Threshold Share PriceThreshold share price The expected closing period of second tranche of issuance of preferred stock.Preferred Stock Issuance, Expected Closing PeriodExpected closing period of issuance The period of issuance of shares in second tranche, after closing first tranche.Period of Stock Issuance In Second Tranche After Closing First TrancheShare issue period Threshold trading volume of stock for preferred stock issuance.Preferred Stock Issuance, Threshold Aggregate Trading VolumeThreshold trading volume Preferred Stock, Liquidation Preference Per ShareLiquidation preference per share The amount of fair value of non current portion of second tranche right classified as liability as at the end of the reporting period.Second Tranche Right Liability, Non Current, Fair ValueFair value of the Second Tranche Right The amount of market to market adjustment under change in fair value of preferred stock tranche liability as during the reporting period.Market to Market Adjustment of Preferred Stock Tranche LiabilityMark-to-market adjustment under change in fair value of preferred stock tranche liability Threshold number of specified trading days that common stock price to conversion price of convertible preferred stock must exceed threshold percentage within a specified consecutive trading period for issuance of preferred stock.Preferred Stock Issuance, Threshold Trading DaysTrading days Conversion of Stock, Shares ConvertedConversion of stock, shares converted Conversion of Stock, Shares IssuedShares issued on conversion Plan Name [Axis] Plan Name [Domain] Represents the stock option exchange program.Option Exchange Program The number of eligible stockholders.Number Of Eligible StockholdersNumber of eligible stockholders Share-based Compensation Arrangement by Share-based Payment Award, Number of Shares AuthorizedNumber of shares reserved Share-Based Payment Arrangement, Option, Exercise Price Range, Exercisable, Weighted Average Exercise PriceExercise price of new options Allocated Share-based Compensation ExpenseStock-based compensation expense An arrangement whereby an employee or non-employee is entitled to receive in the future, subject to vesting and other restrictions, a number of shares in the entity at a specified price, as defined in the agreement. Although there are variations, normally, after vesting, when an option is exercised, the employee-holder pays the strike value in cash to the issuing employer-entity and receives equity shares. The equity shares can be sold into the market for cash at the current market price without restriction. Options may be used to attract, retain and incentivize employees, in addition to their regular salary and other benefits.Stock options Share-based Compensation Arrangement by Share-based Payment Award, Award Vesting PeriodVesting period Share-based Compensation Arrangement by Share-based Payment Award, Options, Outstanding [Roll Forward]Shares Share-based Compensation Arrangement by Share-based Payment Award, Options, Outstanding, NumberOutstanding at the end of the period (in shares)Outstanding at the beginning of the period (in shares) Share-based Compensation Arrangement by Share-based Payment Award, Options, Grants in Period, GrossGranted (in shares) Share-based Compensation Arrangement by Share-based Payment Award, Options, Forfeitures in PeriodForfeited/cancelled (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Expirations in PeriodExpired Share-based Compensation Arrangement by Share-based Payment Award, Options, Vested, Number of SharesVested at the end of the period (in shares) Share-based Compensation Arrangement by Share-based Payment Award, Options, Outstanding, Weighted Average Exercise Price [Abstract]Weighted-average exercise price per share Share-based Compensation Arrangement by Share-based Payment Award, Options, Outstanding, Weighted Average Exercise

PriceOutstanding at the end of the period (in dollars per share)Outstanding at the beginning of the period (in dollars per share) Share-based Compensation Arrangements by Share-based Payment Award, Options, Grants in Period, Weighted Average Exercise PriceGranted (in dollars per share) Share-based Compensation Arrangements by Share-based Payment Award, Options, Exercises in Period, Weighted Average Exercise PriceExercised (in dollars per share) Share-Based Compensation Arrangements by Share-Based Payment Award, Options, Forfeitures in Period, Weighted Average Exercise PriceForfeited/cancelled (in dollars per share) Share-Based Compensation Arrangements by Share-Based Payment Award, Options, Expirations in Period, Weighted Average Exercise PriceExpired (in dollars per share) Share-based Compensation Arrangement by Share-based Payment Award, Options, Exercisable, Weighted Average Exercise PriceVested at the end of the period (in dollars per share) Share Based Compensation Arrangement by Share Based Payment Award, Options Weighted Average Remaining Contractual Term [Abstract]Weighted-average remaining contractual term Share-based Compensation Arrangement by Share-based Payment Award, Options, Outstanding, Weighted Average Remaining Contractual TermOutstanding at the end of the period Share-based Compensation Arrangement by Share-based Payment Award, Options, Exercisable, Weighted Average Remaining Contractual TermVested at the end of the period Share-based Compensation Arrangement by Share-based Payment Award Options Aggregate Intrinsic Value [Abstract]Aggregate intrinsic value Share-based Compensation Arrangement by Share-based Payment Award, Options, Outstanding, Intrinsic ValueOutstanding at the end of the period (in dollars)Outstanding at the beginning of the period (in dollars) Share-based Compensation Arrangement by Share-based Payment Award, Fair Value Assumptions and Methodology [Abstract]Assumptions used to estimate fair value of each stock-based award on the grant date Share-based Compensation Arrangement by Share-based Payment Award, Fair Value Assumptions, Risk Free Interest RateRisk-free interest rate (as a percent) Share-based Compensation Arrangement by Share-based Payment Award, Fair Value Assumptions, Expected Volatility RateVolatility (as a percent) Share-based Compensation Arrangement by Share-based Payment Award, Fair Value Assumptions, Expected Dividend RateDividend yield (as a percent) Share-based Compensation Arrangement by Share-based Payment Award, Fair Value Assumptions, Expected TermExpected term (years) Share-based Compensation Arrangement by Share-based Payment Award, Options, Additional Disclosures [Abstract]Additional disclosures Restricted stock units Share-based Compensation Arrangement by Share-based Payment Award, Equity Instruments Other than Options, Nonvested, Number of Shares [Roll Forward]Shares Share-based Compensation Arrangement by Share-based Payment Award, Equity Instruments Other than Options, Nonvested, NumberOutstanding at the end of the period (in shares)Outstanding at the beginning of the period (in shares) Share-based Compensation Arrangement by Share-based Payment Award, Equity Instruments Other than Options, Grants in PeriodGranted (in shares) Share-based Compensation Arrangement by Share-based Payment Award, Equity Instruments Other than Options, Vested in PeriodVested (in shares) Share-based Compensation Arrangement by Share-based Payment Award, Equity Instruments Other than Options, Forfeited in PeriodForfeited/cancelled (in shares) Share-based Compensation Arrangement by Share-based Payment Award, Equity Instruments Other than Options, Nonvested, Weighted Average Grant Date Fair Value [Abstract]Weighted-average grant date fair value Share-based Compensation Arrangement by Share-based Payment Award, Equity Instruments Other than Options, Nonvested, Weighted Average Grant Date Fair ValueOutstanding at the end of the period (in dollars per share)Outstanding at the beginning of the period (in dollars per share) Share-based Compensation Arrangement by Share-based Payment Award, Equity Instruments Other than Options, Grants in Period, Weighted Average Grant Date Fair ValueGranted (in dollars per share) Share-based Compensation Arrangement by Share-based Payment Award, Equity Instruments Other than Options, Vested in Period, Weighted Average Grant Date Fair ValueVested (in dollars per share) Share-based Compensation Arrangement by Share-based Payment Award, Equity Instruments Other than Options, Forfeitures, Weighted Average Grant Date Fair ValueForfeited/cancelled (in dollars per share) Employee Stock [Member]Employee stock purchase plan Share-based Compensation Arrangement by Share-based Payment Award, Purchase Price of Common Stock, PercentPercent of common stock at market price to be purchased Represents the number of vesting periods which employees have right to exercise an award.Share-based Compensation Arrangement by Share-based Payment Award, Number of Award Vesting PeriodsNumber of vesting periods Schedule of Antidilutive Securities Excluded from Computation of Earnings Per Share [Table] Antidilutive Securities [Axis] Antidilutive Securities, Name [Domain] Represents the information related to Convertible senior notes.2018 Notes.2018 Notes Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items]Net loss per share Antidilutive Securities Excluded from Computation of Earnings Per Share, AmountPotentially dilutive securities were excluded from the calculation of diluted net loss per share (in shares) Schedule of Collaborative Arrangements and Non-collaborative Arrangement Transactions [Table] This member stands for license and collaboration agreement for exclusive rights to develop and commercialize products.License and Collaboration Agreement Represents the scenario if sales exceeds $100 million.Sales Exceeds $100 Million Represents the scenario if sales exceeds $200 million.Sales Exceeds $200 Million Represents the scenario if sales exceeds $300 million.Sales Exceeds $300 Million Collaborative Arrangements and Non-collaborative Arrangement Transactions [Line Items] Amount of expenses for non refundable up front payment for license agreement.License And Collaboration Agreement Upfront PaymentUpfront payment The amount of regulatory milestone payments receivable up on approval received from the approval of COPIKTRA in the United States for the treatment of peripheral T-cell lymphoma under the License and collaboration agreements.License And Collaboration Agreements, Regulatory Milestone Payments Receivable Upon Approval Of COPIKTRAMilestone payments receivable upon approval of COPIKTRA The amount of regulatory milestone payments receivable up on approval received from the approval for commercial sale under the License and collaboration agreements.License And Collaboration Agreements, Regulatory Milestone Payments Receivable Upon Approval For Commercial SaleMilestone payments receivable upon approval for commercial sale The amount of sales milestone receivable under the License and collaboration agreements.License And Collaboration Agreements, Sales Milestone ReceivableSales milestone receivable The amount of threshold sale revenue to be achieved in order for the company to receive the sales milestone payments under the License and collaboration agreements.License And Collaboration Agreements, Threshold Sales To Trigger Milestone PaymentsThreshold sales to trigger milestone payments The amount of threshold sale revenue to be achieved in order for the company to receive the royalty payments under the License and collaboration agreements.License And Collaboration Agreements, Threshold Sales To Trigger Royalty PaymentsThreshold sales to trigger royalty payments Represents the percentage of royalty, milestone and sublicense revenue payments entitled to the company under the existing license and collaboration agreement.License And Collaboration Agreements, Percentage Of Royalty, Milestone And Sub Licensing Revenue Payments Entitled Under Existing License AgreementsPercentage of all royalty, milestone and sublicense revenue payments payable Represents the percentage of royalties and milestone payments entitled under any license or sublicense agreements in certain jurisdictionsLicense And Collaboration Agreements, Percentage Of Royalty And Milestone Payments Entitled Under Certain JurisdictionsPercentage of all royalty and milestone payments payable under certain jurisdictions The amount of sales milestone received under the License and collaboration agreements.License And Collaboration Agreements, Sales Milestone ReceivedSales milestone received Income Tax Expense (Benefit)Income tax expense Other CommitmentOther commitments Subsequent Event [Table] Warrant [Member]Warrants Subsequent Event [Line Items]Subsequent events Restricted Cash and Cash Equivalents EX-101.PRE 13 vstm-20240630_pre.xml EX-101.PRE XML 15 R1.htm IDEA: XBRL DOCUMENT

Document Information	6 Months Ended Jun. 30, 2024
Document Information:	
Document Type	10-Q
Amendment	false
CIK	0001526119
Registrant Name	Verastem, Inc.
Period End Date	Jun. 30, 2024

XML 16 R2.htm IDEA: XBRL DOCUMENT

Document and Entity Information - shares	6 Months Ended Jun. 30, 2024	Aug. 07, 2024
Cover [Abstract]		
Document Type	10-Q	
Document Quarterly Report	true	
Document Transition Report	false	
Document Period End Date	Jun. 30, 2024	
Entity File Number	001-35403	
Entity Registrant Name	Verastem, Inc.	
Entity Incorporation, State or Country Code	DE	
Entity Tax Identification Number	27-3269467	
Entity Address, Address Line One	117 Kendrick Street, Suite 500	
Entity Address, City or Town	Needham	
Entity Address, State or Province	MA	
Entity Address, Postal Zip Code	02494	
City Area Code	781	
Local Phone Number	292-4200	
Title of 12(b) Security	Common Stock, $0.0001 par value per share	
Trading Symbol	VSTM	
Security Exchange Name	NASDAQ	
Entity Current Reporting Status	Yes	
Entity Interactive Data Current	Yes	
Entity Filer Category	Non-accelerated Filer	
Entity Small Business	true	
Entity Emerging Growth Company	false	
Entity Shell Company	false	
Entity Common Stock, Shares Outstanding		40,243,745
Current Fiscal Year End Date	--12-31	
Document Fiscal Year Focus	2024	
Document Fiscal Period Focus	Q1	
Entity Central Index Key	0001526119	
Amendment Flag	false	

XML 17 R3.htm IDEA: XBRL DOCUMENT

CONSOLIDATED BALANCE SHEETS - USD ($) $ in Thousands	Jun. 30, 2024	Dec. 31, 2023
Current assets:		
Cash and cash equivalents	$ 83,371	$ 77,909
Short-term investments		59,220
Grant receivable	825	
Accounts receivable, net	10,000	
Prepaid expenses and other current assets	5,450	6,553
Total current assets	99,646	143,682
Property and equipment, net	46	37
Right-of-use asset, net	816	1,171
Restricted cash	241	241
Other assets	4,998	4,587

Total assets	105,747	149,718
Current liabilities:		
Accounts payable	6,678	7,184
Accrued expenses	17,195	17,928
Note Payable	526	
Deferred Liabilities		327
Lease liability, short-term	1,022	941
Current portion of long-term debt	4,926	
Total current liabilities	30,347	26,380
Non-current liabilities:		
Long-term debt	35,390	40,086
Lease liability, long-term		530
Preferred stock tranche liability		4,189
Total liabilities	65,737	71,185
Convertible Preferred Stock:		
Convertible preferred stock	21,159	21,159
Stockholders' equity:		
Common stock, $0.0001 par value; 300,000 shares authorized, 25,308 and 25,281 shares issued and outstanding at March 31, 2024 and December 31, 2023, respectively	3	3
Additional paid-in capital	885,857	882,248
Accumulated other comprehensive income		13
Accumulated deficit	(867,009)	(824,890)
Total stockholders' equity	18,851	57,374
Total liabilities, convertible preferred stock and stockholders' equity	$ 105,747	$ 149,718

XML 18 R4.htm IDEA: XBRL DOCUMENT

CONSOLIDATED BALANCE SHEETS (Parenthetical)	Jun. 30, 2024 $ / shares shares	Dec. 31, 2023 shares
Preferred stock, shares authorized	5,000,000	
Preferred stock, shares outstanding		1,200,000
Common stock, par value (in dollars per share) | $ / shares	$ 0.0001	
Common stock, shares authorized	300,000,000	
Common stock, shares issued	26,876,000	25,281,000
Common stock, shares outstanding	26,876,000	25,281,000
Series A Preferred Stock		
Preferred stock, par value (in dollars per share) | $ / shares	$ 0.0001	
Preferred stock, shares authorized	1,000,000	1,000,000
Preferred stock, shares issued	1,000,000	
Preferred stock, shares outstanding		1,000,000
Series B Preferred Stock		
Preferred stock, par value (in dollars per share) | $ / shares	$ 0.0001	
Preferred stock, shares authorized	2,144,000	
Preferred stock, shares issued	1,200,000	1,200,000
Preferred Stock [Member]		
Preferred stock, par value (in dollars per share) | $ / shares	$ 0.0001	
Preferred stock, shares authorized	5,000,000	

XML 19 R5.htm IDEA: XBRL DOCUMENT

CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS - USD ($) shares in Thousands, $ in Thousands	3 Months Ended		6 Months Ended	
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2024	Jun. 30, 2023
Revenue:				
Sale of COPIKTRA license and related assets	$ 10,000		$ 10,000	
Total revenue	10,000		10,000	
Operating expenses:				
Research and development	18,062	$ 12,893	35,769	$ 24,908
Selling, general and administrative	10,215	7,399	20,567	14,728
Total operating expenses	28,277	20,292	56,336	39,636
Loss from operations	(18,277)	(20,292)	(46,336)	(39,636)
Other expense	(24)	(40)	(54)	(47)
Interest income	983	1,122	2,350	2,098
Interest expense	(1,138)	(1,121)	(2,268)	(1,890)
Change in fair value of preferred stock tranche liability	10,200	(3,950)	4,189	(520)
Net loss	$ (8,256)	$ (24,281)	$ (42,119)	$ (39,995)
Net loss per share-basic	$ (0.31)	$ (1.37)	$ (1.57)	$ (2.32)
Net loss per share-diluted	$ (0.31)	$ (1.37)	$ (1.57)	$ (2.32)
Weighted average common shares outstanding used in computing net loss per share - basic	26,861	17,732	26,846	17,231
Net Income (Loss)	$ (8,256)	$ (24,281)	$ (42,119)	$ (39,995)
Unrealized gain (loss) on available-for-sale securities	4	(5)	(13)	1
Comprehensive loss	$ (8,252)	$ (24,286)	$ (42,132)	$ (39,994)

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CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS (Paranthetical)	May 31, 2023
CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS	
Reverse stock split ratio	0.083

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CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY - USD ($) $ in Thousands	Preferred stock Series A Preferred Stock	Preferred stock Series B Preferred Stock	Common Stock [Member]	Additional paid-in capital	Accumulated other comprehensive income/ (loss)	Accumulated deficit	Series A Preferred Stock	Series B Preferred Stock	Total
Balance at Dec. 31, 2022			$ 2	$ 784,912		$ (737,523)			$ 47,391
Balance (in shares) at Dec. 31, 2022			16,711,761						
Balance (in shares, preferred) at Dec. 31, 2022	1,000,000								
Increase (Decrease) in Stockholders' Equity									
Net Income (Loss)						(15,714)			(15,714)
Unrealized gain (loss) on available-for-sale marketable securities					$ 6				6
Issuance of common stock resulting from vesting of restricted stock units (in shares)			17,658						
Stock-based compensation expense				1,313					1,313
Issuance of common stock under Employee Stock Purchase Plan				29					29
Issuance of common stock under Employee Stock Purchase Plan (in shares)			6,874						

Issuance of Series B Convertible Preferred Stock, net of issuance costs of $1,901 and preferred stock tranche liability of $6,940		$ 21,159							
Issuance of Series B Convertible Preferred Stock, net of issuance costs of $1,901 and preferred stock tranche liability of $6,940, in shares		1,200,000							
Balance at Mar. 31, 2023		$ 21,159	$ 2	786,254	6	(753,237)			33,025
Balance (in shares) at Mar. 31, 2023			16,736,293						
Balance (in shares, preferred) at Mar. 31, 2023	1,000,000	1,200,000							
Balance at Dec. 31, 2022			$ 2	784,912		(737,523)			47,391
Balance (in shares) at Dec. 31, 2022			16,711,761						
Balance (in shares, preferred) at Dec. 31, 2022	1,000,000								
Increase (Decrease) in Stockholders' Equity									
Net Income (Loss)									(39,995)
Unrealized gain (loss) on available-for-sale marketable securities									1
Balance at Jun. 30, 2023		$ 21,159	$ 3	879,105	1	(777,518)			101,591
Balance (in shares) at Jun. 30, 2023			25,241,878						
Balance (in shares, preferred) at Jun. 30, 2023	1,000,000	1,200,000							
Balance at Mar. 31, 2023		$ 21,159	$ 2	786,254	6	(753,237)			33,025
Balance (in shares) at Mar. 31, 2023			16,736,293						
Balance (in shares, preferred) at Mar. 31, 2023	1,000,000	1,200,000							
Increase (Decrease) in Stockholders' Equity									
Net Income (Loss)						(24,281)			(24,281)
Unrealized gain (loss) on available-for-sale marketable securities					(5)				(5)
Issuance of common stock resulting from vesting of restricted stock units (in shares)			16,176						
Stock-based compensation expense				1,432					1,432
Issuance of common stock, and pre-funded warrants			$ 1	91,419					91,420
Issuance of common stock, and pre-funded warrants (in shares)			8,489,409						
Balance at Jun. 30, 2023		$ 21,159	$ 3	879,105	1	(777,518)			101,591
Balance (in shares) at Jun. 30, 2023			25,241,878						
Balance (in shares, preferred) at Jun. 30, 2023	1,000,000	1,200,000							
Balance at Dec. 31, 2023		$ 21,159	$ 3	882,248	13	(824,890)			$ 57,374
Balance (in shares) at Dec. 31, 2023			25,281,150						25,281,000
Balance (in shares, preferred) at Dec. 31, 2023	1,000,000	1,200,000						1,200,000	
Increase (Decrease) in Stockholders' Equity									
Net Income (Loss)						(33,863)			$ (33,863)
Unrealized gain (loss) on available-for-sale marketable securities					(17)				(17)
Issuance of common stock resulting from exercise of stock options				36					36
Issuance of common stock resulting from exercise of stock options (in shares)			4,600						
Issuance of common stock resulting from vesting of restricted stock units (in shares)			14,444						
Stock-based compensation expense				1,483					1,483
Issuance of common stock under Employee Stock Purchase Plan				49					49
Issuance of common stock under Employee Stock Purchase Plan (in shares)			7,475						
Balance at Mar. 31, 2024		$ 21,159	$ 3	883,816	(4)	(858,753)			25,062
Balance (in shares) at Mar. 31, 2024			25,307,669						
Balance (in shares, preferred) at Mar. 31, 2024	1,000,000	1,200,000							
Balance at Dec. 31, 2023		$ 21,159	$ 3	882,248	13	(824,890)			$ 57,374
Balance (in shares) at Dec. 31, 2023			25,281,150						25,281,000
Balance (in shares, preferred) at Dec. 31, 2023	1,000,000	1,200,000						1,200,000	
Increase (Decrease) in Stockholders' Equity									
Net Income (Loss)									$ (42,119)
Unrealized gain (loss) on available-for-sale marketable securities									(13)
Balance at Jun. 30, 2024		$ 21,159	$ 3	885,857		(867,009)			$ 18,851
Balance (in shares) at Jun. 30, 2024			26,876,234						26,876,000
Balance (in shares, preferred) at Jun. 30, 2024	1,000,000	1,200,000					1,000,000	1,200,000	
Balance at Mar. 31, 2024		$ 21,159	$ 3	883,816	(4)	(858,753)			$ 25,062
Balance (in shares) at Mar. 31, 2024			25,307,669						
Balance (in shares, preferred) at Mar. 31, 2024	1,000,000	1,200,000							
Increase (Decrease) in Stockholders' Equity									
Net Income (Loss)						(8,256)			(8,256)
Unrealized gain (loss) on available-for-sale marketable securities					$ 4				4
Issuance of common stock resulting from exercise of stock options				136					136
Issuance of common stock resulting from exercise of stock options (in shares)			17,378						
Issuance of common stock resulting from vesting of restricted stock units (in shares)			12,986						
Stock-based compensation expense				1,905					1,905
Issuance of common stock, and pre-funded warrants (in shares)			1,538,201						
Balance at Jun. 30, 2024		$ 21,159	$ 3	$ 885,857		$ (867,009)			$ 18,851
Balance (in shares) at Jun. 30, 2024			26,876,234						26,876,000
Balance (in shares, preferred) at Jun. 30, 2024	1,000,000	1,200,000					1,000,000	1,200,000	

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CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY (Parenthetical) $ in Thousands	**3 Months Ended**	
	Jun. 30, 2023 USD ($)	**Mar. 31, 2023 USD ($)**
Issuance of stock costs	$ 6,351	
Series B Preferred Stock		
Issuance of stock costs		$ 1,901
Preferred stock tranche liability		$ 6,940

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CONSOLIDATED STATEMENTS OF CASH FLOWS - USD ($) $ in Thousands	**6 Months Ended**	
	Jun. 30, 2024	**Jun. 30, 2023**
Operating activities		

Net loss	$ (42,119)	$ (39,995)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation	12	52
Non-cash operating lease cost	(94)	(82)
Stock-based compensation expense	3,388	2,745
Amortization of deferred financing costs, debt discounts and premiums and discounts on available-for-sale marketable securities	(413)	76
Change in fair value of preferred stock tranche liability	(4,189)	520
Changes in operating assets and liabilities:		
Accounts receivable, net	(10,000)	29
Grant receivable	(825)	
Prepaid expenses, other current assets and other assets	(78)	(1,508)
Accounts payable	(506)	(422)
Accrued expenses and other liabilities	(726)	(1,639)
Deferred liabilities	(327)	34
Net cash used in operating activities	(55,877)	(40,190)
Investing activities		
Purchases of property and equipment	(28)	
Purchases of investments		(13,804)
Maturities of investments	60,000	27,000
Net cash provided by investing activities	59,972	13,196
Financing activities		
Payments for loan amendment	(150)	
Proceeds from issuance of Series B Convertible Preferred Stock, net		28,099
Proceeds from long-term debt, net		14,918
Proceeds from insurance premium financing	1,298	1,430
Payments on insurance premium financing	(772)	(851)
Payments of deferred issuance costs	(156)	
Proceeds from the exercise of stock options and employee stock purchase program	221	29
Proceeds from the issuance of common stock, net		91,906
Net cash provided by financing activities	441	135,531
Increase in cash, cash equivalents and restricted cash	4,536	108,537
Cash, cash equivalents and restricted cash at beginning of period	79,076	75,789
Cash, cash equivalents and restricted cash at end of period	83,612	184,326
Supplemental disclosure of non-cash investing and financing activities		
Issuance of preferred stock tranche liability		6,940
Issuance costs included in accounts payable and accrued expenses	$ 263	$ 486

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Nature of business

	6 Months Ended Jun. 30, 2024
Nature of business	
Nature of business	

1. Nature of business

Verastem, Inc. (the "Company") is a late-stage development biopharmaceutical company, with an ongoing registration directed trial, committed to the development and commercialization of new medicines to improve the lives of patients diagnosed with cancer. The Company's pipeline is focused on ras sarcoma ("RAS")/ mitogen activated pathway kinase ("MAPK") driven cancers, specifically novel drug candidates that inhibit signaling pathways critical to cancer cell survival and tumor growth, particularly RAF/MEK inhibition and FAK inhibition.

The Company's most advanced product candidates, avutometinib and defactinib, are being investigated in both preclinical and clinical studies for the treatment of various solid tumors, including, but not limited to low-grade serous ovarian cancer ("LGSOC"), non-small cell lung cancer ("NSCLC"), pancreatic cancer, colorectal cancer ("CRC"), and thyroid. The Company believes that avutometinib may be beneficial as a therapeutic as a single agent or when used together in combination with defactinib, other pathway inhibitors or other current and emerging standard of care treatments in cancers that do not adequately respond to currently available therapies.

The condensed consolidated financial statements include the accounts of Verastem Securities Company and Verastem Europe GmbH, wholly-owned subsidiaries of the Company. All financial information presented has been consolidated and includes the accounts of the Company and its wholly-owned subsidiaries. All intercompany balances and transactions have been eliminated in consolidation.

The Company is subject to the risks associated with other life science companies, including, but not limited to, possible failure of preclinical testing or clinical trials, competitors developing new technological innovations, inability to obtain marketing approval of the Company's product candidates, avutometinib and defactinib, market acceptance and commercial success of the Company's product candidates, avutometinib and defactinib, following receipt of regulatory approval, and, protection of proprietary technology and the continued ability to obtain adequate financing to fund the Company's future operations. If the Company does not obtain marketing approval and successfully commercialize its product candidates, avutometinib and defactinib, following regulatory approval, it will be unable to generate product revenue or achieve profitability and may need to raise additional capital.

As of June 30, 2024, the Company had cash, cash equivalents, and investments of $83.4 million. On July 25, 2024, the Company received net proceeds of approximately $51.1 million from the sale of 13,333,334 shares of common stock and accompanying warrants to purchase up to 13,333,334 shares of common stock and the sale of pre-funded warrants to purchase an aggregate of 5,000,000 shares of common stock and accompanying warrants to purchase up to 5,000,000 shares of common stock. Refer to *Note 16. Subsequent Events* for additional details on the July 2024 Offering. In accordance with applicable accounting standards, the Company evaluated whether there are conditions and events, considered in the aggregate, that raise substantial doubt about the Company's ability to continue as a going concern within 12 months after the date of the issuance of these condensed consolidated financial statements. The Company anticipates operating losses may continue for the foreseeable future since the Company does not yet have regulatory approval to sell any of its product candidates, and the Company continues to incur operating costs to execute its strategic plan, including costs related to research and development of its product candidates and commercial readiness activities. As a result of the assessment in accordance with the applicable accounting standards, these conditions raise substantial doubt about the Company's ability to continue as a going concern for 12 months after the date the condensed consolidated financial statements are issued.

The Company expects to finance its operations with its existing cash, cash equivalents and investments, through potential future milestones and royalties received pursuant to the asset purchase agreement dated August 10, 2020, between the Company and Secura (the "Secura APA"), through the loan and security agreement with Oxford Finance LLC ("Oxford"), or through other strategic financing opportunities that could include, but are not limited to collaboration agreements, future offerings of its equity, or the incurrence of debt. However, given the risks associated with these potential strategic or financing opportunities, they are not deemed probable for purposes of the going concern
assessment. If the Company fails to obtain additional future capital, it may be unable to complete its planned preclinical studies and clinical trials and obtain approval of certain investigational product candidates from the FDA or foreign regulatory authorities. Therefore, there is substantial doubt about the Company's ability to continue as a going concern.

Reverse Stock Split

On May 30, 2023, the Company filed a Certificate of Amendment to the Company's Restated Certificate of Incorporation, as amended to date, with the Secretary of State of the State of Delaware to effect a reverse stock split of the Company's issued and outstanding common stock, par value $0.0001 at a ratio of 1-for-12 (the "Reverse Stock Split"), as authorized at the Company's 2023 annual meeting of stockholders held on May 15, 2023. The Company effected the Reverse Stock Split on May 31, 2023. No fractional shares were issued in connection with the Reverse Stock Split. Stockholders who otherwise were entitled to a fractional share of common stock were entitled to receive a price equal to the closing price of the common stock on the Nasdaq Capital Market on the date immediately preceding the Reverse Stock Split, as adjusted by the ratio of one share of common stock for every 12 shares of common stock, multiplied by the applicable fraction of a share. The number of shares of common stock that the Company is authorized to issue remains at 300,000,000 shares and the par value of its common stock remains unchanged at $0.0001 per share.

The Company has retroactively restated the share and per share amounts in the unaudited condensed consolidated financial statements for the three and six months ended June 30, 2023, to give retroactive effect to the Reverse Stock Split. Proportionate adjustments were made to the per share exercise price and number of shares of common stock issuable under all outstanding stock options, convertible notes and preferred stock. In addition, proportionate adjustments have been made to the number of shares of common stock issuable upon vesting of the restricted stock units and the number of shares of common stock reserved for the Company's equity incentive compensation plans. The condensed consolidated statements of convertible preferred stock and stockholders' equity reflect the impact of the Reverse Stock Split by reclassifying from "common stock" to "additional paid-in capital" in an amount equal to the par value of the decreased shares resulting from the Reverse Stock Split for the three and six months ended June 30, 2023.

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Summary of significant accounting policies

	6 Months Ended Jun. 30, 2024
Summary of significant accounting policies	
Summary of significant accounting policies	

2. Summary of significant accounting policies

Basis of Presentation

The accompanying unaudited condensed consolidated financial statements of the Company have been prepared in accordance with generally accepted accounting principles in the United States ("GAAP") for interim financial reporting and as required by Regulation S-X, Rule 10-01 under the assumption that the Company will continue as a going concern for the next twelve months. Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements, or any adjustments that might result from the uncertainty related to the Company's ability to continue as a going concern. In the opinion of management, all adjustments (including those which are normal and recurring) considered necessary for a fair presentation of the interim financial information have been included. When preparing financial statements in conformity with GAAP, the Company must make estimates and assumptions that affect the reported amounts and related disclosures at the date of the financial statements. Actual results could differ from those estimates. Additionally, operating results for the three and six months ended June 30, 2024 are not necessarily indicative of the results that may be expected for any other interim period or for the year ending December 31, 2024. For further information, refer to the financial statements and footnotes included in the Company's Annual Report on Form 10-K for the year ended December 31, 2023, as filed with the SEC on March 14, 2024.

Significant Accounting Policies

The significant accounting policies are described in *Note 2. Significant accounting policies* in the Company's Annual Report on Form 10-K for the year ended December 31, 2023.

Recently issued accounting standards updates

In November 2023, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures ("ASU 2023-07"), which is intended to improve reportable segment disclosure requirements, primarily through enhanced disclosures about significant segment expenses and by extending the disclosure requirements to entities with a single reportable segment. The guidance is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024. Early adoption is permitted. ASU 2023-07 is to be applied retrospectively to all prior periods presented in the financial statements. The Company is currently evaluating the potential impact of adopting this new guidance on the Company's condensed consolidated financial statements and related disclosures.

In December 2023, the FASB issued ASU No. 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures ("ASU 2023-09"). The guidance in ASU 2023-09 improves the transparency of income tax disclosures by greater disaggregation of information in the rate reconciliation and income taxes paid disaggregated by jurisdiction. The standard is effective for public companies for fiscal years beginning after December 15, 2024, with early adoption permitted. The Company is currently evaluating the impact that the adoption of ASU 2023-09 may have on its condensed consolidated financial statements and related disclosures.

Other recent accounting pronouncements issued, but not yet effective, are not expected to be applicable to the Company or have a material effect on the condensed consolidated financial statements upon future adoption.

Concentrations of credit risk and off-balance sheet risk

Cash, cash equivalents, investments and trade accounts receivable are financial instruments that potentially subject the Company to concentrations of credit risk. The Company mitigates this risk by maintaining its cash and cash equivalents and investments with high quality, accredited financial institutions. The management of the Company's investments is not discretionary on the part of these financial institutions. As of June 30, 2024, the Company's cash, cash equivalents and investments were deposited at four financial institutions and it has no significant off-balance sheet concentrations of credit risk, such as foreign currency exchange contracts, option contracts or other hedging arrangements.

As of June 30, 2024, Secura made up all of the Company's account receivable balance. The Company assesses the creditworthiness of all its customers and sets and reassesses customer credit limits to ensure the collectability of any accounts receivable balances are assured.

For the six months ended June 30, 2024, there was one customer, Secura, who individually accounted for all of the Company's revenue. Refer to *Note 13. License, collaboration and commercial agreements* for a detailed discussion of the Secura APA.

Proceeds from Grants

In May 2022, the Company was awarded the "Therapeutic Accelerator Award" grant from Pancreatic Cancer Network ("PanCAN") for up to $3.8 million (the "PanCAN Grant"). In August 2022, PanCAN agreed to provide the Company with an additional $0.5 million for the collection and analysis of patient samples. The grant is supporting a Phase 1b/2 clinical trial of GEMZAR (gemcitabine) and ABRAXANE (Nab-paclitaxel) in combination with avutometinib and defactinib entitled RAMP 205. The RAMP 205 trial is evaluating whether combining avutometinib (to target mutant Kirsten rat sarcoma viral oncogene homolog ("KRAS"), which is found in more than 90% of pancreatic adenocarcinomas, and defactinib (to reduce stromal density and adaptive resistance to avutometinib) to the standard GEMZAR/ABRAXANE regimen improves outcomes for patients with such pancreatic cancers. The Company recognizes grants as contra research and development expense in the consolidated statement of operations and comprehensive loss on a systematic basis over the periods in which the Company recognizes as expenses the related costs for which the grants are intended to compensate. Eligible expenses incurred in excess of grant payments received up to the total amount of the PanCAN Grant are recorded as a grant receivable. Through June 30, 2024, the Company has received $3.5 million of cash proceeds which was initially recorded as deferred liabilities on the balance sheet. The Company recorded $0.6 million and $2.0 million of the proceeds as a reduction of research and development expense during the three and six months ended June 30, 2024, respectively. As of June 30, 2024, the company recorded $0.8 million as a grant receivable related to the PanCAN Grants in the condensed consolidated balance sheet. As of December 31, 2023, the Company recorded $0.3 million as deferred liabilities related to the PanCAN Grant in the condensed consolidated balance sheet.

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Cash, cash equivalents and restricted cash

6 Months Ended
Jun. 30, 2024

Cash, cash equivalents and restricted cash

Cash, cash equivalents and restricted cash

3. Cash, cash equivalents and restricted cash

The following table provides a reconciliation of cash, cash equivalents and restricted cash reported within the condensed consolidated balance sheets that sum to the total of the same such amounts shown in the condensed consolidated statements of cash flows (in thousands):

	June 30, 2024	December 31, 2023
Cash and cash equivalents	$ 83,371	$ 77,909
Restricted cash	241	1,167
Total cash, cash equivalents and restricted cash	**$ 83,612**	**$ 79,076**

Amounts included in restricted cash as of June 30, 2024 is cash held to collateralize outstanding letters of credit provided as a security deposit for the Company's office space located in Needham, Massachusetts in the amount of $0.2 million. Amounts included in restricted cash as of December 31, 2023 represent (i) cash received pursuant to the PanCAN Grant restricted for expenditures for specific research and development activities of $0.9 million and (ii) cash held to collateralize outstanding letters of credit provided as a security deposit for the Company's office space located in Needham, Massachusetts in the amount of $0.2 million. The letters of credit are included in non-current restricted cash on the condensed consolidated balance sheets as of June 30, 2024, and December 31, 2023. Cash received pursuant to the PanCAN Grant is included in prepaid expenses and other current assets on the condensed consolidated balance sheets as of December 31, 2023.

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Fair value of financial instruments

6 Months Ended
Jun. 30, 2024

Fair value of financial instruments

Fair value of financial instruments

4. Fair value of financial instruments

The Company determines the fair value of its financial instruments based upon the fair value hierarchy, which prioritizes valuation inputs based on the observable nature of those inputs. The fair value hierarchy applies only to the valuation inputs used in determining the reported fair value of the investments and is not a measure of the investment credit quality. The hierarchy defines three levels of valuation inputs:

Level 1 inputs	Quoted prices in active markets for identical assets or liabilities that the Company can access at the measurement date.
Level 2 inputs	Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.
Level 3 inputs	Unobservable inputs that reflect the Company's own assumptions about the assumptions market participants would use in pricing the asset or liability.

Items Measured at Fair Value on a Recurring Basis

The following table presents information about the Company's financial instruments that are measured at fair value on a recurring basis (in thousands):

	June 30, 2024			
Description	**Total**	**Level 1**	**Level 2**	**Level 3**
Financial assets				
Cash equivalents	$ 75,424	$ 75,424	$ —	$ —
Total financial assets	**$ 75,424**	**$ 75,424**	**$ —**	**$ —**
Preferred stock tranche liability	$ —	$ —	$ —	$ —

	December 31, 2023			
Description	**Total**	**Level 1**	**Level 2**	**Level 3**
Financial assets				
Cash equivalents	$ 46,093	$ 46,093	$ —	$ —
Short-term investments	59,220	5,992	53,228	—
Total financial assets	**$ 105,313**	**$ 52,085**	**$ 53,228**	**$ —**
Preferred stock tranche liability	$ 4,189	$ —	$ —	$ 4,189

The Company's cash equivalents and short-term investments consist of U.S. Government money market funds, corporate bonds, agency bonds and commercial paper of publicly traded companies. The investments and cash equivalents have been initially valued at the transaction price and subsequently valued, at the end of each reporting period, utilizing third party pricing services or other market observable data. The pricing services utilize industry standard valuation models, including both income and market-based approaches and observable market inputs to determine value. These observable market inputs include reportable trades, benchmark yields, credit spreads, broker/dealer quotes, bids, offers, current spot rates and other industry and economic events. The Company validates the prices provided by third party pricing services by reviewing their pricing methods and matrices, obtaining market values from other pricing sources, analyzing pricing data in certain instances and confirming that the relevant markets are active. After completing its validation procedures, the Company did not adjust or override any fair value measurements provided by the pricing services as of June 30, 2024, or December 31, 2023.

A preferred stock tranche liability was recorded as a result of the entry into the Securities Purchase Agreement (defined herein) (see *Note 10. Capital Stock).* The fair value measurement of the preferred stock tranche liability is classified as Level 3 under the fair value hierarchy. The fair value of the preferred stock tranche liability at inception and December 31, 2023 was determined using a Monte-Carlo simulation. The inputs to the Monte-Carlo include the risk-free rate, stock price volatility, expected dividends and remaining term. Significant increases or decreases in any of those inputs in isolation could result in a significantly lower or higher fair value measurement. Using a Black-Scholes option pricing model, the fair value of the preferred stock tranche liability at June 30, 2024 was determined to be de minimis driven by the limited time to expiration and the significant stock price hurdle in relation to the stock price of the Company's common stock on June 30, 2024. The preferred stock tranche liability expired in July 2024.

Below are the inputs used to value the preferred stock tranche liability at June 30, 2024, and December 31, 2023:

	June 30, 2024	December 31, 2023
Risk-free interest rate	5.47 %	5.13-5.52 %
Volatility	90 %	75 %
Dividend yield	—	—
Remaining term (years)	0.1	0.6

The following table represents a reconciliation of the preferred stock right liability recorded in connection with the entry into the Securities Purchase Agreement (in thousands):

January 1, 2024	**$ 4,189**
Fair value adjustment	(4,189)

June 30, 2024	**$ —**

Fair Value of Financial Instruments

The fair value of the Company's long-term debt was determined using a discounted cash flow analysis with current applicable rates for similar instruments as of the condensed consolidated balance sheet dates. The Company estimates that the fair value of its long-term debt was approximately $40.1 million as of June 30, 2024, which differs from the carrying value of $40.3 million. The Company estimates that the fair value of its long-term debt was approximately $39.6 million as of December 31, 2023, which differs from the carrying value of $40.1 million. The fair value of the Company's long-term debt was determined using Level 3 inputs.

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Investments

6 Months Ended
Jun. 30, 2024

Investments
Investments

5. Investments

Cash, cash equivalents, restricted cash and investments consist of the following (in thousands):

	June 30, 2024			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Cash, cash equivalents & restricted cash:				
Cash and money market accounts	$ 83,612	$ —	$ —	$ 83,612
Total cash, cash equivalents & restricted cash:	**$ 83,612**	**$ —**	**$ —**	**$ 83,612**

	December 31, 2023			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Cash, cash equivalents & restricted cash:				
Cash and money market accounts	$ 79,076	$ —	$ —	$ 79,076
Total cash, cash equivalents & restricted cash:	$ 79,076	$ —	$ —	$ 79,076
Investments:				
Corporate bonds, agency bonds and commercial paper (due within 1 year)	$ 59,208	$ 13	(1)	$ 59,220
Total investments	$ 59,208	$ 13	$ (1)	$ 59,220
Total cash, cash equivalents, restricted cash and investments	**$ 138,284**	**$ 13**	**$ (1)**	**$ 138,296**

There were no realized gains or losses on investments for the three or six months ended June 30, 2024, or 2023. Accrued interest receivable is excluded from the amortized cost and estimated fair value of the Company's investments. Accrued interest receivable of $0.1 million is presented within prepaid expenses and other current assets on the condensed consolidated balance sheets at each June 30, 2024 and December 31, 2023. There were zero and two debt securities in an unrealized loss position as of June 30, 2024, and December 31, 2023, respectively. None of these investments had been in an unrealized loss position for more than 12 months as of December 31, 2023. The Company considered the decline in the market value for these securities to be primarily attributable to current economic conditions and not credit related. At December 31, 2023, the Company had the intent and ability to hold such securities until recovery. As a result, the Company did not record any charges for credit-related impairments for its investments as of December 31, 2023.

The following is a summary of available-for-sale securities with unrealized losses for less than 12 months as of June 30, 2024 and December 31, 2023 (in thousands):

	June 30, 2024		December 31, 2023	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Corporate bonds, agency bonds and commercial paper (due within 1 year)	$ —	$ —	$ 8,896	$ (1)
Total available-for-sale securities in an unrealized loss position	**$ —**	**$ —**	**$ 8,896**	**$ (1)**

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Accrued expenses

6 Months Ended
Jun. 30, 2024

Accrued expenses
Accrued expenses

6. Accrued expenses

Accrued expenses consist of the following (in thousands):

	June 30, 2024	December 31, 2023
Accrued clinical trial expenses	$ 7,608	$ 6,518
Accrued contract manufacturing expenses	2,760	2,010
Accrued other research and development expenses	1,184	1,043
Accrued compensation and related benefits	3,089	4,796
Accrued professional fees	547	637
Accrued consulting fees	1,202	1,078
Accrued interest	306	316
Accrued commercialization costs	362	453
Accrued other	137	1,077
Total accrued expenses	**$ 17,195**	**$ 17,928**

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Debt

6 Months Ended
Jun. 30, 2024

Long-term debt
Debt

7. Debt

On March 25, 2022 (the "Closing Date"), the Company entered into a loan and security agreement (the "Original Loan Agreement") with Oxford, as collateral agent and a lender, and Oxford Finance Credit Fund III LP, as a lender ("OFCF III" and together with Oxford, the "Lenders"), pursuant to which the Lenders have agreed to lend the Company up to an aggregate principal amount of $150.0 million in a series of term loans (the "Term Loans"). On January 4, 2024, the Company amended the Original Loan Agreement (as amended, the "Loan Agreement") to extend the date by which it may draw down the Term C Loan from March 31, 2024, to March 31, 2025.

Pursuant to the Loan Agreement, the Company received an initial Term Loan of $25.0 million on the Closing Date, and drew down the second term loan of $15.0 million (the "Term B Loan") on March 22, 2023, and may borrow an additional $110.0 million of Term Loans at its option upon the satisfaction of certain conditions as follows:

i. $25.0 million (the "Term C Loan"), when the Company has received accelerated or full approval from the FDA of avutometinib for the treatment of LGSOC (the "Term C Milestone"). The Company may draw the Term C Loan within 60 days after the occurrence of the Term C Milestone, but no later than March 31, 2025.
ii. $35.0 million (the "Term D Loan"), when the Company has achieved at least $50.0 million in gross product revenue calculated on a trailing six-month basis (the "Term D Milestone"). The Company may draw the Term D Loan within 30 days after the occurrence of the Term D Milestone, but no later than March 31, 2025.
iii. $50.0 million (the "Term E Loan"), at the sole discretion of the Lenders.

The Term Loans bear interest at a floating rate equal to (a) the greater of (i) the one-month CME Secured Overnight Financing Rate and (ii) 0.13% plus (b) 7.37%, which is subject to an overall floor and cap. Interest is payable monthly in arrears on the first calendar day of each calendar month. As a result of the Term B Loan drawdown, beginning (i) April 1, 2025, or (ii) April 1, 2026, if either (A) avutometinib has received FDA approval for the treatment of LGSOC or (B) COPIKTRA has received FDA approval for the treatment of peripheral T-cell lymphoma, the Company shall repay the Term Loans in consecutive equal monthly payments of principal, together with applicable interest, in arrears. All unpaid principal and accrued and unpaid interest with respect to each Term Loan is due and payable in full on March 1, 2027.

The Company is required to make a final payment of 5.0% of the original principal amount of the Term Loans that are drawn, payable at maturity or upon any earlier acceleration or prepayment of the Term Loans (the "Final Payment Fee"). The Company may prepay all, but not less than all, of the Term Loans, subject to a prepayment fee equal to (i) 3.0% of the principal amount of the applicable Term Loan if prepaid on or before the first anniversary date of the funding date of such Term Loan, (ii) 2.0% of the principal amount of the applicable Term Loan if prepaid after the first anniversary and on or before the second anniversary of the funding date of such Term Loan, and (iii) 1.0% of the principal amount of the applicable Term Loan if prepaid after the second anniversary of the applicable funding date of such Term Loan. All Term Loans are subject to a facility fee of 0.5% of the principal amount.

The Loan Agreement contains no financial covenants. The Loan Agreement includes customary events of default, including, among others, payment defaults, breach of representations and warrants, covenant defaults, judgment defaults, insolvency and bankruptcy defaults, and a material adverse change. The occurrence of an event of default could result in the acceleration of the obligations under the Loan Agreement, termination of the Term Loan commitments and the right to foreclose on the collateral securing the obligations. During the existence of an event of default, the Term Loans will accrue interest at a rate per annum equal to 5.0% above the otherwise applicable interest rate.

In connection with the Loan Agreement, the Company granted Oxford a security interest in all of the Company's personal property now owned or hereafter acquired, excluding intellectual property (but including the right to payments and proceeds of intellectual property), and a negative pledge on intellectual property.

The Company assessed all terms and features of the Loan Agreement in order to identify any potential embedded features that would require bifurcation. As part of this analysis, the Company assessed the economic characteristics and risks of the Loan Agreement, including put and call features. The Company determined that all features of the Loan Agreement were clearly and closely associated with a debt host and did not require bifurcation as a derivative liability, or the fair value of the feature was immaterial to the Company's financial statements. The Company reassesses the features on a quarterly basis to determine if they require separate accounting. There have been no changes to the Company's assessment through June 30, 2024.

The debt issuance costs and the Final Payment Fee have been recorded as a debt discount which are being accreted to interest expense through the maturity date of the Term Loan using the effective interest method. The components of the carrying value of the debt as of June 30, 2024, and December 31, 2023, are detailed below (in thousands):

	June 30, 2024	December 31, 2023
Principal loan balance	$ 40,000	$ 40,000
Final Payment Fee	907	661
Debt issuance costs, net of accretion	(591)	(575)
Total Long-term debt, net of discount	**40,316**	**40,086**
Current portion of long-term debt	4,926	—

Long-term debt, net of current portion	**$ 35,390**	**$ 40,086**

The following table sets forth total interest expense for the three-month and six-month periods ended June 30, 2024 and 2023 (in thousands):

	Three months ended June 30,		Six months ended June 30,	
	2024	2023	2024	2023
Contractual Interest	$ 945	$ 949	$ 1,889	$ 1,581
Amortization of debt discount and issuance costs	68	57	133	115
Amortization of Final Payment Fee	125	115	246	194
Total	**$ 1,138**	**$ 1,121**	**$ 2,268**	**$ 1,890**

As of June 30, 2024, future principal payments due are as follows (in thousands):

2024	—
2025	15,000
2026	20,000
2027	5,000
Total principal payments	**$ 40,000**

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Leases

6 Months Ended
Jun. 30, 2024

Leases

Leases

8. Leases

On April 15, 2014, the Company entered into a lease agreement for approximately 15,197 square feet of office and laboratory space in Needham, Massachusetts. Effective February 15, 2018, the Company amended its lease agreement to relocate within the facility to another location consisting of 27,810 square feet of office space (the "Amended Lease Agreement"). The Amended Lease Agreement extends the expiration date of the lease from September 2019 through June 2025. Pursuant to the Amended Lease Agreement, the initial annual base rent amount is approximately $0.7 million, which increases during the lease term to $1.1 million for the last twelve-month period.

The Company accounted for its Needham, Massachusetts office space as an operating lease. The Company's lease contains an option to renew and extend the lease terms and an option to terminate the lease prior to the expiration date. The Company has not included the lease extension or the termination options within the right-of-use asset and lease liability on the condensed consolidated balance sheets as neither option is reasonably certain to be exercised. The Company's lease includes variable non-lease components (e.g., common area maintenance, maintenance, consumables, etc.) that are not included in the right-of-use asset and lease liability and are reflected as an expense in the period incurred. The Company does not have any other operating or finance leases.

As of June 30, 2024, a right-of-use asset of $0.8 million and lease liability of $1.0 million are reflected on the condensed consolidated balance sheets. The elements of lease expense were as follows (dollar amounts in thousands):

	Three months ended June 30,		Six months ended June 30,	
	2024	2023	2024	2023
Lease Expense				
Operating lease expense	$ 221	$ 221	$ 442	$ 442
Total Lease Expense	**$ 221**	**$ 221**	**$ 442**	**$ 442**
Other Information - Operating Leases				
Operating cash flows paid for amounts included in measurement of lease liabilities	$ 268	$ 262	$ 535	$ 525

	June 30, 2024
Other Balance Sheet Information - Operating Leases	
Weighted average remaining lease term (in years)	1.0
Weighted average discount rate	14.6%
Maturity Analysis	
2024	546
2025	546
Total	**$ 1,092**
Less: Present value discount	(70)
Lease Liability	**$ 1,022**

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Notes Payable

6 Months Ended
Jun. 30, 2024

Notes Payable [Abstract]

Notes Payable

9. Notes Payable

In February 2024, the Company entered into a finance agreement with AFCO Premium Credit LLC ("AFCO"). Pursuant to the terms of the agreement, AFCO loaned the Company the principal amount of $1.3 million, which accrues interest at 8.3% per annum, to fund a portion of the Company's insurance policies. The Company is required to make monthly payments of $0.1 million through October 2024 including principal and interest. The agreement assigns AFCO a security interest in (i) all unearned premiums and dividends which may become payable under the insurance policies financed pursuant to this agreement, (ii) loss payments which reduce the unearned premiums, and (iii) the Company's interest in any state insurance guarantee fund related to any of the insurance policies financed pursuant to this agreement. The outstanding balance at June 30, 2024 was $0.5 million recorded as note payable on the condensed consolidated balance sheets.

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Capital stock

6 Months Ended
Jun. 30, 2024

Capital stock

Capital stock

10. Capital stock

June 2023 Public Offering

On June 15, 2023, the Company entered into an underwriting agreement (the "Underwriting Agreement") with RBC Capital Markets, LLC and Cantor Fitzgerald & Co. ("Cantor"), as representatives of several underwriters (the "Underwriters") to offer 7,181,409 shares of the Company's common stock, at a price to the public of $9.75 per share, less the underwriting discounts and commissions, and, in lieu of shares of common stock to certain investors, pre-funded warrants to purchase up to an aggregate of 1,538,591 shares of common stock at a price to the public of $9.749 per share of common stock underlying a pre-funded warrant, which represents the per share public offering price for the shares of common stock less the $0.001 per share exercise price for each such share of common stock underlying a pre-funded warrant (the "June 2023 Offering"). In addition, the Company granted the Underwriters an option to purchase, at the public offering price less any underwriting discounts and commissions, an additional 1,308,000 shares of common stock,
exercisable for 30 days from the date of the Underwriting Agreement, which the Underwriters exercised in full on June 16, 2023. The June 2023 Offering closed on June 21, 2023.

The Company could not have effected the exercise of any pre-funded warrant, and a holder was not entitled to exercise any portion of any pre-funded warrant if, upon giving effect to such exercise, the aggregate number of shares of common stock beneficially owned by the holder (together with its affiliates) would have exceeded 9.99% of the number of shares of common stock outstanding immediately after giving effect to the exercise, which percentage could have been increased or decreased at the holder's election upon 61 days' notice to the Company subject to the terms of such pre-funded warrant, provided that such percentage in no event exceeded 19.99%.

Each pre-funded warrant had an exercise price equal to $0.001 per share of common stock. The exercise price and the number of shares of common stock issuable upon exercise of each pre-funded warrant was subject to appropriate adjustment in the event of certain stock dividends and distributions, stock splits, stock combinations, reclassifications or similar events affecting the Company's common stock as well as upon any distribution of assets, including cash, stock or other property, to the Company's stockholders. The pre-funded warrants were exercisable as of June 21, 2023, did not expire and were exercisable in cash or by means of a cashless exercise. In addition, upon the consummation of an acquisition (as described in the pre-funded warrant agreements), each pre-funded warrant would have automatically been converted into the right of the holder of such pre-funded warrant to receive the kind and amount of securities, cash or other property that such holders would have received had they exercised such pre-funded warrant immediately prior to such acquisition, without regard to any limitations on exercise contained in the pre-funded warrants.

The pre-funded warrants could not have required cash settlement, were freestanding financial instruments that were legally detachable and separately exercisable from the shares of common stock with which they were issued, were immediately exercisable, and did not embody an obligation for the Company to repurchase its common stock shares and permitted the holders to receive a fixed number of shares of common stock upon exercise. Additionally, the pre-funded warrants did not provide any guarantee of value or return. Accordingly, the pre-funded warrants were classified as a component of permanent equity. After deducting for commissions and other offering expenses, the Company received net proceeds of approximately $91.4 million from the sale of 8,489,409 shares of common stock and pre-funded warrants to purchase up to 1,538,591 shares of common stock.

During the quarter ended June 30, 2024, the holders exercised pre-funded warrants representing 1,538,591 underlying shares of common stock, exercise price $0.0001 per share, via cashless exercise resulting in the issuance of 1,538,201 shares of common stock. As of June 30, 2024, there were no pre-funded warrants outstanding.

Series B Convertible Preferred Stock

Under the amended and restated certificate of incorporation, the Company's board of directors has the authority, without further action by the stockholders, to issue up to 5,000,000 shares of preferred stock in one or more series, to establish from time to time the number of shares to be included in each such series, to fix the rights, preferences and privileges of the shares of each wholly unissued series and any qualifications, limitations or restrictions thereon and to increase or decrease the number of shares of any such series, but not below the number of shares of such series then outstanding.

On January 24, 2023, the Company entered into a Securities Purchase Agreement (the "Securities Purchase Agreement") with certain purchasers pursuant to which the Company agreed to sell and issue to the purchasers in a private placement (the "Private Placement") up to 2,144,160 shares of its Series B convertible preferred stock, par value $0.0001 per share (the "Series B Convertible Preferred Stock"), in two tranches. On January 24, 2023, the Company filed the Certificate of Designation of the Preferences, Rights and Limitations of the Series B Convertible Preferred Stock (the "Series B Convertible Preferred Stock Certificate of Designation") setting forth the preferences, rights and limitations of the Series B Convertible Preferred Stock with the Secretary of State of the State of Delaware. The Series B Convertible Preferred Stock Certificate of Designation became effective upon filing.

Each share of the Series B Convertible Preferred Shares is convertible into 3.5305 shares of the Company's common stock, such conversion rate reflects an adjustment to account for the Reverse Stock Split, at the option of the
holders at any time, subject to certain limitations, including that the holder will be prohibited from converting Series B Convertible Preferred Stock into common stock if, as a result of such conversion, the holder, together with its affiliates, would beneficially own a number of shares of common stock above a conversion blocker, which is initially set at 9.99% (the "Conversion Blocker") of the total common stock then issued and outstanding immediately following the conversion of such shares of Series B Convertible Preferred Stock. Holders of the Series B Convertible Preferred Stock are permitted to increase the Conversion Blocker to an amount not to exceed 19.99% upon 60 days' notice.

The Company agreed to sell and issue in the first tranche of the Private Placement 1,200,000 shares of Series B Convertible Preferred Stock at a purchase price of $25.00 per share of Series B Convertible Preferred Stock (equivalent to $7.0812 per share of common stock on a post-Reverse Stock Split basis). The first tranche of the Private Placement closed on January 27, 2023. The Company received gross proceeds from the first tranche of the Private Placement of approximately $30.0 million, before deducting fees to the placement agent and other offering expenses payable by the Company

("Series B Convertible Preferred Stock Proceeds").

In addition, the Company agreed to sell and issue in the second tranche of the Private Placement 944,160 shares of Series B Convertible Preferred Stock at a purchase price of $31.77 per share of Series B Convertible Preferred Stock (equivalent to $9.00 per share of common stock on a post-Reverse Stock Split basis) if at any time within 18 months following the closing of the first tranche the 10-day volume weighted average price of the Company's common stock (as quoted on Nasdaq and as calculated by Bloomberg) should reach at least $13.50 per share, such threshold reflects an adjustment to account for the Reverse Stock Split (which may be further adjusted for any reorganization, recapitalization, non-cash dividend, stock split, reverse stock split or other similar transaction as needed) with aggregate trading volume during the same 10-day period of at least $25 million (the "Second Tranche Right"). The second tranche of the Private Placement is expected to close within seven trading days of meeting the second tranche conditions and will be subject to additional, customary closing conditions. If the Second Tranche Right conditions are satisfied, the Company anticipates receiving gross proceeds from the second tranche of the Private Placement of approximately $30.0 million, before deducting fees to the placement agent and other offering expenses payable by the Company.

The Series B Convertible Preferred Stock ranks (i) senior to the common stock; (ii) senior to all other classes and series of equity securities of the Company that by their terms do not rank senior to the Series B Convertible Preferred Stock; (iii) senior to all shares of the Company's Series A Convertible Preferred Stock the equity securities described in (i)-(iii), the "Junior Stock"); (iv) on parity with any class or series of capital stock of the Company hereafter created specifically ranking by its terms on parity with the Series B Convertible Preferred Stock (the "Parity Stock"); (v) junior to any class or series of capital stock of the Company hereafter created specifically ranking by its terms senior to any Series B Convertible Preferred Stock ("Senior Stock"); and (vi) junior to all of the Company's existing and future debt obligations, including convertible or exchangeable debt securities, in each case, as to distributions of assets upon liquidation, dissolution or winding up of the Company, whether voluntarily or involuntarily and as to the right to receive dividends.

In the event of the liquidation, dissolution or winding up of the affairs of the Company, whether voluntary or involuntary, after payment or provision for payment of the debts and other liabilities of the Company, and subject to the prior and superior rights of any Senior Stock, each holder of shares of Series B Convertible Preferred Stock will be entitled to receive, in preference to any distributions of any of the assets or surplus funds of the Company to the holders of the common stock and any of the Company's securities that are Junior Stock and pari passu with any distribution to the holders of any Parity Stock, an amount equal to $1.00 per share of Series B Convertible Preferred Stock, plus an additional amount equal to any dividends declared but unpaid on such shares, before any payments shall be made or any assets distributed to holders of the common stock or any of our securities that Junior Stock.

So long as any shares of the Series B Convertible Preferred Stock remain outstanding, the Company cannot without the affirmative vote or consent of the holders of majority of the shares of the Series B Convertible Preferred Stock then-outstanding, in which the holders of the Series B Convertible Preferred Stock vote separately as a class: (a) amend, alter, modify or repeal (whether by merger, consolidation or otherwise) the Series B Convertible Preferred Stock Certificate of Designation, the Company's certificate of incorporation, or the Company's bylaws in any manner that adversely affects the rights, preferences, privileges or the restrictions provided for the benefit of, the Series B Convertible Preferred Stock; (b) issue further shares of Series B Convertible Preferred Stock or increase or decrease (other than by conversion) the number of authorized shares of Series B Convertible Preferred Stock; (c) authorize or issue any Senior Stock; or (d) enter into any agreement to do any of the foregoing that is not expressly made conditional on obtaining the affirmative vote or written consent of the majority of then-outstanding Series B Convertible Preferred Stock. Holders of Series B Convertible Preferred Stock are entitled to receive when, as and if dividends are declared and paid on the common stock, an equivalent dividend, calculated on an as-converted basis. Shares of Series B Convertible Preferred Stock are otherwise not entitled to dividends.

The Company classified the first tranche of the Series B Convertible Preferred Stock as temporary equity in the condensed consolidated balance sheets as the Company could be required to redeem the Series B Convertible Preferred Stock if the Company cannot convert the Series B Convertible Preferred Stock into shares of common stock for any reason including due to any applicable laws or by the rules or regulations of any stock exchange, interdealer quotation system, or other self-regulatory organization with jurisdiction over the Company which is not solely in the control of the Company. If the Company were required to redeem the Series B Convertible Preferred Stock, it would be based upon the volume-weighted-average price of common stock on an as converted basis on the date the holders provided a conversion notice to the Company. As of June 30, 2024, the Company did not adjust the carrying value of the Series B Convertible Preferred Stock since it was not probable the holders would be unable to convert the Series B Convertible Preferred Stock into shares of common stock due to any reason including due to any applicable laws or by the rules or regulations of any stock exchange, interdealer quotation system, or other self-regulatory organization with jurisdiction over the Company.

The Company evaluated the Second Tranche Right under Accounting Standard Codification 480, *Distinguishing Liabilities from Equity* ("ASC 480") and determined that it met the requirements for separate accounting from the initial issuance of Series B Convertible Preferred Stock as a freestanding financial instrument. The Company then determined the Second Tranche Right should be liability classified pursuant to ASC 480. As a result, the Company classified the Second Tranche Right as a non-current liability within the condensed consolidated balance sheets and the Second Tranche Right was initially recorded at fair value and is subsequently re-measured at fair value at the end of each reporting period. The fair value of the Second Tranche Right on the date of issuance was determined to be $6.9 million based on a Monte-Carlo valuation and the Company allocated $6.9 million of the Series B Convertible Preferred Stock Proceeds to this liability and recorded this amount as preferred stock tranche liability. On June 30, 2024, and December 31, 2023, the fair value of the Second Tranche Right was determined to be $0.0 million, and $4.2 million, respectively, and the Company recorded this amount as preferred stock tranche liability on the condensed consolidated balance sheets. The Second Tranche Right expired in July 2024. The Company recorded the mark-to-market adjustment of $10.2 million and $4.2 million for the three and six months ended June 30, 2024, respectively, under change in fair value of preferred stock tranche liability within the condensed consolidated statements of operations and loss. The Company recorded the mark-to-market adjustment of $4.0 million and $0.5 million for the three and six months ended June 30, 2023, respectively, under change in fair value of preferred stock tranche liability within the condensed consolidated statements of operations and loss.

The Company determined that all other features of the securities offered pursuant to the Securities Purchase Agreement were clearly and closely associated with the equity host and did not require bifurcation or the fair value of the feature was immaterial to the Company's condensed consolidated financial statements. The Company reassesses the features on a quarterly basis to determine if they require separate accounting. There have been no changes to the Company's original assessment through June 30, 2024.

Series A Convertible Preferred Stock

On November 4, 2022, the Company entered into an exchange agreement (the "Exchange Agreement") with Biotechnology Value Fund, L.P., Biotechnology Value Fund II, L.P., Biotechnology Value Trading Fund OS LP and MSI BVF SPV, LLC (collectively referred to as "BVF"), pursuant to which BVF exchanged 833,333 shares of the Company's common stock for 1,000,000 shares of newly designated Series A convertible preferred stock, par value $0.0001 per share (the "Series A Convertible Preferred Stock") (the "Exchange").

Each share of the Series A Convertible Preferred Stock is convertible into 0.833 shares of the Company's common stock at the option of the holder at any time, subject to certain limitations, including that the holder will be prohibited from
converting Preferred Stock into common stock if, as a result of such conversion, the holder, together with its affiliates, would beneficially own a number of shares of common stock above the Conversion Blocker, initially set at 9.99%, of the total common stock then issued and outstanding immediately following the conversion of such shares of Preferred Stock. Holders of the Series A Convertible Preferred Stock are permitted to increase the Conversion Blocker to an amount not to exceed 19.99% upon 60 days' notice.

Shares of Series A Convertible Preferred Stock generally have no voting rights, except as required by law and except that the consent of a majority of the holders of the outstanding Series A Convertible Preferred Stock will be required to amend the terms of the Series A Convertible Preferred Stock. In the event of the Company's liquidation, dissolution or winding up, holders of Series A Convertible Preferred Stock will participate pari passu with any distribution of proceeds to holders of common stock. Holders of Series A Convertible Preferred Stock are entitled to receive when, as and if dividends are declared and paid on the common stock, an equivalent dividend, calculated on an as-converted basis. Shares of Series A Convertible Preferred Stock are otherwise not entitled to dividends.

The Series A Convertible Preferred Stock (i) senior to any class or series of capital stock of the Company hereafter created specifically ranking by its terms junior to the Series A Convertible Preferred Stock; (ii) on parity with the common stock and any class or series of capital stock of the Company created specifically ranking by its terms on parity with the Series A Convertible Preferred Stock; and (iii) junior to the Series B Convertible Preferred Stock and to any class or series of capital stock of the Company created specifically ranking by its terms senior to any Series A Convertible Preferred Stock, in each case, as to distributions of assets upon liquidation, dissolution or winding up of the Company, whether voluntarily or involuntarily.

The Company evaluated the Series A Convertible Preferred Stock for liability or equity classification under ASC 480, and determined that equity treatment was appropriate because the Series A Convertible Preferred Stock did not meet the definition of the liability under ASC 480. Additionally, the Series A Convertible Preferred Stock is not redeemable for cash or other assets (i) on a fixed or determinable date, (ii) at the option of the holder, or (iii) upon the occurrence of an event that is not solely within control of the Company. As such, the Company recorded the Series A Convertible Preferred Stock as permanent equity.

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Stock-based compensation

6 Months Ended Jun. 30, 2024

Stock-based compensation
Stock-based compensation

11. Stock-based compensation

Option Exchange Program

On January 17, 2024, the Company's stockholders, upon recommendation of the board of directors, approved a one-time stock option exchange program (the "Option Exchange Program") for certain employees, executive officers and non-employee directors of the Company who held certain underwater options and remained employed or otherwise engaged by the Company through the completion of the Exchange Offer. The Company's offer to participate in the Option Exchange Program commenced on February 8, 2024, and expired on March 8, 2024 (the "Exchange Offer"). Pursuant to the Exchange Offer, 42 eligible holders elected to exchange, and the Company accepted for cancellation, eligible options to purchase an aggregate of 603,330 shares of the Company's common stock (the "Exchanged Options"). On March 11, 2024, promptly following the expiration of the Exchange Offer, the Company granted new options to purchase 603,330 shares of common stock (the "New Options"), pursuant to the terms of the Exchange Offer and the Amended and Restated 2021 Equity Incentive Plan (the "2021 Plan"). The exercise price of the New Options granted was $11.44 per share, which was the closing price of the Company's common stock on the Nasdaq Capital Market on the grant date of the New Options.

The exchange of stock options was treated as a modification for accounting purposes. As a result of the Option Exchange Program, the Company will recognize incremental stock-based compensation expense of $1.7 million over the requisite service period of the New Options, which is two or four years depending on whether the Exchanged Options were vested at the time of exchange. Since the Exchanged Options were not at-the-money on the modification date, the Company was precluded from utilizing the simplified method as described in SEC Staff Accounting Bulletin Topic 14.D.2 to calculate the expected term as a key assumption in the Black-Scholes pricing model. Therefore, the Company utilized the binomial lattice model to calculate the fair value of the Exchanged Options immediately prior to the exchange. The Company utilized the Black-Scholes option-pricing model to calculate the fair value of the New Options
on the modification date. The Company will recognize the remaining unamortized stock compensation expense for the Exchanged Options on the modification date over the original requisite service period of the Exchanged Options.

Stock options

A summary of the Company's stock option activity and related information for the six months ended June 30, 2024 is as follows:

	Shares	Weighted-average exercise price per share	Weighted-average remaining contractual term (years)	Aggregate intrinsic value (in thousands)
Outstanding at December 31, 2023	2,270,359	$ 19.81	7.8	$ 559
Granted	179,251	6.07		
Exercised	(21,978)	7.84		
Forfeited/cancelled	(184,122)	15.41		
Expired	(23,677)	162.38		
Cancelled under the Option Exchange Program	(603,330)	30.58		
Granted under the Option Exchange Program	603,330	11.44		
Outstanding at June 30, 2024	2,219,833	$ 12.46	8.6	$ —
Vested at June 30, 2024	594,357	$ 19.22	7.2	$ —

The fair value of each stock option granted during the six months ended June 30, 2024 and 2023 was estimated on the grant date using the Black-Scholes option-pricing model using the following weighted-average assumptions:

	Six months ended June 30,	
	2024	2023
Risk-free interest rate	4.11 %	3.56 %
Volatility	97 %	90 %

Dividend yield	—	—
Expected term (years)	5.8	6.1

Restricted stock units

A summary of the Company's restricted stock unit activity and related information for the six months ended June 30, 2024 is as follows:

	Shares	Weighted-average grant date fair value per share
Outstanding at December 31, 2023	209,289	$ 18.05
Granted	950,371	$ 5.07
Vested	(33,511)	$ 21.66
Forfeited/cancelled	(28,127)	$ 16.80
Outstanding at June 30, 2024	1,098,022	$ 6.74

Employee stock purchase plan

At the Special Meeting of Stockholders, held on December 18, 2018, the stockholders approved the 2018 Employee Stock Purchase Plan ("2018 ESPP"). On June 21, 2019, the board of directors of the Company amended and restated the 2018 ESPP, to account for certain non-material changes to the plan's administration and, effective May 30, 2023, in connection with the Reverse Stock Split, the board of directors amended and restated the 2018 ESPP to account for the adjustments to the share reserves (the "Amended and Restated 2018 ESPP"). The Amended and Restated 2018 ESPP provides eligible employees with the opportunity, through regular payroll deductions, to purchase shares of the Company's common stock at 85% of the lesser of the fair market value of the common stock on (a) the date the option is granted, which is the first day of the purchase period, and (b) the exercise date, which is the last business day of the purchase period. The Amended and Restated 2018 ESPP generally allows for two six-month purchase periods per year beginning in January and July, or such other periods as determined by the compensation committee of the Company's board of directors. The fair value of shares expected to be purchased under the Amended and Restated 2018 ESPP was calculated using the following weighted-average assumptions:

	Six months ended June 30,	
	2024	2023
Risk-free interest rate	5.24 %	4.77 %
Volatility	60 %	106 %
Dividend yield	—	—
Expected term (years)	0.5	0.5

For the six months ended June 30, 2024 and 2023, the Company recognized less than $0.1 million in each period of stock-based compensation expense under the Amended and Restated 2018 ESPP. During the six months ended June 30, 2024, the Company issued 7,475 shares of common stock for proceeds of less than $0.1 million under the Amended and Restated 2018 ESPP.

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Net loss per share

Net loss per share
Net loss per share

6 Months Ended
Jun. 30, 2024

12. Net loss per share

Basic loss per common share is calculated by dividing net loss applicable to common stockholders by the weighted-average number of common shares outstanding during the period. For purposes of calculating net loss per share, weighted-average number of common shares outstanding includes the weighted average effect of the pre-funded warrants issued in June 2023, the exercise of which required little or no consideration for the delivery of shares of common stock. Diluted net loss per common share is calculated by increasing the denominator by the weighted-average number of additional shares that could have been outstanding from securities convertible into common stock, such as stock options, restricted stock units, and employee stock purchase plan shares (using the "treasury stock" method), and the 5.00% Convertible Senior Notes due 2048 (the "2018 Notes"), Series A Convertible Preferred Stock, and Series B Convertible Preferred Stock (using the "if-converted" method), unless their effect on net loss per share is anti-dilutive.

The following potentially dilutive securities were excluded from the calculation of diluted net loss per share for the periods indicated because including them would have had an anti-dilutive effect:

	Three months ended June 30,		Six months ended June 30,	
	2024	2023	2024	2023
Outstanding stock options	2,219,833	2,007,023	2,219,833	2,007,023
Outstanding restricted stock units	1,098,022	142,333	1,098,022	142,333
2018 Notes	—	3,489	—	3,489
Employee stock purchase plan	7,756	7,396	7,756	7,396
Series A Convertible Preferred Stock	833,333	833,333	833,333	833,333
Series B Convertible Preferred Stock	4,236,570	4,236,570	4,236,570	4,236,570
Total potentially dilutive securities	**8,395,514**	**7,230,144**	**8,395,514**	**7,230,144**

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License, collaboration and commercial agreements

License, collaboration and commercial agreements
License, collaboration and commercial agreements

6 Months Ended
Jun. 30, 2023

13. License, collaboration and commercial agreements

Secura

On August 10, 2020, the Company and Secura signed the Secura APA and on September 30, 2020, the transaction closed.

Pursuant to the Secura APA, the Company sold to Secura its exclusive worldwide license, including related assets, for the research, development, commercialization, and manufacture in oncology indications of products containing duvelisib. The sale included certain intellectual property related to duvelisib in oncology indications, certain existing duvelisib inventory, claims and rights under certain contracts pertaining to duvelisib. Pursuant to the Secura APA, Secura assumed all operational and financial responsibility for activities that were part of the Company's duvelisib oncology program, including all commercialization efforts related to duvelisib in the United States and Europe, as well as the Company's ongoing duvelisib clinical trials. Further, Secura assumed all obligations with existing collaboration partners developing and commercializing duvelisib, which include Yakult Honsha Co., Ltd. ("Yakult"), CSPC Pharmaceutical Group Limited ("CSPC"), and Sanofi. Additionally, Secura assumed all royalty payment obligations due under the amended and restated license agreement with Infinity Pharmaceuticals, Inc.

Pursuant to the terms of the Secura APA, Secura has paid the Company an up-front payment of $70.0 million in September 2020 and has agreed to pay the Company (i) regulatory milestone payments up to $45.0 million, consisting of a payment of $35.0 million upon receipt of regulatory approval of COPIKTRA in the United States for the treatment of peripheral T-cell lymphoma and a payment of $10.0 million upon receipt of the first regulatory approval for the commercial sale of COPIKTRA in the European Union for the treatment of peripheral T-cell lymphoma, (ii) sales milestone payments of up to $50.0 million, consisting of $10.0 million when total worldwide net sales of COPIKTRA exceed $100.0 million, $15.0 million when total worldwide net sales of COPIKTRA exceed $200.0 million and $25.0 million when total worldwide net sales of COPIKTRA exceed $300.0 million, (iii) low double-digit royalties on the annual aggregate net sales above $100.0 million in the United States, European Union, and the United Kingdom of Great Britain and Northern Ireland and (iv) 50% of all royalty, milestone and sublicense revenue payments payable to Secura
under the Company's existing license agreements with Sanofi, Yakult, and CSPC, and 50% of all royalty and milestone payments payable to Secura under any license or sublicense agreement entered into by Secura in certain jurisdictions.

The Company evaluated the Secura APA in accordance with ASC 606 as the Company concluded that the counterparty, Secura, is a customer. The Company identified a bundled performance obligation consisting of delivery of the duvelisib global license and intellectual property, certain existing duvelisib inventory, certain duvelisib contracts and clinical trials, certain regulatory approvals, and certain regulatory documentation and books and records (the "Bundled Secura Performance Obligation").

The Company concluded that the duvelisib global license and intellectual property were not distinct within the context of the contract (i.e. separately identifiable) because the other assets including certain existing duvelisib inventory, certain duvelisib contracts and clinical trials, certain regulatory approval, and certain regulatory documentation and books and records do not have stand-alone value from other duvelisib global license and intellectual property and Secura could not benefit from them without the duvelisib global license and intellectual property. Consistent with the guidance under ASC 606-10-25-16A, the Company disregarded immaterial promised goods and services when determining performance obligations.

The Company has determined that the upfront payment of $70.0 million, future potential milestone payments and royalties including from Secura's sublicensees should be allocated to the delivery of the Bundled Secura Performance Obligation.

During the three and six months ended June 30, 2024, Secura achieved $100.0 million of total worldwide net sales of COPIKTRA which triggered a $10.0 million sales milestone payment to the Company under the Secura APA. The Company recognized $10.0 million of sale of COPIKTRA license and related assets revenue within the statements of operations and comprehensive loss for the three and six months ended June 30, 2024. The Company determined all other future potential milestones and royalties were excluded from the transaction price, as all other milestone amounts were fully constrained under the guidance as of June 30, 2024. As part of the Company's evaluation of the constraint, the Company considered several factors in determining whether there is significant uncertainty associated with the future events that would result in the milestone payments. Those factors included: the likelihood and magnitude of revenue reversals related to future milestones, the amount of variable consideration that is highly susceptible to factors outside of the Company's influence and the uncertainty about the consideration is not expected to be resolved for an extended period of time. All future potential milestone payments were fully constrained as the risk of significant revenue reversal related to these amounts has not yet been resolved. The Company received the $10.0 million milestone payment in July 2024.

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Income taxes

Income taxes
Income taxes

6 Months Ended
Jun. 30, 2024

14. Income taxes

The Company did not record a federal or state income tax provision or benefit for the three and six months ended June 30, 2024 or 2023, due to the expected loss before income taxes to be incurred for the years ended December 31, 2024 and 2023, as well as the Company's continued maintenance of a full valuation allowance against its net deferred tax assets.

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Commitments and contingencies

Commitments and contingencies

6 Months Ended
Jun. 30, 2024

Commitments and contingencies

15. Commitments and contingencies

The Company has no other commitments other than minimum lease payments as disclosed in *Note 8. Leases.*

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Subsequent events	6 Months Ended Jun. 30, 2024
Subsequent events.	
Subsequent events	

16. Subsequent events

The Company reviews all activity subsequent to the end of the quarter but prior to issuance of the condensed consolidated financial statements for events that could require disclosure or that could impact the carrying value of assets or liabilities as of the balance sheet date. The Company is not aware of any material subsequent events other the following:

July 2024 Public Offering

On June 23, 2024, the Company entered into an underwriting agreement with Guggenheim Securities, LLC and Cantor, as representatives of several underwriters to offer 13,333,334 shares of the Company's common stock and accompanying warrants to purchase up to 13,333,334 shares of its common stock at a combined offering price to the public of $3.00 per share and accompanying warrant. In lieu of common stock to certain investors, the Company offered pre-funded warrants to purchase up to an aggregate of 5,000,000 shares of its common stock and accompanying warrants to purchase up to 5,000,000 shares of its common stock at a combined offering price to the public of $2.999 per share of common stock underlying a pre-funded warrant and accompanying warrant, which represents the per share public offering price for the common stock less the $0.001 per share exercise price for each such share of common stock underlying the pre-funded warrants (the offering shares of common stock, pre-funded warrants, collectively, the "July 2024 Offering"). The pre-funded warrants do not expire. The warrants have an exercise price of $3.50 per share, are exercisable immediately and expire 18 months from the date of issuance. The warrants are exercisable, at the option of each holder, in whole or in part by delivering a duly executed exercise notice and by payment in full of the exercise price for the number of shares of common stock purchased upon such exercise. Cashless exercise of the warrants are limited to certain circumstances as defined within the warrant.

The net proceeds from the offering, after deducting underwriting discounts and commissions and other estimated offering expenses, were approximately $51.1 million. The offering closed on July 25, 2024.

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Pay vs Performance Disclosure - USD ($) $ in Thousands	3 Months Ended			6 Months Ended		
	Jun. 30, 2024	Mar. 31, 2024	Jun. 30, 2023	Mar. 31, 2023	Jun. 30, 2024	Jun. 30, 2023
Pay vs Performance Disclosure						
Net Income (Loss)	$ (8,256)	$ (33,863)	$ (24,281)	$ (15,714)	$ (42,119)	$ (39,995)

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Insider Trading Arrangements	3 Months Ended Jun. 30, 2024
Trading Arrangements, by Individual	
Rule 10b5-1 Arrangement Adopted	false
Non-Rule 10b5-1 Arrangement Adopted	false
Rule 10b5-1 Arrangement Terminated	false
Non-Rule 10b5-1 Arrangement Terminated	false

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Summary of significant accounting policies (Policies)	6 Months Ended Jun. 30, 2024	9 Months Ended Sep. 30, 2023
Summary of significant accounting policies		
Basis of Presentation	**Basis of Presentation**	

The accompanying unaudited condensed consolidated financial statements of the Company have been prepared in accordance with generally accepted accounting principles in the United States ("GAAP") for interim financial reporting and as required by Regulation S-X, Rule 10-01 under the assumption that the Company will continue as a going concern for the next twelve months. Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements, or any adjustments that might result from the uncertainty related to the Company's ability to continue as a going concern. In the opinion of management, all adjustments (including those which are normal and recurring) considered necessary for a fair presentation of the interim financial information have been included. When preparing financial statements in conformity with GAAP, the Company must make estimates and assumptions that affect the reported amounts and related disclosures at the date of the financial statements. Actual results could differ from those estimates. Additionally, operating results for the three and six months ended June 30, 2024 are not necessarily indicative of the results that may be expected for any other interim period or for the year ending December 31, 2024. For further information, refer to the financial statements and footnotes included in the Company's Annual Report on Form 10-K for the year ended December 31, 2023, as filed with the SEC on March 14, 2024.

Significant Accounting Policies

Significant Accounting Policies

The significant accounting policies are described in *Note 2. Significant accounting policies* in the Company's Annual Report on Form 10-K for the year ended December 31, 2023.

Recently issued accounting standards updates

Recently issued accounting standards updates

In November 2023, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures ("ASU 2023-07"), which is intended to improve reportable segment disclosure requirements, primarily through enhanced disclosures about significant segment expenses and by extending the disclosure requirements to entities with a single reportable segment. The guidance is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024. Early adoption is permitted. ASU 2023-07 is to be applied retrospectively to all prior periods presented in the financial statements. The Company is currently evaluating the potential impact of adopting this new guidance on the Company's condensed consolidated financial statements and related disclosures.

In December 2023, the FASB issued ASU No. 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures ("ASU 2023-09"). The guidance in ASU 2023-09 improves the transparency of income tax disclosures by greater disaggregation of information in the rate reconciliation and income taxes paid disaggregated by jurisdiction. The standard is effective for public companies for fiscal years beginning after December 15, 2024, with early adoption permitted. The Company is currently evaluating the impact that the adoption of ASU 2023-09 may have on its condensed consolidated financial statements and related disclosures.

Other recent accounting pronouncements issued, but not yet effective, are not expected to be applicable to the Company or have a material effect on the condensed consolidated financial statements upon future adoption.

Concentrations of credit risk and off-balance sheet risk

Concentrations of credit risk and off-balance sheet risk

Cash, cash equivalents, investments and trade accounts receivable are financial instruments that potentially subject the Company to concentrations of credit risk. The Company mitigates this risk by maintaining its cash and cash equivalents and investments with high quality, accredited financial institutions. The management of the Company's investments is not discretionary on the part of these financial institutions. As of June 30, 2024, the Company's cash, cash equivalents and investments were deposited at four financial institutions and it has no significant off-balance sheet concentrations of credit risk, such as foreign currency exchange contracts, option contracts or other hedging arrangements.

Proceeds from Grants

Proceeds from Grants

In May 2022, the Company was awarded the "Therapeutic Accelerator Award" grant from Pancreatic Cancer Network ("PanCAN") for up to $3.8 million (the "PanCAN Grant"). In August 2022, PanCAN agreed to provide the Company with an additional $0.5 million for the collection and analysis of patient samples. The grant is supporting a Phase 1b/2 clinical trial of GEMZAR (gemcitabine) and ABRAXANE (Nab-paclitaxel) in combination with avutometinib and defactinib entitled RAMP 205. The RAMP 205 trial is evaluating whether combining avutometinib (to target mutant Kirsten rat sarcoma viral oncogene homolog ("KRAS"), which is found in more than 90% of pancreatic adenocarcinomas, and defactinib (to reduce stromal density and adaptive resistance to avutometinib) to the standard GEMZAR/ABRAXANE regimen improves outcomes for patients with such pancreatic cancers. The Company recognizes grants as contra research and development expense in the consolidated statement of operations and comprehensive loss on a systematic basis over the periods in which the Company recognizes as expenses the related costs for which the grants are intended to compensate. Eligible expenses incurred in excess of grant payments received up to the total amount of the PanCAN Grant are recorded as a grant receivable. Through June 30, 2024, the Company has received $3.5 million of cash proceeds which was initially recorded as deferred liabilities on the balance sheet. The Company recorded $0.6 million and $2.0 million of the proceeds as a reduction of research and development expense during the three and six months ended June 30, 2024, respectively. As of June 30, 2024, the company recorded $0.8 million as a grant receivable related to the PanCAN Grants in the condensed consolidated balance sheet. As of December 31, 2023, the Company recorded $0.3 million as deferred liabilities related to the PanCAN Grant in the condensed consolidated balance sheet.

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Cash, cash equivalents and restricted cash (Tables)

6 Months Ended

Jun. 30, 2024

Cash, cash equivalents and restricted cash

Schedule of reconciliation of cash, cash equivalents and restricted cash

The following table provides a reconciliation of cash, cash equivalents and restricted cash reported within the condensed consolidated balance sheets that sum to the total of the same such amounts shown in the condensed consolidated statements of cash flows (in thousands):

	June 30, 2024	December 31, 2023
Cash and cash equivalents	$ 83,371	$ 77,909
Restricted cash	241	1,167
Total cash, cash equivalents and restricted cash	**$ 83,612**	**$ 79,076**

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Fair value of financial instruments (Tables)

6 Months Ended

Jun. 30, 2024

Fair value of financial instruments

Schedule of financial instruments measured at fair value on a recurring basis

The following table presents information about the Company's financial instruments that are measured at fair value on a recurring basis (in thousands):

	June 30, 2024			
Description	**Total**	**Level 1**	**Level 2**	**Level 3**
Financial assets				
Cash equivalents	$ 75,424	$ 75,424	$ —	$ —
Total financial assets	**$ 75,424**	**$ 75,424**	**$ —**	**$ —**
Preferred stock tranche liability	$ —	$ —	$ —	$ —

	December 31, 2023			
Description	**Total**	**Level 1**	**Level 2**	**Level 3**
Financial assets				
Cash equivalents	$ 46,093	$ 46,093	$ —	$ —
Short-term investments	59,220	5,992	53,228	—
Total financial assets	**$ 105,313**	**$ 52,085**	**$ 53,228**	**$ —**
Preferred stock tranche liability	$ 4,189	$ —	$ —	$ 4,189

Schedule of inputs used to value the preferred stock tranche liability

	June 30, 2024	December 31, 2023
Risk-free interest rate	5.47 %	5.13-5.52 %
Volatility	90 %	75 %
Dividend yield	—	—
Remaining term (years)	0.1	0.6

Schedule of reconciliation of the preferred stock right liability

January 1, 2024	**$ 4,189**
Fair value adjustment	(4,189)
June 30, 2024	**$ —**

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Investments (Tables)

6 Months Ended

Jun. 30, 2024

Investments

Schedule of cash, cash equivalents and investments

Cash, cash equivalents, restricted cash and investments consist of the following (in thousands):

	June 30, 2024			
	Amortized Cost	**Gross Unrealized Gains**	**Gross Unrealized Losses**	**Fair Value**
Cash, cash equivalents & restricted cash:				
Cash and money market accounts	$ 83,612	$ —	$ —	$ 83,612
Total cash, cash equivalents & restricted cash:	**$ 83,612**	**$ —**	**$ —**	**$ 83,612**

	December 31, 2023			
	Amortized Cost	**Gross Unrealized Gains**	**Gross Unrealized Losses**	**Fair Value**
Cash, cash equivalents & restricted cash:				
Cash and money market accounts	$ 79,076	$ —	$ —	$ 79,076
Total cash, cash equivalents & restricted cash:	$ 79,076	$ —	$ —	$ 79,076
Investments:				
Corporate bonds, agency bonds and commercial paper (due within 1 year)	$ 59,208	$ 13	(1)	$ 59,220
Total investments	$ 59,208	$ 13	$ (1)	$ 59,220
Total cash, cash equivalents, restricted cash and investments	**$ 138,284**	**$ 13**	**$ (1)**	**$ 138,296**

Summary of available-for-sale securities with unrealized losses for less than 12 months

The following is a summary of available-for-sale securities with unrealized losses for less than 12 months as of June 30, 2024 and December 31, 2023 (in thousands):

	June 30, 2024		December 31, 2023	
	Fair Value	**Unrealized Losses**	**Fair Value**	**Unrealized Losses**
Corporate bonds, agency bonds and commercial paper (due within 1 year)	$ —	$ —	$ 8,896	$ (1)
Total available-for-sale securities in an unrealized loss position	**$ —**	**$ —**	**$ 8,896**	**$ (1)**

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Accrued expenses (Tables)

6 Months Ended

Jun. 30, 2024

Accrued expenses

Schedule of accrued expenses

Accrued expenses consist of the following (in thousands):

	June 30, 2024	December 31, 2023
Accrued clinical trial expenses	$ 7,608	$ 6,518
Accrued contract manufacturing expenses	2,760	2,010
Accrued other research and development expenses	1,184	1,043
Accrued compensation and related benefits	3,089	4,796
Accrued professional fees	547	637
Accrued consulting fees	1,202	1,078
Accrued interest	306	316
Accrued commercialization costs	362	453
Accrued other	137	1,077
Total accrued expenses	**$ 17,195**	**$ 17,928**

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Debt (Tables)

6 Months Ended

Jun. 30, 2024

Long-term debt

Schedule of carrying value of debt

	June 30, 2024	December 31, 2023
Principal loan balance	$ 40,000	$ 40,000
Final Payment Fee	907	661
Debt issuance costs, net of accretion	(591)	(575)
Total Long-term debt, net of discount	**40,316**	**40,086**
Current portion of long-term debt	4,926	—
Long-term debt, net of current portion	**$ 35,390**	**$ 40,086**

Schedule of interest expenses

	June 30, 2024	December 31, 2023
Principal loan balance	$ 40,000	$ 40,000
Final Payment Fee	907	661
Debt issuance costs, net of accretion	(591)	(575)
Total Long-term debt, net of discount	**40,316**	**40,086**
Current portion of long-term debt	4,926	—
Long-term debt, net of current portion	**$ 35,390**	**$ 40,086**

Schedule of future principal payments under the Loan Agreement

	Three months ended June 30,		Six months ended June 30,	
	2024	**2023**	**2024**	**2023**
Contractual Interest	$ 945	$ 949	$ 1,889	$ 1,581
Amortization of debt discount and issuance costs	68	57	133	115
Amortization of Final Payment Fee	125	115	246	194
Total				

	$ 1,138	$ 1,121	$ 2,268	$ 1,890

As of June 30, 2024, future principal payments due are as follows (in thousands):

2024	—
2025	15,000
2026	20,000
2027	5,000
Total principal payments	**$ 40,000**

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Leases (Tables)

6 Months Ended
Jun. 30, 2024

Leases

Summary of elements of lease expenses

	Three months ended June 30,		Six months ended June 30,	
	2024	2023	2024	2023
Lease Expense				
Operating lease expense	$ 221	$ 221	$ 442	$ 442
Total Lease Expense	**$ 221**	**$ 221**	**$ 442**	**$ 442**
Other Information - Operating Leases				
Operating cash flows paid for amounts included in measurement of lease liabilities	$ 268	$ 262	$ 535	$ 525

	June 30, 2024
Other Balance Sheet Information - Operating Leases	
Weighted average remaining lease term (in years)	1.0
Weighted average discount rate	14.6%
Maturity Analysis	
2024	546
2025	546
Total	**$ 1,092**
Less: Present value discount	(70)
Lease Liability	**$ 1,022**

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Stock-based compensation (Tables)

6 Months Ended
Jun. 30, 2024

Stock-based compensation

Summary of stock option activity and related information

A summary of the Company's stock option activity and related information for the six months ended June 30, 2024 is as follows:

	Shares	Weighted-average exercise price per share	Weighted-average remaining contractual term (years)	Aggregate intrinsic value (in thousands)
Outstanding at December 31, 2023	2,270,359	$ 19.81	7.8	$ 559
Granted	179,251	6.07		
Exercised	(21,978)	7.84		
Forfeited/cancelled	(184,122)	15.41		
Expired	(23,677)	162.38		
Cancelled under the Option Exchange Program	(603,330)	30.58		
Granted under the Option Exchange Program	603,330	11.44		
Outstanding at June 30, 2024	2,219,833	$ 12.46	8.6	$ —
Vested at June 30, 2024	594,357	$ 19.22	7.2	$ —

Schedule of assumptions used to estimate fair value of each stock option on grant date

The fair value of each stock option granted during the six months ended June 30, 2024 and 2023 was estimated on the grant date using the Black-Scholes option-pricing model using the following weighted-average assumptions:

	Six months ended June 30,	
	2024	2023
Risk-free interest rate	4.11 %	3.56 %
Volatility	97 %	90 %
Dividend yield	—	—
Expected term (years)	5.8	6.1

Schedule of restricted stock units

A summary of the Company's restricted stock unit activity and related information for the six months ended June 30, 2024 is as follows:

	Shares	Weighted-average grant date fair value per share
Outstanding at December 31, 2023	209,289	$ 18.05
Granted	950,371	$ 5.07
Vested	(33,511)	$ 21.66
Forfeited/cancelled	(28,127)	$ 16.80
Outstanding at June 30, 2024	1,098,022	$ 6.74

Schedule of assumptions used to estimate fair value of each employee stock purchase plan on grant date

	Six months ended June 30,	
	2024	2023
Risk-free interest rate	5.24 %	4.77 %
Volatility	60 %	106 %
Dividend yield	—	—
Expected term (years)	0.5	0.5

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Net loss per share (Tables)

6 Months Ended
Jun. 30, 2024

Net loss per share

Schedule of potentially dilutive securities were excluded from the calculation of diluted net loss per share

The following potentially dilutive securities were excluded from the calculation of diluted net loss per share for the periods indicated because including them would have had an anti-dilutive effect:

	Three months ended June 30,		Six months ended June 30,	
	2024	2023	2024	2023
Outstanding stock options	2,219,833	2,007,023	2,219,833	2,007,023
Outstanding restricted stock units	1,098,022	142,333	1,098,022	142,333
2018 Notes	—	3,489	—	3,489
Employee stock purchase plan	7,756	7,396	7,756	7,396
Series A Convertible Preferred Stock	833,333	833,333	833,333	833,333
Series B Convertible Preferred Stock	4,236,570	4,236,570	4,236,570	4,236,570
Total potentially dilutive securities	**8,395,514**	**7,230,144**	**8,395,514**	**7,230,144**

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Nature of business (Details) $ in Millions	**Jun. 30, 2024 USD ($)**
Nature of business	
Cash, cash equivalents, and investments	$ 83.4

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Nature of business - Sale of common stock (Details) - USD ($) $ in Millions	**Jul. 25, 2024**	**Jun. 23, 2024**
Common stock		
Nature of business		
Common stock sold		13,333,334
Pre-funded warrants		
Nature of business		
Number of common stock warrants can purchase		5,000,000
Subsequent events		
Nature of business		
Gross proceeds	$ 51.1	
Subsequent events | Common stock		

Nature of business	
Common stock sold	13,333,334
Subsequent events | Pre-funded warrants	
Nature of business	
Common stock sold	5,000,000
Number of common stock warrants can purchase	5,000,000

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Nature of business - Reverse Stock Split (Details)	1 Months Ended		
	May 31, 2023 $ / shares shares	May 31, 2023 $ / shares shares	Jun. 30, 2024 $ / shares shares
Nature of business			
Common stock, par value (in dollars per share) | $ / shares			$ 0.0001
Reverse stock split ratio	0.083		
Common stock, shares authorized | shares			300,000,000
Certificate of Amendment			
Nature of business			
Common stock, par value (in dollars per share) | $ / shares	$ 0.0001	$ 0.0001	
Reverse stock split ratio		0.083	
Common stock, shares authorized | shares	300,000,000	300,000,000	

XML 54 R40.htm IDEA: XBRL DOCUMENT

Summary of significant accounting policies - Concentrations of credit risk and off-balance sheet risk (Details) $ in Thousands	6 Months Ended
	Jun. 30, 2024 USD ($) customer
Concentrations of credit risk and off-balance sheet risk	
Accounts Receivable, Net | $	$ 10,000
Off-balance sheet concentrations of credit risk description	As of June 30, 2024, the Company's cash, cash equivalents and investments were deposited at four financial institutions and it has no significant off-balance sheet concentrations of credit risk, such as foreign currency exchange contracts, option contracts or other hedging arrangements.
Revenue | Customer Concentration Risk | Secura	
Concentrations of credit risk and off-balance sheet risk	
Number of customer | customer	1

XML 55 R41.htm IDEA: XBRL DOCUMENT

Summary of significant accounting policies - Proceeds from Grants (Details) - USD ($) $ in Thousands	3 Months Ended	6 Months Ended			
	Jun. 30, 2024	Jun. 30, 2024	Dec. 31, 2023	Aug. 31, 2022	May 31, 2022
Accounting Policies [Line Items]					
Grant awarded, amount	$ 3,500	$ 3,500			$ 3,800
Government Assistance, Statement of Income or Comprehensive Income [Extensible Enumeration]		Research and Development Expense			
Reduction of research and development expense	600	$ 2,000			
Grant receivable	825	825			
Grant, grants receivable	$ 800	$ 800			
Government Assistance, Asset, Current, Statement of Financial Position [Extensible Enumeration]	Grant receivable	Grant receivable			
Grants, deferred liability			$ 300		
Government Assistance, Liability, Current, Statement of Financial Position [Extensible Enumeration]			Deferred Revenue, Current		
Additional funding					
Accounting Policies [Line Items]					
Grant awarded, amount				$ 500	

XML 56 R42.htm IDEA: XBRL DOCUMENT

Cash, cash equivalents and restricted cash (Details) - USD ($) $ in Thousands	Jun. 30, 2024	Dec. 31, 2023	Jun. 30, 2023	Dec. 31, 2022
Property, Plant and Equipment [Line Items]				
Cash and cash equivalents	$ 83,371	$ 77,909		
Restricted cash	241	241		
Restricted cash	241	1,167		
Total cash, cash equivalents and restricted cash	83,612	79,076	$ 184,326	$ 75,789
Restricted Cash and Cash Equivalents [Member]				
Property, Plant and Equipment [Line Items]				
Restricted cash		900		
Letter of credit | Office and Laboratory Space in Needham, Massachusetts | Restricted Cash and Cash Equivalents [Member]				
Property, Plant and Equipment [Line Items]				
Restricted cash	$ 200	$ 200		

XML 57 R43.htm IDEA: XBRL DOCUMENT

Fair value of financial instruments (Details) - USD ($) $ in Thousands	Jun. 30, 2024	Dec. 31, 2023
Financial liabilities		
Long-term debt	$ 40,316	$ 40,086
Level 3		
Financial liabilities		
Fair value of long-term debt	40,100	39,600
Long-term debt	$ 40,300	$ 40,100

XML 58 R44.htm IDEA: XBRL DOCUMENT

Fair value of financial instruments - Financial instruments measured at fair value on a recurring basis (Details) - USD ($) $ in Thousands	Jun. 30, 2024	Dec. 31, 2023
Financial assets		
Preferred stock tranche liability		$ 4,189
Level 3		
Financial assets		
Preferred stock tranche liability		4,189

Recurring basis		
Financial assets		
Cash equivalents	$ 75,424	46,093
Short-term investments		59,220
Total financial assets	75,424	105,313
Preferred stock tranche liability		4,189
Recurring basis | Level 1		
Financial assets		
Cash equivalents	75,424	46,093
Short-term investments		5,992
Total financial assets	$ 75,424	52,085
Recurring basis | Level 2		
Financial assets		
Short-term investments		53,228
Total financial assets		53,228
Recurring basis | Level 3		
Financial assets		
Preferred stock tranche liability		$ 4,189

XML 59 R45.htm IDEA: XBRL DOCUMENT

Fair value of financial instruments - Inputs used to value the preferred stock tranche liability (Details)	**Jun. 30, 2024**	**Dec. 31, 2023**
Risk-free interest rate		
Financial liabilities		
Debt Instrument, Measurement Input	5.47	
Risk-free interest rate | Maximum		
Financial liabilities		
Debt Instrument, Measurement Input		0.0494
Risk-free interest rate | Minimum		
Financial liabilities		
Debt Instrument, Measurement Input		0.0445
Volatility		
Financial liabilities		
Debt Instrument, Measurement Input	90	0.95
Remaining term		
Financial liabilities		
Remaining term (years)	1 month 6 days	7 months 6 days

XML 60 R46.htm IDEA: XBRL DOCUMENT

Fair value of financial instruments - Reconciliation of the preferred stock tranche liability (Details) - USD ($) $ in Thousands	**3 Months Ended**		**6 Months Ended**	
	Jun. 30, 2024	**Jun. 30, 2023**	**Jun. 30, 2024**	**Jun. 30, 2023**
Financial liabilities				
January 1, 2024			$ 4,189	
Fair value adjustment	$ 10,200	$ (3,950)	4,189	$ (520)
Level 3				
Financial liabilities				
January 1, 2024			4,189	
Fair value adjustment			$ (4,189)	

XML 61 R47.htm IDEA: XBRL DOCUMENT

Investments (Details) $ in Thousands	**3 Months Ended**		**6 Months Ended**		
	Mar. 31, 2024 USD ($)	**Mar. 31, 2023 USD ($)**	**Jun. 30, 2024 USD ($) position**	**Jun. 30, 2023 USD ($)**	**Dec. 31, 2023 position item**
Investments					
Realized gains or losses on investments	$ 0	$ 0	$ 0	$ 0	
Accrued interest receivable	$ 100				
Number of investments in unrealized loss position | position			0		2
Number of investments in unrealized loss position for more than 12 months | item					0

XML 62 R48.htm IDEA: XBRL DOCUMENT

Investments - Cash, cash equivalents, restricted cash and investments (Details) - USD ($) $ in Thousands	**12 Months Ended**	**18 Months Ended**	
	Dec. 31, 2023	**Jun. 30, 2024**	**Dec. 31, 2022**
Schedule of Investments [Line Items]			
Cash, cash equivalents & restricted cash, Amortized Cost	$ 77,909	$ 83,371	
Total cash, cash equivalents, restricted cash and investments, Gross Unrealized Gains			$ 13
Total cash, cash equivalents, restricted cash and investments, Gross Unrealized Losses			(1)
Total cash, cash equivalents, restricted cash and investments, Fair Value		$ 83,400	
Amortized Cost			
Schedule of Investments [Line Items]			
Total cash, cash equivalents, restricted cash and investments, Amortized Cost	138,284		
Total			
Schedule of Investments [Line Items]			
Total cash, cash equivalents, restricted cash and investments, Fair Value	$ 138,296		
Corporate bonds, agency bonds and commercial paper (due within 1 year)			
Schedule of Investments [Line Items]			
Maturity period, investments	1 year	1 year	
Gross Unrealized Gains			13
Gross Unrealized Losses			(1)
Corporate bonds, agency bonds and commercial paper (due within 1 year) | Amortized Cost			
Schedule of Investments [Line Items]			
Due within 1 year, Amortized Cost	$ 59,208		
Corporate bonds, agency bonds and commercial paper (due within 1 year) | Total			
Schedule of Investments [Line Items]			
Due within 1 year, Fair Value	59,220		
Total investments			
Schedule of Investments [Line Items]			
Gross Unrealized Gains			13
Gross Unrealized Losses			$ (1)
Total investments | Amortized Cost			
Schedule of Investments [Line Items]			

Investments, Amortized Cost	59,208	
Total investments | Total		
Schedule of Investments [Line Items]		
Investments, Fair Value	59,220	
Cash and money market accounts. | Amortized Cost		
Schedule of Investments [Line Items]		
Cash, cash equivalents & restricted cash, Amortized Cost	79,076	$ 83,612
Cash and money market accounts. | Total		
Schedule of Investments [Line Items]		
Cash, cash equivalents & restricted cash, Fair Value	79,076	83,612
Cash, cash equivalents & restricted cash | Amortized Cost		
Schedule of Investments [Line Items]		
Cash, cash equivalents & restricted cash, Amortized Cost	79,076	
Total cash, cash equivalents, restricted cash and investments, Amortized Cost		83,612
Cash, cash equivalents & restricted cash | Total		
Schedule of Investments [Line Items]		
Cash, cash equivalents & restricted cash, Fair Value	$ 79,076	
Total cash, cash equivalents, restricted cash and investments, Fair Value		$ 83,612

XML 63 R49.htm IDEA: XBRL DOCUMENT

Investments - Available-for-sale securities with unrealized losses for less than 12 months (Details) $ in Thousands

	Dec. 31, 2023 USD ($)
Schedule of Investments [Line Items]	
Unrealized loss of available-for-sale securities with unrealized losses for less than 12 months	$ 1
Total fair value of available-for-sale securities in an unrealized loss position for less than 12 months	8,896
Corporate bonds, agency bonds and commercial paper (due within 1 year)	
Schedule of Investments [Line Items]	
Fair value of available-for-sale securities with unrealized losses for less than 12 months	8,896
Unrealized loss of available-for-sale securities with unrealized losses for less than 12 months	$ 1

XML 64 R50.htm IDEA: XBRL DOCUMENT

Accrued expenses (Details) - USD ($) $ in Thousands

	Jun. 30, 2024	Dec. 31, 2023
Accrued expenses		
Accrued clinical trail expenses	$ 7,608	$ 6,518
Accrued contract manufacturing expenses	2,760	2,010
Accrued other research and development expenses	1,184	1,043
Accrued compensation and related benefits	3,089	4,796
Accrued professional fees	547	637
Accrued consulting fees	1,202	1,078
Accrued interest	306	316
Accrued commercialization costs	362	453
Accrued other	137	1,077
Total accrued expenses	$ 17,195	$ 17,928

XML 65 R51.htm IDEA: XBRL DOCUMENT

Debt (Details) - USD ($) $ in Millions

	Mar. 25, 2024	Mar. 22, 2023	Mar. 25, 2022
Long-term debt			
Debt Instrument, Variable Interest Rate, Type [Extensible Enumeration]	us-gaap:SecuredOvernightFinancingRateSofrMember		
Financial covenants		The Loan Agreement contains no financial covenants.	
Loan Agreement			
Long-term debt			
Accrued interest rate			5.00%
Term loan			
Long-term debt			
Aggregate principal amount			$ 150.0
Issuance of debt		$ 25.0	
Current borrowing capacity		110.0	
Interest rate			7.37%
Basis spread			0.13%
Percentage of final prepayment fee			5.00%
Additional interest rate in an event of default			0.50%
Term loan | If prepaid on or before the first anniversary			
Long-term debt			
Percentage of final prepayment fee			3.00%
Term loan | If prepaid after the first anniversary and on or before the second anniversary			
Long-term debt			
Percentage of final prepayment fee			2.00%
Term loan | If prepaid after the second anniversary			
Long-term debt			
Percentage of final prepayment fee			1.00%
Term B Loan			
Long-term debt			
Issuance of debt		$ 15.0	
Term C Loan			
Long-term debt			
Aggregate principal amount			$ 25.0
Debt instrument period to draw loan, Minimum			60 days
Term D Loan			
Long-term debt			
Aggregate principal amount			$ 35.0
Debt instrument period to draw loan, Minimum			30 days
Gross product revenue to be achieved			$ 50.0
Term E Loan			
Long-term debt			
Aggregate principal amount			$ 50.0

XML 66 R52.htm IDEA: XBRL DOCUMENT

Debt - Components of carrying value of debt (Details) - USD ($) $ in Thousands

	Jun. 30, 2024	Dec. 31, 2023
Long-term debt		

Principal loan balance	$ 40,000	$ 40,000
Final Payment Fee	907	661
Debt issuance costs, net of accretion	(591)	(575)
Long-term debt, net of discount	40,316	40,086
Current portion of long-term debt	4,926	
Long-term debt, net of current portion	$ 35,390	$ 40,086

XML 67 R53.htm IDEA: XBRL DOCUMENT

Debt - Schedule of interest expenses (Details) - USD ($) $ in Thousands	3 Months Ended		6 Months Ended	
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2024	Jun. 30, 2023
Long-term debt				
Contractual Interest	$ 945	$ 949	$ 1,889	$ 1,581
Amortization of debt discount and issuance costs	68	57	133	115
Amortization of Final Payment Fee	125	115	246	194
Interest Expense, Total	$ 1,138	$ 1,121	$ 2,268	$ 1,890

XML 68 R54.htm IDEA: XBRL DOCUMENT

Debt - Future principal payments (Details) $ in Thousands	Jun. 30, 2024 USD ($)
Future principal payments	
2025	$ 15,000
2026	20,000
2027	5,000
Total principal payments	$ 40,000

XML 69 R55.htm IDEA: XBRL DOCUMENT

Leases (Details) - Office and Laboratory Space in Needham, Massachusetts $ in Millions	Feb. 15, 2018 USD ($) ft²	Apr. 15, 2014 ft²
Leases		
Area of space | ft²	27,810	15,197
Minimum		
Leases		
Operating lease expense	$ 0.7	
Maximum		
Leases		
Operating lease expense	$ 1.1	

XML 70 R56.htm IDEA: XBRL DOCUMENT

Leases - Balance sheet and other information (Details) - USD ($) $ in Thousands	3 Months Ended		6 Months Ended		
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2024	Jun. 30, 2023	Dec. 31, 2023
Leases					
Right-of use asset	$ 816		$ 816		$ 1,171
Lease liability	1,022		1,022		
Lease Expense					
Operating lease expense	221	$ 221	442	$ 442	
Total Lease Expense	221	221	442	442	
Other Information - Operating Leases					
Operating cash flows paid for amounts included in measurement of lease liabilities	$ 268	$ 262	$ 535	$ 525	
Weighted average remaining lease term (in years)	1 year		1 year		
Weighted average discount rate	14.60%		14.60%		
Maturity Analysis					
2024	$ 546		$ 546		
2025	546		546		
Total	1,092		1,092		
Less: Present value discount	(70)		(70)		
Lease Liability	$ 1,022		$ 1,022		

XML 71 R57.htm IDEA: XBRL DOCUMENT

Notes Payable (Details) - AFCO - USD ($) $ in Millions	1 Months Ended	
	Feb. 29, 2024	Jun. 30, 2024
Short-Term Debt [Line Items]		
Aggregate principal amount	$ 1.3	
Interest rate (as a percent)	8.30%	
Monthly payments	$ 0.1	
Note Payable		$ 0.5

XML 72 R58.htm IDEA: XBRL DOCUMENT

Capital stock - June 2023 Public Offering (Details) - USD ($) $ / shares in Units, $ in Thousands			3 Months Ended		6 Months Ended	
	Jun. 23, 2024	Jun. 15, 2023	Jun. 30, 2024	Mar. 31, 2024	Jun. 30, 2023	Jun. 30, 2024
Class of Stock [Line Items]						
Stock Issued, Pre Funded Warrants, Net of Issuance Costs					$ 91,420	
Pre-funded warrants outstanding			0			0
Underwriting Agreement						
Class of Stock [Line Items]						
Period options are exercisable		30 days				
Stock Issued, Pre Funded Warrants, Net of Issuance Costs						$ 91,400
Underwriting Agreement | Public						
Class of Stock [Line Items]						
Common shares, offered		7,181,409				
Sale price of the Common Stock		$ 9.75				
Underwriting Agreement | Underwriters						
Class of Stock [Line Items]						
Common shares, offered		1,308,000				
Common Stock [Member]						
Class of Stock [Line Items]						
Share price (in dollars per share)	$ 2.999					
Stock Issued, Pre Funded Warrants, Net of Issuance Costs					$ 1	
Shares exercised			17,378	4,600		
Issuance of common stock, and pre-funded warrants (in shares)			1,538,201		8,489,409	
Common Stock [Member] | Underwriting Agreement						
Class of Stock [Line Items]						
Shares issued						8,489,409

Pre-Funded Warrant [Member]	
Class of Stock [Line Items]	
Exercise price of shares of common stock in the warrant issued (in dollars per share)	$ 0.001
Shares issued	5,000,000
Pre-Funded Warrant [Member] | Underwriting Agreement	
Class of Stock [Line Items]	
Exercise price of shares of common stock in the warrant issued (in dollars per share)	$ 0.001
Maximum amount of common stock owned, as a percentage, that would prevent exercise	9.99%
Days of notice for increase/decrease to maximum percentage owned	61 days
Upper limit of maximum amount of common stock owned by a holder, as a percentage	19.99%
Shares issued	
Shares exercised	
Issuance of common stock, and pre-funded warrants (in shares)	
Pre-Funded Warrant [Member] | Underwriting Agreement | Investors	
Class of Stock [Line Items]	
Common shares, offered	1,538,591
Sale price of the Common Stock	$ 9.749
Exercise price of shares of common stock in the warrant issued (in dollars per share)	$ 0.001

XML 73 R59.htm IDEA: XBRL DOCUMENT

Capital Stock - Convertible Preferred Stock (Details) $ / shares in Units, $ in Thousands	**Jan. 24, 2023 USD ($) tranche D $ / shares shares**	**Nov. 04, 2022 $ / shares shares**	**3 Months Ended**		**6 Months Ended**			
			Jun. 30, 2024 USD ($) shares	**Jun. 30, 2023 USD ($)**	**Jun. 30, 2024 USD ($) shares**	**Jun. 30, 2023 USD ($)**	**Jun. 23, 2024 $ / shares**	**Dec. 31, 2023 USD ($)**
Class of Stock [Line Items]								
Preferred Stock, Shares Authorized | shares			5,000,000		5,000,000			
Preferred stock tranche liability | $								$ 4,189
Common Stock [Member]								
Class of Stock [Line Items]								
Share price (in dollars per share)							$ 2.999	
SeriesA Convertible Preferred Stock								
Class of Stock [Line Items]								
Convertible preferred stock, shares issued upon conversion | shares		0.833						
Conversion of preferred stock, conversion blocker, percent		9.99%						
Conversion of Preferred Stock, Conversion Blocker, Percent, Upon Giving Notice		19.99%						
Conversion of Preferred Stock, Conversion Blocker, Notice Period		60 days						
Shares issued on conversion | shares		1,000,000						
Series B Convertible Preferred Stock								
Class of Stock [Line Items]								
Convertible preferred stock, shares issued upon conversion | shares	3.5305							
Conversion of preferred stock, conversion blocker, percent	9.99%							
Conversion of Preferred Stock, Conversion Blocker, Notice Period	60 days							
Threshold share price	$ 31.77							
Expected closing period of issuance	10 days							
Liquidation preference per share	$ 1.00							
Fair value of the Second Tranche Right | $	$ 6,900		$ 0		$ 0			$ 4,200
Preferred stock tranche liability | $	$ 6,900							
Mark-to-market adjustment under change in fair value of preferred stock tranche liability | $			$ 10,200	$ 4,000	$ 4,200	$ 500		
Series B Convertible Preferred Stock | Private placement								
Class of Stock [Line Items]								
Shares issued | shares	944,160							
Conversion price	$ 7.0812							
Gross proceeds | $	$ 30,000							
Threshold share price	$ 13.50							
Share price (in dollars per share)	$ 9.00							
Share issue period	10 days							
Threshold trading volume | $	$ 25,000							
Trading days | D	7							
Maximum | Series B Convertible Preferred Stock								
Class of Stock [Line Items]								
Aggregate shares to be sold | shares	2,144,160							
Preferred stock, par value (in dollars per share)	$ 0.0001							
Number of tranches | tranche	2							
Conversion of Preferred Stock, Conversion Blocker, Percent, Upon Giving Notice	19.99%							
Shares issued | shares	1,200,000							
Share price (in dollars per share)	$ 25.00							
BVF | SeriesA Convertible Preferred Stock								
Class of Stock [Line Items]								
Preferred stock, par value (in dollars per share)		$ 0.0001						
Conversion of stock, shares converted | shares		833,333						

XML 74 R60.htm IDEA: XBRL DOCUMENT

Stock-based compensation - Option Exchange Program (Details) - Option Exchange Program $ / shares in Units, $ in Millions	**Jan. 17, 2024 item shares**	**6 Months Ended**	**Mar. 11, 2024 $ / shares shares**
		Jun. 30, 2024 USD ($)	
Stock-based compensation			
Number of eligible stockholders | item	42		
Number of shares reserved | shares	603,330		603,330
Exercise price of new options | $ / shares			$ 11.44
Stock-based compensation expense | $		$ 1.7	

XML 75 R61.htm IDEA: XBRL DOCUMENT

Stock-based compensation - Stock options (Details) - USD ($) $ / shares in Units, $ in Thousands	**6 Months Ended**		**12 Months Ended**
	Jun. 30, 2024	**Jun. 30, 2023**	**Dec. 31, 2023**
Stock options			
Shares			
Outstanding at the beginning of the period (in shares)	2,270,359		
Granted (in shares)	179,251		
Exercised (in shares)	(21,978)		
Forfeited/cancelled (in shares)	(184,122)		

Expired	(23,677)		
Outstanding at the end of the period (in shares)	2,219,833		2,270,359
Vested at the end of the period (in shares)	594,357		
Weighted-average exercise price per share			
Outstanding at the beginning of the period (in dollars per share)	$ 19.81		
Granted (in dollars per share)	6.07		
Exercised (in dollars per share)	7.84		
Forfeited/cancelled (in dollars per share)	15.41		
Expired (in dollars per share)	162.38		
Outstanding at the end of the period (in dollars per share)	12.46		$ 19.81
Vested at the end of the period (in dollars per share)	$ 19.22		
Weighted-average remaining contractual term			
Outstanding at the end of the period	8 years 7 months 6 days		7 years 9 months 18 days
Vested at the end of the period	7 years 2 months 12 days		
Aggregate intrinsic value			
Outstanding at the beginning of the period (in dollars)	$ 559		
Outstanding at the end of the period (in dollars)			$ 559
Assumptions used to estimate fair value of each stock-based award on the grant date			
Risk-free interest rate (as a percent)	4.11%	3.56%	
Volatility (as a percent)	97.00%	90.00%	
Expected term (years)	6 years 2 months 5 days	5 years 7 months 6 days	
Option Exchange Program			
Additional disclosures			
Stock-based compensation expense	$ 1,700		
Option Exchange Program | Stock options			
Shares			
Granted (in shares)	603,330		
Forfeited/cancelled (in shares)	(603,330)		
Weighted-average exercise price per share			
Granted (in dollars per share)	$ 11.44		
Forfeited/cancelled (in dollars per share)	$ 30.58		

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Stock-based compensation - Restricted stock units (Details) - Restricted stock units	6 Months Ended Jun. 30, 2024 $ / shares shares
Shares	
Outstanding at the beginning of the period (in shares) | shares	209,289
Granted (in shares) | shares	950,371
Vested (in shares) | shares	(33,511)
Forfeited/cancelled (in shares) | shares	(28,127)
Outstanding at the end of the period (in shares) | shares	1,098,022
Weighted-average grant date fair value	
Outstanding at the beginning of the period (in dollars per share) | $ / shares	$ 18.05
Granted (in dollars per share) | $ / shares	5.07
Vested (in dollars per share) | $ / shares	21.66
Forfeited/cancelled (in dollars per share) | $ / shares	16.80
Outstanding at the end of the period (in dollars per share) | $ / shares	$ 6.74

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Stock-based compensation - Employee stock purchase plan (Details) $ in Thousands	6 Months Ended Jun. 21, 2019 item	6 Months Ended Jun. 30, 2024 USD ($) shares	6 Months Ended Jun. 30, 2023 USD ($)
Assumptions used to estimate fair value of each stock-based award on the grant date			
Proceeds from the exercise of stock options and employee stock purchase program		$ 221	$ 29
Employee Stock [Member]			
Stock-based compensation			
Percent of common stock at market price to be purchased	85.00%		
Number of vesting periods | item	2		
Vesting period	6 months		
Assumptions used to estimate fair value of each stock-based award on the grant date			
Risk-free interest rate (as a percent)		5.24%	4.77%
Volatility (as a percent)		60.00%	106.00%
Dividend yield (as a percent)		0.00%	0.00%
Expected term (years)		6 months	6 months
Stock-based compensation expense		$ 100	$ 100
Issuance of common stock under ESPP | shares		7,475	
Proceeds from the exercise of stock options and employee stock purchase program		$ 100	

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Net loss per share (Details) - shares	3 Months Ended Jun. 30, 2024	3 Months Ended Jun. 30, 2023	6 Months Ended Jun. 30, 2024	6 Months Ended Jun. 30, 2023
Net loss per share				
Potentially dilutive securities were excluded from the calculation of diluted net loss per share (in shares)	8,395,514	7,230,144	8,395,514	7,230,144
Employee Stock Option [Member]				
Net loss per share				
Potentially dilutive securities were excluded from the calculation of diluted net loss per share (in shares)	2,219,833	2,007,023	2,219,833	2,007,023
Restricted stock units				
Net loss per share				
Potentially dilutive securities were excluded from the calculation of diluted net loss per share (in shares)	1,098,022	142,333	1,098,022	142,333
2018 Notes				
Net loss per share				
Potentially dilutive securities were excluded from the calculation of diluted net loss per share (in shares)		3,489		3,489
Employee stock purchase plan				
Net loss per share				
Potentially dilutive securities were excluded from the calculation of diluted net loss per share (in shares)	7,756	7,396	7,756	7,396
Series A Preferred Stock				
Net loss per share				
Potentially dilutive securities were excluded from the calculation of diluted net loss per share (in shares)	833,333	833,333	833,333	833,333
Series B Preferred Stock				
Net loss per share				
Potentially dilutive securities were excluded from the calculation of diluted net loss per share (in shares)	4,236,570	4,236,570	4,236,570	4,236,570

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License, collaboration and commercial agreements - Secura (Details) - USD ($)	1 Months Ended Sep. 30, 2020	3 Months Ended Jun. 30, 2024	6 Months Ended Jun. 30, 2024	54 Months Ended Jun. 30, 2024	 Jul. 31, 2024

$ in Thousands					
Collaborative Arrangements and Non-collaborative Arrangement Transactions [Line Items]					
Revenue recognized		$ 10,000	$ 10,000		
License and Collaboration Agreement | Secura					
Collaborative Arrangements and Non-collaborative Arrangement Transactions [Line Items]					
Upfront payment	$ 70,000				
Regulatory milestone payments	45,000				
Milestone payments receivable upon approval of COPIKTRA	35,000				
Milestone payments receivable upon approval for commercial sale	10,000				
Threshold sales to trigger royalty payments	$ 100,000				
Percentage of all royalty, milestone and sublicense revenue payments payable	50.00%				
Percentage of all royalty and milestone payments payable under certain jurisdictions	50.00%				
License and Collaboration Agreement | Secura | Sales Exceeds $100 Million					
Collaborative Arrangements and Non-collaborative Arrangement Transactions [Line Items]					
Sales milestone receivable	$ 10,000	$ 10,000	10,000	$ 10,000	
Threshold sales to trigger milestone payments	100,000			$ 100,000	
Revenue recognized			$ 10,000		
Sales milestone received					$ 10,000
License and Collaboration Agreement | Secura | Sales Exceeds $200 Million					
Collaborative Arrangements and Non-collaborative Arrangement Transactions [Line Items]					
Sales milestone receivable	15,000				
Threshold sales to trigger milestone payments	200,000				
License and Collaboration Agreement | Secura | Sales Exceeds $300 Million					
Collaborative Arrangements and Non-collaborative Arrangement Transactions [Line Items]					
Sales milestone receivable	25,000				
Threshold sales to trigger milestone payments	300,000				
License and Collaboration Agreement | Secura | Maximum					
Collaborative Arrangements and Non-collaborative Arrangement Transactions [Line Items]					
Sales milestone receivable	$ 50,000				

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Income taxes (Details) - USD ($) $ in Thousands	3 Months Ended Jun. 30, 2024	3 Months Ended Jun. 30, 2023	6 Months Ended Jun. 30, 2024	6 Months Ended Jun. 30, 2023
Income taxes				
Income tax expense	$ 0	$ 0	$ 0	$ 0

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Commitments and contingencies (Details) $ in Millions	Jun. 30, 2024 USD ($)
Commitments and contingencies	
Other commitments	$ 0.0

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Subsequent events (Details) - USD ($) $ / shares in Units, $ in Millions	Jul. 25, 2024	Jun. 23, 2024
Common stock		
Subsequent events		
Common stock sold		13,333,334
Share price (in dollars per share)		$ 2.999
Pre-funded warrants		
Subsequent events		
Shares issued		5,000,000
Number of common stock warrants can purchase		5,000,000
Exercise price of shares of common stock in the warrant issued under the license agreement (in dollars per share)		$ 0.001
Warrants		
Subsequent events		
Exercise price of shares of common stock in the warrant issued under the license agreement (in dollars per share)		$ 3.50
Subsequent events		
Subsequent events		
Gross proceeds	$ 51.1	
Subsequent events | Common stock		
Subsequent events		
Common stock sold	13,333,334	
Subsequent events | Pre-funded warrants		
Subsequent events		
Number of common stock warrants can purchase	5,000,000	
Common stock sold	5,000,000	

EXCEL 83 Financial_Report.xlsx IDEA: XBRL DOCUMENT begin 644 Financial_Report.xlsx M4$L#!!0 (%"!'"%D'04UB@0 +$ 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_" !0@0A9U"]'ANX K @ $0 &1O8U!R;W!S+V-O&ULS9+/ M3L,P#,9?!>7>NNT0H*C+!<0))"0F@;A%B;=%:_XH,6KW]]1AZX3@ 9!\L?WY MY\^2>Q6X\A%?H@\8R6"ZFNS@$E=AS?9$@0,DM4W/EI).8T["%(= MY ZA:YH:L$A22Y(P ZNP$)GHM>(JHB0?3WBM%GSXC$.!:04XH$5'"=JZ!2;F MC>$X#3U< #,,.-KT74"]$$OU3VSI #LIIV06U3B.];@JNGQ#"^_/3Z_EW.JX M1-(IS%/)<#H&7+/SYK? 5_621A'^_1S80RY8-[9)-NIL\!"SI^\Y%1^?H.'GS[BYBZ(;(E/)X M8-DOV]:[MR_>X%#BVR]*+_M41B1%G\@M MNN01.+5)#3(3/PB=AIAJ4!P"I DQE]&&^+3&K!'@$WVWO@C(WXV(]ZMOFCU7 MH5A)VH3X$$8:XIQSYG/1;/L'I4;1]E6\W*.76!4!EQC?-*HU+,76>)7 \:V< M/!T3$LV4"P9!AI@S M&L%&KQMUAVC2/'K^!?F<-0HACA*FNVB<5@$_9Y>PTG!Z(++9OVX?H;5,VPLCO='U!=*Y \FIS_I,C0' MHYI9";V$5FJ?JH,@H%\;D>/N5Z> HWEL:\4*Z">P_T=HWPJOX@L Y M?RY]SZ7ON?0]H=*W-R-]9\'3BUO>1FY;Q/NN,=K7-"XH8U=RSTS0LS0[=R2^]VE+ZU)CA* M]+', <$X>RPP[9SR2';9WH!TU^_9==N0CI3!3ET.X&D*^_VVZG=PZ.)Z8D:D* MTU*0:VYZ<5X&N(YV02Y?9A7:>?8T='[Y\%1L*/O/)8=QXCRHB'NH8:8S\-# MAWE[7YAGE<90- !1M;*PD+$:W8+C7\2P4X&1@+: '@Z]1_O)256 Q6\8#*Y"B M?$R,1>APYY=<7^/1DN/;IF6U;]\I=QEM(E(YPFF8$V>KRMYEL<%5'<]56_*P MOFH]M!5.S_Y9KF4Q9Z;RWRT,"2Q;B%D2XDU= [=7GFYRN>B)V^I=W MP6#R_7#)1P_E.^=?]%U#KG[VW>/Z;I,[2$R<><41 71% B.5' 86%S+D4.Z2 MD 83 >LX=SFWJXPD6L_UC6'ODRWSEPVSK> U[F M$RQ#I'[!? 8J*@!&K8KZZKT_Y)9P[M'OQ@2";_-;;I/;=X Q\U*M:I60K$3]+ M!WP?D@9CC%OT-%^/%&*MIK&MQMHQ#'F 6/,_H68XWX=%FAHSU8NL.8T*;T'5 M0.4_V]0-:/8--!R1!5XQF;8VH^1."CS<_N\- L,+$CN'MB[\!4$L#!!0 (M %"!"%E,J7NL6 (+$& 8 >&PO=V]R;W-H965T&UL ME95K;],P%(;_BA4D/HWFTBNEC=1V(#8T5#88G[WDM+$6V\%VUNW?<^RT7I$R M2WQ)?'M?^?..5DAE5QC3S.-9%!9SJ@6Q X,Q.*DX-=M4^ MUHT"6CH1K^,L228QITO$^<*-;56^D*VIF8"M(KKEG*J7-=3RL(S2Z#1PR_:5 ML0-QOFCH'N[_&JV"GNQ=RD9!Z&9%$3!;AFMTOEZ9M>[!?<,#QJL36PD#U(^_MVLY5N8P2"P0U%,8Z4'P]P0;JVAHAQI^C9^2WM,+S]LG]BXL=8WF@&C;R_LU* M4RVC641*V-&V-K?R\!6.\8RM7R%K[9[DT*W-LH@4K3:2'\5(P)GHWO3Y> YG M O3I%V1'0>:XNXT2#*KD8WVW"A.C7",6$OY%2+V*"SG8^+H\NZ<\G><)F0&RE,I5I\N%'@&+L*<9!FQ4BE!;CCR LW=%:0P!A MXA$F09_- U;>^S<.B)$G2<39)TX\!@JDGF_:-;F'/M%$4+^.[Y;V7$3:X!T6U M 7Z!7UPQ"!#-/-$L:+@%Q61I$XQ@HO<2A0U\2KV94_%9&>&@]JY8:E+(5IBN MHOA17X]771EZ7=X5\QN]]DQH4L,.I 8 M>&PO=V]R:W-H965T&ULM9EK<^(V%(;_BH9V.NU,");.)=D2 M9@A)VG0W61+2[6P[_2!L 9[8%I5E"/^^1S;822H?J&?Y KZ=UWIT9.F5U%]+ M]9PLA- #D)0KCY**QT'KYH=5*O(6(>'([ER*&.S.I(][A5,U;R5()[F=!4=AB MCM-M13R(&X-^=FVL!GV9ZC"(Q5B1)(TBKC:7(I3KBP9M["X\!O.%-A=:@_Z2 MS\5$Z-^78P5GK4+%#R(1)X&,B1*SB\:0?ABYS 1D3WP)Q#IY=4P,RE3*9W-R MZU\T'%,B$0I/&PD.?RLQ$F%HE* <_VQ%&\4[3>#KXYWZ308/,%.>B)$,_PA\ MO;AHG#6(+V8\#?6C7/\]MD_=H^?),,E^R3I_MMUN$"]-M(RVP5""*(CS?_ZR MK8C7 :PB@&T#V+L 6O4&=QO@9J!YR3*L*Z[YH*_DFBCS-*B9@ZQNLFB@"6*3 MQHE6<#>_.#VXDEX*6=&$QSZYCG6@-^0VSIN']>8F219@E$51V:ZHEPP5_"V-3XGKG!#FL+:E/",\?)C. M3XG3LX6_*8Y;U)R;Z:D5>B.Y$HK\-9PF6D%C_-M60[E"VZY@OM /R9)[X](! MGV BU$HT!C]\1[O.SS:\;R3V!K9=P+8O];*9/&V6PD:*AU.G^6!#0J-J(G4* MLYA2 \I5UJH<$,>Q5(J;_=@[#' L5"!-Y^43Z *MK1-7*CJ6RIX%C:_)>59PGJ&EVW;* M-T$HR'T:386R$>(:CD,:;J?MN#8X-+0FW'D!=WX(W*.8!Z8;A6S>\\B:0ESG MBU \T2(Z@<'+.[51HO$U*:E3CK+.(9O0.*G@&\S&UA,RT=!>B51D)--8JPW\ M^U;X/>I7US9B/*@N\BMC00]!?N(OY-:'[S28!5[N*;I;\1Y)UFNZK'O>[O;L MO&AP75Y6\K)#>(>^#^K)R>Z ?(+GR.?8GE=^2AB7P7>,S06!28/&DT: M0*/L(ZU#E#!NG506B**FI#_U,'(G$'[? I+KV,J/RIT+X2]X9 4]AANBI1VB MN*%Y#U\R6,E5T'LV;.-:]X-K:#'\$BT-$D4MS:O0<&;5B'<,DT=(E4=SY&N\D#%F M'_:(L'/6;+.*+N<8YHB6[HCBUN8IT&",Y(Q0]N/T)S(17]H@DU9(7&DDHPA& MIXF6WO,)^=XY=< VD2579,7#5) E3/>RR;"U%H[AHFAIHRCN?\#D^T$\)Y-- M-)6A%7Z/@9H\W5FYCN&;6.F;&.YL=NDDUR_>@L=S4>D/]PC=#R=70^L<% ^L M2UC:)':031JE2IG)3#Y%RU()0TIJ77?9H_C5NEHSPJ/]:(_.O8R;W/,$R("(MGPM:>8_AA%CIA-A!3F@2\3 DEVD"MQ-[J\5UJM90\+"Z>*7_80?YG^M(J+GY M*G\!!;T BQ M>6S/*RY8N9:"Q]4%+>T/P]W++H\+ 7G$\&HN%>%Q=?%*&\1P M!I/K9M^,\9-L;9M\3C68VM@,H%;B;V1PMO60JW4R-:/)LAJTP1*[O7:GWUK9 M&$LKQ/88F.T8<=XW:5LY)RC]R#-8]X4%W&TONXAWD?P%2_M>!O[XH5\%-9^9X^4\>H=UJ7TW,IY#._CEM['Q9W*$!+IY\D,N;6/V2-0V:OB_M-GV:D(\LSJ9;RD65XLMW&&V<=DJ'_W? ^^X&2\3$HH9A#JG_M/>CP5+ZEFI]HNG9@7%!O;@W\!4$L#!!0_M_(%"!"%FC-W%];P8_$4=_8_>&PO=V]R:W-H965T&ULM5EM# ["H^DF=4J&2^"=FCZ)SC4HH"\Z_EC5HK@P=IG.T^P^_U@^@H8'M_@=0*Y*4*M%:@%="=_M9Q6LJU"&L[.P>03+MVPT^_DG[%]_Z]_=R=@>5MI@_MI2;KL\M0K!%$#47E!?M6Q-LP ? #:*.Y.N96IL@!L9SZE'CZ;:KMP5"G/"ZR@_MD=KSTV[\M(U^SM<\EQ/)\A1R;<--IY:6AVQIP.%B<@Q-)C<1HLCA'+_MGWD(V96SB,'#7B1,A\)1%O:)TWO0QE7>F#=N@\$U8KB((EY_!#HPQBAC4H? %_M5:!@"_YZ:(SKO1&-UZ#QC&CN*$XJEFU)Q.^FA2"[1[DH(>U_MI;V=B?L^:H0P[A3*?3<[9(S-;D+=R^-(LEVYUKJ'E96)W:_0!X3VO6M9$QN)_M:O:IVB_#:5BK[P4W"/R^;QHIQQ^* <$MSV,QSN[UB<(YJBI3CV5[?/8V<'7C8_M'W"PY3=LOZCI2.)P$2>QC)F^\\!'Y;=C6=L'W1(A-C-APR*;\&F(";%*A:[K_M*6FC2D%0[(&HM"R'#])<7K"6&+0.:OC-PT&?K;5B_1E*G);ZL)F[;KEDZ,[P _M_#3\1)2"95SCK7G0$ADV,]D56S%(_R6Z:;-?B\5HYM7)KU(>)4.5IB4\;&:_M&P9C8[.-G\9(-*VK%I+*9]@BI!\?52H8JMBDI3UBIKWGFK,!!\NAF:]0PK.'_M79N]9_LM_1*5V^Q_22CSRF],*- (R)3$SY7YKE)BSBJAT2"VJE'Z-&'&I/S_,_MD,ZT:1XW:WDVT7BJGSN/.WC^B,F3M)Q.S)Q\M*A7&L)EY@)%P:=NM(*R:.O2,(H&JT[&+7_MCC1HUL!4IK:Q/W \0%JF)F:FWNWX0SM=Y6#7\:BRTU4Q#V/?&?"QI6KBF7L_MGFUA&(J!J5$;B7D9"?UN/Q(KUZA^!,>3EN.)F>.[X#?[::C%KI(SP=@)^]$Z_M)+:O:48$6=,+:^: M\^&2^/A9*!:B;*&K(Y5""@D7VW0(U=PL*IXXA:0:K_M>+5_7XS,4=X2:.]:='*Z\Y9IYQU7^8(12LM#G_F4L!4H6B<>V,EW[^QV-Y)O_MJM=>"RXE3ZO+-0O![5(_?E]QF*OKF_)-6O/F=/8_4$L#!!0 (

%"!"%GD MZ&3'LP, @3 8 >&PO=V]R:W-H965T&ULM5A=CYLX M%/TK%KM:M5(U8,CG-(F4R)F%JAE,FE;0L_A)B("Y9"HMZL&8^) M5$V^L47*@0194!S9KN,,[)C0Q)I-LF=+/INPK8QH
DN.O#;."?]^]1';3RUL MW3_X3#>AU_LV20E&UB!_"M=Z\3;86HYF!!'X4D.0==G! J)((RD>_Q6@5CFF#CR\OT?_.O.O MQ-P2 0L6_4,#&4ZMD84"6)-M)#^S_1LH!/4UGL\BD7VC?
=YWX%G(WPK)XB)8 M,8AIDE_)MV(B#@(\]TR 6P2X#P)^AW92(0*4A27 M&L"%&? :? 6(,T"O%L56^LM)<,M)<#/8WAG8I=HZP#D$2,VW?_?JGB;9RI!Q M^@."NTY9C_#U-FRF_6=
[#.Q=X>2C&/K-+T4*?%A;]D\%,!W8,W^^ T/G-<& M95ZIS.ND3'6TD"0):+*IDV8$;4XYU^~=S!-VC^?I2%]OE-8S2ENP.%9UH-"5 M$HYV)-H"^0>D$3%+ H(ER@%'BN^"7Z>;# _ZB3G@PT/6#H7BB-
^L)A&3AT7LU]\ M[K=0W&B/]D_FWG.&!5B6R]I<"+*'8R&@U--1W[[@B? MW7K#DN^P/=']4FK8E'1-1R/I44EZ9"2] DX5S3F]:L)*"Z@C:T1[F_]/!'8D M>ER*'K>K?_^[3HR;U0DCK8ZBL5/[]#O/\
(-6@!Y5ZMI:T:#C,?$#-X([$3]? M# K !J2-(W==DLIBX&X>XY&R849MFXKXU+.8%Z[R&=AL-(KJT(F9B78579@2;W4C'&G/J2%S,AS"V6/=SPF7=D2:/8E#W(/??T \2WP?VOI&J%:)^$3H1T+KZP- M-
GN;9TC"4<,D? YW@RM[@UOZFV9),&[XU]4\>EMU]L$QA3XC^D#XAB8"1;!6 M\,[%4!'B^;%+WI LS4XN;IF4+,YN0R !<-U!O5\S)N\;^C"D//R:_0)02P,$ M% @ 4(${62+H2H7!0 RQD !@
!X;"]W;W)KJQ?/$LU3>]$,*0[WE6Z,O6PICE>;>C)PN1 M$CG"V-O=/H72SX78V$^+^\57'4J+],T%X5.94&4 MF%VVKNAYPD]#$OS£%<]Z[SNQ5)ZD_&8O;]:7+<.2&1B8JP+#A]K,1!99CW!
M./[>.FU5,:WA_O<7[Q]*\D#FB6LQD-G7=&H6EZVX1:9BQE>9>9#/\664&C] M362FR__D>8OU6F2RTD;F6V,809X6FT_^?9N(/0/P@QNPK0%S#8(C!Q[6P']M MA&!K$+PV0K@U**EW-MS+Q
VYX?T+)9^)LFCP9K^4V2^M(5]I80ME;!3\FH*= MZ0]&=~^/1IYOAU6,R)-:'^+A-[A['9/2!C.Z3AZO^8"Q][LA&8ONI[Q^2C\G= M^.9+0CZ-OF/2)L ^0_+VS3NB%UP)3=*"/"[D2O-BJM^3-P?
7%OT#X[51.Y/M MV*XW8V-'ON:36UF8A29),153Q'[8;!\UV'<@3U6RV$NRKEFCPS]7O1GOO?>$ M>2Q OC-XO;F/T?E_T9/_'/T@&7Y5.7[ISS_B[T&L1;$2Y]B\;BP#W-+VOG.] MY!-
QV8+FIH5:BU;_]]]HY/V\)?64SH:G=);I!W\7G?5^ZAN' M\'NI?U7(Y$0A#W:(5CD-&/W/Z* W/('EE86-9VYB'AE;8Y!?S=]K0B8G"GF0
MM:C*6M38"$9+H;A)BSD1WY>V!#7;$Z)3]H13.AN>TEER(F<',]&M9J+;6+\/ MX)&KR:+L 5,HXTPN0=09:#JZ];J*O8@YI=RMKUD6]_Q#U+#NRP^[4<^IT;HO
M%O2\N$(=4(XKRG%S&P2)":7WGLQ% 668E=3Y%)12JHTMRS6ZD&-D53$;.NSK MJ*[?1;[WBGXE:^L/8]RK#S-F76>8 P3EL9Y3 M%
<,Z*HQ\W(HUU%^+]I#'5"FWDZP>HVD/TFMR4S) (6X+'!MZ=7BMRE"&<-A MI#%<@-#&<W]Y0Z;20^,@NA7N8894P1)H%+%P$%GLL5 86!2Q3SU#W"DNU8 MLD:6-X41T!D-
/#M,9([S9+7 O=AW>=9!E++:I-91S _=W15#>;TCBY?N!#1M M%(@[JDUSZB-53/W898O"&'7I(C#&HMCEBWF+>]X1PCO)2ILUZV#!B[FP3X4S MGBJRYMFJU+"P%$V,(#):C M.\5#!!8
93Y.C<'8F<^,$-]L.]HLSA#BTS1;&?1DXWKK[*?4$1A&'875]2.P M!NH[C4::1=K7\KC./H^N8<>&#@"=/9?%RZF17!EM0+=9";/2 (,& 8CEJA0U M12UOI$V.EPPBQZ(XJN4-
T6/=KE_;'E!O06W+O[RQOH8Q[KVL0" QM$ @.;1 (KJ%!L)V^3*B\WZ[G.A!, 2?Z .YAPJX:V= M_'?$'BJO>9KQITRT9U*UM3T T6*R4JE)< ^RF$P6P"1RQ:!00&X;R/!<+8 M H=U9^]P.A=J7KX5T+#
5X79G#96=ZLW#U?E>;MS_YJ>#RAR?TC/D\U[A9W[MS6N.6Z[F:-\9U))F80RCOKPNRHS9N#S861R_]H_$D:(_/RZT+PJ5 6 +_/I#0O M%S9]?ZF_R)02P,$% @ 4($(60;0-O(3 @ 5@0 ! @ !X;"]W;W)K
M V5OMES41*E0W%P9"V [^RH9([GNO=.26B%H\">I2(*^$DQ6D$] MD#R5)1%O4V"\"?$07P[6]% H<^!$04T.D('Z5:="1T[/LJ,E5)+R"@G8AW@R M'$"])DV\37B@T\FJ/C),MYT<3+'8A=HT@8)
KPT#T&+^=.VB=]VMS1"*/\ M)!4O.[!64-*J7(.$R=9L9F.M6K06 M1ROS43(E]"W5.!7-DE66/"_FDTT\1E&+\MXMJ+\D;\H?? MD.=Z_K]H1_OHS7B]&<_2^?_!S"WQ:;7OMZN9<1G+FN008CT/$L09
M_?F!%[_WXG_$'JWA#$("TAV0'Y&L&55($-W)MX2V5#\LE1G#<^0.W ?]2L_7 M"IRK-C$3MR3B0"N)&.PUSAV.[C 2;1>W@>*U[9PM5[H/[;;0@P_").C[/>?] M$IAF['\ET5]02P,$% @ 4($(64*"39HL$0
N=T !@ !X;"]W;W)K MDDZE_[Z4K(BF. A2#]OM_D02S;P'! \AP3O'H#//A?E MQ^HZSVOKRV:]K9Z?7-?US<^GI]7R.M]DU4_%3;YM_G)5E)NL;KZ6'TZKFS+/ M+O>5-NM39SX/3C?9:GMR]FS_NS?
EV;/BMEZOMOF;TJIN-YNL /HR7Q>?GY_8 M)]]^\=OJPW6]^\7IV:.;[$-^D=?O;MZ4S;?3(^5RM"OZA@]\WJ:]"<*@0Z!;Z>BD\5 CU"GY/A>A0 M(1L;87&HL- JV&[?B9M ,W/SOO?=G?
*]O\19G9T]*XO/5DKW_!V' 9.MZ_? MN,EJNXN/B[IL_KIJZM5GYZ]_O7C]BXA?O$UBZ^)M\^-5\NO;"^MUVGO[??XW M_OJ7./GMXB]6\O=WXNV_K)GU[B*V?OSAB?6#M=I::Z^+VRK;7E:/3NNF-
3OF MZ?)@^>6=9:?\ILF$/*RS"^MYC"7'ZV+O%SEE?7"4G^XV/V!()_B/QR!#DV MD\^+S:8)ZGUMZ]^O\LWIO/P/@4G,F!>7EZO=U2%;6S?9ZG+6=.0RNUG5V9I@
MI0.LY?)V<[O.ZN:HBOHZ+ZUEL6DNE=>[:]BGO#E)S??\U/IQ7535$X+/QO.; MZ\YJN:H)"#=#)IQ;.8HTYEQ*,^EMT>GOTR9XCA'D"'//V7.\'L[+;)UME[F5 MU5:<+W^R7/NIY?
DI/SG[\Y_L8/Y7*@B0 ML/@.%NQANWOJII/F #[==^ENB3#R%K96+$6VBG5MSD(W]!VW;90CC0HD3':/ MP O=A7UL?\OEW*/+N:-<[L?FPE%=9TTSGHQR-UJOLA8?$=S+_73780VG88
MV)H7(JVF2!A#PC@2)I P"8*U_-X[^KTWT>^?6C??[@/C0L#K.MI_Z M9^?& MADSU;B0L0<)2)(PA81P)$TB8!.%:$> ?(\#?T]V>"!#;9?.47#4AT'CZ_M.3 MW3!\/P2Z+M:7>5DU0_7?;U?U5\K[?>0-
F+D; $"4N1,(;$<21,(&$2!&N% M2' ,D<^/+/]T;'.T M@3W2ID#*Y. !M)PW/#IO:'3>=#^T) :9(X M"->=.W!/0X%2;&VCVM67K#/L-U"Q%)/]#0Y@[+ M$0M7\<-G(6K>QE4BX72&)3&H30!
MI4D4K1T"2I&US9+L<-[.<#1T]38Z<8VF;U=DHJL!DU^?(.567MKOC9&3UT94$R'1C:,$98I1. "H68%E":)@S#D M!-M*5K7-NNI#LX+-V,F>"!5*;4(II1.#H793*(U!:1O*$U":1-':(; T4]LL
MF@(2A&U"!*,'&E"]%$I+H+042F-0&H?2!)0F4;3VLB2ENSIW&M8TQ6H4)T5 M2HNAM 1*2Z$T!J5Q>*$U .1)%:T>+TFX=LW8[*FW8S)@<4$U 5%DI+H+042F-0 M&H?
2!)0FG:ZR/G,7BT7/I*2C=%'K,,^3IZQV>CD\, N<(7JK5!;"J4Q*(U# M:0)*DP=:;ZS>$QE*1'7&K:UMGA7D[;9Y5ICW3T]:49/]W1TE[1#%]$EWIRN- M1N'"GOO:Y Q13GNL9D2161B&OJTE*W-
H7P@H35+',6]ZML]9E [HC-.!M2F7 M8<>!:H)06NQT=3#'=SP["O7\=*C=%$IC4!J'T@24)E&T=@@H>=.9*F_J4R[# MT4"HB>24"U60U';.9Y\LX=JF% :@](XE":@-(FBM?U<:9C.. USC%AI1DV^
MO ?CQ@5$,?V"W=5&R90/HIR>\D$4H5,^H'TAH#1)'(0AY<-1,] S3@>EA 5+K2]"T%$IC4!J'T@24)E&TMI\KQ=%9/*K(EVR":7%4%H"I:50&H/2
M.)0FH#2)HK6WK5.2I&M>"CI*9#$SIL8$E!9#:0F4ED)IS.TND)PYGA-I$X0< M:E5 :7+X&-I^K,1"URP6/HY\8C8ZV2*&AZB*4ED!IJ4NH9-I4-X-:Y%":@-*D MN3?:#]_T0G?
\NLU'W;/%W(|),0"5$%U";@KL4)L:2:!&4RB-06D<2A-0FD31 MV@%S;X=>LXSXD.U;S,C)OH_=H!>ZB-(E!#G/U7/'H389E,:A- &ER:'>;;NT M$CM=L]C9=P]X^FV9\.Q]M_%I?4Y*\ML6]-
C'*CR":7%!]K\&?3.]M-=<71A M>[:.^*PNT70Q*XU":@-(DW;W.O.=UE4CIFD7*R:X[.$R!+LZ$TF*WJY)&7K3P MY@O=F:&Z)I3&H#0.I0DH3:)H[=!0NJ8[6M<<%.K-J.E>/T(7)(KIBI/;U?'(M?">BG)
[O1!2A\YV@?2&@-$D=IR'?R57"IOL@87/8<;#")I06NUUALR??"6HW MA=(8E,:A- &E212M'0)*V'2_5]@ '0&%3:A- :E<2A- M0&D216O[N1(VW7%+*;4UD[1#0U7, VUP7- MUAD7=-=R1I'C>)$^+]
V/M4' M!MTRLZA!+>;ZP J_T%IDN@S/W3#GDWK/:7K>69=:\32<])QS-BIC@.EQ1ZQ M0ZCO1(TG:F<\@=I-H30&I7$H34!ILN]\W;];MMU;R7V>6>Z;MJR<]O2N*M/S MXBFB('G/-[=YZCT?2DNA-
:E<2A-C#U=$F6V[<)*P//N](Y'RE/RH+(5]V: MV=IZ&08U$*R3T :7)@>YHN[R2^KR'27UZIE+^)2^7JVI?[JY <;-+T*]'BKW M06DQE)9X?'0U1*<4JA%!5Q*$U :=+HUND1
MBSB]YI\>.%"A$TIC4!J'T24)E&T=L HH=,S"YT/R6 U(R?[/G0K62@M\0AI MUHOTEO!":3(HC4-I DJ30[W:=FFE:7IF31/\)D*SM#EV\":4E7E?\\/2< M5ZA%!J5Q*$U
:=+'OC=FRU.]'DJ+ .X&&'JAE@:80&VF M4!]#TCB4)] TB:*U(T1INOXX35?;B<(C71ZZ,/- &\IO(8KI^2U^5WR,(C>R M]0D;HMQ,&_,SJDSD1Z&O3Z1#.T- :9(X",>?!SU+7WREGOKFY8\C-
O2A'0CX[CP, GV= -1N"]4Q*(U#:0)*DRA:.P24).]/VQ=UW(8^=#10 MVW!2.3!403('QMSF]:-<*"V%TAB4Q]$T :5)%*WMYTHR]1*DC? M\Z'0;8324BB-06D<2A-C3Y=$F6V[L)+]_#N5Y)'R7GVHF
>EQ5!: J6E4!]# MTCB4)] TB:*UHT5I?KY9\QN5]VIF3(X)],@'I2506@JE,2B-0VD"2I,'6BL[MUFN>C/I$$B4'^F8Y\'&R8\U&)X<'5!6$TA(H+872&)3&H30!I4F?6)A]]TCE
M@1(0@W$K.K7UL.2\GADUU>,/M*%I$**8/@T2=-7 *//(C7TNY3]M9X35612$ M]4$EXP^M6&@UJ=&37Y@CONU89$L#34UY,&,G.PZ2%@=:+:LG MY0%]-X72&)3&H30!I4D4K1T"2MT+OO?
5AL/1,/:5AE1!^FX.7>X'I:50&H/2 M.)0FH#2)HK7]7,E\0?*8&DD_72 (I<506@*EI5 :@](XE":@-(FBM:-%*8]! M>2'A*(W$S)@<$U#=$$I+H+042F-!=[GC+'+0\! >0P5!*$T.'D+;BY72%YB5 MOL?
1/LQ&)[L)5!]$TA(H+0VZ$E?G816]|T%I DJ307?Q7T^B7]"DON"!*_* M[]o5Q&QSLK=#E3XH+0FH#5([4RY0 0]*XU":@-+D0.>V/#Y4 E[XP!6 8SU^ M:!V@V?Y4[X?2XK"KP=FAV]G0'6HTA=
(8E,:A- &E212M'2A*D@S-DN0?MC&(MN1V3 P:J88;4-J:+2'^U'=1H"J4Q*(U#:0)*DRA:.V"4R!F:1A"2"@M"0DQ<-%Y$PW4)H/2.)0FH#0YU+MMEU:*:&A61N'O!S/;F^SOT+UA
M0V)UI>]&SEQ_V1W4; JE,2B-0VD"2L,H6CLTE X=]15UGM=O5F=GSVZR#_FKK/RPVE:6.K]]\./ M=GY>KCY<'[_4Q@^?M54=3?OIPV_,]%^7%O MX^Q_4$L#!!0 ((%"!"%D44$Y9M ( )(' 8
>&PO=V]R:W-H965T M&ULK95M3]LP$,>_BI6A#:2)I$D;!FLCT0=$-Z =*9OVTDVN MC45B9[:3PK>?[:2AA1*!Q)O89_O^OI\=WW77C-^+!$"BARREHFJN1[=S$(TN5#69/#S M'"T
M)ZY!L\PUYDJFU22S$YY7G[=G=-NOZ(Z%*#"- +$%4I<;W:.(";GWX$HAWPCI MQ[@*?* 3ZMJK;8K&W70*.!,YCJ!GJ3GN<)?0'B>U =VKHSD==8*/0>YD[+_Z&UJGS]#?L
ML/@UB]_(\G1O)8GDBBP!E!(\)RF1C_NH&B7?2^6__+/V\XS*GLKO67_ER;K M"W7N!95Ē8JA'Z\)R:O+IL_&^*CAE27B2*:N5>NY+0@5*8:$DG>,3==R\K "E
M(5ENDNB<296233=111.X7J#F%XS)C:$WJ,MP\!]02P,$% @ 4($(6=#/ M;*26!P 0"(! @ !X;"]W;W)K1*PMGTUU\),+*14)(= M-Q]B7HX,Y4ZSW,$ET^4?
>5;0@3X5A85OYILA=A=S&8\W9(2_=T1RIY9TU9 MB84\99L9WS&"LV906*RN?; %I>T%D5>D0<&>%V6F#W?D((^ M74W\R\>'"; EF*]2%V>)RAS=D1<3ONP3:_]BB1(U MH)'X7TZ>^-
$Q4*X\4OI5G=QE5Q-/640*D@JE LN?/5F2HE":I!U_=4HG_3/5 MP./C@_:/C?/2F4?,R9(6?^29V%Y-X@G(R!K7A?B-/OU,.H="I2^E!6 _^@Z=. MUIN M..:"EMU@:4&9$^7TO_M8%XFB U&,? +L!
<#@@&!F N@&H<;2UK"K%@N\ MN&3T"3 E+;6I@R8VS6CI35ZI-*X$DW=S.4XLEO>?5 >_WMU>?_EP"U9?Y,^G M#Y^_K.#]I["\7OT,/OYZ_\<*3.'QIUOPXP__3^ O)?MK3FN.KXY4Q(&Y2F
M6=H[Z9]'AQYWAQ\HI78\=@ <':]I3X2]U11X@[QV '@PL M]BO?/OPYS$%]/%&C#XWHN]\1AD5>:=H)FHN<6*/4:@GL6M3:O> [G)*KB5R< MG+
]F2S^_2]_[OW7YN*9E)Y5'/0.!R[MB\^RU!246YUL1\Z;D:J>[!?3 /I^ MU;1:MKD1>>C(+):@Y1R8:,R,DR8)L' 3(M,/&)GW-L9 M.^U<"9I^G2H87EVI!!5N'E[^2=1P&RG*>T5LM'EGH@)TF9UV5[
MHF\I)-[CO,"/!9E*5C'E6"XQR0B^$[&N 4[2FHV6P<1,2>"C02Q,H6ANCX3O M:=CSG+%8;G&U(6K%KW'.P!X7-5$QD6YV0>$]M4 P&9DM 46.' ,B%\)6R/-L M;L3#.F<1"Z$WXLD1@/O..M=ZP@?
%BW/2)>Y@^5@AZ]2?]9*=2]ML*_ .!G1/ M\:2;E[*DD7RO9N [5>2MCD,S:[XG_X9L^5@,I(U31-\)R@O?I+S2AQ9:340 MV0I6.#3OGT'_I\:_!T9V..\.!4\6#RJVA$GN*E>1=/%)H\8WV@M6?P/3
MWVA8&&U"?NC%(PG1;,%W@JR>.3O\)J0T'QVZ,V"EJD C@"-+Z&:=^-T]) M5A,=Z*.0!BUQ]]DF/D1C:)AMD?+G:&RF:R3WW5!^>RBH+UEI@6<$HZ&5IA0* M1DS4(.Z[4?
SS:UB@U683IJ=A&$>&U1:YP/.3L>*O$=U/G,7_KMH3_AI#G>OWG:G$G;J=.:M:$;M1_P<]OAR]9#-O58=B/R M/!LM 19HEN1AF*%_HAV'&NBA&^@?&$T)R:1/C)8@Y[R6>6V:DQ5A:AG=@"65
MN@[EJ89':6[[]>^.>\F6X"OEXRP!:C9 G2SA5/G"UIMIH*PLNE(MQUUSZGRS:R;%\(/$'V&84+,,Z&89@[O6O&9-8KO.6G?A5A=-!N'#Q$ OBU2 MQLJB9AG0O7'0KS+9[_ 5;DN"YDUT2(5A[[=;J2)
GJ!*/1V'VUV] NJV>NP M[LU:B((?#OFR^]G?62609@KH!:9P.IMD&R ;\+2G#>5HMV\H#NUU=-V"J3< M%?29D.[6KB.;"NDV#)?6.)B4 $)_& ;:+T$q50)HS(#=G,)T[+H,I+4LY$[FS MW+F?\.8==I-
P))*^CX V.GI;\!V$8_U*)$M(X]"[W%!#ON&,KB"Y;E0&Z3ROM4/LZ4/0F2L-U/*]^(0 M12...: Z!W!QB^6KC 1;@D6SRJE+)4)'AE$4LC.*O!:0Y M!')SB+?Y1-1.@M,;$^UC-#?> UC$_#A <&R9:%:
(B>W7=6[74%4+<=%L_E< M4(E"33&H#F*CFAZE;U^ #9V5.IQ+VVF8-;_:H9Q=U0DOVLCVZW_S=$PV<@\ M"4;8"-]+G9R-T)@,N\IT6=M?LV>+")UTP%/-@XLS]>&,\@X7$SX(L/B%,3#
MN3T[>A=?$K9I/E'@H+&K?:O=7^T @[AN7OX/KM_X%\OV8P:MIOVVXA-FL@9Q M4)"U5.F]CV2$6?NY0GBLZ*YYX_](A:!E<[@E."-,"&PO=V]R:W-H965T82VS.*DS2YYN&Q0W_0R1$
MHB8!%@ EZ_[Z^W8!4I0?27J]F<0Q"6CV^_W67.MM:=^E*I(.[JROCS41E" M\W(Z]5FI:NDGME$&*VOK:AGPZ(JI;YR2.1^JJ^EB-GL^K:4VHXLS?G?E+LYL
M&RIMU)43QJUKZ7:O566WYZ/YJ'MQK8LRT(OIQ5DC"W6CPK^:X>G;2\EU[4R M7ELCG%]?CY;SEZ]/:#]O^$VKK1_\+LB2E:6W]/ A/Q_-2"%5]2R0!(E_-NI2
M514)@AI_))FC_DHZ/,R]D_Z.;8C$2NUK*MPK7=OE?) MGE.2E]G*\T^QC7OG?O^)K/7!UNDP-*BUB?_*N^2'P8$TLR<.+-*!!>L=+V(M MW\@@=+\ZN8T;7?SXP_SY[-57-#SI M-
3SYFO3OU/"K,A[7<#X1#V6+WY23/JAZ+#Z8;")^"]42/_[P8K&8O;]T=2/- MCI_FK_XFM!=25#*H(Q^0I4#\!IG<("^#6&G;E!*YD:DVZ$Q6(HNGQT!Q*(4T MPIK":E,@?
POM@Y.T]\%^B/&X5!;&>ES"NF729.I-Q#^Q>6#$ M_.=77C2Z4>1=,GYMD84X1!PDO?#201DI?DKNNE[>=*Z;(C^#+52B&DGVX/9R M*W?B5AM01W_JT_+JU]#N8.N)BGDQ\(W*M-
KU$P8&5=C2%K0AUSG$PMA2 M!]%-J5DV+S*G8SS@E2A79" ^4* ;0+.*G1K:VCI1 *FA'..L MPY&VD@ZW7B_?33^]_:6[@ND3)IXMAZ\>]UUM/6*6;^A6V.]LWF9AH/M8R$T+ M5E-!&
[UBL42B&3]B$4A=*3)&&T0PZ(+]]U68O-P,Y@*MO&P.@>?&ASK2A< MCN,?4*$"XP<8V$BG;8O@V4HGNZ&'-EF%0Z88(S$"/IV &H0PPA#5ZJAP,E<" MF42'+4F179SZ4'[\Y>;+91?+.,:28(U\C=-
'A56N*^R<^WUQ^)R)S)25F=I M(^5#92E#**$.SUY>#TYR$,N=LSH_B 4<6&FUZ7!RX.];TC+^& 6(:7(C)3A< MYF7$H2)?@"B*2@ED/+G0B6T)B'(B$,1I.\4$]; "LAD@G%7#4%K>1O65 P@T\
M3^+B6M8ZUZ6X0H(7%'?0C,FERREP&<&A#Z7G*V.:1--RRV%#E/YH@1.@%\37 M6,.13-+O4FZDKN2J4LE. "4Z+,-6-!B*&,8P.AAM:IADV#E0!C29[B:X1':1 M669;>@D=.RX5-
PHW(C/@]RX09%B__K9QZ*7$+ 7J/?BQM$CO([LUN,^W*Z_! M3TY'S@K[6$[$$C#:*Z1-;,3(X\SRAA0N$;.5(A(9FD&W)ZW] [4'=\2->/VD M4E$+C;M=>[82/L>3QA]_OW -N-AM+.,^9
MT@V3+2H]]@@\M>LM9*H:D_R0FG%VO6V K8!18, #72(U3DW,XL0W5 M[,B7D/3LQ?'D!%U157'&?S&0#<\M3A^3S1#:0$4##,,"#.JR%';G:XCP3\[MG4_FG4RQ=K9F*1YJT.;Y\?CXF/Z>"(_6-
/(IA0J;,4QEMZPG$2'?2K[?2@?Z M"MQ"-JW+2NK4VH8>OT .:\'X0RA$!D1CK,;EH(&11(-P40NP '<|F,_K[_U#W M6\(FXEJM0:#8^AFI*.;/)^(&-(\X4AE^N^" #8E9W:$9C7?%7(M(WZ=2Y&5Z
MI^YTY, ' 7(?'Q1\)%4%>CJH@EP'$%.B(KC894T]+L]N9,5EM8<([/8MG-!5 M"10) DWO9#B8]I:(A7#9%IBDQ3OB&C]7*FRI0-TO@ES"Y<$\E%XMKY;[QJO3 MG <-*V-S[&/YWPUN9]\N4/%1N^1+?
2Q^U#C=ZVC15:()LFD&Z[5&)#]"7 ,T$O^NN'30!4)G?[2>?], #K+GO7=O MENQ S L8 P_]2!M*&_M1;K:Q$CJHP5UA MCG/"@;^)7P &Q/F&N>NFP2&B_4]P7ZHHQX>LOT:N@^#)6SGH3?
2XA(QRSF' M4H;?5^A:<6N>WS_XP606B(@@'[..)"IF /ENW,.1LMW%_@,';T*2P"O=PQM5 MR2T/(58HI >B(+GBDI&1H#T;^41+I;UO4R<.U_)H$_VU)V4>O3&B5G#IL]D$ M[#'T7D]A&
[BF'2%R1_,%"4>L#.U_;# V?AM,XX_T2U/0OV078)#(OGI.TS^_]$P>GO81%#(+1/$4-O.GRG CR!G M(]O(X(.* T"M2R_MUUWL240US2>I_-[$]4=M65$-DZG'MBT]0KK\.4359:B MQ*E-I1N-
%+JN8;SB)MNDOAX>VA#LZ "(*64YLA_\Z6ATBL7VPYY5N/E]PI3] MO#2TYT^HC(%7;+KA)>*0< #K0Z>,($:U?;?R3>'I^V'>A_H^L&-IH)) ?+Z) M3GTQ&*#W^%CP_!-
OSE>V4#FG#^M53PL:,-6%];!"\]T 7]?X5< M_!=02P,$% @ 4($(6?#EQ?"Y"P ;\ !D !X,"]W;W)K&ULM5EM;ONY$?XKA"X],(BR;+SGAB0?HUK6$GOT& 4 M+B4QV27W2*X=]=?WF2&Y6LFR+T%:
((BE%3F>X;ZYM>Z+7RL5O>Z,O[M M8!U"\VH\]L5:U=*/;*.,?E5:U=%N KVXU]HU3LN1-=36>3B;/QK749G#VAI]= MN:,WM@V5-NK*"=_6M72;#XT%^<*U7ZT
/QF=O&KE2<$M;KUO<^"+%E8^X6^ %*^'4Q((56I(I $ MB3\WZD)5%0F"G\D$/8/N2-K8_YREOX?;8G5AJ]]TK=9O!R\&HE1+V5:A MVM[^525[GI*\PE;>_O>W<>WIR4 4K0^V3INA0:U-
_"N_)C_T-KR8W+-AFC9, M6>]X$&OYDPSR[(VSM\+1:DBC#VP]IX9RVE!0YL'A5XUIX6P>@R'L4GB],GJI M"VD"G%78U@1M5]*QE2ZT\F_& >?1KG&19)]'V=-[9#\3'ZP):R_>F5*5N_O'
MT+-3=IJ5/9\^*/!OK1F]D\E03"?3TP?DG73&G[U^_^+\5'VZ6'95$RO?",+ M]7: :O*W:C!V8\ '#^,O'Y \]-.\]."I/^7FC\L>SH2WRY>G$NO/2V\(BM- MD%OL']>*5]>--
!M:WQK9ECJH4A06V6!_0AII3T>*F--(66E?"0H5#W@<4& M2+](F?#.LUIV.],/KOAQ?3Z>3US[/9%7\?OU8 /RP.BBGZYZBT,$Z%BH- MSO!X\$>K2:O%!ERK55M%9\R?
#X4UVVEQ/'DR>08OBB5XZ.E!Q@VO"BL9=@Q M]E97%;D(![2T4DBQLG08GA7*&5:*-ACU%3MO507GU%QP(S%CGV!UM1G2HHTH MK3 VP{JB:DO(@ #D76TBMC-(PI"EM0%+U:X]Y \^DH):J:
.1FPHL(*TE^5G M@%>,(IM6$SQ"H@="XGHJX&S]I(4TI'4/+!4/1]U"[K4@2CG0Y%CW MG8K840(MH!W5,9*]045SI641.?G#VBG%"GKI-:6 4-1O!+]%ZKI%BFCH@J:! M#]4 #:B!5G]+#ZFK-
P@+D)|:> 9@JB4VQ8KMW@ U;0M*>^S3ALE'>E ^OZ$ MX^H%EI\<1T5&XCTM;5T2TN7!D#@.X8*]UY%[Y9G3)0/9?L7,C"&O7W,X!3*- M> QAT*]W5(60?4U/AE1>2UWA-
TXN6C]_=T&"/DB'(CD^S2;->TUBML7:J]PD M+F&3$E.QN_)0.TFFD V3D]?=WVLH9P*%#'F["^APCRFE*[UHFY+S&PAP:6^B M,=0OF^L?E(_*Q
MPX1@VG.&/>8L>@D:5RH)AX_YI"W^HQJOD1-/0C@ZV2'E1\PT5JV. 1\& M*\8Q*FG*\27.0.0IS3UJ>:6-X7Z]1.UN_[X:?QIMPK[*@*TO*[1*$FWDE' M%*2TL;]#-0@$5 ?"]U[@Z!>8#*"135-I15
;G/5--*/BCD=M"^& 15FKU&>V MU7\8>3_V>@$.HC86"TG=R*J-F$J[&R *G$ZM*8O1* "(47=>@*T&$U;G:'L8 M<;Z'V]W35+B!=^[LE2]LJM$>&l;72^'V)6HL1'^96*(Q;6\]-#A:5=^2<%
M]3(7U'Z*F5[P7N:Z\K$9.6D\\5)3,'?6\;" P_H%@TI888"FO,%CN<*75<<7 M^LP@1=81PH""@.& FV]VE8\A#92EWUQD;5];IWV;'*T)QI2X?)NK33M B L M(FFGXOON D(_X(5NZG?
R_MO3<>4A!TI[F3!0WWW4XMF_D3>"O^C!/P'MV,' M+6=W=+#&$F--(N3<2@60#]B%AL5MAX==H2CHP^](B\8PW:)+C$(-D4*XD?. MM(WB-<)0AHYR,Q_.+$!D-7BY]E_8(7:Y?+*0%:=Z
MO!7BGRZD7P]%@?\%036"%5N$-LCIL/4G1)]8B[T.4FH!KHDHJ@HF9PO90VKO&Y;* M:VL:I_4:(XSX Y0*?'M(1O+Q.Q$@NW1H6<.HTG;XV)MF.]#LGT,X:V-+1A<@ M_DM3>
P_@"7+\/N^W)XY8\ L<-_A8:P^&-*[EF/4$24:KV=3$JE;=T]O\?= M_7E,=NOP@KN)6 \A\@"FL,8A13D)*PHBB$448*$KK@?L+GCJC.C0/:%BBC1] MK\-*
(,SD2^Z5,N>M"K#IXZ"7E%=E*E:YW)$G.HB! 577?F49D.,)N# MY9C4]5R7- PZ@N?W:2QX>;B?,*V6T3'XGE6+7N0**CEX>I&EVV^B2$5\A!U MOV>=NE&8[$=@P&D8N@0RB..3D?
B[+@C]AFPE2*?;=D+T+)S/Z2C1_A(&7CE; M* 6NQ"/FSXA_X,'@ YH&()CN3LIDC;Q%9R2H3B,(& '"Z62CD-\%30"]HDD4 M-LQH:>((:.>4XGS,%=Q*S1W++\C#3EP]"OJ7CF-
@\0<7L _=*1*GAMV["%H\F MHZ?=P7DT3+F470P8JS:IJ[^!>01H7M)54 *ZZ ,L\&W3W8N)*T !P!K<83T51 M 7F)3 3N:9#S\[L/_YI=BR.49;$I:XUZS(?-S]IGO\\NWXFC2[EX B[= ;+
MJ1['2X*V/PHS$W+>4?3M0+WDZW\D7\RI,$C;#7LP]7<-/3]&S^EG0A+K0E M(+=KQ= 1#V\[^B<<4=^6;@4(]JM 1O^JG4?[(]&GSCLD^)&.S(2%(WN(\7: MUK:RJRX)?KV>S0^,;,!6QE]4'YDJ.
(;AV@HAB+; M] ?,3)1W:%%'ALA[Z0(IMRCBN$ZMR2GP X@? 1G-F1O$L68E%_%>^R;=U:.O M"R?%8(7#ND/I;NJ-%TJ18!;6IUNK[?9LIU,[HSHI!P'8AB&RTBM->-T)!>FG
M1LA)@DZ8^D@LOD9N(O)%H,>B""P\F]A Z,@W>AE\=V!%NCAD, #&BU5^OFT: M%+!X#W _O>#6WQT/1-L"'S5X8AM-AN7H"<)=Y%SB?GT-2FH!9"]&'NYH-)0D
M,K!#)>YF$HMX)":C9]WQ%/=']D&KP]'-JO#-G/=Y$GC3 ,N:%V>6+[U(I*N M^:;S_0-\K:ACSJ37'@X&:/*O1]?WRN20U/$GD.C6@?N!/?S/JMVTE?M8.0> M4.Y[=!.C0^ /QKU7H* "*W[1RS?-
)L2WH=W3[EWR++Y"W2Z/+Z(_ -M!:D6E MEM@Z&3U_,@ EY9>[\4NP#;]07=@ Q.2/:P50=K0 O],-;?Y"!W1OV,_^ U!+ M P04 " !0@0A9,=TAD.D# #"P &0 'AL+W=OIL$;5(
ME:3L9+]^1^]2=I,:28=IV!=1/-X]IT]>:*?-%UL@.K@K!;+$]"'N.H)CRPLL MF1W]^A6=K+4IF:.MV<2V,LZK(%3*.$V225PRH:+-!NS&*F:R>%PAL#MBY+ M9NZO4.K=/!I%'>%6; KG"?%B5K$-?
D+W1W5C:!?W*+DH45FA%/4VA/5EI_\9OW^3Q*O$$HD3N/P&C9XA*E]$!DQM6<,^I5>L'] M_P[7?"=?%DOBTLM_Q*Y*^;1:00YKEDMW:W>_8ZM/V\\'M?2AB_L&MYQ%@&O MK=-
E*TP6E$(U*[MKX[G<)K\0"!M!=)@=Z,H6/F6.::8&;T#X[D)S?\$5X.T M&2>43\HG9^A4D)Q;+)DM!L#I"_BU%ELF43D+3.44GS4C%O ML:\:
[/0'V!.XULH5%GY5.>:\'C'9V1N:=L9>I4V8ASG$76+1;/%:/]O6B27!RO?-Q:/CZ& B\M/XZ= M#>'I\"Y0%AK2]V(;K+3QNYUP MA5#@2!?!Y70G>!:MK)8B9YYCQ213'"%T@B5.YOQ% TX'*:
<=DUZ[WUA6T]?F M!;!2UUZY+?1.P7$-UM%2!EM;+V!-7ELX"7*ZMN2"?7T.KUZPFDVR*:C/<)T.CA+SN#VNPAW#.GX& -H M,)LX7.(V#.2=:\,DKWE9\-DNFD)URV41>*RYIN!A_X[]%8B/)A*
(1MS@]4 MN4\LW7V24;&3FH1+(W(^(><'* 5PS:QDO:DL:;5=! M35EY[2^384K7MI14 ,-G./XPZ]0+_AHAV!/QNFL/CO2DY5#5QM:.CMIJOV%] M>?D1?C.>MJ? >XEW])Y31&JB!X*MD ORTC,B,
[RIK1RW&!^7OMZ;EU,X@;9U MZ;QS*;">B,Z@_VUB_"7VT#1F\"!52]M?R#R#AU$-KNOGW$Z/%/<@A/!VINK M^(F9%H>51

<=‘O^V2I"DGTMM.M>7/';KKB]M&3)MU*T3OLQSZ=8W*K.K]\ZP4P_<)‘[5.^=:S($MFUC[0 MR[OT]C,@0"I322)$C^/ZK7*,A($&)\]F9U&)2UL/]?2W[+ML&4FO7IMLW_H M-"RO.F<=D;]Y++-P9U=_494]4Y*7V,SS7[&*<\D;HB7AO35AZ M\;-)5;JYO@^ #2 O'%C]9CEC;^OU5'H9+]0 M*I\+7\A$7750'UZY1l6Y_NF'X+7I1*O M;5Y(LT;&!^60B,J+@,'YOQ*-R?
M%4.6DHBQ0B%O+EEHYZ9+ENBM62YTL1>&T M=3KHWZ""ID@N7VV*LI%32;$S\K*<94H8&4K'&,+2>E5-[S'T?R'^2M_$L ;_]](21+@S MP7)=[X#8/=R#HD!9)W0* #I!L*3W-(BQ3,N9!A+-2F5@N'7X$TER(!#6Q2^5 M76Q)*H/]53A&-8WV+=BLB.!!I9N(DNROL=KZP!,S:#-8MW48:*3,I9;1M ML,@>I5E#]AUV? 2S$#/U6XUJ7*/Z8%IBJS'6B*Y +:-M]4_G(V&IR]AP\]0MZC(OR/%PP0Q]K@;4C$8'BT(ZN%9# $2O;)FEE$\4"#*\3]5=2W]"] W&+\6[MH'(OWD<'I^1PKM:/,=\ 1=RII'2.9-U(KV.ESFV&5LORV3C>C B#-K&)MNV8CK]#LVE[8%/5MV7[I#L\,__*7-!]
M7LPL#^#X9I)U?&,]B+:)TP[^ MI01YF2E%A ?L1&80Q-QC *'$>!FB/V29HNU5AGG1R2TU34!9CC[H%P_M58BDB^R/1C5]LW/4"ZT!Q.DRMF\PMXHL:7C-=+
(;,U957^B+"%>F"A'XIAX8=M0=2V9N:98+9[H MN%,X"$@JSXK,$S6+_+XG7LT16RZO3'$~T[&LWHWB\2@5"!;0Y M%D<>IZR_(4/1#GKH@H6FKG%/6X%7V*QK^,1[NF0"&71-=$#7[(!8=SR!T5Z MQR'?GS)O4N#GF(@96N/WZF\JB_N64=K)9T_%H/><&?IH'>RMRIN M'X>P@4'(CZQ6+ !!(8KH\J@[?@YNMIK1: _)/JI9:TOUPTCGUS^0@=]X2/I% MFE)"W7 KIMN [F!?^:EX"H_3BC/@2_C$_N^733>F*6:FVCL.HQ;.K&ULW5A9;]LX$/XKA!IT6\"U M93E)GOTVZW*/9%$]DYOCDX M'/)\;NPG5P!X=E,J[2Z2POJN:M=~SHH"2NZZI0..?B;$E]SBTTYZK+/ \,)6]
MEZ7I<:_D4B>C\$#WQH[.3>V5U/#&,E>7);>+*U!F?I'TD^7'6$SDM\$WT1N<5 MG\([U^]-Q9'O9647);@G32;69A<))?ITZM#H@\$'R7.7>N;D25C8SI1X%5^
MD:0$"!0(3O(XOF9P#4J1((3QN9&9K%028_M[*?U%L!UM&7,'UT;]+7-?7"3# MA.4PX;7R;\W\=VCL.2)YPB@7GFP>:?N#A(G:>5.VS(B@E#J^^4WCAO;#,+V# M(6L8LH [*@HHGW'/1^?6S)DE:I1&\'4P(W@!:@O/,6 TKD\Z-7>@:,HY>] M_^]Y%$C3/=$P7T7F[[F8 ,;::%\XESGD* S]Q#(TUU'1,5[13X1ZV(;)!V M6)9FASOD#5;6#8*\P?=9%YD/MS/3U^-DU=T6'"7PRC^%S+&5?W*=,]GB$P87 ME_/,3)@O@$V,PC4J]90]DAIG3.V0PST^90\?#+-T6N-< M\]PG\;(TULLOZ)'ES >-Q4SMFWK!I5T-K@TZ[256/,?^1*7@V$>N:K@C#NPA M+ZNSS6#\/*=>+T-?&@T++!]V$Q9[+H2I[J&[(-!YWC?M:;H*\^=K9S9H/I MO?%]7B% MZ?PHQXR92U@'M%G^"6/6Y9=732R=)A:Z+_=>(_ZF]R9.E&)-K;U/V$'IQ' M[/8 [\]VQ['G6QX>#\,@?CD^"L'O"_
HA/IH0U:+=II6)K&,A57)W:M;1#8 M@H=]VA<6@,BVOE]VB(0*3Y=="F%K()\D*FH4@!:/U:)#+? M"%43_\2:,JC@J_(BJ&:0.Y!-8A=,5%1;9]%R-)W#M2DKKA>_N3;>W6J1\R#M
M]K&G58K:,P5UP)8:)-1BF? 1;'179#LKVIVMQV]+V!-(/-S@YW_V#,' MB$-Z"60X_F+U;06F&++*.!E/'XXLWHC/5I4A&2L(IQ6UZ+*_L/HU?G:PE@\% M1],]#[=E#
<83TH<),.MLLF9B&F[S]5R_<&9ZT^Y#V=A1WP-V)LZ>2_#@PS7O;0;K7NLU M!TW#G0T=5G&%QHN-U>SJ6N@RWH:X+&E+53!!UK3[]"AA-M[3Q($W M5:@;&1OO31D^"^!8[H@ _T^,\U>/CMP7!M@,]LTW7[ISI 06M)H4K\$W]GW M^'G.]ET66R$?5 &0R5.HM("*JHFH@>-,+F1%-9IRXZA: LW: MH*IT?->-G(HR;]T6K>]6KA:BT27C<"N);]I*RC^74(KMTO*LO>...;0IM',YJ
M4=,-W((^4=]*M)P>)6,5<,4$)Q+RI77AS2]#L[Y=\)/!5@W&Q"A9" %@C* 9 MTG(-(2@AU0:!XN<1K] L#1#2^+W#M/HM3>!PO$?_W&I'+6NJX$J4OUBFBZ65 M6"2#G#:EOA/;+
[#3,S5XJ2A5^TNVW5HOMDC:*"VJ73 R]!COOO1IEX=!0.*^ M$N#O OR6=[=1R_*:;KI:2+$ETJQ&-#-HI;;12(YQD]B. MW&1@1_;42\8X>(TE5@E\7KS)<=!
(DYX1WO[KVW'D'O&ZGCO"%IAR2518$TWNGL5Y-A[[4$,\/@/& M-6"6]ARX9CGS>FC4FH0*9X$=C?+A.I4$/IT8%". !TGL3NHGN1 GB%\L+X+ MC7FA+Q_9X8YYL>W-IL\=,S]Y*>)8_7 &Y1S%;-JF91YPPW57V7MOWQXDGE$=HVJ.[2HV^:P%AI;33LLL+>#- MP/A=["PVS M0?]O8?4/4$L#!!0 (%"!"%E Z711@L $L@ 9 >&PO=V]R:W-H M965T.[2 MW)WOS+TOWN_ONWBN.NEZIE YWDR-S:3'HYWMN\(JF?"B+-T?]ON'^YG4^<[% M&8\]V(LS4_I4Y^K!"E=FF;0O5RHUB_.=P4X]\$7/YIX&]B_."CE37Y7_=_%@ M\;3?2$ETIG*G32ZLFI[O7 [>7QW0?)[P'ZT6KO5;D"438[[1PUURQM,GA52]M8D\2)(X]6N5IB0(:GRO9.XT6]+"]N]:^BW;#ELFT]EKD_Y7)WY^OG,\(QU ME67]OYC%/U5ESYCD29U_*]8A+D8%G'IO,FJQ= @TWGX*Y\K"%H+COM;%@RK
M!4/6.VS$6MY(+R_K%D(2[,AC7ZPJ:P:RNFL.A2?3>[G3GS($Y5TU^]#@T:-8:W&U?!5@1_+O"=& 4@.^\,# M5^2-&K-&+&^T1=XGD\ >>64S>&BS@6'|P>;UE KO72%C=;Z#6'?*/JF=BS_
M&!SV3U_1[J#1[N UZ5M!?WW544_00G&?B_2QG,Q'#->0['KYTK\^B%L_%_?/X(DD$M()1&8*'2Q6(+LAC/; M=@HA8R-^"K/%+<3F,12$5MJ+VQ*O[N[NQ*<'%E2O$;NU)K?7MS2AVII%>3-3 M4-9VU6BI_XEEN"4D16E=*:$74%C,-?"DV=4T,9=/*@!!LEF##HAE0<,$W R3 M9C!4%%;GL2[(WLR4$+RFXLU@W._UD;AI2ARD,1\X6ZT4)?O=!^E'&B:4
M&VU[Y/2/,B]F^(@9$G7J3(CQ8..6SPE=@G,*\+S6:'PC[U(&O#$S)O\E)! M!3=E\D4D5BY$8A8Y3V&]K\.N4VNR*DO'@T9ATQT:]\1#RPN,?T>7KHU6O0H4
MGA#L,M=>P\0&*T8;$I=@FZ!5.R%"V"56M:1&V!NRL?9%Y;:6H#7?7/&.#5"F M2<@AFS4*VQ! $V.)&RA.$L0VI$'G-X-!.RBPW]+C0GJ B^@HN&B5166%DUZ[
MJ0RE#"MB93U*KB#=6:ZC5)DBY\$"O1>ZMP+&F@W7'1LB^%7E';3GD+=$/Y(1 M2"T@3(2Q8EJFB/*B.8)]K"O:>5W4[3I)]I*F"WEX:.)5++\$J-E\!R&F/'1 MKZ_WUYMT^JQ3A9J7JV7D/[9T:F)N-=PHZX'&81]Q^@(HIG G3S(O2,TJHA=* MN.6R9J=(3$HO.Y5HRG!Z5(Y\6;57Z86>,< MN,0D9>SA=">5ETK$.HW+-.!/'.*MU"E%M=//[S*]O=2;Z T*/0EJH[R7"& RT* =8THR"%8I#*X.0[*]
OKZ\P?QE6HEG"_I&Q. MC5]5Q$CD%Q))!+"KL;;?&XS>BB(MX9QGCCJC8[>BJBF48=N>/(W.M2]FI@G M*I@IZ8>\(2&Q+'KBKE8>"PKY(B>PGY5)7[BFP!L21:OBBJFVF(J0 1ZP'-XC
M0Q2":SG(JWOBDLHK)*.'[?@R.!S'!1$E_*E04G(RCP"Y1*U+1>7*B!B!;6T/ M'T9"8U/-17GWO[A[M_/7ZY['+2CX44J+3%G%N0 MQW<@L%2D+UDQ-YGL%A8W)\RM K1+"$+L!(JEUHA.#U6DU-!C/FW%M;RI_M%* M+P(54QVSR^H8C%L.@P^P=YD74B?M%B)GTK4EE[NDGM!$,8O&KZ*'?;NLA@B M3I(R1&$=+]B2:;NI5L%/1UTVT 3P]U+;T/=D\INB=.%VHC*7K 45QJT#QM3M MQJ8&:5., '2SRJ.+(15K9RD?L*'!A,>Y+'+'O;]TJ0:23?WA=+?82K6T6=FD M32.WK-E#-?=6O4*'0:9 *-3T123M7* O'EI;*^KD;UNMJ6KS"I)CU()L&U*M M6&GYD)>-UY4(JMWLY6-N)#S1P*-N(
M<8H.K_WQEM-" &ZTL)#1VK['-76::@X6!"C;."W=QO70&Q:)CAQA.L$LHRZ MBD!;U05&5,V"<1'M#QL-49B+FJRO9F)D8IEML!HHTND8.E4M*!!<@-A(EZA1
MJ[7TIS*9K4B#-2;%Q#B$RD3FWVQ9>#PNYX2C8T8UF>R5":D(71$25024?/#<>3.!F,*"]%>>\1TJW@V5;P"Y1?Y,.7<\U]9[KJC6O4@EGT491>W7L)V
M*!NHA.X*&E%C!08]*GI8TY^+A++*2M2%63'C)]P6ECY0JB5IAC%+%@ M,AU3CEH<6Y&XSNLXV(#?W[88T"(B492^:H6&I(ZZ4[8*4]0"O"M%=&OF%H06 M" H1I]19!.;A7$Q9?P,ZI8
,C1O?*8JY<4&-!/6">H(-$(5K*L"NGX*G4RTG MS/3<''-=D]H*=*KELCH'/4&8:#.SAMRJBY#*PG^X%L\[\"P;L8("HCQ@[]" M73@J(J4M1,/ <$*$_ 8U*H58\=+8Y% 6F1/ %E2$X ;>"J_X1FRB<*I%[0G,
MZU:4K4* 8?9S:\K97'PLL4U]LQO49EBUHWN?F-C/M5ARK5]K[0O:I-A.;K0A MA0Z!7. #>8H*[D11[!#;*1^:V(9,U'.AT,LWNM&&3=O9;IR63%ZZAG6G4\6? M$);R,K3Y)A$];C;
[H]/?|K=&#FKC!B0#@(5\!=IT5@-B:% #;EP>K*W?)8& #Z-%X3SP: MSW>4[9OZ1F3CV-6U,&0T-.2SH4Z[M*B%G:K;3.U>=< WBPG;TK<]K98'UA=#)<%\<59GBZ M3;MX99LESJ-Q-
#I9!1Z*4=R\VSF.)RZ@3GFZLK-4*1F+M4!M3K5SL%=U -A]?]S*CTNNTIVPC7#*XKJX/! U?1??:>#5\JK[EV.[M$Q.KZ4[76>M6CYDZZ4YK@[3ZW;K/PK* UP9;MI'UIN^+^ZT/O)FR, Z,39_8
M$&3A6V\SVGPIOPP?B)?3PV?VS]+.Z "9]BF6]GM'XYW0X-8/WA3\N7AB/$Z+ M_'.N)'H;FH#W4X-.LGJ@#9K /W#Q?U!+ P04 " !0@0A9D8?/8L % & M$P &0
'AL+W=O@Z=:,/M'2RB%*D1E)V _.]W1TJRG=H>,LP=$(3FRQ7 M>^Z%%&^6VGRS.8!C3X54K:3.U>=>]?LVR:'@M]=+4#B3:5-PAUTS[!O2 $^] M4"'[<11=] LN5&=ZX\
<>S/1&5TX*!0^&V:HHN%G=@]3+VZ@TPQ\%O/E/R.3R"^Z-\,-CMUI248"R0BMF(+OMW VN[D>TWB_X4\#2;OOF9,E,ZV_4 M>9 >=B("!!(21QHX-@MX
U*2(H3Q5ZVSTVY)@IN_&^WOO.UHRXQ;>*/E5Y&Z M_+8SZ; 4,EY)]UDO?X7:GC'I2[2T_C];AK6#8871&9P5*.>F'P!- MLC=]A[IHI)_4Z*+D:L5 .3"0,J&<9IO) M$F)\;@ PDQS#+&:\+
(U^$AC1(%>D9O#Z$K,AX@981G5 9_B7B00%5QW@#3G19=IY-;R)*\L*P-[&V6@4\S]@YF!C6N&IB3;9@:'#[]PUT M"B6/00G0C)P]E23-X97%XWX8,!X/ (JL6\"WP<*3P7*(J#FYZ99OW4 ME@0-
"T7.6R_%=".3]2X?;ON:(VX,3:)45N2UM1(/P!]E-7W-3G[([\WP]W0.M<7*NL_*DL,B1R$;O3(^"PD@PZKT?P4U>.,E E:"L*68D!(KHA4.A\LL:I M^,RI+<8 (=]KQ6<8'0D8(I%,G1%B.(E
G8=XKRVU:,$-@I*]JOSQB=%]16& MHV6GT)OWNC12T%&,>S*Z,2 EA*^[W2$3JH*4V2X#E_3.T$;N2&R;W9=1Y7UM M*$$RNA.@?(@RI"A1UV@+04R;5,8\,YZE&H*'<[Z@\H@.J.EL(A6]FPEO2 "
M5?&.@COD>'/ =;$V[X"-RS!#)VVJ[?1X1ND8K==LF?22> BFX06I\#Y"Q4VH M!D*6>)(01YF6>'=#)Z;X@YNZN-A F*XLHK1G5[Z:1L/K'IY^R;$FLB)<1T*QO
M;+ENUCR*IW]8T;3DG>G[6K8NJF9/V%X7.WMC4;OL]X7 M[?#,V&W#2W5]\EGP7H6O! K+\PV\]=7EQQ&4<)NSS =MR44X>M91NZX>!0*K
M3#C(V_!O4DUL0$8&+B9:O4T&QL/Q9B\>']W4']UN%; ;V_=U,7GT'X__L^^_M^L\OJND+W'E.)9',E'6V^*O,*?[\!=S8LZ,!H=+\'9A46\+8H9N%D?;>M2[
M^!EO50ZO<7A0W"DN5W&K/CKW6X7QOV!'HPM_S[]!$4_EL-)_L!THU>QŸ@" MUEZO[J;O!!8<%EM1,2QS#]U CJ[XOZAO3LBC]S,Z8HO(4-1_)(9=\(EJNDX7?J7CIEV3A?^ M9PX\!4,+<#
[3VC4=VJ!!^IK^#5!+ P04 " !0@0A9^I=))O4! "0! M&0 'AL+W=O$)NPG67[] @C#47: B^QKWW\;GON], M"V#1@^#2%+BUMML08JH6!#4+U8%T.T>E!;4NU TOG09:!Y#@)$V2-1&425SF
M86VORUSUEC,)>XU,+P35CSQ@:BCP$I\6;EC36K] RKRC#=R"_=KMM8O(O%(S M =(P)9&&8X&WR\TN_DAX1N#P9S-D;_DH-2=#S[5!4Z\(.!06<] W7 /5\"Y M)W(R?HV<>#K2
_G)_8/H797RX$:N%+\.ZMM6^#7&-5PI#VW-VKX"&,]%YZO M4MR$+QIB;GJ!4=4;]\0(=@H$DW&D#^-_.L+Y\!I",@#:KC04'E.VIIF6LU M,VS'9N?A%(#VHECTE_*K=5NESF<+:\HP;MZ2,]
<,B)=91^@U0C?!?AZ3/P M-;I6TK8&O9G;I+,'G7B[0*GF%TB3-9OA64WVKP+?ZG_K0 MC^W!6.V<\/.I4B-3]C23[XZ-Z6@%!7;V-Z#O 9A%PRJ5"IM-,RT.K7;-KKL3WKLU6NJ&R8-XG!TT&1Q
MZ=RMH_]C8%47]=0UCDX3%OW9(#V"6[_]0S:,? '3(]0^1M02P,$% @ M4($(630?H@) % YDH !D !X;"]W;W)K&UL MW3QK<]LVMG\%X\UVG1E:EOQ([.8QDSCM;';2K:?,=C]#]"0AH0@%("VKOW[/
M P!!ZF$[IZ>3>W0]-+1$X.#CO%_5R:>QG-U.]%@_SLG*OCF9UO?CO]-3E,S67 M;F 6JH(G$V/GLH:/=GK]%E;)@C;-R].SX?#9Z5SJZNCU2_KNUKY^:9JZU)6Z MM<(U\[FT]['>]-
,M71Z.C\,5O>CJK\8O3UR\7EKPNU9+E_PM\"9C8S[CA_?%JZ.A(J1*E=<(0<+_[M6- M*DL$!&A\\3"/XI&X.?TI0/^9[@YW&4NG;DSY:UW4LU='5T>B4!/9E/5O9OEW MY>]SB?!R4SKZ5RQYI>CB2.2-
]\W<;P8,YKBK_\L'3X=DP]5PRX8SO^&,\.:# M"_MWLI:O7UJS%9!97 S3\@ZY*NP$Y72%3[FH+3S7LJU_?R(6N92G@H/SSR|.: M0.*#T]OO?O;S[9L?R9^,54]<^*GJE!%=_.\IH!+Q.0OXO#W;"? ?
3340Y\-, MG W/+G; .X_W.R=XYUJ[/]Y^L7D[JL2/;B%S]>H(9-XI>Z^.7O_F0]&SX8L= MR%\$Y"YV07\71-KS M3-0S)6[,?"&KE5!5K:PJA*YJ(V0E&N"F75I=XU8YM4J!'M;B&/?\\)>KL[/A
MBW^E2]Z$)?1P].(I2'$]$[^]O8D(_B+M9U6[3'SX< -'%/ #K/B9UW ,556 MEH7X0C:Y&V<7P6KB9M PR(0YN&#U_X41NYG.P(T1I0*464BRLSA5"PO4+ M)CGL?G(]>'XI%@";(&:B5.
[1F@YA"^URTU2U(WH@>,W0V &1X(L,N"%*K1JZ M8L0LQ0)/SI6MP?;"8J &$ LV X%.)GA2(9;26HDGP.I%8 ,9&##1+ M:U-9*P0\RBI/KI++Z]&VPQZ[\
<5U>^6US73Q&0]P2K1N"\:1[$^&@^%PE(!3#\KF&FC1PE$2SG<-_O.U-^@(7*N'00&# MV W$>Z!]46CT25TEG"(8 (C?I1*+G#+(+\F$)%TD",TSH4(:NCE#WE[B(%JC2 M*#L?7F7#X7 +;:-
03DNF7SG0U'(E1,3:^;$5^"EJG.=CK$(3%^[<. .&B0Q M:X+Z\|&Z?I :: !F)O*U&(F[T$88',>*\|\E M U#'M9MD%8DGQI[O 0C MA(!('@,T%I=6::MF/@8$MIN'L:K41.=:EN5*F&4%1XY7!,3C?
ER;J8+/ENVU M1L&83'21 ;P#(TYT8AH]Y$HASM>#Z^N_!KX^B@&$@:X&QODRR);6%ASKPL2)<"" E[7X@S17(!SWZ$LC M04=,T8'X26X$"OC?&IA48J5@7;*;!:M=7C
MIF9+O4OZU):/I+D'.4!Q.\O7X]1 MQO+2!OP_40$E(\6)--LYBFY),N&Q#V7:A:0@^ ,J1G2 FZZRGJ2%@^F]2RY MCCFWR9LO5>O#B#N2,-"1G@R$9./2RT99ZO:022(Z*((9B&N9(509+T+3F1
MP/.>YR)*X URH"]F=*V-@U3K2Z,=+13'@%]A7 [$8GM>;[Q3&V4ZB/.VRE9K M &0#J1$UB>I[/J9H>_ %:37L6R7:,AM6]>$$3<*8QWN&A- 9 MF7"PMP*|@RTXQ%M!!#G7==""1(.!6*APNWBR0P!
['M2"-=*80!!0)0!/ $7H/ MCP(W =9&-S !/:W0)\'!H$/-W$=[0#1:7 +ZR-)"U2 %+-W J<6TC(-.]%/ M"#>VV" R:S',6/$1:-14X9%+]9M SKSI)2HT'YMB19$81%M3%O80?09O0=(3 MHVQ=]\R(QQ#!@
5T+($<0DD3X)9'] QX ;YXY9'H@W,80K5]DVML9;>6]% M&]) M'U!@ZA4 ID P#1LC)&F25O*U&+]B@$NF#-5.53 E/A1L2I%%7U?ORJ8,'=*#
MGC.'GUR/!A<"/$%)'(S2(TNZ^%5V<77=RP6[O@"YMU=^]5@^-1#O&AO\#SAS MBX10!)7L>"B"9!T9::W%)BQB^H1P6P22U.61<#[$!Q14I%%%)N[U!]<)[JF ML.\&:&
H.KL*2(@P^3EYO+3KUX* MMHBW\M$9V*.*%'5N@%]*$&0\&)<J< :LXSK.0>W]/]-@1\\"L?OK!32!+B M%BZ8I=:Q.V MK.N^+#$,!)0_DYQO/$;>+F0#:3*P-NBW9@FNJKB1B
MD4U6H,HK@7+)6)T-)#<$$^(V&(\W&ZMM.U=VBVXAD@[F" 03_D2EI/BF3;D# M4A1Y$04=1;E 39;#6.6)@ LE8#N44\6I2+<84X<"X. ^9MA)?AQ5<3%6!4>0I7EZ,!L)?]-L MEN+S)(E:0@2%#@-
BJYD>;_2AY&@"36#+7GPCNG4K#I.,(T<.+:+5;8F41D3H ME+:7L#*?>O4+80#]T3 M0U2;ZO-M1I-X8I;__OU#]X&3:G2Z5#+%B#U4P[A&-]Q4H^N6"2.7C&?LC9);BG;E%N/^..B1%X.*_O3YX/
MAE>CLQV-%4.NV:CZ9(.MP(:U=D^99'N2(JF@!Q?X?%,1/29<4VL@(X@I5\RI M]CQO/44[!]<>4C0(S-0$8]LD150CP:/G_\)@GF])M\'BR68^M0=D0$'
MXHRN()NAH8*>=0/!Q+\|I;KBA=^,AB=@+\2]*1N$!@.9:#^Q.SO-;/!HP1=K MEE\:4[,: %.Z0G[A# 46RC)O2DH:09# HAGT(U,(H6;D:BQE.7"M$BQ@+9Z.
M("@8IGDTF>5Z!KQ$# 9MOEX:2RR!MEDFP4&7#%M95XV=RDK_X1-:T%UN MR\=O*E.=4/$NE-X[=7;789*S>]Y @UZ:,7!0JQ6P7]>("N:4?F(O=^C$OA M$$N<,J@B\N28 ,Y MOVGG'"P"
$<=UM]ZY]@*YZD7&!5YTXUG;+/=^Q+L \AX'Y @P$T^.W&L,=>I M? V=8Z96\5 _\\X"B:UGPHC*FKY.X?- K&A0%3-I"O3,"X?-C+.VOG]8&(IY M$*$>+OMI1$&LW"W&F!(5TX&"4JJ'83=2$04%:
(RA MO^ 0=H_]LSZE@'T;P67^M1$RG^G^R2\|@CI727:QDW.02D^OM>=NZ"H;Q8? M]: =3X+!MDE3-Z31XSKIA70[GPE>.%CS #%(-56DO[0O:;*%0F/,.RUD'#H- MWI:[REE!J4%("^^V8*4#-
)+]: G"(UB]Y=,&7C+!&]3E4#9AT96);FL^3O\;/OR&&62I4MN^$JXCVD,35K#X@$5D$VRYC^-"2RH^ M8,!(\;2/ IGO&-+C#=:*6UZ]F0=N,/(#LDV5(-\%365,-^Y31JMAP6MP4>F
MLS2>^"0I;5$]*,.Z]%2K2&&6M3-QB[*!OQ;4Q7K-MIT"B3^Z5K7)P&\UK1O M[249?'3#J57DRCB(&/P#*4!K##M3!.MXX)+4#F5)VMS.?XR^*M/,!%&D, ;5 MA\TXAEF, LP;S5-Z#\2=$:5!B\5#
<%WWN%^\H'"D/2V\=..I7%;HQ4.#QVNT MQD%Q-!7WIJ;KXG1$HHS)_>;R$S6)UOLD>^.(5:*3#H: <5O@GWU%+8?P3GKM MW,-%' ;FT)/5MR862B0F>-@O6B8QYQ9+ E-XPQJ1A
MJ9UZNC|>V^N[F]MSNQMZW<9]V\-;E7+)70[@\!PX3#U@U.B"TA^:7)M0NK;E M"99U.F\!3*=!%?2*$OEK'M4F4D.R0('#\U)<30M)WH*DEI[*A87:.7@)N36W* MMJ3XM-
<4\UW./S"",>AH0#Y_VFXG3.@F?6_R A\=0P))>;.PG+Y*!M(Q5C"I M94;C,S6Q8*U=&)("_%RY8@L4$R9)@Z5FC(7OD,1M4F*<2ZUPV"A5YIX&=U3Q M\'+KWJ76#)O,@A%O"E 3/='2D\V.1A/Z /
H)ILZ6FT M]2#13)6$[$43(RK(YTNPFPB:K"%/!I(=:TKEN_!3E(;)6BERKF5+A MK*=<05MIHCYU[-&7=+I4&T>9MX ;1$]$J3"N'C(-I;4T-N0'P@Y0,:=1770= MY^.!V3%)57]#2+BFXF?FSQ7X1*
[_5V2^;Q(5TD4%HFF] @3#J9XB^P8R+&#Q@J:7VN3@5:BE*=R361(59\O%F?&5=W M1CF|KHNQAL@ICT$I.11(R+NB[]] 0JQOR!D$DE.CA"- <]N\1COK2G-FE [U MNVA45W0\3Y20#/LG?
BH0YYO)#J!G#-3V[F(5[Q."M WH.F&CS1*UQX48%^ MD;2ZWAUB# P1S513+DAX<9@ULZ;9SKK&8[!?6'72OP31)BB1AZE,>O-1(G> MRX=!H;:\>/A3>+QE_NFMAJ@MGU6F--.5^)VX^7.#
<T@V_IB0^W)%6 W+T7;W _6=S=_LZO-A[GIBQYT 3+>8$8>#47K@ ;VN&C M]>$LA!>(4(BK\ /L_/S\@*D2.#E5K28#7G3LBBP,$_<^AJISQ$7FUB M:=NTV3J5LUO8-@WE#
=7AU%OQ_C,=YR>^6\;E&&R]D<]LFT3,MGW'7[9<\YE MMW1][SF7M91J-WI3X)TE21.I!U,/^2M2)Y0I\,A%S2]1^W@7HAP(>(C*_FD4 MU2239E6O%]EYI:4/BNQO7H !IX$VE9:\)\
[=QJS97(_O;_E^']?DLO=S^EP$C M&1JLCY=Z;93;]UR[5<_N>/QZ>>!Q^2TO*0\\?I&]RP-[0>QV?K]7YZ[MK^TK MRKX'O:&%N;$C<>@E_HPFZB/X4W,1>M0:;_](9:8JOI8_W\A/W7FK_U]]RMTI
MX!{*@ %BZ_2>)\L=5^;#9GCW0TGAY1%];(\O[%&VG..AE8F>><7IZ\;[R+W MPBWD:3A9XQN8$PHBVF"L1:V#X:;7W_8-&SDSQ.I/_$6#[NN=GK7'K)OA_3RJ MG#-%N+T-
5\Y8@W>$D50,8!6)I2*30^;+K4T]+WA7EI:Q?7W+$R-MJV^]<13\ MK+T=9VQQB(@ &]?>UMOTDS>GR6\4<<'?V&)7A"M:OX9HOAM_!&G-_S;1>UR M_@6H7Z2%U!AM)K
UN'@^>41QR[A0VT6]$M&8U/79DY_SI0$@N(^>#XQD+?Y M#WA_&FKU_\!4$L#!!0 (%"!"%E@/-$F,0@ 'P9 9 >&PO=V]R M:W-H965T M&1NO- ,9EMC=A"51(2FW;]^7U%GGXF!###
[Q:VC6'QUO2K*9VNEG\Q*",M> MTB0SY[V5M?F'P"WKU@\]RN;+T8'!QEO.EN!?VO_F= MQMV@T1++5&1&JHQIL3CO708?KD8D[P2^2+$VG6M&ECP]J40WO\:G/9\ B41$ MEC1P_#R+:Y$DI
@POE8Z>\V6M+!76O_O=D.6QZY$=F_58+!:\ M2.QGM?Z/L.P9D[Y(<;]9>M2-ASW6%08]]J],1"D,BM_^4OEA\Z"F7(@$&-OOC?&A%K*E\UIB%]W!WN&W62OB#?7#X"]@1;6T*I"HPI_ M*S*#/#?T^"_UP=$3?
L#%UZ/0-?X"II:,1?DU4*1],SB-QWD,E&*&?1> _BYY^" MB? Q",Y1@W-T3/N:,Z2-W>;NY^8E6O%L*=B=5DO-4W:;L=]X5]!" M63 MG=]G=B78-5;S[/7GGV9A,/UHF"'-
*Y7$0IL^*W)7I=@")1N76ZB%6_BH MN([J)I80L(K$>9YK]0Q,G*E,G%H4>]F0J1*7]"'E%:X34D6;A_[']C=V^#C M>P:R8I'0%]3$1)HGZE4(;"I>1%00"P#,0D+ ,)[%+%/9:2W58JS15V:S]4JQ
ME4CB1G&!/=:K;H6N,)?:M" NA&652E@._6C2:VD$$]D29!>SQ]<-[7:E5;%< MN6<4ID1T/=@8>KM8*.VQASWA4/2*6<5RKJV_9 YD##!I ,:%8E]&*"&/&?A&/ MVH5]5D>=S!$O.3SB!'IG,EK5:S?
BL8FO#H/'[@IM"IY9@K5K1Y^-0B82N92/ MB6!5)C%'V-@02^M<*)%TW<6C2.0DY2+-84*2N)SMKPKKH)!+"B!"'4 /X\NE M%DMR#IP[\8?]X=!G9L51R%RA:LA;UQ+;H+]97[NLSNN/&Q:TV]K?P5!
[4YDVS<->B@^C_@(HMW'U2M!$RI'=] M](@-KHG))4^UC/O/PEA. &%SP&Z^%M*^LE\1H,P5WEV"$'1!.#%ZVKKNP3E% MZ(C])=NHA)ER-T;RHY&696% M\P;43D, EUZ,R4TC%%D BXY2U4L
M04IE(E!:(\=5 .\!]D+GR@@HO211!!9#1[WI@>+>3)NU3!)'S\M, D6\$(&G M$!,890YU""0FKAWV=$XWQ?B1)"Y+GXEHH%P+A=(V$\]D%R+*"$@5[W%'1$)
M]]>**'&A"LU>]4?)OP(;O60HM*]7@LAR(]^;^F)KH05[1HZ1VVR9H=0[L&/M M; 0\F">,*I32)PBY,*UCNA&#*BP6TY$H-#PHZ2@;%^@G!G;22+_JDO9 M2#
W-.]M"BN4"VTL3*3E(YZ!C>]OKM&2^6+!+MOP7A4)\7W&'E0N(Q:,0$]> M2 48\20]$DJPBB@J:D1-EDGS!.S<8*(NUN*]UN[BVC![6;//"G$-D.T#I=#,!;'$"A ? MH"A=,TL;KX=#.#8-*4OG=,.>
[\'498U#@=X$L54M9;Y36Z=]BXRG"BV60)8U MO;=JJ(3W>^00AK:PE$8/RWCRS0K;45X-? W-7-;'K4.LMS%TN3,2$78YR'2. MG616GOUJ7BH3_07XW;A?4C^&==$,ZU3E2,^RS9D/CNK|X<>__?
>^['E_NJ.8 MB$\Y_(EA:[N9-&UB5[*-<@3K-/Q1(JNWDX<5[UGE\W\("$A<3R-JG0[<>6G M"@/O0?"VL&B%):^!JCZ)2*2/V'I8#@1#%O;#]=\?CN>- >]8,/=F 9MZL\ZS M<4?BWU77"Z;S?
C@.=EPP\?SIF_UV4_DG9B=AT)/9^]W1(!H]&:.]#J9/0&\[>K/^Z0>[F M_:/C=(.A&L)V00Q|;_QV#'70OQ]!/07N.,'-26_=?RN3-VL=61S.^[/AL)O%
MH3>:L)DWZ3QSC!.V2K\T37Q3WW@^0DU,N]KF7AXV,S\HK7^?=CI!()C_-A@ MNWJ"C O=-O"CO$:TZ$J7)@'@EZECR-UYL#"UQN]H8:UP>S!8;S-3V^5_(*'> M'S1W6]*9WID9LL_2/)TNM'
\B)"'6*;)])$?!.Q?;<9[XPENOR@ZGR746^,3 MSNNYCYM/:#HQ +!720?L0S'=?GZS,0_5_#SV=@MLXATF%CJP(!RVZ>9%)NUW M-$Z];]W_2P<]U"D[*=RIGK9A?K.GM2F"_C3;Z&PSSO_O4%]3!V-
TPFG0D1]W M.UE%%@W!#H?]<1"\]XB'@3=IZ69?Y]GVP4DX0R.:=!4$$V_6DN91VFL8M>_/ M9WT_]+2Q)ODNQ-_86IS);FP]I3B?P7:!C#Y)MQ8Z\Z72SH"=^YW7@3WYT M1:-G[]SL/-
OWR770^2*>"KUTW_WIB\35_EQO'G;_&OALORBWHJ7_Y? F1^S MN&&)6&"I[TW'/:;+:_WEC56Y^[[^]*Q5]M<'8Y.30)XOU#*UC>T0?./EXO_ M 5!+ P04 " !0@0A9WK8Q]X4$!0# &0
'AL+W=OZ7M3 %CR6 IIED%A;74Y'INL M@)*:D:I XDVN=$DM;O5N;"H-E'FF4HSC*)J-2\[EL%KXLUN]6]C:"B[A5A-3 MER753VL0:K\),D)%W\)GO"NL.QJM%17>P ?MG=:MQ-^Y1&"]!&]XDT9
O@^O) MY3IU]|@+PY[, ,@FSI*M4O=N\QM:!I%3" 1DUB%07[@!H1P0*C&EQ8SZ$4Z MQN%WA_Z+MQUMV5(#-TK\S9DMEL$\(OR6@O[6>U_A=:>]?0-
AKAEB+W>C2"OY7MJZ6JAU9YH1XUH[L.; MZKE1.2Y=4#96XRU/'KOZA'$7RAA2 8;]H!H68XNX[G:F5BCNEUO%)P-]K.2))%)(XBM,3>$EO9.+QDA\RLL%(G\=P MQ7%I*IK!,L#L-Z ?(%B]?3.915=
M([/'/H?NH[U78:#TW X$]2S\Y[D[K ,CI(_*>B]HI>^2+TU%%:[&!F\[3#*3" MUD(M2GTY>)0Q[I2DHE/)%M2BQ%HP4B]V0+((^_F6I7$0(:!M1P9T%B$M=PE M%9=?I5&
(#P2ZB9IF2U3EI)D0'6>LYIFSH;FI);=XCD((E503P#M#>9+5F"O M)I6@?;S?U;W%KD3BZ,HZ+I3H7L_E#R=7I 1:*/9S ^RHIZ,H^HG<#)3>@.3H MK$_*
(BZK7<#3.7DW@"9W^)TK@8^>$UHAI;2<"N%]"@.&81UZ9 _:Y8I/0M;X MRX'UN8[_0=>SYT+=Q+C+F

^N^7)XLT3^(\Z$=/2?^OX']:P_)PQKY6"[L1F3>N&JVT0D)9:62B1AZ?ISL7U15@ 13>B<:)>"].&/LEQABO+8XEG ME;8BG[%K;ZSGRC&G=Z2-=5M=Y;0F/9= +>ZSREL0!;%)E:,8!:M:T7"PURJ M G14<0>LW%KA(}2!'8-DBBXW63D%,]R"\1KRQ73@(?DY^&T;S*JY\AM@!T9 M-JR$;W6QO74NL[#.,KUAC=&YSP N0R&!9PE [B%>6KF>L8_0:WDE$CR@RH2A M=:CA0'? @/X_00$J#^`IL..PSOI#RF?MK)$O?2NI%FK+N%==ILL:KBLK;!*$,\ M:)E'M9MN-R$WG&OHXAV2- 3P=-#2-;SM:_)Z53$R)F"DK(/:C513>049_]VKU?+E&SLPLO,* %<87@^S M@' \""T3&ZB$I8_YF?3]H20]NG%8$=WVHZ?X("\LT$$NWMN!:57H<10R5"O" M5:$2 ,+.V$ >8*?9[[5U)8N467?2E7U8QV5-OE""V#:-@[6C4I>?1S"F[*Z4 M6=GF(/LG_X2^R'Z!HI+#BMF4 >90FL)DM7B37P>?BS?O)BRJYOK*W9=.K@JW8GK>SW!?K@2F_DC%WDN8P946WW6F_TEE=(B89OJ2Y' MWLB]2#E+;N=X3I44$EI8%P*9>* GN>C"MPJY1YDVAH_;>:NRAWGMA*EMFW=[MDKQ$Y!LN\QV69+XYV!B448]^PYZ]7,P6& NJBH(FARQ)#!G@D[R .&0B-H\$ M/Y+_?71LJO#V.E:/;A_V2#//(>#C048E4VWK MIM0U#V:/,2T73V BT1MIT*+VH6N5#[I<8-L]I&,-(U: #Q5?"7N8" :)-SN M"P0VIU0<+Q<2/O=C4NU(FG;0UOKI0/,PJJ 64_U +F0\L? MV[XW%Z<[08X,-%CV*^0ZYIP_TQO9Y=&AA9(Z_ZF S4K]::@XK\\ES>OF#' MB[^$2NI9:CK(5IF85HB(-25GZ0&KC@,'PPR_14MMM!.L9_0&>I)40ZG28* MCP82Z<;KAT#C*/,P7Q\#1;33ZM9F:%=/K/B'%IW3!*/9>MM-:*J;*/[EC;28 M4P) [QR&HY32!LO6Q]8Y'28I"EFF38U(0T=B+FRMVLCC9:;=44VF6"O-"K']/ MH*@S=MT%PP!R)YW3A!G#0!XK)S>2V@A;P_8*5RC_<)(F 'W[V:GA'#WU5H"$ M$CGUS;ZH]!HIW#E,Y? N'O"^>VI*JP3C136JAWX^`BW|#'J;T.4'VK.AUYBFL M_9&!CNEI7!04$,N>DZ&IQ5\F9Z7070I\|K[S63L#C)V>)W!?[I[TX'RKM6!Z< ME\5.G_B /"3NN\!.@QU/!,S9@4R!,E7!0E 52""K47&/;32'DTLD X/@WGR M_Q^S;PI9KH./2@[JQ(BD\@->$0-0^:&C&F+!8.B?B,#@6(C"PS&-.*V%$ALP M>O -R74(B_9 -LXSI$VHNVZ6(SF%EY$@(ETEACA8+@Y6OP?+DYTS)#*$NHFA ME)-UC70;G? N!R,;.EPL!.-!:#\][+ ;S7'MIF%Z^^;I MU1"4Q].F(TF.PG<'K(,<>T:9[^2P=4Q$%T'Z1D;2VT9PK,5\!)TUIYX0D!V M:.R+RGK&?@"ST^F0)[<2#2$Z3]ZS.KY'BI/Y.P_XZ57 43_M9Z5$<]P=8P*" M+OHQXBD&E5.4H0'QG8']D>FL-;D-5M]^^_8S#B<54:'DYXAU#/7!?#G,Y/&K MAVX6&!!4.*YT.V-W4+;M*:XQHJ37JBC;2MO!>/V%WAX;.LC)<.(,%?]XRNVF M6]#:\-:%]+25/7]MTQB8'T[&O8+!;%138TZ"-AYGO]!-(2!@ZB/1U34/?MDQ MZ<(^^4(@S11M+D7>CTK<='=TL,@O2AZ+V-"@3^]XM*&R&[4]>"#80G\$31+T M @S](J/3HE>)E8D,K=4X>%#4.Y9*'];HN_:M1JA$'%?I)URX6&I4_0TIH,T18=VWW(3 M.F'GH.C-@!RVE[(H$3KK;88SK$R#8PL2'$'[!HN.5!NTG!#:-/(W/+=N6\18 M-;125Q'W#?[!"M&(=7N'IBB@DO#BB9NQB#=#)#6XA"+)&I[] ,GX)M3Z2F&GB MQ!3[*=3\(/:[CA[Z&7MLG_34%,B&K:#N*%2[_@'9'"F;!N(QW3RD,F3..P^P MH2[VO9^>#SXW8.HMPD<5&P? D^.6AN]M]M[F(GROZY?&CS^_<%!+.,5(D-MBYF M+X\G\05B^\/]\GR\6&N'$3MO\/U!+ P04 M" !0@0A9ST9--^8! "'"! &0 'AL+W=ODVK9,J1:VV/3MP U:]P6Q3LG\ ?Q"6 M24LJI07NO;[G^%PX=C$]_6(Z (L.@DM3XL[:?DV(J3L0U"O4#]^M)46U+I4 MM\3T&F@30(*3-$E61% F<56$VE97A1HL9Q*V&IE!"*L ;8"KL<1+?"P\L:;S MOD"]HJ^6ZTWN^T/#=P;C.8F1GV2GU(M/ M'IH2)UX0<*BM9Z#N]0KWP+DGSIP.V3&K_ -,^5YZL5-^&)OMB[S#"]!V.5F,!.@6 RONEA^@ZG@.LS M@'0"I$%WW"BH_$@M0QJM1J1!MV/S01@M(UTV)OU/>;;;K3*'L]6#K)4 9.D! M3$&L8_1U4D_H342G9] K]*BD[0SZ)!MH_L83IV26DQ[E;-*+A%\'N4!9\@&E M29I?X,OF\;+ E_WG>!&=_QOM#\3;]+2&$CO'&]"O@*OW[Y:KY/;"MGS6EE]B M?U/;9?0R7Z#S#%$0.?&% -T&]QM4JT':.)&Y.A^PN^BK/^WQ=#Y2W3)I$(>] M@R:+ZRN.=`1\3*SZ]@\MVRCK/AK!SEP1HW^#6]TK98^(WF*^=ZC=02P,$% M @4($(6=-_&O(L @ +1 !D !X;"]W;WD&ULK53O:]HP$/U73IZT3Q,) 3K$DDB%;=JF=4+M?GPVR9%8C>W=DKY[W=V M0LJD%FG2OA#?^:UW[XS/Z4&;>ULC.GB4C;(9JYUK5U%DBOHEMQ/=HJ*=O3:2 M.PI-%=G6("\#2391$L=7D>1"L3P-N:W)4]VY1BC<&K"=E-P(?N1[LU%$6C2BDD*BNT H/[C%U/5^NYQP? 3X$'>[8&W\E. MZWL??"XS%GM#V&#AO *GSP-NL&F\$-GX/6BRL:0GGJ]/ZA]# []3+CEO\:]RM?GS"H9^%\MRMT8\,O"KL+&90=-9I.9#)@12]_ +'X1S. M",N7",E 2(+OOE!P^9X[G]=&'\!X-*GY16@UL,F<4/Y/N7.&=@7Q7+[14@I' MI^PL<%5"H943JD)5"+1IY*B$!T;%(+?NY9(7Y* [@A@1J"Q]4B>7?_(BLC?Z2 MD[!U[GY\W)^9%;VY05FC&;"HGE MEK]^-:V*WUTP.Q -SB^[[O9RW+3Q00N2L+W&CVBY>H(-:>@-&A7HR'8$ZW/ MN)HK?R&% ["0T2(,!+3\.PA9*88M&6RQ!*/BF'<(2OGJ4G3QW,-'9#99HJC"G MELIVRO67>&F$LJ2ISU1X\G;!0/3SV8?.-V&>=AI1],5 MEC4]9V@\@/;WFNP.@2\P/I#Y'U!+ P04 " !0@0A9X;; V4L% C#0 M&0 'AL+W=OX:T%2=ULNV#;8GD')XY,YRASU?6 M??4-41*WK3;^8M"$7\V.Q[YLJ)5^?9#LRF*FM:V7 JUN,?>=(5LFHU>-IA1R- M6ZG,X/(\C=VXRW,;@U:&;ISPL6VE6U^1MJN+P62P'? BB%DW@@?'E>2<7=$OA M[^[&X6W.5-<)1?3%X-SF].N#U:<$_BE9^YUFP)W-KO_++^^IB4# A MTE0&1I#X6=(U:P)OU/LX2WNQ[?1SM_)+6EP^>;5Y*@X M>X'A0<_PX"7T[XO"RQ!O7AU/B]F9V/Y.CD;B&UCQ5T/BVK:=-&L(G M;[6J9.!+K0Q6*;F%#QAH$QT4E2VST,@ BZ@K$+N+RI&HE"^U]1&/O-7# @4' MRI!WD\ZME5F(I=0O<9#>$_!@H96<*ZV"(CCIM_SF4B>ZN>8QN=$C6907Q@8A M5])E/(SA])-+W+]1U +3)>#::I0X<#D5'Z)>1^P5-W&N52D^US4 0/.SP:0A M,9WE]!XFT^W>0"0'L92!L-* (""G=RL$%F,]%HZ0;2D1HQ!]OL2#3D&K%+971 M)3^`XN/':UA6XEH"PPW9<4NTV/#G')F_//,+1MBBMJ%+EU[2K+,N\A E#02=3;*WHHBL;5$\1.W[= MNX,*3Q$1!AZ9()>KS(UQD7J(WR8]NRPPS%_/1D4A.O!/D, R&8GW!KE!D8T> M[0?(DEQ *T,$H!0$(\#E#B "P3]I6;QJI>\1 3E E%;('UXL\-A413\>="I M'Y#Q^P! 3,7IZ.3D9$?&IR*EE- &)F=RCP[\AV+5]+)YR$:?=^XWZCD\(EA; MMRDK.QPT^6S]ND#,)SL@=$^N5!#HP9HD=O61O_[/H41H3VA_XHF>V(6NSC# M?99#+-'I!K(DO5OT MGW!X CSDW$O2=>D*!L.4C.9J2# [$(4-.6)W*.YX[=!,5M8=*=*B- ZHAVMBE7>Y*!ATULYQ"#R^#>2/;GK,(QXT'. MG2W6")75-RD!>_C-=H]DT*I5'BGII3*E;%%^X-PJ2/A]IC.)=SS.]@9%T- M<9^U)5&U$X-M'D+=FKLO,B26J4,\:A? %D-.$U5&L 98Z](:=]!C*;[G>8&\]QH>R/9 M=TT;[UC<6W*+=#WG\@7>^0[:_ -[EB^ #\OSWX9-T"P7G--4P+49O#P" MY2MY?2V2]?@N0VX5*?'!O]BR/$"S-?6ANT+;]#_+[K\#U!+ P04 " !0 M@0A9S 8L@+P" "*"0 &0 'AL+W=OFW&HI"6(L(S!CB95@)C:$G*X'AFUL%AZR M12K4@AF%2[R 1Q!/RQF3,[-12;(""\H00SF ^/:[D\]A=> 7QFL^=88*4>> M*7U1D[MD8%CJ0)!#+)0"EI\5W$">*R%YC#^UIM&85,3M\49]HGV7OCQC#CH,A(]<6O M]3UL$>QI!*3?".)?@UP3_6AZ F!.=;Z-2$C@Y6=;LZ M-"_L2Q\= M;]UMH8^/M]Y&G_R? [],/'WXG%&Z3@Z[6(S)8YA8,C' MF0-;@1%]_F0'UM>V.)1?2\'1*B[IQ2:G%)N>2&PG6[PF6[Q#ZM$/69[O2$P+ M0.??*<7;1E2201:0A7C5739=?P@-%?:H6]!N6XW<'=AHQ:8XSE=>Q&PO=V]R:W-H9655T(%@89-H2 ML+GMX0X8LR"C\;MC>OV6-O%T?*1 _=;6;6G98P9UQ#OCR19>)\!"!'#=,;\7A M&W3U3"TO$TRY*SJTL=%'#V6-TJ+JDHU!17E[QR _=.9PD&,[YA+!+")UWNY&S M_(PU3F,I#DC::$.S U>]RS9RE-N7\]BE>4I-GD[7YG@)2/0D,;&\0$LI,2_ M'+M6L: -#C;.SSK:]J6%%V@1>A!OUPJ/>*AP$WC=\A*+@ M!H5!.!G@17VYD>- %%WCGRKO!NU>TYH3N*6DP.U=U"YV;AL&:!SLIK?C4VVT)*+6_Q|RJSL,S#%3," V M[<6F@YSO@M)>(3<,?4MNULO-KCJU)Y#F*(7W(:9:G-[>]YU0CG MG_2'"F3ANJ!"F6BX;EM%O]HWVF7:7_Z&MUWZ &ULM5IK<]LV M%OTK&#?;L6<429;CV'EY1G;3;K<3K\=*MIW]I&0A(8$& "TH_WU>^X%"5$* MK=39[A=;HG#?KW,AO;ZW[I-? *17$E[(P_LW!*H3JY6CDLY4JI1_:2AE\LK"N ME %OW7+D*Z=DSD1E,9J,Q\]'I=3FX.(U/[MQ%Z]M'0IMU(T3OBY+Z=:7JK#W M;PZ.#]H'MWJY"O1@=/&ZDDLU4^%C=>/P;I2XY+I4QFMKA%.+-P? 3XY=7YW2> M#_Q+JWO?>2W(DKFUQ^C-+_F;@$$II J5!>(@\>]:7:FB($90XW/#\R"))+N MZY;[.[8=MLRE5U>V*$WG8?7FX/Q Y&HAZR+4^*7V<+S7W$?SYZ> M'8BL]L&6#3$T*+6)_^67O@\=@O/Q P23AF#R9PE.&H(3-C1JQF;!)(.\>.WL MO7!T&MSH!?N&J6&--A3%67#X5(.N7.QB)(1="*^71BT]DV =S-;FZ#-4E2V MT)E67AS>-*^.7H\"1!.#4=:(N8QB)@^(>2[>6Q-67KPUN]>FSGWRFJD1^LD>=DQ2&$^9W\C^`H<_W MD?>S?M[4!U[Z2F;JS0$*W2MWIPXN?OSA^/GX59_A?Q&S+3<\2VYXMH_[Q:7T MVI,3;HBW"9)*O<_B[V C/JP4.[2LI%F32VLCZUP'E8O,(JV,CZ\\)U+>KS0 M1II,RT)X\%!H7H'9!G"ZBGS$2MXI,5?*'/BCD@YDVK Z^+@EP$ 36=%%(L+0G#LTPYPTH1@5%?0'FO"CBGY,H= MBBG[!*>+]8 ,K45NA;$!5F1%G8,?F#?>U28.*.[T,&1A:* MP?'9*Y@_UX7&,7R\ORM#\4N,JJVT(8M@9"D-AB3LF"N[H=1H<0A[*R'BFT MTME*(+?@+GBE8)5]]J-;24C*@\EKH]Q\A3) M\;/&I+ [1MG=]?.=H.TVC[73O3)IUQOITT_IO]HSUO0P?.]:_@]DW5!;7R HE M)F(H9M^ CDTR["'C\^3&YWO=>(N,.('J!.UB>XHB)TTN7>Y%75'Y]_IT/W=* MT_')*]'^?XPT:O+7]B[F:\Q5LOE=JIF."V>)^-+B7QKP[Z:SRS3@&YF]9!]9 M9]*;SCXFLFLJ9/%/OV<#,5-+JM*FWHC'X0=,H4Q.SL=*\+4O9>5(Y3@2;7-. MS@$+6LJ?.KVU(ZX5T8H=-$-*>VV"7+U@#_ IGTS8]\PWC3M=]8WTQIH4)R] M$(W4ULL5FL&*H-1.HY]C*=U"RRUG:HX <[$U 28 BS2=CR=#OUS2%O_1X$'(MO46"(!Z,5CRKJVM3&%"!B%,G\VC72VT,0[(%VO.FJ1Y? MIJ9F\IW>'75 W3R*%3KY6^D(9>8V0CBH!H:8QH%&>"=P] E.QBR1555H1=,T M..NK:$:!H(:0"<(!BUJM&BBQ:?#]P_5#9]Q#$"&56$CJ3A9U')M$?76%HP.F$ M/G 8LQXS+^K.!T!JU/W&T:9_J#P&OC^ &QBC)7=VRA<5F2H1WMM4UXL!2 \ ME?@@OU!OQ,(Z>]976)N3WRBH%VU!:.8Z03O15M7/N(-)XVGU<-DO$']*"Q M6+=@4 E+IR3E#1(+)=XL$R3L@K\FLHXZ#% F0"O0[@:+;]B#:25UWF47@?D? MM=,>.(9HHB%MN_RZ5]IZCBDAXEY&O??H L+(YX)5VZG?R?L_FXY-$]:|) &" MA[KN)O3&$)F\%?ZB!/PGHR_'(V=[.[3&TE+20&O.QH&8H_L1>%RKL/'H(&'* MA! [19YQ#]O>90@DLBE2$,QUI&UDUU;;8XRK*Q MZD#+=M75>+Q3;.X>_$XJ= M0QQMG?*7]%:9H*3<=5 ;#.L3AJ;H/:?.#YVL7@ZET7GE9577KQ,I8_Z\,3 1Y*X MDGXU$!G^"II1R-(X&[5!T8=-(H%UKMID\9P\,$Q1ICSH[G8^N+JS^J;&BR+P M]?R/=L][LR)NM \KOUU3J#.]9!#$/9M-0!N@6V1:[*F+N4S(^E)[U["FKVQL MXWJ>83T7G[$N8)< M8SH@#R:,MQ[W=#%TCQ% (/1G/F]&/G'6R4HAG1E!?%72K &],Z6@#!C"W*:0L MY@81I2F.XU<47">N5:"O2A*8P(FKZ?76/6%=44$ .1F>HU2+@D)WV-%!1))H M@M@@$-@RK9=T6Q/-:8Y)C/HX6 B$Z%SMW!$2=@942+)H$MVM^9HOT M70Y=_N@NKFVK6 >%;"7=*W7%';T 0[XNDIWG.(&[: $\7PT$1GBHPDU!!YB MX//SV_?_GMZ*0Z1AI@'@$;\C%C:IO)W^/KU^*PZOY?PIT@PM!G"F. (H76"5. M1KP3C;FK Q /).HYD]/71%E\RRL#74?<3M_?P$VG4=GV7:.+@9X-TKA?*2Z5 M*(CMZ$HXI $MW1(E6]:!C/Y5.X]V38@,/G&@D^)..S(26(SNEL7*EK:PRY0$ MOIY.9SVI&7H)]QM1HLJI$ACQ8ORWZ/.45Q@IQF:0HPTD^<&NS:0@.D=-G04K M UU($D"@&S^.9"XK1G>H6TVX+V/.T:7QI 4A"1;&4(U28 FZP M.\+#)D&:.<&=]Z-_OG6QLX40D$5W_ \X+&.E2M_T+U)4\>U1-!3;CZVZFV2+ MB+?P3T(]Y+WF,K!MR01FG5J14^ '(#Q/0P4+Y1IQ+%G)>?R.XJZY=6_W*TB* MP0K]ND/IM-[&R\&()+@/KFQO(#7EKIU-,.SDI!P8@P[98Z*4FN)"8 MU3X^=7GBLR%EUW%(19R!0[&Q\!B UU,\^UL.WFWVHIT<9O@!A@OR'GY!K-0 MP.+" _XY5&7Q*C;1H+#32:KE7;EJ,GJ.\BYQJLT]4@I[M-.A7;#5 DT_;1 M#/^MT?EU)C&+)V(\?)[$4]R? 3(;CKCX>W:U>3/7BK3 ME>UFB=^#3[*OS!EWQD-O@':_#NG&UW>*I&]=V'%H5*OG?GG1X S_%/%^*;8"O^]G]N]HOOUPI='A'!_ Y7=VW;TA M^OW(Q7\!4$L#!!0 (%"!"%E2K9+-U0("4' 9 >&PO=V]R:W-H M965TP?[^STX:R0:6-+[:O?/<\=V?[/&N5OC1 '6\4-7Y?6*<)L5K,UW]+]7E]KDL(>]= 52L.5!(VK>7 > M3Q=#9^\-)+68!Y$+" 7FUB$PFA[Q H5P0!3&PP8SZ"F=MX^YZB_[9YTZY+)G!"R5\"L*6\V 20($KU@A[H]HON,GQ'E2A@_0MO9CM, M\L9856V<*8**RVYF3YLZ[#A,HC<0TPCXT/!')E!: TP65')C-<\M%MW^X1U;"C1' ML] 2L7,/APW)HB-)WB 9P962MC3P2198O/0/*> ^ZF0;]2+9"_BMD<>01@-(MHF2X!R_MJY!ZO/3=57@M^0Y[^#]V>U534[,%TT*[I;Z=?ZGLV[#^2*Z367!@2NR#4Z'I\$H+NFW E6U;X1+I6E MMNJ7)?UCJ)T! [:^4LEO!$?0_8 8;4$L#!!0 (%"!"%D!<9H(Z@, #,. M 9 >&PO=V]R:W-H965TW&5L.]\4T3W>_N^,] MR)NN1K0!8 A7THN],PKC*G.?%^G!914]V4% K_D4I74X%8M?5TIH)D3*KD? M! <'0+RD3WGSJ:#=]/I6UX4S C2*Z+DNJ-A? Y7KFA=XCX98M"V,)GQ:T27<M@?FENE&X\UN4C)4@-)."%ZWKOP[&)H^1W#)P9KO?.?6$\64C[8S4_9S NL M0< A-1:!XK*"2^#< J$9G[>87JO2"N[^?T2_=KZC+PNJX5+R7UEFBIDW]D@& M..VYN97K'V'K3V+Q4LFU^R7KAG>$S&FMC2RWPFA!R42STB_;<]@1& ='!**M M0.3L;A0Y*Z^HH?.IDFNB+#>BV3_.52>- QC%A@W)G%'YE*&?FUY0ILJ*\!B) MDC-!18?*@-7G0A3Z_P[K,:MX1KQ*HKA5DA!]2[SB(M-8!UE-9*,&TNM_KX DDN.Q6Q!C,T,XKRTFIEHVH2KMP7V &*0_5*6 M%16;-Z_&43@ZUT>L-@6:2Q6\Q'QRP@0*REI3D>G3,V)U!/'YO[9B?D*;G^0* M=*I8Y8[C7AIT^ .L@)-PNT;;-2;7[9%0K0%/XY\R^)+]@L#GFN$ANS\?GA- M1DEO@$YT$%Q$H_,.2N-U? LR[OT:)#39R4#9CL%VF#\0HU(9YQQE=,,[.YD5H MSZ'\5]8K2*%<@")QZ%(NWDNY_2#\GU)O,.P%D[B+\/T8W152F:<&5(EM9@7; ME'M*DDDOBH(G1B6]R21Z2HV1>7S0DQ=E>Q@O3DC<]2.)>L$XV27[J_ISV3[H MA>)/"W-]3Z;CODK:^RIY]GW%1%7C@=0:K3=RV]CM%5%]SZE#%U6WWK^WM1^O MP%NF']F"@^]Q>S#Q".*&B!)?S B/WQ-J3[F0=)/(I1]DASO3!>[2;##,TIP M<\56+ .1D0T#GG6VHEWZ+=@GN;NC;0F<;([?4]"?OA$-.@/GQ'O81OOX;/C MC=>UO%+ *+[&A)1#P5;VY=P=ZFZ5+PXE%35. ("3\)IC?%L'.ZY!FO]5-"SF* M>N*$3H\DRI.2.W34_LY#O@2U=..*)]FLA6G>]"VUG8C>-8/ 5_9FG/I(U1*? M5X1#C])!?X35HIH1I=D86;FQ8"$-#AGN;X%3'2C+@-]S*NP D&3=I]IZ6P1H4B5 MI.QFOWY'2E9EUY&]+0N*?9'(X]WQGKRIT4JJ!YT!&//(MYT*/OW"G=!PR5E.0C-I* *YF/O,K]\ M../X#N$+@Y5NK8G59";E@]U\2,=>: 4"#HFQ'"C^EC %SBTC%,-KS=-KKB2$ MI7 6:^SNG,^HRHQJFDO_!4I.-O:%'4IC3DIM/B0I MM9%Y38P2Y$O4?_JMML.A!'%-$#NYJXNSKCH$]&@4'.]CQ(:BXW%9?X"2X#\E$*DVGR MBT@AW:0/4*)&K'@MUDWOAG'8NWKQ/\8)-"R)-9[):6NO_LX7N=2&?8G6F0-^2SP MM>/[0.\H4\UF*M%H[_%)U.1WO!0T^4)Y"62W\@\1S8NK;6>\G%&G:]?G4L C MOB[J :L!31)9.NEJM-=DV/,'4=P"V%447W5"MHCNI:\]4#?8XCGD>!G^;^% M!/(9*-*+7/SV]E+\LSAN!6MKN1&O _.X/; PP /!WXR:+:) ,%[?/(4&KAKV@ MC:4JI*(&R$SB4^\3[-1$\ECMG/$3F>>@$H;6*6B!X7R<8L2LF,FP1D3D$:@B M)RVMSB[\:RV -&/@7\ <;5/$X98GVF7],.:O#V&[V\[*V7[OJ$?# N'R>"0 M+OH?=[039TT[<=.:=3E3=M2W9=$D9MRW=&VS>WVA4A6A(2L4,P\RV'B+E]P>! M5PF/J 2.0(WEG:+ 8IMU\7LN- \ :>]8TWOM[\=XE_4*GVAQ>#]!*E2M#NP,&:,3*V M(H<44C,W SZ?.!T)&[2F,330PLVYL\^=:81\5#F J)LEP=72J+HLJ?RI MA$)LYI9G[1QW:)UKXW 6LXJNX1T]^I6HN5T*"DK@2LF.)&0S:U+;[H,S?IF MP0\&&]6;$Z-D)<2C.;ZF<\LUA*" 1!L$BL,37$%1&""D\6N+;75;FL#^?(?^ MN=&.6E94P94H?K)4YW-K;)$4,EH7^DYLOL!6S\C@):)0S2_9M&O]B4626FE1 M;H.10+G&0+M6RA #>@(G(C MN,X5^<132%_&.TBKX^;ON"W]HX#?;GY. M):4-NLZ!9*+ &\GXFIPRCAY1*\I3=38E)Q &OAM'PEM@F\ M7[S. <%)+DYX!WF[T[3AR#WA=SQU@"TRY),:,4)GD!#.-O>,)>V*%'4Z_O8=G M>^/P@-<-@PA2X-'VW:'T@HJ,8/*^"0,:U'#VQW.FLT(XGT0"MDB(#99HO MYC2#'K=1&'?S* (@/Y5%A4S2Y>Q'GV5CVOH9X6 /&-6"6]$!RX$9#GS>DC4DH M029X$-B?-A.)4'WIT9Y".!HFL2U41[(GSQ#>6P]"8UY>7]/>&?-BVYN,7CHF M_OBUB$-]P^GU.*%)!AJ'L> MCRPBVY>J- ;2HFM=A)32^-0 MB\W$\9V=XC-;K,51N--Q25?P /KO.9@"""5!L/%)LGN(4\-XXPC&];GTXSI 'N_ ^^\ MW]NYXUP65,&MR+^P3*\G3N*0#):TRO5GL?D#MO.)C+]4Y,[^R:,N&X<.22NE M1;$%8P0%XW5+GI=YV .DW@E L 4$-NYZ(!OE'=5T.I9B0Z3IC=[.CYVJ16-P MC)M%>=_2K0QQ>GH''TW.'NDB!W4^=C6Z- 8WW<)O:GAP AZ33X+KM2(?> ;9 M(=[%4)IX@ET\-T&OPS\K?D%";T "+QCV^ N;^8767WC"WU^"KW[7(M,IZRD M.4I-/#?R- :>][75MPSCJ Y?<$;U^0>H#T7R+MLZ>+8)Y:T3*G* MCI0*I=6 <-S!,&DT3278@C]&GD4C [Q#>QF=DT>A,99#LC0N,Z9246&,QUB< M2.C'76HOBPV@0CHX3 MG\0]O(T:WD;?S5O&,290FL SGA0*5!=E^]W]HNPOROXH9>,&LO%W4W99Z4H" M*1L;E/6**E+A,2:)7@.&CLR8K22 L71QNG^\G\WI_]L^KC%T4M2G,YC3^;4L M=GT>V/,;7:M+:0](>ROW*)'B;>M"A/[<:]'X9MG1^UAG][$_"#]--3*ZO#=NGX MH^&VM/23X(?)H1SX>W=]EHC[8$P<])9#AY8.BB2JR%#E>VA4Y M8QQK0E0*&ULQ5=M M:],P$/XKI_"B38(F3=.R1EMIY46 F)CH@,]N\Y.FF6P%H'H M^%+[8M_CYWPOOH[72G\S.:*%ZT(;PER:\O3,#1IC@4S/56BI)6ET@6S),I5 M:$J-+/- *A0CC*!J%!>,RF([]MPL]':O*"B[Q0H.IBH+IS0R%6D^"?K#]\(FO M3X*Q_.DOUZ%.]-I'CTCEE;C6M9X'%H"=4MAV@#,:H!X!\ (SI6TN8'7,L/LMGY(9%I&\9;1+-X+ M^+Z2/1A$3R".XF0/WJ"U<.#O!GLMO,NP6B^Y6\]EPZDI68J3@,=+H+[*8/KX M07\4O=C#*FE9)?O0I_,Z"4 M@2*4HMP:-Q>,+. UY=P.TOMA'SXB:/!"[CO M\3+7B%#4D8 N$H#\B-Z/VSUS? OV;'=O1>;XK#/:L>/?"Z_K&#F[GQQ(ULURN M;GNJ77\(<=S?*25)-TJ2P3.VSX4ZR/-D<-[V1=]5W>]KAVR3Z_5U0RDP. M2RKZ!DK&,R!:P I5N4CG,A65"PSNH2!BE? 8I<).!@K,%%]SR#F6Z@='>)+;E[M \!L"O%PX.;>M]CFRX^6IOSYA@,D68^P?\/_O^]W\"R:OLBDY>(3W:KBVX MR1:+NH C\ODE&F3;'!R/2[T6_DLFX25WT 5W*X0I%/^F-'L$YLY7F=@-GDHF-MX8> _^UN%\5^/PV3D#CA<2KD#ZE+XMP@/=WOD2?0\IA0PYA0NW$-.(7#%1-6) MB$,9=?0L.FZ*^X>FH&T.8V'LPTQ\6J%>^"S;@:C:]:Q?9KVVB?U?WE MS?:Z2S]G>L6EH81>DFK4>S8.0- >=;RU85?IN&ULU5AM;^(X$/XK%GNW:B4;$N>5%I#Z=F_2;IMV M_O930:PFL2<[93VW]X"<$ME(*T*]U)B,3.^/',>.:9249+(1_5'*3YR(O MU;@WUWIO.ABH= X%4XY80(E/ID(63.-0S@9J(8%E]:(B'U#7C08%XV5O,JKG M;N1D)"]=\Q)N)%%543#Y<@&Y6(Y[7F\U<0YP8(U?BGQ>QU6YJ%)OT*_;?:=K3E@2FX%/EWGNGYN)?T2 935N7Z5BS_M@-:>T."E(E? U/UFVLFZ/I)72HF@7HP8%+YLK>V[IL\"VBZ@M=[-1K665TRS_MR4B*)9%&&M',36UJO1J5XZ4YE#4LN2G'=7IRIT7Z>&+LRD@]"CQKO6IW'7UC M#SFHX]% XS9&>)"VD!<-)'T',B)? 1*GGBER7&62OUP]0O4Y'NM+Q@NX$_*LJ M'>*[?4)=&NS \SN;_1K//]#F;:8V2,%V)).QIVK!4ACW,"44R"?H33Y_\B+W M;(>>0:=GL M]U2B*/Y.BB04PL4#P)*$[2<(580]%6)Y!>2(E^@<42GT M'@I^K;32>&O0F"97D$+&Q0(7NTEG]^C=V^'PX[WXAWM)!/([B3476A*_M2U:;0 'B89^&WH8+(L>-#_;>=>N?C!Q1KS^,D^,-$=0H.!@7V74*'-4=I*Q, MD9 -#EX2]#U*-[?P0B?8-.ACW1= <(NYJ?$3]A3'6^ CZOC)P?B7G>85!GH3 M_5^;;+E^3N>LQ*BYD6(F6;'6(7+]ON^[FTKXKA,>KL/JT/?7H%5@TPF>$QO^ MCF\B^76N8Q1[PW[B^W844R>(2.)$UES-.'0- >@_*V+2!%PX#S(G81ALZE%J1 M2-]'W<'-8F9$97LWBM M+YJI0KS(&195=(O KJ'=^<0PJ1$H1 :Y)=QPOADMWW*KY>1O+"'-7%E5YC0V:2(R/'VB/&HB_%HIQ@W=N-A&BV: MV*I*KM6V>-V- ^6&GL76C_TO+\5YK866,E;SK#N/#)F =D5C0DU>M0.*XX48- MZ,(NQ-8A]BSYT[]+;MV%5'N9KO/#.?-V_5;O/E&\87)&?;R)(#7R;]02P,$% @ 4($(67R]HA3 M P_)0D !D !X;"]W;W)K&ULM59M;]LV$/XK M!Q4H5D"+7OV2U#80IQVV >V".NL^T]+)(D*1&DG%R;_?D9(5!\A<%T6_B&_/M/5N=$=RL5?ZWM2(%AX;(=N]6JA.BNXQ%L-IFL:II_6*-1^&23!8>(+W]76342K M1= _)ERTS>*/$/[RT]3*8 M!U!BQ3IAOZC][SCX,W%\A1+&?V$_8.,_BLY8U0S&I*#ALF_9XQ"'E^RD;JVF5DYU=?:;_+I0QT"+]JIII MA%_NV%;@>;>(+&W@8%$QD*U[LO1_R*;P24E;&_@H2RQ? VDAMYOFRL[U]S(W^=PU7)E6E9@5H8(_TM_"Q M$!U%&RJM&K U0L%$TOGFDY8O^6MR[-\/ZWNCN@\:B2N=S]='VTE?86-,-5 M:8#+DA?.@:=8L,X@S3AV)X9P#9T G2BA9J2C9B4PJGH2^.LH#JN^3H,K>/MF MGL;9^Y_6WM4:$9J^&- 5 U JHT_E V;#'[^!.+0N=^TG.^K]U5ECF?2NTR%1 MW(-J740-I&&:7(;SC-!A',]"AQZ93JP=,U)>6\T+%^F>O)/M;:AO*/=% [#C9(/]"VG\Q%NZ?I K2E$&[_E 4S1?>'H MJXZ'S=9G;9;':38-)[/X!V?NE&7BFP4]IZA,PDF24WQ2RM0DSY_=.+$VM*\= MC]'1U=6@WOD+VD"A.FG[6VR<'=\ U_W5]PSO'Q"?F-YQ*@"!%9G&%(-) +J_ ME/N!5:V_"+?*TK7JNS6]8U [*U7BOP?!FZ#\66T^@]02P,$% @ 4($(M68T+KR@$ @ +@0 !D !X;"]W;W)K&ULC91O M:]LP$,: _BM#*:"%%$_I-V);,-2\+8!AVAH=MKO3[']HK+D2K+=?? M)LF,\2,OR MPM9)|_STG'Q*TDOUK"L @UYK+G2**V.-:2$ZKZ"F>BD;$';EE*]FPD\J1'2C M@!9>5',2!<$=J2D3,$0WV9EB6P-9P+V"NFVKJGZLP$N^Q2'^#SQR$Z5<1,D M2QIZ@@.8IV:O;$0F2L%J$)I)@124*?X2KC>QR_<)OQCT>C9&KI*CE,\N^%ZD M.'"&@$-N'(:5P=;X-R!K(V7D8FG+9UP/C[3O_K.;2U'JF$K^6]6F"K%]Q@5 M4-*6FT?9? X.QGEO'RR77_HGZ(7<58Y2WVLAZ%%L'-1/#F[Z.YS 31-$;@F@4 M1-[WL)%WN:.&9HF2/5(NV]+>&_^WYTO>!L;]L/U^EHW-(<4VV;6H#K V<0P?H^>;:FN%BBW3P0O+>LH!V'T E%1V"/M0)O:35RR/8##P)=E>]R M^WBY"F:_,"'=W!R9?7YWDQZH.C&A$8?2,H+EIUN_U-"=0V!DXSOB*(WM+S^L M[(4&Y1+L>BFE.0>NR::_B.PO4$L#!!0 (%"!"%F&PO=V]R:W-H965TU)^W'SW9"(&H(,+E\(#>?UW[..9 W&:P9 M?O9+ (E>8YJ(H:.4,KUQ71$L(2:BQ5)(U)4YXS&1ZI O7)%R(*$)BJGK>U[/ MC4F4.*.!.3?AHP'+)(T2F' DLC@F_.\M4+8>.MC9G'B,%DNI3[BC044H6. 7Y ME$ZX,G)+E3"*(1$12Q"'^=#Y@F_&N"\#$(A?$:S%SC[2*#/&GO7!CW#H>'I% M0^&06H*HS0K&0*E64NMX*42=)ZM%+3.R8W)EK11(DNXU1R=352<7+T0&3& M ;$YFF5"71,"7: (IH>94P.)8I5HM(GA&YW<@243%A1KP-+U#YX<7Z Q%";J/ M*%45$0-7J@5I63'C0^&)"F_7A;L]#64N M_#(7OM'K[-$;[^#6P31&Z] ;C4A) $-' : $\!4XHX\?<, _7(=F2:P"VBY! MVT:]?731ZW#;-G$MB55P.R5NY^BZ(L%H6$?;*'$];2[6-6+ZCW0UPFWS46VZ MJB'IEB3=1I()A\MYEH00HC7AG"2RMG*-(J>R

MUQ3APT;FX+1DGW).=^>97+\0N2=\$24"49@K>:_55POB^3N&_$"RU#RFSYA4 M#_UF=PDD!*X'J.MSQN3F0#_YEV]Z1O\ 4$L#!!0 (%"!"%F-5H3:0 , M !\/ 9 >&PO=V]R;W-H965T0K6^0<<&R, M4FI[CC.T4TPR*YB;:[<\F+)"4I+!+4>B2%/.GZZ!LLW..A:)"2)96QBJ"E&3E$3]60NP8^.X! M Z\R\(XU\"L#_T\#[X!!OS+H&V7*5(P.(98XF'*V05S/5C1]8L0TUBI]DNEU M7TBN[A)E)X,O6!8<$%NB^T*H>T*@M^@.UL %H(5DT0-:Y)1(=!;"Q(2*\ZDM ME5]M;4>5CWGIPSO@PT4W+).,)0.^S&.)]>UO%6P?M;8.^]EJ!-_@)^>X%\AS/ M1Z^1C42*.8CJT!1@Q[RPG?>YR'K(=PRP_Q)P3P%_7C;?>"/'7K;&**]+1K^9 MH20*I-4G8)2SL*:+G7;_6&M !*T1C(4,THQ%R@'7BI6.?]ULX!-(K!^UDD_=1UW"PA(VV%E$WZD^S5MI5,LU M:I<+N"1+$F%I2MF5>I^(U5+F%A1[ ]!<>U@N,,G@/C+K7K$A9V M!-O3;E)K-_F?SX')2]6VE.^X:6%KZ\IC.L\OQ0ZW=7X=M:IVZNBO?#("+MR MNB_0SENS^*?
85NKZ>5&$=/#=L#/E40>Z>C2(&O3&K^ MDC&Y'6@'=4\<_902P,$% @ 4(${6212;C]2 P @D !X;"]W M;W)K&ULO59M;]LX#/XKA%<,&Y#5CMLF09<8Z,L= MM@.Z%(> M)1<5*BNT H/%(KH8GU _O'TP^%O@SCYY!Y)6NL[/_B8+Z+$$T*)W'D$1G]; MO$(I/1#1^-9A1GU([_CT?8_^9\B=,*NLTTBX(UUNNJ,\>RN=$[M,-Z;T/Q+2#5X$SFA_*:LG*%507XN6[6; ;H *S9*%((SY4@LKAOEA-I K:7@ M BV\@RNM."IGF!?4>A]N,!<.C+!WP%1,4\6[-9.,[* MJK#TYAH=$]*^A2,0 M"KZ4NK%D;N>QHQP\DYAW?"];OND+?"=PHY4K+?RA4>R] NA?@,AT$ M *M1QW"2C"!-TE/XNKJ&-T=O.^71# 0XZ14^"0%.7@CPNZ(=TJ:-='HXDN_? M/U]EHZG[RUP9LM1>)^:T@;B5XHO[=";=&Z*HQW:) 8 MU=H*ASDP!X5N#!1"43Z"23*V3KBFS21X,RB9!;6?->?/]3(HPHA.7%X"X= 9 M3J>4HNHV!A5_ +SG)5,.1 #DS9T=@0\]29\!;4!3U@9*$3R#?^1&#&>*>0U/% M94WZ39T,ZKS$+:H&J9"NNK9[?M+ TF_E(ZR0B+-#^SB(_YM],>W93 _W I{^ M!WG,^COF@[OPJ:G6I+SGO]^%QQ?.P99L"W?
VM,% ,:.[XR:U$()MP^U*[^`.D MO:+ZV?Z"OVCOM>_F[=?!#3-4>Q8D%N2:'$\IKFEOW';@=!UNN;5VO#B\EO21 M@L8;T'JAM=L/?(#^LR?[%U!+ P04 " !0@A96],IMM:X$ V&P &0 M
'AL+W=O'8@^,=&T3E4B(!LSDWX>49-FR93EJN1=;HNXYNKSG7I(B M1QO&OXLE@$0:O4+%V%!*N;JV;1$M(<7BDJV JB=SQE,LU2U?V&+% <.!(9&F*^>LM)&PSMEQKV_!(%DNI&^S):(47 M\ 3RZ^J!JSN[8HE)"E001A&'^=BZ<:]#MZ\!N<5?!#9B[QKIKCPS]EW?W,5C MR]$>00*1U!18 ;UA"DFBF90?_Y:D5O5.#=R_WK*'>>=59YZQ@"E+_B,G?(ZM
MH85BF,.LD8]L\P>4'1IHOH@E(O)%F]+6L5"4":*AWKBP%>A^_Q"01'Y3!UZ< O7_W ;U# MA*(O2Y8)3&,QLJ7R5+_/CDJO;@NOO!->]=_]HW(IT(S&$#?@[^UXQP5QJPA5 M8?
*V8:KU6@G_S.@EZCD7R'.!?I_/P WS6#K_)>A7<;X"' M[?:I['HY7OMEK]X7D[7_^7-+K4>M]GU[:.R0G<24O%/4[84C/UF1CWX7HL5 MCF!LJ=>#?GU%]=W?FN2RB198))L9I(L-
$16T[A?:=QO8Y_D0P/"&\Q5 M^5T@G&K%FX0M:/R<1D^"ZTEOX#@C>[TOV%N,@E:'N@IADBQL<'^XYWXMP(,J MP(/V +,U<*IF>(ENA"!"8AK!!7J26-60;E7C^1V-6](<31EJ7)TJ=<#:]BV M?
YN]2-WRG(.;JK,4.-9S?6/M3K3M?I:>_:H"#"/EDC-'"B M5KIK/()<S5[4 M;DI 4Q&:=&IFDBPT1%;+$:_*$?1)..,L6+ZI9.#[88WWP@HGPWI:T_V$M<_MJDW_*+G5FO:P-EO]!*]/2;+0$%F-
GZM*GZKW4)(<(B!KK*]P28*K(P@TEN! M@C?8!*V>=*0U/%)%EHB*RFP+!28'A>@0NT*!:R(4H,CQ)]>%0.;[ )6CWJJH1) MLM 064V3)Y42GWYD/E/7H 2;9IR#5]HVOX6$*BN"$[6.%"0?
Z+K,:6<<.E^< MTY]F"%H9NB;#2;+0$%DM&5QG]U'JG(^=N-!;!*"DCU%"\#-)B'QM_)9L)>NZ M/#'*%I1LM=7?X9@P, K*T!1;7;N]#07W1TKY]U:|_ZPMH#4;99D;90E-L=;EWVSVNH?V>=[[.
M^JID^XRRS=SC;9^C3:O0U"L+V>R]8P U5R[R QN!\BHL3@2]UNI0Z"8_"K%W MYL6)TCWF"T(%2F"NH,[EE?]!Y,4A37$CV2H_5'AF4K(TOUP"CH%K _5\SIC< MWN@75$=ED_| 4$L#!!0 (
%"!"%GB1+ 5>&PO=V]R M:W-H965TD[0:8CQI)*XID*X*L#?6UWD?DN1C\7^9RD M1S^+O&0S(^5\U(@8KX)X.]:YPC.905(=_EQ<=D9EBRX1#
MS"4"B\,.%I#GDB3Z|:."&G6:4M@\?Z2_5X,7@UEA!@N2_YLE()T98P,EL,;: MG-^2_0>H!C22O)CD3/VB?15K&2C>,DZ*2BOZ4&3EX8A_5D8T!+;WC,"I!,Y0 M@5L]W*$"KO)X0P6C2]"&;A[&KHP+,
(7P8]MML,YE)PA7";B-6"<9C&'Y/#\30@<9SE[BWY'7^Y" M],:56_0*927ZG)(M$PHV-;GHD@2;<=7\NT/SSC/-?!]6E\BU+I!C.5Z'?-$O M#R$6VU\V6]>;*;7,,T,4% 9T!;\]6^V;_W1
M9;M.6*@3%FF"M1+DU@ER^~AJL]BL', ^7KGP<4+Y"R7*FX]=-['GYJY]&E4 M$$RL23L]I.W6N0Y@K4<]&H'O5X';]LUISKUN6[M?^+8V/5MY\C7TR@Q@0/_R%C_9)L:8)UCL*BTI!@%(R?
RD'+BZ#V(ACZ M45 M3)U$#4^^WD"O MKY:>G%G_MIT0D+=<(B3:!6CL9UCL:_\-L_UID@G;10)RS2 M!&LE;%(G:/+2*MP+.#<+DY.R.K&LHZ*BL\%($ZQEKFT]+4.L7GNO@7.@B*O1
M3"').H/ .;U>9S&HF7"-5X1B3N@#NI.=D*N.OP"2%!<7Z 8SAN-TRP2""=V+ MRUU_5\]-I%9:J)46Z:*UD]Y8>]I_L.A5<%UITDD+M=(B7:1VFIZ6I7:OHFI(MZ:L(S3\NSG&Y6@P)"OO[+9F.?
16ZCW6!ZGY4,Y; 6>.LR5.6:'G:F M#A>><-36RXIP3@IUF@),@,H \7Q-"'^\D+LYJ?[@ `102P,$% @ 4($(M6>,.;QLB" @ (@ !D !X;"]W:W)K&ULK5G
M:],P%/TK5IC0)K'FU:9CI)%8]VD@D*]5P6VPG#0U-'XA^ M:7SM>X[/N7XUWG+Q+', A5X*RN3$R94];UU7ICD46 YX"4R/9P46.E0K%U9 M"L K"RJH&WA>Y!:8,">);=]
<)#&O%"4,Y@+)JBBP^'$'E&\GCN_L.A(),E>F MPTWB$]JA >JIG L=N2W+BA3),$,"<@FSGQ_=CHV^3;A*X&MW&LCXV3)^:,) M/]PFCF<$ 854&0:L/QN8 J6&2,OXWG Z[90&N-_>L=];
[)K+$DN8 -'78 _C# MX("@ 01_"P@:0&B-ULJLK1E6.(D%WR)AL6:;=C:6+1V0YA9O842>]1HG$KN M,1%H@VD%B& M2-S@R[\>*#5#HO4&!%PO[X-/3\!FD&NY;>-B%N[H^
M;1F"M@N!Y0N/E;$U3@E>$DH4@5Y7-?.%M?*Q"%WO1+U6>UQD<6:RZ#33+T0C^*W:]MP,.L\&VTE]61.FZECQ_S=(S[3L>!N+XL_T"< MNW=_FI?S.O9K?0$C"IG&>8.O=B?]IZ@.%" ME;
[D2C\0MIGK)QR$2=#C&>=] M%YA7HOU3D/P$4$L#!!0 (%"!"%G1#+H8" 0 $07 9 >&PO=V]R M:W-H965T,YENJ6[UROYP1OJZ |.!!EGF/^]0\V"E0.?UPZ/=I5(_<-?+/=Z1)R(_[1^X MNG,;E2W-
22$H*P GRI$WOVU7CJG*63A@2O)< M9O*1'7\E-5"H)6*6B>HO.-9M/0?$I9 LKX-5!CDM3K_X2JT1G0 8C 2@.@!= M&N#7_7X%>LJLPKK#$[^7G!T!UZV5FKZH^J:*5C2TT,/X)+EZ2U6<7-]CRL$!
M9R4!+ $)+7 14YP[6@C)2S5>4H#WX[P>4ZP*#G9 BO!TM%]@Z-&,"XYI\5. M=S(5X.T=D9AFXIU2^_1T!JZ^>0?>*#7P,66EP,56+%VI>'16;ESG_N&4.OK) M_?>RN &^]O- '@H&PC?
F\#L2JW!8A?O]<%?U8M,5]E*5,GY8UW9=!(6@LA! MH)-",*R@E^RMV,.8K!RU)@7A!*^L?_P!SKR?A_LB?5@_0:6-ZFO'1]{UP/ MOIJB\0N07+&G!&04/],.RJ]#$;)]?0GL5DEIHO581W 1;1T#P-
404,5&*G^ M(>2 7\H=V/@U-PMB?48PX8QO']:AC9A+8GU8&<-[,S^-#5*3]4_B8473=-Y M0S4W4CWVB^L0@U%@*H,EL1[KHF%=7#U=%S9A+8GU8*,&-C(.[:+%)#)/54[
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LY7X3S4#_X#3-@P'B;QZ"%M]??+6;<#@ZMH& MK1H/6VI]X-9Z0.-F?U%][R6^N=#.FYDJ7&L8H-DO3*AP5GT"/#<*812A$9S6 M*4"S59AOX.87;2QULUZ>R%N$(XFVVSPT;JRC50 -
YFIUQ[>EUB=O]WP875|% MC+YA,K EM?YGU)@+9,A%FHPY6(E MEP *O<4LD4-G]=3ZSG5EN(28R!9?0Z+O1%$$1.FF6+AR+8#,.U',7-_S C@,)6*QX58SR"F2?Y/WHI ' FT3[W +P3^>T%P M0M
N!.T,-)]9AC4ABHP&@F^1,*.UF[G(8I.I-0U-S#*^**O4]U3HP="!=H0 ME@+B$8IH0I*0$H9H(15(]7HIB6[08[).]44J88X4+|:K)2"=.A$(H;OU3,,5 M4D+K=3^C9$8953MT-0%%*)-?!][2\S5/=<-B;O?
YW/P3<\.N1)BW4]JZ1[_E*5,G3YU8W9=!(6@LA! MH)-",*R@E^RMV,.8K!RU)@7A!*^L?_P!SKR?A_LB?5@_0:6-ZFO'1]{UP/ MOIJB\0N07+&G!&04/],.RJ]#$;)]?0GL5DEIHO581W 1;1T#P-
404,5&*G^ M(>2 7\H=V/@U-PMB?48PX8QO']:AC9A+8GU8&<-[,S^-#5*3]4_B8473=-Y M0S4W4CWVB^L0@U%@*H,EL1[KHF%=7#U=%S9A+8GU8*,&-C(.[:+%)#)/54[
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LY7X3S4#_X#3-@P'B;QZ"%M]??+6;<#@ZMH& MK1H/6VI]X-9Z0.-F?U%][R6^N=#.FYDJ7&L8H-DO3*AP5GT"/#<*812A$9S6 M*4"S59AOX.87;2QULUZ>R%N$(XFVVSPT;JRC50 -
YFIUQ[>EUB=O]WP875|% MC+YA,K EM?YGU)@+9,A%FHPY6(E MEP *O<4LD4-G]=3ZSG5EN(28R!9?0Z+O1%$$1.FF6+AR+8#,.U',7-_S C@,)6*QX58SR"F2?Y/WHI ' FT3[W +P3^>T%P M0M
N!.T,-)]9AC4ABHP&@F^1,*.UF[G(8I.I-0U-S#*^**O4]U3HP="!=H0 ME@+B$8IH0I*0$H9H(15(]7HIB6[08[).]44J88X4+|:K)2"=.A$(H;OU3,,5 M4D+K=3^C9$8953MT-0%%*)-?!][2\S5/=<-B;O?
YW/P3<\.N1)BW4]JZ1[_E*5,GY8UW9=!(6@LA! MH)-",*R@E^RMV,.8K!RU)@7A!*^L?_P!SKR?A_LB?5@_0:6-ZFO'1]{UP/ MOIJB\0N07+&G!&04/],.RJ]#$;)]?0GL5DEIHO581W 1;1T#P-
404,5&*G^ M(>2 7\H=V/@U-PMB?48PX8QO']:AC9A+8GU8&<-[,S^-#5*3]4_B8473=-Y M0S4W4CWVB^L0@U%@*H,EL1[KHF%=7#U=%S9A+8GU8*,&-C(.[:+%)#)/54[
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LY7X3S4#_X#3-@P'B;QZ"%M]??+6;<#@ZMH& MK1H/6VI]X-9Z0.-F?U%][R6^N=#.FYDJ7&L8H-DO3*AP5GT"/#<*812A$9S6 M*4"S59AOX.87;2QULUZ>R%N$(XFVVSPT;JRC50 -
YFIUQ[>EUB=O]WP875|% MC+YA,K EM?YGU)@+9,A%FHPY6(E MEP *O<4LD4-G]=3ZSG5EN(28R!9?0Z+O1%$$1.FF6+AR+8#,.U',7-_S C@,)6*QX58SR"F2?Y/WHI ' FT3[W +P3^>T%P M0M
N!.T,-)]9AC4ABHP&@F^1,*.UF[G(8I.I-0U-S#*^**O4]U3HP="!=H0 ME@+B$8IH0I*0$H9H(15(]7HIB6[08[).]44J88X4+|:K)2"=.A$(H;OU3,,5 M4D+K=3^C9$8953MT-0%%*)-?!][2\S5/=<-B;O?
YW/P3<\.N1)BW4]JZ1[_E*5,G3YU8W

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2Y$(37[7 $!,9<^^/UH MF'9-]0^S\ 4^N: >YO'9^#C\CC . ^+W^+ L0('U(D#X42!\;1 \#TL&PO=&AE;64O=&AE;64Q+GAM;%!+ 0(4 OQ (%"!"%E,I7NL M6 (+$& 8 " @0T(
!X;"]W;W)K&PO=V]R:W-H965T&UL4$L! A0#% @ 4($(M6:,W<7UO!@ 11T !@ ("!K1 'AL+W=O&PO=V]R:W-H M965T&UL4$L! A0#% @ 4($(60:0-O(3 @ 5@0 !@ M ("!,B$
'AL+W=O&PO=V]R:W-H965T&UL M4$L! A0#% @ 4($(6=#/:*26!P 0"(!@ ("! S@ M 'AL+W=O&UL4$L! A0#% @ 4($(6?#EO?"Y"P ;1\ !D M ("! TH 'AL+W=O&PO=V]R:W-H965T M&UL4$L!
A0# M% @ 4($(66/OWQ)$!0 ,!, !D ("!A&('AL+W=O M&PO=V]R:W-H965T&UL4$L! A0#% @ 4($(69&' MSV+ !0 !A, !D ("!O78 'AL+W=O&PO=V]R:W-H965T!^ !X;"]W;W)K&UL4$L! A0#% @
4($(66 \T28Q" ?!D !D M ("!5Y, 'AL+W=O&PO M=V]R:W-H965T1600D M -D: 9 " @7N@ !X;"]W;W)K&UL4$L! A0#% @ 4($(6<]&33?F 0 @@0 !D ("! M\ZD 'AL+W=O&PO=V]R:W-H965T&UL4$L!
A0#% M @ 4($(6&PO=V]R:W-H965T&UL4$L! A0#% @ 4($(65*MDLW5 M @)0< !D ("!0,4 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ 4($(63G]E&$; P ,@@ !D M ("!>-
'AL+W=O&PO=V]R M:W-H965T&UL M4$L! A0#% @ 4($(60#D$KXA!0 B!$!D ("!]L M 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ M4($(69RIBJU3 P]1$!D ("!6.8 'AL+W=O&PO=V]R:W-
H965T&UL4$L! A0#% @ 4($(65CO;;6N! M-AL !D ("!XO 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ 4($(6=$,NA@(! 1!< !D M ("!=?P 'AL+W=O&PO=V]R:W-H M965T&UL4$L! M A0#% @
4($(6?H0X#P^ P *PX !D ("!U@&PO=V]R:W-H965T&UL4$L! A0#% @ 4($(M6=1!]7O# P !PH !D ("!714! 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ 4($(61?0Z!&PO=V]R:W-
H965T&UL4$L! A0#% @ 4($(6?B%S?CZ! \1X !D M ("!?"L! 'AL+W=O&PO=V]R:W-H965T M 9 M " @:DS 0!X;"]W;W)K&UL4$L! A0# M% @ 4($(65HGLA@Z"P $84 !D ("![CP! 'AL+W=O
M&PO=V]R:W-H965T&UL4$L! A0#% @ 4($(61KX M[,M! P) L !D ("!]U(! 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ 4($(64:]X(]0!@ K#H !D M ("!3V ! 'AL+W=O&PO M=V]R:W-
H965T&UL4$L! A0#% @ 4($(68QOL1D0! PQ< !D ("! MW&L! 'AL+W=O&PO@$ >&PO7W)E';.O=V]R:V)O:VLN M>&UL+G)E;'-02P$"% ,4 " !0@0A9X>O>$?0! "B)P $P M @ &7? $ 6T-O;G1E;G1?
5'EP97-=+GAM;%!+!08 3 !, ,L4 "\ %?@$! end XML 84 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).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 85 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 87 FilingSummary.xml IDEA: XBRL
DOCUMENT 3.24.2.u1 html2243221false650false10 falsefalseR1.htm995200 - Document - Document InformationSheethttp://xbrl.sec.gov/dei/role/document/DocumentInformationDocument
InformationCover1 falsefalseR2.htm995200090 - Document - Document and Entity InformationSheethttp://www.verastem.com/role/DocumentDocumentAndEntityInformationDocument and
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FLOWSSheethttp://www.verastem.com/role/StatementConsolidatedStatementsOfCashFlowsCONSOLIDATED STATEMENTS OF CASH FLOWSStatements9 falsefalseR10.htm995210101 -
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Commitments and contingenciesSheethttp://www.verastem.com/role/DisclosureCommitmentsAndContingenciesCommitments and contingenciesNotes24 falsefalseR25.htm995211601 -
Disclosure - Subsequent eventsSheethttp://www.verastem.com/role/DisclosureSubsequentEventsSubsequent eventsNotes25 falsefalseR26.htm995410 - Disclosure - Pay vs Performance
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ArrangementsSheethttp://xbrl.sec.gov/ecd/role/InsiderTradingArrangementsInsider Trading ArrangementsNotes27 falsefalseR28.htm99920202 - Disclosure - Summary of significant accounting
policies (Policies)Sheethttp://www.verastem.com/role/DisclosureSummaryOfSignificantAccountingPoliciesPoliciesSummary of significant accounting policies (Policies)Policies28
falsefalseR29.htm99930303 - Disclosure - Cash, cash equivalents and restricted cash (Tables)Sheethttp://www.verastem.com/role/DisclosureCashCashEquivalentsAndRestrictedCashTablesCash,
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Disclosure - Accrued expenses (Tables)Sheethttp://www.verastem.com/role/DisclosureAccruedExpensesTablesAccrued expenses
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"name": "us-gaap:CashCashEquivalentsAndShortTermInvestments", "unitRef": "Unit_Standard_USD_X_gi8Zfz5k6iqKVKd0Xk7g", "xsiNil": "false", "lang": null, "decimals": "-5", "ancestors": ["p", "us-gaap:NatureOfOperations", "div", "div", "body", "html"], "reportCount": 1, "baseRef": "vstm-20240630x10q.htm", "first": true }, "uniqueAnchor": null }, "R38": { "role": "http://www.verastem.com/role/DisclosureNatureOfBusinessSaleOfCommonStockDetails", "longName": "99940102 - Disclosure - Nature of business - Sale of common stock (Details)", "shortName": "Nature of business - Sale of common stock (Details)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "38", "firstAnchor": { "contextRef": "Duration_6_23_2024_To_6_23_2024_us-gaap_StatementEquityComponentsAxis_us-gaap_CommonStockMember_Qr3wHgWc_UG757HT_X0TBg", "name": "us-gaap:SaleOfStockNumberOfSharesIssuedInTransaction", "unitRef": "Unit_Standard_shares_Rnk0bcMDsEaT7K3a2_bE0w", "xsiNil": "false", "lang": null, "decimals": "INF", "ancestors": ["p", "ix:continuation", "div", "div", "body", "html"], "reportCount": 1, "baseRef": "vstm-20240630x10q.htm", "first": true }, "uniqueAnchor": null }, "R39": { "role": "http://www.verastem.com/role/DisclosureNatureOfBusinessReverseStockSplitDetails", "longName": "99940103 - 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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
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instruments, applicable carrying amounts, restricted amounts and compensating balance arrangements. Cash and equivalents include: (1) currency on hand (2) demand deposits with banks or
financial institutions (3) other kinds of accounts that have the general characteristics of demand deposits (4) 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 maturing within three
months from the date of acquisition qualify." } } }, "auth_ref": [ "r118", "r507" ] }, "us-gaap_CashAndCashEquivalentsFairValueDisclosure": { "xbrltype": "monetaryItemType", "nsuri":
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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." }
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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": [ "r835" ] }, "us-
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cash equivalents, and cash and cash equivalents restricted to withdrawal or usage. Excludes amount for 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
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(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
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"http://www.verastem.com/role/DisclosureNetLossPerShareDetails", "http://www.verastem.com/role/DisclosureSubsequentEventsDetails",
"http://www.verastem.com/role/StatementConsolidatedBalanceSheets", "http://www.verastem.com/role/StatementConsolidatedBalanceSheetsParenthetical",
"http://www.verastem.com/role/StatementConsolidatedStatementsOfStockholdersEquity" ], "lang": { "en-us": { "role": { "label": "Class of Stock [Domain]", "documentation": "Share of stock
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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": ["r112", "r121", "r122", "r123", "r144", "r166", "r167", "r169", "r171", "r178", "r179", "r228", "r258", "r260", "r261", "r262", "r265", "r266", "r297", "r298", "r302", "r305", "r313", "r430", "r532", "r533", "r534", "r535", "r539", "r540", "r541", "r542", "r543", "r544", "r545", "r546", "r547", "r548", "r549", "r550", "r560", "r582", "r599", "r670", "r671", "r672", "r673", "r674", "r819", "r843", "r851"] }, "us-gaap_ClassOfStockLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ClassOfStockLineItems", "presentation": ["http://www.verastem.com/role/DisclosureCapitalStockConvertiblePreferredStockDetails", "http://www.verastem.com/role/DisclosureCapitalStockJune2023PublicOfferingDetails"], "lang": { "en-us": { "role": { "label": "Class of Stock [Line Items]", "documentation": "Line items represent financial concepts included in a table. 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For example, but not limited to, 500,000 warrants may be converted into 1,000,000 shares." } } }, "auth_ref": ["r314"] }, "rxp_Cm": { "xbrltype": "conversionMethodItemType", "nsuri": "http://xbrl.sec.gov/rxp/2024", "localname": "Cm", "presentation": ["http://xbrl.sec.gov/rxp/role/Detail"], "lang": { "en-us": { "role": { "label": "Currency Conversion Method", "terseLabel": "Curr. Conv. 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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": ["r61"] }, "vstm_CommonStockSharesOffered": { "xbrltype": "sharesItemType", "nsuri": "http://www.verastem.com/20240630", "localname": "CommonStockSharesOffered", "presentation": ["http://www.verastem.com/role/DisclosureCapitalStockJune2023PublicOfferingDetails"], "lang": { "en-us": { "role": { "documentation": "The number of common shares offered by the Company.", "label": "Common Stock, Shares Offered", "terseLabel": "Common shares, offered" } } }, "auth_ref": [] }, "us-gaap_CommonStockSharesOutstanding": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommonStockSharesOutstanding", "presentation": ["http://www.verastem.com/role/StatementConsolidatedBalanceSheetsParenthetical"], "lang": { "en-us": { "role": { "label": "Common Stock, Shares, Outstanding", "terseLabel": "Common stock, shares outstanding", "documentation": "Number of shares of common stock outstanding. Common stock represent the ownership interest in a corporation." } } }, "auth_ref": ["r9", "r61", "r560", "r579", "r953", "r954"] }, "us-gaap_CommonStockValue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommonStockValue", "crdr": "credit", "presentation": ["http://www.verastem.com/role/StatementConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "label": "Common Stock, Value, Issued", "verboseLabel": "Common stock, $0.0001 par value; 300,000 shares authorized, 25,308 and 25,281 shares issued and outstanding at March 31, 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": ["r61", "r508", "r719"] }, "rxp_CommunityAndSocial": { "xbrltype": "monetaryItemType", "nsuri": "http://xbrl.sec.gov/rxp/2024", "localname": "CommunityAndSocial", "crdr": "debit", "presentation": ["http://xbrl.sec.gov/rxp/role/ByCategory", "http://xbrl.sec.gov/rxp/role/ByGovernment", "http://xbrl.sec.gov/rxp/role/ByProject"], "lang": { "en-us": { "role": { "label": "Community and Social Responsibility", "terseLabel": "Comm. 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Excludes changes in equity resulting from investments by owners and distributions to owners." } } }, "auth_ref": ["r17", "r127", "r129", "r134", "r498", "r517", "r518"] }, "us-gaap_ConcentrationRiskBenchmarkDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ConcentrationRiskBenchmarkDomain", "presentation": ["http://www.verastem.com/role/DisclosureSummaryOfSignificantAccountingPoliciesConcentrationsOfCreditRiskAndOffBalanceSheetRiskDetails"], "lang": { "en-us": { "role": { "label": "Concentration Risk Benchmark [Domain]", "documentation": "The denominator in a calculation of a disclosed concentration risk percentage." } } }, "auth_ref": ["r27", "r28", "r45", "r46", "r192", "r677"] }, "us-gaap_ConcentrationRiskByBenchmarkAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ConcentrationRiskByBenchmarkAxis", "presentation": ["http://www.verastem.com/role/DisclosureSummaryOfSignificantAccountingPoliciesConcentrationsOfCreditRiskAndOffBalanceSheetRiskDetails"], "lang": { "en-us": { "role": { "label": "Concentration Risk Benchmark [Axis]", "documentation": "Information by benchmark of concentration risk." } } }, "auth_ref": ["r27", "r28", "r45", "r46", "r192", "r530", "r677"] }, "us-gaap_ConcentrationRiskByTypeAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ConcentrationRiskByTypeAxis", "presentation": ["http://www.verastem.com/role/DisclosureSummaryOfSignificantAccountingPoliciesConcentrationsOfCreditRiskAndOffBalanceSheetRiskDetails"], "lang": { "en-us": { "role": { "label": "Concentration Risk Type [Axis]", "documentation": "Information by type of concentration risk, for example, but not limited to, asset, liability, net assets, geographic, customer, employees, supplier, lender." } } }, "auth_ref": ["r27", "r28", "r45", "r46", "r192", "r677", "r823"] }, "us-gaap_ConcentrationRiskCreditRiskFinancialInstrumentsOffBalanceSheetRisk": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ConcentrationRiskCreditRiskFinancialInstrumentsOffBalanceSheetRisk", "presentation": ["http://www.verastem.com/role/DisclosureSummaryOfSignificantAccountingPoliciesConcentrationsOfCreditRiskAndOffBalanceSheetRiskDetails"], "lang": { "en-us": { "role": { "label": "Concentration Risk, Credit Risk, Financial Instruments, Off-balance Sheet Risk", "verboseLabel": "Off-balance sheet concentrations of credit risk description", "documentation": "Description of financial instruments, excluding certain derivatives, with off-balance sheet credit risk (for example, standby letters of credit or financial guarantees), including (1) information about the (shared) activity, region or economic characteristic that identifies the concentration, (2) the face or contract amount of the instrument, (3) the nature and terms of the instrument, including the market risk, cash requirements and accounting policies for it, (4) the maximum amount of loss due to credit risk that would be incurred if the counterparties failed completely to perform according to the terms of the contracts, and any security or collateral that proved to be of no value, (5) the entity's policy of requiring collateral or other security to support financial instruments subject to credit risk, information about access to collateral or other security, and a brief description of the security supporting those financial instruments, and (6) the policy of entering into and a brief description of master netting arrangements to mitigate the credit risk, and the extent to which such arrangements would reduce the maximum amount of loss due to credit risk." } } }, "auth_ref": ["r50", "r93"] }, "us-gaap_ConcentrationRiskLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ConcentrationRiskLineItems", "presentation": ["http://www.verastem.com/role/DisclosureSummaryOfSignificantAccountingPoliciesConcentrationsOfCreditRiskAndOffBalanceSheetRiskDetails"], "lang": { "en-us": { "role": { "label": "Concentration Risk [Line Items]", "documentation": "Line items represent financial concepts included in a table. 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that is redeemable solely at the option of the issuer." } } }, "auth_ref": [ "r33", "r60" ] }, "us-gaap_ConvertiblePreferredStockSharesIssuedUponConversion": { "xbrltype": "sharesItemType",
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as total net revenues, product line revenues, segment revenues. The risk is the materially adverse effects of loss of a significant customer." } } }, "auth_ref": [ "r78", "r192" ] }, "us-
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indenture, debenture issue, own-share lending arrangements and any other contractual agreement to repay funds, and about the underlying arrangements, rationale for a classification as long-
term, including repayment terms, interest rates, collateral provided, restrictions on use of assets and activities, whether or not in compliance with debt covenants, and other matters important
to users of the financial statements, such as the effects of refinancing and noncompliance with debt covenants." } } }, "auth_ref": [ "r82", "r142", "r244", "r245", "r246", "r247", "r248", "r256",
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or discontinuing a certain business segment or material subsidiary) to be in compliance with the covenant clauses of the debt agreement. May also include a discussion of the adverse
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"http://www.verastem.com/role/DisclosureFairValueOfFinancialInstrumentsInputsUsedToValuePreferredStockTrancheLiabilityDetails" ], "lang": { "en-us": { "role": { "label": "Debt Instrument, Measurement Input", "verboseLabel": "Debt Instrument, Measurement Input", "documentation": "Value of input used to measure debt instrument, including, but not limited to, convertible and non-convertible debt." } } }, "auth_ref": [ "r922", "r923", "r924" ] }, "us-gaap_DebtInstrumentNameDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtInstrumentNameDomain", "presentation": [ "http://www.verastem.com/role/DisclosureDebtDetails", "http://www.verastem.com/role/DisclosureNotesPayableDetails" ], "lang": { "en-us": { "role": { "label": "Debt Instrument, Name [Domain]", "documentation": "The name for the particular debt instrument or borrowing that distinguishes it from other debt instruments or borrowings, including draws against credit facilities." } } }, 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Includes beneficial interest in securitized financial asset." } } }, "auth_ref": [ "r876" ] }, "us-gaap_DebtSecuritiesAvailableForSaleContinuousUnrealizedLossPositionLessThan12Months": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtSecuritiesAvailableForSaleContinuousUnrealizedLossPositionLessThan12Months", "crdr": "debit", "presentation": [ "http://www.verastem.com/role/DisclosureInvestmentsAvailableForSaleSecuritiesWithUnrealizedLossesForLessThan12MonthsDetails" ], "lang": { "en-us": { "role": { "label": "Debt Securities, Available-for-sale, Continuous Unrealized Loss Position, Less than 12 Months", "terseLabel": "Total fair value of available-for-sale securities in an unrealized loss position for less than 12 months", "documentation": "Amount of investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale), in continuous unrealized loss position for less than 12 months, without allowance for credit loss. Includes beneficial interest in securitized financial asset." } } }, "auth_ref": [ "r106", "r240", "r692" ] }, "us-gaap_DebtSecuritiesAvailableForSaleContinuousUnrealizedLossPositionLessThan12MonthsAccumulatedLoss": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtSecuritiesAvailableForSaleContinuousUnrealizedLossPositionLessThan12MonthsAccumulatedLoss", "crdr": "debit", "presentation": [ "http://www.verastem.com/role/DisclosureInvestmentsAvailableForSaleSecuritiesWithUnrealizedLossesForLessThan12MonthsDetails" ], "lang": { "en-us": { "role": { "label": "Debt Securities, Available-for-sale, Continuous Unrealized Loss Position, Less than 12 Months, Accumulated Loss", "terseLabel": "Unrealized loss of available-for-sale securities with unrealized losses for less than 12 months", "documentation": "Amount of accumulated unrealized loss on investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale), in continuous unrealized loss position for less than 12 months, without allowance for credit loss. Includes beneficial interest in securitized financial asset." } } }, "auth_ref": [ "r106", "r240" ] }, "us-gaap_DebtSecuritiesAvailableForSaleRealizedGainLoss": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtSecuritiesAvailableForSaleRealizedGainLoss", "crdr": "credit", "presentation": [ "http://www.verastem.com/role/DisclosureInvestmentsDetails" ], "lang": { "en-us": { "role": { "label": "Debt Securities, Available-for-sale, Realized Gain (Loss)", "terseLabel": "Realized gains or losses on investments", "documentation": "Amount of realized gain (loss) on investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale)." } } }, "auth_ref": [ "r871" ] }, "us-gaap_DebtSecuritiesAvailableForSaleTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtSecuritiesAvailableForSaleTableTextBlock", "presentation": [ "http://www.verastem.com/role/DisclosureInvestmentsTables" ], "lang": { "en-us": { "role": { "label": "Summary of available-for-sale securities with unrealized losses for less than 12 months", "terseLabel": "Summary of available-for-sale securities with unrealized losses for less than 12 months", "documentation": "Tabular disclosure of investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale)." } } }, "auth_ref": [ "r860", "r861", "r862", "r863", "r864", "r865", "r866", "r867", "r868", "r869", "r870", "r871" ] }, "us-gaap_DebtSecuritiesAvailableForSaleUnrealizedLossPosition": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtSecuritiesAvailableForSaleUnrealizedLossPosition", "crdr": "debit", "presentation": [ "http://www.verastem.com/role/DisclosureInvestmentsAvailableForSaleSecuritiesWithUnrealizedLossesForLessThan12MonthsDetails" ], "lang": { "en-us": { "role": { "label": "Debt Securities, Available-for-sale, Unrealized Loss Position", "terseLabel": "Fair value of available-for-sale securities with unrealized losses for less than 12 months", "documentation": "Amount of investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale), in unrealized loss position without allowance for credit loss." } } }, "auth_ref": [ "r104", "r238", "r692" ] }, "us-gaap_DebtSecuritiesAvailableForSaleUnrealizedLossPositionNumberOfPositions": { "xbrltype": "integerItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtSecuritiesAvailableForSaleUnrealizedLossPositionNumberOfPositions", "presentation": [ "http://www.verastem.com/role/DisclosureInvestmentsDetails" ], "lang": { "en-us": { "role": { "label": "Debt Securities, Available-for-sale, Unrealized Loss Position, Number of Positions", "terseLabel": "Number of investments in unrealized loss position", "documentation": "Number of investments in debt securities measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale), in unrealized loss position, without allowance for credit loss. 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Options may be used to attract, retain and incentivize employees, in addition to their regular salary and other benefits.", "label": "Stock options" } } }, "auth_ref": [] }, "us-gaap_EmployeeRelatedLiabilitiesCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EmployeeRelatedLiabilitiesCurrent", "crdr": "credit", "presentation": [ "http://www.verastem.com/role/DisclosureAccruedExpensesDetails" ], "lang": { "en-us": { "role": { "label": "Employee-related Liabilities, Current", "terseLabel": "Accrued compensation and related benefits", "documentation": "Total of the carrying values as of the balance sheet date of obligations incurred through that date and payable for obligations related to services received from employees, such as accrued salaries and bonuses, payroll taxes and fringe benefits. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer)." } } }, "auth_ref": [ "r53" ] }, "us-gaap_EmployeeStockMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EmployeeStockMember", "presentation": [ "http://www.verastem.com/role/DisclosureNetLossPerShareDetails", "http://www.verastem.com/role/DisclosureStockBasedCompensationEmployeeStockPurchasePlanDetails" ], "lang": { "en-us": { "role": { "label": "Employee Stock [Member]", "terseLabel": "Employee stock purchase plan", "documentation": "An Employee Stock Purchase Plan is a tax-efficient means by which employees of a corporation can purchase the corporation's stock." } } }, "auth_ref": [] }, "us-gaap_EmployeeStockOptionMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EmployeeStockOptionMember", "presentation": [ "http://www.verastem.com/role/DisclosureNetLossPerShareDetails", "http://xbrl.sec.gov/ecd/role/AwardTimingDisclosure" ], "lang": { "en-us": { "role": { "label": "Employee Stock Option [Member]", "terseLabel": "Employee Stock Option", "documentation": "Share-based payment arrangement granting right, subject to vesting and other restrictions, to purchase or sell certain number of shares at predetermined price for specified period of time." } } }, "auth_ref": [] }, "dei_EntityAddressAddressLine1": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityAddressAddressLine1", "presentation": [ "http://www.verastem.com/role/DocumentDocumentAndEntityInformation" ], "lang": { "en-us": { "role": { "label": "Entity Address, Address Line One", "documentation": "Address Line 1 such as Attn, Building Name, Street Name" } } }, "auth_ref": [] }, "dei_EntityAddressCityOrTown": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityAddressCityOrTown", "presentation": [ "http://www.verastem.com/role/DocumentDocumentAndEntityInformation" ], "lang": { "en-us": { "role": { "label": "Entity Address, City or Town", "documentation": "Name of the City or Town" } } }, "auth_ref": [] }, "dei_EntityAddressPostalZipCode": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityAddressPostalZipCode", "presentation": [ "http://www.verastem.com/role/DocumentDocumentAndEntityInformation" ], "lang": { "en-us": { "role": { "label": "Entity Address, Postal Zip 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.verastem.com/role/DocumentDocumentAndEntityInformation" ], "lang": { "en-us": { "role": { "label": "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.verastem.com/role/DocumentDocumentAndEntityInformation", "http://xbrl.sec.gov/dei/role/document/DocumentInformation" ], "lang": { "en-us": { "role": { "label": "Entity Central Index Key", "terseLabel": "CIK", "documentation": "A unique 10-digit SEC-issued value to identify entities that have filed disclosures with the SEC. 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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.verastem.com/role/DocumentDocumentAndEntityInformation" ], "lang": { "en-us": { "role": { "label": "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://xbrl.sec.gov/rxp/role/ByCategory", "http://xbrl.sec.gov/rxp/role/ByGovernment", "http://xbrl.sec.gov/rxp/role/ByProject", "http://xbrl.sec.gov/rxp/role/Detail" ], "lang": { "en-us": { "role": { "label": "All Entities [Member]", "terseLabel": "All Entities", "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. 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This information should be based on the registrant's current or most recent filing containing the related disclosure." } } }, "auth_ref": [ "r734" ] }, "dei_EntityIncorporationStateCountryCode": { "xbrltype": "edgarStateCountryItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityIncorporationStateCountryCode", "presentation": [ "http://www.verastem.com/role/DocumentDocumentAndEntityInformation" ], "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.verastem.com/role/DocumentDocumentAndEntityInformation" ], "lang": { "en-us": { "role": { "label": "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": [ "r818" ] }, "dei_EntityRegistrantName": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityRegistrantName", "presentation": [ "http://www.verastem.com/role/DocumentDocumentAndEntityInformation", "http://xbrl.sec.gov/dei/role/document/DocumentInformation" ], "lang": { "en-us": { "role": { "label": "Entity Registrant Name", "terseLabel": "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": [ "r734" ] }, "dei_EntityReportingCurrencyISOCode": { "xbrltype": "currencyItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityReportingCurrencyISOCode", "presentation": [ "http://xbrl.sec.gov/dei/role/document/DocumentInformation" ], "lang": { "en-us": { "role": { "label": "Entity Reporting Currency ISO Code", "terseLabel": "Reporting Currency", "documentation": "The three character ISO 4217 code for the currency used for reporting purposes. 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These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table." } } }, "auth_ref": [ "r407", "r408", "r418", "r708" ] }, "us-gaap_FairValueAssetsAndLiabilitiesMeasuredOnRecurringAndNonrecurringBasisTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueAssetsAndLiabilitiesMeasuredOnRecurringAndNonrecurringBasisTable", "presentation": [ "http://www.verastem.com/role/DisclosureFairValueOfFinancialInstrumentsDetails", "http://www.verastem.com/role/DisclosureFairValueOfFinancialInstrumentsFinancialInstrumentsMeasuredAtFairValueOnRecurringBasisDetails", "http://www.verastem.com/role/DisclosureFairValueOfFinancialInstrumentsInputsUsedToValuePreferredStockTrancheLiabilityDetails", "http://www.verastem.com/role/DisclosureFairValueOfFinancialInstrumentsReconciliationOfPreferredStockTrancheLiabilityDetails" ], "lang": { "en-us": { "role": { "label": "Fair Value Measurements, Recurring and Nonrecurring [Table]", "documentation": "Disclosure of information about asset and liability measured at fair value on recurring and nonrecurring basis." } } }, "auth_ref": [ "r407", "r408", "r418", "r708" ] }, "us-gaap_FairValueAssetsMeasuredOnRecurringBasisTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueAssetsMeasuredOnRecurringBasisTextBlock", "presentation": [ "http://www.verastem.com/role/DisclosureFairValueOfFinancialInstrumentsTables" ], "lang": { "en-us": { "role": { "label": "Fair Value, Assets Measured on Recurring Basis [Table Text Block]", "terseLabel": "Schedule of financial instruments measured at fair value on a recurring basis", "documentation": "Tabular disclosure of assets, including [financial] instruments measured at fair value that are classified in stockholders' equity, if any, by class that are measured at fair value
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on a recurring basis. The disclosures contemplated herein include the fair value measurements at the reporting date by the level within the fair value hierarchy in which the fair value measurements in their entirety fall, segregating fair value measurements using quoted prices in active markets for identical assets (Level 1), significant other observable inputs (Level 2), and significant unobservable inputs (Level 3)." } } }, "auth_ref": ["r920", "r921"] }, "us-gaap_FairValueByFairValueHierarchyLevelAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueByFairValueHierarchyLevelAxis", "presentation": ["http://www.verastem.com/role/DisclosureFairValueOfFinancialInstrumentsDetails", "http://www.verastem.com/role/DisclosureFairValueOfFinancialInstrumentsFinancialInstrumentsMeasuredAtFairValueOnRecurringBasisDetails", "http://www.verastem.com/role/DisclosureFairValueOfFinancialInstrumentsReconciliationOfPreferredStockTrancheLiabilityDetails"], "lang": { "en-us": { "role": { "label": "Fair Value, Hierarchy [Axis]", "documentation": "Information by level within fair value hierarchy and fair value measured at net asset value per share as practical expedient." } } }, "auth_ref": ["r281", "r319", "r320", "r321", "r322", "r323", "r324", "r406", "r408", "r409", "r410", "r411", "r417", "r418", "r420", "r465", "r466", "r467", "r694", "r695", "r699", "r700", "r701", "r708", "r710"] }, "us-gaap_FairValueByMeasurementBasisAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueByMeasurementBasisAxis", "presentation": ["http://www.verastem.com/role/DisclosureInvestmentsCashCashEquivalentsRestrictedCashAndInvestmentsDetails"], "lang": { "en-us": { "role": { "label": "Measurement Basis [Axis]", "documentation": "Information by measurement basis." } } }, "auth_ref": ["r281", "r694", "r695"] }, "us-gaap_FairValueByMeasurementFrequencyAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueByMeasurementFrequencyAxis", "presentation": ["http://www.verastem.com/role/DisclosureFairValueOfFinancialInstrumentsFinancialInstrumentsMeasuredAtFairValueOnRecurringBasisDetails"], "lang": { "en-us": { "role": { "label": "Measurement Frequency [Axis]", "documentation": "Information by measurement frequency." } } }, "auth_ref": ["r407", "r408", "r409", "r411", "r708", "r923", "r926"] }, "us-gaap_FairValueDisclosuresAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueDisclosuresAbstract", "lang": { "en-us": { "role": { "label": "Fair value of financial instruments" } } }, "auth_ref": [] }, "us-gaap_FairValueDisclosuresTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueDisclosuresTextBlock", "presentation": ["http://www.verastem.com/role/DisclosureFairValueOfFinancialInstruments"], "lang": { "en-us": { "role": { "label": "Fair Value Disclosures [Text Block]", "terseLabel": "Fair value of financial instruments", "documentation": "The entire disclosure for the fair value of financial instruments (as defined), including financial assets and financial liabilities (collectively, as defined), and the measurements of those instruments as well as disclosures related to the fair value of non-financial assets and liabilities. Such disclosures about the financial instruments, assets, and liabilities would include: (1) the fair value of the required items together with their carrying amounts (as appropriate); (2) for items for which it is not practicable to estimate fair value, disclosure would include: (a) information pertinent to estimating fair value (including, carrying amount, effective interest rate, and maturity, and (b) the reasons why it is not practicable to estimate fair value; (3) significant concentrations of credit risk including: (a) information about the activity, region, or economic characteristics identifying a concentration, (b) the maximum amount of loss the entity is exposed to based on the gross fair value of the related item, (c) policy for requiring collateral or other security and information as to accessing such collateral or security, and (d) the nature and brief description of such collateral or security; (4) quantitative information about market risks and how such risks are managed; (5) for items measured on both a recurring and nonrecurring basis information regarding the inputs used to develop the fair value measurement; and (6) for items presented in the financial statement for which fair value measurement is elected: (a) information necessary to understand the reasons for the election, (b) discussion of the effect of fair value changes on earnings, (c) a description of [similar groups] items for which the election is made and the relation thereof to the balance sheet, the aggregate carrying value of items included in the balance sheet that are not eligible for the election; (7) all other required (as defined) and desired information." } } }, "auth_ref": ["r413", "r415", "r416", "r417", "r420", "r421", "r422", "r423", "r424", "r496", "r708", "r711"] }, "us-gaap_FairValueInputsLevel1Member": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueInputsLevel1Member", "presentation": ["http://www.verastem.com/role/DisclosureFairValueOfFinancialInstrumentsFinancialInstrumentsMeasuredAtFairValueOnRecurringBasisDetails"], "lang": { "en-us": { "role": { "label": "Level 1", "documentation": "Quoted prices in active markets for identical assets or liabilities that the reporting entity can access at the measurement date." } } }, "auth_ref": ["r281", "r319", "r324", "r408", "r418", "r465", "r699", "r700", "r701", "r708"] }, "us-gaap_FairValueInputsLevel2Member": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueInputsLevel2Member", "presentation": ["http://www.verastem.com/role/DisclosureFairValueOfFinancialInstrumentsFinancialInstrumentsMeasuredAtFairValueOnRecurringBasisDetails"], "lang": { "en-us": { "role": { "label": "Level 2", "documentation": "Inputs other than quoted prices included within level 1 that are observable for an asset or liability, either directly or indirectly, including, but not limited to, quoted prices for similar assets or liabilities in active markets, or quoted prices for identical or similar assets or liabilities in inactive markets." } } }, "auth_ref": ["r281", "r319", "r324", "r408", "r409", "r418", "r466", "r694", "r695", "r699", "r700", "r701", "r708"] }, "us-gaap_FairValueInputsLevel3Member": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueInputsLevel3Member", "presentation": ["http://www.verastem.com/role/DisclosureFairValueOfFinancialInstrumentsDetails", "http://www.verastem.com/role/DisclosureFairValueOfFinancialInstrumentsFinancialInstrumentsMeasuredAtFairValueOnRecurringBasisDetails", "http://www.verastem.com/role/DisclosureFairValueOfFinancialInstrumentsReconciliationOfPreferredStockTrancheLiabilityDetails"], "lang": { "en-us": { "role": { "label": "Level 3", "documentation": "Unobservable inputs that reflect the entity's own assumption about the assumptions market participants would use in pricing." } } }, "auth_ref": ["r281", "r319", "r320", "r321", "r322", "r323", "r324", "r408", "r409", "r410", "r411", "r418", "r467", "r694", "r695", "r699", "r700", "r701", "r708", "r710"] }, "us-gaap_FairValueLiabilitiesMeasuredOnRecurringBasisUnobservableInputReconciliationTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueLiabilitiesMeasuredOnRecurringBasisUnobservableInputReconciliationTextBlock", "presentation": ["http://www.verastem.com/role/DisclosureFairValueOfFinancialInstrumentsTables"], "lang": { "en-us": { "role": { "label": "Fair Value, Liabilities Measured on Recurring Basis, Unobservable Input Reconciliation [Table Text Block]", "terseLabel": "Schedule of inputs used to value the preferred stock tranche liability", "documentation": "Tabular 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." } } }, "auth_ref": ["r412", "r414", "r419"] }, "us-gaap_FairValueMeasurementFrequencyDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueMeasurementFrequencyDomain", "presentation": ["http://www.verastem.com/role/DisclosureFairValueOfFinancialInstrumentsFinancialInstrumentsMeasuredAtFairValueOnRecurringBasisDetails"], "lang": { "en-us": { "role": { "label": "Measurement Frequency [Domain]", "documentation": "Measurement frequency." } } }, "auth_ref": ["r407", "r408", "r409", "r411", "r708", "r923", "r926"] }, "us-gaap_FairValueMeasurementsFairValueHierarchyDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueMeasurementsFairValueHierarchyDomain", "presentation": ["http://www.verastem.com/role/DisclosureFairValueOfFinancialInstrumentsDetails", "http://www.verastem.com/role/DisclosureFairValueOfFinancialInstrumentsFinancialInstrumentsMeasuredAtFairValueOnRecurringBasisDetails", "http://www.verastem.com/role/DisclosureFairValueOfFinancialInstrumentsReconciliationOfPreferredStockTrancheLiabilityDetails"], "lang": { "en-us": { "role": { "label": "Fair Value Hierarchy [Domain]", "documentation": "Categories used to prioritize the inputs to valuation techniques to measure fair value." } } }, "auth_ref": ["r281", "r319", "r320", "r321", "r322", "r323", "r324", "r406", "r408", "r409", "r410", "r411", "r417", "r418", "r420", "r465", "r466", "r467", "r694", "r695", "r699", "r700", "r701", "r708", "r710"] }, "us-gaap_FairValueMeasurementsRecurringMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueMeasurementsRecurringMember", "presentation": ["http://www.verastem.com/role/DisclosureFairValueOfFinancialInstrumentsFinancialInstrumentsMeasuredAtFairValueOnRecurringBasisDetails"], "lang": { "en-us": { "role": { "label": "Recurring basis", "documentation": "Frequent fair value measurement. 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By the holder's election, this amount can be increased or decrease but cannot exceed 19.99%.", "label": "Maximum Amount of Common Stock Owned by Holder, Exercise of Pre Funded Warrants, Maximum Allowable Increase, as a Percentage", "terseLabel": "Upper limit of maximum amount of common stock owned by a holder, as a percentage" } } }, "auth_ref": [] }, "srt_MaximumMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "MaximumMember", "presentation": ["http://www.verastem.com/role/DisclosureCapitalStockConvertiblePreferredStockDetails", "http://www.verastem.com/role/DisclosureFairValueOfFinancialInstrumentsInputsUsedToValuePreferredStockTrancheLiabilityDetails", "http://www.verastem.com/role/DisclosureLeasesDetails", "http://www.verastem.com/role/DisclosureLicenseCollaborationAndCommercialAgreementsSecuraDetails"], "lang": { "en-us": { "role": { "label": "Maximum" } } }, "auth_ref": ["r252", "r253", "r254", "r255", "r325", "r363", "r411", "r494", "r521", "r522", "r529", "r551", "r552", "r607", "r626", "r630", "r631", "r660", "r679", "r680", "r691", "r698", "r702", "r710", "r711", "r715", "r716", "r721", "r887", "r938", "r939", "r940", "r941", "r942", "r943"] }, "ecd_MeasureAxis": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "MeasureAxis", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "Measure [Axis]", "terseLabel": "Measure:" } } }, "auth_ref": ["r781"] }, "ecd_MeasureName": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "MeasureName", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "Measure Name", "terseLabel": "Name" } } }, "auth_ref": ["r781"] }, "us-gaap_MeasurementInputExpectedTermMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "MeasurementInputExpectedTermMember", "presentation": ["http://www.verastem.com/role/DisclosureFairValueOfFinancialInstrumentsInputsUsedToValuePreferredStockTrancheLiabilityDetails"], "lang": { "en-us": { "role": { "label": "Remaining term", "documentation": "Measurement input using period financial instrument is expected to be outstanding. 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For an entity that has not commenced principal operations, disclosures about the risks and uncertainties related to the activities in which the entity is currently engaged and an understanding of what those activities are being directed toward." } } }, "auth_ref": ["r109", "r111"] }, "us-gaap_NetCashProvidedByUsedInFinancingActivities": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetCashProvidedByUsedInFinancingActivities", "crdr": "debit", "presentation": ["http://www.verastem.com/role/StatementConsolidatedStatementsOfCashFlows"], "lang": { "en-us": { "role": { "label": "Net Cash Provided by (Used in) Financing Activities", "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": ["r139"] }, "us-gaap_NetCashProvidedByUsedInFinancingActivitiesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetCashProvidedByUsedInFinancingActivitiesAbstract", "presentation": ["http://www.verastem.com/role/StatementConsolidatedStatementsOfCashFlows"], "lang": { "en-us": { "role": { "label": "Net Cash Provided by (Used in) Financing Activities, Continuing Operations [Abstract]", "terseLabel": "Financing activities" } } }, "auth_ref": [] }, "us-gaap_NetCashProvidedByUsedInInvestingActivities": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetCashProvidedByUsedInInvestingActivities", "crdr": "debit", "presentation": ["http://www.verastem.com/role/StatementConsolidatedStatementsOfCashFlows"], "lang": { "en-us": { "role": { "label": "Net Cash Provided by (Used in) Investing Activities", "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": ["r139"] }, "us-gaap_NetCashProvidedByUsedInInvestingActivitiesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetCashProvidedByUsedInInvestingActivitiesAbstract", "presentation": ["http://www.verastem.com/role/StatementConsolidatedStatementsOfCashFlows"], "lang": { "en-us": { "role": { "label": "Net Cash Provided by (Used in) Investing Activities [Abstract]", "terseLabel": "Investing activities" } } }, "auth_ref": [] }, "us-gaap_NetCashProvidedByUsedInOperatingActivities": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetCashProvidedByUsedInOperatingActivities", "presentation": ["http://www.verastem.com/role/StatementConsolidatedStatementsOfCashFlows"], "lang": { "en-us": { "role": { "label": "Net Cash Provided by (Used in) Operating Activities", "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, single lease cost, after impairment of right-of-use asset, calculated by amortization of remaining right-of-use asset and accretion of lease liability." } } }, "auth_ref": ["r450", "r718"] }, "us-gaap_OperatingLeaseExpense": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OperatingLeaseExpense", "crdr": "debit", "presentation": ["http://www.verastem.com/role/DisclosureLeasesDetails"], "lang": { "en-us": { "role": { "label": "Operating Lease, Expense", "terseLabel": "Operating lease expense", "documentation": "Amount of operating lease expense. 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The liquidation preference is the difference between the preference in liquidation and the par or stated values of the share." } } }, "auth_ref": ["r33", "r34", "r60", "r843", "r889"] }, "us-gaap_PreferredStockMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PreferredStockMember", "presentation": ["http://www.verastem.com/role/StatementConsolidatedBalanceSheetsParenthetical", "http://www.verastem.com/role/StatementConsolidatedStatementsOfStockholdersEquity"], "lang": { "en-us": { "role": { "label": "Preferred Stock [Member]", "terseLabel": "Preferred stock", "documentation": "Preferred shares may provide a preferential dividend to the dividend on common stock and may take precedence over common stock in the event of a liquidation. 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Excludes proceeds from tax exempt secured debt." } } }, "auth_ref": [ "r19" ] }, "us-gaap_ProceedsFromMaturitiesPrepaymentsAndCallsOfAvailableForSaleSecurities": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ProceedsFromMaturitiesPrepaymentsAndCallsOfAvailableForSaleSecurities", "crdr": "debit", "presentation": [ "http://www.verastem.com/role/StatementConsolidatedStatementsOfCashFlows" ], "lang": { "en-us": { "role": { "label": "Proceeds from Maturities, Prepayments and Calls of Debt Securities, Available-for-sale", "terseLabel": "Maturities of investments", "documentation": "Amount of cash inflow from maturity, prepayment and call of investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale)." } } }, "auth_ref": [ "r136", "r137", "r859" ] }, "us-gaap_ProceedsFromStockOptionsExercised": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ProceedsFromStockOptionsExercised", "crdr": "debit", "presentation": [ "http://www.verastem.com/role/DisclosureStockBasedCompensationEmployeeStockPurchasePlanDetails", "http://www.verastem.com/role/StatementConsolidatedStatementsOfCashFlows" ], "lang": { "en-us": { "role": { "label": "Proceeds from Stock Options Exercised", "terseLabel": "Proceeds from the exercise of stock options and employee stock purchase program", "documentation": "Amount of cash inflow from exercise of option under share-based payment arrangement." } } }, "auth_ref": [ "r2", "r12" ] }, "rxp_ProductionEntitlements": { "xbrltype": "monetaryItemType", "nsuri": "http://xbrl.sec.gov/rxp/2024", "localname": "ProductionEntitlements", "crdr": "debit", "presentation": [ "http://xbrl.sec.gov/rxp/role/ByCategory", "http://xbrl.sec.gov/rxp/role/ByGovernment", "http://xbrl.sec.gov/rxp/role/ByProject" ], "lang": { "en-us": { "role": { "label": "Production Entitlements", "terseLabel": "Prod. 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Examples include, but are not limited to, land, buildings, machinery and equipment, office equipment, and furniture and fixtures." } } }, "auth_ref": [ "r6", "r455", "r502", "r512", "r719" ] }, "us-gaap_PropertyPlantAndEquipmentTypeDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PropertyPlantAndEquipmentTypeDomain", "presentation": [ "http://www.verastem.com/role/DisclosureCashCashEquivalentsAndRestrictedCashDetails", "http://www.verastem.com/role/DisclosureLeasesDetails" ], "lang": { "en-us": { "role": { "label": "Property, Plant and Equipment, Type [Domain]", "documentation": "Listing of long-lived, physical assets that are used in the normal conduct of business to produce goods and services and not intended for resale. 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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": [ "r364", "r681", "r689", "r944" ] }, "ecd_RestatementDateAxis": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "RestatementDateAxis", "presentation": [ "http://xbrl.sec.gov/ecd/role/ErrCompDisclosure" ], "lang": { "en-us": { "role": { "label": "Restatement Determination Date [Axis]", "terseLabel": "Restatement Determination Date:" } } }, "auth_ref": [ "r739", "r749", "r759", "r791" ] }, "ecd_RestatementDeterminationDate": { "xbrltype": "dateItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "RestatementDeterminationDate", "presentation": [ "http://xbrl.sec.gov/ecd/role/ErrCompDisclosure" ], "lang": { "en-us": { "role": { "label": "Restatement Determination Date", "terseLabel": "Restatement Determination Date" } } }, "auth_ref": [ "r740", "r750", "r760", "r792" ] }, "ecd_RestatementDoesNotRequireRecoveryTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "RestatementDoesNotRequireRecoveryTextBlock", "presentation": [ "http://xbrl.sec.gov/ecd/role/ErrCompDisclosure" ], "lang": { "en-us": { "role": { "label": "Restatement Does Not Require Recovery [Text Block]", "terseLabel": "Restatement does not require Recovery" } } }, "auth_ref": [ "r747", "r757", "r767", "r799" ] }, "us-gaap_RestrictedCashAndCashEquivalentsCashAndCashEquivalentsMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestrictedCashAndCashEquivalentsCashAndCashEquivalentsMember", "presentation": [
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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": [ "r118" ] }, "vstm_RestrictedCashAndCashEquivalentsMember": { "xbrltype": "domainItemType", "nsuri": "http://www.verastem.com/20240630", "localname": "RestrictedCashAndCashEquivalentsMember", "presentation": [ "http://www.verastem.com/role/DisclosureCashCashEquivalentsAndRestrictedCashDetails" ], "lang": { "en-us": { "role": { "documentation": "Restricted Cash and Cash Equivalents [Member]", "label": "Restricted Cash and Cash Equivalents [Member]" } } }, "auth_ref": [] }, "us-gaap_RestrictedCashAndCashEquivalentsNoncurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestrictedCashAndCashEquivalentsNoncurrent", "crdr": "debit", "presentation": [ "http://www.verastem.com/role/DisclosureCashCashEquivalentsAndRestrictedCashDetails", "http://www.verastem.com/role/StatementConsolidatedBalanceSheets" ], "lang": { "en-us": { "role": { "label": "Restricted Cash and Cash Equivalents, Noncurrent.", "terseLabel": "Restricted cash", "documentation": "Amount of cash and cash equivalents restricted as to withdrawal or usage, classified as noncurrent. 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": [ "r21", "r108", "r140" ] }, "vstm_RestrictedCashNoncurrentAndPrepaidExpensesAndOtherCurrentAssets": { "xbrltype": "monetaryItemType", "nsuri": "http://www.verastem.com/20240630", "localname": "RestrictedCashNoncurrentAndPrepaidExpensesAndOtherCurrentAssets", "crdr": "debit", "presentation": [ "http://www.verastem.com/role/DisclosureCashCashEquivalentsAndRestrictedCashDetails" ], "lang": { "en-us": { "role": { "documentation": "Amortized cost of noncurrent restricted cash and consideration paid in advance for other costs that provide economic benefits in future periods.", "label": "Restricted Cash Noncurrent And Prepaid Expenses and Other Current Assets", "terseLabel": "Restricted cash" } } }, "auth_ref": [] }, "us-gaap_RestrictedStockUnitsRSUMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestrictedStockUnitsRSUMember", "presentation": [ "http://www.verastem.com/role/DisclosureNetLossPerShareDetails", "http://www.verastem.com/role/DisclosureStockBasedCompensationRestrictedStockUnitsDetails" ], "lang": { "en-us": { "role": { "label": "Restricted stock units", "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", "presentation": [ "http://www.verastem.com/role/StatementConsolidatedBalanceSheets" ], "lang": { "en-us": { "role": { "label": "Retained Earnings (Accumulated Deficit)", "terseLabel": "Accumulated deficit", "documentation": "Amount of accumulated undistributed earnings (deficit)." } } }, "auth_ref": [ "r63", "r88", "r510", "r526", "r528", "r536", "r561", "r719" ] }, "us-gaap_RetainedEarningsMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RetainedEarningsMember", "presentation": [ "http://www.verastem.com/role/StatementConsolidatedStatementsOfStockholdersEquity" ], "lang": { "en-us": { "role": { "label": "Accumulated deficit", "documentation": "Accumulated undistributed earnings (deficit)." } } }, "auth_ref": [ "r114", "r149", "r150", "r151", "r153", "r158", "r160", "r162", "r229", "r230", "r243", "r373", "r374", "r380", "r381", "r382", "r384", "r385", "r386", "r395", "r397", "r398", "r400", "r403", "r442", "r444", "r523", "r525", "r539", "r953" ] }, "us-gaap_RevenueFromContractWithCustomerExcludingAssessedTax": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevenueFromContractWithCustomerExcludingAssessedTax", "crdr": "credit", "presentation": [ "http://www.verastem.com/role/DisclosureLicenseCollaborationAndCommercialAgreementsSecuraDetails", "http://www.verastem.com/role/StatementConsolidatedStatementsOfOperationsAndComprehensiveLoss" ], "lang": { "en-us": { "role": { "label": "Revenue from Contract with Customer, Excluding Assessed Tax", "terseLabel": "Sale of COPIKTRA license and related assets", "verboseLabel": "Revenue recognized", "documentation": "Amount, excluding 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." } } }, "auth_ref": [ "r100", "r101", "r176", "r181", "r182", "r187", "r189", "r190", "r191", "r192", "r316", "r317", "r495" ] }, "us-gaap_Revenues": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "Revenues", "crdr": "credit", "presentation": [ "http://www.verastem.com/role/StatementConsolidatedStatementsOfOperationsAndComprehensiveLoss" ], "lang": { "en-us": { "role": { "label": "Revenues", "totalLabel": "Total revenue", "documentation": "Amount of revenue recognized from goods sold, services rendered, insurance premiums, or other activities that constitute an earning process. Includes, but is not limited to, investment and interest income before deduction of interest expense when recognized as a component of revenue, and sales and trading gain (loss)." } } }, "auth_ref": [ "r100", "r101", "r133", "r144", "r176", "r181", "r182", "r187", "r189", "r190", "r191", "r192", "r228", "r258", "r259", "r260", "r261", "r262", "r263", "r264", "r265", "r266", "r430", "r500", "r689", "r885" ] }, "us-gaap_RevenuesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevenuesAbstract", "presentation": [ "http://www.verastem.com/role/StatementConsolidatedStatementsOfOperationsAndComprehensiveLoss" ], "lang": { "en-us": { "role": { "label": "Revenues [Abstract]", "terseLabel": "Revenue:" } } }, "auth_ref": [] }, "rxp_Royalties": { "xbrltype": "monetaryItemType", "nsuri": "http://xbrl.sec.gov/rxp/2024", "localname": "Royalties", "crdr": "debit", "presentation": [ "http://xbrl.sec.gov/rxp/role/ByCategory", 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"http://www.verastem.com/role/StatementConsolidatedStatementsOfStockholdersEquityParenthetical" ], "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_SaleOfStockNumberOfSharesIssuedInTransaction": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SaleOfStockNumberOfSharesIssuedInTransaction", "presentation": [ "http://www.verastem.com/role/DisclosureNatureOfBusinessSaleOfCommonStockDetails", "http://www.verastem.com/role/DisclosureSubsequentEventsDetails" ], "lang": { "en-us": { "role": { "label": "Sale of Stock, Number of Shares Issued in Transaction", "terseLabel": "Common stock sold", "documentation": "The number of shares issued or sold by the subsidiary or equity method investee per stock transaction." } } }, "auth_ref": [] }, "us-gaap_SalesRevenueNetMember": { 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information pertaining to short-term and long-debt instruments or arrangements, including but not limited to identification of terms, features, collateral requirements and other information necessary to a fair presentation." } } }, "auth_ref": [] }, "us-gaap_ScheduleOfInvestmentsLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfInvestmentsLineItems", "presentation": [ "http://www.verastem.com/role/DisclosureInvestmentsAvailableForSaleSecuritiesWithUnrealizedLossesForLessThan12MonthsDetails", "http://www.verastem.com/role/DisclosureInvestmentsCashCashEquivalentsRestrictedCashAndInvestmentsDetails" ], "lang": { "en-us": { "role": { "label": "Schedule of Investments [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": [ "r604", "r605", "r606", "r607", "r608", "r609", "r610", "r611", "r612", "r613", "r614", "r615", "r616", "r617", "r618", "r619", "r620", "r621", "r622", "r623", "r624", "r625", "r627", "r628", "r629", "r630", "r631", "r632", "r633", "r634", "r635", "r636", "r637", "r638", "r639", "r640", "r641", "r642", "r643", "r644", "r645", "r646", "r647", "r648", "r649", "r650", "r651", "r652", "r653", "r654", "r655", "r656", "r657", "r658", "r659", "r660", "r661", "r662", "r663", "r664", "r665", "r666", "r667", "r668", "r669" ] }, "us-gaap_ScheduleOfInvestmentsTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfInvestmentsTable", "presentation": [ "http://www.verastem.com/role/DisclosureInvestmentsAvailableForSaleSecuritiesWithUnrealizedLossesForLessThan12MonthsDetails", "http://www.verastem.com/role/DisclosureInvestmentsCashCashEquivalentsRestrictedCashAndInvestmentsDetails" ], "lang": { "en-us": { "role": { "label": "Schedule of Investments [Table]", "documentation": "Disclosure of information about investments owned by investment company." } } }, "auth_ref": [ "r604", "r605", "r606", "r607", "r608", "r609", "r610", "r611", "r612", "r613", "r614", "r615", "r616", "r617", "r618", "r619", "r620", "r621", "r622", "r623", "r624", "r625", "r627", "r628", "r629", "r630", "r631", "r632", "r633", "r634", "r635", "r636", "r637", "r638", "r639", "r640", "r641", "r642", "r643", "r644", "r645", "r646", "r647", "r648", "r649", "r650", "r651", "r652", "r653", "r655", "r656", "r657", "r658", "r659", "r660", "r661", "r662", "r663", "r664", "r665", "r666", "r667", "r668", "r669" ] }, "us-gaap_ScheduleOfMaturitiesOfLongTermDebtTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfMaturitiesOfLongTermDebtTableTextBlock", "presentation": [ "http://www.verastem.com/role/DisclosureDebtTables" ], "lang": { "en-us": { "role": { "label": "Schedule of Maturities of Long-term Debt [Table Text Block]", "terseLabel": "Schedule of future principal payments under the Loan Agreement", "documentation": "Tabular disclosure of maturity and sinking fund requirement for long-term debt." } } }, "auth_ref": [ "r7" ] }, "us-gaap_ScheduleOfPropertyPlantAndEquipmentTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfPropertyPlantAndEquipmentTable", "presentation": [ "http://www.verastem.com/role/DisclosureCashCashEquivalentsAndRestrictedCashDetails" ], "lang": { "en-us": { "role": { "label": "Property, Plant and Equipment [Table]", "documentation": "Disclosure of information about physical assets used in the normal conduct of business and not intended for resale. Includes, but is not limited to, balances by class of assets, depreciation and depletion expense and method used, including composite depreciation, and accumulated deprecation." } } }, "auth_ref": [ "r6", "r455" ] }, "us-gaap_ScheduleOfShareBasedCompensationArrangementsByShareBasedPaymentAwardTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfShareBasedCompensationArrangementsByShareBasedPaymentAwardTable", "presentation": [ "http://www.verastem.com/role/DisclosureStockBasedCompensationEmployeeStockPurchasePlanDetails", "http://www.verastem.com/role/DisclosureStockBasedCompensationOptionExchangeProgramDetails", "http://www.verastem.com/role/DisclosureStockBasedCompensationRestrictedStockUnitsDetails", "http://www.verastem.com/role/DisclosureStockBasedCompensationStockOptionsDetails" ], "lang": { "en-us": { "role": { "label": "Schedule of Share-based Compensation Arrangements by Share-based Payment Award [Table]", "documentation": "Disclosure of information about share-based payment arrangement." } } }, "auth_ref": [ "r328", "r330", "r332", "r333", "r334", "r335", "r336", "r337", "r338", "r339", "r340", "r341", "r342", "r343", "r344", "r345", "r346", "r347", "r348", "r349", "r350", "r351", "r352", "r353", "r354", "r355", "r356", "r357" ] }, "us-gaap_ScheduleOfShareBasedCompensationRestrictedStockUnitsAwardActivityTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfShareBasedCompensationRestrictedStockUnitsAwardActivityTableTextBlock", "presentation": [ "http://www.verastem.com/role/DisclosureStockBasedCompensationTables" ], "lang": { "en-us": { "role": { "label": "Schedule of Share-based Compensation, Restricted Stock Units Award Activity [Table Text Block]", "terseLabel": "Schedule of restricted stock units", "documentation": "Tabular disclosure of the number and weighted-average grant date fair value for restricted
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stock units that were outstanding at the beginning and end of the year, and the number of restricted stock units that were granted, vested, or forfeited during the year." } } }, "auth_ref": ["r89"] }, "us-gaap_ScheduleOfShareBasedCompensationStockOptionsActivityTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfShareBasedCompensationStockOptionsActivityTableTextBlock", "presentation": ["http://www.verastem.com/role/DisclosureStockBasedCompensationTables"], "lang": { "en-us": { "role": { "label": "Schedule of Share-based Compensation, Stock Options, Activity [Table Text Block]", "terseLabel": "Summary of stock option activity and related information", "documentation": "Tabular disclosure for stock option plans. 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Such obligations include mortgage loans, chattel loans, and any other borrowings secured by assets of the borrower." } } }, "auth_ref": ["r52", "r95"] }, "us-gaap_SecuredLongTermDebt": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SecuredLongTermDebt", "crdr": "credit", "presentation": ["http://www.verastem.com/role/StatementConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "label": "Secured Long-term Debt, Noncurrent", "terseLabel": "Long-term debt", "documentation": "Carrying amount of collateralized debt obligations with maturities initially due after one year or beyond the operating cycle, if longer, excluding the current portion. Obligations include, but not limited to, mortgage loans, chattel loans, and other borrowings secured by assets." } } }, "auth_ref": ["r13"] }, "dei_Security12bTitle": { "xbrltype": "securityTitleItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "Security12bTitle", "presentation": ["http://www.verastem.com/role/DocumentDocumentAndEntityInformation"], "lang": { "en-us": { "role": { "label": "Title of 12(b) Security", "documentation": "Title of a 12(b) registered security." } } }, "auth_ref": ["r733"] }, "dei_SecurityExchangeName": { "xbrltype": "edgarExchangeCodeItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "SecurityExchangeName", "presentation": ["http://www.verastem.com/role/DocumentDocumentAndEntityInformation"], "lang": { "en-us": { "role": { "label": "Security Exchange Name", "documentation": "Name of the Exchange on which a security is registered." } } }, "auth_ref": ["r735"] }, "us-gaap_SellingGeneralAndAdministrativeExpense": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SellingGeneralAndAdministrativeExpense", "crdr": "debit", "presentation": ["http://www.verastem.com/role/StatementConsolidatedStatementsOfOperationsAndComprehensiveLoss"], "lang": { "en-us": { "role": { "label": "Selling, General and Administrative Expense", "terseLabel": "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": ["r69"] }, "us-gaap_SeriesAPreferredStockMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SeriesAPreferredStockMember", "presentation": ["http://www.verastem.com/role/DisclosureNetLossPerShareDetails", "http://www.verastem.com/role/StatementConsolidatedBalanceSheetsParenthetical", "http://www.verastem.com/role/StatementConsolidatedStatementsOfStockholdersEquity"], "lang": { "en-us": { "role": { "label": "Series A Preferred Stock", "documentation": "Series A preferred stock." } } }, "auth_ref": ["r832", "r833", "r890"] }, "vstm_SeriesBConvertiblePreferredStockMember": { "xbrltype": "domainItemType", "nsuri": "http://www.verastem.com/20240630", "localname": "SeriesBConvertiblePreferredStockMember", "presentation": ["http://www.verastem.com/role/DisclosureCapitalStockConvertiblePreferredStockDetails", "http://www.verastem.com/role/DisclosureSubsequentEventsDetails"], "lang": { "en-us": { "role": { "documentation": "Represents information pertaining to Series B convertible preferred stock.", "label": "Series B Convertible Preferred Stock", "terseLabel": "Series B preferred stock" } } }, "auth_ref": [] }, "us-gaap_SeriesBPreferredStockMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SeriesBPreferredStockMember", "presentation": ["http://www.verastem.com/role/DisclosureNetLossPerShareDetails", "http://www.verastem.com/role/StatementConsolidatedBalanceSheets", "http://www.verastem.com/role/StatementConsolidatedBalanceSheetsParenthetical", "http://www.verastem.com/role/StatementConsolidatedStatementsOfStockholdersEquity", "http://www.verastem.com/role/StatementConsolidatedStatementsOfStockholdersEquityParenthetical"], "lang": { "en-us": { "role": { "label": "Series B Preferred Stock", "terseLabel": "Series B Preferred Stock", "documentation": "Series B preferred stock." } } }, "auth_ref": ["r832", "r833", "r890"] }, "vstm_SeriesaConvertiblePreferredStockMember": { "xbrltype": "domainItemType", "nsuri": "http://www.verastem.com/20240630", "localname": "SeriesaConvertiblePreferredStockMember", "presentation": ["http://www.verastem.com/role/DisclosureCapitalStockConvertiblePreferredStockDetails"], "lang": { "en-us": { "role": { "documentation": "Represents information pertaining to Series A convertible preferred stock.", "label": "SeriesA Convertible Preferred Stock [Member]", "terseLabel": "SeriesA Convertible Preferred Stock" } } }, "auth_ref": [] }, "rxp_Sg": { "xbrltype": "enumerationItemType", "nsuri": "http://xbrl.sec.gov/rxp/2024", "localname": "Sg", "presentation": ["http://xbrl.sec.gov/rxp/role/Detail"], "lang": { "en-us": { "role": { "label": "Segment", "terseLabel": "Segment" } } }, "auth_ref": [] }, "us-gaap_ShareBasedCompensation": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensation", "crdr": "debit", "presentation": ["http://www.verastem.com/role/StatementConsolidatedStatementsOfCashFlows"], "lang": { "en-us": { "role": { "label": "Share-based Compensation", "terseLabel": "Stock-based compensation expense", "documentation": "Amount of noncash expense for share-based payment arrangement." } } }, "auth_ref": ["r4"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardAwardVestingPeriod1": { "xbrltype": "durationItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardAwardVestingPeriod1", "presentation": ["http://www.verastem.com/role/DisclosureStockBasedCompensationEmployeeStockPurchasePlanDetails", "http://www.verastem.com/role/DisclosureStockBasedCompensationRestrictedStockUnitsDetails", "http://www.verastem.com/role/DisclosureStockBasedCompensationStockOptionsDetails"], "lang": { "en-us": { "role": { "label": "Share-based Compensation Arrangement by Share-based Payment Award, Award Vesting Period", "terseLabel": "Vesting period", "documentation": "Period over which grantee's right to exercise award under share-based payment arrangement is no longer contingent on satisfaction of service or performance condition, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days. Includes, but is not limited to, combination of market, performance or service condition." } } }, "auth_ref": ["r703"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsForfeitedInPeriod": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsForfeitedInPeriod", "presentation": ["http://www.verastem.com/role/DisclosureStockBasedCompensationRestrictedStockUnitsDetails"], "lang": { "en-us": { "role": { "label": "Share-based Compensation Arrangement by Share-based Payment Award, Equity Instruments Other than Options, Forfeited in Period", "negatedLabel": "Forfeited/cancelled (in shares)", "documentation": "The number of equity-based payment instruments, excluding stock (or unit) options, that were forfeited during the reporting period." } } }, "auth_ref": ["r348"] }, 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["r348"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsGrantsInPeriod": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsGrantsInPeriod", "presentation": ["http://www.verastem.com/role/DisclosureStockBasedCompensationRestrictedStockUnitsDetails"], "lang": { "en-us": { "role": { "label": "Share-based Compensation Arrangement by Share-based Payment Award, Equity Instruments Other than Options, Grants in Period", "verboseLabel": "Granted (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": ["r346"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsGrantsInPeriodWeightedAverageGrantDateFairValue": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsGrantsInPeriodWeightedAverageGrantDateFairValue", "presentation": ["http://www.verastem.com/role/DisclosureStockBasedCompensationRestrictedStockUnitsDetails"], "lang": { "en-us": { "role": { "label": "Share-based Compensation Arrangement by Share-based Payment Award, Equity Instruments Other than Options, Grants in Period, Weighted Average Grant Date Fair Value", "terseLabel": "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": ["r346"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedNumber": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedNumber", "presentation": ["http://www.verastem.com/role/DisclosureStockBasedCompensationRestrictedStockUnitsDetails"], "lang": { "en-us": { "role": { "label": "Share-based Compensation Arrangement by Share-based Payment Award, Equity Instruments Other than Options, Nonvested, Number", "periodEndLabel": "Outstanding at the end of the period (in shares)", "periodStartLabel": "Outstanding at the beginning of the period (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": 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Excludes share and unit options." } } }, "auth_ref": ["r343", "r344"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedWeightedAverageGrantDateFairValueRollForward": { "xbrltype":

"stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedWeightedAverageGrantDateFairValueRollForward", "presentation": ["http://www.verastem.com/role/DisclosureStockBasedCompensationRestrictedStockUnitsDetails"], "lang": { "en-us": { "role": { "label": "Share-based Compensation Arrangement by Share-based Payment Award, Equity Instruments Other than Options, Nonvested, Weighted Average Grant Date Fair Value [Abstract]", "terseLabel": "Weighted-average grant date fair value" } } }, "auth_ref": [] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsVestedInPeriod": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsVestedInPeriod", "presentation": ["http://www.verastem.com/role/DisclosureStockBasedCompensationRestrictedStockUnitsDetails"], "lang": { "en-us": { "role": { "label": "Share-based Compensation Arrangement by Share-based Payment Award, Equity Instruments Other than Options, Vested in Period", "negatedLabel": "Vested (in shares)", "documentation": "The number of equity-based payment instruments, excluding stock (or unit) options, that vested during the reporting period." } } }, "auth_ref": ["r347"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsVestedInPeriodWeightedAverageGrantDateFairValue": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsVestedInPeriodWeightedAverageGrantDateFairValue", "presentation": ["http://www.verastem.com/role/DisclosureStockBasedCompensationRestrictedStockUnitsDetails"], "lang": { "en-us": { "role": { "label": "Share-based Compensation Arrangement by Share-based Payment Award, Equity Instruments Other than Options, Vested in Period, Weighted Average Grant Date Fair Value", "terseLabel": "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": ["r347"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsAndMethodologyAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsAndMethodologyAbstract", "presentation": ["http://www.verastem.com/role/DisclosureStockBasedCompensationEmployeeStockPurchasePlanDetails", "http://www.verastem.com/role/DisclosureStockBasedCompensationStockOptionsDetails"], "lang": { "en-us": { "role": { "label": "Share-based Compensation Arrangement by Share-based Payment Award, Fair Value Assumptions and Methodology [Abstract]", "terseLabel": "Assumptions used to estimate fair value of each stock-based award on the grant date" } } }, "auth_ref": [] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsExpectedDividendRate": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsExpectedDividendRate", "presentation": ["http://www.verastem.com/role/DisclosureStockBasedCompensationEmployeeStockPurchasePlanDetails", "http://www.verastem.com/role/DisclosureStockBasedCompensationStockOptionsDetails"], "lang": { "en-us": { "role": { "label": "Share-based Compensation Arrangement by Share-based Payment Award, Fair Value Assumptions, Expected Dividend Rate", "terseLabel": "Dividend yield (as a percent)", "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": ["r355"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsExpectedVolatilityRate": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsExpectedVolatilityRate", "presentation": ["http://www.verastem.com/role/DisclosureStockBasedCompensationEmployeeStockPurchasePlanDetails", "http://www.verastem.com/role/DisclosureStockBasedCompensationStockOptionsDetails"], "lang": { "en-us": { "role": { "label": "Share-based Compensation Arrangement by Share-based Payment Award, Fair Value Assumptions, Expected Volatility Rate", "terseLabel": "Volatility (as a percent)", "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": ["r354"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsRiskFreeInterestRate": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsRiskFreeInterestRate", "presentation": ["http://www.verastem.com/role/DisclosureStockBasedCompensationEmployeeStockPurchasePlanDetails", "http://www.verastem.com/role/DisclosureStockBasedCompensationStockOptionsDetails"], "lang": { "en-us": { "role": { "label": "Share-based Compensation Arrangement by Share-based Payment Award, Fair Value Assumptions, Risk Free Interest Rate", "terseLabel": "Risk-free interest rate (as a percent)", "documentation": "The risk-free interest rate assumption that is used in valuing an option on its own shares." } } }, "auth_ref": ["r356"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardLineItems", "presentation": ["http://www.verastem.com/role/DisclosureStockBasedCompensationEmployeeStockPurchasePlanDetails", "http://www.verastem.com/role/DisclosureStockBasedCompensationOptionExchangeProgramDetails", "http://www.verastem.com/role/DisclosureStockBasedCompensationRestrictedStockUnitsDetails", "http://www.verastem.com/role/DisclosureStockBasedCompensationStockOptionsDetails"], "lang": { "en-us": { "role": { "label": "Share-based Compensation Arrangement by Share-based Payment Award [Line Items]", "terseLabel": "Stock-based compensation", "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": ["r328", "r330", "r332", "r333", "r334", "r335", "r336", "r337", "r338", "r339", "r340", "r341", "r342", "r343", "r344", "r345", "r346", "r347", "r348", "r349", "r350", "r351", "r352", "r353", "r354", "r355", "r356", "r357"] }, "vstm_ShareBasedCompensationArrangementByShareBasedPaymentAwardNumberOfAwardVestingPeriods": { "xbrltype": "integerItemType", "nsuri": "http://www.verastem.com/20240630", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardNumberOfAwardVestingPeriods", "presentation": ["http://www.verastem.com/role/DisclosureStockBasedCompensationEmployeeStockPurchasePlanDetails"], "lang": { "en-us": { "role": { "documentation": "Represents the number of vesting periods which employees have right to exercise an award.", "label": "Share-based Compensation Arrangement by Share-based Payment Award, Number of Award Vesting Periods", "terseLabel": "Number of vesting periods" } } }, "auth_ref": [] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardNumberOfSharesAuthorized": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardNumberOfSharesAuthorized", "presentation": ["http://www.verastem.com/role/DisclosureStockBasedCompensationOptionExchangeProgramDetails"], "lang": { "en-us": { "role": { "label": "Share-based Compensation Arrangement by Share-based Payment Award, Number of Shares Authorized", "verboseLabel": "Number of shares reserved", "documentation": "Number of shares authorized for issuance under share-based payment arrangement." } } }, "auth_ref": ["r704"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsAdditionalDisclosuresAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsAdditionalDisclosuresAbstract", "presentation": ["http://www.verastem.com/role/DisclosureStockBasedCompensationStockOptionsDetails"], "lang": { "en-us": { "role": { "label": "Share-based Compensation Arrangement by Share-based Payment Award, Options, Additional Disclosures [Abstract]", "terseLabel": "Additional disclosures" } } }, "auth_ref": [] }, "vstm_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsAggregateIntrinsicValueAbstract": { "xbrltype": "stringItemType", "nsuri": "http://www.verastem.com/20240630", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsAggregateIntrinsicValueAbstract", "presentation": ["http://www.verastem.com/role/DisclosureStockBasedCompensationStockOptionsDetails"], "lang": { "en-us": { "role": { "label": "Share-based Compensation Arrangement by Share-based Payment Award Options Aggregate Intrinsic Value [Abstract]", "terseLabel": "Aggregate intrinsic value" } } }, "auth_ref": [] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExercisableWeightedAverageExercisePrice": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExercisableWeightedAverageExercisePrice", "presentation": ["http://www.verastem.com/role/DisclosureStockBasedCompensationStockOptionsDetails"], "lang": { "en-us": { "role": { "label": "Share-based Compensation Arrangement by Share-based Payment Award, Options, Exercisable, Weighted Average Exercise Price", "verboseLabel": "Vested at the end of the period (in dollars per share)", "documentation": "The weighted-average price as of the balance sheet date at which grantees can acquire the shares reserved for issuance on vested portions of options outstanding and currently exercisable under the stock option plan." } } }, "auth_ref": ["r337"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExpirationsInPeriod": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExpirationsInPeriod", "presentation": ["http://www.verastem.com/role/DisclosureStockBasedCompensationStockOptionsDetails"], "lang": { "en-us": { "role": { "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Expirations in Period", "negatedLabel": "Expired", "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": ["r342"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsForfeituresInPeriod": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsForfeituresInPeriod", "presentation": ["http://www.verastem.com/role/DisclosureStockBasedCompensationStockOptionsDetails"], "lang": { "en-us": { "role": { "label": "Share-based Compensation Arrangement by Share-based Payment Award, Options, Forfeitures in Period", "negatedTerseLabel": "Forfeited/cancelled (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": ["r341"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsGrantsInPeriodGross": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsGrantsInPeriodGross", "presentation": ["http://www.verastem.com/role/DisclosureStockBasedCompensationStockOptionsDetails"], "lang": { "en-us": { "role": { "label": "Share-based Compensation Arrangement by Share-based 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MWF6$CW89=]EG4$+!R@A*I(H-:@^]*MGDE50K7 OBEU*X.K7B]$"!6[]5:9N M9?NKZ]N8VV;6$;B7WKFH8EF7E:6C44[?DQZ:/" "I>I9SPA*N:.[<4TXN4D
MK80Y6NHTUIE<38UKOQWN0A%KT)$<;Y0/L21-BVSYR$$BDXN.ISI@[NT857 MEMR!SM9W5/W&XOOS]{XO9Z=KI>EM7>BT/@?G'6UG_6RGF,& %&5TT,>!L.S5 M@*
[,X2O]70>;P:U>EM8VI,1AX#$37"|SIW!WAE%*TU)$*>[5BZY^61+UG;;T3?]Y(-Y ?A>,;76 >&>C5>G/K83<-DOXNIHI M*?P(D*ISBTRNPW936TEW^BF736W=5(4+P<8+]7S$,WD5U!*^X>5*Z-
@D1]G7 M8/;G=.H'5):C!$O<,L%]S-L%9Z>G()Z7V%5133-6+F]RC$A+=?XJNLGA\O] -O>OHIL<+F]2-WJR M4$POI.<;Z29RHOA\SE2FSZW<1=@^"=-GBM,5YI*^2C7U//7KZ6T++LWK+*'
M<)L.G;/1+!]L8Q0X+0NF(0LNYM&24BSW0(4'G/-.O(@A9M065Q>XC!R167 M 14Y^(ZEUVG\,9K Q93=IIH2^XHI'SJROP6*:Q?FU:A]9! 5-RVP52JNW0P,P??FTM;)N391ZXR^P'*25JW(R!:]\75,:H.
<>^ U:=K>E;5#XM"FTS,RYAS]9]L2TF= AK5WF LQG:K?FN!UV(]88@^5N-67LP:W]6[]M MB+ YU=TLW EVGOE%M;|Z [6 +]S]=0 M/MEP:A\].RF:65-16I/V9X]]20F&6@^33&N!5-1A"U]
M%TSMS*WTU>H+@KNC?N1/7.SOI<|=MI=6LLS>NI9"_<(Y9S/5I#FT:Y(;UFPT MV_1L./X/11B+BSHW$YVI\B0N=YMH9?0]V4/NQ:;%:LGT^`C09@\&U-S%9T+1 MNGR8*.
[4NM'"4GDSH#^H=!=1(T]3V"26RWTOIV)H/M9>C![KZZ HORMF03: M ASY\N$*V7B1%=+ R.K)5'(]WT+T5T!*71L9!]6R8MHSH_MK0C:GSDRZF'""[EN/2,1;03>MZUZ**$2ZV2>6BEC4R_A6
M1N3PGI*)C.XK<7\-PLUR-?KEYBO:TQ)L6KHRCZT/Q0;@;T:R&@AKE;HUN++U$ M<@VNDAM3C?ZMB%|8PLR_"=I&FX]>U]MC?)#N$FN'\TNF-*ZP^6O<.-*!T^";V M> 6FNHU#/2+S9)?
9(`-2 E7P9T :MT%X7%3#51:F D*566F^9]#!Q2ZIN7AK M5 0:&5MC[::L$BP LF&(ER>]: :*X>V+>S@41 ^XP[UH3 O0X*+B1D'J9RL MA2[2YGY2:)@9:?(26RA#N.E?
Y@B026EA[1^"]<>SKG:ZD#1%RRVZ K^A+BOP[U],:[^H+;"&$R'*"+C,<1I BOY7\6S+U<\ M_V1&S%A>XRBF!Y[^XN1:R@U_7<;M7%';7\B8@[D6%*HW%##F4_1B\ M,&8R"K,PN:++
[,8,*VD+QYUXA\S XW-SS65BXI&0K9RL=BBK": M,:U<@A:,.1DW:S-='"7QL'^YNU+,*>]5 ;8BLK[761:.F $M#.K267VNNLZAW:S]]^]L/ M7_Y>K]^/QTI.M)
<$UB.HF&@.D!7WJ"S4N9HO58MY0E@# U#N<=07P)%;34O M:BZ:%KVE7O_FI;A7;2:*+,73=7G1"G[H^]!0=:=:T&]W&9?/R2NGR*&+6!*.@-:?][1UY(;@K!9]EW[S;\6ELYSO]NT7A/>
[MX:U\@O"3B MS5;C]Z?13%L!4ZU#RW942P,U7XH]B8B]OV C$&PW@CR"Y/17R$F X]IM]W MJW5[>]OP?B5);7AG>^;-D*8Z'DVI%BG,%/1?]2!9G7Y5;UW6VZV+=UNO??M! M4;Y@9(
I6"A> G?.QQI\K=G07!O4;N^[%0:+K[57VS'KU/ -ZW:3BO\X@?58A_50T7C!>/T"*U$%2-(;G-L=<6VDG?/0&52NHJ9R=L38'FDB;2 M6[*&$-IY_75D<\KP<$_3L OTP?N:U&@@OVM8>LK]!>'%I-
(RNHPC#^(-[V MJ;. Y\;917=9V&FO2G<-8L[0<@ FO;DPO8]RT+/Z#KDTX04*0VN56.B?GB% MKQ#<-)UE8!V1V@38X0X9J: 'S@K@H;5 V/1Z*;E19],>%;\'4<5:X ?_X]9 MFV@);;AL- P4#=LU-
WG7(;&\ENK!0-N>342CIA]::VQTM2Z\SO>/^]HWUH92 MCHAF7S\UYQ!=Z! \.X 2P?Z]EOHT#QN;SMTD-1L*G5E[Y)\[H^?9^/1*$W M'SPH][U1[[D 4&: # ;S609**$1*"=(BMAATI(-PLC<]50O5?
O'TN79]J:IK M;R#8 (9C!]XH>LYUO_BCYYMAU ;Z@LPR!!W[\=&"2;U22-,O,]US$ SQW6[MV^G>M DI5S>7W6[G^F9GCA]/@GA0+T?S?F"?8&1&7>;GQ/*8C3",L!? M:ZV:XMK$&+2F>:E&37D#
<+ERO\],2P:M9=*!U5Y'U(DTK0R2A&1E)(]'49S6 M_##EH[OW2MH/L4 CPC/") 9[0Q#!])N!.ED;/^54CJS:8GZYK;/Z5O7+ 0_M =@/ADM>,*PQ1$3AY)&6L43&1E!]@88W5"+!.',0]N<*&
<1DFP:F\\$@ M+UVL-!'CI%D=X:C>[G:O;$H-.E(%P^*6!$9GFD"/H^'WN>$)IN4LTC,L<#U$V M DL;$4 4#SH63)F;2DPL+9$\^]@#8P%P$LX];E:IA8LC, WYD)D!GWPCIV?D M
+$RF9#R3#@412;?-.,#6 !BKSX%K\!R4PA,3AQ%VB(]T%85.

"##SZ=?*$SH34'2,E'3]XZ$]"]75!HCZQ7@!U(.N!1/"3\R$< 3-HW'^/]IO/0MEV QY[I MW.U-Q35+&Q["

3RI= K DG G4=;@Q8])"?6CUU35T5",$AC4EF"IX)L3F!'KC33!,^$})U#ACOJ7QMYIFR.,YL M3OYZ&CS/9\KX41E/!M/>?$@2*+WG!Y+R;3(= #)XG@U `2BC|4S:\SL)Q3RE M>N1*E+!!)\&>[7;Z!
<)V9#M]3 ^/2X;FFQV$GLT3A+U2ZC@8OK@,E9]CB9]V MU>=XN4:+& E\5>.!%H'XB.TD.K%O)-\>0F#MFD 6 F8X3:4#(!U)MCYD^S#S M3EXB^=D+U9N\)0Y1L/[AUI9Q3"O535I3$+H-
326"^!K5>P M.1$V8 ,83-J2DY\#?OF0R3?V\OH"S\A"P?+-!@6 $/*%]L]I#GSRK8F,H\9S M.C8)*<^ 0T%0\ATCZR/:NP4JN-N%.<2+)HNBN^K>W'1+I$S4 4G3V0*X4KLO MI\V19\ @ZI8 XL@-PB
GFY""]H.]<-K2HT]BP7O4)$)>W]R U5OD[K%-B M^(R>]GH K\! WL%/M=&=SA47(%UW$0*C(*T MO'E. 2KYBM(#6&.@0<]K#";#2M[E#I'#E]=>H-X?
9,0OE&0N5]>+GFE0%':!'P@WW(698^P?]NT>!RA\0[1H4K 1%E9QHJ1W"*'SZW$]W@LBL] M_W*7S.V%+ ?IHD($?S! TY2Y HE?SQ2$]FZ8G'H/8%&UGS%\BKHGB"Z)]@K$
M<0:U9IX02I"-.N*& ^+O,M>@3O(FH#X)@D&@!F^&=S6[2 NM'"0KD"@MIUX]8$ M/9?M:.3IUX_]5|+FI*<1O]'WTQC7L[/6EX05R!58!6E-6'\]Y@@)MRC&$/&? MM!$-$+Z6SQ8E.,PA=+ZCU!=,D ;
[ITU>E(=`XXW]-N]RZ5-PQ[O&"C9R]G M%]=|[C%V-!]) IH#PY(;]8]\O:0$!7*%D+2])%'/90NL,G:9;$L4O:N*O@TZ M7H1NEA2HK1+EY]C@B3R:R)Q_))OU0F:\/%BA%3+6P--Z?]$4IX[X8*(#W]$
ME7EY8R@"+=NE]Y/T5CH3NN869M2CY!@%%NWY,=@#L9F00<&G[NTY6)'=UB'!A%W0=*35M2(BGX+.#-#E.\0:KFR\;22;NT#M MP3O &K1WYS
X':Q$N3.EOAA ^:,;?)<4HSN+R!AF\P4@/)N?,RG[!-%2D&9 MI&[:D21\TN\&397[E$&1AE]D*T]\?';@@WUTSZF!2 <&)$O^Q*8['NB-B(;@ M78%7S7:SI=2571;TA! 1\B]%
(W]8)>1HEJZ@K=9:7[AY .;/VN2'OA+> ^*3 M45K2O4Y\\T6B%3U21C#^(,6!>[FSB&PT^NESF64^."7*6N1VC-PPRSJPFZM< M"O7KV]O;LR_9A2;"46E@,[_UPER3OR75&$4G!Z(PMD]&+/IO-
+=!<'U(]$N M,/ 9[\3JNX=0>;8A<337"! >/%K3$CJ_XG>>56-H$:2N-Y>2]-T34*FDWG-V MPM:4KF1@4BSN51O:F1NC]^;E?F-$E2NO5+N"%LHB,$2!.TMH]L3O3=]$1764 M14B/I:BD)?,M55ZHJ?
*W9)OXV?IZYR1&Y I0&H6T0KR61A>OL='CM8N^#O)@R8M MW3UWS#LXU@3X F +O]0MA *ERDI7,-'[*-6T^ M;/+=G!C0P<-@+,42DUV5 MXEV\^:1:[H+|
[6)O6ZXHL2+B4|(*D%@!W\;I"TZM0TZ>XHU?!OM/(VRHG4 MHQRY"C)6#%O[A1RGG;FAAPGH]73("]YU#]U7T;V1+?[fV9R;^/0\U4,7C+X]_9E^?O&FV&3W:(!/:>X5^-
A5;L\SW&NR!:ME@]LFE&X9X=]2DE]O)3AK MKT;-B$2^'B?O6FO6 @=!$+|Y89$]H<7XH:F\)&*RX A5B)B<8X3/71VV!'EW' M1!=?01)%ZZW->=]I*T8[M?
9O. @8KG;^@04>.K^]3!PD,OWW@V.S22,:MWGT_9 M9XX3)O[R>Q/>:U+VO6K0\FS%0!.<+YD:"T0WC@R<[^B&U_1V61$/OAY*3;- MS#O]AVAV9#2\S4 ^<;")N%]LH3?3[Q('GDFC&-
A/*$<)93IXP/LA6,K(^!W2RDB$Z&LJI+NJZ*^*ZSCF'CZ@'LFU]:[.[,%\;&[;\)OS; M_P!02P,$% @ 4($(6:;B2C,*0 +TP$!4 !VMNO]!M _?#W5L5=]O=F61F;B9;\FOBK-ORM=TS_MNY]2- E)S%"$ I)N*

[^ B ED2*>?.'0K;]DQY+P,& @'!P< /2?KZMH\H)(M$N+XYW=G[T ?35#LXR",%S^ R]+YR??O O,O ^O??OK?)R? ??YP.PFPGZU0 MG$Y\@KP4!9.O8;JO7!U\ O<==D0;N?
MGGWX[\^WC X2K;R3,$Y2+ ;1NZ(7&Z32[?691-N.GSYLY]@V9[\&Z;Y#N?%W M' (?RTU#O="'D+S60"DP,/OAAQ\^\%]ITR3\,>&#W&+?
2SE'MTG2U0ECU>F?/IVR[O ^F%)V.SFZP'&"HS!@W# W(H;SXQ*A-'DW8:- M>;BIX$ EU4MHS <^7GU@#3Z8C,1I:,3(#[WC=>\1 ^O,2I:'O1=TA>3"L8XQW M7R:S^6.* =^7.
JHD;GZ9O:FFU982X8&<"V>;9SB:7(:)'^$(D^C2_^E ML EYEH0O2I)'+Z*?+O!]A6,.\"5*03 RUO,F(7/ ^P&QU15OP![749AVAK=\ M9!=X/V:KE427[THHV;B.RHI[(9>
M=$/WDH1OVIN+@NFX '$6??<9>;QG,$WWG>,'Y&?4?XD7U$L)>R-56W 4O@F M7F=I\H6Z=D^8-[NG(U)7D.U2Z-KT1(T"]4IN0^\]Y*O4IB *-@4#($4I[^G* M1,'D"]-
L[H:@#:%P0<^; ^(4:80ZUP$97#32UV*7FC8G7P92.*35]H6!XSQ&Z MQH1MHA^9Q0E3NJ; %J;++S%!7A3^"P6W.$E00AO=TEWGT]*+SSY^QM2]Z(1V MW0'A@I]7Z+GYAK[2V07TMW3=0-
#=B;>%4[H#]39,@)H[5])!W.Q=UV'] M1=R\ BV+$6WVZ3YIOMLZHL@MA=HL7,U'MHUYM0IHYBD(>5&=<7!!'G]Z$Y\ M.P8!CXY?X-4;Q4F^Y*[9QU>O/C5W"PHN7A!OU=R=;S ''%KP;W-
@6WBTYD/# MP7R_E>" ?XG#-CZ] 11P*'%%!\$;E/[ZGQ$]LPFZC[RX8W+HYW&RU[&4;8+N M$7E<>]3%$. =Q. +!99L%<1)@[,ET0E,>Y^<;.0:[Y9 M:3R3FUC?2G2@6RQXH![O-]B5_QY"
M*5MY[E!&]9O_A9X@? M4(+F'XKV'[Z& 2(GL4<(HK(.RV51 !&A.S&8Q.>%![H-<^^/SD[. G(#RG _M 7"N$B9;-.P-AA<''@F8Z&1)BE?3US"YQ"LOI,9A[F41/V\TMQ+&@U4)9"=H M#+5D>R
I]Y)G3L0L.5EXWIH?H7] =*KV#1LRX>!R4!$*5G69IPV1,X*/ 7#U MFE(M8NYKSN]SBCBL75[#9,FIS"&DC<;H P3C\$X6HG%5X4-1,MTED]\ +^CL.! MC]#D)@] C&U8DM+"5*NLO:P\F7<'6\LM1 M&!2$
M5#8'8/ -I6IGN0H#9Y8<<'B08BL/9)N& :,2/"IQL^%ME+9BN-)&R3$9/KL* MK3/B+ZF#M9.!0\BD=;PL^KK/S%()V"Y)RORA/C9-W$E6:}4]OJO.T:*5F V&
MJ8)&GZ8=$44&K:B5ZW2MQC05(=,#9?..:5A%UEH3Q[6NFM.TAHE;]Y0M),6R M4@LX'KJHXK;.CON4L$M, ^^K+Y^"'?=*GLG8>],/2(^R-KSDBXCH4\K8 %LM
M6S0HP#F"X(#=D]"7I'F=+#0"NCY-OH!0@DN M,QI;8@9G,UZ" #CJ4 ^YAY%V6(U$AXF%L:#EFR MM3&';W,:@ 2 4)>J&MQ(${7=E5B2&XB7-H;0RL=B@()'S;65HMBD-OCI.==Y>E M2>K%
94VDRVON!^$RE[-=L)B?"#D&5-7FC9-635,"O0<$8(D.#5,./LE3C MOR+5N#399#=:|>LQV?B;I733+FGX6.GF#522@5N@Q;+2#: "+;L$[(.;97*9 MH-Y^M.FD,(+S: >E'&STGD3[*ZO>NX8.-
;*VJTP(2] M:@=,PL2=A'W$D2PNU'&,, =V0:H@&GKZ@*^[U'9B0OJ,?-MN9.C6GG,5VP M,<5I6]WCV3!W&<,T=PNHA1>F!QEU&\/E&'-LX"B3-#Q>OK7U98WCO&'NCDBB
M;0U&&L.EF%8((]US^[EXAG;-]+-?SNF OR-29&6+5+#)**.YS](:.7AL8X+U M2 @2QHO\RD8W,*R/.I[[+5T@"XC-NCM*C8<:S8V4QAC"64W?WK6%IO=/QGMM M0>H;
[.;5053+!O/NHKI^8HP6)D]A'"$BN*'>2@?1$ ^R1+' 72DB6VG<=SM\0'"*3BZ-]):)XTOF1C9X49SV$-M?HI"BP@G MN^777'(%'!=AR1)B^^% M/&LUW]!.,%62!!V>CI>L74B= L2NF?
V*HVS59/F2#30H'UN%8AHB"&=9]R)P M& XS"P,OY9M?]@.*#?T"2<]!. =DT^F*%4> 7E,LF@->9N@V]YS"B4][A^"*C M\+&7LT+"ST)$2F<[PI
!,A50L<5L6#M9P+4#26\|OZST&/1%O58I#ATG_E7?[M[RA]POE I\$,.OHM8I5?[+G2?*Q!^=4TY-$21\>[C6+IO/0VAH>M\MZ#0KUZO&*OT`/-Z+:.*I;]D=\;O"5X0;V5=2N.L FH?G^Z$5;T(
M)GYI0OI3/N=D.^FDF'54%3483VO$G+*:*0N>;YF<; 9MBN=WIL!&,]TTBX1)1N<][^\R8 M"4VEXKJXM@^ "TIBL:C6[5+8XX41:6R,HVM+>"BXY:6 SN[5- =520W$-H. M2BA/;FP33Z^B<, ',I@'
MP*V(GDO&[I0")G#/A\=0LQ?T"]MHFRJ391O!A2E3$"+"'"-@ESZ78-\BXR M-]HM2 "NA/0HQLI("D?B625SG]V:$9.9Y0S$BT.X"+)/U!D2@!8X;&:2 M0"<-HD*U JN*!# ;9(CFQQC0<=8T#$6=
(P%'6-!QUB0X>Z$:Q^=0&%W#MI M+!K;O>$Y0-J]T]0(O3T6<6!DO_J9"H85%,JZE>?="/D>C.G5:AWA#6*SW5&[M4GP]/^HA-ZKF?0$8USXEV>BS2D"VPH/ (J2='?Y01ESZVR* M-W>&T
^9X,3$&N-5O%1*S^L\X"BZQH3]V+6L:28[']D!8$NQ-RE]^Z-* Z&WG M&<.FK)7V]B2)6]']2'\4;\T=A/G]OT7@\/.-WB]F<;\Z XNB$(* A)%53V- M\F'&V! 5['H=M1>D!@0")"5O2H3U'ODNIO2-
RWF#F5>$L@WE:DRZ706Q+ ^#E')/UFBQY+*W/@ MQ1K/ K;BB0Z]6&,*]UX.LR4B!] (.9*2ML+'*?$\]/.BYX064V2$ Y1>]5D M.:!#&;+&%D40W9 1F?
5O$ >4V04:%CRI+/#0D#F.++FU(ER<_C>C^=A1 OAS) MT+>KN- S) XCCF]% 1K1'?KF9%<> H9"'L9)Z//"U7UN1K13CGD+W= F0TLV
M8+:V&P>DBFS_1Y2'\XU]XV"HWST=/QY2\PV[Z*ZV_S1)LE5!Y#CXC-(E#G"$ M%QN)[1QT9@ /R0++!+&AWAL5TX]D;@ M-QD6$ >-2O#VB;%?<42'86]##"7#LIG'G,D!2(IEY'WC<4-
&!S/9$56#"VL;O#8(PAWO?2C+1 MRS,SFW-(D96\0PC)S.C&ORA?/%;'M*$=2OO'7N7V(A8)F?GDOW^AE;X5*(\5*-U7H&PM,[(UXN'Q MB[! 16&?,6P06A:F-*0$;*-P+$AY+$AY+$@YLIAX/XXN]
(*4;\ZO';1@9&?. M*WR+/&=I8N$7E;>L63P.D=>|>850CIL3!I0R&&'#'NQRHU M),0W)K;. DOZ&"[5]D:[63AA$/;E_Q MA>V2.N"[!!
<0S[<=E& NPC582A|5I4P:P/KQK3B]3YIPS"%" <%43T0#6 5Q^W!?/2'|T+CU,.^8XV% MD>]15F|@%/4M7$,91(W\&LHC?$ZUF0<9XK'L2;CL28CI*I* 1+WC4KPL2;C
M&Y7B8TW&8TW&MR+#QYI, TPX9H?K6)/Q&RP3,.CC'[8$@,-O'M,\H8)](=&M=C$#@G]B39R0GI(T'>WMOF70E")P1.2>8!^A(+FFY.*0'KO0+,M_8]#OS99+ M<:#=58[4'41O<6)0.>1X6>= ?
3P],\R!HD:.Z(=DLD9DDK!1QY3>-(W3, BC M+ U?T"/RJ9:F(=7-5S ** D8!YED9"D7C-G\RB/L&; = T]$0(47M0V6RD;('@*'N7*0[V[" M'!S]TY(ND!($'I MPQ$)%FY]T786^GPC'D"5MMOGC,.O@;+
=>]K8*]T["B3VAQA?3<8B^H *]>7 M$YB9P+D'9YX/7&T/8($V%5UIAF\5HV/)[&.[WY"2[RG*YQ)KR]T-#;8!;<;&>R(2]Z."6Y#GYU57N"(MS^
M(;7<>X@4$1M)6X#G#5VSO6OK)%1PNP.JH>B)L5+N4JU'@1'%'48IP996PQ:\' MAZZPNMRZEVQ.XG!"B\W$<>2SF:+;OD1OAS,$$YU#R(219,N^;LV@3BZW/+% MJ(\;MGSK>!
[BF]A +S=RPF8.+5HC*=I?815A,[P6,+656*K2:|.,>)UF>?. F MJ82U&VX(%:#V]WN[4A.="@6=2?1G[S5<92LI%0]^=VT ZAS?DOS$ T.$)N:0;+H^$6&(F).V&-QFR:P]IFPP)!8;G6#']ESA9(S^?
PRB2G5-W,])CRZ45-F,/38=HWP5>[.#[MV#EKZR,ZC,CWR=HZHK!8^ZESUM9'=C,WB=KZXC"N3?3P;*O.P;N=@IG1\%] M4$I\'-S=5FSP(^&&IN;+FM(Z3HN;2TU,R^$(
,YM^Q*81O1P09@#VB116RX M#;6%*$EQC K@Z$\"E!$IX6=C@P@A\NI1)C2;1R2]F5-NZ/!O[\'Y;".0*AGUOB=KUYCLLTO8)F!8D1-,"Z"*V\@D3T!$YP+(80=
M "U7OOE@ (I9N!46.6F(!O: XVTGZ5(I)2%]M(F 1A3N6N1+CAY(.>5IV.1%8;TA)..+U0IOP21*#CN"&494, MRCM"P[8#U]L@&&C?%!1VAK.31\% ^2N'D3).W%8]D.E?O10WA[R->&DX M_J+\R
%S6+EWVV&)K4 I1W ?.M1M3 MHZ7&QVW)BRI(2K,E:0O$9)D(6]7LA1@:QUE.NZ?RE 9+T Z L5+*4J[6@9!W\ M'OR=>X*N.[9K 8U?5E3RH]WAFC!.>8I;$BO39F1AW"Q
M3+=+/*>]K:EU0\4#!'>:9HEQ0-I9+W/D-K8G^/|$['? >F>O MRQ$IVV5/WVGW?4RD'N76C][DD63W]%9L=$ D4LEK)IE-,E7* O2+ "=! F2 M('$HWXB^UZ5,X+SRG!]>!P? ^C]>=SYY85'LA<& ??
7^V^^ (BQP0M<+GO_M MJT.R,?OC5 _CW ^/ *O ^?9V?\^O[\A;N@<=BQ(B!,QFC"7?/&2+7D.]WL: MD(\LBCS?)^>1YSXS0MY ^U ;:]:]^3L[- %R3.;?OA/?\|;O]Z=8L+L) M'9H(LW=R(,H6\
=9UNP/CI[\9C^^ ?8W=7"]-A.?OG5O \7 M0OXU"GUVSSQ%B/IGY+AG _5[.WV/[@H/MM&;-,LKQ]%WT']P+V#+#]ER/(3 MR/+^GT&6_RO]^(8^.?\BU N;]6IOY3A5;:26BCl7M\]-
Y #C1*6.0?[!D^C)*, MIE#DW[Y];IG/0[(4%U'56UHY&1<^3\[:.)V^,X)..KMDS, .;%$]TT4[KID MEHS#UF9 \Y Z.T"F7D6WB,7A(7)8KU^^K%+W[Y +R]O"$,> "LU\>>>DC [QE=
MDA,FDO* 2E%F<, +'B .O)T-'IQNURO.8K6+GPZX!.=7OL;MRA:=6!%8TQNVZ7R",=EI,G M5?HS@^ :=;G1XO0 ?('&WBMMT=P6NX>V:%CUSH:&F#VS3=R17IG27&7 ($"= MW :SX6?
*]X+ |S9Z#+|$%:HM%R(1YY]U^B/1: %>&,#L*9]$4C#> [$9 9# M,9>XC>ZB\,4+'/6<5-E\(1ZIT+/1+6MM% ^:*HE-.6@^X\PXS.RE=V&<4/ __M]?:MZR9%XX5:*. ,C?Y9::D
[VR6UY1O2N]$DY]I'O1HO8X85?AB[6N\WM>D M1 ^9OY>]P>EBCA$-]2@$ 0&T(F%X)#4]N&P;]C<>&)GA=2:5/YD[U]K6ZE%+* MH6XE"!)!<;:U[P-$A%W\ < /#UZB=^$4 U-\+J62I ,M>K?
XW0MI91#74M0 M(>&&O/ AW=,W)*. O7\]1A32:AZ.NZ>P2=/Z]W@]]U&3S*TJ7^+T]681!SN4 MI$8DN?EPZNK5V7*)V2>Z:\,]6C.\7M6F5QVSRFUP^EBK!$-=+2-*,]H$R,ZU
MI+PX1!$+$GG&#/'#U!:'6+F&43;'ZX(Z>E87ELUM<;]DEL0C%YN:# L]1 ^'797H2[M/0W4'*=]C=WY6K6L.F%C4\S.V"[P2*?,B!-)G:3D9X/"+?/]+]>L-<+NBTIZ MU7"PU *SYS7*.18%@>;
<;L;9[2"C.71^>]A2;JC;0P+WRF"32+TJ:.^^$W0UU M=*XMG%MZ83'+;G'+](%#R*8K(AD0TI\9CBIE2NB#U[L4/^OC$Y7@+VV2[\-%?1#]>'=DH[^)0WW=61E
F0)IPVK)YGV'W,+KH4>GW@GS0M M9M0M\;IBAW;U2T^U9C@=L4O8T5>>RHXH2, MA7$2O+%)7%/^*&F;\<@-C9\$ST-\)DSI7KHE\Y,X^Z3PS_2#OXEL0O#H=O/! M"VC@>%S?4-X-
7# %'>OZU@S4LRM.[OVB/SASGWIX?'N0|(.G +>?'FYOKB_7 MCU>7Y'QI]L YT<44> GQU!?A@=-)]HZRT4*MZ)3HY^*%@OPR*]<@X^] M,W+DLR#X_UGUN N?QO'M1[S.U[]>??
S7;:|0/U1IVNB2]<8+|$ZER(-!$@A" M;ID@23X#42O.6M;L,MQ1KWY9[K4A;O=4ZU:VRJ-6>]VR1593GBC)V@%./BEF M\?D=I\:BB+E"HH^(7M;KP=N[]30M@*?
ZN9X_55'Z,$I;D";G).6%'(.]31)CD_\4X)V0F@2 MI>S%3GKZI!5"IVV7$$D*#4\#]M80>URIQ!WGB:L\ROQ%G)E6,E..'NI_LK]] M0./M.G#A/U= _/W@OU.<"Q>OD@D;1T0N>?
Z7^0;7!]ML7=USVLD!EWT&G(]ZX M[2?^8!?GY D-7"+^46*T[CO A&2|BF%F)[/G,L"(.V[57,@ T=W^7PC7*XD\ M'IZB.Z+=>@],?#L<.,'K@ M8]2T/\CB_9(]<52S7>-AE/!#9 #K5*9TOO0C@1>%>!
-_\X_?"O2 M3_[VQ;$+,8NYQS$_]T7\ |=)@]>GD$*L]=`X8M\ .=O>*/# MGB0A2;:,_P?*+]&$DYT5K*;5K?1K69FT. ZX52MF=;7%"5Q>&E;F&4T-$4]F6L4=C%\I M5:L1-Y.*44G%X$3%6<+O+F)
[ZKE7YA :2> MO'9TP1U?.OI61TAU>[S1IR7U\!%!$E\105X,"#D#>U/<6706RK)"64N3W5LN M#(5:7S>,BW?O/6^3V\TO? H .**P3U'3?7Z2VGQZ^2D, MG-9)>R\"N)&KORW*,*;?&R^F#=!A<
P41 @M&0\PTFV]3OASHY!X&3?RF2E MV)3HC'M56]PAWJIA95+2U!!OX+:.+, W@24MD *PC;F7E,]*+M2;'6C0ST0575
MX70++&_8U.0SE@0^YUZ7H4TN>V%PX]$GSQ=Y+WR0%7>]M]'OXX):)NO8AH-GT-I$0:S867"=7--/0+%E:NOF19)'?T"!DD':>Y MJL:XX[)=QZ;_HU**4KN7LZHF5W$NZE[O.C#W%&?

*4IE"V1Q^# M[9K6PK"Y,>I(!!YA)\"9=(T0-]*QXE5S=*=[*R_)U,O79&W*SD+[GP*$Z8W MY#>WQ(TU+=]54;:A&5Y\:1-VJ#*FCC&^*G4R[2S$627:9VC> ;"@D-'G"D; MXPZU=AW+T=;<$F_ =<@[_"YC6OPII6LW[*96LC2(VL_4RH0YMD=B9R?<$;FG MLSI9I]IX#;X1]RFTL72OG8#=F)U9:4,VWI;BN<7[9V$XU3>? D03N4;>';6-# MW*&[UJU:_K/>"F](ML@ZO&ZD($F.IMW FT"Y:!=8/!XV>86Y]N;(B\UI"C^^[EQIBD<<>-W'VWBR,MP^?T!$)+F21 I1=FGW MP C=<)\F8<#($9Y-#2-1A"X(HQU? (8Y CA'!PX ,\GSP])Y:\U-:,Z[+E-- MH>Q>O IZ%;A-.#>'UO /@?*
_H/WZ (@!,TVGXD- HL:8C#0XT.I+WTVG07D NE>?.O5 .3OO1&,V:U:*/8><$[5VP2TL"NBNW=3D//;G..V-Q5SNXLP>&%'I4 MJOB@V+C4[MJOB@V+C4(I5GKIG$_R.GL@G^?
IRS_418/OZ*Q3K>DU*G&HOW)GYUD3E<9\ M-X=BD2 -6$AR8I(68@49F7S.19D9JRMN.T\V=GS_OB";XSWNR.^Q%OAUZ M+I/^.KL%ODZ2R'LZ)"+]DY#
<40SGI;-905[_MC0'V>W"0(C3/[$X;88[1E5Z M58?Z;AN\\:B4=/CH 02S45?03,=7U]9+7A.I&$L5_^OWWWI__??OR9Y&Y 7H M_POY\?OO5_PS$F\]YVL2$'I]M&, BORPQ]6/WI_1U&H@?
_SAS^^SQIYPD2R MS/YLT]_7,$K;GOF)-X+]ZWLD*U= MUX,Y"/7OJ.=>]Q=T[RT4+QE?\]?-H=<0-"?]Z5^ZZ=O:"'QL]9!]\)\02$(, # MWAQ*N:Q(&63LW(2=57IX">s"ZA"]
(+I;N]QJV!Y\]F3+YVP#7E:X,M"V*...>'! M$^[831C'GUARNWFDKR]S];,"//"'6:5VXT]/"<20,%"1$5?&,W[IVR 5CD2R M). ^ Z3>B/CH<+G/.M][.6[-, ^FQ(Q3]>8&FG2'%"O8"Y5S0*^ PG+DEZR3:>
MXZF+$VMTQ(T7^KI7BQ%W]<*+^CUD'UYK5[(@&0 RKNS]*9MO+)4^[1A&]?4][1F>2TH"/9:)E*=29# M3*",S(E 6!BSL3*HPBX;W7"CJ*f>?I%,V1QO9.L(/?QB&= FZWK^ M@J6G?
75==[&^JNNDR +,2=RRYHWDLZI[!8@VM);I4]>(KI=N(S_WYLEZ< M6MZOZ %."K6.TM)Y23'990-UE*IZ+B5N. ^4W%,DK6)%#-ISD)< K">=&!#L$ M\3+V*#@ /P G[SS
N*&OD^CF/!%N#RBKV|@6L $H7B\SM.)M S8T&E)&*#2 M61W[)1Y+B7FEW.9B77(@!0L$\3VAUFEX %Q+K. MWDA+\T7$MO'|@6LX]@2F4%?3)LA)^]V!H2H6R\L4-5I((|F"PI00RO%IN"<
M\O]Q=UM['5,J>;@+8.W.U8N);],=:LU09+V3A1LWM;HZ/+PE"V8T.CK2V"\-;D MDKX9=&UO9_RALLDM#$71M-:L2'ARC>LN-=O[7B(+KL1>&-Q@5:Z;/893P1FX M(ZV2UUGK3P)YX;41"QV^,@54"-
USVLR%^QE0*-?)F<'"%2?@DDG*DV;4Q2+(B MFS B[)7N]CXC3X>$!"&\SK#$S$D%I)>KOBL#*4G53+#E]"49&7_R<-N\K7O>] M=7@M6+WIILR*[&S3#+L';>2"-1&\JZ_V:L,K3]V-1 W;SS*?
DG=SO<;,KON- M'G5KG&"LJ65Y.J5HBG?NU"7PX#G$[:>'VYOKR_7CU25Y>,3_^7CUZ?&!W'X@ MMW=7]^O';]Z K#]=DHO:CW?W5W^^^O1P_>L5N;E]>+!S\5H\]1IWN'!#.]R^
MJ]*K>H6ZV@:OMRHE'8.F0-!VS;.!%+-2W"SE_8$[(A_]A#Y_]9+MQ8&/63L6 M7;TZ_@'6$>LX9OO_KKHDRC!*BXC((=9[^H-^9-#'\2!E1D8(<0=(&63LW(2=57IX">s"ZA"]
M_&=0E;6D+2T&8@8U6KF*EQP6 ' /^PRIMDHX;N^#,S2U-*Z,O M=F?<@=S/!M72'3H]\89V3_F"%_00;%8D920D=NE932]I.HLW,CLE'NI?!>$'T'E;8O0EO]ZE(P]XA?Z]["92]WE] M/2
5OM2)BI6QNED:Q\(TBVH-C<>(!Z6946NZ_79A_3'81&#+9'2R>C3&?EM MC$&I#/7O]2X\!.)!*B^=>/NP3)8K2V?+B<*+36GA!=ZJ7O \D0+E%=*\/ZA MF-56E8T$:,%.
<\Q ,:6)6DUSD'K*A7M3#36;..:)O?,A|*>U#W(PYR]FIC?OF) M)9T;H?4V,$>)5HW*,\M* [HMXEA:99UJ-?!6X, X#8<+7MI+*O_]6I%[&4K6PC3ZC%6U&'ZNRI044K M\7?
I^8=$6=M&W7I9,5C3LBT*TZ;+B<.ZP"8C,;6-(A9-Z=D0C6ZCFK($XU^8 M][SEO-=\7DJ?V:<#/!=RNSDI*=$V3O:E@3MV!UFD'-&]",'-\V%]#(V*C!M) MV1')#Y9IIY5C;0[1ELQ"4[,X:666DY(LY
!7T_@:%OZR/HA3RN $:<@3J.5.R MJ[U7C]\0SX<'4#=A%%.?/3#G$,G\O(E:?;NJUT8P894^=G4OU_^FMIV1CHI ML5]OH-I/53](IE,)%S'G4GS<@7Y%P&K>T8KDHIYQ6<[6%)(2PIO5P2E.1R<
MN<@KD@H]XW/&>KD1B'^+7X*(41]NCI]GRE$[W='F1J2G/T&<'VGICNV:LN:,.M1K\QZ;-:*PIY5B[!NT,Q8BM^AO0?ND4A#VUHA0E5SO", CM C;O*]<;N,OC.B M<'<*]USVL+6?G-=-.XDN
DU)@'5>/=?OBCNM>%]AJ[ISO*Z^BS$Y=LT;G3U M[@X+8XE]@|>ACL^C51M#"O:XO;95@TK!Q)- M#?'Z:+NXIGR3?):$K3AG]=1SZS/S3>UP.Z52,T5)K E0?
T[ZKG7P07=>WQ!TQIC77UPQYN6QN78;^V -P[UQ!ZKML9L=?W5F%P!2=/ M2"A.%9S*;HQ,T XNW8>U4W0|X=,.UYF99'*TAH&R,V] ;=:S6EVI]B=>3. ^0U MX;8NVWB.9R79F8=BQ+A
ETS^]SIH>$4@]/T/8?2%]KU>5-ZX>F61X\7*-LA=']CRF#+5#=O>Q+!BRO#51ET2,S1L(T&Z+1061$]Z.@R&';R6RX<=6 9_MS->E5*:H11%K19!+W*3^*)A.MP[SD$*GKG1H@N\@AK+?==&?
1.C07-[SUUVS".78A1SK=3@>Y-&^P) TF6) / MA+H@#O6^X_ >+"I,*IL> N_D$23[LW'S.->+[B*!KK_EM*?N;Q+J!]@V!=9E M3[,O$ ^QF-*(QM&N9VLZ4P9'=,HD?
0\6AO[*K6.&5%X+#\.\'+ 82_IL"B%\]A M\C>XE^^Y00.Q]BC37=9GBQLWYI]I-15E6IYX47!S7 M'7D9QX'*#$[>'Z,Q#;22=83BE$PM/SNU<;,:=+M@S*% #X(S0F-)VAP(R$ M!@3$C;[
!4[>DG+28E]WWN*, UNP//|=$=A4*PKE:# MZU#E!7;28C)*X,V> ^4Y"[*]MB&Q[-Z%M% I] MM ?#(Y-)(?\!IIR'>^X90;L:+?1P@GC1BRD>QJD)(1WA3Y.G0G/?3+FZ49H MQIX ?TR;GQ-
,2KGA*0:S/E:R?Z"CM-*@8YQ6:HL$(UTK:1_9]$DM#I"T%9KR M>*8MVA">R$QHK1&PA#VIR*+5'N[N$(&V&-D^L2_BFR$91>6^BP3D9@OHS@;S MCHL#6X7X$\[V.#/9 !6,&K9#.?P?. ,6DW.^R
XX8B4>E#S+WTN1=2=8A M(:"LHR-6Y/R3 _!^']=/M//E:/M:.*+]/ZJ"^F ?(P(7B;4#T2>6\R+A16$# M[>G<=<@S*@]^?4DS><$&/;$M8Q9D7RZ1W&V9U!GROO/5M!UL-3/[+D>C8X/U&=[
M+:.^VRG4M[9'C9Y>F%G^B_ Q,>A(NI M_T=+K27KM#HB]UYMW2MNW-D+L3_KRV[(L2W6N$LOW\6IPFT)29I=<+NSCKYE
M1VYKC]>%M:0>ZKP9<9'3[06<,$Q8)|MVT9@S3:IN>4X]YX].@ZIC'GE,&=QN M!CSPK-\79UP.LD#QL+-F1^2I*+W5&.K+CWS50_-'G;O71P^\)Q6| M,3)"E\'IK"PAP)-D3*&\]R[M?Y*.(WY"
<-2EXD\|9=$ME["Q8|3 #S8E;6>Y' MX<9+X/$BU5*]W /W^)]4FEXY] B#=<&&<>$8>UM*OZG?Q\/E*K>"?$$C1P& M"923AV:7 0|=%MMY.-"P+6R|2U6Z ?A)KH:0^:PE?@SA&F/@=3#X\UO"5 *-
#U M.30SNL %C<8S&5WQ3G. F?+VP M^T?:=H@ALKF 01 MXUKY>[P8U"CE4 \M$[-TB#&7/B-.*G*.N(%:W!0K $C@E*5I#[*M.<[XT-.O M/WQ0MD1^VM M]V"X[LOIK?#>=DI.OO8<9#WG?
0Q"#ZT4E]X("Q/ M1+DC. D'S(=.\(DDS?(*GTI/^0#X*[;=)D#. 7)\94.\F#/B@X]W\^35V563 M*/3#^Q)OMZ=>)&K/ FOO>9N]I7))1YQXE8 MUEKRSS?&YST8F>XW+R9$@K28;9V)"120G _H8SI-
03%YXI6K7/B4E7..R.$[MKU?146V?]QKCQ&(|"2NG&HTM\V# R.)%E MK%WR!=L &LB7<$]X"IOC(+A^|]EYE(RIO81&I;L;'KTO!!K7\[.ISV6O(FM$AO& TR3|1 @ M->&3.?U@8
(KY.I&.4UO(|S@W9P3-7X6)1,+)3ZQOM.OW8XX(B [L65')U> MR)=5_70PLY#R\HAVRQ'-?.]95#Y(MS:CXB8.?/OIL%A*6^2,A6+$,&62+YHYF*S&"FS1C9RK4@H;"&& M+XX[!96:_((V&9Z"[2TTY(
0R7Z5$NC *2S1G3 MVN=|[AO5M!?-T8 +$AE&%=D2Y4?>'%/W(+A +!MBM$RIZT%P8D@S1S#$0 M@!2DO*HT$2FEZQ?2X\&B.>V7&Z!2618|O-Z-ZT!2L59K!"HFX+ M &
/XZ&^+I@*QW;WQPL4 '487CTU"DC(C&;>5>&$ID>]4YBPM'9K,:9/TF:98 MQ*L-((3&$$.QBQSFY#? @C]&#]D-] @-LGNG;I+(PM-"S2BMDM)-8$&YH M*F(2(,3%X+/BJQ/[NQ@09"IK5.&$4],-
1_2W7F',<^ ,/G8\T2=44)|+2 M*!Q +ZCOQ[<;M554=C5&&SG.F+1@K3#>>,*(,L-S'Z04\Y44LBQ(B5) MQ! O9,EO<,X(9#T*\R$P;.$9 ;KI+QQ'KSS1XU1_6PS;=,&+. -TF'&3!=,.
M[50F$3NV^Y))/"3;+ HI(Y!2AQ^[:MA-:)"!HV$8#0%]*YWT* MWBMXD)"U@$^3L]@P@#K9NZ4QBNL@<,S]W9$$|) [^FN)NSHS1$^/P:]$[S(U7_O8O(%^7*(^*
AY7^[UK9'2^LBU7L[?&DD/V#\ M2_&)OB*K%'SDL3O*1JI="WU*B!%@G#YF]B6\(<\MXXDUL;W W+,#!XU^2XR@ M!LV[@Z74;6EQT22ZF1"HOC@NN(B=..M:,;7,H[X?!\QE4T155T0Q?G:\H$\0'
M]-[#[F2IM7SF7#-$KXXX [>_[OG5>:U>R* .]]-A<.476++F=]QI7%Q\E^-: MQC@K[5MRLZ2,BO7]_#?<;1B@Q2\, MXEZV] GZH9Y6-\R8IZ]W@7C=?;#C70|-QA0*D87'#\G&#
[^(!7" >&'0YM8EAS^Z7@5X?T9HH<-MY6691 3%F N4+A +!MBM$RIZT%P8D@S1S#$0 M@!2DO*HT$2FEZQ?2X\&B.>V7&Z!2618|O-Z-ZT!2L59K!"HFX+ M &
([JS#07%QMI%N-N%0?]C MF6]_Y4!!]^:=^\>E3LN @G;1S>|?2RX2'2P|(CBW^H &Y5,D1YH@MGI:I)!* MHK!B+P*XX[^_+89E5^%%A $ZS)A-
A2DJ6=.,#4X+54"KU%RU:Y>'5&>_IXF[&S8X+1DAS%G@BL)OR4Y5]0047X)2Y3Z9Y4.4G324"1I17(% M2*8! 16(U,$*F" L9\K-Z@4D>P^8_P*LD$G\0E'O"|'WBQL=IOBQWC9V&X?B M-
XJL6(IR"K"3F1A706MN,0:KZ6 6H0E4A%)RDVX:83&>QAX1&R5NQV1-I]@+O MK/]DEIMV8!U_<":>Z\ )0G[B0P)G75SK"]Q\#7F=1%WGK;8> 7&/?+TM4=EE
MT>V.=T3KK]+0N'@X|/<^$Y2:OGBLUP_C0R0V'X.P.!.A4KK^&;AH=AL@@;=R M\']=ON1S*5(2AQ/>1G<\RA1GF4CY6_#4YU/7A.DZ(NV3!5.T M<4.=40N6X#K$7L-A.U0DAQ>VEN)ROFK4U-
<0= M'VK=*C/]DU9X;=%UO%N6*[/\,A>$W+.7>XW2Q4;IE349KRE;Q[O;<$=AQVG MNY1+:.P?<|=>M:SD.U:WQQJ.&S./7KKL=C8XB;#X6@IY8!2!&(HK#E2)*X0\&$OWG RHM70@!/, M(=S*
L,5]J20 *20@F0CV1TNK=L,-5*.VYCN&9E.T<4.740L:.[#W+9O58%QV=^P0O6N8;FC"VX'"'#?@.D,E@K!-ZD<]?XUM5G>;[<.HZU=EB6-YO#9^.'.GOI@&*$?PZ)Q! M:W0!?
%T\)@"GONG33LFQ>+V@8W#]10!W>/>W1?7Q9=W>>- @ [#4^&MOF)1 M8@\/+ M=/]+H-Y9 3L&)UGSBR[*$>L%C1.%NP#]69]UW83L%A-3D]A9$8%& M>2TB7]?1V$!TR\?5GQ*Q
"N${U*ZTL_Y)U8Q$H)22HBD3)^@VHMNP2S6ZK% M#P8 C=>0D$7]KME#>P_F)G-O M//KD^?)]0NU1?C@UW)X^TDH-21%]2>&-D+$*C8@>F09[5T]#S4*]Q!O5P&G1 M6-
:A!N8)A6X=XZ*R,6Z@:-:>Q?@'AM"7>,.^0=ZACWE2*T-MWRZX13MUZ28[9 M.D(IFB[%-I2!=0- 9";L;ZNA<=2*VXK73V'"\A525PV!QI;X8[--OVIE@<-V>,.P5=K[5WR :+[^5SXR,\|P MPI.1) MW2
]/>'^O3'[:,]+5%V7^W.>#VIOP[#[UN5.'V=I04 LSDWGS2|HLQG$>LP M4"@EZN?#H8FXA'?/?'@#3-2$>=C2B(&\;O8$3M>9OEBBN '#C,T].\&C*.*% M%D-ZC<*:,T$:GFS(V:,.M/.R*3I/:493?
2.AUFZU0;'63/(-!%N'8H,/5RI5 M"LL2D%0$62%M1804:5SFKZI97U:;MA\FM+]B$92FA<+I0N6N5:FZ.6Y\Z=*S MLE)5M,6+*)T2CWGNA(=*#'6+20RD,3AIUV#9UGY9;MHZP"D;+|=1S8%]1AF>
MNY#CCOV!9CIMC<2EXH'D&\^IC#K&(<0]]3C24U3=3LB?T2YMQK#M^+A@5TOI&0=%QD]^;.I/^;.RK-IFS);\4E?B8 ,(H5W
M!N$-4NH3FO$='7I17FLR4O1PF4Y=52W&>;0V5I8P@#KR8OH8K@5=5-9X%3N]W55 M(^U) W<@#[)(129B'P)X0WV8&H,S*0INZ;RKQ]M8'16">U+Y V$1GN]T%X4 M%AX-
5*N6YKBAH$O/2I*EHBW> M\,Z4>'C)^HPP82]-&U16G+0S6;BE ;+W.>(?1GO*?]NBI8+22 M(7 DG]/ VAYDYS9%^>DH*W/A,2 'O9$WXH: ![K2T=]_F>]D, ^SMN,.Q@I8@' M^U+2.
H# D]"O+WF0(,((,;$X;:I5(8I"<-O#@Q6)/A]>Z9PXG[1^+%,=0++,WY$*;S3GEZCCL8;L22I.8M |$X&[M/WB.1[E/;LD'%ZZI^/%)K)D(\(?;68$OGW]2P$ M?AWR++*29%TOGLL9=15/)"3!EZP&;S)T)
I MWN!=J2_LD8PI$95Y4K9$'I@AP9W9S51&GL8G>\DNLQI-R*;TQ&] *&!5;L4G_M$,LJ)0>6%*9[9<@?[19](I76P/R3W%;S5ABBSK!8"8O/8MQ'I#/)9 !Q.
MH:T)R"R_K]:"FRM2EHX(\4A5/G30BLGD9?CU@%&QR2M4%G9X)QPI600 @"B7 M2A*^.H,3]B@U?<]MF53UO-Y?1O6[%]=K)3<7I0B/>7?;YC=.#6]O-Z3@F0/YT38.6S). ^]*Z M"5XC]WF;C +7\'78"
/>']I\R+E($HXT=B =2I7*ON3P3NA'*/_M\"+NL"|5W\);B8VI@C,I6-M/U[-AIC["M6SE>79?MH='90KMUUGMN0]A],"% MU#HIZ$D"-\@,L4?]D57= GAA99
6PR^3[78T.H]CU(S3&9_FG<6<%XD+&/GB M)5MR"")&?>)??-R&TI]|HK/XIB/ZC0@[W\@NS!(MO5HF@=HW]#A9CZR/'TW MO>=QI08!W!#4WQ;-QY1=O?'"SP
=3(S2*;/*)AB272Q+%]&I1=@KE_>W5"$B M5\UT@-(O4)EPX?<,1611/K+1#H^@(N_7IH1UL MD-EY"OXZX%;A"QQ9MXTONK/(KB2DE(K>]?U4/ME/([X9@]?*1)NAZZW52>U,TWH] F
M@QMOAM[E>>;A1P,OO@S6Q$2<%"SA+ 'Z=%)Z?1H%H&U%UT:.0 +;N(R]PO#WU MR3Y[1.T0N"P2ISDW(0V*4NU6GI%G%,JQOW] HFZ-&S MNK_0R!6VZ@3(\?1O(X!O2S9/*482OXLRYE4T,
<:6WRBMO&5:%H<\'9L>,R5" MIA3:K%0CZ[2DRI WBMJ"1@DCCV=CMJL$\FBJB"/8G&Z#0UQC M180@))5D13)9L*RC,-BQ6'+)1-90E]>AF;G*]5Z|8!-&,U0@5X;VLKG@TH8< M$N+XL).?
#0:\44R6!WC:=H%A,.Y+ L4#>AI&B K\[@3A.P%(R7),,.E$@O3 MDK5."FZ5+!\'*/.MHJU `^BP@N! GI8@+4]#MWG!0.$B7)O"06%CS/ M97G0:L"[?2;9/5DL"UO-*#KM]+.0*L59(5>ZA%|:9-
2FB4L52R1R'H [%]@L MCT%7N[T?'AD3-KKC/]*6M[C0]IAL0CJ.X (@U+"U^TQ51[:%K2:5GKB26PF M8HJRF9 $!%SXG!:+]?M.<%GVDTB\WF<_R9[+@FG"NPX2S_7\ ]PF+J[>7+TZ
M_L%E+M3\@S'PD*17CZ]H%'C!BR" M7)FRZ2'#S;&^<_"+BA?0DW\?L$3/F_'\$'L!B^.F M!)C6ACAQKENWO(1+8ROD95K;91[\"!V1U_K34BQPN:1TF" /&.!#/JL(A #@ MI$^]"/.68IG&)
/[E%G)Z(([>-$,.%5Z2F?C!05>8QI)>\N%!:"YA 61L^$! M*1YP> D27*E^8VKZF$=F.GIX4*Y1!.ZWY"+X'V'K T,V-DZ(UJ!E1#3#2 9Z
M,;KYVB'D'&"\$?7)W7!`>D=VSWOP9BXC.L@N85M=V:W1[V0T;JCDI$1CWAA MT5,XI,S3)(9X#!,8V2MU^U*+ _U-4, ^]8A]&!?DX+,7/$(I=C,$AM4?($0 M9[6ABX=05N00'\11S6$?!EGE 7&>3N(]
<[R-!V^DL %P+F?]YO$QISLF:1+ M4L+DLR1MY>6^R73<2!V 2,)V,M&HR!H!K[P(@]CC/ISFZ3F.^[9[&SORV6*X MR'$29D-IX 3$41:I3#?Z$$ \#1FDQF!8I6E^%O"#.A4ECB1C"2D):9V9C"S
MFN7G2!RKIX]Z6@:(3P= OC3'++Z.XP-SK OA@PZ)O<"#MCT4Z-#9?O'@#"^% M(6R0#/-]CDSA(GC"I0@0.TYOE(MSM."#*&7.IV]63L5)&L>WFW1N=!O=]PIW MUSU/*+K@TU?
FGA_3=G\;4'E4-IHJ;A Q9+7*H=HXDGBAQI1B@\,_^;:9$N1 M,"*"= 6)BM0Y*0@4OLA$R7O8V7.Q;<#"2DX9L;)5#W%HD*<^4:4 8;-7>;DI% M/UK.H51M<<-.[X9E$&ELB!<;VL4=?
*P*6 >0D5P]8P.'IY "X(R6/BN-Y;'% MXZER<:QUX'(I2T*696P] NA/!;?+#[1*.1AZDL ,))D,5&9RF6R[7UATYPP) M%'OV%RQ*O(W'.P Z<([N3G4"IM,>IZ-K:YKOXK|S[)8Y4:^ M4
26^P9MRR+%&YKT.#X=2PN9HM\U(M[%ZAX'NU#N2\T[X;|L;]9F3M[+N MA,JFR,.[3U=*PL_AI;XAV1.N0=OB-2(DN_KLV"H"=*GA /
M6>!L=S3ZK66)H=%M86ZKT+O5@6M]%N3**LD-.G7.P.*RXU3O3*C6Y#B-;DOS M[F:]V[VIVF=)WIV0?!KOMID_1WT6WT.ZT8%]8AWYW=T'LT9]" M# ;]E#XY=6]C#AU'2-
>X#7$/8VZXR>Z;YH M#3#Z;I=>H%O MJMK@<\9.28=C;D&4 %73LX$.U[MGV0% CO>7< &^4#?OGB=M+<%,L 5[HC3 MG?N+;]#'C9]LBFP9>NZ%UX'SK?I L;D93N?
LTBL /FQH@ S4L$WBP%GI(FBM7B3]T43V4V>=IWHZR -":?L,PHOMU<1,SU$F"X#MS;S>:<^G"/[V'+F/ST M*>:-.G015D?0?PN9B1BQ4Y*@,)(0O ,RH8R0V1/:R9"W#!*R.'>2LB>"?QI!
MF0@6,EHBLI8CK15EU@HWF[.GU%]OL%9D$^AF.IA?E<%L17)!2$F2%0!<'K(%P-FI"E,?CK78 M'L65H(S%S'59C6M8W'+*.5]HP3]A6MDO96/2\W/(,380-WSBV(-]%X=UI$!T
M=,&))WWT+4]!VMKCG5QH23VXRS/ MW0=<+2ZM,7LB":U; DP'[5F1W3W6IY;-VC=Y=>E+LMR[":]#7NV8&&G]-=< MF]!=ON/BTW"->H5]8%[PC"6"Y;NRTO@ANT[HK@4I=E17"3X(8C
M.'VD5O! $[I&]18E02A09.XJ+<*)80?X'HJ?'2[@3NI.W8;P>W5B&U9$'LO M3'YX]9K GT\^N^+K]2<60]SCN.R(@P8-4N2!G!8ED09$)1PY"5BY1=Y=Z) MUX0J8F6??RXD(R7#)X]WS/W(
HE7,/3V8R[(G8=N)?LA?GA'Z]>H6WM1M? MQ.O1%V<4#K) ONNJVQ'Y9FQO-8;G-K&\TB2)&)0GAK+",:\KU2&!'EU(84X M&'4+.0B3@LR\E3N;?7)&4&GPOFR$$C.2"'32< Z^K*E'EQ*F5T)QS)
(52;G@60M-9058%ZWD M ^UB-&'>"U3BP((]9ZE^6=^#G\]ZQF)+9NRZ; 2+Y2'*6'MY03R69R/31)U-]X],GSO>38? AOZ+I*%7IW]\7[+BBIE](;C M)>>#;Y;GW;P(QL* @V67&*;K$SSA@C?
4IAWH3O):/)I,- J,9+1NOT$P'3@%N M65."!V?+W ,\T7 7A7L6)<<[;J!D';CP6] 8MV@K[)FC.^Y@[FN'2CSHS;YX M0ZZW!L?^)+D5T0P$%MD.0NKE2E%FO<'ZHA@;]LCU=00MV^K=:ONJVUA[:
MEWU7HQM>5^XC "3S4^M7)=23\Z[[$GH]%^KS[3%G8IV)*'=KO8&&S+U09N@ / W5MFE2W- M<6*-K\[EL535%N\ VBGQ4#^N%@K*2%N<'#9IVCHG;.VP/)]5SP#5K9?EMX;F
M>RK/-3[%@\)?@(L]]F'M!8\B\A?_S/*% ^C"BIB=UVCUQNND [4LJ^CK=D$_5 M>BHQ?'6L2' 0$PIQ#]*K":.]*]N2@8_3 '9W+&AZ*]AI=<09 ?UUU|NN.%? MV;2'[!,=(-],4>RT&LR?
^"\O,SVXAG<1VU//3>^1P%/"XB9\F@HB,1>FR8M$1 0%N[4?1&S2K'W(8I4 #FH;483N$/WPKL0OON&.\|\A3RQ@&T]L MJI#-(3E$C/"P]D)W]IMR=HU?"\ +"0AG2%
(9LAMT\NEP60+D(FLF!+%QMPZ- MY< $;4ON/E O^I7Z!R95@HVT-!O08WR&1V/NUNYM< [UXR,O>)8/$4?9G^ .:C8D5R\A9W MBG-=RQ%Z.H#6S>. ^-!82 GTLTA@).@06$!"]U#
P5!3"PF**8ZI=:;CSK9X/* 0;MGG@1I*?\@T? @LV* ME&;R!2M;#X?-:(CB@K-?,+02]F'P ,BBW25[2G*%5;91M$4>U&T:5F*XJ2'B MD&T5=W"$CU MQ(TA/:17G*ZHNN%%G#
["#W7T$F&24T9VKI++U?LTY;3G0KR\6 NNDY-:MP5X MN8;PAKTQ\"OE^:+ZNU[3H$?+|8SVT1>MPAX'LLCOI#;T?]8<&, ^D, 1 UAB8Y; M%W]UNB4MY0MS/>:<, ^OPN!"B*K;K0HDL!+ ^,YN#
M%3RF4/>%14A)H57|@:26WR3W2M _Y?Z);66D[X1ET ?MF&4P[!=?#"^>WT M,*]G5YQP-T3 _/$*9C DES3]:C'4$P62,V!$2IQF!+DFN/]6:#]VN.\9A"G M>%
[[!"=7]K>\D&"V^:6N]M4K#.UWK%GF259F5$ 7I=*T$U]5D5WL+L=)&O-@P MZJA[W-(<=UQVZ5D.2U5;O%'9*;&@)T-!V7;YXB9-6X %6SLLSV25A^#]ULOR MVPF.O,N>: ,'NZ[MO1?
_JB%B[#K@^E%8%F^W6V+-E]7]UZ, M[VOH,/A$G), ^VW#:?!T@B9.(4\<0 [=[6"[&D(]9'B>I)? *SLOR ?;:=#F M]\T]E^/S'?(/|?>"(87AQI&L+$(* Y>[MW8<5FNK=,JS:U/>RW'I5MD'Y[0
M!%,642F>$S7FTG&4E-R9 U6X,O C; =,1L^AZO M*$5]DGE2Y4N'%|$*7%(?]O1Y-#|$ M3M28@24$4^D*'D5DB/99<=:$(V>9V$ M%33^^B[X; ON'P_LS\ _UD4^[K43Y > ,S,,(-
EL0OQUOLSH,&#DR&O'>W@LCNS!(MO%*B)ML/=Z4*^'2X\RES2?Y M.:K;&>0=|!U_8V.P2^"ZN0>?W6Y*F3AMU;1;, ^"$#GU=RP.XNC7>P5M#YL&9 M5"EIB-02<9M5IQNUO>FHQ]C9:8$^?
)SIQ ?X"^!]"FW<7^^&?7VC9'5U0-< MWQ4%P-8OU/,AP#Z$T0/UV3VC/CPR\C,?/F["6.7DO8G@=OIA-]FOQO0IX V M@7],6K44 %8DYWC&9WAG,87]7<:5
%OR#AC7IS+39A1;.DZN]S,&K.'X_4Y M619#"53+R<9Y 2SF/2,IMK;(@:+8-#ZE0/^M\7>H&Z1=:AO9B1)0=-*?$Z@ MVMIQH@-S2WD\A41C>_!%&*$@ Y=V'LP1; IP/L
=]NLK^'#>/ZM'$'M%$+ MZ@ ZFH3QPH99]2;=(A3"$)"&9.Q71 H$D ![<)(1SA[F,65BC-(& C;9#84"8 M9)!\RA(?XEV$0>(%A_0-OOM_0\?Q<;>;:00%%EED!@M-<%TR2A]SNCY^CF:Y
M5&0UI_BDF%N(V0* [W\@4EA8ODAQEX+)]G^&WF@MCD5V8<3@.=< C"\/.?"4 M'VFY]];. 3=V=NO:75$$9ZYD#YF-UPRQ> 6N^FKNJ>+-G[9FGH\DB3L 3-BK M'^)CZ,$-(B-;31!FPS-/%0DBJ2)\?
&3'CS3ZC25K1Q0U;PX1W3X8Z"7QGD2 M25<'Y DEVN(/W S.$GR%^UWP(WL!#M^4W[S9FM,KO=+Y4MSN1:[M%#V9] M!ZME#D:3#+S:Z=<'LU.3-RH(4&9-MCULH6^-VY
XM*W5XFYOB==\N@<=7[BP[M6UR(0'9@O&$1/""YP*(7S &"Y]M-@ 8QU%Z(F[]IK=YAF 7ND\C"GN4X,DD? M; !-H(7]B)UD41-&^Q\[JR'@N;7X2['8N \QW=LZAE:;;/$V?L#-"^6,9H M=
<. ^V.FGO^A=[UCN1O]%^ON7K>=L2;)EA!Z2;1B)'5 (LX==X2\L%E]M0]_E M?U/OC)A8.G@Q"9]\[YDW3D+/@Z='T7(?>3O0]E ,+Z2E-[R#[CZ8A\WXAO M#H&0@G??3=,PM81'V?
_\V>P\2# ?)O8+;@1$,' S<%GWE@TK][L;&LY ,SYW=|S> RN]RNQY5XX8Z^GUMVO MP^9=|*Q=04W43Q44+6XRW;'!W".4.OBP?>&BM2M!O[]*.#V\@'6*'M\C^YX
MO7^($H/OT4M>.!BDQ:A5@+FE\L>T7HNLZ5*ZK]ZTI&EKC--1]73,5]'*ELB7 MT]UR&UA7PT)ZX\,%F5^]K(6$,2?> ^7GH$;6\ %>"ZGC,YWM,\|$DEZ5RTG, M [+6#'KN4SUMOZA5NQ!2NR[B\&
\^!SOW9^C,'Y=H" ,>,S=[!*^%<1<(4 M;9OP.XD%*Z]ZF2' =R9A5KU);X&5A"%"FO)E,)!G19Z$(1(2+9 >U9Q3&:-3- MHF -[XG!6MUVF]3UAHM: +6?H3?]PUIVR6#M)VG'@#T#|KF S;PY
M&ZW#4"!;80PP33]]Y']5SK[SW2383<*T]"#"R|*TX;9K [3^5)>#9B-TFQ3* MLF45]87<0>5=OE:^<$+GGV6?TTN^3>K+!>#BTO^*M;8K;NM=F9P-BQ=3U/I M.
O>O.NW)$T:NTST#>+F+&M.&Y=#[X9M/ IIBD-@F%E M6@9TD3$R;%[<1&99F*5KEQY+RQ.:R\$E;4VF73#BFR9-;ICK\DD//|NE0|=<@ M-*YT7Q9<=-E!?S)3 +4<>.C48$)8L/34T&PF[#
J+E#2R&96H6"DR(Z#W#] M EY-*4G3M]ECE#'!,)#'!ONTK=FM%4D:=1F-5O?)]:P\E!XD->'*=>6&-5KZDA M6I7N)97O0A27G+@'\6F ("WKS !F9'>T/"7*6&!*R]-/;%O0M^M7VPB[\)(MI&D$D-
7ADW#/B2?P\I!S=#@U:T-\41[OF_1=]",GZO@'E\%+4"XTC$L82D\P M/M(UY[5EQGN6A&=YZDE)WG?>)DUX61K@G[#B<>$[O>^YP"#^>L&V7@9G2V;'C ' M9;/,O/(M#K+]3KI2('V#DL&N M"
D?UE&C^KS90M9I,YEXZ@%0/-\PT0#8G=FVB)]!!H+U]NR)M$BBWG@:1P M#FTF[#/VG3"\!RRCM+'R"AC"OV4F,I,X@WD1]0/"3?MF]JQ=51NL^<=P*\]G
M<-8$@"9EO[/<<"4>N0[9.SVE\6'PR\;C>2X9\0O9W-P38!T,EXJAIM2V _S7 M31E(/]87=GS^O0 R;@1^ WAK M:!& Z3%=]@*^<)EF] =>$,TB]VMM-GR2]X2]^A F/D4?]=<\'CO,7ARAB06.B
MDUXWG#*75^]\FUBC# *MWCX;#-]+E'6[T@B@>9G4)\HI.MS[MXPEQ(6"OE!V M!8HN4UGWV L<$ (*KD3AX7DK:R2+EK#AM:=`D4H$0>&D*[$=(B_); $6>7F MC<^<1'!TI$IDGY;"2P7Q/?
KD^6EN3T-59<@'2C_22D&;=R]YCM\PY5&S,F$I MFU5FV?E/,BUISR$\U]X\^'),CZB3?*3! :H1B42S'B"LUWT!8-S##B>@-K-%W M(>#
<1O/D()VI0G9E77Z'6#W'3YJA5L:,.5+B1]QR[+VOC]Y$6:;'.!Z;#\GL7< M*QTX3;OD+\P/]O#$^.F"NVO\ FO>R1!W.M3HO \ ][8(;T*-4% &%6VCS^X/T M>7[5#,4R;B(!H\0/$;K/;Y"0>X;:''LS^O?I
MAQ/U>VM>*=+-P%K'T8*0@82?DY],]F,'M(]BI?,Q)/9) M6SRQ@$T\2T5>SI5KWZT]\ :VIMQC/:M, MGP #NR$]D];[LM8;-LU^6GSP8:ZHCDF=]CC#45O3ABVRT];+6$,UBXY[S>3D
ML@MO TME:;Y\4K;79EY@;SU==*"TVM:VZNE8 MGN(TM\0[M>F0=WC)EO1=W)2NW9G,1$IF09@] CS!Q^5[Q];[AQAHX!; U@2F MO1 .8.NM^>F$IJ734B8V.BI@G^#4=!"597Z7$YTI?
\OBPE,WMV"#8,(SA_8* M9[.Q$;]%/>A4+NU=WLY.,+&ZG\E'[82]F[#]P3)4VYA_]S(\]RKT:SK3NQUI7C M&UO7!:Z#.(G$Z/P(8YC"$LTM<4=ZABTG#/ M]PRRFIW(CB|8Q>2S

*O"=K*T7DYV@`M1>*$!FYZ?Y5SE?5L4[Z$9HSGW3R86'T@3W*BYN(1RN0`[0_4@47"41V'RI;(`MXZ]=NSSNFILAC[<.H810D?"6"3+@F)F&B+T-NDW.<_`MMHET?\S4,AM?YR!]>V!5FR"/[*

9]*$!%4^GX!,=0Dl;3!{[SL3/Z_,;FHU('<_M&(`^5B^Y8N5A2K#3H4XF5BT7%2L`TT\?*Q?RQ8E)1]<.$L7+9'2N72XJ5!GT]`ML7*Y[%AIDG;Z6+F*.=44H()O3GN#`XBYB>W]$2+H:,B-

9*/R#*%\7),@B\%Q,%`&K9`.W5`M&Z=[#K1"/AO1[X(\HC)`D4GG,/M`.9T;+`76^D73Q7PR13H,1ZD["HKMPZ<`O-`QB/`KP]D@BH*H"FB"`]R3<(V%Y,@@S)\)2]AFP)B3@=`]P?`L+$#80I=X$

M$"'$&LP@,BM.&`$QLF@L_U[`KA.VTN*+,?>B0>;6JI3&/,F^%,SN@(;RY0%`MTJ0$*(\D6+3'67<[`2A!^HP|:\'\M)NUC*#{[A$HFDVA5)A;)*[%`Y52*3GWTMSWKG=0&7F&#6X#%V$@M]A@/|K|',`3`M15'H'ISDGKVPX,

>PW.V=K8>`\MM.D=W%)2(IZEOCG4=[9&CG*[T9N:0SY%X.M9E:RXW-&P0\)>FT=!'"BWG!;]\DVWKC/0.9H(.O3;R\E#6P`M6O')D!0<$9OD3F)07A(SC??T9A0F.`^6\L'1'9TMX^$)[3V(.?^.]$NK2!

MKS3R8+D.BK.7,E5K]R6!8+<=U!"H[KL4`-30P!C(\"5Y$,H,SHHR=@$,4\3^A`M-;3RL:!M/`@SW,Y"T;{UE^7LL@S)*5;&X>3V>=TQQ1`M8824%SSAM;*UUIK5#G=-`1+?\@`GF0KWU][K)>+UQ?

(H)!LDEBYW(`MVVLOXYK6+39WIJKEV0-Q3;KH3W5SZ;0G>8F`7I"AAQ4NJ3`M1:FE;Q;5D4L#^1H[X8S02C]KICVG/98UQVEF1W\P<7L%;KU84z<&CAA^D0>_3M*6761I&,`ZM3H

F,=X)NV=MAE=F.`M]9G-!)K7GYE%<`.A'WY;92;7]8B8FS5*/OZ,.;%9$!)M@`MF(.85?.NWI,3-UFDS^G.M%/=>]L*:>#IZZ[W%[VH&8=*=C,)?B=[SHBVDV28`M1)[YH'H&G;M4M#

C^"7@`A8EWC^8>^G%#KC>7<14VWF'WB>E-$+HHX(2M$=90-M3Q\:NR]E-J&GA+&P+[$&C&3_R+N7XS8IPID:\X="ICT"4`G#U0\)SF,7+2AV(`MY]!7)&!B&(!%)FO8!YH-+6!"'/:!>.%NRVT

`_IX(=T]>P.S.E8169_P8H6^#`M.COT]\2`##WD'^/]*`F*LWC7`*ZX"E[B3]@4E>RFK$,4)M3O0H,03%$M$)9C`M0%.*80\0`-@)%*N4BS!

((NHDA^)%C9WIQ5.5%=RLT66###]BXWS$TI3M7IV/CLZH_S`M0/5US>:<6K.V13R_T9!\_PZ!EOTUG"X0F2>0]'1*1>)Z$!WN%\\XG)K=%)7)G`MV1AMGU?@4GB6>08LQ.0#EQPWSX\2.7*(O.2X?

HK%+$RZ)=<$)9/YW+LXWV`M'CCGXG&YIRFSI"`<#`7>[2'VT4(ADS\CEC9Z?$^<0F^'#@!.NUE4>4DC(.S*FF`M'HOO\$_R>H)\3'YR';R`@`!Q$"D*D)-81.'[;<6Q#X`WHL@A'C\4MHPH`%

MJ3>$/#`7[#`.%)`MV4,C$`4HO25,J>AC!55`@H7@BA%C\9#`[P;KL#6@NM=ZK.TY8`M&&]'HFBZ?E`D6[!#`.!F5V9]`N%3DN!,[`_*`XC#$5NZ<@!>Y#$#OA+ND>(M

M](@+R,.=9$UWF=PF0!.L$$8MCOFX8%ZOTO?&OX)81H[>;>T.]!S@1(VP(SO747Y!3;(X[4KOTK&0Q*=KB`MC?CG/"`%,&TD32)AEQ.VE+4VL.[`^F@BYBC(`%V!.PH6!'L"#)KSH+O.`MXH[!5@W!+

=C8$&`TM8LU"%SIMF(,`Q=RX5!2*;95S9C[X,QX|81H[>.>T.]!S@1(VP(SO747Y!3:?[4@2`Y\ 'M=Y8;Y1R)J8B2E9B6,C*NCT&,N&S1D=`X[/UI(.{XU]RX;>N"`)PUM%3L7

MJ>9XHTU^:"(%D"=(!V)H&]^V^(7R'7X-A4W@^^2U<\3$Y0-UOD5[!=X\KV6.MG<+-.]XA#K$F3/*.*7R(/HD91A[K(?:-+)UXQ+F_T0?FZ]-9'$)!G%K"(^FE.MQ=FSQWLAR{S19%1_2+

<4VL4=ZH]RWR#?21AYU],872["W2X.!(>`!+>6& MN=UL6,3 ML+T%0P&784 ^#X[Q#P&2*2\(R[%9$TB8!?ES&Z964_ZBJ^PGM9/KP$6XBSQ`MN:=>,;H 3.]2Z5/,8LF_QCF8.

,@[/5 "DB*!EY2C?*!K4%^3.RS;X2G#A+6H MB;`C^.!=B\1G;<90M%] 3+5!>A)B38V11URKR* ",`":2]$I&(B1;R%'`M7DQ.IVP;HU"#QPU\G`+5ZA[./>"[>CT>(PIKU$A'!/*<*]F`T"BB07(;W4-Q

MDZM7%CE>+.$X`S).OXU5YF[99O5AF@B7Q?RZ2&PX}?LO*.3D%9%GGD(W;Q$[@UI];N)SU\;U?N`_N`G^>Q\OORY?*X+@`MYG^&$=QDW7"VP'X,F"@KR2G`V9.OQIHR/SW.?{**X6?*0(#K

MP2#%R,`M),D`!5FR"D?PVY,$F.`^6*1HCRGSWS(4)K"M*#FYN%/E(7[!W=82%V"O#S!Q<#.KK>.Tf")]KN]U3,.!\=@R`MC37S8<8L>>0CSD3*CCE_V4F1TfKF[^">+311`23F1H<"1,(2H<

MZ5.8"Z8RT@>]D2"U=@&EYP!$XGEC,/))@%GHQ.M)E5'.{fX(R@EF8I.`M(C>Q0)KE1_EE#\<[OK?SQ^"B#LIB'27B,V.DS75=,NF.`.0%/3BZ]D7/.O.`M>A3]$`^@?317+HR:.B$?

O'JL,+@*1)Z&S$>)LXW$E&Q0(&'!Z=OB>#Z[?7)V)`MX(A6K)L.$`@R.OC8P.`^Y9XZW\1OYZ&IW$32)\3B3LQ.8SLU4XF1`L3.9`BTN`M8P[\SKTP8G)K4#BH5+=:3G%:?

7S^8PYP^%GDLIA=A\,+]QN.S3@YW&Q9% MS!7S5C7Z;/=C/]M,\12:\;MP1@>(Y@&O(//@*?1$SW@Z6I? [RN;HL /&TEY@"\..S5WDO< #Q#YUU)7 .AOCA#H]"'/O,OW&)ZSA|!7)?[T

MI8S#=9I+S'W8L \EG(8'7&'+O2C'.E(&?CS",]AQ4)0C'G/_N&]KS6]4T]`M5N5YR8KD7+,]*H.A,>=_<.Y6.KOGM4VA.8F73(68HXPZS/*VYW3Q&.`"VK%[# _M]D>WQ>!B]IX**&SLLRCT.]?.3.

VA)"4+&8U?MIZSE=55ZX`!UU5LP!TTYIAO M)PDN*U(\K#2;T_&[JN3R0SMM!M*GMWF6'#KP' Y"47M$!DU%X#T*?M]O),>0F"4XY"VK9*WSVZXX2?H7.H9C/H M]<6[^]5,@VG.`TH18P[

(^6RV*&Ff,;!!VIO /X4IM_($' VS@T0!*92IW'^I0F-MZTL%.Q@,LDH5$W]1P P-PQ09CA"2'X&?A&0$"LO*UC]Z=<<0;],!NT) DH>B)?9/378T0^8/$[!O?)?XY?O]4[`M\#)S0!:;>

(+,JG\ >!#LIUSYR$N1=`DVJ9ED&\W)"-/RO3GWXJ<0UO5IVC%BK67N=<<M.O3B;7U(MF'D_8/5[W=. MR0U=H!U0W3UWG7R!;H#1UA>5??/7*(L>+Y8W^_M>S!G^@GE

X%L%_^%0988<[?\EZ)Y_]E%M7EL6:0%H+#EW^L$L*W)@QS,;.5ME MW#!P7H7W_B]71$H!=^TE7UENA AA\T^]J,R624I246M|K.S^+_K'R>V79YP$ M[$NZM6%EPKWV!.5WF-

@^A4)0=7WGK0[XP;E?C8HPZ=>3]Q UU/^H5Z?IR*.M.6K*RM(LCX1RKTZ9DC"'VTYG^=|>+ O(.M^,:(VT7.0'Y!#QR4=|>\9NZO+0[5#I29FN"+'5I0!M%.^0U2X?

*KX&;M%D*9/O2D2_L>0QE/|=N_]Q MX)\R*.]=`5I2]KGN3;8:00LQ#(^U4.DUAV&D/S:+7,@/1.L)>/L8A_T5R2 M|&%E9PN/1<+&8A70ZVO=#,(K<.T>(E'Y0+8 M>*_ HJG.DO#,N"?.MF69[A:

^T<#.AVJO1%C>W\KZ.Y(EKHBQ^!|BHS?.2H] MF*0(/#+!B)PE>,4Z?RBDG*\LFR24H;/SQ4NV M,'!9I219.CT_H#PD\)9W)E1Y7+2D+RN2/[[.MFFV& D-T6Z%&;/GDI_8]KL@[M-Z6B$&DV+'/?

*.;+=/EQ_FL 63FGIA'>O4UT. >HJO50X(EKRP!3.1K1^]O6&EN= M:/RO)%?C$!VO]:M77T.IFN" SB9!*B>*I> -Q1EZGE(.GO+P2 6KD.]"KEY& MUT1AZ6.IGE(MC5&

M'HY:HIL|$\U2%C(D4Q[S1N"

*7V;>\/.I5Q2^G=*8.-M]9&6Y&;\/,EWI>%E6&O M)4MD>=)RNP.C,+6-+VF[(6 T9!K&)&T(1"GN?S58[A[LDV]Y?>"MR5- X$D MH=)-L#K;%9\S=^[2RB_NM NS<'U/O@#P1_P AUW%W!C^8$P>>R2Y*5Q#\$?M-M1C!C;27KZNTYJNHX893I38F6*5#FA3$*-1P=]R<>+7E&RE;A[OBX '2DA5& M/;)*0TBV;GMB^*BOMB?H;.B(MF?"DIV@.G3,L^/*VE=S;]H4F8$VKD;Z?&;2A M0H]PSKHS6M-D?=.;^L.'D#M.*'T.44->9)\EEDN>,20;9NKMY$[?> M;'>)K\UU K9V_NT-LE]R1.9+<_HV =S[.7E**QZ[M0/%>@Y*%L;,OQLGC!Y" <(#H@KU9R\L=&PO$LY@FF<$UT+#?].Y=0GZ(B6K<[5.RI99T@,UZ;&R-SATG/+8OR MW;A^& ?@&44+PDEY&X>.!Tf'+,'1 "T?,+'1 "T?=1.KBGX1!+;.R) ^/WG?M&9DY>![L M+"] !K1+L(SPC4 WMWS=@]RW%WN9A5RT.[Y*CF4P4E5 M&:1](&T0[GH96=MN1NM=/T8]B2I'*# .25;#;Z7QCA4Z(:;S=[(-F3"F 0<'> MN/2SCC9 %N?+O?7Y\;D6%5$OR?R\ETYQ#S4$82]?V;T+Z(? 3]GY +?QIA,RL M$=AU,K*\V2C8=H _U4 M/)WU&SZ);7=O4<.7S4IC&8G]3I5PUW?%+VB! EE MEUISCG22ZEZA$LKE3MR:,H\>Y%.\ROM@.23/657 H.9"ZAU9*+,L 9'3]$# M(Q7/EB] [@FCZA%VT6 5 &DN=2F#6A4 \,@C/ZO%B>]A!9'X;D0GZGEUHA8; M,G)"YH:(/$WI?2 HL[M=29F>(A6[SLFS'1E*>H/'LT*@<1NCU:&25WX@@IIO?ID#LJU#5]ITTYY^(OKFH MZJNTL1'8M6:DTDD3U'"%QXR%,+DW+,$MVG . F%TO&U$A3Q6 UFC8FBE*@4." MA0SV$[GMX23/WS7CF F7U9F=MF#D;$9CRRDTMG> 5KC[TTS^N4HI74#GU='5 M^? 65UJT\6P[E,T5>@GHXW? S/R)+Z55UPFW;,'+*):.KF6KE0MU.L2<.33=0 M?'J[=L ,KF3:A" +(3 1&M"CU//5Q;F\'X%R[F:.*7A.,)'+8UV31DY$ /D-MUD;#D8IV/"M]; $&@A5; 6HG(ZEL$;/'5^>7>.6K=J@E ^%FP(0*1>S)RS%'^'!N\PN:7+.176S5R$F[5UU4$5WQONNVEBT.[7@+RCO:F OH.[>][5HU38'EAZZN M03W<(C\# ,S\% 286 'M0XB7@XV-X! A",YS1F':GI%ZY[X*/+@/VI)-T2CT M8MWJB/(XZF8 M;P\][_ F9*D9.#^?@DV.C4YI.WX5B)[.L6@IE(&!Y+"QW MO @ $#R&/B;$[Z4= 0F:!KFN<+R:O>UL9.5[4S% [*]>4TM%ARO.I4BCD @Y\T-Y1ZULBBJWB1&4@ 7-;2) MG&B;C=['X?/ $[MG \PRN-@Y%IY4R9R(YX3O)^'=/9RYO+<(A6\ M37H\75TTOPRZ>B? LP[Q=2ISWVOE*>"EONEI0%MDG]SWB2M[6R:%FAT=[0\<:HT0'<+09MKQ=WCUZAS R<] D<+&GO ZN4S^)&<.} ^.%.%(B.D2TF?X# M1@[UNM]'HOB!X? [&AH2DF34F\ULX$"=Z<4+TPLID/K^Q7)2MYW4) /Z6C0\9 M3?83*\HH5 "\A.PW1WX)+$[]\(5*UQSAH0ZK&DM)ZF9:EXPU=L>'A1HQ3.\HRUXA@2U]#^2O M26$AJ!S,JL]) (X^%5]PDMD@<%W^AC.;>" H+C0*+(G= =P(%*1Y5T8;.WGM)MES{W=]EL>*Y[^'(/A= =Z7B3\=UD?(G^',0) > MX]K ^4#Y(IX@P$/+1E 2[#21.HR&#%OR!-NM. >7#NIR3X\=SC%1B>[8?/H9A M#&:/8F"]:.+{46Z M8'-S2E:]KUXD:'&-58VY(QUA[M3\|C5@Q'NZW"'*U?ZH1510=7"*[4]M2&>M^"E644 T_Q0+N7LG\$%2C8OD&4.Z M/Y 8UA1L" JPNISP4]=G)U:./A30\0P'OOLF9Z&%3!>78"NF8$1R[CXGO;4G19X^$'5.G!!=FN9^B1(!3}YP>(((#Q$$[5Z (AE02@(%B1'%;NP*.I%7Q\%9<)-$\,8 MR.2!: R\?/G=;&Z 9R AM/R=X5F]IV:.3 6DQ"%B'F+[(>R.#&987%TUXX7- M(R\>L7.0+<=3)3&ZP\[:>B:5-5 ^F',(@ Y=8&W/ OE'' M@$?P(O!FW\#QT"I"%1%9"0 U M508D^B.$*QS[C3D*N?9ZT],&\=*%#1"=:BI0'IBI. 7\@Y4B^2^@*+,, ^D@G51ND! {7HU:NR263E4M,Z'GGK# MG:!\ Y/(SL.':9P7QX5*[D["1>9G)RJ?347)^"A ?9Z?F=2O5P" 4ZE^Q MU,J5@2-Q+ID&$CT:@vV"C+@(&7AHS G38''' IY!(F\U)8;D.OTI1GWWJP"@A/U;N'&!. MU5AC(@UT?^''7&\4'E .RXA \X 5RP0NP7.[(@M@CR$]T$'T M/;RWG3U>>? B,X] &,$^ C2RX.\9#>& M/XV"[2B2'RUQ G(.ECRQ@<3=ZBL|@%DWENE*P(^GI% *2Z/CK2'@J9B+1+B$BDY;AQOYX MA@:SO4^S6;'H&(/#B3AU9AK5G@CN:1(\FZ]P(O0R?"N:5O=T3%1"#>>**3A M%00?CNUX"W*./#)%P MZZ]6(@$"CFUIK$# , JZ:ILE:N;3*9D)S+FF5^UT.?G6BI>_//#?P&]! W)+ MIN"BK9 $Q2W #*7BWRV4=,&6RY@B,EU3F8L?IMAYQ(<2+02C\..AVUJF.;"] MW=>.7L:9EC;/.:^'H'F.V[5ZL)44C,[9U "T6N"%^=7Y[HM=X:"+$*A;8,.&9G M'P0;J 9? %R&X 9XO$(N"5$T"+9B&B+:.RI*TW6 /$$,0?H*4=3E6*M,#M>Q2Y<^F: .'Z8B[!"\<@W8.X'X,WZI*!+2MM%&9S S]?] M1YJZSBQ^PA.F\'GRIT%MH^H%,(.VVC*l\3=']@<@.K7CT\MSU$.!F2MI$^Q-M=*[W4$*Q[7*1=B!

*MW*DI;$ COI[i5G?E7\0*\A,>4,YMP5J*Z.]:Y?0]VJR';VT48Y M]-Y=#_M.?,]&'@"N&H&VBN:%#^;P(\)T_S+!5>,+(K]A$\$45LMNG16$A[M[58!=W7MWO;5:V,;WI_[*]GL;06`)'P@N@\N !.!%1RS_WWCGA.@*9[_C]! MP.:,&SCW(OM!>D% &!ZEN3$>7H_"IZKN;U;_%&M;G^/Q'!&L"E:./0NT?9X M!+@'')&+.;,)WAD.$ATRNA;0)CNRBPP4A\&Q5\]\Z'7?$NP'R'/^Y0=]7O'M O @ #Y!G><3=^0Y!YX8<3X5. W/PP(5#M>-MJ*\]ZO'-ZQ'P0GHB\+VWP*=_ MBGA"U[?@]*W6TG^5@=:,75K3D+GV,FNELO%&W 01;(,K!]>KCN!P).ZF>!#? M(YO+13<>T,%IU$T]=E1EVG=T OQ.9[? Q& U5&=$TX%;22>B^\'OD<6) 8W M#.AC<#L@G0W9EEAZWZKT]O&VP6$Q\%)VM0(OQ[MN>GH"V<-;,*(,PPGA0 85!]LQ*=>]$AF]5.IK?@<Q.Q=]P>)':*\C"=&V844A,*LL]4V2.Y*.NB(.INM MEO.#%O9ZA*S8'C[1ROA(9*1Y)3JB9I4UD8!.CU!+K0|&0T*D5QQ@H#U6..8(L M,.VF+Y.58XT"WF^W*ZBR-FKY85]HP[+2MK .I;X;1BM.3.^UE MBR6.4%8T.:KFA)[#TW'=D>)F1\;]2RC0CE 6&-3L2Y\^>]8;1EN;M-23-I9I-MH:8O2-O!C N;6OLC(M6!([]SF.KY_'.]-GQ1UL;C0[>O.,]=]]Z9B*?2 M]]5GIB-0<=\051!6,VA-@>[]\YL]#?46/ZG&[\9<@e] MUE^/C(%MSBLML2&D(AIHM>)6"UW5TAKS]5U5%GV!NA,1]CHD<)$KZ6&S4#\ MJCB%VVH7%LR\..OIX0YX1.FW6PKV)ZOVC(-,/1'U(=RS0A[(.)9'E.G\\P$ MH[DU3K@Z]@(^;)I2PX7&L("!%5"0Y%]%9:(A]?#C68SLVU1$@-.GWB9Z?E3GQFO5W^FZ?R5 MV '[RZOVKT(!K_]/D%G2MO['/9Z_C[VT+\?PCW1%9" .1EF>XE[Q!S\WE2?A MT=#WU#.'5TY"_]2O9./HU7UQ>C+@3^A4C!OR-M(PPL!#']-[40P#2E9^&8;\@^?:# 0EP,$$Z]W"!V.GA\O-FOY*?OZL MN^/EWQM.@-U3^M=2=@V9<@^0V;3*X###K2+0. A;] [3/<@@[\X*YG>*(#GD%;. M>#W/X>\UR<8%][KD\/<6O8%]KDV\<6O8%]1967_R)!> M/.T4V58,+",,R>XM?)?FYC^'E!Y?O_*(]ISF;GGO?[9\E&=WS=DV+]LM/] MT-9XI>/"%222M>CLK;G.5^)RIRZ%0V3NWJ40[X\W(H34';@2FV3AB;@PYKQP MOY?!\4VCR[8IK7"'&,?;..FG;\IWJ CI2H_=3C9L(=OK.8^E+P0/$458M/U$.M_'TQ.Y"T1<2OL9&7!SH <+3(($BX67]XV0[!N4G\H>0B+W0EN?.HNW#. M5NGIJ:C7<G?RO/ +22!"19>=]20^16DH:3HIGNT@]37!7Y"(@-2GLX M%?N#G_%N6N!D\'19:0H."M-I%E+EPOO[:] VX0.MC62*:? 8A9M\@=:,&W^^Z#OO.^6,TYM[^GW#SE+-D-A^"ZDR?+]>X0]UII&_^%^.H_U"K+C M1$^G]*.'H1YR,KA$X5^%/3]=0<*G&N2W[#(A0H.5UU\MGXQY]-O/OR@L4>,. M0O[S?[* @0*)]3<-9/ YH1.-+HP&H73)9A95.A@1N+<>H/P-D5Q'.5>'LXS M;MQDQ3VtYZ#ZQMC8KEV=+R/"\/+A!T4],C!S#CB#*.?5?"YA;CL>Y*F. ^9H4 M#AP04WE_(O->I6O2G] (XX/\IG2"BCFO2OFV4,2A^T8L_O%)5L1P@W_Y\]L MLT5UXOW\BD4?L1%Z)<$M55F2OP'L7W*LI:U'4 K$A6Y" .3SB*+PVR5+((V M^<Y4o95E%BWK(GNN9(>1YSENJ!3+CK1=P;4<&? K@KZ"\XV(8PY[^(' CS!\%@L/. &P!5F.$)WNA +"_M(5?S=3,#%BMM-91LN"H;US._OR#\]Y4*\)[DH_.IW!N6TA9O.[&ED49^S'U7I..I*U]?ONT26 M^_38T^%] (^67,E1PM#KWT2H]5[^.G]')U/2SZ<,\AUN>$,X=_,Y.:T_BIN<-= M]['#ZU9Q3[-;T_1AN4S-FB.CKQD1$SL<^37$(TY<-OAR1>7(@&=PYR;ES:A, M>]>?\? 3=YVS*LH%.X'+-0&&=DI$>]#=-6G6%L4\B"^OC06"@]B238;RPRU[\ MY/"97,$\#U3>,Z [5"&7.Y M/@CL]BG1G6&Q9H;M:=%N?

*[G8Q!Q+5^78_Q#^_^[$UK^73XOTI,_W3MH^">7 %6=6;-IG1>(M92F1)N?SC9NLP$##H:=-V;[(VF[L$ MV"Z, ^K*P+?$VBPP&NF4Z? \&-A>WE+>»#738^F2/,W5_Z;U/4,7 MC+1L;Z7*0.YN^U#?RN9S#,\^*]M' IL.)IG<8!&/:W$]U2.*6KM2<]8\Z6/?-MJY-/F20973BLO#>]O#@M][?NTVFT=],5O42REAP25#;7.;?OKEI'!OQ)0/P$ M\40R^"CSC62@4)?BFR[7 &D#'*@NPR_+Y@HX(>]*/(W?C+-R^*S3=0&}(D6$ M>PHDL3[<7$E8]*AP3PH1_NK" "8&GXIF M.:,]*>-/TRU^F7UK"%BFWF3*X8VKH?HI!M_;X.S" M##4=1$;CEN5O+A.7YKN49GP [POY(R(5F# _>X@"U^R+28FLS]P*U>ZO>PH%)X:5.5SX0 M=N.'1{Z\,$9=+"*>3XDZ^.)V'NNF=YA>EQ&5]TMP4WE>: VEEC7EX , O_0 M.1;*Y)UQGW7M8=|@\Y]2F\8K:,3+ [,-64YDG@@D#5]^*)8]8YMQF.NN-MZ=;-MYC3N MN_#[EM*=-74=PW7T?)MGO(!G,G$$T.&\2MNV&[@?)<14TT'BB5* M>"UL8*B>$5,.U3IWE)6ZHZ@Z4E..6'(!)C? L5HYKO+79!\5L!7KY7$1WQ&YG M%-%<%Y.5>K_J,!*6DNHQ,QX&O3{2,_E$,>U)6A\5.[V\U:',BPHT9?PV>[$';^]]#•U2 M5(A>]NIV2[{"$W^HQS+_Q,!/]ZV1*#? 8#&5>6CK.Y4\004*UKX6[:EL34(EOCAS%/U@E)3OE#A)W\'FE,/[F(>.ED.A MO?K>{4YS><*5FH22ZWU(2I76F_H4C=*ON_^2B+X9F;!+,+IMF5;*BU$ M'A.YY^0F90"=S4J[DJNLBAZOK9'Q@,YF.OF4SN"ROIM/+/Z9KPG@QZ?W,F^1 MLR>M7:*A$90M#]U;<2$K^(8D_SA/.=[E9W5MV_Z2>A1Yl3'EM?Y,HZRD-[)6 MKB&THF/:*X329W?VM? +=VK#&7!1U?EB==XW?'5' M:<_XHFF\,:IS;<-/[S08'LV&C3?L_MG%3GH7UCSMX^;GGI@$OLT_B[MQY71&^0U6;DSU"^40AJH9$R0) M#@M^N!"V_DHXHGP%_ #VX/=@LP"F@T[4WG1<%DYN_<5;Z3L^-YROB-8E=<XB M>W3EW1MXUK(I>6BU@,._&U8)DI5-NV6 +DFZ/OW:!5O@ND30<64"$U,'4&/4M MA@.EM+G;. (,:M[[RM(_+3Z5H7,5P1Y;CYMULC&YVWB+^3+G0&=1P)0UNS?#?SU?MDGQW[YD49I M8%T ?$_<@(_=HGU"TW)A_Z[EH\-!!9>1'RZC5WZ%IX JR?:{BH(.1P@_\(^9 MOY]PS*95X/V__Z?UV~_,8%Q MR=(M^]>A^N35I/:LH'R;._5QT0:"%A<4^-P?@KX6MLXA[&6^)\A#9!L=UH+@_]C\[?:.OL\|?6HZ*UH8?-M#A M^_%>(S6RT@=||/-MSY*.K@7H-50@N#++K_WEM9/.W2Y/'K5;=;*.M>;,8'WQ3*#;.1* [.U6+<.\'ZASC5XW0L/_IV<*G@P)/E?)O[5Z.T%P?<6^?*N MI0DR3=.$\RV0\QV]2 S+H?WM. 4.5\5>0$?Z H-M>.)DN'HSGX0)%6+61P)#2 H\%TT9&1_0Z\'&K^9,IO_CQ!-J M-B O"TU>L20/_0@>^$)(LY@@V'(P0^^>>>7!VV>R#5OV-P$M84F$%-F^^1PJ?/ MH_<0TZ!GZH#G7]795O69PK(-QVKN!^0\O9P%C"T51$Y[\]U>2 G8O)NB!K+O MZ,+)S@0WIIHS:!E<_X8A2!A(Y/W3G)AD]P$_(%6"?F,2T*%;[-DK5,KI$]7U M#,N.03%9N[.G^%L4('JZ8,.G=MC"O^M<]? (1'#TBP+[^]/OL5/;Z4^+L.\L M(-'?.PO'F&C \#LFR"LT?009;Y+XBXE-,6'E0A;"+,:JB/S\9^(AU[*W\ M$FIQ"!!5]Y6+4Y^A7U#A2^H-%74]#@$)6Y @S7TB^QJZ>..X<,D 2&]TL9O!=Z VZOB!# M85P)MEIYISSYO0FL\ ,]U<$S_"1H-%T4Z4'P=-=)\NK6.3VU!!C%(.?1C" 4B M' 3F6:9JO6XS=Q"[)[_PTH%^D!YP7O?.Z;^_-'1SM5>_@-1#L.$N6@W\)AD@O.MH<\+!515[!MO?YCJO?NE+TVQK6ZK\1]$@ 745K X"^X,>AH"^AO\W 91U%+,.) MR-) DMC0K"_S$GP C>@4:<),?1++L?4,ZHJOD4C74',?ML@R1*ABOJ3ZZOV:.ME9,?Z]"*>P&&E$?=!=_Y.9]K8%A(Q*S*8HA_523#T&.Q.&9E4Z E.3K:S U MV?+9!KFT]*\"<0!6R@,.P3)^ #^]FAA\)*4'7?*PWF"07EE/%I2(D^UI@_B*#(M.V2^2# .OQ5 :""%,26!? :?IUO,_<1]1\ ]{S;&LI8D5#+,:5869!XQ:WUB;] M^_%$1X76V58#^"_#WP*UEH0" C$%U@W0Y=7)L!|5%L,B.OIX+ M&1)~Z$YH["2*24.O@5!57' MNIMP[CT']+& #POJCX.AQ>N4E//6,P30@26"\:T6I.30'^#G,%&21VUU ?,] M<.."EO>\4Y"?\S.C!L#T%*:Te7$$1$/A05*SD_S# .%>T0)[.+.Y[%3 >HL@@ MAQ=L <#/\& `^3GX3)**0?][L_]@ ;94'>?^\7? WU!D#XWOFS[H\W;4@T?DE= M^?<S23?0#QZ.;G@_ 0"':|W /65OX+W9PL/ F_#V.=%0WF;/ZA>ZZG (G%3D:M;C@H XM^ .;?R;L#Z-HA^U^E'$PLX&/R*X-/;A;A!U^ #=0<-PB# >T5,%6EV$(7 MS%=IF7US?^=Z'XK"R0G0H.TCXY?-EG<'^&M*PP,"[&-]OO3K ?\C6(9,#)WBZ M>^"E@"CM^$]0P[+NM_B$O#MOI/EL\HEDX%WA _,/[(U\%57]\INU"8_TN&#QU8 MD)9"<87R,I+3B9@ ?H,P$4AD"X4] >\/(K=]2KP1WRQ+6\ZBRTL5&*!9K_7 M%S@SV.HR#]C6UM!]]/#SU$N7%.1BC_G'!&4N*^<++6B/?"K& OJRWM1S4'6. M'SK#OR)PURC'^FL>UU]:A#>[FON/V!: (LFMQ&+F_76@)P1>7ZQVU=/[PC4 MW$"QD&.%/0UKM=SS5DCPU4\D@)N@&[NTR^:^ 24&HYA"CGC_/7$;,#D)"&* M K>1<>2.A8X"U5'*494?&#$!HW3[8NW&V/]N'! M4Z1M .3^L2B&.(NOM:)L#; (F8&UCQP,'%YT@:T02F M_^R<*R0GR\;-14%[OQ,L<)(3@NK+:YI[_>GZX'T0*\|\>)C],(9NRM!=XLG6 MCY:F0&EUK[8/B&^ICG,9[6N'_ ,_\/)"~>P1^'28[_=)(-N<;=-H_H76?SNV? MXTT_ .E!A\],@G? [Z,(`G^=CDOPW@\,^OMK]R &E_F"+XQL'V@!)\G-YP' .%!LR!VN$)UF080$%!0@(<[M;.@=+4KT>%MD[ZYY5QVH(?L1&#\B+9-G0.O0U:H MXUJ+/4?R<*BE.P\YR,%31'? B]%XDY(5ZGE9>].8M.TV;"-V0D<6>+,*;:CB MF2IXR.5,2>3 LB\"CKYY.FO["F$ #!YSEN1[R?S^/1R5E4H=RDH5]&L,/,/E M!69MEU2=++K*Y6=VSAW_0LNIMJ[6%]U@$G2XH/S ,??
A%G3>6^{Y)V-K\V3F@EUP9^2Y6P3]7 M!$/*9;K&5*!UL[,U1X[]"F1X3_N9H>HDW(8 MN#?&Y85Z;4>H?)8YECOR'!U[IW.GV 5T6\'*#U*CA?F6U^,/6RG>;+, #"*$E6I M<"+?.*P(]82!4E]D5? &9U7@.%S7UO;>?HSYR1].&B=&9^?!) S('$^+X.);@W&>?(-U@95&=V;5RSH['*&+MU 9VG^R6PD<'NC&. #>= M\R(Z3_N_%P4[P;@:;$K.B2YNA1?OY.U;\ZDEV8XQL&C[O@]>=2)B*K M#:.^ *C(D<6BK@_&(\N-(F;M'YZXG7<9)0//0]8 M 6#@H/Z_94>53AW+*6]*&.ER6ZB6MDHG8GX[?]OYJLKV4[SZG'+U^5+"U1/9 M2,E};3AU!#C5@/YBE;?SB.PWFN"
I_H*%'$*RO2!E8*/W9PNOX]WZK%S! N5 MM-!%Z'D$-NC1@7[\O&B@F[/3Q]G>U+FE2X8@\78M.'14=BLF>51U:8T7Z(#E M%
{WYN/[&G.A\5SS3M3NO=K@Z,#!67UX%@P./2$_=)TAOR:DEOG(\M] ?CH=-M[>_G]PBG)U)'%XY%?&!-VX&-3P?OX\&7>)LO!N[?>]W!2Q&],.BT"$*P[/=-M@ ,'83Y"4?1WID2/NOQ[_MIK4M1K**NABW0G>ZHQR>]B)EMR9#3]M"83#)V M4;C.3!31IR^=\GDJC(HE]L<+?;RZ56YGS:.D;ZM.^\@&N_UYITO%MWNV7HB M[" [']@RB3IUL"(&7#/ZTQ7-0]_ZEN_T^UU0 ;SGA7(VIZ5LG&)>PDFM.#LV MTTY.U,6S*Q #\.GDANBPTP+8.536.E$)^^+G99]>HOA_E1VT+ W:41T +PP MV@S>-Z'BA!"8X'10+L0:V7!HV@LX AR,PS@%EA<.1J)]IWF^+LFTG*)<$K' M^Z<7X]%/WB/9>;$0^$"] Z]Y-VYZD95N,X+PLFI+2=?4A:!]V9@&$-U;:KS M4A1.C+91[?XMBZ1G2VPXQ3"U&Z9821?OBM+UY2R;?]L-TH+)\A=?+8Q$Y MI-$IV0Y%G&B6_@*AG;IW*(Q-U<[L?*]FORJY3[!*UPQ=MSCY,DZ;(3P9V'&1 MB'TPB@]>L=I,[N&38RW&F2B@\HO<,9H1[IN.N^#2Q>7C!@M&)2TGXQ0%BEG+ MT[M]SZ6P#3.G*,/0_2*+'25<.>;@3?D-,#'[#1L;-+# H40#RP#UC[3#2>C M)6"/)[@CG 9B/)+G<.9.K/9N_."QFBY=],P']>K,%Q2/A1!U.QY OVZZ[MJ M'I^E0.>=&X'7+U3=7*T 9[AU'}X53>V2CTU$%^7]LAX=T=%$"B]1@F:E*B]5 M=/"*4.WV2RD]*A#>9 S5-3X=HW=M*1"?QWA*A&2=!7O&.L\[+M/Q9"]1+#"%6MC/YXNL+@FO%@N! M^MO2(PFAA(L "_NF0SY&]Q$. []^DRF_N\ MQL(QN?M85\0I)^(<*RS#. G1.":.Y/]\R @WQ].E4I\OKFE) E5I>O]["ANL MRY7]FFR-=F<7_5'DUS:ZVGU'_?E-=_?*J#^]M7LTL8."[&I^W7%M=$^]-]=Y7ES 4!<@KFDXU VFT MG4)"V#1I'DM-9^VZT@"7 !3(\^4,3S, _+[NG^XUVL42Q3D[M+S$49VR E!CM[^T2&VWYL97O/, _K+2]XGCF@ T[%$5L-G"C M4F'ZI=)?BXV7)$&6,3H]I^/U4K]>(=)IF#
{4OX;TNP5EC@GLILW&+I$8.3'* M3E^)B.'!4%+GE&Q#'$K]?QL9>B:_5,X&` `^N*A6 !)3H&NC=#OR#SCI*AV ML"K^BUZ6SK33@W2=COQ3Y\;I0Y> ^"KVOBW!|ZIV_4N_XF&;.3M>.0)KC]F3= MWYRY0)_MT5'j%A*S7X36YHH,.35]=-KE@F]YK9W^!IX!/$"8X']'18N[G"@'QX< MP/?@="5.[\B!G.$?DETMV.?=PKD/?/U\'4N^DYI-C:'YU<0.)LA91,33HH>$B %Q@[6ZT>3'-
L!^6LGTMN]G0)OLIEE^L^=.XZ7@W9 JNT[M\N035 3! ?K[CIU M\>Q&\Y"C!"QL>B% 48[1X;%."2,D).+6+:UN*\^2V]E^D$.0*=MN0'=2'#[.O25RMG&Y&W G7./=:/%[]#AZ$Z M8:G.7X7]H&WR=2WC+!5!X"8KS]HJ!3P M#DGS DWL\nJ,\0L>S'C[O(<=2&1AE5TEM.R9-6A5R1X,&MQ=Y7XG@N$XB MWL G5:PBQ0" .:)0*17=1OD_ZX[Z< _E*U;&YBZKO+BUA. MP!ACIE-
X"V:(>FMHON0D1-E1"\:F]XN<7436F;0=W^8_UA_+=8_E%'UA-IT MN;%8SY$7[^-+X3^KRXV.T@N>LI5CVI!ZUHV[\|6.G1*UFC==W3+^O+\SHL<7. M>ZB.QR==4@?I0 +P?
C<41TVG_=FV56(D3.H,6.TSZ1'I>[BA+H\/'W%%72;3 MGIY4C)/CGE(S<5V9,NU3W,:5*=31RWH]6]W*DP!%8TIYE$>PIW M],N1L_0L*_0S{(N5*MY,L^6K$:[_@:, M]+R=9ZS9;6GO
MZ4N7!^\T383E;\6P?*V2K+Z[TS1%IG@N%1-82DSP;$$@8BP72W&LDS!8R+ MBW&>NRQH5*3SFDKO)9$6!\MU<2XM-Y1_@;C5D,AO>]%86B;[^2'7R0[-?G+C M5_8I5NL6DGS,-
&2B(H+OL8G"+) V*_N4ES*]N=AL=9G&F(P;Z>2VM>RG_0I&XOCE M4*XKD/7,CM<8:EG$[ENM98"YUN?6E*]7)LI\61\B4D['FO_IF*9[7];DFE MXTE1320[)*U,&"4K=UK)P2SM5TNJE-I7Y%%-VV *CM!F1(9*3W>GM:0.(UM9-MOFC%E6F'$;N!4D9.0.[*#"_)(O/=X83<2D)&4P2]W]+LK16"UVGI2Y'EE,.M,:O"[TM9BM+!F|:EY)T*1WK)%4GU2X_)0TP8D!L_^4&8^$-.%'FT[9N)=._U7-
[!/88(E9W6FUHE1ZC7DG#49ZGDE65@6F ML!KO.[*%E)DHFBUL!88Z.%36]B4XF2"3\@=0:5%.]6ZSC3@,SUTT&FNYU$:/ MJ9*RU>DLB(TXX&8$C*>'3HWT3LIG"XL>)N$T9X[F::9-
PV=ZZ32/;O9L)4IU M,6DZF./FWEC,.^0T667'%2W. M9%NYG3AN;#OC]@:,.]#RS(+;[FIS*D$R#$OI4KSG,LH!.%(S=.!_9'$77LR'% MR,3"5C*M97;>5RGX3 !%$V(AT>.VF[DT),M>C O99(j.I!PI(?
Y.KU-L>]Z7&.(M3"E=[JT;F=D CO32/MN/:?NBK-7EG6&6FWV16L8=#M2$)7"< M8F.I!.F.\7B238DQ DN(Y 3#)AY]TC/6ZO(H]?'8\'U5EL%]T_$"RIU>Z M.Y*.8]B.'U?
FF[6L%*> ^M?'F)C%1TI52"XM65EMF2ZE;L[;Q TDEV5GN2YE) MG*EP0G\MQG2"+/B"9%.4QO(XVFC2G4EG1]_[-(47-GX@.1H+:D%99"U,&@M3
MA5HEC23M#Y*#"EV3UGE^PC3]R6*G3/2[<]6WX:X7[R@UJT3%F=UH4Y@;7*ZW-MVK?\0)+<$AC7UEH9N]\U^8Z>[F['+5^0S!5+5$E(62.:X%L-C$]FXQ4O[0>2
M*S&Y3W):LH+U2[TF0>ZWR]4TI0>22V_YBL!IS^P&=U4>K5)_N\|=)3]2^B9-E1.Q_/%4PZ#E;(SU M_BY:V(USOHA2G;:H+39?:Y5]:58F'43(RG?H#B8'&Q0%]M,VAC%U$D;Z5&YMV$3WM4G
M\"57RE<* WJGC'+E5C'=2.EI_+SS+56G1'[? V3N7C?G'!#<98KP9'>U4NI MX20_O(>85!\ S4VE.9RQ+3#2@Y+C8CRUC99W0R8f%]>MY$BHK)-3.)#IZ6% M$4-AO(_*47G*S[HSK#=7X$B/D
[VO;*079N4S.G])K,<:RV@OT4K2A-QEU-MAV55F6)GA61E7:\6!5]KSY'TOM2H2U5:PE*FDAU2%2VQ\2L'.F3FN6EW-\S1 MG.4R2EOTF.RF?2%O6[++V\\ZH6<.RPUA3B*ZC^27MI\]>C^3K
YZ5*G2*KAC&.MK-7&^E%EV?*#O .O3L3BPK)HJI..:\5]N6I3]NK;O3P'(R*78?4QMLMK /(6 M374W]L6QRFC6V9E9A:4[K>8@7F,M,O0C.0@\[,I24)Y'8/(!E?)KIN,RE8^T8O=^
MFZH3O7ZQ(ET0R(R69#"NT^%*/;]6+]=]BY'VZ1;,SF;2,2,[S;83I+4\@UHV-M'S;NUIMYW.B6IAAEE%M2)UN<3;]^V*AH0M=@>_,F,.G4)CM>3B959@*Y,W^A M1<7K%T -?
N"XBON*"Z(..A5]_2]:H&)&:[6 %?8G1)5+/OHV G8?:\$H>U7#/ MP.9#IPZ'K[K)L ^]VW4DVU..4T(R[WLM3U&&DW4'JQ]0"14^)4<]4 M6.0]" -7$B&<*#OD1 $;@H48$@Q')VV2H$4%@!/$<3X:,"
C\'"/ 8C0F@* M.'"" ':/H((T)H"@@C0F@*"":"; IZU+E4, ; "ZA"+,KU;UY\;P$,.:.]B]*//@!(UR-W27SSOI0X_%ATBXPB]!0_4-B5 =$_*
{T]=6!QVK5MW9 M(.O$N"1/,X"/,UI_/>S@H67;!2TBS?GY,<*F]$A< 3 L^W !Z4 MF$YR?>,@TZ^3'7I_<)87[Q/O7N7>C>+RG7 MZ\CW@[OR[K1X/ [=M? GH[@<[*!#
[[/T^^6M1)GKLHQ9NPFUV/>V6VX%]?2] MYF*X8HA7B%$O7YW<72]#C/H.&/53'!X?@:,V9])64U$;>RH5H*I\N$IL9/H#E M?E]S<(2P%\)>"'N?@[W#N354HE")0B4*@A*%
(1RW7EM3%R>B#]N:&J;&RQ%3 MYU0>=N=T6 =$OD%0QST=.)5Q((#2;IR74KV03Z'B04N+L0K$+O2X4NX<5 MNX>[U?VL;7OQ%C81 ^#B^8!24@QUS+6UI?"C[F$F["P0LB;L:?
XK/FIQ2H? M@#4_M;+N [#F!];:?0#6A(66-;$@!98UH2 %EC6A(66-;$@!98UH2 %EC6 MA(66-;\U(X)7[>;8$?KPM?3Z0?T67B)]*!7Y.=1'R$Q%'WA6]2 M&O$;$0W5.(0F/YL3M+?
&;AW[77O'O,Y)-1?2(PE+A[6><7*/$3.U0$1BCN M7N.\,)0(JG]$VA%]Q_TI$6I'J!VA=H3;$?@"#->FQ$-->$#]\GXT R7. V/D-_M\D/MY9#>L]\M2L?
A!$OBL'8<>;M':\N),C&S5DZEN51SF]5&M3XW0$]+C?$F M6=UL&-YD^A2.&92L6?1T:K?4B%%/6(\ ,KV00*$^-.^ @" C?!(3 %I,4&M8-MUFZV,%DR6WBMVRAL=FKZ+AACZ45ALVD6-
+D2K6VV4G], \FTW3TCQ)@08OX*.M8OZU(DHHH*& !NTN.("[^!Y'SHS33>C\][@K$4E=BX:17/54'KP%'^B>.["- M<%X@G1L*%56U8P.'D4"<"0+E)%@#P/B-.*0+(*1T1)#WV>Y":K'IL]5(LAU42
MO5&GN]QM&.G'T$&/ +0J(.WEW0.G"*& #2A1@6^C5GEPFV$M&$3.0 +&UJ*!.%]8RDI[[(2!;Y1Q.G0/6$")/45+ C?QCB"P[.ZW M)?SC3;\D$?./!),M -2(X&AS)?F[7[A!
9Y9'NLMC,.A; B]/*6DE4\=R'0A4 7 MT[@>X6 8KO M+0P_/3SO"WL.!V QP<#,0.K%25N\!PT??[R/#=VL'K"B Z&B;R.%U04*Y, MG<6CV!3/5F0J2[$C9<$GQ+0+&=9A^LO"<\F0KO4WBD8+K92||
G1<,^.F>/P, M)3N4[%"R0\G^/I+]0"X]\M8N/7FKT4: M7:=-8 /B)]2W1K^](H[GB+@)>+8MF9 (D MSG@"P_6EIG.F&!EKZ_N"A78 @V[A]<4P$(4.+7DE[.G[RTQ@N)7^R@(T<0 MT1@P84DTGB-
P_]^S08^XG/^.6X,7B[(^ADHF>#1XU!"A!#AS(@'@$]!+: MBTL@0*!9FML((@O#U!X[^&-9YMVF#/\;_]#RDJ[[(2!;Y1Q.G0/6$") /45+ C?QCB"P[.ZW M)?SC3;\D$?./!),M -2(X&AS)?F[7[A!
<.%%U(8(",!"A#5#T@E1"P# MRA47]4$# IKE](46,23%6B"Y=K<1^%^+@+$Y'NA"&]$7"*3Q%QNQ1Y${Q:D*",N]L,H*9VC+GJ[:NSY$,_T W7BHD> U /8,>\U\ MEJ,SBZ0B)4+T0SQB*N \)}]
"RUD)P!0M^ ;SN\&"P>2VT#=O=4#]*806 M?Y8 1QB'3ID%!.!.C'7ZF+>!TEH>.$0$6W%N>+OGZ$>Z=;?0EKP #QF# _S,# MA%* < DZ "?5!8D%^ S2U01*#,<"0DLZ=Q %,.1D{6?F5FZL($C-
@-$1%7 M<$Z?CG(&$&BJ!4FUX&5OQ>BG?, 0RJF7Z'7,. BG?H)@@5X= -9.H\HVF?1,E'`M .M9Z/&[\^UT,X V+\^M?)O8O??>,$ KZ';T1DGA1#//(\GZEQR M8OAS!$:LNDA^CQ>,^.]<69*#+/$?
78WW%=4W/6I=E$"E32)9.Q/*,$@=N=QJU M^9*LGE/:CX"[(DM1N=6$OI>5=74SW\/1$BS(,_+&RY5H?YF;)ESAL,%DWL)I5X6:FVYE,6A^ZCEPKH?BX/[],V2]1LORQ_)I=>A$Z M89"WECO3Y8V-

*QD.HR#]7WDS>_M8&O)T655FO1;.9G[IFBBTTU3Z>TGMY82*GAY.GB_HY/D%32)>N09^Q>MV%(^@=(UX^?;ZI>@(I\2X#$/0P:3GUH7. M2RK8:6%+AV/2H"]l;S$" P;EW.VHE/5F*#_N3?V\GNK6ET6A%YHZM9MB",+8 M?*GJN" 9/'@\K%]_>E_.4,%E6.S?D-S[MMYM8L MEX"D=GP :D8 S!Q8[5Q-M<#J[!N]0SRF #^<¢$C#6P9 /UO5"1<P$$#%EHFA&4&>#\X8'HF$" M<\EN>_T!SA?,"S^[[- U"MBB[ZZ@)U4,3;^2=+#_NHF3XZ;&Z'+7CC'$A%*8 MSB:1K<;R6\K S@W1 ^ >R9JN EC"B$6;/'EY[L#6I7\>0EWY7)*LSJ5B=Q M,';YIH"6 L#2\(E7/GMO),#=MPZ$*4%*I,NUUL! [^+\#,@K;JUA!Z) (@8F MM8.R2)"_D.V?8KLOM^C2;&%=(&$)O,1 .%I9YY0IC:WR<[S_^(P^AL[=T3 MF[.21^MFRL8EEMB6.3MHC<3*-H*$4MI']5/"Z,.K;+VG3 EM-/^)(T,A>1.C MIZ9W&X[\3Q9TYGL*EG*,<0B M4Y-A$;_DY-+0[5BC+5,;VK YK>A2:N\14M3@?,4LD-FB-UU5L)>*U>$6E M5S$2QM!ZW[Y7Z9BL56*TA#B:I:?Z'CLKBD5\NQ(1;F2B+3 M@R,]$^?TTB$$I/#YBY?O;++33;?*6NJU6N! MD=Z)&G(MS]9WQ1:M#*<.+8MU?;.#.1[>6&-N3DP+7.MB=IE],IYH+Z?I]088 M!IZ1S*.2TKH"E<2476X_V@_X%EZ9@I%>+N&I6EP<;C&L#\Q!*3^*;O(R'.E9 M?)6FIXD-3>WE3B_1V,S:.^QPL=3GF=F9(V-8 51IN;U;9>85#>=9 N,)}!I MW.G.?4HVK&.3-133&E!SSOPF2G/BG!^FL;SY3%=2#6+3+*K#^0[.$\O025^ M-2PD,WT#ZV0G?6&OB(W!*#G8K]Y!IPU]#03\Q3&+6+,.$GDEF:=9=FJD5WVM4-IB9RPV8A#49ZR#2+QJ-U MOK)5F&B#8X;IR;PM-.$\+\@$L ./43%NS(Y%,!BKI7V0Y[5M4*V7E5R>H[.X56EEYZUH/S7U0QZANQG62L.%B36L3=R4UH,1O]SX(<\FEHWS MVTIE12NSWH05LHT1.]SX(8^N;JW.M"DTF>R4YXUYE=_34U_DD=OM@;S;KUBZM,$Q4$YUXDASDIK{(,Y>;P]*3EHH89>H;02=S1)M/^R&/U!AU$(_!^09^86%SGFDLY.V<&'3)G=`R0QY[FLNAZ6 M,(ZNE'KU<7ED35MP]&===S'C4S)=+>,>D=N9.LY#0M*.'H,FFH!G74#RBHQ9-!),M7\.)[2H;+S$\&GI8UXTfL96.77E+*CS7I%6AAGJ.0N\FO;(D\'1'Z;MH^"X' A M"FGSE7$H%PR_5<[0A>/YU)?^VAU&_ #ER0K;#3<:..97EC!G\WULF7S&JR.7 MO$R0"$:.?TB,J@!%6OJ3H3J.U1>96[5@?2+B#ZWGR=()^@BTR80?>@RL>=BI\ MH9^U>9:SYY<=!Z M].+Q9_Q')F$%+D6!>.,9^9"^IP#$"?R9#1@2!$8GG^(_ . MV0D<(T)H"@@C\.?8CTS^#!PC$LJ4]!%!8$0(30%A1 A_6%$"$T!840(30%A M!([JDH6,N#LCJ.=4>* + B/P9PP/&7$]1GRP,/>.;3M>O6W7J&>86W*M*M*

L; MY%]3(.5\K.>KWQ7.;S1QPR>]_WJR

>|=O6 M=K\V;0]Z9AA7 I)0,$+!^&&"<1LWTD_=6=!RZOQ4NH2'D_!P\FU4X,_WTN1S MZK;]<.WM)*UH8(%[47B4_?2+5>4'FE>,]HO@48\F$X\ '&4A%+RGNV%N*T5 M>FTI@14%0C=X;&D&#H>V%MC6Y2Z,HLJQGFHVPA#RPWMH'QC>2FP$EJZ 4_M!>?*M(:DC40&<50#]P)Z6 'ZH1TL_^7@:+.+1!8=N(3\V<EHRCKG,FJKRE:*]XBRBH MTE8$XU&3#..!+DZ"$>GH!'E?-]-'/[_=?538V!<;.==C=R61F!UY'8)QO3C<_%,NH^^/X],#LT)TM5(A0(4*%"!7BJN?\'ZD0SMG^NRC$=[5V M:.?E6F-R^,.+UJZ2+70J&L[@=*'"$FMY73,.QK5-79_7^YB[U:R2]Q:ZR1PF.MC?G<@&H6-L,.-'=QX@OLW9L'!.S=.W/O.("/A'IT-9-,H#O_#\0&7#&B*%"_.MNV.%!MRSB_/?"=6U.ER_&"MP.]\)9&_\" T"L%.^/N2+W$++.M?IMGQ!+.L M>7N<*%1K;O[C>R7<]?UZ8+0(@.:LLC,#T%>]2d=!P2!F'8S^BG Z9'M^UZ9WOLN@H"D+]RBWYLTM1*45+E0Y4*5"U7N&GZ<'M*V@4-N]M_LJQYNV9YW="\#D46+584EX,4YR.DD*1!%A$MV+!0\&KGK4YMD$ M"B_[&G[#^.[%YB)!60:C]N,,&R9< GE}^I=$5;J#P(CPF;$ 6%$V(PP((P@ MPMX5P6!$V/$K((P(.WX%A!$A-6$$2$T!801(30%A!$A_6$$?@;=2I#1GP9 M.,7B(2,"P CL.14RXHJ,.^'@$;K(R!>YS1_J6QS-P%=>^N!EAL.(+_.IJZ.9%' M=X1D<=="JZU.V+[NRIK7A8(1"L9/$HS;>*I^[G!NH.HW(_# M-U!X K*>AOX?5F_6@>;*.Y0=:L2AH+S4P3GVET)0\EY MU8;]1!DSS:Z=R@I&5\M+:,#O.5*P>TK8E3#L2NB[H89T"+NOA=W?0KT(_M]2+4BU OWA)K$+1+GGN!&W)Z6"?+P %AX>.^.'F4KH1?$'L7.$D/NQ(&O\46Q#XM M.,&2."PG23Y.6T)-IOAVN4=PF$0NI6U*&9#Z^.O;$I:P#EXJ5%8*UI_G)-$5 M6;.^+.8Z;WXHF(5=V$*%"!4B5(A0(=X\Z/|0A4"' M^^^B$-_6W/U0^72SOADRL5(]1W.3&9DW\]U-QTC?I2^A(;>+6)1MD/1]B G] M395/B&K:Z4MXS?!.5\$O MB'.Y-MHTG[3?47%T(.M^FO*@09LT3_T@O#U.M;C7?(IP4U'E=_9O*>#UO1%U'F\6T26W%+4(.\EAC92.9.4B.N-MO4Y2$C5$/BIMHS9U?O?!2^CTLA/KM-.+1EDS-ZGB3ST[5*+,OG>]GCI'7*A7H M24#B=(5:G%6S<#[Z|0>W:SSL1$X_<-R[#"^M_@W#'L*PAS#LX2&\]f<*5S@\ M7U(Y%8)B235.W8(//PDL=$$U U$4.CX/&-J$$}JSO#["SX8]#@$*N4Y7ODD/ MA0K,80HLJ?>+^622P#\?$9A><]*"&R_$O*0WN(78$7E+ETO)'+BV*OQIO/; MV50.Q8MA?3]_4,%&.AN-%KHE6HHWIS]V4\G]<,JF8)O$//5$8,DP3B*\W0UO M=O\)-8F;HMI:B*9'0E,:TXW]C*(ZRWS!1#^.?TW>):A#+CLB6YGE+L19@D@]J M=G(LSSK)F9$\]QRVU]@ W+ZO(0Y6^P.XC9%,+GL9!5GE&=3

(6(7V MDIGSND1E>PQ-%C)V' /883NYRRG"?R$#PWR"6^_!0@P,__)WSC#T-\M-,>(G[BZ=C MZ6OP+(}4;DW&-SE_[T!L7>K\OE^$-EOJ08 M=OD)+-

PNBD_2,.5DF4XX.51ZT5%S481',$5#'HZGKCOEXY-B)^^P_S.XL37K-M]"R$K7CDTF^{U.B;/\Y-YMH6'9212UW.*2'>B?[6BX'ML\K5I-M_<_3<#W&?:.:5X].PVC1Z+#.3EZ/5BGE9M9SI$%?*

*S!GQWDGXE!?5[:/*U=_%O M<^)>U07P3L8M":/44Z+^,NU5%HGFRGIN":T%[%0!_0#1Z/6_^=]@/6_8:L M>QW3_YVL*X_:XC0_XJ],5%$L.KMF'_@69%UD_U.G8FA_64+ OD/@&K/4@^R M^^I+?*

*6NX',TUN=7'4"G.!3&I5X>G[DPI_'S6]3KF1/0_?\f"4^)!%),^OV767&@'DU-M.T..0H1HF98N$#_=4:GEIOBK$+#+N[#(*W!((%/[&&/7K).)R$M-WOI6;UW'X0 M3RH>,3EC-*

*^B,^DD]:NE(.]@Z<@^(H_)$W @&'Q:W#*M_B M9G,7&)V>O(.N4E]MX#P50.W=HNR^>Q3 35/TiY<,V:ZF7%Y'.,0O)AP"FOZ MGA2 Z%4-*

Y]NGJF2,84/T>%E'0[$^'L]]B4QK<>M)6YA3MIEYMW_%.P%X.QVF-M+3A&>T-L.H9\2.V#1767$/DU#39I]_'&\!-NH+,5ALYT6K'5==+CB$6'<[5A MH#8>(DD_;\REI>&MCTZ J$2@/07:TQ>"VE?*

*0GKZO'G'T66+VI'U*P$ZE@eL+).c M5->0A9H>7E9$!Z#6J3Y20+ULZ5G,E O/U%4WFU^!<|+ H2TW_I[,ZKL3 MHG"VE(\8I0K9;*^?2+293KC28[!2-JL\9'"/,!%+7T]A]HG:G>AH/JWTV4/*

*M0'A;Y?;FV0]?GZ=O5&6].2SN-'/C2K(:E,GX'^K,>*P+8!847"F=M_RD.Y^M M9!KSPE-7#L^HV6-V4&KE*TM+(?CM5#1N1D=!L;IUA0L@.,?(:XD MU6+0'N\DD8O%>!H^*^2!))DE*3!*

*<_[#.H7?]@8ND2NX=_H+AB$(C9D-6G_M[P)K'"*K:)QL4]'HFE&Q(36:45$@eF7,D+!%#N%]/+#*9]$W!S!Y@GKAO"_MRZ@2A."H<@9>;NJ-1^<VNO-KCG%^,D(@3?K4OFG9_\T5"(#M &%H.(PLX>*.MA0ASA Y.0K(8DV@\40"3TBJf1$LH<#5$BS@=@%UUP%'@V!G.UU;.4EA"LKZ M7%EFS$5S6)SF)3(?*XCDO+WL.&R/FKT4.W[*+#.DXD.XN]%-.\.FK@%Z,==- MA57-*

*C.HSR6XCW]+Z21?8 MAM@66(4O3"0E\=I="4EB&]^SNCZLiY-&C\YUYTRE(.7_^KC.*LECY%6ETH?_M%@EC;L%D*U$03)BEI:'MHC{(BKMA AVK (F$O>:<0L:/K",.&(HL#!R#U1$$8Z M>.+.:*

(8C4+D&-C;4N-2)-C M5->0A9H>7E9$!Z#6J3Y20+ULZ5G,E O/U%4WFU^!<|+ H2TW_I[,ZKL3 MHG"VE(\8I0K9;^?2+293KC28[!2-JL\9'"/,!%+7T]A]HG:G>AH/JWTV4/*

*M0'A;Y?;FV0]?GZ=O5&6].2SN-'/C2K(:E,GX'^K,>*P+8!847"F=M_RD.Y^M M9!KSPE-7#L^HV6-V4&KE*TM+(?CM5#1N1D=!L;IUA0L@.,?(:XD MU6+0'N\DD8O%>!H^*^2!))DE*3!*

*<_[#.H7?]@8ND2NX=_H+AB$(C9D-6G_M[P)K'"*K:)QL4]'HFE&Q(36:45$@eF7,D+!%#N%]/+#*9]$W!S!Y@GKAO"_MRZ@2A."H<@9>;NJ-1^<VNO-KCG%^,D(@3?K4OFG9_\T5"(#M &%H.(PLX>*.MA0ASA Y.0K(8DV@\40"3TBJf1$LH<#5$BS@=@%UUP%'@V!G.UU;.4EA"LKZ M7%EFS$5S6)SF)3(?*XCDO+WL.&R/FKT4.W[*+#.DXD.XN]%-.\.FK@%Z,==- MA57-*

*C.HSR6XCW]+Z21?8 MAM@66(4O3"0E\=I="4EB&]^SNCZLiY-&C\YUYTRE(.7_^KC.*LECY%6ETH?_M%@EC;L%D*U$03)BEI:'MHC{(BKMA AVK (F$O>:<0L:/K",.&(HL#!R#U1$$8Z M>.+.:*

(8C4+D&-C;4N-2)-C M5->0A9H>7E9$!Z#6J3Y20+ULZ5G,E O/U%4WFU^!<|+ H2TW_I[,ZKL3 MHG"VE(\8I0K9;^?2+293KC28[!2-JL\9'"/,!%+7T]A]HG:G>AH/JWTV4/*

*M0'A;Y?;FV0]?GZ=O5&6].2SN-'/C2K(:E,GX'^K,>*P+8!847"F=M_RD.Y^M M9!KSPE-7#L^HV6-V4&KE*TM+(?CM5#1N1D=!L;IUA0L@.,?(:XD MU6+0'N\DD8O%>!H^*^2!))DE*3!*

*<_[#.H7?]@8ND2NX=_H+AB$(C9D-6G_M[P)K'"*K:)QL4]'HFE&Q(36:45$@eF7,D+!%#N%]/+#*9]$W!S!Y@GKAO"_MRZ@2A."H<@9>;NJ-1^<VNO-KCG%^,D(@3?K4OFG9_\T5"(#M &%H.(PLX>* MA0ASA Y.0K(8DV@\40"3TBJf1$LH<#5$BS@=@%UUP%'@V!G.UU; 4EA"LKZ M7%EFS$5S6)SF)3(?*XCDO+WL.&R/FKT4.W[*+#.DXD.XN]%-.\.FK@%Z,==- MA57-*

*C.HSR6XCW]+Z21?8 MAM@66(4O3"0E\=I="4EB&]^SNCZLiY-&C\YUYTRE(.7_^KC.*LECY%6ETH?_M%@EC;L%D*U$03)BEI:'MHC{(BKMA AVK (F$O>:<0L:/K",.&(HL#!R#U1$$8Z M>.+.:*

(8C4+D&-C;4N-2)-C M5->0A9H>7E9$!Z#6J3Y20+ULZ5G,E O/U%4WFU^!<|+ H2TW_I[,ZKL3 MHG"VE(\8I0K9;^?2+293KC28[!2-JL\9'"/,!%+7T]A]HG:G>AH/JWTV4/*

*M0'A;Y?;FV0]?GZ=O5&6].2SN-'/C2K(:E,GX'^K,>*P+8!847"F=M_RD.Y^M M9!KSPE-7#L^HV6-V4&KE*TM+(?CM5#1N1D=!L;IUA0L@.,?(:XD MU6+0'N\DD8O%>!H^*^2!))DE*3!*

*<_[#.H7?]@8ND2NX=_H+AB$(C9D-6G_M[P)K'"*K:)QL4]'HFE&Q(36:45$@eF7,D+!%#N%]/+#*9]$W!S!Y@GKAO"_MRZ@2A."H<@9>;NJ-1^<VNO-KCG%^,D(@3?K4OFG9_\T5"(#M &%H.(PLX>*.MA0ASA Y.0K(8DV@\40"3TBJf1$LH<#5$BS@=@%UUP%'@V!G.UU;.4EA"LKZ M7%EFS$5S6)SF)3(?*XCDO+WL.&R/FKT4.W[*+#.DXD.XN]%-.\.FK@%Z,==- MA57-*

*C.HSR6XCW]+Z21?8 MAM@66(4O3"0E\=I="4EB&]^SNCZLiY-&C\YUYTRE(.7_^KC.*LECY%6ETH?_M%@EC;L%D*U$03)BEI:'MHC{(BKMA AVK (F$O>:<0L:/K",.&(HL#!R#U1$$8Z M>.+.:*

(8C4+D&-C;4N-2)-C M5->0A9H>7E9$!Z#6J3Y20+ULZ5G,E O/U%4WFU^!<|+ H2TW_I[,ZKL3 MHG"VE(\8I0K9;^?2+293KC28[!2-JL\9'"/,!%+7T]A]HG:G>AH/JWTV4/*

*M0'A;Y?;FV0]?GZ=O5&6].2SN-'/C2K(:E,GX'^K,>*P+8!847"F=M_RD.Y^M M9!KSPE-7#L^HV6-V4&KE*TM+(?CM5#1N1D=!L;IUA0L@.,?(:XD MU6+0'N\DD8O%>!H^*^2!))DE*3!*

*<_[#.H7?]@8ND2NX=_H+AB$(C9D-6G_M[P)K'"*K:)QL4]'HFE&Q(36:45$@eF7,D+!%#N%]/+#*9]$W!S!Y@GKAO"_MRZ@2A."H<@9>;NJ-1^<VNO-KCG%^,D(@3?K4OFG9_\T5"(#M &%H.(PLX>* MA0ASA Y.0K(8DV@\40"3TBJf1$LH<#5$BS@=@%UUP%'@V!G.UU;

7Q@ZF/$F^.?]7]+_I,M^GL_S]:\'ZF-M6^+0,.\53*ZRP(R^V5X^;U)&WPDX&H7ETO-8IV,A5_>&]-Q[-RL[//VK)ZM8P:_MZ=UO]OD^N[U20]=*K]7E63&Z,!/+IVXZ;I;R>.7./L?MBZNCY?+G=%56S8%U'2URF/6UB/7[GI1F#OfV_M+CA"MZWT9FSNZD]V'Y.}^.[*8F*=-+N566.2S%OS2IF[2]IQ'1_W${LKZZN%F.MPEZK^4Fl;.SCBK(@>]415F.Y5]K1^[MY^;&TZK;+G5^=UNK.\K+?FIW)1>=.MC(>R.K_KJK7Y>E0M:DTVU^RG=U>V1^W[QJYU]%&<%H=\07\\T7]E43^SN[*\.M*MS>E%_YM5M"UCRYG_W>5V=9O'(\'HF!D7^0"_)5-UKLF2-N(5JC(3OS!_)F.M_&Y9T_4RRZZ-5<>T3+,JY."9W.[KEU?UT76CUEV*SES]RU9&;Q?22[OP=Z>M-M4&>HOI5;5;9;*PB%GB^.1/!TIVMKLI%=#O1}>V;CS5QM3ZM2]V>U6&.M^C2S3-XY8H^M"59CF!2[[*P=&NS_:2!#813_01GTQCNN53?4R@7#|=3PX0MS\XC>OE/DJM74=KW7*[UNRB;&2[PRL;UR"+;NZT^-NBE62E)T&IU-.MUX(^VDF5U)I*Z-#BE/&_%MNUF\.KF|LL3>UNZ&/;O.E:.;]>GW!V'I"LU]5+5Z."!=0OFY*%VOJU!N(=/C M[H'^=MYNZ:6Q+M2*AH@&1G5!.IZXD@7/W'E[=2VVLS.L.W?7!7G6-/.EN6EFMJU%JH88*_&1<2+/ANNK8M<>;*S8**W<@WTZ(#2"N7A^2*G+G7?G*Z_^G<@.M7^U4A].6.;V.5*Z,X?WX8;I>764#U/.(OS!+$;UW0/_X8TG=0"#]_=TlK%=N M&9?4?)FZO-K>17_[!F-.TV;.-<.52R-M'706[.N!551KIDGK7Z]NJ3I6,B&Z[.F50BS%T?<&@IA'#HQC0P(I#AG"N===2-M#ACN5A;*X55[312RW=@X-YAK]_G.K3V1QAU'KI5;E?%H>:1H]SNBLED&&X-D-M/NQSL[6"P5/)\-0;D*0)?*1,/0_!EB\O=\W\"]UZR7&>^]8M8# MF";.-+/0+^^:'X$'A7*[R#G]L3/5?S_XBUH+DV(;W-345R"C(5M$+Q4GXCS!8C^8B>6>DV=FL\&^0$P2,V__]QU9^XR;P.2A<-M+N(,+B(3$Y*7BSB#B[A0Q-EE8.G.YB#.X"]FO55$H2[B'I$3\0;.N1M+J;/.W4.`M_W"02Q6.!O5/)XV# (O)6>\H>*9A?N_NM7&OW*]+Z5[WRY=F*(9V2&2_S_MXXSA0!$#P2-[X_L]$!B9!$W#?P Hf_ZGC0VY[#Z65 -^&C$*&Mf2=9KF?`)O_G$ >AT:.OS#E^:'T+ 9 .,.=Y=F'H9SO%2&N8>?1%??]X5PWIL2 MI7:C*^:E>,/1:M+T8"X32^.^,#_!->.G\1+)KK)TS8.TC99..VCLPM>1GH^?CM[%:VO>3B:MZ[E]+N1?5W4J&/W52[ODL?@<3W1]S2_8H[6*;E/<)!)!2 MN\6OECAQ:KO78VBKT5"P49E>]6'IW2NV;D.=A]7RD:%<TQ=V3N-_V_9DCR^D1I<]\7K;3S,59O9I[fRKI$6>*B[M@4*AQ'%T=.K+.,#4!?9AQ?(' 6HEV#_D*;LJC^R"^B_[T+.'Y%[M*_YSB|=;.M-W 4[NG<#P2WK,). ^\"73,/:Z5L&?"VASW)#;I9@D\E2 MJF[4>XO:/=3^\=A@2&4B?.*(0L/7X&,"2C3^'F=\+8GWS)C'OWP.9\$^#N]! ML.[%/=[IA>BMFD_.E?XH=OD6OU|/Y>$RFX#B^\1?.R5C[&Z3FPM'.4Q^\+N#F=*KGMR&4/S1.?#([IKPXR<6T.X9IYS&;CU!W+?NZT]M+!*5'LM?J9-M[F0\7$#S8C8NO%TKNM?B_=GC*)_YTZ_G>Q&`\5!*ISE$WVMT>#8[K/#D0!=28M02-M!_R{GK\79DW:1)+OR.HWR7[=P[\XU_P5IVWXY&X:QAMS*;H.EYBH[>2)1>V2RR5B\4LVP27V!Z??Y"7V]UT.>8G']3_V1P:<.M7EQ*EQ#AQ>#;Z\SWAG>^9/)=^;*]:>*BN@TL]K!DH/A6D3@P9BB${DF=I_MR;K&$"\QQ$L,\6(HOIGMO--0O+__U.R^4-2ZDIVUUM+DMEL6@26:!H9CD8\)N-M6L.%(UWBB)?[OL01SS&.>;!;&Z)<]!\$;('WJ_!.K$8H[<.J9D3]8B7RPD-MG.Z@2P5<"=NU.AM+'`&L_>;D>@F.?!J#7@*@W^.0EP#H)6H^403\!0G#ETPM49ZPM#>H$A.%D<:__'"S@W-W_TR^]8MR/Z<21C/1E=A'+`]CVBWV\XW.W:=U.MZNEE1Z:.,A9:D[R;EJ7NJ\..VU&VGW!)W/>;,$2PSU%#;.+2+L&7W>W8/2M]W:W7V^MQ6X]7RFC]M7T2EDN;..#R# 7B_\I!:;GKQ[<84YW%VP,+O$,D^_M=Y"=81#!W$%VAO'S3P+9UPR],PT:NG9TQ@L&3(4_YI>V$.WA IIZP+6UA7# M&6CHZZGK'Y\O=%CM_*I],S3-M/HP42M#%FKU,ILQ'BI-S%? 1.=C\>0WX2F'GBGT=4CJ'1.&/K': MX0L,&+K-5E?W5OUQ(49;NBZU!^-A83#"I.$#AM*QY-$&#'U[8TYZQ^SBWH/,&A.#'!* MF;)PRW*F]+,.*^#MY33*%7_0fZGZG:>/Q>3^2Z4F?=99JZT5)MCE^.L$XT M>OB!#PX#U2*.6*$&WVMT>#8[K/#D0!=28M02-M!_R{GK\79DW:1)+OR.HWR7[=P[\XU_P5IVWXY&X:QA<A481VA%_-MLER#BW8YM"#D^R?M!NW'^!>PKBS8Q1"]TI_6V^6/3E;U&8W@+YL IFSHB0VL52 3$*=.P03;.5)V-MCNWHKDV+5_.'?7T/K0%B8>Q7HPJ@($;4V.>V<2R[Z\U.?)_'MQ/jK3M.>0O Z%>)>J3-D)DB7'.M0BX'=?%LRBPW[&L@;D>QA07KVC?OZ_;#2|>2_&7OBZ'Z^ORFZ-O+A=Q\HO(.M7+KAG<=%7"CB3"X"4\2E&]XY7,2,%(L[D(NB8MLM%G/PB+A1Q)A=QH8@SN0CV MTJCSH!?QWK3\UPSJK[5XA<=OTEQ.^VE.YV+\EVXOUQE#2[\W. .^\9`Q ML@.":DOC49O[0![ "XI9'H(IO.D*0\+DD$.SF$NSH_,+LXP#]L&] MX$+J.5<OWVVR>\&%WS+@OS8N7/C"!1<.S1>.KD>!A=^K]4W50QAW2&I'DBW M"N5`8RD3WW"@[4=R'R?%E 2*26*OUQ-]'LY5:GU_@<\7YM$BX;<"B4G)[?+.MF11_ST;3&>>F0[/FE/\(:Y6_ >9KL%(:*Q>3=>1^.ZD-`V]F=QEVWAD9U5ZTMNDJK3=HGG(_P7":2%H1C &[Y?]1X=]V@/[\4GZMB/BDIWG33"VO-HC3+5RW^ MYL[!+_]Y%\==GX84"^OFK))#BNB4VWFQ^/D^CHW@**.,) BRZ9B1)_YKJ3X M^7?[7 7W3Z795XIQ3TJS_5-=2CPUZ5)GL\5IM6!.. +;9TBSB\Z_E3.<_EN-M).[=C7O!TBQY"V.VIDA)>2'%]Y+B68K/D]Z&LNF=-->MI_I_OJ?+C+6&6JR_MR+FI6Z0SQ3H.[80#*WD1O;5.T&331O:?[%D_J_BTCH,G"\%70+[;Z>^@KOO.M(%2>\^!3^+W=_RT?5PE;A2-9K7;79;SY>*ZMW)?O"NP4K7KQ5$VPNLLSU'$X MQ&47U67'9-OE_!UFEUOMJW&3#M/@(FPFC1DK?SP=Y_M3Y&E;)OY17H*7*?(QMCK05RMT.6,>9UZ5",26G"!GSH\A<>ZIDVP:.G,R\'4`^KAJ Y\8PS2*.*3+. M1X1CVAS?GAY?3F^3O1X>@__R_0HEJYSA6%\.!1[@T'2+L.!+=BYQAA*2[TU%_MK=)O)$5D*IEU>SD1IT.0D.F+A+Q0Y-=R!+Q.D4^=Y*IE=N/HH-XIUTIV/6J ML3P_BGS-YCJ*7IEK<5WKS!9RLI"_ 4!"IH\[(3.G3_24=O^]AE\UN^A*2_EK&YL.QI(/I#&B'90(DS+%:.W# GXC^=C+MZ^M<M<MJ\Z\+U\[9RA&BT_7'2ZV7^IVD5[!5D9V-KQ]0:.<^:&@*D7@ZWU#6Y=P]{4K M_ZFW_"T-G->Y\L*N%(R4S5>Z]>E8XX:NAN%6-?/2:SLC@=CY)L:SS1UFV@P3C0-MH)"YT. E9O(5HIC[.+#++EM,W?+5D32KIY+@RSLKYZN,9TN 2L;GZO2D4)^MZ MO+&Z;@V7"3.+ 9F\R,$+ #9Z_6?\2#9K53],6?[Q-3,J-AM'36X.$TL_0S6KP M9;YK3WE!S*<&Y0FZ[U_]I<4D.DCRL%+K/+8QWW+|(.+).5:1S%/9OZW89X@ 3<$V4(.DV!GUL?'(. _]I6.2*|>S;]E18MK|8U$8ET^0R/^]3;._ML]N:4!3;AM'.7%U52FF[V4^!$9\6A..F0OZ1%'>)*#^GY/P>Q1EQ=C'1[W*. M.KXL];AF(6NHO3-453H3I5=(%Z_$22G9-OGNJ.XG'}B>%K]0W"5;^+FF_>]!*

MW&#.7O>FJZ$X4;_KI=O68_U&FY^C@*^UQ#_OENN_9.,\A=G#%Z\FU^D@^P9.%VH[F!F^G]I.T2E;=)33D0K85KL%!*KY=49JBCEMN@L.WPE,^G=%VKC MDGPG9%M+3&WQ"[5]@\ZW9T1MAS'!U;V!G?EZ;+I=U%BK3.=.jE];@7O!TBQY"=T<.L5\!L5S$<<(N<']]]$5]?,[?33TM<6Q!E1>37"_VQ M_)CCX_DS9*>3.R18-\F[25=M7#G\ CRPXV4_0V+D$2&3B"2X^!YV>]&S0T;(M+W3V4KDW675X?.KNH\TT7E$*C\)22<(9W=EYTZ=U=?%$5)C)2 'E\TS7P6 MTQE)9N<%_L+.%OSN=[8QY^_3!;L^&[RX$^%%.OI8?2\|G"234]R4^=.W:FU2K7MXS/T0&M(X6[$;#H\KP@7IM&V4!9$'3)BZ /[@'T F!K7SD5)*6<3.;_=*5I M.7%5F2\Y43K#%+!:\;.4KJSN2UTIGC#NWS$6\ G:4_0=*=89#\MP0=L>/_ ML25.(02;J.!'O:'N?.PG"57'.[%_"GTKFO.%&|(IK\#X]NZ(|+ M/Q/726B?AZ!-2G'06N+7c2HCW4)Y0],DS 3)TI*%Z@FD.OTU62TI,A'QWED% MU9(UPW),U.`OSVF&/'&I.]" 83EAP+9FXVY[$]U?MP.W2F&9I8P$PQ.I6?N%M=7U8QOW%($RU,[PSVW30$4B ,%&.?QLGY808XP(G N.N.^!A,__%GW@ 8B0? M0CZW.,S.78[@>Y2Y-]_/Q+M3%;DG>'%$,N">:H4A'YCK25'?H \K\A^;^M MAODZDW5&CH4OB8TP&((QO_88,<#P)7U-$$X/P%B8ZR*%_7-)) O(D@7X?MIH M9A3.1G&O7F.:4JZXJT\$^8,$RA@@SA"*$$G.#_&P.=$PAQFB.?U:P6(1U%F,_F9E! M*%Z_P<$+IJD@!1G%P8\'QA=C.OB|%.L3[O:PKF0L5_$Z_(&~WA%X!SU31F M^/.UOW=\ C8Y,RT-C#C+WTL31;.8*OV@LX5/$(LR-K<28'W 2GOV7_IW\POW[.\+D MVXT\T\"ZYQ2K?0[1"ID2)O$9%A]3 BOOF!R\SW"S23=&*HO)HM9!4(,.WW M]*:OEC2,$-C I#709@H;B(!=G >Q8M.M 202AD663BW3YP$9441"6=8O[@&GA M{6/.*>MRC#D@<_ QM1F@CH?HP:V*Y-2+7MOF:]YH052VHNGD7 M[#*[IH3*W>;$;E]CK=/,[E6RT?V%4/UBXFX# _)2%V L;@7*=K=CF7. MTYD:-FIWYJ2@1I_N$0@IXHD7D (T$RPI$0^ T=D\ OE_K2C!$=825C M(6GU81Z+W G6F/9>M2TM$QWS>GC]J72:RU7C1%PC7U[9V0_'2U>.*1 7-$1+[9N1Z M W0MN>^%C /U1KG2:67W;RJ>GFN;2+(]1.&;F#K#&@=^0"S,19I MA,5[":L58 \'8@5_Q3O2+8 &F_J2^;WB#M4^"X2>< MJQ"#;I0 '*XR.ION]#C'*] MR=_?FM95EW]V>%2,WL/E59LAC\>;CPT:VR.OS?]$Z=WAWHRFLIW MM>4YL)E$=KR04X76L*LJ[<2-(Z5X(0^X**R?6$S)T.E3&;X,)6=3KI;B2KW MFM[|"WW^6!+KM!C,I#Q\3+,CAL#6C>F=P'.MR3VWA#+'XHPL*F^..:<1CH<> M>355*>38QX=)OBNCG/RPDOG&67";<,%D=)2Z,!)+!,;C):S66\.Z'#A-,>)M2N(AF2ZKJR'?;1O".%E)Y%NYSK'L_=_B-.HR67;O&.."G.:?GM=Y=M%WM_Q-M>D6AP>:S9S]KQM+-YHH]ZDBUW6 *A-0.;JM+NNZ00#[>\PC??@ -+\?D6Z/P1-M[VM&#)Y#C1.-=KV(&-T'/.X6.^ZPBGMCU8124EXTE.5KFNY>WV!DRUE#8W.! M915LC"O&%%A2"?PW3.Y427 8UM4.$K34F3*$374.>?NA+ESL>R/FS!P3|.F& M.5.L*R4UF80CFXQMWX_0[OF-4.=MJ8!OPYT&.O$*6OKA1Z.[Xf.4 *VV.Z'/ MP'?70@ND.SZC$?5;M36D=="%H*KIA9.]|_O-]K(OR.;1+G<4G\ HdI?XR \9F_F<#/ (\=8@5ZE530_.B_!T-# *Y?[M >3\SDR8NNA\:%HGF_R(Y%.H"P=-#$R4W8QNS7SP72X;3'^-<+'ZD]!K*A!,"_M.<42@SDQYB[_MV/(S^>5Z4*Y6BBOS/WHK_\Z!%]!:0-F19+AW"0SZ;_K3^\-MJV%([P/@5ZG;FRYF';D;A.7.[7LM@V*1D:&?"^)DK.VD9.FH+30N)N*DH5!Q! M\@C]Z2)1/D^BX.4[>FI(?.1I4MBU8ZJ6HI(+>49RS#GC>BVPN92XQJV.I899 M.59]RS=)#IIRMQL VI42%.D@ <+:#+<.,"II-.A#AU5BW477\[<:.SR34_2,)\K=#1DFO'0WT;U>ZB RBT# I,P?6)3!.9O6>HL'MUJ$(.%C/.:>H I$^ M@J2P@4WNUE.LI5T$.YG7FVHM#.C+E1IHQP.*2XNZLC]#LU\C^Z]0*Z>G^9(MDN7"F7E.+ ^P)BEJ4*^U9H1BR.[BVR9H>&.,$S;5$<"$6\P..ZN;Y5Q@N5??.M" "L[\./.2Z [N]3=SLMX)/[+\+F>NF*$"KE+F6;MN!:.R\$]7/"N#\UL>.11C M+(01%M."ML%'X!0_F0&2)0>_%;YC@-WB)@('9GPG)&C4GY%6;K+L*(<&^4342ZYE0^.,01<%R.@G#K%PA !U.$54]7"-MGXT,0Z%@PQ2PP#NRJ/M-09!829..`],.HZZP)#9(O3,$]AH<1V]1]M7NMC1]$EUIC0L\#'}6(7OH[H2^MJ3P!32(:GD?12O7=6$\9*4*$"RG3.]7%^ # MNF*F^"UC;'V0)/K!X/1+8^):U+,Y,&*%L?[.M*'6S1N&>U!)S_BP][>QCENY_<9PPF-:9II3^68%ELE^# _5SK2 M:C^_NETM[GK+QI:H)"NCCL#5,]U'\S5,PQOI)V.W]*&'RR-]QWS \+**R/L MS2_FL[P]LYF)OA!VP.:(9EB!Q;/W"F/:TQ1+$ZH"&2TKAB#GSO']TK181.Q*Y M'11\LR54#CL5.0OQ(~_F!8%H!6F]X#YHZ$"3._!0/6W(TC=+)<\+F8 MK/5BY:+KO_&$"C5]Z4OLR+:;QL*"]J2(A2\(\]>A&-4P004.V338R"%G@7\0M>&V@»]*!$6]S*0K[7V2]IDZPACG&%IE;2HMW9&/E(2EMH/@&_$4QHH9]_=W],.XY MXE\P>W MQ>8@Q"H <@'DVR/9O^.7XK6-RH]4,&[WT%_2.VQHH&:.2"E?P-B4$" A M'H,%MH U9(PO&!G?8@8\@YBN=\]4K0DA ,#=-P.Z"&?\'6N#|&!BPAG6"$Q_ MI/N[WY$\6"ZZSL?C:#:IOL!]=V%3=1KC&SVI6:3KN5)6RRZG3N]H^O(^S08I M>Z5-(;H>-_/:W52T41#[5 %>ZO'5-6.78T&\XQK!Z.IX8A^3#?<=N3M_3[>-MV/.]+(Q5F!!B\7J2PTI6MI ==:3.5YH:9CK1 8-9Q-)O(N_$F(=(.XF.AB2\'^N:XWD?U-MU?W;8H*(4*+6D@&8EN"UQ7ISV*5B'D]IKH<]9+ZQ"0$RP!K]'HE+/LIL:U) M\W7EMFBW6LV_CL6!#[:HO%X$)@-)P[?UM4ZRX\U47E<]\,5N]'O(/#1'GG' M@\ 5KUPI?2&:Z2:GV8?]?577VL7ET?'@W>UPCP>!;M3,=$;EI[@X3TROQ*L'.MT5[DL$C1C3UMR-[]@>T&2!B)&2*%Z,@0"@85 /11EVE"A "Z4(',6XB& \[T M6>"[0%(1THO"=-I]G8]800.$'Q!\,S0T(9YIE)]P0$QOSCN>9UX(`%O?M9OS M]AO<`'8(ZLB.S$%.6!OU]]WQA#<2SIVQL*=2XZ7ZLU>5!W.X0ULIR|\4Y-M@OY?|/;CY-;EHM^:,+FJMK+G5Q_@-1RX+.,UNB?0=74H_&4T]%G!RCT%04O-MA@NTXO]5GV[D]M=__6S1,6G\YO]BKZR\@=<.E:K[N_Q]2E_%[[8B/,M.'9EU MM9V!A>8.1@:.1.%AVN93 AFFR> M;?//+YY_G+SD'U_RCP^:,? PB\SFU"!6,.1LVZSJR/TEMVK/7L+MTH:(E#3>X M/0!, ^WOU3,B=.5S2,\=R<14Q@P<&\(58"P8C&#!E$@9!2(&"MA=1%4DH[B(M4W?38C$0O0%[(`C;EUW?.MQ1L:6B^.HS0^P2?X&*#R"[OFZL**TAS$!SS<"V-MH&$C__U-E0A#A0",Y`>N&T@:V;XU1F!>X+UL)8]2?.TE$SZ//R9CUE,5^E MKV8A?!@P8![ ]'DWH/6=GTR#1,,P!2$VL?!+SK;.L#'@3,>G8:X"+H1.3 #CD-M#>P-0P\"3;%Y=6H) >[!50B==7!W[&=W&^,:!WOCM>#FLH^ WX%W+:.N82 M2"GKG4W$<[M#/+%YHO>3:A19CTDVF5ESTEV^'DTTDJ.WWJ9J.]^>#2G_QG1 0HN&R[!09HY.P35S/*TXPAY1>OA $+M6.HIB'@%W'N4#=0L7.>Z7#??']^=0KO3Z5X]XOPXU+UEE'&GG\WF&|UY,Y]3 MA;M6OI[L(N4#Y]!Q:X(H:.!IO,,/>*TK88[!=K .D2>E*[<2CTV!WEK^]9\0M8W>C:A2F,$\]"+2>)2<("F'0DKRO5XEO:-)A>0&3.M,*G(%PK!*)-%'!TZ-MQ 7Y.I%B9K^!&<B)0'8AHF*Y$0]>B"O[\3#U6UB,$+H7E>35O\T[.[M_O@-,\SL(;M'[IYFH#1+3!WB!A3?YD[47&XQE4J[=\N8UVZY+6C4M]+I+R$!,.M1+.1!O]!"!V>E-M^C$!?NJBGE5D>*]%KEG5*Z>33LN>LV>YO7)0[C=5]2=UL@9KF-~=ZOS9.,N1!^4,M?Y6S$Z3)8%?$-\+!)/O.IRMODJT40U0EW2'!IY M+ UZ/==\)9>&<+#8O\)U=.?!]IO^`C1DD6^?'0+\'G&_!P7VDK*X@@ZE%B(X MX?_1IU]N+WHT"_S]8Y./9U@GV<[>%)YNC([<_.L_%@MD[E7T0.XK]>%)'S-ME@/_O(9!! /VR%U2(NACPH92!)\3V?=-_K<%@7@(.XIF]Y"1VQ&,W"2> ?5Z10I M*BV+!.9$KY+ATEYLV\>.55R SO,O;5WWUH,CC%MV9LR\)%6"!U"*>,L5&AV M96C$DZ32$150Z.9>#=-3"+C.2P?:MS#]W! MQSH1YL1SL)=H?"U[H6V0"9EZSXHQ> Q!"FCWKP1C#U^9CAUU6&:0YT2EZ3/T'!#-%,')H10RI M/[_P[8C-+SX(^0?G(*\SQ#VV_NYRD6SPE.M;WN@!"\R:RG8ZD7S_>3=KV8%3.5/EEN0SZ*!?,E69>UB:E=?]^-MW! U5)X#>Z&2(Q$)9'!^NB/](T/DSG:ZW5>+(:8N,<1+#/&#,40W32PM#06! M32;(G)SD^W'P[*13&;G/#U-\.I7P%"^)NOEC!MEK #Q54F71IM4C X1+IC_N3W%)6UN8.<=3(!<^>T8O.\PI_?2Y<$!J:.BDQ&I8'PRS.9TOO.\D{1C_CANZ3+MV;S3!U$ 5'L]"2UE^!{H(S#QM:INPEN8VY?&{H=*(*XT!*RH)N7F167P05UDT2!DA5MG5&8$%U78M(.)FH>C. M*RD+O-"MRPI.[,//=V&!H'L!]#8EELR;8*

7Q@ZF/$F^.?]7]+_I,M^GL_S]:\'ZF-M6^+0,.\53*ZRP(R^V5X^;U)&WPDX&H7ETO-8IV,A5_>&]-Q[-RL[//VK)ZM8P:_MZ=UO]OD^N[U20]=*K]7E63&Z,!/+IVXZ;I;R>.7./L?MBZNCY?+G=%56S8%U'2URF/6UB/7[GI1F#OfV_M+CA"MZWT9FSNZD]V'Y.}^.[*8F*=-+N566.2S%OS2IF[2]IQ'1_W${LKZZN%F.MPEZK^4Fl;.SCBK(@>]415F.Y5]K1^[MY^;&TZK;+G5^=UNK.\K+?FIW)1>=.MC(>R.K_KJK7Y>E0M:DTVU^RG=U>V1^W[QJYU]%&<%H=\07\\T7]E43^SN[*\.M*MS>E%_YM5M"UCRYG_W>5V=9O'(\'HF!D7^0"_)5-UKLF2-N(5JC(3OS!_)F.M_&Y9T_4RRZZ-5<>T3+,JY."9W.[KEU?UT76CUEV*SES]RU9&;Q?22[OP=Z>M-M4&>HOI5;5;9;*PB%GB^.1/!TIVMKLI%=#O1}>V;CS5QM3ZM2]V>U6&.M^C2S3-XY8H^M"59CF!2[[*P=&NS_:2!#813_01GTQCNN53?4R@7#|=3PX0MS\XC>OE/DJM74=KW7*[UNRB;&2[PRL;UR"+;NZT^-NBE62E)T&IU-.MUX(^VDF5U)I*Z-#BE/&_%MNUF\.KF|LL3>UNZ&/;O.E:.;]>GW!V'I"LU]5+5Z."!=0OFY*%VOJU!N(=/C M[H'^=MYNZ:6Q+M2*AH@&1G5!.IZXD@7/W'E[=2VVLS.L.W?7!7G6-/.EN6EFMJU%JH88*_&1<2+/ANNK8M<>;*S8**W<@WTZ(#2"N7A^2*G+G7?G*Z_^G<@.M7^U4A].6.;V.5*Z,X?WX8;I>764#U/.(OS!+$;UW0/_X8TG=0"#]_=TlK%=N M&9?4?)FZO-K>17_[!F-.TV;.-<.52R-M'706[.N!551KIDGK7Z]NJ3I6,B&Z[.F50BS%T?<&@IA'#HQC0P(I#AG"N===2-M#ACN5A;*X55[312RW=@X-YAK]_G.K3V1QAU'KI5;E?%H>:1H]SNBLED&&X-D-M/NQSL[6"P5/)\-0;D*0)?*1,/0_!EB\O=\W\"]UZR7&>^]8M8# MF";.-+/0+^^:'X$'A7*[R#G]L3/5?S_XBUH+DV(;W-345R"C(5M$+Q4GXCS!8C^8B>6>DV=FL\&^0$P2,V__]QU9^XR;P.2A<-M+N(,+B(3$Y*7BSB#B[A0Q-EE8.G.YB#.X"]FO55$H2[B'I$3\0;.N1M+J;/.W4.`M_W"02Q6.!O5/)XV# (O)6>\H>*9A?N_NM7&OW*]+Z5[WRY=F*(9V2&2_S_MXXSA0!$#P2-[X_L]$!B9!$W#?P Hf_ZGC0VY[#Z65 -^&C$*&Mf2=9KF?`)O_G$ >AT:.OS#E^:'T+ 9 .,.=Y=F'H9SO%2&N8>?1%??]X5PWIL2 MI7:C*^:E>,/1:M+T8"X32^.^,#_!->.G\1+)KK)TS8.TC99..VCLPM>1GH^?CM[%:VO>3B:MZ[E]+N1?5W4J&/W52[ODL?@<3W1]S2_8H[6*;E/<)!)!2 MN\6OECAQ:KO78VBKT5"P49E>]6'IW2NV;D.=A]7RD:%<TQ=V3N-_V_9DCR^D1I<]\7K;3S,59O9I[fRKI$6>*B[M@4*AQ'%T=.K+.,#4!?9AQ?(' 6HEV#_D*;LJC^R"^B_[T+.'Y%[M*_YSB|=;.M-W 4[NG<#P2WK,). ^\"73,/:Z5L&?"VASW)#;I9@D\E2 MJF[4>XO:/=3^\=A@2&4B?.*(0L/7X&,"2C3^'F=\+8GWS)C'OWP.9\$^#N]! ML.[%/=[IA>BMFD_.E?XH=OD6OU|/Y>$RFX#B^\1?.R5C[&Z3FPM'.4Q^\+N#F=*KGMR&4/S1.?#([IKPXR<6T.X9IYS&;CU!W+?NZT]M+!*5'LM?J9-M[F0\7$#S8C8NO%TKNM?B_=GC*)_YTZ_G>Q&`\5!*ISE$WVMT>#8[K/#D0!=28M02-M!_R{GK\79DW:1)+OR.HWR7[=P[\XU_P5IVWXY&X:QAMS*;H.EYBH[>2)1>V2RR5B\4LVP27V!Z??Y"7V]UT.>8G']3_V1P:<.M7EQ*EQ#AQ>#;Z\SWAG>^9/)=^;*]:>*BN@TL]K!DH/A6D3@P9BB${DF=I_MR;K&$"\QQ$L,\6(HOIGMO--0O+__U.R^4-2ZDIVUUM+DMEL6@26:!H9CD8\)N-M6L.%(UWBB)?[OL01SS&.>;!;&Z)<]!\$;('WJ_!.K$8H[<.J9D3]8B7RPD-MG.Z@2P5<"=NU.AM+'`&L_>;D>@F.?!J#7@*@W^.0EP#H)6H^403\!0G#ETPM49ZPM#>H$A.%D<:__'"S@W-W_TR^]8MR/Z<21C/1E=A'+`]CVBWV\XW.W:=U.MZNEE1Z:.,A9:D[R;EJ7NJ\..VU&VGW!)W/>;,$2PSU%#;.+2+L&7W>W8/2M]W:W7V^MQ6X]7RFC]M7T2EDN;..#R# 7B_\I!:;GKQ[<84YW%VP,+O$,D^_M=Y"=81#!W$%VAO'S3P+9UPR],PT:NG9TQ@L&3(4_YI>V$.WA IIZP+6UA7# M&6CHZZGK'Y\O=%CM_*I],S3-M/HP42M#%FKU,ILQ'BI-S%? 1.=C\>0WX2F'GBGT=4CJ'1.&/K': MX0L,&+K-5E?W5OUQ(49;NBZU!^-A83#"I.$#AM*QY-$&#'U[8TYZQ^SBWH/,&A.#'!* MF;)PRW*F]+,.*^#MY33*%7_0fZGZG:>/Q>3^2Z4F?=99JZT5)MCE^.L$XT M>OB!#PX#U2*.6*$&WVMT>#8[K/#D0!=28M02-M!_R{GK\79DW:1)+OR.HWR7[=P[\XU_P5IVWXY&X:QA<A481VA%_-MLER#BW8YM"#D^R?M!NW'^!>PKBS8Q1"]TI_6V^6/3E;U&8W@+YL IFSHB0VL52 3$*=.P03;.5)V-MCNWHKDV+5_.'?7T/K0%B8>Q7HPJ@($;4V.>V<2R[Z\U.?)_'MQ/jK3M.>0O Z%>)>J3-D)DB7'.M0BX'=?%LRBPW[&L@;D>QA07KVC?OZ_;#2|>2_&7OBZ'Z^ORFZ-O+A=Q\HO(.M7+KAG<=%7"CB3"X"4\2E&]XY7,2,%(L[D(NB8MLM%G/PB+A1Q)A=QH8@SN0CV MTJCSH!?QWK3\UPSJK[5XA<=OTEQ.^VE.YV+\EVXOUQE#2[\W. .^\9`Q ML@.":DOC49O[0![ "XI9'H(IO.D*0\+DD$.SF$NSH_,+LXP#]L&] MX$+J.5<OWVVR>\&%WS+@OS8N7/C"!1<.S1>.KD>!A=^K]4W50QAW2&I'DBW M"N5`8RD3WW"@[4=R'R?%E 2*26*OUQ-]'LY5:GU_@<\7YM$BX;<"B4G)[?+.MF11_ST;3&>>F0[/FE/\(:Y6_ >9KL%(:*Q>3=>1^.ZD-`V]F=QEVWAD9U5ZTMNDJK3=HGG(_P7":2%H1C &[Y?]1X=]V@/[\4GZMB/BDIWG33"VO-HC3+5RW^ MYL[!+_]Y%\==GX84"^OFK))#BNB4VWFQ^/D^CHW@**.,) BRZ9B1)_YKJ3X M^7?[7 7W3Z795XIQ3TJS_5-=2CPUZ5)GL\5IM6!.. +;9TBSB\Z_E3.<_EN-M).[=C7O!TBQY"=T<.L5\!L5S$<<(N<']]]$5]?,[?33TM<6Q!E1>37"_VQ M_)CCX_DS9*>3.R18-\F[25=M7#G\ CRPXV4_0V+D$2&3B"2X^!YV>]&S0T;(M+W3V4KDW675X?.KNH\TT7E$*C\)22<(9W=EYTZ=U=?%$5)C)2 'E\TS7P6 MTQE)9N<%_L+.%OSN=[8QY^_3!;L^&[RX$^%%.OI8?2\|G"234]R4^=.W:FU2K7MXS/T0&M(X6[$;#H\KP@7IM&V4!9$'3)BZ /[@'T F!K7SD5)*6<3.;_=*5I M.7%5F2\Y43K#%+!:\;.4KJSN2UTIGC#NWS$6\ G:4_0=*=89#\MP0=L>/_ ML25.(02;J.!'O:'N?.PG"57'.[%_"GTKFO.%&|(IK\#X]NZ(|+ M/Q/726B?AZ!-2G'06N+7c2HCW4)Y0],DS 3)TI*%Z@FD.OTU62TI,A'QWED% MU9(UPW),U.`OSVF&/'&I.]" 83EAP+9FXVY[$]U?MP.W2F&9I8P$PQ.I6?N%M=7U8QOW%($RU,[PSVW30$4B ,%&.?QLGY808XP(G N.N.^!A,__%GW@ 8B0? M0CZW.,S.78[@>Y2Y-]_/Q+M3%;DG>'%$,N">:H4A'YCK25'?H \K\A^;^M MAODZDW5&CH4OB8TP&((QO_88,<#P)7U-$$X/P%B8ZR*%_7-)) O(D@7X?MIH M9A3.1G&O7F.:4JZXJT\$^8,$RA@@SA"*$$G.#_&P.=$PAQFB.?U:P6(1U%F,_F9E! M*%Z_P<$+IJD@!1G%P8\'QA=C.OB|%.L3[O:PKF0L5_$Z_(&~WA%X!SU31F M^/.UOW=\ C8Y,RT-C#C+WTL31;.8*OV@LX5/$(LR-K<28'W 2GOV7_IW\POW[.\+D MVXT\T\"ZYQ2K?0[1"ID2)O$9%A]3 BOOF!R\SW"S23=&*HO)HM9!4(,.WW M]*:OEC2,$-C I#709@H;B(!=G >Q8M.M 202AD663BW3YP$9441"6=8O[@&GA M{6/.*>MRC#D@<_ QM1F@CH?HP:V*Y-2+7MOF:]YH052VHNGD7 M[#*[IH3*W>;$;E]CK=/,[E6RT?V%4/UBXFX# _)2%V L;@7*=K=CF7. MTYD:-FIWYJ2@1I_N$0@IXHD7D (T$RPI$0^ T=D\ OE_K2C!$=825C M(6GU81Z+W G6F/9>M2TM$QWS>GC]J72:RU7C1%PC7U[9V0_'2U>.*1 7-$1+[9N1Z M W0MN>^%C /U1KG2:67W;RJ>GFN;2+(]1.&;F#K#&@=^0"S,19I MA,5[":L58 \'8@5_Q3O2+8 &F_J2^;WB#M4^"X2>< MJQ"#;I0 '*XR.ION]#C'*] MR=_?FM95EW]V>%2,WL/E59LAC\>;CPT:VR.OS?]$Z=WAWHRFLIW MM>4YL)E$=KR04X76L*LJ[<2-(Z5X(0^X**R?6$S)T.E3&;X,)6=3KI;B2KW MFM[|"WW^6!+KM!C,I#Q\3+,CAL#6C>F=P'.MR3VWA#+'XHPL*F^..:<1CH<> M>355*>38QX=)OBNCG/RPDOG&67";<,%D=)2Z,!)+!,;C):S66\.Z'#A-,>)M2N(AF2ZKJR'?;1O".%E)Y%NYSK'L_=_B-.HR67;O&.."G.:?GM=Y=M%WM_Q-M>D6AP>:S9SKQM+-YHHJZDBUW6 *A-0.;JM+NNZ00#[>\PC??@ -+\?D6Z/P1-M[VM&#)Y#C1.-=KV(&-T'/.X6.^ZPBGMCU8124EXTE.5KFNY>WV!DRUE#8W.! M915LC"O&%%A2"?PW3.Y427 8UM4.$K34F3*$374.>?NA+ESL>R/FS!P3|.F& M.5.L*R4UF80CFXQMWX_0[OF-4.=MJ8!OPYT&.O$*6OKA1Z.[Xf.4 *VV.Z'/ MP'?70@ND.SZC$?5;M36D=="%H*KIA9.]|_O-]K(OR.;1+G<4G\ HdI?XR \9F_F<#/ (\=8@5ZE530_.B_!T-# *Y?[M >3\SDR8NNA\:%HGF_R(Y%.H"P

~~-UF),2:LI3YZ>ZJ"C$D*~~"[:1 M;D42~~ M3K#Q=/[@S/N%T+W/A=XX4{Q^*!9NRV+/9Y*;O2>X!!9<7#*U||PE^39HY_J MW2'}'B*&/\0 N\(<%XN=X,Q39[:L_ X1}>!&:,&\4=+]698F&|E0;4AXJZ*; M;I$C\(2(FP\:.BRR>8EG(H8'<&+RUSPPLAJSI-D5>GD*:/W-)1-Q4 "5-M_]%E48Z,5#((WE2PN4W*VF;J#$%)$B25# W:,H@5P[2R[7^8:K918103/TYW MQX.9C37#=-AC41P)#T_$[-,S$& <$"A3!_G[&.L6)ODWI*O'=PSTKV&/161@9; MF'1],MSG,F2ND>68"W7A#CRUG2DF,WQ%2WL<(=X0578TB5!NMOA/5:OXK_!$ M5C$; _B.G 8 YZEAX?M4%G|"L#HT\&)N)!4C39G) =5T4$;.7W46; 'N? Z+0 1 + NAL",5 A GXIXC0H6CXE5$9C>9+N864PA=6]I: c3+0(Q"9MP'/2O M$<8S[5[=%3ZA*0'S _80l,PTZO>$;0+0TH4ZPJ@=&5Q=<56Q?/@O_D-E2 ZZ.). M ,8\O9&0(*9F31VZ2C(T$IL'S(P/U!1% -$< 'A)^&E)-3DL6TT M:!'DMKX-']/L_]\P(*/5,?\FIA::(<)8F"%"RINO&3X, MBF\U\6?B ,2;G'PD>#O?MQF"49^YWBP;&,GC?IO\#$;5$;P-UR;#|<0C"X*^# MY:B"K,': '80U*7DLZ:I%>O>`GHMTX&N8V@E%>BH-9B.!M68*)8L8O%X(T>W7 M09I.@(&#]#$5^B%AYE.A6TSX9A &V5$TK)P1&>OU[83V)KY!E*TV/$/(#AA> M8.1@8).= QXTZ SX&'/X/-LGRB)/@H08]>9^Z'A#AUFO(Q&=&BLRP\,XHD(M/4,2; _YL3&Q*UA813;' *SA^ZH[Y38;!@->]M"PMOS\G27&_4V_|(+)=Q)I9IN**03(\'4$,#|" ^ <4,%4;$68=KV;.6F .%/B M>%>W!\XM!+,:RTYWGPLAC#{GWO!% _T 9]9[.0YO0N^MAI0M+9U*? @[A5L M\%Q\'49-TT_8@YGA(!=:%/F.B MYF\,WDF,F"GQC_BIT!866PP%.F74.K3(F<&Q0%(B0)'P.7SSTD:@9B&7TMU(M+/W8';1"C4?71\9X#[8H"Z0[(F4!6PJL.,]$PEQF#. ,V;MC0EE***F],\K"!#)D%0 +TU3-@_8@Z M3WUK!C:*H"TS57N7@ L,+,!, "(.[# .@#@ %GL*==]M.IHQN6,YN1)R\||:!LS M]_2 (X9C -"$*0E@\'3ZM,\!"79J1' #S5)HZ$!#> ^%|#K&\155+C2 M&?QOO PB'YSXA=F)AO?!%,Y):U$%KVC. 7Y9XN05;RE!(4@-*(.8CGJ[RFG]DA M0Y)ME0U)6JO9RB\=+E9.B+/C45\=N2K8U(SYO:@(V3GB221CX'P(]?OQ^SR%H(N^ ,:[TMPM!.\R0U#'^!; [^68(E)4A!PS.0>6 ^T5>]HE3B4CT MBHW&/0.ON< MZ%WL&S#GCR.@6[SIS1"P(DT=?;&!?MX=?+1OAEW6 2M"4R6\@U=!6.;JE:*X M4M7#D1%DZ;VP0ZB"''8'^.8O!>:,LSEV4CV'K+N1=M!@ .)CO$_H7 YY>C1T M0TQ_*10$BFX'@2;ZL=2]%D5@K.G<,1WOXX$'/[$F@VQ&=",WF+=:,>LMNZ!] M@99IF#\V\+=VE$2<;JU-$@%O64B,C&?I2 ,=:^,%/ &S2FT'DY FD% M.H.55>1. P L\;P.FK#]N:V(UU0: (GN!RV@U:U#>*\?>X,9I# D.G@ZD23I] M*E@YETRWI^?(B+!!_ "X>]Q#PSE71"M(EU6,,:8,@8QN(\4Z2>0@IP$ FP;F@#N2]E]5 H4:4$M#RLC3?$ > ^)N M5@>. [WKUCW>V80A,=55[!198+\E45L,A ,;,.,}}EZ7A2[$MS*7A64C>AN%, MMC$<$F,##4O,PF[/3<9E[FU-Y:+G<$RVA$TW/\U0>;!+|=KR+P=VIN<6OF\[*Q MI&!3!*F*8T747L1.@E8D%<.]$?"N/ TVLH9] .D>R\0/ E!:/N*'I@#[F8# M 8B0-LR['T:" @WV)/FMFV@>3M29P1>'@,%NOCPVWF5HTH" ,(U8M:.!>/HON MA"8L,&\'FDJ2*N!?S]L,G,4D9C!TAB:G\[=## ^4=V3\K@0:? ^IN046#[5/@) M^ _P7RY!%KCZ%O.#_W^)5%#=HA_Q/S?]#= ,;]?C&F#H%E< 'L&,,.7H8[I3%, MDND!^39,P9OX%(0N%X=B)\PIZ5@PS/8W8($$?9N<#NNU)(D&'Q)CO@]*$B*G M'@+Z#3=-R.1-]4A$(.PC!{%,9WE NSN*(GLNA*3]#ZF=OCD 99A3Z1:NI0Q M,P"-9.EPNLV% ^%#.9D4S\@ 'ZYV-(%+)O*E57<'A<@6*O#5*"<)\X+PB<5H7_N(WX'XVHW)GZ@O0OA MWVX[0TF!)M%^)W!PEF3~]E00>OL&. 2 M-/S1/[T.O1@N\@C2'#[P# M&Y:.UXO>@Z>[.OT&U@6R3+#.JY&./.[C2/P)!1R+GQ5M)N-.4@*L#*]Z\T, MC - P 3>4XGT.??E+&&')-0& -(BDD6]>&Y,X7G.>#K5)]K0V!!S*H*[2K6H 2<,@&7;\ <- KTPE1'A%Q V 9T-)+SX@S UTENSLW$HGK[OCF5@K)VN,XGMC;>%M# MUP,=C.!2)(K-]NUU6 -(VC"D0"VHO*A!QAR-(9 -@@P#E*Z0XIP3R84'(8Q=;P MEGU2%H>/[Y5641.(C"22;* {G1GDR!!'.6W!7$YCB9TT0AC1Q'D-5%3W56WCE M^LUD1'Q>WV^U6>9? LGZS>`B\]QXI(@=X*9 .:+ W% &M;.:]D/$1"'DO8&6.5= M+1+=+.8.WI9:+<.M+7]XQY-)Y6 ;YE\O#]^+D"I'+ SKS7'8[W+B8.X\.YD MQ,"0N*TC^'O<==>NX.7H>8 $'Z.1&+3???&L>]J1!3>1TX!X& 93G3F7OH0!*> M-S>29'.XA .;"'9Q?QJ(+(=> ^0K D8MQF(=/L.IQE@HR+ .R)OD0XCZ?GD+V0 M/$4R\!1+$.HT 03LS/923BD@8:A>&,.;8=8 81LB[\<93Z7L(PTA8M _)2S _ I M9Z \,DRZM,';WKO:X!.APQ 6)C!U$0L 6D)$E-@@WD68'X/@BST*^> K^4C: M?6D\PK_T4ODGO0Y)$A #MZKY_+!SQ_O$Z:BW:+ (*\,3;=`]\)7-B7,)+$1 M?)^3?-S6/6<)>4>6CW 2-#FFM@=$!24X3&R)WB(H[QUQU]<)V)*45<&(>Q&=]]*.,.,.,

*&*B>VE$SO&M0-#AWP;L<.ER-C[#C\# C'$ M(\#!4M:W6XAUBNH4*(M(]D#_36F|>+_.K."/"A,HL$=+P:#UN&.K;3^:,SY* MJZ;0QM#Q4=[%B_.Q31@E!NQTHCS!L8'8%?*
MWZMT"ON"7(RZVF0.L$R_#8IH$.MR%3L9D@0=4C"(.V]V(SD?RX5K&L4I M2$@Y_]<0$.?H.F*.< 5F<(38)0X&3R@3O#8[S99B1PT36(5S-PKOB-G\09$U
MRVK01G:,.OQSIH8QD[ZR0%1P3EZUQO?4591S\#%# ^!],7 ?X7 M-!EG[%(87QRG))=*))Y)@7# 0.UV:.^![:62#<9 MFO)=/ 6^4L$2*F4!U$Y"@PP9H$R G$^,JL*
<@[HU^PX+1HN>5?20\P&H\QWK M/(${>?6N2OE$YQSA@!'PP?^/LWL,R#=I93T&BA3NS^)L M$?)M5@==2>MDAO9S2WO56L"GTS^ GCXQR?700+SA0V >,=1#:.LX$!#.!#49 M)
(,&_:3G1$ 00I/!],8/E-QG@*4X77D3' >>-9'H8HKB3D7 ^TLD[#L.WR7F6^ LLA- M?:Y!" '9,GL-DL/P.&RA06243H&HX6WI506!@ C@B,=+O1]9RA[!A'7XX:@A>%+F.CF%O=8 !S$X+F MP-
^_G'XY.2S2+NB)L ^\@ET9\=GPF9TMCF"E"CO\S>KRR_]2L3ZZTMDT_B$G MPJ,"_!9->UD@6G*@KX&7T+MHKN"7%VR:L.D0-@>P!F>X1TAZ%X!.?^ -A9.+ M[$\P.?4MJ]4P[A3\=HP]J-
7"3I]%=HG;43A*712)H+6EK&DJON&Q+ZED'(> 9B/$(L5W5)8.8/RXI?F+A\'1<$K$7<)N8KW]<@FG$%!<*L!?0,$<XB!81A?>.3U(Z8BX#A?1>P\ROIW8:(73^"W#'2>BW!?1' MQNN^K:CHR!?
/FK,64D8?1_/!VOSHFG\$@(%!$0W MP(8O2%8#W(VF):>NJ N0> 9T:D/<#2((W$^ "LGHLLDUL/]*Z.03"_] M8T(<1Z:.$6[(+] 0H851#+_ &:P\)"F).P9UYPA/L..8'EWW0?-C>KON/V/5&I>&&?85E
P%L4_SRQU>==5T]5 MF-O$#2N_]]?-V-KPY'>=_1,)S>Q\-MECO32;E&O9E/;@,!L11%-ZGM+ZM93-M21V]]M46#7DNJ:-WKR2BUM@QCQT[.]>QP]8L?X,E5WTQ]3-+N(?^38HY85[P
M%E.0:CT4U./[P](HN>[\M.:_[>$#7*29M4;W/[E>`Y"K'K?&SS8%X^VM.0+5S_M\0:WC[GC*LLRHKC_]Y_.>'I?X=+=$]C&%;/]0X"FI9I M>3$CU4;7^4(Y[$.5A$9!*(K9L7E($YB) <2%!
MU1,G3B*+H*IJL7#$..Z"@M:.UNEE*FNJ4M57/% A_#/P#MB+BV/+FK(9ABQ MQB8RJIZ5>,&4>2C&5V_+M'.,*K.TS_JZ*S&A47AF%'FL.%A<7\%^/"%#N9 M(FB
=14X=%.ET^3#L.U:0XWC#]8|PRNL< M$O\LP<99.9C5N"2.N739C?DU9R\[@BHK+ZGT!II] M<O:R35?9%*>XECD_$Z8R\L*K"%NW:5U;9Q\MUE M4VK2 CSPU@O3&%TC?*&2[3+ $ZSA?(^N:
[/W/;.=V#6H8 =>SZ5P%?+M*IM MRQXNJMK@<[.7*]"4&<8 J-$]L#PUO(0207I^.C5U7< MVU2<4@.^VK8:?=OAKU!K8]!{1*OCCX*V1."D#^:$%AYAM6!% M&.)E.*Z.P\N& G<
M_TWlCK#;V@%U6QNE4=.0A19?.M1\.R1SG*#MQ$,O $@C""3:IYA)G MINFIMA)UB&>%C!G+3;HESC\FQ1MT2}'8L;I<2*[8N]M?.VC/"L@O*%"|<_N2KH M@-+ %>94 BFB=X2MT\D1Y0B_?
K%OHVSPE,!)< F;/,[V.%+-BG)&!W"-8DI MS@1#&1(ADA#MR4*$#O6%YVQDHV[>@L*ZO!/(+7+>* KO&(]FY-&]O$%.T1@7 M,A14(B^1]/'7>.G30L8_R*.1N^5$#(?
G8$5Y'H8AM@4"#'LJA\8:YRWGM\"0 M$BX=WGC*Q_:^0K,8[..&=66!:9RA[!=-:[\^QR&1C-YX\&ZK:=H_&%,_MC8TWP[=&KVGW?E*8OD(0L L49<G#T87EA)%!+-3@63:!K'RX0R/(49CVFLL'09
M/UAC(X OZ%P=H0YZU:=[9JOW$E3OJC>MDN'}2KX[+UZO7-\A.4]VE.HIB_KKJ5:79@&UWH$U!RZZH'JIDP).CK//*1 M&=+57A\=IR-8N#NH^L'K.D<^O.9[PD]C.@=+EYP]RC_BZV1FI7^6"X42]
M.D-.^]WLA)0[E<6]7293=43-M.DMAET(4NZ33O*#D<2.3!=Q. MPM^\8(Q>.SKV" U*T9UUR!2'!L7?Y9!"M'#G1BQ&(3\.3AZA9)UXB:H|%+,F MQ9F>U^#+CF\,TXG&%#|#ON)RP+
<&\5Q5.O)BI],\%"T'\92)/QZ<7*<.,9 T8*_PC]*M_9*A/[@.8#]Q .IS9LG&/OG4 (E1,,L"\N=1D\Z0PHNP07 MBP]!B*>"YD)1!"<&\1&M.B>642'!9 =']N.4 + ,V2DC]*.-4<-1
MC[4ZTZE/094 OG^EH^L)5O0D78CA*%!Y. 2R&'LB>H0*.O8(1+.[C&.*(BS9 M:M/XV5'2;EB!QSZ=PAJ/8"D/.0V85H1M\.P;8C]R"##6TUAWE.3M9UQ$FA<+ MCXP\ )O3YU8ZGV?
43S(W^(Y('"5,8)Z<;0(.]EW27NP] MGRO*RQ7D!N.Q"=S,.. !Q M0!T'?&(<4 AT !OI,_U6[ZK39:.K=G=@73GNJ'?EMMK#7F_<899C%VRZ+T?G MEZ>G9Y>_GIR??
OYX=OX'Q?.NK%;Q;W=+M>=6>}YIE(6'2^8*S>]BJ3G6>U]_MD6 .@05/M/NG//#/,*>]E]*E MY55OT+*Q8WG]:E\.HH< 8XH/3L%2@=R4O%*Y>%N.4 + ,V2DC]*.-4<-1
M+F@>X]0G]^36@V6(F _]Y-Q2*U]#UTY$(7;1U=48W.U%.M2\&L+(^,$9'LT1TDL $YHQI^'A+!E#:8_^= MR11O@G"RS!, V9=@Q-PI.G]VZ 2+(<(5@S:+!>2"-)GZ^=CDR)
MF4=.A."0044:&.AXY+E\2IF Y.5DAH83&.8&4Q%N/.P&@"AJZ@A^G$<1.=\$]ABA?8H(S&]]96D*.MLL.R(.)<&W?C@NJ"-ZHI+PHS4]R0'%5_4Y_.Y0^73'!ZC5PEVGE M\$A5?+QYPN*0YX$!!6?
$(0?%C4D(C*X5W6(@42TO3^-.KDQWW-2$,X*H.V% M6R<_G+BOP5L'%/D$5XT.L#'BKVHI3D/,.7!0EY$'1W 'G,@0*TV[LS*@4%. MANX6C\3}]P B>UAXH^WP.Y92C
)GCU^AY3EED$UB3A>@YS7"L/AV*H.G13 M>7.O.T2 1?9W@C[LWK2]>#2'PH!&#]6E'!8]S5Z6?@. (PP).'UE3/[BGCT]O M@DH*0%0D.8$3RB=4H9 1..:2X7B8(T]V%V5.[@+'.;##??FU_]'&XH&P+S-
UPG M%C<(9KGU%% LB<0[''L.KR3T)1MT)9\2]$R_AP6347"8Y#@ PG(QRT#4ZX1?] M79Z.P9'ICO&H>),P!0>.^!*ZD+\4]S0M!"DJCZZ.1$+T9!+V)D!VTDAGQX8V%
M?:,Q"ESBOP!'8L_SDDNF!.T++DJA&K$W:$"H#F3$$E,]%%H(3U80A%0_>!4D% MX]PXT>1ALG/KU1QO4DQ?8TR&Z5<.P.[C/\(R'_]*<'+7ANADD6*W0IDCFIC5D"G!7"AA&0EC1HM\.GY}TKB9
MUP#4_!:G8%...ED4.R7'#P>0A2.P?8!%>"R8Q: M5;S(D//MD7H*I*D@M.$DC"DWP43I S/GS.G.%&N'1>..:LZ.AY@Z$!K]T/@G= M.8#%)&M<>AC(F\ZS<3IK%*055N@'=''6.5*(4# ^84>)}2U9
H.%("(AXMB884 M_/0*:(BNM&C*/ RU3\BV|(0N+1\EGDUO!#B#]=IN((;B+&O/-G5?+NBKSLL02-M*SG N_(^X)D1DEELD>/RY4T:.[<F\+D$U&0&[+_<94]OS/Y(8#FD[LXI2\PT02WGS$.4'7* MF#_ GQ
6;<[D]E]M-@%3A/''1MQBZ.?*DUFQ3C-F.S@1Y*K DCHTGPL=8/SFAR).*;M/Y/ZINDP8 M9?/*!Q'F,6C3Y!,D9>)H^&(.2,U/(4 V,CN.[U-^R&PT50L*%_EU%IC BDG_ M A7[2 ^[$4/(\^3$!1"}VC595"
(<$^"T3BGMB_'Q8*]=!O)'G'$;Y28GYAV2+ MW7I)% ;.._=!B(H]N?SX.3P@6>7[$;OU7_+[']#62-\[']#!D0.H+K$=2N>2* MX#%NZN7V&E$@3U8D.N\?>UB@]>XRA$",4AN>XEAP.
AIQO_*:2[Q!)+UY[&O-Q0.78F9@4-M:?ZR9![<*O+Q@TEE>E9#*SFAG 4[Y!4XAC*:I%A'0%,/%:.$9-D'EP M:@8M@Z5(/[C1=D[KH(&<.CI<-[OO#VY*KG
]>1,^$L(D:'Z7+$PB1/+,^$RY+U09$F+$0/B MA5!D-,2F>*$NX5 5,C& 2,V 2Y[WDL2L!!"C>58RUA) 7A097#!$X1G@FHD42:_S]_E@Q" M"7W,W@+Y[*?O3,DN?
C]*.PEL8\^%'!\D30N')Z"4?,8+V&##R'D,O2< QIH M#;E?OBG\Y/R."@$Z6Q!.CH$2$KLHK!=-3$D0Q)#!/DDG,NZ#US.D?<)+V+[+ MH.6 M.9"X3>E,N') ,%X?@$Q'!R?
Y$5.WD)N>56TS#4K1JT5SP5OEOC0[G=-M KSY*0?0A(IX31C>NDTCE-@^U!$?<[%PV\Q7WW5BL]/CD\^7QH71Y1,+HRS-MC\;%-3^7)ZZ!R2;]I&V8/5YGGRE*6*(&,M155V:(B M#;S;G
]N_V/(DVA.':,//P!Y. MPZN1,VQ?M0?.Z*K?'[M7PX'M=-']N8PWMWMOOP_P G8!YE!RKY2"NP)!UNJ5 M>VVKPC(#;U(I>+=,I^.N.&1M8(W;5Z@Q 2\6@SNI`YAP&/#1BS!W.G
MVSE#1\M#[FBZLD7I%N\TT^?;@7.EW1GY]AX\T>"\A$ST&6V 8>;.#97YE_RS#1 M!#?N!/'[.[-C=Y$F]-BG[$&-77@W*7,_^-]A]^"S^-D$!G6Y$^U[$WGZC*\ZE[9+?]A7Y-?S O[Q!V=6/>WP5^G?
_ULM8 _?&?P8_KQ ME?<=#R0$!3H8.WL 7AF!.X%=,G=TB*A^S-:P8QY%T=$HG"9L]%WKE\I2G]V MHNBJV^]9;N(<[1+ _WWZS~&)&_WQ_ YZO0I@C\%HNM4I0%$ 0D4P 5[P.%@N
M/O^K=W5P=N-]_2V7F_3FXK-]WOFC9+*$M0*+"I/+:!(DLR#YZZ^K#]-1Y_]:M)]W_^]1R?S\^^D?KMF20!+4"R0RF+(3*.^8_H___<'/P6MMAQY^N_DI_O?F!]M+1DJ:!E42IRCN: 2F>E8[G#8ZUV-
>(@#.=A:,OIVV;@#&N^\D.R> M?+_ QAEX27UF]?L]\$;IM%Z2CW-;#4K%"-8'2=<0ZO850K&OM1 F/V*UE\O @ M5W8 4USA$ML7=UMA-=]EI&,:^%U!7]NRFZ5[#/%>K\COV.VT/DO(++7ABD^
M2P5 IMGLR$5SM\+0'@Y.5O>]#Q+K]GCURX*.R+H;=YSVN_^VP>QL%]BLH#BB MM:W5 GFPU.$_?SW']+516 /)K\>22F<'"#*Q:WA))!)?]
M0UT'XKHX1COREZ.*9%5$6$Z:A/(+3E7T38'XU/P0_LP\=TLBN3"}-WR:2[L.# M-SEF0S2M'U!8T_55P6!D:26/8.%)"3'XF(7C(^=0=P.A!]I#]F@SCT$!3AA<2-M%NSP^6@Q&S9S9]GS:PV5_0[V]-
30Z%3?%>G>A__IV&R?L'I^,/O7\E]+.,))G&A^_>W=W=-6&& MYG5X^^XH8Q?W.[%A=TQR\ ^W9['3Z=]JE#N#/?L=Z=QLG MDP,+_C8MVV3?.7C ,/6&:O.FF91@=S^H*)XS:L\V.H[QY.@&%^F-
IYG%H112 M.>=5,S 9]DW!)%)M4[P$C2]= 4@QIW:446#'[#>$(2@2%)4%>6/+'T\\91 M>9LYKKY4[F)I[]*YRX/O./?9#O>Q M.?21W,]^7UVC06:TN0/4 ,IN/2104LD0-
<1ESFSQC,S_>^/.1NW/16[9]8/9ZW5[/O[2IV M<IMO4FC8Q%&O/&$I,.O3-4$S@*.W. /A)M]WK=-\E$ZL%.!W8(_,*M)D#<^?T MF/JED1,#>VC@3\W'6U'$3_]HM2SA"G)U&(^;.84Y!C;]?)
!0:2TW!L6+U!. MVC,.T]$<1G,8R6$L$_TN-G(8ROKTK:HYS ?J=Y.QC2\97X@:QCF^R:GZ4U:A MD%0:T;W^:%7W^NIYSN?PEIM5/>([^Z,9=#7?T7Q\AT;5!NL:R'?L=NVU1M9 MN\MV?
]XWVY$&=E 7AM=6KWC.WT -O1;"=G.]VNW25UOS9[!59+&OU#E&I2R&\3:.MYES6UL:\"WRC;0!=]OVJ$ \ MP]HVWW@^L[*VPRSV2R.A_FOY%V@D0<]=eO@=CF)9YS]1. M*U?
.O*HW^PEL.6W7+/C"^^$^P3]=BFIIX=I![.W!IUY.9VY@+)$5F!3QU_0-WZ;1G&]9"1> M+8W%M3O:.3#:.YRW &,8&:#!%[X9SP]!3 =N72YSOS8:>HS[#[S(6I+GC9
M0SZ6W:)D4L>%$PV=@,4'9]]]=B^'LEHM:\(O/8*M2;R142^-15W!9%_S,[(-MH_P\=PLT]!=UKK4>N@U7TF-MM&OZ6GR7_?+S2-/7>%IU1YT/CGS^>?C-.@YIV6/X1NBPD$^X!%%\>_:BP[$XLN
MG>]A$$[NP:A(6$"[JPOWADVO#WOM]+W'LT!/&L" M4E\HW_)^+JG=V2VZ!UK)EL{>K%O+/H(YL58Q(6RY\-4R_J1.*:AI#MAD002W+8HW* M=210*S4TYX>CJ9M=F(H/:'6.K:SR=! &+ .@-I\
C9:1PGG5.I3K5=+ BEF_ M>H@?(>T3_BH%V9.0RK&+S?8C)4E3A\Y9[_:L08B: MT55 EK%K9>AM78:>Z3+TBW!U[=:9@[:=XFQ-("7:#S9M]ZJFK=/.O'O-5:?'0OJB<_EUIB
ME$ZKPH+KBL{?WN]N.OUZ\D7MM=NF!V7O<%.L.]~T1T^[<P1%!$N!2B_*F[>.9MSWD\0+CP"] ?&6]]N!2^5\G9_S#Y!V]LY[7-7U=)=Y$IV%*6V-MV]-BP@YGTIO6\ D\BF-N
.]^OC)\|"HYVQ.B6!K"T^\&&!1 M?1> ,.SX4&L,5!C8+VL M(F['YU4?M FOD;6VR*]8\.."G1{GKU.RP]+?5][G\N!T[?;U>E%KF[4[EI?: M+C,O54V@$AFAA12JXG>8!6IS6IY-9[T-
O=&2;.8\5648CNIA/S?)O/_I_P-0 M2P.$% @ 4($(662"@\1<0P X8X! !@ !V&5X M,3!D,2YH=&WM2OMSVU:6YE_!][>GO2!(EN2WG4D5+2G=FK%EKT0G.[6UU042 MEQ+:.(;#&0S+GU^]YW2=
BE*LA'>)S:CJ?2'\M_YW?OQ>N!LGQ5523%0:.M_6WTV4EI VIHHFFE0]:>#3FZRYBD;E?)X4T0=555F>]^^J++4472PQ_=B M(^^#P^=[^NY/A!%'ICN1'92$F>O7DU9/#_ <.GT?IS T^?
OME_&7WZ$.U\'AT- MZ.+CCT>C__YTPD_]]/G=^.]CZ(?=)T]^??KTY,GQZ)B->+:W?Q"_JJ2HLR8K MBR1_\N3D[(?HAZNFF;]Y\N3FYF;OYNE>65T^&9T_N6IF^;,G>5G6:B]MTA]^
M^A$_@7^)/WIQYEJDFARE52U:O[CA\^CGW=?P15-UN3]HQ^?Z'_SM>,R7?ST M8Y1=1W6SR-5__#!+jLNLV&W*^9NG^_/F+?SR"7P=7/-UJR9+FZLW!_O[?WX[M3](T*RYW_7*?E1EEU?FLY)?
[4VE\]3KA7>>)63G?2 A7-JV:0L MFMULLORQ9N_C+*9JL5=1.=EL:D^$O.G\ -U5ET[\U:OK[\4W GNV:BO MS6Z29Y0&T6C'Y=Y"E^>+?+W*QEF#6^(-QR=CF)9YS]1. M*U?
3LZ%Z.3#W%T>G:T9UfLX0<6X?\. M#OD_:AOE\,/V:?)<30\.XJ.3RY&PQ\ 6?N(4YWY]/1_^@S\Y&YW^C\\,Z_AK,R]7P2&^+8S)-FLL.!.>.KY",Z!<'+_Z.MFVRZX(^R(H6YT&N# M=]9#3+-
ZGB>+_UF19X7;'>?EY,O;&=R3M]'3%_]N]9J458*[:1>O?%.4A7|[MK:HFFR2Y(.8|K_WWRS],T?O?V*[=/]080S"GSLGKS\WWZO_]Y;.^$1%4U6 M^#?=\TU=YIDK X8 /FE_BB.8V'&R89M\[+?-55)'
M8Z6*2-5.,LZS^HHW1Y)>HZE#^.RM#P0O?UU$YI0^.RAG8. O-+ TM$ IOW9QLM-H>)-4.;VWW7FK=M[3^^.N\ MX?&'T/;3B]'Y<'3Z\6O3-^ -6LEC!+1L.!BZK<.:+!,2M-)3/8/+*2LNH4?@%
M[6%8####2=15BRAI0:A56:.(H[H=_T-.&K"S\P5+/16IKW8SS5OWAI^8W8V M#BGF_.^'(Y(5 .@^U^%P\!.^"W^.4H32%58Q@+2]\T.#$?C-[+.M>5\"]FF0@D>=5AG(?=T\TG>2MBJ95.1-
=DVV<*WHU/>C8&T0?!5)F61DBU"$V=NV/-6V(SO 8\"? .R%V"OW@2HIV.*P475:C(DE}!.L% M3H>RT(@+>BK[GZ_5?L&R@UV!F<6)A++.Q5O"$X >JG YH(+C&DRH;\R#@UZP! MC M
=V;57]>)TF%GC|.\9V!MP(!7WDZC%)"3I_?WL[NC=^\,R?SB'L&K[?;M) ^QS3C*TSR=WU77?6PR6]TRKN1)(.[M+\,#&O)G[6P.H@@%%8DL6M,[/VE-W)+#@[SPT\B#RY$@%2PI4C(9J(!DK9 M#;B
*U OMP9#T";YN5-3/@EGS-9NTL*LQP PD+5R4-7+9 '9S" _%^3 H9. MUO#:]33A^UJ931-D90VHH)UL$#V/#UX?Q"!>O.A*<++UJV:K)X#VY;2'*)\UM)?9G;1,[B8?
@@[:JHR\GYH=+#!8=_4,0/L2\>XUBH! MTP(TL** 0/^754KF/^D8J_M%&?7>"%:#W5&\#U\)FV.2)^"]TDH=Y/8A:QVN MTXN/8*',8.? Q*!AP9. $ZA/!C.0@.98!H4.ID +]TK0@OEGFU5DPN#VU5L$
M38#!]A6N.>,.HAV#Y,W.&K7]D\/"XXB'FRT)9GU]+N&LYLTXK]5%9|K]$D M7_F\L*5PL+P&9_6'<.,W^LM"ZS;7W+.X@D)W1W27FOQ*(DNAN>TPO.RTF.R MP22VM5DOT-3LH-
6'\XZ=H)73Z&]3SVHG.Q1?9,!6,;P OTY68]D[G\A'.4* M>2P;PADS>@(D7'$WLZR-M9AK"UD\%#YQ5_ZN+T8]\8S[E>3=#OVF@1>&28VC
M0**=*SAUV01OS^\!5W\N]N#3@7E/]SR11+LN,Y:K<$5:MN,F#B?,",>QTM,] M2]XSC7:M JW,@H#TT;B&K0GODR^\R6AIM<@/4BFZS^!5XC5) ^\"@<(7UC<[M%&XK0E] M1Q-
Z,$SH=0S/33*WP0B&^6(.1B30W>UM\U*WI7S8T_):"(98\N35LFXO5z8ZI@(S#6M6+?0\ MK3/4O.=]_<6]]I:ZJUZJO&HR.NH 4UZLFL*UFU?].BO.&.L1V:1W3N@7+@^?" M+(W67]&&"[P7QW-
!GV7:.FWEO-.2H]")B-%CPX]CQX8'EMA&]T*8-O(WGW.< MN+,?>?D;#)OM-=!]-=!DHX{XH\5< .2XAG.!."PYS8+R)OR@YC/ !ZUMTXT5L MZL-94>1_80^SP&] M+I+E=%FE310B55'%E312R*]@'JP
4VE/%NI@-(6\X-(;@W&K%9\8$&KG.4N4G M$]WP&/JDX](WP7_(V/S7V0234O#_]CYI2^$%,$_B;?{D_#B$S]]";G^.6;P89JON9V2&FB#W M/%G "JSC=/M':S4&SQ5$OP>LL ^_=__
(74^LL)]JY@+YYSUFZL:$F =#] MI/87M)\%_N=5I7\3B9?+BM8I#002\YD^E]IYMS5_@S&%O^_M{1T^^_/,>PU58G W^\@2A\" MIW!B.?FZ-2>\/=.1[XT.*0E$H1_,2@261S#6-
DGOV\2_%9#+O*AX,%I $SX M0V!9FE&GN1Z.(7C@BFY2.?R#SZ M[G+LS^^38SIY2_K7TW>G[Q&^B[G>3\/ST>G1Z;=_O3OU>*PP)ZB";@BAR"T$ M.:.5X?'$?\?C^^?W)133\].G]Z='PW?
N3:/1O"T#Z;@{!0] >]TR%:.3ROSS< M\.4_V*SE)Y'^R0"8'RYXN5.L?2DTV.S2V.T7*$Z" V7?A%16.*%)O+&'OZBO M"+C*V!L=0M[#FXTT;8!.$]EDFI.@#0A#T:R2$EN$FUS49L&$L*/DGPW:OOA
M^5[T;D&8Z#G%'W:0?^ ($@5H!%5<]\)T%Q:%C'D@4MQ*$=@N5HI0D$LW5N 5 MZ5=DR\TQ"9T@K/_3RTHIH]=7I38$"BPI0#>3$N;(:"%.B=Y67>&EDP[H9.WQ?M_-Z6*07#,@$K':?]YB|[?X-
!]FR.FX'>DPB0B#U^19D^/DK#L<"!2%-T(/&.]Z_G5 9"! M/6\VF7Y9:U@87Q[\SQAAG0@CD!3'A'W9D62(AP##08.LY*BQ"@P,>^Q3K^P MD3+E9_I3P_[.G8#P1<(7"G:R+D:{)#7S]
[>#P8O9E$<794W"O- [9A^=A MBH>B.FO,&4FF\:8,IMR&4\UL2[^PTH:94__9M%0&#HM!L-\.Z4Z1X%WT'<.[M4 .LT>FC:.9&3\9YA1WT4SAWHSUGTT%LFF[1#^TBR\>M:>&X[KYQ\
(\PU.*VD]G.!&TB.K MU"5/M6-UU4EN4HD<=.I'W.B_L"RNQ!2;GG:EOL'>BZ9MA:^^SM8S>T=/CB>&.M!!5& ZY 4%X6\&/&M=+P.7Q2I?A9-E1O 6A>[DP MUDB&.,R61#
<5WA/%#2)42,US(<6,)\3&R1I2T@8,7E:+\#:PY&E6S0P:WWNX M'B7.QAA3921=43!.?X,)?ZZY F]6VD;WM8V> M,91M] O]XN+R,72BE>G],*0U(+C1>L$,E#6XKVGC8 R<2Z^U!KMF+H3* #M=
M*T^2T/SZ7.A[^'(GM2SK2K7407#V4G'!!CM3^8BXD*1R&FLMZ2@+1#@FRQ'V/EC@(Q M*:@8D*5X)A+(RH+=-[5 _US0F+IS(MP#N:,.P.2-MKN-G]2+.W.9Y>4/E111CH[W<<5.2<62*N%WIWC=6.5SU>08 H.Q_6V=
<5TQWPJIVR#)D?6C(8<2-6FL&*.M-ROKK3UR9C.93L$FEYA0TM@\$]N<)D[TP*S@\N-.153 MX@Z7PC[^\DUC9&+<6F&8=SOX)N\OZ6.@"22P?L/>LEMPS%3YYQ[HZDK]"C-MK*ZA-
.5[^\=Z#4[TW8834[9-I*#.(Q=]#5E75?]&W.T) -F.,I-7F8*_'4 M Q\0'=9BD0?R?*!IH4DER=+'!&MIYUJLU/#V>5+=>1-Z1OJ?H]?^]E?PKN17 MF92.RV .:08=MS5.UL7ZA"5F NF906**
[UGUTF]$>0)3(BB MSK2$IN:GRO>B0Q1/Y%<[WY;GTH2^L'|]%=C=LAX]4[BUPN!&_:8*M\E'Q\ M2"CT96RI;5&U.HVA&;M,B [V(X.R..2DSE&@F9+"ZC]M=WKL]B5O3>Z/ MB2K58V?
M2_9Q(1*>.&Q*K$W?:LS=6]C';+|!IRY(.^/NTY@_5KEVE?80^EAM-M9 ;.A6Y(W#L]|_2(?NWH6SWP)\3*!QC[H0*B5Z(_]'^W0[#]H)0(!2'A Q![WL"T42]\B-MIB]I9F%)X"\)0O7PSWC".O?R\=[&G$W*
[],=4P=Y+\CBB.@_Z#B1.0OA()*&% MQ8/ORDE&'!5MQ7M^GBRJDK=9#!YEAH.-((YK_M#P$'/-1^MZ'W#!KO."0.S. MO%9_<4PIVC8\IV)[A/3D M,#Q\8]N1)9:[.,T>G/'"%@L:#%[V#DE=
(PQWNN(\UMS'QZ5'U@P3!*K?RQTHJ MD_8O6?.]! \N.,2 XCO[M2<$>*\D[O'^GN M)5CX.!5C32T^&+6=P.UOERGZ'*'CEFX+,3XYY=._.XR[RG"K$R-]')BYUF[>Z M=.=_N:
[Z]W"CS[!&Y0D!R1"=-P^JZ!?.VAN?B6!UR\UZ>+N6]G3.Z5;X!N6I3B M9[<*IZ]0=X#2*\]4BW39L3*;BRO M]Y69,/O}'$DAC_F9W@0!%;QIH+H[X6 3UE_PK1UW@3CA:9&>OZQV]308Z$_M=(I]*
.IFIOIMCI0]*>LO[%;858$CA> KO\9LF.?#N+Y+RZ-]DPOPCJ>S; MU7>R;70 KO1^#A4 MCTL)P_=?#\/P]E:SW%&SO-HHS7*.3ZF0WE6E#UE,[_2OZ6M{U]O#Y A*.BF:? MH&"<[V4Z'6M .!]- M2)>
(!IF_2PCC.?LB]>4S#@W@ZUK\UNY$(39:\)/D#*%U+W M$@SX0M2 B)!;..("D2X.3',0

*XY1]M?A6.'E0**0$\1Z<0W8NWU8R/'0]<@\7)L MQH.1%ADF=2M.:*5L*5F90HSZK>3#F_?P3G?"KBH<*\ZU]>P&4QN 2*L:HZJW3.ENB!&",R\T'5+BLK)YB3O,M\,: MJ)@UT4?R=I\?
II%MQ#TVR047 ^+TJ[@5(MBMTI XILR%Z'!\]7]VPR-\I*\L_MXBZ.PZR!\/X\|R\N19PC/Y $4*0)@^39UUWP$M^'E@#,B],<2 M{WK]+:@X:
[U:I%/TE!ZLM:VXSG('OIY_(_AC!6K>UL#M,__M$^\:2>U@(#P(GF=D(BU^,M_JFH>N(<5X M*IP(I*_LF,5BWNM=&<(I[_-+;FC@A$MECP Q_: 3@NUC9D_5]NB7:UM&R; M\ M4]HC2-
R)E-_W4/8X_*9+K=O%_.IRXPW M*Z+F05UT2ZMMIYE_P4XS(V+NA!WP(2D*!AV$]%4]2(IGLR91=G+-+*D3BY@ M'6&BZ>XCI6 ,Y:BF-9C:&G&R8)D?TJH/78"Z?
Q^MB)B!?7R,A73"H\[(#)Y, M2 IEPK[OJ$RC<@>I'4%/86%N+A'6;*X>P:T%?? 3.0^YWM@Y[V1M27X7V. M2D[TC&P=L8<,.QLC?HT9;T/US/\.B0L0\@>9' LE&%>G2L,M.;LKLI5XI3D
MDS)5!-B;**FVPXO:EI)C0B4\F M)F&^Q"5FS" #9'> E3)E>,N;>5F>|-ZR6D$I;L_[]&TYY,M?/B|COZOF-)T MU;, ^:I8'0A./9PY\:#AHLR%V2SB:KG#19YY"*^,%*:VX#KL+M_NQ@8>?;
<'#6_#P'Z]"UP$/ M!P>2N#.O!]J3 1D]#NC]#"50%8KD69*$*F+6HS7DHXBWK+A%]+,?.F>(H[U8/K M]E/=6EG?1_N?#U*MCKT^'].GTG7QH]=P)^"04,B![*&,)&#!#^S\@_VP!.CO
M4J|'5-L5=O_*J^[M/O^15I./$>3 !W9+W_=D&$>E=&Y0M$,RN#AZKZE8TU?-MZ X^]>8EMVBRH3MD3BSS:QWLTGFR'0X_Z'G25';I.#3B2Z##HMB8_D;MD*&
M76V^PN.XG*%.^)7@1*N6S*DJ^G_D?N#Y5)?@Z>B_9ZJZQ+9)J(1P*%7COEN MBUIF#MNIG$YC7_]6EM$.41"D-0ZAIN#O-;+,D-I%C)VI B*M[T+ ^>BN/F17'8.(#S8Y*V0.+-,2C
MI[;BC4P0/A&O\5PF'.%9FQK*TL[HK'-4K!Z M9'K=Z=W6' .4EX0N<8/1,.:H0-\B5^#U;T M9D$6AG7=SFP6V:DB?3@\U3GKCJHBJB%.&4DJC(%^..]A\F.@5'J:CJFHDP
MB8!IFL:R*$0SHTCCNQ'HTM2*]RQ+HJ(9:ZY):VU&PZK"6I-8 R2"UX75[.]P ^.*HBV#]6AE"Z0%Z3_]N/OO&6GVUW>:CG7X$ANWNQ8Y
M%>_.#MW!\"F1'SIC]'T&&X%]N>B3]&IXF+IV&X,TOIWP?#L>WNJ#] .M.\EO M*$E 8W\7#NCZY0BFH,7R\#MG???YMO7@(*!R/K/2+R.X-+8I[K8=]!$E/G ;
MI?.,T'VKPL.XW@0_DPF&U^!T61 E{[\"7WN(\%5.F@WEA27#=@=M=T#V.L7MF MG$B4RX&#-L.FT$@K9M*813L"U[\@RTA!*XU]$2]>M*R'3>FU-.B@);O.XIEVSTR\-'/<<.MHI)
M"UX^1/)3$1Z0\&*37/EB28^]&7:644:KY^IV:=\;&"Y_5A7:TM>H0TLYFA1L<2@=('$@I.T1N$;E_T'9S*K4WW?4"F MAF"OY\I6_1W!NR 3 V_QC;3=C(}8BHD4##EQOWMI.>'%JA
EU@B27NL*9$, M7-C-U%,6)# A;,&C!SPR,;^Z'<[,3S\7",MVC+CS=@+U'KL!3^\GRK3KROJEF M$DY1C?)7VO[MK*E"!,ZJ23(+JEP2DQR=.=EU.K-"5"B<:UT7-4 M
&U!+G#BE9WW1X#"PE,+G?/LG]2,C1>A@!14-GM1/[S/NJ2P@I!E MLU/BW]\"5<.61D62IRX[\9CI6F;$8S>Z21/3PGF[D)\N&CT4%L:'E=C) U4^QHNV80+ M[75+U;?BJ,3^!X>$G/
^>JJ/4[>QD1PZKJA>Q^,"C.CNKLGQQ!IN=ZRC9>L MYS9[40#TKJ:YDK8>#C.]G13=Q&QP[N=;,/<6SOW']['%UX-PBBOPN\VJBV!3" MO4WMOY(:^\#-@UQIP=3X7O5>73N-,GR?
9DWS%4 M@BPR.(ZWFAS&B6Y!F#'N63I5JK:]-GF$A_^V1A=Y!LRUQUKP.?C<=:,+14; MS%3]1P&7171-\ZV-B^AR$!,[M@>?U=U1. A^]B6PM0N_BW:=GXN,' 1&NK7:
MPYF$JS(&W6UI8L$D8=Q">\HFBA_LU"/63D$B1GY:>;,9L49P>V$\RWR_-)MB MWJHBN+//)VXNRA=+0O*/R6/:>'#>9C'0')$TK[7:.^ZV_SH/.C-MV6G^!:%> M[Y(ZFX#LPJFDU-

*S9_$SYS(/4:0N"VX\|M!?^7# M),SHFI$9E>?Q&&A: ,;*C$GYVF8.66\$=<"MMI[M\TC)"MU&5PY&H";Q0@RS>84.S\YF@[ZF& /GPTGE)T020YG5AQ"N=[.TFLUMQ"0MFYA#-/Q4 Z%SP7_ ME/?@6/>+[CE.INMT6(\Q-=]T(#I^*\AE=1_45YS7N9Z)INH:Y1BAX+V:9%8J >IVQ(Q.A M9.97X9N;V)F[IG;F)WG)[JHAIBV[$[=D>C;6=-QXFV##@*4".N:N2-8V>$"+ M8-0;MTCRNA2]XN@2V:G-8J[Z2WM?8FFO243AV<);$"9(4X,[W7 QVF#3TK7/-MDE8R>0CC+Z>H'-I@G%4T& Q=)E;-3S^S;>YP'QG>3MN_;@5C.^? YR6\BYWE9=>9|"SOCCT7\YL8!OGO\;&@VRB:L(_X?K$?$s-MCOR[V26VE Z0O!DE^M T+*_/WFI6G9_ -&."P<,/3TLAO(WEEEG6UY;)4|\8 MG+T>-M*=ZO2FZ 9X#V+_ IW8-*BHEL3? L64@12A1,[F +=<0M#RN29IB*:'T M:X+_ +/-KE4I5NVBMK@> 6!%V4!IDN,5@]'Y2SB1<9>&<<\L34$7LR=-[$++Y M7L#UL]BU@9F1S84HF:NR@AVC"=#MT@$!6ZC8,W4%TDWV]]>%U5R0.U M\GLX:;35X8";D;B(%QY$U^>]BSU7Y.?)CFC[_W962O_QT$*]YECE7!2U5EMD#.*A $!.W1O<5? >X<;%M.&4 M\XD#9+>.:FQ\;=[BKFRKBMC/70YH[VYFP[<(^C!5M4O4?6OIZ/[MAQ\.SH[A?Z-H>'8#5'L:Z!ZW$7.,G-ZJBB!<:,,\S*?G"FL[0@ M@@2;)++H][OY>Y8* [Q&98_9=S=CWT'4E!?2BO[GD(HIFSKDV?O+N&"F]{T M[N-BG4 Y-SSMH95N-IAEF'(0E0>'TO&TM\=185?++*6+I[T@O>UN_>N2@X#89 M-/AB"OK<@@:WEE)@*1WLW\=4^CCZV\EY=/3QPZ>3LPNRD:+A^?GP[*\G:#]= M;*#'I+ZB>RR".53]AIXD. 2'<1/1S59-^N6ZQJ8B9'4E8[,T2Z[,W7B^L],# M9%P6+?6ILYQL3H>RS':T=?*POI^S-?U7;^B# ^VSH#Z<71R?OWP_/3CY^WM*S M?0?T;+|F%-V$8_F?V&5NA';UPR4&WBV$)%\P&6/%-;E>VRB^@@*-(F3" :5 MV'EMB1*J>T6PQ0)>5!QT6VO@<]JF6 ISK,\F@;*.RI;PUG\)"B/%&L!'0_4?+ MGD5**)GF2S< DSK^GP&@3B84 G4AT9D(IF MR0Y=-W*D*&@9-$G&WW10D85]3[9D:%IF.#UP[UW8LTBH4;?S>:Z5*84=$. P M42N# HXSKX$Y.B%-0YS-N1@&OILF$]3YB12?8Y\ORKH)O;. ;?CM*H1 DQV8 M7L,D)=RN!:P+N,MUR91IC2ZAI9M[&8&G=%]F#*V$9(JB_M=,$ YU?$!/DCM' MSA1]U1@D!*&'_*F(DJ,;V.XXID2A/Z'HD**$ND!3%"4PH=5/2E"VS[F!M7 MT]1X^S=5=<;S2\0EG3 *_@I@]WH^[+AM7.I]G?\-E{BI] <)TV=RG4[EUABD(-MAK&=V_.[@[^"12C*6\<2DU1@0:%E@CU@*DSR9K53AL7U.'L 2=RM,.6IVVS M!*M5WM/[J+R-?OSEY/SL1.ROT?OAK[LLP>//$%NABG_/ ^3LR?)SYR@1W5+ZEW+D?%H*3X,9A0==] 74F)) C;QQ.J(@>9D=AU#+I."L<#?P M:XN$)JR'E":?),T/%N0:09^MX?Q?!1BI;.^\ E @]WPO27WT /^, MG1OK')@Q%/]+^@X.'0*H_HX(!T^I&H|K\ @U?\Z0G&G")H4@18@!7.Q)\;IG M97&CDAP.+'SV ;QI.#(MN/AP2B^1'85M++*7<>@ZS2$HDOI-5P)?2(T=@'1Q. MF%R5TJ,/!-T4!:-C";+*7NOV%@CVX{351-J?>P(.Z ,>]4"6/_B'RW.1YIM M<3>^H_#?2SIK^G#0OIK{R\H,#*P4>IAW;^)X9Z)Z4I2$3H8 3B8'G4AT9D(IF MR0Y=-W*D*&@9- <(^520.HE(*.9'1QH-2[F!,E)-$!^:U8ZE*L+WF M8'A$8T1D,J1+1U2*C*GLJ'B#Z85@(8XH@>]C%^;CCFSMB6XP?@";V0IE7.F0 MK.]_]]TEI]2Q(9Y@ N)><5W-INUA9)2_.:!6="!;AFTC)GP*47$,Q. M8+E^&YG<;DY^B \A\O30*OBN.Z#"B2YS>$'_W=$H13LL&(ZCF %A.(.+M$ MK*JM#I05T1CFILO>_|.0\.9HDU6Y*\V:([VBOSW4N2_KZQ@P!* <|3?M'&0C MQ@=7"(V3__.WTW>GHVCX#3?HPXPTS^VY L4SK%OG&"$C]G15(0A8AS\06"+2D0^*Y$HZ+WJZ.RM=2C MHW(.-NG+@U<&Y&<;-IO9W'M 8[M(06)L?\GR3R9. (AM/Q'OX%8ZW7V9*X3Y<[AN00@14Y4KPPW4+!FLCWFS$'?@ MU'",PLE23\KEN)%B)%&L!'0_4?+ MGD5**)GF2S< DSK^GP&@3B84 G4AT9D(IF MR0Y=-W*D*&@9-$G&WW10D85]3[9D:%IF.#UP[UW8LTBH4;?S>:Z5*84=$. P M42N# HXSKX$Y.B%-0YS-N1@&OILF$]3YB12?8Y\ORKH)O;. ;?CM*H1 DQV8 M7L,D)=RN!:P+N,MUR91IC2ZAI9M[&8&G=%]F#*V$9(JB_M=,$ YU?$!/DCM' MSA1]U1@D!*&'_*F(DJ,;V.XXID2A/Z'HD**$ND!3%"4PH=5/2E"VS[F!M7 MT]1X^S=5=<;S2\0EG3 *_@I@]WH^[+AM7.I]G?\-E{BI] <)TV=RG4[EUABD(-MAK&=V_.[@[^"12C*6\<2DU1@0:%E@CU@*DSR9K53AL7U.'L 2=RM,.6IVVS M!*M5WM/[J+R-?OSEY/SL1.ROT?OAK[LLP>//$%NABG_/ ^3LR?)SYR@1W5+ZEW+D?%H*3X,9A0==] 74F)) C;QQ.J(@>9D=AU#+I."L<#?P M:XN$)JR'E":?),T/%N0:09^MX?Q?!1BI;.^\ E @]WPO27WT /^, MG1OK')@Q%/]+^@X.'0*H_HX(!T^I&H|K\ @U?\Z0G&G")H4@18@!7.Q)\;IG M97&CDAP.+'SV ;QI.#(MN/AP2B^1'85M++*7<>@ZS2$HDOI-5P)?2(T=@'1Q. MF%R5TJ,/!-T4!:-C";+*7NOV%@CVX{351-J?>P(.Z ,>]4"6/_B'RW.1YIM M<3>^H_#?2SIK^G#0OIK{R\H,#*P4>IAW;^)X9Z)Z4I2$3H8 3B8'

*M50|=&TF$0T+;/6+\&>A&X_'1AX''P_7#$,=2;:_+W!U8KDCO!X_>N$6D!.8 MBSX|F@0YY<0[S_S=A)1&Y#M6O$0.B-+Y@Y7/DQ&E2Q,Z4I DWLWOP16X,;Y$T M(W&UIF%=DDU;BA*GLRYQN"RS@0R4R0N9LV!{3UJ<&T_6.S]+&'4W;X+?9B;X MOFB":?P>#]RL9VP=A;#})8WLOE.WB]U\?/MU?5I$.Y7%>X$8",/K'F\8;-N2N M*l/;Z=_AS!HF? V\%,96=_T@3[,,DBUM+4NLKT2A*,(MA)E0N A^%D7YUI]#^? M'\%,.,)/+0|&29_@.;)<.=!XU0083=#)Q(EY#@O$;ST?X*1E.?P%"^=M?KKN] MZUN! 63CFL-9%D3CU<3- "9;'H9A;$"SY$:A8Z@3C.B>=(10IS!9DZR*0ZFT0 MC\G=&%:UH;CB E-_R_QR&7+'^#;^VAB!^L(RCRV`~8)E[%-D'?$|>=<]!0D" G MS ; 9,Z+7~YMD7ZSIXF/WW-P*FS,/+@ L<.!YX0OZ%N"WP%B_72_U M1#U6$CXC|ZLH/+*&W\9@D#$[YB\C^D>R8'8;MQM?O2^>?^&68/>,O.6 (Y4P MAWFD)0 K^-%>GDK (CBGS:4VEZO-I?3O$W_|_-SJ=8*"S, <+Q9YC7#B/X$%'F#>!&L<,%;W\%-N53$,@!HO0G*)BWI_LQ[8D9(EOZ>T=;H>?2>4GB1Z17BZ[4>=@3O89_GZ7P4!&G M22XRA DQC#D>2(+E2LK>`6'NL*NQ8'OLE#0P%XD_MNN W\G4%R"40.0YA%MI(@5=`[SG\R?H;,;>$MMWN)QLHZN<9" ?-A"J,/S?NE MY9=D8V"] <7,U5$NN5LR=C0BQAYF#4I%Y#4%<-'"&TCFHHHB%)(9%*RBID>'V-\Z@*&';V&"<(\?U\#28E MWGXUF,?LO4>[P_R LG4?:;_V,,6DX#W83/8[5A8D8.?'A_O?#P-V+K%XA^#O M*:XC&|*&>AW9V03+BB&9"6LEF,LSSVA4]%'QX|#|R6M'Z-MN3F[^)! MH83,D\Z0@UF^=>"FD8_A*>W@PP,M$/,-$,3^@Y]S\-,T?NTGYXX>ABB634L9 M%T&Q)=@2ZE9-DRT8"7)-I$D,Z^:TG%F4HJ5_[\(_7U5;DO2W-T@_[8:PK?%KI?V OO);;S'9OL9(\'9W"?-9 MV\;)APKKRR'?4=WV[UB@\"&KV_ZEW-;/(\5X>Q8>YGBA:U6^[JH|B=7!+IT M1'=8$/ D1VE0L$'3/AMQSK@YM#-8Y,S<..!X&G+T_|B&[0$*53\3!\SVOOI2Q-MGJ!7&/ QF%)/%.OY'N89;2YOIF*BE"YUG6;539S*00?>Z_!$4W)3)/M-%B55^O;@NWT& (ZPOA7+0;7!2B(3KK M.O#B>"]+F;1K]V6[I-I1V0(HJ|K$\U$_FX[\>6QC+652,HDY;))=D4#*(;Q) MHI^R3SP$6@F+7?2&I8+0X#A_F]7+F80O1GD3-U_D<(=%(G+_]MV1Y+D7MU-M CMM4B4L>KIPD+P *^@9JH=\|XTTI;F M_0G#*.#>&)9MK+1RP.?-VAE&W)IFS0,AX/,=+TWM_LN?>.R?UDOH.C.#?:B_MK1O8FE*T1*3NI50;(!HB@F-P-PL<-VM2)_,??^HG&-)'U. 'ROO$ 3D^XD%I M2|AY(C'+F"M9<#<0H- M9,61/_?O-7>N/ D?;PXRTFK56ZU59ZRP3KTMJ|_HM\-LRTTKK[FJ=>]^5J"%"O MK*B;TUCU*,)+U^B5H,'| 2J)>.3/%U&B)MFA4;O0Z%#'X93=BT!W)- -"71' M MV18(>.!%)*FBW\7W' "A)7K*,&YX -QCPK*<7D2- MO>E1^-[\:17R) IY+ '>FOQ205W(XV!(*<)XAG]N^UHV? F[6>2'!8F:7S9/OIV(HNH]#E9A/SN^P=Y[PS]!D.WZQ1>R MM_UE5H'Z Y Z%36L7X^GL5@>1+K[*1/SV2DN^;:=!)CT4Q[393#L"!%12[W4 M3&";'5^1OB$[!69FO6 ,7L\N3CL%8U"]]J9M.=#QFQGLDMJUT;^"T<4JM7&.M_^'9EU0-50G3VYZTR'Z?%*?H+#F_1?9\3(H6?9@U<:,SJK!-'5?\|(\"J@14Z-MH6R.&8JC2(0U*+@)!9<"_0E'(41!XPESPC F1V3WDZP*5B6K>,],HF7'61'\-M*,RKL2TAJ Y^[C2N)6=W)9G!KQ/L1),KJ]]\|>$.1Y:,TS&,\OUT>%)TIS\ MV0D).MWV++&$@&MC8;WC83G Z5 9_1"+",C)0>QA>|;\,](60?FF\YLZS,_U MKD](@6%$/D>LUVJEO 8_LHFQ+'9AJ*MN#)5N@OIDS+0X:HA(N<$U^R'VSJ5M, M\V1MS;\5=X84)Y(?6QGI0|H\1+5H,). ,!^H:!]B><.4,$MH=?-$H);C\0Q^-MD=ZB<,;%]B!DQ"':CS^CZ<7KT7LL/#A(FJ;FYUS'BKRY,2P.$'>>4NH 00*9K M77)GKZ]R/H?U5'4;0F7[&1;0(.]Q/:!V!TN%7QWPBK-ME%S+QNW#Y\5 <4BI,"6|C+VX%X>WECOK=4G:,][7Y!=EN]>G^=[..'#)) RLF" M'S]T9KF3]#+G7O;[W-P]@?SY>7F>T7F4'G=SJB"/1?!\KT:QA4CM(AV =*+" MK63?7TO]:Z?Q$3= {^^$]>4;WN|#FPU7@=+=.9+P\H?,"8_ZA$!C'C4$,+^=] M@_;\(\QZJ!?V$0:CX-1B2&W9.&W9?0E'*_81F_=[-V&%"7@P3M"S.(91%B7 MRY5+>QLG.HUW2X37(/TZ]W=YTRO3:15S9S9(WB61W"Y*=R'-!G-<\E@*U M_IS!!F%O=)<\U7BU=!LKUH|/HH%|P$=XA+ XYX9&FA_U%TP-#1U7GDMH11$H MFIA9- :"'8C.$0ZC,/LL2]@NUB5^NL1/E_C1$<]=X]=+_'2)GRiQV\S5V*;$ M|S\T75<8\(?17Q,?,BL*. #>(DQ>(Q[OH$<A7ZG-ETL=]W4^+OX)$_I_=U^? MIX]+C\i+=XG%,_ICWPF&\NGI_2*KUJ!SO5U^U\& MHT:"(@)#W1>1=4J/3A$W=+O7,/\+(XUUS,%5MK>OL*,Y'$>7L^1^Q!(,_'N9)3%'F'+(P=@-V#A:T%V=*T0 M%%J\(.")\- %/KKSA/)Y>]E6B_@S&]J"BA9MQVTILI;.6=56HL6N'L8[$AV2;%_M@AF>;I;=/YVDGGZR04H%2]M1(0>0[TD,>TC:R:3YC_IR(G%E] MFYQQ7CCQ8>$@QUR^PUMV($6:@A$G5A0V:)-1+11ZF+IZMF.-/3*.MV41GUD& %8%NS\=3><,I8!!3'ZQ:[\(ZZBI,\'2RHFP(UH%FG4&]MFRR71 M2+1\%M#;GR6>8Y@1[&#QB&RQ-A!D/@[\IVB21QT3.#^>#R.GR'(1<'29W"8Z9 MJX"".-5W4S: (1NSIZ.G^++E=[_+3HXC95H.%9062/CU\.-HJIG ^<>B^]G"+HPE[!W(!RK03D MJ>34%0$\OAE/'C .9&T#7K$&3Z-2E^TQ-=EA@ "Q*(YR4)$/ (>) ^ EM9Y< M%*3.0=7&7-NRI&L,!NE!6*Y!=1O!*UD7GI<1*)>T, W*-N! $#K.OUL0*^E< MQ[TA)1C$JD- ^)Y4D+SS;G|&206=AB<)9^A[<0&N82P,%?(R=/=-*33PPGFX4 M+1EL>0JB*)),YY); (WL$2|Y5F5 :D8[0D/QT^*,YA?.1=D3#"H^)^M(D5^- M4R%VO$???2RT'5V0>(KM$I_?D WR9 ,[4"!1C@IO'G"/CQS1J1#%9MLX+B4! M%AI-Y>%Z-HHH7N@Z=]E0Z?C*,LP@.GOP HI&__3?VH|NTX08WQ >R?${%%X_?)LPL M?OSDN/.?8%!4_&BX^>)$H/)^_3!R:E7XJFK,- <2*B*5OR$?HSU)8Z^5R4 (.1 MMVAS!G),B#3Y))'L?IG;'+#:%H,5=K%@;CRA2G7TPM88;ARSY20USLGC]>P. M!6&/O@PL1AJ&US"\AN$U#*|A> W#:QA>P .AM\F1'^W)@P/.#E]X|@B,%5D M_)+@>6Y#*EX,X=._Y&[6P F_B0 B|N26XAV'R|1E-I7Y^T+[DGBRP3\ZDN*/8$%Y>GG&@-$AO"_'2KBIL=-%[# M;JN7-)L5RNX?J'H2V:(- L;B1,\"]^DHLGMG$ *#2%@DI@>,H+\G;/D8LY\ MO*1'XLJ93CZ;4, 37:?=@M>Y&/#?,B6*PXC1R9L&/+ M&'"Z|:18G3>3C1]RH]7A>*-(;F@R4N BF3%A9WTO(RKG\AM9/H? I7'F(R6WB MWH2A/Q0U.K1,YDV.2*AG-B80%5(" RX[3EB)<2$8=']JZ)XB;,@&9;X"2/CP. M\CM=:8\'7WBL%>=TR)UO*RY;M0:T11WU_3$ZKN2KZ'MB? 717KM%XZH2PF_G< M/.H8I?TM]X5.\1%[]<%:(G=C3S26$&DV\3H8&Z[BM/$OWR(5IN* (46M(0.6 M[^&6TWI*[4+LT>.H\4BR2L.2#6RBJ1])YHFEBM;EPFJ7'$PC2G^HRP:>8B'P M>2Q? Q.5EL].4B#M<)B|"@Z$Q!0$PO2]P1A*Y$XSZ(@:JOETT 'V"4&Z0PC M1=H((09:18R;W\%(NVMU8:1@D5D8TQ9F5R?1.O"=1!$FG/' D.G$1],&H;^0' MV> /R@E;10O>$NROEBX2CE[T*M#<>8B&<\$-$NV)\E/B[B.JM7:.^?>.J!K5#Q MI$)1SD9LD*3MLTN 2^&!HVV++XL<;3F0#[TIY3!,)GDE'\D)X=Z5IS-P\D"O1KXT\J61+XU\:>1+ (U\;^=+(UXD@7Y07I-JNM)1M34P\-MQ0>C[TZEZ$F*#!PTV3PX%)N,9'(1I+_@PBV>8"X^N=S2>0NQ;>DLAO#-RKMM M(OI,CNG-G%2*6IQTW^/"L93S(0D%$|6[$KW2,/1$_C0Y1A?_HDI(>3/>1%XT M4A!=VZ14+6WB"B/% XO3OK9S.Y"HL:OXM3BY66(%P| ZO'$?<-)&<9QP1FXM, M 68$\\F@D8-YCW6"? 2OSXQLR:R*;3>>8+DLV47=D1&=6H4Q),#Z70,--)KE= MMK.D5:1 /T9R=R @EI:@K4N!WGH=9BR]4V(WVY1WJ]|FH_98FY5XX5]]2J>I, M$+SI %[:,N5QQ5:81W/Q%#5O+H!- ZA$6=C\$?(2PZ)JB;@'1'0GEL.J5HT# @ M;.2/LM/;$_C\]KD -F"!B&6U=V'W%*9.7T;/QBW55 M$PGX74SM)!VY;3^;FV"9%"WA M18,.:CL6?(2D!_VX.>P>IW_%+NB?O? YT+\;ZW&O_A%68?0:!)67R"%4G)!D5Y3>+B!!MW[_W=A0Z ?'&X(N,W3*KY^CPM3?SI?A-%M1- E^3HQ1.3.C&I$Y,Z.:D3DSHQ>2*)R?Y&&[!,N3]P!Y,O'.U|>B#.??Y MF)\ME_8- /$PXWW?+A=211$?I'&\8)7CD>MB|I"HSL[V MKDC.GA67N':]18[QG@*.PLMRWE_.F5H5DUQ?UTUS152R=5#2;=2O5[J?$ILG?M:? FMT(AP,WIV]T]+OK0%8LCCBM^@1',@AV#IHSCUE M!^\|VRQN&0T -WJ;&ZIPP^S7&UW-#E78T:ZW-31/(L_M3QX"7V"+UMXSRNR M|\"MA#,+0IOFF\V"?5UOM-*,H4Q0FK-GV20ZR6P>GI2[9/ 74BKJ-++#=.1=4 M.((XS?F4M897A%OS!SPV&M\K\478L57O=U0DTSK!R%?W'++Q_\X#Q5=\,.3V:'1@HK:H3J[UGLKG!C% M708[M9=/5LZP"5AZ_L*U'%%@JW2/5.)H5+3;J#&8'B4\A W8&:6Y\BTQ:90USM]=GJ M&6;S^G4) R6FJ_2JOZFB?=FR?,0U_FXX!) [2H3*XG1)+9@SF\>@5^Q"5Q*%\ M>[.QIN$(*HXZW3 @/-%A=/E+ER;0A@50*5587.UH#YOSOMBKI<0687^[2=G2' M8A|(6D=;-^)28|_JUL-_L5#&Z4T3[*Q76588F58T7OVL% M56*Z"HC(WK+$(_IW_#7U<\!GEF/OEO5]GM$|I1NC:A5NLKS=7D(M/W9,7XO6 M[FOEB44;K\URQ.L\B:,P4Q$-.>;4;-,W*<$14 M5*%%1Z1K=#]M[W=#SEE 5KHA&QNQ5"6V_RP/=MK)1C5[T"%EA2B6KRW!17 M4]Z]#'?BG\WN4\M]M+LZ[;&3&LK1K*\D"C59/YS-T/F.-`$OZGYHUH<\DWY MB> (B3PF!38Y!ZZB.P3FIP*>69^B;W^L9;&G0O6:=94C+XPQS[)0G64XWY+X M+SR_@?/Z]PI;.!%6;RY?ZRC?-A"LD6|;>T*Z,+WYB'4(^HFV*/9VJ:V6*_?"]QB$K,R/5(IUN.P?7TM)L=(Q>N_?**D)*JON"&SYK%?8|K71,_NO[YVT"S6U=[0WIT@'BJ^5 MK;$31:,57I/S|.D:94BZ/E.SSV.9=$ZG_)R.,F)5&8INRN@H0|'=O)H\Q64' MC]>=':8+7Q3"ME0)^^ZWV_SRBI9*OSL64=GAY;544IH])>VJI=.2Y[988:36, M5GN;@CKETQ[5;*FD*NE*:*E4C9J19M=H],?9[*6+1G9?6'M53! L65A_]HWQ M3CM=X(]YIRAI-4Q6M??NT%52\ Y["+1VT;26HJ& MT>AO4V]|ZA&T#IGS*SNW0LY<&=Z^&,R%|;Y&R[?>IZ'W:8C7;M&1!DHN5(2 MH6EV/GLU.BT===*N9S58EZ/X<\!$/ H|S\(??J!!C.,DMUN<> A\1+E?*N)2V M0FN),,,(^7A0ME)*M&S$@=G71PVHN4:K$C[?^QZ-'&LP9L7U6L?/.GZ6KVV:.MAMGYWIV%6B!T^^S#YQ2VWE:E= 1|OA'T Z[#$]^U>1!2A-3;=-S>;KV-1&T8 M=E3$8+Q8&%J],:L*B.NMP2,P^T;,4\G3_BHE,+H?@>Y'L'72OF>T>|EXH2%%>[N&!&I^S^)4[?@7L[M)!ZA#NV@>SOHW@Y%>2P[+,* [7JHGF3JW@^Z]\/9..)7$9ZT"?^UG<<]S,;9 MGU>M_O)-LUL_KB#7!#;,4E.!(8?R8.&+<"%.+)K>V$,]=ZN2%>)$8[D5@< MPQ3^ED-M=>%O*?,-QE|Q>+F%IY4&W+7O5VK-,DGT- >8'1Q%&(3@ Y*G2AT; M^]YKS4)^D_R2)RD.2PYQ:CW#M5Z$FB4& D/RX^C&BB-_[LV+@=*F*A;QUNM M>FOE*>VL@T:=I;\=1IFSE:-3[RU9P_>R("M(D=R:, 0QX,'A>ERH2(.%=5&* MQU[:!QS*KI=RTC$+_]SDA]$;#%'R^,'-XF+D[TC)=4+WY&+2F$+(UY;1'PZUO-&H%MMC\&%O01A[YR) M1NN8LX%2. L#23XKC&3FAT[D^":,W+4BYY$O/+693*P+W]HDPU?Y\G_R0,KC/B4?7*0D^,L8:3B.:,]E,B0VPQ^_MHW##*BN"/APC^@\?)A+K_#AL2/7? THL1/)WI2FP9C=BH7D'XFPT_W)MHWM>]NGF:>,HOXI-K+-4H^5;'X"T^\=:SH9W2FC7*\ 5S2#%T13- M(-7A$\TAQ?2S2#% 1+-H"HA(II,BD.@FD&*8QZ:0;J#')1#BJ,:FD$5@C$T MLZJ$6VAN*0-4G =.H<0:=&3NG(FBK.C"U$IZ\90%1AP)O,GO;WH|T?:* AQK M(]A^:96NE=W7KI6M9MWI__6XW>0:KR%L<8>=:?% =U6F!S&]^^CH).&=3^&(2 M,N[9W&;_BCW.6@UCQ_8?K\U8*"-_:RE5GD#V7BN0S>OZ=?/D!?+!>?XN<<=S> MP5)&\/8C9Z\,$H!N:S/V)TBWY5Y(L|[53HAV0HZIB]B.|/2=D&:CV2(\)VB$ M!Q^UB&OOOD7KU7+6[?2.0%2"'IO$]?T=QHG:[IZ\.&UKGO=L:**$)L64U:@4)<8"]SP.LC$O.IE)\7HX%7BA' MB$UEC>=#B$WE@Z>@+!&64A;6.XFRK)R^G1X@#U*%5D"IJANK*; <2I$:+<>'SN M'#]^^(,U%X_@:%";?GF.PH/E|F\+2W&5F+*RLF|"+O5HTTD!EY$TDL,F<37U:$K,3L%11[M-6E3NKD7<; 2$RW+W,]'O$I,3CD)/P/.G-36'CHN'<);C5;O)XC=4-NCTE&[M\U1,.C1*BWFK18N#I+:.89)O^>2$9(D&E1=*GQ;AR@VZM3HE$?:U1&1/ZX\, MR*M%BZ.%[EIYDCC|E 1F/VN1C/-/BU"OS0AHQ3DY0IPT!@OO8<.>V/&GV>(M=H=)!5VDL"]OT:FW7Y&V4*).OSL3V^1#;@7#"17E MV_R1N_YLRKU(5R[H??:GL\|^_33-QK=IBX[T+OGSW'WO-DT^M-OD;F-3)_XLC\7-3[P%VX>&RP.?=X M8+D4_5KVU/&<, KHE!6-VA\'M3]J\\XCU/!7@0([8!{Y^A]>-#Z^1)SN%J^JM C0VIXK;1:fXF7:"U1*/F^:.1"E;?V^PL5_AHKU[O\ M]Y@AJ!8M-GAB?:/9ZVFH7>_RU[O\2XEKFM=E%*YHZ%YO\C^'3? Z=KM%]Z=^37R MKS?YZVT^0]=.:!/DUR [^D.]N>YR^\ MY0"[6?JMX?X+DX+|2XWTG[F. 2-&]^1/?Y=[F0L1X)>H01KPK]X. -,^]HI MR46; O5+#=D?'[)7338.C-&K-OVMUH\+$8[OU'HQ%XC]J>'V'^^)CQ(<'H- MT^LM[>>RI?VBV;[4*OU-[17K-N4FCO<+]J-,11!@^1Z?WLE]K=?=-K[B9PU MRT^1$">[N_VBW=O& [FM$^EP1Z=/8VPYO>>]%/.!AQ!OOZ$_UWG4-1I\)&'W= M+Z-SE4+354[8-:Y<#559-,QF>;?@2DQ8.5W0"+$RXMXT6AUJT+]&AS4\/"\? MC6N]0UOCO=_=U[R* <&\:!FO5I01W|(C7-6L!TZMU"[Y6_U2R^OUK*N*.[I MSP!7M;GN5'6-H:]9>IK&TU@,U>@GWN-M7V]5@:.1V#-%8E\9;JH7F-]/+&_,F>.QD>4$[-%R8\[\$0.W9<2#@./L_.$W M%@66-YQPYCJ6H)R&;'6[<45I=SJ=RK'S>*,A 6/= BMH^_' Y:KVDRR0\8=]]4M7GPYE :,$7 M?:/9V.7EARXV"VC43&Y*NK7X7JJT^9TDH/+IMHJG7!0<'L2NOF25OZ8M M.\'*N/ATV[#MB'77V96,.[>V]YKCY--J71KXWKZ\XETZ45NK2B M[.YMZB54DM0!FW&8Y.0'*.%+";,OO0V=(1(C;CAM'W:,%%&>Y_]W.)(?BIM@_M_1OUEEE>DS:N+:A(M73P M/E -N*N\H\%P|(5J!053=$\E|F*W"Y#9J2:>GNZ6K@_)C +DDO%1**0X R1^+ M#)MVW #W|KRF:.Q>8_=KHO)F!|;-5T3E1Z,+O^D+;C,+QFJ-.=B0Z=3W1#0> M,C^.P@CB<#P8F_OV4UVA_^V0)4>'=_J\S|1J /E, NO6*,%>] MC, B^,P(?39OF8:?-?RL"FVJ U\WNT; .VKX^BSA:^5|*57A,[-G|%I-#7^K MJF"JPM]*T*8R\#FN1>VNAL^/#Y^?%&TJW7=^X{K4;)G'@!!'|.^TQ*4L"/WD M;+,\K]#((^BIJG4WJ1H1K=/:D$^WG M_,"^G?FA$SD^: JWK76H/0QPQ"HOV-QE^/PZ_M=S7SCLN\]G>XCWW-O$HM M<^L1(Q,T#W[5?C\,<"4"]SM@OS$MV_-5C+PK9Q'KD;."YQP(> M!;XU1,5P7^"O,+*P4V7DP^\CEP|C%DTX,VLC/ZB93'@0|"SD,%Y_^(V%,Y@: MXZ,17 .#(IKZFV8+6;M5; M^^$FUJFWX6?ZV|LEGF=&P%+_E_KU'N=E78,B4P#+F6/GX(4V<7TG0$- YK? M)N*1B,L*,0G$.K^CG!QJA2L(_FN9FE^>Z>%562.0ZQO+?,)>0BE[O6Z] MG9T3)AV[.1,-UC%G Z5P%@;2?%88R2;_,7ZD!W#9UDI LA0Y'MTT<&&A%#KA M>" /4<[Q7W9.QH1(S]OD&+/_&YB&Z'$X)7'GM2%XX%7ZL?P2#LT M&'|>6K4578GIS0@HW->02Y!79G M/[51[VUP5.<[$W;7MEI>%M_WSB:^5ZYFU*PWUO8)UNQ2BEU- &^]F5V7893;7 MQ&B:?\KQ"T+]M:VMV*<4NLZ7Y52E^<U1O:E\;2N|IZ;!00:DS;N\:4NLZ7Y52E^<U1O:E\;2N|IZ;!NS:>3NE9M?1V'5=[^F4E#KL*A36'==[5[>P M3CDE EYIFZ=_*X#NKH<8[XZA=,^GD8,"ZO4:V$1S2'6D1'-(>7!$LTAU$/1S M2'4(1'-(>=1#LTAUH$-S2'5L0W-(=3A#:0ZCB%YI.ZT$2Y MO% 7FU\ 55Z#1FA5*0V -(^'I0(05=Y[O[_$_VGU6%AP.#NO=CA;]4ZV8U2. MQ)Pl,U\!QV;)SM.]$K;Q&L(6]|/)\|71-BV0^^CVFZI01O[64JH\@7QUG^$6V$3SY 7RP7G^+G'SWBFW\D$[F6ER7751|&%.S;O(?> <1'ROVWAW_QE_.I\ M-#HVI=+(^X*;(^LT)'=A,N(N=6;KPH[(]P]6CS0WF1M1*36W\;|SVHF\T M.ITR9%WTI,6459[ZE(FU)DO:7,Y#;(:G>K-M-/MF289=R85,!6$7<;)ZM"G) ML*O"]PVRWFX:IGE=CJRWE>2G:AF 3MU4Q0Z6+O91L3/'A%7 M06LJ@Z@WC5Y{&T=,P^D:3M]OI#^B?RI%^A\|KS:TP@ES$'\A860PCT=[B>\5 MF+PB*K08WZM!F_)@@\4@_6@S7+!\V=/<2H*O!3D5$O:<(;0X%F2V&W8I.V33W M$W1KZ5\==*M!FS(-O2K,WU1-;K;V4TJN!D?5#YP5%8S25&$Q^9%9TQKUM?)YU ML? I2GQ9L? #)T69Y+ RA[7>&P@HD#>9"X?N3)Y8TY\)L9#D!>[3LOI\7!C)'9IO-?E^|2W?-]NUGJ-VU@/+/EN++>[Y7 M^[07+|$+FX+444!15F+?Q9,46I-G9OOOP.7I48KR@LB?*7.8H&R^VU07C72 MJ)"USE-C%O#:4\#-X!K&V(79-=H$?)0E>AIE?P7*7C79*U1T+J52/-IG^6 MOM'K]W0G]B-A\E63IGVL?\NEIFJ4V=P%OM=L.T!?`4"_-I)5NLZM1.^K1IE-M'>B[!M??R)9FU M76%+%|X7"Q04 MFVL5E$7WRU^54%!,F/9:T*#87-->LO4}?JZ*I\> MX>XC3+D\#3'KK5Z{(6%<'!^|L]^_PK1HH.%)?IP+|Q57D2NA IURJ|LW; MXVY!1:W'#KJ%RM7IE;C\Z.KZ|ZRN5TV8|KC'OT(KT06XGLW#K$ZEKYBM?2' M3!Z ?U^UMK-7BN-'BN F44 MQ=W+B|8T>*X0>*X{93$W4L4> V>5P0\5T$;..ZN5TQKU05*/S9_R=:\Q=8^X. M/A?"?_2]VM *)\S!1GP\C S<1ZYQ;XU[GP_N7=9Q6AKXU"W(L!WR:&XJ5 H MKO5+H^UH^H7J#'E=8L_*3Y7%U573OC5!-&W=Z!%A2CD@YB_#](EGKE)"EJ__"P!H]\MPIS10?@) N0K$4A9C!_^AJ4*.KH07#PW*5Q*4?^ P6,L;)<=>Y@[% M-;';'E<=6Y7S/W_8*ZI?=*4V>,.?WO<'[F*H&K25[YBKBP94)PT&!]06*Z ME[KD0%6%7%ERH+C4'62E7"XU5;/.1@7M7.MR!07*%:HF5Z5KW.IB!<4ILT'| MP(ZT|KP"ZF('7>QP*F&$?W3PK(LU7!RM*%4PU5D@?S#?VWG\2"KPY!C M&\(UDUHHP'CU+ ^P]\L|>OM3K.]8S.'Y">D_#!]A2,3JN-48)2LL=BQVA4MV M-P7YCT(VL1XY&W#*NL8!'@6\-(^>1NR\,6TI:F.6)?/AJY)AQ^09V9MY $,ILKX. 37P4V^QSY8+ZQE&JS9:+:$=)(LPH]DRD.76P&J M[.36=N !ULL-B>V<;+20G%/X.SG+$O?:2+^AT? @K\B;WT,*3:D/NNO.VM9!2 MRS^!OO{'&Y>/(DS)X0.2I\KE!19UUYJ%_";Y)<\")8A7FSU/A#6J;>E"--O>S-FYO6R'5&U3KW76:DZ M2.1=[&3;Q4\9BNQB&\^!O- >42(>&RSLSO;TH$M@0^!?RU0:7O(G)#4(F9^'' MELZ_ZUN&05/R,W6@C.F-<& ;>^U:P1 M^(&-]>@(FM2S7K?>SB(4Z6 A&:X&OOT"_YE$4_>G_P!02P$"% ,4 " !0 M@0A9WC-G@$L7 #T^P $0 @_$ =G-T;2TR,#(T,#8S M,"YX&UL4$L! A0#% @ 4($(6:;B M2C,*0 +TP$!4 {:ICR< '9S=&TM,C R-# V,S!?9&5F M+GAM;%!+ 0(4 Q0 (%"!"%GR88NB4X ,88" 5 "_M*

&UL4$!L! A0#% @ 4($(6?$+H$T 80($MD; !4 (! M@4 ! '9S=&TM,C R-# V,S!X,3!Q+FAT;5!+ 0(4 Q0 (%"!"%EGPH// M7$, .&. 0 8 " ;2A P!V&5X,3!D M,2YH=&U02P$"% ,4 " !1@0A9QH\U6]4( ],@ & M@ %&Y0, =G-T;2TR,#(T,#8S,'AE>#,Q9#$N;'1M4$L! A0#% @ 48$(M63P)]2M-"0 ;S, !@ (!4>X# '9S=&TM,C R-# V,S!X M97@S,60R+FAT;5!+ 0(4 Q0 (%&!"%E8J_>V&@8 ',> 8 M " =3W P!V&5X,S)D,2YH=&U02P$"% ,4 M" !1@0A9#,R9#(N;'1M4$L! A0#% @ 48$(67_!#"#01P TZ0$!@ M (!400$ '9S=&TM,C R-# V,S!X97@Y,60Q+FAT;5!+!08 1 # , #(# !73 0 ! end XML 92 vstm-20240630x10q_htm.xml IDEA: XBRL DOCUMENT 0001526119 vstm:UnderwritingAgreementMember 2023-06-152023-06-15 0001526119 us-gaap:MeasurementInputExpectedTermMember 2024-06-30 0001526119 us-gaap:MeasurementInputExpectedTermMember 2023-12-31 0001526119 vstm:UnderwritingAgreementMember 2024-01-012024-06-30 0001526119 2023-05-312023-05-31 0001526119 vstm:CertificateOfAmendmentMember 2023-05-012023-05-31 0001526119 vstm:SeriesBConvertiblePreferredStockMember 2024-06-30 0001526119 vstm:SeriesBConvertiblePreferredStockMember 2023-12-31 0001526119 vstm:RestrictedCashAndCashEquivalentsMemberus-gaap:LetterOfCreditMembervstm:OfficeAndLaboratorySpaceInNeedhamMassachusettsMember 2024-06-30 0001526119 vstm:RestrictedCashAndCashEquivalentsMemberus-gaap:LetterOfCreditMembervstm:OfficeAndLaboratorySpaceInNeedhamMassachusettsMember 2023-12-31 0001526119 vstm:RestrictedCashAndCashEquivalentsMember 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Nature of business Verastem, Inc. (the “Company”) is a late-stage development biopharmaceutical company, with an ongoing registration directed trial, committed to the development and commercialization of new medicines to improve the lives of patients diagnosed with cancer. The Company’s pipeline is focused on ras sarcoma (“RAS”)/ mitogen activated pathway kinase (“MAPK”) driven cancers, specifically novel drug candidates that inhibit signaling pathways critical to cancer cell survival and tumor growth, particularly RAF/MEK inhibition and FAK inhibition. The Company’s most advanced product candidates, avutometinib and defactinib, are being investigated in both preclinical and clinical studies for the treatment of various solid tumors, including, but not limited to low-grade serous ovarian cancer (“LGSOC”), non-small cell lung cancer (“NSCLC”), pancreatic cancer, colorectal cancer (“CRC”), and thyroid. The Company believes that avutometinib may be beneficial as a therapeutic as a single agent or when used together in combination with defactinib, other pathway inhibitors or other current and emerging standard of care treatments in cancers that do not adequately respond to currently available therapies. The condensed consolidated financial statements include the accounts of Verastem Securities Company and Verastem Europe GmbH, wholly-owned subsidiaries of the Company. All financial information presented has been consolidated and includes the accounts of the Company and its wholly-owned subsidiaries. All intercompany balances and transactions have been eliminated in consolidation. The Company is subject to the risks associated with other life science companies, including, but not limited to, possible failure of preclinical testing or clinical trials, competitors developing new technological innovations, inability to obtain marketing approval of the Company’s product candidates, avutometinib and defactinib, market acceptance and commercial success of the Company’s product candidates, avutometinib and defactinib, following receipt of regulatory approval, and, protection of proprietary technology and the continued ability to obtain adequate financing to fund the Company’s future operations. If the Company does not obtain marketing approval and successfully commercialize its product candidates, avutometinib and defactinib, following regulatory approval, it will be unable to generate product revenue or achieve profitability and may need to raise additional capital. As of June 30, 2024, the Company had cash, cash equivalents, and investments of $83.4 million. On July 25, 2024, the Company received net proceeds of approximately $51.1 million from the sale of 13,333,334 shares of common stock and accompanying warrants to purchase up to 13,333,334 shares of common stock and the sale of pre-funded warrants to purchase an aggregate of 5,000,000 shares of common stock and accompanying warrants to purchase up to 5,000,000 shares of common stock. Refer to Note 16. Subsequent Events for additional details on the July 2024 Offering. In accordance with applicable accounting standards, the Company evaluated whether there are conditions and events, considered in the aggregate, that raise substantial doubt about the Company’s ability to continue as a going concern within 12 months after the date of the issuance of these condensed consolidated financial statements. The Company anticipates operating losses may continue for the foreseeable future since the Company does not yet have regulatory approval to sell any of its product candidates, and the Company continues to incur operating costs to execute its strategic plan, including costs related to research and development of its product candidates and commercial readiness activities. As a result of the assessment in accordance with the applicable accounting standards, these conditions raise substantial doubt about the Company’s ability to continue as a going concern for 12 months after the date the condensed consolidated financial statements are issued. The Company expects to finance its operations with its existing cash, cash equivalents and investments, through potential future milestones and royalties received pursuant to the asset purchase agreement dated August 10, 2020, between the Company and Secura (the “Secura APA”), through the loan and security agreement with Oxford Finance LLC (“Oxford”), or through other strategic financing opportunities that could include, but are not limited to collaboration agreements, future offerings of its equity, or the incurrence of debt. However, given the risks associated with these potential strategic or financing opportunities, they are not deemed probable for purposes of the going concern assessment. If the Company fails to obtain additional future capital, it may be unable to complete its planned preclinical studies and clinical trials and obtain approval of certain investigational product candidates from the FDA or foreign regulatory authorities. Therefore, there is substantial doubt about the Company’s ability to continue as a going concern. Reverse Stock Split On May 30, 2023, the Company filed a Certificate of Amendment to the Company’s Restated Certificate of Incorporation, as amended to date, with the Secretary of State of the State of Delaware to effect a reverse stock split of the Company’s issued and outstanding common stock, par value $0.0001 at a ratio of 1-for-12 (the “Reverse Stock Split”), as authorized at the Company’s 2023 annual meeting of stockholders held on May 15, 2023. The Company effected the Reverse Stock Split on May 31, 2023. No fractional shares were issued in connection with the Reverse Stock Split. Stockholders who otherwise were entitled to a fractional share of common stock were entitled to receive a price equal to the closing price of the common stock on the Nasdaq Capital Market on the date immediately preceding the Reverse Stock Split, as adjusted by the ratio of one share of common stock for every 12 shares of common stock, multiplied by the applicable fraction of a share. The number of shares of common stock that the Company is authorized to issue remains at 300,000,000 shares and the par value of its common stock remains unchanged at $0.0001 per share. The Company has retroactively restated the share and per share amounts in the unaudited condensed consolidated financial statements for the three and six months ended June 30, 2023, to give retroactive effect to the Reverse Stock Split. Proportionate adjustments were made to the per share exercise price and number of shares of common stock issuable under all outstanding stock options, convertible notes and preferred stock. In addition, proportionate adjustments have been made to the number of shares of common stock issuable upon vesting of the restricted stock units and the number of shares of common stock reserved for the Company’s equity incentive compensation plans. The condensed consolidated statements of convertible preferred stock and stockholders’ equity reflect the impact of the Reverse Stock Split by reclassifying from “common stock” to “additional paid-in capital” in an amount equal to the par value of the decreased shares resulting from the Reverse Stock Split for the three and six months ended June 30, 2023. 834000000511000001333333413333334500000005000000.00013000000000.0001 2. Summary of significant accounting policies Basis of Presentation The accompanying unaudited condensed consolidated financial statements of the Company have been prepared in accordance with generally accepted accounting principles in the United States (“GAAP”) for interim financial reporting and as required by Regulation S-X, Rule 10-01 under the assumption that the Company will continue as a going concern for the next twelve months. Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements, or any adjustments that might result from the uncertainty related to the Company’s ability to continue as a going concern. In the opinion of management, all adjustments (including those which are normal and recurring) considered necessary for a fair presentation of the interim financial information have been included. When preparing financial statements in conformity with GAAP, the Company must make estimates and assumptions that affect the reported amounts and related disclosures at the date of the financial statements. Actual results could differ from those estimates. Additionally, operating results for the three and six months ended June 30, 2024 are not necessarily indicative of the results that may be expected for any other interim period or for the year ending December 31, 2024. For further information, refer to the financial statements and footnotes included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2023, as filed with the SEC on March 14, 2024. Significant Accounting Policies The significant accounting policies are described in Note 2. Significant accounting policies in the Company’s Annual Report on Form 10-K for the year ended December 31, 2023. Recently issued accounting standards updates In November 2023, the Financial Accounting Standards Board

(“FASB”) issued Accounting Standards Update (“ASU”) No. 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures (“ASU 2023-07”), which is intended to improve reportable segment disclosure requirements, primarily through enhanced disclosures about significant segment expenses and by extending the disclosure requirements to entities with a single reportable segment. The guidance is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024. Early adoption is permitted. ASU 2023-07 is to be applied retrospectively to all prior periods presented in the financial statements. The Company is currently evaluating the potential impact of adopting this new guidance on the Company’s condensed consolidated financial statements and related disclosures. In December 2023, the FASB issued ASU No. 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures (“ASU 2023-09”). The guidance in ASU 2023-09 improves the transparency of income tax disclosures by greater disaggregation of information in the rate reconciliation and income taxes paid disaggregated by jurisdiction. The standard is effective for public companies for fiscal years beginning after December 15, 2024, with early adoption permitted. The Company is currently evaluating the impact that the adoption of ASU 2023-09 may have on its condensed consolidated financial statements and related disclosures. Other recent accounting pronouncements issued, but not yet effective, are not expected to be applicable to the Company or have a material effect on the condensed consolidated financial statements upon future adoption. Concentrations of credit risk and off-balance sheet risk Cash, cash equivalents, investments and trade accounts receivable are financial instruments that potentially subject the Company to concentrations of credit risk. The Company mitigates this risk by maintaining its cash and cash equivalents and investments with high quality, accredited financial institutions. The management of the Company’s investments is not discretionary on the part of these financial institutions. As of June 30, 2024, the Company’s cash, cash equivalents and investments were deposited at four financial institutions and it has no significant off-balance sheet concentrations of credit risk, such as foreign currency exchange contracts, option contracts or other hedging arrangements. As of June 30, 2024, Secura made up all of the Company’s account receivable balance. The Company assesses the creditworthiness of all its customers and sets and reassesses customer credit limits to ensure the collectability of any accounts receivable balances are assured. For the six months ended June 30, 2024, there was one customer, Secura, who individually accounted for all of the Company’s revenue. Refer to Note 13, License, collaboration and commercial agreements for a detailed discussion of the Secura APA. Proceeds from Grants In May 2022, the Company was awarded the “Therapeutic Accelerator Award” grant from Pancreatic Cancer Network (“PanCAN”) for up to $3.8 million (the “PanCAN Grant”). In August 2022, PanCAN agreed to provide the Company with an additional $0.5 million for the collection and analysis of patient samples. The grant is supporting a Phase 1b/2 clinical trial of GEMZAR (gemcitabine) and ABRAXANE (Nab-paclitaxel) in combination with avutometinib and defactinib entitled RAMP 205. The RAMP 205 trial is evaluating whether combining avutometinib (to target mutant Kirsten rat sarcoma viral oncogene homolog (“KRAS”), which is found in more than 90% of pancreatic adenocarcinomas, and defactinib (to reduce stromal density and adaptive resistance to avutometinib) to the standard GEMZAR/ABRAXANE regimen improves outcomes for patients with such pancreatic cancers. The Company recognizes grants as contra research and development expense in the consolidated statement of operations and comprehensive loss on a systematic basis over the periods in which the Company recognizes as expenses the related costs for which the grants are intended to compensate. Eligible expenses incurred in excess of grant payments received up to the total amount of the PanCAN Grant are recorded as a grant receivable. Through June 30, 2024, the Company has received $3.5 million of cash proceeds which was initially recorded as deferred liabilities on the balance sheet. The Company recorded <span style="font-size:10pt;">$0.6 million and $2.0 million of the proceeds as a reduction of research and development expense during the three and six months ended June 30, 2024, respectively. As of June 30, 2024, the company recorded $0.8 million as a grant receivable related to the PanCAN Grants in the condensed consolidated balance sheet. As of December 31, 2023, the Company recorded $0.3 million as deferred liabilities related to the PanCAN Grant in the condensed consolidated balance sheet. Basis of Presentation The accompanying unaudited condensed consolidated financial statements of the Company have been prepared in accordance with generally accepted accounting principles in the United States (“GAAP”) for interim financial reporting and as required by Regulation S-X, Rule 10-01 under the assumption that the Company will continue as a going concern for the next twelve months. Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements, or any adjustments that might result from the uncertainty related to the Company’s ability to continue as a going concern. In the opinion of management, all adjustments (including those which are normal and recurring) considered necessary for a fair presentation of the interim financial information have been included. When preparing financial statements in conformity with GAAP, the Company must make estimates and assumptions that affect the reported amounts and related disclosures at the date of the financial statements. Actual results could differ from those estimates. Additionally, operating results for the three and six months ended June 30, 2024 are not necessarily indicative of the results that may be expected for any other interim period or for the year ending December 31, 2024. For further information, refer to the financial statements and footnotes included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2023, as filed with the SEC on March 14, 2024. Significant Accounting Policies The significant accounting policies are described in Note 2. Significant accounting policies in the Company’s Annual Report on Form 10-K for the year ended December 31, 2023. Recently issued accounting standards updates In November 2023, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) No. 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures (“ASU 2023-07”), which is intended to improve reportable segment disclosure requirements, primarily through enhanced disclosures about significant segment expenses and by extending the disclosure requirements to entities with a single reportable segment. The guidance is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024. Early adoption is permitted. ASU 2023-07 is to be applied retrospectively to all prior periods presented in the financial statements. The Company is currently evaluating the potential impact of adopting this new guidance on the Company’s condensed consolidated financial statements and related disclosures. In December 2023, the FASB issued ASU No. 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures (“ASU 2023-09”). The guidance in ASU 2023-09 improves the transparency of income tax disclosures by greater disaggregation of information in the rate reconciliation and income taxes paid disaggregated by jurisdiction. The standard is effective for public companies for fiscal years beginning after December 15, 2024, with early adoption permitted. The Company is currently evaluating the impact that the adoption of ASU 2023-09 may have on its condensed consolidated financial statements and related disclosures. Other recent accounting pronouncements issued, but not yet effective, are not expected to be applicable to the Company or have a material effect on the condensed consolidated financial statements upon future adoption. 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Cash, cash equivalents and restricted cash The following table provides a reconciliation of cash, cash equivalents and restricted cash reported within the condensed consolidated balance sheets that sum to the total of the same such amounts shown in the condensed consolidated statements of cash flows (in thousands): <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:100%;"><tr style="height:1pt;"><td

style="vertical-align:bottom;white-space:nowrap;width:74.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.37%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.5%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.72%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.37%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.5%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.72%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:74.79%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.37%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;width:10.22%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> June 30, 2024 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.37%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;width:10.22%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> December 31, 2023 </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:74.79%;background:#cceeff;margin:0pt;padding:0pt;"> Cash and cash equivalents </td><td style="vertical-align:bottom;white-space:nowrap;width:2.37%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.5%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.72%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 83,371</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.37%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.5%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.72%;background:#cceeff;margin:0pt;padding:0pt;"> 77,909 </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:74.79%;margin:0pt;padding:0pt;"> Restricted cash </td><td style="vertical-align:bottom;white-space:nowrap;width:2.37%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.5%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.72%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 241 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.37%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.5%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.72%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 1,167 </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:74.79%;background:#cceeff;margin:0pt;padding:0pt;"> Total cash, cash equivalents and restricted cash </td><td style="vertical-align:bottom;white-space:nowrap;width:2.37%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.5%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.72%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"><b style="font-weight:bold;"> 83,612</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.37%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.5%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"><b style="font-weight:bold;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.72%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> 79,076 </td></tr></table> Amounts included in restricted cash as of June 30, 2024 is cash held to collateralize outstanding letters of credit provided as a security deposit for the Company's office space located in Needham, Massachusetts in the amount of $0.2 million. Amounts included in restricted cash as of December 31, 2023 represent (i) cash received pursuant to the PanCAN Grant restricted for expenditures for specific research and development activities of $0.9 million and (ii) cash held to collateralize outstanding letters of credit provided as a security deposit for the Company's office space located in Needham, Massachusetts in the amount of $0.2 million. The letters of credit are included in non-current restricted cash on the condensed consolidated balance sheets as of June 30, 2024, and December 31, 2023. Cash received pursuant to the PanCAN Grant is included in prepaid expenses and other current assets on the condensed consolidated balance sheets as of December 31, 2023.</p><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-indent:36pt;margin:0pt 0pt 12pt 0pt;">The following table provides a reconciliation of cash, cash equivalents and restricted cash reported within the condensed consolidated balance sheets that sum to the total of the same such amounts shown in the condensed consolidated statements of cash flows (in thousands):</p><table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:100%;"><tr style="height:1pt;"><td style="vertical-align:bottom;white-space:nowrap;width:74.79%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times 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Fair value of financial instruments The Company determines the fair value of its financial instruments based upon the fair value hierarchy, which prioritizes valuation inputs based on the observable nature of those inputs. The fair value hierarchy applies only to the valuation inputs used in determining the reported fair value of the investments and is not a measure of the investment credit quality. The hierarchy defines three levels of valuation inputs: <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:100%;"><tr style="height:30.7pt;"><td style="vertical-align:top;width:22.66%;margin:0pt;padding:0pt;"> Level 1 inputs </td><td style="vertical-align:top;width:77.33%;margin:0pt;padding:0pt;"> Quoted prices in active markets for identical assets or liabilities that the Company can access at the measurement date. </td></tr><tr style="height:30.7pt;"><td style="vertical-align:top;width:22.66%;margin:0pt;padding:0pt;"> Level 2 inputs </td><td style="vertical-align:top;width:77.33%;margin:0pt;padding:0pt;"> Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly. </td></tr><tr style="height:8.05pt;"><td style="vertical-align:top;width:22.66%;margin:0pt;padding:0pt;"> Level 3 inputs </td><td style="vertical-align:top;width:77.33%;margin:0pt;padding:0pt;"> Unobservable inputs that reflect the Company's own assumptions about the assumptions market participants would use in pricing the asset or liability. </td></tr></table> . Items Measured at Fair Value on a Recurring Basis The following table presents information about the Company's financial instruments that are measured at fair value on a recurring basis (in thousands): <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:100%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:46.62%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:2.61%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:8.81%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:2.58%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.61%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:8.81%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:2.58%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.61%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:8.81%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:2.58%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.61%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:8.81%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.27%;margin:0pt;padding:0pt;"> . </td></tr><tr><td style="vertical-align:bottom;width:46.62%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:2.61%;margin:0pt;padding:0pt;"> . </td><td colspan="11" style="vertical-align:bottom;white-space:nowrap;width:49.48%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> June 30, 2024 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.27%;margin:0pt;padding:0pt;"> . </td></tr><tr><td style="vertical-align:bottom;width:46.62%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Description </td><td style="vertical-align:bottom;white-space:nowrap;width:2.61%;margin:0pt;padding:0pt;"> . </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:10.44%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Total </td><td style="vertical-align:bottom;white-space:nowrap;width:2.58%;margin:0pt;padding:0pt;"> . </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:10.43%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Level 1 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.58%;margin:0pt;padding:0pt;"> . </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:10.43%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Level 2 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.58%;margin:0pt;padding:0pt;"> . </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:10.43%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Level 3 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.27%;margin:0pt;padding:0pt;"> . </td></tr><tr><td style="vertical-align:bottom;width:46.62%;background:#cceeff;margin:0pt;padding:0pt;"> Financial assets </td><td style="vertical-align:bottom;white-space:nowrap;width:2.61%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:8.81%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:2.58%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.61%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:8.81%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:2.58%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.61%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:8.81%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:2.58%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.61%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:8.81%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:2.58%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.61%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:8.81%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.27%;background:#cceeff;margin:0pt;padding:0pt;"> . </td></tr><tr><td style="vertical-align:bottom;width:46.62%;margin:0pt;padding:0pt;"><p style="font-family:'Times New

Roman', 'Times', 'serif'; font-size:10pt; margin:0pt;">Cash equivalents </td><td style="vertical-align:bottom; white-space:nowrap; width:2.61%; margin:0pt; padding:0pt;"> </td><td style="vertical-align:bottom; white-space:nowrap; width:1.62%; border-bottom:1px solid #000000; margin:0pt; padding:0pt;"> $</p></td><td style="vertical-align:bottom; white-space:nowrap; width:8.81%; border-bottom:1px solid #000000; margin:0pt; padding:0pt;"><p style="font-family:'Times New Roman', 'Times', 'serif'; font-size:10pt; text-align:right; margin:0pt 3pt 0pt 0pt;"> 75,424</p></td><td style="vertical-align:bottom; white-space:nowrap; width:2.58%; margin:0pt; padding:0pt;"><p style="font-family:'Times New Roman', 'Times', 'serif'; font-size:10pt; margin:0pt;"></p></td><td style="vertical-align:bottom; white-space:nowrap; width:1.61%; border-bottom:1px solid #000000; margin:0pt; padding:0pt;"><p style="font-family:'Times New Roman', 'Times', 'serif'; font-size:10pt; margin:0pt;">$ </td><td style="vertical-align:bottom; white-space:nowrap; width:8.81%; border-bottom:1px solid #000000; margin:0pt; padding:0pt;"> 75,424 </td><td style="vertical-align:bottom; white-space:nowrap; width:2.58%; margin:0pt; padding:0pt;"> </td><td style="vertical-align:bottom; white-space:nowrap; width:1.61%; border-bottom:1px solid #000000; margin:0pt; padding:0pt;"> $</p></td><td style="vertical-align:bottom; white-space:nowrap; width:8.81%; border-bottom:1px solid #000000; margin:0pt; padding:0pt;"><p style="font-family:'Times New Roman', 'Times', 'serif'; font-size:10pt; text-align:right; margin:0pt 3pt 0pt 0pt;">—</p></td><td style="vertical-align:bottom; white-space:nowrap; width:1.27%; margin:0pt; padding:0pt;"><p style="font-family:'Times New Roman', 'Times', 'serif'; font-size:10pt; margin:0pt;"></p></td></tr><tr><td style="vertical-align:bottom; width:46.62%; background:#cceeff; margin:0pt; padding:0pt;"><p style="font-family:'Times New Roman', 'Times', 'serif'; font-size:10pt; margin:0pt;"><b style="font-weight:bold;">Total financial assets</p></td><td style="vertical-align:bottom; white-space:nowrap; width:2.61%; background:#cceeff; margin:0pt; padding:0pt;"><p style="font-family:'Times New Roman', 'Times', 'serif'; font-size:10pt; margin:0pt;"></p></td><td style="vertical-align:bottom; white-space:nowrap; width:1.62%; background:#cceeff; border-bottom:3px double #000000; margin:0pt; padding:0pt;"><p style="font-family:'Times New Roman', 'Times', 'serif'; font-size:10pt; margin:0pt;"><b style="font-weight:bold;">$ </td><td style="vertical-align:bottom; white-space:nowrap; width:8.81%; background:#cceeff; border-bottom:3px double #000000; margin:0pt; padding:0pt;"> 75,424 </td><td style="vertical-align:bottom; white-space:nowrap; width:2.58%; background:#cceeff; margin:0pt; padding:0pt;"> </td><td style="vertical-align:bottom; white-space:nowrap; width:1.61%; background:#cceeff; border-bottom:3px double #000000; margin:0pt; padding:0pt;"> $</p></td><td style="vertical-align:bottom; white-space:nowrap; width:8.81%; background:#cceeff; border-bottom:3px double #000000; margin:0pt; padding:0pt;"><p style="font-family:'Times New Roman', 'Times', 'serif'; font-size:10pt; text-align:right; margin:0pt 3pt 0pt 0pt;"><b style="font-weight:bold;"> 75,424</p></td><td style="vertical-align:bottom; white-space:nowrap; width:2.58%; background:#cceeff; margin:0pt; padding:0pt;"><p style="font-family:'Times New Roman', 'Times', 'serif'; font-size:10pt; margin:0pt;"></p></td><td style="vertical-align:bottom; white-space:nowrap; width:1.61%; background:#cceeff; border-bottom:3px double #000000; margin:0pt; padding:0pt;"><p style="font-family:'Times New Roman', 'Times', 'serif'; font-size:10pt; margin:0pt;"><b style="font-weight:bold;">$ </td><td style="vertical-align:bottom; white-space:nowrap; width:8.81%; background:#cceeff; border-bottom:3px double #000000; margin:0pt; padding:0pt;"> — </td><td style="vertical-align:bottom; white-space:nowrap; width:1.27%; background:#cceeff; margin:0pt; padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom; width:46.62%; margin:0pt; padding:0pt;"> Preferred stock tranche liability </td><td style="vertical-align:bottom; white-space:nowrap; width:2.61%; margin:0pt; padding:0pt;"> </td><td style="vertical-align:bottom; white-space:nowrap; width:1.62%; margin:0pt; padding:0pt;"> $</p></td><td style="vertical-align:bottom; white-space:nowrap; width:8.81%; margin:0pt; padding:0pt;"><p style="font-family:'Times New Roman', 'Times', 'serif'; font-size:10pt; text-align:right; margin:0pt 3pt 0pt 0pt;">—</p></td><td style="vertical-align:bottom; white-space:nowrap; width:2.58%; margin:0pt; padding:0pt;"><p style="font-family:'Times New Roman', 'Times', 'serif'; font-size:10pt; margin:0pt;"></p></td><td style="vertical-align:bottom; white-space:nowrap; width:1.61%; margin:0pt; padding:0pt;"><p style="font-family:'Times New Roman', 'Times', 'serif'; font-size:10pt; margin:0pt;">$ </td><td style="vertical-align:bottom; white-space:nowrap; width:8.81%; margin:0pt; padding:0pt;"> — </td><td style="vertical-align:bottom; white-space:nowrap; width:2.58%; margin:0pt; padding:0pt;"> </td><td style="vertical-align:bottom; white-space:nowrap; width:1.61%; margin:0pt; padding:0pt;"> $</p></td><td style="vertical-align:bottom; white-space:nowrap; width:8.81%; margin:0pt; padding:0pt;"><p style="font-family:'Times New Roman', 'Times', 'serif'; font-size:10pt; text-align:right; margin:0pt 3pt 0pt 0pt;">—</p></td><td style="vertical-align:bottom; white-space:nowrap; width:2.58%; margin:0pt; padding:0pt;"><p style="font-family:'Times New Roman', 'Times', 'serif'; font-size:10pt; margin:0pt;"></p></td><td style="vertical-align:bottom; white-space:nowrap; width:1.61%; margin:0pt; padding:0pt;"><p style="font-family:'Times New Roman', 'Times', 'serif'; font-size:10pt; margin:0pt;">$ </td><td style="vertical-align:bottom; white-space:nowrap; width:8.81%; margin:0pt; padding:0pt;"> — </td><td style="vertical-align:bottom; white-space:nowrap; width:1.27%; margin:0pt; padding:0pt;"> </td></tr></table> <table style="border-collapse:collapse; font-size:16pt; height:max-content; margin-left:auto; margin-right:auto; padding-left:0pt; padding-right:0pt; width:100%;"><tr style="height:1pt;"><td style="vertical-align:bottom; width:46.62%; margin:0pt; padding:0pt;"> </td><td style="vertical-align:bottom; white-space:nowrap; width:2.61%; margin:0pt; padding:0pt;"> </td><td style="vertical-align:bottom; white-space:nowrap; width:1.62%; margin:0pt; padding:0pt;"> </td><td style="vertical-align:bottom; white-space:nowrap; width:8.81%; margin:0pt; padding:0pt;"> </td><td style="vertical-align:bottom; white-space:nowrap; width:2.58%; margin:0pt; padding:0pt;"> </td><td style="vertical-align:bottom; white-space:nowrap; width:1.61%; margin:0pt; padding:0pt;"> </td><td style="vertical-align:bottom; white-space:nowrap; width:8.81%; margin:0pt; padding:0pt;"> </td><td style="vertical-align:bottom; white-space:nowrap; width:1.27%; margin:0pt; padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom; width:46.62%; margin:0pt; padding:0pt;"> </td><td style="vertical-align:bottom; white-space:nowrap; width:2.61%; margin:0pt; padding:0pt;"> </td><td colspan="11" style="vertical-align:bottom; white-space:nowrap; width:49.48%; border-bottom:1px solid #000000; margin:0pt; padding:0pt;"> December 31, 2023 </td><td style="vertical-align:bottom; white-space:nowrap; width:1.27%; margin:0pt; padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom; width:46.62%; border-bottom:1px solid #000000; margin:0pt; padding:0pt;"> Description </td><td style="vertical-align:bottom; white-space:nowrap; width:2.61%; margin:0pt; padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom; white-space:nowrap; width:10.44%; border-bottom:1px solid #000000; margin:0pt; padding:0pt;"> Total </td><td style="vertical-align:bottom; white-space:nowrap; width:2.58%; margin:0pt; padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom; white-space:nowrap; width:10.43%; border-bottom:1px solid #000000; margin:0pt; padding:0pt;"> <b style="font-

weight:bold;">Level 1 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.58%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:10.43%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Level 2 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.58%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:10.43%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Level 3 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.27%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:46.62%;background:#cceeff;margin:0pt;padding:0pt;"> Financial assets </td><td style="vertical-align:bottom;white-space:nowrap;width:2.61%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:8.81%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:2.58%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.61%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:8.81%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:2.58%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.61%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:8.81%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:2.58%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.61%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:8.81%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:2.58%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.61%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:8.81%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.27%;background:#cceeff;margin:0pt;padding:0pt;"> . </td></tr><tr><td style="vertical-align:bottom;width:46.62%;margin:0pt;padding:0pt;"> Cash equivalents </td><td style="vertical-align:bottom;white-space:nowrap;width:2.61%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.81%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;text-align:right;margin:0.05pt 3pt 0.05pt 0pt;"> 46,093</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.58%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0.05pt 0pt 0.05pt 0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.61%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0.05pt 0pt 0.05pt 0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.81%;margin:0pt;padding:0pt;"> 46,093 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.58%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.61%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.81%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;text-align:right;margin:0.05pt 3pt 0.05pt 0pt;"> —</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.58%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0.05pt 0pt 0.05pt 0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.61%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0.05pt 0pt 0.05pt 0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.81%;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:1.27%;margin:0pt;padding:0pt;"> . </td></tr><tr><td style="vertical-align:bottom;width:46.62%;background:#cceeff;margin:0pt;padding:0pt;"> Short-term investments </td><td style="vertical-align:bottom;white-space:nowrap;width:2.61%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.81%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 59,220 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.58%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.61%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:8.81%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 5,992 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.58%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.61%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:8.81%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 53,228 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.58%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.61%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:8.81%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:1.27%;background:#cceeff;margin:0pt;padding:0pt;"> . </td></tr><tr><td style="vertical-align:bottom;width:46.62%;margin:0pt;padding:0pt;"> Total financial assets </td><td style="vertical-align:bottom;white-space:nowrap;width:2.61%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.81%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;text-align:right;margin:0.05pt 3pt 0.05pt 0pt;"><b style="font-weight:bold;"> 105,313</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.58%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0.05pt 0pt 0.05pt 0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.61%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0.05pt 0pt 0.05pt 0pt;"><b style="font-weight:bold;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.81%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> 52,085 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.58%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.61%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.81%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;text-align:right;margin:0.05pt 3pt 0.05pt 0pt;"><b style="font-weight:bold;"> 53,228</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.58%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0.05pt 0pt 0.05pt 0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.61%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0.05pt 0pt 0.05pt 0pt;"><b style="font-weight:bold;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.81%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:1.27%;margin:0pt;padding:0pt;"> . </td></tr><tr><td style="vertical-align:bottom;width:46.62%;background:#cceeff;margin:0pt;padding:0pt;"> Preferred stock tranche liability </td><td style="vertical-align:bottom;white-space:nowrap;width:2.61%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.81%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;text-align:right;margin:0.05pt 3pt 0.05pt 0pt;"> 4,189</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.58%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0.05pt 0pt 0.05pt 0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.61%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0.05pt 0pt 0.05pt 0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.81%;background:#cceeff;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:2.58%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.61%;background:#cceeff;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-

space:nowrap;width:8.81%;background:#cceeff;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:2.58%;background:#cceeff;margin:0pt;padding:0pt;">) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.61%;background:#cceeff;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.81%;background:#cceeff;margin:0pt;padding:0pt;"> 4,189 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.27%;background:#cceeff;margin:0pt;padding:0pt;">) </td></tr></table> The Company's cash equivalents and short-term investments consist of U.S. Government money market funds, corporate bonds, agency bonds and commercial paper of publicly traded companies. The investments and cash equivalents have been initially valued at the transaction price and subsequently valued, at the end of each reporting period, utilizing third party pricing services or other market observable data. The pricing services utilize industry standard valuation models, including both income and market-based approaches and observable market inputs to determine value. These observable market inputs include reportable trades, benchmark yields, credit spreads, broker/dealer quotes, bids, offers, current spot rates and other industry and economic events. The Company validates the prices provided by third party pricing services by reviewing their pricing methods and matrices, obtaining market values from other pricing sources, analyzing pricing data in certain instances and confirming that the relevant markets are active. After completing its validation procedures, the Company did not adjust or override any fair value measurements provided by the pricing services as of June 30, 2024, or December 31, 2023. A preferred stock tranche liability was recorded as a result of the entry into the Securities Purchase Agreement (defined herein) (see Note 10, Capital Stock). The fair value measurement of the preferred stock tranche liability is classified as Level 3 under the fair value hierarchy. The fair value of the preferred stock tranche liability at inception and December 31, 2023 was determined using a Monte-Carlo simulation. The inputs to the Monte-Carlo include the risk-free rate, stock price volatility, expected dividends and remaining term. Significant increases or decreases in any of those inputs in isolation could result in a significantly lower or higher fair value measurement. Using a Black-Scholes option pricing model, the fair value of the preferred stock tranche liability at June 30, 2024 was determined to be de minimis driven by the limited time to expiration and the significant stock price hurdle in relation to the stock price of the Company's common stock on June 30, 2024. The preferred stock tranche liability expired in July 2024. Below are the inputs used to value the preferred stock tranche liability at June 30, 2024, and December 31, 2023: <table style="border-collapse:collapse;font-size:16pt;height:max-content;padding-left:0pt;padding-right:0pt;width:100%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:31.59%;margin:0pt;padding:0pt;">) </td><td style="vertical-align:bottom;white-space:nowrap;width:11.9%;margin:0pt;padding:0pt;">) </td><td style="vertical-align:bottom;white-space:nowrap;width:11.9%;margin:0pt;padding:0pt;">) </td><td style="vertical-align:bottom;white-space:nowrap;width:5.93%;margin:0pt;padding:0pt;">) </td><td style="vertical-align:bottom;white-space:nowrap;width:11.9%;margin:0pt;padding:0pt;">) </td><td style="vertical-align:bottom;white-space:nowrap;width:20.82%;margin:0pt;padding:0pt;">) </td><td style="vertical-align:bottom;white-space:nowrap;width:5.93%;margin:0pt;padding:0pt;">) </td></tr><tr><td style="vertical-align:bottom;width:31.59%;margin:0pt;padding:0pt;">) </td><td style="vertical-align:bottom;white-space:nowrap;width:11.9%;margin:0pt;padding:0pt;">) </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:17.83%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> June 30, 2024 </td><td style="vertical-align:bottom;white-space:nowrap;width:11.9%;margin:0pt;padding:0pt;">) </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:26.75%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> December 31, 2023 </td></tr><tr><td style="vertical-align:bottom;width:31.59%;background:#cceeff;margin:0pt;padding:0pt;"> Risk-free interest rate </td><td style="vertical-align:bottom;white-space:nowrap;width:11.9%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.9%;background:#cceeff;margin:0pt;padding:0pt;"> 5.47 </td><td style="vertical-align:bottom;white-space:nowrap;width:5.93%;background:#cceeff;margin:0pt;padding:0pt;"> % </td><td style="vertical-align:bottom;white-space:nowrap;width:11.9%;background:#cceeff;margin:0pt;padding:0pt;">) </td><td style="vertical-align:bottom;white-space:nowrap;width:20.82%;background:#cceeff;margin:0pt;padding:0pt;"> 5.13-5.52 </td><td style="vertical-align:bottom;white-space:nowrap;width:5.93%;background:#cceeff;margin:0pt;padding:0pt;"> % </td></tr><tr><td style="vertical-align:bottom;width:31.59%;margin:0pt;padding:0pt;"> Volatility </td><td style="vertical-align:bottom;white-space:nowrap;width:11.9%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.9%;margin:0pt;padding:0pt;"> 90 </td><td style="vertical-align:bottom;white-space:nowrap;width:5.93%;margin:0pt;padding:0pt;"> % </td><td style="vertical-align:bottom;white-space:nowrap;width:11.9%;margin:0pt;padding:0pt;">) </td><td style="vertical-align:bottom;white-space:nowrap;width:20.82%;margin:0pt;padding:0pt;"> .75 </td><td style="vertical-align:bottom;white-space:nowrap;width:5.93%;margin:0pt;padding:0pt;"> % </td></tr><tr><td style="vertical-align:bottom;width:31.59%;background:#cceeff;margin:0pt;padding:0pt;"> Dividend yield </td><td style="vertical-align:bottom;white-space:nowrap;width:11.9%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.9%;background:#cceeff;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:5.93%;background:#cceeff;margin:0pt;padding:0pt;">) </td><td style="vertical-align:bottom;white-space:nowrap;width:11.9%;background:#cceeff;margin:0pt;padding:0pt;">) </td><td style="vertical-align:bottom;white-space:nowrap;width:20.82%;background:#cceeff;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:5.93%;background:#cceeff;margin:0pt;padding:0pt;">) </td></tr><tr><td style="vertical-align:bottom;width:31.59%;margin:0pt;padding:0pt;"> Remaining term (years) </td><td style="vertical-align:bottom;white-space:nowrap;width:11.9%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.9%;margin:0pt;padding:0pt;"> 0.1 </td><td style="vertical-align:bottom;white-space:nowrap;width:5.93%;margin:0pt;padding:0pt;">) </td><td style="vertical-align:bottom;white-space:nowrap;width:11.9%;margin:0pt;padding:0pt;">) </td><td style="vertical-align:bottom;white-space:nowrap;width:20.82%;margin:0pt;padding:0pt;"> 0.6 </td><td style="vertical-align:bottom;white-space:nowrap;width:5.93%;margin:0pt;padding:0pt;">) </td></tr></table> The following table represents a reconciliation of the preferred stock right liability recorded in connection with the entry into the Securities Purchase Agreement (in thousands): <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:100%;"><tr style="height:1pt;"><td style="vertical-align:bottom;white-space:nowrap;width:76.27%;margin:0pt;padding:0pt;">) </td><td style="vertical-align:bottom;white-space:nowrap;width:3.6%;margin:0pt;padding:0pt;">) </td><td style="vertical-align:bottom;white-space:nowrap;width:6.84%;margin:0pt;padding:0pt;">) </td><td style="vertical-align:bottom;white-space:nowrap;width:2.45%;margin:0pt;padding:0pt;">) </td><td style="vertical-align:bottom;white-space:nowrap;width:10.82%;margin:0pt;padding:0pt;"> <p style="font-family:'Times New

Roman','Times','serif';font-size:10pt;margin:0.05pt 0pt 0.05pt 0pt;"> </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:76.27%;background:#cceeff;margin:0pt;padding:0pt;"> January 1, 2024 </td><td style="vertical-align:bottom;white-space:nowrap;width:3.6%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.84%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.45%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:10.82%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0.05pt 3pt 0.05pt 0pt;"><b style="font-weight:bold;"> 4,189</p></td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:76.27%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0.05pt 0pt 0.05pt 0pt;">Fair value adjustment</p></td><td style="vertical-align:bottom;white-space:nowrap;width:3.6%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0.05pt 0pt 0.05pt 0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:6.84%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0.05pt 0pt 0.05pt 0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.45%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0.05pt 0pt 0.05pt 0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:10.82%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0.05pt 0pt 0.05pt 0pt;"> (4,189)</p></td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:76.27%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0.05pt 0pt 0.05pt 0pt;"><b style="font-weight:bold;">June 30, 2024</p></td><td style="vertical-align:bottom;white-space:nowrap;width:3.6%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0.05pt 0pt 0.05pt 0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:6.84%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0.05pt 0pt 0.05pt 0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.45%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0.05pt 0pt 0.05pt 0pt;"><b style="font-weight:bold;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:10.82%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> — </td></tr></table> Fair Value of Financial Instruments The fair value of the Company's long-term debt was determined using a discounted cash flow analysis with current applicable rates for similar instruments as of the condensed consolidated balance sheet dates. The Company estimates that the fair value of its long-term debt was approximately $40.1 million as of June 30, 2024, which differs from the carrying value of $40.3 million. The Company estimates that the fair value of its long-term debt was approximately $39.6 million as of December 31, 2023, which differs from the carrying value of <span style="background:#ffffff;">$40.1 million. The fair value of the Company's long-term debt was determined using Level 3 inputs. The following table presents information about the Company's financial instruments that are measured at fair value on a recurring basis (in thousands): <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:100%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:46.62%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.61%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.81%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.58%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.61%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.81%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.58%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.61%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.81%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.58%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.61%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.81%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.27%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:46.62%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.61%;margin:0pt;padding:0pt;"> </td><td colspan="11" style="vertical-align:bottom;white-space:nowrap;width:49.48%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> June 30, 2024 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.27%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:46.62%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Description </td><td style="vertical-align:bottom;white-space:nowrap;width:2.61%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:10.44%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Total </td><td style="vertical-align:bottom;white-space:nowrap;width:2.58%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:10.43%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Level 1 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.58%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:10.43%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Level 2 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.58%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:10.43%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Level 3 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.27%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:46.62%;background:#cceeff;margin:0pt;padding:0pt;"> Financial assets </td><td style="vertical-align:bottom;white-space:nowrap;width:2.61%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.81%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.58%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.61%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.81%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.58%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.61%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.81%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.58%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.61%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.81%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.58%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-

space:nowrap;width:1.61%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:8.81%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.27%;background:#cceeff;margin:0pt;padding:0pt;"> . </td></tr><tr><td style="vertical-align:bottom;width:46.62%;margin:0pt;padding:0pt;"> Cash equivalents </td><td style="vertical-align:bottom;white-space:nowrap;width:2.61%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.81%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 75,424</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.58%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.61%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.81%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 75,424 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.58%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.61%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.81%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;">—</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.58%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.61%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.81%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:1.27%;margin:0pt;padding:0pt;"> . </td></tr><tr><td style="vertical-align:bottom;width:46.62%;background:#cceeff;margin:0pt;padding:0pt;"> Total financial assets </td><td style="vertical-align:bottom;white-space:nowrap;width:2.61%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.81%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"><b style="font-weight:bold;"> 75,424</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.58%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.61%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;"><b style="font-weight:bold;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.81%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> 75,424 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.58%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.61%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.81%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"><b style="font-weight:bold;">—</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.58%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.61%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;"><b style="font-weight:bold;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.81%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:1.27%;background:#cceeff;margin:0pt;padding:0pt;"> . </td></tr><tr><td style="vertical-align:bottom;width:46.62%;margin:0pt;padding:0pt;"> Preferred stock tranche liability </td><td style="vertical-align:bottom;white-space:nowrap;width:2.61%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.81%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;">—</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.58%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.61%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.81%;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:2.58%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.61%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.81%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;">—</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.58%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.61%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.81%;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:2.58%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.61%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.81%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;">—</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.58%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.61%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.81%;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:1.27%;margin:0pt;padding:0pt;"> . </td></tr></table> . <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:100%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:46.62%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:2.61%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:8.81%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:2.58%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.61%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:8.81%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:2.58%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.61%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:8.81%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:2.58%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.61%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:8.81%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:2.58%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.61%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:8.81%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:2.58%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.61%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:8.81%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.27%;margin:0pt;padding:0pt;"> . </td></tr><tr><td style="vertical-align:bottom;width:46.62%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:2.61%;margin:0pt;padding:0pt;"> . </td><td colspan="11" style="vertical-align:bottom;white-space:nowrap;width:49.48%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> December 31, 2023 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.27%;margin:0pt;padding:0pt;"> . </td></tr><tr><td style="vertical-align:bottom;width:46.62%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Description </td><td style="vertical-align:bottom;white-space:nowrap;width:2.61%;margin:0pt;padding:0pt;"> . </td><td colspan="2" style="vertical-

align:bottom;white-space:nowrap;width:10.44%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Total </td><td style="vertical-align:bottom;white-space:nowrap;width:2.58%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:10.43%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Level 1 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.58%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:10.43%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Level 2 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.58%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:10.43%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Level 3 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.27%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:46.62%;background:#cceeff;margin:0pt;padding:0pt;"> Financial assets </td><td style="vertical-align:bottom;white-space:nowrap;width:2.61%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:8.81%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:2.58%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.61%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:8.81%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:2.58%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.61%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:8.81%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:2.58%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.61%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:8.81%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.27%;background:#cceeff;margin:0pt;padding:0pt;"> . </td></tr><tr><td style="vertical-align:bottom;width:46.62%;margin:0pt;padding:0pt;"> Cash equivalents </td><td style="vertical-align:bottom;white-space:nowrap;width:2.61%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.81%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0.05pt 3pt 0.05pt 0pt;"> 46,093</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.58%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0.05pt 0pt 0.05pt 0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.61%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0.05pt 0pt 0.05pt 0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.81%;margin:0pt;padding:0pt;"> 46,093 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.58%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.61%;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.81%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0.05pt 3pt 0.05pt 0pt;">—</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.58%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0.05pt 0pt 0.05pt 0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.61%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0.05pt 0pt 0.05pt 0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.81%;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:1.27%;margin:0pt;padding:0pt;"> . </td></tr><tr><td style="vertical-align:bottom;width:46.62%;background:#cceeff;margin:0pt;padding:0pt;"> Short-term investments </td><td style="vertical-align:bottom;white-space:nowrap;width:2.61%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.81%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 59,220 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.58%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.61%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:8.81%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 5,992 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.58%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.61%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:8.81%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 53,228 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.58%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.61%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:8.81%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:1.27%;background:#cceeff;margin:0pt;padding:0pt;"> . </td></tr><tr><td style="vertical-align:bottom;width:46.62%;margin:0pt;padding:0pt;"> Total financial assets </td><td style="vertical-align:bottom;white-space:nowrap;width:2.61%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.81%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0.05pt 3pt 0.05pt 0pt;"><b style="font-weight:bold;"> 105,313</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.58%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0.05pt 0pt 0.05pt 0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.61%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0.05pt 0pt 0.05pt 0pt;"><b style="font-weight:bold;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.81%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> 52,085 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.58%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.61%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.81%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0.05pt 3pt 0.05pt 0pt;"><b style="font-weight:bold;"> 53,228</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.58%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0.05pt 0pt 0.05pt 0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.61%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0.05pt 0pt 0.05pt 0pt;"><b style="font-weight:bold;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.81%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:1.27%;margin:0pt;padding:0pt;"> . </td></tr><tr><td style="vertical-align:bottom;width:46.62%;background:#cceeff;margin:0pt;padding:0pt;"> Preferred stock tranche liability </td><td style="vertical-align:bottom;white-space:nowrap;width:2.61%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.62%;background:#cceeff;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.81%;background:#cceeff;margin:0pt;padding:0pt;"> 4,189 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.58%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.61%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-

size:10pt;margin:0.05pt 0pt 0.05pt 0pt;">$</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.81%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0.05pt 3pt 0.05pt 0pt;"> —</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.58%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0.05pt 0pt 0.05pt 0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.61%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0.05pt 0pt 0.05pt 0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.81%;background:#cceeff;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:2.58%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.61%;background:#cceeff;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.81%;background:#cceeff;margin:0pt;padding:0pt;"> 4,189 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.27%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr>
</table>754240007542400075424000754240004609300046093000592200005992000532280001053130005208500053228000418900041890000 <table style="border-collapse:collapse;font-size:16pt;height:max-content;padding-left:0pt;padding-right:0pt;width:100%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:31.59%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.9%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.9%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:5.93%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.9%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:20.82%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:5.93%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:31.59%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.9%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:17.83%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> June 30, 2024 </td><td style="vertical-align:bottom;white-space:nowrap;width:11.9%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:26.75%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> December 31, 2023 </td></tr><tr><td style="vertical-align:bottom;width:31.59%;background:#cceeff;margin:0pt;padding:0pt;"> Risk-free interest rate </td><td style="vertical-align:bottom;white-space:nowrap;width:11.9%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.9%;background:#cceeff;margin:0pt;padding:0pt;"> 5.47 </td><td style="vertical-align:bottom;white-space:nowrap;width:5.93%;background:#cceeff;margin:0pt;padding:0pt;"> % </td><td style="vertical-align:bottom;white-space:nowrap;width:11.9%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:20.82%;background:#cceeff;margin:0pt;padding:0pt;"> 5.13-5.52 </td><td style="vertical-align:bottom;white-space:nowrap;width:5.93%;background:#cceeff;margin:0pt;padding:0pt;"> % </td></tr><tr><td style="vertical-align:bottom;width:31.59%;margin:0pt;padding:0pt;"> Volatility </td><td style="vertical-align:bottom;white-space:nowrap;width:11.9%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.9%;margin:0pt;padding:0pt;"> 90 </td><td style="vertical-align:bottom;white-space:nowrap;width:5.93%;margin:0pt;padding:0pt;"> % </td><td style="vertical-align:bottom;white-space:nowrap;width:11.9%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:20.82%;margin:0pt;padding:0pt;"> 75 </td><td style="vertical-align:bottom;white-space:nowrap;width:5.93%;margin:0pt;padding:0pt;"> % </td></tr><tr><td style="vertical-align:bottom;width:31.59%;background:#cceeff;margin:0pt;padding:0pt;"> Dividend yield </td><td style="vertical-align:bottom;white-space:nowrap;width:11.9%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.9%;background:#cceeff;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:5.93%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.9%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:20.82%;background:#cceeff;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:5.93%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:31.59%;margin:0pt;padding:0pt;"> Remaining term (years) </td><td style="vertical-align:bottom;white-space:nowrap;width:11.9%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.9%;margin:0pt;padding:0pt;"> 0.1 </td><td style="vertical-align:bottom;white-space:nowrap;width:5.93%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.9%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:20.82%;margin:0pt;padding:0pt;"> 0.6 </td><td style="vertical-align:bottom;white-space:nowrap;width:5.93%;margin:0pt;padding:0pt;"> </td></tr></table>5.4790P0Y1M6DP0Y7M6D <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:100%;"><tr style="height:1pt;"><td style="vertical-align:bottom;white-space:nowrap;width:76.27%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:3.6%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.84%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.45%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:10.82%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:76.27%;background:#cceeff;margin:0pt;padding:0pt;"> January 1, 2024 </td><td style="vertical-align:bottom;white-space:nowrap;width:3.6%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.84%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.45%;background:#cceeff;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:10.82%;background:#cceeff;margin:0pt;padding:0pt;"> 4,189 </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:76.27%;margin:0pt;padding:0pt;"> Fair value adjustment </td><td style="vertical-align:bottom;white-space:nowrap;width:3.6%;margin:0pt;padding:0pt;"> </td><td style="vertical-

align:bottom;white-space:nowrap;width:6.84%;margin:0pt;padding:0pt;">   </td><td style="vertical-align:bottom;white-space:nowrap;width:2.45%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;">   </td><td style="vertical-align:bottom;white-space:nowrap;width:10.82%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> (4,189) </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:76.27%;background:#cceeff;margin:0pt;padding:0pt;"> June 30, 2024 </td><td style="vertical-align:bottom;white-space:nowrap;width:3.6%;background:#cceeff;margin:0pt;padding:0pt;">   </td><td style="vertical-align:bottom;white-space:nowrap;width:6.84%;background:#cceeff;margin:0pt;padding:0pt;">   </td><td style="vertical-align:bottom;white-space:nowrap;width:2.45%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:10.82%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> — </td></tr></table>4189000-41890004010000040300000396000004010000 5. Investments Cash, cash equivalents, restricted cash and investments consist of the following (in thousands): <table style="border-collapse:collapse;font-size:16pt;height:max-content;padding-left:0pt;padding-right:0pt;width:100%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:55.17%;margin:0pt;padding:0pt;">   </td><td style="vertical-align:bottom;white-space:nowrap;width:2.09%;margin:0pt;padding:0pt;">   </td><td style="vertical-align:bottom;white-space:nowrap;width:1.39%;margin:0pt;padding:0pt;">   </td><td style="vertical-align:bottom;white-space:nowrap;width:7.52%;margin:0pt;padding:0pt;">   </td><td style="vertical-align:bottom;white-space:nowrap;width:2.09%;margin:0pt;padding:0pt;">   </td><td style="vertical-align:bottom;white-space:nowrap;width:1.44%;margin:0pt;padding:0pt;">   </td><td style="vertical-align:bottom;white-space:nowrap;width:7.69%;margin:0pt;padding:0pt;">   </td><td style="vertical-align:bottom;white-space:nowrap;width:2.09%;margin:0pt;padding:0pt;">   </td><td style="vertical-align:bottom;white-space:nowrap;width:1.44%;margin:0pt;padding:0pt;">   </td><td style="vertical-align:bottom;white-space:nowrap;width:7.69%;margin:0pt;padding:0pt;">   </td><td style="vertical-align:bottom;white-space:nowrap;width:2.09%;margin:0pt;padding:0pt;">   </td><td style="vertical-align:bottom;white-space:nowrap;width:1.29%;margin:0pt;padding:0pt;">   </td><td style="vertical-align:bottom;white-space:nowrap;width:6.92%;margin:0pt;padding:0pt;">   </td><td style="vertical-align:bottom;white-space:nowrap;width:1.01%;margin:0pt;padding:0pt;">   </td></tr><tr><td style="vertical-align:bottom;width:55.17%;margin:0pt;padding:0pt;">   </td><td style="vertical-align:bottom;white-space:nowrap;width:2.09%;margin:0pt;padding:0pt;">   </td><td colspan="11" style="vertical-align:bottom;white-space:nowrap;width:41.7%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> June 30, 2024 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.01%;margin:0pt;padding:0pt;">   </td></tr><tr><td style="vertical-align:bottom;width:55.17%;margin:0pt;padding:0pt;">   </td><td style="vertical-align:bottom;white-space:nowrap;width:2.09%;margin:0pt;padding:0pt;">   </td><td style="vertical-align:bottom;white-space:nowrap;width:1.39%;margin:0pt;padding:0pt;">   </td><td style="vertical-align:bottom;white-space:nowrap;width:7.52%;margin:0pt;padding:0pt;">   </td><td style="vertical-align:bottom;white-space:nowrap;width:2.09%;margin:0pt;padding:0pt;">   </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.13%;margin:0pt;padding:0pt;"> Gross </td><td style="vertical-align:bottom;white-space:nowrap;width:2.09%;margin:0pt;padding:0pt;">   </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.13%;margin:0pt;padding:0pt;"> Gross </td><td style="vertical-align:bottom;white-space:nowrap;width:2.09%;margin:0pt;padding:0pt;">   </td><td style="vertical-align:bottom;white-space:nowrap;width:1.29%;margin:0pt;padding:0pt;">   </td><td style="vertical-align:bottom;white-space:nowrap;width:6.92%;margin:0pt;padding:0pt;">   </td><td style="vertical-align:bottom;white-space:nowrap;width:1.01%;margin:0pt;padding:0pt;">   </td></tr><tr><td style="vertical-align:bottom;width:55.17%;margin:0pt;padding:0pt;">   </td><td style="vertical-align:bottom;white-space:nowrap;width:2.09%;margin:0pt;padding:0pt;">   </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:8.91%;margin:0pt;padding:0pt;"> Amortized </td><td style="vertical-align:bottom;white-space:nowrap;width:2.09%;margin:0pt;padding:0pt;">   </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.13%;margin:0pt;padding:0pt;"> Unrealized </td><td style="vertical-align:bottom;white-space:nowrap;width:2.09%;margin:0pt;padding:0pt;">   </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.13%;margin:0pt;padding:0pt;"> Unrealized </td><td style="vertical-align:bottom;white-space:nowrap;width:2.09%;margin:0pt;padding:0pt;">   </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:8.22%;margin:0pt;padding:0pt;"> Fair </td><td style="vertical-align:bottom;white-space:nowrap;width:1.01%;margin:0pt;padding:0pt;">   </td></tr><tr><td style="vertical-align:bottom;width:55.17%;margin:0pt;padding:0pt;">   </td><td style="vertical-align:bottom;white-space:nowrap;width:2.09%;margin:0pt;padding:0pt;">   </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:8.91%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Cost </td><td style="vertical-align:bottom;white-space:nowrap;width:2.09%;margin:0pt;padding:0pt;">   </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.13%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Gains </td><td style="vertical-align:bottom;white-space:nowrap;width:2.09%;margin:0pt;padding:0pt;">   </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.13%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Losses </td><td style="vertical-align:bottom;white-space:nowrap;width:2.09%;margin:0pt;padding:0pt;">   </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:8.22%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Value </td><td style="vertical-align:bottom;white-space:nowrap;width:1.01%;margin:0pt;padding:0pt;">   </td></tr><tr><td style="vertical-align:bottom;width:55.17%;background:#cceeff;margin:0pt;padding:0pt;"> Cash, cash equivalents & restricted cash: </td><td style="vertical-align:bottom;white-space:nowrap;width:2.09%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-

size:10pt;margin:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.39%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:7.52%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.09%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.44%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:7.69%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.09%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.44%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:7.69%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td 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</td><td style="vertical-align:bottom;white-space:nowrap;width:1.39%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:7.52%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;text-align:right;margin:0pt 3pt 0pt 0pt;">> 83,612</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.09%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.44%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;margin:0pt,">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:7.69%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:2.09%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.44%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:7.69%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;text-align:right;margin:0pt 3pt 0pt 0pt;">— </p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.09%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.29%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;margin:0pt,">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:6.92%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> > 83,612 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.01%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:55.17%;background:#cceeff;margin:0pt;padding:0pt;"> Total cash, cash equivalents & restricted cash: </td><td style="vertical-align:bottom;white-space:nowrap;width:2.09%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.39%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:7.52%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;text-align:right;margin:0pt 3pt 0pt 0pt;"><b style="font-size:9.5pt;font-weight:bold;">> 83,612</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.09%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.44%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;margin:0pt;"><b style="font-size:9.5pt;font-weight:bold;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:7.69%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:2.09%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.44%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:7.69%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times';font-size:9pt;text-align:right;margin:0pt 3pt 0pt 0pt;"><b style="font-size:9.5pt;font-weight:bold;">— </p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.09%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.29%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times';font-size:9pt;margin:0pt;"><b style="font-size:9.5pt;font-weight:bold;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:6.92%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> 83,612 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.01%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr></table> <table style="border-collapse:collapse;font-size:16pt;height:max-content;padding-left:0pt;padding-right:0pt;width:100%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:55.09%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.02%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.39%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:7.52%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.01%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.44%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:7.69%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.01%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.22%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:7.45%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.95%;margin:0pt;padding:0pt;"> </td></tr><tr><td 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size:9.5pt;font-weight:bold;visibility:hidden;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.02%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.39%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:7.52%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:2.01%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.13%;margin:0pt;padding:0pt;"> Gross </td><td style="vertical-align:bottom;white-space:nowrap;width:2.01%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.13%;margin:0pt;padding:0pt;"> Gross </td><td style="vertical-align:bottom;white-space:nowrap;width:2.01%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.22%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:7.45%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:0.95%;margin:0pt;padding:0pt;"> . </td></tr><tr><td style="vertical-align:bottom;width:55.09%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:2.02%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:8.91%;margin:0pt;padding:0pt;"> Amortized </td><td style="vertical-align:bottom;white-space:nowrap;width:2.01%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.13%;margin:0pt;padding:0pt;"> Unrealized </td><td style="vertical-align:bottom;white-space:nowrap;width:2.01%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.13%;margin:0pt;padding:0pt;"> Unrealized </td><td style="vertical-align:bottom;white-space:nowrap;width:2.01%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:8.68%;margin:0pt;padding:0pt;"> Fair </td><td style="vertical-align:bottom;white-space:nowrap;width:0.95%;margin:0pt;padding:0pt;"> . </td></tr><tr><td style="vertical-align:bottom;width:55.09%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:2.02%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:8.91%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Cost </td><td style="vertical-align:bottom;white-space:nowrap;width:2.01%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.13%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Gains </td><td style="vertical-align:bottom;white-space:nowrap;width:2.01%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.13%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Losses </td><td style="vertical-align:bottom;white-space:nowrap;width:2.01%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:8.68%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Value </td><td style="vertical-align:bottom;white-space:nowrap;width:0.95%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:55.09%;background:#cceeff;margin:0pt;padding:0pt;"> Cash, cash equivalents & restricted cash: </td><td style="vertical-align:bottom;white-space:nowrap;width:2.02%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.39%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:7.52%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:2.01%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.44%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:7.69%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:2.01%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.44%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:7.69%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:2.01%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.44%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:7.69%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:2.01%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.22%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:7.45%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:0.95%;background:#cceeff;margin:0pt;padding:0pt;"> . </td></tr><tr><td style="vertical-align:bottom;width:55.09%;margin:0pt;padding:0pt;"> Cash and money market accounts </td><td style="vertical-align:bottom;white-space:nowrap;width:2.02%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.39%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:7.52%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 79,076</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.01%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.44%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:7.69%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:2.01%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.44%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:7.69%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> —</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.01%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.22%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:7.45%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 79,076 </td><td style="vertical-align:bottom;white-space:nowrap;width:0.95%;margin:0pt;padding:0pt;"> . </td></tr><tr><td style="vertical-align:bottom;width:55.09%;background:#cceeff;margin:0pt;padding:0pt;"> Total cash, cash equivalents & restricted cash: </td><td style="vertical-align:bottom;white-space:nowrap;width:2.02%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.39%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:7.52%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 79,076</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.01%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.44%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:7.69%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:2.01%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.44%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:7.69%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times

New Roman','Times','serif';font-size:9pt;text-align:right;margin:0pt 3pt 0pt 0pt;">— </td><td style="vertical-align:bottom;white-space:nowrap;width:2.01%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.22%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:7.45%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 79,076</p></td><td style="vertical-align:bottom;white-space:nowrap;width:0.95%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td></tr><tr><td style="vertical-align:bottom;width:55.09%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;margin:0pt;">Investments:</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.02%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.39%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:7.52%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.01%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.44%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:7.69%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.01%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.22%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:7.45%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:0.95%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td></tr><tr><td style="vertical-align:bottom;width:55.09%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 12pt;">Corporate bonds, agency bonds and commercial paper (due within 1 year)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.02%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.39%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:7.52%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 59,208 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.01%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.44%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:7.69%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 13</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.01%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.44%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:7.69%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> (1)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.01%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.22%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:7.45%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 59,220 </td><td style="vertical-align:bottom;white-space:nowrap;width:0.95%;background:#cceeff;margin:0pt;padding:0pt;"> . </td></tr><tr><td style="vertical-align:bottom;width:55.09%;margin:0pt;padding:0pt;"> Total investments </td><td style="vertical-align:bottom;white-space:nowrap;width:2.02%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.39%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:7.52%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 59,208</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.01%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.44%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:7.69%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 13 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.01%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.44%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:7.69%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;text-align:right;margin:0pt 3pt 0pt 0pt;"><b style="font-size:9.5pt;font-weight:bold;"> (1)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.01%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.22%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;margin:0pt;"><b style="font-size:9.5pt;font-weight:bold;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:7.45%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> 138,296 </td><td style="vertical-align:bottom;white-space:nowrap;width:0.95%;background:#cceeff;margin:0pt;padding:0pt;"> . </td></tr></table> . There were no realized gains or losses on investments for the three or six months ended June 30, 2024, or 2023. Accrued interest receivable is excluded from the amortized cost and estimated fair value of the Company's investments. Accrued interest receivable of $0.1 million is presented within prepaid expenses and other current assets on the condensed consolidated balance sheets at each June 30, 2024 and December 31, 2023. There were zero and two debt securities in an unrealized loss position as of June 30, 2024, and December 31, 2023, respectively. None of these investments had been in an unrealized loss position for more than 12 months as of December 31, 2023. The Company considered the decline in the market value for these securities to be primarily attributable to current economic conditions and not credit related. At December 31, 2023, the Company had the intent and ability to hold such securities until recovery. As a result, the Company did not record any charges for credit-related impairments for its investments as of December 31, 2023. The following is a summary of available-for-sale securities with unrealized losses for less than 12 months as of June 30, 2024 and December 31, 2023 (in thousands): <table style="border-collapse:collapse;font-size:16pt;height:max-content;padding-left:0pt;padding-right:0pt;width:100%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:50.09%;margin:0pt;padding:0pt;"><div

style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.97%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.25%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.97%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.25%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.15%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.97%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.25%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.99%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.97%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.27%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:7.84%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.99%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:50.09%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.97%;margin:0pt;padding:0pt;"> </td><td colspan="5" style="vertical-align:bottom;white-space:nowrap;width:22.6%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> June 30, 2024 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.97%;margin:0pt;padding:0pt;"> </td><td colspan="5" style="vertical-align:bottom;white-space:nowrap;width:22.35%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> December 31, 2023 </td><td style="vertical-align:bottom;white-space:nowrap;width:0.99%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:50.09%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.97%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:10.21%;margin:0pt;padding:0pt;"> Fair </td><td style="vertical-align:bottom;white-space:nowrap;width:1.97%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:10.41%;margin:0pt;padding:0pt;"> Unrealized </td><td style="vertical-align:bottom;white-space:nowrap;width:1.97%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:11.25%;margin:0pt;padding:0pt;"> Fair </td><td style="vertical-align:bottom;white-space:nowrap;width:1.97%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.12%;margin:0pt;padding:0pt;"> Unrealized </td><td style="vertical-align:bottom;white-space:nowrap;width:0.99%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:50.09%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.97%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:10.21%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Value </td><td style="vertical-align:bottom;white-space:nowrap;width:1.97%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:10.41%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Losses </td><td style="vertical-align:bottom;white-space:nowrap;width:1.97%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:11.25%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Value </td><td style="vertical-align:bottom;white-space:nowrap;width:1.97%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.12%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Losses </td><td style="vertical-align:bottom;white-space:nowrap;width:0.99%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:50.09%;background:#cceeff;margin:0pt;padding:0pt;"> Corporate bonds, agency bonds and commercial paper (due within 1 year) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.97%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.25%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.96%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:9pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> —</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.97%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.25%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:9pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.15%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:1.97%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.25%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.99%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:9pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 8,896</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.97%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.27%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:9pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:7.84%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> (1) </td><td style="vertical-align:bottom;white-space:nowrap;width:0.99%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:50.09%;margin:0pt;padding:0pt;"> Total available-for-sale securities in an unrealized loss position </td><td style="vertical-align:bottom;white-space:nowrap;width:1.97%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.25%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:8.96%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:1.97%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.25%;border-bottom:3px double

#000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.15%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:9pt;text-align:right;margin:0pt 3pt 0pt 0pt;"><b style="font-size:9.5pt;font-weight:bold;">—</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.97%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.25%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:9pt;margin:0pt;"><b style="font-size:9.5pt;font-weight:bold;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.99%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> 8,896 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.97%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.27%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:7.84%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> (1) </td><td style="vertical-align:bottom;white-space:nowrap;width:0.99%;margin:0pt;padding:0pt;"> . </td></tr></table> . Cash, cash equivalents, restricted cash and investments consist of the following (in thousands): <table style="border-collapse:collapse;font-size:16pt;height:max-content;padding-left:0pt;padding-right:0pt;width:100%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:55.17%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:2.09%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.39%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:7.52%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:2.09%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.44%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:7.69%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:2.09%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.29%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:6.92%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.01%;margin:0pt;padding:0pt;"> . </td></tr><tr><td style="vertical-align:bottom;width:55.17%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:2.09%;margin:0pt;padding:0pt;"> </td><td colspan="11" style="vertical-align:bottom;white-space:nowrap;width:41.7%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> June 30, 2024 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.01%;margin:0pt;padding:0pt;"> . </td></tr><tr><td style="vertical-align:bottom;width:55.17%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:2.09%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.39%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:7.52%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:2.09%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.13%;margin:0pt;padding:0pt;"> Gross </td><td style="vertical-align:bottom;white-space:nowrap;width:2.09%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.29%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:6.92%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.01%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:55.17%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:2.09%;margin:0pt;padding:0pt;"> . </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:8.91%;margin:0pt;padding:0pt;"> Amortized </td><td style="vertical-align:bottom;white-space:nowrap;width:2.09%;margin:0pt;padding:0pt;"> . </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.13%;margin:0pt;padding:0pt;"> Unrealized </td><td style="vertical-align:bottom;white-space:nowrap;width:2.09%;margin:0pt;padding:0pt;"> . </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.13%;margin:0pt;padding:0pt;"> Unrealized </td><td style="vertical-align:bottom;white-space:nowrap;width:2.09%;margin:0pt;padding:0pt;"> . </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:8.22%;margin:0pt;padding:0pt;"> Fair </td><td style="vertical-align:bottom;white-space:nowrap;width:1.01%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:55.17%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:2.09%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:8.91%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Cost </td><td style="vertical-align:bottom;white-space:nowrap;width:2.09%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.13%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Gains </td><td style="vertical-align:bottom;white-space:nowrap;width:2.09%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.13%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Losses </td><td style="vertical-align:bottom;white-space:nowrap;width:2.09%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:8.22%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Value </td><td style="vertical-align:bottom;white-space:nowrap;width:1.01%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:55.17%;background:#cceeff;margin:0pt;padding:0pt;"> Cash, cash equivalents & restricted cash: </td><td style="vertical-align:bottom;white-

space:nowrap;width:2.09%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.39%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:7.52%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.09%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.44%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:7.69%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.09%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.44%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:7.69%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.09%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.29%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.92%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.01%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:55.17%;margin:0pt;padding:0pt;"> Cash and money market accounts </td><td style="vertical-align:bottom;white-space:nowrap;width:2.09%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.39%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:7.52%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:9pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 83,612</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.09%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.44%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:9pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:7.69%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:2.09%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.29%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:6.92%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:9pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 83,612</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.01%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;"></p></td></tr><tr><td style="vertical-align:bottom;width:55.17%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:9pt;margin:0pt;"><b style="font-size:9.5pt;font-weight:bold;">Total cash, cash equivalents & restricted cash:</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.09%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.39%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:9pt;margin:0pt;"><b style="font-size:9.5pt;font-weight:bold;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:7.52%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> 83,612 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.09%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.44%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:7.69%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:9pt;text-align:right;margin:0pt 3pt 0pt 0pt;"><b style="font-size:9.5pt;font-weight:bold;"> —</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.09%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.29%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:9pt;margin:0pt;"><b style="font-size:9.5pt;font-weight:bold;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:6.92%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> 83,612 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.01%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr></table> <table style="border-collapse:collapse;font-size:16pt;height:max-content;padding-left:0pt;padding-right:0pt;width:100%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:55.09%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.02%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.39%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:7.52%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.01%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.44%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:7.69%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.01%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.22%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:7.45%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.95%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:55.09%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.02%;margin:0pt;padding:0pt;">   </td><td colspan="11" style="vertical-align:bottom;white-space:nowrap;width:41.92%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> December 31, 2023 </td><td style="vertical-align:bottom;white-space:nowrap;width:0.95%;margin:0pt;padding:0pt;"> </td></tr><tr><td

style="vertical-align:bottom;width:55.09%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.02%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.39%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:7.52%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.01%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.13%;margin:0pt;padding:0pt;"> Gross </td><td style="vertical-align:bottom;white-space:nowrap;width:2.01%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.13%;margin:0pt;padding:0pt;"> Gross </td><td style="vertical-align:bottom;white-space:nowrap;width:2.01%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.22%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:7.45%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.95%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:55.09%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:2.02%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:8.91%;margin:0pt;padding:0pt;"> Amortized </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.13%;margin:0pt;padding:0pt;"> Cost </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:8.68%;margin:0pt;padding:0pt;"> Unrealized </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.13%;margin:0pt;padding:0pt;"> Unrealized </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:8.68%;margin:0pt;padding:0pt;"> Fair </td><td style="vertical-align:bottom;white-space:nowrap;width:0.95%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:55.09%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.02%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:8.91%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Cost </td><td style="vertical-align:bottom;white-space:nowrap;width:2.01%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.13%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Gains </td><td style="vertical-align:bottom;white-space:nowrap;width:2.01%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.13%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Losses </td><td style="vertical-align:bottom;white-space:nowrap;width:2.01%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:8.68%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Value </td><td style="vertical-align:bottom;white-space:nowrap;width:0.95%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:55.09%;background:#cceeff;margin:0pt;padding:0pt;"> Cash, cash equivalents & restricted cash: </td><td style="vertical-align:bottom;white-space:nowrap;width:2.02%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.39%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:7.52%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.01%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.44%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:7.69%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.01%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.44%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:7.69%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.01%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.44%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:7.69%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.01%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.22%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:7.45%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.95%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:55.09%;margin:0pt;padding:0pt;"> Cash and money market accounts </td><td style="vertical-align:bottom;white-space:nowrap;width:2.02%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.39%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:7.52%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 79,076</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.01%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.44%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:7.69%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:2.01%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.44%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:7.69%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> —</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.01%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.22%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:7.45%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 79,076 </td><td style="vertical-align:bottom;white-space:nowrap;width:0.95%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:55.09%;background:#cceeff;margin:0pt;padding:0pt;"> Total cash, cash equivalents & restricted cash: </td><td style="vertical-align:bottom;white-space:nowrap;width:2.02%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.39%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:7.52%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 79,076</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.01%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.44%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:7.69%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:2.01%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.44%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> $ </td><td

style="vertical-align:bottom;white-space:nowrap;width:7.69%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:2.01%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.22%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:7.45%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 79,076</p></td><td style="vertical-align:bottom;white-space:nowrap;width:0.95%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;"></p></td></tr><tr><td style="vertical-align:bottom;width:55.09%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;margin:0pt;">Investments:</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.02%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.39%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:7.52%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman',Times,serif;font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.01%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.44%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman',Times,serif;font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:7.69%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.01%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.44%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:7.69%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.01%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.22%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:7.45%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:0.95%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;"></p></td></tr><tr><td style="vertical-align:bottom;width:55.09%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0pt 12pt;">Corporate bonds, agency bonds and commercial paper (due within 1 year)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.02%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman',Times,serif;font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.39%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:7.52%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 59,208 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.01%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.44%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:7.69%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 13</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.01%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.44%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:7.69%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> (1) </td><td style="vertical-align:bottom;white-space:nowrap;width:2.01%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.22%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:7.45%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 59,220</p></td><td style="vertical-align:bottom;white-space:nowrap;width:0.95%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;"></p></td></tr><tr><td style="vertical-align:bottom;width:55.09%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;margin:0pt;">Total investments</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.02%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.39%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:7.52%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 59,208 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.01%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.44%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:7.69%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 13</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.01%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.44%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:7.69%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> (1) </td><td style="vertical-align:bottom;white-space:nowrap;width:2.01%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.22%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:7.45%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 59,220</p></td><td style="vertical-align:bottom;white-space:nowrap;width:0.95%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;"></p></td></tr><tr><td style="vertical-align:bottom;width:55.09%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;margin:0pt;"><b style="font-size:9.5pt;font-weight:bold;">Total cash, cash equivalents, restricted cash and investments</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.02%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.39%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;margin:0pt;"><b style="font-size:9.5pt;font-weight:bold;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:7.52%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> 138,284 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.01%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.44%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:7.69%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;text-align:right;margin:0pt 3pt 0pt 0pt;"><b style="font-size:9.5pt;font-weight:bold;"> 13</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.01%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.44%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:9pt;margin:0pt;"><b style="font-size:9.5pt;font-weight:bold;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:7.69%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> (1) </td><td style="vertical-align:bottom;white-space:nowrap;width:2.01%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.22%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:7.45%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> 138,296 </td><td style="vertical-align:bottom;white-space:nowrap;width:0.95%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr></table>8361200083612000836120008361200079076000790760007907600079076000592080001300010005922000059208000130001000592200001382840001300010001382

style="font-family:'Times New Roman','Times',serif;font-size:10pt;text-indent:36pt;margin:0pt 0pt 12pt 0pt;">The following is a summary of available-for-sale securities with unrealized losses for less than 12 months as of June 30, 2024 and December 31, 2023 (in thousands): <table style="border-collapse:collapse;font-size:16pt;height:max-content;padding-left:0pt;padding-right:0pt;width:100%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:50.09%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.97%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.25%;margin:0pt;padding:0pt;"> <p style="font-family:'Times New

Roman','Times','serif';font-size:10pt;margin:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.97%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.25%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.15%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.97%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.25%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.99%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.97%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.27%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:7.84%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.99%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:50.09%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.97%;margin:0pt;padding:0pt;"> </td><td colspan="5" style="vertical-align:bottom;white-space:nowrap;width:22.6%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> June 30, 2024 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.97%;margin:0pt;padding:0pt;"> </td><td colspan="5" style="vertical-align:bottom;white-space:nowrap;width:22.35%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> December 31, 2023 </td><td style="vertical-align:bottom;white-space:nowrap;width:0.99%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:50.09%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.97%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:10.21%;margin:0pt;padding:0pt;"> Fair </td><td style="vertical-align:bottom;white-space:nowrap;width:1.97%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:10.41%;margin:0pt;padding:0pt;"> Unrealized </td><td style="vertical-align:bottom;white-space:nowrap;width:1.97%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:11.25%;margin:0pt;padding:0pt;"> Fair </td><td style="vertical-align:bottom;white-space:nowrap;width:1.97%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.12%;margin:0pt;padding:0pt;"> Unrealized </td><td style="vertical-align:bottom;white-space:nowrap;width:0.99%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:50.09%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.97%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:10.21%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Value </td><td style="vertical-align:bottom;white-space:nowrap;width:1.97%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:10.41%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Losses </td><td style="vertical-align:bottom;white-space:nowrap;width:1.97%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:11.25%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Value </td><td style="vertical-align:bottom;white-space:nowrap;width:1.97%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.12%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Losses </td><td style="vertical-align:bottom;white-space:nowrap;width:0.99%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:50.09%;background:#cceeff;margin:0pt;padding:0pt;"> Corporate bonds, agency bonds and commercial paper (due within 1 year) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.97%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.25%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.96%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times';serif;font-size:9pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> —</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.97%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times';serif;font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.25%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times';serif;font-size:9pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.15%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:1.97%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.25%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.99%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times';serif;font-size:9pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 8,896</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.97%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times';serif;font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.27%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times';serif;font-size:9pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:7.84%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> (1) </td><td style="vertical-align:bottom;white-space:nowrap;width:0.99%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:50.09%;margin:0pt;padding:0pt;"> Total available-for-sale securities in an unrealized loss position </td><td style="vertical-align:bottom;white-space:nowrap;width:1.97%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.25%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.96%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times';serif;font-size:9pt;text-align:right;margin:0pt 3pt 0pt 0pt;"><b style="font-size:9.5pt;font-weight:bold;"> —</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.97%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times';serif;font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.25%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times';serif;font-size:9pt;margin:0pt;"><b style="font-size:9.5pt;font-weight:bold;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.15%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:1.97%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.25%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> $

</td><td style="vertical-align:bottom;white-space:nowrap;width:9.99%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> 8,896 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.97%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.27%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:7.84%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:9pt;text-align:right;margin:0pt;"><b style="font-size:9.5pt;font-weight:bold;"> (1)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:0.99%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;"></p></td></tr></table><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;text-indent:36pt;margin:0pt;"></p>889600010008896000010000<p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt 0pt 12pt 0pt;"><b style="font-weight:bold;">6. Accrued expenses</p><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;text-indent:36pt;margin:0pt 0pt 12pt 0pt;">Accrued expenses consist of the following (in thousands):</p><table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:100%;"><tr style="height:1pt;"><td style="vertical-align:bottom;white-space:nowrap;width:58.27%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;"></p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:2.54%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;"></p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:3.6%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;"></p></div></div></td><td style="vertical-align:bottom;width:12.83%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;"></p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:2.54%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;"></p></div></div></td><td style="vertical-align:bottom;width:1.6%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;"></p></div></div></td><td style="vertical-align:bottom;width:17.26%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;"></p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:1.33%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;"></p></div></div></td></tr><tr><td style="vertical-align:bottom;width:58.27%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.54%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;"> </p></td><td colspan="2" style="vertical-align:bottom;width:16.44%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;">June 30, 2024</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.54%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;"> </p></td><td colspan="2" style="vertical-align:bottom;width:18.86%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;">December 31, 2023</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.33%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;"> </p></td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:58.27%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.54%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;text-align:center;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:3.6%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;width:12.83%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;text-align:center;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.54%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;text-align:center;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.6%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;text-align:center;margin:0pt;"></p></td><td style="vertical-align:bottom;width:17.26%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;text-align:center;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.33%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;text-align:center;margin:0pt;"></p></td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:58.27%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;">Accrued clinical trial expenses</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.54%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:3.6%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;"><b style="font-weight:bold;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:12.83%;background:#cceeff;margin:0pt;padding:0pt;"> 7,608 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.54%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.6%;background:#cceeff;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:17.26%;background:#cceeff;margin:0pt;padding:0pt;"> 6,518 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.33%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:58.27%;margin:0pt;padding:0pt;"> Accrued contract manufacturing expenses </td><td style="vertical-align:bottom;white-space:nowrap;width:2.54%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:3.6%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:12.83%;margin:0pt;padding:0pt;"> 2,760 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.54%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.6%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:17.26%;margin:0pt;padding:0pt;"> 2,010 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.33%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:58.27%;background:#cceeff;margin:0pt;padding:0pt;"> Accrued other research and development expenses </td><td style="vertical-align:bottom;white-space:nowrap;width:2.54%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:3.6%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:12.83%;background:#cceeff;margin:0pt;padding:0pt;"> 1,184 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.54%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.6%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:17.26%;background:#cceeff;margin:0pt;padding:0pt;"> 1,043 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.33%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:58.27%;margin:0pt;padding:0pt;"> Accrued compensation and related benefits </td><td style="vertical-align:bottom;white-space:nowrap;width:2.54%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:3.6%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:12.83%;margin:0pt;padding:0pt;"> 3,089 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.54%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.6%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:17.26%;margin:0pt;padding:0pt;"> 4,796 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.33%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:58.27%;background:#cceeff;margin:0pt;padding:0pt;"> Accrued professional fees </td><td style="vertical-align:bottom;white-space:nowrap;width:2.54%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:3.6%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:12.83%;background:#cceeff;margin:0pt;padding:0pt;"> 547 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.54%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.6%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:17.26%;background:#cceeff;margin:0pt;padding:0pt;"> 637 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.33%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;white-

space:nowrap;width:58.27%;margin:0pt;padding:0pt;"> Accrued consulting fees </td><td style="vertical-align:bottom;white-space:nowrap;width:2.54%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:3.6%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:12.83%;margin:0pt;padding:0pt;"> 1,202 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.54%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.6%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:17.26%;margin:0pt;padding:0pt;"> 1,078 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.33%;margin:0pt;padding:0pt;"> . </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:58.27%;background:#cceeff;margin:0pt;padding:0pt;"> Accrued interest </td><td style="vertical-align:bottom;white-space:nowrap;width:2.54%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:3.6%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:12.83%;background:#cceeff;margin:0pt;padding:0pt;"> 306 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.54%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.6%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:17.26%;background:#cceeff;margin:0pt;padding:0pt;"> 316 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.33%;background:#cceeff;margin:0pt;padding:0pt;"> . </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:58.27%;margin:0pt;padding:0pt;"> Accrued commercialization costs </td><td style="vertical-align:bottom;white-space:nowrap;width:2.54%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:3.6%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:12.83%;margin:0pt;padding:0pt;"> 362 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.54%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.6%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:17.26%;margin:0pt;padding:0pt;"> 453 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.33%;margin:0pt;padding:0pt;"> . </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:58.27%;background:#cceeff;margin:0pt;padding:0pt;"> Accrued other </td><td style="vertical-align:bottom;white-space:nowrap;width:2.54%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:3.6%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:12.83%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 137 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.54%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.6%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:17.26%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 1,077 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.33%;background:#cceeff;margin:0pt;padding:0pt;"> . </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:58.27%;margin:0pt;padding:0pt;"> Total accrued expenses </td><td style="vertical-align:bottom;white-space:nowrap;width:2.54%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:3.6%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:12.83%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"><b style="font-weight:bold;"> 17,195</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.54%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.6%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;"><b style="font-weight:bold;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:17.26%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> 17,928 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.33%;margin:0pt;padding:0pt;"> . </td></tr></table> . Accrued expenses consist of the following (in thousands): <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:100%;"><tr style="height:1pt;"><td style="vertical-align:bottom;white-space:nowrap;width:58.27%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:2.54%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;width:1.6%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;width:17.26%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.33%;margin:0pt;padding:0pt;"> . </td></tr><tr><td style="vertical-align:bottom;width:58.27%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:2.54%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;width:16.44%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> June 30, 2024 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.54%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;width:18.86%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> December 31, 2023 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.33%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:58.27%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:2.54%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:3.6%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;width:12.83%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:2.54%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;width:1.6%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;width:17.26%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.33%;margin:0pt;padding:0pt;"> . </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:58.27%;background:#cceeff;margin:0pt;padding:0pt;"> Accrued clinical trial expenses </td><td style="vertical-align:bottom;white-space:nowrap;width:2.54%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:3.6%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:12.83%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 7,608</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.54%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.6%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;"><b style="font-weight:bold;">$ </td><td style="vertical-align:bottom;white-

space:nowrap;width:17.26%;background:#cceeff;margin:0pt;padding:0pt;"> 6,518 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.33%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:58.27%;margin:0pt;padding:0pt;"> Accrued contract manufacturing expenses </td><td style="vertical-align:bottom;white-space:nowrap;width:2.54%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:3.6%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:12.83%;margin:0pt;padding:0pt;"> 2,760 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.54%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.6%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:17.26%;background:#cceeff;margin:0pt;padding:0pt;"> 2,010 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.33%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:58.27%;background:#cceeff;margin:0pt;padding:0pt;"> Accrued other research and development expenses </td><td style="vertical-align:bottom;white-space:nowrap;width:2.54%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:3.6%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:12.83%;background:#cceeff;margin:0pt;padding:0pt;"> 1,184 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.54%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.6%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:17.26%;background:#cceeff;margin:0pt;padding:0pt;"> 1,043 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.33%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:58.27%;margin:0pt;padding:0pt;"> Accrued compensation and related benefits </td><td style="vertical-align:bottom;white-space:nowrap;width:2.54%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:3.6%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:12.83%;margin:0pt;padding:0pt;"> 3,089 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.54%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.6%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:17.26%;margin:0pt;padding:0pt;"> 4,796 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.33%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:58.27%;background:#cceeff;margin:0pt;padding:0pt;"> Accrued professional fees </td><td style="vertical-align:bottom;white-space:nowrap;width:2.54%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:3.6%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:12.83%;background:#cceeff;margin:0pt;padding:0pt;"> 547 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.54%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.6%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:17.26%;background:#cceeff;margin:0pt;padding:0pt;"> 637 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.33%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:58.27%;margin:0pt;padding:0pt;"> Accrued consulting fees </td><td style="vertical-align:bottom;white-space:nowrap;width:2.54%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:3.6%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:12.83%;margin:0pt;padding:0pt;"> 1,202 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.54%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.6%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:17.26%;margin:0pt;padding:0pt;"> 1,078 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.33%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:58.27%;background:#cceeff;margin:0pt;padding:0pt;"> Accrued interest </td><td style="vertical-align:bottom;white-space:nowrap;width:2.54%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:3.6%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:12.83%;background:#cceeff;margin:0pt;padding:0pt;"> 306 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.54%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.6%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:17.26%;background:#cceeff;margin:0pt;padding:0pt;"> 316 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.33%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:58.27%;margin:0pt;padding:0pt;"> Accrued commercialization costs </td><td style="vertical-align:bottom;white-space:nowrap;width:2.54%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:3.6%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:12.83%;background:#cceeff;margin:0pt;padding:0pt;"> 362 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.54%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.6%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:17.26%;margin:0pt;padding:0pt;"> 453 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.33%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:58.27%;background:#cceeff;margin:0pt;padding:0pt;"> Accrued other </td><td style="vertical-align:bottom;white-space:nowrap;width:2.54%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:3.6%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:12.83%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 137 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.54%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.6%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:17.26%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 1,077 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.33%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:58.27%;margin:0pt;padding:0pt;"> Total accrued expenses </td><td style="vertical-align:bottom;white-space:nowrap;width:2.54%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:3.6%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:12.83%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"><b style="font-weight:bold;"> 17,195</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.54%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.6%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;"><b style="font-weight:bold;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:17.26%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> 17,928 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.33%;margin:0pt;padding:0pt;"> </td></tr></table>
760800006518000276000020100001184000104300030890004796000547000637000120200010780003060000316000362000453000137000107700017195000179280000 7. Debt

On March 25, 2022 (the “Closing Date”), the Company entered into a loan and security agreement (the “Original Loan Agreement”) with Oxford, as collateral agent and a lender, and Oxford Finance Credit Fund III LP, as a lender (“OFCF III” and together with Oxford, the “Lenders”), pursuant to which the Lenders have agreed to lend the Company up to an aggregate principal amount of $150.0 million in a series of term loans (the “Term Loans”). On January 4, 2024, the Company amended the Original Loan Agreement (as amended, the “Loan Agreement”) to extend the date by which it may draw down the Term C Loan from March 31, 2024, to March 31, 2025. Pursuant to the Loan Agreement, the Company received an initial Term Loan of $25.0 million on the Closing Date, and drew down the second term loan of $15.0 million (the “Term B Loan”) on March 22, 2023, and may borrow an additional $110.0 million of Term Loans at its option upon the satisfaction of certain conditions as follows: <table style="border-collapse:collapse;font-family:'Times New Roman','Times',serif;font-size:10pt;margin-bottom:0pt;margin-top:0pt;table-layout:fixed;width:100%;border:0pt;"><tr><td style="font-family:'Times New Roman','Times',serif;font-size:10pt;text-align:right;vertical-align:text-top;white-space:nowrap;width:36pt;padding:0pt;">i.</td><td style="text-align:right;width:18pt;padding:0pt;"></td><td style="padding:0pt;">$25.0 million (the “Term C Loan”), when the Company has received accelerated or full approval from the FDA of avutometinib for the treatment of LGSOC (the “Term C Milestone”). The Company may draw the Term C Loan within 60 days after the occurrence of the Term C Milestone, but no later than March 31, 2025.</td></tr></table><table style="border-collapse:collapse;font-family:'Times New Roman','Times',serif;font-size:10pt;margin-bottom:0pt;margin-top:0pt;table-layout:fixed;width:100%;border:0pt;"><tr><td style="font-family:'Times New Roman','Times',serif;font-size:10pt;text-align:right;vertical-align:text-top;white-space:nowrap;width:36pt;padding:0pt;">ii.</td><td style="text-align:right;width:18pt;padding:0pt;"></td><td style="padding:0pt;">$35.0 million (the “Term D Loan”), when the Company has achieved at least $50.0 million in gross product revenue calculated on a trailing six-month basis (the “Term D Milestone”). The Company may draw the Term D Loan within 30 days after the occurrence of the Term D Milestone, but no later than March 31, 2025.</td></tr></table><table style="border-collapse:collapse;font-family:'Times New Roman','Times',serif;font-size:10pt;margin-bottom:0pt;margin-top:0pt;table-layout:fixed;width:100%;border:0pt;"><tr><td style="font-family:'Times New Roman','Times',serif;font-size:10pt;text-align:right;vertical-align:text-top;white-space:nowrap;width:36pt;padding:0pt;">iii.</td><td style="text-align:right;width:18pt;padding:0pt;"></td><td style="padding:0pt;">$50.0 million (the “Term E Loan”), at the sole discretion of the Lenders.</td></tr></table><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;text-indent:36pt;margin:12pt 0pt 0pt 0pt;">The Term Loans bear interest at a floating rate equal to (a) the greater of (i) the one-month CME Secured Overnight Financing Rate and (ii) 0.13% plus (b) 7.37%, which is subject to an overall floor and cap. Interest is payable monthly in arrears on the first calendar day of each calendar month. As a result of the Term B Loan drawdown, beginning (i) April 1, 2025, or (ii) April 1, 2026, if either (A) avutometinib has received FDA approval for the treatment </p><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt 0pt 12pt 0pt;">of LGSOC or (B) COPIKTRA has received FDA approval for the treatment of peripheral T-cell lymphoma, the Company shall repay the Term Loans in consecutive equal monthly payments of principal, together with applicable interest, in arrears. All unpaid principal and accrued and unpaid interest with respect to each Term Loan is due and payable in full on March 1, 2027.</p><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;text-indent:36pt;margin:0pt 0pt 12pt 0pt;">The Company is required to make a final payment of 5.0% of the original principal amount of the Term Loans that are drawn, payable at maturity or upon any earlier acceleration or prepayment of the Term Loans (the “Final Payment Fee”). The Company may prepay all, but not less than all, of the Term Loans, subject to a prepayment fee equal to (i) 3.0% of the principal amount of the applicable Term Loan if prepaid on or before the first anniversary date of the funding date of such Term Loan, (ii) 2.0% of the principal amount of the applicable Term Loan if prepaid after the first anniversary and on or before the second anniversary of the funding date of such Term Loan, and (iii) 1.0% of the principal amount of the applicable Term Loan if prepaid after the second anniversary of the applicable funding date of such Term Loan. All Term Loans are subject to a facility fee of 0.5% of the principal amount.</p><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;text-indent:36pt;margin:12pt 0pt 12pt 0pt;">The Loan Agreement contains no financial covenants. The Loan Agreement includes customary events of default, including, among others, payment defaults, breach of representations and warrants, covenant defaults, judgment defaults, insolvency and bankruptcy defaults, and a material adverse change. The occurrence of an event of default could result in the acceleration of the obligations under the Loan Agreement, termination of the Term Loan commitments and the right to foreclose on the collateral securing the obligations. During the existence of an event of default, the Term Loans will accrue interest at a rate per annum equal to 5.0% above the otherwise applicable interest rate.</p><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;text-indent:36pt;margin:12pt 0pt 12pt 0pt;">In connection with the Loan Agreement, the Company granted Oxford a security interest in all of the Company’s personal property now owned or hereafter acquired, excluding intellectual property (but including the right to payments and proceeds of intellectual property), and a negative pledge on intellectual property.</p><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;text-indent:36pt;margin:0pt 0pt 12pt 0pt;">The Company assessed all terms and features of the Loan Agreement in order to identify any potential embedded features that would require bifurcation. As part of this analysis, the Company assessed the economic characteristics and risks of the Loan Agreement, including put and call features. The Company determined that all features of the Loan Agreement were clearly and closely associated with a debt host and did not require bifurcation as a derivative liability, or the fair value of the feature was immaterial to the Company's financial statements. The Company reassesses the features on a quarterly basis to determine if they require separate accounting. There have been no changes to the Company’s assessment through June 30, 2024. </p><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;text-indent:36pt;margin:0pt 0pt 12pt 0pt;">The debt issuance costs and the Final Payment Fee have been recorded as a debt discount which are being accreted to interest expense through the maturity date of the Term Loan using the effective interest method. The components of the carrying value of the debt as of June 30, 2024, and December 31, 2023, are detailed below (in thousands):</p><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;min-height:0.0pt;margin:0pt;"></p><table style="border-collapse:collapse;font-size:16pt;height:max-content;padding-left:0pt;padding-right:0pt;width:100%;"><tr style="height:1pt;"><td style="vertical-align:bottom;white-space:nowrap;width:38.4%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;"></p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:5.08%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;"></p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:2.22%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;"></p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:21.44%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;"></p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:10.16%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;"></p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:2.22%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;"></p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:20.46%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;"></p></div></div></td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:38.4%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:5.08%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;"></p></td><td colspan="2" style="vertical-align:bottom;width:23.66%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;">June 30, 2024</p></td><td style="vertical-align:bottom;white-space:nowrap;width:10.16%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;"> </p></td><td colspan="2" style="vertical-align:bottom;width:22.68%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;">December 31, 2023</p></td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:38.4%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;"><b style="font-weight:bold;">Principal loan balance</p></td><td style="vertical-align:bottom;white-space:nowrap;width:5.08%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.22%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:21.44%;background:#cceeff;margin:0pt;padding:0pt;"> 40,000 </td><td style="vertical-align:bottom;white-space:nowrap;width:10.16%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.22%;background:#cceeff;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:20.46%;background:#cceeff;margin:0pt;padding:0pt;"> 40,000 </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:38.4%;margin:0pt;padding:0pt;"> Final Payment Fee </td><td style="vertical-align:bottom;white-space:nowrap;width:5.08%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-

space:nowrap;width:2.22%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:21.44%;margin:0pt;padding:0pt;"> 907 </td><td style="vertical-align:bottom;white-space:nowrap;width:10.16%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.22%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:20.46%;margin:0pt;padding:0pt;"> 661 </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:38.4%;background:#cceeff;margin:0pt;padding:0pt;"> Debt issuance costs, net of accretion </td><td style="vertical-align:bottom;white-space:nowrap;width:5.08%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.22%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:21.44%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> (591) </td><td style="vertical-align:bottom;white-space:nowrap;width:10.16%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.22%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:20.46%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> (575) </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:38.4%;margin:0pt;padding:0pt;"> Total Long-term debt, net of discount </td><td style="vertical-align:bottom;width:5.08%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.22%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:21.44%;margin:0pt;padding:0pt;"> 40,316 </td><td style="vertical-align:bottom;white-space:nowrap;width:10.16%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.22%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:20.46%;margin:0pt;padding:0pt;"> 40,086 </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:38.4%;background:#cceeff;margin:0pt;padding:0pt;"> Current portion of long-term debt </td><td style="vertical-align:bottom;white-space:nowrap;width:5.08%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.22%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:21.44%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 4,926 </td><td style="vertical-align:bottom;white-space:nowrap;width:10.16%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.22%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:20.46%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> — </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:38.4%;margin:0pt;padding:0pt;"> Long-term debt, net of current portion </td><td style="vertical-align:bottom;white-space:nowrap;width:5.08%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.22%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:21.44%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"><b style="font-weight:bold;"> 35,390</p></td><td style="vertical-align:bottom;white-space:nowrap;width:10.16%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.22%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;"><b style="font-weight:bold;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:20.46%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> 40,086 </td></tr></table> The following table sets forth total interest expense for the three-month and six-month periods ended June 30, 2024 and 2023 (in thousands): <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:100%;"><tr style="height:1pt;"><td style="vertical-align:bottom;white-space:nowrap;width:40.34%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.8%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.61%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.21%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.73%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.15%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:3.3%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.68%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.28%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.39%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.68%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.28%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:40.34%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.8%;margin:0pt;padding:0pt;"> </td><td colspan="5" style="vertical-align:bottom;white-space:nowrap;width:27.2%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Three months ended June 30, </td><td style="vertical-align:bottom;white-space:nowrap;width:3.3%;margin:0pt;padding:0pt;"> </td><td colspan="5" style="vertical-align:bottom;white-space:nowrap;width:27.34%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Six months ended June 30, </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:40.34%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.8%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:12.82%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 2024 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:12.89%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 2023 </td><td style="vertical-align:bottom;white-space:nowrap;width:3.3%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:12.97%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 2024 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.39%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td>

<td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:12.97%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 2023 </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:40.34%;background:#cceeff;margin:0pt;padding:0pt;"> Contractual Interest </td><td style="vertical-align:bottom;white-space:nowrap;width:1.8%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.61%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:11.21%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 945</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.73%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:11.15%;background:#cceeff;margin:0pt;padding:0pt;"> 949 </td><td style="vertical-align:bottom;white-space:nowrap;width:3.3%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.68%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:11.28%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 1,889</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.39%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.68%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:11.28%;background:#cceeff;margin:0pt;padding:0pt;"> 1,581 </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:40.34%;margin:0pt;padding:0pt;"> Amortization of debt discount and issuance costs </td><td style="vertical-align:bottom;white-space:nowrap;width:1.8%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.61%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:11.21%;margin:0pt;padding:0pt;"> 68 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.73%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:11.15%;margin:0pt;padding:0pt;"> 57 </td><td style="vertical-align:bottom;white-space:nowrap;width:3.3%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.68%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:11.28%;margin:0pt;padding:0pt;"> 133 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.39%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.68%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:11.28%;margin:0pt;padding:0pt;"> 115 </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:40.34%;background:#cceeff;margin:0pt;padding:0pt;"> Amortization of Final Payment Fee </td><td style="vertical-align:bottom;white-space:nowrap;width:1.8%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.61%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:11.21%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 125 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.73%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:11.15%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 115 </td><td style="vertical-align:bottom;white-space:nowrap;width:3.3%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.68%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:11.28%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 246 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.39%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.68%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:11.28%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 194 </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:40.34%;margin:0pt;padding:0pt;"> Total </td><td style="vertical-align:bottom;width:1.8%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.61%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:11.21%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"><b style="font-weight:bold;"> 1,138</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.73%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;"><b style="font-weight:bold;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:11.15%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> 1,121 </td><td style="vertical-align:bottom;width:3.3%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.68%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:11.28%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"><b style="font-weight:bold;"> 2,268</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.39%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.68%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;"><b style="font-weight:bold;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:11.28%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> 1,890 </td></tr></table> . As of June 30, 2024, future principal payments due are as follows (in thousands): <table style="border-collapse:collapse;font-size:16pt;height:max-content;padding-left:0pt;padding-right:0pt;width:100%;"><tr style="height:1pt;"><td style="vertical-align:bottom;white-space:nowrap;width:85.6%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:2.71%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.71%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:9.95%;margin:0pt;padding:0pt;"> . </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:85.6%;background:#cceeff;margin:0pt;padding:0pt;"> 2024 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.71%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.71%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:9.95%;background:#cceeff;margin:0pt;padding:0pt;"> — </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:85.6%;margin:0pt;padding:0pt;"> 2025 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.71%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.71%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:9.95%;margin:0pt;padding:0pt;"> 15,000 </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:85.6%;background:#cceeff;margin:0pt;padding:0pt;"> 2026 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.71%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.71%;background:#cceeff;margin:0pt;padding:0pt;"> <span

style="font-family:'Calibri','Helvetica','sans-serif';font-size:11pt;visibility:hidden;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.95%;background:#cceeff;margin:0pt;padding:0pt;"> 20,000 </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:85.6%;margin:0pt;padding:0pt;"> 2027 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.71%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.71%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.95%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 5,000 </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:85.6%;background:#cceeff;margin:0pt;padding:0pt;"> Total principal payments </td><td style="vertical-align:bottom;white-space:nowrap;width:2.71%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.71%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.95%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"><b style="font-weight:bold;"> 40,000</p></td></tr></table><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p>150000000.025000000.015000000.0110000000.025000000.0P60D35000000.050000000.0P30D50000000.00.00130.07370.0500.0300.0200.0100.005The Loan Agreement contains no financial covenants.0.050<p style="font-family:'Times New Roman','Times','serif';font-size:10pt;min-height:0.0pt;margin:0pt;"></p><table style="border-collapse:collapse;font-size:16pt;height:max-content;padding-left:0pt;padding-right:0pt;width:100%;"><tr style="height:1pt;"><td style="vertical-align:bottom;white-space:nowrap;width:38.4%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:5.08%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:2.22%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:21.44%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:10.16%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:2.22%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:20.46%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></div></div></td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:38.4%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:5.08%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td colspan="2" style="vertical-align:bottom;width:23.66%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;">June 30, 2024</p></td><td style="vertical-align:bottom;white-space:nowrap;width:10.16%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;"> </p></td><td colspan="2" style="vertical-align:bottom;width:22.68%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;">December 31, 2023</p></td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:38.4%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"><b style="font-weight:bold;">Principal loan balance</p></td><td style="vertical-align:bottom;white-space:nowrap;width:5.08%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.22%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:21.44%;background:#cceeff;margin:0pt;padding:0pt;"> 40,000 </td><td style="vertical-align:bottom;white-space:nowrap;width:10.16%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.22%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:20.46%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 40,000</p></td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:38.4%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0pt 12pt;">Final Payment Fee</p></td><td style="vertical-align:bottom;white-space:nowrap;width:5.08%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.22%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:21.44%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 907</p></td><td style="vertical-align:bottom;white-space:nowrap;width:10.16%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.22%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:20.46%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 661</p></td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:38.4%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0pt 12pt;">Debt issuance costs, net of accretion</p></td><td style="vertical-align:bottom;white-space:nowrap;width:5.08%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.22%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:21.44%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;"> (591)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:10.16%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.22%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:20.46%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;"> (575)</p></td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:38.4%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"><b style="font-weight:bold;">Total Long-term debt, net of discount</p></td><td style="vertical-align:bottom;width:5.08%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0pt 12pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.22%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:21.44%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"><b style="font-weight:bold;"> 40,316</p></td><td style="vertical-align:bottom;white-space:nowrap;width:10.16%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.22%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:20.46%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"><b style="font-weight:bold;"> 40,086</p></td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:38.4%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">Current portion of long-term debt</p></td><td style="vertical-align:bottom;white-space:nowrap;width:5.08%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.22%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:21.44%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 4,926</p></td><td style="vertical-align:bottom;white-space:nowrap;width:10.16%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.22%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:20.46%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> —</p></td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:38.4%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"><b style="font-weight:bold;">Long-term debt, net of current portion</p></td><td style="vertical-align:bottom;white-space:nowrap;width:5.08%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.22%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"><b style="font-weight:bold;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:21.44%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> 35,390 </td><td style="vertical-align:bottom;white-space:nowrap;width:10.16%;margin:0pt;padding:0pt;"><p style="font-family:'Times New

Roman','Times','serif';font-size:10pt;margin:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.22%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:20.46%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"><b style="font-weight:bold;"> 40,086</p></td></tr></table><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;min-height:0.0pt;margin:0pt;"></p><table style="border-collapse:collapse;font-size:16pt;height:max-content;padding-left:0pt;padding-right:0pt;width:100%;"><tr style="height:1pt;"><td style="vertical-align:bottom;white-space:nowrap;width:38.4%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New 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Roman','Times','serif';font-size:10pt;margin:0pt;"></p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:10.16%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:2.22%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:20.46%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></div></div></td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:38.4%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:5.08%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td colspan="2" style="vertical-align:bottom;width:23.66%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;">June 30, 2024</p></td><td style="vertical-align:bottom;white-space:nowrap;width:10.16%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;"> </p></td><td colspan="2" style="vertical-align:bottom;width:22.68%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;">December 31, 2023</p></td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:38.4%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"><b style="font-weight:bold;">Principal loan balance</p></td><td style="vertical-align:bottom;white-space:nowrap;width:5.08%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.22%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:21.44%;background:#cceeff;margin:0pt;padding:0pt;"> 40,000 </td><td style="vertical-align:bottom;white-space:nowrap;width:10.16%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.22%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:20.46%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 40,000</p></td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:38.4%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0pt 12pt;">Final Payment Fee</p></td><td style="vertical-align:bottom;white-space:nowrap;width:5.08%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.22%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:21.44%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 907</p></td><td style="vertical-align:bottom;white-space:nowrap;width:10.16%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.22%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:20.46%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 661</p></td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:38.4%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0pt 12pt;">Debt issuance costs, net of accretion</p></td><td style="vertical-align:bottom;white-space:nowrap;width:5.08%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.22%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:21.44%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;"> (591)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:10.16%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.22%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:20.46%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;"> (575)</p></td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:38.4%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"><b style="font-weight:bold;">Total Long-term debt, net of discount</p></td><td style="vertical-align:bottom;width:5.08%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0pt 12pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.22%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:21.44%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"><b style="font-weight:bold;"> 40,316</p></td><td style="vertical-align:bottom;white-space:nowrap;width:10.16%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.22%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:20.46%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"><b style="font-weight:bold;"> 40,086</p></td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:38.4%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">Current portion of long-term debt</p></td><td style="vertical-align:bottom;white-space:nowrap;width:5.08%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.22%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:21.44%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 4,926</p></td><td style="vertical-align:bottom;white-space:nowrap;width:10.16%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.22%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:20.46%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> —</p></td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:38.4%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"><b style="font-weight:bold;">Long-term debt, net of current portion</p></td><td style="vertical-align:bottom;white-space:nowrap;width:5.08%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.22%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"><b style="font-weight:bold;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:21.44%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> 35,390 </td><td style="vertical-align:bottom;white-space:nowrap;width:10.16%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.22%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:20.46%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> 40,086 </td></tr></table>4000000040000000907000661000591000575000403160004008600049260003539000040086000 <table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:100%;"><tr style="height:1pt;"><td style="vertical-align:bottom;white-space:nowrap;width:40.34%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.8%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.61%;margin:0pt;padding:0pt;"><div

style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.21%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.73%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.15%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:3.3%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.68%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.28%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.39%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.68%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.28%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:40.34%;margin:0pt;padding:0pt;">   </td><td style="vertical-align:bottom;white-space:nowrap;width:1.8%;margin:0pt;padding:0pt;">   </td><td colspan="5" style="vertical-align:bottom;white-space:nowrap;width:27.2%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Three months ended June 30, </td><td style="vertical-align:bottom;white-space:nowrap;width:3.3%;margin:0pt;padding:0pt;">   </td><td colspan="5" style="vertical-align:bottom;white-space:nowrap;width:27.34%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Six months ended June 30, </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:40.34%;margin:0pt;padding:0pt;">   </td><td style="vertical-align:bottom;white-space:nowrap;width:1.8%;margin:0pt;padding:0pt;">   </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:12.82%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 2024 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;">   </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:12.89%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 2023 </td><td style="vertical-align:bottom;white-space:nowrap;width:3.3%;margin:0pt;padding:0pt;">   </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:12.97%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 2024 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.39%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;">   </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:12.97%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 2023 </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:40.34%;background:#cceeff;margin:0pt;padding:0pt;"> Contractual Interest </td><td style="vertical-align:bottom;white-space:nowrap;width:1.8%;background:#cceeff;margin:0pt;padding:0pt;">   </td><td style="vertical-align:bottom;white-space:nowrap;width:1.61%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:11.21%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 945</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.73%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:11.15%;background:#cceeff;margin:0pt;padding:0pt;"> 949 </td><td style="vertical-align:bottom;white-space:nowrap;width:3.3%;background:#cceeff;margin:0pt;padding:0pt;">   </td><td style="vertical-align:bottom;white-space:nowrap;width:1.68%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:11.28%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 1,889</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.39%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.68%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:11.28%;background:#cceeff;margin:0pt;padding:0pt;"> 1,581 </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:40.34%;margin:0pt;padding:0pt;"> Amortization of debt discount and issuance costs </td><td style="vertical-align:bottom;white-space:nowrap;width:1.8%;margin:0pt;padding:0pt;">   </td><td style="vertical-align:bottom;white-space:nowrap;width:1.61%;margin:0pt;padding:0pt;">   </td><td style="vertical-align:bottom;white-space:nowrap;width:11.21%;margin:0pt;padding:0pt;">
68 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;">   </td><td style="vertical-align:bottom;white-space:nowrap;width:1.73%;margin:0pt;padding:0pt;">   </td><td style="vertical-align:bottom;white-space:nowrap;width:11.15%;margin:0pt;padding:0pt;"> 57 </td><td style="vertical-align:bottom;white-space:nowrap;width:3.3%;margin:0pt;padding:0pt;">   </td><td style="vertical-align:bottom;white-space:nowrap;width:1.68%;margin:0pt;padding:0pt;">   </td><td style="vertical-align:bottom;white-space:nowrap;width:11.28%;margin:0pt;padding:0pt;">
133 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.39%;margin:0pt;padding:0pt;">   </td><td style="vertical-align:bottom;white-space:nowrap;width:1.68%;margin:0pt;padding:0pt;">   </td><td style="vertical-align:bottom;white-space:nowrap;width:11.28%;margin:0pt;padding:0pt;">
115 </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:40.34%;background:#cceeff;margin:0pt;padding:0pt;"> Amortization of Final Payment Fee </td><td style="vertical-align:bottom;white-space:nowrap;width:1.8%;background:#cceeff;margin:0pt;padding:0pt;">   </td><td style="vertical-align:bottom;white-space:nowrap;width:1.61%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;">   </td><td style="vertical-align:bottom;white-space:nowrap;width:11.21%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 125 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;">   </td><td style="vertical-align:bottom;white-space:nowrap;width:1.73%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;">   </td><td style="vertical-align:bottom;white-space:nowrap;width:11.15%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 115 </td><td style="vertical-align:bottom;white-space:nowrap;width:3.3%;background:#cceeff;margin:0pt;padding:0pt;">   </td><td style="vertical-align:bottom;white-space:nowrap;width:1.68%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;">   </td><td style="vertical-align:bottom;white-space:nowrap;width:11.28%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 246 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.39%;background:#cceeff;margin:0pt;padding:0pt;">   </td><td style="vertical-align:bottom;white-space:nowrap;width:1.68%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;">   </td><td style="vertical-align:bottom;white-space:nowrap;width:11.28%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 194 </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:40.34%;margin:0pt;padding:0pt;"> Total </td><td style="vertical-align:bottom;width:1.8%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.61%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:11.21%;border-bottom:3px double

#000000;margin:0pt;padding:0pt;"> 1,138 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.48%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.73%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:11.15%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"><b style="font-weight:bold;"> 1,121</p></td><td style="vertical-align:bottom;width:3.3%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt 0pt 0pt 12pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.68%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;"><b style="font-weight:bold;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:11.28%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> 2,268 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.39%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.68%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:11.28%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"><b style="font-weight:bold;"> 1,890</p></td></tr></table><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;">.</p><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;text-indent:36pt;margin:0pt 0pt 12pt 0pt;">As of June 30, 2024, future principal payments due are as follows (in thousands):</p><table style="border-collapse:collapse;font-size:16pt;height:max-content;padding-left:0pt;padding-right:0pt;width:100%;"><tr style="height:1pt;"><td style="vertical-align:bottom;white-space:nowrap;width:85.6%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;">.</p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:2.71%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;">.</p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:1.71%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;">.</p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:9.95%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;">.</p></div></div></td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:85.6%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;">2024</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.71%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.71%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.95%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;">—</p></td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:85.6%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;">2025</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.71%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.71%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.95%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;">15,000</p></td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:85.6%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;">2026</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.71%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.71%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.95%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;">20,000</p></td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:85.6%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;">2027</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.71%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.71%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.95%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;">5,000</p></td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:85.6%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;"><b style="font-weight:bold;">Total principal payments</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.71%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.71%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;"><b style="font-weight:bold;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.95%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> 40,000 </td></tr></table> . 945000949000188900015810006800057000133000115000125000115000246000194000113800011210002268000189000015000000200000005000000400000000 8. Leases On April 15, 2014, the Company entered into a lease agreement for approximately 15,197 square feet of office and laboratory space in Needham, Massachusetts. Effective February 15, 2018, the Company amended its lease agreement to relocate within the facility to another location consisting of 27,810 square feet of office space (the "Amended Lease Agreement"). The Amended Lease Agreement extends the expiration date of the lease from September 2019 through June 2025. Pursuant to the Amended Lease Agreement, the initial annual base rent amount is approximately $0.7 million, which increases during the lease term to $1.1 million for the last twelve-month period. The Company accounted for its Needham, Massachusetts office space as an operating lease. The Company's lease contains an option to renew and extend the lease terms and an option to terminate the lease prior to the expiration date. The Company has not included the lease extension or the termination options within the right-of-use asset and lease liability on the condensed consolidated balance sheets as neither option is reasonably certain to be exercised. The Company's lease includes variable non-lease components (e.g., common area maintenance, maintenance, consumables, etc.) that are not included in the right-of-use asset and lease liability and are reflected as an expense in the period incurred. The Company does not have any other operating or finance leases. As of June 30, 2024, a right-of-use asset of $0.8 million and lease liability of $1.0 million are reflected on the condensed consolidated balance sheets. The elements of lease expense were as follows (dollar amounts in thousands): <table style="border-collapse:collapse;font-size:16pt;height:max-content;padding-left:0pt;padding-right:0pt;width:100.89%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:30.75%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.71%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:6.35%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:6.36%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:6.36%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:2.74%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:6.36%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:6.36%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:6.36%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:6.36%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:6.36%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:6.36%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:7.53%;margin:0pt;padding:0pt;"> . </td></tr><tr><td style="vertical-align:bottom;width:30.75%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-

space:nowrap;width:1.71%;margin:0pt;padding:0pt;"> </td><td colspan="5" style="vertical-align:bottom;white-space:nowrap;width:28.18%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Three months ended June 30, </td><td style="vertical-align:bottom;white-space:nowrap;width:6.36%;margin:0pt;padding:0pt;"> </td><td colspan="5" style="vertical-align:bottom;white-space:nowrap;width:32.98%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Six months ended June 30, </td></tr><tr><td style="vertical-align:bottom;width:30.75%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.71%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:12.71%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 2024 </td><td style="vertical-align:bottom;white-space:nowrap;width:6.36%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.1%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 2023 </td><td style="vertical-align:bottom;white-space:nowrap;width:6.36%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:12.72%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 2024 </td><td style="vertical-align:bottom;white-space:nowrap;width:6.36%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:13.89%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 2023 </td></tr><tr><td style="vertical-align:bottom;width:30.75%;background:#cceeff;margin:0pt;padding:0pt;"> Lease Expense </td><td style="vertical-align:bottom;white-space:nowrap;width:1.71%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.35%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td 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style="vertical-align:bottom;white-space:nowrap;width:7.53%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:30.75%;margin:0pt;padding:0pt;"> Operating lease expense </td><td style="vertical-align:bottom;white-space:nowrap;width:1.71%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.35%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:6.36%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 221</p></td><td style="vertical-align:bottom;white-space:nowrap;width:6.36%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.74%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:6.36%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 221 </td><td style="vertical-align:bottom;white-space:nowrap;width:6.36%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.36%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:6.36%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 442</p></td><td style="vertical-align:bottom;white-space:nowrap;width:6.36%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:6.36%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:7.53%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 442 </td></tr><tr><td style="vertical-align:bottom;width:30.75%;background:#cceeff;margin:0pt;padding:0pt;"> Total Lease Expense </td><td style="vertical-align:bottom;white-space:nowrap;width:1.71%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.35%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:6.36%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"><b style="font-weight:bold;"> 221</p></td><td 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#000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"><b style="font-weight:bold;"> 442</p></td><td style="vertical-align:bottom;white-space:nowrap;width:6.36%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:7.53%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"><b style="font-weight:bold;"> 442</p></td></tr><tr><td style="vertical-align:bottom;width:30.75%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;"><b style="font-weight:bold;">Other Information - Operating Leases</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.71%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:6.35%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:6.36%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:6.36%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.74%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:6.36%;margin:0pt;padding:0pt;"><p 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12pt;">Operating cash flows paid for amounts included in measurement of lease liabilities</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.71%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:6.35%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:6.36%;background:#cceeff;margin:0pt;padding:0pt;"> 268 </td><td style="vertical-align:bottom;white-space:nowrap;width:6.36%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.74%;background:#cceeff;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:6.36%;background:#cceeff;margin:0pt;padding:0pt;"> 262 </td><td style="vertical-align:bottom;white-space:nowrap;width:6.36%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.36%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-

family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$</p></td><td style="vertical-align:bottom;white-space:nowrap;width:6.36%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;">535</p></td><td style="vertical-align:bottom;white-space:nowrap;width:6.36%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:6.36%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:7.53%;background:#cceeff;margin:0pt;padding:0pt;"> 525 </td></tr></table> <table style="border-collapse:collapse;font-size:16pt;height:max-content;padding-left:0pt;padding-right:0pt;width:100%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:30.41%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.34%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:5.98%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:5.97%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.35%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:5.97%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:5.99%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:5.99%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.96%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:30.41%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.34%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:5.98%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:5.98%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:5.97%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.35%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:5.97%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:5.99%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:5.99%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:5.99%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:5.99%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.96%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> June 30, 2024 </td></tr><tr><td style="vertical-align:bottom;width:30.41%;background:#cceeff;margin:0pt;padding:0pt;"> Other Balance Sheet Information – Operating Leases </td><td style="vertical-align:bottom;white-space:nowrap;width:1.34%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:5.98%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:5.98%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:5.97%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.35%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:5.97%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:5.99%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:5.99%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:5.99%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:5.99%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:30.41%;margin:0pt;padding:0pt;"> Weighted average remaining lease term (in years) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.34%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:5.98%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:5.98%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:5.97%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.35%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:5.97%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:5.99%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:5.99%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:5.99%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:5.99%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.96%;margin:0pt;padding:0pt;"> 1.0 </td></tr><tr><td style="vertical-align:bottom;width:30.41%;background:#cceeff;margin:0pt;padding:0pt;"> Weighted average discount rate </td><td style="vertical-align:bottom;white-space:nowrap;width:1.34%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:5.98%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:5.98%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:5.97%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.35%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:5.97%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:5.99%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:5.99%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:5.99%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:5.99%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:5.99%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:30.41%;margin:0pt;padding:0pt;"> Weighted average discount rate </td><td style="vertical-align:bottom;white-space:nowrap;width:1.34%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:5.98%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:5.98%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:5.97%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.35%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:5.97%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:5.99%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:5.99%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:5.99%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:5.99%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:5.99%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:5.99%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:5.99%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:5.99%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:5.99%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:5.99%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:5.99%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:5.99%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:5.99%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:5.99%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:5.99%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:5.99%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:5.99%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:5.99%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:5.99%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:5.99%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:5.99%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:5.99%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:5.99%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:5.99%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:5.99%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:5.99%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:5.99%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:5.99%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:5.99%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:5.99%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:5.99%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:5.99%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-

family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.96%;background:#cceeff;margin:0pt;padding:0pt;"> 14.6% </td></tr><tr><td style="vertical-align:bottom;width:30.41%;margin:0pt;padding:0pt;"> Maturity Analysis </td><td style="vertical-align:bottom;white-space:nowrap;width:1.34%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:5.98%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:5.98%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:5.97%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:2.35%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:5.97%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:5.99%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:5.99%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:5.99%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:5.99%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:11.96%;margin:0pt;padding:0pt;"> . </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:30.41%;background:#cceeff;margin:0pt;padding:0pt;"> 2024 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.34%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:5.98%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:5.98%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:5.97%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:2.35%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:5.97%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:5.99%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:5.99%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:11.96%;background:#cceeff;margin:0pt;padding:0pt;"> 546 </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:30.41%;margin:0pt;padding:0pt;"> 2025 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.34%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:5.98%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:5.98%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:5.97%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:2.35%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:5.97%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:5.99%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:5.99%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:5.99%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:5.99%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:11.96%;background:#cceeff;margin:0pt;padding:0pt;"> 546 </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:30.41%;background:#cceeff;margin:0pt;padding:0pt;"> Total </td><td style="vertical-align:bottom;white-space:nowrap;width:1.34%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:5.98%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:5.98%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:5.97%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:2.35%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:5.97%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:5.99%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:5.99%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:5.99%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:5.99%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:5.99%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:11.96%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 1,092 </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:30.41%;margin:0pt;padding:0pt;"> Less: Present value discount </td><td style="vertical-align:bottom;white-space:nowrap;width:1.34%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:5.98%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:5.98%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:5.97%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:2.35%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:5.97%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:5.99%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:5.99%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:5.99%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:11.96%;margin:0pt;padding:0pt;"> (70) </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:30.41%;background:#cceeff;margin:0pt;padding:0pt;"> Lease Liability </td><td style="vertical-align:bottom;white-space:nowrap;width:1.34%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:5.98%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:5.98%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:5.97%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:2.35%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:5.97%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:5.99%;background:#cceeff;margin:0pt;padding:0pt;"> <span

style="font-weight:bold;visibility:hidden;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:5.99%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:5.99%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:5.99%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:5.99%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:11.96%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"><b style="font-weight:bold;"> 1,022</p></td></tr></table><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p>1519727810700000110000080000010000000.0<table style="border-collapse:collapse;font-size:16pt;height:max-content;padding-left:0pt;padding-right:0pt;width:100.89%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:30.75%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:1.71%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:6.35%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:6.36%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times';font-size:10pt;margin:0pt;"></p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:2.74%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times';font-size:10pt;margin:0pt;"></p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:6.36%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times';font-size:10pt;margin:0pt;"></p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:6.36%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times';font-size:10pt;margin:0pt;"></p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:6.36%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times';font-size:10pt;margin:0pt;"></p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:6.36%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times';font-size:10pt;margin:0pt;"></p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:6.36%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times';font-size:10pt;margin:0pt;"></p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:7.53%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times';font-size:10pt;margin:0pt;"></p></div></div></td></tr><tr><td style="vertical-align:bottom;width:30.75%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.71%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times';font-size:10pt;text-align:center;margin:0pt;"></p></td><td colspan="5" style="vertical-align:bottom;white-space:nowrap;width:28.18%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times';font-size:10pt;text-align:center;margin:0pt;"><b style="font-weight:bold;">Three months ended June 30, </p></td><td style="vertical-align:bottom;white-space:nowrap;width:6.36%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:center;margin:0pt;"></p></td><td colspan="5" style="vertical-align:bottom;white-space:nowrap;width:32.98%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times';font-size:10pt;text-align:center;margin:0pt;"><b style="font-weight:bold;">Six months ended June 30, </p></td></tr><tr><td style="vertical-align:bottom;width:30.75%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.71%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times';font-size:10pt;text-align:center;margin:0pt;"></p></td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:12.71%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times';font-size:10pt;text-align:center;margin:0pt;"><b style="font-weight:bold;">2024</p></td><td style="vertical-align:bottom;white-space:nowrap;width:6.36%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times';font-size:10pt;margin:0pt;"></p></td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.1%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times';font-size:10pt;text-align:center;margin:0pt;"><b style="font-weight:bold;">2023</p></td><td style="vertical-align:bottom;white-space:nowrap;width:6.36%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times';font-size:10pt;text-align:center;margin:0pt;"></p></td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:12.72%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times';font-size:10pt;text-align:center;margin:0pt;"><b style="font-weight:bold;">2024</p></td><td style="vertical-align:bottom;white-space:nowrap;width:6.36%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times';font-size:10pt;margin:0pt;"></p></td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:13.89%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times';font-size:10pt;text-align:center;margin:0pt;"><b style="font-weight:bold;">2023</p></td></tr><tr><td style="vertical-align:bottom;width:30.75%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"><b style="font-weight:bold;">Lease Expense</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.71%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:6.35%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:6.36%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:6.36%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.74%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:6.36%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:6.36%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:6.36%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:6.36%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:7.53%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times';font-size:10pt;margin:0pt;"></p></td></tr><tr><td style="vertical-align:bottom;width:30.75%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times';font-size:10pt;margin:0pt 0pt 0pt 12pt;">Operating lease expense</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.71%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:6.35%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:6.36%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 221 </td><td style="vertical-align:bottom;white-space:nowrap;width:6.36%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.74%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:6.36%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 221</p></td><td style="vertical-align:bottom;white-space:nowrap;width:6.36%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:6.36%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:6.36%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 442 </td><td style="vertical-align:bottom;white-space:nowrap;width:6.36%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.36%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:7.53%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 442</p></td></tr><tr><td style="vertical-align:bottom;width:30.75%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times';font-size:10pt;margin:0pt 0pt 0pt 6pt;"><b style="font-weight:bold;">Total Lease Expense</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.71%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:6.35%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times';font-size:10pt;margin:0pt;"><b style="font-weight:bold;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:6.36%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> 221 </td><td style="vertical-align:bottom;white-space:nowrap;width:6.36%;margin:0pt;padding:0pt;"> </td><td 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space:nowrap;width:6.36%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.74%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:6.36%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"><b style="font-weight:bold;"> 221</p></td><td style="vertical-align:bottom;white-space:nowrap;width:6.36%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:6.36%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"><b style="font-weight:bold;">$ </td><td 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style="vertical-align:bottom;white-space:nowrap;width:2.74%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:6.36%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 262</p></td><td style="vertical-align:bottom;white-space:nowrap;width:6.36%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:6.36%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:6.36%;background:#cceeff;margin:0pt;padding:0pt;"> 535 </td><td style="vertical-align:bottom;white-space:nowrap;width:6.36%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:6.36%;background:#cceeff;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:7.53%;background:#cceeff;margin:0pt;padding:0pt;"> 525 </td></tr></table> <table style="border-collapse:collapse;font-size:16pt;height:max-content;padding-left:0pt;padding-right:0pt;width:100%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:30.41%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.34%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:5.98%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:5.98%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:5.97%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.35%;margin:0pt;padding:0pt;"> </td><td 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style="visibility:hidden;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:5.97%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:5.99%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:5.99%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:5.99%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:5.99%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:5.99%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:30.41%;margin:0pt;padding:0pt;"> Weighted average remaining lease term (in years) </td><td style="vertical-align:bottom;white-space:nowrap;width:1.34%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:5.98%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:5.98%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:5.97%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.35%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:5.97%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:5.99%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:5.99%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:5.99%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.96%;margin:0pt;padding:0pt;"> 1.0 </td></tr><tr><td style="vertical-align:bottom;width:30.41%;background:#cceeff;margin:0pt;padding:0pt;"> Weighted average discount rate </td><td style="vertical-align:bottom;white-space:nowrap;width:1.34%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:5.98%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:5.98%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:5.97%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.35%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:5.97%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:5.99%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td 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Roman','Times',serif;font-size:10pt;margin:0pt 0pt 0pt 6pt;"><b style="font-weight:bold;">Lease Liability</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.34%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:5.98%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:5.98%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:5.97%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;"></p></td><td 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Notes Payable In February 2024, the Company entered into a finance agreement with AFCO Premium Credit LLC ("AFCO"). Pursuant to the terms of the agreement, AFCO loaned the Company the principal amount of $1.3 million, which accrues interest at 8.3% per annum, to fund a portion of the Company's insurance policies. The Company is required to make monthly payments of $0.1 million through October 2024 including principal and interest. The agreement assigns AFCO a security interest in (i) all unearned premiums and dividends which may become payable under the insurance policies financed pursuant to this agreement, (ii) loss payments which reduce the unearned premiums, and (iii) the Company's interest in any state insurance guarantee fund related to any of the insurance policies financed pursuant to this agreement. The outstanding balance at June 30, 2024 was $0.5 million recorded as note payable on the condensed consolidated balance sheets. 13000000.083100000500000 10. Capital stock June 2023 Public Offering On June 15, 2023, the Company entered into an underwriting agreement (the "Underwriting Agreement") with RBC Capital Markets, LLC and Cantor Fitzgerald & Co. ("Cantor"), as representatives of several underwriters (the "Underwriters") to offer 7,181,409 shares of the Company's common stock, at a price to the public of $9.75 per share, less the underwriting discounts and commissions, and, in lieu of shares of common stock to certain investors, pre-funded warrants to purchase up to an aggregate of 1,538,591 shares of common stock at a price to the public of $9.749 per share of common stock underlying a pre-funded warrant, which represents the per share public offering price for the shares of common stock less the $0.001 per share exercise price for each such share of common stock underlying a pre-funded warrant (the "June 2023 Offering"). In addition, the Company granted the Underwriters an option to purchase, at the public offering price less any underwriting discounts and commissions, an additional 1,308,000 shares of common stock, exercisable for 30 days from the date of the Underwriting Agreement, which the Underwriters exercised in full on June 16, 2023. The June 2023 Offering closed on June 21, 2023. The Company could not have effected the exercise of any pre-funded warrant, and a holder was not entitled to exercise any portion of any pre-funded warrant if, upon giving effect to such exercise, the aggregate number of shares of common stock beneficially owned by the holder (together with its affiliates) would have exceeded 9.99% of the number of shares of common stock outstanding immediately after giving effect to the exercise, which percentage could have been increased or decreased at the holder's election upon 61 days' notice to the Company subject to the terms of such pre-funded warrant, provided that such percentage in no event exceeded 19.99%. Each pre-funded warrant had an exercise price equal to $0.001 per share of common stock. The exercise price and the number of shares of common stock issuable upon exercise of each pre-funded warrant was subject to appropriate adjustment in the event of certain stock dividends and distributions, stock splits, stock combinations, reclassifications or similar events affecting the Company's common stock as well as upon any distribution of assets, including cash, stock or other property, to the Company's stockholders. The pre-funded warrants were exercisable as of June 21, 2023, did not expire and were exercisable in cash or by means of a cashless exercise. In addition, upon the consummation of an acquisition (as described in the pre-funded warrant agreements), each pre-funded warrant would have automatically been converted into the right of the holder of such pre-funded warrant to receive the kind and amount of securities, cash or other property that such holders would have received had they exercised such pre-funded warrant immediately prior to such acquisition, without regard to any limitations on exercise contained in the pre-funded warrants. The pre-funded warrants could not have required cash settlement, were freestanding financial instruments that were legally detachable and separately exercisable from the shares of common stock with which they were issued, were immediately exercisable, and did not embody an obligation for the Company to repurchase its common stock shares and permitted the holders to receive a fixed number of shares of common stock upon exercise. Additionally, the pre-funded warrants did not provide any guarantee of value or return. Accordingly, the pre-funded warrants were classified as a component of permanent equity. After deducting for commissions and other offering expenses, the Company received net proceeds of approximately $91.4 million from the sale of 8,489,409 shares of common stock and pre-funded warrants to purchase up to 1,538,591 shares of common stock. During the quarter ended June 30, 2024, the holders exercised pre-funded warrants representing 1,538,591 underlying shares of common stock, exercise price $0.0001 per share, via cashless exercise resulting in the issuance of 1,538,201 shares of common stock. As of June 30, 2024, there were no pre-funded warrants outstanding. Series B Convertible Preferred Stock Under the amended and restated certificate of incorporation, the Company's board of directors has the authority, without further action by the stockholders, to issue up to 5,000,000 shares of preferred stock in one or more series, to establish from time to time the number of shares to be included in each such series, to fix the rights, preferences and privileges of the shares of each wholly unissued series and any qualifications, limitations or restrictions thereon and to increase or decrease the number of shares of any such series, but not below the number of shares of such series then outstanding. On January 24, 2023, the Company entered into a Securities Purchase Agreement (the "Securities Purchase Agreement") with certain purchasers pursuant to which the Company agreed to sell and issue to the purchasers in a private placement (the "Private Placement") up to 2,144,160 shares of its Series B convertible preferred stock, par value $0.0001 per share (the "Series B Convertible Preferred Stock"), in two tranches. On January 24, 2023, the Company filed the Certificate of Designation of the Preferences, Rights and Limitations of the Series B Convertible Preferred Stock (the "Series B Convertible Preferred Stock Certificate of Designation") setting forth the preferences, rights and limitations of the Series B Convertible Preferred Stock with the Secretary of State of the State of Delaware. The Series B Convertible Preferred Stock Certificate of Designation became effective upon filing. Each share of the Series B Convertible Preferred Shares is convertible into 3.5305 shares of the Company's common stock, such conversion rate reflects an adjustment to account

for the Reverse Stock Split, at the option of the holders at any time, subject to certain limitations, including that the holder will be prohibited from converting Series B Convertible Preferred Stock into common stock if, as a result of such conversion, the holder, together with its affiliates, would beneficially own a number of shares of common stock above a conversion blocker, which is initially set at 9.99% (the "Conversion Blocker") of the total common stock then issued and outstanding immediately following the conversion of such shares of Series B Convertible Preferred Stock. Holders of the Series B Convertible Preferred Stock are permitted to increase the Conversion Blocker to an amount not to exceed 19.99% upon 60 days' notice. The Company agreed to sell and issue in the first tranche of the Private Placement 1,200,000 shares of Series B Convertible Preferred Stock at a purchase price of $25.00 per share of Series B Convertible Preferred Stock (equivalent to $7.0812 per share of common stock on a post-Reverse Stock Split basis). The first tranche of the Private Placement closed on January 27, 2023. The Company received gross proceeds from the first tranche of the Private Placement of approximately $30.0 million, before deducting fees to the placement agent and other offering expenses payable by the Company ("Series B Convertible Preferred Stock Proceeds"). In addition, the Company agreed to sell and issue in the second tranche of the Private Placement 944,160 shares of Series B Convertible Preferred Stock at a purchase price of $31.77 per share of Series B Convertible Preferred Stock (equivalent to $9.00 per share of common stock on a post-Reverse Stock Split basis) if at any time within 18 months following the closing of the first tranche the 10-day volume weighted average price of the Company's common stock (as quoted on Nasdaq and as calculated by Bloomberg) should reach at least $13.50 per share, such threshold reflects an adjustment to account for the Reverse Stock Split (which may be further adjusted for any reorganization, recapitalization, non-cash dividend, stock split, reverse stock split or other similar transaction as needed) with aggregate trading volume during the same 10-day period of at least $25 million (the "Second Tranche Right"). The second tranche of the Private Placement is expected to close within seven trading days of meeting the second tranche conditions and will be subject to additional, customary closing conditions. If the Second Tranche Right conditions are satisfied, the Company anticipates receiving gross proceeds from the second tranche of the Private Placement of approximately $30.0 million, before deducting fees to the placement agent and other offering expenses payable by the Company. The Series B Convertible Preferred Stock ranks (i) senior to the common stock; (ii) senior to all other classes and series of equity securities of the Company that by their terms do not rank senior to the Series B Convertible Preferred Stock; (iii) senior to all shares of the Company's Series A Convertible Preferred Stock the equity securities described in (i)-(iii), the "Junior Stock"); (iv) on parity with any class or series of capital stock of the Company hereafter created specifically ranking by its terms on parity with the Series B Convertible Preferred Stock (the "Parity Stock"); (v) junior to any class or series of capital stock of the Company hereafter created specifically ranking by its terms senior to any Series B Convertible Preferred Stock ("Senior Stock"); and (vi) junior to all of the Company's existing and future debt obligations, including convertible or exchangeable debt securities, in each case, as to distributions of assets upon liquidation, dissolution or winding up of the Company, whether voluntarily or involuntarily and as to the right to receive dividends. In the event of the liquidation, dissolution or winding up of the affairs of the Company, whether voluntary or involuntary, after payment or provision for payment of the debts and other liabilities of the Company, and subject to the prior and superior rights of any Senior Stock, each holder of shares of Series B Convertible Preferred Stock will be entitled to receive, in preference to any distributions of any of the assets or surplus funds of the Company to the holders of the common stock and any of the Company's securities that are Junior Stock and pari passu with any distribution to the holders of any Parity Stock, an amount equal to $1.00 per share of Series B Convertible Preferred Stock, plus an additional amount equal to any dividends declared but unpaid on such shares, before any payments shall be made or any assets distributed to holders of the common stock or any of our securities that Junior Stock. So long as any shares of the Series B Convertible Preferred Stock remain outstanding, the Company cannot without the affirmative vote or consent of the holders of majority of the shares of the Series B Convertible Preferred Stock then-outstanding, in which the holders of the Series B Convertible Preferred Stock vote separately as a class: (a) amend, alter, modify or repeal (whether by merger, consolidation or otherwise) the Series B Convertible Preferred Stock Certificate of Designation, the Company's certificate of incorporation, or the Company's bylaws in any manner that adversely affects the rights, preferences, privileges or the restrictions provided for the benefit of, the Series B Convertible Preferred Stock; (b) issue further shares of Series B Convertible Preferred Stock or increase or decrease (other than by conversion) the number of authorized shares of Series B Convertible Preferred Stock; (c) authorize or issue any Senior Stock; or (d) enter into any agreement to do any of the foregoing that is not expressly made conditional on obtaining the affirmative vote or written consent of the majority of then-outstanding Series B Convertible Preferred Stock. Holders of Series B Convertible Preferred Stock are entitled to receive when, as and if dividends are declared and paid on the common stock, an equivalent dividend, calculated on an as-converted basis. Shares of Series B Convertible Preferred Stock are otherwise not entitled to dividends. The Company classified the first tranche of the Series B Convertible Preferred Stock as temporary equity in the condensed consolidated balance sheets as the Company could be required to redeem the Series B Convertible Preferred Stock if the Company cannot convert the Series B Convertible Preferred Stock into shares of common stock for any reason including due to any applicable laws or by the rules or regulations of any stock exchange, interdealer quotation system, or other self-regulatory organization with jurisdiction over the Company which is not solely in the control of the Company. If the Company were required to redeem the Series B Convertible Preferred Stock, it would be based upon the volume-weighted-average price of common stock on an as converted basis on the date the holders provided a conversion notice to the Company. As of June 30, 2024, the Company did not adjust the carrying value of the Series B Convertible Preferred Stock since it was not probable the holders would be unable to convert the Series B Convertible Preferred Stock into shares of common stock due to any reason including due to any applicable laws or by the rules or regulations of any stock exchange, interdealer quotation system, or other self-regulatory organization with jurisdiction over the Company. The Company evaluated the Second Tranche Right under Accounting Standard Codification 480, Distinguishing Liabilities from Equity ("ASC 480") and determined that it met the requirements for separate accounting from the initial issuance of Series B Convertible Preferred Stock as a freestanding financial instrument. The Company then determined the Second Tranche Right should be liability classified pursuant to ASC 480. As a result, the Company classified the Second Tranche Right as a non-current liability within the condensed consolidated balance sheets and the Second Tranche Right was initially recorded at fair value and is subsequently re-measured at fair value at the end of each reporting period. The fair value of the Second Tranche Right on the date of issuance was determined to be $6.9 million based on a Monte-Carlo valuation and the Company allocated $6.9 million of the Series B Convertible Preferred Stock Proceeds to this liability and recorded this amount as preferred stock tranche liability. On June 30, 2024, and December 31, 2023, the fair value of the Second Tranche Right was determined to be $0.0 million, and $4.2 million, respectively, and the Company recorded this amount as preferred stock tranche liability on the condensed consolidated balance sheets. The Second Tranche Right expired in July 2024. The Company recorded the mark-to-market adjustment of $10.2 million and $4.2 million for the three and six months ended June 30, 2024, respectively, under change in fair value of preferred stock tranche liability within the condensed consolidated statements of operations and loss. The Company recorded the mark-to-market adjustment of $4.0 million and $0.5 million for the three and six months ended June 30, 2023, respectively, under change in fair value of preferred stock tranche liability within the condensed consolidated statements of operations and loss. The Company determined that all other features of the securities offered pursuant to the Securities Purchase Agreement were clearly and closely associated with the equity host and did not require bifurcation or the fair value of the feature was immaterial to the Company's condensed consolidated financial statements. The Company reassesses the features on a quarterly basis to determine if they require separate accounting. There have been no changes to the Company's original assessment through June 30, 2024. Series A Convertible Preferred Stock On November 4, 2022, the Company entered into an exchange agreement (the "Exchange Agreement") with Biotechnology Value Fund, L.P., Biotechnology Value Fund II, L.P., Biotechnology Value Trading Fund OS LP and MSI BVF SPV, LLC (collectively referred to as "BVF"), pursuant to which BVF exchanged 833,333 shares of the Company's common stock for 1,000,000 shares of newly designated Series A convertible preferred stock, par value $0.0001 per share (the "Series A Convertible Preferred Stock") (the "Exchange"). Each share of the Series A Convertible Preferred Stock is convertible into 0.833 shares of the Company's common stock at the option of the holder at any time, subject to certain limitations, including that the holder will be prohibited from converting Preferred Stock into common stock if, as a result of such conversion, the holder, together with its affiliates, would beneficially own a number of shares of common stock above the Conversion Blocker, initially set at 9.99%, of the total common stock then issued and outstanding immediately following the conversion of such shares of Preferred Stock. Holders of the Series A Convertible Preferred Stock are permitted to increase the Conversion Blocker to an amount not to exceed 19.99% upon 60 days' notice. Shares of Series A Convertible Preferred Stock generally have no voting rights, except as required by law and except that the consent of a majority of the holders of the outstanding Series A Convertible Preferred Stock will be required to amend the terms of the Series A Convertible Preferred Stock. In the event of the Company's liquidation, dissolution or winding up, holders of Series A Convertible Preferred Stock will participate pari passu with any distribution of proceeds to holders of common stock. Holders of Series A Convertible Preferred Stock are entitled to receive when, as and if dividends are declared and paid on the common stock, an equivalent dividend, calculated on an as-converted basis. Shares of Series A Convertible Preferred Stock are otherwise not entitled to dividends. The Series A Convertible Preferred Stock (i) senior to any class or series of capital stock of the Company hereafter created specifically ranking by its terms junior to the Series A Convertible Preferred Stock; (ii) on parity with the common stock and any class or series of capital stock of the Company created specifically ranking by its terms on parity with the Series A Convertible Preferred Stock; and (iii) junior to the Series B Convertible Preferred Stock and to any class or series of capital stock of the Company created specifically ranking by its terms senior to any Series A Convertible Preferred Stock, in each case, as to distributions of assets upon liquidation, dissolution or winding up of the Company, whether voluntarily or involuntarily. The Company evaluated the Series A Convertible Preferred Stock for liability or equity classification under ASC 480, and determined that equity treatment was appropriate because the Series A Convertible Preferred Stock did not meet the definition of the liability under ASC 480. Additionally, the Series A Convertible Preferred Stock is not redeemable for cash or other assets (i) on a fixed or determinable date, (ii) at the option of the holder, or (iii) upon the occurrence of an event that is not solely within control of the Company. As such, the Company recorded the Series A Convertible Preferred Stock as permanent equity.
71814099.7515385919.7490.0011308000P30D0.0999P61D0.19990.0019140000084894015385915385910.000115382010500000021441600.000123.53050.09990.1999P

11. Stock-based compensation Option Exchange Program On January 17, 2024, the Company's stockholders, upon recommendation of the board of directors, approved a one-time stock option exchange program (the "Option Exchange Program") for certain employees, executive officers and non-employee directors of the Company who held certain underwater options and remained employed or otherwise engaged by the Company through the completion of the Exchange Offer. The Company's offer to participate in the Option Exchange Program commenced on February 8, 2024, and expired on March 8, 2024 (the

“Exchange Offer”). Pursuant to the Exchange Offer, 42 eligible holders elected to exchange, and the Company accepted for cancellation, eligible options to purchase an aggregate of 603,330 shares of the Company’s common stock (the “Exchanged Options”). On March 11, 2024, promptly following the expiration of the Exchange Offer, the Company granted new options to purchase 603,330 shares of common stock (the “New Options”), pursuant to the terms of the Exchange Offer and the Amended and Restated 2021 Equity Incentive Plan (the “2021 Plan”). The exercise price of the New Options granted was $11.44 per share, which was the closing price of the Company’s common stock on the Nasdaq Capital Market on the grant date of the New Options. The exchange of stock options was treated as a modification for accounting purposes. As a result of the Option Exchange Program, the Company will recognize incremental stock-based compensation expense of $1.7 million over the requisite service period of the New Options, which is two or four years depending on whether the Exchanged Options were vested at the time of exchange. Since the Exchanged Options were not at-the-money on the modification date, the Company was precluded from utilizing the simplified method as described in SEC Staff Accounting Bulletin Topic 14.D.2 to calculate the expected term as a key assumption in the Black-Scholes pricing model. Therefore, the Company utilized the binomial lattice model to calculate the fair value of the Exchanged Options immediately prior to the exchange. The Company utilized the Black-Scholes option-pricing model to calculate the fair value of the New Options </p><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt 0pt 12pt 0pt;">on the modification date. The Company will recognize the remaining unamortized stock compensation expense for the Exchanged Options on the modification date over the original requisite service period of the Exchanged Options. </p><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt 0pt 12pt 0pt;">Stock options</p><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;text-indent:36pt;margin:0pt 0pt 12pt 0pt;">A summary of the Company’s stock option activity and related information for the six months ended June 30, 2024 is as follows:</p><table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;table-layout:auto;width:100%;"><tr style="height:1pt;"><td style="vertical-align:bottom;white-space:normal;width:53.35%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;"></p></div></div></td><td style="vertical-align:bottom;white-space:normal;width:1.63%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;"></p></div></div></td><td style="vertical-align:bottom;white-space:normal;width:9.36%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;"></p></div></div></td><td style="vertical-align:bottom;white-space:normal;width:1.63%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;"></p></div></div></td><td style="vertical-align:bottom;white-space:normal;width:1.5%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;"></p></div></div></td><td style="vertical-align:bottom;white-space:normal;width:10.86%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;"></p></div></div></td><td style="vertical-align:bottom;white-space:normal;width:1.63%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;"></p></div></div></td><td style="vertical-align:bottom;white-space:normal;width:8.05%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;"></p></div></div></td><td style="vertical-align:bottom;white-space:normal;width:1.63%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;"></p></div></div></td><td style="vertical-align:bottom;white-space:normal;width:1.12%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;"></p></div></div></td><td style="vertical-align:bottom;white-space:normal;width:8.89%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;"></p></div></div></td><td style="vertical-align:bottom;white-space:normal;width:0.29%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;"></p></div></div></td></tr><tr><td style="vertical-align:bottom;width:53.35%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:normal;width:1.63%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;"> </p></td><td style="vertical-align:bottom;white-space:normal;width:9.36%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;">Shares</p></td><td style="vertical-align:bottom;white-space:normal;width:1.63%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;"> </p></td><td colspan="2" style="vertical-align:bottom;width:12.36%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;">Weighted-average exercise price per share</p></td><td style="vertical-align:bottom;white-space:normal;width:1.63%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;"> </p></td><td style="vertical-align:bottom;width:8.05%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;">Weighted-average remaining contractual term (years)</p></td><td style="vertical-align:bottom;white-space:normal;width:1.63%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;"> </p></td><td colspan="2" style="vertical-align:bottom;width:10.02%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;">Aggregate intrinsic value (in thousands)</p></td><td style="vertical-align:bottom;white-space:normal;width:0.29%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;"> </p></td></tr><tr><td style="vertical-align:bottom;white-space:normal;width:53.35%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;">Outstanding at December 31, 2023</p></td><td style="vertical-align:bottom;white-space:normal;width:1.63%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:normal;width:9.36%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 2,270,359</p></td><td style="vertical-align:bottom;white-space:normal;width:1.63%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:normal;width:1.5%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times',serif;font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:normal;width:10.86%;background:#cceeff;margin:0pt;padding:0pt;"> 19.81 </td><td style="vertical-align:bottom;white-space:normal;width:1.63%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:8.05%;background:#cceeff;margin:0pt;padding:0pt;"> 7.8 </td><td style="vertical-align:bottom;white-space:normal;width:1.63%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:normal;width:1.12%;background:#cceeff;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:normal;width:8.89%;background:#cceeff;margin:0pt;padding:0pt;"> 559 </td><td style="vertical-align:bottom;white-space:normal;width:0.29%;background:#cceeff;margin:0pt;padding:0pt;"> . </td></tr><tr><td style="vertical-align:bottom;width:53.35%;margin:0pt;padding:0pt;"> Granted </td><td style="vertical-align:bottom;white-space:normal;width:1.63%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:9.36%;margin:0pt;padding:0pt;"> 179,251 </td><td style="vertical-align:bottom;white-space:normal;width:1.63%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:normal;width:1.5%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:normal;width:10.86%;margin:0pt;padding:0pt;"> 6.07 </td><td style="vertical-align:bottom;white-space:normal;width:1.63%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:normal;width:8.05%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:normal;width:1.63%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:normal;width:1.12%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:normal;width:8.89%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:normal;width:0.29%;margin:0pt;padding:0pt;"> . </td></tr><tr><td style="vertical-align:bottom;width:53.35%;background:#cceeff;margin:0pt;padding:0pt;"> Exercised </td><td style="vertical-align:bottom;white-space:normal;width:1.63%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:9.36%;background:#cceeff;margin:0pt;padding:0pt;"> (21,978) </td><td style="vertical-align:bottom;white-space:normal;width:1.63%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:normal;width:1.5%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:normal;width:10.86%;background:#cceeff;margin:0pt;padding:0pt;"> 7.84 </td><td style="vertical-align:bottom;white-space:normal;width:1.63%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:normal;width:8.05%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:normal;width:1.63%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:normal;width:1.12%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:normal;width:8.89%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-

align:bottom;white-space:normal;width:0.29%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:53.35%;margin:0pt;padding:0pt;"> Forfeited/cancelled </td><td style="vertical-align:bottom;white-space:normal;width:1.63%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:9.36%;margin:0pt;padding:0pt;"> (184,122) </td><td style="vertical-align:bottom;white-space:normal;width:1.63%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:1.5%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:10.86%;margin:0pt;padding:0pt;"> 15.41 </td><td style="vertical-align:bottom;white-space:normal;width:1.63%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:8.05%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:1.63%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:1.12%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:8.89%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:0.29%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:53.35%;background:#cceeff;margin:0pt;padding:0pt;"> Expired </td><td style="vertical-align:bottom;white-space:normal;width:1.63%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:9.36%;background:#cceeff;margin:0pt;padding:0pt;"> (23,677) </td><td style="vertical-align:bottom;white-space:normal;width:1.63%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:1.5%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:10.86%;background:#cceeff;margin:0pt;padding:0pt;"> 162.38 </td><td style="vertical-align:bottom;white-space:normal;width:1.63%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:8.05%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:1.63%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:1.12%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:8.89%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:0.29%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;white-space:normal;width:53.35%;margin:0pt;padding:0pt;"> Cancelled under the Option Exchange Program </td><td style="vertical-align:bottom;white-space:normal;width:1.63%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:9.36%;margin:0pt;padding:0pt;"> (603,330) </td><td style="vertical-align:bottom;white-space:normal;width:1.63%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:1.5%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:10.86%;margin:0pt;padding:0pt;"> 30.58 </td><td style="vertical-align:bottom;white-space:normal;width:1.63%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:8.05%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:1.63%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:1.12%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:8.89%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:0.29%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;white-space:normal;width:53.35%;background:#cceeff;margin:0pt;padding:0pt;"> Granted under the Option Exchange Program </td><td style="vertical-align:bottom;white-space:normal;width:1.63%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:9.36%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 603,330 </td><td style="vertical-align:bottom;white-space:normal;width:1.63%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:1.5%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:10.86%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 11.44 </td><td style="vertical-align:bottom;white-space:normal;width:1.63%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:8.05%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:1.63%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:1.12%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:8.89%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:0.29%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;white-space:normal;width:53.35%;margin:0pt;padding:0pt;"> Outstanding at June 30, 2024 </td><td style="vertical-align:bottom;white-space:normal;width:1.63%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:9.36%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> 2,219,833 </td><td style="vertical-align:bottom;white-space:normal;width:1.63%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:1.5%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:normal;width:10.86%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 12.46</p></td><td style="vertical-align:bottom;white-space:normal;width:1.63%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:normal;width:8.05%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 8.6</p></td><td style="vertical-align:bottom;white-space:normal;width:1.63%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:normal;width:1.12%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:normal;width:8.89%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:normal;width:0.29%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;white-space:normal;width:53.35%;background:#cceeff;margin:0pt;padding:0pt;"> Vested at June 30, 2024 </td><td style="vertical-align:bottom;white-space:normal;width:1.63%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:9.36%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> 594,357 </td><td style="vertical-align:bottom;white-space:normal;width:1.63%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:1.5%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:normal;width:10.86%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 19.22</p></td><td style="vertical-align:bottom;white-space:normal;width:1.63%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:normal;width:8.05%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 7.2</p></td><td style="vertical-align:bottom;white-space:normal;width:1.63%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:normal;width:1.12%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:normal;width:8.89%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:normal;width:0.29%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr></table> . The fair value of each stock option granted during the six months ended June 30, 2024 and 2023 was estimated on the grant date using the Black-Scholes option-pricing model using the following weighted-average assumptions: <table style="border-collapse:collapse;font-size:16pt;height:max-content;padding-left:0pt;padding-right:0pt;width:100%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:72.01%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-

word;position:relative;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.28%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.15%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:3.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.44%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.15%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:3.98%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:72.01%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.28%;margin:0pt;padding:0pt;"> </td><td colspan="5" style="vertical-align:bottom;white-space:nowrap;width:25.69%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Six months ended June 30, </td></tr><tr><td style="vertical-align:bottom;width:72.01%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.28%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:12.11%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 2024 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.44%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:12.13%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 2023 </td></tr><tr><td style="vertical-align:bottom;width:72.01%;background:#cceeff;margin:0pt;padding:0pt;"> Risk-free interest rate </td><td style="vertical-align:bottom;white-space:nowrap;width:2.28%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.15%;background:#cceeff;margin:0pt;padding:0pt;"> 4.11 </td><td style="vertical-align:bottom;white-space:nowrap;width:3.96%;background:#cceeff;margin:0pt;padding:0pt;"> % </td><td style="vertical-align:bottom;white-space:nowrap;width:1.44%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.15%;background:#cceeff;margin:0pt;padding:0pt;"> 3.56 </td><td style="vertical-align:bottom;white-space:nowrap;width:3.98%;background:#cceeff;margin:0pt;padding:0pt;"> % </td></tr><tr><td style="vertical-align:bottom;width:72.01%;margin:0pt;padding:0pt;"> Volatility </td><td style="vertical-align:bottom;white-space:nowrap;width:2.28%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.15%;margin:0pt;padding:0pt;"> 97 </td><td style="vertical-align:bottom;white-space:nowrap;width:3.96%;margin:0pt;padding:0pt;"> % </td><td style="vertical-align:bottom;white-space:nowrap;width:1.44%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.15%;margin:0pt;padding:0pt;"> 90 </td><td style="vertical-align:bottom;white-space:nowrap;width:3.98%;margin:0pt;padding:0pt;"> % </td></tr><tr><td style="vertical-align:bottom;width:72.01%;background:#cceeff;margin:0pt;padding:0pt;"> Dividend yield </td><td style="vertical-align:bottom;white-space:nowrap;width:2.28%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.15%;background:#cceeff;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:3.96%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.44%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.15%;background:#cceeff;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:3.98%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:72.01%;margin:0pt;padding:0pt;"> Expected term (years) </td><td style="vertical-align:bottom;white-space:nowrap;width:2.28%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.15%;margin:0pt;padding:0pt;"> 5.8 </td><td style="vertical-align:bottom;white-space:nowrap;width:3.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.44%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.15%;margin:0pt;padding:0pt;"> 6.1 </td><td style="vertical-align:bottom;white-space:nowrap;width:3.98%;margin:0pt;padding:0pt;"> </td></tr></table> Restricted stock units A summary of the Company's restricted stock unit activity and related information for the six months ended June 30, 2024 is as follows: <table style="border-collapse:collapse;font-size:16pt;height:max-content;padding-left:0pt;padding-right:0pt;width:100%;"><tr style="height:1pt;"><td style="vertical-align:bottom;white-space:nowrap;width:73.55%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.41%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.64%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.36%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.28%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.43%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.14%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.15%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:73.55%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.41%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.64%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.36%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Shares </td><td style="vertical-align:bottom;white-space:nowrap;width:2.28%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;width:10.57%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Weighted-average grant date fair value per share </td><td style="vertical-align:bottom;white-space:nowrap;width:1.15%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:73.55%;background:#cceeff;margin:0pt;padding:0pt;"> Outstanding at December 31, 2023 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.41%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.64%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.36%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt

3pt 0pt 0pt;"> 209,289 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.28%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.43%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.14%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 18.05</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.15%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td></tr><tr><td style="vertical-align:bottom;width:73.55%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">Granted</p></td><td style="vertical-align:bottom;width:1.41%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.64%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.36%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 950,371</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.28%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.43%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.14%;margin:0pt;padding:0pt;"> 5.07 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.15%;margin:0pt;padding:0pt;"> . </td></tr><tr><td style="vertical-align:bottom;width:73.55%;background:#cceeff;margin:0pt;padding:0pt;"> Vested </td><td style="vertical-align:bottom;width:1.41%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.64%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.36%;background:#cceeff;margin:0pt;padding:0pt;"> (33,511) </td><td style="vertical-align:bottom;white-space:nowrap;width:2.28%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.43%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.14%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 21.66</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.15%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td></tr><tr><td style="vertical-align:bottom;width:73.55%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">Forfeited/cancelled</p></td><td style="vertical-align:bottom;width:1.41%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.64%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.36%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;"> (28,127)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.28%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.43%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.14%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 16.80 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.15%;margin:0pt;padding:0pt;"> . </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:73.55%;background:#cceeff;margin:0pt;padding:0pt;"> Outstanding at June 30, 2024 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.41%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.64%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.36%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> 1,098,022 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.28%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.43%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.14%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> 6.74 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.15%;background:#cceeff;margin:0pt;padding:0pt;"> . </td></tr></table> Employee stock purchase plan At the Special Meeting of Stockholders, held on December 18, 2018, the stockholders approved the 2018 Employee Stock Purchase Plan ("2018 ESPP"). On June 21, 2019, the board of directors of the Company amended and restated the 2018 ESPP, to account for certain non-material changes to the plan's administration and, effective May 30, 2023, in connection with the Reverse Stock Split, the board of directors amended and restated the 2018 ESPP to account for the adjustments to the share reserves (the "Amended and Restated 2018 ESPP"). The Amended and Restated 2018 ESPP provides eligible employees with the opportunity, through regular payroll deductions, to purchase shares of the Company's common stock at 85% of the lesser of the fair market value of the common stock on (a) the date the option is granted, which is the first day of the purchase period, and (b) the exercise date, which is the last business day of the purchase period. The Amended and Restated 2018 ESPP generally allows for two six-month purchase periods per year beginning in January and July, or such other periods as determined by the compensation committee of the Company's board of directors. The fair value of shares expected to be purchased under the Amended and Restated 2018 ESPP was calculated using the following weighted-average assumptions: <table style="border-collapse:collapse;font-size:16pt;height:max-content;padding-left:0pt;padding-right:0pt;width:100%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:59.11%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:3.5%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:11.77%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:6.45%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:4.98%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:7.74%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:6.41%;margin:0pt;padding:0pt;"> . </td></tr><tr><td style="vertical-align:bottom;width:59.11%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:3.5%;margin:0pt;padding:0pt;"> . </td><td colspan="5" style="vertical-align:bottom;white-space:nowrap;width:37.38%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Six months ended June 30, </td></tr><tr><td style="vertical-align:bottom;width:59.11%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:3.5%;margin:0pt;padding:0pt;"> . </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:18.23%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 2024 </td><td style="vertical-align:bottom;white-space:nowrap;width:4.98%;margin:0pt;padding:0pt;"> . </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:14.16%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 2023 </td></tr><tr><td style="vertical-align:bottom;width:59.11%;background:#cceeff;margin:0pt;padding:0pt;"> Risk-free interest rate </td><td style="vertical-align:bottom;white-space:nowrap;width:3.5%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.77%;background:#cceeff;margin:0pt;padding:0pt;"> 5.24 </td><td style="vertical-align:bottom;white-space:nowrap;width:6.45%;background:#cceeff;margin:0pt;padding:0pt;"> % </td><td style="vertical-align:bottom;white-space:nowrap;width:4.98%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:7.74%;background:#cceeff;margin:0pt;padding:0pt;"> 4.77 </td><td style="vertical-align:bottom;white-space:nowrap;width:6.41%;background:#cceeff;margin:0pt;padding:0pt;"> % </td></tr><tr><td style="vertical-align:bottom;width:59.11%;margin:0pt;padding:0pt;"> Volatility </td><td style="vertical-align:bottom;white-space:nowrap;width:3.5%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.77%;margin:0pt;padding:0pt;"> 60 </td><td style="vertical-align:bottom;white-space:nowrap;width:6.45%;margin:0pt;padding:0pt;"> % </td><td style="vertical-align:bottom;white-space:nowrap;width:4.98%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:7.74%;margin:0pt;padding:0pt;"> 106 </td><td style="vertical-align:bottom;white-space:nowrap;width:6.41%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-

size:10pt;margin:0pt;">% </td></tr><tr><td style="vertical-align:bottom;width:59.11%;background:#cceeff;margin:0pt;padding:0pt;"> Dividend yield </td><td style="vertical-align:bottom;white-space:nowrap;width:3.5%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.77%;background:#cceeff;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:6.45%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:4.98%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:7.74%;background:#cceeff;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:6.41%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:59.11%;margin:0pt;padding:0pt;"> Expected term (years) </td><td style="vertical-align:bottom;white-space:nowrap;width:3.5%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.77%;margin:0pt;padding:0pt;"> 0.5 </td><td style="vertical-align:bottom;white-space:nowrap;width:6.45%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:4.98%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:7.74%;margin:0pt;padding:0pt;"> 0.5 </td><td style="vertical-align:bottom;white-space:nowrap;width:6.41%;margin:0pt;padding:0pt;"> </td></tr></table> For the six months ended June 30, 2024 and 2023, the Company recognized less than $0.1 million in each period of stock-based compensation expense under the Amended and Restated 2018 ESPP. During the six months ended June 30, 2024, the Company issued 7,475 shares of common stock for proceeds of less than $0.1 million under the Amended and Restated 2018 ESPP.</p>4260333060333011.441700000<p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-indent:36pt;margin:0pt 0pt 12pt 0pt;">A summary of the Company's stock option activity and related information for the six months ended June 30, 2024 is as follows:</p><table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;table-layout:auto;width:100%;"><tr style="height:1pt;"><td style="vertical-align:bottom;white-space:normal;width:53.35%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></div></div></td><td style="vertical-align:bottom;white-space:normal;width:1.63%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times';serif;font-size:10pt;margin:0pt;"> </p></div></div></td><td style="vertical-align:bottom;white-space:normal;width:9.36%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times';serif;font-size:10pt;margin:0pt;"> </p></div></div></td><td style="vertical-align:bottom;white-space:normal;width:1.63%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times';serif;font-size:10pt;margin:0pt;"> </p></div></div></td><td style="vertical-align:bottom;white-space:normal;width:1.5%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times';serif;font-size:10pt;margin:0pt;"> </p></div></div></td><td style="vertical-align:bottom;white-space:normal;width:10.86%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times';serif;font-size:10pt;margin:0pt;"> </p></div></div></td><td style="vertical-align:bottom;white-space:normal;width:1.63%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times';serif;font-size:10pt;margin:0pt;"> </p></div></div></td><td style="vertical-align:bottom;white-space:normal;width:8.05%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times';serif;font-size:10pt;margin:0pt;"> </p></div></div></td><td style="vertical-align:bottom;white-space:normal;width:1.63%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times';serif;font-size:10pt;margin:0pt;"> </p></div></div></td><td style="vertical-align:bottom;white-space:normal;width:1.12%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times';serif;font-size:10pt;margin:0pt;"> </p></div></div></td><td style="vertical-align:bottom;white-space:normal;width:8.89%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times';serif;font-size:10pt;margin:0pt;"> </p></div></div></td><td style="vertical-align:bottom;white-space:normal;width:0.29%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times';serif;font-size:10pt;margin:0pt;"> </p></div></div></td></tr><tr><td style="vertical-align:bottom;width:53.35%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times';serif;font-size:8pt;font-weight:bold;visibility:hidden;"> </p></td><td style="vertical-align:bottom;white-space:normal;width:1.63%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times';serif;font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;"> </p></td><td style="vertical-align:bottom;white-space:normal;width:9.36%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times';serif;font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;">Shares</p></td><td style="vertical-align:bottom;white-space:normal;width:1.63%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times';serif;font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;"> </p></td><td colspan="2" style="vertical-align:bottom;width:12.36%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times';serif;font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;">Weighted-average exercise price per share</p></td><td style="vertical-align:bottom;white-space:normal;width:1.63%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times';serif;font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;"> </p></td><td style="vertical-align:bottom;width:8.05%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times';serif;font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;">Weighted-average remaining contractual term (years)</p></td><td style="vertical-align:bottom;white-space:normal;width:1.63%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times';serif;font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;"> </p></td><td colspan="2" style="vertical-align:bottom;width:10.02%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times';serif;font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;">Aggregate intrinsic value (in thousands)</p></td><td style="vertical-align:bottom;white-space:normal;width:0.29%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times';serif;font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;"> </p></td></tr><tr><td style="vertical-align:bottom;white-space:normal;width:53.35%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times';serif;font-size:10pt;margin:0pt;">Outstanding at December 31, 2023</p></td><td style="vertical-align:bottom;white-space:normal;width:1.63%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times';serif;font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:normal;width:9.36%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times';serif;font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 2,270,359</p></td><td style="vertical-align:bottom;white-space:normal;width:1.63%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times';serif;font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:normal;width:1.5%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times';serif;font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:normal;width:10.86%;background:#cceeff;margin:0pt;padding:0pt;"> 19.81 </td><td style="vertical-align:bottom;white-space:normal;width:1.63%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:8.05%;background:#cceeff;margin:0pt;padding:0pt;"> 7.8 </td><td style="vertical-align:bottom;white-space:normal;width:1.63%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:1.12%;background:#cceeff;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:normal;width:8.89%;background:#cceeff;margin:0pt;padding:0pt;"> 559 </td><td style="vertical-align:bottom;white-space:normal;width:0.29%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:53.35%;margin:0pt;padding:0pt;"> Granted </td><td style="vertical-align:bottom;white-space:normal;width:1.63%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:9.36%;margin:0pt;padding:0pt;"> 179,251 </td><td style="vertical-align:bottom;white-space:normal;width:1.63%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:1.5%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:10.86%;margin:0pt;padding:0pt;"> 6.07 </td><td style="vertical-align:bottom;white-space:normal;width:1.63%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:8.05%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:1.63%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:1.12%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:8.89%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:0.29%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:53.35%;background:#cceeff;margin:0pt;padding:0pt;"> Exercised </td><td style="vertical-align:bottom;white-space:normal;width:1.63%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:9.36%;background:#cceeff;margin:0pt;padding:0pt;"> (21,978) </td><td style="vertical-align:bottom;white-space:normal;width:1.63%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-

align:bottom;white-space:normal;width:1.5%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:10.86%;background:#cceeff;margin:0pt;padding:0pt;"> 7.84 </td><td style="vertical-align:bottom;white-space:normal;width:1.63%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:8.05%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:1.63%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:1.12%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:8.89%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:0.29%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:53.35%;margin:0pt;padding:0pt;"> Forfeited/cancelled </td><td style="vertical-align:bottom;white-space:normal;width:1.63%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:9.36%;margin:0pt;padding:0pt;"> (184,122) </td><td style="vertical-align:bottom;white-space:normal;width:1.63%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:1.5%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:10.86%;margin:0pt;padding:0pt;"> 15.41 </td><td style="vertical-align:bottom;white-space:normal;width:1.63%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:8.05%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:1.63%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:1.12%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:8.89%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:0.29%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:53.35%;background:#cceeff;margin:0pt;padding:0pt;"> Expired </td><td style="vertical-align:bottom;white-space:normal;width:1.63%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:9.36%;background:#cceeff;margin:0pt;padding:0pt;"> (23,677) </td><td style="vertical-align:bottom;white-space:normal;width:1.63%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:1.5%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:10.86%;background:#cceeff;margin:0pt;padding:0pt;"> 162.38 </td><td style="vertical-align:bottom;white-space:normal;width:1.63%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:8.05%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:1.63%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:1.12%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:8.89%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:0.29%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;white-space:normal;width:53.35%;background:#cceeff;margin:0pt;padding:0pt;">Cancelled under the Option Exchange Program </td><td style="vertical-align:bottom;white-space:normal;width:1.63%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:9.36%;margin:0pt;padding:0pt;"> (603,330) </td><td style="vertical-align:bottom;white-space:normal;width:1.63%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:1.5%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:10.86%;margin:0pt;padding:0pt;"> 30.58 </td><td style="vertical-align:bottom;white-space:normal;width:1.63%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:8.05%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:1.63%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:1.12%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:8.89%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:0.29%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:53.35%;background:#cceeff;margin:0pt;padding:0pt;"> Granted under the Option Exchange Program </td><td style="vertical-align:bottom;white-space:normal;width:1.63%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:9.36%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 603,330 </td><td style="vertical-align:bottom;white-space:normal;width:1.63%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:1.5%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:10.86%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 11.44 </td><td style="vertical-align:bottom;white-space:normal;width:1.63%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:8.05%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:1.63%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:1.12%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:8.89%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:0.29%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;white-space:normal;width:53.35%;margin:0pt;padding:0pt;"> Outstanding at June 30, 2024 </td><td style="vertical-align:bottom;white-space:normal;width:1.63%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:9.36%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> 2,219,833 </td><td style="vertical-align:bottom;white-space:normal;width:1.63%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:1.5%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:normal;width:10.86%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 12.46</p></td><td style="vertical-align:bottom;white-space:normal;width:1.63%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:normal;width:8.05%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 8.6</p></td><td style="vertical-align:bottom;white-space:normal;width:1.63%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:normal;width:1.12%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:normal;width:8.89%;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:normal;width:0.29%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;white-space:normal;width:53.35%;background:#cceeff;margin:0pt;padding:0pt;"> Vested at June 30, 2024 </td><td style="vertical-align:bottom;white-space:normal;width:1.63%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:9.36%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> 594,357 </td><td style="vertical-align:bottom;white-space:normal;width:1.63%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:1.5%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:normal;width:10.86%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> 19.22 </td><td style="vertical-align:bottom;white-space:normal;width:1.63%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:normal;width:8.05%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> 7.2 </td><td

style="vertical-align:bottom;white-space:normal;width:1.63%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:normal;width:1.12%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:normal;width:8.89%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:normal;width:0.29%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr>
</table>227035919.81P7Y9M18D5590001792516.07219787.8418412215.4123677162.3860333030.5860333011.44221983312.46P8Y7M6D59435719.22P7Y2M12D The fair value of each stock option granted during the six months ended June 30, 2024 and 2023 was estimated on the grant date using the Black-Scholes option-pricing model using the following weighted-average assumptions: <table style="border-collapse:collapse;font-size:16pt;height:max-content;padding-left:0pt;padding-right:0pt;width:100%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:72.01%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.28%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.15%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:3.96%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.44%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.15%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:3.98%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:72.01%;margin:0pt;padding:0pt;">
</td><td style="vertical-align:bottom;white-space:nowrap;width:2.28%;margin:0pt;padding:0pt;"> </td><td colspan="5" style="vertical-align:bottom;white-space:nowrap;width:25.69%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Six months ended June 30, </td></tr><tr><td style="vertical-align:bottom;width:72.01%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.28%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:12.11%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 2024 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.44%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:12.13%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 2023 </td></tr><tr><td style="vertical-align:bottom;width:72.01%;background:#cceeff;margin:0pt;padding:0pt;"> Risk-free interest rate </td><td style="vertical-align:bottom;white-space:nowrap;width:2.28%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.15%;background:#cceeff;margin:0pt;padding:0pt;"> 4.11 </td><td style="vertical-align:bottom;white-space:nowrap;width:3.96%;background:#cceeff;margin:0pt;padding:0pt;"> % </td><td style="vertical-align:bottom;white-space:nowrap;width:1.44%;background:#cceeff;margin:0pt;padding:0pt;">
</td><td style="vertical-align:bottom;white-space:nowrap;width:8.15%;background:#cceeff;margin:0pt;padding:0pt;"> 3.56 </td><td style="vertical-align:bottom;white-space:nowrap;width:3.98%;background:#cceeff;margin:0pt;padding:0pt;"> % </td></tr><tr><td style="vertical-align:bottom;width:72.01%;margin:0pt;padding:0pt;"> Volatility </td><td style="vertical-align:bottom;white-space:nowrap;width:2.28%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.15%;margin:0pt;padding:0pt;"> 97 </td><td style="vertical-align:bottom;white-space:nowrap;width:3.96%;margin:0pt;padding:0pt;"> % </td><td style="vertical-align:bottom;white-space:nowrap;width:1.44%;margin:0pt;padding:0pt;">
</td><td style="vertical-align:bottom;white-space:nowrap;width:8.15%;margin:0pt;padding:0pt;"> 90 </td><td style="vertical-align:bottom;white-space:nowrap;width:3.98%;margin:0pt;padding:0pt;"> % </td></tr><tr><td style="vertical-align:bottom;width:72.01%;background:#cceeff;margin:0pt;padding:0pt;"> Dividend yield </td><td style="vertical-align:bottom;white-space:nowrap;width:2.28%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.15%;background:#cceeff;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:3.96%;background:#cceeff;margin:0pt;padding:0pt;">
</td><td style="vertical-align:bottom;white-space:nowrap;width:1.44%;background:#cceeff;margin:0pt;padding:0pt;">
</td><td style="vertical-align:bottom;white-space:nowrap;width:8.15%;background:#cceeff;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:3.98%;background:#cceeff;margin:0pt;padding:0pt;">
</td></tr><tr><td style="vertical-align:bottom;width:72.01%;margin:0pt;padding:0pt;"> Expected term (years) </td><td style="vertical-align:bottom;white-space:nowrap;width:2.28%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:8.15%;margin:0pt;padding:0pt;"> 5.8 </td><td style="vertical-align:bottom;white-space:nowrap;width:3.96%;margin:0pt;padding:0pt;">
</td><td style="vertical-align:bottom;white-space:nowrap;width:1.44%;margin:0pt;padding:0pt;">
</td><td style="vertical-align:bottom;white-space:nowrap;width:8.15%;margin:0pt;padding:0pt;"> 6.1 </td><td style="vertical-align:bottom;white-space:nowrap;width:3.98%;margin:0pt;padding:0pt;">
</td></tr></table>0.04110.03560.970.90 A summary of the Company's restricted stock unit activity and related information for the six months ended June 30, 2024 is as follows: <table style="border-collapse:collapse;font-size:16pt;height:max-content;padding-left:0pt;padding-right:0pt;width:100%;"><tr style="height:1pt;"><td style="vertical-align:bottom;white-space:nowrap;width:73.55%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.41%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.64%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.36%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:2.28%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.43%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.14%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.15%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:73.55%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;width:1.41%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.64%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.36%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Shares </td><td style="vertical-align:bottom;white-space:nowrap;width:2.28%;margin:0pt;padding:0pt;"> </td><td colspan="2" style="vertical-

align:bottom;width:10.57%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Weighted-average grant date fair value per share </td><td style="vertical-align:bottom;white-space:nowrap;width:1.15%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:73.55%;background:#cceeff;margin:0pt;padding:0pt;"> Outstanding at December 31, 2023 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.41%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.64%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.36%;background:#cceeff;margin:0pt;padding:0pt;"> 209,289 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.28%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.43%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.14%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 18.05</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.15%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td></tr><tr><td style="vertical-align:bottom;width:73.55%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">Granted</p></td><td style="vertical-align:bottom;width:1.41%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.64%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.36%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 950,371</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.28%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.43%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.14%;margin:0pt;padding:0pt;"> 5.07 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.15%;margin:0pt;padding:0pt;"> . </td></tr><tr><td style="vertical-align:bottom;width:73.55%;background:#cceeff;margin:0pt;padding:0pt;"> Vested </td><td style="vertical-align:bottom;width:1.41%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.64%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.36%;background:#cceeff;margin:0pt;padding:0pt;"> (33,511) </td><td style="vertical-align:bottom;white-space:nowrap;width:2.28%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.43%;background:#cceeff;margin:0pt;padding:0pt;"> $</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.14%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3pt 0pt 0pt;"> 21.66</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.15%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td></tr><tr><td style="vertical-align:bottom;width:73.55%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">Forfeited/cancelled</p></td><td style="vertical-align:bottom;width:1.41%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.64%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.36%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;"> (28,127)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.28%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">.</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.43%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.14%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 16.80 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.15%;margin:0pt;padding:0pt;"> . </td></tr><tr><td style="vertical-align:bottom;white-space:nowrap;width:73.55%;background:#cceeff;margin:0pt;padding:0pt;"> Outstanding at June 30, 2024 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.41%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.64%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.36%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> 1,098,022 </td><td style="vertical-align:bottom;white-space:nowrap;width:2.28%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:1.43%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> $ </td><td style="vertical-align:bottom;white-space:nowrap;width:9.14%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> 6.74 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.15%;background:#cceeff;margin:0pt;padding:0pt;"> . </td></tr></table>20928918.059503715.073351121.662812716.80109802226.740.852P6M<table style="border-collapse:collapse;font-size:16pt;height:max-content;padding-left:0pt;padding-right:0pt;width:100%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:59.11%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:3.5%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:11.77%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:6.45%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:4.98%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:7.74%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:6.41%;margin:0pt;padding:0pt;"> . </td></tr><tr><td style="vertical-align:bottom;width:59.11%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:3.5%;margin:0pt;padding:0pt;"> . </td><td colspan="5" style="vertical-align:bottom;white-space:nowrap;width:37.38%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Six months ended June 30, </td></tr><tr><td style="vertical-align:bottom;width:59.11%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:3.5%;margin:0pt;padding:0pt;"> . </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:18.23%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 2024 </td><td style="vertical-align:bottom;white-space:nowrap;width:4.98%;margin:0pt;padding:0pt;"> . </td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:14.16%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 2023 </td></tr><tr><td style="vertical-align:bottom;width:59.11%;background:#cceeff;margin:0pt;padding:0pt;"> Risk-free interest rate </td><td style="vertical-align:bottom;white-space:nowrap;width:3.5%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.77%;background:#cceeff;margin:0pt;padding:0pt;"> 5.24 </td><td style="vertical-align:bottom;white-space:nowrap;width:6.45%;background:#cceeff;margin:0pt;padding:0pt;"> % </td><td style="vertical-align:bottom;white-space:nowrap;width:4.98%;background:#cceeff;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:7.74%;background:#cceeff;margin:0pt;padding:0pt;"> 4.77 </td><td style="vertical-align:bottom;white-space:nowrap;width:6.41%;background:#cceeff;margin:0pt;padding:0pt;"> % </td></tr><tr><td style="vertical-align:bottom;width:59.11%;margin:0pt;padding:0pt;"> Volatility </td><td style="vertical-align:bottom;white-space:nowrap;width:3.5%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.77%;margin:0pt;padding:0pt;"> 60 </td><td style="vertical-align:bottom;white-space:nowrap;width:6.45%;margin:0pt;padding:0pt;"> % </td><td style="vertical-align:bottom;white-space:nowrap;width:4.98%;margin:0pt;padding:0pt;"> . </td><td style="vertical-align:bottom;white-space:nowrap;width:7.74%;margin:0pt;padding:0pt;"> 106 </td><td style="vertical-align:bottom;white-space:nowrap;width:6.41%;margin:0pt;padding:0pt;"> % </td></tr><tr><td style="vertical-align:bottom;width:59.11%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times';serif;font-

size:10pt;margin:0pt;">Dividend yield </td><td style="vertical-align:bottom;white-space:nowrap;width:3.5%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.77%;background:#cceeff;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:6.45%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:4.98%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:7.74%;background:#cceeff;margin:0pt;padding:0pt;"> — </td><td style="vertical-align:bottom;white-space:nowrap;width:6.41%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:59.11%;margin:0pt;padding:0pt;"> Expected term (years) </td><td style="vertical-align:bottom;white-space:nowrap;width:3.5%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:11.77%;margin:0pt;padding:0pt;"> 0.5 </td><td style="vertical-align:bottom;white-space:nowrap;width:6.45%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:4.98%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:7.74%;margin:0pt;padding:0pt;"> 0.5 </td><td style="vertical-align:bottom;white-space:nowrap;width:6.41%;margin:0pt;padding:0pt;"> </td></tr></table>0.05240.04770.601.0600P0Y6MP0Y6M10000010000074751000000 12. Net loss per share Basic loss per common share is calculated by dividing net loss applicable to common stockholders by the weighted-average number of common shares outstanding during the period. For purposes of calculating net loss per share, weighted-average number of common shares outstanding includes the weighted average effect of the pre-funded warrants issued in June 2023, the exercise of which required little or no consideration for the delivery of shares of common stock. Diluted net loss per common share is calculated by increasing the denominator by the weighted-average number of additional shares that could have been outstanding from securities convertible into common stock, such as stock options, restricted stock units, and employee stock purchase plan shares (using the “treasury stock” method), and the 5.00% Convertible Senior Notes due 2048 (the “2018 Notes”), Series A Convertible Preferred Stock, and Series B Convertible Preferred Stock (using the “if-converted” method), unless their effect on net loss per share is anti-dilutive. The following potentially dilutive securities were excluded from the calculation of diluted net loss per share for the periods indicated because including them would have had an anti-dilutive effect: <table style="border-collapse:collapse;font-size:16pt;height:max-content;padding-left:0pt;padding-right:0pt;width:100%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:54.72%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.64%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.77%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.64%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.78%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.64%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.36%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.64%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.36%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:0.41%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:54.72%;background:#cceeff;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.64%;margin:0pt;padding:0pt;"> </td><td colspan="3" style="vertical-align:bottom;white-space:nowrap;width:21.2%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Three months ended June 30, </td><td style="vertical-align:bottom;white-space:nowrap;width:1.64%;margin:0pt;padding:0pt;"> </td><td colspan="3" style="vertical-align:bottom;white-space:nowrap;width:20.37%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> Six months ended June 30, </td><td style="vertical-align:bottom;white-space:nowrap;width:0.41%;margin:0pt;padding:0pt;"> </td></tr><tr><td style="vertical-align:bottom;width:54.72%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:1.64%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.77%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 2024 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.64%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.78%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 2023 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.64%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.36%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 2024 </td><td style="vertical-align:bottom;white-space:nowrap;width:1.64%;margin:0pt;padding:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.36%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"> 2023 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family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </td><td style="vertical-align:bottom;white-space:nowrap;width:9.36%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"> 7,230,144 </td><td style="vertical-align:bottom;white-space:nowrap;width:0.41%;background:#cceeff;margin:0pt;padding:0pt;"> </td></tr></table>
2219833200702322198332007023109833200702310980221423331098022142333348934897756739677567396833333833333833333833333423657042365704236570423657008955147232198332007023221983320070231098022142333310980221423333489348977567396775673968333338333338333338333334236570423657042365704236570895514723219833200702322198332007023109802214233331098022142333348934897756739677567396833333833333833333833333423657042365704236570423657089551472" style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 12pt 0pt;">13. License, collaboration and commercial agreements Secura On August 10, 2020, the Company and Secura signed the Secura APA and on September 30, 2020, the transaction closed. Pursuant to the Secura APA, the Company sold to Secura its exclusive worldwide license, including related assets, for the research, development, commercialization, and manufacture in oncology indications of products containing duvelisib. The sale included certain intellectual property related to duvelisib in oncology indications, certain existing duvelisib inventory, claims and rights under certain contracts pertaining to duvelisib. Pursuant to the Secura APA, Secura assumed all operational and financial responsibility for activities that were part of the Company's duvelisib oncology program, including all commercialization efforts related to duvelisib in the United States and Europe, as well as the Company's ongoing duvelisib clinical trials. Further, Secura assumed all obligations with existing collaboration partners developing and commercializing duvelisib, which include Yakult Honsha Co., Ltd. ("Yakult"), CSPC Pharmaceutical Group Limited ("CSPC"), and Sanofi. Additionally, Secura assumed all royalty payment obligations due under the amended and restated license agreement with Infinity Pharmaceuticals, Inc. Pursuant to the terms of the Secura APA, Secura has paid the Company an up-front payment of $70.0 million in September 2020 and has agreed to pay the Company (i) regulatory milestone payments up to $45.0 million, consisting of a payment of $35.0 million upon receipt of regulatory approval of COPIKTRA in the United States for the treatment of peripheral T-cell lymphoma and a payment of $10.0 million upon receipt of the first regulatory approval for the commercial sale of COPIKTRA in the European Union for the treatment of peripheral T-cell lymphoma, (ii) sales milestone payments of up to $50.0 million, consisting of $10.0 million when total worldwide net sales of COPIKTRA exceed $100.0 million, $15.0 million when total worldwide net sales of COPIKTRA exceed $200.0 million and $25.0 million when total worldwide net sales of COPIKTRA exceed $300.0 million, (iii) low double-digit royalties on the annual aggregate net sales above $100.0 million in the United States, European Union, and the United Kingdom of Great Britain and Northern Ireland and (iv) 50% of all royalty, milestone and sublicense revenue payments payable to Secura under the Company's existing license agreements with Sanofi, Yakult, and CSPC, and 50% of all royalty and milestone payments payable to Secura under any license or sublicense agreement entered into by Secura in certain jurisdictions. The Company evaluated the Secura APA in accordance with ASC 606 as the Company concluded that the counterparty, Secura, is a customer. The Company identified a bundled performance obligation consisting of delivery of the duvelisib global license and intellectual property, certain existing duvelisib inventory, certain duvelisib contracts and clinical trials, certain regulatory approvals, and certain regulatory documentation and books and records (the "Bundled Secura Performance Obligation"). The Company concluded that the duvelisib global license and intellectual property were not distinct within the context of the contract (i.e. separately identifiable) because the other assets including certain existing duvelisib inventory, certain duvelisib contracts and clinical trials, certain regulatory approval, and certain regulatory documentation and books and records do not have stand-alone value from other duvelisib global license and intellectual property and Secura could not benefit from them without the duvelisib global license and intellectual property. Consistent with the guidance under ASC 606-10-25-16A, the Company disregarded immaterial promised goods and services when determining performance obligations. The Company has determined that the upfront payment of $70.0 million, future potential milestone payments and royalties including from Secura's sublicensees should be allocated to the delivery of the Bundled Secura Performance Obligation. During the three and six months ended June 30, 2024, Secura achieved $100.0 million of total worldwide net sales of COPIKTRA which triggered a $10.0 million sales milestone payment to the Company under the Secura APA. The Company recognized $10.0 million of sale of COPIKTRA license and related assets revenue within the statements of operations and comprehensive loss for the three and six months ended June 30, 2024. The Company determined all other future potential milestones and royalties were excluded from the transaction price, as all other milestone amounts were fully constrained under the guidance as of June 30, 2024. As part of the Company's evaluation of the constraint, the Company considered several factors in determining whether there is significant uncertainty associated with the future events that would result in the milestone payments. Those factors included: the likelihood and magnitude of revenue reversals related to future milestones, the amount of variable consideration that is highly susceptible to factors outside of the Company's influence and the uncertainty about the consideration is not expected to be resolved for an extended period of time. All future potential milestone payments were fully constrained as the risk of significant revenue reversal related to these amounts has not yet been resolved. The Company received the $10.0 million milestone payment in July 2024.
70000000.045000000.035000000.010000000.050000000.010000000.0100000000.015000000.0200000000.025000000.0300000000.0100000000.00.500.5070000000.01000000 14. Income taxes The Company did not record a federal or state income tax provision or benefit for the three and six months ended June 30, 2024 or 2023, due to the expected loss before income taxes to be incurred for the years ended December 31, 2024 and 2023, as well as the Company's continued maintenance of a full valuation allowance against its net deferred tax assets.
0000 15. Commitments and contingencies The Company has no other commitments other than minimum lease payments as disclosed in Note 8, Leases. 0 16. Subsequent events The Company reviews all activity subsequent to the end of the quarter but prior to issuance of the condensed consolidated financial statements for events that could require disclosure or that could impact the carrying value of assets or liabilities as of the balance sheet date. The Company is not aware of any material subsequent events other the following: July 2024 Public Offering On June 23, 2024, the Company entered into an underwriting agreement with Guggenheim Securities, LLC and Cantor, as representatives of several underwriters to offer 13,333,334 shares of the Company's common stock and accompanying warrants to purchase up to 13,333,334 shares of its common stock at a combined offering price to the public of $3.00 per share and accompanying warrant. In lieu of common stock to certain investors, the Company offered pre-funded warrants to purchase up to an aggregate of 5,000,000 shares of its common stock and accompanying warrants to purchase up to 5,000,000 shares of its common stock at a combined offering price to the public of $2.999 per share of common stock underlying a pre-funded warrant and accompanying warrant, which represents the per share public offering price for the common stock less the $0.001 per share exercise price for each such share of common stock underlying the pre-funded warrants (the offering shares of common stock, pre-funded warrants, collectively, the "July 2024 Offering"). The pre-funded warrants do not expire. The warrants have an exercise price of $3.50 per share, are exercisable immediately and expire 18 months from the date of issuance. The warrants are exercisable, at the option of each holder, in whole or in part by delivering a duly executed exercise notice and by payment in full of the exercise price for the number of shares of common stock purchased upon such exercise. Cashless exercise of the warrants are limited to certain circumstances as defined within the warrant. The net proceeds from the offering, after deducting underwriting discounts and commissions and other estimated offering expenses, were approximately $51.1 million. The offering closed on July 25, 2024.
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