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Â 8 Item 2. Managementâ€™s Discussion and Analysis of Financial Condition and Results of Operations Â 24 Item 3. Quantitative and Qualitative Disclosures about Market Risk Â 38 Item 4. Controls and Procedures Â 38 Â Â Â PART II. OTHER INFORMATION Â Â Â Â Â Item 1. Legal Proceedings Â 40 Item 1A. Risk Factors Â 40 Item 2. Unregistered Sales of Equity Securities and Use of Proceeds Â 90 Item 3. Defaults Upon Senior Securities Â 90 Item 4. Mine Safety Disclosures Â 90 Item 5. Other Information Â 90 Item 6. Exhibits Â 91 Signatures Â 92 Â 1 Table of Contents Â SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS This Quarterly Report on Form 10-Q contains forward-looking statements about us and our industry that involve substantial risks and uncertainties. All statements other than statements of historical facts contained in this Quarterly Report on Form 10-Q including statements regarding our future results of operations or financial condition, business strategy, plans and objectives of management for future operations, are forward-looking statements. In some cases, you can identify forward-looking statements because they contain words such as â€œanticipate,â€ â€œbelieve,â€ â€œcontemplate,â€ â€œcontinue,â€ â€œcould,â€ â€œestimate,â€ â€œexpect,â€ â€œintend,â€ â€œmay,â€ â€œplan,â€ â€œpotential,â€ â€œpredict,â€ â€œproject,â€ â€œshould,â€ â€œtarget,â€ â€œwillâ€ or â€œwouldâ€ or the negative of these words or other similar terms or expressions. These forward-looking statements include, but are not limited to, statements concerning the following: â€¢our expectations regarding the timing, scope and results of our development activities, including our ongoing and planned clinical trials; â€¢the timing of and plans for regulatory filings; â€¢our plans to obtain and maintain regulatory approvals of our product candidates in any of the indications for which we plan to develop them, and any related restrictions, limitations, and/or warnings in the label of an approved product candidate; â€¢the potential benefits of our product candidates and technologies; â€¢our expectations regarding the use of our platform technologies to generate novel product candidates; â€¢the market opportunities for our product candidates and our ability to maximize those opportunities; â€¢our business strategies and goals; â€¢estimates of our expenses, capital requirements, any future revenue, and need for additional financing; â€¢our expectations regarding manufacturing capabilities and plans, including the operation of our clinical manufacturing facility; â€¢the performance of our third-party suppliers and manufacturers; â€¢our ability to attract and/or retain new and existing collaborators with development, regulatory, manufacturing and commercialization expertise and our expectations regarding the potential benefits to be derived from such collaborations; â€¢our expectations regarding our ability to obtain and maintain intellectual property protection for our platform technologies and product candidates and our ability to operate our business without infringing on the intellectual property rights of others; â€¢our expectations regarding developments and projections relating to our competitors, competing therapies that are or become available, and our industry; â€¢acts of terrorism, war and global conflicts, such as the Russia and Ukraine conflict, and the conflict in the Middle East, and the potential impact they may have on supply chains, the availability, and prices, of commodities, inflationary pressure and the overall U.S. and global financial markets; â€¢financial conditions within the banking industry, liquidity levels, and responses by the Federal Reserve, Department of the Treasury, and the Federal Deposit Insurance Corporation to address these issues; â€¢future changes in or impact of law and regulations in the United States and foreign countries; and â€¢the sufficiency of our existing cash, cash equivalents and short-term investments to fund our operations. We have based these forward-looking statements on our current expectations and projections about future events and trends that we believe may affect our financial condition, results of operations, strategy, short- and long-term business operations and objectives and financial needs. These forward-looking statements are subject to a number of risks, uncertainties and assumptions, including those described in the section titled â€œRisk Factorsâ€ and elsewhere in this Quarterly Report on Form 10-Q. Moreover, we operate in a very competitive and rapidly changing environment. New risks emerge from time to time. It is not possible for our management to predict all risks, nor can we assess the impact of all factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements we may make. In light of these risks, uncertainties and assumptions, the forward-looking events and circumstances discussed in this Quarterly Report on Form 10-Q may not occur and actual results could differ materially and adversely from those anticipated or implied in the forward-looking statements. 2 Table of Contents Â You should not rely upon forward-looking statements as predictions of future events. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee that the future results, advancements, discoveries, levels of activity, performance or events and circumstances reflected in the forward-looking statements will be achieved or occur. Moreover, except as required by law, neither we nor any other person assumes responsibility for the accuracy and completeness of the forward-looking statements. We undertake no obligation to update publicly any forward-looking statements for any reason after the date of this Quarterly Report on Form 10-Q to conform these statements to actual results or to changes in our expectations. Unless the context otherwise indicates, references in this Quarterly Report on Form 10-Q to the terms â€œPoseidaâ€, â€œthe Company,â€ â€œwe,â€ â€œourâ€ and â€œusâ€ refer to Poseida Therapeutics, Inc. We regularly make material business and financial information available to our investors using our investor relations website (https://investors.poseida.com). We therefore encourage investors and others interested in Poseida to review the information that we make available on our website, in addition to following our filings with the Securities and Exchange Commission, or the SEC, press releases and conference calls. 3 Table of Contents Â PART I. FINANCIAL INFORMATION Item 1. Financial Statements Â POSEIDA THERAPEUTICS, INC. Condensed Consolidated Balance Sheets (In thousands, except share and par value amounts) Â Â Â September 30, Â Â December 31, Â Â Â 2024 Â Â 2023 Â Â Â (Unaudited) Â Â Â Â Assets Â Â Â Â Â Â Â Current assets: Â Â Â Â Â Â Â Cash and cash equivalents Â $ 49,340 Â Â $ 44,472 Â Short-term investments Â Â 181,512 Â Â Â 167,730 Â Accounts receivable Â Â 14,749 Â Â Â 9,010 Â Prepaid expenses and other current assets Â Â 5,103 Â Â Â 5,263 Â Total current assets Â Â 250,704 Â Â Â 226,475 Â Property and equipment, net Â Â 17,366 Â Â Â 19,055 Â Operating lease right-of-use assets Â Â 19,054 Â Â Â 21,726 Â Intangible assets, net Â Â 1,320 Â Â Â 1,320 Â Goodwill Â Â 4,228 Â Â Â 4,228 Â Other long-term assets Â Â 905 Â Â Â 1,081 Â Total assets Â $ 293,577 Â Â $ 273,885 Â Liabilities and Stockholdersâ€™ Equity Â Â Â Â Â Â Â Current liabilities: Â Â Â Â Â Â Â Accounts payable Â $ 5,197 Â Â $ 3,267 Â Accrued expenses and other liabilities Â Â 29,714 Â Â Â 31,092 Â Operating lease liabilities, current Â Â 6,085 Â Â Â 5,951 Â Deferred revenue, current Â Â 37,273 Â Â Â 31,008 Â Total current liabilities Â Â 78,269 Â Â Â 71,318 Â Term debt Â Â 58,908 Â Â Â 58,590 Â Deferred revenue, non-current Â Â 48,402 Â Â Â 16,780 Â Operating lease liabilities, non-current Â Â 17,734 Â Â Â 20,882 Â Other long-term liabilities Â Â 3,053 Â Â Â 2,614 Â Total liabilities Â Â 206,366 Â Â Â 170,184 Â CommitmentsÂ and Contingencies (Note 12) Â Â Â Â Â Â Â Stockholdersâ€™ equity: Â Â Â Â Â Â Â Common stock, $0.0001Â par value: 250,000,000Â shares authorized at September 30, 2024 and December 31, 2023; 97,411,571Â and 95,636,553Â shares issued and outstanding at September 30, 2024 and December 31, 2023, respectively Â Â 10 Â Â Â 10 Â Additional paid-in capital Â Â 716,526 Â Â Â 697,856 Â Accumulated other comprehensive income Â Â 376 Â Â Â 126 Â Accumulated deficit Â Â (629,701) Â Â (594,291) Total stockholdersâ€™ equity Â Â 87,211 Â Â Â 103,701 Â Total liabilities and stockholdersâ€™ equity Â $ 293,577 Â Â $ 273,885 Â Â The accompanying notes are an integral part of these unaudited condensed consolidated financial statements. 4 Table of Contents Â POSEIDA THERAPEUTICS, INC. Condensed Consolidated Statements of Operations and Comprehensive Income (Loss) (In thousands, except share and per share amounts) (Unaudited) Â Â Â Three Months EndedSeptember 30, Â Â Nine Months EndedSeptember 30, Â Â Â 2024 Â Â 2023 Â Â 2024 Â Â Â 2023 Â Revenue: Â Â Â Â Â Â Â Â Â Â Â Â Collaboration revenue Â $ 71,748 Â Â $ 9,352 Â Â $ 125,863 Â Â $ 39,708 Â Total revenue Â Â 71,748 Â Â Â 9,352 Â Â Â 125,863 Â Â Â 39,708 Â Operating expenses: Â Â Â Â Â Â Â Â Â Â Â Â Research and development Â Â 41,914 Â Â Â 37,482 Â Â Â 130,382 Â Â Â 114,727 Â General and administrative Â Â 10,092 Â Â Â 8,092 Â Â Â 32,072 Â Â Â 28,576 Â Total operating expenses Â Â 52,006 Â Â Â 45,574 Â Â Â 162,454 Â Â Â 143,303 Â Income (loss) from operations Â Â 19,742 Â Â Â (36,222) Â Â (36,591) Â Â (103,595) Other income (expense): Â Â Â Â Â Â Â Â Â Â Â Â Interest expense Â Â (2,295) Â Â (2,236) Â Â (6,807) Â Â (6,404) Other income, net Â Â 2,831 Â Â Â 6,787 Â Â Â 8,031 Â Â Â 12,025 Â Net income (loss) before income tax Â $ 20,278 Â Â Â (31,671) Â Â (35,367) Â Â (97,974) Income tax expense Â Â (43) Â Â (107) Â Â (43) Â Â (107) Net income (loss) Â $ 20,235 Â Â $ (31,778) Â $ (35,410) Â $ (98,081) Â Â Â Â Â Â Â Â Â Â Â Â Other comprehensive income (loss): Â Â Â Â Â Â Â Â Â Â Â Â Unrealized gain (loss) on short-term investments Â Â 458 Â Â Â 80 Â Â Â 250 Â Â Â (51) Comprehensive income (loss) Â $ 20,693 Â Â $ (31,698) Â $ (35,160) Â $ (98,132) Â Â Â Â Â Â Â Â Â Â Â Â Net income (loss) per share attributable to common stockholders, basic and diluted Â $ 0.21 Â Â $ (0.35) Â $ (0.37) Â $ (1.11) Weighted-average number of shares outstanding, basic Â Â 97,160,467 Â Â Â 91,898,347 Â Â Â 96,716,649 Â Â Â 88,321,943 Â Weighted-average number of shares outstanding, diluted Â Â 98,219,947 Â Â Â 91,898,347 Â Â Â 96,716,649 Â Â Â 88,321,943 Â The accompanying notes are an integral part of these unaudited condensed consolidated financial statements. 5 Table of Contents Â POSEIDA THERAPEUTICS, INC. Condensed Consolidated Statements of Changes in Stockholdersâ€™ Equity (In thousands, except share amounts) (Unaudited) Â Â Â CommonStock Â Â AdditionalPaid-In Â Â AccumulatedOtherComprehensive Â Â Accumulated Â Â TotalStockholdersâ€™ Â Â Â Shares Â Â Amount Â Â Capital Â Â Income (Loss) Â Â Deficit Â Â Equity Â Balance at December 31, 2023 Â Â 95,636,553 Â Â $ 10 Â Â $ 697,856 Â Â $ 126 Â Â $ (594,291) Â $ 103,701 Â Issuance of common stock under employee stock compensation plans, net of tax withholdings Â Â 1,161,456 Â Â Â Â â€” Â Â Â (43) Â Â â€” Â Â Â (43) Stock-based compensation expense Â Â â€” Â Â Â 5,383 Â Â Â â€” Â Â Â â€” Â Â Â 5,383 Â Unrealized loss on available-for-sale securities Â Â â€” Â Â Â â€” Â Â Â (173) Â Â â€” Â Â Â (173) Net loss Â Â â€” Â Â Â â€” Â Â Â (24,274) Â Â (24,274) Balance at March 31, 2024 Â Â 96,798,009 Â Â $ 10 Â Â $ 703,196 Â Â $ (47) Â $ (618,565) Â $ 84,594 Â Issuance of common stock under employee stock compensation plans, net of tax withholdings Â Â 282,808 Â Â Â Â â€” Â Â Â Â â€” Â Â Â Â â€” Â Â Â Â Stock-based compensation expense Â Â â€” Â Â Â 7,629 Â Â Â â€” Â Â Â â€” Â Â Â 7,629 Â Unrealized loss on available-for-sale securities Â Â â€” Â Â Â â€” Â Â Â (35) Â Â â€” Â Â Â (35) Net loss Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â (31,371) Â Â (31,371) Balance at June 30, 2024 Â Â 97,080,817 Â Â $ 10 Â Â $ 710,825 Â Â $ (82) Â $ (649,936) Â $ 60,817 Â Issuance of common stock under employee stock compensation plans, net of tax withholdings Â Â 330,754 Â Â Â Â â€” Â Â Â 742 Â Â Â Â â€” Â Â Â 742 Â Stock-based compensation expense Â Â â€” Â Â Â 4,959 Â Â Â â€” Â Â Â â€” Â Â Â 4,959 Â Unrealized gain on available-for-sale securities Â Â â€” Â Â Â â€” Â Â Â 458 Â Â Â â€” Â Â Â 458 Â Net income Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â 20,235 Â Â Â 20,235 Â Balance at September 30, 2024 Â Â 97,411,571 Â Â $ 10 Â Â $ 716,526 Â Â $ 376 Â Â $ (629,701) Â $ 87,211 Â Â Â Â CommonStock Â Â AdditionalPaid-In Â Â AccumulatedOtherComprehensive Â Â Accumulated Â Â TotalStockholdersâ€™ Â Â Â Shares Â Â Amount Â Â Capital Â Â Income (Loss) Â Â Deficit Â Â Equity Â Balance at December 31, 2022 Â Â 85,964,161 Â Â $ 9 Â Â $ 658,596 Â Â $ (149) Â $ (470,861) Â $ 187,595 Â Issuance of common stock under employee stock compensation plans, net of tax withholdings Â Â 675,726 Â Â Â Â â€” Â Â Â 258 Â Â Â Â â€” Â Â Â â€” Â Â Â 258 Â Issuance of common stock through ATM, net of issuance costs Â Â 119,000 Â Â Â Â â€” Â Â Â 928 Â Â Â Â â€” Â Â Â Â â€” Â Â Â 928 Â Â Â Â â€” Â Â Â Â â€” Â Â Â 7,480 Â Â Â Â â€” Â Â Â â€” Â Â Â 7,480 Â Unrealized gain on available-for-sale securities Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â 151 Â Â Â â€” Â Â Â 151 Â Net loss Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â (38,847) Â Â (38,847) Balance at March 31, 2023 Â Â 86,758,887 Â Â $ 9 Â Â $ 667,262 Â Â $ 2 Â Â $ (509,708) Â $ 157,565 Â Issuance of common stock under employee stock compensation plans, net of tax withholdings Â Â 119,454 Â Â Â Â â€” Â Â Â Â â€” Â Â Â Â â€” Â Â Â Â Stock-based compensation expense Â Â â€” Â Â Â 5,474 Â Â Â â€” Â Â Â â€” Â Â Â 5,474 Â Unrealized loss on available-for-sale securities Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â (282) Â Â â€” Â Â Â (282) Net loss Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â (27,456) Â Â (27,456) Balance at June 30, 2023 Â Â 86,878,341 Â Â $ 9 Â Â $ 672,736 Â Â $ (280) Â $ (537,164) Â $ 135,301 Â Issuance of common stock under employee stock compensation plans, net of tax withholdings Â Â 361,852 Â Â Â Â â€” Â Â Â 523 Â Â Â Â â€” Â Â Â 523 Â Issuance of common stock through private placement Â Â 8,333,333 Â Â Â 1 Â Â Â 14,416 Â Â Â â€” Â Â Â â€” Â Â Â 14,417 Â Stock-based compensation expense Â Â â€” Â Â Â 5,117 Â Â Â â€” Â Â Â â€” Â Â Â 5,117 Â Unrealized gain on available-for-sale securities Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â 80 Â Â Â Â â€” Â Â Â 80 Â Net loss Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â (31,778) Â Â (31,778) Balance at September 30, 2023 Â Â 95,573,526 Â Â $ 10 Â Â $ 692,792 Â Â $ (200) Â $ (568,942) Â $ 123,660 Â Â The accompanying notes are an integral part of these unaudited condensed consolidated financial statements. 6 Table of Contents Â POSEIDA THERAPEUTICS, INC. Condensed Consolidated Statements of Cash Flows (In thousands) (Unaudited) Â Â Â Nine Months Ended September 30, Â Â Â 2024 Â Â 2023 Â Operating Activities: Â Â Â Â Â Â Â Net loss Â $ (35,410) Â $ (98,081) Adjustments to reconcile net loss to net cash used in operating activities: Â Â Â Â Â Â Depreciation and amortization expense Â Â 4,048 Â Â Â 4,179 Â Stock-based compensation Â Â 17,971 Â Â Â 18,071 Â Accretion of discount on issued term debt Â Â 757 Â Â Â 575 Â Accretion of discount on short-term investments, net Â Â (5,455) Â Â (6,218) Write off of deferred CIRM grant liability Â Â â€” Â Â Â (3,992) Changes in operating assets and liabilities: Â Â Â Â Â Â Â Accounts receivable Â Â (5,739) Â Â 415 Â Prepaid expenses and other current assets Â Â (159) Â Â 1,596 Â Operating lease right-of-use assets Â Â 2,672 Â Â Â 2,514 Â Other long-term assets Â Â 176 Â Â Â (30) Accounts payable Â Â 1,930 Â Â Â 302 Â Accrued expenses and other liabilities Â Â (1,943) Â Â (2,563) Operating lease liabilities Â Â (3,014) Â Â (2,732) Deferred revenue Â Â 37,887 Â Â Â 22,541 Â Net cash provided by (used in) operating activities Â Â 13,721 Â Â Â (63,423) Investing Activities: Â Â Â Â Â Â Â Purchases of property and equipment Â Â (1,794) Â Â (2,757) Purchases of short-term investments Â Â (187,758) Â Â (215,822) Proceeds from maturities of short-term investments Â Â 180,000 Â Â Â 210,000 Â Net cash used in investing activities Â Â (9,552) Â Â (8,579) Financing Activities: Â Â Â Â Â Â Â Proceeds from issuance of common stock under employee stock compensation plans Â Â 1,291 Â Â Â 1,276 Â Payment of taxes related to net share settlement of equity awards Â Â (592) Â Â (494) Proceeds from issuance of common stock through ATM offering, net of issuance costs Â Â â€” Â Â Â 928 Â Proceeds from private placement of common stock Â Â â€” Â Â Â 14,417 Â Net cash provided by financing activities Â Â 699 Â Â Â 16,127 Â Net increase (decrease) in cash and cash equivalents Â Â 4,868 Â Â Â (55,875) Cash and cash equivalents at beginning of period Â Â 44,472 Â Â Â 81,378 Â Cash and cash equivalents at end of period Â $ 49,340 Â Â $ 25,503 Â Â Â Â Â Â Â Non-cash operating, investing and financing activities: Â Â Â Â Â Â Â Purchases of property and equipment included in accounts payable andÂ Â Â accrued liabilities Â $ 585 Â Â $ 220 Â Â Â Â Â Â Â Supplemental disclosure of cash flow information: Â Â Â Â Â Â Â Interest paid Â $ 6,079 Â Â $ 5,786 Â Â The accompanying notes are an integral part of these unaudited condensed consolidated financial statements. 7 Table of Contents Â Note 1. Nature of Business and Basis of PresentationNature of OperationsPoseida Therapeutics, Inc. (the â€œCompanyâ€ or â€œPoseidaâ€) is a clinical-stage cell therapy and genetic medicines company advancing a new class of treatments for patients with cancer and rare diseases. The Company has discovered and is developing a broad portfolio of product candidates in a variety of indications based on its core proprietary platforms, including its non-viral, transposon-based DNA delivery system, Cas-CLOVER Site-specific Gene Editing System and nanoparticle-based gene delivery technologies.The Company is subject to risks and uncertainties common to development-stage companies in the biotechnology industry, including, but not limited to, development by competitors of new technological innovations, dependence on key personnel, protection of proprietary technology, compliance with government regulations and the ability to secure additional capital to fund operations. Product candidates currently under development will require significant additional research and development efforts, including extensive preclinical and clinical testing and regulatory approval prior to commercialization. These efforts require significant amounts of additional capital, adequate personnel and infrastructure and extensive compliance-reporting capabilities. Even if the Companyâ€™s therapeutic development efforts are successful, it is uncertain when, if ever, the Company will realize significant revenue from product sales.Liquidity and Capital ResourcesThe Company has experienced net losses and negative cash flows from operations since its inception and has relied on its ability to fund its operations primarily through equity and debt financings and strategic collaborations. For the nine months ended September 30, 2024, the Company incurred a net loss of $35.4 million and positive cash flows from operations of $13.7 million. The Company expects it will continue to incur net losses and will incur negative cash flows from operations for at least the next several years. As of September 30, 2024, the Company had an accumulated deficit of $629.7 million.The Company expects that its cash, cash equivalents and short-term investments as of September 30, 2024 of $230.9 million will be sufficient to fund its operations for at least the next twelve months from the date of issuance of these condensed consolidated financial statements. In the long term, the Company will need additional financing to support its continuing operations and pursue its business strategy. Until such time as the Company can generate significant revenue from product sales, if ever, it expects to finance its operations through a combination of equity offerings, debt financings, collaborations, strategic alliances, and licensing arrangements. The Company may be unable to raise additional funds or enter into such other agreements when needed on favorable terms or at all. The inability to raise capital as and when needed would have a negative impact on the Companyâ€™s financial condition and its ability to pursue its business strategy. The Company will need to generate significant revenue to achieve profitability, and it may never do so.Basis of Presentation and ConsolidationThe accompanying condensed consolidated financial statements reflect the Companyâ€™s financial position, results of operations and cash flows, in conformity with generally accepted accounting principles in the United States of America (â€œGAAPâ€), for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. The accompanying condensed consolidated financial statements include the accounts of Poseida Therapeutics, Inc. and its wholly

owned subsidiary. All intercompany transactions and balances have been eliminated. These unaudited condensed consolidated financial statements reflect all adjustments that are, in the opinion of management, necessary to fairly state the financial position and the results of its operations and cash flows for interim periods presented. Interim-period results are not necessarily indicative of results of operations or cash flows for a full year or any subsequent interim period. The accompanying condensed consolidated financial statements should be read in conjunction with the Companyâ€™s audited consolidated financial statements and notes thereto included 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 (â€œSECâ€) on March 7, 2024 from which the Company derived its condensed consolidated balance sheet as of December 31, 2023. We have reclassified certain amounts previously reported in our financial statements to conform to the current presentation.Risk and UncertaintiesGlobal events such as the conflict in the Middle East, Russiaâ€™s invasion of Ukraine and the retaliatory measures that have been taken, or could be taken in the future, by the United States, NATO, and other countries have created global security concerns that could result in a regional conflict and otherwise have a lasting impact on regional and global economies, any or all of which could disrupt the Companyâ€™s supply chain and adversely affect its ability to conduct ongoing and future clinical trials of the Companyâ€™s product candidates. The extent to which any such ongoing or future conflict ultimately impacts the Companyâ€™s business is highly uncertain and cannot be predicted with confidence at this time. 8 Table of Contents Â Note 2. Summary of Significant Accounting PoliciesUse of EstimatesThe preparation of consolidated financial statements in conformity with GAAP requires the Company to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. On an ongoing basis, the Company evaluates its estimates, which include, but are not limited to, estimates related to revenue, accrued expenses, research and development expenses, stock-based compensation expense and deferred tax valuation allowances. The Company bases its estimates on historical experience and other market-specific or relevant assumptions that it believes to be reasonable under the circumstances. Actual results may differ from those estimates or assumptions.Cash, Cash Equivalents and Short-term InvestmentsThe Company considers all highly liquid investments purchased with original final maturities of 90 days or less from the date of purchase to be cash equivalents. Cash and cash equivalents consist of deposits with financial institutions and marketable securities. Investments with a remaining maturity when purchased of greater than three months are classified as short-term investments in the consolidated balance sheet and consist primarily of U.S. Treasury and other government agency obligations. As the Companyâ€™s entire investment portfolio is considered available for use in current operations, the Company classifies all investments as available-for-sale and as current assets, even though the stated maturity date may be one year or more beyond the current consolidated balance sheet date, which reflects managementâ€™s intention to use the proceeds from sales of these securities to fund its operations, as necessary.Concentration of Business RiskThe Company operates in one reportable business segment and has two customers. The Company relies, and expects to continue to rely, on a small number of vendors to manufacture supplies and materials for its development programs. These programs could be adversely affected by a significant interruption in these manufacturing services.Concentration of Credit RiskFinancial instruments, which potentially subject the Company to a significant concentration of credit risk, consist primarily of cash and cash equivalents and short-term investments. The Company maintains deposits in federally insured financial institutions in excess of federally insured limits. The Company has not experienced any losses in such accounts and management believes that the Company is not exposed to significant credit risk due to the financial position of the depository institutions in which those deposits and investments are held. The Company invests exclusively in securities issued by the U.S. government or U.S. government agencies, or in money-market funds. The Company maintains an investment policy with investment objectives to preserve principal, achieve liquidity requirements, and safeguard funds. For these reasons, management believes that the Company is not exposed to significant credit risk.Revenue RecognitionThe Companyâ€™s revenues to date have been generated primarily through collaboration and license agreements. The Companyâ€™s collaboration and license agreements may contain multiple elements including intellectual property licenses and research, and development services. Consideration the Company receives under these arrangements may include upfront payments, research and development funding, cost reimbursements, research, development, regulatory and commercial milestone payments, and royalty payments.The Company applies Accounting Standard Codification Topic 606, Revenue from Contracts with Customers (â€œASC 606â€), issued by the Financial Accounting Standards Board (â€œFASBâ€) to account for its contracts with customers. Under ASC 606, revenue is recognized when a customer obtains control of promised goods or services. The amount of revenue recognized reflects the consideration that the Company expects to be entitled to receive in exchange for these services. The Company analyzes the nature of these performance obligations in the context of individual collaboration and license agreements in order to assess the distinct performance obligations. The Company evaluates its contracts with customers for proper classification in the consolidated statements of operations and comprehensive loss based on the nature of the underlying activity. Transactions with customers recorded in the Companyâ€™s consolidated statements of operations and comprehensive loss are recorded on either a gross or net basis, depending on the characteristics of the collaborative relationship.To determine revenue recognition for arrangements within the scope of ASC 606, the Company performs the following five steps: (i) identify the contract with a customer; (ii) identify the performance obligations in the contract; (iii) determine the transaction price, including variable consideration, if any; (iv) allocate the transaction price to the performance obligations in the contract; and (v) 9 Table of Contents Â recognize revenue when (or as) the entity satisfies a performance obligation. The Company only applies the five-step model to contracts when it is probable that it will collect the consideration to which it is entitled in exchange for the goods or services it transfers to the customer. The Company allocates the transaction price to individual performance obligations on their relative standalone selling price basis. Standalone selling prices are based on observable prices at which the Company separately sells the products or services. If a standalone selling price is not directly observable, then the Company estimates the standalone selling price considering market conditions and entity-specific factors including, but not limited to, features and functionality of the products and services.For each agreement entered into, including licenses granted upon the exercise of license options, the Company determines the contract term for purposes of applying the requirements of ASC 606. Generally, the Companyâ€™s agreements are terminable at the option of the licensee with advance notice. The Company evaluates these termination rights to determine the contract term and whether a substantive termination penalty would be incurred by the licensee upon termination. If the licensee incurs a substantive termination penalty upon termination, the contract term for revenue recognition purposes is generally equal to the stated term of the agreement, which many times is equal to the research term. Alternatively, if the licensee does not incur a substantive termination penalty upon termination, the contract term for revenue recognition purposes may be shorter than the stated term of the agreement, in which case the termination rights may be accounted for as contract renewal options. The determination of whether a substantive termination penalty is associated with the termination rights requires significant judgment. In making this determination, the Company considers, among other things, the nature of the rights that would be returned to the Company upon termination, exclusivity rights, stage of development of the licensed products, payment terms, including the amount and timing of non-refundable or guaranteed payments, and the business purpose of the termination rights granted.If the customer options are determined to represent a material right, the material right is recognized as a separate performance obligation at the outset of the arrangement. The Company allocates the transaction price to material rights based on the standalone selling price. As a practical alternative to estimating the standalone selling price when the goods or services are both (i) similar to the original goods and services in the contract and (ii) provided in accordance with the terms of the original contract, the Company allocates the total amount of consideration expected to be received from the customer to the total goods or services expected to be provided to the customer.The Company receives payments from its collaborators based on terms established in each contract. Upfront payments and other payments may require deferral of revenue recognition to a future period until the Company satisfies its performance obligations under the contract.Comprehensive Income (Loss)Comprehensive income (loss) is defined as the change in equity during a period from transactions and other events and circumstances from non-owner sources, including unrealized gains and losses on short-term investments. Comprehensive gains (losses) have been reflected in the unaudited condensed consolidated statements of operations and comprehensive income (loss) for all periods presented.Emerging Growth Company StatusThe Company is an emerging growth company, as defined in the Jumpstart Our Business Startups Act of 2012 (the â€œJOBS Actâ€). Under the JOBS Act, emerging growth companies can delay adopting new or revised accounting standards issued subsequent to the enactment of the JOBS Act until such time as those standards apply to private companies. The Company has elected to use this extended transition period for complying with new or revised accounting standards that have different effective dates for public and private companies until the earlier of the date that it (i) is no longer an emerging growth company or (ii) affirmatively and irrevocably opts out of the extended transition period provided in the JOBS Act. As a result, these condensed consolidated financial statements may not be comparable to companies that comply with the new or revised accounting pronouncements as of public company effective dates. 10 Table of Contents Â Note 3. Composition of Certain Balance Sheet ComponentsProperty and equipment, netProperty and equipment, net consisted of the following (in thousands): Â Â Â September 30, Â Â December 31, Â Â Â 2024 Â Â 2023 Â Laboratory equipment Â $ 23,487 Â Â $ 21,271 Â Leasehold improvements Â Â 14,172 Â Â Â 14,113 Â Computer equipment and software Â Â 1,355 Â Â Â 1,355 Â Furniture and fixtures Â Â 1,204 Â Â Â 1,125 Â Total property and equipment Â Â 40,218 Â Â Â 37,864 Â Less: Accumulated depreciation and amortization Â Â (22,852) Â Â (18,809) Total property and equipment, net Â $ 17,366 Â Â $ 19,055 Â Â Depreciation and amortization expense associated with property and equipment was $1.3 million and $4.0 million for the three and nine months ended September 30, 2024, respectively, and $1.4 million and $4.2 million for the three and nine months ended September 30, 2023, respectively.Accrued expenses and other liabilitiesAccrued expenses and other liabilities consisted of the following (in thousands): Â Â Â September 30, Â Â December 31, Â Â Â 2024 Â Â 2023 Â Contract research services Â $ 16,054 Â Â $ 14,621 Â Payroll and related expense Â Â 9,320 Â Â Â 13,076 Â Other Â Â 4,340 Â Â Â 3,395 Â Total accrued expenses and other liabilities Â $ 29,714 Â Â $ 31,092 Â Â Note 4. Financial InstrumentsThe following table summarizes the amortized cost and fair value of available-for-sale securities (in thousands):Â Â Â Maturity Â AmortizedCost Â Â UnrealizedGains Â Â UnrealizedLosses Â Â Fair Value Â At September 30, 2024: Â Â Â

occur of (i) the 18-month anniversary of the Closing Date, (ii) such time that Astellas owns fewer than 8,000,000 shares of common stock (subject to adjustment for any stock splits, stock dividends or recapitalizations) and (iii) the consummation of a Change in Control.Revenue RecognitionThe Securities Purchase Agreement and the Registration Rights Agreement are not within the scope of ASC 606 and were accounted for as an equity issuance with the deemed fair value of the shares issued scoped out of the transaction price. See Note 10 for further detail of the equity issuance. The rights granted under the Astellas Strategic Rights Letter were assessed under ASC 606, as the agreement represents a contract with a customer. The rights were deemed to not transfer any control to Astellas but give Astellas a right in the future, as all or a portion of the Upfront Payment of $25.0 million is creditable to Astellas towards a future potential transaction within the restrictions and time frames specified in the letter. Therefore, the full amount allocated to the rights is treated as a non-refundable payment. The Company recorded the issuance of common stock at its estimated fair value on the date of issuance of $14.4 million, which reflects a discount for the lack of marketability (â€œDLOMâ€) of the shares. The DLOM was applied due to the inability to trade the shares until they are registered. The $10.6 million difference between the $25.0 million paid by Astellas for the Securities Purchase Agreement and the fair market value of shares issued was allocated to the rights granted under the Astellas Strategic Rights Letter for a total amount allocable of $35.6 million. The amount will be recognized when the likelihood of Astellas exercising its remaining rights becomes remote, or when the proportionate amount of the tiered creditable amounts expire.The Company recognized $11.9 million and $23.7 million of revenue from the Astellas Strategic Agreements for the three and nine months ended September 30, 2024, respectively. The Company has $11.9 million of deferred revenue on its condensed consolidated balance sheet as of September 30, 2024, expected to be recognized by February 2025. 13 Table of Contents Â Note 7. Collaboration and License AgreementsRocheTerms of the AgreementIn July 2022, the Company entered into a collaboration and license agreement (the â€œRoche Collaboration Agreementâ€) with F. Hoffmann-La Roche Ltd and Hoffmann-La Roche Inc. (collectively, â€œRocheâ€), pursuant to which the Company granted to Roche: (i) an exclusive, worldwide license under certain Company intellectual property to develop, manufacture and commercialize allogeneic CAR-T cell therapy products from each of the Companyâ€™s existing P-BCMA-ALLO1 and P-CD19CD20-ALLO1 programs (each a â€œTier 1 Programâ€); (ii) an exclusive option to acquire an exclusive, worldwide license under certain Company intellectual property to develop, manufacture and commercialize allogeneic CAR-T cell therapy products from each of the Companyâ€™s existing P-BCMACD19-ALLO1 and P-CD70-ALLO1 programs (each, a â€œTier 2 Programâ€); (iii) an exclusive license under certain Company intellectual property to develop, manufacture and commercialize allogeneic CAR-T cell therapy products from the up to six Collaboration Programs (as defined below) designated by Roche; (iv) an option for a non-exclusive, commercial license under certain limited Company intellectual property to develop, manufacture and commercialize certain Roche proprietary cell therapy products for up to three solid tumor targets to be identified by Roche (â€œLicensed Productsâ€); and (v) the right of first offer for two (2) early-stage existing programs within hematologic malignancies. The Roche Collaboration Agreement became effective in September 2022 upon expiration of the applicable waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended.For each Tier 1 Program, the Company will perform development activities through a Phase 1 dose escalation clinical trial, and Roche is obligated to reimburse a specified percentage of certain costs incurred by the Company in its performance of such activities, up to a specified reimbursement cap for each Tier 1 Program. For Tier 1 Program activities beyond the specified reimbursement cap, Roche is obligated to reimburse all costs incurred for the program. For each Tier 2 Program, the Company will perform research and development activities either through selection of a development candidate for Investigational New Drug Application (â€œINDâ€)-enabling studies or, subject to Rocheâ€™s election and payment of an option maintenance fee, through completion of a Phase 1 dose escalation clinical trial. In addition, for each Tier 2 Program for which Roche exercises its option for an exclusive license, Roche is obligated to pay an option exercise fee. For each Tier 1 Program and Tier 2 Program, the Company will perform manufacturing activities until the completion of a technology transfer to Roche. The parties are conducting an initial two-year research program to explore and preclinically test a specified number of agreed-upon next generation therapeutic concepts relating to allogeneic CAR-T cell therapies. Subject to Rocheâ€™s election and payment of a specified fee, the parties would subsequently conduct a second research program of 18 months under which the parties could extend the existing work being performed under the initial term, and/or would explore and preclinically test a specified number of additional agreed-upon next generation therapeutic concepts relating to allogeneic CAR-T therapies. Roche may designate up to six heme malignancy-directed, allogeneic CAR-T programs from the two research programs, for each of which the Company will perform research and development activities through selection of a development candidate for IND-enabling activities (each, a â€œCollaboration Programâ€). Upon its designation of each Collaboration Program, Roche is obligated to pay a designation fee. After the Companyâ€™s completion of lead optimization activities for a Collaboration Program, Roche may elect to transition such program to Roche with a payment to the Company or terminate it. Alternatively, Roche may elect, for a limited number of Collaboration Programs, to have the Company conduct certain additional development and manufacturing activities through the completion of a Phase 1 dose escalation clinical trial, in which case Roche will pay certain milestones and reimburse a specified percentage of the Companyâ€™s costs incurred in connection with such development and manufacturing activities. For each Collaboration Program, the Company will perform manufacturing activities until the completion of a technology transfer to Roche.In consideration for the rights granted to Roche under the Roche Collaboration Agreement, the Company received an upfront payment of $110.0 million. In addition, subject to Roche exercising its Tier 2 Program options, designating Collaboration Programs, and exercising its option for the Licensed Products commercial license and further contingent on, among other things, achieving specified objectives, the Company is eligible to receive up to (i) $1.5 billion in aggregate payments for Tier 1 Programs comprised of research funding, feasibility fees and $1.4 billion in development, regulatory and net sales milestones, (ii) $1.1 billion in aggregate payments for Tier 2 Programs comprised of option exercise and maintenance fees and $1.0 billion in development, regulatory and net sales milestones, (iii) $2.9 billion in aggregate payments for the Collaboration Programs comprised of certain reimbursements, fees and milestone payments; and (iv) $415.0 million in payments for the Licensed Products comprised of certain reimbursements, fees and milestone payments.The Company is further entitled to receive, on a product-by-product basis, tiered royalty payments in the mid-single to low double digits on net sales of products from the Tier 1 Programs, optioned Tier 2 Programs and Collaboration Programs and in the low to mid-single digits for Licensed Products, in each case, subject to certain customary reductions and offsets. Royalties will be payable, on a product-by-product and country-by-country basis, until the latest of the expiration of the licensed patents covering such product in such country or ten years from first commercial sale of such product in such country. 14 Table of Contents Â The Roche Collaboration Agreement will continue in effect on a product-by-product and country-to-country basis until there is no remaining royalty or other payment obligations. The Roche Collaboration Agreement includes standard termination provisions, including for material breach or insolvency and for Rocheâ€™s convenience. Certain of these termination rights can be exercised with respect to a particular product or license, as well as with respect to the entire Roche Collaboration Agreement.Effective November 7, 2023, the Roche Collaboration Agreement was amended to, among other things: (i) reallocate certain existing manufacturing-related fees payable to the Company by Roche to add new manufacturing process development and implementation transfer fees for each of our existing Tier 1 Programs; and (ii) reallocate amounts in certain development milestone payments payable to us by Roche at market rates for each Tier 1 Program. The amendment also provided for the ability for the existing two-year research program to be extended for an additional 18 months with the payment of a $15.0 million milestone. Effective August 14, 2024, the Roche Collaboration Agreement was amended to include additional activities to be conducted by the Company. The additional activities will be funded by Roche with an initial scope that covers expanded Tier 1 Program activities. In addition, the consideration of certain of the Companyâ€™s existing performance obligations related to the Tier 1 Programs were modified. Revenue RecognitionAt contract inception, the Company has identified six performance obligations under the Roche Collaboration Agreement: (i) licenses associated with the Tier 1 Programs, (ii) research and development efforts for the Tier 1 Programs, (iii) clinical drug supply for the Tier 1 Programs, (iv) manufacturing process development program for the Tier 1 Programs, (v) research and development efforts for the Tier 2 Programs, and (vi) research and development efforts for the Collaboration Programs. The Company concluded that Rocheâ€™s options within the Roche Collaboration Agreement do not represent material rights and are not considered performance obligations as they do not contain a significant and incremental discount. The licenses associated with the Tier 1 Programs were delivered at the beginning of the agreement term and deemed capable of being distinct as the Company concluded that Roche has the knowledge and capabilities to continue development work and fully utilize the licenses without the Companyâ€™s involvement.In order to determine the transaction price, the Company evaluated all the payments to be received during the term of the Roche Collaboration Agreement. Certain milestones and additional fees were considered variable consideration, which were not included in the initial transaction price based on the most likely amount method. The Company will re-evaluate the transaction price in each reporting period and as uncertain events are resolved or other changes in circumstances occur. The Company determined that the transaction price at the inception of the Roche Collaboration Agreement was $185.0 million, which consists of the upfront payment of $110.0 million, future research funding for the Tier 1 Programs of $40.0 million and a $35.0 million milestone achieved in September 2022 for the Tier 1 Programs. In addition, the Company achieved incremental developmental milestones aggregating to $65.0 million through September 30, 2024, of which, $20.0 million was achieved in the third quarter of 2024. In accordance with ASC 606, the Company determined that the achieved milestones represented an increase in the initial transaction price in the form of the receipt of variable consideration that was previously constrained. The Company recognized revenue associated with these milestones in an amount equal to the proportional percentage of the actual costs incurred under the related program since its inception as a percentage of the total costs expected to be incurred over the expected term of the program. The remaining unrecognized revenue associated with these milestones is included within deferred revenue and is being recognized as revenue over the expected term of the related program. All other future potential milestone payments were excluded from the estimated total transaction price as they were considered constrained until the underlying event is attained. The Company also earns variable consideration attributed to development cost reimbursement associated with some of the Companyâ€™s research and development efforts. Variable consideration related to development cost reimbursement increases the transaction price for the associated performance obligations and is recognized as the underlying services are provided.The performance obligation associated with the licenses for the Tier 1 Programs was satisfied as of the effective date of the Roche Collaboration Agreement. All other performance obligations will be recognized on a proportional basis as the underlying services are provided based on actual costs incurred as a percentage of total estimated costs. The Company determined that the cost-based input method most faithfully depicts the pattern in which these performance obligations are satisfied. Any cumulative effect of revisions to estimated costs to complete the Companyâ€™s performance obligation will be recorded in the period in which changes are identified and amounts can be reasonably estimated. This approach requires the Company to use significant judgment and make estimates of future expenditures. If the Companyâ€™s estimates or judgments change over the course of the collaboration, they may affect the timing and amount of revenue that it recognizes in the current and future periods. In connection with the August 14, 2024 amendment to the Roche Collaboration Agreement, the Company adjusted the transaction price based on estimated variable consideration of the performance obligations to account for a change in pricing associated with one component of the Tier 1 Program activities. This resulted in an increase in proportional cumulative performance of the underlying performance obligation and recognition of an additional $15.2 million in revenue in the third quarter of 2024. 15 Table of Contents Â AstellasTerms of the AgreementIn April 2024, the Company and Xyphos Biosciences, Inc. (â€œXyphosâ€), a wholly-owned subsidiary of Astellas Pharma Inc., entered into a collaboration and license agreement (the â€œAstellas Collaboration Agreementâ€), pursuant to which the Company granted to Xyphos (i) an exclusive license under certain Company intellectual property to conduct activities under two research plans, to create one Company-developed CAR-T construct to form the basis of two convertibleCARÂ® product candidates targeting solid tumors, which will be generated by using both partiesâ€™ platform technology (each a â€œResearch Productâ€), where each Research Product will bind to a human tumor-associated antigen, and may also bind to a human antigen associated with a tumor microenvironment, (ii) an exclusive license under certain Company intellectual property after certain conditions are satisfied to develop, and commercialize up to two Research Products that have been designated as licensed products following receipt of the applicable IND-enabling data package, and (iii) after certain conditions are satisfied, an exclusive license under certain Company intellectual property to manufacture the products once manufacturing technology transfer has been completed.For each research plan, the Company will perform research and development activities through the generation of an IND-enabling data package and Xyphos is obligated to fully reimburse the Company for full-time equivalent costs and expenses incurred by the Company in its performance of certain activities, up to an agreed annual cap. Xyphos may request that the Company transfer the manufacturing process for a product to Xyphos, or that, subject to the payment of a fee, the Company manufacture the Allo-T Cells forming part of such product for use in the first Phase 1 trial of such product.In consideration for the rights granted to Xyphos under the Astellas Collaboration Agreement, the Company received an upfront payment of $50.0 million, $6.0 million of which was advanced for the Companyâ€™s costs and expenses for its research and development activities. In addition, the Company could also receive up to $550.0 million in potential development and sales milestone payments and contingency payments. The Company is further entitled to receive, on a product-by-product basis, tiered royalty payments up to the low teens as a percentage of net sales of licensed products. Royalties will be payable, on a product-by-product basis, during the period commencing on the first commercial sale of a product in a country until the latest of (a) the expiration of the licensed patents covering such product in such country, (b) the expiration of regulatory exclusivity for such product in such country and (c) a certain period of time following such first commercial sale of such product in such country.The Astellas Collaboration Agreement will continue in effect on a product-by-product basis until there are no remaining royalty or other payment obligations for each such product. The Astellas Collaboration Agreement includes standard termination provisions, including for material breach or insolvency and for Xyphosâ€™s convenience. Certain of these termination rights can be exercised with respect to a particular country, licensed product, or research program, as well as with respect to the entire Astellas Collaboration Agreement.Revenue RecognitionAt contract inception, the Company has identified six distinct performance obligations under the Astellas Collaboration Agreement: (i) a material right for the option to obtain a commercial license for the first product candidate, (ii) a material right for the option to obtain a commercial license for the second product candidate, (iii) research and development efforts for the first product candidate, (iv) research and development efforts for the second product candidate, (v) process development and other target agnostic activities to support production of cell manufacturing, and (vi) manufacturing of both product candidates during the research term.In order to determine the transaction price, the Company evaluated all the payments to be received during the term of the Astellas Collaboration Agreement. The development and sales milestone payments and certain payments were considered variable consideration and were not included in the initial transaction price based on the most likely amount method. The Company will re-evaluate the transaction price in each reporting period and as uncertain events are resolved or other changes in circumstances occur. The Company determined that the transaction price at the inception of the Astellas Collaboration Agreement was $63.8 million, which consists of the upfront payment of $50.0 million, which includes the $6.0 million advanced for the Company's costs and expenses for its research and development activities, as well as estimated incremental research and development costs over the duration of the research term of $13.8 million to be reimbursed by Astellas. As a practical alternative to estimating the standalone selling price when the goods or services are both (i) similar to the original goods and services in the contract and (ii) provided in accordance with the terms of the original contract, the Company allocated the total amount of variable consideration expected to be received from the customer to the total goods or services expected to be provided to the customer.In assessing whether the options under the Astellas Collaboration Agreement represent material rights, the Company considered if there was additional consideration the Company would be entitled to upon the option exercise and the standalone selling price of the underlying goods and services. For the material rights identified as performance obligations above, the Company concluded that each 16 Table of Contents Â of the options to obtain commercial licenses provided Astellas with a discount that it otherwise would not have received without entering into the Astellas Collaboration Agreement. The material rights for the commercial licenses will be recognized upon the first to occur: once the licenses are exercised or once the rights expire, which is estimated to occur at the end of the research term. The remaining performance obligations will be recognized on a proportionate basis as the underlying services are provided based on actual costs incurred as a percentage of total estimated costs. The Company determined that the cost-based input method for these performance obligations most faithfully depicts the pattern in which these performance obligations are satisfied. Any cumulative effect of revisions to estimated costs to complete the Companyâ€™s performance obligation will be recorded in the period in which changes are identified and amounts can be reasonably estimated. This approach requires the Company to use significant judgment and make estimates of future expenditures. If the Companyâ€™s estimates or judgments change over the course of the collaboration, they may affect the timing and amount of revenue that it recognizes in the current and future periods.TakedaIn October 2021, the Company entered into a collaboration and license agreement (the â€œTakeda Collaboration Agreementâ€) with Takeda Pharmaceuticals USA, Inc. (â€œTakedaâ€), pursuant to which the Company granted to Takeda a worldwide exclusive license under the Companyâ€™s certain platform technologies including transposon-based, Cas-CLOVER, biodegradable DNA and RNA nanoparticle delivery technology

and other proprietary genetic engineering platforms to research, develop, manufacture and commercialize gene therapy products for certain indications. Under the Takeda Collaboration Agreement, the Company received an upfront payment of $45.0 million and R&D reimbursement payments during the term of the agreement.On May 31, 2023, the Company received written notice from Takeda of its election to terminate the Takeda Collaboration Agreement, effective July 30, 2023 (the â€œTermination Dateâ€). Until the Termination Date, the parties performed their respective obligations under the Collaboration Agreement and upon the Termination Date, the Companyâ€™s exclusivity obligations under the Collaboration Agreement terminated. In addition, the licenses granted to Takeda by the Company, and the licenses granted to the Company by Takeda to perform research activities under the Collaboration Agreement terminated.Deferred Revenue ReconciliationWhile the Companyâ€™s entry into the Astellas Strategic Rights Letter was a strategic investment, for purposes of recognizing the remaining amount, it has been determined to be revenue, and as such, reference to remaining deferred revenue for these agreements is included in the following table. There were no contract assets as of September 30, 2024 related to the Roche Collaboration Agreement, Takeda Collaboration Agreement, Astellas Strategic Rights Letter, or Astellas Collaboration Agreement. A contract asset of $30.0 million for the Roche Collaboration Agreement was netted against deferred revenue for the year ended December 31, 2023. There were no contract assets as of December 31, 2023 related to the Takeda Collaboration Agreement or Astellas Strategic Rights Letter.A reconciliation of the closing balance of deferred revenue related to the agreements is as follows (in thousands):Â Â Â Roche Collaboration Agreement Â Â Takeda Collaboration Agreement Â Â Astellas Strategic Rights Letter Â Â Astellas Collaboration Agreement Â Â Total Â Balance as of December 31, 2022 Â $ 31,749 Â Â $ 9,307 Â Â $ â€” Â Â $ â€” Â Â $ 41,056 Â Amounts received/invoiced Â Â 30,741 Â Â Â 5,111 Â Â Â 35,583 Â Â Â â€” Â Â Â 71,435 Â Revenue recognized Â Â (50,285) Â Â (14,418) Â Â â€” Â Â Â â€” Â Â Â (64,703) Balance as of December 31, 2023 Â $ 12,205 Â Â $ â€” Â Â $ 35,583 Â Â $ â€” Â Â $ 47,788 Â Amounts received/invoiced Â Â 113,750 Â Â Â â€” Â Â Â â€” Â Â Â 50,000 Â Â Â 163,750 Â Revenue recognized Â Â (100,975) Â Â â€” Â Â Â (23,722) Â Â (1,166) Â Â (125,863) Balance as of September 30, 2024 Â $ 24,980 Â Â $ â€” Â Â $ 11,861 Â Â $ 48,834 Â Â $ 85,675 Â Â Note 8. California Institute of Regenerative Medicine AwardThe Company has been awarded funding from the California Institute of Regenerative Medicine (â€œCIRMâ€) to develop certain internal programs. Under the terms of the funding, both CIRM and the Company have co-funded specified programs, under which funding is provided in developmental milestones determined as a part of the award. The Company is obligated to share potential future revenues for the related programs with CIRM. The percentage of revenues due to CIRM in the future is dependent on the amount of 17 Table of Contents Â the award received and whether revenue is generated from product sales or through license fees. The maximum revenue sharing amount the Company may be required to pay to CIRM is equal to nine times the total amount awarded and paid to the Company. As an alternative to revenue sharing, the Company has the option to convert any award to a loan, which such option the Company must exercise on or before ten business days after the U.S. Food and Drug Administration (â€œFDAâ€) notifies the Company that it has accepted the Companyâ€™s application for marketing authorization. In the event the Company exercises its right to convert any award to a loan, it would be obligated to repay the loan within ten business days of making such election. Repayment amounts due to CIRM vary dependent on when the award is converted to a loan, ranging from 60% of the award granted to the full amount received plus interest at the rate of the three-month LIBOR rate plus 10% per annum. Since the Company may be required to repay some or all of the amounts awarded by CIRM, the Company accounts for this award as a liability as the Companyâ€™s intention is to convert the award into a loan. Given the uncertainty in amounts due upon repayment, the Company has recorded amounts received without any discount or interest recorded, upon determination of amounts that would become due, the Company will adjust accordingly.In September 2018, the Company was granted an award in the amount of $4.0 million from CIRM to support the Companyâ€™s preclinical studies for its P-PSMA-101 program. The Company received the full amount of the award based on achievement of specific developmental milestones. In the third quarter of 2023, the Company decided not to pursue additional clinical or other development activities of the P-PSMA-101 program, which resulted in write off of the amount previously included in the deferred CIRM grant liability as the Company no longer intends to repay the award and which amount is included in other income in the accompanying consolidated statement of operations and comprehensive loss. Note 9. Term DebtIn 2017, the Company entered into a loan and security agreement with Oxford Finance LLC (â€œOxfordâ€), which was subsequently amended (â€œAmended Loan Agreementâ€), pursuant to which the Company borrowed a total amount of $30.0 million.In February 2022, the Company entered into a new Loan and Security Agreement (â€œ2022 Loan Agreementâ€) with Oxford. Pursuant to the terms of the 2022 Loan Agreement, the Company borrowed $60.0 million in term loans (the â€œTerm Loansâ€), of which $31.6 million was used to repay the balance outstanding under the Amended Loan Agreement, including $0.2 million of accrued interest. Under the 2022 Loan Agreement the initial interest-only period was through April 1, 2025, followed by 23 equal monthly payments of principal and applicable interest. In September 2022, a qualifying equity event, as defined in the 2022 Loan Agreement, was achieved which extended the interest-only period through April 1, 2026, followed by 11 equal monthly payments of principal and applicable interest. As a result, all amounts outstanding under the 2022 Loan Agreement will mature on February 1, 2027 (the â€œMaturity Dateâ€). In connection with the repayment of the balance outstanding under the Amended Loan Agreement, the Company incurred amendment and final payment fees of $1.5 million previously due on the earlier of (i) the maturity date, (ii) acceleration of any Amended Loan Agreement loans, or (iii) the prepayment of any Amended Loan Agreement loans.The Company accounted for this amendment as debt modification in accordance with ASC Topic 470, Debt because the modification was not considered substantial.The balance outstanding under the 2022 Loan Agreement initially bore interest at a floating per annum rate equal to 7.83% plus the greater of (a) the 30-day U.S. Dollar (USD) LIBOR rate and (b) 0.11%. The 2022 Loan Agreement included a provision addressing replacement of LIBOR with an alternate benchmark rate, when LIBOR was phased out in June 2023. Effective July 1, 2023, the balance outstanding under the 2022 Loan Agreement bears interest at a floating per annum rate equal to the greater of (a) 7.94% and (b) the sum of (i) the 1-Month CME Term Secured Overnight Financing Rate (â€œSOFRâ€) on the last business day of the month that immediately precedes the month in which the interest will accrue, (ii) 0.10% and (iii) 7.83%. The interest rate applicable to the Term Loans as of September 30, 2024 was 13.13% per annum. The Company is required to make a final payment fee of 7.5% of the principal balance outstanding, payable on the earlier of (i) the Maturity Date, (ii) acceleration of any Term Loan, or (iii) the prepayment of the Term Loan. As of September 30, 2024, there was $60.0 million of the principal balance outstanding under the Term Loans. In connection with the Amended Loan Agreement, the Company previously incurred debt issuance costs of $1.5 million, which have been recorded as a debt discount and are being accreted to interest expense over the term of the Term Loans. Interest on the Term Loans, consisting of the stated interest rate, final payment fee and amortization of the discount, is being recognized under the effective interest method using a rate of 14.61%. As of September 30, 2024, the balance of the unamortized debt discount was $1.1 million. The balance of the accrued final payment fee was $3.0 million as of September 30, 2024 and is presented within other long-term liabilities in the accompanying condensed consolidated balance sheet.The Company has an option to repay the outstanding debt under the 2022 Loan Agreement at any time in increments of $5.0 million, with no prepayment penalty.The Company may use the proceeds from the Term Loans solely for its working capital requirements and to fund its general business operations. The Companyâ€™s obligations under the 2022 Loan Agreement are secured by a first priority security interest in 18 Table of Contents Â substantially all of its current and future assets, other than its intellectual property. In addition, the Company has also agreed not to encumber its intellectual property assets, except as permitted by the 2022 Loan Agreement. While any amounts are outstanding under the 2022 Loan Agreement, the Company is subject to a number of affirmative and restrictive covenants, including covenants regarding dispositions of property, business combinations or acquisitions, among other customary covenants. The Company is also restricted from declaring dividends or making other distributions or payments on its capital stock in excess of $0.3 million per calendar year, subject to limited exceptions. As of September 30, 2024, the Company was in compliance with all covenants under the 2022 Loan Agreement. Note 10. Stockholdersâ€™ EquityÂ Authorized SharesIn connection with the completion of the Companyâ€™s initial public offering in July 2020, the Company amended its certificate of incorporation to authorize 250,000,000 shares of common stock, par value $0.0001 per share, and 10,000,000 shares of undesignated preferred stock, par value $0.0001 per share, that may be issued from time to time by the Companyâ€™s board of directors in one or more series. Each share of common stock is entitled to one vote. The holders of common stock are also entitled to receive dividends whenever funds are legally available and when declared by the Companyâ€™s board of directors. Since the Companyâ€™s inception, there have been no dividends declared.WarrantsPursuant to the Amended Loan Agreement, the Company issued Oxford (i) in 2017, a warrant to purchase 93,518 shares of common stock at an exercise price of $4.28 per share, which will expire in 2027 unless earlier exercised and (ii) in 2018 and 2019, warrants to purchase an aggregate of 27,604 shares of common stock at an exercise price of $7.25 per share, which will expire in 2028 and 2029, respectively, unless earlier exercised.Sale of Common StockOn August 4, 2023, the Company entered into the Securities Purchase Agreement with Astellas, pursuant to which the Company agreed to issue and sell to Astellas in the Private Placement an aggregate of 8,333,333 shares of common stock at a purchase price of $3.00 per Share, for aggregate gross proceeds of $25.0 million. The Private Placement closed on August 7, 2023. The Company recorded the issuance of common stock at its estimated fair value on the date of issuance of $14.4 million, which reflects a DLOM of the shares. The DLOM was applied due to the inability to trade the shares until they are registered. The issuance of the equity shares was recorded upon the delivery of the underlying shares, with the associated fair value recorded within equity on the Companyâ€™s condensed consolidated balance sheets.At the Market FacilityIn August 2021, the Company entered into a Controlled Equity OfferingSM Sales Agreement, which was amended and restated in August 2024 (the â€œSales Agreementâ€) with Cantor Fitzgerald & Co. (â€œCantorâ€) to sell shares of common stock, from time to time, through an â€œat the market offeringâ€ program having an aggregate offering price of up to $85.0 million through which Cantor would act as sales agent. During the nine months ended September 30, 2024, the Company did not issue any shares of common stock under the â€œat the market offeringâ€ program. During the nine months ended September 30, 2023, the Company issued and sold an aggregate of 119,000 shares of common stock under the â€œat the market offeringâ€ program at a weighted average price of $8.04 per share for net proceeds of approximately $0.9 million. Note 11. Stock-Based CompensationIn July 2020, the Companyâ€™s board of directors and stockholders approved and adopted the Companyâ€™s 2020 Equity Incentive Plan (the â€œ2020 Planâ€). Under the 2020 Plan, the Company may grant stock options, stock appreciation rights, restricted stock, restricted stock units and other stock or cash-based awards to individuals who are current employees, officers, directors or consultants of the Company. A total of 11,183,476 shares of common stock were approved to be initially reserved for issuance under the 2020 Plan. The number of shares that remained available for issuance under the Companyâ€™s previous equity incentive plan as of the effective date of the 2020 Plan and shares subject to outstanding awards under the Companyâ€™s previous equity incentive plan as of the effective date of the 2020 Plan that are subsequently canceled, forfeited or repurchased by the Company are added to the shares reserved under the 2020 Plan. The number of shares of common stock available for issuance under the 2020 Plan is automatically increased on the first day of each calendar year during the ten-year term of the 2020 Plan, beginning with January 1, 2021 and ending with January 1, 2030, by an amount equal to 5% of the outstanding number of shares of the Companyâ€™s common stock on December 31 of the preceding calendar year or such lesser amount as determined by the Companyâ€™s board of directors. 19 Table of Contents Â In February 2022, the Companyâ€™s board of directors approved and adopted the 2022 Inducement Plan (the â€œInducement Planâ€). Under the Inducement Plan, the Company may grant nonstatutory stock options, stock appreciation rights, restricted stock awards, restricted stock unit awards, performance awards and other awards to individuals not previously employees or non-employee directors of the Company, as an inducement toward entering into employment with the Company. Under the Inducement Plan approved in February 2022, the maximum number of shares of common stock initially approved to be issued was 2,000,000 shares. In December 2023, the Compensation Committee of the Companyâ€™s board of directors approved an amendment to the Inducement Plan which increased the pool to a maximum of 3,517,105 shares.Stock OptionsThe following is a summary of the Companyâ€™s stock option activity for the nine months ended September 30, 2024: Â Â Â Shares Â Â WeightedAverageExercisePrice Â Â WeightedAverageRemainingContractualTerm(Years) Â Â AggregateIntrinsicValue(thousands) Â Balance at January 1, 2024 Â Â 14,909,912 Â Â $ 6.84 Â Â Â Â Â Â Â Granted Â Â 3,910,132 Â Â Â 3.80 Â Â Â Â Â Â Â Exercised Â Â (39,476) Â Â 2.74 Â Â Â Â Â Â Â Forfeited/Cancelled Â Â (1,259,350) Â Â 5.46 Â Â Â Â Â Â Â Balance at September 30, 2024 Â Â 17,521,218 Â Â $ 6.27 Â Â Â 7.12 Â Â $ 696 Â Options vested and expected to vest as of Â Â Â September 30, 2024 Â Â 17,521,218 Â Â $ 6.27 Â Â Â 7.12 Â Â $ 696 Â Options vested and exercisable as of Â Â Â September 30, 2024 Â Â 10,312,322 Â Â $ 7.55 Â Â Â 6.08 Â Â $ 500 Â Â The weighted-average grant date fair value of options granted during the nine months ended September 30, 2024 and 2023 was $2.75 and $3.42, respectively. The aggregate intrinsic value of options exercised was $35 thousand and $0.1 million during each of the nine months ended September 30, 2024 and 2023, respectively, determined as of the date of exercise. The Company received $0.1 million in cash from options exercised during each of the nine months ended September 30, 2024 and 2023.As of September 30, 2024, total unrecognized compensation cost related to stock options was $20.1 million, and the weighted-average period over which this cost is expected to be recognized was approximately 2.5 years.The fair value of options granted is estimated at the date of grant using the Black-Scholes option pricing model. Forfeitures are accounted for as incurred as a reversal of any share-based compensation expense related to options that will not vest. The assumptions that the Company used to determine the fair value of options granted to employees, non-employees and directors were as follows:Â Â Â Nine Months EndedSeptember 30, Â Â 2024 Â 2023 Risk-free interest rate Â 4.0% Â 4.0% Expected volatility Â 80.8% Â 82.6% Expected term (years) Â 5.7 Â 6.0 Dividend yield Â â€” Â â€” Â 20 Table of Contents Â Restricted Stock UnitsThe following is a summary of the Companyâ€™s restricted stock unit (â€œRSUâ€) activity for the nine months ended September 30, 2024:Â Â Â Shares Â Â WeightedAverageGrant DateFair Value Â Balance at January 1, 2024 Â Â 4,555,099 Â Â $ 4.35 Â Granted Â Â 2,808,838 Â Â Â 3.51 Â Vested Â Â (1,318,974) Â Â 4.30 Â Forfeited/Cancelled Â Â (471,434) Â Â 4.11 Â Balance at September 30, 2024 Â Â 5,573,529 Â Â $ 3.96 Â RSU awards are share awards that, upon vesting, will deliver to the holder shares of the Companyâ€™s common stock. The RSUs granted to employees and non-employee directors vest up to four years from the grant date. The grant-date fair value is recognized as compensation expense over the vesting period. As of September 30, 2024, total unrecognized compensation cost related to RSUs was $16.8 million, and the weighted-average period over which this cost is expected to be recognized was approximately 2.7 years.2020 Employee Stock Purchase PlanIn July 2020, the Companyâ€™s board of directors and stockholders approved and adopted the 2020 Employee Stock Purchase Plan (the â€œESPPâ€), which became effective as of the pricing of the Companyâ€™s initial public offering. A total of 615,000 shares of common stock were approved to be initially reserved for issuance under the ESPP. The number of shares of common stock available for issuance under the ESPP is automatically increased on the first day of each calendar year during the first ten-years of the term of the ESPP, beginning with January 1, 2021 and ending with January 1, 2030, by an amount equal to the lessor of (i) 1% of the outstanding number of shares of the Companyâ€™s common stock on December 31 of the preceding calendar year, (ii) 1,230,000 shares of common stock or (iii) such lesser amount as determined by the Companyâ€™s board of directors. Under the 2020 ESPP, substantially all employees can elect to have up to 15% of their annual compensation withheld to purchase up to 3,000 shares of common stock per purchase period, subject to certain limitations. The shares of common stock can be purchased over an offering period of six months and at a price of 85% of the fair market value per share of common stock on the first trading day of the applicable offering period or on the exercise date of the applicable offering period, whichever is less. Under applicable accounting guidance, the 2020 ESPP is classified as a compensatory plan. During the nine months ended September 30, 2024, a total of 568,023 shares were purchased by the Companyâ€™s employees under the 2020 ESPP resulting in net proceeds of $1.2 million.The Company uses the Black-Scholes pricing model to estimate the fair value of the purchase rights issued under the ESPP on each offering date. The assumptions that the Company used to determine the fair value of the purchase rights issued to employees were as follows:Â Â Â Nine Months EndedSeptember 30, Â Â 2024 Â 2023 Risk-free interest rate Â 4.9% Â 5.3% Expected volatility Â 91.0% Â 87.1% Expected term (years) Â 0.5 Â 0.5 Dividend yield Â â€” Â â€” The Company recorded total stock-based compensation expense related to stock options, RSUs and the ESPP in the following expense categories of the accompanying condensed consolidated statements of operations and comprehensive income (loss) (in thousands):Â Â Â Three Months EndedSeptember 30, Â Â Nine Months EndedSeptember 30, Â Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Research and development Â $ 3,160 Â Â $ 3,097 Â Â $ 9,327 Â Â $ 9,258 Â General and administrative Â Â 1,799 Â Â Â 2,020 Â Â Â 8,644 Â Â Â 8,813 Â Total stock-based compensation expense Â $ 4,959 Â Â $ 5,117 Â Â $ 17,971 Â Â $ 18,071 Â Â 21 Table of Contents Â Â Note 12. Commitments and Contingencies Operating LeasesAs of September 30, 2024, the Company had operating leases consisting of approximately 110,000 square feet of manufacturing, laboratory and office space in San Diego, California, including 87,000 square feet under a lease that expires on December 31, 2029, which contains a clinical manufacturing facility adjacent to office and laboratory space. The lease agreements include two options to extend the term for a period of 5 years each.In October 2021, the Company entered into a sublease agreement for a facility in San Diego, California consisting of approximately 23,000 square feet to be used for research and administrative activities. The lease term commenced in March 2022 and will expire on December 31, 2025.During the nine months ended September 30, 2024 and 2023, the Company recognized $4.3 million and $4.4 million, respectively, of operating lease expense. During the nine months ended September 30,

2024, the Company paid $4.6 million for its operating leases. As of September 30, 2024, the weighted-average remaining lease term and weighted-average discount rate for operating leases were 5.0 years and 8.9%, respectively.As of September 30, 2024, maturities of lease liabilities were as follows (in thousands):Â Year ending December 31, Â Â Â 2024 (remaining three months) Â $ 1,564 Â 2025 Â Â 6,374 Â 2026 Â Â 5,107 Â 2027 Â Â 5,260 Â 2028 Â Â 5,418 Â Thereafter Â Â 5,581 Â Total future lease payments Â Â 29,304 Â Imputed interest Â Â (5,485) Total lease liability balance Â Â 23,819 Â Less current portion of lease liability Â Â 6,085 Â Lease liability, net of current portion Â $ 17,734 Â Indemnification AgreementsIn the ordinary course of business, the Company may provide indemnification of varying scope and terms to vendors, lessors, contract research organizations, business partners and other parties with respect to certain matters including, but not limited to, losses arising from breach of such agreements or from intellectual property infringement claims made by third parties. In addition, the Company has entered into indemnification agreements with members of its board of directors and certain of its executive officers that require the Company, among other things, to indemnify them against certain liabilities that may arise by reason of their status or service as directors or officers. The maximum potential amount of future payments the Company could be required to make under these indemnification agreements is, in many cases, unlimited. The Company has not incurred any material costs as a result of such indemnifications and is not currently aware of any indemnification claims.Legal ContingenciesIn the ordinary course of business, the Company may face claims brought by third parties against the Company. The Company believes that there are currently no lawsuits, threats of litigation, or asserted or unasserted claims pending that could, individually or in the aggregate, have a material adverse effect on the Companyâ€™s results of operations or financial condition. Note 13. Net Income (Loss) Per ShareBasic net income (loss) per share is computed by dividing net income (loss) attributable to common stockholders for the period by the weighted-average number of common shares outstanding during the period. Diluted net income (loss) per share reflects the additional dilution from potential issuances of common stock, such as stock issuable pursuant to the exercise of stock options and from purchases under the ESPP, as well as from the possible exercise of the outstanding warrants. 22 Table of Contents Â The Companyâ€™s potentially dilutive securities, which include warrants to purchase common stock, common stock options, restricted stock units and common stock from the ESPP, have been excluded from the computation of diluted net loss per share as the effect would be to reduce the net loss per share. Therefore, the weighted-average number of shares of common stock outstanding used to calculate both basic and diluted net income (loss) per share attributable to common stockholders is the same.The following table sets forth the computation of basic and diluted net income (loss) per share (in thousands, except share and per share data): Â Â Three Months Ended September 30, Â Â Nine Months Ended September 30, Â Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Numerator: Â Â Â Â Â Â Â Â Â Â Â Â Net income (loss) Â $ 20,235 Â Â $ (31,778) Â $ (35,410) Â $ (98,081) Net income (loss) attributable to common stockholders Â $ 20,235 Â Â $ (31,778) Â $ (35,410) Â $ (98,081) Denominator: Â Â Â Â Â Â Â Â Â Â Â Â Denominator for basic net income (loss) per share - weighted-average common stock outstanding Â Â 97,160,467 Â Â Â 91,898,347 Â Â Â 96,716,649 Â Â Â 88,321,943 Â Effect of dilutive securities: Â Â Â Â Â Â Â Â Â Â Â Â Common stock options Â Â 194,627 Â Â Â â€” Â Â Â â€” Â Â Â â€” Â RSUs Â Â 847,279 Â Â Â â€” Â Â Â â€” Â Â Â â€” Â ESPP shares Â Â 17,574 Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Denominator for diluted net income (loss) per share - adjusted weighted-average common stock outstanding Â Â 98,219,947 Â Â Â 91,898,347 Â Â Â 96,716,649 Â Â Â 88,321,943 Â Basic net income (loss) per share Â $ 0.21 Â Â $ (0.35) Â $ (0.37) Â $ (1.11) Diluted net income (loss) per share Â $ 0.21 Â Â $ (0.35) Â $ (0.37) Â $ (1.11) The Company excluded the following potential shares of common stock, presented based on amounts outstanding at each period end, from the computation of diluted net loss per share attributable to common stockholders for the periods indicated because including them would have had an anti-dilutive effect: Â Â Nine Months Ended September 30, Â Â Â 2024 Â Â 2023 Â Outstanding stock options and RSUs Â Â 23,094,747 Â Â Â 19,837,783 Â Warrants to purchase common stock Â Â 121,122 Â Â Â 121,122 Â ESPP Shares Â Â 32,883 Â Â Â 3,583 Â Â Â Â 23,248,752 Â Â Â 19,962,488 Â Â Note 14. Income TaxesThe Company follows guidance under ASC Topic 740-270 Income Taxes, which requires that an estimated annual effective tax rate is applied to year-to-date ordinary income (loss). At the end of each interim period, the Company estimates the effective tax rate expected to be applicable for the full fiscal year. The tax effect of discrete items is recorded in the quarter in which the discrete events occur.The Company recorded income tax expense of $43 thousand for the three and nine months ended September 30, 2024, yielding an effective tax rate of 0.2% and (0.1)% for the three and nine months ended September 30, 2024, respectively. These rates differed from the federal tax rate of 21% primarily due to the Companyâ€™s inability to benefit from its financial reporting loss for income tax purposes, as well as the limitation on the Companyâ€™s use of previously unbenefited tax losses and credits carried forward from prior years to fully offset current year taxable income resulting from the requirement to capitalize research and development costs for federal income tax purposes. 23 Table of Contents Â Item 2. Managementâ€™s Discussion and Analysis of Financial Condition and Results of Operations. The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our unaudited condensed consolidated financial statements and related notes appearing elsewhere in this Quarterly Report on Form 10-Q and our audited consolidated financial statements and the related notes thereto included in our Annual Report on Form 10-K for the year ended December 31, 2023, or 2023 Annual Report, as filed with the Securities and Exchange Commission, or SEC. Operating results are not necessarily indicative of results that may occur in future periods. This discussion, particularly information with respect to our future results of operations or financial condition, business strategy and plans and objectives of management for future operations, includes forward-looking statements that involve risks and uncertainties as described under the heading â€œSpecial Note Regarding Forward-Looking Statementsâ€ in this Quarterly Report on Form 10-Q. You should review the disclosure under the heading â€œRisk Factorsâ€ in this Quarterly Report on Form 10-Q for a discussion of important factors that could cause our actual results to differ materially from those anticipated in these forward-looking statements. Overview We are a clinical-stage allogeneic cell therapy and genetic medicines company advancing differentiated non-viral treatments for patients with cancer, autoimmune and rare diseases. Since our inception, our operations have focused on organizing and staffing our company, business planning, raising capital, in-licensing, developing and acquiring intellectual property rights and establishing and protecting our intellectual property portfolio, developing our genetic engineering technologies, identifying potential product candidates and undertaking research and development and manufacturing activities, including preclinical studies and clinical trials of our product candidates, and engaging in strategic transactions. We do not have any product candidates approved for sale and have not generated any revenue from product sales. We have discovered and are developing a broad portfolio of product candidates in a variety of indications based on our core proprietary platforms, including our non-viral, transposon-based DNA delivery system, Cas-CLOVER Site-specific Gene Editing System and nanoparticle-based gene delivery technologies. Our core platform technologies have utility, either alone or in combination, across many cell and gene therapeutic modalities and enable us to engineer our portfolio of product candidates that are designed to overcome the primary limitations of current generation cell and gene therapeutics. Within cell therapy, we believe our technologies allow us to create product candidates with engineered cells that engraft in the patientâ€™s body and drive lasting durable responses that may have the capacity to result in single treatment cures. Our CAR-T therapy portfolio consists of allogeneic, or off-the-shelf, product candidates. We are advancing a broad pipeline and have multiple CAR-T product candidates in the clinical phase in both solid tumor and hematological oncology indications. Within genetic medicines, we believe our technologies have the potential to create a new class of therapies that can deliver long-term, stable gene expression that does not diminish over time and that may have the capacity to result in single treatment cures. We manufacture these product candidates using our non-viral, transposon-based DNA delivery system. Our fully allogeneic CAR-T product candidates are developed using well-characterized cells derived from a healthy donor as starting material with the goal of enabling treatment of potentially hundreds of patients from a single manufacturing run. Doses are cryopreserved and stored at treatment centers for future off-the-shelf use. In addition, our allogeneic product candidates use our proprietary Cas-CLOVER site-Specific Gene Editing System to reduce or eliminate alloreactivity, as well as our booster molecule technology for manufacturing scalability. Our most advanced internal solid tumor programs are: â€¢P-MUC1C-ALLO1, which is a fully allogeneic CAR-T product candidate for multiple solid tumor indications. We believe P-MUC1C-ALLO1 has the potential to treat a wide range of solid tumors derived from epithelial cells, such as breast, colorectal, lung, ovarian, pancreatic and renal cancers, as well as other cancers expressing a cancer-specific form of the Mucin 1 protein, or MUC1-C. We are currently evaluating P-MUC1C-ALLO1 in a Phase 1 clinical trial, and we shared an initial clinical data update at the European Society for Medical Oncology Immuno-Oncology 2022 Annual Congress, or ESMO I-O, in December 2022. We recently presented a poster at American Association for Cancer Research, or AACR, Annual Meeting in April 2024, focused on the correlation of higher lymphodepletion and cell expansion. We anticipate sharing a clinical update at an appropriate forum in the fourth quarter of 2024. â€¢P-PSMA-ALLO1, which is a fully allogeneic CAR-T product candidate targeting prostate-specific membrane antigen, or PSMA, being developed to treat patients with metastatic castrate-resistant prostate cancer, or mCRPC. We previously evaluated P-PSMA-101, a first generation autologous program, in a Phase 1 trial, however we made the strategic decision to stop further enrollment on that program and are using findings from the clinical trial to inform the next generation allogeneic version. 24 Table of Contents Â Our most advanced hematological programs are: â€¢P-BCMA-ALLO1, which is a fully allogeneic CAR-T product candidate targeting B-cell maturation antigen, or BCMA, being developed to treat relapsed/refractory multiple myeloma patients. In July 2022, we entered into a collaboration and license agreement, or the Roche Collaboration Agreement, with F. Hoffmann-La Roche Ltd and Hoffmann-La Roche Inc., or, collectively Roche, pursuant to which P-BCMA-ALLO1 was exclusively licensed to Roche. Roche is responsible for all future development costs for P-BCMA-ALLO1 and will assume future development activities following the completion of the Phase 1 clinical trial. In March 2024, we announced that P-BCMA-ALLO1 received orphan drug designation from the U.S. Food and Drug Administration, or FDA. In addition, in September 2024 we announced that P-BCMA-ALLO1 received Regenerative Medicine Advanced Therapy, or RMAT, designation by the FDA. We shared an additional clinical update on this program at the International Myeloma Society, or IMS, 21st Annual Meeting in September 2024. â€¢P-CD19CD20-ALLO1, which is a fully allogeneic CAR-T product candidate for B-cell hematological indications. This is our first Dual CAR program, which contains two fully functional CAR molecules to target cells that express at least one of the two intended targets. We believe that our ability to include two fully functional CAR molecules in a T cell could provide a competitive advantage compared to current therapies, including in B-cell malignancies that may have heterogeneous antigen expression, and that targeting both CD19 and CD20 has the potential to overcome the limitations of currently available CD19-directed CAR-T products where antigen escape has been observed as an important resistance mechanism. We recently initiated the Phase 1 trial for P-CD19CD20-ALLO1 in late 2023. P-CD19CD20-ALLO1 was exclusively licensed to Roche pursuant to the Roche Collaboration Agreement and Roche will be responsible for a majority of future development costs for P-CD19CD20-ALLO1 and will assume future development activities following the completion of the Phase 1 clinical trial. We plan to share a preclinical update in the fourth quarter of 2024 and initial clinical data from the trial in 2025, subject to coordination with Roche. â€¢P-BCMACD19-ALLO1, which is a fully allogeneic, dual CAR-T product candidate targeting BCMA and CD19. It expresses two full length CAR molecules, as well as other genetic engineering improvements, to target cells that contain at least one of the two intended targets. We believe that our ability to include two fully functional CAR molecules in an early memory T cell could provide a competitive advantage in both safety and potency when compared to current therapies, including in hematological malignancies that may have heterogeneous antigen expression, and that targeting both BCMA and CD19 has the potential to improve depth and durability of response by eliminating any CD19-positive BCMA-negative myeloma precursor tumor B-cells. We believe that P-BCMACD19-ALLO1 also has potential for the treatment of autoimmune diseases. We are currently conducting IND-enabling activities for this program. Our investigational genetic medicines were initially developed by utilizing our non-viral, transposon-based technology together with adeno-associated virus, or AAV, to overcome the major limitations of traditional AAV gene therapy. Given recent developments in our non-viral nanoparticle technology, we have transitioned our portfolio to a fully non-viral approach, freeing future product development in genetic medicines of AAV limitations. We believe that our approach can result in integration and long-term stable expression at potentially much lower doses than AAV technology, thus also conferring cost and tolerability benefits. Our most advanced genetic medicines programs are: â€¢P-KLKB1-101, which is an investigational liver-directed non-viral gene editing approach for the treatment of hereditary angioedema, or HAE. HAE is a rare, inherited disorder that results in the swelling of the limbs, intestinal tract, and airways, which can be both debilitating and life-threatening. We shared data highlighting durable disease correction and high fidelity in preclinical studies using our enhanced gene-relevant editing technology, Cas-CLOVER, at the American College of Allergy, Asthma & Immunology, or ACAAI, 2024 Annual Scientific Meeting in October 2024. â€¢P-FVIII-101, which is a liver-directed gene insertion program combining transposon-based technology with our non-viral nanoparticle technology for the in vivo treatment of Hemophilia A. Hemophilia A is a hereditary disorder caused by a deficiency in Factor VIII, or FVIII, production resulting in excessive bleeding occurring either spontaneously or due to trauma. We shared preclinical data on this program demonstrating the potential to correct FVIII deficiency to near-normal levels in both juvenile and adult mouse models using our fully non-viral, whole gene insertion system at the ASGCT Annual Meeting in May 2024. We completed an INTERACT meeting for P-FVIII-101 with the FDA in September 2024, providing us with early engagement and communication with the FDA on the program, which we believe will support efficient development designed to be aligned with FDA standards. We expect our expenses and losses to increase substantially for the foreseeable future as we continue our development of, and seek regulatory approvals for, our product candidates, including P-MUC1C-ALLO1, and begin to commercialize any approved products. We anticipate an overall increase in development costs as we continue to expand the number of product candidates in our pipeline and pursue clinical development of those candidates. To offset some of these increased development costs, the collaborations 25 Table of Contents Â with Roche and Astellas include program reimbursements. We anticipate that our general and administrative expenses will increase as we increase our research and development activities, increase headcount, maintain compliance with Nasdaq listing rules and SEC requirements and continue to operate as a public company. Our net losses may fluctuate significantly from quarter-to-quarter and year-to-year, depending on the timing of our clinical trials and our expenditures on other research and development activities. We currently source our product candidates from our internal clinical good manufacturing practices, or GMP, manufacturing facility. We also work with a variety of suppliers to provide our manufacturing raw materials including media, DNA and RNA components. In the future, we may also build one or more commercial manufacturing facilities for any FDA approved product candidates. Collaboration Agreements Roche Collaboration Agreement In July 2022, we entered into the Roche Collaboration Agreement with Roche, pursuant to which we granted to Roche: (i) an exclusive, worldwide license under certain of our intellectual property to develop, manufacture and commercialize allogeneic CAR-T cell therapy products from each of our existing P-BCMA-ALLO1 and P-CD19CD20-ALLO1 programs, or each, a Tier 1 Program; (ii) an exclusive option to acquire an exclusive, worldwide license under certain of our intellectual property to develop, manufacture and commercialize allogeneic CAR-T cell therapy products from our existing P-BCMACD19-ALLO1 and P-CD70-ALLO1 programs, or each, a Tier 2 Program; (iii) an exclusive license under certain of our intellectual property to develop, manufacture and commercialize allogeneic CAR-T cell therapy products from the up to six Collaboration Programs, as defined below, designated by Roche; (iv) an option for a non-exclusive, commercial license under certain limited intellectual property to develop, manufacture and commercialize certain Roche proprietary cell therapy products for up to three solid tumor targets to be identified by Roche, or Licensed Products; and (v) the right of first offer for two of our early-stage existing programs within hematologic malignancies. For each Tier 1 Program, we will perform development activities through a Phase 1 dose escalation clinical trial, and Roche is obligated to reimburse a specified percentage of certain costs incurred by us in our performance of such activities, up to a specified reimbursement cap for each Tier 1 Program. For Tier 1 Program activities beyond the specified reimbursement cap, Roche is obligated to reimburse all costs incurred for the program. For each Tier 2 Program, we will perform research and development activities either through selection of a development candidate for IND-enabling studies or, subject to Rocheâ€™s election and payment of an option maintenance fee, through completion of a Phase 1 dose escalation clinical trial. In addition, for each Tier 2 Program for which Roche exercises its option for an exclusive license, Roche is obligated to pay us an option exercise fee. For each Tier 1 Program and Tier 2 Program, we will perform manufacturing activities until the completion of a technology transfer to Roche. The parties are conducting an initial two-year research program to explore and preclinically test a specified number of agreed-upon next generation therapeutic concepts relating to allogeneic CAR-T cell therapies. Subject to Rocheâ€™s election and payment of a fee, the parties would subsequently conduct a second research program of 18 months under which the parties could extend the existing work being performed under the initial term, and/or would explore and preclinically test a specified number of additional agreed-upon next generation therapeutic concepts relating to allogeneic CAR-T therapies. Roche may designate up to six heme malignancy-directed, allogeneic CAR-T programs from the two research programs, for each of which we will perform research and development activities through selection of a development candidate for IND-enabling activities, or each, a Collaboration Program. Upon its designation of each Collaboration Program, Roche is obligated to pay a designation fee. After we complete lead optimization activities for a Collaboration Program, Roche may elect to transition such program to Roche with a payment to us or terminate it. Alternatively, Roche may elect, for a limited number of Collaboration Programs, to have us conduct certain additional development and manufacturing activities through the completion of a Phase 1 dose escalation clinical trial, in which case Roche will pay certain milestones and reimburse a specified percentage of our costs

incurred in connection with such development and manufacturing activities. For each Collaboration Program, we will perform manufacturing activities until the completion of a technology transfer to Roche. In October 2024, Roche nominated a new allogeneic dual CAR-T candidate under the Collaboration Program, targeting known antigens expressed in hematologic malignancies, including multiple myeloma. Under the Roche Collaboration Agreement, Roche paid an upfront payment to us of $110.0 million. Subject to Roche exercising its Tier 2 Program options, designating Collaboration Programs, and exercising its option for the Licensed Products commercial license and contingent on, among other things, the products from the Tier 1 Programs, optioned Tier 2 Programs and Collaboration Programs achieving specified development, regulatory, and net sales milestone events, we are eligible to receive certain reimbursements, fees and milestone payments, in the aggregate up to $6.0 billion, comprised of (i) $1.5 billion for the Tier 1 Programs; (ii) $1.1 billion for the Tier 2 Programs, (iii) $2.9 billion for the Collaboration Programs; and (iv) $415.0 million for the Licensed Products. 26 Table of Contents Â We are further entitled to receive, on a product-by-product basis, tiered royalty payments in the mid-single to low double digits on net sales of products from the Tier 1 Programs, optioned Tier 2 Programs and Collaboration Programs and in the low to mid-single digits for Licensed Products, in each case, subject to certain customary reductions and offsets. Royalties will be payable, on a product-by-product and country-by-country basis, until the latest of the expiration of the licensed patents covering such product in such country or ten years from first commercial sale of such product in such country. The Roche Collaboration Agreement became effective in September 2022 upon the expiration or termination of the applicable waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, and will continue on a product-by-product and country-to-country basis until there is no remaining royalty or other payment obligations. The Roche Collaboration Agreement includes standard termination provisions, including for material breach or insolvency and for Rocheâ€™s convenience. Certain of these termination rights can be exercised with respect to a particular product or license, as well as with respect to the entire Roche Collaboration Agreement. Effective November 7, 2023, the Roche Collaboration Agreement was amended to, among other things: (i) reallocate certain existing manufacturing-related fees payable to us by Roche to add new manufacturing process development and implementation transfer fees for each of our existing Tier 1 Programs; and (ii) reallocate amounts in certain development milestone payments payable to us by Roche at market rates for each Tier 1 Program. The amendment also provided for the ability for the existing two-year research program to be extended for an additional 18 months with the payment of a $15.0 million milestone. Effective August 14, 2024, the Roche Collaboration Agreement was amended to include additional activities to be conducted by us. The additional activities will be funded by Roche with an initial scope that covers expanded Tier 1 Program activities. In addition, the consideration of certain of our existing performance obligations related to the Tier 1 Programs were modified. Astellas Collaboration Agreement In April 2024, we entered into a Collaboration and License Agreement, or the Astellas Collaboration Agreement, with Xyphos Biosciences, Inc., or Xyphos, a wholly-owned subsidiary of Astellas Pharma Inc., pursuant to which we granted to Xyphos (i) an exclusive license under certain of our intellectual property to conduct activities under two research plans, to create one CAR-T construct developed by us to form the basis of two convertibleCARÂ® product candidates targeting solid tumors, which will be generated by using both partiesâ€™ platform technology, each a Research Product, where each Research Product will bind to a human tumor-associated antigen, and may also bind to a human antigen associated with a tumor microenvironment, (ii) an exclusive license under certain of our intellectual property after certain conditions are satisfied to develop, and commercialize up to two Research Products that have been designated as licensed products following receipt of the applicable IND-enabling data package, and (iii) an exclusive license under certain of our intellectual property after certain conditions are satisfied to manufacture the products once manufacturing technology transfer has been completed. For each research plan, we will perform research and development activities through the generation of an IND-enabling data package and Xyphos is obligated to fully reimburse us for full-time equivalent costs and expenses incurred by us in our performance of certain activities, up to an agreed annual cap. Xyphos may request that we transfer the manufacturing process for a product to Xyphos, or that, subject to the payment of a fee, we manufacture the Allo-T Cells forming part of such product for use in the first Phase 1 trial of such product. In consideration for the rights granted to Xyphos under the Astellas Collaboration Agreement, we received an upfront payment of $50.0 million, $6.0 million of which was advanced for our costs and expenses for our research and development activities. In addition, we are eligible to receive up to $550.0 million in potential development and sales milestone payments and contingency payments. We are further entitled to receive, on a product-by-product basis, tiered royalty payments up to the low teens as a percentage of net sales of licensed products. Royalties will be payable, on a product-by-product, during the period commencing on the first commercial sale of a product in a country until the latest of (a) the expiration of the licensed patents covering such product in such country, (b) the expiration of regulatory exclusivity for such product in such country and (c) a certain period of time following such first commercial sale of such product in such country. The Astellas Collaboration Agreement will continue in effect on a product-by-product basis until there are no remaining royalty or other payment obligations for each such product. The Astellas Collaboration Agreement includes standard termination provisions, including for material breach or insolvency and for Xyphosâ€™s convenience. Certain of these termination rights can be exercised with respect to a particular country, licensed product, or research program, as well as with respect to the entire Astellas Collaboration Agreement. 27 Table of Contents Â Takeda Collaboration Agreement In October 2021, we entered into a collaboration and license agreement, or the Takeda Collaboration Agreement, with Takeda Pharmaceuticals USA, Inc., or Takeda, under which we received an upfront payment of $45.0 million and R&D reimbursement payments throughout the agreement. On May 31, 2023, we received written notice from Takeda of its election to terminate the Takeda Collaboration Agreement, effective July 30, 2023, or the Termination Date. Until the Termination Date, the parties performed their respective obligations under the Takeda Collaboration Agreement and upon the Termination Date, our exclusivity obligations under the Takeda Collaboration Agreement terminated. In addition, the licenses granted to Takeda by us, and the licenses granted to us by Takeda to perform research activities under the Takeda Collaboration Agreement terminated. We recognized $8.9 million of previously deferred revenue during the year ended December 31, 2023 in acknowledgement that these performance obligations are no longer required to be performed. Upon termination we were granted full rights to develop all previously licensed programs, including P-FVIII-101 and P-PAH-101. We may seek new strategic collaborations in genetic medicines that could include some or all of the programs previously included in the Takeda Collaboration Agreement and potentially additional internal programs, although we have no present commitments or agreements to enter into any such strategic collaborations. Strategic Agreement Astellas Strategic Agreement In August 2023, we entered into a series of agreements with Astellas US, LLC, or Astellas. Pursuant to a Securities Purchase Agreement between us and Astellas, or the Securities Purchase Agreement, we agreed to issue and sell to Astellas in a private placement, or the Private Placement, an aggregate of 8,333,333 shares of common stock, par value $0.0001 per share, or the Shares, at a purchase price of $3.00 per Share, for aggregate gross proceeds of $25.0 million. We also entered into a Registration Rights Agreement with Astellas, or the Registration Rights Agreement, pursuant to which we registered the resale by Astellas of the Shares and granted Astellas certain other registration rights, including piggyback registration rights. We also entered into a Strategic Rights Letter with Astellas, or the Astellas Strategic Rights Letter, pursuant to which we agreed to the following: (i) grant Astellas the right to an observer seat on our board of directors, any committee of our board of directors, and our scientific advisory board; (ii) for a period of 18 months, grant Astellas a right of notification with respect to a Change in Control (as defined in the Astellas Strategic Rights Letter); (iii) during the period beginning on August 7, 2023, the closing date of the Private Placement, or the Closing Date, and ending on the 12-month anniversary of the Closing Date, or the Exclusivity Period, not to (1) solicit, knowingly encourage, negotiate or otherwise enter into bona fide discussions about a Program Transaction (as defined below) with any third party, (2) provide access to any of our confidential information relating to P-MUC1C-ALLO1, our fully allogeneic CAR-T product candidate for multiple solid tumor indications, or the Program, for purposes of knowingly facilitating a Program Transaction, or (3) enter into any letter of intent, contract or other commitment for an exclusive or co-exclusive license or co-promote or co-marketing arrangement or granting of commercial rights to sell, promote or market one or more products of the Program for any indication in the world, or a Program Transaction; (iv) provide notice to Astellas (1) if we receive a bona fide proposal for a Change in Control transaction from a third party, unless such proposal is rejected by our board of directors, or (2) of the commencement of a process approved by our board of directors for a Change in Control, (3) if we receive a bona fide proposal for a Program Transaction from a third party unless the proposal is rejected by our board of directors, or a Program Transaction Proposal, or, (4) following the Exclusivity Period, the commencement of substantive discussions for a Program Transaction with a third party in connection with a process approved by our board of directors for a Program Transaction, or a Program Process. In connection with a notice related to (x) a Program Transaction Proposal, Astellas shall have a right of first refusal to provide a competing proposal that is in aggregate more favorable to us than the Program Transaction Proposal, and thereby have a right to negotiate exclusively a possible Program Transaction for a specified period and (y) a Program Process, Astellas shall have a right of first offer to negotiate a Program Transaction for a specified period before we engage with any third party in meaningful substantive discussions, in each case, in accordance with the procedures and subject to the conditions set forth in the Astellas Strategic Rights Letter. As partial consideration for the rights granted to Astellas under the Astellas Strategic Rights Letter, Astellas paid us a one-time payment in the amount of $25.0 million, or the Upfront Payment. In connection with a Change in Control transaction or Program Transaction between us and Astellas, some, all or none of the Upfront Payment may be offset against payments owed by Astellas in a tiered basis to us dependent on certain factors set forth in the Astellas Strategic Rights Letter. The Astellas Strategic Rights Letter shall terminate upon the earliest to occur of (i) the 18-month anniversary of the Closing Date, (ii) such time that Astellas owns fewer than 8,000,000 shares of common stock (subject to adjustment for any stock splits, stock dividends or recapitalizations) and (iii) the consummation of a Change in Control. 28 Table of Contents Â In-License Agreements Below is a summary of our key license agreements. For a more detailed description of these and our other license agreements, see the section titled â€œBusinessâ€”In-License Agreementsâ€ and Note 12 to our annual consolidated financial statements included in our 2023 Annual Report. â€¢2017 Commercial License Agreement with TeneoBio, Inc. (a subsidiary of Amgen Inc.), or the 2017 TeneoBio Agreement, pursuant to which we obtained exclusive worldwide rights to use and develop pharmaceutical products comprising allogeneic T-cells expressing a CAR molecule containing certain heavy chain sequences provided by TeneoBio for the treatment of human disease. We use this heavy-chain-only binder in our P-BCMA-ALLO1 product candidate. â€¢2018 Commercial License Agreement with TeneoBio, Inc. (a subsidiary of Amgen Inc.), or the 2018 TeneoBio Agreement, for the development and use of TeneoBioâ€™s human heavy-chain-only antibodies in CAR-T cell therapies. Under the terms of the 2018 TeneoBio Agreement, we have the option to obtain exclusive rights to research, develop and commercialize up to a certain number of targets, including but not limited to the binders used in our P-CD19CD20-ALLO1 and P-PSMA-ALLO1 product candidates. â€¢License Agreement with Xyone Therapeutics, Inc. (as successor-in-interest to Genus Oncology, LLC), or the Xyone Agreement, pursuant to which we obtained an exclusive worldwide license under certain patents and a non-exclusive worldwide license under certain know-how controlled by Xyone to research, develop and commercialize pharmaceutical products incorporating CAR cells expressing antibodies and derivatives thereof targeting MUC1-C, or a Xyone licensed product, and a non-exclusive worldwide license under certain patents and know-how controlled by Xyone to research, develop and commercialize companion diagnostics for the treatment, prevention and palliation of human diseases and conditions. We use a Xyone antibody or derivative thereof targeting MUC1-C as a binder in our P-MUC1C-ALLO1 product candidate. â€¢Amended and Restated License Agreement with HMGU, or the HMGU License Agreement, pursuant to which we obtained exclusive worldwide rights to research, develop, manufacture and commercialize products and services claimed by certain patent applications and patents owned by Helmholtz-Zentrum MÃ¼nchenâ€”Deutsches Forschungszentrum fÃ¼r Gesundheit und Umwelt GmbH, or HMGU, covering the nuclease Clo051 in certain fields of use, including human pharmaceutical products. We utilize these license rights in our Cas-CLOVER gene editing technology including P-BCMA-ALLO1, P-MUC1C-ALLO1, P-CD19CD20-ALLO1 and our other planned allogeneic programs. CIRM Grant Funding In 2018, we were granted an award in the amount of $4.0 million from California Institute of Regenerative Medicine, or CIRM, of which we have received all proceeds, to support our preclinical studies for P-PSMA-101. The terms of this award include an option to repay the grant or convert it to a royalty obligation upon commercialization of the program. Based upon the terms of the grant agreement, we recorded the proceeds as a liability when received. In the third quarter of 2023, we made the decision to not pursue additional clinical or other development activities related to the P-PSMA-101 program, however there is no obligation to repay the amounts associated with the P-PSMA-101 program, and we derecognized the respective liability and recorded such amount in other income during the year ended December 31, 2023. Components of Our Results of Operations Revenues Collaboration Revenue Collaboration revenue consists of revenue recognized from our strategic, collaboration and license agreements with Roche, Astellas, Xyphos (an affiliate of Astellas), and Takeda and reflects the timing and pattern in which we deliver the contractual deliverables to such partners. Operating Expenses Research and Development Research and development expenses consist primarily of external and internal costs incurred for our research and development activities, including development of our platform technologies, our drug discovery efforts and the development of our product candidates. 29 Table of Contents Â External costs include: â€¢expenses incurred in connection with the preclinical and clinical development of our product candidates and research programs, including under agreements with third parties, such as consultants, contractors and contract research organizations, or CROs; â€¢the cost of developing and scaling our manufacturing process and manufacturing drug products for use in our preclinical studies and clinical trials, including under agreements with third parties, such as consultants, contractors and contract manufacturing organizations, or CMOs; â€¢payments made under third-party licensing agreements; â€¢the cost of manufacturing clinical materials for use in our preclinical studies and clinical trials; and â€¢laboratory supplies and research materials. Internal costs include: â€¢personnel-related expenses, consisting of employee salaries, related benefits and stock-based compensation expense for employees engaged in research, development and manufacturing functions; â€¢the cost to develop and maintain manufacturing capabilities at our San Diego facility for manufacturing of cell therapies for use in clinical trials; and â€¢facilities, depreciation and other expenses, consisting of direct and allocated expenses for rent and maintenance of facilities and insurance. We expense research and development costs as incurred. External expenses are recognized based on an evaluation of the progress to completion of specific tasks using information provided to us by our service providers or our estimate of the volume of service that has been performed at each reporting date. Upfront payments and milestone payments made for the licensing of technology are related to clinical stage programs and expensed as research and development in the period in which they are incurred. Advance payments that we make for goods or services to be received in the future for use in research and development activities are recorded as prepaid expenses or other long-term assets. These amounts are expensed as the related goods are delivered or the services are performed. At any one time, we are working on multiple research programs. We track external costs by the stage of program, for clinical stage programs, we track costs on a program-by-program basis, and for earlier stage work, including preclinical programs, we track these costs in the aggregate. However, as we continue advancing our allogeneic programs and wind-down our autologous programs and the aggregate amount of expenses for such autologous programs becomes immaterial, we plan to present research and development expenses attributable to such autologous programs on a consolidated basis. Our internal resources, employees and infrastructure, including our clinical manufacturing facility, are not directly tied to any one program and are typically deployed across multiple programs. As such, we do not track internal costs on a specific program basis. Product candidates in later stages of clinical development generally have higher development costs than those in earlier stages of clinical development, primarily due to CRO activity and manufacturing expenses. We expect that our research and development expenses will increase substantially in connection with our planned preclinical and clinical development activities in the near term and in the future, including in connection with our ongoing Phase 1 trial of P-MUCIC-ALLO1 for the treatment of patients with epithelial derived solid tumor cancers, Phase 1 trial of P-BCMA-ALLO1 for the treatment of patients with relapsed/refractory multiple myeloma, Phase 1 trial of P-CD19CD20-ALLO1 for the treatment of patients with B-cell malignancies and additional clinical programs expected to commence as we expand our pipeline of drug candidates. We cannot accurately estimate or know the nature, timing and costs of the efforts that will be necessary to complete the preclinical and clinical development of any of our product candidates. Our development costs may vary significantly based on factors such as: â€¢the number and scope of preclinical and IND-enabling studies; â€¢per patient trial costs; â€¢the number of trials required for approval; â€¢the number of sites included in the trials; â€¢the countries in which the trials are conducted; â€¢the length of time required to enroll eligible patients; 30 Table of Contents Â â€¢the number of patients that participate in the trials; â€¢the drop-out or discontinuation rates of patients; â€¢potential additional safety monitoring requested by regulatory agencies; â€¢the duration of patient participation in the trials and follow-up; â€¢the cost and timing of manufacturing our product candidates; â€¢the phase of development of our product candidates; â€¢the efficacy and safety profile of our product candidates; â€¢the extent to which we establish additional licensing agreements; and â€¢whether we choose to partner any of our additional candidates and the terms of such partnership. A change in the outcome of any of these variables with respect to the development of any of our product candidates could significantly change the cost structure and timing associated with the development of respective product candidates. We may never succeed in obtaining regulatory approval for any of our product candidates. We may obtain unexpected results from our clinical trials and preclinical studies. General and Administrative General and administrative expenses consist primarily of salaries and related costs, including stock-based compensation, of personnel in executive, finance and

administrative functions. General and administrative expenses also include direct and allocated facility-related costs as well as professional fees for legal, patent, consulting, investor and public relations, and accounting and audit services. We anticipate that our general and administrative expenses will increase in the future as we increase our headcount to support our continued research activities and development of our product candidates, including P-MUC1C-ALLO1, P-BCMA-ALLO1 and P-CD19CD20-ALLO1, and begin to commercialize any approved products. Other Income (Expense) Interest Expense Interest expense consists of interest expense on outstanding borrowings under our loan agreement and amortization of debt discount and debt issuance costs. Other Income, Net Other income, net consists of interest income and miscellaneous income and expense unrelated to our core operations. Interest income is comprised of interest earned on our available-for-sale securities. 31 Table of Contents Â Results of Operations Comparison of the Three Months Ended September 30, 2024 and 2023 The following table summarizes our results of operations (in thousands): Â Â Â Three Months Ended September 30, Â Â Â Â Â Â 2024 Â Â 2023 Â Â Change Â Revenues: Â Â Â Â Â Â Â Â Collaboration revenue Â $ 71,748 Â Â $ 9,352 Â Â $ 62,396 Â Total revenue Â Â 71,748 Â Â Â 9,352 Â Â Â 62,396 Â Operating expenses: Â Â Â Â Â Â Â Â Research and development Â Â 41,914 Â Â Â 37,482 Â Â Â 4,432 Â General and administrative Â Â 10,092 Â Â Â 8,092 Â Â Â 2,000 Â Total operating expenses Â Â 52,006 Â Â Â 45,574 Â Â Â 6,432 Â Income (loss) from operations Â Â 19,742 Â Â Â (36,222) Â Â 55,964 Â Other income (expense): Â Â Â Â Â Â Â Â Interest expense Â Â (2,295) Â Â (2,236) Â Â (59) Other income, net Â Â 2,831 Â Â Â 6,787 Â Â Â (3,956) Net income (loss) before income tax Â Â 20,278 Â Â Â (31,671) Â Â 51,949 Â Income tax expense Â Â (43) Â Â (107) Â Â 64 Â Net income (loss) Â $ 20,235 Â Â $ (31,778) Â $ 52,013 Â Collaboration Revenue Collaboration revenue was $71.7 million for the three months ended September 30, 2024 compared to $9.4 million for the same period in 2023. The increase of $62.4 million was primarily due to a $50.1 million increase in revenue recognized from the license and research services performed under the Roche Collaboration Agreement driven by milestone recognition and an increase in reimbursed research and development expenses, $11.9 million of revenue recognized from the Astellas Strategic Agreements, and $1.2 million in revenue recognized from the Astellas Collaboration Agreement which commenced in the second quarter of 2024, offset by a decrease in revenue recognized under the Takeda Collaboration Agreement of $0.7 million due to the agreement terminating in 2023 and no remaining activity performed during the three months ended September 30, 2024. Research and Development Expenses The following table summarizes our research and development expenses (in thousands): Â Â Â Three Months Ended September 30, Â Â Â Â Â Â 2024 Â Â 2023 Â Â Change Â External costs: Â Â Â Â Â Â Â Â Clinical stage programs: Â Â Â Â Â Â Â Â Allogeneic programs: Â Â Â Â Â Â Â Â Â Â Â Â Â Â P-BCMA-ALLO1 Â $ 6,730 Â Â $ 3,176 Â Â $ 3,554 Â Â Â Â Â Â Â Â Â Â P-MUC1C-ALLO1 Â Â 2,134 Â Â Â 1,518 Â Â Â 616 Â Â Â Â Â Â Â Â Â Â P-CD19CD20-ALLO1 Â Â 708 Â Â Â 990 Â Â Â (282) Total allogeneic programs Â Â 9,572 Â Â Â 5,684 Â Â Â 3,888 Â Autologous programs Â Â 236 Â Â Â 362 Â Â Â (126) Total clinical stage programs Â Â 9,808 Â Â Â 6,046 Â Â Â 3,762 Â Preclinical stage programs and other unallocated expenses Â Â 9,556 Â Â Â 9,074 Â Â Â 482 Â Internal costs: Â Â Â Â Â Â Â Â Personnel Â Â 18,387 Â Â Â 18,372 Â Â Â 15 Â Facilities and other Â Â 4,163 Â Â Â 3,990 Â Â Â 173 Â Total research and development expenses Â $ 41,914 Â Â $ 37,482 Â Â $ 4,432 Â Â 32 Table of Contents Â Research and development expenses were $41.9 million for the three months ended September 30, 2024, compared to $37.5 million for the three months ended September 30, 2023. The increase in research and development expenses of $4.4 million was primarily due to an increase of $3.9 million in allogeneic clinical stage programs, driven mainly by an increase in overall enrollment of our allogeneic programs, and an increase in preclinical stage programs and other unallocated expenses of $0.5 million. General and Administrative Expenses General and administrative expenses were $10.1 million for the three months ended September 30, 2024, compared to $8.1 million for the three months ended September 30, 2023. The increase in general and administrative expenses of $2.0 million was primarily due to an increase of $1.4 million in legal and professional fees as a result of higher patent-related and other consulting costs, and an increase of $0.5 million in personnel costs. Interest Expense Interest expense was $2.3 million for the three months ended September 30, 2024, compared to $2.2 million for the three months ended September 30, 2023 and consisted of interest on the principal balance outstanding under our term loans with Oxford Finance LLC, or Oxford. The increase in interest expense of $0.1 million was primarily due to higher interest rates. Other Income, Net Other income, net was $2.8 million for the three months ended September 30, 2024, compared to $6.8 million for the three months ended September 30, 2023. The decrease of $4.0 million was primarily due to the write off of deferred CIRM grant liability of $4.0 million during the three months ended September 30, 2023 related to the grant awards that we no longer intend to repay as a result of our decision to not pursue additional clinical or other development activities for the P-PSMA-101 program. Comparison of the Nine Months Ended September 30, 2024 and 2023 The following table summarizes our results of operations (in thousands): Â Â Â Nine Months Ended September 30, Â Â Â Â Â Â 2024 Â Â 2023 Â Â Change Â Revenues: Â Â Â Â Â Â Â Â Collaboration revenue Â $ 125,863 Â Â $ 39,708 Â Â $ 86,155 Â Total revenue Â Â 125,863 Â Â Â 39,708 Â Â Â 86,155 Â Operating expenses: Â Â Â Â Â Â Â Â Research and development Â Â 130,382 Â Â Â 114,727 Â Â Â 15,655 Â General and administrative Â Â 32,072 Â Â Â 28,576 Â Â Â 3,496 Â Total operating expenses Â Â 162,454 Â Â Â 143,303 Â Â Â 19,151 Â Loss from operations Â Â (36,591) Â Â (103,595) Â Â 67,004 Â Other income (expense): Â Â Â Â Â Â Â Â Interest expense Â Â (6,807) Â Â (6,404) Â Â (403) Other income, net Â Â 8,031 Â Â Â 12,025 Â Â Â (3,994) Net loss before income tax Â Â (35,367) Â Â (97,974) Â Â 62,607 Â Income tax expense Â Â (43) Â Â (107) Â Â 64 Â Net loss Â $ (35,410) Â $ (98,081) Â $ 62,671 Â Collaboration Revenue Collaboration revenue was $125.9 million for the nine months ended September 30, 2024 compared to $39.7 million for the same period in 2023. The increase of $86.2 million was primarily due to a $75.7 million increase in revenue recognized from the license and research services performed under the Roche Collaboration Agreement driven by milestone recognition and an increase in reimbursed research and development expenses, $23.7 million of revenue recognized from the Astellas Strategic Agreements, and $1.2 million in revenue recognized from the Astellas Collaboration Agreement which commenced in the second quarter of 2024, offset by a decrease in revenue recognized under the Takeda Collaboration Agreement of $14.4 million due to the agreement terminating in 2023 and no remaining activity performed during the nine months ended September 30, 2024. 33 Table of Contents Â Research and Development Expenses The following table summarizes our research and development expenses (in thousands): Â Â Â Nine Months Ended September 30, Â Â Â Â Â Â 2024 Â Â 2023 Â Â Change Â External costs: Â Â Â Â Â Â Â Â Clinical stage programs: Â Â Â Â Â Â Â Â Allogeneic programs: Â Â Â Â Â Â Â Â Â Â Â Â Â Â P-BCMA-ALLO1 Â $ 17,095 Â Â $ 8,227 Â Â $ 8,868 Â Â Â Â Â Â Â Â Â Â P-MUC1C-ALLO1 Â Â 6,401 Â Â Â 4,438 Â Â Â 1,963 Â Â Â Â Â Â Â Â Â Â P-CD19CD20-ALLO1 Â Â 2,967 Â Â Â 990 Â Â Â 1,977 Â Total allogeneic programs Â Â 26,463 Â Â Â 13,655 Â Â Â 12,808 Â Autologous programs Â Â 747 Â Â Â 1,607 Â Â Â (860) Total clinical stage programs Â Â 27,210 Â Â Â 15,262 Â Â Â 11,948 Â Preclinical stage programs and other unallocated expenses Â Â 36,050 Â Â Â 33,043 Â Â Â 3,007 Â Internal costs: Â Â Â Â Â Â Â Â Personnel Â Â 54,779 Â Â Â 54,244 Â Â Â 535 Â Facilities and other Â Â 12,343 Â Â Â 12,178 Â Â Â 165 Â Total research and development expenses Â $ 130,382 Â Â $ 114,727 Â Â $ 15,655 Â Research and development expenses were $130.4 million for the nine months ended September 30, 2024, compared to $114.7 million for the nine months ended September 30, 2023. The increase in research and development expenses of $15.7 million was primarily due to an increase of $12.8 million in allogeneic clinical stage programs, driven mainly by an increase in overall enrollment of our allogeneic programs and the initiation of our third allogeneic clinical trial, P-CD19CD20-ALLO1, an increase in preclinical stage programs and other unallocated expenses of $3.0 million, and an increase of $0.5 million in personnel expenses as a result of annual compensation adjustments and equity grants, offset by a $0.9 million decrease driven by the wind-down of our autologous clinical development activities. General and Administrative Expenses General and administrative expenses were $32.1 million for the nine months ended September 30, 2024, compared to $28.6 million for the nine months ended September 30, 2023. The increase in general and administrative expenses of $3.5 million was primarily due to an increase of $2.6 million in legal and professional fees as a result of higher patent-related and other consulting costs, an increase of $1.4 million in personnel costs, mainly caused by an increase in headcount, offset by a decrease of $0.6 million in insurance costs. Interest Expense Interest expense was $6.8 million for the nine months ended September 30, 2024, compared to $6.4 million for the nine months ended September 30, 2023. The increase in interest expense of $0.4 million was primarily due to higher interest rates. Other Income, Net Other income, net was $8.0 million for the nine months ended September 30, 2024, compared to $12.0 million for the nine months ended September 30, 2023. The decrease of $4.0 million was primarily driven by a write off of deferred CIRM grant liability of $4.0 million during the nine months ended September 30, 2023 related to the grant awards that we no longer intend to repay as a result of our decision to not pursue additional clinical or other development activities for the P-PSMA-101 program. Liquidity and Capital Resources Since our inception in 2014, we have incurred significant operating losses and negative cash flows from operations and have relied on our ability to fund our operations primarily through equity and debt financings and strategic collaborations. For the nine months ended September 30, 2024 we have incurred a net loss of $35.4 million, and positive cash flows from operations of $13.7 million. We expect to continue to incur net losses and that we will incur negative cash flows from operations for at least the next several years. As of September 30, 2024, we had an accumulated deficit of $629.7 million. Our operations to date have focused on organizing and staffing our company, business planning, raising capital, in-licensing and acquiring intellectual property rights and establishing and protecting our intellectual property portfolio, developing our genetic 34 Table of Contents Â engineering technologies, identifying potential product candidates and undertaking research and development and manufacturing activities, including preclinical studies and clinical trials of our product candidates, and engaging in strategic transactions. Our primary use of cash is to fund our operating expenses, which consist primarily of research and development expenditures including payroll and external costs associated with our preclinical and clinical stage programs, and to a lesser extent, general and administrative expenditures. Cash used to fund operating expenses is impacted by the timing of when we pay these expenses, as reflected in the change in our outstanding accounts payable and accrued expenses. We have not yet commercialized any of our product candidates and we do not expect to generate revenue from sales of any product candidates for several years, if at all. We have funded our operations primarily through the sale of equity, debt financings and strategic collaborations. Since our inception, we have raised $305.4 million of gross proceeds from the sale of our common stock in our public offerings, $334.3 million of gross proceeds from the sale of shares of our redeemable convertible preferred stock, received $60.0 million of gross proceeds from borrowings under our loan agreement and received an aggregate of $23.8 million in grant funding from CIRM. In the fourth quarter of 2021, we entered into the Takeda Collaboration Agreement and received an upfront payment of $45.0 million. In the third quarter of 2022, we entered into the Roche Collaboration Agreement and received an upfront payment of $110.0 million. In the third quarter of 2023, we entered into the Securities Purchase Agreement and the Astellas Strategic Rights Letter, receiving a one-time payment of $50.0 million. In the second quarter of 2024, we entered into the Astellas Collaboration Agreement, receiving an upfront payment of $50.0 million. We expect that our cash, cash equivalents and short-term investments as of September 30, 2024, of $230.9 million will be sufficient to fund our operations for at least the next twelve months from the date of issuance of the financial statements included in this Quarterly Report on Form 10-Q. In the long term, we will need additional financing to support our continuing operations and pursue our growth strategy. We do not expect to generate any revenues from product sales unless and until we successfully complete development and obtain regulatory approval for P-MUC1C-ALLO1 or any other product candidates, which will not be for at least the next several years, if ever. If we obtain regulatory approval for any of our product candidates, we expect to incur significant commercialization expenses related to product sales, marketing, manufacturing and distribution activities. Accordingly, until such time, if ever, as we can generate substantial product revenue, we expect to finance our operations through equity offerings, debt financings or other capital sources, including potential grants, collaborations, licenses or other similar arrangements. However, we may not be able to secure additional financing or enter into such other arrangements in a timely manner or on favorable terms, if at all. Especially in light of public health crises, current financial conditions within the banking industry, liquidity levels as well as recent or anticipated changes in interest rates and economic inflation, there can be no assurances that we will be able to secure such additional sources of funds to support our operations, or, if such funds are available to us, that such additional financing will be sufficient to meet our needs. Our failure to raise capital or enter into such other arrangements when needed would have a negative impact on our financial condition and could force us to delay, reduce or terminate our research and development programs or other operations, or grant rights to develop and market product candidates that we would otherwise prefer to develop and market ourselves. Loan Agreement In 2017, we entered into a loan and security agreement with Oxford, as subsequently amended, or the Amended Loan Agreement, for a total outstanding balance of $30.0 million. In February 2022, we entered into a new Loan and Security Agreement, or the 2022 Loan Agreement, with Oxford. Pursuant to the terms of the 2022 Loan Agreement, we borrowed $60.0 million in term loans, a portion of which was used to repay the balance outstanding under the Amended Loan Agreement. Under the 2022 Loan Agreement the initial interest-only period is through April 1, 2025, followed by 23 equal monthly payments of principal and applicable interest. In September 2022, a qualifying equity event, as defined in the 2022 Loan Agreement, was achieved which extended the interest-only period through April 1, 2026, followed by 11 equal monthly payments of principal and applicable interest. As a result, all amounts outstanding under the 2022 Loan Agreement will mature on February 1, 2027. As the London Interbank Offered Rate (â€œLIBORâ€) ceased publication on June 30, 2023, we now utilize the Secured Overnight Financing Rate (â€œSOFRâ€) to calculate the amount of accrued interest on our borrowings. SOFR is a measure of the cost of borrowing cash overnight, collateralized by U.S. Treasury securities, and is based on directly observable U.S. Treasury-backed repurchase transactions. The balance outstanding under the 2022 Loan Agreement bore interest at a floating per annum rate equal to 7.83% plus the greater of (a) the 30-day USD LIBOR rate and (b) 0.11%. The 2022 Loan Agreement included a provision addressing replacement of 35 Table of Contents Â LIBOR with an alternate benchmark rate, when LIBOR was phased out on June 30, 2023. Effective July 1, 2023, the balance outstanding under the 2022 Loan Agreement bears interest at a floating per annum rate equal to the greater of (a) 7.94% and (b) the sum of (i) the 1-Month CME Term SOFR on the last business day of the month that immediately precedes the month in which the interest will accrue, (ii) 0.10% and (iii) 7.83%. As of September 30, 2024, the interest rate applicable to our Term Loans borrowing was 13.13%. We have an option to repay the outstanding debt under the 2022 Loan Agreement at any time in increments of $5.0 million, with no prepayment penalty. Consistent with the Amended Loan Agreement, there is a 7.5% final payment fee payable on the earlier of (i) the new maturity date, (ii) acceleration of the new loan, or (iii) the prepayment of the new loan. Cash Flows The following table sets forth the primary sources and uses of cash and cash equivalents (in thousands): Â Â Â Nine Months Ended September 30, Â Â Â 2024 Â Â 2023 Â Cash provided by (used in) operating activities Â $ 13,721 Â Â $ (63,423) Cash used in investing activities Â Â (9,552) Â Â (8,579) Cash provided by financing activities Â Â 699 Â Â Â 16,127 Â Net increase (decrease) in cash and cash equivalents Â $ 4,868 Â Â $ (55,875) Cash Provided by (Used in) Operating Activities During the nine months ended September 30, 2024, net cash provided by operating activities was $13.7 million, primarily resulting from our net loss of $35.4 million, offset by a net cash increase from changes in our operating assets and liabilities of $31.8 million and non-cash expenses of $17.3 million. Net cash increase from changes in our operating assets and liabilities for the nine months ended September 30, 2024 consisted primarily of a $37.9 million increase in deferred revenue, driven primarily by the upfront payment received at the inception of the Astellas Collaboration Agreement and developmental milestones received under the Roche Collaboration Agreement, and a $2.7 million decrease in operating lease right-of-use assets, and a $1.9 million increase in accounts payable, partially offset by a $5.7 million increase in accounts receivable due to increase in reimbursed revenue earned, a $3.0 million decrease in operating lease liabilities, and a $1.9 million decrease in accrued expenses and other liabilities. Non-cash charges consisted primarily of $18.0 million in stock-based compensation, $4.0 million in depreciation and amortization expense, and $0.8 million in accretion of discount on issued term debt, partially offset by $5.5 million in accretion of discount on investment securities, net. During the nine months ended September 30, 2023, net cash used in operating activities was $63.4 million, primarily resulting from our net loss of $98.1 million, offset by a net cash increase from changes in our operating assets and liabilities of $22.0 million and non-cash expenses of $12.6 million. Net cash increase from changes in our operating assets and liabilities for the nine months ended September 30, 2023 consisted primarily of a $22.5 million increase in deferred revenue related primarily to the Astellas strategic rights agreement, a $2.5 million decrease in operating lease right-of-use assets, a $1.6 million decrease in prepaid expenses and other current assets, and a $0.4 million decrease in accounts receivable, partially offset by a $2.7 million decrease in operating lease liabilities, and a $2.6 million decrease in accrued expenses and other liabilities. Non-cash charges consisted primarily of $18.1 million in stock-based compensation, $4.2 million in depreciation and amortization expense, and $0.6 million in accretion of discount on issued term debt, partially offset by $6.2 million in accretion of discount on investment securities, net, and $0.4 million write off of the deferred CIRM grant liability. Cash Used in Investing Activities During the nine months ended September 30, 2024, cash used in investing activities was $9.6 million, consisting of $187.8 million in purchases of short-term investments and $1.8 million in purchases of property and equipment, partially offset by $180.0 million in proceeds from maturities of short-term investments. During the nine months ended September 30, 2023, cash used in investing activities was $8.6 million, consisting of $215.8 million in purchases of short-term investments, and $2.8 million in purchases of property and equipment, partially offset by $210.0 million in proceeds from maturities of short-term investments. The timing of purchases and sales of our investments is driven by available cash balance and maturity of existing investments. The purchase

of property and equipment for all periods related to equipment purchases as we expanded our research and development and manufacturing activities, in addition to corporate office space. 36 Table of Contents Â Cash Provided by Financing Activities During the nine months ended September 30, 2024, net cash provided by financing activities was $0.7 million, consisting of $1.3 million of proceeds from purchases under our ESPP and exercises of stock options, partially offset by $0.6 million of the taxes paid related to net share settlement of equity awards. During the nine months ended September 30, 2023, net cash provided by financing activities was $16.1 million, consisting of $14.4 million of net proceeds from private placement of common stock with Astellas, $1.3 million of net proceeds from purchases under our ESPP and exercises of stock options, and $0.9 million of net proceeds from periodic issuances and sales of our common stock under the Controlled Equity OfferingSM Sales Agreement with Cantor Fitzgerald & Co., partially offset by $0.5 million of the taxes paid related to net share settlement of equity awards. Contractual Obligations and Commitments We enter into contracts in the normal course of business with contract research organizations, CMOs and other third parties for preclinical research studies, clinical trials and testing and manufacturing services. These contracts do not contain minimum purchase commitments and are cancelable by us upon prior written notice. Payments due upon cancellation consist of payments for services provided or expenses incurred, including noncancelable obligations of our service providers, up to one year after the date of cancellation. The amount and timing of such payments are not known. We have also entered into several license agreements under which we are obligated to make aggregate milestone payments upon the achievement of specified preclinical, clinical and regulatory milestones as well as royalty payments. The payment obligations under these license agreements are contingent upon future events, such as our achievement of specified milestones or generating product sales. We record these milestone payments when they are estimable and probable to be achieved. Estimating the timing or likelihood of achieving these milestones or generating future product sales requires significant judgment and is subject to uncertainty. During the nine months ended September 30, 2024, there were no significant changes to our contractual obligations and commitments described under Managementâ€™s Discussion and Analysis of Financial Condition and Results of Operations in our 2023 Annual Report. Critical Accounting Policies and Significant Judgments and Estimates Managementâ€™s discussion and analysis of our financial condition and results of operations are based upon our financial statements, which are prepared in accordance with accounting principles that are generally accepted in the United States. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets and liabilities, related disclosure of contingent liabilities at the date of the financial statements, and the reported amounts of expenses and other income during the reporting period. We continually evaluate our estimates and judgments, the most critical of which are those related to revenue recognition, preclinical and clinical study accruals and stock-based compensation costs. We base our estimates and judgments on historical experience and other factors that we believe to be reasonable under the circumstances. Materially different results can occur as circumstances change and additional information becomes known. There were no significant changes during the nine months ended September 30, 2024 to the items that we disclosed as our critical accounting policies and estimates in Note 2 to our audited consolidated financial statements included in our 2023 Annual Report. JOBS Act We are an emerging growth company, as defined in Section 2(a) of the Securities Act of 1933, as amended, or the Securities Act, as modified by the Jumpstart Our Business Startups Act of 2012, or the JOBS Act. The JOBS Act permits an â€œemerging growth companyâ€ such as us to take advantage of an extended transition period to comply with new or revised accounting standards applicable to public companies. We have elected to use this the extended transition period under the JOBS Act until the earlier of the date we (i) are no longer an emerging growth company or (ii) affirmatively and irrevocably opt out of the extended transition period provided in the JOBS Act. As a result, our consolidated financial statements may not be comparable to companies that comply with new or revised accounting pronouncements as of public company effective dates. The JOBS Act also allows us to take advantage of certain exemptions from various reporting requirements that are applicable to other public companies that are not emerging growth companies, including relief from the auditor attestation requirements of Section 404 of the Sarbanes-Oxley Act of 2002, as amended, less extensive disclosure obligations regarding executive compensation in our registration statements, periodic reports and proxy statements, exemptions from the requirements to hold a nonbinding advisory vote on executive compensation, and exemptions from stockholder approval of any golden parachute payments not previously approved. We may also elect to take advantage of other reduced reporting requirements in future filings. As a result, our stockholders may not have access to certain information that they 37 Table of Contents Â may deem important and the information that we provide to our stockholders may be different than, and not comparable to, information presented by other public reporting companies. We will remain an emerging growth company until the earliest to occur of: (1) the last day of the fiscal year in which we have more than $1.235 billion in annual revenue; (2) the date we qualify as a â€œlarge accelerated filer,â€ with at least $700.0 million of equity securities held by non-affiliates; (3) the date on which we have issued more than $1.0 billion in non-convertible debt securities during the prior three-year period; and (4) December 31, 2025. We are also a smaller reporting company, as defined in the Securities Exchange Act of 1934. We may continue to be a smaller reporting company even after we are no longer an emerging growth company. We may take advantage of certain of the scaled disclosures available to smaller reporting companies and will be able to take advantage of these scaled disclosures for so long as (i) our voting and non-voting common stock held by non-affiliates is less than $250.0 million measured on the last business day of our second fiscal quarter or (ii) our annual revenue is less than $100.0 million during the most recently completed fiscal year and our voting and non-voting common stock held by non-affiliates is less than $700.0 million measured on the last business day of our second fiscal quarter. Recent Accounting Pronouncements A description of recently issued accounting pronouncements that may potentially impact our financial position, results of operations or cash flows is disclosed in Note 2 to our condensed consolidated financial statements. Item 3. Quantitative and Qualitative Disclosures About Market Risk. Interest Rate Risk As of September 30, 2024, we had cash, cash equivalents and short-term investments of $230.9 million. Cash consists of deposits with financial institutions. Interest income is sensitive to changes in the general level of interest rates. However, due to the nature of these investments, a hypothetical 10% change in interest rates during any of the periods presented would not have had a material impact on our consolidated financial statements. As of September 30, 2024, we had $60.0 million of borrowings outstanding under the 2022 Loan Agreement, bearing interest at a variable rate equal to the greater of (a) 7.94% and (b) the sum of (i) the 1-Month CME Term SOFR on the last business day of the month that immediately precedes the month in which the interest will accrue, (ii) 0.10% and (iii) 7.83%. A hypothetical 10% change in interest rates during any of the periods presented would not have had a material impact on our consolidated financial statements. Foreign Currency Exchange Risk To date, foreign currency transaction gains and losses have not been material to our consolidated financial statements, and we have not had a formal hedging program with respect to foreign currency. Our expenses are generally denominated in U.S. dollars. However, we have contracted with a limited number of foreign vendors located in Europe and Canada and may contract with foreign vendors in the future. Our operations may be subject to fluctuations in foreign currency exchange rates in the future. A hypothetical 10% change in exchange rates during any of the periods presented would not have had a material impact on our consolidated financial statements. Effects of Inflation Inflation generally affects us by increasing our cost of labor. We do not believe that inflation had a material effect on our consolidated financial statements. Item 4. Controls and Procedures. Disclosure Controls and Procedures We are responsible for maintaining disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended, or the Exchange Act. Disclosure controls and procedures are controls and other procedures designed to ensure that the information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized, and reported, within the time periods specified in the SECâ€™s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is accumulated and communicated to our 38 Table of Contents Â management, including our Principal Executive Officer and Principal Financial Officer, as appropriate to allow timely decisions regarding required disclosure. Based on our managementâ€™s evaluation, the Principal Executive Officer and Principal Financial Officer have concluded that our disclosure controls and procedures were effective as of September 30, 2024. Changes in Internal Control Over Financial Reporting There have been no changes in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the quarter ended September 30, 2024 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting. 39 Table of Contents Â PART II. OTHER INFORMATION Item 1. Legal Proceedings. We are not currently a party to any material legal proceedings. From time to time, we may become involved in legal proceedings arising in the ordinary course of our business. Regardless of outcome, litigation can have an adverse impact on us due to defense and settlement costs, diversion of management resources, negative publicity, reputational harm and other factors. Item 1A. Risk Factors An investment in our common stock is speculative and involves a high degree of risk. You should consider carefully the risks described below, together with the other information contained in this Quarterly Report on Form 10-Q, including our condensed consolidated financial statements and the related notes and in the section titled â€œManagementâ€™s Discussion and Analysis of Financial Condition and Results of Operationsâ€ before deciding whether to purchase, hold or sell shares of our common stock. If any of the following risks occur, our business, financial condition, results of operations and future growth prospects could be materially and adversely affected. In these circumstances, the market price of our common stock could decline, and you may lose all or part of your investment. This Quarterly Report on Form 10-Q also contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in the forward-looking statements as a result of a number of factors, including the risks described below. See the section titled â€œSpecial Note Regarding Forward-Looking Statements.â€ The risk factors set forth below with an asterisk (*) next to the title contain changes to the description of the risk factors associated with our business previously disclosed in Item 1A of our 2023 Annual Report on Form 10-K for the year ended December 31, 2023. Summary of Risks Associated with Our Business Below is a summary of the principal factors that make an investment in our securities speculative or risky. This summary does not address all of the risks that we face. Additional discussion of the risks summarized in this risk factor summary, and other risks that we face, can be found below this risk factor summary and should be carefully considered. â€¢We are a clinical-stage cell therapy and genetic medicines company with a limited operating history. We have incurred net losses since our inception and anticipate that we will continue to incur significant losses for the foreseeable future. We have never generated any revenue from product sales and may never be profitable. â€¢We will need to obtain substantial additional funding to complete the development and commercialization of our product candidates. If we are unable to raise this capital when needed, we may be forced to delay, reduce or eliminate our product development programs or other operations. â€¢Our product candidates are in the early stages of development and we have a limited history of conducting clinical trials to test our product candidates in humans. â€¢Our product candidates are based on novel technologies, which make it difficult to predict the timing, results and cost of product candidate development and likelihood of obtaining regulatory approval. â€¢Our business is highly dependent on the success of our lead product candidates. If we are unable to advance clinical development, obtain approval of and successfully commercialize our lead product candidates for the treatment of patients in approved indications, our business would be significantly harmed. â€¢Serious adverse events, undesirable side effects or other unexpected properties of our product candidates may be identified during development or after approval, which could lead to the discontinuation of our clinical development programs, refusal by regulatory authorities to approve our product candidates or, if discovered following marketing approval, revocation of marketing authorizations or limitations on the use of our product candidates thereby limiting the commercial potential of such product candidate. â€¢We rely on third parties to conduct our clinical trials and perform some of our research and preclinical studies. If these third parties do not satisfactorily carry out their contractual duties or fail to meet expected deadlines, our development programs may be delayed or subject to increased costs, each of which may have an adverse effect on our business and prospects. â€¢We operate a clinical manufacturing facility to develop and manufacture preclinical and clinical materials for all of our CAR-T product candidates which requires significant resources. A failure to successfully operate our clinical manufacturing facility could lead to substantial delays and adversely affect our research and development efforts, including clinical trials, and the future commercial viability, if approved, of our CAR-T product candidates. 40 Table of Contents Â â€¢We are currently party to several in-license agreements under which we acquired rights to use, develop, manufacture and/or commercialize certain of our platform technologies and resulting product candidates. If we breach our obligations under these agreements, we may be required to pay damages, lose our rights to these technologies or both, which would adversely affect our business and prospects. â€¢Our collaborators may not devote sufficient resources to the development or commercialization of our product candidates or may otherwise fail in development or commercialization efforts, which could adversely affect our ability to develop or commercialize certain of our product candidates and our financial condition and operating results. â€¢We are highly dependent on our key personnel, and if we are not successful in attracting and retaining highly qualified personnel, we may not be able to successfully implement our business strategy. â€¢We face substantial competition, which may result in others discovering, developing or commercializing products more quickly or marketing them more successfully than us. â€¢If we are unable to obtain and maintain sufficient intellectual property protection for our platform technologies and product candidates, or if the scope of the intellectual property protection is not sufficiently broad, our competitors could develop and commercialize products similar or identical to ours, and our ability to successfully commercialize our products may be adversely affected. â€¢If we are sued for infringing intellectual property rights of third parties, such litigation could be costly and time consuming and could prevent or delay us from developing or commercializing our product candidates. Risks Related to Our Limited Operating History, Financial Position and Capital Requirements * We are a clinical-stage cell therapy and genetic medicines company with a limited operating history. We have incurred net losses since our inception and anticipate that we will continue to incur significant losses for the foreseeable future. We have never generated any revenue from product sales and may never be profitable. We are a clinical-stage cell therapy and genetic medicines company with a limited operating history that may make it difficult to evaluate the success of our business to date and to assess our future viability. Our operations to date have been limited to organizing and staffing our company, business planning, raising capital, establishing and protecting our intellectual property portfolio, developing our platform technologies, identifying potential product candidates and undertaking research and development and manufacturing activities, including preclinical studies and clinical trials of our product candidates. All of our product candidates are in early development, and none have been approved for commercial sale. We have never generated any revenue from product sales and have incurred net losses each year since we commenced operations. For the nine months ended September 30, 2024 and 2023, we have incurred a net loss of $35.4 million and $98.1 million, respectively. As of September 30, 2024, we had an accumulated deficit of $629.7 million. We expect that it will be several years, if ever, before we have a product candidate ready for regulatory approval and commercialization. We expect to incur increasing levels of operating losses over the next several years and for the foreseeable future as we advance our product candidates through clinical development. Our prior losses, combined with expected future losses, have had and will continue to have an adverse effect on our stockholdersâ€™ equity and working capital. To become and remain profitable, we must develop and eventually commercialize a product or products with significant market potential. This will require us to be successful in a range of challenging activities, including completing preclinical studies and clinical trials of our product candidates, obtaining marketing approval for these product candidates, manufacturing, marketing and selling those products for which we may obtain marketing approval and satisfying any post-marketing requirements. We may never succeed in these activities and, even if we succeed in commercializing one or more of our product candidates, we may never generate revenue that is significant or large enough to achieve profitability. In addition, as a relatively young business, we may encounter unforeseen expenses, difficulties, complications, delays and other known and unknown challenges. If we do achieve profitability, we may not be able to sustain or increase profitability on a quarterly or annual basis and we will continue to incur substantial research and development and other expenditures to develop and market additional product candidates. Our failure to become and remain profitable would decrease the value of our company and could impair our ability to raise capital, maintain our research and development efforts, expand our business or continue our operations. A decline in the value of our company could also cause you to lose all or part of your investment. * We will need to obtain substantial additional funding to complete the development and commercialization of our product candidates. If we are unable to raise this capital when needed, we may be forced to delay, reduce or eliminate our product development programs or other operations. Since our inception, we have used substantial amounts of cash to fund our operations and expect our expenses to increase substantially during the next few years. The development of biopharmaceutical product candidates is capital intensive. As our product 41 Table of Contents Â candidates enter and advance through preclinical studies and clinical trials, we will need substantial additional funds to expand our clinical, regulatory, quality and manufacturing capabilities. In addition, if we obtain marketing approval for any of our product candidates, we expect to incur significant commercialization expenses related to marketing, sales, manufacturing and distribution. As of September 30, 2024, we had $230.9 million in cash, cash equivalents and short-term investments. Based upon our current operating plan, we believe that our existing cash, cash equivalents and short-term investments will enable us to fund our operations through at least the next 12 months. However, our current cash, cash equivalents and short-term investments will not be sufficient to fund any of our product candidates through regulatory approval, and we will need to raise substantial additional capital to complete the development and commercialization of our product candidates. Additional capital may be obtained through equity offerings

and/or debt financings, or from other potential sources of liquidity, which may include new or existing collaborations, licensing or other commercial agreements for one or more of our research programs or patent portfolios. Adequate funding, if needed, may not be available to us on acceptable terms, or at all. Our ability to obtain additional funds may be adversely impacted by civil and political unrest in certain countries and regions, potential worsening global economic conditions and the disruptions to, and volatility in, the credit and financial markets in the United States and worldwide resulting from public health crises. If we are unable to raise capital when needed or on attractive terms, we would be forced to delay, reduce, or eliminate our research development programs or other operations. If any of these events occur, our ability to achieve our operational goals would be materially and adversely affected. Our future capital requirements and the adequacy of available funds will depend on many factors, including those described in â€œRisk Factors.â€ Depending on the severity and direct impact of these factors on us, we may be unable to secure additional financing to meet our operating requirements on terms favorable to us, or at all. We have based these estimates on assumptions that may prove to be incorrect or require adjustment as a result of business decisions, and we could exhaust our available capital resources sooner than we currently expect. Our future capital requirements will depend on many factors, including: â€¢scope, progress and results of our ongoing and planned preclinical studies and clinical trials for our product candidates; â€¢unanticipated serious safety concerns related to the use of our product candidates; â€¢timing of licensing payments we may be required to make based on the development of our product candidates; â€¢the number, and development requirements of other product candidates that we may pursue; â€¢the timing and outcome of regulatory review of our product candidates; â€¢changes in laws or regulations applicable to our product candidates, including but not limited to clinical trial requirements for approval; â€¢our decisions to initiate additional clinical trials, not to initiate any clinical trial or to terminate an existing clinical trial; â€¢the cost of obtaining raw materials and drug product for clinical trials and commercial supply; â€¢whether we decide to partner any of our product candidates with any third parties and the terms of any such partnership or collaboration; â€¢the cost and timing of operating our clinical manufacturing facility; â€¢whether we decide to establish a commercial manufacturing facility for supply of our product candidates; and â€¢additions or departures of key scientific or management personnel. Because we do not expect to generate revenue from product sales for many years, if at all, we will need to obtain substantial additional funding in connection with our continuing operations and expected increases in expenses. Until such time as we can generate significant revenue from sales of our product candidates, if ever, we expect to finance our cash needs through equity offerings, debt financings or other capital sources, including potentially grants, collaborations, licenses or other similar arrangements. In addition, we may seek additional capital due to favorable market conditions or strategic considerations, even if we believe we have sufficient funds for our current or future operating plans. Changes in interest rates and economic inflation on capital markets may affect the availability, amount and type of financing available to us in the future. On August 13, 2021, we entered into a Controlled Equity OfferingSM Sales Agreement, which was amended and restated on August 5, 2024, or the Sales Agreement, with Cantor Fitzgerald & Co., or Cantor, to sell shares of common stock, from time to time, through an â€œat the market offeringâ€ program having an aggregate offering price of up to $85.0 million through which Cantor would act as sales agent. There can be no assurance that we will continue to meet the requirements to be able to sell securities pursuant to the Sales Agreement, of if we meet the requirements that we will be able to raise sufficient funds on favorable terms. If we are unable to raise capital when needed or on attractive terms, we would be forced to delay, reduce or eliminate our research and development programs or future commercialization efforts. 42 Table of Contents Â * The terms of our loan agreement place restrictions on our operating and financial flexibility. If we raise additional capital through debt financing, the terms of any new debt could further restrict our ability to operate our business. As of September 30, 2024, we have an outstanding term loan in the principal amount of $60.0 million under our loan and security agreement with Oxford Finance LLC, or Oxford. The loan is secured by a lien covering substantially all of our personal property, rights and assets, excluding intellectual property. The loan agreement contains customary affirmative and negative covenants and events of default applicable to us. The affirmative covenants include, among others, covenants requiring us to maintain governmental approvals, deliver certain financial reports, maintain insurance coverage, keep inventory, if any, in good and marketable condition and protect material intellectual property. The negative covenants include, among others, restrictions on us transferring collateral, incurring additional indebtedness, engaging in mergers or acquisitions, paying cash dividends or making other distributions, making investments, creating liens, selling assets and making any payment on subordinated debt, in each case subject to certain exceptions. The restrictive covenants of the loan agreement could cause us to be unable to pursue business opportunities that we or our stockholders may consider beneficial. In addition, among other default triggers, Oxford could declare a default upon the occurrence of any event that it interprets as a material adverse change as defined under the loan agreement. If we default under the loan agreement, Oxford may accelerate all of our repayment obligations and take control of our pledged assets, potentially requiring us to renegotiate our agreement on terms less favorable to us or to immediately cease operations. Further, if we are liquidated, Oxfordâ€™s right to repayment would be senior to the rights of the holders of our common stock to receive any proceeds from the liquidation. Any declaration by Oxford of an event of default could significantly harm our business and prospects and could cause the price of our common stock to decline. If we raise any additional debt financing, the terms of such additional debt could further restrict our operating and financial flexibility. Risks Related to the Discovery, Development and Regulatory Approval of Our Product Candidates Our product candidates are in the early stages of development and we have a limited history of conducting clinical trials to test our product candidates in humans. We are early in our development efforts and most of our operations to date have been limited to developing our platform technologies, establishing manufacturing capabilities and conducting drug discovery and preclinical studies. In November 2021, we made the decision to wind-down clinical development of our P-BCMA-101 program, which was the first of our product candidates to have been tested in humans. In November 2022, we announced the decision to wind-down clinical development of our P-PSMA-101 program, our first solid tumor clinical trial. We initiated Phase 1 clinical trials for P-BCMA-ALLO1 and P-MUC1C-ALLO1 in late 2021 and recently initiated the Phase 1 trial for P-CD19CD20-ALLO1 in late 2023. As a result, we have limited infrastructure, experience conducting clinical trials as a company and regulatory interactions, and cannot be certain that our clinical trials will be completed on time, that our planned clinical trials will be initiated on time, if at all, that our planned development programs would be acceptable to the FDA or other comparable foreign regulatory authorities, or that, if approval is obtained, such product candidates can be successfully commercialized. Because of the early stage of development of our product candidates, our ability to eventually generate significant revenues from product sales will depend on a number of factors, including: â€¢successful completion of preclinical studies; â€¢submission of our INDs or other regulatory applications for our planned clinical trials or future clinical trials and authorizations from regulators to initiate clinical studies; â€¢successful enrollment in, and completion of, clinical trials and achieving positive results from the trials; â€¢receipt of marketing approvals from applicable regulatory authorities; â€¢establishing and maintaining manufacturing capabilities or arrangements with third-party manufacturers for clinical supply and, if and when approved, for commercial supply; â€¢establishing sales, marketing and distribution capabilities and launching commercial sales of our products, if and when approved, whether alone or in combination with others; â€¢acceptance of our products, if and when approved, by patients, the medical community and third-party payors; â€¢effectively competing with other therapies; â€¢developing and implementing marketing and reimbursement strategies; â€¢obtaining and maintaining third-party coverage and adequate reimbursement; 43 Table of Contents Â â€¢obtaining and maintaining patent, trade secret and other intellectual property protection and regulatory exclusivity for our product candidates; â€¢the ability to obtain clearance or approval of companion diagnostic tests, if required, on a timely basis, or at all; and â€¢maintaining a continued acceptable safety profile of any product following approval, if any. If we do not achieve one or more of these requirements in a timely manner, we could experience significant delays or an inability to successfully commercialize our product candidates, which would materially harm our business. * Our product candidates are based on novel technologies, which make it difficult to predict the timing, results and cost of product candidate development and likelihood of obtaining regulatory approval. We have concentrated our research and development efforts on product candidates using our platform technologies, and our future success depends on the successful development of this approach. CAR-T and gene editing in general are newly-emerging fields and our approaches in particular have not been extensively tested over any significant period of time. In particular, while we believe that CAR-T products with higher percentages of TSCM cells may be capable of overcoming certain challenges faced by early-generation CAR-T products, we cannot be certain that increasing the percentage of these cells will result in the intended benefits or will not result in unforeseen negative consequences over time, including due to the potential long-term persistence of the modified cells in the body. We have not yet succeeded and may not succeed in demonstrating efficacy and safety for any product candidates based on our platform technologies in clinical trials or in obtaining marketing approval thereafter, and use of our platform technologies may not ever result in marketable products. We may also experience delays in developing a sustainable, reproducible and scalable manufacturing process or transferring that process to commercial partners or establishing our own commercial manufacturing capabilities, which may prevent us from completing our clinical trials or commercializing any products on a timely or profitable basis, if at all. In addition, the clinical trial requirements of the FDA, the European Medicines Agency, or EMA, and other regulatory agencies and the criteria these regulators use to determine the safety and efficacy of a product candidate vary substantially according to the type, complexity, novelty and intended use and market of the potential products. The regulatory approval process for novel product candidates such as ours can be more expensive and take longer than for other, better known or extensively studied pharmaceutical or other product candidates. While CAR-T and gene therapy products have made progress in recent years, only a small number of products have been approved in the United States or other markets, which makes it difficult to determine how long it will take or how much it will cost to obtain regulatory approvals for our product candidates. In addition, the gene editing industry is rapidly developing, and our competitors may introduce new technologies that render our technologies obsolete or less attractive. New technology could emerge at any point in the development cycle of our product candidates. As competitors use or develop alternative technologies, any failures of such technologies could adversely impact our programs. For example, some studies have suggested that gene editing using the CRISPR-Cas9 method may increase the risk that the edited cells themselves become cancerous, and in October 2021, discovery of a chromosomal abnormality of unknown clinical significance resulted in a full clinical hold on the programs of one of our competitors utilizing the TALEN method. In January 2024, the FDA announced that it was requiring the boxed warnings regarding the risk of secondary T-cell malignancies with CAR-T therapies. Regardless of our belief that our non-viral Cas-CLOVER approach to gene editing may avoid some of these issues, it is possible that our approach will be associated with similar risks or that issues encountered with other gene editing techniques or CAR-T therapies will create a negative perception of or increase scrutiny for our technologies and product candidates. Regulatory requirements governing products created with gene editing technology or involving gene therapy treatment have changed frequently and will likely continue to change in the future. Approvals by one regulatory agency may not be indicative of what any other regulatory agency may require for approval, and there is substantial, and sometimes uncoordinated, overlap in those responsible for regulation of gene therapy products and other products created with gene editing technology. For example, under the National Institutes of Health, or NIH, Guidelines for Research Involving Recombinant DNA Molecules, or NIH Guidelines, supervision of human gene transfer trials includes evaluation and assessment by an institutional biosafety committee, or IBC, a local institutional committee that reviews and oversees research utilizing recombinant or synthetic nucleic acid molecules at that institution. The IBC assesses the safety of the research and identifies any potential risk to public health or the environment, and such review may result in some delay before initiation of a clinical trial. While the NIH Guidelines are not mandatory unless the research in question is being conducted at or sponsored by institutions receiving NIH funding of recombinant or synthetic nucleic acid molecule research, many companies and other institutions not otherwise subject to the NIH Guidelines voluntarily follow them. Even though we may not be required to submit a protocol for our product candidates through the NIH for review, we will still be subject to significant regulatory oversight by the FDA, and in addition to the government regulators, the applicable IBC and IRB of each institution at which we conduct clinical trials of our product candidates, or a central IRB if appropriate, would need to review and approve the proposed clinical trial. 44 Table of Contents Â Additionally, adverse developments in clinical trials conducted by others of gene therapy products or products created using genome editing technology, such as products developed through the application of a CRISPR-Cas9 technology, or adverse public perception of the field of gene editing, may cause the FDA and other regulatory bodies to revise the requirements for approval of any product candidates we may develop or limit the use of products utilizing gene editing technologies, either of which could materially harm our business. Furthermore, regulatory action or private litigation could result in expenses, delays or other impediments to our research programs or the development or commercialization of current or future product candidates. We are also developing allogeneic CAR-T product candidates that are engineered from healthy donor T cells and are intended for use in any patient with certain cancers. Allogeneic versions of CAR-T product candidates is an unproven field of development and is subject to particular risks that are difficult to quantify, including understanding and addressing variability in the quality of a donorâ€™s T cells and the patientâ€™s potential immune reaction to the foreign donor cells, which could ultimately affect safety, efficacy and our ability to produce product in a reliable and consistent manner. For example, in response to FDA feedback to our IND for P-BCMA-ALLO1, we were required to update certain assay release criteria unique to an allogeneic product candidate. While implementation did not impact our clinical timelines, there can be no assurance that it, or similar regulatory requirements would not do so in the future, and any such delays could materially and adversely affect our business, financial condition, results of operations and future growth prospects. Our business is highly dependent on the success of our lead product candidates. If we are unable to advance clinical development, obtain approval of and successfully commercialize our lead product candidates for the treatment of patients in approved indications, our business would be significantly harmed. Our business and future success depends on our ability to advance clinical development, obtain regulatory approval of, and then successfully commercialize our lead product candidates. Because our three allogeneic CAR-T product candidates, P-BCMA-ALLO1, P-MUC1C-ALLO1 and P-CD19CD20-ALLO1, are among the first allogeneic products to be evaluated in the clinic, the failure of any such product candidates, or the failure of other allogeneic cell therapy programs, including for reasons due to safety, efficacy or durability, may impede our ability to develop our product candidates, and significantly influence public and investor opinion in regard to the viability of our pipeline of allogeneic cell therapy programs. All of our product candidates, including our lead product candidates, will require additional clinical and non-clinical development, regulatory review and approval in multiple jurisdictions, substantial investment, continued access to sufficient clinical and eventually commercial manufacturing capacity and significant marketing efforts before we can generate any revenue from product sales. In addition, because our other product candidates are based on similar technology as our lead product candidates, if any of the lead product candidates encounters additional safety issues, efficacy problems, manufacturing problems, developmental delays, regulatory issues or other problems, our development plans and business would be significantly harmed. Serious adverse events, undesirable side effects or other unexpected properties of our product candidates may be identified during development or after approval, which could lead to the discontinuation of our clinical development programs, refusal by regulatory authorities to approve our product candidates or, if discovered following marketing approval, revocation of marketing authorizations or limitations on the use of our product candidates thereby limiting the commercial potential of such product candidate. To date, we have only tested our product candidates in a limited number of patients with cancer and the majority of these clinical trial participants have only been observed for a limited period of time after dosing. As we continue developing our product candidates and initiate clinical trials of our additional product candidates, serious adverse events, or SAEs, undesirable side effects, relapse of disease or unexpected characteristics may emerge causing us to abandon these product candidates or limit their development to more narrow uses or subpopulations in which the SAEs or undesirable side effects or other characteristics are less prevalent, less severe or more acceptable from a risk-benefit perspective or in which efficacy is more pronounced or durable. For example, a significant risk observed in CAR-T product clinical trials is the development of cytokine release syndrome, or CRS, which in some instances resulted in neurotoxicity and patient deaths. While we have observed relatively limited instances of CRS or neurotoxicity in our clinical trials in our allogeneic programs as of the date of this filing, we may observe greater rates of these or other adverse events in higher doses of our existing trials or future CAR-T programs. Should we observe additional or more severe cases of CRS in our clinical trials or identify other undesirable side effects or other unexpected findings depending on their severity, our trials could be delayed or even stopped and our development programs may be halted entirely. In August 2020, we announced our P-PSMA-101 trial was placed on clinical hold to evaluate the death of a patient, which may have been related to treatment with P-PSMA-101. In November 2020 we announced that the FDA had lifted the clinical hold based upon our investigation of the event and proposed protocol amendments intended to increase patient compliance and safety, and we resumed the trial. We could observe similar patient deaths or other adverse events that require other trials to be suspended or terminated, which could represent a substantial setback to such programs. 45 Table of Contents Â Even if our product candidates initially show promise in early clinical trials, the side effects of biological products are frequently only detectable after they are tested in larger, longer and more extensive clinical trials or, in some cases, after they are made available to patients on a commercial scale after approval. Sometimes, it can be difficult to determine if the serious adverse or unexpected side effects were caused by the product candidate or another factor, especially in oncology subjects who may suffer from other medical conditions and be taking other medications. If serious adverse or

unexpected side effects are identified during development or after approval and are determined to be attributed to our product candidate, we may be required to develop a Risk Evaluation and Mitigation Strategy, or REMS, to ensure that the benefits of treatment with such product candidate outweigh the risks for each potential patient, which may include, among other things, a communication plan to health care practitioners, patient education, extensive patient monitoring or distribution systems and processes that are highly controlled, restrictive and more costly than what is typical for the industry. Product-related side effects could also result in potential product liability claims. Any of these occurrences may harm our business, financial condition and prospects significantly. In addition, if one or more of our product candidates receives marketing approval, and we or others later identify undesirable side effects caused by such products, a number of potentially significant negative consequences could result, including: â€¢regulatory authorities may suspend, withdraw or limit approvals of such product, or seek an injunction against its manufacture or distribution; â€¢regulatory authorities may require additional warnings on the label, including â€œboxedâ€ warnings, or issue safety alerts, Dear Healthcare Provider letters, press releases or other communications containing warnings or other safety information about the product; â€¢we may be required to create a medication guide outlining the risks of such side effects for distribution to patients; â€¢we may be required to change the way a product is administered or conduct additional clinical trials; â€¢the product may become less competitive; â€¢we may decide to remove the product from the marketplace; and â€¢we may be subject to fines, injunctions or the imposition of civil or criminal penalties. Negative public opinion and increased regulatory scrutiny of genetic research and therapies involving gene editing may damage public perception of our product candidates or adversely affect our ability to conduct our business or obtain regulatory approvals for our product candidates. The gene editing technologies that we use are novel. Public perception may be influenced by claims that gene editing is unsafe, and products incorporating gene editing may not gain the acceptance of the public or the medical community. This may lead to our manufacturing efforts or gene editing technologies to be scrutinized or viewed as unsafe. Our success will depend upon physicians specializing in our targeted diseases prescribing our product candidates, if approved, as treatments in lieu of, or in addition to, existing, more familiar, treatments for which greater clinical data may be available. Any increase in negative perceptions of gene editing may result in fewer physicians prescribing our treatments or may reduce the willingness of patients to utilize our treatments or participate in clinical trials for our product candidates. In addition, given the novel nature of gene editing and cell therapy technologies, governments may place import, export or other restrictions in order to retain control or limit the use of the technologies. Increased negative public opinion or more restrictive government regulations either in the United States or internationally, would have a negative effect on our business or financial condition and may delay or impair the development and commercialization of our product candidates or demand for such product candidates. Clinical development is a lengthy, expensive and uncertain process. The results of preclinical studies and early clinical trials are not always predictive of future results. Any product candidate that we advance into clinical trials may not achieve favorable results in later clinical trials, if any, or receive marketing approval. The research and development of drugs and biological products is extremely risky. Only a small percentage of product candidates that enter the development process ever receive marketing approval. Before obtaining marketing approval from regulatory authorities for the sale of our product candidates, we must conduct extensive clinical trials to demonstrate the safety and efficacy of the product candidates in humans. Clinical testing is expensive, can take many years to complete and its outcome is uncertain. The results of preclinical studies and early clinical trials of our product candidates and other products, even those with the same or similar mechanisms of action, may not be predictive of the results of later-stage clinical trials. In particular, it is not uncommon for product candidates to exhibit unforeseen safety or efficacy issues when tested in humans despite promising results in preclinical 46 Table of Contents Â animal models. In August 2020, we announced the P-PSMA-101 trial was put on clinical hold to assess a patient death. This clinical hold was lifted in November 2020 with the implementation of protocol amendments intended to increase patient compliance and safety that included modified inclusion and exclusion criteria and frequency of monitoring and laboratory testing. In addition, due primarily to the observation of anti-drug antibodies in some patients in our first clinical trial, P-BCMA-101, we explored additional dosing strategies, such as administering the doses in smaller cycles in the first 30 days and adding rituximab to the preconditioning regimen to potentially suppress any antibody response. If these anti-drug antibodies are neutralizing the product candidate, the activity of P-BCMA-101, or any other product candidate in which anti-drug antibodies neutralize the product candidate, may be limited. To the extent that we choose one of these other dosing strategies for advancement in any of our clinical trials, it may be on the basis of more limited data as compared to the previously evaluated Phase 1 cohorts. Other than P-BCMA-101, P-PSMA-101 and our current clinical trials, none of our product candidates have ever been tested in humans. We have only recently initiated clinical trials for our first three allogeneic CAR-T product candidates, P-BCMA-ALLO1, P-MUC1C-ALLO1 and P-CD19CD20-ALLO1. While we have applied learnings from our autologous P-BCMA-101 product candidate in our development of P-BCMA-ALLO1, we cannot be certain that these learnings will be applicable to the allogeneic program or that we will not encounter unexpected results dosing P-BCMA-ALLO1, P-MUC1C-ALLO1 or P-CD19CD20-ALLO1 in our clinical trials. Future results of preclinical and clinical testing of our product candidates are also less certain due to the novel and relatively untested nature of our approach to CAR-T and genetic medicine development and related platform technologies. In general, clinical trial failure may result from a multitude of factors including flaws in study design, dose selection, patient enrollment criteria and failure to demonstrate favorable safety or efficacy traits. As such, failure in clinical trials can occur at any stage of testing. A number of companies in the biopharmaceutical industry have suffered setbacks in the advancement of clinical trials due to lack of efficacy or adverse safety profiles, notwithstanding promising results in earlier trials. If the results of our clinical trials are inconclusive or if there are safety concerns or adverse events associated with our product candidates, we may: â€¢incur unplanned costs; â€¢be delayed in or prevented from obtaining marketing approval for our product candidates; â€¢obtain approval for indications or patient populations that are not as broad as intended or desired; â€¢obtain approval with labeling that includes significant use or distribution restrictions or safety warnings including boxed warnings; â€¢be subject to changes in the way the product is administered; â€¢be required to perform additional clinical trials to support approval or be subject to additional post-marketing testing requirements; â€¢have regulatory authorities withdraw their approval of the product or impose restrictions on its distribution in the form of a modified REMS; â€¢be subject to the addition of labeling statements, such as warnings or contraindications; â€¢be sued; or â€¢experience damage to our reputation. Treatment with our oncology product candidates involves chemotherapy and myeloablative treatments, which can cause side effects or adverse events that are unrelated to our product candidate but may still impact the success of our clinical trials. Additionally, our product candidates could potentially cause other adverse events. The inclusion of critically ill patients in our clinical trials may result in deaths or other adverse medical events due to other therapies or medications that such patients may be using. As described above, any of these events could prevent us from obtaining regulatory approval or achieving or maintaining market acceptance of our product candidates and impair our ability to commercialize our products. Because all of our product candidates are derived from our platform technologies, a clinical failure of one of our product candidates may also increase the actual or perceived likelihood that our other product candidates will experience similar failures. We may encounter substantial delays in our clinical trials. We cannot guarantee that any clinical trials will be conducted as planned or completed on schedule, if at all. For example, we cannot begin our planned Phase 1 clinical trials for our liver directed investigational genetic medicines candidates until we complete certain preclinical development and submit and receive authorization to proceed under INDs. While we announced FDA clearance for our IND for P-BCMA-ALLO1 in August 2021, our IND for P-MUC1C-ALLO1 in December 2021 and our IND for P-CD19CD20-ALLO1 in July 2023, we are dependent on clinical sites to continue enrolling patients. We announced in August 2020 our 47 Table of Contents Â P-PSMA-101 trial was put on clinical hold to assess a patient death. In November 2020 we announced that the FDA had lifted the clinical hold based upon our investigation of the event and proposed protocol amendments intended to increase patient compliance and safety. While we were able to resume the trial, a similar hold in other trials could delay the ultimate completion of the trial. Other events that may prevent successful or timely completion of clinical development include: â€¢delays in reaching a consensus with regulatory agencies on trial design; â€¢delays in reaching agreement on acceptable terms with prospective clinical research organizations, or CROs, and clinical trial sites, the terms of which can be subject to extensive negotiation and may vary significantly among different CROs and trial sites; â€¢delays in obtaining required institutional review board, or IRB, approval at each clinical trial site; â€¢delays in recruiting suitable patients to participate in our clinical trials; â€¢imposition of a clinical hold by regulatory agencies, after an inspection of our clinical trial operations or study sites; â€¢failure by our CROs, other third parties or us to adhere to the trial protocol or the FDAâ€™s good clinical practices, or GCPs, or applicable regulatory guidelines in other countries; â€¢third-party contractors becoming debarred or suspended or otherwise penalized by the FDA or other comparable foreign regulatory authorities for violations of applicable regulatory requirements; â€¢delays in the testing, validation, manufacturing and delivery of our product candidates to the treatment sites, including due to a facility manufacturing any of our product candidates or any of their components being ordered by the FDA or comparable foreign regulatory authorities to temporarily or permanently shut down due to violations of current good manufacturing practices, or cGMPs, regulations or other applicable requirements, or infections or cross-contaminations of product candidates in the manufacturing process; â€¢delays in having patients complete participation in a study or return for post-treatment follow-up; â€¢clinical trial sites or patients dropping out of a study; â€¢discovering that product candidates have unforeseen safety issues, undesirable side effects or other unexpected characteristics; â€¢to the extent that we conduct clinical trials in foreign countries, the failure of enrolled patients in foreign countries to adhere to clinical protocol as a result of differences in healthcare services or cultural customs, managing additional administrative burdens associated with foreign regulatory schemes, as well as political and economic risks relevant to such foreign countries; â€¢receiving untimely or unfavorable feedback from applicable regulatory authorities regarding the trial or requests from regulatory authorities to modify the design of a trial; â€¢suspensions or terminations by us, the IRBs of the institutions at which such trials are being conducted, by the Data Safety Monitoring Board, for such trial or by regulatory authorities due to a number of factors, including those described above; â€¢lack of adequate funding; or â€¢changes in regulatory requirements and guidance that require amending or submitting new clinical protocols. Any inability to successfully complete preclinical and clinical development could result in additional costs to us or impair our ability to raise capital, generate revenues from product sales and enter into or maintain collaboration arrangements. For example, certain clinical trial services agreements are based on fees that do not vary based on patient enrollment. Therefore, if enrollment in a clinical trial is slowed, certain of our expenses related to the trial would not decrease and therefore the overall costs to complete the trial would increase. In addition, if we make manufacturing changes to our product candidates, we may need to conduct additional studies to bridge our modified product candidates to earlier versions. Clinical trial delays could also shorten any periods during which we may have the exclusive right to commercialize our product candidates or allow our competitors to bring products to market before we do, which could impair our ability to successfully commercialize our product candidates and may harm our business and results of operations. 48 Table of Contents Â If we experience delays or difficulties in the enrollment of patients in our clinical trials, our receipt of necessary regulatory approvals could be delayed or prevented. We or our collaborators may not be able to initiate or continue clinical trials for any product candidates we identify or develop if we are unable to locate and enroll a sufficient number of eligible patients to participate in these trials as required by the FDA, the EMA or any other comparable regulatory authority, or as needed to provide appropriate statistical power for a given trial. Enrollment may be particularly challenging for certain of the rare diseases we are targeting in our programs. In addition, if patients are unwilling to participate in our trials due to negative publicity from adverse events related to the cell therapy, gene therapy, or gene editing fields, competitive clinical trials for similar patient populations, clinical trials in competing products, or for other reasons, the timeline for recruiting patients, conducting studies, and obtaining regulatory approval of any product candidates we may develop may be delayed. Moreover, some of our competitors currently and may in the future, have ongoing clinical trials for product candidates that treat the same indications as product candidates we are developing and may develop in the future, and patients who would otherwise be eligible for our clinical trials may instead enroll in clinical trials of our competitorsâ€™ product candidates. Clinical trial patient enrollment is also affected by other factors, including severity of the disease under investigation; size of the patient population and process for identifying patients; design of the trial protocol; the risk that enrolled patients will drop out before completion of the trial availability; efficacy of approved medications for the disease under investigation; our ability to obtain and maintain patient informed consent; eligibility and exclusion criteria for the trial in question; our ability to monitor patients adequately during and after treatment; and proximity and availability of clinical trial sites for prospective patients, especially for those diseases which have more limited patient populations. Enrollment delays in our clinical trials may result in increased development costs for any product candidates we may develop, which would cause the value of our company to decline and limit our ability to obtain additional financing. If we or our collaborators have difficulty enrolling a sufficient number of patients to conduct our clinical trials as planned, we may need to delay, limit, or terminate ongoing or planned clinical trials, any of which would have an adverse effect on our business, financial condition, results of operations, and prospects. Interim, topline and preliminary data from our clinical trials may change as more patient data become available, and are subject to audit and verification procedures that could result in material changes in the final data. From time to time, we may publicly disclose preliminary, interim or topline data from our preclinical studies and clinical trials, which is based on a preliminary analysis of then-available data, and the results and related findings and conclusions are subject to change as patient enrollment and treatment continues and more patient data become available. Adverse differences between previous preliminary or interim data and future interim or final data could significantly harm our business prospects. We may also announce topline data following the completion of a preclinical study or clinical trial, which may be subject to change following a more comprehensive review of the data related to the particular study or trial. We also make assumptions, estimations, calculations and conclusions as part of our analyses of data, and we may not have received or had the opportunity to fully and carefully evaluate all data. As a result, the interim, topline or preliminary results that we report may differ from future results of the same studies, or different conclusions or considerations may qualify such results, once additional data have been received and fully evaluated. Topline data also remain subject to audit and verification procedures that may result in the final data being materially different from the preliminary data we previously published. As a result, interim, topline and preliminary data should be viewed with caution until the final data are available. Further, others, including regulatory agencies, may not accept or agree with our assumptions, estimates, calculations, conclusions or analyses or may interpret or weigh the importance of data differently, which could impact the value of the particular program, the approvability or commercialization of the particular product candidate or product and our company in general. In addition, the information we choose to publicly disclose regarding a particular study or clinical trial is based on what is typically extensive information, and you or others may not agree with what we determine to be material or otherwise appropriate information to include in our disclosure. * We may not ultimately receive or realize the potential benefits of orphan drug designation for any of our product candidates. We may seek orphan drug designation for certain of our product candidates. The FDA grants orphan designation to drugs that are intended to treat rare diseases with fewer than 200,000 patients in the United States or that affect more than 200,000 persons but where there is no reasonable expectation to recover the costs of developing and marketing a treatment drug in the United States. While we received orphan drug designation for P-BCMA-101 and P-BCMA-ALLO1 for the treatment of relapsed/refractory multiple myeloma, we may not receive this designation for any other product candidates in the future. In the United States, orphan drug designation entitles a party to financial incentives such as opportunities for grant funding towards clinical trial costs, tax advantages, and application fee waivers. After the FDA grants orphan drug designation, the generic identity of the drug and its potential orphan 49 Table of Contents Â use are disclosed publicly by the FDA. However, orphan drug designation neither shortens the development time nor regulatory review time of a product candidate nor gives the candidate any advantage in the regulatory review or approval process. In addition, if a product receives the first FDA approval for the indication for which it has orphan designation, the product is entitled to orphan drug exclusivity, which means the FDA may not approve any other application to market the same drug for the same indication for a period of seven years, except in limited circumstances, such as a showing of clinical superiority over the product with orphan exclusivity or where the manufacturer is unable to assure sufficient product quantity for the orphan patient population. Exclusive marketing rights in the United States may also be unavailable if we or our collaborators seek approval for an indication broader than the orphan designated indication and may be lost if the FDA later determines that the request for designation was materially defective. Even if we obtain orphan drug designation, we may not be the first to obtain marketing approval for any particular orphan indication due to the uncertainties associated with developing pharmaceutical products. Further, even if we obtain orphan drug exclusivity for a product candidate, that exclusivity may not effectively protect the product from competition because different drugs can be approved for the same condition. * We may seek Regenerative Medicine Advanced Therapy, or RMAT, designation for certain of our product candidates; however, even if granted, such designations may not lead to a faster development or regulatory review or approval process and do not increase the likelihood that our product candidates will receive marketing approval. In 2017, the FDA established the RMAT designation as part of its implementation of the 21st Century Cures Act. An investigational drug is eligible for RMAT designation if: (1) it meets the definition of a regenerative medicine therapy, which is defined as a cell therapy, therapeutic tissue engineering product, human cell and tissue product, or any combination product using such therapies or products, with limited exceptions; (2) it is intended to treat, modify, reverse, or cure a serious

disease or condition; and (3) preliminary clinical evidence indicates that the investigational drug has the potential to address unmet medical needs for such disease or condition. While we previously received RMAT designation for P-BCMA-101 and P-BCMA-ALLO1 for the treatment of relapsed/refractory multiple myeloma, if we apply, we may not receive this designation for any other product candidate in the future. RMAT designation provides potential benefits that include more frequent meetings with FDA to discuss the development plan for the product candidate, and eligibility for rolling review of BLAs and priority review. Product candidates granted RMAT designation may also be eligible for accelerated approval on the basis of a surrogate or intermediate endpoint reasonably likely to predict long-term clinical benefit, or reliance upon data obtained from a meaningful number of sites, including through expansion of clinical trials, as appropriate. RMAT-designated product candidates that receive accelerated approval may, as determined by the FDA, fulfill their post-approval requirements through the submission of clinical evidence, clinical studies, patient registries, or other sources of real-world evidence (such as electronic health records), through the collection of larger confirmatory data sets, or via post-approval monitoring of all patients treated with such therapy prior to approval of the therapy. RMAT designation does not change the standards for product approval, and there is no assurance that such designation or eligibility for such designation will result in expedited review or approval or that the approved indication will not be narrower than the indication covered by the RMAT designation. Additionally, RMAT designation can be revoked if the criteria for eligibility cease to be met as clinical data emerges. Our product candidates must meet extensive regulatory requirements before they can be commercialized and any regulatory approval may contain limitations or conditions that require substantial additional development expenses or limit our ability to successfully commercialize the product. The clinical development, manufacturing, labeling, storage, record-keeping, advertising, promotion, import, export, marketing and distribution of our product candidates are subject to extensive regulation by the FDA in the United States and by comparable foreign regulatory authorities in foreign markets. In the United States, we are not permitted to market our product candidates until we receive regulatory approval from the FDA. The process of obtaining regulatory approval is expensive, often takes many years following the commencement of clinical trials and can vary substantially based upon the type, complexity and novelty of the product candidates involved, as well as the target indications and patient population. Despite the time and expense invested in clinical development of product candidates, regulatory approval is never guaranteed. To date, we have not submitted a BLA or other marketing authorization application to the FDA or similar drug approval submissions to comparable foreign regulatory authorities for any product candidate. Accelerated approval requires the data to indicate the drug candidate has an effect on a surrogate endpoint that is reasonably likely to predict clinical benefit, or an effect on a clinical endpoint that can be measured earlier than an effect on irreversible morbidity or mortality that is reasonably likely to predict an effect on irreversible morbidity or mortality or other clinical benefit, taking into account the severity, rarity, or prevalence of the condition and the availability or lack of alternative treatments. In particular, because the FDA has already approved therapies for certain of the indications our product candidates are designed to treat, and because additional drugs may be approved for these indications while we 50 Table of Contents Â are developing our product candidates, it is difficult to predict whether accelerated approval will be possible for our product candidates at the time we expect to submit a BLA. Prior to obtaining approval to commercialize a product candidate in the United States or abroad, we or our potential future collaborators must demonstrate with substantial evidence from adequate and well-controlled clinical trials, and to the satisfaction of the FDA or comparable foreign regulatory authorities, that such product candidates are safe and effective for their intended uses. Even if we believe the preclinical or clinical data for our product candidates are promising, such data may not be sufficient to support approval by the FDA and comparable foreign regulatory authorities. In particular, because we are seeking to identify and develop product candidates using new technologies, there is heightened risk that the FDA or other regulatory authorities may impose additional requirements prior to granting marketing approval, including enhanced safety studies or monitoring. Furthermore, as more product candidates within a particular class of products proceed through clinical development to regulatory review and approval, the amount and type of clinical data that may be required by regulatory authorities may increase or change. The FDA or comparable foreign regulatory authorities can delay, limit or deny approval of a product candidate for many reasons, including: â€¢such authorities may disagree with the design or implementation of our clinical trials; â€¢negative or ambiguous results from our clinical trials or results may not meet the level of statistical significance required by the FDA or comparable foreign regulatory agencies for approval; â€¢serious and unexpected product-related side effects may be experienced by participants in our clinical trials or by individuals using biological products similar to our product candidates; â€¢the population studied in the clinical trial may not be sufficiently broad or representative to assure safety in the full population for which we seek approval; â€¢such authorities may not accept clinical data from trials which are conducted at clinical facilities or in countries where the standard of care is potentially different from that of the United States; â€¢we may be unable to demonstrate that a product candidateâ€™s clinical and other benefits outweigh its safety risks; â€¢such authorities may disagree with our interpretation of data from preclinical studies or clinical trials; â€¢such authorities may not agree that the data collected from clinical trials of our product candidates are acceptable or sufficient to support the submission of an application for regulatory approval or other submissions or to obtain regulatory approval in the United States or elsewhere and such authorities may impose requirements for additional preclinical studies or clinical trials; â€¢such authorities may disagree regarding the formulation, labeling and/or the specifications of our product candidates; â€¢approval may be granted only for indications that are significantly more limited than what we apply for and/or with other significant restrictions on distribution and use; â€¢such authorities may fail to approve any required companion diagnostics to be used with our product candidates; â€¢such authorities may find deficiencies in the manufacturing processes or facilities of our third-party manufacturers with which we or any of our potential future collaborators contract for clinical and commercial supplies; or â€¢the approval policies or regulations of such authorities may significantly change in a manner rendering our or any of our potential future collaboratorsâ€™ clinical data insufficient for approval. With respect to foreign markets, approval procedures vary among countries and, in addition to the foregoing risks, may involve additional product testing, administrative review periods and agreements with pricing authorities. In addition, events raising questions about the safety of certain marketed pharmaceuticals may result in increased cautiousness by the FDA and comparable foreign regulatory authorities in reviewing new products based on safety, efficacy or other regulatory considerations and may result in significant delays in obtaining regulatory approvals. Even if we eventually complete clinical trials and receive approval to commercialize our product candidates, the FDA or comparable foreign regulatory authority may grant approval contingent on the performance of costly additional clinical trials, including Phase 4 clinical trials, and/or the implementation of a REMS. The FDA or the comparable foreign regulatory authority also may approve a product candidate for a more limited indication or patient population than we originally requested or may not approve the labeling that we believe is necessary or desirable for the successful commercialization of a product. Manufacturers of our products and manufacturersâ€™ facilities are also required to comply with cGMP regulations, which include requirements related to quality control 51 Table of Contents Â and quality assurance, as well as the corresponding maintenance of records and documentation. Further, regulatory authorities must approve these manufacturing facilities before they can be used to manufacture our products, and these facilities are subject to continual review and periodic inspections by the FDA and other comparable foreign regulatory authorities for compliance with cGMP regulations. Any delay in obtaining, or inability to obtain, applicable regulatory approval would delay or prevent commercialization of that product candidate and would materially and adversely impact our business and prospects. Even if we receive regulatory approval for any of our product candidates, we will be subject to ongoing obligations and continued regulatory review, which may result in significant additional expense. Additionally, our product candidates, if approved, could be subject to labeling and other restrictions and market withdrawal and we may be subject to penalties if we fail to comply with regulatory requirements or experience unanticipated problems with our products. If the FDA, EMA or any other comparable regulatory authority approves any of our product candidates, the manufacturing processes, labeling, packaging, distribution, adverse event reporting, storage, advertising, promotion and recordkeeping for the product will be subject to extensive and ongoing regulatory requirements. These requirements include submissions of safety and other post-marketing information and reports, registration requirements and continued compliance with cGMPs and GCP, for any clinical trials that we conduct post-approval. Later discovery of previously unknown problems with a product, including adverse events of unanticipated severity or frequency, or with our clinical manufacturing facility, third-party manufacturers or manufacturing processes, or failure to comply with regulatory requirements, may result in, among other things: â€¢restrictions on the marketing or manufacturing of the product, withdrawal of the product from the market, or voluntary product recalls; â€¢fines, untitled or warning letters or holds on clinical trials; â€¢refusal by the FDA, the EMA or any other comparable regulatory authority to approve pending applications or supplements to approved applications filed by us, or suspension or revocation of product approvals; â€¢product seizure or detention, or refusal to permit the import or export of products; and â€¢injunctions or the imposition of civil or criminal penalties. Moreover, if any of our product candidates are approved, our product labeling, advertising and promotion will be subject to regulatory requirements and continuing regulatory review. The FDA strictly regulates the promotional claims that may be made about biopharmaceutical products. In particular, a product may not be promoted for uses that are not approved by the FDA as reflected in the productâ€™s approved labeling. Any government investigation of alleged violations of law could require us to expend significant time and resources in response and could generate negative publicity. The occurrence of any event or penalty described above may inhibit our or our collaboratorsâ€™ ability to commercialize our product candidates, and harm our business, financial condition and results of operations. In addition, the policies of the FDA, the EMA and other comparable regulatory authorities may change and additional government regulations may be enacted that could prevent, limit or delay regulatory approval of our product candidates. If we are slow or unable to adapt to changes in existing requirements or the adoption of new requirements or policies, or if we are not able to maintain regulatory compliance, we may lose any marketing approval that we may have obtained, which would adversely affect our business, prospects and ability to achieve or sustain profitability. We also cannot predict the likelihood, nature or extent of government regulation that may arise from future legislation or administrative or executive action, either in the United States or abroad. If we are slow or unable to adapt to changes in existing requirements or the adoption of new requirements, or if we are unable to maintain regulatory compliance, marketing approval that has been obtained may be lost and we may not achieve or sustain profitability. Disruptions at the FDA and other government agencies caused by funding shortages or global health concerns could hinder their ability to hire, retain or deploy key leadership and other personnel, or otherwise prevent new or modified products from being developed, or approved or commercialized in a timely manner or at all, which could negatively impact our business. The ability of the FDA to review and approve new products can be affected by a variety of factors, including government budget and funding levels, statutory, regulatory, and policy changes, the FDAâ€™s ability to hire and retain key personnel and accept the payment of user fees, and other events that may otherwise affect the FDAâ€™s ability to perform routine functions. Average review times at the agency have fluctuated in recent years as a result. In addition, government funding of other government agencies that fund 52 Table of Contents Â research and development activities is subject to the political process, which is inherently fluid and unpredictable. Disruptions at the FDA and other agencies may also slow the time necessary for new biologics to be reviewed and/or approved by necessary government agencies, which would adversely affect our business. For example, over the last several years, including for 35 days beginning on December 22, 2018, the U.S. government has shut down several times and certain regulatory agencies, such as the FDA, have had to furlough critical FDA employees and stop critical activities. Separately, in response to the global COVID-19 pandemic, the FDA postponed most foreign and domestic inspections of manufacturing facilities and products for several months during 2020 and only resumed them on a risk-based basis, incorporating remote monitoring methods as well. Regulatory authorities outside the United States adopted similar restrictions and policy measures in response to the COVID-19 pandemic. If a prolonged government shutdown occurs, or if global health concerns prevent the FDA or other regulatory authorities from conducting their regular inspections, reviews, or other regulatory activities, it could significantly impact the ability of the FDA or other regulatory authorities to timely review and process our regulatory submissions, which could have a material adverse effect on our business. We may expend our limited resources to pursue a particular product candidate or indication and fail to capitalize on product candidates or indications that may be more profitable or for which there is a greater likelihood of success. Because we have limited financial and managerial resources, we must prioritize our research programs and will need to focus our discovery and development on select product candidates and indications. Correctly prioritizing our research and development activities is particularly important for us due to the breadth of potential product candidates and indications that we believe could be pursued using our platform technologies. As a result, we may forego or delay pursuit of opportunities with other product candidates or for other indications that later prove to have greater commercial potential. Our resource allocation decisions may cause us to fail to capitalize on viable commercial products or profitable market opportunities. Our spending on current and future research and development programs and product candidates for specific indications may not yield any commercially viable products. If we do not accurately evaluate the commercial potential or target market for a particular product candidate, we may also relinquish valuable rights to that product candidate through collaboration, licensing or other royalty arrangements in cases in which it would have been more advantageous for us to retain sole development and commercialization rights to such product candidate. We may not be successful in our efforts to identify or discover additional product candidates in the future. Our research programs may initially show promise in identifying potential product candidates, yet fail to yield product candidates for clinical development for a number of reasons, including: â€¢our inability to design such product candidates with the properties that we desire; or â€¢potential product candidates may, on further study, be shown to have harmful side effects or other characteristics that indicate that they are unlikely to be products that will receive marketing approval and achieve market acceptance. Research programs to identify new product candidates require substantial technical, financial and human resources. If we are unable to identify suitable additional candidates for preclinical and clinical development, our opportunities to successfully develop and commercialize therapeutic products will be limited. Risks Related to Manufacturing, Commercialization and Reliance on Third Parties We rely on third parties to conduct our clinical trials and perform some of our research and preclinical studies. If these third parties do not satisfactorily carry out their contractual duties or fail to meet expected deadlines, our development programs may be delayed or subject to increased costs, each of which may have an adverse effect on our business and prospects. We do not have the ability to conduct all aspects of our preclinical testing or clinical trials ourselves. As a result, we are and expect to remain dependent on third parties to conduct our ongoing clinical trials and any future clinical trials of our product candidates. Specifically, CROs, clinical investigators, and consultants play a significant role in the conduct of these trials and the subsequent collection and analysis of data. However, we will not be able to control all aspects of their activities. Nevertheless, we are responsible for ensuring that each of our trials is conducted in accordance with the applicable protocol and legal, regulatory and scientific standards, and our reliance on the CROs and other third parties does not relieve us of our regulatory responsibilities. We and our CROs are required to comply with GCP requirements, which are regulations and guidelines enforced by the FDA, the Competent Authorities of the Member States of the European Economic Area, and comparable foreign regulatory authorities for all of our product candidates in clinical development. Regulatory authorities enforce these GCP requirements through periodic inspections of trial sponsors, clinical trial investigators and clinical trial sites. If we or any of our CROs or clinical trial sites fail to comply with applicable GCP requirements, the data generated in our clinical trials may be deemed unreliable, and the FDA or comparable foreign regulatory authorities may require us to perform additional clinical trials before approving our marketing applications. In addition, our 53 Table of Contents Â clinical trials must be conducted with product produced under cGMP regulations. Our failure to comply with these regulations may require us to stop and/or repeat clinical trials, which would delay the marketing approval process. There is no guarantee that any such CROs, clinical trial investigators or other third parties on which we rely will devote adequate time and resources to our development activities or perform as contractually required. If any of these third parties fail to meet expected deadlines, adhere to our clinical protocols or meet regulatory requirements, otherwise performs in a substandard manner, or terminates its engagement with us, the timelines for our development programs may be extended or delayed or our development activities may be suspended or terminated. If any of our clinical trial sites terminate for any reason, we may experience the loss of follow-up information on subjects enrolled in such clinical trials unless we are able to transfer those subjects to another qualified clinical trial site, which may be difficult or impossible. In addition, clinical trial investigators for our clinical trials may serve as scientific advisors or consultants to us from time to time and may receive cash or equity compensation in connection with such services. If these relationships and any related compensation result in perceived or actual conflicts of interest, or the FDA or any comparable foreign regulatory authority concludes that the financial relationship may have affected the interpretation of the trial, the integrity of the data generated at the applicable clinical trial site may be questioned and the utility of the clinical trial itself may be jeopardized, which could result in the delay or rejection of any marketing application we submit by the FDA or any comparable foreign regulatory authority. Any such delay or rejection could prevent us from commercializing our product candidates. Furthermore, these third parties may also have relationships with other entities, some of which may be our competitors. If these third parties do not successfully carry out their contractual duties, meet expected deadlines or conduct our clinical trials in accordance with regulatory requirements or our stated protocols, we will not be able to obtain, or may be delayed in obtaining, marketing approvals for our product candidates and will not be able to, or may be delayed in our efforts to, successfully commercialize our products. We operate a clinical manufacturing facility to develop and manufacture preclinical and

clinical materials for all of our CAR-T product candidates which requires significant resources. A failure to successfully operate our clinical manufacturing facility could lead to substantial delays and adversely affect our research and development efforts, including clinical trials, and the future commercial viability, if approved, of our CAR-T product candidates. Our clinical manufacturing facility is validated, qualified and fully operational. While we will continue to source raw materials from external CMOs, we made the transition manufacturing from external CMOs to our clinical manufacturing facility and we expect our clinical manufacturing facility to be the sole source supplier of clinical materials for our clinical trials, including P-BCMA-ALLO1, P-MUC1C-ALLO1 and P-CD19CD20-ALLO1. This sole source reliance increases the risk that we will not have sufficient quantities of our CAR-T product candidates at an acceptable cost or quality, which could delay, prevent or impair our development or commercialization efforts, if approved. If we are unable to manufacture sufficient preclinical or clinical materials at our clinical manufacturing facility we may be forced to contract with external CMOs, which we may not be able to do on commercially reasonable terms, if at all. Even if commercially reasonable terms are available, any transition of manufacturing from our clinical manufacturing facility to an external CMO could be time-consuming and require significant effort and expertise because there may be a limited number of qualified replacements. In some cases, the technical skills or technology required to manufacture our CAR-T product candidates may be unique or proprietary and we may have difficulty transferring such skills or technology to another CMO and a feasible alternative may not exist. If we fail to manufacture at our clinical manufacturing facility, or obtain from a CMO, a sufficient supply of clinical materials for our clinical trials in accordance with applicable specifications on a timely basis, our research and development efforts, including clinical trials, the future commercial viability, if approved, of our CAR-T product candidates, and our business, financial condition, results of operations and growth prospects could be materially adversely affected. * We or the third parties on which we rely for the manufacturing and supply of certain of our product candidates for use in preclinical testing and clinical trials, may not be able to establish or maintain supply of our product candidates that is of satisfactory quality and quantity. We produce in our laboratory relatively small quantities of product for evaluation in our research programs. We have relied on, and will continue to rely on, third parties for the manufacture of certain of our product candidates for preclinical and clinical testing and may rely on such third parties for commercial manufacture if any of our product candidates are approved. We currently have limited manufacturing arrangements and expect that each of our product candidates will only be covered by single source suppliers for the foreseeable future. This reliance increases the risk that we will not have sufficient quantities of our product candidates or products, if approved, or such quantities at an acceptable cost or quality, which could delay, prevent or impair our development or commercialization efforts. Furthermore, all entities involved in the preparation of therapeutics for clinical trials or commercial sale, including ourselves and our existing contract manufacturers for our product candidates, are subject to extensive regulation. Components of a finished therapeutic product approved for commercial sale or used in clinical trials must be manufactured in accordance with cGMP 54 Table of Contents Â requirements. These regulations govern manufacturing processes and procedures, including record keeping, and the implementation and operation of quality systems to control and assure the quality of investigational products and products approved for sale. Poor control of production processes can lead to the introduction of contaminants, or to inadvertent changes in the properties or stability of our product candidates that may not be detectable in final product testing. We or our contract manufacturers must supply all necessary documentation in support of a BLA on a timely basis and must adhere to the FDAâ€™s Good Laboratory Practice regulations and cGMP regulations enforced by the FDA through its facilities inspection program. Comparable foreign regulatory authorities may require compliance with similar requirements. Our facilities and quality systems, and those of our third-party contract manufacturers, must pass a pre-approval inspection for compliance with the applicable regulations as a condition of marketing approval of our product candidates. We do not control the manufacturing activities of, and are completely dependent on, our contract manufacturers for compliance with cGMP regulations. In the event that any of our manufacturers fails to comply with such requirements or to perform its obligations to us in relation to quality, timing or otherwise, or if our supply of components or other materials becomes limited or interrupted for other reasons, we may be forced to manufacture the materials ourselves, for which we may not have the capabilities or resources, or enter into an agreement with another third-party, which we may not be able to do on commercially reasonable terms, if at all. In particular, any replacement of our manufacturers could require significant effort and expertise because there may be a limited number of qualified replacements. In some cases, the technical skills or technology required to manufacture our product candidates may be unique or proprietary to the original manufacturer and we may have difficulty transferring such skills or technology to another third-party and a feasible alternative may not exist. In addition, certain of our product candidates and our own proprietary methods have never been produced or implemented outside of our company, and we may therefore experience delays to our development programs if and when we attempt to establish new third-party manufacturing arrangements for these product candidates or methods. These factors would increase our reliance on such manufacturer or require us to obtain a license from such manufacturer in order to have another third-party manufacture our product candidates. If we are required to or voluntarily change manufacturers for any reason, we will be required to verify that the new manufacturer maintains facilities and procedures that comply with quality standards and with all applicable regulations and guidelines. The delays associated with the verification of a new manufacturer could negatively affect our ability to develop product candidates in a timely manner or within budget. Our or a third-partyâ€™s failure to execute on our manufacturing requirements or maintain compliance with cGMP manufacturing standards could adversely affect our business in a number of ways, including: â€¢an inability to initiate or continue clinical trials of our product candidates under development; â€¢delay in submitting regulatory applications, or receiving marketing approvals, for our product candidates; â€¢loss of the cooperation of future collaborators; â€¢subjecting third-party manufacturing facilities or our manufacturing facilities to additional inspections by regulatory authorities; â€¢requirements to cease development or to recall batches of our product candidates; and â€¢in the event of approval to market and commercialize our product candidates, an inability to meet commercial demands for our product or any other future product candidates. Additionally, some of our vendors and suppliers are located in China or operated by Chinese biotechnology companies. Trade tensions and conflict between the United States and China have been escalating in recent years and, as such, we are exposed to the possibility of product supply disruption and increased costs and expenses in the event of changes to the laws, rules, regulations, and policies of the governments of the United States or China, or due to geopolitical unrest and unstable economic conditions. Certain Chinese biotechnology companies may become subject to trade restrictions, sanctions, other regulatory requirements, or proposed legislation by the U.S. Government, which could restrict or even prohibit our ability to work with such entities, thereby potentially disrupting their supply of material to us. Such disruption could have adverse effects on the development of our product candidates and our business operations. For example, the BIOSECURE Act recently passed in House of Representatives, as well as a substantially similar bill in the Senate, which target certain Chinese biotechnology companies. In addition, U.S. executive agencies have the ability to designate entities and individuals on various governmental prohibited and restricted parties lists. Depending on the designation, potential consequences can range from a comprehensive prohibition on all transactions or dealings with designated parties, or a limited prohibition on certain types of activities, such as exports and financing activities, with designated parties. Any unfavorable government policies on international trade, such as export controls, capital controls or tariffs, new legislation or regulations, renegotiation of existing trade agreements, or any retaliatory trade actions due to recent trade tension, may impede, delay, limit, or increase the cost of potentially manufacturing our product candidates or limit our options. Such events could have an adverse effect on our business, financial condition and results of operations. 55 Table of Contents Â Manufacturing genetically engineered products is complex and we or our third-party manufacturers may encounter difficulties in production. If we or any of our third-party manufacturers encounter such difficulties, our ability to provide supply of our product candidates for clinical trials or our products for patients, if approved, could be delayed or prevented. Manufacturing genetically engineered products is complex and may require the use of innovative technologies to handle living cells. Manufacturing these products requires facilities specifically designed and validated for this purpose and sophisticated quality assurance and quality control procedures are necessary. Slight deviations anywhere in the manufacturing process, including filling, labeling, packaging, storage and shipping and quality control and testing, may result in lot failures, product recalls or spoilage. When changes are made to the manufacturing process, we may be required to provide preclinical and clinical data showing the comparable identity, strength, quality, purity or potency of the products before and after such changes. If microbial, viral or other contaminations are discovered at manufacturing facilities, such facilities may need to be closed for an extended period of time to investigate and remedy the contamination, which could delay clinical trials and adversely harm our business. The use of biologically derived ingredients can also lead to allegations of harm, including infections or allergic reactions, or closure of product facilities due to possible contamination. In addition, there are risks associated with large scale manufacturing for clinical trials or commercial scale including, among others, cost overruns, potential problems with process scale-up, process reproducibility, stability issues, compliance with good manufacturing practices, lot consistency and timely availability of raw materials. Even if we obtain marketing approval for any of our product candidates, there is no assurance that we or our manufacturers will be able to manufacture the approved product to specifications acceptable to the FDA or other comparable foreign regulatory authorities, to produce it in sufficient quantities to meet the requirements for the potential commercial launch of the product or to meet potential future demand. If we or our manufacturers are unable to produce sufficient quantities for clinical trials or for commercialization, our development and commercialization efforts would be impaired, which would have an adverse effect on our business, financial condition, results of operations and growth prospects. Changes in methods of product candidate manufacturing may result in additional costs or delays. As product candidates progress through preclinical to late-stage clinical trials to marketing approval and commercialization, it is common that various aspects of the development program, such as manufacturing methods, are altered along the way in an effort to optimize yield, manufacturing batch size, minimize costs and achieve consistent quality and results. Such changes carry the risk that they will not achieve these intended objectives. Any of these changes could cause our product candidates to perform differently and affect the results of planned clinical trials or other future clinical trials conducted with the altered materials. This could delay completion of clinical trials, require the conduct of bridging clinical trials or the repetition of one or more clinical trials, increase clinical trial costs, delay approval of our product candidates and jeopardize our ability to commercialize our product candidates and generate revenue. Any approved products may fail to achieve the degree of market acceptance by physicians, patients, hospitals, cancer treatment centers, healthcare payors and others in the medical community necessary for commercial success. If any of our product candidates receive marketing approval, they may nonetheless fail to gain sufficient market acceptance by physicians, patients, healthcare payors and others in the medical community. For example, current cancer treatments like chemotherapy and radiation therapy are well established in the medical community, and physicians may continue to rely on these treatments. Most of our product candidates target mechanisms for which there are limited or no currently approved products, which may result in slower adoption by physicians, patients and payors. If our product candidates do not achieve an adequate level of acceptance, we may not generate significant product revenue and we may not become profitable. The degree of market acceptance of our product candidates, if approved for commercial sale, will depend on a number of factors, including: â€¢efficacy and potential advantages compared to alternative treatments; â€¢our ability to offer our products for sale at competitive prices; â€¢convenience and ease of administration compared to alternative treatments; â€¢the willingness of the target patient population to try new therapies and of physicians to prescribe these therapies; â€¢the availability of coverage and adequate reimbursement from third party payors; â€¢the strength of marketing and distribution support; and â€¢the prevalence and severity of any side effects. 56 Table of Contents Â * We may not be able to successfully commercialize our product candidates due to unfavorable pricing regulations or third-party coverage and reimbursement policies, which could make it difficult for us to sell our product candidates profitably. Obtaining coverage and reimbursement approval for a product from a government or other third-party payor is a time-consuming and costly process, with uncertain results, that could require us to provide supporting scientific, clinical and cost effectiveness data for the use of our products to the payor. There may be significant delays in obtaining such coverage and reimbursement for newly approved products, and coverage may not be available, or may be more limited than the purposes for which the product is approved by the FDA or comparable foreign regulatory authorities. Moreover, eligibility for coverage and reimbursement does not imply that a product will be paid for in all cases or at a rate that covers our costs, including research, development, intellectual property, manufacture, sale and distribution expenses. Interim reimbursement levels for new products, if applicable, may also not be sufficient to cover our costs and may not be made permanent. Reimbursement rates may vary according to the use of the product and the clinical setting in which it is used, may be based on reimbursement levels already set for lower cost products and may be incorporated into existing payments for other services. Net prices for products may be reduced by mandatory discounts or rebates required by government healthcare programs or private payors, by any future laws limiting drug prices and by any future relaxation of laws that presently restrict imports of product from countries where they may be sold at lower prices than in the United States. There is significant uncertainty related to the insurance coverage and reimbursement of newly approved products. In the United States, there is no uniform policy among third-party payors for coverage and reimbursement. Third-party payors often rely upon Medicare coverage policy and payment limitations in setting reimbursement policies, but also have their own methods and approval process apart from Medicare coverage and reimbursement determinations. Therefore, one third-party payorâ€™s determination to provide coverage for a product does not assure that other payors will also provide coverage for the product. Coverage and reimbursement by a third-party payor may depend upon a number of factors, including the third-party payorâ€™s determination that use of a product is: â€¢a covered benefit under its health plan; â€¢safe, effective and medically necessary; â€¢appropriate for the specific patient; â€¢cost-effective; and â€¢neither experimental nor investigational. We cannot be sure that reimbursement will be available for any product that we commercialize and, if coverage and reimbursement are available, what the level of reimbursement will be. Even if favorable coverage and reimbursement status is attained for one or more products for which we receive regulatory approval, less favorable coverage policies and reimbursement rates may be implemented in the future. Our inability to promptly obtain coverage and adequate reimbursement rates from both government-funded and private payors for any approved products that we develop could have a material adverse effect on our operating results, our ability to raise capital needed to commercialize products and our overall financial condition. Reimbursement may impact the demand for, and the price of, any product for which we obtain marketing approval. Assuming we obtain coverage for a given product by a third-party payor, the resulting reimbursement payment rates may not be adequate or may require co-payments that patients find unacceptably high. Patients who are prescribed medications for the treatment of their conditions, and their prescribing physicians, generally rely on third-party payors to reimburse all or part of the costs associated with those medications. Patients are unlikely to use our products unless coverage is provided and reimbursement is adequate to cover all or a significant portion of the cost of our products. Therefore, coverage and adequate reimbursement is critical to a new productâ€™s acceptance. Coverage decisions may depend upon clinical and economic standards that disfavor new products when more established or lower cost therapeutic alternatives are already available or subsequently become available. For products administered under the supervision of a physician, obtaining coverage and adequate reimbursement may be particularly difficult because of the higher prices often associated with such drugs. Additionally, separate reimbursement for the product itself may or may not be available. Instead, the hospital or administering physician may be reimbursed only for providing the treatment or procedure in which our product is used. Further, from time to time, the Centers for Medicare & Medicaid Services, or CMS, revises the reimbursement systems used to reimburse health care providers, including the Medicare Physician Fee Schedule and Hospital Outpatient Prospective Payment System, which may result in reduced Medicare payments. We expect to experience pricing pressures in connection with the sale of any of our product candidates due to the trend toward managed healthcare, the increasing influence of health maintenance organizations, and additional legislative changes. The downward 57 Table of Contents Â pressure on healthcare costs in general, particularly prescription medicines, medical devices and surgical procedures and other treatments, has become very intense. As a result, increasingly high barriers are being erected to the successful commercialization of new products. Further, the adoption and implementation of any future governmental cost containment or other health reform initiative may result in additional downward pressure on the price that we may receive for any approved product. Additionally, we or our collaborators may develop companion diagnostic tests for use with our product candidates. We, or our collaborators, will be required to obtain coverage and reimbursement for these tests separate and apart from the coverage and reimbursement we may seek for our product candidates. While we have not yet developed any companion diagnostic tests for our product candidates, if we do, there is significant uncertainty regarding our ability to obtain coverage and adequate reimbursement for the same reasons applicable to our product candidates. Outside of the United States, many countries require approval of the sale price of a product before it can be marketed, and the pricing review period only begins after marketing or product licensing approval is granted. To obtain reimbursement or pricing approval in some of these countries, we may be required to conduct a clinical trial that compares the cost-effectiveness of our product candidate to other available therapies. In some foreign markets, prescription pharmaceutical pricing remains subject to continuing governmental control even after initial approval is granted. As a result, we might obtain marketing approval for a product candidate in a particular country, but then be subject to price regulations that delay our commercial launch of the product, possibly for lengthy time periods, and negatively impact the revenue, if any, we are able to generate from the sale of the product in that country. Adverse pricing

limitations may hinder our ability to recoup our investment in one or more product candidates, even if such product candidates obtain marketing approval. Our product candidates for which we intend to seek approval as biologic products may face competition sooner than anticipated. The Patient Protection and Affordable Care Act, as amended by the Health Care and Education Reconciliation Act of 2010, or collectively, the Affordable Care Act, signed into law on March 23, 2010, includes a subtitle called the Biologics Price Competition and Innovation Act of 2009, or BPCIA, which created an abbreviated approval pathway for biological products that are biosimilar to or interchangeable with an FDA-licensed reference biological product. Under the BPCIA, an application for a biosimilar product may not be submitted to the FDA until four years following the date that the reference product was first licensed by the FDA. In addition, the approval of a biosimilar product may not be made effective by the FDA until 12 years from the date on which the reference product was first licensed. During this 12-year period of exclusivity, another company may still market a competing version of the reference product if the FDA approves a full BLA for the competing product containing the sponsorâ€™s own preclinical data and data from adequate and well-controlled clinical trials to demonstrate the safety, purity and potency of their product. We believe that any of our product candidates approved as a biological product under a BLA should qualify for the 12-year period of exclusivity. However, there is a risk that this exclusivity could be shortened due to congressional action or otherwise, or that the FDA will not consider our product candidates to be reference products for competing products, potentially creating the opportunity for generic competition sooner than anticipated. Other aspects of the BPCIA, some of which may impact the BPCIA exclusivity provisions, have also been the subject of recent litigation. Moreover, the extent to which a biosimilar, once approved, will be substituted for any one of our reference products in a way that is similar to traditional generic substitution for non-biological products is not yet clear, and will depend on a number of marketplace and regulatory factors that are still developing. If any approved products are subject to biosimilar competition sooner than we expect, we will face significant pricing pressure and our commercial opportunity will be limited. If the market opportunities for any of our product candidates are smaller than we believe they are, our revenue may be adversely affected, and our business may suffer. We are focused initially on the development of treatments for cancer. Our projections of addressable patient populations that have the potential to benefit from treatment with our product candidates are based on estimates. If any of our estimates are inaccurate, the market opportunities for any of our product candidates could be significantly diminished and have an adverse material impact on our business. Our reliance on third parties requires us to share our trade secrets, which increases the possibility that a competitor will discover them or that our trade secrets will be misappropriated or disclosed. Because we rely on third parties to research and develop and to manufacture our product candidates, we must share trade secrets with them. We seek to protect our proprietary technology in part by entering into confidentiality agreements and, if applicable, material transfer agreements, consulting agreements or other similar agreements with our advisors, employees, third-party contractors and consultants prior to beginning research or disclosing proprietary information. These agreements typically limit the rights of the 58 Table of Contents Â third parties to use or disclose our confidential information, including our trade secrets. Despite the contractual provisions employed when working with third parties, the need to share trade secrets and other confidential information increases the risk that such trade secrets become known by our competitors, are inadvertently incorporated into the technology of others, or are disclosed or used in violation of these agreements. Given that our proprietary position is based, in part, on our know-how and trade secrets, a competitorâ€™s independent discovery of our trade secrets or other unauthorized use or disclosure would impair our competitive position and may have a material adverse effect on our business. In addition, these agreements typically restrict the ability of our advisors, employees, third-party contractors and consultants to publish data potentially relating to our trade secrets, although our agreements may contain certain limited publication rights. For example, any academic institution that we may collaborate with will likely expect to be granted rights to publish data arising out of such collaboration and any joint research and development programs may require us to share trade secrets under the terms of our research and development or similar agreements. Despite our efforts to protect our trade secrets, our competitors may discover our trade secrets, either through breach of our agreements with third parties, independent development or publication of information by any of our third-party collaborators. A competitorâ€™s discovery of our trade secrets would impair our competitive position and have an adverse impact on our business. If any of our product candidates are approved for marketing and commercialization and we are unable to establish sales and marketing capabilities or enter into agreements with third parties to sell and market our product candidates, we will be unable to successfully commercialize our product candidates if and when they are approved. We have no sales, marketing or distribution capabilities or experience. To achieve commercial success for any approved product for which we retain sales and marketing responsibilities, we must either develop a sales and marketing organization, which would be expensive and time consuming, or outsource these functions to other third parties. In the future, we may choose to build a focused sales and marketing infrastructure to sell, or participate in sales activities with our collaborators for, some of our product candidates if and when they are approved. There are risks involved with both establishing our own sales and marketing capabilities and entering into arrangements with third parties to perform these services. For example, recruiting and training a sales force is expensive and time consuming and could delay any product launch. If the commercial launch of a product candidate for which we recruit a sales force and establish marketing capabilities is delayed or does not occur for any reason, we would have prematurely or unnecessarily incurred these commercialization expenses. This may be costly, and our investment would be lost if we cannot retain or reposition our sales and marketing personnel. Factors that may inhibit our efforts to commercialize future products on our own include: â€¢our inability to recruit and retain adequate numbers of effective sales and marketing personnel; â€¢the inability of sales personnel to obtain access to physicians or educate an adequate number of physicians regarding the benefits of any product, once approved; â€¢the lack of complementary products to be offered by sales personnel, which may put us at a competitive disadvantage relative to companies with more extensive product portfolios; and â€¢unforeseen costs and expenses associated with creating an independent sales and marketing organization. If we enter into arrangements with third parties to perform sales, marketing and distribution services, our product revenue or the profitability of these product revenue to us are likely to be lower than if we were to market and sell any products that we develop ourselves. In addition, we may not be successful in entering into arrangements with third parties to sell and market our product candidates or may be unable to do so on terms that are favorable to us. In entering into third-party marketing or distribution arrangements, any revenue we receive will depend upon the efforts of the third parties and we cannot assure you that such third parties will establish adequate sales and distribution capabilities or devote the necessary resources and attention to sell and market any future products effectively. If we do not establish sales and marketing capabilities successfully, either on our own or in collaboration with third parties, we will not be successful in commercializing our product candidates. Even if we obtain FDA approval of any of our product candidates, we may never obtain approval or commercialize such products outside of the United States, which would limit our ability to realize their full market potential. In order to market any products outside of the United States, we must establish and comply with numerous and varying regulatory requirements of other countries regarding safety and efficacy. Clinical trials conducted in one country may not be accepted by regulatory authorities in other countries, and regulatory approval in one country does not mean that regulatory approval will be obtained in any other country. Approval procedures vary among countries and can involve additional product testing and validation 59 Table of Contents Â and additional administrative review periods. Seeking foreign regulatory approvals could result in significant delays, difficulties and costs for us and may require additional preclinical studies or clinical trials which would be costly and time consuming. Regulatory requirements can vary widely from country to country and could delay or prevent the introduction of our products in those countries. Satisfying these and other regulatory requirements is costly, time consuming, uncertain and subject to unanticipated delays. In addition, our failure to obtain regulatory approval in any country may delay or have negative effects on the process for regulatory approval in other countries. We do not have any product candidates approved for sale in any jurisdiction, including international markets, and we do not have experience in obtaining regulatory approval in international markets. If we fail to comply with regulatory requirements in international markets or to obtain and maintain required approvals, our ability to realize the full market potential of our products will be harmed. Risks Related to Our In-Licenses and Other Strategic Agreements * We are currently party to several in-license agreements under which we acquired rights to use, develop, manufacture and/or commercialize certain of our platform technologies and resulting product candidates. If we breach our obligations under these agreements, we may be required to pay damages, lose our rights to these technologies or both, which would adversely affect our business and prospects. We rely, in part, on license and other strategic agreements, which subject us to various obligations, including diligence obligations with respect to development and commercialization activities, payment obligations for achievement of certain milestones and royalties on product sales, negative covenants and other material obligations. For example, with respect to P-BCMA-ALLO1, P-CD19CD20-ALLO1 and P-PSMA-ALLO1, we have licensed heavy-chain-only binders under agreements with TeneoBio, Inc. (a subsidiary of Amgen Inc.), or TeneoBio, with respect to P-MUC1C-ALLO1, we have licensed a binder under our agreement with Xyone Therapeutics, Inc. (a successor-in-interest to Genus Oncology, LLC), or Xyone, with respect to our additional dual CAR programs and other allogeneic preclinical programs we have licensed and may continue to license binders under our agreements with TeneoBio, and with respect to our Cas-CLOVER gene editing technology, which we use in the manufacture of P-BCMA-ALLO1, P-MUC1C-ALLO1, P-CD19CD20-ALLO1 and future allogeneic products, we have licensed certain intellectual property under an agreement with HMGU. If we fail to comply with the obligations under our license agreements or use the intellectual property licensed to us in an unauthorized manner, we may be required to pay damages and our licensors may have the right to terminate the license. If our license agreements are terminated, we may not be able to develop, manufacture, market or sell the products covered by our agreements and those being tested or approved in combination with such products. Such an occurrence could materially adversely affect the value of the product candidates being developed under any such agreement. In addition, the agreements under which we license intellectual property or technology to or from third parties are complex, and certain provisions in such agreements may be susceptible to multiple interpretations. The resolution of any contract interpretation disagreement that may arise could narrow what we believe to be the scope of our rights to the relevant intellectual property or technology or increase what we believe to be our financial or other obligations under the relevant agreement, either of which could have a material adverse effect on our business, financial condition, results of operations and prospects. Moreover, if disputes over intellectual property that we have licensed prevent or impair our ability to maintain our current licensing arrangements on commercially acceptable terms, we may be unable to successfully develop and commercialize the affected product candidates. Our business also would suffer if any current or future licensors fail to abide by the terms of the license, if the licensors fail to enforce licensed patents against infringing third parties, if the licensed patents or other rights are found to be invalid or unenforceable, or if we are unable to enter into necessary licenses on acceptable terms. Moreover, our licensors may own or control intellectual property that has not been licensed to us and, as a result, we may be subject to claims, regardless of their merit, that we are infringing or otherwise violating the licensorâ€™s rights. In addition, while we cannot currently determine the amount of the royalty obligations we would be required to pay on sales of future products, if any, the amounts may be significant. The amount of our future royalty obligations will depend on the technology and intellectual property we use in products that we successfully develop and commercialize, if any. Therefore, even if we successfully develop and commercialize products, we may be unable to achieve or maintain profitability. If we are unable to successfully obtain rights to required third-party intellectual property or maintain the existing intellectual property rights we have, we may have to abandon development of the relevant research programs or product candidates and our business, financial condition, results of operations and prospects could suffer. 60 Table of Contents Â * Our collaborators may not devote sufficient resources to the development or commercialization of our product candidates or may otherwise fail in development or commercialization efforts, which could adversely affect our ability to develop or commercialize certain of our product candidates and our financial condition and operating results. We have, with respect to our collaboration with Roche, and will likely have, with respect to any additional collaboration arrangements with any third parties, limited control over the amount and timing of resources that our collaborators dedicate to the development or commercialization of our product candidates. For example, Takeda made a recent internal shift in strategy away from AAV, gene therapy and rare hematology, which led to the termination of our collaboration with Takeda. In addition, while we expect to collaborate with Roche on the development of up to ten allogeneic CAR-T cell therapy programs, only two such programs have been designated by Roche and we cannot guarantee that Roche will elect to pursue development of additional cell therapy programs under the Roche Collaboration Agreement. A decision by Roche to pursue less than the maximum number of targets or programs available for collaboration under the collaboration agreement would limit the potential payments we may receive under the Roche Collaboration Agreement, delay our development timelines or otherwise adversely affect our business. In general, our ability to generate revenues from this arrangement will depend on our collaboratorsâ€™ ability to successfully perform the functions assigned to them in this arrangement and otherwise to comply with their contractual obligations. Any of our existing or future collaborations may not ultimately be successful, which could have a negative impact on our business, results of operations, financial condition and growth prospects. In addition, the terms of any such collaboration or other arrangement may not prove to be favorable to us or may not be perceived as favorable, which may negatively impact the trading price of our common stock. In some cases, we may be responsible for continuing development or manufacture of a product or product candidate or research program under collaboration and the payment we receive from our partner may be insufficient to cover the cost of this development or manufacture of product. For example, under the Astellas Collaboration Agreement, certain costs incurred in performance of development activities related to both research programs will be reimbursed, but are subject to a maximum cap per fiscal year and per target. Conflicts may arise between us and our collaborators, such as conflicts concerning the interpretation of clinical data, the achievement of milestones, the division of development responsibilities or expenses, development plans, the interpretation of financial provisions, or the ownership of intellectual property developed during the collaboration. If any such conflicts arise, a collaborator could act in its own self-interest, which may be adverse to our best interests. Any such disagreement between us and a collaborator could delay or prevent the development or commercialization of our product candidates. Further, we are subject to the following additional risks associated with our current and any future collaborations with third parties, the occurrence of which could cause our collaboration arrangements to fail: â€¢collaborators may not pursue development and commercialization of our product candidates or may elect not to continue or renew development or commercialization programs based on clinical trial results, changes in the collaboratorâ€™s strategic focus or available funding or external factors such as an acquisition that diverts resources or creates competing priorities; â€¢collaborators may enter into arrangements with our competitors and may prioritize their own programs or those of third parties, over ours; â€¢collaborators may not always be cooperative or responsive in providing their services in clinical trials, may fail in their development or commercialization efforts with our product candidate, in which event the development and commercialization of such product candidate could be delayed or terminated; â€¢collaborators may delay clinical trials, insufficiently fund a clinical trial program, stop a clinical trial, abandon a product candidate, repeat or conduct new clinical trials, or require a new formulation of a product candidate for clinical testing; â€¢collaborators could independently develop, or develop with third parties, products that compete directly or indirectly with our products or product candidates if the collaborators believe that competitive products are more likely to be successfully developed or can be commercialized under terms that are more economically attractive than ours; â€¢collaborators may fail to successfully design or implement clinical trials and may collect and publish clinical trial data that are inconsistent with, or contradictory to, our clinical trial results; â€¢collaborators may not properly enforce, maintain or defend our intellectual property rights or may use our proprietary information in such a way as to invite litigation that could jeopardize or invalidate our proprietary information or expose us to potential litigation; â€¢collaborators may own or co-own intellectual property covering our programs or future products that results from our collaboration with them, and in such cases, we would not have the exclusive right over such intellectual property; 61 Table of Contents Â â€¢collaborators may deviate from established guidelines, instructions, or best practices for product handling and storage, which may compromise the safety, purity, potency, and effectiveness of our products and potentially result in the occurrence of serious adverse events in patients using our products; â€¢collaborations may be terminated and, if terminated, may result in a need for additional capital to pursue further development or commercialization of the applicable product candidates; â€¢we could experience reductions in the payments we believe are due to us pursuant to the applicable collaboration arrangement; â€¢collaborators could take actions inside or outside our collaboration that could negatively impact our rights or benefits under the applicable collaboration; or â€¢our collaborators may be unwilling to keep us informed regarding the progress of their development and commercialization activities or to permit public disclosure of their progress. * We may not realize the benefits of any acquisitions, in-license or strategic alliances that we enter into or fail to capitalize on programs that may present a greater commercial opportunity or for which there is a greater likelihood of success. Our business depends upon our ability to identify, develop and commercialize research programs or product candidates. A key element of our business strategy is to discover and develop additional programs based upon our core proprietary platforms, including our non-viral, transposon-based DNA delivery system, Cas-CLOVER Site-specific Gene Editing System and nanoparticle-based gene delivery technologies. In addition to internal research and development efforts, we are also seeking to do so through strategic collaborations, such as our collaboration with Roche, and may also explore additional strategic collaborations for the discovery of new programs. We have also entered into in-license agreements with multiple licensors and in the future may seek to enter into acquisitions or additional licensing arrangements with third parties that we believe will

complement or augment our existing technologies and product candidates. These transactions can entail numerous operational and financial risks, including exposure to unknown liabilities, disruption of our business and diversion of our managementâ€™s time and attention in order to manage a collaboration or develop acquired products, product candidates or technologies, incurrence of substantial debt or dilutive issuances of equity securities to pay transaction consideration or costs, higher than expected development or manufacturing costs, higher than expected personnel and other resource commitments, higher than expected collaboration, acquisition or integration costs, write-downs of assets or goodwill or impairment charges, increased amortization expenses, difficulty and cost in facilitating the collaboration or combining the operations and personnel of any acquired business, impairment of relationships with key suppliers, manufacturers or customers of any acquired business due to changes in management and ownership and the inability to retain key employees of any acquired business. As a result, if we enter into acquisition or in-license agreements or strategic partnerships, we may not be able to realize the benefit of such transactions if we are unable to successfully integrate them with our existing operations and company culture, or if there are materially adverse impacts on our or the counterpartyâ€™s operations resulting from public health crises, which could delay our timelines or otherwise adversely affect our business. Further, because we have limited resources, we must choose to pursue and fund the development of specific types of treatment, or treatment for a specific type of cancer, and we may forego or delay pursuit of opportunities with certain programs or products or for indications that later prove to have greater commercial potential. Our estimates regarding the potential market for our program could be inaccurate, and if we do not accurately evaluate the commercial potential for a particular program, we may relinquish valuable rights to that program through a strategic collaboration, licensing or other arrangements in cases in which it would have been more advantageous for us to retain sole development and commercialization rights to such program. Alternatively, we may allocate internal resources to a program in which it would have been more advantageous to enter into a partnering arrangement. If any of these events occur, we may be forced to abandon or delay our development efforts with respect to a particular product candidate or fail to develop a potentially successful program. We may wish to form additional collaborations in the future with respect to our product candidates, but may not be able to do so or to realize the potential benefits of such transactions, which may cause us to alter or delay our development and commercialization plans. The development and potential commercialization of our product candidates will require substantial additional capital to fund expenses. We may, in the future, decide to collaborate with other biopharmaceutical companies for the development and potential commercialization of certain product candidates, including in territories outside the United States or for certain indications. We will face significant competition in seeking appropriate collaborators. We may not be successful in our efforts to establish a strategic partnership or other alternative arrangements for our product candidates because they may be deemed to be at too early of a stage of development for collaborative effort and third parties may not view our product candidates as having the requisite potential to demonstrate safety and efficacy. Third party collaborations generally require us to relinquish some or all of the control over the future 62 Table of Contents Â success of the applicable product candidates to the third-party. Our ability to reach a definitive agreement for a collaboration will depend, among other things, upon our assessment of the collaboratorâ€™s resources and expertise, the terms and conditions of the proposed collaboration and the proposed collaboratorâ€™s evaluation of our technologies, product candidates and market opportunities. The collaborator may also consider alternative product candidates or technologies for similar indications that may be available to collaborate on and whether such a collaboration could be more attractive than the one with us for our product candidate. We may also be restricted under any license agreements from entering into agreements on certain terms or at all with potential collaborators. Collaborations are complex and time-consuming to negotiate and document. In addition, there have been a significant number of recent business combinations among large pharmaceutical companies that have resulted in a reduced number of potential future collaborators and changes to the strategies of the combined company. As a result, we may not be able to negotiate collaborations on a timely basis, on acceptable terms, or at all. If we are unable to do so, we may have to curtail the development of certain product candidates, reduce or delay one or more of our other development programs, delay the potential commercialization or reduce the scope of any planned sales or marketing activities for certain product candidates, or increase our expenditures and undertake development, manufacturing or commercialization activities at our own expense. If we elect to increase our expenditures to fund development, manufacturing or commercialization activities on our own, we may need to obtain additional capital, which may not be available to us on acceptable terms or at all. If we do not have sufficient funds, we may not be able to further develop our product candidates or bring them to market and generate product revenue. Our product candidates may also require specific components to work effectively and efficiently, and rights to those components may be held by others. We may be unable to in-license any compositions, methods of use, processes or other third party intellectual property rights from third parties that we identify. We may fail to obtain any of these licenses at a reasonable cost or on reasonable terms, which would harm our business. Even if we are able to obtain a license, it may be non-exclusive, thereby giving our competitors access to the same technologies licensed to us. In that event, we may be required to expend significant time and resources to develop or license replacement technology. Risks Related to Our Industry and Business Operations * We are highly dependent on our key personnel, and if we are not successful in attracting and retaining highly qualified personnel, we may not be able to successfully implement our business strategy. Our ability to compete in the highly competitive biotechnology and pharmaceutical industries depends upon our ability to attract and retain highly qualified managerial, scientific and medical personnel. We are highly dependent on our management, scientific and medical personnel. The loss of the services of any of our executive officers, other key employees, and other scientific and medical advisors, and our inability to find suitable replacements could result in delays in product development and harm our business. We conduct substantially all of our operations at our facilities in San Diego. This region is headquarters to many other biopharmaceutical companies and many academic and research institutions. Competition for skilled personnel in our market is intense and may limit our ability to hire and retain highly qualified personnel on acceptable terms or at all. To induce valuable employees to remain at our company, in addition to salary and cash incentives, we have provided stock options and RSUs that vest over time. The value to employees of stock options and RSUs that vest over time may be significantly affected by movements in our stock price that are beyond our control and may at any time be insufficient to counteract more lucrative offers from other companies. Despite our efforts to retain valuable employees, members of our management, scientific and development teams may terminate their employment with us on short notice. For example, in 2024, one of our executive officers provided notice of their resignation. Although we have employment agreements with certain of our key employees, these employment agreements provide for at-will employment, which means that any of our employees could leave our employment at any time, with or without notice. We do not maintain â€œkey personâ€ insurance policies on the lives of any of our executive officers. Our success also depends on our ability to continue to attract, retain and motivate highly skilled junior, mid-level and senior managers as well as junior, mid-level and senior scientific and medical personnel. We have experienced higher than normal turnover in recent years, due to the increasingly competitive hiring market in the biotechnology industry and if we cannot retain our existing employees and hire new employees to combat the impact of attrition, our operations may be adversely affected. We face substantial competition, which may result in others discovering, developing or commercializing products more quickly or marketing them more successfully than us. The development and commercialization of new products is highly competitive. We compete in the segments of the pharmaceutical, biotechnology and other related markets that develop immunotherapies for the treatment of cancer and gene therapies for inherited genetic disorders. Our commercial opportunity could be reduced or eliminated if our competitors develop and commercialize products that are safer, more effective, have fewer or less severe side effects, are more convenient, or are less 63 Table of Contents Â expensive than any products that we may develop or that would render any products that we may develop obsolete or non-competitive. Our competitors also may obtain marketing approval for their products more rapidly than we may obtain approval for ours, which could result in our competitors establishing a strong market position before we are able to enter the market. Moreover, with the proliferation of new drugs and therapies into oncology and genetic disorders, we expect to face increasingly intense competition as new technologies become available. If we fail to stay at the forefront of technological change, we may be unable to compete effectively. Any product candidates that we successfully develop and commercialize will compete with existing therapies and new therapies that may become available in the future. The highly competitive nature of and rapid technological changes in the biotechnology and pharmaceutical industries could render our product candidates or our technology obsolete, less competitive or uneconomical. Other products in the same class as some of our product candidates have already been approved or are further along in development. As more product candidates within a particular class of biopharmaceutical products proceed through clinical development to regulatory review and approval, the amount and type of clinical data that may be required by regulatory authorities may increase or change. Consequently, the results of our clinical trials for product candidates in this class will likely need to show a risk benefit profile that is competitive with or more favorable than those products and product candidates in order to obtain marketing approval or, if approved, a product label that is favorable for commercialization. If the risk benefit profile is not competitive with those products or product candidates, we may have developed a product that is not commercially viable, that we are not able to sell profitably or that is unable to achieve favorable pricing or reimbursement. In such circumstances, our future product revenue and financial condition would be materially and adversely affected. Specifically, there are many companies pursuing a variety of approaches to CAR-T therapies, including Adaptimmune Therapeutics plc, Allogene, Inc., Arcellx, Inc., Astellas Pharma Inc., Autolus Ltd., Bristol-Meyers Squibb Company, Caribou Biosciences, Inc., Cellectis S.A., Janssen Pharmaceuticals Inc., Juno Therapeutics, Inc. (acquired by Celgene Corporation, now a Bristol-Meyers Squibb company), Gracell Biotechnologies Inc. (acquired by AstraZeneca PLC), Kite Pharma, Inc. (a Gilead Sciences, Inc. company), Legend Biotech Corporation, Novartis AG and Takeda. Immunotherapy and gene therapy approaches are further being pursued by many smaller biotechnology companies as well as larger pharmaceutical companies. We also face competition from non-cell-based or other gene therapy treatments offered by companies such as Amgen Inc., AstraZeneca plc, Beam Therapeutics, Inc, Bristol-Myers Squibb Company, F. Hoffman-La Roche AG, Generation Bio, Inc., GlaxoSmithKline plc, Merck & Co., Inc. PassageBio, Inc. and Pfizer Inc. Many of our competitors, either alone or with their collaboration partners, have substantially greater financial, technical and other resources, such as larger research and development staff and/or greater expertise in research and development, manufacturing, preclinical testing and conducting clinical trials. Mergers and acquisitions in the pharmaceutical and biotechnology industries may result in even more resources being concentrated among a smaller number of our competitors. Smaller and other early stage companies may also prove to be significant competitors, particularly through collaborative arrangements with large and established companies. These third parties compete with us in recruiting and retaining qualified scientific and management personnel, establishing clinical trial sites and subject enrollment for clinical trials, as well as in acquiring technologies complementary to, or necessary for, our programs. The key competitive factors affecting the success of all of our programs are likely to be their efficacy, safety, convenience, and availability of reimbursement. If we are not successful in developing, commercializing and achieving higher levels of reimbursement than our competitors, we will not be able to compete against them and our business would be materially harmed. * We face potential product liability, and, if successful claims are brought against us, we may incur substantial liability and costs. If the use of our product candidates harms patients or is perceived to harm patients even when such harm is unrelated to our product candidates, our regulatory approvals could be revoked or otherwise negatively impacted and we could be subject to costly and damaging product liability claims. The use of our product candidates in clinical trials and the sale of any products for which we obtain marketing approval exposes us to the risk of product liability claims. Product liability claims might be brought against us by consumers, healthcare providers, pharmaceutical companies or others selling or otherwise coming into contact with our products. There is a risk that our product candidates may induce adverse events. If we cannot successfully defend against product liability claims, we could incur substantial liability and costs. In addition, regardless of merit or eventual outcome, product liability claims may result in: â€¢impairment of our business reputation; â€¢withdrawal of clinical trial participants; â€¢costs due to related litigation; â€¢distraction of managementâ€™s attention from our primary business; 64 Table of Contents Â â€¢substantial monetary awards to patients or other claimants; â€¢the inability to commercialize our product candidates; and â€¢decreased demand for our product candidates, if approved for commercial sale. We carry product liability insurance of $10.0 million per occurrence and aggregate limit. We believe our product liability insurance coverage is sufficient in light of our current clinical programs; however, we may not be able to maintain insurance coverage at a reasonable cost or in sufficient amounts to protect us against losses due to liability. If and when we obtain marketing approval for product candidates, we intend to expand our insurance coverage to include the sale of commercial products; however, we may be unable to obtain product liability insurance on commercially reasonable terms or in adequate amounts. Our insurance policies may also have various exclusions, and we may be subject to a product liability claim for which we have no coverage. On occasion, large judgments have been awarded in class action lawsuits based on drugs or medical treatments that had unanticipated adverse effects. A successful product liability claims, or series of claims brought against us could cause our stock price to decline and, if judgments exceed our insurance coverage, could adversely affect our results of operations and business. Patients with cancer and other diseases targeted by our product candidates are often already in severe and advanced stages of disease and have both known and unknown significant pre-existing and potentially life-threatening health risks. During the course of treatment, patients may suffer adverse events, including death, for reasons that may be related to our product candidates, such as the patient death that occurred in our Phase 1 P-PSMA-101 trial. Such events could subject us to costly litigation, require us to pay substantial amounts of money to injured patients, delay, negatively impact or end our opportunity to receive or maintain regulatory approval to market our products, or require us to suspend or abandon our commercialization efforts. Even in a circumstance in which we do not believe that an adverse event is related to our products, the investigation into the circumstance may be time-consuming or inconclusive. These investigations may interrupt our sales efforts, delay our regulatory approval process in other countries, or impact and limit the type of regulatory approvals our product candidates receive or maintain. As a result of these factors, a product liability claim, even if successfully defended, could have a material adverse effect on our business, financial condition or results of operations. * We expect to expand our development, regulatory and operational capabilities and, as a result, we may encounter difficulties in managing our growth, which could disrupt our operations. As of September 30, 2024, we had 350 employees. As we advance our research and development programs, we may be required to further increase the number of our employees and the scope of our operations, particularly in the areas of clinical development, manufacturing, quality, regulatory affairs and, if any of our product candidates receives marketing approval, sales, marketing and distribution. To manage any future growth, we must: â€¢identify, recruit integrate, maintain and motivate additional qualified personnel; â€¢manage our development efforts effectively, including the initiation and conduct of clinical trials for our product candidates, both as monotherapy and in combination with other intra-portfolio product candidates; and â€¢improve our operational, financial and management controls, reporting systems and procedures. Our future financial performance and our ability to develop, manufacture and commercialize our product candidates will depend, in part, on our ability to effectively manage any future growth, and our management may also have to divert financial and other resources, and a disproportionate amount of its attention away from day-to-day activities in order to devote a substantial amount of time, to managing these growth activities. If we are not able to effectively expand our organization by hiring new employees and expanding our groups of consultants and contractors, we may not be able to successfully implement the tasks necessary to further develop and commercialize our product candidates and, accordingly, may not achieve our research, development and commercialization goals. We or the third parties upon whom we depend may be adversely affected by earthquakes, fires or other natural disasters. Our headquarters, main research facility and clinical manufacturing facility are located in San Diego, California, which in the past has experienced severe earthquakes and fires. If these earthquakes, fires, other natural disasters, terrorism and similar unforeseen events beyond our control prevented us from using all or a significant portion of our headquarters or research facility, it may be difficult or, in certain cases, impossible for us to continue our business for a substantial period of time. We do not have a disaster recovery or business continuity plan in place and may incur substantial expenses as a result of the absence or limited nature of our internal or third-party service providersâ€™ disaster recovery and business continuity plans, which could have a material adverse effect on our business. Furthermore, integral parties in our supply chain are operating from single sites, increasing their vulnerability to natural disasters or other sudden, unforeseen and severe adverse events. If such an event were to affect our supply chain, it could have 65 Table of Contents Â a material adverse effect on our ability to conduct our clinical trials, our development plans, business, financial condition or results of operations. Our ability to use our net operating loss carryforwards and certain other tax attributes may be limited. We have incurred substantial losses during our history and do not expect to become profitable in the near future, and we may never achieve profitability. Unused U.S. federal net operating losses, or NOLs, for taxable years beginning before January 1, 2018, may be carried forward to offset future taxable income, if any, until such unused NOLs expire. Under current law, U.S. federal NOLs incurred in taxable years beginning after December 31, 2017, can be carried forward indefinitely, but the deductibility of such U.S. federal NOLs in taxable years beginning after December 31, 2020, is limited to 80% of taxable income. It is uncertain if and to what extent various states will conform to the federal tax laws. As of December 31, 2023, we had $285.3 million of U.S. federal NOLs that can be carried forward indefinitely under current law. As of December 31, 2023, we also had aggregate U.S. federal orphan drug credits and R&D credits of approximately $46.9 million. Our NOL carryforwards and R&D credits are subject to review and possible adjustment by

the U.S. and state tax authorities. In addition, under Sections 382 and 383 of the Internal Revenue Code of 1986, as amended, or the Code, and corresponding provisions of state law, if a corporation undergoes an â€œownership change,â€ which is generally defined as a greater than 50 percentage point change (by value) in its equity ownership over a three-year period, the corporationâ€™s ability to use its pre-change NOL carryforwards, R&D credits and certain other tax attributes to offset its post-change income or taxes may be limited. This could limit the amount of NOLs, R&D credit carryforwards or other applicable tax attributes that we can utilize annually to offset future taxable income or tax liabilities. Subsequent ownership changes and changes to the U.S. tax rules in respect of the utilization of NOLs, R&D credits and other applicable tax attributes carried forward may further affect the limitation in future years. In addition, at the state level, there may be periods during which the use of NOLs is suspended or otherwise limited, which could accelerate or permanently increase state taxes owed. For example, California imposed limits on the usability of California state net operating losses to offset taxable income in tax years beginning after 2023 and before 2027. As a result, if we earn net taxable income, we may be unable to use all or a material portion of our net operating loss carryforwards and other tax attributes, which could potentially result in increased future tax liability to us and adversely affect our future cash flows. * Changes in healthcare law and implementing regulations, as well as changes in healthcare policy, may impact our business in ways that we cannot currently predict, and may have a significant adverse effect on our business and results of operations. In the United States and some foreign jurisdictions, there have been, and continue to be, several legislative and regulatory changes and proposed changes regarding the healthcare system that could prevent or delay marketing approval of our product candidates, restrict or regulate post-approval activities, and affect our ability to profitably sell any product candidates for which we obtain marketing approval. Among policy makers and payors in the United States and elsewhere, including in the EU, there is significant interest in promoting changes in healthcare systems with the stated goals of containing healthcare costs, improving quality and/or expanding access. In the United States, the pharmaceutical industry has been a particular focus of these efforts and has been significantly affected by major legislative initiatives. The Affordable Care Act substantially changed the way healthcare is financed by both the government and private insurers, and significantly impacts the U.S. pharmaceutical industry. The Affordable Care Act, among other things: (1) introduced a new methodology by which rebates owed by manufacturers under the Medicaid Drug Rebate Program are calculated for certain drugs and biologics that are inhaled, infused, instilled, implanted or injected and not generally dispensed through retail community pharmacies; (2) increased the minimum Medicaid rebates owed by manufacturers under the Medicaid Drug Rebate Program; (3) established a branded prescription drug fee that pharmaceutical manufacturers of branded prescription drugs must pay to the federal government; (4) expanded the list of covered entities eligible to participate in the 340B drug pricing program by adding new entities to the program; (5) established a new Medicare Part D coverage gap discount program, in which manufacturers must now agree to offer 70% point-of-sale discounts off negotiated prices of applicable brand drugs to eligible beneficiaries during their coverage gap period, as a condition for the manufacturerâ€™s outpatient drugs to be covered under Medicare Part D; (6) extended manufacturersâ€™ Medicaid rebate liability to covered drugs dispensed to individuals who are enrolled in Medicaid managed care organizations; (7) expanded eligibility criteria for Medicaid programs by, among other things, allowing states to offer Medicaid coverage to additional individuals and by adding new mandatory eligibility categories for individuals with income at or below 133% of the federal poverty level, thereby potentially increasing manufacturersâ€™ Medicaid rebate liability; (8) created a licensure framework for follow on biologic products; (9) established a Center for Medicare and Medicaid Innovation at CMS, to test innovative payment and service delivery models to lower Medicare and Medicaid spending, potentially including prescription drug spending; and (10) created a new Patient-Centered Outcomes Research Institute to oversee, identify priorities in, and conduct comparative clinical effectiveness research. 66 Table of Contents Â There have been executive, judicial and Congressional challenges to certain aspects of the Affordable Care Act. For example, on June 17, 2021, the U.S. Supreme Court dismissed a challenge on procedural grounds that argued the Affordable Care Act is unconstitutional in its entirety because the â€œindividual mandateâ€ was repealed by Congress. Further, prior to the U.S. Supreme Court ruling on January 28, 2021, President Biden issued an executive order that initiated a special enrollment period for purposes of obtaining health insurance coverage through the Affordable Care Act marketplace. The executive order also instructed certain governmental agencies to review and reconsider their existing policies and rules that limit access to healthcare, including among others, reexamining Medicaid demonstration projects and waiver programs that include work requirements, and policies that create unnecessary barriers to obtaining access to health insurance coverage through Medicaid or the Affordable Care Act. It is possible that the Affordable Care Act will be subject to judicial or Congressional challenges in the future. On August 16, 2022, President Biden signed the Inflation Reduction Act of 2022, or IRA, into law, which, among other things, extends enhanced subsidies for individuals purchasing health insurance coverage in Affordable Care Act marketplaces through plan year 2025. The IRA also eliminates the â€œdonut holeâ€ under the Medicare Part D program beginning in 2025 by significantly lowering the beneficiary maximum out-of-pocket cost and through a newly established manufacturer discount program. It is unclear how any additional healthcare reform measures of the Biden administration will impact the Affordable Care Act and our business or financial condition. Other legislative changes have been proposed and adopted since the Affordable Care Act was enacted. These changes include aggregate reductions to Medicare payments to providers of 2% per fiscal year pursuant to the Budget Control Act of 2011, which began in 2013 and, due to legislative amendments to the statute including the Infrastructure Investment and Jobs Act and the Consolidated Appropriations Act of 2023, will remain in effect until 2032 unless additional Congressional action is taken. In January 2013, the American Taxpayer Relief Act of 2012 was signed into law, which, among other things, reduced Medicare payments to several providers, including hospitals, and increased the statute of limitations period for the government to recover overpayments to providers from three to five years. Additional changes that may affect our business include the expansion of new programs such as Medicare payment for performance initiatives for physicians, also referred to as the Quality Payment Program, under the Medicare Access and CHIP Reauthorization Act of 2015. This program provides clinicians with two ways to participate, including through the Advanced Alternative Payment Models, or APMs, and the Merit-based Incentive Payment System, or MIPS. Under both APMs and MIPS, performance data collected each performance year will affect Medicare payments in later years, including potentially reducing payments. Any reduction in reimbursement from Medicare or other government programs may result in a similar reduction in payments from private payors. In addition, new laws may result in additional reductions in Medicare and other healthcare funding, which may materially adversely affect customer demand and affordability for our products and, accordingly, the results of our financial operations. Also, there has been heightened governmental scrutiny recently over the manner in which drug manufacturers set prices for their marketed products, which have resulted in several Congressional inquiries and proposed and enacted federal and state legislation designed to, among other things, bring more transparency to product pricing, review the relationship between pricing and manufacturer patient programs, and reform government program reimbursement methodologies for drug products. At the federal level, the Trump administration used several means to propose or implement drug pricing reform, including through federal budget proposals, executive orders and policy initiatives. In July 2021, the Biden administration released an executive order, â€œPromoting Competition in the American Economy,â€ with multiple provisions aimed at prescription drugs. In response to Bidenâ€™s executive order, on September 9, 2021, the Department of Health and Human Services, or HHS, released a Comprehensive Plan for Addressing High Drug Prices that outlines principles for drug pricing reform and sets out a variety of potential legislative policies that Congress could pursue to advance these principles. In addition, the IRA, among other things, (i) directs HHS to negotiate the price of certain high-expenditure, single-source drugs and biologics covered under Medicare, and subject drug manufacturers to civil monetary penalties and a potential excise tax by offering a price that is not equal to or less than the negotiated â€œmaximum fair priceâ€ for such drugs and biologics under the law, and (ii) imposes rebates with respect to certain drugs and biologics covered under Medicare Part B or Medicare Part D to penalize price increases that outpace inflation. The IRA permits HHS to implement many of these provisions through guidance, as opposed to regulation, for the initial years. These provisions took effect progressively starting in fiscal year 2023. On August 15, 2024, HHS announced the agreed-upon reimbursement prices of the first ten drugs that were subject to price negotiations, although the Medicare drug price negotiation program is currently subject to legal challenges. HHS will select up to fifteen additional drugs covered under Part D for price negotiation in 2025. HHS has and will continue to issue and update guidance as these programs are implemented. Further, in response to the Biden administrationâ€™s October 2022 executive order, on February 14, 2023, HHS released a report outlining three new models for testing by the CMS Innovation Center which will be evaluated on their ability to lower the cost of drugs, promote accessibility, and improve quality of care. It is unclear whether the models will be utilized in any health reform measures in the future. In addition, on December 7, 2023, the Biden administration announced an initiative to control the price of prescription drugs through the use of march-in rights under the Bayh-Dole Act. On December 8, 2023, the National Institute of Standards and Technology published for comment a Draft Interagency Guidance Framework for Considering the Exercise of March-In Rights which for the first time includes the price of a product as one factor an agency can use when deciding to exercise march-in rights. While march-in rights have not previously been exercised, it is uncertain if that will continue under the new framework. 67 Table of Contents Â At the state level, legislatures have increasingly passed legislation and implemented regulations designed to control pharmaceutical and biological product pricing, including price or patient reimbursement constraints, discounts, restrictions on certain product access and marketing cost disclosure and transparency measures, and, in some cases, designed to encourage importation from other countries and bulk purchasing. For example, on January 5, 2024, the FDA approved Floridaâ€™s Section 804 Importation Program, or SIP, proposal to import certain drugs from Canada for specific state healthcare programs. It is unclear how this program will be implemented, including which drugs will be chosen, and whether it will be subject to legal challenges in the United States or Canada. Other states have also submitted SIP proposals that are pending review by the FDA. Any such approved importation plans, when implemented, may result in lower drug prices for products covered by those programs. We expect that these and other healthcare reform measures that may be adopted in the future may result in more rigorous coverage criteria and lower reimbursement and in additional downward pressure on the price that we receive for any approved product. Any reduction in reimbursement from Medicare or other government-funded programs may result in a similar reduction in payments from private payors. The implementation of costâ€‘containment measures or other healthcare reforms may prevent us from being able to generate revenue, attain profitability or commercialize our drugs once marketing approval is obtained. In the European Union, coverage and reimbursement status of any product candidates for which we obtain regulatory approval are provided for by the national laws of EU Member States. The requirements may differ across the EU Member States. Also, at national level, actions have been taken to enact transparency laws regarding payments between pharmaceutical companies and health care professionals. We are subject to applicable fraud and abuse, transparency, government price reporting, and other healthcare laws and regulations. If we are unable to comply, or have not fully complied, with such laws, we could face substantial penalties. Healthcare providers and third-party payors will play a primary role in the recommendation and prescription of any future product candidates we may develop and any product candidates for which we obtain marketing approval. Our current and future arrangements with clinical investigators, third-party payors, healthcare provider and customers expose us to broadly applicable fraud and abuse and other healthcare laws and regulations that may affect the business or financial arrangements and relationships through which we research, market, sell and distribute our products. The laws that may affect our ability to operate include, but are not limited to: â€¢the federal Anti-Kickback Statute, which prohibits any person or entity from, among other things, knowingly and willfully soliciting, receiving, offering or paying any remuneration, directly or indirectly, overtly or covertly, in cash or in kind, to induce or reward either the referral of an individual for, or the purchase, order or recommendation of an item or service reimbursable, in whole or in part, under a federal healthcare program, such as the Medicare and Medicaid programs. The term â€œremunerationâ€ has been broadly interpreted to include anything of value. The federal Anti-Kickback Statute has also been interpreted to apply to arrangements between pharmaceutical manufacturers on the one hand and prescribers, and purchasers, on the other the other hand. There are a number of statutory exceptions and regulatory safe harbors protecting some common activities from prosecution, but these exceptions and safe harbors are narrowly drawn. Practices that are alleged to be intended to induce prescribing, purchases or recommendations, or include any payments of more than fair market value, may be subject to scrutiny if they do not qualify for an exception or safe harbor; â€¢federal civil and criminal false claims laws, such as the civil False Claims Act, or FCA, which can be enforced by private citizens through civil qui tam actions, and the Civil Monetary Penalties Law prohibits individuals or entities from, among other things, knowingly presenting, or causing to be presented, false, fictitious or fraudulent claims for payment of federal funds, and knowingly making, using or causing to be made or used a false record or statement material to a false or fraudulent claim to avoid, decrease or conceal an obligation to pay money to the federal government. For example, pharmaceutical companies have been prosecuted under the FCA in connection with, among other things their alleged off-label promotion of drugs, engaging in improper consulting arrangements with physicians, concealing price concessions in the pricing information submitted to the government for government price reporting purposes, and providing free product to customers with the expectation that the customers would bill federal health care programs for the product. In addition, a claim including items or services resulting from a violation of the federal Anti-Kickback Statute constitutes a false or fraudulent claim for purposes of the FCA. As a result of a modification made by the Fraud Enforcement and Recovery Act of 2009, a claim includes â€œany request or demandâ€ for money or property presented to the U.S. government. In addition, manufacturers can be held liable under the FCA even when they do not submit claims directly to government payors if they are deemed to â€œcauseâ€ the submission of false or fraudulent claims; â€¢The Health Insurance Portability and Accountability Act of 1996, or HIPAA, which, among other things, imposes criminal liability for executing or attempting to execute a scheme to defraud any healthcare benefit program, including private third-party payors, knowingly and willfully embezzling or stealing from a healthcare benefit program, willfully obstructing a criminal investigation of a healthcare offense, and creates federal criminal laws that prohibit knowingly and 68 Table of Contents Â willfully falsifying, concealing or covering up a material fact or making any materially false, fictitious or fraudulent statement or representation, or making or using any false writing or document knowing the same to contain any materially false, fictitious or fraudulent statement or entry in connection with the delivery of or payment for healthcare benefits, items or services; â€¢HIPAA, as amended by the Health Information Technology for Economic and Clinical Health Act of 2009, or HITECH, and their implementing regulations, which imposes privacy, security and breach reporting obligations with respect to individually identifiable health information upon covered entities, including certain healthcare providers, health plans, and healthcare clearinghouses, as well as their respective business associates that create, receive, maintain or transmit individually identifiable health information for or on behalf of a covered entity, and their subcontractors that use, disclose or otherwise process individually identifiable health information. HITECH also created new tiers of civil monetary penalties, amended HIPAA to make civil and criminal penalties directly applicable to business associates, and gave state attorneys general new authority to file civil actions for damages or injunctions in U.S. federal courts to enforce the federal HIPAA laws and seek attorneysâ€™ fees and costs associated with pursuing federal civil actions; â€¢the federal transparency requirements under the Physician Payments Sunshine Act, created under the Affordable Care Act, which requires, among other things, certain manufacturers of drugs, devices, biologics and medical supplies reimbursed under Medicare, Medicaid, or the Childrenâ€™s Health Insurance Program to report to CMS information related to payments and other transfers of value provided to physicians (defined to include doctors, dentists, optometrists, podiatrists and chiropractors), other health care professionals (such as physician assistants and nurse practitioners), and teaching hospitals, as well as information regarding ownership and investment interests held by physicians and their immediate family members; â€¢analogous state, local and foreign laws and regulations, such as anti-kickback and false claims laws, that may impose similar or more prohibitive restrictions, and may apply to items or services reimbursed by any non-governmental third-party payors, including private insurers; and â€¢state and foreign laws that require pharmaceutical companies to implement compliance programs, comply with the pharmaceutical industryâ€™s voluntary compliance guidelines and the relevant compliance guidance promulgated by the federal government, or to track and report gifts, compensation and other remuneration provided to physicians and other health care providers, state and local laws that require the registration of pharmaceutical sales representatives, and other federal, state and foreign laws that govern the privacy and security of health information or personally identifiable information in certain circumstances, including state health information privacy and data breach notification laws which govern the collection, use, disclosure, and protection of health-related and other personal information, many of which differ from each other in significant ways and often are not pre-empted by HIPAA, thus requiring additional compliance efforts. We may also be subject to federal and state consumer protection and unfair competition laws, which broadly regulate marketplace activities and activities that potentially harm consumers. We have entered into consulting and scientific advisory board arrangements with physicians and other healthcare providers, some of which include provisions of stock options, including some who could influence the use of our product candidates, if approved. Because of the complex and far-reaching nature of these laws, regulatory agencies may view these transactions as prohibited arrangements that must be restructured, or discontinued, or for which we could be subject to other significant penalties. We could be adversely affected if regulatory agencies interpret our financial relationships with providers who may influence the ordering of and use our product candidates, if approved, to be in violation of applicable laws. Federal and state enforcement bodies have continued their scrutiny of interactions between healthcare companies and healthcare providers,

which has led to significant investigations, prosecutions, convictions and settlements in the healthcare industry. Responding to investigations can be time-and resource-consuming and can divert managementâ€™s attention from the business. Any such investigation or settlement could increase our costs or otherwise have an adverse effect on our business. Ensuring that our business arrangements with third parties comply with applicable healthcare laws and regulations will likely be costly. If our operations are found to be in violation of any of these laws or any other current or future governmental laws and regulations that may apply to us, we may be subject to significant civil, criminal and administrative penalties, damages, fines, disgorgement, imprisonment, exclusion from government funded healthcare programs, such as Medicare and Medicaid, contractual damages, reputational harm, diminished profits and future earnings, additional reporting obligations and oversight if we become subject to a corporate integrity agreement or other agreement to resolve allegations of non-compliance with these laws, and the curtailment or restructuring of our operations, any of which could substantially disrupt our operations. If any of the physicians or other healthcare providers or entities with whom we expect to do business is found to be not in compliance with applicable laws, they may 69 Table of Contents Â be subject to significant criminal, civil or administrative sanctions, including exclusions from government funded healthcare programs. Risks Related to Our Intellectual Property If we are unable to obtain and maintain sufficient intellectual property protection for our platform technologies and product candidates, or if the scope of the intellectual property protection is not sufficiently broad, our competitors could develop and commercialize products similar or identical to ours, and our ability to successfully commercialize our products may be adversely affected. Our success depends in large part on our ability to obtain and maintain patent protection in the United States and other countries with respect to our platform technologies and product candidates. We seek to protect our proprietary position by filing patent applications in the United States and abroad related to our novel discoveries and technologies that are important to our business. Our pending and future patent applications may not result in patents being issued which protect our product candidates or their intended uses or which effectively prevent others from commercializing competitive technologies, products or product candidates. Obtaining and enforcing patents is expensive and time-consuming, and we may not be able to file and prosecute all necessary or desirable patent applications or maintain and/or enforce patents that may issue based on our patent applications, at a reasonable cost or in a timely manner. It is also possible that we will fail to identify patentable aspects of our research and development results before it is too late to obtain patent protection. Although we enter into non-disclosure and confidentiality agreements with parties who have access to patentable aspects of our research and development output, such as our employees, corporate collaborators, outside scientific collaborators, contract research organizations, contract manufacturers, consultants, advisors and other third parties, any of these parties may breach these agreements and disclose such results before a patent application is filed, thereby jeopardizing our ability to seek patent protection. Composition of matter patents for biological and pharmaceutical products such as CAR-based product candidates often provide a strong form of intellectual property protection for those types of products, as such patents provide protection without regard to any method of use. We cannot be certain that the claims in our pending patent applications covering composition of matter of our product candidates will be considered patentable by the United States Patent and Trademark Office, or USPTO, or by patent offices in foreign countries, or that the claims in any of our issued patents will be considered valid and enforceable by courts in the United States or foreign countries. Method of use patents protect the use of a product for the specified method. This type of patent does not prevent a competitor from making and marketing a product that is identical to our product for an indication that is outside the scope of the patented method. Moreover, even if competitors do not actively promote their product for our targeted indications, physicians may prescribe these products â€œoff-label.â€ Although off-label prescriptions may infringe or contribute to the infringement of method of use patents, the practice is common and such infringement is difficult to prevent or prosecute. The patent position of biopharmaceutical companies generally is highly uncertain, involves complex legal and factual questions and has in recent years been the subject of much litigation, resulting in court decisions, including Supreme Court decisions, which have increased uncertainties as to the ability to enforce patent rights in the future. In addition, the laws of foreign countries may not protect our rights to the same extent as the laws of the United States, or vice versa. Further, we may not be aware of all third-party intellectual property rights potentially relating to our product candidates or their intended uses, and as a result the impact of such third-party intellectual property rights upon the patentability of our own patents and patent applications, as well as the impact of such third-party intellectual property upon our freedom to operate, is highly uncertain. Patent applications in the United States and other jurisdictions are typically not published until 18 months after filing or, in some cases, not at all. Therefore, we cannot know with certainty whether we were the first to make the inventions claimed in our patents or pending patent applications, or that we were the first to file for patent protection of such inventions. As a result, the issuance, scope, validity, enforceability and commercial value of our patent rights are highly uncertain. Our patents or pending patent applications may be challenged in the courts or patent offices in the United States and abroad. For example, we may be subject to a third-party pre-issuance submission of prior art to the USPTO or become involved in post-grant review procedures, oppositions, derivations, reexaminations, or inter partes review proceedings, in the United States or elsewhere, challenging our patent rights or the patent rights of others. An adverse determination in any such challenges may result in loss of exclusivity or in patent claims being narrowed, invalidated, or held unenforceable, in whole or in part, which could limit our ability to stop others from using or commercializing similar or identical technology and products, or limit the duration of the patent protection of our technology and products. In addition, given the amount of time required for the development, testing and regulatory review of new product candidates, patents protecting such candidates might expire before or shortly after such candidates are commercialized. Any failure to obtain or maintain patent protection with respect to our product candidates could have a material adverse effect on our business, financial condition, results of operations and prospects. 70 Table of Contents Â If we are sued for infringing intellectual property rights of third parties, such litigation could be costly and time consuming and could prevent or delay us from developing or commercializing our product candidates. Our commercial success depends, in part, on our ability to develop, manufacture, market and sell our product candidates without infringing the intellectual property and other proprietary rights of third parties. Third parties may allege that we have infringed or misappropriated their intellectual property. For example, in early 2019, we received a letter from a third party alleging that we have used materials received from the third party in an unauthorized manner and stating a belief that we will infringe certain patents relating to the use of a safety switch in our CAR-T products. While we have denied that we used any of the third partyâ€™s materials in an unauthorized manner and believe that the patents will not be infringed, are invalid, or both, we cannot predict whether the third party will persist in its allegations or whether litigation will ensue. Litigation or other legal proceedings relating to intellectual property claims, with or without merit, is unpredictable and generally expensive and time consuming and, even if resolved in our favor, is likely to divert significant resources from our core business, including distracting our technical and management personnel from their normal responsibilities. In addition, there could be public announcements of the results of hearings, motions or other interim proceedings or developments and if securities analysts or investors perceive these results to be negative, it could have a substantial adverse effect on the market price of our common stock. Such litigation or proceedings could substantially increase our operating losses and reduce the resources available for development activities or any future sales, marketing or distribution activities. We may not have sufficient financial or other resources to adequately conduct such litigation or proceedings. Some of our competitors may be able to sustain the costs of such litigation or proceedings more effectively than we can because of their greater financial resources and more mature and developed intellectual property portfolios. Uncertainties resulting from the initiation and continuation of patent litigation or other proceedings could have a material adverse effect on our ability to compete in the marketplace. There is a substantial amount of intellectual property litigation in the biotechnology and pharmaceutical industries, and we may become party to, or threatened with, litigation or other adversarial proceedings regarding intellectual property rights with respect to our product candidates. We cannot assure you that our product candidates and other proprietary technologies we may develop will not infringe existing or future patents owned by third parties. Third parties may assert infringement claims against us based on existing or future intellectual property rights. We may not be aware of patents that have already been issued and that a third party, for example, a competitor in the fields in which we are developing our product candidates, might assert are infringed by our current or future product candidates, including claims to compositions, formulations, methods of manufacture or methods of use or treatment that cover our product candidates. It is also possible that patents owned by third parties of which we are aware, but which we do not believe are relevant to our product candidates and other proprietary technologies we may develop, could be found to be infringed by our product candidate. In addition, because patent applications can take many years to issue, there may be currently pending patent applications that may later result in issued patents that our product candidates may infringe. Our competitors in both the United States and abroad, many of which have substantially greater resources and have made substantial investments in patent portfolios and competing technologies, may have applied for or obtained or may in the future apply for and obtain, patents that will prevent, limit or otherwise interfere with our ability to make, use and sell our product candidates. The pharmaceutical and biotechnology industries have produced a considerable number of patents, and it may not always be clear to industry participants, including us, which patents cover various types of products or methods of use. The coverage of patents is subject to interpretation by the courts, and the interpretation is not always uniform. If we were sued for patent infringement, we would need to demonstrate that our product candidates, products or methods either do not infringe the patent claims of the relevant patent or that the patent claims are invalid or unenforceable, and we may not be able to do this. Proving invalidity may be difficult. For example, in the United States, proving invalidity in court requires a showing of clear and convincing evidence to overcome the presumption of validity enjoyed by issued patents, and there is no assurance that a court of competent jurisdiction would invalidate the claims of any such U.S. patent. Even if we are successful in these proceedings, we may incur substantial costs and the time and attention of our management and scientific personnel could be diverted in pursuing these proceedings, which could have a material adverse effect on our business and operations. In addition, we may not have sufficient resources to bring these actions to a successful conclusion. If we are found to infringe a third-partyâ€™s intellectual property rights, we could be forced, including by court order, to cease developing, manufacturing or commercializing the infringing product candidate or product. Alternatively, we may be required to obtain a license from such third-party in order to use the infringing technology and continue developing, manufacturing or marketing the infringing product candidate. However, we may not be able to obtain any required license on commercially reasonable terms or at all. Even if we were able to obtain a license, it could be non-exclusive, thereby giving our competitors access to the same technologies licensed to us. In addition, we could be found liable for monetary damages, including treble damages and attorneysâ€™ fees if we are found to have willfully infringed a patent. A finding of infringement could prevent us from commercializing our product candidates or force us to cease some of our business operations, and could divert the time and attention of our technical personnel and management, cause development delays, and/or require us to develop non-infringing technology, which may not be possible on a cost-effective basis, any of which could materially harm our business. In the event of a successful claim of infringement against us, we may have to pay substantial monetary damages, including treble damages and attorneysâ€™ fees for willful infringement, pay royalties and other fees, redesign our infringing drug or obtain one or more licenses from third parties, which may be impossible or require substantial time and 71 Table of Contents Â monetary expenditure. Claims that we have misappropriated the confidential information or trade secrets of third parties could have a similar negative impact on our business. We may not identify relevant third-party patents or may incorrectly interpret the relevance, scope or expiration of a third-party patent, which might adversely affect our ability to develop and market our products. We cannot guarantee that any of our patent searches or analyses, including the identification of relevant patents, the scope of patent claims or the expiration of relevant patents, are complete or thorough, nor can we be certain that we have identified each and every third-party patent and pending application in the United States and abroad that is relevant to or necessary for the commercialization of our product candidates in any jurisdiction. The scope of a patent claim is determined by an interpretation of the law, the written disclosure in a patent and the patentâ€™s prosecution history. Our interpretation of the relevance or the scope of a patent or a pending application may be incorrect, which may negatively impact our ability to market our products. We may incorrectly determine that our products are not covered by a third-party patent or may incorrectly predict whether a third-partyâ€™s pending application will issue with claims of relevant scope. Our determination of the expiration date of any patent in the United States or abroad that we consider relevant may be incorrect, which may negatively impact our ability to develop and market our product candidates. Our failure to identify and correctly interpret relevant patents may negatively impact our ability to develop and market our products. If we fail to comply with our obligations in the agreements under which we license intellectual property rights from third parties or otherwise experience disruptions to our business relationships with our licensors, we could lose license rights that are important to our business. We are a party to a number of intellectual property license agreements that are important to our business and expect to enter into additional license agreements in the future. Our existing license agreements impose, and we expect that future license agreements will impose, various diligence, milestone payment, royalty and other obligations on us. If we fail to comply with our obligations under these agreements, including due to the impact of public health crises on our business operations, or we are subject to a bankruptcy, the licensor may have the right to terminate the license, in which event we would not be able to market products covered by the license. We may need to obtain licenses from third parties to advance our research or allow commercialization of our product candidates, and we have done so from time to time. We may fail to obtain any of these licenses at a reasonable cost or on reasonable terms, if at all. In that event, we may be required to expend considerable time and resources to develop or license replacement technology. If we are unable to do so, we may be unable to develop or commercialize the affected product candidates, which could harm our business significantly. We cannot provide any assurances that third-party patents do not exist which might be enforced against our current product candidates or future products, resulting in either an injunction prohibiting our sales, or, with respect to our sales, an obligation on our part to pay royalties and/or other forms of compensation to third parties. In many cases, patent prosecution of our licensed technology is controlled solely by the licensor. If our licensors fail to obtain and maintain patent or other protection for the proprietary intellectual property we license from them, including due to the impact of public health crises on our licensorsâ€™ business operations, we could lose our rights to the intellectual property or our exclusivity with respect to those rights, these patents and applications may not be prosecuted and enforced in a manner consistent with the best interests of our business and our competitors could market competing products using the intellectual property. In certain cases, we control the prosecution of patents resulting from licensed technology. In the event we breach any of our obligations related to such prosecution, we may incur significant liability to our licensing partners. Licensing of intellectual property is of critical importance to our business and involves complex legal, business and scientific issues and is complicated by the rapid pace of scientific discovery in our industry. Disputes may arise regarding intellectual property subject to a licensing agreement, including: â€¢the scope of rights granted under the license agreement and other interpretation-related issues; â€¢the extent to which our technology and processes infringe on intellectual property of the licensor that is not subject to the licensing agreement; â€¢the sublicensing of patent and other rights under our collaborative development relationships; â€¢our diligence obligations under the license agreement and what activities satisfy those diligence obligations; â€¢the ownership of inventions and know-how resulting from the joint creation or use of intellectual property by our licensors and us and our partners; and â€¢the priority of invention of patented technology. 72 Table of Contents Â If disputes over intellectual property that we have licensed prevent or impair our ability to maintain our current licensing arrangements on acceptable terms, we may be unable to successfully develop and commercialize the affected product candidates. We are generally also subject to all of the same risks with respect to protection of intellectual property that we license as we are for intellectual property that we own, which are described herein. If we or our licensor fail to adequately protect this intellectual property, our ability to commercialize products could suffer. In the future, we may need to obtain additional licenses of third-party technology that may not be available to us or are available only on commercially unreasonable terms, and which may cause us to operate our business in a more costly or otherwise adverse manner that was not anticipated. We currently have rights to intellectual property covering our product candidates and other proprietary technologies. Other pharmaceutical companies and academic institutions may also have filed or are planning to file patent applications potentially relevant to our business. From time to time, in order to avoid infringing these third-party patents, we may be required to license technology from additional third parties to further develop or commercialize our product candidates. Should we be required to obtain licenses to any third-party technology, including any such patents required to manufacture, use or sell our product candidates, such licenses may not be available to us on commercially reasonable terms, or at all. The inability to obtain any third-party license required to develop or commercialize any of our product candidates could cause us to abandon any related efforts, which could seriously harm our business and operations. The licensing or acquisition of third-party intellectual property rights is a competitive area, and several more established companies may pursue strategies to license or acquire third-party intellectual property rights we may consider attractive or necessary. These established companies may have a competitive advantage over us due to their size, capital resources and greater clinical development and commercialization capabilities. In addition, companies that perceive us to be a competitor may be unwilling to assign or license rights to us. Moreover, some of our owned and in-licensed patents or patent applications or future patents are or may be co-owned with third parties. If we are unable to obtain an exclusive license to any such third-party co-ownersâ€™ interest in such patents or patent applications, such co-owners may be able to license their rights to other third parties, including our competitors, and our competitors could market

competing products and technology. In addition, we may need the cooperation of any such co-owners of our patents in order to enforce such patents against third parties, and such cooperation may not be provided to us. Furthermore, our owned and in-licensed patents may be subject to a reservation of rights by one or more third parties. Any of the foregoing could have a material adverse effect on our competitive position, business, financial conditions, results of operations and prospects. We cannot ensure that patent rights relating to inventions described and claimed in our pending patent applications will issue or that patents based on our patent applications will not be challenged and rendered invalid and/or unenforceable. We have pending U.S. and foreign patent applications in our portfolio; however, we cannot predict: â€¢if and when patents may issue based on our patent applications; â€¢the scope of protection of any patent issuing based on our patent applications; â€¢whether the claims of any patent issuing based on our patent applications will provide protection against competitors; â€¢whether or not third parties will find ways to invalidate or circumvent our patent rights; â€¢whether or not others will obtain patents claiming aspects similar to those covered by our patents and patent applications; â€¢whether we will need to initiate litigation or administrative proceedings to enforce and/or defend our patent rights which will be costly whether we win or lose; and/or â€¢whether the patent applications that we own, or in-license will result in issued patents with claims that cover our product candidates or uses thereof in the United States or in other foreign countries. We cannot be certain that the claims in our pending patent applications directed to our product candidates and/or technologies will be considered patentable by the USPTO or by patent offices in foreign countries. There can be no assurance that any such patent applications will issue as granted patents. One aspect of the determination of patentability of our inventions depends on the scope and content of the â€œprior art,â€ information that was or is deemed available to a person of skill in the relevant art prior to the priority date of the claimed invention. There may be prior art of which we are not aware that may affect the patentability of our patent claims or, if issued, affect the validity or enforceability of a patent claim. Even if the patents do issue based on our patent applications, third parties may challenge the validity, enforceability or scope thereof, which may result in such patents being narrowed, invalidated or held unenforceable. Furthermore, even if they are unchallenged, patents in our portfolio may not adequately exclude third parties from 73 Table of Contents Â practicing relevant technology or prevent others from designing around our claims. If the breadth or strength of our intellectual property position with respect to our product candidates is threatened, it could dissuade companies from collaborating with us to develop and threaten our ability to commercialize our product candidates. In the event of litigation or administrative proceedings, we cannot be certain that the claims in any of our issued patents will be considered valid by courts in the United States or foreign countries. Intellectual property rights do not necessarily address all potential threats to our competitive advantage. The degree of future protection afforded by our intellectual property rights is uncertain because intellectual property rights have limitations and may not adequately protect our business or permit us to maintain our competitive advantage. For example: â€¢others may be able to make product candidates that are similar to ours but that are not covered by the claims of the patents that we own or have exclusively licensed; â€¢we or our licensors or future collaborators might not have been the first to make the inventions covered by the issued patent or pending patent application that we own or have exclusively licensed; â€¢we or our licensors or future collaborators might not have been the first to file patent applications covering certain of our inventions; â€¢others may independently develop similar or alternative technologies or duplicate any of our technologies without infringing our intellectual property rights; â€¢it is possible that our pending patent applications will not lead to issued patents; â€¢issued patents that we own or have exclusively licensed may be held invalid or unenforceable, as a result of legal challenges by our competitors; â€¢our competitors might conduct research and development activities in countries where we do not have patent rights and then use the information learned from such activities to develop competitive products for sale in our major commercial markets; â€¢we may not develop additional proprietary technologies that are patentable; â€¢we cannot predict the scope of protection of any patent issuing based on our patent applications, including whether the patent applications that we own or in-license will result in issued patents with claims that cover our product candidates or uses thereof in the United States or in other foreign countries; â€¢the claims of any patent issuing based on our patent applications may not provide protection against competitors or any competitive advantages, or may be challenged by third parties; â€¢if enforced, a court may not hold that our patents are valid, enforceable and infringed; â€¢we may need to initiate litigation or administrative proceedings to enforce and/or defend our patent rights which will be costly whether we win or lose; â€¢we may choose not to file a patent in order to maintain certain trade secrets or know-how, and a third party may subsequently file a patent covering such intellectual property; â€¢we may fail to adequately protect and police our trademarks and trade secrets; and â€¢the patents of others may have an adverse effect on our business, including if others obtain patents claiming subject matter similar to or improving that covered by our patents and patent applications. Should any of these events occur, they could significantly harm our business, results of operations and prospects. We may become involved in lawsuits to protect or enforce our patents or other intellectual property, which could be expensive, time consuming and unsuccessful. Competitors or other third parties may infringe our patents, trademarks, copyrights or other intellectual property. To counter infringement or unauthorized use, we may be required to file infringement claims, which can be expensive and time consuming and divert the time and attention of our management and scientific personnel. Our pending patent applications cannot be enforced against third parties practicing the technology claimed in such applications unless and until a patent issues from such applications. Any claims we assert against perceived infringers could provoke these parties to assert counterclaims against us alleging that we infringe their patents, in addition to counterclaims asserting that our patents are invalid or unenforceable, or both. In patent litigation in the United 74 Table of Contents Â States, defendant counterclaims alleging invalidity and/or unenforceability are commonplace. Grounds for a validity challenge could be an alleged failure to meet any of several statutory requirements, including lack of novelty, obviousness, non-enablement or insufficient written description. Grounds for an unenforceability assertion could be an allegation that someone connected with prosecution of the patent withheld relevant information from the USPTO or made a misleading statement during prosecution. The outcome following legal assertions of invalidity and unenforceability is unpredictable. In any patent infringement proceeding, there is a risk that a court will decide that a patent of ours is invalid or unenforceable, in whole or in part, and that we do not have the right to stop the other party from using the invention at issue. There is also a risk that, even if the validity of such patents is upheld, the court will construe the patentâ€™s claims narrowly or decide that we do not have the right to stop the other party from using the invention at issue on the grounds that our patent claims do not cover the invention, or decide that the other partyâ€™s use of our patented technology falls under the safe harbor to patent infringement under 35 U.S.C. Â§271(e)(1). An adverse outcome in a litigation or proceeding involving our patents could limit our ability to assert our patents against those parties or other competitors and may curtail or preclude our ability to exclude third parties from making and selling similar or competitive products. Any of these occurrences could adversely affect our competitive business position, business prospects and financial condition. Similarly, if we assert trademark infringement claims, a court may determine that the marks we have asserted are invalid or unenforceable, or that the party against whom we have asserted trademark infringement has superior rights to the marks in question. In this case, we could ultimately be forced to cease use of such trademarks. Even if we establish infringement, the court may decide not to grant an injunction against further infringing activity and instead award only monetary damages, which may or may not be an adequate remedy. Furthermore, because of the substantial amount of discovery required in connection with intellectual property litigation, there is a risk that some of our confidential information could be compromised by disclosure during litigation. There could also be public announcements of the results of hearings, motions or other interim proceedings or developments. If securities analysts or investors perceive these results to be negative, it could have a material adverse effect on the price of shares of our common stock. Moreover, we cannot assure you that we will have sufficient financial or other resources to file and pursue such infringement claims, which typically last for years before they are concluded. Even if we ultimately prevail in such claims, the monetary cost of such litigation and the diversion of the attention of our management and scientific personnel could outweigh any benefit we receive as a result of the proceedings. Because of the expense and uncertainty of litigation, we may not be in a position to enforce our intellectual property rights against third parties. Because of the expense and uncertainty of litigation, we may conclude that even if a third-party is infringing our issued patent, any patents that may be issued as a result of our pending or future patent applications or other intellectual property rights, the risk-adjusted cost of bringing and enforcing such a claim or action may be too high or not in the best interest of our company or our stockholders, or it may be otherwise impractical or undesirable to enforce our intellectual property against some third parties. Our competitors or other third parties may be able to sustain the costs of complex patent litigation or proceedings more effectively than we can because of their greater financial resources and more mature and developed intellectual property portfolios. In such cases, we may decide that the more prudent course of action is to simply monitor the situation or initiate or seek some other non-litigious action or solution. In addition, the uncertainties associated with litigation could compromise our ability to raise the funds necessary to continue our clinical trials, continue our internal research programs, in-license needed technology or other product candidates, or enter into development partnerships that would help us bring our product candidates to market. We may be subject to claims that our employees, consultants or independent contractors have wrongfully used or disclosed confidential information of third parties. We could in the future be subject to claims that we or our employees have inadvertently or otherwise used or disclosed alleged trade secrets or other confidential information of former employers or competitors. Although we try to ensure that our employees and consultants do not use the intellectual property, proprietary information, know-how or trade secrets of others in their work for us, we may become subject to claims that we caused an employee to breach the terms of their non-competition or non-solicitation agreement, or that we or these individuals have, inadvertently or otherwise, used or disclosed the alleged trade secrets or other proprietary information of a former employer or competitor. While we may litigate to defend ourselves against these claims, even if we are successful, litigation could result in substantial costs and could be a distraction to management. If our defenses to these claims fail, in addition to requiring us to pay monetary damages, a court could prohibit us from using technologies or features that are essential to our product candidates, if such technologies or features are found to incorporate or be derived from the trade secrets or other proprietary information of the former employers. Moreover, any such litigation or the threat thereof may adversely affect our reputation, our ability to form strategic alliances or sublicense our rights to collaborators, engage with scientific advisors or hire employees or consultants, each of which would have an 75 Table of Contents Â adverse effect on our business, results of operations and financial condition. Even if we are successful in defending against such claims, litigation could result in substantial costs and be a distraction to management. We may not be able to protect our intellectual property rights throughout the world. Patents are of national or regional effect, and filing, prosecuting and defending patents on all of our product candidates throughout the world would be prohibitively expensive. As such, our intellectual property rights in some countries outside the United States can be less extensive than those in the United States and we may not be able to prevent third parties from practicing our inventions in all countries outside the United States, or from selling or importing products made using our inventions in and into the United States or other jurisdictions. Competitors may use our technologies in jurisdictions where we have not obtained patent protection to develop their own products or technology and may export otherwise infringing products or technology to territories where we have patent protection, but enforcement rights are not as strong as those in the United States. These products may compete with our products, and our patents or other intellectual property rights may not be effective or sufficient to prevent them from competing. Further, the legal systems of certain countries, particularly certain developing countries, do not favor the enforcement of patents and other intellectual property protection, particularly those relating to pharmaceuticals or biologics, which could make it difficult for us to stop the infringement of our patents or marketing of competing products in violation of our proprietary rights generally. Proceedings to enforce our patent rights in foreign jurisdictions could result in substantial costs and divert our efforts and attention from other aspects of our business, could put our patents at risk of being invalidated or interpreted narrowly and our patent applications at risk of not issuing and could provoke third parties to assert claims against us. We may not prevail in any such lawsuits that we initiate and the damages and other remedies awarded, if any, may not be commercially meaningful. Similarly, if our trade secrets are disclosed in a foreign jurisdiction, competitors worldwide could have access to our proprietary information and we may be without satisfactory recourse. Such disclosure could have a material adverse effect on our business. Moreover, our ability to protect and enforce our intellectual property rights may be adversely affected by unforeseen changes in foreign intellectual property laws. In addition, certain developing countries, including China and India, have compulsory licensing laws under which a patent owner may be compelled to grant licenses to third parties. In those countries, we and our licensors may have limited remedies if patents are infringed or if we or our licensors are compelled to grant a license to a third-party, which could materially diminish the value of those patents. In addition, many countries limit the enforceability of patents against government agencies or government contractors. This could limit our potential revenue opportunities. Accordingly, our efforts to enforce our intellectual property rights around the world may be inadequate to obtain a significant commercial advantage from the intellectual property that we develop or license. Changes in patent law in the United States and other jurisdictions could diminish the value of patents in general, thereby impairing our ability to protect our product candidates. As is the case with other biopharmaceutical companies, our success is heavily dependent on intellectual property, particularly patents. Obtaining and enforcing patents in the biopharmaceutical industry involves both technological and legal complexity and is therefore costly, time consuming and inherently uncertain. Changes in either the patent laws or interpretation of the patent laws in the United States could increase the uncertainties and costs, and may diminish our ability to protect our inventions, obtain, maintain, and enforce our intellectual property rights and, more generally, could affect the value of our intellectual property or narrow the scope of our owned and licensed patents. Recent patent reform legislation in the United States and other countries, including the Leahy-Smith America Invents Act, or the Leahy-Smith Act, signed into law on September 16, 2011, could increase those uncertainties and costs surrounding the prosecution of our patent applications and the enforcement or defense of our issued patents. The Leahy-Smith Act includes a number of significant changes to U.S. patent law. These include provisions that affect the way patent applications are prosecuted, redefine prior art and provide more efficient and cost-effective avenues for competitors to challenge the validity of patents. These include allowing third-party submission of prior art to the USPTO during patent prosecution and additional procedures to attack the validity of a patent by USPTO administered post-grant proceedings, including post-grant review, inter partes review, and derivation proceedings. After March 2013, under the Leahy-Smith Act, the United States transitioned to a first inventor to file system in which, assuming that the other statutory requirements are met, the first inventor to file a patent application will be entitled to the patent on an invention regardless of whether a third-party was the first to invent the claimed invention. A third party that files a patent application in the USPTO after March 2013, but before we file an application covering the same invention, could therefore be awarded a patent covering an invention of ours even if we had made the invention before it was made by such third party. This will require us to be cognizant going forward of the time from invention to filing of a patent application. Since patent applications in the United States and most other countries are confidential for a period of time after filing or until issuance, we cannot be certain that we or our licensors were the first to either (1) file any patent application related to our product candidates and other proprietary technologies we may develop or (2) invent any of the inventions claimed in our or our licensorâ€™s patents or patent applications. Even where we have a valid and enforceable patent, we may not be able to exclude others from practicing the claimed invention where the other party can show that they used the invention in commerce before our filing date or the other party benefits from a compulsory license. However, the Leahy-Smith Act and its implementation could increase the uncertainties and costs surrounding the prosecution of our patent applications and the enforcement or defense of our issued patents, all of which could have a material adverse effect on our business, financial condition, results of operations and prospects. 76 Table of Contents Â In addition, the patent positions of companies in the development and commercialization of pharmaceuticals are particularly uncertain. The U.S. Supreme Court has ruled on several patent cases in recent years, either narrowing the scope of patent protection available in certain circumstances or weakening the rights of patent owners in certain situations. Depending on future actions by the U.S. Congress, the U.S. courts, the USPTO and the relevant law-making bodies in other countries, the laws and regulations governing patents could change in unpredictable ways that would weaken our ability to obtain new patents or to enforce our existing patents and patents that we might obtain in the future. For example, in the 2013 case Assoc. for Molecular Pathology v. Myriad Genetics, Inc., the U.S. Supreme Court held that certain claims to DNA molecules are not patentable. While we do not believe that any of the patents owned or licensed by us will be found invalid based on this decision, we cannot predict how future decisions by the courts, the U.S. Congress or the USPTO may impact the value of our patents. Obtaining and maintaining patent protection depends on compliance with various procedural, document submissions, fee payment and other requirements imposed by governmental patent agencies, and our patent protection could be reduced or eliminated for non-compliance with these requirements. Periodic maintenance fees, renewal fees, annuities fees and various other governmental fees on patents and/or patent applications are due to be paid to the USPTO and foreign patent agencies in several stages over the lifetime of the patent and/or patent application. The USPTO and various foreign governmental patent agencies also require compliance with a number of procedural, documentary, fee payment and other similar provisions during the patent application process. While an inadvertent lapse, including due to the effect of public health crises on us or our patent maintenance vendors, can in many cases be cured by payment of a late fee or by other means in accordance with the applicable rules, there are situations in which noncompliance can result in abandonment or lapse of the patent or patent application, resulting in partial or complete loss of patent rights in the

relevant jurisdiction. Non-compliance events that could result in abandonment or lapse of a patent or patent application include, but are not limited to, failure to respond to official actions within prescribed time limits, non-payment of fees and failure to properly legalize and submit formal documents. If we fail to maintain the patents and patent applications covering our product candidates, our competitive position would be adversely affected. We may rely on trade secret and proprietary know-how which can be difficult to trace and enforce and, if we are unable to protect the confidentiality of our trade secrets, our business and competitive position would be harmed. In addition to seeking patents for some of our technology and product candidates, we may also rely on trade secrets, including unpatented know-how, technology and other proprietary information, to maintain our competitive position. Elements of our product candidate, including processes for their preparation and manufacture, may involve proprietary know-how, information, or technology that is not covered by patents, and thus for these aspects we may consider trade secrets and know-how to be our primary intellectual property. Any disclosure, either intentional or unintentional, by our employees, the employees of third parties with whom we share our facilities or third-party consultants and vendors that we engage to perform research, clinical trials or manufacturing activities, or misappropriation by third parties (such as through a cybersecurity breach) of our trade secrets or proprietary information could enable competitors to duplicate or surpass our technological achievements, thus eroding our competitive position in our market. Because we expect to rely on third parties in the development and manufacture of our product candidates, we must, at times, share trade secrets with them. Our reliance on third parties requires us to share our trade secrets, which increases the possibility that a competitor will discover them or that our trade secrets will be misappropriated or disclosed. Trade secrets and know-how can be difficult to protect. We require our employees to enter into written employment agreements containing provisions of confidentiality and obligations to assign to us any inventions generated in the course of their employment. We and any third parties with whom we share facilities enter into written agreements that include confidentiality and intellectual property obligations to protect each partyâ€™s property, potential trade secrets, proprietary know-how, and information. We further seek to protect our potential trade secrets, proprietary know-how, and information in part, by entering into non-disclosure and confidentiality agreements with parties who are given access to them, such as our corporate collaborators, outside scientific collaborators, contract research organizations, contract manufacturers, consultants, advisors and other third parties. With our consultants, contractors, and outside scientific collaborators, these agreements typically include invention assignment obligations. We cannot guarantee that we have entered into such agreements with each party that may have or has had access to our trade secrets or proprietary technology and processes. We cannot be certain that our trade secrets and other confidential proprietary information will not be disclosed or that competitors will not otherwise gain access to our trade secrets or independently develop substantially equivalent information and techniques. Despite these efforts, any of these parties may breach the agreements and disclose our proprietary information, including our trade secrets, and we may not be able to obtain adequate remedies for such breaches. Enforcing a claim that a party illegally disclosed or misappropriated a trade secret is difficult, expensive and time-consuming, and the outcome is unpredictable. In addition, some courts inside and outside the United States are less willing or unwilling to protect trade secrets. If any of our trade secrets were to be lawfully obtained or independently developed by a competitor or other third-party, we would have no right to prevent them from using that technology or information to compete with us. If any of our trade secrets were to be disclosed to or independently developed by a competitor or other third-party, our competitive position would be harmed. 77 Table of Contents Â We may become subject to claims challenging the inventorship or ownership of our patents and other intellectual property. We may be subject to claims that former employees, collaborators or other third parties have an interest in our patents or other intellectual property as an inventor or co-inventor. The failure to name the proper inventors on a patent application can result in the patents issuing thereon being unenforceable. Inventorship disputes may arise from conflicting views regarding the contributions of different individuals named as inventors, the effects of foreign laws where foreign nationals are involved in the development of the subject matter of the patent, conflicting obligations of third parties involved in developing our product candidates or as a result of questions regarding co-ownership of potential joint inventions. Litigation may be necessary to resolve these and other claims challenging inventorship and/or ownership. Alternatively, or additionally, we may enter into agreements to clarify the scope of our rights in such intellectual property. If we fail in defending any such claims, in addition to paying monetary damages, we may lose valuable intellectual property rights, such as exclusive ownership of, or right to use, valuable intellectual property. Such an outcome could have a material adverse effect on our business. Even if we are successful in defending against such claims, litigation could result in substantial costs and be a distraction to management and other employees. Our licensors may have relied on third-party consultants or collaborators or on funds from third parties, such as the U.S. government, such that our licensors are not the sole and exclusive owners of the patents we in-licensed. If other third parties have ownership rights or other rights to our in-licensed patents, they may be able to license such patents to our competitors, and our competitors could market competing products and technology. This could have a material adverse effect on our competitive position, business, financial conditions, results of operations, and prospects. In addition, while it is our policy to require our employees and contractors who may be involved in the conception or development of intellectual property to execute agreements assigning such intellectual property to us, we may be unsuccessful in executing such an agreement with each party who, in fact, conceives or develops intellectual property that we regard as our own. The assignment of intellectual property rights may not be self-executing, or the assignment agreements may be breached, and we may be forced to bring claims against third parties, or defend claims that they may bring against us, to determine the ownership of what we regard as our intellectual property. Such claims could have a material adverse effect on our business, financial condition, results of operations, and prospects. Patent terms may be inadequate to protect our competitive position on our product candidates for an adequate amount of time. Patent rights are of limited duration. In the United States, if all maintenance fees are paid timely, the natural expiration of a patent is generally 20 years after its first effective filing date. Given the amount of time required for the development, testing and regulatory review of new product candidates, patents protecting such candidates might expire before or shortly after such product candidates are commercialized. Even if patents covering our product candidates are obtained, once the patent life has expired for a product, we may be open to competition from biosimilar or generic products. As a result, our patent portfolio may not provide us with sufficient rights to exclude others from commercializing product candidates similar or identical to ours. Upon issuance in the United States, a patentâ€™s life can be increased based on certain delays caused by the USPTO, but this increase can be reduced or eliminated based on certain delays caused by the patent applicant during patent prosecution. A patent term extension based on regulatory delay may be available in the United States. However, only a single patent can be extended for each marketing approval, and any patent can be extended only once, for a single product. Moreover, the scope of protection during the period of the patent term extension does not extend to the full scope of the claim, but instead only to the scope of the product as approved. Laws governing analogous patent term extensions in foreign jurisdictions vary widely, as do laws governing the ability to obtain multiple patents from a single patent family. Additionally, we may not receive an extension if we fail to exercise due diligence during the testing phase or regulatory review process, apply within applicable deadlines, fail to apply prior to expiration of relevant patents or otherwise fail to satisfy applicable requirements. If we are unable to obtain patent term extension or restoration, or the term of any such extension is less than we request, the period during which we will have the right to exclusively market our product will be shortened and our competitors may obtain approval of competing products following our patent expiration and may take advantage of our investment in development and clinical trials by referencing our clinical and preclinical data to launch their product earlier than might otherwise be the case, and our revenue could be reduced, possibly materially. If our trademarks and trade names are not adequately protected, then we may not be able to build name recognition in our markets of interest and our business may be adversely affected. Our current or future trademarks or trade names may be challenged, infringed, circumvented or declared generic or descriptive, or determined to be infringing on other marks. We may not be able to protect our rights to these trademarks and trade names or may be forced to stop using these names, which we need for name recognition by potential partners or customers in our markets of interest. During trademark registration proceedings, we may receive rejections of our applications by the USPTO or in other foreign jurisdictions. Although we would be given an opportunity to respond to those rejections, we may be unable to overcome such rejections. In addition, in the USPTO and in comparable agencies in many foreign jurisdictions, third parties are given an opportunity 78 Table of Contents Â to oppose pending trademark applications and to seek to cancel registered trademarks. Opposition or cancellation proceedings may be filed against our trademarks, and our trademarks may not survive such proceedings. If we are unable to establish name recognition based on our trademarks and trade names, we may not be able to compete effectively and our business may be adversely affected. We may license our trademarks and trade names to third parties, such as distributors. Though these license agreements may provide guidelines for how our trademarks and trade names may be used, a breach of these agreements or misuse of our trademarks and tradenames by our licensees may jeopardize our rights in or diminish the goodwill associated with our trademarks and trade names. Moreover, any name we have proposed to use with our product candidate in the United States must be approved by the FDA, regardless of whether we have registered it, or applied to register it, as a trademark. Similar requirements exist in Europe. The FDA typically conducts a review of proposed product names, including an evaluation of potential for confusion with other product names. If the FDA (or an equivalent administrative body in a foreign jurisdiction) objects to any of our proposed proprietary product names, it may be required to expend significant additional resources in an effort to identify a suitable substitute name that would qualify under applicable trademark laws, not infringe the existing rights of third parties and be acceptable to the FDA. Furthermore, in many countries, owning and maintaining a trademark registration may not provide an adequate defense against a subsequent infringement claim asserted by the owner of a senior trademark. At times, competitors or other third parties may adopt trade names or trademarks similar to ours, thereby impeding our ability to build brand identity and possibly leading to market confusion. In addition, there could be potential trade name or trademark infringement claims brought by owners of other registered trademarks or trademarks that incorporate variations of our registered or unregistered trademarks or trade names. If we assert trademark infringement claims, a court may determine that the marks we have asserted are invalid or unenforceable, or that the party against whom we have asserted trademark infringement has superior rights to the marks in question. In this case, we could ultimately be forced to cease use of such trademarks. Risks Related to Our Common Stock * The market price of our common stock has been and may continue to be volatile or may decline regardless of our operating performance and you could lose all or part of your investment. The market price of our common stock may fluctuate significantly in response to numerous factors, many of which are beyond our control, including: â€¢overall performance of the equity markets; â€¢our operating performance and the performance of other similar companies; â€¢the published opinions and third-party valuations by banking and market analysts; â€¢results from our ongoing clinical trials and future clinical trials with our current and future product candidates or of our competitors; â€¢changes in our projected operating results that we provide to the public, our failure to meet these projections or changes in recommendations by securities analysts that elect to follow our common stock; â€¢regulatory or legal developments in the United States and other countries; â€¢changes in the structure of healthcare payment systems; â€¢the level of expenses related to future product candidates or clinical development programs; â€¢our failure to achieve product development goals in the timeframe we announce; â€¢announcements of acquisitions, strategic alliances or significant agreements by us or by our competitors; â€¢recruitment or departure of key personnel; â€¢the economy as a whole and market conditions in our industry; â€¢the expiration of market standoff or contractual lock-up agreements; â€¢the size of our market float; â€¢the ongoing and future impact of public health crises and actions taken to mitigate them; and â€¢any other factors discussed in this Quarterly Report on Form 10-Q. In addition, the stock markets in general, and the Nasdaq Global Market in particular, have experienced extreme price and volume fluctuations that have affected and continue to affect the market prices of equity securities of many immuno-oncology and 79 Table of Contents Â gene therapy companies. Stock prices of many of these companies have fluctuated in a manner unrelated or disproportionate to their operating performance, and we have in the past experienced volatility that has been unrelated or disproportionate to our operating performance. From January 1, 2023 through November 1, 2024, the closing price of our common stock has ranged between $1.62 and $8.73 per share. In the past, stockholders have filed securities class action litigation following periods of market volatility. If we were to become involved in securities litigation, it could subject us to substantial costs, divert resources and the attention of management from our business and adversely affect our business. Our principal stockholders and management own a significant percentage of our stock and will be able to exert significant control over matters subject to stockholder approval. As of March 4, 2024, our executive officers, directors, five percent stockholders and their affiliates beneficially owned approximately 56% of our voting stock. Therefore, these stockholders have the ability to influence us through their ownership positions. These stockholders may be able to determine all matters requiring stockholder approval. For example, these stockholders, acting together, may be able to control elections of directors, amendments of our organizational documents, or approval of any merger, sale of assets, or other major corporate transaction. This may prevent or discourage unsolicited acquisition proposals or offers for our common stock that you may believe are in your best interest as one of our stockholders. If we fail to maintain an effective system of internal controls in the future, we may not be able to accurately or timely report our financial condition or results of operations, which may adversely affect investor confidence in us and, as a result, the value of our common stock. We are subject to the reporting requirements of the Exchange Act, the Sarbanes-Oxley Act and the rules and regulations of the Nasdaq Stock Market. The Sarbanes-Oxley Act requires, among other things, that we maintain effective disclosure controls and procedures and internal controls over financial reporting. A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of our annual or interim consolidated financial statements will not be prevented or detected on a timely basis. We may discover material weaknesses in our system of internal financial and accounting controls and procedures in the future that could result in a material misstatement of our consolidated financial statements. Our internal control over financial reporting will not prevent or detect all errors and all fraud. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the control systemâ€™s objectives will be met. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that misstatements due to error or fraud will not occur or that all control issues and instances of fraud will be detected. If we are not able to comply with the requirements of Section 404 of the Sarbanes-Oxley Act in a timely manner, or if we are unable to maintain proper and effective internal controls over financial reporting, we may not be able to produce timely and accurate financial statements. If that were to happen, our investors could lose confidence in our reported financial information, the market price of our stock could decline, and we could be subject to sanctions or investigations by the SEC or other regulatory authorities. General Risk Factors We will continue to incur significantly increased costs as a result of operating as a public company, and our management will be required to devote substantial time to new compliance initiatives. As a public company, we have incurred and will continue to incur significant legal, accounting and other expenses that we did not incur as a private company. In addition, we are subject to the Sarbanes-Oxley Act, as well as rules subsequently implemented by the SEC, and various requirements the Nasdaq Global Select Market have imposed on public companies. In July 2010, the Dodd-Frank Wall Street Reform and Consumer Protection Act, or the Dodd-Frank Act, was enacted. There are significant corporate governance and executive compensation related provisions in the Dodd-Frank Act that require the SEC to adopt additional rules and regulations in these areas such as â€œsay on payâ€ and proxy access. As an â€œemerging growth company,â€ as defined in the Jumpstart Our Business Startups Act of 2012, we are permitted to implement many of these requirements over a longer period and up to five years from the completion of our initial public offering. We have and intend to continue to take advantage of this new legislation but cannot guarantee that we will remain an â€œemerging growth companyâ€ and may be required to implement these requirements sooner than budgeted or planned and thereby incur unexpected expenses. Stockholder activism, the current political environment and the current high level of government intervention and regulatory reform may lead to substantial new regulations and disclosure obligations, which may lead to additional compliance costs and impact the manner in which we operate our business in ways we cannot currently anticipate. Our management and other personnel will need to devote a substantial amount of time to these compliance initiatives. Moreover, these rules and regulations will increase our legal and financial compliance costs and will make some activities more time-consuming and costlier. For example, we expect these rules and regulations to make it more difficult and more expensive for us to 80 Table of Contents Â obtain director and officer liability insurance and we may be required to incur substantial costs to maintain our current levels of such coverage. We estimate that we annually incur approximately $4.0 million to $5.0 million in additional expenses to comply with the requirements imposed on us as a public company. Our employees, principal investigators, consultants and commercial partners may engage in misconduct or other improper activities, including non-compliance with regulatory standards and requirements and insider trading. We are exposed to the risk of fraud or other misconduct by our employees, principal investigators, consultants and commercial partners. Misconduct by these parties could include intentional failures to comply with the regulations of the FDA and non-U.S. regulators, provide accurate information to the FDA and non-U.S. regulators, comply with healthcare fraud and abuse laws and regulations in the United States and abroad, report financial information or data accurately or disclose unauthorized activities to us. In particular, sales, marketing and business arrangements in the healthcare industry are subject to extensive laws and regulations intended to prevent fraud, misconduct, kickbacks, self-dealing and other abusive practices. These laws and regulations may restrict or prohibit a wide range of pricing, discounting, marketing and

promotion, sales commission, customer incentive programs and other business arrangements. Such misconduct could also involve the improper use of information obtained in the course of clinical trials, which could result in regulatory sanctions and cause serious harm to our reputation. It is not always possible to identify and deter employee misconduct, and the precautions we take to detect and prevent this activity may not be effective in controlling unknown or unmanaged risks or losses or in protecting us from governmental investigations or other actions or lawsuits stemming from a failure to comply with these laws or regulations. If any such actions are instituted against us those actions could have a significant impact on our business, including the imposition of significant civil, criminal and administrative penalties, damages, fines, disgorgement, imprisonment, exclusion from government funded healthcare programs, such as Medicare and Medicaid, contractual damages, reputational harm, diminished profits and future earnings, additional reporting obligations and oversight if subject to a corporate integrity agreement or other agreement to resolve allegations of non-compliance with these laws, and the curtailment or restructuring of our operations. * If our information technology systems or data, or those of third parties with whom we work, are or were compromised, we could experience adverse consequences resulting from such compromise, including but not limited to regulatory investigations or actions; litigation; fines and penalties; disruptions of our business operations; a material disruption of our product candidatesâ€™ development programs; reputational harm; loss of revenue or profits; loss of customers or sales; and other adverse consequences. We are increasingly dependent upon information technology systems, infrastructure and data to operate our business. In the ordinary course of business, we and the third parties with whom we work collect, receive, store, process, generate, use, transfer, disclose, make accessible, protect, secure, dispose of, transmit, and share, collectively, process, proprietary, confidential, and sensitive data, including personal data (such as health-related data), intellectual property, and trade secrets, collectively, sensitive information. It is critical that we do so in a secure manner to maintain the confidentiality and integrity of such confidential information. We also have outsourced elements of our operations to third parties, and as a result we manage a number of third-party contractors who have access to our confidential information. Our ability to monitor these third partiesâ€™ cybersecurity practices is limited, and these third parties may not have adequate information security measures in place. Cyberattacks, malicious internet-based activity, and online and offline fraud and other similar activities threaten the confidentiality, integrity, and availability of our sensitive information and information technology systems, and those of the third parties with whom we work. These threats are prevalent, continue to increase, and are becoming increasingly difficult to detect. These threats come from a variety of sources. In addition to traditional computer â€œhackers,â€ threat actors, personnel (such as through theft or misuse), sophisticated nation-states, and nation-state-supported actors now engage in attacks. Some threat actors now engage and are expected to continue to engage in cyber-attacks, including without limitation nation-state actors for geopolitical reasons and in conjunction with military conflicts and defense activities. During times of war and other major conflicts, we and the third parties with whom we work may be vulnerable to a heightened risk of these attacks, including retaliatory cyber-attacks, that could materially disrupt our systems and operations. We and the third parties with whom we work may be subject to a variety of evolving threats, including but not limited to social-engineering attacks (including through deep fakes, which may be increasingly more difficult to identify as fake, and phishing attacks), malicious code (such as viruses and worms), malware (including as a result of advanced persistent threat intrusions), denial-of-service attacks, credential stuffing, personnel misconduct or error, ransomware attacks, supply-chain attacks, software bugs, server malfunctions, software or hardware failures, loss of data or other information technology assets, adware, telecommunications failures, earthquakes, fires, floods, attacks enhanced or facilitated by AI, and other similar threats. It may be difficult and/or costly to detect, investigate, mitigate, contain, and remediate a security incident. Our efforts to do so may not be successful. Actions taken by us or the third parties with whom we work to detect, investigate, mitigate, contain, and remediate a security incident could result in outages, data losses, and disruptions of our business. Threat actors may also gain access to other networks and systems after a compromise of our networks and systems. Ransomware attacks, including those perpetrated by organized criminal threat actors, nation-states, and 81 Table of Contents Â nation-state-supported actors, are becoming increasingly prevalent and severe and can lead to significant interruptions in our operations, ability to provide products or services, loss of data and income, reputational harm, and diversion of funds. Extortion payments may alleviate the negative impact of a ransomware attack, but we may be unwilling or unable to make such payments for example, due to applicable laws or regulations prohibiting such payments. Similarly, supply-chain attacks have increased in frequency and severity, and we cannot guarantee that third parties and infrastructure in our supply chain or our third-party partnersâ€™ supply chains have not been compromised or that they do not contain exploitable defects or bugs that could result in a breach of or disruption to our information technology systems or the third-party information technology systems that support us and our services. Future or past business transactions (such as acquisitions or integrations) could expose us to additional cybersecurity risks and vulnerabilities, as our systems could be negatively affected by vulnerabilities present in acquired or integrated entitiesâ€™ systems and technologies. Furthermore, we may discover security issues that were not found during due diligence of such acquired or integrated entities, and it may be difficult to integrate companies into our information technology environment and security program. In addition to experiencing a security incident, third parties may gather, collect, or infer sensitive information about us from public sources, data brokers, or other means that reveals competitively sensitive details about our organization and could be used to undermine our competitive advantage or market position. Any of the previously identified or similar threats could cause a security incident or other interruption. A security incident or other interruption could result in unauthorized, unlawful, or accidental acquisition, modification, destruction, loss, alteration, encryption, disclosure of, or access to data or could disrupt our ability (and that of third parties with whom we work) to provide our services. If such an event were to occur, or was perceived to have occurred, it could result in a material disruption of our product development programs and our business operations. These threats pose a risk to the security of our systems, the confidentiality and the availability and integrity of our data, and these risks apply both to us, and to third parties with whom we work for the conduct of our business. If our third-party service providers experience a security incident or other interruption, we could also experience adverse consequences. While we may be entitled to damages if our third-party service providers fail to satisfy their privacy or security-related obligations to us, any award may be insufficient to cover our damages, or we may be unable to recover such award. We may expend significant resources or modify our business activities (including our clinical trial activities) in an effort to protect against security incidents and to detect, mitigate, and remediate vulnerabilities in our information systems (such as our hardware and/or software, including that of third parties with whom we work). Certain data privacy and security obligations may require us to implement and maintain specific security measures, industry-standard or reasonable security measures to protect our information technology systems and data. Despite the implementation of security measures, given their size and complexity and the increasing amounts of confidential information that we, and the third parties with whom we work, maintain, there can be no assurance that these measures will be effective. We may be unable to detect and remediate all vulnerabilities in our information technology systems on a timely basis because such threats and techniques used to exploit vulnerabilities change frequently and are often sophisticated in nature. Therefore, such vulnerabilities may not be detected until after a security incident has occurred. Despite our efforts to identify and remediate vulnerabilities, if any, in our information technology systems, our efforts may not be successful. Further, we may experience delays in developing and deploying remedial measures designed to address any such identified vulnerabilities. These vulnerabilities pose material risks to our business and could be exploited and result in a security incident. We cannot be certain that our data protection efforts and our investment in information technology will prevent a security incident from occurring. If we suffer such an incident, applicable data privacy and security obligations may require us, or we may voluntarily choose, to notify relevant stakeholders, including affected individuals, customers, regulators, and investors, of security incidents, or to take other actions, such as providing credit monitoring and identity theft protection services. Such disclosures and related actions can be costly, and the disclosures or the failure to comply with such applicable requirements could lead to adverse consequences. If we (or a third party with whom we work) experience a security incident or are perceived to have experienced a security incident, we may experience adverse consequences such as government enforcement actions (for example, investigations, fines, penalties, audits, and inspections); additional reporting requirements and/or oversight; restrictions on processing data (including personal data); litigation (including class claims); indemnification obligations; negative publicity; reputational harm; diversion of management attention; monetary expenditures; interruptions in our operations (including availability of data); financial loss; and other similar harms. Security incidents and attendant consequences may cause delays in the development of our product candidates, cause customers to stop using our products or services, deter new customers from using our products or services, and negatively impact our ability to grow and operate our business. Our contracts may not contain limitations of liability, and even where they do, there can be no assurance that limitations of liability in our contracts are sufficient to protect us from liabilities, damages, or claims related to our data privacy and security obligations. We cannot be sure that our insurance coverage will be adequate or sufficient to protect us from or to mitigate liabilities arising out of our privacy and security practices, that such coverage will continue to be available on commercially reasonable terms or at all, or that such coverage will pay future claims. Our risks are likely to increase as we continue to expand our business, grow our customer base, and process, store, and transmit increasingly large amounts of proprietary and sensitive data. 82 Table of Contents Â Changes in tax laws or regulations that are applied adversely to us or our customers may have a material adverse effect on our business, cash flow, financial condition or results of operations. New income, sales, use or other tax laws, statutes, rules, regulations or ordinances could be enacted at any time, which could adversely affect our business operations and financial performance. Further, existing tax laws, statutes, rules, regulations or ordinances could be interpreted, changed, modified or applied adversely to us. For example, legislation enacted in 2017 informally titled the Tax Cuts and Jobs Act, the Coronavirus Aid, Relief, and Economic Security Act and the IRA enacted many significant changes to the U.S. tax laws. Future guidance from the Internal Revenue Service and other tax authorities with respect to such legislation may affect us, and certain aspects of such legislation could be repealed or modified in future legislation. In addition, it is uncertain if and to what extent various states will conform to federal tax laws. Future tax reform legislation could have a material impact on the value of our deferred tax assets, could result in significant one-time charges, and could increase our future U.S. tax expense. Effective January 1, 2022, the Tax Cuts and Jobs Act eliminated the option to deduct research and development expenses for tax purposes in the year incurred and requires taxpayers to capitalize and subsequently amortize such expenses over five years for research activities conducted in the United States and over 15 years for research activities conducted outside the United States. Although there have been legislative proposals to repeal or defer the capitalization requirement to later years, there can be no assurance that the provision will be repealed or otherwise modified. Future guidance from the Internal Revenue Service and other tax authorities with respect to such legislation may affect us, and certain aspects of such legislation could be repealed or modified in future legislation. * We and the third parties with whom we work are subject to stringent and evolving U.S. and foreign laws, regulations, and rules, contractual obligations, industry standards, policies and other obligations related to data privacy and security. Our (or the third parties with whom we work) actual or perceived failure to comply with health and data protection obligations could lead to regulatory investigations or actions (which could include civil or criminal penalties), private litigation (including class claims) and mass arbitration demands, fines and penalties, disruptions of our business operations, reputational harm, loss of revenue or profits, and/or adverse publicity and could negatively affect our operating results and business. We process personal data and other sensitive data (including health data we collect about trial participants in connection with clinical trials); proprietary and confidential business data; trade secrets; intellectual property; and sensitive third-party data. Our data processing activities subject us to numerous data privacy and security obligations. Accordingly, we and any potential collaborators may be subject to numerous federal, state, and foreign data privacy and protection obligations, such as various laws, regulations, guidance, industry standards, external and internal privacy and security policies, contracts, and other obligations that relate to data privacy and security or govern the processing of personal data by us and on our behalf. Data privacy and information security have become significant issues in the United States, countries in Europe, and in other countries in which we operate. The legal and regulatory framework for privacy and security issues is rapidly evolving, and is expected to increase our compliance costs and exposure to liability. In the United States, there are numerous federal and state laws and regulations, guidance, industry standards, external and internal privacy and security policies, contractual requirements, and other obligations relating to data privacy and security, including federal health information privacy laws, breach notification laws, health information privacy laws, personal data privacy laws, federal and state consumer protection laws (e.g., Section 5 of the Federal Trade Commission Act), and other similar laws (e.g., wiretapping and recording laws) that govern the collection, use, disclosure, and protection of health-related and other personal information could apply to our operations or the operations of our collaborators. In the past few years, numerous U.S. states have enacted comprehensive privacy laws that impose certain obligations on covered businesses, including providing specific disclosures in privacy notices and affording residents with certain rights concerning their personal data. As applicable, such rights may include the right to access, correct, or delete certain personal data, and to opt-out of certain data processing activities, such as targeted advertising, profiling, and automated decision-making. The exercise of these rights may impact our business and ability to provide our products and services. Certain states also impose stricter requirements for processing certain personal data, including sensitive information, such as conducting data privacy impact assessments. These state laws allow for statutory fines for noncompliance. For example, the California Consumer Privacy Act of 2018, the CCPA, applies to personal information of consumers, business representatives and employees and requires businesses to provide specific disclosures in privacy notices and honor requests of individuals to exercise certain privacy rights. The CCPA provides for civil penalties of up to $7,500 per intentional violation and allows private litigants affected by certain data breaches to recover significant statutory damages. Although the CCPA and other comprehensive U.S. state privacy laws exempt some data processed in the context of clinical trials, these developments increase compliance costs and potential liability for us and for the third parties with whom we work. In addition, similar data privacy and security laws have been proposed at the federal, state, and local levels in recent years and we expect more states to pass similar laws in the future, which further complicate compliance efforts and increase legal risk and compliance costs for us and the third parties with whom we work. If we are or become subject to these laws and/or new or amended data privacy laws, the risk of enforcement actions against us could increase because we may be subject to obligations under applicable regulatory frameworks and the number of individuals or entities that could initiate actions against us may increase (including individuals via a private right of 83 Table of Contents Â action), in addition to further complicating our compliance efforts. We may be subject to new laws governing the privacy of consumer health data. For example, Washingtonâ€™s My Health My Data Act, or MHMD, broadly defines consumer health data, places restrictions on processing consumer health data (including imposing stringent requirements for consents), provides consumers certain rights with respect to their health data, and creates a private right of action to allow individuals to sue for violations of the law. Other states are considering and may adopt similar laws. In addition, we may obtain health information from third parties (including research institutions from which we obtain clinical trial data) that are subject to privacy and security requirements under HIPAA, as amended by HITECH, which imposes specific requirements relating to the privacy, security, and transmission of individually identifiable health information. If we violate HIPAA, we may be subject to significant penalties. Further, privacy advocates and industry groups have proposed, and may propose in the future, standards with which we are legally or contractually bound to comply. Additionally, under various privacy laws and other obligations, we may be required to obtain certain consents to process personal data. For example, some of our data processing practices may be challenged under wiretapping laws, if we obtain consumer information from third parties through various methods, including chatbot and session replay providers, or via third-party marketing pixels. These practices may be subject to increased challenges by class action plaintiffs. Our inability or failure to obtain consent for these practices could result in adverse consequences, including class action litigation and mass arbitration demands. Outside of the United States, virtually every jurisdiction in which we operate has established its own data security and privacy legal framework that may also apply to health-related and other personal information. For example, the European Unionâ€™s General Data Protection Regulation, or EU GDPR, and the United Kingdomâ€™s GDPR, or UK GDPR, impose strict requirements for processing the personal data of individuals. For example, under the EU GDPR or UK GDPR, government regulators may impose temporary or definitive bans on data processing, as well as fines of up to 20 million Euros under the EU GDPR, 17.5 million pounds sterling under the UK GDPR or, in each case, 4% of annual global revenue, whichever is greater or private litigation related to processing of personal data brought by classes of data subjects or consumer protection organizations authorized at law to represent their interests. The European Unionâ€™s data protection landscape may result in possible significant operational costs for internal compliance and risk to our business. In the ordinary course of business, we may transfer personal data from Europe and other jurisdictions to the United States or other countries. Certain jurisdictions have enacted data localization laws and cross-border personal data transfer laws. For example, Europe and other jurisdictions have enacted laws requiring data to be localized or limiting the transfer of personal data to other countries. In particular, the European Economic Area, or EEA, and the United Kingdom, or UK, have significantly restricted the transfer of personal data to the United States and other countries whose privacy laws it generally believes are inadequate. Other jurisdictions may adopt similarly stringent interpretations of their data localization and cross-border data transfer laws. Although there are currently various mechanisms that may be used to transfer personal data from the EEA and UK to the United States in compliance with law, such as the EEAâ€™s standard contractual clauses, the UKâ€™s International Data Transfer Agreement / Addendum, and the EU-U.S. Data Privacy

Framework (which allows for transfers to relevant U.S.-based organizations who self-certify compliance and participate in the Framework), these mechanisms are subject to legal challenges, and there is no assurance that we can satisfy or rely on these measures to lawfully transfer personal data to the United States. If there is no lawful manner for us to transfer personal data from the EEA, the UK or other jurisdictions to the United States, or if the requirements for a legally-compliant transfer are too onerous, we could face significant adverse consequences, including the interruption or degradation of our operations, the need to relocate part of or all of our business or data processing activities to other jurisdictions (such as Europe) at significant expense, increased exposure to regulatory actions, substantial fines and penalties, the inability to transfer data and work with partners, vendors and other third parties, and injunctions against our processing or transferring of personal data necessary to operate our business. Additionally, companies that transfer personal data out of the EEA and UK to other jurisdictions, particularly to the United States, are subject to increased scrutiny from regulators, individual litigants, and activist groups. Some European regulators have ordered certain companies to suspend or permanently cease transfers out of Europe for allegedly violating the GDPRâ€™s cross-border data transfer limitations. For example, in May 2023, the Irish Data Protection Commission determined that a major social media companyâ€™s use of the standard contractual clauses to transfer personal data from Europe to the United States was insufficient and levied a 1.2 billion Euro fine against the company and prohibited the company from transferring personal data to the United States. Regulators in the United States are also increasingly scrutinizing certain personal data transfers and may impose data localization requirements, for example, the Biden Administrationâ€™s executive order Preventing Access to Americansâ€™ Bulk Sensitive Personal Data and United States Government-Related Data by Countries of Concern. We are also bound by contractual obligations related to data privacy and security, and our efforts to comply with such obligations may not be successful. For example, certain privacy laws, such as the GDPR and the CCPA, require our customers to impose specific contractual restrictions on their service providers. We publish privacy policies, marketing materials and other statements, such as compliance with certain certifications or self-regulatory principles, regarding data privacy and security. If these policies, materials or statements are found to be deficient, lacking in transparency, deceptive, unfair, or misrepresentative of our practices, we may be subject to investigation, enforcement actions by regulators or other adverse consequences. 84 Table of Contents Â Obligations related to data privacy and security (and individualsâ€™ data privacy expectations) are quickly changing, becoming increasingly stringent, and creating regulatory uncertainty. Additionally, these obligations may be subject to differing applications and interpretations, which may be inconsistent or conflict among jurisdictions. Preparing for and complying with these obligations requires us to devote significant resources, which may necessitate changes to our services, information technologies, systems, and practices and to those of any third parties that process personal data on our behalf. Although we endeavor to comply with all applicable data privacy and security obligations, we may at times fail (or be perceived to have failed) to do so. Moreover, despite our efforts, our personnel or third parties with whom we work may fail to comply with such obligations which could impact our compliance posture. For example, any failure by a third-party processor to comply with applicable law, regulations, or contractual obligations could result in adverse effects, including inability to operate our business and proceedings against us by governmental entities or others. Failure to comply, or any perceived failure to comply, with U.S. and international data protection laws and regulations could result in government enforcement actions (which could include civil or criminal penalties investigations, fines, audits, and inspections), private litigation (including class-related claims) and mass arbitration demands, breach reporting requirements, additional reporting requirements and/or oversight, bans on processing personal data, orders to destroy or not use personal data, and/or adverse publicity and could negatively affect our operating results and business. In particular, plaintiffs have become increasingly more active in bringing privacy-related claims against companies, including class claims and mass arbitration demands. Some of these claims allow for the recovery of statutory damages on a per violation basis, and, if viable, carry the potential for monumental statutory damages, depending on the volume of data and the number of violations. Moreover, clinical trial subjects about whom we or our potential collaborators obtain information, as well as the providers who share this information with us, may contractually limit our ability to use and disclose the information. Claims that we have violated individualsâ€™ privacy rights, failed to comply with data protection laws, or breached our contractual obligations, even if we are not found liable, could be expensive and time-consuming to defend and could result in adverse publicity that could harm our business. Any of these events could have a material adverse effect on our reputation, business, or financial condition, including but not limited to: loss of customers, interruptions or stoppages in our business operations (including, as relevant, clinical trials), inability to process personal data or to operate in certain jurisdictions, expenditure of time and resources to defend any claim or inquiry, or substantial changes to our business model or operations. Social media platforms present new risks and challenges to our business. As social media continues to expand, it also presents us with new risks and challenges. Social media is increasingly being used to communicate information about us, our programs and the diseases our product candidates are being developed to treat. Social media practices in the pharmaceutical and biotechnology industries are evolving, which creates uncertainty and risk of noncompliance with regulations applicable to our business. For example, patients may use social media platforms to comment on the effectiveness of, or adverse experiences with, a product or a product candidate, which could result in reporting obligations or other consequences. Further, the accidental or intentional disclosure of non-public information by our workforce or others through media channels could lead to information loss. In addition, there is a risk of inappropriate disclosure of sensitive information or negative or inaccurate posts or comments about us, our products, or our product candidates on any social media platform. If any of these events were to occur or we otherwise fail to comply with applicable regulations, we could incur liability, face restrictive regulatory actions or incur other harm to our business including quick and irreversible damage to our reputation, brand image and goodwill. We are subject to certain U.S. and foreign anti-corruption, anti-money laundering, export control, sanctions, and other trade laws and regulations. We can face serious consequences for violations. U.S. and foreign anti-corruption, anti-money laundering, export control, sanctions, and other trade laws and regulations, or collectively, Trade Laws, prohibit, among other things, companies and their employees, agents, CROs, legal counsel, accountants, consultants, contractors, and other partners from authorizing, promising, offering, providing, soliciting, or receiving directly or indirectly, corrupt or improper payments or anything else of value to or from recipients in the public or private sector. Violations of Trade Laws can result in substantial criminal fines and civil penalties, imprisonment, the loss of trade privileges, debarment, tax reassessments, breach of contract and fraud litigation, reputational harm, and other consequences. We have direct or indirect interactions with officials and employees of government agencies or government-affiliated hospitals, universities, and other organizations. We also expect our non-U.S. activities to increase over time. We expect to rely on third parties for research, preclinical studies, and clinical trials and/or to obtain necessary permits, licenses, patent registrations, and other marketing approvals. We can be held liable for the corrupt or other illegal activities of our personnel, agents, or partners, even if we do not explicitly authorize or have prior knowledge of such activities. If we fail to comply with environmental, health and safety laws and regulations, we could become subject to fines or penalties or incur costs that could have a material adverse effect on the success of our business. We, and the third parties with whom we share our facilities, are subject to numerous environmental, health and safety laws and regulations, including those governing laboratory procedures and the handling, use, storage, treatment and disposal of hazardous materials and wastes. Each of our operations involve the use of hazardous and flammable materials, including chemicals and 85 Table of Contents Â biological and radioactive materials. Each of our operations also produce hazardous waste products. We generally contract with third parties for the disposal of these materials and wastes. We cannot eliminate the risk of contamination or injury from these materials. We could be held liable for any resulting damages in the event of contamination or injury resulting from the use of hazardous materials by us or the third parties with whom we share our facilities, and any liability could exceed our resources. We also could incur significant costs associated with civil or criminal fines and penalties. Although we maintain workersâ€™ compensation insurance to cover us for costs and expenses we may incur due to injuries to our employees resulting from the use of hazardous materials, this insurance may not provide adequate coverage against potential liabilities. We do not maintain insurance for environmental liability or toxic tort claims that may be asserted against us in connection with our storage or disposal of biological, hazardous or radioactive materials. In addition, we may incur substantial costs in order to comply with current or future environmental, health and safety laws and regulations. These current or future laws and regulations may impair our research and development. Failure to comply with these laws and regulations also may result in substantial fines, penalties or other sanctions. Unfavorable and unstable market and economic conditions may have serious adverse consequences on our business, financial condition and stock price. Our results of operations could be adversely affected by general conditions in the U.S. and global economies, the U.S. and global financial markets and adverse geopolitical and macroeconomic developments. U.S. and global market and economic conditions have been, and continue to be, disrupted and volatile due to many factors, including component shortages and related supply chain challenges, geopolitical developments such as public health crises, and the conflict between Ukraine and Russia and related sanctions, bank failures, and increasing inflation rates and the responses by central banking authorities to control such inflation, among others. General business and economic conditions that could affect our business, financial condition or results of operations include fluctuations in economic growth, debt and equity capital markets, liquidity of the global financial markets, access to our liquidity within the U.S. banking system, the availability and cost of credit, investor and consumer confidence, and the strength of the economies in which we, our manufacturers and our suppliers operate. Additionally, financial markets around the world experienced volatility following the invasion of Ukraine by Russia. In response to the invasion, the United States, United Kingdom and EU, along with others, imposed significant new sanctions and export controls against Russia, Russian banks and certain Russian individuals and may implement additional sanctions or take further punitive actions in the future. The full economic and social impact of the sanctions imposed on Russia (as well as possible future punitive measures that may be implemented), as well as the counter measures imposed by Russia, in addition to the ongoing military conflict between Ukraine and Russia and related sanctions, which could conceivably expand into the surrounding region, remains uncertain; however, both the conflict and related sanctions have resulted and could continue to result in disruptions to trade, commerce, pricing stability, credit availability, supply chain continuity and reduced access to liquidity in both Europe and globally, and has introduced significant uncertainty into global markets. In particular, the ongoing Russia-Ukraine conflict and related sanctions has contributed to rapidly rising costs of living (driven largely by higher energy prices) in Europe and other advanced economies. Further, a weak or declining economy could strain our suppliers and manufacturers. As a result, our business and results of operations may be adversely affected by the ongoing conflict between Ukraine and Russia and related sanctions, particularly to the extent it escalates to involve additional countries, further economic sanctions or wider military conflict. Future sales and issuances of our common stock or rights to purchase common stock, including pursuant to our equity incentive plans, could result in dilution of the percentage ownership of our stockholders and could cause our stock price to fall. Additional capital will be needed in the future to continue our planned operations. To the extent we raise additional capital by issuing equity securities, our stockholders may experience substantial dilution. We may sell common stock, convertible securities or other equity securities in one or more transactions at prices and in a manner, we determine from time to time. If we sell common stock, convertible securities or other equity securities in more than one transaction, investors may be materially diluted by subsequent sales. These sales may also result in material dilution to our existing stockholders, and new investors could gain rights superior to our existing stockholders. Pursuant to our 2020 Equity Incentive Plan, or the 2020 Plan, our management is authorized to grant stock options and other equity-based awards to our employees, directors and consultants. The number of shares of our common stock reserved for issuance under our 2020 Plan will automatically increase on January 1 of each calendar year, starting on January 1, 2021 through January 1, 2030, in an amount equal to (i) 5% of the total number of shares of our common stock outstanding on the last day of the calendar month before the date of each automatic increase, or (ii) a lesser number of shares determined by our board of directors prior to the 86 Table of Contents Â applicable January 1st. If our board of directors elects to increase the number of shares available for future grant by the maximum amount each year, our stockholders may experience additional dilution, which could cause our stock price to fall. We could be subject to securities class action litigation. In the past, securities class action litigation has often been brought against a company following a decline in the market price of its securities. This risk is especially relevant for us because pharmaceutical companies have experienced significant stock price volatility in recent years. If we face such litigation, it could result in substantial costs and a diversion of managementâ€™s attention and resources, which could harm our business. If securities or industry analysts issue an adverse or misleading opinion regarding our stock, our stock price and trading volume could decline. The trading market for our common stock could be influenced by the research and reports that industry or securities analysts publish about us or our business. If any of the analysts who cover us issue an adverse or misleading opinion regarding us, our business model, our intellectual property or our stock performance, or if the clinical trials and operating results fail to meet the expectations of analysts, the trading price for our common stock would be negatively affected. If one or more of these analysts cease coverage of us or fail to publish reports on us regularly, demand for our common stock could decrease, which might cause our common stock price and trading volume to decline. Our disclosure controls and procedures may not prevent or detect all errors or acts of fraud. We are subject to the periodic reporting requirements of the Exchange Act. We designed our disclosure controls and procedures to reasonably assure that information we must disclose in reports we file or submit under the Exchange Act is accumulated and communicated to management, and recorded, processed, summarized and reported within the time periods specified in the rules and forms of the SEC. We believe that any disclosure controls and procedures or internal controls and procedures, no matter how well-conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. For example, our directors or executive officers could inadvertently fail to disclose a new relationship or arrangement causing us to fail to make any related party transaction disclosures. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people or by an unauthorized override of the controls. Accordingly, because of the inherent limitations in our control system, misstatements due to error or fraud may occur and not be detected. Future changes in financial accounting standards or practices may cause adverse and unexpected revenue fluctuations and adversely affect our reported results of operations. Future changes in financial accounting standards may cause adverse, unexpected revenue fluctuations and affect our reported financial position or results of operations. Financial accounting standards in the United States are constantly under review and new pronouncements and varying interpretations of pronouncements have occurred with frequency in the past and are expected to occur again in the future. As a result, we may be required to make changes in our accounting policies. Those changes could affect our financial condition and results of operations or the way in which such financial condition and results of operations are reported. We intend to invest resources to comply with evolving standards, and this investment may result in increased general and administrative expenses and a diversion of management time and attention from business activities to compliance activities. We are an â€œemerging growth company,â€ and we cannot be certain if the reduced reporting requirements applicable to emerging growth companies will make our common stock less attractive to investors. We are an â€œemerging growth companyâ€ as defined in the JOBS Act, and we intend to take advantage of some of the exemptions from reporting requirements that are applicable to other public companies that are not emerging growth companies, including: â€¢being permitted to provide only two years of audited financial statements, in addition to any required unaudited interim financial statements, with correspondingly reduced â€œManagementâ€™s Discussion and Analysis of Financial Condition and Results of Operationsâ€ disclosure; â€¢not being required to comply with the auditor attestation requirements in the assessment of our internal control over financial reporting; 87 Table of Contents Â â€¢not being required to comply with any requirement that may be adopted by the Public Company Accounting Oversight Board regarding mandatory audit firm rotation or a supplement to the auditorâ€™s report providing additional information about the audit and the financial statements; â€¢reduced disclosure obligations regarding executive compensation; and â€¢not being required to hold a non-binding advisory vote on executive compensation or obtain stockholder approval of any golden parachute payments not previously approved. In addition, as an â€œemerging growth companyâ€ the JOBS Act allows us to delay adoption of new or revised accounting pronouncements applicable to public companies until such pronouncements are made applicable to private companies, unless we later irrevocably elect not to avail ourselves of this exemption. We have elected to use this extended transition period under the JOBS Act. As a result, our consolidated financial statements may not be comparable to the financial statements of issuers who are required to comply with the effective dates for new or revised accounting standards that are applicable to public companies, which may make comparison of our financials to those of other public companies more difficult. We cannot predict if investors will find our common stock less attractive because we will rely on these exemptions. If some investors find our common stock less attractive as a result, there may be a less active trading market for our common stock and our stock price may be more volatile. We may take advantage of these reporting exemptions until we are no longer an emerging growth company. We will remain an emerging growth company until the earlier of (1) the last day of the fiscal year (a) following the fifth anniversary of the completion of our initial public offering, (b) in which we have total annual gross revenue of at least $1.235 billion or (c) in which we are deemed to be a large accelerated filer, which means the market value of our common stock that is held by non-affiliates exceeds $700 million as of the prior June 30 and (2) the date on which we have issued more than $1.0 billion in non-convertible debt during the prior three-year period. Delaware law and provisions in our amended and restated certificate of incorporation and

amended and restated bylaws could make a merger, tender offer or proxy contest difficult, thereby depressing the trading price of our common stock. Our status as a Delaware corporation and the anti-takeover provisions of the Delaware General Corporation Law may discourage, delay or prevent a change in control by prohibiting us from engaging in a business combination with an interested stockholder for a period of three years after the person becomes an interested stockholder, even if a change of control would be beneficial to our existing stockholders. In addition, our amended and restated certificate of incorporation and amended and restated bylaws contain provisions that may make the acquisition of our company more difficult, including the following: â€¢a classified board of directors with three-year staggered terms, which could delay the ability of stockholders to change the membership of a majority of our board of directors; â€¢the ability of our board of directors to issue shares of preferred stock and to determine the price and other terms of those shares, including preferences and voting rights, without stockholder approval, which could be used to significantly dilute the ownership of a hostile acquirer; â€¢the exclusive right of our board of directors to elect a director to fill a vacancy created by the expansion of our board of directors or the resignation, death or removal of a director, which prevents stockholders from being able to fill vacancies on our board of directors; â€¢a prohibition on stockholder action by written consent, which forces stockholder action to be taken at an annual or special meeting of our stockholders; â€¢the requirement that a special meeting of stockholders may be called only by a majority vote of our entire board of directors, the chairman of our board of directors or our Chief Executive Officer, which could delay the ability of our stockholders to force consideration of a proposal or to take action, including the removal of directors; â€¢the requirement for the affirmative vote of holders of at least 66-2/3% of the voting power of all of the then-outstanding shares of the voting stock, voting together as a single class, to amend the provisions of our amended and restated certificate of incorporation relating to the management of our business or our amended and restated bylaws, which may inhibit the ability of an acquirer to affect such amendments to facilitate an unsolicited takeover attempt; and â€¢advance notice procedures with which stockholders must comply to nominate candidates to our board of directors or to propose matters to be acted upon at a stockholdersâ€™ meeting, which may discourage or deter a potential acquirer from conducting a solicitation of proxies to elect the acquirerâ€™s own slate of directors or otherwise attempting to obtain control of us. 88 Table of Contents Â In addition, as a Delaware corporation, we are subject to Section 203 of the Delaware General Corporation Law. These provisions may prohibit large stockholders, in particular those owning 15% or more of our outstanding voting stock, from merging or combining with us for a certain period of time. A Delaware corporation may opt out of this provision by express provision in its original certificate of incorporation or by amendment to its certificate of incorporation or bylaws approved by its stockholders. However, we have not opted out of this provision. These and other provisions in our amended and restated certificate of incorporation, amended and restated bylaws and Delaware law could make it more difficult for stockholders or potential acquirors to obtain control of our board of directors or initiate actions that are opposed by our then-current board of directors, including delay or impede a merger, tender offer or proxy contest involving our company. The existence of these provisions could negatively affect the price of our common stock and limit opportunities for you to realize value in a corporate transaction. Our amended and restated certificate of incorporation designates the state courts in the State of Delaware or, if no state court located within the State of Delaware has jurisdiction, the federal court for the District of Delaware, as the sole and exclusive forum for certain types of actions and proceedings that may be initiated by our stockholders, which could discourage lawsuits against our company and our directors, officers and employees. Our amended and restated certificate of incorporation provides that, to the fullest extent permitted by law, unless we consent in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware (or, if the Court of Chancery does not have jurisdiction, the federal district court for the District of Delaware) will be the sole and exclusive forum for the following types of actions or proceedings under Delaware statutory or common law: (1) any derivative action or proceeding brought on our behalf; (2) any action or proceeding asserting a claim of breach of a fiduciary duty owed by any of our current or former directors, officers or other employees to us or our stockholders; (3) any action or proceeding asserting a claim against us or any of our current or former directors, officers or other employees, arising out of or pursuant to any provision of the Delaware General Corporation Law, our amended and restated certificate of incorporation or our amended and restated bylaws; (4) any action or proceeding to interpret, apply, enforce or determine the validity of our amended and restated certificate of incorporation or our amended and restated bylaws; (5) any action or proceeding as to which the Delaware General Corporation Law confers jurisdiction to the Court of Chancery of the State of Delaware; and (6) any action asserting a claim against us or any of our directors, officers or other employees, governed by the internal affairs doctrine. This provision would not apply to suits brought to enforce a duty or liability created by the Exchange Act. Furthermore, Section 22 of the Securities Act creates concurrent jurisdiction for federal and state courts over all such Securities Act actions. Accordingly, both state and federal courts have jurisdiction to entertain such claims. To prevent having to litigate claims in multiple jurisdictions and the threat of inconsistent or contrary rulings by different courts, among other considerations, our amended and restated certificate of incorporation further provides that the federal district courts of the United States of America will be the exclusive forum for resolving any complaint asserting a cause of action arising under the Securities Act. While the Delaware courts have determined that such choice of forum provisions are facially valid, a stockholder may nevertheless seek to bring a claim in a venue other than those designated in the exclusive forum provisions. In such instance, we would expect to vigorously assert the validity and enforceability of the exclusive forum provisions of our amended and restated certificate of incorporation. This may require significant additional costs associated with resolving such action in other jurisdictions and there can be no assurance that the provisions will be enforced by a court in those other jurisdictions. These exclusive forum provisions may limit a stockholderâ€™s ability to bring a claim in a judicial forum that it finds favorable for disputes with us or our directors, officers, or other employees, which may discourage lawsuits against us and our directors, officers and other employees. If a court were to find either exclusive forum provision in our amended and restated certificate of incorporation to be inapplicable or unenforceable in an action, we may incur further significant additional costs associated with resolving the dispute in other jurisdictions, all of which could seriously harm our business. 89 Table of Contents Â Item 2. Unregistered Sales of Equity Securities and Use of Proceeds None. Item 3. Defaults Upon Senior Securities None. Item 4. Mine Safety Disclosures. Not applicable. Item 5. Other Information. None. 90 Table of Contents Â Item 6. Exhibits. Â Exhibit Number Â Description Â Â Â Â 3.1 Â Amended and Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 to the Registrantâ€™s Current Report on Form 8-K (File No. 001-39376), filed with the SEC on July 14, 2020). Â Â Â Â Â Â Â 3.2 Â Amended and Restated Bylaws of the Registrant (incorporated by reference to Exhibit 3.2 to the Registrantâ€™s Current Report on Form 8-K (File No. 001-39376), filed with the SEC on July 14, 2020). Â Â Â Â Â Â Â 4.1 Â Form of Common Stock Certificate of the Registrant (incorporated by reference to Exhibit 4.1 to the Registrantâ€™s Registration Statement on Form S-1 (File No. 333-239321), filed with the SEC on June 19, 2020). Â Â Â Â Â Â Â 4.2 Â Amended and Restated Investorsâ€™ Rights Agreement, by and among the Registrant and certain of its stockholders, dated June 24, 2020 (incorporated by reference to Exhibit 4.2 to the Registrantâ€™s Registration Statement on Form S-1, as amended (File No. 333-239321), filed with the SEC on July 6, 2020). Â Â Â Â Â Â Â 4.3 Â Form of Warrant issued to Oxford Finance LLC, dated July 25, 2017 (incorporated by reference to Exhibit 4.3 to the Registrantâ€™s Registration Statement on Form S-1 (File No. 333-239321), filed with the SEC on June 19, 2020). Â Â Â Â Â Â Â 4.4 Â Form of Warrant issued to Oxford Finance LLC, dated August 13, 2018 (incorporated by reference to Exhibit 4.4 to the Registrantâ€™s Registration Statement on Form S-1 (File No. 333-239321), filed with the SEC on June 19, 2020). Â Â Â Â Â Â Â 4.5 Â Form of Warrant issued to Oxford Finance LLC, dated February 11, 2019 (incorporated by reference to Exhibit 4.5 to the Registrantâ€™s Registration Statement on Form S-1 (File No. 333-239321), filed with the SEC on June 19, 2020). Â Â Â Â Â Â Â 4.6 Â Registration Rights Agreement, by and between the Registrant and Astellas US, LLC, dated August 4, 2023 (incorporated by reference to Exhibit 10.2 to the Registrantâ€™s Current Report on Form 8-K (File No. 001-39376), filed with the SEC on August 7, 2023). Â Â Â Â Â Â Â 10.1^â€¡ Â Third Amendment to the Collaboration and License Agreement, dated August 14, 2024, by and among the Registrant, F. Hoffmann-La Roche Ltd and Hoffmann-La Roche Inc. Â Â Â Â Â Â Â 31.1 Â Certification of Principal Executive Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Exchange Act, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. Â Â Â Â Â Â Â 31.2 Â Certification of Principal Financial Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Exchange Act, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. Â Â Â Â Â Â Â 32.1* Â Certification of Principal Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. Â Â Â Â Â Â Â 32.2* Â Certification of Principal Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. Â Â Â Â Â Â Â 101.INS Inline XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document Â Â Â Â Â Â Â 101.SCH Â Inline XBRL Taxonomy Extension Schema with Embedded Linkbases Document Â Â Â Â Â Â Â 104 Â Cover Page Interactive Data File (formatted as Inline XBRL with applicable taxonomy extension information contained in Exhibit 101.INS) Â * This certification shall not be deemed filed for purposes of Section 18 of the Exchange Act or otherwise subject to the liability of that Section, nor shall it be deemed incorporated by reference into any filing under the Securities Act or the Exchange Act. â€¡ Certain information in this exhibit has been redacted pursuant to Item 601(b)(10)(iv) of Regulation S-K because it is both not material and is the type of information that the Registrant treats as private or confidential. ^ Certain exhibits and schedules have been omitted pursuant to Item 601(a)(5) of Regulation S-K. The Registrant hereby undertakes to furnish supplementally a copy of any omitted exhibit or schedule upon request by the SEC. 91 Table of Contents Â SIGNATURES Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized. Â POSEIDA THERAPEUTICS, INC. Â Â Â Â Â Date: November 7, 2024 Â By: Â /s/ Kristin Yarema Â Â Â Â Kristin Yarema, Ph.D. Â Â Â Â Chief Executive Officer Â Â Â (Principal Executive Officer) Â Â Date: November 7, 2024 Â By: Â /s/ Johanna M. Mylet Â Â Â Johanna M. Mylet, C.P.A. Â Â Â Â Chief Financial Officer Â Â Â Â (Principal Financial Officer) Â 92 EX-10.1 2 pstx-ex10_1.htm EX-10.1 EX-10.1 CONFIDENTIALEXECUTION VERSIONÂ Exhibit 10.1CERTAIN INFORMATION CONTAINED IN THIS EXHIBIT, MARKED BY [***], HAS BEEN EXCLUDED FROM THIS EXHIBIT BECAUSE THE REGISTRANT HAS DETERMINED THAT IT IS BOTH NOT MATERIAL AND IS THE TYPE THAT THE REGISTRANT TREATS AS PRIVATE OR CONFIDENTIAL. THIRD AMENDMENT TO THE COLLABORATION AND LICENSE AGREEMENT This Third Amendment to the Collaboration and License Agreement (the â€œThird Amendmentâ€) is made and entered into, as of August 14, 2024 (â€œThird Amendment Effective Dateâ€), between Poseida Therapeutics, Inc., a Delaware corporation, having its principal place of business at 9390 Towne Centre Dr. #200, San Diego, CA 92121, United States of America (â€œPoseidaâ€), on the one hand, and F. Hoffmann-La Roche Ltd, having its principal place of business at Grenzacherstrasse 124, CH 4070 Basel, Switzerland (â€œFHLRâ€) and Hoffmann-La Roche Inc., having its principal place of business at 150 Clove Rd., Suite 8, Little Falls, NJ 07424, United States of America (â€œHLRâ€; FHLR and HLR together referred to as â€œRocheâ€), on the other hand (Poseida and Roche, collectively the â€œPartiesâ€ or each individually, a â€œPartyâ€). Recitals WHEREAS, the Parties entered into the Collaboration and License Agreement, dated as of July 30, 2022 (the â€œOriginal Agreementâ€), as amended on November 7, 2023 and February 7, 2024; and WHEREAS, the Parties wish to amend the Original Agreement, and specifically, Roche desires to have Poseida conduct certain activities with respect to [***] in addition to those activities already assigned to Poseida under the Original Agreement. NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Roche and Poseida agree as follows: Amendment 1. Addition of Article 18. Article 18 is hereby added to the Original Agreement: ARTICLE 18Additional Services 18.1 Statement of Work. 18.1.1 Generally. Without limiting Poseidaâ€™s obligations under any [***], if the Parties mutually agree for Poseida to conduct additional activities for a [***], then for each set of such activities, the Parties shall draft a statement of work describing the additional activities to be conducted by Poseida (â€œSOWâ€). Each SOW shall be substantially in the form as attached hereto as Exhibit 18.1 and shall include: (a) a detailed description of the activities (â€œSOW Activitiesâ€), (b) a budget for the SOW Activities, (c) a description of costs and expenses that are allowable SOW Expenses, (d) a list of deliverables and the expected timelines for their delivery to Roche, (e) the [***] for which such SOW Activities shall be conducted, and (f) the effective date of such SOW. For each SOW that is mutually agreed to by the Parties, such SOW shall be deemed attached to and incorporated 1Â CONFIDENTIALEXECUTION VERSIONÂ into the Agreement, and Poseida shall [***] conduct the SOW Activities in accordance with such SOW and under the oversight of the JDT. [***]. 18.1.2 Performance by [***]. Notwithstanding anything to the contrary in a given SOW, [***]. Upon such notice, [***]. 18.1.3 Deliverables; Timelines. Poseida shall [***] perform the activities assigned to it under an SOW and deliver the deliverables within the timelines specified therein. Poseida shall, [***], transfer such deliverables to Roche. If Poseida reasonably believes that any deliverable under an SOW will not be provided in accordance with the estimated timeline set forth in such SOW, then Poseida shall notify Roche, and the Parties will discuss the matter in good faith. Notwithstanding the foregoing, unless otherwise agreed to by the Parties, Poseida shall have no obligation to conduct any SOW Activities beyond the estimated timelines set forth in the applicable SOW. 18.1.4 [***]. 18.2 SOW Expenses. 18.2.1 Definition. â€œSOW Expensesâ€ shall mean, with respect to a SOW, the costs and expenses identified in such SOW, including all FTE Costs and Out-of-Pocket Costs thereunder, actually incurred or committed as non-cancelable costs by or on behalf of Poseida for the conduct of activities therefor as set forth in such SOW, provided that, except as expressly set forth in a given SOW, in no event shall SOW Expenses include any markup on pass-through costs incurred by Poseida for the conduct of any activities under such SOW by a Third Party. 2Â CONFIDENTIALEXECUTION VERSIONÂ 18.2.2 Budget Overruns. For any SOW, if at any time, the SOW Expenses exceed (or Poseida reasonably expects the SOW Expenses to exceed) the corresponding budget therefor, then Poseida shall promptly notify Roche and the JDT shall discuss such budget overrun and the Parties will use good faith efforts to develop a course of action to mitigate or resolve, to the extent practicable, a budget overrun in the future (e.g., cutting costs or increasing the budget). For any such budget overrun, Roche shall reimburse Poseida for (a) the SOW Expenses that exceed the corresponding budget by up to [***] of such budget (or such other threshold expressly set forth in the applicable SOW) and (b) any other SOW Expenses that Roche agrees to reimburse pursuant to a mutually agreed amendment to the corresponding budget. For avoidance of doubt, unless otherwise agreed to by the Parties in writing, (x) Poseida shall have no obligation to incur any SOW Expenses or other expenses or perform any SOW Activities that are not reimbursable by Roche and (y) Roche shall have no obligation to reimburse Poseida hereunder for any activities that are not SOW Activities, including activities that Poseida elects to perform at its cost and expense, as specified in the applicable SOW. 18.2.3 Reimbursement of SOW Expenses. For each SOW, Poseida shall provide Roche an invoice for the SOW Expenses within [***] following the end of the Calendar Quarter in which such SOW Expenses were incurred, accompanied by a written report itemizing all SOW Expenses incurred during such Calendar Quarter, including, as applicable thereunder, FTE Costs and Out-of-Pocket Costs. Roche shall pay Poseida the undisputed amount payable within [***] of receipt of an invoice and report from Poseida with respect thereto, provided that if Roche has any reasonable questions with respect to the invoice or report, the Parties shall use reasonable efforts to promptly resolve such questions and such [***] payment period shall be extended as reasonably necessary to allow for the Parties to resolve such questions. 18.2.4 [***]. 18.2.5 Roche Expenses. For avoidance of doubt, Roche shall be solely responsible for its own costs and expenses incurred in connection with any SOW, including any SOW Activities performed by it. 3Â CONFIDENTIALEXECUTION VERSIONÂ 18.3 Know-How. All Know-How arising from the conduct of activities pursuant to an SOW shall be deemed Program Inventions for the applicable research or development program so identified in such SOW pursuant to Section 18.1. 18.4 IND Transfer and Program Transition. Notwithstanding the time period for Regulatory Transfer specified in Section 4.1.1, for any IND under which the Parties agree that Poseida will conduct clinical activities [***] and (except as set forth in the applicable SOW) any other IND, Roche shall notify Poseida of its intent to initiate an IND transfer for each Program under the applicable SOW (the â€œIND Transfer Noticeâ€) at least [***] prior to Rocheâ€™s anticipated IND transfer date for the applicable [***] (which notice may be provided pursuant to Section 18.1.2 if Roche exercises its right to assume responsibility for such Program under such SOW) (the â€œIND Transfer Dateâ€), provided that the Parties acknowledge that the IND Transfer Date may change depending on completion dates of the applicable clinical study and delays in connection thereto. For each such IND transfer, within the applicable period, (a) the JDT shall draft a transition plan for the Program Transition of the applicable [***], and (b) Poseida shall make transfers and the Parties will conduct such Program Transition in accordance with such transition plan to enable the IND transfer on, and completion of such Program Transition by, the requested IND Transfer Date. Following completion of the Partiesâ€™ activities under the transition plan, Roche shall notify Poseida of its readiness to receive the applicable IND, and thereafter Poseida shall promptly liaise with all applicable Regulatory Authorities to transfer to Roche such IND. For avoidance of doubt, (x) the Program Transition Initiation Date for such Program shall be deemed to be the date of delivery to Poseida of the IND Transfer Notice and (y) Poseida shall have no obligation to transfer such IND to Roche before completion of the Partiesâ€™ activities under the transition plan. Program Transition for each [***] shall otherwise occur in accordance with Section 4.1. 18.5 Termination. Upon any expiration or termination of any SOW, Roche shall promptly pay to Poseida all applicable SOW Expenses payable to Poseida pursuant to this Article 18. 2. No Other Amendments. Except as herein expressly amended, the Original Agreement shall remain in full force and effect and enforceable against each Party in accordance with its terms. Unless the context otherwise requires, the term â€œAgreementâ€ as used in the Original Agreement shall be deemed to refer to the Agreement as amended hereby. In the event of any conflict between the terms and conditions of this Third Amendment or any SOW hereunder and the Original Agreement, the terms and conditions set forth in this Third Amendment or SOW shall control with

respect to the subject matter hereof. 3. Counterparts; Electronic Signatures. This Third Amendment may be executed in two or more counterparts, each of which will be deemed an original, but all of which together will constitute one and the same instrument. The Parties agree that execution of this Third Amendment by e-Signatures or by exchanging executed signature pages in .pdf format shall have the same legal force and effect as the exchange of original signatures. As used in this Section, â€œe-Signatureâ€ shall mean a signature that consists of one or more letters, characters, numbers or other symbols in digital form incorporated in, attached to or associated with the electronic document, that (a) is unique to the person executing the signature; (b) the technology or process used to make the signature is under the sole control of the person making the signature; (c) the technology or process can be used to identify the person using the technology or process; and (d) the electronic signature can be linked with an electronic document in such a way that it can be used to determine whether 4Â CONFIDENTIALEXECUTION VERSIONÂ the electronic document has been changed since the electronic signature was incorporated in, attached to or associated with the electronic document. [Signature page follows â€” the rest of this page intentionally left blank.] Â 5Â Â IN WITNESS WHEREOF, Poseida and Roche have executed this Third Amendment by their respective officers hereunto duly authorized, on the Third Amendment Effective Date. Â POSEIDA THERAPEUTICS, INC. Â By: /s/ Kristin Yarema Name: Kristin Yarema Title: President and CEO, Poseida Therapeutics Â F. HOFFMANN-LA ROCHE LTD Â By: /s/ Matthias Rueth By: /s/ Barbara Schroeder De Castro Lopes Name: Matthias Rueth Name: Barbara Schroeder De Castro Lopes Title: Head of Alliance and Asset Management Title: Authorized Signatory Â HOFFMANN-LA ROCHE INC. Â By: /s/ Gerald Bohm Name: Gerald Bohm Title: Assistant Secretary [Signature Page for the Third Amendment to the Collaboration and License Agreement]Â Â Exhibit 18.1-1 Statement of Work Form [***]Â Â 18.1 - 1Â [***]Â Â [***] Page 1 of #[***]Â EX-31.1 3 pstx-ex31_1.htm EX-31.1 EX-31.1 Exhibit 31.1 CERTIFICATION PURSUANT TO RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002 I, Kristin Yarema, Ph.D., certify that: 1. I have reviewed this Form 10-Q of Poseida Therapeutics, Inc.; 2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report; 3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report; 4. The registrantâ€™s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have: (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared; (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles; (c) Evaluated the effectiveness of the registrantâ€™s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and (d) Disclosed in this report any change in the registrantâ€™s internal control over financial reporting that occurred during the registrantâ€™s most recent fiscal quarter (the registrantâ€™s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrantâ€™s internal control over financial reporting; and 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): (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrantâ€™s ability to record, process, summarize and report financial information; and (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrantâ€™s internal control over financial reporting. Â Date: November 7, 2024 By: /s/ Kristin Yarema Â Â Kristin Yarema, Ph.D. Â Â Chief Executive Officer(Principal Executive Officer) Â EX-31.2 4 pstx-ex31_2.htm EX-31.2 EX-31.2 Exhibit 31.2 CERTIFICATION PURSUANT TO RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002 I, Johanna M. Mylet, C.P.A., certify that: 1. I have reviewed this Form 10-Q of Poseida Therapeutics, Inc.; 2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report; 3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report; 4. The registrantâ€™s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have: (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared; (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles; (c) Evaluated the effectiveness of the registrantâ€™s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and (d) Disclosed in this report any change in the registrantâ€™s internal control over financial reporting that occurred during the registrantâ€™s most recent fiscal quarter (the registrantâ€™s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrantâ€™s internal control over financial reporting; and 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): (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrantâ€™s ability to record, process, summarize and report financial information; and (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrantâ€™s internal control over financial reporting. Â Date: November 7, 2024 By: /s/ Johanna M. Mylet Â Â Johanna M. Mylet, C.P.A. Â Â Chief Financial Officer(Principal Financial and Accounting Officer) Â EX-32.1 5 pstx-ex32_1.htm EX-32.1 EX-32.1 Â Exhibit 32.1 CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002 Pursuant to the requirement set forth in Rule 13a-14(b) of the Securities Exchange Act of 1934, as amended, (the â€œExchange Actâ€) and Section 1350 of Chapter 63 of Title 18 of the United States Code (18 U.S.C. Â§1350), Kristin Yarema, Ph.D., Chief Executive Officer of Poseida Therapeutics, Inc. (the â€œCompanyâ€) hereby certifies that, to the best of her knowledge: 1. The Companyâ€™s Quarterly Report on Form 10-Q for the period ended September 30, 2024, to which this Certification is attached as Exhibit 32.1 (the â€œPeriodic Reportâ€), fully complies with the requirements of Section 13(a) or Section 15(d) of the Exchange Act; and 2. The information contained in the Periodic Report fairly presents, in all material respects, the financial condition and results of operations of the Company. Â Date: November 7, 2024 By: /s/ Kristin Yarema Â Â Kristin Yarema, Ph.D. Â Â Chief Executive Officer(Principal Executive Officer) Â Â EX-32.2 6 pstx-ex32_2.htm EX-32.2 EX-32.2 Â Exhibit 32.2 CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002 Pursuant to the requirement set forth in Rule 13a-14(b) of the Securities Exchange Act of 1934, as amended, (the â€œExchange Actâ€) and Section 1350 of Chapter 63 of Title 18 of the United States Code (18 U.S.C. Â§1350), Johanna M. Mylet, C.P.A., Chief Financial Officer of Poseida Therapeutics, Inc. (the â€œCompanyâ€) hereby certifies that, to the best of her knowledge: 1. The Companyâ€™s Quarterly Report on Form 10-Q for the period ended September 30, 2024, to which this Certification is attached as Exhibit 32.2 (the â€œPeriodic Reportâ€), fully complies with the requirements of Section 13(a) or Section 15(d) of the Exchange Act; and 2. The information contained in the Periodic Report fairly presents, in all material respects, the financial condition and results of operations of the Company. Â Date: November 7, 2024 By: /s/ Johanna M. Mylet Â Â Johanna M. Mylet, C.P.A. Â Â Chief Financial Officer(Principal Financial and Accounting Officer) Â Â EX-101.SCH 7 pstx-20240930.xsd XBRL TAXONOMY EXTENSION SCHEMA WITH EMBEDDED LINKBASES DOCUMENT 100000 - Document - Document and Entity Information link:presentationLink link:calculationLink link:definitionLink 100010 - Statement - CONDENSED CONSOLIDATED BALANCE SHEETS (Unaudited) link:presentationLink link:calculationLink link:definitionLink 100020 - Statement - CONDENSED CONSOLIDATED BALANCE SHEETS (Unaudited) (Parenthetical) link:presentationLink link:calculationLink link:definitionLink 100030 - Statement - CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME (LOSS) (Unaudited) link:presentationLink link:calculationLink link:definitionLink 100040 - Statement - CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY (Unaudited) link:presentationLink link:calculationLink link:definitionLink 100050 - Statement - CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited) link:presentationLink link:calculationLink link:definitionLink 995455 - Disclosure - Nature of Business and Basis of Presentation link:presentationLink link:calculationLink link:definitionLink 995465 - Disclosure - Summary of Significant Accounting Policies link:presentationLink link:calculationLink link:definitionLink 995475 - Disclosure - Composition of Certain Balance Sheet Components link:presentationLink link:calculationLink link:definitionLink 995485 - Disclosure - Financial Instruments link:presentationLink link:calculationLink link:definitionLink 995495 - Disclosure - Fair Value Measurement link:presentationLink link:calculationLink link:definitionLink 995505 - Disclosure - Collaboration and License Agreements link:presentationLink link:calculationLink link:definitionLink 995515 - Disclosure - Strategic Investment link:presentationLink link:calculationLink link:definitionLink 995525 - Disclosure - California Institute of Regenerative Medicine Award link:presentationLink link:calculationLink link:definitionLink 995535 - Disclosure - Term Debt link:presentationLink link:calculationLink link:definitionLink 995545 - Disclosure - Stockholders' Equity link:presentationLink link:calculationLink link:definitionLink 995555 - Disclosure - Stock-Based Compensation link:presentationLink link:calculationLink link:definitionLink 995565 - Disclosure - Commitments and Contingencies link:presentationLink link:calculationLink link:definitionLink 995575 - Disclosure - Net Income (Loss) Per Share link:presentationLink link:calculationLink link:definitionLink 995585 - Disclosure - Income Taxes link:presentationLink link:calculationLink link:definitionLink 995595 - Disclosure - Subsequent Events link:presentationLink link:calculationLink link:definitionLink 995605 - Disclosure - Summary of Significant Accounting Policies (Policies) link:presentationLink link:calculationLink link:definitionLink 995615 - Disclosure - Composition of Certain Balance Sheet Components (Tables) link:presentationLink link:calculationLink link:definitionLink 995625 - Disclosure - Financial Instruments - (Tables) link:presentationLink link:calculationLink link:definitionLink 995635 - Disclosure - Fair Value Measurement (Tables) link:presentationLink link:calculationLink link:definitionLink 995645 - Disclosure - Collaboration and License Agreements (Tables) link:presentationLink link:calculationLink link:definitionLink 995655 - Disclosure - Stock-Based Compensation (Tables) link:presentationLink link:calculationLink link:definitionLink 995665 - Disclosure - Commitments and Contingencies (Tables) link:presentationLink link:calculationLink link:definitionLink 995675 - Disclosure - Net Income (Loss) Per Share (Tables) link:presentationLink link:calculationLink link:definitionLink 995685 - Disclosure - Nature of Business and Basis of Presentation - Additional Information (Details) link:presentationLink link:calculationLink link:definitionLink 995695 - Disclosure - Summary of Significant Accounting Policies - Additional Information (Details) link:presentationLink link:calculationLink link:definitionLink 995705 - Disclosure - Composition of Certain Balance Sheet Components - Summary of Property and Equipment Net (Details) link:presentationLink link:calculationLink link:definitionLink 995715 - Disclosure - Composition of Certain Balance Sheet Components - Additional Information (Details) link:presentationLink link:calculationLink link:definitionLink 995725 - Disclosure - Composition of Certain Balance Sheet Components - Summary of Accrued Expenses and Other Liabilities (Details) link:presentationLink link:calculationLink link:definitionLink 995735 - Disclosure - Financial Instruments - Summary of Amortized Cost and Fair Value of Available-for-Sale Securities (Details) link:presentationLink link:calculationLink link:definitionLink 995745 - Disclosure - Financial Instruments - Additional Information (Details) link:presentationLink link:calculationLink link:definitionLink 995755 - Disclosure - Fair Value Measurement - Schedule of Company's Valuation Hierarchy of Financial Assets and Liabilities Measured at Fair Value on Recurring Basis (Details) link:presentationLink link:calculationLink link:definitionLink 995765 - Disclosure - Strategic Investment - Additional Information (Details) link:presentationLink link:calculationLink link:definitionLink 995775 - Disclosure - Collaborations and License Agreements - Additional Information (Details) link:presentationLink link:calculationLink link:definitionLink 995785 - Disclosure - Collaboration and License Agreements - Summary of Reconciliation of Closing Balance of Deferred Revenue Related to agreements (Details) link:presentationLink link:calculationLink link:definitionLink 995795 - Disclosure - California Institute of Regenerative Medicine Award - Additional Information (Details) link:presentationLink link:calculationLink link:definitionLink 995805 - Disclosure - Term Debt - Additional Information (Details) link:presentationLink link:calculationLink link:definitionLink 995815 - Disclosure - Stockholders' Equity - Additional Information (Details) link:presentationLink link:calculationLink link:definitionLink 995825 - Disclosure - Stock-Based Compensation - Additional Information (Details) link:presentationLink link:calculationLink link:definitionLink 995835 - Disclosure - Stock-Based Compensation - Summary of the Company's Stock Option Activity (Details) link:presentationLink link:calculationLink link:definitionLink 995845 - Disclosure - Stock-Based Compensation - Schedule of Assumptions Used to Determine the Fair Value of Options Granted (Details) link:presentationLink link:calculationLink link:definitionLink 995855 - Disclosure - Stock-Based Compensation - Summary of Restricted Stock Unit (RSU) Activity (Details) link:presentationLink link:calculationLink link:definitionLink 995865 - Disclosure - Stock-Based Compensation - Schedule of Assumptions Used to Determine the Fair Value of Purchase Rights Issued Under ESPP (Details) link:presentationLink link:calculationLink link:definitionLink 995875 - Disclosure - Stock-Based Compensation - Schedule of Stock-Based Compensation Expense (Details) link:presentationLink link:calculationLink link:definitionLink 995885 - Disclosure - Commitments and Contingencies - Additional Information (Details) link:presentationLink link:calculationLink link:definitionLink 995895 - Disclosure - Commitments and Contingencies - Summary of Maturities of Lease Liabilities (Details) 2 link:presentationLink link:calculationLink link:definitionLink 995905 - Disclosure - Commitments and Contingencies - Summary of Maturities of Lease Liabilities (Details) link:presentationLink link:calculationLink link:definitionLink 995915 - Disclosure - Net Income (Loss) Per Share - Schedule of Computation of Basic and Diluted Net Income (Loss) Per Share (Details) link:presentationLink link:calculationLink link:definitionLink 995925 - Disclosure - Net Income (Loss) Per Share - Schedule of Anti-Dilutive Securities Excluded From Computation of Diluted Net Loss per Share Attributable to Common Stockholders (Details) link:presentationLink link:calculationLink link:definitionLink 995935 - Disclosure - Income Taxes - Additional Information (Detail) link:presentationLink link:calculationLink link:definitionLink Statement [Line Items] Statement [Line Items] Debt instrument interest rate during period Debt Instrument, Interest Rate During Period Discount for lack of marketability of shares, at fair value on date of issuance Common Stock, Discount on Shares Accounts receivable Increase (Decrease) in Accounts Receivable Roche Ltd And Takeda Pharmaceuticals USA Inc. Roche Ltd And Takeda Pharmaceuticals U S A Inc [Member] Roche Ltd and Takeda Pharmaceuticals USA Inc. Plan Name Plan Name [Domain] Entity Address Postal Zip Code Entity Address, Postal Zip Code Takeda Pharmaceuticals U S A Inc Takeda Pharmaceuticals U S A Inc [Member] Takeda Pharmaceuticals USA, Inc. Takeda Pharmaceuticals USA, Inc. Term Loans Term Loan [Member] Term loan. Entity Incorporation State Country Code Entity Incorporation, State or Country Code Revenues [Abstract] Revenue: Interest paid Interest Paid, Excluding Capitalized Interest, Operating Activities Unrecognized compensation cost Share-Based Payment Arrangement, Nonvested Award, Excluding Option, Cost Not yet Recognized, Amount Total shares purchased by employees Stock Issued During Period, Shares, Employee Stock Ownership Plan Options vested and exercisable as of September 30, 2024 Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercisable, Weighted Average Exercise Price Beginning balance, Shares Ending balance, Shares Shares, Outstanding Description of payment terms Revenue, Performance Obligation, Description of Payment Terms Fair Value Hierarchy and NAV Fair Value Hierarchy and NAV [Axis] Concentration of Business Risk Concentration Of Business Risk Policy [Text Block] Concentration of business risk. Astellas US, LLC. Astellas U S, L L C [Member] Astellas Level 2 Fair Value, Inputs, Level 2 [Member] Share Based Compensation Arrangement By Share Based Payment Award [Line Items] Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items] Long-Term Debt, Type Long-Term Debt, Type [Domain] Collaboration revenue receivable terms Collaboration Agreement Revenue Receivable Terms Collaboration agreement revenue receivable terms. 2024 (remaining three months) Lessee, Operating Lease, Liability, to be Paid, Remainder of Fiscal Year Commitments and Contingencies Commitments and Contingencies Disclosure [Text Block] Schedule Of Stock By Class [Table] Stock, Class of Stock [Table] Product and Service Product and Service [Axis] Collaborative Arrangement and

Arrangement Other than Collaborative Collaborative Arrangement and Arrangement Other than Collaborative [Domain] Debt instrument repayment number of month Debt Instrument Repayment Number Of Monthly Payments Debt instrument repayment number of monthly payments. Non-cash operating, investing and financing activities: Noncash Investing and Financing Items [Abstract] ESPP Shares Employee Stock [Member] Stockholders' Equity Equity [Text Block] Class of Warrant or Right Class of Warrant or Right [Axis] Sale of Stock Sale of Stock [Domain] Maturity Available For Sale Debt Securities Maturity Period Available for sale debt securities maturity period. Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Abstract] Entity Central Index Key Entity Central Index Key Collaborative Arrangement [Abstract] Collaborative arrangement. Schedule Of Available For Sale Securities [Line Items] Debt Securities, Available-for-Sale [Line Items] Warrants to Purchase Common Stock Warrant [Member] Forfeited/Cancelled, Shares Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Forfeitures in Period Changes in operating assets and liabilities: Increase (Decrease) in Operating Capital [Abstract] Common stock, shares issued Common Stock, Shares, Issued Common stock issued and sold Schedule Of Employee Service Share Based Compensation Allocation Of Recognized Period Costs [Table] Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Table] Incremental developmental milestones aggregate amount Incremental Developmental Milestones Aggregate Amount Incremental developmental milestones aggregating amount. 2020 Equity Incentive Plan Two Thousand Twenty Equity Incentive Plan [Member] Two thousand twenty equity incentive plan. Risk-free interest rate, minimum Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Risk Free Interest Rate, Minimum Fair Value Assets And Liabilities Measured On Recurring And Nonrecurring Basis Valuation Techniques [Table] Fair Value Measurement Inputs and Valuation Techniques [Table] Prepaid expenses and other current assets Increase (Decrease) in Prepaid Expense and Other Assets Nature of Business and Basis of Presentation Business Description and Basis of Presentation [Text Block] Income Statement [Abstract] Debt instrument term loan prepaid Period description Debt Instrument Term Loan Prepaid Description Debt instrument term loan prepaid description. Entity Address State Or Province Entity Address, State or Province Shares sold pursuant to full exercise of underwriters' option to purchase additional shares Shares Sold Pursuant To Full Exercise Of Underwriters Option To Purchase Additional Shares Shares sold pursuant to full exercise of underwriters' option to purchase additional shares. Net income (loss) before income tax Income (Loss) from Continuing Operations before Income Taxes, Noncontrolling Interest Accrued expenses and other liabilities Increase (Decrease) in Other Accrued Liabilities Risk and Uncertainties Risk And Uncertainties Policy [Text Block] Risk and uncertainties. Purchases of short-term investments Payments to Acquire Short-Term Investments Nature of Operations Nature Of Operations Policy [Text Block] Nature Of Operations [Policy Text Block] Strategic Investment [Abstract] Strategic investment. Revenue recognized Contract with Customer, Liability, Revenue Recognized Debt Securities, Available-for-Sale, Unrealized Loss Position, Total Debt securities, available-for-sale, unrealized loss position Debt Securities, Available-for-Sale, Unrealized Loss Position Award received Award Received Award received. Options vested and exercisable as of September 30, 2024 Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercisable, Intrinsic Value Cover [Abstract] Computer Equipment and Software Computer Equipment And Software [Member] Computer equipment and software. Comprehensive Income (Loss) Comprehensive Income, Policy [Policy Text Block] Net income (loss) per share attributable to common stockholders, basic Basic net income (loss) per share Earnings Per Share, Basic, Total Earnings Per Share, Basic Operating lease, option to extend, description Lessee, Operating Lease, Option to Extend Available-for-Sale Securities, Unrealized Gains Debt Securities, Available-for-Sale, Accumulated Gross Unrealized Gain, before Tax Maximum clinical development, regulatory and commercial milestone payments receivable Maximum Clinical Development Regulatory And Commercial Milestone Payments Receivable Maximum clinical development, regulatory and commercial milestone payments receivable. Tier 2 Programs Tier2 Programs [Member] Tier2 Programs. Operating expenses: Operating Expenses [Abstract] Term B Loan Term B Loan [Member] Term B Loan. Investments, Debt and Equity Securities [Abstract] Total stock-based compensation expense Share-Based Payment Arrangement, Expense Long-Term Debt, Total Long-term debt Long-Term Debt Retained Earnings (Accumulated Deficit), Total Accumulated deficit Accumulated deficit Retained Earnings (Accumulated Deficit) Plan Name Plan Name [Axis] Balance, Shares Balance, Shares Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Number Current assets: Assets, Current [Abstract] Number of common stock reserved for issuance Common Stock, Capital Shares Reserved for Future Issuance Takeda Collaboration Agreement Takeda Collaboration Agreement [Member] Takeda Collaboration Agreement. Investment Type [Axis] Net cash used in operating activities Net Cash Provided by (Used in) Operating Activities Net cash provided by (used in) operating activities Net cash provided by (used in) operating activities Forfeited/Cancelled, Weighted Average Grant Date Fair Value Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Forfeitures, Weighted Average Grant Date Fair Value Debt instrument final payment fee accrued Debt Instrument Final Payment Fee Accrued Debt instrument final payment fee accrued. Product and Service Product and Service [Domain] Accumulated other comprehensive income Accumulated Other Comprehensive Income (Loss), Net of Tax, Total Accumulated Other Comprehensive Income (Loss), Net of Tax Operating leases remaining lease terms Lessee, Operating Lease, Term of Contract Debt Instrument [Line Items] Debt Instrument [Line Items] Repayment period Debt Instrument, Term Total property and equipment, net Property and equipment, net Property, Plant and Equipment, Net Lessee, Operating Lease, Liability, to be Paid, Year Four 2028 Operating Activities: Net Cash Provided by (Used in) Operating Activities [Abstract] Recurring Basis Fair Value, Recurring [Member] Schedule of Company's Valuation Hierarchy of Financial Assets and Liabilities Measured at Fair Value on Recurring Basis Schedule of Fair Value, Assets and Liabilities Measured on Recurring Basis [Table Text Block] Common stock, par value Common Stock, Par or Stated Value Per Share Stock Options Unrealized gain (loss) on short-term investments OCI, Debt Securities, Available-for-Sale, Unrealized Holding Gain (Loss), before Adjustment, after Tax Unrealized gain (loss) on available-for-sale securities Contract with Customer, Liability, Total Beginning balance Ending balance Contract with Customer, Liability 2018 and 2019 Warrants Two Thousand Eighteen And Two Thousand Nineteen Warrants [Member] Two thousand eighteen and two thousand nineteen warrants. Statement of Cash Flows [Abstract] Counterparty Name Counterparty Name [Axis] Antidilutive Securities, Name Antidilutive Securities, Name [Domain] Warrants to purchase stock Class of Warrant or Right, Number of Securities Called by Warrants or Rights Long-term debt Debt Instrument, Description Entity Entity [Domain] Balance Sheet Related Disclosures [Abstract] Equity Components Equity Components [Axis] Entity Address, Address Line One Entity Address, Address Line One Schedule of Computation of Basic and Diluted Net Income (Loss) Per Share Schedule of Earnings Per Share, Basic and Diluted [Table Text Block] Employee-related Liabilities, Current, Total Payroll and related expense Employee-related Liabilities, Current Granted, Shares Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Grants in Period Property Plant And Equipment [Line Items] Property, Plant and Equipment [Line Items] Subsequent Event Type [Axis] Schedule of Anti-Dilutive Securities Excluded From Computation of Diluted Net Loss per Share Attributable to Common Stockholders Schedule of Antidilutive Securities Excluded from Computation of Earnings Per Share [Table Text Block] Risk-free interest rate Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Risk Free Interest Rate Operating lease remaining lease term dedicated to manufacturing suites Operating Lease Remaining Lease Term Dedicated To Manufacturing Suites Operating lease remaining lease term dedicated to manufacturing suites. Dividends declared Common Stock Dividends Declared Common stock dividends declared. Transaction price Collaboration Agreement Transaction Price Collaboration agreement transaction price. U.S. Government Agency Securities and Treasuries US Treasury and Government [Member] Strategic Investment Investments in Debt and Marketable Equity Securities (and Certain Trading Assets) Disclosure [Text Block] Balance, Shares Balance, Shares Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Number ATM Offering A T M Offering [Member] ATM offering. Amendment Flag Amendment Flag Cantor Fitzgerald & Co. Cantor Fitzgerald And Company [Member] Cantor fitzgerald and company. Thereafter Lessee Operating Lease Liability Payments Due After Year Four Lessee operating lease liability payments due after year four. Lease liability, net of current portion Operating lease liabilities, non-current Operating Lease, Liability, Noncurrent Additional paid-in capital Additional Paid in Capital, Common Stock Debt securities, available-for-sale, noncurrent Debt Securities, Available-for-Sale, Noncurrent CIRM California Institute Of Regenerative Medicine [Member] California institute of regenerative medicine. Sale of stock, price per share Sale of Stock, Price Per Share Net income (loss) Net income (loss) Net loss Number of customer Number Of Customer Number of customer. Exercised, Shares Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercises in Period Share-based compensation shares issued in period Share-Based Compensation Arrangement by Share-Based Payment Award, Shares Issued in Period Options vested and exercisable as of September 30, 2024 Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercisable, Number Variable Rate Variable Rate [Domain] Research and Development Research and Development Expense [Member] Equity Component Equity Component [Domain] Statistical Measurement Statistical Measurement [Domain] Research collaboration period Research Collaboration Period Research collaboration period. General and Administrative Expense, Total General and administrative General and Administrative Expense Composition of Certain Balance Sheet Components Supplemental Balance Sheet Disclosures [Text Block] Other Nonoperating Income (Expense), Total Other Nonoperating Income (Expense) Other income, net Share-based compensation award term Share-Based Compensation Arrangement by Share-Based Payment Award, Expiration Period Furniture and Fixtures [Member] Furniture and fixtures Furniture and Fixtures Number of collaboration programs Number Of Collaboration Programs Number of collaboration programs. Net Income (Loss), Including Portion Attributable to Noncontrolling Interest, Total Net loss Net Income (Loss), Including Portion Attributable to Noncontrolling Interest Deferred Revenue, Current, Total Deferred revenue, current Deferred Revenue, Current Operating lease, payments Operating Lease, Payments Cash received from options exercised Proceeds from Stock Options Exercised Short-term investments Short-Term Investments, Total Short-term investments Short-Term Investments Operating lease expense Operating Lease, Expense Deferred Revenue, Noncurrent, Total Deferred revenue, noncurrent Deferred Revenue, Noncurrent Prepaid expenses and other current assets Prepaid Expense and Other Assets, Current Risk-free interest rate, maximum Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Risk Free Interest Rate, Maximum Upfront cash payment from collaboration agreement Proceeds from Collaborators Collaborative Arrangement and Arrangement Other than Collaborative Collaborative Arrangement and Arrangement Other than Collaborative [Axis] Collaboration and License Agreements Collaborative Arrangement Disclosure [Text Block] Comprehensive income (loss) Comprehensive Income (Loss), Net of Tax, Attributable to Parent Common Stock, Shares, Outstanding, Ending Balance Common Stock, Shares, Outstanding, Beginning Balance Common stock, shares outstanding Common Stock, Shares, Outstanding Future research funding Future Research Funding Future research funding. Undesignated preferred stock, par value Preferred Stock, Par or Stated Value Per Share Oxford Oxford [Member] Oxford. Antidilutive Securities Antidilutive Securities [Axis] Summary of Restricted Stock Unit (RSU) Activity Share-Based Payment Arrangement, Restricted Stock Unit, Activity [Table Text Block] Entity Interactive Data Current Entity Interactive Data Current Collaboration Programs Collaboration Programs [Member] Collaboration Programs [Member] Sales Agreement Sales Agreement [Member] Sales Agreement. Astellas pharma Inc. Astellas Pharma Inc. [Member] Astellas Pharma Inc. Document Quarterly Report Document Quarterly Report Vested, Weighted Average Grant Date Fair Value Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Vested in Period, Weighted Average Grant Date Fair Value Related Party Transaction [Domain] Weighted average price per share Share-Based Compensation Arrangement by Share-Based Payment Award, Per Share Weighted Average Price of Shares Purchased Statistical Measurement Statistical Measurement [Axis] Percentage of annual compensation Share Based Compensation Arrangement By Share Based Payment Award Percentage Of Annual Compensation Share based compensation arrangement by share based payment award percentage of annual compensation. Total Assets, Fair Value Disclosure Astellas Strategic Rights Agreement Astellas Strategic Rights Agreement [Member] Astellas strategic rights greement. Summary of Maturities of Lease Liabilities Lessee, Operating Lease, Liability, to be Paid, Maturity [Table Text Block] Granted, Weighted Average Grant Date Fair Value Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Grants in Period, Weighted Average Grant Date Fair Value Weighted-average period over which cost expected to be recognized Share-Based Payment Arrangement, Nonvested Award, Cost Not yet Recognized, Period for Recognition Proceeds from private placement of common stock Proceeds from Issuance of Private Placement Purchase agreement. Purchase Agreement [Member] Securities Purchase Agreement Initial purchase period, commenced Share Based Compensation Arrangement By Share Based Payment Award Commencement Of Initial Purchase Period Share based compensation arrangement by share based payment award commencement of initial purchase period. Minimum upfront and preclinical milestone payments receivable Minimum Upfront And Preclinical Milestone Payments Receivable Minimum upfront and preclinical milestone payments receivable. Income Statement Location Statement of Income Location, Balance [Axis] Total assets Assets Expected term (years) Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Expected Term Debt Instrument [Table] Schedule of Long-Term Debt Instruments [Table] Vested, Shares Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Vested in Period Vested, Shares Accretion of discount on issued term debt. Accretion of Discount on Issued Term Debt Accretion of discount on issued term debt Astellas Strategic Rights Letter Agreement Astellas Strategic Rights Letter Astellas Strategic Rights Letter [Member] Astellas strategic rights letter. Increase decrease in operating lease right of use asset. Increase Decrease in Operating Lease Right of Use Asset Operating lease right-of-use assets Operating lease right-of-use assets Entity Address City Or Town Entity Address, City or Town Accumulated Other Comprehensive Income (Loss) AOCI Attributable to Parent [Member] Equity [Abstract] Assets: Assets, Fair Value Disclosure [Abstract] Forfeited/Cancelled, Shares Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Forfeited in Period Debt instrument, final payment fee percentage Debt Instrument Final Payment Fee Percentage Debt instrument final payment fee percentage. Net Income (Loss) Attributable to Parent [Abstract] Private Placement [Member] Private Placement Stock-Based Compensation Share-Based Payment Arrangement [Text Block] Number of common stock issuable Share-Based Compensation Arrangement by Share-Based Payment Award, Number of Shares Authorized Shares Issued, Shares, Share-Based Payment Arrangement, after Forfeiture, Total Shares Issued, Shares, Share-Based Payment Arrangement, after Forfeiture Issuance of common stock under employee stock compensation plans, net of tax withholdings, Shares Repayments of Subordinated Debt, Total Repayment of outstanding debt Repayments of Subordinated Debt Operating lease, weighted - average discount rate Operating Lease, Weighted Average Discount Rate, Percent Number of reportable segment Number Of Reportable Segment Number of reportable segment. Fair Value Disclosures [Abstract] Forfeited/Cancelled, Weighted Average Exercise Price Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Forfeitures and Expirations in Period, Weighted Average Exercise Price Commitments And Contingencies [Line Items] Commitments And Contingencies [Line Items] Commitments and Contingencies. Issuance of common stock, net of issuance cost Stock Issued During Period, Value, New Issues Current liabilities: Liabilities, Current [Abstract] Lease Contractual Term [Axis] Document Type Document Type Prepaid research funding Prepaid Research Funding Prepaid research funding. Security12b Title Title of 12(b) Security Developmental milestone payment. Developmental milestone payment Developmental milestone Cash and Cash Equivalents, at Carrying Value, Total Cash and cash equivalents Cash and Cash Equivalents, at Carrying Value Debt Instrument, Redemption, Period Debt Instrument, Redemption, Period [Axis] Statement of Stockholders' Equity [Abstract] Document Fiscal Period Focus Document Fiscal Period Focus Aggregate intrinsic value of options exercised Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercises in Period, Intrinsic Value Research and Development Expense, Total Research and development Research and Development Expense Payment, Tax Withholding, Share-Based Payment Arrangement Payment of taxes related to net share settlement of equity awards Long-Term Debt, Excluding Current Maturities, Total Term debt Long-Term Debt, Excluding Current Maturities Granted, Shares Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Grants in Period, Gross Percentage increase of outstanding number of shares of common stock Share-Based Compensation Arrangement by Share-Based Payment Award, Percentage of Outstanding Stock Maximum Asset Class Asset Class [Domain] Property, Plant and Equipment, Gross, Ending Balance Property, Plant and Equipment, Gross, Beginning Balance Property, Plant and Equipment, Gross, Total Total property and equipment Property, Plant and Equipment, Gross Subsequent Event Type [Domain] Summary of the Company's Stock Option Activity Share-Based Payment Arrangement, Activity [Table Text Block] Variable lease, payments Variable Lease, Payment Schedule of Assumptions Used to Determine the Fair Value of Options Granted Schedule of Share-Based Payment Award, Stock Options, Valuation Assumptions [Table Text Block] Period to exercise loan option upon food and drug administration authorization Period To Exercise Loan Option Upon Food And Drug Administration Authorization Period to exercise loan option upon food and drug administration authorization. Debt securities, available-for-sale, unrealized loss position for greater than 12 months Debt Securities, Available-for-Sale, Continuous Unrealized Loss Position, 12 Months or Longer Warrants to purchase stock Class of Warrant or Right, Exercise Price of Warrants or Rights Financial Instruments Financial Instruments [Domain] Variable consideration attributed to development cost reimbursement amount added to transaction price Development cost reimbursement amount added to transaction price Development cost reimbursement amount added to transaction price. Sale of Stock Sale of Stock [Axis] Investing Activities: Net Cash Provided by (Used in) Investing Activities [Abstract] Investments [Domain] Income Taxes Income Tax Disclosure [Text Block] At the Market Facility Market Facility [Member] Market facility. Debt Securities Available For Sale [Table] Debt Securities, Available-for-Sale [Table] Depreciation, Depletion and Amortization, Nonproduction, Total Depreciation and

amortization expense Depreciation, Depletion and Amortization, Nonproduction Other Other Accrued Liabilities, Current Increase (Decrease) in Accounts Payable, Total Accounts payable Increase (Decrease) in Accounts Payable Entity Address, Address Line Two Entity Address, Address Line Two Liabilities and Stockholders' Equity Liabilities and Equity [Abstract] Document Period End Date Document Period End Date Net cash provided by financing activities Net Cash Provided by (Used in) Financing Activities Effective tax rate Effective Income Tax Rate Reconciliation, Percent Effective Income Tax Rate Reconciliation, Percent, Total Antidilutive securities excluded from computation of earnings per share, amount Antidilutive Securities Excluded from Computation of Earnings Per Share, Amount Summary of Accrued Expenses and Other Liabilities Schedule Of Accrued Expenses And Other Liabilities Table [Text Block] Schedule of accrued expenses and other liabilities. APIC, Share-Based Payment Arrangement, Increase for Cost Recognition, Total Stock-based compensation expense APIC, Share-Based Payment Arrangement, Increase for Cost Recognition Deferred Revenue, Total Deferred Revenue Deferred revenue recognized Income tax expense Income tax expense Income Tax Expense (Benefit) Income Tax Expense (Benefit), Total Trading Symbol Trading Symbol Aggregate offering price Aggregate Offering Price Aggregate offering price. Variable Rate Variable Rate [Axis] Total stockholdersâ€™ equity Beginning balance Ending balance Equity, Attributable to Parent Astellas Collaboration Agreement [Member] Astellas Collaboration Agreement [Member] Astellas Collaboration Agreement Debt instrument floating per annum rate Debt Instrument, Description of Variable Rate Basis Long-Lived Tangible Asset Long-Lived Tangible Asset [Axis] Research collaboration extension period Research Collaboration Extension Period Research collaboration extension period. Other long-term liabilities Other Liabilities, Noncurrent RSUs Restricted Stock Units (RSUs) Restricted Stock Units (RSUs) [Member] Fees and milestone payments receivable Fees And Milestone Payments Receivable Fees and milestone payments receivable. Sale of common stock under an underwritten public offering Sale of Stock, Number of Shares Issued in Transaction Sale of stock, number of shares issued Deferred revenue Increase (Decrease) in Deferred Revenue Schedule Of Property Plant And Equipment [Table] Property, Plant and Equipment [Table] Goodwill, Ending Balance Goodwill, Beginning Balance Goodwill, Total Goodwill Goodwill Schedule of Stock-Based Compensation Expense Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Table Text Block] Outstanding stock options and RSUs. Outstanding Stock Options and RSUs [Member] Outstanding stock options and RSUs Repayment of awards percentage Repayment Of Awards Percentage Repayment of awards percentage. Available-for-Sale Securities , Unrealized Losses Debt Securities, Available-for-Sale, Accumulated Gross Unrealized Loss, before Tax Unrecognized compensation cost Share-Based Payment Arrangement, Nonvested Award, Option, Cost Not yet Recognized, Amount Operating leases, number of square feet Area of Land Laboratory Equipment Equipment [Member] Use of Estimates Use of Estimates, Policy [Policy Text Block] Collaborative Arrangement Collaborative Arrangement [Member] Amended Loan Agreement Amended Loan Agreement [Member] Amended loan agreement. Commodity Contract Asset, Current Contract Assets Class Of Stock [Line Items] Class of Stock [Line Items] Dividend yield Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Expected Dividend Rate Summary of Reconciliation of Closing Balance of Deferred Revenue Related to agreements Contract with Customer, Contract Asset, Contract Liability, and Receivable [Table Text Block] Security Exchange Name Security Exchange Name Tier 1 Programs Tier1 Programs [Member] Tier1 Programs. Counterparty Name Counterparty Name [Domain] Total operating expenses Operating Expenses Proceeds from rights granted Proceeds From Rights Granted Proceeds from rights granted Long-Lived Tangible Asset Long-Lived Tangible Asset [Domain] Accumulated Depreciation, Depletion and Amortization, Property, Plant, and Equipment, Ending Balance Accumulated Depreciation, Depletion and Amortization, Property, Plant, and Equipment, Beginning Balance Accumulated Depreciation, Depletion and Amortization, Property, Plant, and Equipment, Total Less: Accumulated depreciation and amortization Accumulated Depreciation, Depletion and Amortization, Property, Plant, and Equipment Legal Entity Legal Entity [Axis] Fair Value Measurement Fair Value Disclosures [Text Block] Lessee, Operating Lease, Liability, to be Paid, Year Three 2027 Weighted-average grant date fair value of options granted Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Grants in Period, Weighted Average Grant Date Fair Value Research and Development Arrangement, Contract to Perform for Others, Type Research and Development Arrangement, Contract to Perform for Others, Type [Domain] Subsequent Event [Member] Subsequent Event Maximum Maximum [Member] Total liabilities and stockholdersâ€™ equity Liabilities and Equity ROU asset Operating lease right-of-use assets Operating Lease, Right-of-Use Asset Supplemental disclosure of cash flow information: Supplemental Cash Flow Information [Abstract] Prime Prime Rate [Member] Net income (loss) per share attributable to common stockholders, diluted Diluted net income (loss) per share Earnings Per Share, Diluted, Total Earnings Per Share, Diluted Leasehold Improvements Leasehold Improvements [Member] Purchases Of Property And Equipment Included In Accounts Payable And Accrued Liabilities Purchases of property and equipment included in accounts payable and accrued liabilities. Purchases of property and equipment included in accounts payable and accrued liabilities Entity Ex Transition Period Entity Ex Transition Period Total liabilities Liabilities Common stock, voting rights Common Stock, Voting Rights Fair Value Hierarchy and NAV Fair Value Hierarchy and NAV [Domain] Total current assets Assets, Current Net cash used in investing activities Net Cash Provided by (Used in) Investing Activities Payment of accrued interest Payment Of Accrued Interest Payment of accrued interest. Issuance of common stock, net of issuance cost, Shares Stock Issued During Period, Shares, New Issues Vesting period Share-Based Compensation Arrangement by Share-Based Payment Award, Award Vesting Period Operating lease, option to extend Lessee, Operating Lease, Existence of Option to Extend [true false] Entity Filer Category Entity Filer Category Debt Instrument, Redemption, Period Debt Instrument, Redemption, Period [Domain] Net income (loss) attributable to common stockholders, Diluted Net Income (Loss) Available to Common Stockholders, Diluted Net Income (Loss) Available to Common Stockholders, Diluted, Total LIBOR LIBOR [Member] LIBOR. P-PSMA-101 program P P S M A101 Program [Member] P-PSMA-101 program. Number of early-stage existing programs Number Of Early Stage Existing Programs Number of early-stage existing programs. Current Fiscal Year End Date Current Fiscal Year End Date Fair Value Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items] Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items] Imputed interest Lessee, Operating Lease, Liability, Undiscounted Excess Amount Share-Based Payment Arrangement, Noncash Expense, Total Stock-based compensation Share-Based Payment Arrangement, Noncash Expense Roche Collaboration Agreement Roche Collaboration Agreement [Member] Roche Collaboration Agreement. Related Party Transaction [Axis] Balance,Aggregate Intrinsic Value Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Intrinsic Value Debt instrument, fee amount Debt Instrument, Fee Amount Entity Registrant Name Entity Registrant Name Offering period of common stock Offering Period Of Common Stock Offering period of common stock. Schedule Of Share Based Compensation Arrangements By Share Based Payment Award [Table] Schedule of Share-Based Compensation Arrangements by Share-Based Payment Award [Table] Net Income (Loss) Per Share Earnings Per Share [Text Block] Debt instrument maturity date Debt Instrument, Maturity Date Entity Emerging Growth Company Entity Emerging Growth Company Money Market Funds [Member] Money Market Funds Weighted Average Number of Shares Outstanding, Basic, Total Denominator for basic net income (loss) per share - weighted-average common stock outstanding Weighted-average number of shares outstanding, basic Weighted Average Number of Shares Outstanding, Basic Debt instrument repayment additional number of monthly payments due period extension Debt Instrument Repayment Additional Number Of Monthly Payments Due Period Extension Debt instrument repayment additional number of monthly payments due period extension. Collaboration agreement revenue receivable Collaboration Agreement Revenue Receivable Collaboration agreement revenue receivable. Proceeds from shares allocated to non-refundable upfront payment Proceeds From Shares Allocated to Non-refundable Upfront Payment Proceeds from shares allocated to non-refundable upfront payment. Common stock, shares authorized Common Stock, Shares Authorized Proceeds from issuance of common stock through ATM offering, net of issuance costs Proceeds from Issuance of Common Stock Aggregate gross proceeds Level 1 Fair Value, Inputs, Level 1 [Member] Options vested and expected to vest as of September 30, 2024 Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Vested and Expected to Vest, Outstanding, Weighted Average Exercise Price Options Granted, Weighted Average Exercise Price Share-Based Compensation Arrangements by Share-Based Payment Award, Options, Grants in Period, Weighted Average Exercise Price Financial Instrument Financial Instrument [Axis] Balance, Weighted Average Remaining Contractual Term (Years) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Weighted Average Remaining Contractual Term Inducement Plan Inducement Plan [Member] Inducement plan General and Administrative General and Administrative Expense [Member] Revenue Recognition Revenue [Policy Text Block] Share-Based Payment Arrangement [Abstract] Schedule Of Collaborative Arrangements And Noncollaborative Arrangement Transactions [Table] Collaborative Arrangement and Arrangement Other than Collaborative [Table] Shares Issued, Value, Share-Based Payment Arrangement, after Forfeiture, Total Shares Issued, Value, Share-Based Payment Arrangement, after Forfeiture Issuance of common stock under employee stock compensation plans, net of tax withholdings Effect of dilutive securities: Dilutive Securities, Effect on Basic Earnings Per Share [Abstract] Debt Securities, Available-for-Sale, Total Available-for-Sale Securities, Fair Value Debt Securities, Available-for-Sale Accounting Policies [Abstract] Income Tax Disclosure [Abstract] Stockholdersâ€™ equity: Equity, Attributable to Parent [Abstract] Roche Ltd Roche Ltd [Member] Roche Ltd. Collaborations And License Agreement [Abstract] Collaborations and license agreement. Statement [Table] Statement [Table] Summary of Property and Equipment Net Property, Plant and Equipment [Table Text Block] Research and Administrative Activities Administrative Service [Member] Options vested and expected to vest as of September 30, 2024 Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Vested and Expected to Vest, Outstanding, Weighted Average Remaining Contractual Term Collaborations And License Agreement [Table] Collaborations And License Agreement [Table] Collaborations and license agreement. Debt Instruments [Abstract] Undesignated preferred stock, shares authorized Preferred Stock, Shares Authorized Entity File Number Securities Act File Number Net increase (decrease) in cash and cash equivalents Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Period Increase (Decrease), Including Exchange Rate Effect Earnings Per Share [Abstract] Gain (loss) on sale of investments Gain (Loss) on Sale of Investments Gain (Loss) on Sale of Investments, Total Lease Contractual Term [Domain] Statement of Financial Position [Abstract] Interest Expense, Total Interest expense Interest Expense, Operating and Nonoperating IPO IPO [Member] Income (loss) from operations Operating Income (Loss) Number of option to add additional gene therapy programs Number Of Option To Add Additional Gene Therapy Programs Number of option to add additional gene therapy programs. Expected volatility Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Expected Volatility Rate Schedule of Assumptions Used to Determine the Fair Value of Purchase Rights Issued Under ESPP Schedule of Share-Based Payment Award, Employee Stock Purchase Plan, Valuation Assumptions [Table Text Block] Entity Shell Company Entity Shell Company Interest rate recognized under effective interest method Debt Instrument, Interest Rate, Effective Percentage Entity Tax Identification Number Entity Tax Identification Number Assets Assets [Abstract] Class of Warrant or Right Class of Warrant or Right [Domain] Entity Current Reporting Status Entity Current Reporting Status Net income (loss) attributable to common stockholders, Basic Net Income (Loss) Available to Common Stockholders, Basic Net Income (Loss) Available to Common Stockholders, Basic, Total Options vested and exercisable as of September 30, 2024 Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercisable, Weighted Average Remaining Contractual Term Long-Term Debt, Type Long-Term Debt, Type [Axis] Subsequent Events [Abstract] Document Fiscal Year Focus Document Fiscal Year Focus Cash, Cash Equivalents, and Short-Term Investments, Total Cash, cash equivalents and short-term investments Cash, Cash Equivalents, and Short-Term Investments Amounts received/invoiced Contract With Customer Liability Amounts Received Invoiced Contract with customer liability amounts received/invoiced. Emerging Growth Company Status Emerging Growth Company Status Policy [Text Block] Emerging growth company status. Write off of deferred grant liability. Write Off Of Deferred Grant Liability Write off of deferred CIRM grant liability Milestone payments Milestone Payments Receivable Milestone payments receivable. Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Including Disposal Group and Discontinued Operations, Total Cash and cash equivalents at beginning of period Cash and cash equivalents at end of period Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Including Disposal Group and Discontinued Operations City Area Code City Area Code Collaborations And License Agreement [Line Items] Collaborations And License Agreement [Line Items] Collaborations and license agreement. Total current liabilities Liabilities, Current Total accrued expenses and other liabilities Accrued Liabilities and Other Liabilities Accrued expenses and other liabilities Maturity percentage Available For Sale Debt Securities Maturity Percentage Available for sale debt securities maturity percentage. Federal tax rate Effective Income Tax Rate Reconciliation, at Federal Statutory Income Tax Rate, Percent Laboratory and Office Space Facility Laboratory and office space facility [member] Laboratory and office space facility. Organization, Consolidation and Presentation of Financial Statements [Abstract] Local Phone Number Local Phone Number Impairment of ROU asset Operating Lease, Impairment Loss Antidilutive Securities Excluded From Computation Of Earnings Per Share [Line Items] Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items] Additional Paid in Capital, Total Capital stock in excess Additional Paid in Capital Strategic Investment [Line Items] Strategic investment. Cash, Cash Equivalents and Short-term Investments Cash Cash Equivalents and Short term Investments [Polict Text Block] Cash cash equivalents and short term investments. Commitments and Contingencies Disclosure [Abstract] Available-for-Sale Securities, Amortized Cost Debt Securities, Available-for-Sale, Amortized Cost Research and development costs reimbursed. Research and development costs reimbursed Less current portion of lease liability Operating lease liabilities, current Operating Lease, Liability, Current Xyphos collaboration agreement. Xyphos Collaboration Agreement [Member] Xyphos Collaboration Agreement Accumulated Deficit Retained Earnings [Member] Payments to Acquire Property, Plant, and Equipment, Total Purchases of property and equipment Payments to Acquire Property, Plant, and Equipment 2022 Loan Agreement Two Thousand And Twenty Two Loan Agreement [Member] Two thousand and twenty two loan agreement. Document Transition Report Document Transition Report Development, regulatory and net sales milestones Development Regulatory And Net Sales Milestones Development, regulatory and net sales milestones. Percentage of the fair market value per share of common stock Share-Based Compensation Arrangement by Share-Based Payment Award, Purchase Price of Common Stock, Percent Lessee, Operating Lease, Liability, to be Paid, Year Two 2026 Non-refundable upfront payment Non-refundable Upfront Payment Non-refundable upfront payment. Schedule Of Antidilutive Securities Excluded From Computation Of Earnings Per Share [Table] Antidilutive Security, Excluded EPS Calculation [Table] Net proceeds from share purchase by employees Proceeds from Stock Plans Exercised, Weighted Average Exercise Price Share-Based Compensation Arrangements by Share-Based Payment Award, Options, Exercises in Period, Weighted Average Exercise Price Concentration of Credit Risk Concentration Risk, Credit Risk, Policy [Policy Text Block] Debt Instrument, Unamortized Discount (Premium) and Debt Issuance Costs, Net, Total Debt issuance costs Debt Instrument, Unamortized Discount (Premium) and Debt Issuance Costs, Net Minimum Minimum Minimum [Member] Common Stock Common Stock [Member] Employee Service Share Based Compensation Allocation Of Recognized Period Costs [Line Items] Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Line Items] Options vested and expected to vest as of September 30, 2024 Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Vested and Expected to Vest, Outstanding, Aggregate Intrinsic Value Balance, Weighted Average Grant Date Fair Value Balance, 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 Value Other long-term assets Increase (Decrease) in Other Noncurrent Assets Additional Paid-in Capital Additional Paid-in Capital [Member] Commitments And Contingencies [Table] Commitments And Contingencies [Table] Commitments and Contingencies. Term A Loan Original Term A Loan And New Term A Loan [Member] Original Term A Loan and New Term A Loan. Adjustments to reconcile net loss to net cash used in operating activities: Adjustments to Reconcile Net Income (Loss) to Cash Provided by (Used in) Operating Activities [Abstract] Short-Term Investments [Member] Other comprehensive income (loss): Other Comprehensive Income (Loss), Net of Tax [Abstract] Income Statement Location Statement of Income Location, Balance [Domain] Lessee, Operating Lease, Liability, to be Paid, Year One 2025 Other long-term assets Other Assets, Noncurrent 2020 Employee Stock Purchase Plan Two Thousand Twenty Employee Stock Purchase Plan [Member] Two thousand twenty employee stock purchase plan. Number of initially developing gene therapy programs Number Of Initially Developing Gene Therapy Programs Number of initially developing gene therapy programs. Entity Common Stock, Shares Outstanding Entity Common Stock, Shares Outstanding Public Offering Public Offering [Member] Public Offering. Strategic Investment [Table] Strategic investment. Financial Instruments Financial Instruments Disclosure [Text Block] Maximum number of shares owned at time of termination. Maximum number of shares owned at time of termination Basis of Presentation and Consolidation Basis of Accounting, Policy [Policy Text Block] Loan Prepayment Loan Prepayment [Member] Loan prepayment. Common stock, $0.0001 par value: 250,000,000 shares authorized at September 30, 2024 and December 31, 2023; 97,411,571 and 95,636,553 shares issued and outstanding at September 30, 2024 and December 31, 2023, respectively Common Stock, Value, Issued Collaborative Arrangements And Noncollaborative Arrangement Transactions [Line Items] Collaborative Arrangement and Arrangement Other than Collaborative [Line Items] Operating lease liabilities Increase Decrease In Operating Lease Liabilities Increase (decrease) in operating lease liabilities. Number of research plans. Number of Research Plans Number of research plans Other income (expense): Other Nonoperating Income (Expense) [Abstract] Revenue sharing multiple Revenue Sharing Multiple Revenue sharing multiple. Lease liability Total lease liability balance Operating Lease, Liability Debt Securities, Available-for-Sale [Table Text Block] Summary of Amortized Cost and Fair Value of Available-for-Sale Securities Measurement Frequency Measurement Frequency [Axis] Commitments and Contingencies (Note 12) Commitments and Contingencies Weighted Average Number of Shares Outstanding, Diluted, Total

Denominator for diluted net income (loss) per share - adjusted weighted-average common stock outstanding Weighted-average number of shares outstanding, diluted Weighted Average Number of Shares Outstanding, Diluted Licensed Products Licensed Products [Member] Licensed Products. Summary of Significant Accounting Policies Significant Accounting Policies [Text Block] Number of performance obligations Number Of Performance Obligations Number of performance obligations. Accounts Receivable, after Allowance for Credit Loss, Current, Total Accounts receivable Accounts Receivable, after Allowance for Credit Loss, Current Research and Development Arrangement, Contract to Perform for Others, Type Research and Development Arrangement, Contract to Perform for Others, Type [Axis] Operating lease, extended term Lessee, Operating Lease, Renewal Term Options vested and expected to vest as of September 30, 2024 Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Vested and Expected to Vest, Outstanding, Number Total future lease payments Lessee, Operating Lease, Liability, to be Paid Operating lease, number of options to extend term Lessee Operating Lease Number Of Options To Extend Term Lessee operating lease number of options to extend term. Collaboration Revenue Collaboration Revenue [Member] Collaboration revenue. Entity Small Business Entity Small Business Debt instrument basis spread on variable rate Debt Instrument, Basis Spread on Variable Rate Term Debt Debt Disclosure [Text Block] Number of shares purchased Share-Based Compensation Arrangement by Share-Based Payment Award, Shares Purchased for Award Amount used to repay outstanding debt Repayments of Debt Additional revenue from performance obligation Revenues, Total Collaboration revenue Revenues U.S. government agency securities and treasuries US Treasury Securities [Member] Short-term investments Investments, Fair Value Disclosure Investments, Fair Value Disclosure, Total Proceeds from issuance of common stock under employee stock compensation plans Proceeds, Issuance of Shares, Share-Based Payment Arrangement, Including Option Exercised, Total Proceeds, Issuance of Shares, Share-Based Payment Arrangement, Including Option Exercised Accretion (Amortization) of Discounts and Premiums, Investments Accretion of discount on short-term investments, net Accretion of discount on short-term investments, net Incremental developmental milestones Incremental Developmental Milestone Payment Incremental developmental milestone payment Financing Activities: Net Cash Provided by (Used in) Financing Activities [Abstract] Balance, Weighted Average Exercise Price Balance, Weighted Average Exercise Price Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Weighted Average Exercise Price Contract research services Accrued Contract Research Services Current Accrued contract research services current. Denominator: Weighted Average Number of Shares Outstanding Reconciliation [Abstract] Asset Class Asset Class [Axis] Intangible Assets, Net (Excluding Goodwill), Total Intangible Assets, Net (Excluding Goodwill) Intangible assets, net Right-of-use assets obtained in exchange for operating lease liabilities Right-of-Use Asset Obtained in Exchange for Operating Lease Liability Measurement Frequency Measurement Frequency [Domain] Level 3 Fair Value, Inputs, Level 3 [Member] Operating lease, weighted-average remaining lease term Operating Lease, Weighted Average Remaining Lease Term Subsequent Events Subsequent Events [Text Block] Lease Expires on December 31, 2029 Lease Expiration Date Member Lease Expiration Date Member Accounts Payable, Current, Total Accounts payable Accounts Payable, Current Proceeds from maturities of short-term investments Proceeds from Sale of Short-Term Investments Accounts Receivable, Allowance for Credit Loss, Ending Balance Accounts Receivable, Allowance for Credit Loss, Beginning Balance Allowance for credit loss Accounts Receivable, Allowance for Credit Loss XML 9 R1.htm IDEA: XBRL DOCUMENT v3.24.3 Document and Entity Information - shares 9 Months Ended Sep. 30, 2024 Nov. 01, 2024 Cover [Abstract] Â Â Document Type 10-Q Â Amendment Flag false Â Document Period End Date Sep. 30, 2024 Â Document Fiscal Year Focus 2024 Â Document Fiscal Period Focus Q3 Â Trading Symbol PSTX Â Entity Registrant Name Poseida Therapeutics, Inc. Â Entity Central Index Key 0001661460 Â Entity Current Reporting Status Yes Â Entity Interactive Data Current Yes Â Current Fiscal Year End Date --12-31 Â Entity Filer Category Non-accelerated Filer Â Entity Shell Company false Â Entity Small Business true Â Entity Emerging Growth Company true Â Entity Ex Transition Period false Â Security12b Title Common Stock, par value $0.0001 per share Â Security Exchange Name NASDAQ Â Entity File Number 001-39376 Â Entity Incorporation State Country Code DE Â Entity Tax Identification Number 47-2846548 Â Entity Address, Address Line One 9390 Towne Centre Drive Â Entity Address, Address Line Two Suite 200 Â Entity Address City Or Town San Diego Â Entity Address State Or Province CA Â Entity Address Postal Zip Code 92121 Â City Area Code 858 Â Local Phone Number 779-3100 Â Document Quarterly Report true Â Document Transition Report false Â Entity Common Stock, Shares Outstanding Â 97,465,024 X - DefinitionBoolean flag that is true when the XBRL content amends previously-filed or accepted submission. + ReferencesNo definition available. + Details Name: dei_AmendmentFlag Namespace Prefix: dei_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - DefinitionArea code of city + ReferencesNo definition available. + Details Name: dei_CityAreaCode Namespace Prefix: dei_ Data Type: xbrli:normalizedStringItemType Balance Type: na Period Type: duration X - DefinitionCover page. + ReferencesNo definition available. + Details Name: dei_CoverAbstract Namespace Prefix: dei_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionEnd date of current fiscal year in the format --MM-DD. + ReferencesNo definition available. + Details Name: dei_CurrentFiscalYearEndDate Namespace Prefix: dei_ Data Type: xbrli:gMonthDayItemType Balance Type: na Period Type: duration X - DefinitionFiscal period values are FY, Q1, Q2, and Q3. 1st, 2nd and 3rd quarter 10-Q or 10-QT statements have value Q1, Q2, and Q3 respectively, with 10-K, 10-KT or other fiscal year statements having FY. + ReferencesNo definition available. + Details Name: dei_DocumentFiscalPeriodFocus Namespace Prefix: dei_ Data Type: dei:fiscalPeriodItemType Balance Type: na Period Type: duration X - DefinitionThis is focus fiscal year of the document report in YYYY format. For a 2006 annual report, which may also provide financial information from prior periods, fiscal 2006 should be given as the fiscal year focus. Example: 2006. + ReferencesNo definition available. + Details Name: dei_DocumentFiscalYearFocus Namespace Prefix: dei_ Data Type: xbrli:gYearItemType Balance Type: na Period Type: duration X - DefinitionFor the EDGAR submission types of Form 8-K: the date of the report, the date of the earliest event reported; for the EDGAR submission types of Form N-1A: the filing date; for all other submission types: the end of the reporting or transition period. The format of the date is YYYY-MM-DD. + ReferencesNo definition available. + Details Name: dei_DocumentPeriodEndDate Namespace Prefix: dei_ Data Type: xbrli:dateItemType Balance Type: na Period Type: duration X - DefinitionBoolean flag that is true only for a form used as an quarterly report. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Form 10-Q -Number 240 -Section 308 -Subsection a + Details Name: dei_DocumentQuarterlyReport Namespace Prefix: dei_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - DefinitionBoolean flag that is true only for a form used as a transition report. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Forms 10-K, 10-Q, 20-F -Number 240 -Section 13 -Subsection a-1 + Details Name: dei_DocumentTransitionReport Namespace Prefix: dei_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - DefinitionThe type of document being provided (such as 10-K, 10-Q, 485BPOS, etc). The document type is limited to the same value as the supporting SEC submission type, or the word 'Other'. + ReferencesNo definition available. + Details Name: dei_DocumentType Namespace Prefix: dei_ Data Type: dei:submissionTypeItemType Balance Type: na Period Type: duration X - DefinitionAddress Line 1 such as Attn, Building Name, Street Name + ReferencesNo definition available. + Details Name: dei_EntityAddressAddressLine1 Namespace Prefix: dei_ Data Type: xbrli:normalizedStringItemType Balance Type: na Period Type: duration X - DefinitionAddress Line 2 such as Street or Suite number + ReferencesNo definition available. + Details Name: dei_EntityAddressAddressLine2 Namespace Prefix: dei_ Data Type: xbrli:normalizedStringItemType Balance Type: na Period Type: duration X - DefinitionName of the City or Town + ReferencesNo definition available. + Details Name: dei_EntityAddressCityOrTown Namespace Prefix: dei_ Data Type: xbrli:normalizedStringItemType Balance Type: na Period Type: duration X - DefinitionCode for the postal or zip code + ReferencesNo definition available. + Details Name: dei_EntityAddressPostalZipCode Namespace Prefix: dei_ Data Type: xbrli:normalizedStringItemType Balance Type: na Period Type: duration X - DefinitionName of the state or province. + ReferencesNo definition available. + Details Name: dei_EntityAddressStateOrProvince Namespace Prefix: dei_ Data Type: dei:stateOrProvinceItemType Balance Type: na Period Type: duration X - DefinitionA unique 10-digit SEC-issued value to identify entities that have filed disclosures with the SEC. It is commonly abbreviated as CIK. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2 + Details Name: dei_EntityCentralIndexKey Namespace Prefix: dei_ Data Type: dei:centralIndexKeyItemType Balance Type: na Period Type: duration X - DefinitionIndicate number of shares or other units outstanding of each of registrant's classes of capital or common stock or other ownership interests, if and as stated on cover of related periodic report. Where multiple classes or units exist define each class/interest by adding class of stock items such as Common Class A [Member], Common Class B [Member] or Partnership Interest [Member] onto the Instrument [Domain] of the Entity Listings, Instrument. + ReferencesNo definition available. + Details Name: dei_EntityCommonStockSharesOutstanding Namespace Prefix: dei_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionIndicate 'Yes' or 'No' whether registrants (1) have filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that registrants were required to file such reports), and (2) have been subject to such filing requirements for the past 90 days. This information should be based on the registrant's current or most recent filing containing the related disclosure. + ReferencesNo definition available. + Details Name: dei_EntityCurrentReportingStatus Namespace Prefix: dei_ Data Type: dei:yesNoItemType Balance Type: na Period Type: duration X - DefinitionIndicate if registrant meets the emerging growth company criteria. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2 + Details Name: dei_EntityEmergingGrowthCompany Namespace Prefix: dei_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - DefinitionIndicate if an emerging growth company has elected not to use the extended transition period for complying with any new or revised financial accounting standards. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Securities Act -Number 7A -Section B -Subsection 2 + Details Name: dei_EntityExTransitionPeriod Namespace Prefix: dei_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - DefinitionCommission file number. The field allows up to 17 characters. The prefix may contain 1-3 digits, the sequence number may contain 1-8 digits, the optional suffix may contain 1-4 characters, and the fields are separated with a hyphen. + ReferencesNo definition available. + Details Name: dei_EntityFileNumber Namespace Prefix: dei_ Data Type: dei:fileNumberItemType Balance Type: na Period Type: duration X - DefinitionIndicate whether the registrant is one of the following: Large Accelerated Filer, Accelerated Filer, Non-accelerated Filer. Definitions of these categories are stated in Rule 12b-2 of the Exchange Act. This information should be based on the registrant's current or most recent filing containing the related disclosure. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2 + Details Name: dei_EntityFilerCategory Namespace Prefix: dei_ Data Type: dei:filerCategoryItemType Balance Type: na Period Type: duration X - DefinitionTwo-character EDGAR code representing the state or country of incorporation. + ReferencesNo definition available. + Details Name: dei_EntityIncorporationStateCountryCode Namespace Prefix: dei_ Data Type: dei:edgarStateCountryItemType Balance Type: na Period Type: duration X - DefinitionBoolean flag that is true when the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-T -Number 232 -Section 405 + Details Name: dei_EntityInteractiveDataCurrent Namespace Prefix: dei_ Data Type: dei:yesNoItemType Balance Type: na Period Type: duration X - DefinitionThe exact name of the entity filing the report as specified in its charter, which is required by forms filed with the SEC. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2 + Details Name: dei_EntityRegistrantName Namespace Prefix: dei_ Data Type: xbrli:normalizedStringItemType Balance Type: na Period Type: duration X - DefinitionBoolean flag that is true when the registrant is a shell company as defined in Rule 12b-2 of the Exchange Act. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2 + Details Name: dei_EntityShellCompany Namespace Prefix: dei_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - DefinitionIndicates that the company is a Smaller Reporting Company (SRC). + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2 + Details Name: dei_EntitySmallBusiness Namespace Prefix: dei_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - DefinitionThe Tax Identification Number (TIN), also known as an Employer Identification Number (EIN), is a unique 9-digit value assigned by the IRS. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2 + Details Name: dei_EntityTaxIdentificationNumber Namespace Prefix: dei_ Data Type: dei:employerIdItemType Balance Type: na Period Type: duration X - DefinitionLocal phone number for entity. + ReferencesNo definition available. + Details Name: dei_LocalPhoneNumber Namespace Prefix: dei_ Data Type: xbrli:normalizedStringItemType Balance Type: na Period Type: duration X - DefinitionTitle of a 12(b) registered security. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b + Details Name: dei_Security12bTitle Namespace Prefix: dei_ Data Type: dei:securityTitleItemType Balance Type: na Period Type: duration X - DefinitionName of the Exchange on which a security is registered. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection d1-1 + Details Name: dei_SecurityExchangeName Namespace Prefix: dei_ Data Type: dei:edgarExchangeCodeItemType Balance Type: na Period Type: duration X - DefinitionTrading symbol of an instrument as listed on an exchange. + ReferencesNo definition available. + Details Name: dei_TradingSymbol Namespace Prefix: dei_ Data Type: dei:tradingSymbolItemType Balance Type: na Period Type: duration XML 10 R2.htm IDEA: XBRL DOCUMENT v3.24.3 CONDENSED CONSOLIDATED BALANCE SHEETS (Unaudited) - USD ($) $ in Thousands Sep. 30, 2024 Dec. 31, 2023 Current assets: Â Â Cash and cash equivalents $ 49,340 $ 44,472 Short-term investments 181,512 167,730 Accounts receivable 14,749 9,010 Prepaid expenses and other current assets 5,103 5,263 Total current assets 250,704 226,475 Property and equipment, net 17,366 19,055 Operating lease right-of-use assets 19,054 21,726 Intangible assets, net 1,320 1,320 Goodwill 4,228 4,228 Other long-term assets 905 1,081 Total assets 293,577 273,885 Current liabilities: Â Â Accounts payable 5,197 3,267 Accrued expenses and other liabilities 29,714 31,092 Operating lease liabilities, current 6,085 5,951 Deferred revenue, current 37,273 31,008 Total current liabilities 78,269 71,318 Term debt 58,908 58,590 Deferred revenue, noncurrent 48,402 16,780 Operating lease liabilities, non-current 17,734 20,882 Other long-term liabilities 3,053 2,614 Total liabilities 206,366 170,184 Commitments and Contingencies (Note 12) Stockholdersâ€™ equity: Â Â Common stock, $0.0001 par value: 250,000,000 shares authorized at September 30, 2024 and December 31, 2023; 97,411,571 and 95,636,553 shares issued and outstanding at September 30, 2024 and December 31, 2023, respectively 10 10 Additional paid-in capital 716,526 697,856 Accumulated other comprehensive income 376 126 Accumulated deficit (629,701) (594,291) Total stockholdersâ€™ equity 87,211 103,701 Total liabilities and stockholdersâ€™ equity $ 293,577 $ 273,885 X - DefinitionCarrying value as of the balance sheet date of liabilities incurred (and for which invoices have typically been received) and payable to vendors for goods and services received that are used in an entity's business. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer). + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(19)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10 + Details Name: us-gaap_AccountsPayableCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount, after allowance for credit loss, of right to consideration from customer for product sold and service rendered in normal course of business, classified as current. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481990/310-10-45-2 + Details Name: us-gaap_AccountsReceivableNetCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of expenses incurred but not yet paid nor invoiced, and liabilities classified as other. + ReferencesNo definition available. + Details Name: us-gaap_AccruedLiabilitiesAndOtherLiabilities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount, after tax, of accumulated increase (decrease) in equity from transaction and other event and circumstance from nonowner source. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 220 -SubTopic 10 -Section 45 -Paragraph 14A -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-14AReference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-11Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(2)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480016/944-40-65-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (h)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480016/944-40-65-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)(a)(4)) -Publisher

FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(23)(a)(3)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 220 -SubTopic 10 -Section 45 -Paragraph 14 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-14 + Details Name: us-gaap_AccumulatedOtherComprehensiveIncomeLossNetOfTax Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionValue received from shareholders in common stock-related transactions that are in excess of par value or stated value and amounts received from other stock-related transactions. Includes only common stock transactions (excludes preferred stock transactions). May be called contributed capital, capital in excess of par, capital surplus, or paid-in capital. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)(a)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_AdditionalPaidInCapitalCommonStock Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of asset recognized for present right to economic benefit. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 48 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-48Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 49 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-49Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 5: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (bb) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-3Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-25Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 12: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 13: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-12Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(12)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(8)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(18)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 18: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 19: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 28: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481404/852-10-50-7Reference 29: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30Reference 30: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(11)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1 + Details Name: us-gaap_Assets Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of asset recognized for present right to economic benefit, classified as current. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (bb) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-3Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-25Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 6: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483467/210-10-45-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 10: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 11: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 20: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481404/852-10-50-7 + Details Name: us-gaap_AssetsCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap_AssetsCurrentAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of currency on hand as well as demand deposits with banks or financial institutions. Includes other kinds of accounts that have the general characteristics of demand deposits. Also includes short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. Excludes cash and cash equivalents within disposal group and discontinued operation. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483467/210-10-45-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-4 + Details Name: us-gaap_CashAndCashEquivalentsAtCarryingValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionRepresents the caption on the face of the balance sheet to indicate that the entity has entered into (1) purchase or supply arrangements that will require expending a portion of its resources to meet the terms thereof, and (2) is exposed to potential losses or, less frequently, gains, arising from (a) possible claims against a company's resources due to future performance under contract terms, and (b) possible losses or likely gains from uncertainties that will ultimately be resolved when one or more future events that are deemed likely to occur do occur or fail to occur. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(17)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(25)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(19)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(15)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1 + Details Name: us-gaap_CommitmentsAndContingencies Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAggregate par or stated value of issued nonredeemable common stock (or common stock redeemable solely at the option of the issuer). This item includes treasury stock repurchased by the entity. Note: elements for number of nonredeemable common shares, par value and other disclosure concepts are in another section within stockholders' equity. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(22)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1 + Details Name: us-gaap_CommonStockValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of deferred income and obligation to transfer product and service to customer for which consideration has been received or is receivable, classified as current. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_DeferredRevenueCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of deferred income and obligation to transfer product and service to customer for which consideration has been received or is receivable, classified as noncurrent. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(26)(c)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_DeferredRevenueNoncurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount, after accumulated impairment loss, of asset representing future economic benefit arising from other asset acquired in business combination or from joint venture formation or both, that is not individually identified and separately recognized. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 49 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-49Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482548/350-20-55-24Reference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 100 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482078/820-10-55-100Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI

https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(15)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482598/350-20-45-1Reference 7: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 8: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(10)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1 + Details Name: us-gaap_Goodwill Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionSum of the carrying amounts of all intangible assets, excluding goodwill, as of the balance sheet date, net of accumulated amortization and impairment charges. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification 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Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(24)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(19)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(25)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 6: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(26)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(23)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 8: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(21)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-3Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-25Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (bb) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-3Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 15: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-12Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(14)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 18: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section 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http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 27: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481404/852-10-50-7Reference 28: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481404/852-10-50-7Reference 29: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30 + Details Name: us-gaap_Liabilities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of liabilities and equity items, including the portion of equity attributable to noncontrolling interests, if any. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(25)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 5: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 6: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(23)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(32)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_LiabilitiesAndStockholdersEquity Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionTotal obligations incurred as part of normal operations that are expected to be paid during the following twelve months or within one business cycle, if longer. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(21)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-3Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Subparagraph (b) -Publisher FASB 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https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 20: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481404/852-10-50-7Reference 21: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481404/852-10-50-7 + Details Name: us-gaap_LiabilitiesCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap_LiabilitiesCurrentAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount, after deduction of unamortized premium (discount) and debt issuance cost, of long-term debt classified as noncurrent. Excludes lease obligation. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_LongTermDebtNoncurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionPresent value of lessee's discounted obligation for lease payments from operating lease, classified as current. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479041/842-20-45-1 + Details Name: us-gaap_OperatingLeaseLiabilityCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionPresent value of lessee's discounted obligation for lease payments from operating lease, classified as noncurrent. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479041/842-20-45-1 + Details Name: us-gaap_OperatingLeaseLiabilityNoncurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of lessee's right to use underlying asset under operating lease. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479041/842-20-45-1 + Details Name: us-gaap_OperatingLeaseRightOfUseAsset Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of noncurrent assets classified as other. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(17)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_OtherAssetsNoncurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of liabilities classified as other, due after one year or the normal operating cycle, if longer. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(24)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_OtherLiabilitiesNoncurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of asset related to consideration paid in advance for costs that provide economic benefits in future periods, and amount of other assets that are expected to be realized or consumed within one year or the normal operating cycle, if longer. + ReferencesReference 1:

http://www.xbrl.org/2009/role/commonPracticeRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_PrepaidExpenseAndOtherAssetsCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount after accumulated depreciation, depletion and amortization of physical assets used in the normal conduct of business to produce goods and services and not intended for resale. Examples include, but are not limited to, land, buildings, machinery and equipment, office equipment, and furniture and fixtures. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -SubTopic 10 -Topic 360 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482099/360-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-7AReference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(8)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 360 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478451/942-360-50-1 + Details Name: us-gaap_PropertyPlantAndEquipmentNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of accumulated undistributed earnings (deficit). + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)(a)(3)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480016/944-40-65-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (h)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480016/944-40-65-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480990/946-20-50-11Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(23)(a)(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(17)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 8: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_RetainedEarningsAccumulatedDeficit Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of investments including trading securities, available-for-sale securities, held-to-maturity securities, and short-term investments classified as other and current. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(8)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_ShortTermInvestments Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of equity (deficit) attributable to parent. Excludes temporary equity and equity attributable to noncontrolling interest. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(31)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 5: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-12Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(19)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.6-05(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-2Reference 8: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(6)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(7)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 11: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 12: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 13: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 14: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SAB Topic 4.E) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480418/310-10-S99-2 + Details Name: us-gaap_StockholdersEquity Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap_StockholdersEquityAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 11 R3.htm IDEA: XBRL DOCUMENT v3.24.3 CONDENSED CONSOLIDATED BALANCE SHEETS (Unaudited) (Parenthetical) - $ / shares Sep. 30, 2024 Dec. 31, 2023 Statement of Financial Position [Abstract] Â Â Common stock, par value $ 0.0001 $ 0.0001 Common stock, shares authorized 250,000,000 250,000,000 Common stock, shares issued 97,411,571 95,636,553 Common stock, shares outstanding 97,411,571 95,636,553 X - DefinitionFace amount or stated value per share of common stock. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_CommonStockParOrStatedValuePerShare Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - DefinitionThe maximum number of common shares permitted to be issued by an entity's charter and bylaws. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(16)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1 + Details Name: us-gaap_CommonStockSharesAuthorized Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionTotal number of common shares of an entity that have been sold or granted to shareholders (includes common shares that were issued, repurchased and remain in the treasury). These shares represent capital invested by the firm's shareholders and owners, and may be all or only a portion of the number of shares authorized. Shares issued include shares outstanding and shares held in the treasury. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_CommonStockSharesIssued Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionNumber of shares of common stock outstanding. Common stock represent the ownership interest in a corporation. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.6-05(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-2Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(16)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 6: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(7)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3 + Details Name: us-gaap_CommonStockSharesOutstanding Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap_StatementOfFinancialPositionAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 12 R4.htm IDEA: XBRL DOCUMENT v3.24.3 CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME (LOSS) (Unaudited) - USD ($) $ in Thousands 3 Months Ended 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Revenue: Â Â Â Â Collaboration revenue $ 71,748 $ 9,352 $ 125,863 $ 39,708 Operating expenses: Â Â Â Â Research and development 41,914 37,482 130,382 114,727 General and administrative 10,092 8,092 32,072 28,576 Total operating expenses 52,006 45,574 162,454 143,303 Income (loss) from operations 19,742 (36,222) (36,591) (103,595) Other income (expense): Â Â Â Â Interest expense (2,295) (2,236) (6,807) (6,404) Other income, net 2,831 6,787 8,031 12,025 Net income (loss) before income tax 20,278 (31,671) (35,367) (97,974) Income tax expense (43) (107) (43) (107) Net income (loss) 20,235 (31,778) (35,410) (98,081) Other comprehensive income (loss): Â Â Â Â Unrealized gain (loss) on short-term investments 458 80 250 (51) Comprehensive income (loss) $ 20,693 $ (31,698) $ (35,160) $ (98,132) Net income (loss) per share attributable to common stockholders, basic $ 0.21 $ (0.35) $ (0.37) $ (1.11) Net income (loss) per share attributable to common stockholders, diluted $ 0.21 $ (0.35) $ (0.37) $ (1.11) Weighted-average number of shares outstanding, basic 97,160,467 91,898,347 96,716,649 88,321,943 Weighted-average number of shares outstanding, diluted 98,219,947 91,898,347 96,716,649 88,321,943 Collaboration Revenue Â Â Â Â Revenue: Â Â Â Â Collaboration revenue $ 71,748 $ 9,352 $ 125,863 $ 39,708 X - DefinitionAmount after tax of increase (decrease) in equity from transactions and other events and circumstances from net income and other comprehensive income, attributable to parent entity. Excludes changes in equity resulting from investments by owners and distributions to owners. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(24)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(26)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(22)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1AReference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1BReference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 220 -SubTopic 10 -Section 45 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-5 + Details Name: us-gaap_ComprehensiveIncomeNetOfTax Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe amount of net income (loss) for the period per each share of common stock or unit outstanding during the reporting period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 52 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482635/260-10-55-52Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 15 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482635/260-10-55-15Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (e)(4) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-7Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-2Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-4Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-10Reference 17:

http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(25)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(27)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(23)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-7 + Details Name: us-gaap_EarningsPerShareBasic Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionThe amount of net income (loss) for the period available to each share of common stock or common unit outstanding during the reporting period and to each share or unit that would have been outstanding assuming the issuance of common shares or units for all dilutive potential common shares or units outstanding during the reporting period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 52 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482635/260-10-55-52Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 15 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482635/260-10-55-15Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (e)(4) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-7Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-2Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-4Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(25)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(27)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(23)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-7 + Details Name: us-gaap_EarningsPerShareDiluted Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionThe aggregate total of expenses of managing and administering the affairs of an entity, including affiliates of the reporting entity, which are not directly or indirectly associated with the manufacture, sale or creation of a product or product line. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(2)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1 + Details Name: us-gaap_GeneralAndAdministrativeExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of income (loss) from continuing operations, including income (loss) from equity method investments, before deduction of income tax expense (benefit), and income (loss) attributable to noncontrolling interest. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 48 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-48Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30Reference 5: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 6: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 7: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(11)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 9: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 31 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-31Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 235 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-05(b)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477314/942-235-S99-1Reference 11: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(10)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 12: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(15)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1 + Details Name: us-gaap_IncomeLossFromContinuingOperationsBeforeIncomeTaxesExtraordinaryItemsNoncontrollingInterest Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of current income tax expense (benefit) and deferred income tax expense (benefit) pertaining to continuing operations. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-12Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 231 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482663/740-10-55-231Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-9Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 6.I.7) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479360/740-10-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-8Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-10Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Subparagraph (a) -SubTopic 20 -Topic 740 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482659/740-20-45-2Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(h)) -SubTopic 10 -Topic 235 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1 + Details Name: us-gaap_IncomeTaxExpenseBenefit Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of interest expense classified as operating and nonoperating. Includes, but is not limited to, cost of borrowing accounted for as interest expense. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 48 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-48Reference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 49 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-49Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-24Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 835 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483013/835-20-50-1 + Details Name: us-gaap_InterestExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe portion of profit or loss for the period, net of income taxes, which is attributable to the parent. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-9Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 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-Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-8Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-4Reference 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Includes selling, general and administrative expense. + ReferencesNo definition available. + Details Name: us-gaap_OperatingExpenses Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_OperatingExpensesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe net result for the period of deducting operating expenses from operating revenues. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 5: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 6: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 7: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 31 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-31 + Details Name: us-gaap_OperatingIncomeLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_OtherComprehensiveIncomeLossNetOfTaxPeriodIncreaseDecreaseAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount, after tax and before adjustment, of unrealized holding gain (loss) on investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale). Excludes unrealized gain (loss) on investment in debt security measured at amortized cost (held-to-maturity) from transfer to available-for-sale. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-9Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 10A -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-10AReference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-11 + Details Name: us-gaap_OtherComprehensiveIncomeUnrealizedHoldingGainLossOnSecuritiesArisingDuringPeriodNetOfTax Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of income (expense) related to nonoperating activities, classified as other. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2 + Details Name: us-gaap_OtherNonoperatingIncomeExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_OtherNonoperatingIncomeExpenseAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of expense for research and development. Includes, but is not limited to, cost for computer software product to be sold, leased, or otherwise marketed and writeoff of research and development assets acquired in transaction other than business combination or joint venture formation or both. Excludes write-down of intangible asset acquired in business combination or from joint venture formation or both, used in research and development activity. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 48 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-48Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 985 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481283/985-20-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 730 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482916/730-10-50-1Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 912 -SubTopic 730 -Name Accounting Standards Codification -Section 25 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479532/912-730-25-1 + Details Name: us-gaap_ResearchAndDevelopmentExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount 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). + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 48 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-48Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 41 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-41Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards 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http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 235 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-05(b)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477314/942-235-S99-1Reference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2 + Details Name: us-gaap_Revenues Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_RevenuesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe average number of shares or units issued and outstanding that are used in calculating diluted EPS or earnings per unit (EPU), determined based on the timing of issuance of shares or units in the period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 16 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-16 + Details Name: us-gaap_WeightedAverageNumberOfDilutedSharesOutstanding Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionNumber of [basic] shares or units, after adjustment for contingently issuable shares or units and other shares or units not deemed outstanding, determined by relating the portion of time within a reporting period that common shares or units have been outstanding to the total time in that period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-10 + Details Name: us-gaap_WeightedAverageNumberOfSharesOutstandingBasic Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - Details Name: srt_ProductOrServiceAxis=pstx_CollaborationRevenueMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 13 R5.htm IDEA: XBRL DOCUMENT v3.24.3 CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY (Unaudited) - USD ($) $ in Thousands Total ATM Offering Private Placement Common Stock Common Stock ATM Offering Common Stock Private Placement Additional Paid-in Capital Additional Paid-in Capital ATM Offering Additional Paid-in Capital Private Placement Accumulated Other Comprehensive Income (Loss) Accumulated Deficit Beginning balance at Dec. 31, 2022 $ 187,595 Â Â $ 9 Â Â $ 658,596 Â Â $ (149) $ (470,861) Beginning balance, Shares at Dec. 31, 2022 Â Â Â 85,964,161 Â Â Â Â Â Â Â Issuance of common stock under employee stock compensation plans, net of tax withholdings 258 Â Â Â Â Â 258 Â Â Â Â Issuance of common stock under employee stock compensation plans, net of tax withholdings, Shares Â Â Â 675,726 Â Â Â Â Â Â Â Issuance of common stock, net of issuance cost Â $ 928 Â Â Â Â Â $ 928 Â Â Â Issuance of common stock, net of issuance cost, Shares Â Â Â Â 119,000 Â Â Â Â Â Â Stock-based compensation expense 7,480 Â Â Â Â Â 7,480 Â Â Â Â Unrealized gain (loss) on available-for-sale securities 151 Â Â Â Â Â Â Â 151 Â Net income (loss) (38,847) Â Â Â Â Â Â Â Â Â (38,847) Ending balance at Mar. 31, 2023 157,565 Â Â $ 9 Â Â 667,262 Â Â 2 (509,708) Ending balance, Shares at Mar. 31, 2023 Â Â Â 86,758,887 Â Â Â Â Â Â Â Â Beginning balance at Dec. 31, 2022 187,595 Â Â $ 9 Â Â 658,596 Â Â (149) (470,861) Beginning balance, Shares at Dec. 31, 2022 Â Â Â 85,964,161 Â Â Â Â Â Â Â Unrealized gain (loss) on available-for-sale securities (51) Â Â Â Â Â Â Â Â Â Net income (loss) (98,081) Â Â Â Â Â Â Â Â Â Ending balance at Sep. 30, 2023 123,660 Â Â $ 10 Â Â 692,792 Â Â (200) (568,942) Ending balance, Shares at Sep. 30, 2023 Â Â Â 95,573,526 Â Â Â Â Â Â Â Beginning balance at Mar. 31, 2023 157,565 Â Â $ 9 Â Â 667,262 Â Â 2 (509,708) Beginning balance, Shares at Mar. 31, 2023 Â Â Â 86,758,887 Â Â Â Â Â Â Â Issuance of common stock under employee stock compensation plans, net of tax withholdings, Shares Â Â Â 119,454 Â Â Â Â Â Â Â Stock-based compensation expense 5,474 Â Â Â Â Â 5,474 Â Â Â Â Unrealized gain (loss) on available-for-sale securities (282) Â Â

Â Â Â Â Â Â (282) Â Net income (loss) (27,456) Â Â Â Â Â Â Â Â Â Â (27,456) Ending balance at Jun. 30, 2023 135,301 Â Â $ 9 Â Â 672,736 Â Â (280) (537,164) Ending balance, Shares at Jun. 30, 2023 Â Â Â 86,878,341 Â Â Â Â Â Â Â Â Issuance of common stock under employee stock compensation plans, net of tax withholdings 523 Â Â Â Â Â 523 Â Â Â Â Issuance of common stock under employee stock compensation plans, net of tax withholdings, Shares Â Â Â 361,852 Â Â Â Â Â Â Â Â Issuance of common stock, net of issuance cost Â Â $ 14,417 Â Â $ 1 Â Â $ 14,416 Â Â Issuance of common stock, net of issuance cost, Shares Â Â Â Â Â 8,333,333 Â Â Â Â Â Â Stock-based compensation expense 5,117 Â Â Â Â Â 5,117 Â Â Â Â Unrealized gain (loss) on available-for-sale securities 80 Â Â Â Â Â Â Â Â 80 Â Net income (loss) (31,778) Â Â Â Â Â Â Â Â Â Â (31,778) Ending balance at Sep. 30, 2023 123,660 Â Â $ 10 Â Â 692,792 Â Â (200) (568,942) Ending balance, Shares at Sep. 30, 2023 Â Â Â 95,573,526 Â Â Â Â Â Â Â Â Beginning balance at Dec. 31, 2023 103,701 Â Â $ 10 Â Â 697,856 Â Â 126 (594,291) Beginning balance, Shares at Dec. 31, 2023 Â Â Â 95,636,553 Â Â Â Â Â Â Â Â Issuance of common stock under employee stock compensation plans, net of tax withholdings (43) Â Â Â Â Â (43) Â Â Â Â Issuance of common stock under employee stock compensation plans, net of tax withholdings, Shares Â Â Â 1,161,456 Â Â Â Â Â Â Â Â Stock-based compensation expense 5,383 Â Â Â Â Â 5,383 Â Â Â Â Unrealized gain (loss) on available-for-sale securities (173) Â Â Â Â Â Â Â Â (173) Â Net income (loss) (24,274) Â Â Â Â Â Â Â Â Â Â (24,274) Ending balance at Mar. 31, 2024 84,594 Â Â $ 10 Â Â 703,196 Â Â (47) (618,565) Ending balance, Shares at Mar. 31, 2024 Â Â Â 96,798,009 Â Â Â Â Â Â Â Â Beginning balance at Dec. 31, 2023 103,701 Â Â $ 10 Â Â 697,856 Â Â 126 (594,291) Beginning balance, Shares at Dec. 31, 2023 Â Â Â 95,636,553 Â Â Â Â Â Â Â Â Unrealized gain (loss) on available-for-sale securities 250 Â Â Â Â Â Â Â Â Â Â Net income (loss) (35,410) Â Â Â Â Â Â Â Â Â Â Ending balance at Sep. 30, 2024 87,211 Â Â $ 10 Â Â 716,526 Â Â 376 (629,701) Ending balance, Shares at Sep. 30, 2024 Â Â Â 97,411,571 Â Â Â Â Â Â Â Â Beginning balance at Mar. 31, 2024 84,594 Â Â $ 10 Â Â 703,196 Â Â (47) (618,565) Beginning balance, Shares at Mar. 31, 2024 Â Â Â 96,798,009 Â Â Â Â Â Â Â Â Issuance of common stock under employee stock compensation plans, net of tax withholdings, Shares Â Â Â 282,808 Â Â Â Â Â Â Â Â Stock-based compensation expense 7,629 Â Â Â Â Â 7,629 Â Â Â Â Unrealized gain (loss) on available-for-sale securities (35) Â Â Â Â Â Â Â Â (35) Â Net income (loss) (31,371) Â Â Â Â Â Â Â Â Â Â (31,371) Ending balance at Jun. 30, 2024 60,817 Â Â $ 10 Â Â 710,825 Â Â (82) (649,936) Ending balance, Shares at Jun. 30, 2024 Â Â Â 97,080,817 Â Â Â Â Â Â Â Â Issuance of common stock under employee stock compensation plans, net of tax withholdings 742 Â Â Â Â Â 742 Â Â Â Â Issuance of common stock under employee stock compensation plans, net of tax withholdings, Shares Â Â Â 330,754 Â Â Â Â Â Â Â Â Stock-based compensation expense 4,959 Â Â Â Â Â 4,959 Â Â Â Â Unrealized gain (loss) on available-for-sale securities 458 Â Â Â Â Â Â Â Â 458 Â Net income (loss) 20,235 Â Â Â Â Â Â Â Â Â Â 20,235 Ending balance at Sep. 30, 2024 $ 87,211 Â Â $ 10 Â Â $ 716,526 Â Â $ 376 $ (629,701) Ending balance, Shares at Sep. 30, 2024 Â Â Â 97,411,571 Â Â Â Â Â Â Â Â X - DefinitionAmount of increase to additional paid-in capital (APIC) for recognition of cost for award under share-based payment arrangement. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 35 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480483/718-10-35-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 718 -SubTopic 20 -Section 55 -Paragraph 13 -Publisher FASB -URI 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-SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1AReference 36: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1BReference 37: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(22)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1 + Details Name: us-gaap_NetIncomeLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount, after tax and before adjustment, of unrealized holding gain (loss) on investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale). Excludes unrealized gain (loss) on investment in debt security measured at amortized cost (held-to-maturity) from transfer to available-for-sale. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-9Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 10A -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-10AReference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-11 + Details Name: us-gaap_OtherComprehensiveIncomeUnrealizedHoldingGainLossOnSecuritiesArisingDuringPeriodNetOfTax Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionNumber of shares issued which are neither cancelled nor held in the treasury. + ReferencesNo definition available. + Details Name: us-gaap_SharesOutstanding Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionNumber of new stock issued during the period. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 505 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478448/946-505-50-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-03(i)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479886/946-10-S99-3Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_StockIssuedDuringPeriodSharesNewIssues Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionNumber, after forfeiture, of shares or units issued under share-based payment arrangement. Excludes shares or units issued under employee stock ownership plan (ESOP). + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_StockIssuedDuringPeriodSharesShareBasedCompensation Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionEquity impact of the value of new stock issued during the period. Includes shares issued in an initial public offering or a secondary public offering. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-11Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 205 -Name Accounting Standards Codification -Section 45 -Paragraph 4 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478009/946-205-45-4Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 505 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478448/946-505-50-2Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 8: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_StockIssuedDuringPeriodValueNewIssues Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionValue, after forfeiture, of shares issued under share-based payment arrangement. Excludes employee stock ownership plan (ESOP). + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI

https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 718 -SubTopic 10 -Section 50 -Paragraph 2 -Subparagraph (d)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_StockIssuedDuringPeriodValueShareBasedCompensation Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of equity (deficit) attributable to parent. Excludes temporary equity and equity attributable to noncontrolling interest. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(31)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 5: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-12Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(19)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.6-05(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-2Reference 8: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(6)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(7)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 11: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 12: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 13: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 14: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SAB Topic 4.E) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480418/310-10-S99-2 + Details Name: us-gaap_StockholdersEquity Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant XML 14 R6.htm IDEA: XBRL DOCUMENT v3.24.3 CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited) - USD ($) $ in Thousands 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Operating Activities: Â Â Net loss $ (35,410) $ (98,081) Adjustments to reconcile net loss to net cash used in operating activities: Â Â Depreciation and amortization expense 4,048 4,179 Stock-based compensation 17,971 18,071 Accretion of discount on issued term debt 757 575 Accretion of discount on short-term investments, net (5,455) (6,218) Write off of deferred CIRM grant liability Â (3,992) Changes in operating assets and liabilities: Â Â Accounts receivable (5,739) 415 Prepaid expenses and other current assets (159) 1,596 Operating lease right-of-use assets 2,672 2,514 Other long-term assets 176 (30) Accounts payable 1,930 302 Accrued expenses and other liabilities (1,943) (2,563) Operating lease liabilities (3,014) (2,732) Deferred revenue 37,887 22,541 Net cash provided by (used in) operating activities 13,721 (63,423) Investing Activities: Â Â Purchases of property and equipment (1,794) (2,757) Purchases of short-term investments (187,758) (215,822) Proceeds from maturities of short-term investments 180,000 210,000 Net cash used in investing activities (9,552) (8,579) Financing Activities: Â Â Proceeds from issuance of common stock under employee stock compensation plans 1,291 1,276 Payment of taxes related to net share settlement of equity awards (592) (494) Proceeds from issuance of common stock through ATM offering, net of issuance costs Â 928 Proceeds from private placement of common stock Â 14,417 Net cash provided by financing activities 699 16,127 Net increase (decrease) in cash and cash equivalents 4,868 (55,875) Cash and cash equivalents at beginning of period 44,472 81,378 Cash and cash equivalents at end of period 49,340 25,503 Non-cash operating, investing and financing activities: Â Â Purchases of property and equipment included in accounts payable and accrued liabilities 585 220 Supplemental disclosure of cash flow information: Â Â Interest paid $ 6,079 $ 5,786 X - DefinitionAccretion of discount on issued term debt. + ReferencesNo definition available. + Details Name: pstx_AccretionOfDiscountOnIssuedTermDebt Namespace Prefix: pstx_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionIncrease (decrease) in operating lease liabilities. + ReferencesNo definition available. + Details Name: pstx_IncreaseDecreaseInOperatingLeaseLiabilities Namespace Prefix: pstx_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionIncrease decrease in operating lease right of use asset. + ReferencesNo definition available. + Details Name: pstx_IncreaseDecreaseInOperatingLeaseRightOfUseAsset Namespace Prefix: pstx_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionPurchases of property and equipment included in accounts payable and accrued liabilities. + ReferencesNo definition available. + Details Name: pstx_PurchasesOfPropertyAndEquipmentIncludedInAccountsPayableAndAccruedLiabilities Namespace Prefix: pstx_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionWrite off of deferred grant liability. + ReferencesNo definition available. + Details Name: pstx_WriteOffOfDeferredGrantLiability Namespace Prefix: pstx_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe sum of the periodic adjustments of the differences between securities' face values and purchase prices that are charged against earnings. This is called accretion if the security was purchased at a discount and amortization if it was purchased at premium. As a noncash item, this element is an adjustment to net income when calculating cash provided by or used in operations using the indirect method. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_AccretionAmortizationOfDiscountsAndPremiumsInvestments Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_AdjustmentsToReconcileNetIncomeLossToCashProvidedByUsedInOperatingActivitiesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of cash and cash equivalents, and cash and cash equivalents restricted to withdrawal or usage; including, but not limited to, disposal group and discontinued operations. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-8Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-24Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-4 + Details Name: us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsIncludingDisposalGroupAndDiscontinuedOperations Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of increase (decrease) in cash, cash equivalents, and cash and cash equivalents restricted to withdrawal or usage; including effect from exchange rate change. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-24Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 1 -SubTopic 230 -Topic 830 -Publisher FASB -URI https://asc.fasb.org/1943274/2147477401/830-230-45-1 + Details Name: us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe current period expense charged against earnings on long-lived, physical assets not used in production, and which are not intended for resale, to allocate or recognize the cost of such assets over their useful lives; or to record the reduction in book value of an intangible asset over the benefit period of such asset; or to reflect consumption during the period of an asset that is not used in production. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 360 -SubTopic 10 -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482099/360-10-50-1 + Details Name: us-gaap_DepreciationAndAmortization Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe increase (decrease) during the reporting period in the aggregate amount of liabilities incurred (and for which invoices have typically been received) and payable to vendors for goods and services received that are used in an entity's business. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_IncreaseDecreaseInAccountsPayable Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe increase (decrease) during the reporting period in amount due within one year (or one business cycle) from customers for the credit sale of goods and services. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_IncreaseDecreaseInAccountsReceivable Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of increase (decrease) in deferred income and obligation to transfer product and service to customer for which consideration has been received or is receivable. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_IncreaseDecreaseInDeferredRevenue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_IncreaseDecreaseInOperatingCapitalAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe increase (decrease) during the reporting period in other expenses incurred but not yet paid. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_IncreaseDecreaseInOtherAccruedLiabilities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of increase (decrease) in noncurrent assets classified as other. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_IncreaseDecreaseInOtherNoncurrentAssets Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of increase (decrease) in prepaid expenses, and assets classified as other. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_IncreaseDecreaseInPrepaidDeferredExpenseAndOtherAssets Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of cash paid for interest, excluding capitalized interest, classified as operating activity. Includes, but is not limited to, payment to settle zero-coupon bond for accreted interest of debt discount and debt instrument with insignificant coupon interest rate in relation to effective interest rate of borrowing attributable to accreted interest of debt discount. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 17 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-17Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-25Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-2 + Details Name: us-gaap_InterestPaidNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of cash inflow (outflow) from financing activities, including discontinued operations. Financing activity cash flows include obtaining resources from owners and providing them with a return on, and a return of, their investment; borrowing money and repaying amounts borrowed, or settling the obligation; and obtaining and paying for other resources obtained from creditors on long-term credit. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-24 + Details Name: us-gaap_NetCashProvidedByUsedInFinancingActivities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_NetCashProvidedByUsedInFinancingActivitiesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of cash inflow (outflow) from investing activities, including discontinued operations. Investing activity cash flows include making and collecting loans and acquiring and disposing of debt or equity instruments and property, plant, and equipment and other productive assets. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-24 + Details Name: us-gaap_NetCashProvidedByUsedInInvestingActivities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_NetCashProvidedByUsedInInvestingActivitiesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of cash inflow (outflow) from operating activities, including discontinued operations. Operating activity cash flows include transactions, adjustments, and changes in value not defined as investing or financing activities. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-24Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-25 + Details Name: us-gaap_NetCashProvidedByUsedInOperatingActivities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_NetCashProvidedByUsedInOperatingActivitiesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_NoncashInvestingAndFinancingItemsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X -

DefinitionAmount of cash outflow to satisfy grantee's tax withholding obligation for award under share-based payment arrangement. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 15 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-15 + Details Name: us-gaap_PaymentsRelatedToTaxWithholdingForShareBasedCompensation Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe cash outflow associated with the acquisition of long-lived, physical assets that are used in the normal conduct of business to produce goods and services and not intended for resale; includes cash outflows to pay for construction of self-constructed assets. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 13 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-13 + Details Name: us-gaap_PaymentsToAcquirePropertyPlantAndEquipment Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe cash outflow for securities or other assets acquired, which qualify for treatment as an investing activity and are to be liquidated, if necessary, within the current operating cycle. Includes cash flows from securities classified as trading securities that were acquired for reasons other than sale in the short-term. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 13 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-13 + Details Name: us-gaap_PaymentsToAcquireShortTermInvestments Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe cash inflow from the additional capital contribution to the entity. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 14 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-14 + Details Name: us-gaap_ProceedsFromIssuanceOfCommonStock Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe cash inflow associated with the amount received from entity's raising of capital via private rather than public placement. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 14 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-14 + Details Name: us-gaap_ProceedsFromIssuanceOfPrivatePlacement Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of cash inflow from issuance of shares under share-based payment arrangement. Includes, but is not limited to, option exercised. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 14 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-14Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2A -Subparagraph (a) -SubTopic 10 -Topic 718 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2A + Details Name: us-gaap_ProceedsFromIssuanceOfSharesUnderIncentiveAndShareBasedCompensationPlansIncludingStockOptions Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe cash inflow from sales of all investments, including securities and other assets, having ready marketability and intended by management to be liquidated, if necessary, within the current operating cycle. Includes cash flows from securities classified as trading securities that were acquired for reasons other than sale in the short-term. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-12 + Details Name: us-gaap_ProceedsFromSaleOfShortTermInvestments Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe consolidated profit or loss for the period, net of income taxes, including the portion attributable to the noncontrolling interest. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-9Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-8Reference 11: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-11Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 205 -Name Accounting Standards Codification -Section 45 -Paragraph 3 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478009/946-205-45-3Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479105/946-220-45-7Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(16)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(1)(d)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 19 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-19Reference 18: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482765/220-10-50-6Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 20: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 28: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 29: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 235 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-05(b)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477314/942-235-S99-1Reference 30: http://www.xbrl.org/2003/role/disclosureRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-7Reference 31: http://www.xbrl.org/2003/role/exampleRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 4J -Publisher FASB -URI https://asc.fasb.org/1943274/2147481175/810-10-55-4JReference 32: http://www.xbrl.org/2003/role/exampleRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 4K -Publisher FASB -URI https://asc.fasb.org/1943274/2147481175/810-10-55-4KReference 33: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1AReference 34: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1BReference 35: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-2Reference 36: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1A -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-1AReference 37: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1A -Subparagraph (c)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-1A + Details Name: us-gaap_ProfitLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of noncash expense for share-based payment arrangement. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_ShareBasedCompensation Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_SupplementalCashFlowInformationAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 15 R7.htm IDEA: XBRL DOCUMENT v3.24.3 Pay vs Performance Disclosure - USD ($) $ in Thousands 3 Months Ended 9 Months Ended Sep. 30, 2024 Jun. 30, 2024 Mar. 31, 2024 Sep. 30, 2023 Jun. 30, 2023 Mar. 31, 2023 Sep. 30, 2024 Sep. 30, 2023 Pay vs Performance Disclosure Â Â Â Â Â Â Â Â Â Â Net Income (Loss) $ 20,235 $ (31,371) $ (24,274) $ (31,778) $ (27,456) $ (38,847) $ (35,410) $ (98,081) X - ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 402 -Subsection v -Paragraph 1 + Details Name: ecd_PvpTable Namespace Prefix: ecd_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe portion of profit or loss for the period, net of income taxes, which is attributable to the parent. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-9Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482765/220-10-50-6Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-1Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-8Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-4Reference 17: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-10Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479105/946-220-45-7Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(18)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(1)(d)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 23: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 25:

http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 28: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 29: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 30: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 31: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 32: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 33: http://www.xbrl.org/2003/role/disclosureRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-7Reference 34: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 35: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1AReference 36: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1BReference 37: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(22)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1 + Details Name: us-gaap_NetIncomeLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration XML 16 R8.htm IDEA: XBRL DOCUMENT v3.24.3 Insider Trading Arrangements 3 Months Ended Sep. 30, 2024 Trading Arrangements, by Individual Â 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 X - ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 408 -Subsection a -Paragraph 1 + Details Name: ecd_NonRule10b51ArrAdoptedFlag Namespace Prefix: ecd_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 408 -Subsection a -Paragraph 1 + Details Name: ecd_NonRule10b51ArrTrmntdFlag Namespace Prefix: ecd_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 408 -Subsection a -Paragraph 1 + Details Name: ecd_Rule10b51ArrAdoptedFlag Namespace Prefix: ecd_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 408 -Subsection a -Paragraph 1 + Details Name: ecd_Rule10b51ArrTrmntdFlag Namespace Prefix: ecd_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 408 -Subsection a -Paragraph 2 -Subparagraph A + Details Name: ecd_TradingArrByIndTable Namespace Prefix: ecd_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 17 R9.htm IDEA: XBRL DOCUMENT v3.24.3 Nature of Business and Basis of Presentation 9 Months Ended Sep. 30, 2024 Organization, Consolidation and Presentation of Financial Statements [Abstract] Â Nature of Business and Basis of Presentation Note 1. Nature of Business and Basis of PresentationNature of OperationsPoseida Therapeutics, Inc. (the â€œCompanyâ€ or â€œPoseidaâ€) is a clinical-stage cell therapy and genetic medicines company advancing a new class of treatments for patients with cancer and rare diseases. The Company has discovered and is developing a broad portfolio of product candidates in a variety of indications based on its core proprietary platforms, including its non-viral, transposon-based DNA delivery system, Cas-CLOVER Site-specific Gene Editing System and nanoparticle-based gene delivery technologies.The Company is subject to risks and uncertainties common to development-stage companies in the biotechnology industry, including, but not limited to, development by competitors of new technological innovations, dependence on key personnel, protection of proprietary technology, compliance with government regulations and the ability to secure additional capital to fund operations. Product candidates currently under development will require significant additional research and development efforts, including extensive preclinical and clinical testing and regulatory approval prior to commercialization. These efforts require significant amounts of additional capital, adequate personnel and infrastructure and extensive compliance-reporting capabilities. Even if the Companyâ€™s therapeutic development efforts are successful, it is uncertain when, if ever, the Company will realize significant revenue from product sales.Liquidity and Capital ResourcesThe Company has experienced net losses and negative cash flows from operations since its inception and has relied on its ability to fund its operations primarily through equity and debt financings and strategic collaborations. For the nine months ended September 30, 2024, the Company incurred a net loss of $35.4 million and positive cash flows from operations of $13.7 million. The Company expects it will continue to incur net losses and will incur negative cash flows from operations for at least the next several years. As of September 30, 2024, the Company had an accumulated deficit of $629.7 million.The Company expects that its cash, cash equivalents and short-term investments as of September 30, 2024 of $230.9 million will be sufficient to fund its operations for at least the next twelve months from the date of issuance of these condensed consolidated financial statements. In the long term, the Company will need additional financing to support its continuing operations and pursue its business strategy. Until such time as the Company can generate significant revenue from product sales, if ever, it expects to finance its operations through a combination of equity offerings, debt financings, collaborations, strategic alliances, and licensing arrangements. The Company may be unable to raise additional funds or enter into such other agreements when needed on favorable terms or at all. The inability to raise capital as and when needed would have a negative impact on the Companyâ€™s financial condition and its ability to pursue its business strategy. The Company will need to generate significant revenue to achieve profitability, and it may never do so.Basis of Presentation and ConsolidationThe accompanying condensed consolidated financial statements reflect the Companyâ€™s financial position, results of operations and cash flows, in conformity with generally accepted accounting principles in the United States of America (â€œGAAPâ€), for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. The accompanying condensed consolidated financial statements include the accounts of Poseida Therapeutics, Inc. and its wholly owned subsidiary. All intercompany transactions and balances have been eliminated. These unaudited condensed consolidated financial statements reflect all adjustments that are, in the opinion of management, necessary to fairly state the financial position and the results of its operations and cash flows for interim periods presented. Interim-period results are not necessarily indicative of results of operations or cash flows for a full year or any subsequent interim period. The accompanying condensed consolidated financial statements should be read in conjunction with the Companyâ€™s audited consolidated financial statements and notes thereto included 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 (â€œSECâ€) on March 7, 2024 from which the Company derived its condensed consolidated balance sheet as of December 31, 2023. We have reclassified certain amounts previously reported in our financial statements to conform to the current presentation.Risk and UncertaintiesGlobal events such as the conflict in the Middle East, Russiaâ€™s invasion of Ukraine and the retaliatory measures that have been taken, or could be taken in the future, by the United States, NATO, and other countries have created global security concerns that could result in a regional conflict and otherwise have a lasting impact on regional and global economies, any or all of which could disrupt the Companyâ€™s supply chain and adversely affect its ability to conduct ongoing and future clinical trials of the Companyâ€™s product candidates. The extent to which any such ongoing or future conflict ultimately impacts the Companyâ€™s business is highly uncertain and cannot be predicted with confidence at this time. X - DefinitionThe entire disclosure for the business description and basis of presentation concepts. Business description describes the nature and type of organization including but not limited to organizational structure as may be applicable to holding companies, parent and subsidiary relationships, business divisions, business units, business segments, affiliates and information about significant ownership of the reporting entity. Basis of presentation describes the underlying basis used to prepare the financial statements (for example, US Generally Accepted Accounting Principles, Other Comprehensive Basis of Accounting, IFRS). + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 235 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/235/tableOfContentReference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 275 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/275/tableOfContentReference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/205/tableOfContent + Details Name: us-gaap_BusinessDescriptionAndBasisOfPresentationTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_OrganizationConsolidationAndPresentationOfFinancialStatementsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 18 R10.htm IDEA: XBRL DOCUMENT v3.24.3 Summary of Significant Accounting Policies 9 Months Ended Sep. 30, 2024 Accounting Policies [Abstract] Â Summary of Significant Accounting Policies Note 2. Summary of Significant Accounting PoliciesUse of EstimatesThe preparation of consolidated financial statements in conformity with GAAP requires the Company to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. On an ongoing basis, the Company evaluates its estimates, which include, but are not limited to, estimates related to revenue, accrued expenses, research and development expenses, stock-based compensation expense and deferred tax valuation allowances. The Company bases its estimates on historical experience and other market-specific or relevant assumptions that it believes to be reasonable under the circumstances. Actual results may differ from those estimates or assumptions.Cash, Cash Equivalents and Short-term InvestmentsThe Company considers all highly liquid investments purchased with original final maturities of 90 days or less from the date of purchase to be cash equivalents. Cash and cash equivalents consist of deposits with financial institutions and marketable securities. Investments with a remaining maturity when purchased of greater than three months are classified as short-term investments in the consolidated balance sheet and consist primarily of U.S. Treasury and other government agency obligations. As the Companyâ€™s entire investment portfolio is considered available for use in current operations, the Company classifies all investments as available-for-sale and as current assets, even though the stated maturity date may be one year or more beyond the current consolidated balance sheet date, which reflects managementâ€™s intention to use the proceeds from sales of these securities to fund its operations, as necessary.Concentration of Business RiskThe Company operates in one reportable business segment and has two customers. The Company relies, and expects to continue to rely, on a small number of vendors to manufacture supplies and materials for its development programs. These programs could be adversely affected by a significant interruption in these manufacturing services.Concentration of Credit RiskFinancial instruments, which potentially subject the Company to a significant concentration of credit risk, consist primarily of cash and cash equivalents and short-term investments. The Company maintains deposits in federally insured financial institutions in excess of federally insured limits. The Company has not experienced any losses in such accounts and management believes that the Company is not exposed to significant credit risk due to the financial position of the depository institutions in which those deposits and investments are held. The Company invests exclusively in securities issued by the U.S. government or U.S. government agencies, or in money-market funds. The Company maintains an investment policy with investment objectives to preserve principal, achieve liquidity requirements, and safeguard funds. For these reasons, management believes that the Company is not exposed to significant credit risk.Revenue RecognitionThe Companyâ€™s revenues to date have been generated primarily through collaboration and license agreements. The Companyâ€™s collaboration and license agreements may contain multiple elements including intellectual property licenses and research, and development services. Consideration the Company receives under these arrangements may include upfront payments, research and development funding, cost reimbursements, research, development, regulatory and commercial milestone payments, and royalty payments.The Company applies Accounting Standard Codification Topic 606, Revenue from Contracts with Customers (â€œASC 606â€), issued by the Financial Accounting Standards Board (â€œFASBâ€) to account for its contracts with customers. Under ASC 606, revenue is recognized when a customer obtains control of promised goods or services. The amount of revenue recognized reflects the consideration that the Company expects to be entitled to receive in exchange for these services. The Company analyzes the nature of these performance obligations in the context of individual collaboration and license agreements in order to assess the distinct performance obligations. The Company evaluates its contracts with customers for proper classification in the consolidated statements of operations and comprehensive loss based on the nature of the underlying activity. Transactions with customers recorded in the Companyâ€™s consolidated statements of operations and comprehensive loss are recorded on either a gross or net basis, depending on the characteristics of the collaborative relationship.To determine revenue recognition for arrangements within the scope of ASC 606, the Company performs the following five steps: (i) identify the contract with a customer; (ii) identify the performance obligations in the contract; (iii) determine the transaction price, including variable consideration, if any; (iv) allocate the transaction price to the performance obligations in the contract; and (v) recognize revenue when (or as) the entity satisfies a performance obligation. The Company only applies the five-step model to contracts when it is probable that it will collect the consideration to which it is entitled in exchange for the goods or services it transfers to the customer. The Company allocates the transaction price to individual performance obligations on their relative standalone selling price basis. Standalone selling prices are based on observable prices at which the Company separately sells the products or services. If a standalone selling price is not directly observable, then the Company estimates the standalone selling price considering market conditions and entity-specific factors including, but not limited to, features and functionality of the products and services.For each agreement entered into, including licenses granted upon the exercise of license options, the Company determines the contract term for purposes of applying the requirements of ASC 606. Generally, the Companyâ€™s agreements are terminable at the option of the licensee with advance notice. The Company evaluates these termination rights to determine the contract term and whether a substantive termination penalty would be incurred by the licensee upon termination. If the licensee incurs a substantive termination penalty upon termination, the contract term for revenue recognition purposes is generally equal to the stated term of the agreement, which many times is equal to the research term. Alternatively, if the licensee does not incur a substantive termination penalty upon termination, the contract term for revenue recognition purposes may be shorter than the stated term of the agreement, in which case the termination rights may be accounted for as contract renewal options. The determination of whether a substantive termination penalty is associated with the termination rights requires significant judgment. In making this determination, the Company considers, among other things, the nature of the rights that would be returned to the Company upon termination, exclusivity rights, stage of development of the licensed products, payment terms, including the amount and timing of non-refundable or guaranteed payments, and the business purpose of the termination rights granted.If the customer options are determined to represent a material right, the material right is recognized as a separate performance obligation at the outset of the arrangement. The Company allocates the transaction price to material rights based on the standalone selling price. As a practical alternative to estimating the standalone selling price when the goods or services are both (i) similar to the original goods and services in the contract and (ii) provided in accordance with the terms of the original contract, the Company allocates the total amount of consideration expected to be received from the customer to the total goods or services expected to be provided to the customer.The Company receives payments from its collaborators based on terms established in each contract. Upfront payments and other payments may require deferral of revenue recognition to a future period until the Company satisfies its performance obligations under the contract.Comprehensive Income (Loss)Comprehensive income (loss) is defined as the change in equity during a period from transactions and other events and circumstances from non-owner sources, including unrealized gains and losses on short-term investments. Comprehensive gains (losses) have been reflected in the unaudited condensed consolidated statements of operations and comprehensive income (loss) for all periods presented.Emerging Growth Company StatusThe Company is an emerging growth company, as defined in the Jumpstart Our Business Startups Act of 2012 (the â€œJOBS Actâ€). Under the JOBS Act, emerging growth companies can delay adopting new or revised accounting standards issued subsequent to the enactment of the JOBS Act until such time as those standards apply to private companies. The Company has elected to use this extended transition period for complying with new or revised accounting standards that have different effective dates for public and private companies until the earlier of the date that it (i) is no longer

an emerging growth company or (ii) affirmatively and irrevocably opts out of the extended transition period provided in the JOBS Act. As a result, these condensed consolidated financial statements may not be comparable to companies that comply with the new or revised accounting pronouncements as of public company effective dates. X - ReferencesNo definition available. + Details Name: us-gaap_AccountingPoliciesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for all significant accounting policies of the reporting entity. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483426/235-10-50-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 235 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/235/tableOfContent + Details Name: us-gaap_SignificantAccountingPoliciesTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 19 R11.htm IDEA: XBRL DOCUMENT v3.24.3 Composition of Certain Balance Sheet Components 9 Months Ended Sep. 30, 2024 Balance Sheet Related Disclosures [Abstract] Â Composition of Certain Balance Sheet Components Note 3. Composition of Certain Balance Sheet ComponentsProperty and equipment, netProperty and equipment, net consisted of the following (in thousands): Â Â Â September 30, Â Â December 31, Â Â Â 2024 Â Â 2023 Â Laboratory equipment Â $ 23,487 Â Â $ 21,271 Â Leasehold improvements Â Â 14,172 Â Â Â 14,113 Â Computer equipment and software Â Â 1,355 Â Â Â 1,355 Â Furniture and fixtures Â Â 1,204 Â Â Â 1,125 Â Total property and equipment Â Â 40,218 Â Â Â 37,864 Â Less: Accumulated depreciation and amortization Â Â (22,852) Â Â (18,809) Total property and equipment, net Â $ 17,366 Â Â $ 19,055 Â Â Depreciation and amortization expense associated with property and equipment was $1.3 million and $4.0 million for the three and nine months ended September 30, 2024, respectively, and $1.4 million and $4.2 million for the three and nine months ended September 30, 2023, respectively.Accrued expenses and other liabilitiesAccrued expenses and other liabilities consisted of the following (in thousands): Â Â Â September 30, Â Â December 31, Â Â Â 2024 Â Â 2023 Â Contract research services Â $ 16,054 Â Â $ 14,621 Â Payroll and related expense Â Â 9,320 Â Â Â 13,076 Â Other Â Â 4,340 Â Â Â 3,395 Â Total accrued expenses and other liabilities Â $ 29,714 Â Â $ 31,092 Â X - ReferencesNo definition available. + Details Name: us-gaap_BalanceSheetRelatedDisclosuresAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for supplemental balance sheet disclosures, including descriptions and amounts for assets, liabilities, and equity. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 210 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/210/tableOfContent + Details Name: us-gaap_SupplementalBalanceSheetDisclosuresTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 20 R12.htm IDEA: XBRL DOCUMENT v3.24.3 Financial Instruments 9 Months Ended Sep. 30, 2024 Investments, Debt and Equity Securities [Abstract] Â Financial Instruments Note 4. Financial InstrumentsThe following table summarizes the amortized cost and fair value of available-for-sale securities (in thousands):Â Â Â Maturity Â AmortizedCost Â Â UnrealizedGains Â Â UnrealizedLosses Â Â Fair Value Â At September 30, 2024: Â Â Â Â Â Â Â Â Â Â Â Â Â Money market funds Â 1 year or less Â $ 46,605 Â Â $ â€” Â Â $ â€” Â Â $ 46,605 Â U.S. government agency securities and treasuries Â 1 year or less Â Â 181,136 Â Â Â 377 Â Â Â (1) Â Â 181,512 Â Total Â Â Â $ 227,741 Â Â $ 377 Â Â $ (1) Â $ 228,117 Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â At December 31, 2023: Â Â Â Â Â Â Â Â Â Â Â Â Â Money market funds Â 1 year or less Â $ 37,590 Â Â $ â€” Â Â $ â€” Â Â $ 37,590 Â U.S. government agency securities and treasuries Â 1 year or less Â Â 167,604 Â Â Â 158 Â Â Â (32) Â Â 167,730 Â Total Â Â Â $ 205,194 Â Â $ 158 Â Â $ (32) Â $ 205,320 Â Â The Company has classified all of its short-term investments as available-for-sale as the sale of such securities may be required prior to maturity to implement management strategies, and therefore, they are carried at fair value. No available-for-sale debt securities held as of September 30, 2024 and December 31, 2023, had remaining maturities greater than one year. Unrealized gains and losses on available-for-sale securities are included as a component of comprehensive loss. As of September 30, 2024, none of the Companyâ€™s securities were in material unrealized loss positions.The Company reviews its investment holdings at the end of each reporting period and evaluates any unrealized losses using the expected credit loss model to determine if the unrealized loss is a result of a credit loss or other factors. The Company also evaluates its investment holdings for impairment using a variety of factors including the Companyâ€™s intent to sell the underlying securities prior to maturity and whether it is more likely than not that the Company would be required to sell the securities before the recovery of their amortized basis. As of September 30, 2024, none of the available-for-sale securities have been in an unrealized loss position for greater than 12 months. During the nine months ended September 30, 2024 and 2023, the Company did not recognize any impairment or realized gains or losses on sales of investments, and the Company did not record an allowance for, or recognize, any expected credit losses. X - DefinitionThe entire disclosure for financial instruments. This disclosure includes, but is not limited to, fair value measurements of short and long term marketable securities, international currencies forward contracts, and auction rate securities. Financial instruments may include hedging and non-hedging currency exchange instruments, derivatives, securitizations and securities available for sale at fair value. Also included are investment results, realized and unrealized gains and losses as well as impairments and risk management disclosures. + ReferencesNo definition available. + Details Name: us-gaap_FinancialInstrumentsDisclosureTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_InvestmentsDebtAndEquitySecuritiesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 21 R13.htm IDEA: XBRL DOCUMENT v3.24.3 Fair Value Measurement 9 Months Ended Sep. 30, 2024 Fair Value Disclosures [Abstract] Â Fair Value Measurement Note 5. Fair Value MeasurementFair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants as of the measurement date. Applicable accounting guidance provides an established hierarchy for inputs used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable inputs be used when available. Observable inputs are inputs that market participants would use in valuing the asset or liability and are developed based on market data obtained from sources independent of the Company. Unobservable inputs are inputs that reflect the Companyâ€™s assumptions about the factors that market participants would use in valuing the asset or liability. There are three levels of inputs that may be used to measure fair value:â€¢Level 1 â€” Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilitiesâ€¢Level 2 â€” Significant other observable inputs other than Level 1 prices such as quoted prices in markets that are not active, or inputs that are observable, either directly or indirectly, for substantially the full term of the asset or liabilityâ€¢Level 3 â€” Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (i.e., supported by little or no market activity)The Company classifies its money market funds and U.S. treasury securities, which are valued based on quoted market prices in active markets with no valuation adjustment, as Level 1 assets within the fair value hierarchy.The following table summarizes the Companyâ€™s valuation hierarchy for its financial assets and liabilities measured at fair value on a recurring basis (in thousands):Â Â Â Level 1 Â Â Level 2 Â Â Level 3 Â At September 30, 2024: Â Â Â Â Â Â Â Â Â Assets: Â Â Â Â Â Â Â Â Â Money market funds Â $ 46,605 Â Â $ â€” Â Â $ â€” Â U.S. government agency securities and treasuries Â Â 181,512 Â Â Â â€” Â Â Â â€” Â Total Â $ 228,117 Â Â $ â€” Â Â $ â€” Â Â Â Â Â Â Â Â Â Â Â At December 31, 2023: Â Â Â Â Â Â Â Â Â Assets: Â Â Â Â Â Â Â Â Â Money market funds Â $ 37,590 Â Â $ â€” Â Â $ â€” Â U.S. government agency securities and treasuries Â Â 167,730 Â Â Â â€” Â Â Â â€” Â Total Â $ 205,320 Â Â $ â€” Â Â $ â€” Â X - ReferencesNo definition available. + Details Name: us-gaap_FairValueDisclosuresAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe 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. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 107 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482078/820-10-55-107Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 100 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482078/820-10-55-100Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-6AReference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2E -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2EReference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6A -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-6AReference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6A -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-6AReference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6A -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-6AReference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6A -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-6AReference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 940 -SubTopic 820 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478119/940-820-50-1 + Details Name: us-gaap_FairValueDisclosuresTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 22 R14.htm IDEA: XBRL DOCUMENT v3.24.3 Collaboration and License Agreements 9 Months Ended Sep. 30, 2024 Collaborations And License Agreement [Line Items] Â Collaboration and License Agreements Note 8. California Institute of Regenerative Medicine AwardThe Company has been awarded funding from the California Institute of Regenerative Medicine (â€œCIRMâ€) to develop certain internal programs. Under the terms of the funding, both CIRM and the Company have co-funded specified programs, under which funding is provided in developmental milestones determined as a part of the award. The Company is obligated to share potential future revenues for the related programs with CIRM. The percentage of revenues due to CIRM in the future is dependent on the amount of the award received and whether revenue is generated from product sales or through license fees. The maximum revenue sharing amount the Company may be required to pay to CIRM is equal to nine times the total amount awarded and paid to the Company. As an alternative to revenue sharing, the Company has the option to convert any award to a loan, which such option the Company must exercise on or before ten business days after the U.S. Food and Drug Administration (â€œFDAâ€) notifies the Company that it has accepted the Companyâ€™s application for marketing authorization. In the event the Company exercises its right to convert any award to a loan, it would be obligated to repay the loan within ten business days of making such election. Repayment amounts due to CIRM vary dependent on when the award is converted to a loan, ranging from 60% of the award granted to the full amount received plus interest at the rate of the three-month LIBOR rate plus 10% per annum. Since the Company may be required to repay some or all of the amounts awarded by CIRM, the Company accounts for this award as a liability as the Companyâ€™s intention is to convert the award into a loan. Given the uncertainty in amounts due upon repayment, the Company has recorded amounts received without any discount or interest recorded, upon determination of amounts that would become due, the Company will adjust accordingly.In September 2018, the Company was granted an award in the amount of $4.0 million from CIRM to support the Companyâ€™s preclinical studies for its P-PSMA-101 program. The Company received the full amount of the award based on achievement of specific developmental milestones. In the third quarter of 2023, the Company decided not to pursue additional clinical or other development activities of the P-PSMA-101 program, which resulted in write off of the amount previously included in the deferred CIRM grant liability as the Company no longer intends to repay the award and which amount is included in other income in the accompanying consolidated statement of operations and comprehensive loss. Roche Ltd And Takeda Pharmaceuticals USA Inc. Â Collaborations And License Agreement [Line Items] Â Collaboration and License Agreements Note 7. Collaboration and License AgreementsRocheTerms of the AgreementIn July 2022, the Company entered into a collaboration and license agreement (the â€œRoche Collaboration Agreementâ€) with F. Hoffmann-La Roche Ltd and Hoffmann-La Roche Inc. (collectively, â€œRocheâ€), pursuant to which the Company granted to Roche: (i) an exclusive, worldwide license under certain Company intellectual property to develop, manufacture and commercialize allogeneic CAR-T cell therapy products from each of the Companyâ€™s existing P-BCMA-ALLO1 and P-CD19CD20-ALLO1 programs (each a â€œTier 1 Programâ€); (ii) an exclusive option to acquire an exclusive, worldwide license under certain Company intellectual property to develop, manufacture and commercialize allogeneic CAR-T cell therapy products from each of the Companyâ€™s existing P-BCMACD19-ALLO1 and P-CD70-ALLO1 programs (each, a â€œTier 2 Programâ€); (iii) an exclusive license under certain Company intellectual property to develop, manufacture and commercialize allogeneic CAR-T cell therapy products from the up to six Collaboration Programs (as defined below) designated by Roche; (iv) an option for a non-exclusive, commercial license under certain limited Company intellectual property to develop, manufacture and commercialize certain Roche proprietary cell therapy products for up to three solid tumor targets to be identified by Roche (â€œLicensed Productsâ€); and (v) the right of first offer for two (2) early-stage existing programs within hematologic malignancies. The Roche Collaboration Agreement became effective in September 2022 upon expiration of the applicable waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended.For each Tier 1 Program, the Company will perform development activities through a Phase 1 dose escalation clinical trial, and Roche is obligated to reimburse a specified percentage of certain costs incurred by the Company in its performance of such activities, up to a specified reimbursement cap for each Tier 1 Program. For Tier 1 Program activities beyond the specified reimbursement cap, Roche is obligated to reimburse all costs incurred for the program. For each Tier 2 Program, the Company will perform research and development activities either through selection of a development candidate for Investigational New Drug Application (â€œINDâ€)-enabling studies or, subject to Rocheâ€™s election and payment of an option maintenance fee, through completion of a Phase 1 dose escalation clinical trial. In addition, for each Tier 2 Program for which Roche exercises its option for an exclusive license, Roche is obligated to pay an option exercise fee. For each Tier 1 Program and Tier 2 Program, the Company will perform manufacturing activities until the completion of a technology transfer to Roche. The parties are conducting an initial two-year research program to explore and preclinically test a specified number of agreed-upon next generation therapeutic concepts relating to allogeneic CAR-T cell therapies. Subject to Rocheâ€™s election and payment of a specified fee, the parties would subsequently conduct a second research program of 18 months under which the parties could extend the existing work being performed under the initial term, and/or would explore and preclinically test a specified number of additional agreed-upon next generation therapeutic concepts relating to allogeneic CAR-T therapies. Roche may designate up to six heme malignancy-directed, allogeneic CAR-T programs from the two research programs, for each of which the Company will perform research and development activities through selection of a development candidate for IND-enabling activities (each, a â€œCollaboration Programâ€). Upon its designation of each Collaboration Program, Roche is obligated to pay a designation fee. After the Companyâ€™s completion of lead optimization activities for a Collaboration Program, Roche may elect to transition such program to Roche with a payment to the Company or terminate it. Alternatively, Roche may elect, for a limited number of Collaboration Programs, to have the Company conduct certain additional development and manufacturing activities through the completion of a Phase 1 dose escalation clinical trial, in which case Roche will pay certain milestones and reimburse a

specified percentage of the Companyâ€™s costs incurred in connection with such development and manufacturing activities. For each Collaboration Program, the Company will perform manufacturing activities until the completion of a technology transfer to Roche.In consideration for the rights granted to Roche under the Roche Collaboration Agreement, the Company received an upfront payment of $110.0 million. In addition, subject to Roche exercising its Tier 2 Program options, designating Collaboration Programs, and exercising its option for the Licensed Products commercial license and further contingent on, among other things, achieving specified objectives, the Company is eligible to receive up to (i) $1.5 billion in aggregate payments for Tier 1 Programs comprised of research funding, feasibility fees and $1.4 billion in development, regulatory and net sales milestones, (ii) $1.1 billion in aggregate payments for Tier 2 Programs comprised of option exercise and maintenance fees and $1.0 billion in development, regulatory and net sales milestones, (iii) $2.9 billion in aggregate payments for the Collaboration Programs comprised of certain reimbursements, fees and milestone payments; and (iv) $415.0 million in payments for the Licensed Products comprised of certain reimbursements, fees and milestone payments.The Company is further entitled to receive, on a product-by-product basis, tiered royalty payments in the mid-single to low double digits on net sales of products from the Tier 1 Programs, optioned Tier 2 Programs and Collaboration Programs and in the low to mid-single digits for Licensed Products, in each case, subject to certain customary reductions and offsets. Royalties will be payable, on a product-by-product and country-by-country basis, until the latest of the expiration of the licensed patents covering such product in such country or ten years from first commercial sale of such product in such country.The Roche Collaboration Agreement will continue in effect on a product-by-product and country-to-country basis until there is no remaining royalty or other payment obligations. The Roche Collaboration Agreement includes standard termination provisions, including for material breach or insolvency and for Rocheâ€™s convenience. Certain of these termination rights can be exercised with respect to a particular product or license, as well as with respect to the entire Roche Collaboration Agreement.Effective November 7, 2023, the Roche Collaboration Agreement was amended to, among other things: (i) reallocate certain existing manufacturing-related fees payable to the Company by Roche to add new manufacturing process development and implementation transfer fees for each of our existing Tier 1 Programs; and (ii) reallocate amounts in certain development milestone payments payable to us by Roche at market rates for each Tier 1 Program. The amendment also provided for the ability for the existing two-year research program to be extended for an additional 18 months with the payment of a $15.0 million milestone. Effective August 14, 2024, the Roche Collaboration Agreement was amended to include additional activities to be conducted by the Company. The additional activities will be funded by Roche with an initial scope that covers expanded Tier 1 Program activities. In addition, the consideration of certain of the Companyâ€™s existing performance obligations related to the Tier 1 Programs were modified. Revenue RecognitionAt contract inception, the Company has identified six performance obligations under the Roche Collaboration Agreement: (i) licenses associated with the Tier 1 Programs, (ii) research and development efforts for the Tier 1 Programs, (iii) clinical drug supply for the Tier 1 Programs, (iv) manufacturing process development program for the Tier 1 Programs, (v) research and development efforts for the Tier 2 Programs, and (vi) research and development efforts for the Collaboration Programs. The Company concluded that Rocheâ€™s options within the Roche Collaboration Agreement do not represent material rights and are not considered performance obligations as they do not contain a significant and incremental discount. The licenses associated with the Tier 1 Programs were delivered at the beginning of the agreement term and deemed capable of being distinct as the Company concluded that Roche has the knowledge and capabilities to continue development work and fully utilize the licenses without the Companyâ€™s involvement.In order to determine the transaction price, the Company evaluated all the payments to be received during the term of the Roche Collaboration Agreement. Certain milestones and additional fees were considered variable consideration, which were not included in the initial transaction price based on the most likely amount method. The Company will re-evaluate the transaction price in each reporting period and as uncertain events are resolved or other changes in circumstances occur. The Company determined that the transaction price at the inception of the Roche Collaboration Agreement was $185.0 million, which consists of the upfront payment of $110.0 million, future research funding for the Tier 1 Programs of $40.0 million and a $35.0 million milestone achieved in September 2022 for the Tier 1 Programs. In addition, the Company achieved incremental developmental milestones aggregating to $65.0 million through September 30, 2024, of which, $20.0 million was achieved in the third quarter of 2024. In accordance with ASC 606, the Company determined that the achieved milestones represented an increase in the initial transaction price in the form of the receipt of variable consideration that was previously constrained. The Company recognized revenue associated with these milestones in an amount equal to the proportional percentage of the actual costs incurred under the related program since its inception as a percentage of the total costs expected to be incurred over the expected term of the program. The remaining unrecognized revenue associated with these milestones is included within deferred revenue and is being recognized as revenue over the expected term of the related program. All other future potential milestone payments were excluded from the estimated total transaction price as they were considered constrained until the underlying event is attained. The Company also earns variable consideration attributed to development cost reimbursement associated with some of the Companyâ€™s research and development efforts. Variable consideration related to development cost reimbursement increases the transaction price for the associated performance obligations and is recognized as the underlying services are provided.The performance obligation associated with the licenses for the Tier 1 Programs was satisfied as of the effective date of the Roche Collaboration Agreement. All other performance obligations will be recognized on a proportional basis as the underlying services are provided based on actual costs incurred as a percentage of total estimated costs. The Company determined that the cost-based input method most faithfully depicts the pattern in which these performance obligations are satisfied. Any cumulative effect of revisions to estimated costs to complete the Companyâ€™s performance obligation will be recorded in the period in which changes are identified and amounts can be reasonably estimated. This approach requires the Company to use significant judgment and make estimates of future expenditures. If the Companyâ€™s estimates or judgments change over the course of the collaboration, they may affect the timing and amount of revenue that it recognizes in the current and future periods. In connection with the August 14, 2024 amendment to the Roche Collaboration Agreement, the Company adjusted the transaction price based on estimated variable consideration of the performance obligations to account for a change in pricing associated with one component of the Tier 1 Program activities. This resulted in an increase in proportional cumulative performance of the underlying performance obligation and recognition of an additional $15.2 million in revenue in the third quarter of 2024.AstellasTerms of the AgreementIn April 2024, the Company and Xyphos Biosciences, Inc. (â€œXyphosâ€), a wholly-owned subsidiary of Astellas Pharma Inc., entered into a collaboration and license agreement (the â€œAstellas Collaboration Agreementâ€), pursuant to which the Company granted to Xyphos (i) an exclusive license under certain Company intellectual property to conduct activities under two research plans, to create one Company-developed CAR-T construct to form the basis of two convertibleCARÂ® product candidates targeting solid tumors, which will be generated by using both partiesâ€™ platform technology (each a â€œResearch Productâ€), where each Research Product will bind to a human tumor-associated antigen, and may also bind to a human antigen associated with a tumor microenvironment, (ii) an exclusive license under certain Company intellectual property after certain conditions are satisfied to develop, and commercialize up to two Research Products that have been designated as licensed products following receipt of the applicable IND-enabling data package, and (iii) after certain conditions are satisfied, an exclusive license under certain Company intellectual property to manufacture the products once manufacturing technology transfer has been completed.For each research plan, the Company will perform research and development activities through the generation of an IND-enabling data package and Xyphos is obligated to fully reimburse the Company for full-time equivalent costs and expenses incurred by the Company in its performance of certain activities, up to an agreed annual cap. Xyphos may request that the Company transfer the manufacturing process for a product to Xyphos, or that, subject to the payment of a fee, the Company manufacture the Allo-T Cells forming part of such product for use in the first Phase 1 trial of such product.In consideration for the rights granted to Xyphos under the Astellas Collaboration Agreement, the Company received an upfront payment of $50.0 million, $6.0 million of which was advanced for the Companyâ€™s costs and expenses for its research and development activities. In addition, the Company could also receive up to $550.0 million in potential development and sales milestone payments and contingency payments. The Company is further entitled to receive, on a product-by-product basis, tiered royalty payments up to the low teens as a percentage of net sales of licensed products. Royalties will be payable, on a product-by-product basis, during the period commencing on the first commercial sale of a product in a country until the latest of (a) the expiration of the licensed patents covering such product in such country, (b) the expiration of regulatory exclusivity for such product in such country and (c) a certain period of time following such first commercial sale of such product in such country.The Astellas Collaboration Agreement will continue in effect on a product-by-product basis until there are no remaining royalty or other payment obligations for each such product. The Astellas Collaboration Agreement includes standard termination provisions, including for material breach or insolvency and for Xyphosâ€™s convenience. Certain of these termination rights can be exercised with respect to a particular country, licensed product, or research program, as well as with respect to the entire Astellas Collaboration Agreement.Revenue RecognitionAt contract inception, the Company has identified six distinct performance obligations under the Astellas Collaboration Agreement: (i) a material right for the option to obtain a commercial license for the first product candidate, (ii) a material right for the option to obtain a commercial license for the second product candidate, (iii) research and development efforts for the first product candidate, (iv) research and development efforts for the second product candidate, (v) process development and other target agnostic activities to support production of cell manufacturing, and (vi) manufacturing of both product candidates during the research term.In order to determine the transaction price, the Company evaluated all the payments to be received during the term of the Astellas Collaboration Agreement. The development and sales milestone payments and certain payments were considered variable consideration and were not included in the initial transaction price based on the most likely amount method. The Company will re-evaluate the transaction price in each reporting period and as uncertain events are resolved or other changes in circumstances occur. The Company determined that the transaction price at the inception of the Astellas Collaboration Agreement was $63.8 million, which consists of the upfront payment of $50.0 million, which includes the $6.0 million advanced for the Company's costs and expenses for its research and development activities, as well as estimated incremental research and development costs over the duration of the research term of $13.8 million to be reimbursed by Astellas. As a practical alternative to estimating the standalone selling price when the goods or services are both (i) similar to the original goods and services in the contract and (ii) provided in accordance with the terms of the original contract, the Company allocated the total amount of variable consideration expected to be received from the customer to the total goods or services expected to be provided to the customer.In assessing whether the options under the Astellas Collaboration Agreement represent material rights, the Company considered if there was additional consideration the Company would be entitled to upon the option exercise and the standalone selling price of the underlying goods and services. For the material rights identified as performance obligations above, the Company concluded that each of the options to obtain commercial licenses provided Astellas with a discount that it otherwise would not have received without entering into the Astellas Collaboration Agreement. The material rights for the commercial licenses will be recognized upon the first to occur: once the licenses are exercised or once the rights expire, which is estimated to occur at the end of the research term. The remaining performance obligations will be recognized on a proportionate basis as the underlying services are provided based on actual costs incurred as a percentage of total estimated costs. The Company determined that the cost-based input method for these performance obligations most faithfully depicts the pattern in which these performance obligations are satisfied. Any cumulative effect of revisions to estimated costs to complete the Companyâ€™s performance obligation will be recorded in the period in which changes are identified and amounts can be reasonably estimated. This approach requires the Company to use significant judgment and make estimates of future expenditures. If the Companyâ€™s estimates or judgments change over the course of the collaboration, they may affect the timing and amount of revenue that it recognizes in the current and future periods.TakedaIn October 2021, the Company entered into a collaboration and license agreement (the â€œTakeda Collaboration Agreementâ€) with Takeda Pharmaceuticals USA, Inc. (â€œTakedaâ€), pursuant to which the Company granted to Takeda a worldwide exclusive license under the Companyâ€™s certain platform technologies including transposon-based, Cas-CLOVER, biodegradable DNA and RNA nanoparticle delivery technology and other proprietary genetic engineering platforms to research, develop, manufacture and commercialize gene therapy products for certain indications. Under the Takeda Collaboration Agreement, the Company received an upfront payment of $45.0 million and R&D reimbursement payments during the term of the agreement.On May 31, 2023, the Company received written notice from Takeda of its election to terminate the Takeda Collaboration Agreement, effective July 30, 2023 (the â€œTermination Dateâ€). Until the Termination Date, the parties performed their respective obligations under the Collaboration Agreement and upon the Termination Date, the Companyâ€™s exclusivity obligations under the Collaboration Agreement terminated. In addition, the licenses granted to Takeda by the Company, and the licenses granted to the Company by Takeda to perform research activities under the Collaboration Agreement terminated.Deferred Revenue ReconciliationWhile the Companyâ€™s entry into the Astellas Strategic Rights Letter was a strategic investment, for purposes of recognizing the remaining amount, it has been determined to be revenue, and as such, reference to remaining deferred revenue for these agreements is included in the following table. There were no contract assets as of September 30, 2024 related to the Roche Collaboration Agreement, Takeda Collaboration Agreement, Astellas Strategic Rights Letter, or Astellas Collaboration Agreement. A contract asset of $30.0 million for the Roche Collaboration Agreement was netted against deferred revenue for the year ended December 31, 2023. There were no contract assets as of December 31, 2023 related to the Takeda Collaboration Agreement or Astellas Strategic Rights Letter.A reconciliation of the closing balance of deferred revenue related to the agreements is as follows (in thousands):Â Â Â Roche Collaboration Agreement Â Â Takeda Collaboration Agreement Â Â Astellas Strategic Rights Letter Â Â Astellas Collaboration Agreement Â Â Total Â Balance as of December 31, 2022 Â $ 31,749 Â Â $ 9,307 Â Â $ â€” Â Â $ 41,056 Â Amounts received/invoiced Â Â 30,741 Â Â Â Â 5,111 Â Â Â Â 35,583 Â Â Â Â â€” Â Â Â 71,435 Â Revenue recognized Â Â (50,285) Â Â (14,418) Â Â Â â€” Â Â Â Â â€” Â Â Â (64,703) Balance as of December 31, 2023 Â $ 12,205 Â Â $ â€” Â Â $ 35,583 Â Â $ â€” Â Â $ 47,788 Â Amounts received/invoiced Â Â 113,750 Â Â Â Â â€” Â Â Â Â â€” Â Â Â 50,000 Â Â Â 163,750 Â Revenue recognized Â Â (100,975) Â Â Â â€” Â Â Â (23,722) Â Â (1,166) Â Â (125,863) Balance as of September 30, 2024 Â $ 24,980 Â Â $ â€” Â Â $ 11,861 Â Â $ 48,834 Â Â $ 85,675 Â X - DefinitionCollaborations and license agreement. + ReferencesNo definition available. + Details Name: pstx_CollaborationsAndLicenseAgreementLineItems Namespace Prefix: pstx_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for collaborative arrangements in which the entity is a participant, including a) information about the nature and purpose of such arrangements; b) its rights and obligations thereunder; c) the accounting policy for collaborative arrangements; and d) the income statement classification and amounts attributable to transactions arising from the collaborative arrangement between participants. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -SubTopic 10 -Topic 808 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479402/808-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b) -SubTopic 10 -Topic 808 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479402/808-10-50-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Topic 808 -Publisher FASB -URI https://asc.fasb.org/808/tableOfContent + Details Name: us-gaap_CollaborativeArrangementDisclosureTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - Details Name: srt_CounterpartyNameAxis=pstx_RocheLtdAndTakedaPharmaceuticalsUSAIncMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 23 R15.htm IDEA: XBRL DOCUMENT v3.24.3 Strategic Investment 9 Months Ended Sep. 30, 2024 Investments, Debt and Equity Securities [Abstract] Â Strategic Investment Note 6. Strategic InvestmentAstellasTerms of the AgreementOn August 4, 2023 (the â€œSigning Dateâ€), the Company entered into a series of agreements (collectively, the â€œAstellas Strategic Agreementsâ€) with Astellas US, LLC (â€œAstellasâ€) as described below.Securities Purchase and Registration Rights AgreementPursuant to a securities purchase agreement (the â€œSecurities Purchase Agreementâ€), the Company agreed to issue and sell to Astellas in a private placement (the â€œPrivate Placementâ€) an aggregate of 8,333,333 shares (the â€œSharesâ€) of common stock, par value $0.0001 per share, of the Company, at a purchase price of $3.00 per Share, for aggregate gross proceeds of $25.0 million. The Private Placement closed on August 7, 2023 (the â€œClosing Dateâ€). The Company also entered into a registration rights agreement with Astellas (the â€œRegistration Rights Agreementâ€), pursuant to which the Company agreed to register the resale by Astellas of the Shares no later than the 250th day after the Closing Date. Strategic Rights Letter AgreementOn the Signing Date, the Company also entered into a strategic rights letter agreement (the â€œAstellas Strategic Rights Letterâ€) with Astellas, pursuant to which, the Company agreed to the following: (i) grant Astellas the right to an observer seat on the Companyâ€™s board of directors, any committee of the Companyâ€™s board of directors, and the Companyâ€™s scientific advisory board; (ii) for a period of 18 months, grant Astellas a right of notification with respect to a Change in Control (as defined in the Astellas Strategic Rights Letter); (iii) during the period beginning on the Closing Date and ending on the 12-month anniversary of the Closing Date (the â€œExclusivity Periodâ€), not to (1) solicit, knowingly encourage, negotiate or otherwise enter into bona fide discussions about a Program Transaction (as defined below) with any third party, (2) provide access to any confidential information of the Company relating to P-MUC1C-ALLO1, the Companyâ€™s fully allogeneic CAR-T

product candidate for multiple solid tumor indications (the â€œProgramâ€), for purposes of knowingly facilitating a Program Transaction, or (3) enter into any letter of intent, contract or other commitment for a Program Transaction (a â€œProgram Transactionâ€ being an exclusive or co-exclusive license or co-promote or co-marketing arrangement or granting of commercial rights to sell, promote or market one or more products of the Program for any indication in the world); (iv) provide notice to Astellas (1) if the Company receives a bona fide proposal for a Change in Control transaction from a third party, unless such proposal is rejected by the Companyâ€™s board of directors, or (2) of the commencement of a process approved by the Companyâ€™s board of directors for a Change in Control, (3) if the Company receives a bona fide proposal for a Program Transaction from a third party unless the proposal is rejected by the Companyâ€™s board of directors (a â€œProgram Transaction Proposalâ€) or, (4) following the Exclusivity Period, the commencement of substantive discussions for a Program Transaction with a third party in connection with a process approved by the Companyâ€™s board of directors for a Program Transaction (a â€œProgram Processâ€). In connection with a notice related to (x) a Program Transaction Proposal, Astellas shall have a right of first refusal to provide a competing proposal that is in aggregate more favorable to the Company than the Program Transaction Proposal, and thereby have a right to negotiate exclusively a possible Program Transaction for a specified period and (y) a Program Process, Astellas shall have a right of first offer to negotiate a Program Transaction for a specified period before the Company engages with any third party in meaningful substantive discussions, in each case, in accordance with the procedures and subject to the conditions set forth in the Astellas Strategic Rights Letter. As partial consideration for the rights granted to Astellas under the Astellas Strategic Rights Letter, Astellas paid the Company a one-time payment in the amount of $25.0 million (the â€œUpfront Paymentâ€). In connection with a Change in Control transaction or Program Transaction between the Company and Astellas, some, all or none of the Upfront Payment may be offset against payments owed by Astellas in a tiered basis to the Company dependent on certain factors set forth in the Astellas Strategic Rights Letter.The Astellas Strategic Rights Letter shall terminate upon the earliest to occur of (i) the 18-month anniversary of the Closing Date, (ii) such time that Astellas owns fewer than 8,000,000 shares of common stock (subject to adjustment for any stock splits, stock dividends or recapitalizations) and (iii) the consummation of a Change in Control.Revenue RecognitionThe Securities Purchase Agreement and the Registration Rights Agreement are not within the scope of ASC 606 and were accounted for as an equity issuance with the deemed fair value of the shares issued scoped out of the transaction price. See Note 10 for further detail of the equity issuance. The rights granted under the Astellas Strategic Rights Letter were assessed under ASC 606, as the agreement represents a contract with a customer. The rights were deemed to not transfer any control to Astellas but give Astellas a right in the future, as all or a portion of the Upfront Payment of $25.0 million is creditable to Astellas towards a future potential transaction within the restrictions and time frames specified in the letter. Therefore, the full amount allocated to the rights is treated as a non-refundable payment. The Company recorded the issuance of common stock at its estimated fair value on the date of issuance of $14.4 million, which reflects a discount for the lack of marketability (â€œDLOMâ€) of the shares. The DLOM was applied due to the inability to trade the shares until they are registered. The $10.6 million difference between the $25.0 million paid by Astellas for the Securities Purchase Agreement and the fair market value of shares issued was allocated to the rights granted under the Astellas Strategic Rights Letter for a total amount allocable of $35.6 million. The amount will be recognized when the likelihood of Astellas exercising its remaining rights becomes remote, or when the proportionate amount of the tiered creditable amounts expire.The Company recognized $11.9 million and $23.7 million of revenue from the Astellas Strategic Agreements for the three and nine months ended September 30, 2024, respectively. The Company has $11.9 million of deferred revenue on its condensed consolidated balance sheet as of September 30, 2024, expected to be recognized by February 2025. X - ReferencesNo definition available. + Details Name: us-gaap_InvestmentsDebtAndEquitySecuritiesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for investments in certain debt and equity securities. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 940 -SubTopic 320 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/940-320/tableOfContentReference 2: http://www.xbrl.org/2003/role/disclosureRef -Name Regulation S-K (SK) -Number 229 -Section 1403 -Paragraph b -Publisher SECReference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 320 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/320/tableOfContentReference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 10 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-10Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6B -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-6BReference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6B -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-6BReference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 320 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/942-320/tableOfContent + Details Name: us-gaap_InvestmentsInDebtAndMarketableEquitySecuritiesAndCertainTradingAssetsDisclosureTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 24 R16.htm IDEA: XBRL DOCUMENT v3.24.3 California Institute of Regenerative Medicine Award 9 Months Ended Sep. 30, 2024 Collaborative Arrangement [Abstract] Â Collaboration and License Agreements Note 8. California Institute of Regenerative Medicine AwardThe Company has been awarded funding from the California Institute of Regenerative Medicine (â€œCIRMâ€) to develop certain internal programs. Under the terms of the funding, both CIRM and the Company have co-funded specified programs, under which funding is provided in developmental milestones determined as a part of the award. The Company is obligated to share potential future revenues for the related programs with CIRM. The percentage of revenues due to CIRM in the future is dependent on the amount of the award received and whether revenue is generated from product sales or through license fees. The maximum revenue sharing amount the Company may be required to pay to CIRM is equal to nine times the total amount awarded and paid to the Company. As an alternative to revenue sharing, the Company has the option to convert any award to a loan, which such option the Company must exercise on or before ten business days after the U.S. Food and Drug Administration (â€œFDAâ€) notifies the Company that it has accepted the Companyâ€™s application for marketing authorization. In the event the Company exercises its right to convert any award to a loan, it would be obligated to repay the loan within ten business days of making such election. Repayment amounts due to CIRM vary dependent on when the award is converted to a loan, ranging from 60% of the award granted to the full amount received plus interest at the rate of the three-month LIBOR rate plus 10% per annum. Since the Company may be required to repay some or all of the amounts awarded by CIRM, the Company accounts for this award as a liability as the Companyâ€™s intention is to convert the award into a loan. Given the uncertainty in amounts due upon repayment, the Company has recorded amounts received without any discount or interest recorded, upon determination of amounts that would become due, the Company will adjust accordingly.In September 2018, the Company was granted an award in the amount of $4.0 million from CIRM to support the Companyâ€™s preclinical studies for its P-PSMA-101 program. The Company received the full amount of the award based on achievement of specific developmental milestones. In the third quarter of 2023, the Company decided not to pursue additional clinical or other development activities of the P-PSMA-101 program, which resulted in write off of the amount previously included in the deferred CIRM grant liability as the Company no longer intends to repay the award and which amount is included in other income in the accompanying consolidated statement of operations and comprehensive loss. X - DefinitionCollaborative arrangement. + ReferencesNo definition available. + Details Name: pstx_CollaborativeArrangementAbstract Namespace Prefix: pstx_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for collaborative arrangements in which the entity is a participant, including a) information about the nature and purpose of such arrangements; b) its rights and obligations thereunder; c) the accounting policy for collaborative arrangements; and d) the income statement classification and amounts attributable to transactions arising from the collaborative arrangement between participants. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -SubTopic 10 -Topic 808 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479402/808-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b) -SubTopic 10 -Topic 808 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479402/808-10-50-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Topic 808 -Publisher FASB -URI https://asc.fasb.org/808/tableOfContent + Details Name: us-gaap_CollaborativeArrangementDisclosureTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 25 R17.htm IDEA: XBRL DOCUMENT v3.24.3 Term Debt 9 Months Ended Sep. 30, 2024 Debt Instruments [Abstract] Â Term Debt Note 9. Term DebtIn 2017, the Company entered into a loan and security agreement with Oxford Finance LLC (â€œOxfordâ€), which was subsequently amended (â€œAmended Loan Agreementâ€), pursuant to which the Company borrowed a total amount of $30.0 million.In February 2022, the Company entered into a new Loan and Security Agreement (â€œ2022 Loan Agreementâ€) with Oxford. Pursuant to the terms of the 2022 Loan Agreement, the Company borrowed $60.0 million in term loans (the â€œTerm Loansâ€), of which $31.6 million was used to repay the balance outstanding under the Amended Loan Agreement, including $0.2 million of accrued interest. Under the 2022 Loan Agreement the initial interest-only period was through April 1, 2025, followed by 23 equal monthly payments of principal and applicable interest. In September 2022, a qualifying equity event, as defined in the 2022 Loan Agreement, was achieved which extended the interest-only period through April 1, 2026, followed by 11 equal monthly payments of principal and applicable interest. As a result, all amounts outstanding under the 2022 Loan Agreement will mature on February 1, 2027 (the â€œMaturity Dateâ€). In connection with the repayment of the balance outstanding under the Amended Loan Agreement, the Company incurred amendment and final payment fees of $1.5 million previously due on the earlier of (i) the maturity date, (ii) acceleration of any Amended Loan Agreement loans, or (iii) the prepayment of any Amended Loan Agreement loans.The Company accounted for this amendment as debt modification in accordance with ASC Topic 470, Debt because the modification was not considered substantial.The balance outstanding under the 2022 Loan Agreement initially bore interest at a floating per annum rate equal to 7.83% plus the greater of (a) the 30-day U.S. Dollar (USD) LIBOR rate and (b) 0.11%. The 2022 Loan Agreement included a provision addressing replacement of LIBOR with an alternate benchmark rate, when LIBOR was phased out in June 2023. Effective July 1, 2023, the balance outstanding under the 2022 Loan Agreement bears interest at a floating per annum rate equal to the greater of (a) 7.94% and (b) the sum of (i) the 1-Month CME Term Secured Overnight Financing Rate (â€œSOFRâ€) on the last business day of the month that immediately precedes the month in which the interest will accrue, (ii) 0.10% and (iii) 7.83%. The interest rate applicable to the Term Loans as of September 30, 2024 was 13.13% per annum. The Company is required to make a final payment fee of 7.5% of the principal balance outstanding, payable on the earlier of (i) the Maturity Date, (ii) acceleration of any Term Loan, or (iii) the prepayment of the Term Loan. As of September 30, 2024, there was $60.0 million of the principal balance outstanding under the Term Loans. In connection with the Amended Loan Agreement, the Company previously incurred debt issuance costs of $1.5 million, which have been recorded as a debt discount and are being accreted to interest expense over the term of the Term Loans. Interest on the Term Loans, consisting of the stated interest rate, final payment fee and amortization of the discount, is being recognized under the effective interest method using a rate of 14.61%. As of September 30, 2024, the balance of the unamortized debt discount was $1.1 million. The balance of the accrued final payment fee was $3.0 million as of September 30, 2024 and is presented within other long-term liabilities in the accompanying condensed consolidated balance sheet.The Company has an option to repay the outstanding debt under the 2022 Loan Agreement at any time in increments of $5.0 million, with no prepayment penalty.The Company may use the proceeds from the Term Loans solely for its working capital requirements and to fund its general business operations. The Companyâ€™s obligations under the 2022 Loan Agreement are secured by a first priority security interest in substantially all of its current and future assets, other than its intellectual property. In addition, the Company has also agreed not to encumber its intellectual property assets, except as permitted by the 2022 Loan Agreement. While any amounts are outstanding under the 2022 Loan Agreement, the Company is subject to a number of affirmative and restrictive covenants, including covenants regarding dispositions of property, business combinations or acquisitions, among other customary covenants. The Company is also restricted from declaring dividends or making other distributions or payments on its capital stock in excess of $0.3 million per calendar year, subject to limited exceptions. As of September 30, 2024, the Company was in compliance with all covenants under the 2022 Loan Agreement. X - DefinitionThe entire disclosure for information about short-term and long-term debt arrangements, which includes amounts of borrowings under each line of credit, note payable, commercial paper issue, bonds 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. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481544/470-10-50-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481544/470-10-50-6Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 405 -SubTopic 40 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477092/405-40-50-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 405 -SubTopic 40 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477092/405-40-50-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 405 -SubTopic 40 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477092/405-40-50-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 405 -SubTopic 40 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477092/405-40-50-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 405 -SubTopic 40 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477092/405-40-50-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(c)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 10: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 470 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/470/tableOfContentReference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-2Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1C -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1CReference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1C -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1CReference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1C -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1CReference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1I -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1IReference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1I -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1IReference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1I -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1I + Details Name: us-gaap_DebtDisclosureTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_DebtInstrumentsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 26 R18.htm IDEA: XBRL DOCUMENT v3.24.3 Stockholders' Equity 9 Months Ended Sep. 30, 2024 Equity

[Abstract] Â Stockholders' Equity Note 10. Stockholdersâ€™ EquityÂ Authorized SharesIn connection with the completion of the Companyâ€™s initial public offering in July 2020, the Company amended its certificate of incorporation to authorize 250,000,000 shares of common stock, par value $0.0001 per share, and 10,000,000 shares of undesignated preferred stock, par value $0.0001 per share, that may be issued from time to time by the Companyâ€™s board of directors in one or more series. Each share of common stock is entitled to one vote. The holders of common stock are also entitled to receive dividends whenever funds are legally available and when declared by the Companyâ€™s board of directors. Since the Companyâ€™s inception, there have been no dividends declared.WarrantsPursuant to the Amended Loan Agreement, the Company issued Oxford (i) in 2017, a warrant to purchase 93,518 shares of common stock at an exercise price of $4.28 per share, which will expire in 2027 unless earlier exercised and (ii) in 2018 and 2019, warrants to purchase an aggregate of 27,604 shares of common stock at an exercise price of $7.25 per share, which will expire in 2028 and 2029, respectively, unless earlier exercised.Sale of Common StockOn August 4, 2023, the Company entered into the Securities Purchase Agreement with Astellas, pursuant to which the Company agreed to issue and sell to Astellas in the Private Placement an aggregate of 8,333,333 shares of common stock at a purchase price of $3.00 per Share, for aggregate gross proceeds of $25.0 million. The Private Placement closed on August 7, 2023. The Company recorded the issuance of common stock at its estimated fair value on the date of issuance of $14.4 million, which reflects a DLOM of the shares. The DLOM was applied due to the inability to trade the shares until they are registered. The issuance of the equity shares was recorded upon the delivery of the underlying shares, with the associated fair value recorded within equity on the Companyâ€™s condensed consolidated balance sheets.At the Market FacilityIn August 2021, the Company entered into a Controlled Equity OfferingSM Sales Agreement, which was amended and restated in August 2024 (the â€œSales Agreementâ€) with Cantor Fitzgerald & Co. (â€œCantorâ€) to sell shares of common stock, from time to time, through an â€œat the market offeringâ€ program having an aggregate offering price of up to $85.0 million through which Cantor would act as sales agent. During the nine months ended September 30, 2024, the Company did not issue any shares of common stock under the â€œat the market offeringâ€ program. During the nine months ended September 30, 2023, the Company issued and sold an aggregate of 119,000 shares of common stock under the â€œat the market offeringâ€ program at a weighted average price of $8.04 per share for net proceeds of approximately $0.9 million. X - ReferencesNo definition available. + Details Name: us-gaap_EquityAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for equity. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-13Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-13Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 14 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-14Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 235 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477968/946-235-50-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 235 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477968/946-235-50-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 505 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478448/946-505-50-6Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480237/815-40-50-6Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(e)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 10: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/505/tableOfContentReference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-13Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-13Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-13Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 14 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-14Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 14 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-14Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 16 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-16Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 18 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-18Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 18 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-18Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 18 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-18 + Details Name: us-gaap_StockholdersEquityNoteDisclosureTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 27 R19.htm IDEA: XBRL DOCUMENT v3.24.3 Stock-Based Compensation 9 Months Ended Sep. 30, 2024 Share-Based Payment Arrangement [Abstract] Â Stock-Based Compensation Note 11. Stock-Based CompensationIn July 2020, the Companyâ€™s board of directors and stockholders approved and adopted the Companyâ€™s 2020 Equity Incentive Plan (the â€œ2020 Planâ€). Under the 2020 Plan, the Company may grant stock options, stock appreciation rights, restricted stock, restricted stock units and other stock or cash-based awards to individuals who are current employees, officers, directors or consultants of the Company. A total of 11,183,476 shares of common stock were approved to be initially reserved for issuance under the 2020 Plan. The number of shares that remained available for issuance under the Companyâ€™s previous equity incentive plan as of the effective date of the 2020 Plan and shares subject to outstanding awards under the Companyâ€™s previous equity incentive plan as of the effective date of the 2020 Plan that are subsequently canceled, forfeited or repurchased by the Company are added to the shares reserved under the 2020 Plan. The number of shares of common stock available for issuance under the 2020 Plan is automatically increased on the first day of each calendar year during the ten-year term of the 2020 Plan, beginning with January 1, 2021 and ending with January 1, 2030, by an amount equal to 5% of the outstanding number of shares of the Companyâ€™s common stock on December 31 of the preceding calendar year or such lesser amount as determined by the Companyâ€™s board of directors.In February 2022, the Companyâ€™s board of directors approved and adopted the 2022 Inducement Plan (the â€œInducement Planâ€). Under the Inducement Plan, the Company may grant nonstatutory stock options, stock appreciation rights, restricted stock awards, restricted stock unit awards, performance awards and other awards to individuals not previously employees or non-employee directors of the Company, as an inducement toward entering into employment with the Company. Under the Inducement Plan approved in February 2022, the maximum number of shares of common stock initially approved to be issued was 2,000,000 shares. In December 2023, the Compensation Committee of the Companyâ€™s board of directors approved an amendment to the Inducement Plan which increased the pool to a maximum of 3,517,105 shares.Stock OptionsThe following is a summary of the Companyâ€™s stock option activity for the nine months ended September 30, 2024: Â Â Â Shares Â Â WeightedAverageExercisePrice Â Â WeightedAverageRemainingContractualTerm(Years) Â Â AggregateIntrinsicValue(thousands) Â Balance at January 1, 2024 Â Â 14,909,912 Â Â $ 6.84 Â Â Â Â Â Â Â Granted Â Â 3,910,132 Â Â Â 3.80 Â Â Â Â Â Â Â Exercised Â Â (39,476) Â Â 2.74 Â Â Â Â Â Â Â Forfeited/Cancelled Â Â (1,259,350) Â Â 5.46 Â Â Â Â Â Â Â Balance at September 30, 2024 Â Â 17,521,218 Â Â $ 6.27 Â Â Â 7.12 Â Â $ 696 Â Options vested and expected to vest as of Â Â Â September 30, 2024 Â Â 17,521,218 Â Â $ 6.27 Â Â Â 7.12 Â Â $ 696 Â Options vested and exercisable as of Â Â Â September 30, 2024 Â Â 10,312,322 Â Â $ 7.55 Â Â Â 6.08 Â Â $ 500 Â Â The weighted-average grant date fair value of options granted during the nine months ended September 30, 2024 and 2023 was $2.75 and $3.42, respectively. The aggregate intrinsic value of options exercised was $35 thousand and $0.1 million during each of the nine months ended September 30, 2024 and 2023, respectively, determined as of the date of exercise. The Company received $0.1 million in cash from options exercised during each of the nine months ended September 30, 2024 and 2023.As of September 30, 2024, total unrecognized compensation cost related to stock options was $20.1 million, and the weighted-average period over which this cost is expected to be recognized was approximately 2.5 years.The fair value of options granted is estimated at the date of grant using the Black-Scholes option pricing model. Forfeitures are accounted for as incurred as a reversal of any share-based compensation expense related to options that will not vest. The assumptions that the Company used to determine the fair value of options granted to employees, non-employees and directors were as follows:Â Â Â Nine Months EndedSeptember 30, Â Â 2024 Â 2023 Risk-free interest rate Â 4.0% Â 4.0% Expected volatility Â 80.8% Â 82.6% Expected term (years) Â 5.7 Â 6.0 Dividend yield Â â€” Â â€” Â Restricted Stock UnitsThe following is a summary of the Companyâ€™s restricted stock unit (â€œRSUâ€) activity for the nine months ended September 30, 2024:Â Â Â Shares Â Â WeightedAverageGrant DateFair Value Â Balance at January 1, 2024 Â Â 4,555,099 Â Â $ 4.35 Â Granted Â Â 2,808,838 Â Â Â 3.51 Â Vested Â Â (1,318,974) Â Â 4.30 Â Forfeited/Cancelled Â Â (471,434) Â Â 4.11 Â Balance at September 30, 2024 Â Â 5,573,529 Â Â $ 3.96 Â RSU awards are share awards that, upon vesting, will deliver to the holder shares of the Companyâ€™s common stock. The RSUs granted to employees and non-employee directors vest up to four years from the grant date. The grant-date fair value is recognized as compensation expense over the vesting period. As of September 30, 2024, total unrecognized compensation cost related to RSUs was $16.8 million, and the weighted-average period over which this cost is expected to be recognized was approximately 2.7 years.2020 Employee Stock Purchase PlanIn July 2020, the Companyâ€™s board of directors and stockholders approved and adopted the 2020 Employee Stock Purchase Plan (the â€œESPPâ€), which became effective as of the pricing of the Companyâ€™s initial public offering. A total of 615,000 shares of common stock were approved to be initially reserved for issuance under the ESPP. The number of shares of common stock available for issuance under the ESPP is automatically increased on the first day of each calendar year during the first ten-years of the term of the ESPP, beginning with January 1, 2021 and ending with January 1, 2030, by an amount equal to the lessor of (i) 1% of the outstanding number of shares of the Companyâ€™s common stock on December 31 of the preceding calendar year, (ii) 1,230,000 shares of common stock or (iii) such lesser amount as determined by the Companyâ€™s board of directors. Under the 2020 ESPP, substantially all employees can elect to have up to 15% of their annual compensation withheld to purchase up to 3,000 shares of common stock per purchase period, subject to certain limitations. The shares of common stock can be purchased over an offering period of six months and at a price of 85% of the fair market value per share of common stock on the first trading day of the applicable offering period or on the exercise date of the applicable offering period, whichever is less. Under applicable accounting guidance, the 2020 ESPP is classified as a compensatory plan. During the nine months ended September 30, 2024, a total of 568,023 shares were purchased by the Companyâ€™s employees under the 2020 ESPP resulting in net proceeds of $1.2 million.The Company uses the Black-Scholes pricing model to estimate the fair value of the purchase rights issued under the ESPP on each offering date. The assumptions that the Company used to determine the fair value of the purchase rights issued to employees were as follows:Â Â Â Nine Months EndedSeptember 30, Â Â 2024 Â 2023 Risk-free interest rate Â 4.9% Â 5.3% Expected volatility Â 91.0% Â 87.1% Expected term (years) Â 0.5 Â 0.5 Dividend yield Â â€” Â â€” The Company recorded total stock-based compensation expense related to stock options, RSUs and the ESPP in the following expense categories of the accompanying condensed consolidated statements of operations and comprehensive income (loss) (in thousands):Â Â Â Three Months EndedSeptember 30, Â Â Nine Months EndedSeptember 30, Â Â Â 2024 Â Â 2023 Â 2024 Â Â 2023 Â Research and development Â $ 3,160 Â Â $ 3,097 Â Â $ 9,327 Â Â $ 9,258 Â General and administrative Â Â 1,799 Â Â Â 2,020 Â Â Â 8,644 Â Â Â 8,813 Â Total stock-based compensation expense Â $ 4,959 Â Â $ 5,117 Â Â $ 17,971 Â Â $ 18,071 Â Â X - DefinitionThe entire disclosure for share-based payment arrangement. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/718/tableOfContentReference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (h)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (h)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (l) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_DisclosureOfCompensationRelatedCostsShareBasedPaymentsTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_DisclosureOfCompensationRelatedCostsSharebasedPaymentsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 28 R20.htm IDEA: XBRL DOCUMENT v3.24.3 Commitments and Contingencies 9 Months Ended Sep. 30, 2024 Commitments and Contingencies Disclosure [Abstract] Â Commitments and Contingencies Note 12. Commitments and Contingencies Operating LeasesAs of September 30, 2024, the Company had operating leases consisting of approximately 110,000 square feet of manufacturing, laboratory and office space in San Diego, California, including 87,000 square feet under a lease that expires on December 31, 2029, which contains a clinical manufacturing facility adjacent to office and laboratory space. The lease agreements include two options to extend the term for a period of 5 years each.In October 2021, the Company entered into a sublease agreement for a facility in San Diego, California consisting of approximately 23,000 square feet to be used for research and administrative activities. The lease term commenced in March 2022 and will expire on December 31, 2025.During the nine months ended September 30, 2024 and 2023, the Company recognized $4.3 million and $4.4 million, respectively, of operating lease expense. During the nine months ended September 30, 2024, the Company paid $4.6 million for its operating leases. As of September 30, 2024, the weighted-average remaining lease term and weighted-average discount rate for operating leases were 5.0 years and 8.9%, respectively.As of September 30, 2024, maturities of lease liabilities were as follows (in thousands):Â Year ending December 31, Â Â Â 2024 (remaining three months) Â $ 1,564 Â 2025 Â Â 6,374 Â 2026 Â Â 5,107 Â 2027 Â Â 5,260 Â 2028 Â Â 5,418 Â Thereafter Â Â 5,581 Â Total future lease payments Â Â 29,304 Â Imputed interest Â Â (5,485) Total lease liability balance Â Â 23,819 Â Less current portion of lease liability Â Â 6,085 Â Lease liability, net of current portion Â $ 17,734 Â Indemnification AgreementsIn the ordinary course of business, the Company may provide indemnification of varying scope and terms to vendors, lessors, contract research organizations, business partners and other parties with respect to certain matters including, but not limited to, losses arising from breach of such agreements or from intellectual property infringement claims made by third parties. In addition, the Company has entered into indemnification agreements with members of its board of directors and certain of its executive officers that require the Company, among other things, to indemnify them against certain liabilities that may arise by reason of their status or service as directors or officers. The maximum potential amount of future payments the Company could be required to make under these indemnification agreements is, in many cases, unlimited. The Company has not incurred any material costs as a result of such indemnifications and is not currently aware of any indemnification claims.Legal ContingenciesIn the ordinary course of business, the Company may face claims brought by third parties against the Company. The Company believes that there are currently no lawsuits, threats of litigation, or asserted or unasserted claims pending that could, individually or in the aggregate, have a material adverse effect on the Companyâ€™s results of operations or financial condition. X - ReferencesNo definition available. + Details Name: us-gaap_CommitmentsAndContingenciesDisclosureAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for commitments and contingencies. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 405 -SubTopic 30 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/405-30/tableOfContentReference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 440 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -

Paragraph 4 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482648/440-10-50-4Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 450 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/450/tableOfContentReference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 954 -SubTopic 440 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478522/954-440-50-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 440 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482648/440-10-50-4Reference 6: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 440 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/440/tableOfContent + Details Name: us-gaap_CommitmentsAndContingenciesDisclosureTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 29 R21.htm IDEA: XBRL DOCUMENT v3.24.3 Net Income (Loss) Per Share 9 Months Ended Sep. 30, 2024 Earnings Per Share [Abstract] Â Net Income (Loss) Per Share Note 13. Net Income (Loss) Per ShareBasic net income (loss) per share is computed by dividing net income (loss) attributable to common stockholders for the period by the weighted-average number of common shares outstanding during the period. Diluted net income (loss) per share reflects the additional dilution from potential issuances of common stock, such as stock issuable pursuant to the exercise of stock options and from purchases under the ESPP, as well as from the possible exercise of the outstanding warrants.The Companyâ€™s potentially dilutive securities, which include warrants to purchase common stock, common stock options, restricted stock units and common stock from the ESPP, have been excluded from the computation of diluted net loss per share as the effect would be to reduce the net loss per share. Therefore, the weighted-average number of shares of common stock outstanding used to calculate both basic and diluted net income (loss) per share attributable to common stockholders is the same.The following table sets forth the computation of basic and diluted net income (loss) per share (in thousands, except share and per share data): Â Â Three Months Ended September 30, Â Â Nine Months Ended September 30, Â Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Numerator: Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Net income (loss) Â $ 20,235 Â Â $ (31,778) Â $ (35,410) Â $ (98,081) Net income (loss) attributable to common stockholders Â $ 20,235 Â Â $ (31,778) Â $ (35,410) Â $ (98,081) Denominator: Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Denominator for basic net income (loss) per share - weighted-average common stock outstanding Â Â 97,160,467 Â Â Â 91,898,347 Â Â Â 96,716,649 Â Â Â 88,321,943 Â Effect of dilutive securities: Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Common stock options Â Â 194,627 Â Â Â â€” Â Â Â â€” Â Â Â â€” RSUs Â Â 847,279 Â Â Â â€” Â Â Â â€” Â Â Â â€” ESPP shares Â Â 17,574 Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Denominator for diluted net income (loss) per share - adjusted weighted-average common stock outstanding Â Â 98,219,947 Â Â Â 91,898,347 Â Â Â 96,716,649 Â Â Â 88,321,943 Â Basic net income (loss) per share Â $ 0.21 Â Â $ (0.35) Â $ (0.37) Â $ (1.11) Diluted net income (loss) per share Â $ 0.21 Â Â $ (0.35) Â $ (0.37) Â $ (1.11) The Company excluded the following potential shares of common stock, presented based on amounts outstanding at each period end, from the computation of diluted net loss per share attributable to common stockholders for the periods indicated because including them would have had an anti-dilutive effect: Â Â Nine Months Ended September 30, Â Â Â 2024 Â Â 2023 Â Outstanding stock options and RSUs Â Â 23,094,747 Â Â Â 19,837,783 Â Warrants to purchase common stock Â Â 121,122 Â Â Â 121,122 Â ESPP Shares Â Â 32,883 Â Â Â 3,583 Â Â Â Â 23,248,752 Â Â Â 19,962,488 Â X - ReferencesNo definition available. + Details Name: us-gaap_EarningsPerShareAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for earnings per share. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/260/tableOfContentReference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-3 + Details Name: us-gaap_EarningsPerShareTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 30 R22.htm IDEA: XBRL DOCUMENT v3.24.3 Income Taxes 9 Months Ended Sep. 30, 2024 Income Tax Disclosure [Abstract] Â Income Taxes Note 14. Income TaxesThe Company follows guidance under ASC Topic 740-270 Income Taxes, which requires that an estimated annual effective tax rate is applied to year-to-date ordinary income (loss). At the end of each interim period, the Company estimates the effective tax rate expected to be applicable for the full fiscal year. The tax effect of discrete items is recorded in the quarter in which the discrete events occur.The Company recorded income tax expense of $43 thousand for the three and nine months ended September 30, 2024, yielding an effective tax rate of 0.2% and (0.1)% for the three and nine months ended September 30, 2024, respectively. These rates differed from the federal tax rate of 21% primarily due to the Companyâ€™s inability to benefit from its financial reporting loss for income tax purposes, as well as the limitation on the Companyâ€™s use of previously unbenefited tax losses and credits carried forward from prior years to fully offset current year taxable income resulting from the requirement to capitalize research and development costs for federal income tax purposes. X - ReferencesNo definition available. + Details Name: us-gaap_IncomeTaxDisclosureAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for income tax. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-12Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 231 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482663/740-10-55-231Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12C -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-12CReference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12B -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-12BReference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 270 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147477891/740-270-50-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 6.I.5.Q1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479360/740-10-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480990/946-20-50-13Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(h)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/740/tableOfContentReference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 14 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-14Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 21 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-21Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 17 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-17Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SAB Topic 11.C) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479360/740-10-S99-2Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482603/740-30-50-2 + Details Name: us-gaap_IncomeTaxDisclosureTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 31 R23.htm IDEA: XBRL DOCUMENT v3.24.3 Summary of Significant Accounting Policies (Policies) 9 Months Ended Sep. 30, 2024 Accounting Policies [Abstract] Â Nature of Operations Nature of OperationsPoseida Therapeutics, Inc. (the â€œCompanyâ€ or â€œPoseidaâ€) is a clinical-stage cell therapy and genetic medicines company advancing a new class of treatments for patients with cancer and rare diseases. The Company has discovered and is developing a broad portfolio of product candidates in a variety of indications based on its core proprietary platforms, including its non-viral, transposon-based DNA delivery system, Cas-CLOVER Site-specific Gene Editing System and nanoparticle-based gene delivery technologies.The Company is subject to risks and uncertainties common to development-stage companies in the biotechnology industry, including, but not limited to, development by competitors of new technological innovations, dependence on key personnel, protection of proprietary technology, compliance with government regulations and the ability to secure additional capital to fund operations. Product candidates currently under development will require significant additional research and development efforts, including extensive preclinical and clinical testing and regulatory approval prior to commercialization. These efforts require significant amounts of additional capital, adequate personnel and infrastructure and extensive compliance-reporting capabilities. Even if the Companyâ€™s therapeutic development efforts are successful, it is uncertain when, if ever, the Company will realize significant revenue from product sales. Basis of Presentation and Consolidation Basis of Presentation and ConsolidationThe accompanying condensed consolidated financial statements reflect the Companyâ€™s financial position, results of operations and cash flows, in conformity with generally accepted accounting principles in the United States of America (â€œGAAPâ€), for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. The accompanying condensed consolidated financial statements include the accounts of Poseida Therapeutics, Inc. and its wholly owned subsidiary. All intercompany transactions and balances have been eliminated. These unaudited condensed consolidated financial statements reflect all adjustments that are, in the opinion of management, necessary to fairly state the financial position and the results of its operations and cash flows for interim periods presented. Interim-period results are not necessarily indicative of results of operations or cash flows for a full year or any subsequent interim period. The accompanying condensed consolidated financial statements should be read in conjunction with the Companyâ€™s audited consolidated financial statements and notes thereto included 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 (â€œSECâ€) on March 7, 2024 from which the Company derived its condensed consolidated balance sheet as of December 31, 2023. We have reclassified certain amounts previously reported in our financial statements to conform to the current presentation. Risk and Uncertainties Risk and UncertaintiesGlobal events such as the conflict in the Middle East, Russiaâ€™s invasion of Ukraine and the retaliatory measures that have been taken, or could be taken in the future, by the United States, NATO, and other countries have created global security concerns that could result in a regional conflict and otherwise have a lasting impact on regional and global economies, any or all of which could disrupt the Companyâ€™s supply chain and adversely affect its ability to conduct ongoing and future clinical trials of the Companyâ€™s product candidates. The extent to which any such ongoing or future conflict ultimately impacts the Companyâ€™s business is highly uncertain and cannot be predicted with confidence at this time. Use of Estimates Use of EstimatesThe preparation of consolidated financial statements in conformity with GAAP requires the Company to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. On an ongoing basis, the Company evaluates its estimates, which include, but are not limited to, estimates related to revenue, accrued expenses, research and development expenses, stock-based compensation expense and deferred tax valuation allowances. The Company bases its estimates on historical experience and other market-specific or relevant assumptions that it believes to be reasonable under the circumstances. Actual results may differ from those estimates or assumptions. Cash, Cash Equivalents and Short-term Investments Cash, Cash Equivalents and Short-term InvestmentsThe Company considers all highly liquid investments purchased with original final maturities of 90 days or less from the date of purchase to be cash equivalents. Cash and cash equivalents consist of deposits with financial institutions and marketable securities. Investments with a remaining maturity when purchased of greater than three months are classified as short-term investments in the consolidated balance sheet and consist primarily of U.S. Treasury and other government agency obligations. As the Companyâ€™s entire investment portfolio is considered available for use in current operations, the Company classifies all investments as available-for-sale and as current assets, even though the stated maturity date may be one year or more beyond the current consolidated balance sheet date, which reflects managementâ€™s intention to use the proceeds from sales of these securities to fund its operations, as necessary. Concentration of Business Risk Concentration of Business RiskThe Company operates in one reportable business segment and has two customers. The Company relies, and expects to continue to rely, on a small number of vendors to manufacture supplies and materials for its development programs. These programs could be adversely affected by a significant interruption in these manufacturing services. Concentration of Credit Risk Concentration of Credit RiskFinancial instruments, which potentially subject the Company to a significant concentration of credit risk, consist primarily of cash and cash equivalents and short-term investments. The Company maintains deposits in federally insured financial institutions in excess of federally insured limits. The Company has not experienced any losses in such accounts and management believes that the Company is not exposed to significant credit risk due to the financial position of the depository institutions in which those deposits and investments are held. The Company invests exclusively in securities issued by the U.S. government or U.S. government agencies, or in money-market funds. The Company maintains an investment policy with investment objectives to preserve principal, achieve liquidity requirements, and safeguard funds. For these reasons, management believes that the Company is not exposed to significant credit risk. Revenue Recognition Revenue RecognitionThe Companyâ€™s revenues to date have been generated primarily through collaboration and license agreements. The Companyâ€™s collaboration and license agreements may contain multiple elements including intellectual property licenses and research, and development services. Consideration the Company receives under these arrangements may include upfront payments, research and development funding, cost reimbursements, research, development, regulatory and commercial milestone payments, and royalty payments.The Company applies Accounting Standard Codification Topic 606, Revenue from Contracts with Customers (â€œASC 606â€), issued by the Financial Accounting Standards Board (â€œFASBâ€) to account for its contracts with customers. Under ASC 606, revenue is recognized when a customer obtains control of promised goods or services. The amount of revenue recognized reflects the consideration that the Company expects to be entitled to receive in exchange for these services. The Company analyzes the nature of these performance obligations in the context of individual collaboration and license agreements in order to assess the distinct performance obligations. The Company evaluates its contracts with customers for proper classification in the consolidated statements of operations and comprehensive loss based on the nature of the underlying activity. Transactions with customers recorded in the Companyâ€™s consolidated statements of operations and comprehensive loss are recorded on either a gross or net basis, depending on the characteristics of the collaborative relationship.To determine revenue recognition for arrangements within the scope of ASC 606, the Company performs the following five steps: (i) identify the contract with a customer; (ii) identify the performance obligations in the contract; (iii) determine the transaction price, including variable consideration, if any; (iv) allocate the transaction price to the performance obligations in the contract; and (v) recognize revenue when (or as) the entity satisfies a performance obligation. The Company only applies the five-step model to contracts when it is probable that it will collect the consideration to which it is entitled in exchange for the goods or services it transfers to the customer. The Company allocates the transaction price to individual performance obligations on their relative standalone selling price basis. Standalone selling prices are based on observable prices at which the Company separately sells the products or services. If a standalone selling price is not directly observable, then the Company estimates the standalone selling price considering market conditions and entity-specific factors including, but not limited to, features and functionality of the products and services.For each agreement entered into, including licenses granted upon the exercise of license options, the Company determines the contract term for purposes of applying the requirements of ASC 606. Generally, the Companyâ€™s agreements are terminable at the option of the licensee with advance notice. The Company evaluates these termination rights to determine the contract term and whether a substantive termination penalty would be incurred by the licensee upon termination. If the licensee incurs a substantive termination penalty upon termination, the contract term for revenue recognition purposes is generally equal to the stated term of the agreement, which many times is equal to the research term. Alternatively, if the licensee does not incur a substantive termination penalty upon termination, the contract term for revenue recognition purposes may be shorter than the stated term of the agreement, in which case the termination rights may be accounted for as contract renewal options. The determination of whether a substantive termination penalty is associated with the termination rights requires significant judgment. In making this determination, the Company considers, among other things, the nature of the rights that would be returned to the Company upon termination, exclusivity rights, stage of development of the licensed products, payment terms, including the amount and timing of non-refundable or guaranteed payments, and the business purpose of the termination rights granted.If the customer options are determined to represent a material right, the material right is recognized as a separate performance obligation at the outset of the arrangement. The Company allocates the transaction price to material rights based on the standalone selling price. As a

practical alternative to estimating the standalone selling price when the goods or services are both (i) similar to the original goods and services in the contract and (ii) provided in accordance with the terms of the original contract, the Company allocates the total amount of consideration expected to be received from the customer to the total goods or services expected to be provided to the customer.The Company receives payments from its collaborators based on terms established in each contract. Upfront payments and other payments may require deferral of revenue recognition to a future period until the Company satisfies its performance obligations under the contract. Comprehensive Income (Loss) Comprehensive Income (Loss)Comprehensive income (loss) is defined as the change in equity during a period from transactions and other events and circumstances from non-owner sources, including unrealized gains and losses on short-term investments. Comprehensive gains (losses) have been reflected in the unaudited condensed consolidated statements of operations and comprehensive income (loss) for all periods presented. Emerging Growth Company Status Emerging Growth Company StatusThe Company is an emerging growth company, as defined in the Jumpstart Our Business Startups Act of 2012 (the â€œJOBS Actâ€). Under the JOBS Act, emerging growth companies can delay adopting new or revised accounting standards issued subsequent to the enactment of the JOBS Act until such time as those standards apply to private companies. The Company has elected to use this extended transition period for complying with new or revised accounting standards that have different effective dates for public and private companies until the earlier of the date that it (i) is no longer an emerging growth company or (ii) affirmatively and irrevocably opts out of the extended transition period provided in the JOBS Act. As a result, these condensed consolidated financial statements may not be comparable to companies that comply with the new or revised accounting pronouncements as of public company effective dates. X - DefinitionCash cash equivalents and short term investments. + ReferencesNo definition available. + Details Name: pstx_CashCashEquivalentsAndShortTermInvestmentsPolicTextBlock Namespace Prefix: pstx_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionConcentration of business risk. + ReferencesNo definition available. + Details Name: pstx_ConcentrationOfBusinessRiskPolicyTextBlock Namespace Prefix: pstx_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionEmerging growth company status. + ReferencesNo definition available. + Details Name: pstx_EmergingGrowthCompanyStatusPolicyTextBlock Namespace Prefix: pstx_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionNature Of Operations [Policy Text Block] + ReferencesNo definition available. + Details Name: pstx_NatureOfOperationsPolicyTextBlock Namespace Prefix: pstx_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionRisk and uncertainties. + ReferencesNo definition available. + Details Name: pstx_RiskAndUncertaintiesPolicyTextBlock Namespace Prefix: pstx_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_AccountingPoliciesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy for basis of accounting, or basis of presentation, used to prepare the financial statements (for example, US Generally Accepted Accounting Principles, Other Comprehensive Basis of Accounting, IFRS). + ReferencesNo definition available. + Details Name: us-gaap_BasisOfAccountingPolicyPolicyTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy for comprehensive income. + ReferencesNo definition available. + Details Name: us-gaap_ComprehensiveIncomePolicyPolicyTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy for credit risk. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 942 -SubTopic 825 -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478898/942-825-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (d) -SubTopic 10 -Topic 275 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482861/275-10-50-1 + Details Name: us-gaap_ConcentrationRiskCreditRisk Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy for revenue. Includes revenue from contract with customer and from other sources. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483426/235-10-50-4Reference 3: http://www.xbrl.org/2003/role/exampleRef -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (e) -SubTopic 10 -Topic 235 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483426/235-10-50-4 + Details Name: us-gaap_RevenueRecognitionPolicyTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy for the use of estimates in the preparation of financial statements in conformity with generally accepted accounting principles. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 275 -SubTopic 10 -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482861/275-10-50-9Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 275 -SubTopic 10 -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482861/275-10-50-4Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b) -SubTopic 10 -Topic 275 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482861/275-10-50-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (c) -SubTopic 10 -Topic 275 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482861/275-10-50-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 50 -Paragraph 11 -SubTopic 10 -Topic 275 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482861/275-10-50-11Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 50 -Paragraph 12 -SubTopic 10 -Topic 275 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482861/275-10-50-12Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 275 -SubTopic 10 -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482861/275-10-50-8 + Details Name: us-gaap_UseOfEstimates Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 32 R24.htm IDEA: XBRL DOCUMENT v3.24.3 Composition of Certain Balance Sheet Components (Tables) 9 Months Ended Sep. 30, 2024 Balance Sheet Related Disclosures [Abstract] Â Summary of Property and Equipment Net Property and equipment, net consisted of the following (in thousands): Â Â Â September 30, Â Â December 31, Â Â Â 2024 Â Â 2023 Â Laboratory equipment Â $ 23,487 Â Â $ 21,271 Â Leasehold improvements Â Â 14,172 Â Â Â 14,113 Â Computer equipment and software Â Â 1,355 Â Â Â 1,355 Â Furniture and fixtures Â Â 1,204 Â Â Â 1,125 Â Total property and equipment Â Â 40,218 Â Â Â 37,864 Â Less: Accumulated depreciation and amortization Â Â (22,852) Â Â (18,809) Total property and equipment, net Â $ 17,366 Â Â $ 19,055 Â Summary of Accrued Expenses and Other Liabilities Accrued expenses and other liabilities consisted of the following (in thousands): Â Â Â September 30, Â Â December 31, Â Â Â 2024 Â Â 2023 Â Contract research services Â $ 16,054 Â Â $ 14,621 Â Payroll and related expense Â Â 9,320 Â Â Â 13,076 Â Other Â Â 4,340 Â Â Â 3,395 Â Total accrued expenses and other liabilities Â $ 29,714 Â Â $ 31,092 Â X - DefinitionSchedule of accrued expenses and other liabilities. + ReferencesNo definition available. + Details Name: pstx_ScheduleOfAccruedExpensesAndOtherLiabilitiesTableTextBlock Namespace Prefix: pstx_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_BalanceSheetRelatedDisclosuresAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of 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. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -SubTopic 10 -Topic 360 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482099/360-10-50-1 + Details Name: us-gaap_PropertyPlantAndEquipmentTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 33 R25.htm IDEA: XBRL DOCUMENT v3.24.3 Financial Instruments - (Tables) 9 Months Ended Sep. 30, 2024 Investments, Debt and Equity Securities [Abstract] Â Summary of Amortized Cost and Fair Value of Available-for-Sale Securities The following table summarizes the amortized cost and fair value of available-for-sale securities (in thousands):Â Â Â Maturity Â AmortizedCost Â Â UnrealizedGains Â Â UnrealizedLosses Â Â Fair Value Â At September 30, 2024: Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Money market funds Â 1 year or less Â $ 46,605 Â Â $ â€” Â Â $ â€” Â Â $ 46,605 Â U.S. government agency securities and treasuries Â 1 year or less Â Â 181,136 Â Â Â 377 Â Â Â (1) Â Â 181,512 Â Total Â Â Â $ 227,741 Â Â $ 377 Â Â $ (1) Â $ 228,117 Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â At December 31, 2023: Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Money market funds Â 1 year or less Â $ 37,590 Â Â $ â€” Â Â $ â€” Â Â $ 37,590 Â U.S. government agency securities and treasuries Â 1 year or less Â Â 167,604 Â Â Â 158 Â Â Â (32) Â Â 167,730 Â Total Â Â Â $ 205,194 Â Â $ 158 Â Â $ (32) Â $ 205,320 Â X - DefinitionTabular disclosure of investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale). + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-9Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-3Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-2Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-2Reference 5: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-2Reference 6: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (aa) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-2Reference 7: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (aaa) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-2Reference 8: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-2Reference 9: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-3Reference 10: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-3Reference 11: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-3Reference 12: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-3 + Details Name: us-gaap_DebtSecuritiesAvailableForSaleTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_InvestmentsDebtAndEquitySecuritiesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 34 R26.htm IDEA: XBRL DOCUMENT v3.24.3 Fair Value Measurement (Tables) 9 Months Ended Sep. 30, 2024 Fair Value Disclosures [Abstract] Â Schedule of Company's Valuation Hierarchy of Financial Assets and Liabilities Measured at Fair Value on Recurring Basis The following table summarizes the Companyâ€™s valuation hierarchy for its financial assets and liabilities measured at fair value on a recurring basis (in thousands):Â Â Â Level 1 Â Â Level 2 Â Â Level 3 Â At September 30, 2024: Â Â Â Â Â Â Â Â Â Assets: Â Â Â Â Â Â Â Â Â Money market funds Â $ 46,605 Â Â $ â€” Â Â $ â€” Â U.S. government agency securities and treasuries Â Â 181,512 Â Â Â â€” Â Â Â â€” Â Total Â $ 228,117 Â Â $ â€” Â Â $ â€” Â Â Â Â Â Â Â Â Â Â Â Â At December 31, 2023: Â Â Â Â Â Â Â Â Â Assets: Â Â Â Â Â Â Â Â Â Money market funds Â $ 37,590 Â Â $ â€” Â Â $ â€” Â U.S. government agency securities and treasuries Â Â 167,730 Â Â Â â€” Â Â Â â€” Â Total Â $ 205,320 Â Â $ â€” Â Â $ â€” Â X - ReferencesNo definition available. + Details Name: us-gaap_FairValueDisclosuresAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of assets and liabilities, including [financial] instruments measured at fair value that are classified in stockholders' equity, if any, that are measured at fair value 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). + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2 + Details Name: us-gaap_ScheduleOfFairValueAssetsAndLiabilitiesMeasuredOnRecurringBasisTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 35 R27.htm IDEA: XBRL DOCUMENT v3.24.3 Collaboration and License Agreements (Tables) 9 Months Ended Sep. 30, 2024 Collaborations And License Agreement [Abstract] Â Summary of Reconciliation of Closing Balance of Deferred Revenue Related to agreements A reconciliation of the closing balance of deferred revenue related to the agreements is as follows (in thousands):Â Â Â Roche Collaboration Agreement Â Â Takeda Collaboration Agreement Â Â Astellas Strategic Rights Letter Â Â Astellas Collaboration Agreement Â Â Total Â Balance as of December 31, 2022 Â $ 31,749 Â Â $ 9,307 Â Â $ â€” Â Â $ â€” Â Â $ 41,056 Â Amounts received/invoiced Â Â 30,741 Â Â Â 5,111 Â Â Â 35,583 Â Â Â â€” Â Â Â 71,435 Â Revenue recognized Â Â (50,285) Â Â (14,418) Â Â â€” Â Â Â â€” Â Â Â (64,703) Balance as of December 31, 2023 Â $ 12,205 Â Â $ â€” Â Â $ 35,583 Â Â $ â€” Â Â $ 47,788 Â Amounts received/invoiced Â Â 113,750 Â Â Â â€” Â Â Â â€” Â Â Â 50,000 Â Â Â 163,750 Â Revenue recognized Â Â (100,975) Â Â Â â€” Â Â Â (23,722) Â Â (1,166) Â Â (125,863) Balance as of September 30, 2024 Â $ 24,980 Â Â $ â€” Â Â $ 11,861 Â Â $ 48,834 Â Â $ 85,675 Â X - DefinitionCollaborations and license agreement. + ReferencesNo definition available. + Details Name: pstx_CollaborationsAndLicenseAgreementAbstract Namespace Prefix: pstx_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of receivable, contract asset, and contract liability from contract with customer. Includes, but is not limited to, change in contract asset and contract liability. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-10 + Details Name: us-gaap_ContractWithCustomerAssetAndLiabilityTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 36 R28.htm IDEA: XBRL DOCUMENT v3.24.3 Stock-Based Compensation (Tables) 9 Months Ended Sep. 30, 2024 Share-Based Payment Arrangement [Abstract] Â Summary of the Company's Stock Option Activity The following is a summary of the Companyâ€™s stock option activity for the nine months ended September 30, 2024: Â Â Â Shares Â Â WeightedAverageExercisePrice Â Â WeightedAverageRemainingContractualTerm(Years) Â Â AggregateIntrinsicValue(thousands) Â Balance at January 1, 2024 Â Â 14,909,912 Â Â $ 6.84 Â Â Â Â Â Â Â Granted Â Â 3,910,132 Â Â 3.80 Â Â Â Â Â Â Â Exercised Â Â (39,476) Â Â 2.74 Â Â Â Â Â Â Â Forfeited/Cancelled Â Â (1,259,350) Â Â 5.46 Â Â Â Â Â Â Â Balance at September 30, 2024 Â Â 17,521,218 Â Â $ 6.27 Â Â Â 7.12 Â Â $ 696 Â Options vested and expected to vest as of Â Â Â September 30, 2024 Â Â 17,521,218 Â Â $ 6.27 Â Â Â 7.12 Â Â $ 696 Â Options vested and exercisable as of Â Â Â September 30, 2024 Â Â 10,312,322 Â Â $ 7.55 Â Â Â 6.08 Â Â $ 500 Â Schedule of Assumptions Used to Determine the Fair Value of Options Granted The fair value of options granted is estimated at the date of grant using the Black-Scholes option pricing model. Forfeitures are accounted for as incurred as a reversal of any share-based compensation expense related to options that will not vest. The assumptions that the Company used to determine the fair value of options granted to employees, non-employees and directors were as follows:Â Â Â Nine Months EndedSeptember 30, Â Â 2024 Â 2023 Risk-free interest rate Â 4.0% Â 4.0% Expected volatility Â 80.8% Â 82.6% Expected term (years) Â 5.7 Â 6.0 Dividend yield Â â€” Â â€” Â Summary of Restricted Stock Unit (RSU) Activity The following is a summary of the Companyâ€™s restricted stock unit (â€œRSUâ€) activity for the nine months ended September 30, 2024:Â Â Â Shares Â Â WeightedAverageGrant DateFair Value Â Balance at January 1, 2024 Â Â 4,555,099 Â Â $ 4.35 Â Granted Â Â 2,808,838 Â Â Â 3.51 Â Vested Â Â (1,318,974) Â Â 4.30 Â Forfeited/Cancelled Â Â (471,434) Â Â 4.11 Â Balance at September 30, 2024 Â Â 5,573,529 Â Â $ 3.96 Â Schedule of Assumptions Used to Determine the Fair Value of Purchase Rights Issued Under ESPP The assumptions that the Company used

to determine the fair value of the purchase rights issued to employees were as follows:Â Â Â Nine Months EndedSeptember 30, Â Â 2024 Â 2023 Risk-free interest rate Â 4.9% Â 5.3% Expected volatility Â 91.0% Â 87.1% Expected term (years) Â 0.5 Â 0.5 Dividend yield Â â€” Â â€” Schedule of Stock-Based Compensation Expense The Company recorded total stock-based compensation expense related to stock options, RSUs and the ESPP in the following expense categories of the accompanying condensed consolidated statements of operations and comprehensive income (loss) (in thousands):Â Â Â Three Months EndedSeptember 30, Â Â Nine Months EndedSeptember 30, Â Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Research and development Â $ 3,160 Â Â $ 3,097 Â Â $ 9,327 Â Â $ 9,258 Â General and administrative Â Â 1,799 Â Â Â 2,020 Â Â Â 8,644 Â Â Â 8,813 Â Total stock-based compensation expense Â $ 4,959 Â Â $ 5,117 Â Â $ 17,971 Â Â $ 18,071 Â Â X - ReferencesNo definition available. + Details Name: us-gaap_DisclosureOfCompensationRelatedCostsSharebasedPaymentsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of allocation of amount expensed and capitalized for award under share-based payment arrangement to statement of income or comprehensive income and statement of financial position. Includes, but is not limited to, corresponding line item in financial statement. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 718 -SubTopic 10 -Section 50 -Paragraph 2 -Subparagraph (h)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ScheduleOfEmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of activity for award under share-based payment arrangement. Includes, but is not limited to, outstanding award at beginning and end of year, granted, exercised, forfeited, and weighted-average grant date fair value. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (d) -SubTopic 10 -Topic 718 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (e) -SubTopic 10 -Topic 718 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ScheduleOfShareBasedCompensationActivityTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of the number and weighted-average grant date fair value for restricted 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. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ScheduleOfShareBasedCompensationRestrictedStockUnitsAwardActivityTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of the significant assumptions used during the year to estimate the fair value of employee stock purchase plans, including, but not limited to: (a) expected term, (b) expected volatility of the entity's shares, (c) expected dividends, (d) risk-free rate(s), and (e) discount for post-vesting restrictions. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 718 -SubTopic 10 -Subparagraph (f)(2) -Name Accounting Standards Codification -Paragraph 2 -Section 50 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ScheduleOfShareBasedPaymentAwardEmployeeStockPurchasePlanValuationAssumptionsTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of the significant assumptions used during the year to estimate the fair value of stock options, including, but not limited to: (a) expected term of share options and similar instruments, (b) expected volatility of the entity's shares, (c) expected dividends, (d) risk-free rate(s), and (e) discount for post-vesting restrictions. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 718 -SubTopic 10 -Subparagraph (f)(2) -Name Accounting Standards Codification -Paragraph 2 -Section 50 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ScheduleOfShareBasedPaymentAwardStockOptionsValuationAssumptionsTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 37 R29.htm IDEA: XBRL DOCUMENT v3.24.3 Commitments and Contingencies (Tables) 9 Months Ended Sep. 30, 2024 Commitments and Contingencies Disclosure [Abstract] Â Summary of Maturities of Lease Liabilities As of September 30, 2024, maturities of lease liabilities were as follows (in thousands):Â Year ending December 31, Â Â Â 2024 (remaining three months) Â $ 1,564 Â 2025 Â Â 6,374 Â 2026 Â Â 5,107 Â 2027 Â Â 5,260 Â 2028 Â Â 5,418 Â Thereafter Â Â 5,581 Â Total future lease payments Â Â 29,304 Â Imputed interest Â Â (5,485) Total lease liability balance Â Â 23,819 Â Less current portion of lease liability Â Â 6,085 Â Lease liability, net of current portion Â $ 17,734 Â X - ReferencesNo definition available. + Details Name: us-gaap_CommitmentsAndContingenciesDisclosureAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of undiscounted cash flows of lessee's operating lease liability. Includes, but is not limited to, reconciliation of undiscounted cash flows to operating lease liability recognized in statement of financial position. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-6 + Details Name: us-gaap_LesseeOperatingLeaseLiabilityMaturityTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 38 R30.htm IDEA: XBRL DOCUMENT v3.24.3 Net Income (Loss) Per Share (Tables) 9 Months Ended Sep. 30, 2024 Earnings Per Share [Abstract] Â Schedule of Computation of Basic and Diluted Net Income (Loss) Per Share The following table sets forth the computation of basic and diluted net income (loss) per share (in thousands, except share and per share data): Â Â Three Months Ended September 30, Â Â Nine Months Ended September 30, Â Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Numerator: Â Â Â Â Â Â Â Â Â Â Â Net income (loss) Â $ 20,235 Â Â $ (31,778) Â $ (35,410) Â $ (98,081) Net income (loss) attributable to common stockholders Â $ 20,235 Â Â $ (31,778) Â $ (35,410) Â $ (98,081) Denominator: Â Â Â Â Â Â Â Â Â Â Â Denominator for basic net income (loss) per share - weighted-average common stock outstanding Â Â 97,160,467 Â Â Â 91,898,347 Â Â Â 96,716,649 Â Â Â 88,321,943 Â Effect of dilutive securities: Â Â Â Â Â Â Â Â Â Â Â Common stock options Â Â 194,627 Â Â Â â€” Â Â Â â€” Â Â Â â€” Â RSUs Â Â 847,279 Â Â Â â€” Â Â Â â€” Â Â Â â€” Â ESPP shares Â Â 17,574 Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Denominator for diluted net income (loss) per share - adjusted weighted-average common stock outstanding Â Â 98,219,947 Â Â Â 91,898,347 Â Â Â 96,716,649 Â Â Â 88,321,943 Â Basic net income (loss) per share Â $ 0.21 Â Â $ (0.35) Â $ (0.37) Â $ (1.11) Diluted net income (loss) per share Â $ 0.21 Â Â $ (0.35) Â $ (0.37) Â $ (1.11) Schedule of Anti-Dilutive Securities Excluded From Computation of Diluted Net Loss per Share Attributable to Common Stockholders The Company excluded the following potential shares of common stock, presented based on amounts outstanding at each period end, from the computation of diluted net loss per share attributable to common stockholders for the periods indicated because including them would have had an anti-dilutive effect: Â Â Nine Months Ended September 30, Â Â Â 2024 Â Â 2023 Â Outstanding stock options and RSUs Â Â 23,094,747 Â Â Â 19,837,783 Â Warrants to purchase common stock Â Â 121,122 Â Â Â 121,122 Â ESPP Shares Â Â 32,883 Â Â Â 3,583 Â Â Â Â 23,248,752 Â Â Â 19,962,488 Â X - ReferencesNo definition available. + Details Name: us-gaap_EarningsPerShareAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of securities (including those issuable pursuant to contingent stock agreements) that could potentially dilute basic earnings per share (EPS) in the future that were not included in the computation of diluted EPS because to do so would increase EPS amounts or decrease loss per share amounts for the period presented, by antidilutive securities. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 260 -SubTopic 10 -Section 50 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1 + Details Name: us-gaap_ScheduleOfAntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of an entity's basic and diluted earnings per share calculations, including a reconciliation of numerators and denominators of the basic and diluted per-share computations for income from continuing operations. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1 + Details Name: us-gaap_ScheduleOfEarningsPerShareBasicAndDilutedTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 39 R31.htm IDEA: XBRL DOCUMENT v3.24.3 Nature of Business and Basis of Presentation - Additional Information (Details) - USD ($) $ in Thousands 3 Months Ended 9 Months Ended Sep. 30, 2024 Jun. 30, 2024 Mar. 31, 2024 Sep. 30, 2023 Jun. 30, 2023 Mar. 31, 2023 Sep. 30, 2024 Sep. 30, 2023 Dec. 31, 2023 Organization, Consolidation and Presentation of Financial Statements [Abstract] Â Â Â Â Â Â Â Â Â Net loss $ (20,235) $ 31,371 $ 24,274 $ 31,778 $ 27,456 $ 38,847 $ 35,410 $ 98,081 Â Net cash provided by (used in) operating activities Â Â Â Â Â Â 13,721 $ (63,423) Â Accumulated deficit 629,701 Â Â Â Â Â 629,701 Â $ 594,291 Cash, cash equivalents and short-term investments $ 230,900 Â Â Â Â Â $ 230,900 Â Â X - DefinitionCash includes currency on hand as well as demand deposits with banks or financial institutions. It also includes other kinds of accounts that have the general characteristics of demand deposits in that the customer may deposit additional funds at any time and effectively may withdraw funds at any time without prior notice or penalty. Cash equivalents, excluding items classified as marketable securities, include short-term, highly liquid Investments that are both readily convertible to known amounts of cash, and so near their maturity that they present minimal risk of changes in value because of changes in interest rates. Generally, only investments with original maturities of three months or less qualify under that definition. Original maturity means original maturity to the entity holding the investment. For example, both a three-month US Treasury bill and a three-year Treasury note purchased three months from maturity qualify as cash equivalents. However, a Treasury note purchased three years ago does not become a cash equivalent when its remaining maturity is three months. Short-term investments, exclusive of cash equivalents, generally consist of marketable securities intended to be sold within one year (or the normal operating cycle if longer) and may include trading securities, available-for-sale securities, or held-to-maturity securities (if maturing within one year), as applicable. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_CashCashEquivalentsAndShortTermInvestments Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of cash inflow (outflow) from operating activities, including discontinued operations. Operating activity cash flows include transactions, adjustments, and changes in value not defined as investing or financing activities. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-24Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-25 + Details Name: us-gaap_NetCashProvidedByUsedInOperatingActivities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: na Period Type: duration X - DefinitionThe portion of profit or loss for the period, net of income taxes, which is attributable to the parent. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-9Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482765/220-10-50-6Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-1Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-8Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-4Reference 17: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-10Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479105/946-220-45-7Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(18)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(1)(d)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 23: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 28: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 29:

http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 30: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 31: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 32: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 33: http://www.xbrl.org/2003/role/disclosureRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-7Reference 34: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 35: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1AReference 36: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1BReference 37: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(22)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1 + Details Name: us-gaap_NetIncomeLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_OrganizationConsolidationAndPresentationOfFinancialStatementsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of accumulated undistributed earnings (deficit). + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)(a)(3)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480016/944-40-65-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (h)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480016/944-40-65-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480990/946-20-50-11Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(23)(a)(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(17)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 8: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_RetainedEarningsAccumulatedDeficit Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant XML 40 R32.htm IDEA: XBRL DOCUMENT v3.24.3 Summary of Significant Accounting Policies - Additional Information (Details) 9 Months Ended Sep. 30, 2024 Customer Segment Accounting Policies [Abstract] Â Number of reportable segment | Segment 1 Number of customer | Customer 2 X - DefinitionNumber of customer. + ReferencesNo definition available. + Details Name: pstx_NumberOfCustomer Namespace Prefix: pstx_ Data Type: xbrli:integerItemType Balance Type: na Period Type: duration X - DefinitionNumber of reportable segment. + ReferencesNo definition available. + Details Name: pstx_NumberOfReportableSegment Namespace Prefix: pstx_ Data Type: xbrli:integerItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_AccountingPoliciesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 41 R33.htm IDEA: XBRL DOCUMENT v3.24.3 Composition of Certain Balance Sheet Components - Summary of Property and Equipment Net (Details) - USD ($) $ in Thousands Sep. 30, 2024 Dec. 31, 2023 Property Plant And Equipment [Line Items] Â Â Total property and equipment $ 40,218 $ 37,864 Less: Accumulated depreciation and amortization (22,852) (18,809) Total property and equipment, net 17,366 19,055 Laboratory Equipment Â Â Property Plant And Equipment [Line Items] Â Â Total property and equipment 23,487 21,271 Leasehold Improvements Â Â Property Plant And Equipment [Line Items] Â Â Total property and equipment 14,172 14,113 Computer Equipment and Software Â Â Property Plant And Equipment [Line Items] Â Â Total property and equipment 1,355 1,355 Furniture and Fixtures Â Â Property Plant And Equipment [Line Items] Â Â Total property and equipment $ 1,204 $ 1,125 X - DefinitionAmount of accumulated depreciation, depletion and amortization for physical assets used in the normal conduct of business to produce goods and services. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(8)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(14)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 360 -SubTopic 10 -Section 50 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482099/360-10-50-1 + Details Name: us-gaap_AccumulatedDepreciationDepletionAndAmortizationPropertyPlantAndEquipment Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount before accumulated depreciation, depletion and amortization of physical assets used in the normal conduct of business and not intended for resale. Examples include, but are not limited to, land, buildings, machinery and equipment, office equipment, and furniture and fixtures. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(8)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(13)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 360 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482099/360-10-50-1 + Details Name: us-gaap_PropertyPlantAndEquipmentGross Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-7A + Details Name: us-gaap_PropertyPlantAndEquipmentLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount after accumulated depreciation, depletion and amortization of physical assets used in the normal conduct of business to produce goods and services and not intended for resale. Examples include, but are not limited to, land, buildings, machinery and equipment, office equipment, and furniture and fixtures. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -SubTopic 10 -Topic 360 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482099/360-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-7AReference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(8)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 360 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478451/942-360-50-1 + Details Name: us-gaap_PropertyPlantAndEquipmentNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - Details Name: us-gaap_PropertyPlantAndEquipmentByTypeAxis=us-gaap_EquipmentMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_PropertyPlantAndEquipmentByTypeAxis=us-gaap_LeaseholdImprovementsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_PropertyPlantAndEquipmentByTypeAxis=pstx_ComputerEquipmentAndSoftwareMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_PropertyPlantAndEquipmentByTypeAxis=us-gaap_FurnitureAndFixturesMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 42 R34.htm IDEA: XBRL DOCUMENT v3.24.3 Composition of Certain Balance Sheet Components - Additional Information (Details) - USD ($) $ in Thousands 3 Months Ended 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Balance Sheet Related Disclosures [Abstract] Â Â Â Â Depreciation and amortization expense $ 1,300 $ 1,400 $ 4,048 $ 4,179 X - ReferencesNo definition available. + Details Name: us-gaap_BalanceSheetRelatedDisclosuresAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe current period expense charged against earnings on long-lived, physical assets not used in production, and which are not intended for resale, to allocate or recognize the cost of such assets over their useful lives; or to record the reduction in book value of an intangible asset over the benefit period of such asset; or to reflect consumption during the period of an asset that is not used in production. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 360 -SubTopic 10 -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482099/360-10-50-1 + Details Name: us-gaap_DepreciationAndAmortization Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration XML 43 R35.htm IDEA: XBRL DOCUMENT v3.24.3 Composition of Certain Balance Sheet Components - Summary of Accrued Expenses and Other Liabilities (Details) - USD ($) $ in Thousands Sep. 30, 2024 Dec. 31, 2023 Balance Sheet Related Disclosures [Abstract] Â Â Contract research services $ 16,054 $ 14,621 Payroll and related expense 9,320 13,076 Other 4,340 3,395 Total accrued expenses and other liabilities $ 29,714 $ 31,092 X - DefinitionAccrued contract research services current. + ReferencesNo definition available. + Details Name: pstx_AccruedContractResearchServicesCurrent Namespace Prefix: pstx_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of expenses incurred but not yet paid nor invoiced, and liabilities classified as other. + ReferencesNo definition available. + Details Name: us-gaap_AccruedLiabilitiesAndOtherLiabilities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap_BalanceSheetRelatedDisclosuresAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionTotal 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). + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_EmployeeRelatedLiabilitiesCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of expenses incurred but not yet paid classified as other, due within one year or the normal operating cycle, if longer. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_OtherAccruedLiabilitiesCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant XML 44 R36.htm IDEA: XBRL DOCUMENT v3.24.3 Financial Instruments - Summary of Amortized Cost and Fair Value of Available-for-Sale Securities (Details) - USD ($) $ in Thousands 9 Months Ended 12 Months Ended Sep. 30, 2024 Dec. 31, 2023 Schedule Of Available For Sale Securities [Line Items] Â Â Available-for-Sale Securities, Amortized Cost $ 227,741 $ 205,194 Available-for-Sale Securities, Unrealized Gains 377 158 Available-for-Sale Securities , Unrealized Losses (1) (32) Available-for-Sale Securities, Fair Value $ 228,117 $ 205,320 Money Market Funds Â Â Schedule Of Available For Sale Securities [Line Items] Â Â Maturity 1 year or less 1 year or less Available-for-Sale Securities, Amortized Cost $ 46,605 $ 37,590 Available-for-Sale Securities, Fair Value $ 46,605 $ 37,590 U.S. Government Agency Securities and Treasuries Â Â Schedule Of Available For Sale Securities [Line Items] Â Â Maturity 1 year or less 1 year or less Available-for-Sale Securities, Amortized Cost $ 181,136 $ 167,604 Available-for-Sale Securities, Unrealized Gains 377 158 Available-for-Sale Securities , Unrealized Losses (1) (32) Available-for-Sale Securities, Fair Value $ 181,512 $ 167,730 X - DefinitionAvailable for sale debt securities maturity period. + ReferencesNo definition available. + Details Name: pstx_AvailableForSaleDebtSecuritiesMaturityPeriod Namespace Prefix: pstx_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount, before tax, of unrealized gain in accumulated other comprehensive income (AOCI) on investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale). + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-2 + Details Name: us-gaap_AvailableForSaleDebtSecuritiesAccumulatedGrossUnrealizedGainBeforeTax Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount, before tax, of unrealized loss in accumulated other comprehensive income (AOCI) on investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale). + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-2 + Details Name: us-gaap_AvailableForSaleDebtSecuritiesAccumulatedGrossUnrealizedLossBeforeTax Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmortized cost of investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale). + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479130/326-30-45-1 + Details Name: us-gaap_AvailableForSaleDebtSecuritiesAmortizedCostBasis Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale). + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 103 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482078/820-10-55-103Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 100 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482078/820-10-55-100Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 5: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference

7: http://www.xbrl.org/2003/role/disclosureRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (aa) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-2Reference 8: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481830/320-10-45-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(6)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479130/326-30-45-1 + Details Name: us-gaap_AvailableForSaleSecuritiesDebtSecurities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (aa) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (aaa) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-2Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-2Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-3Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-3Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-3Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-3Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-3 + Details Name: us-gaap_ScheduleOfAvailableForSaleSecuritiesLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_FinancialInstrumentAxis=us-gaap_MoneyMarketFundsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_FinancialInstrumentAxis=us-gaap_USTreasuryAndGovernmentMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 45 R37.htm IDEA: XBRL DOCUMENT v3.24.3 Financial Instruments - Additional Information (Details) - USD ($) 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Investments, Debt and Equity Securities [Abstract] Â Â Debt securities, available-for-sale, unrealized loss position $ 0 Â Debt securities, available-for-sale, unrealized loss position for greater than 12 months 0 Â Gain (loss) on sale of investments 0 $ 0 Allowance for credit loss $ 0 $ 0 X - DefinitionAmount of allowance for credit loss on accounts receivable. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479344/326-20-45-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481962/310-10-50-4Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479319/326-20-50-13Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479319/326-20-50-13 + Details Name: us-gaap_AllowanceForDoubtfulAccountsReceivable Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale), in continuous unrealized loss position for more than 12 months, without allowance for credit loss. Includes beneficial interest in securitized financial asset. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 326 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479081/326-30-55-8Reference 2: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-7Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479106/326-30-50-5 + Details Name: us-gaap_DebtSecuritiesAvailableForSaleContinuousUnrealizedLossPosition12MonthsOrLonger Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale), in unrealized loss position without allowance for credit loss. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 326 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479081/326-30-55-8Reference 2: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-6Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479106/326-30-50-4 + Details Name: us-gaap_DebtSecuritiesAvailableForSaleUnrealizedLossPosition Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionThe net realized gain (loss) on investments sold during the period, not including gains (losses) on securities separately or otherwise categorized as trading, available-for-sale, or held-to-maturity, which, for cash flow reporting, is a component of proceeds from investing activities. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_GainLossOnSaleOfInvestments Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_InvestmentsDebtAndEquitySecuritiesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 46 R38.htm IDEA: XBRL DOCUMENT v3.24.3 Fair Value Measurement - Schedule of Company's Valuation Hierarchy of Financial Assets and Liabilities Measured at Fair Value on Recurring Basis (Details) - USD ($) $ in Thousands Sep. 30, 2024 Dec. 31, 2023 Assets: Â Â Cash and cash equivalents $ 49,340 $ 44,472 Recurring Basis | Level 1 Â Â Assets: Â Â Total 228,117 205,320 Recurring Basis | Level 1 | U.S. government agency securities and treasuries Â Â Assets: Â Â Total 181,512 167,730 Recurring Basis | Level 1 | Money Market Funds Â Â Assets: Â Â Cash and cash equivalents $ 46,605 $ 37,590 X - DefinitionFair value portion of asset recognized for present right to economic benefit. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 100 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482078/820-10-55-100Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2 + Details Name: us-gaap_AssetsFairValueDisclosure Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap_AssetsFairValueDisclosureAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of currency on hand as well as demand deposits with banks or financial institutions. Includes other kinds of accounts that have the general characteristics of demand deposits. Also includes short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. Excludes cash and cash equivalents within disposal group and discontinued operation. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483467/210-10-45-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-4 + Details Name: us-gaap_CashAndCashEquivalentsAtCarryingValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - Details Name: us-gaap_FairValueByMeasurementFrequencyAxis=us-gaap_FairValueMeasurementsRecurringMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_FairValueByFairValueHierarchyLevelAxis=us-gaap_FairValueInputsLevel1Member Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_FinancialInstrumentAxis=us-gaap_USTreasurySecuritiesMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_FairValueByAssetClassAxis=us-gaap_MoneyMarketFundsMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 47 R39.htm IDEA: XBRL DOCUMENT v3.24.3 Strategic Investment - Additional Information (Details) - USD ($) $ / shares in Units, $ in Thousands 3 Months Ended 9 Months Ended 12 Months Ended Aug. 04, 2023 Sep. 30, 2024 Sep. 30, 2024 Sep. 30, 2023 Dec. 31, 2023 Strategic Investment [Line Items] Â Â Â Â Â Common stock, par value Â $ 0.0001 $ 0.0001 Â $ 0.0001 Aggregate gross proceeds Â Â Â $ 928 Â Non-refundable upfront payment $ 35,600 Â Â Â Â Revenue recognized Â Â $ (125,863) Â $ (64,703) Astellas Â Â Â Â Â Â Strategic Investment [Line Items] Â Â Â Â Â Revenue recognized Â $ 11,900 23,700 Â Â Deferred revenue recognized Â $ 11,900 11,900 Â Â Securities Purchase Agreement | Astellas | Common Stock Â Â Â Â Â Strategic Investment [Line Items] Â Â Â Â Â Discount for lack of marketability of shares, at fair value on date of issuance $ 14,400 Â Â Â Â Â Securities Purchase Agreement | Astellas | Private Placement | Common Stock Â Â Â Â Â Strategic Investment [Line Items] Â Â Â Â Â Sale of stock, number of shares issued 8,333,333 Â Â Â Â Common stock, par value $ 0.0001 Â Â Â Â Sale of stock, price per share $ 3 Â Â Â Â Aggregate gross proceeds $ 25,000 Â Â Â Â Astellas Strategic Rights Letter Agreement Â Â Â Â Â Strategic Investment [Line Items] Â Â Â Â Â Revenue recognized Â Â $ (23,722) Â Â Astellas Strategic Rights Letter Agreement | Astellas Â Â Â Â Â Strategic Investment [Line Items] Â Â Â Â Â Proceeds from rights granted $ 25,000 Â Â Â Â Maximum number of shares owned at time of termination 8,000,000 Â Â Â Â Discount for lack of marketability of shares, at fair value on date of issuance $ 14,400 Â Â Â Â Proceeds from shares allocated to non-refundable upfront payment $ 10,600 Â Â Â Â X - DefinitionMaximum number of shares owned at time of termination. + ReferencesNo definition available. + Details Name: pstx_MaximumNumberOfSharesOwnedAtTimeOfTermination Namespace Prefix: pstx_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionNon-refundable upfront payment. + ReferencesNo definition available. + Details Name: pstx_NonRefundableUpfrontPayment Namespace Prefix: pstx_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionProceeds from rights granted + ReferencesNo definition available. + Details Name: pstx_ProceedsFromRightsGranted Namespace Prefix: pstx_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionProceeds from shares allocated to non-refundable upfront payment. + ReferencesNo definition available. + Details Name: pstx_ProceedsFromSharesAllocatedToNonRefundableUpfrontPayment Namespace Prefix: pstx_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionStrategic investment. + ReferencesNo definition available. + Details Name: pstx_StrategicInvestmentLineItems Namespace Prefix: pstx_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionDiscount on common shares, or any unamortized balance thereof, shown separately as a deduction from the applicable account(s) as circumstances require. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.4-07) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-2 + Details Name: us-gaap_CommonStockDiscountOnShares Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionFace amount or stated value per share of common stock. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_CommonStockParOrStatedValuePerShare Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - DefinitionAmount of revenue recognized that was previously included in balance of obligation to transfer good or service to customer for which consideration from customer has been received or is due. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-8 + Details Name: us-gaap_ContractWithCustomerLiabilityRevenueRecognized Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of deferred income and obligation to transfer product and service to customer for which consideration has been received or is receivable. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(26)(c)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_DeferredRevenue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionThe cash inflow from the additional capital contribution to the entity. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 14 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-14 + Details Name: us-gaap_ProceedsFromIssuanceOfCommonStock Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe number of shares issued or sold by the subsidiary or equity method investee per stock transaction. + ReferencesNo definition available. + Details Name: us-gaap_SaleOfStockNumberOfSharesIssuedInTransaction Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionPer share amount received by subsidiary or equity investee for each share of common stock issued or sold in the stock transaction. + ReferencesNo definition available. + Details Name: us-gaap_SaleOfStockPricePerShare Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - Details Name: srt_CounterpartyNameAxis=pstx_AstellasUSLLCMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_TypeOfArrangementAxis=pstx_PurchaseAgreementMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementEquityComponentsAxis=us-gaap_CommonStockMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_SubsidiarySaleOfStockAxis=us-gaap_PrivatePlacementMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_TypeOfArrangementAxis=pstx_AstellasStrategicRightsLetterMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 48 R40.htm IDEA: XBRL DOCUMENT v3.24.3 Collaborations and License Agreements - Additional Information (Details) 1 Months Ended 3 Months Ended 9 Months Ended Nov. 07, 2023 USD ($) Apr. 30, 2024 USD ($) Plan Jul. 31, 2022 USD ($) PerformanceObligation Program Oct. 31, 2021 USD ($) Sep. 30, 2024 USD ($) Sep. 30, 2023 USD ($) Sep. 30, 2024 USD ($) Sep. 30, 2023 USD ($) Dec. 31, 2023 USD ($) Collaborations And License Agreement [Line Items] Â Â Â Â Â Â Â Â Â Additional revenue from performance obligation Â Â Â

Â $ 71,748,000 $ 9,352,000 $ 125,863,000 $ 39,708,000 Â Roche Collaboration Agreement Â Â Â Â Â Â Â Â Â Collaborations And License Agreement [Line Items] Â Â Â Â Â Â Â Â Â Number of collaboration programs | Program Â Â 6 Â Â Â Â Â Â Number of early-stage existing programs | Program Â Â 2 Â Â Â Â Â Â Research collaboration period 2 years Â 2 years Â Â Â Â Â Â Research collaboration extension period 18 months Â 18 months Â Â Â Â Â Â Upfront cash payment from collaboration agreement Â Â $ 110,000,000 Â Â Â Â Â Â Collaboration revenue receivable terms Â Â 10 years Â Â Â Â Â Â Number of performance obligations | PerformanceObligation Â Â 6 Â Â Â Â Â Â Milestone payments $ 15,000,000 Â Â Â Â Â Â Â Â Contract Assets Â Â Â Â 0 Â 0 Â Additional revenue from performance obligation Â Â Â Â 15,200,000 Â Â Â Â Roche Collaboration Agreement | Roche Ltd Â Â Â Â Â Â Â Â Collaborations And License Agreement [Line Items] Â Â Â Â Â Â Â Â Upfront cash payment from collaboration agreement Â Â $ 110,000,000 Â Â Â Â Â Â Transaction price Â Â 185,000,000 Â Â Â Â Â Â Incremental developmental milestones Â Â Â Â 20,000,000 Â Â Â Â Incremental developmental milestones aggregate amount Â Â Â Â 65,000,000 Â 65,000,000 Â Â Contract Assets Â Â Â Â Â Â Â Â $ 30,000,000 Roche Collaboration Agreement | Tier 1 Programs Â Â Â Â Â Â Â Â Collaborations And License Agreement [Line Items] Â Â Â Â Â Â Â Â Fees and milestone payments receivable Â Â 1,500,000,000 Â Â Â Â Â Development, regulatory and net sales milestones Â Â 1,400,000,000 Â Â Â Â Â Roche Collaboration Agreement | Tier 1 Programs | Roche Ltd Â Â Â Â Â Â Â Â Collaborations And License Agreement [Line Items] Â Â Â Â Â Â Â Â Future research funding Â Â 40,000,000 Â Â Â Â Â Â Milestone payments Â Â 35,000,000.0 Â Â Â Â Â Â Roche Collaboration Agreement | Tier 2 Programs Â Â Â Â Â Â Â Â Collaborations And License Agreement [Line Items] Â Â Â Â Â Â Â Â Fees and milestone payments receivable Â Â 1,100,000,000 Â Â Â Â Â Development, regulatory and net sales milestones Â Â 1,000,000,000 Â Â Â Â Â Roche Collaboration Agreement | Collaboration Programs Â Â Â Â Â Â Â Â Collaborations And License Agreement [Line Items] Â Â Â Â Â Â Â Â Fees and milestone payments receivable Â Â 2,900,000,000 Â Â Â Â Â Roche Collaboration Agreement | Licensed Products Â Â Â Â Â Â Â Â Collaborations And License Agreement [Line Items] Â Â Â Â Â Â Â Â Fees and milestone payments receivable Â Â $ 415,000,000 Â Â Â Â Â Takeda Collaboration Agreement Â Â Â Â Â Â Â Â Collaborations And License Agreement [Line Items] Â Â Â Â Â Â Â Â Contract Assets Â Â Â Â 0 Â 0 Â 0 Astellas Strategic Rights Letter Â Â Â Â Â Â Â Â Collaborations And License Agreement [Line Items] Â Â Â Â Â Â Â Â Contract Assets Â Â Â Â 0 Â 0 Â $ 0 Collaborative Arrangement | Takeda Pharmaceuticals USA, Inc. Â Â Â Â Â Â Â Â Collaborations And License Agreement [Line Items] Â Â Â Â Â Â Â Â Upfront cash payment from collaboration agreement Â Â Â $ 45,000,000 Â Â Â Â Â Astellas Collaboration Agreement Â Â Â Â Â Â Â Â Collaborations And License Agreement [Line Items] Â Â Â Â Â Â Â Â Upfront cash payment from collaboration agreement Â $ 50,000,000 Â Â Â Â Â Â Contract Assets Â Â Â Â $ 0 Â $ 0 Â Â Number of research plans | Plan Â 2 Â Â Â Â Â Â Â Astellas Collaboration Agreement | Research and Development Â Â Â Â Â Â Â Â Collaborations And License Agreement [Line Items] Â Â Â Â Â Â Â Â Upfront cash payment from collaboration agreement Â $ 6,000,000 Â Â Â Â Â Â Â Astellas Collaboration Agreement | Maximum Â Â Â Â Â Â Â Â Collaborations And License Agreement [Line Items] Â Â Â Â Â Â Â Development, regulatory and net sales milestones Â 550,000,000 Â Â Â Â Â Â Astellas Collaboration Agreement | Astellas Pharma Inc. Â Â Â Â Â Â Â Â Collaborations And License Agreement [Line Items] Â Â Â Â Â Â Â Upfront cash payment from collaboration agreement Â 50,000,000 Â Â Â Â Â Â Â Transaction price Â 63,800,000 Â Â Â Â Â Â Â Research and development costs reimbursed Â 13,800,000 Â Â Â Â Â Â Â Astellas Collaboration Agreement | Astellas Pharma Inc. | Research and Development Â Â Â Â Â Â Â Â Collaborations And License Agreement [Line Items] Â Â Â Â Â Â Â Upfront cash payment from collaboration agreement Â $ 6,000,000 Â Â Â Â Â Â Â X - DefinitionCollaboration agreement revenue receivable terms. + ReferencesNo definition available. + Details Name: pstx_CollaborationAgreementRevenueReceivableTerms Namespace Prefix: pstx_ Data Type: xbrli:durationItemType Balance Type: na Period Type: duration X - DefinitionCollaboration agreement transaction price. + ReferencesNo definition available. + Details Name: pstx_CollaborationAgreementTransactionPrice Namespace Prefix: pstx_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionCollaborations and license agreement. + ReferencesNo definition available. + Details Name: pstx_CollaborationsAndLicenseAgreementLineItems Namespace Prefix: pstx_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionDevelopment, regulatory and net sales milestones. + ReferencesNo definition available. + Details Name: pstx_DevelopmentRegulatoryAndNetSalesMilestones Namespace Prefix: pstx_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionFees and milestone payments receivable. + ReferencesNo definition available. + Details Name: pstx_FeesAndMilestonePaymentsReceivable Namespace Prefix: pstx_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionFuture research funding. + ReferencesNo definition available. + Details Name: pstx_FutureResearchFunding Namespace Prefix: pstx_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionIncremental developmental milestone payment + ReferencesNo definition available. + Details Name: pstx_IncrementalDevelopmentalMilestonePayment Namespace Prefix: pstx_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionIncremental developmental milestones aggregating amount. + ReferencesNo definition available. + Details Name: pstx_IncrementalDevelopmentalMilestonesAggregatingAmount Namespace Prefix: pstx_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionMilestone payments receivable. + ReferencesNo definition available. + Details Name: pstx_MilestonePaymentsReceivable Namespace Prefix: pstx_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionNumber of collaboration programs. + ReferencesNo definition available. + Details Name: pstx_NumberOfCollaborationPrograms Namespace Prefix: pstx_ Data Type: xbrli:integerItemType Balance Type: na Period Type: duration X - DefinitionNumber of early-stage existing programs. + ReferencesNo definition available. + Details Name: pstx_NumberOfEarlyStageExistingPrograms Namespace Prefix: pstx_ Data Type: xbrli:integerItemType Balance Type: na Period Type: duration X - DefinitionNumber of performance obligations. + ReferencesNo definition available. + Details Name: pstx_NumberOfPerformanceObligations Namespace Prefix: pstx_ Data Type: xbrli:integerItemType Balance Type: na Period Type: duration X - DefinitionNumber of research plans. + ReferencesNo definition available. + Details Name: pstx_NumberOfResearchPlans Namespace Prefix: pstx_ Data Type: xbrli:integerItemType Balance Type: na Period Type: duration X - DefinitionResearch and development costs reimbursed. + ReferencesNo definition available. + Details Name: pstx_ResearchAndDevelopmentCostsReimbursed Namespace Prefix: pstx_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionResearch collaboration extension period. + ReferencesNo definition available. + Details Name: pstx_ResearchCollaborationExtensionPeriod Namespace Prefix: pstx_ Data Type: xbrli:durationItemType Balance Type: na Period Type: duration X - DefinitionResearch collaboration period. + ReferencesNo definition available. + Details Name: pstx_ResearchCollaborationPeriod Namespace Prefix: pstx_ Data Type: xbrli:durationItemType Balance Type: na Period Type: duration X - DefinitionCarrying amount as of the balance sheet date of the asset arising from commodity contracts such as futures contracts tied to the movement of a particular commodity, which are expected to be converted into cash or otherwise disposed of within a year or the normal operating cycle, if longer. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(8)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_CommodityContractAssetCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionCash received from collaborators during the current period. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-25 + Details Name: us-gaap_ProceedsFromCollaborators Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount 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). + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 48 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-48Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 41 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-41Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 5: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 6: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 11: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30Reference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 42 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-42Reference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-40Reference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 235 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-05(b)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477314/942-235-S99-1Reference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2 + Details Name: us-gaap_Revenues Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - Details Name: us-gaap_TypeOfArrangementAxis=pstx_RocheCollaborationAgreementMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_CounterpartyNameAxis=pstx_RocheLtdMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_ProductOrServiceAxis=pstx_Tier1ProgramsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_ProductOrServiceAxis=pstx_Tier2ProgramsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_ProductOrServiceAxis=pstx_CollaborationProgramsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_ProductOrServiceAxis=pstx_LicensedProductsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_TypeOfArrangementAxis=pstx_TakedaCollaborationAgreementMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_TypeOfArrangementAxis=pstx_AstellasStrategicRightsLetterMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_TypeOfArrangementAxis=us-gaap_CollaborativeArrangementMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_CounterpartyNameAxis=pstx_TakedaPharmaceuticalsUSAIncMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_TypeOfArrangementAxis=pstx_AstellasCollaborationAgreementMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_IncomeStatementLocationAxis=us-gaap_ResearchAndDevelopmentExpenseMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_RangeAxis=srt_MaximumMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_CounterpartyNameAxis=pstx_AstellasPharmaIncMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 49 R41.htm IDEA: XBRL DOCUMENT v3.24.3 Collaboration and License Agreements - Summary of Reconciliation of Closing Balance of Deferred Revenue Related to agreements (Details) - USD ($) $ in Thousands 9 Months Ended 12 Months Ended Sep. 30, 2024 Dec. 31, 2023 Collaborations And License Agreement [Line Items] Â Â Beginning balance $ 47,788 $ 41,056 Amounts received/invoiced 163,750 71,435 Revenue recognized (125,863) (64,703) Ending balance 85,675 47,788 Roche Collaboration Agreement Â Â Collaborations And License Agreement [Line Items] Â Â Beginning balance 12,205 31,749 Amounts received/invoiced 113,750 30,741 Revenue recognized (100,975) (50,285) Ending balance 24,980 12,205 Takeda Collaboration Agreement Â Â Collaborations And License Agreement [Line Items] Â Â Beginning balance Â 9,307 Amounts received/invoiced Â 5,111 Revenue recognized Â (14,418) Astellas Strategic Rights Letter Â Â Collaborations And License Agreement [Line Items] Â Â Beginning balance 35,583 Â Amounts received/invoiced Â 35,583 Revenue recognized (23,722) Â Ending balance 11,861 $ 35,583 Astellas Collaboration Agreement Â Â Collaborations And License Agreement [Line Items] Â Â Amounts received/invoiced 50,000 Â Revenue recognized (1,166) Â Ending balance $ 48,834 Â X - DefinitionCollaborations and license agreement. + ReferencesNo definition available. + Details Name: pstx_CollaborationsAndLicenseAgreementLineItems Namespace Prefix: pstx_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionContract with customer liability amounts received/invoiced. + ReferencesNo definition available. + Details Name: pstx_ContractWithCustomerLiabilityAmountsReceivedInvoiced Namespace Prefix: pstx_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of obligation to transfer good or service to customer for which consideration has been received or is receivable. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479837/606-10-45-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-8Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479837/606-10-45-2 + Details Name: us-

gaap_ContractWithCustomerLiability Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of revenue recognized that was previously included in balance of obligation to transfer good or service to customer for which consideration from customer has been received or is due. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-8 + Details Name: us-gaap_ContractWithCustomerLiabilityRevenueRecognized Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - Details Name: us-gaap_TypeOfArrangementAxis=pstx_RocheCollaborationAgreementMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_TypeOfArrangementAxis=pstx_TakedaCollaborationAgreementMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_TypeOfArrangementAxis=pstx_AstellasStrategicRightsLetterMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_TypeOfArrangementAxis=pstx_AstellasCollaborationAgreementMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 50 R42.htm IDEA: XBRL DOCUMENT v3.24.3 California Institute of Regenerative Medicine Award - Additional Information (Details) - CIRM $ in Millions 1 Months Ended 9 Months Ended Sep. 30, 2018 USD ($) Sep. 30, 2024 Time Collaborative Arrangements And Noncollaborative Arrangement Transactions [Line Items] Â Â Revenue sharing multiple | Time Â 9 Period to exercise loan option upon food and drug administration authorization Â 10 days Repayment period Â 10 days Repayment of awards percentage Â 60.00% P-PSMA-101 program Â Â Collaborative Arrangements And Noncollaborative Arrangement Transactions [Line Items] Â Â Award received | $ $ 4.0 Â LIBOR Â Â Collaborative Arrangements And Noncollaborative Arrangement Transactions [Line Items] Â Â Debt instrument basis spread on variable rate Â 10.00% X - DefinitionAward received. + ReferencesNo definition available. + Details Name: pstx_AwardReceived Namespace Prefix: pstx_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionPeriod to exercise loan option upon food and drug administration authorization. + ReferencesNo definition available. + Details Name: pstx_PeriodToExerciseLoanOptionUponFoodAndDrugAdministrationAuthorization Namespace Prefix: pstx_ Data Type: xbrli:durationItemType Balance Type: na Period Type: duration X - DefinitionRepayment of awards percentage. + ReferencesNo definition available. + Details Name: pstx_RepaymentOfAwardsPercentage Namespace Prefix: pstx_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: duration X - DefinitionRevenue sharing multiple. + ReferencesNo definition available. + Details Name: pstx_RevenueSharingMultiple Namespace Prefix: pstx_ Data Type: xbrli:integerItemType Balance Type: na Period Type: duration X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 808 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479402/808-10-50-1 + Details Name: us-gaap_CollaborativeArrangementsAndNoncollaborativeArrangementTransactionsLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionPercentage points added to the reference rate to compute the variable rate on the debt instrument. + ReferencesNo definition available. + Details Name: us-gaap_DebtInstrumentBasisSpreadOnVariableRate1 Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: duration X - DefinitionPeriod of time between issuance and maturity of debt instrument, in PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days. + ReferencesNo definition available. + Details Name: us-gaap_DebtInstrumentTerm Namespace Prefix: us-gaap_ Data Type: xbrli:durationItemType Balance Type: na Period Type: duration X - Details Name: dei_LegalEntityAxis=pstx_CaliforniaInstituteOfRegenerativeMedicineMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_ResearchAndDevelopmentArrangementContractToPerformForOthersByTypeAxis=pstx_PPSMA101ProgramMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_VariableRateAxis=pstx_LiborMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 51 R43.htm IDEA: XBRL DOCUMENT v3.24.3 Term Debt - Additional Information (Details) $ in Millions 1 Months Ended 9 Months Ended Jul. 01, 2023 Feb. 28, 2022 USD ($) Months Sep. 30, 2024 USD ($) Dec. 31, 2017 USD ($) Debt Instrument [Line Items] Â Â Â Â Debt issuance costs Â $ 1.1 Â Debt instrument final payment fee accrued Â Â 3.0 Â Capital stock in excess Â $ 0.3 Â Â 2022 Loan Agreement Â Â Â Â Debt Instrument [Line Items] Â Â Â Â Debt instrument maturity date Â Feb. 01, 2027 Â Â Debt instrument basis spread on variable rate 7.83% Â Â Â Debt instrument interest rate during period 0.10% Â Â Â 2022 Loan Agreement | Oxford Â Â Â Â Debt Instrument [Line Items] Â Â Â Â Long-term debt Â $ 60.0 Â Â Long-term debt Â In February 2022, the Company entered into a new Loan and Security Agreement (â€œ2022 Loan Agreementâ€) with Oxford. Pursuant to the terms of the 2022 Loan Agreement, the Company borrowed $60.0 million in term loans (the â€œTerm Loansâ€), of which $31.6 million was used to repay the balance outstanding under the Amended Loan Agreement, including $0.2 million of accrued interest. Under the 2022 Loan Agreement the initial interest-only period was through April 1, 2025, followed by 23 equal monthly payments of principal and applicable interest. In September 2022, a qualifying equity event, as defined in the 2022 Loan Agreement, was achieved which extended the interest-only period through April 1, 2026, followed by 11 equal monthly payments of principal and applicable interest. As a result, all amounts outstanding under the 2022 Loan Agreement will mature on February 1, 2027 (the â€œMaturity Dateâ€). Â Â Debt instrument repayment number of month | Months Â 23 Â Â Debt instrument repayment additional number of monthly payments due period extension | Months Â 11 Â Â Amended Loan Agreement Â Â Â Â Debt Instrument [Line Items] Â Â Â Â Long-term debt Â Â Â $ 30.0 Amount used to repay outstanding debt Â $ 31.6 Â Â Payment of accrued interest Â 0.2 Â Â Debt instrument, fee amount Â $ 1.5 Â Â Debt issuance costs Â Â 1.5 Â Term Loans Â Â Â Â Debt Instrument [Line Items] Â Â Â Â Long-term debt Â Â $ 60.0 Â Debt instrument basis spread on variable rate Â Â 13.13% Â Interest rate recognized under effective interest method Â Â 14.61% Â Term Loans | 2022 Loan Agreement Â Â Â Â Debt Instrument [Line Items] Â Â Â Â Debt instrument basis spread on variable rate 7.94% 7.83% Â Â Debt instrument floating per annum rate 1-Month CME Term Secured Overnight Financing Rate (â€œSOFRâ€) 30-day U.S. Dollar (USD) LIBOR Â Â Debt instrument interest rate during period Â 0.11% Â Â Debt instrument, final payment fee percentage Â 7.50% Â Â Repayment of outstanding debt Â $ 5.0 Â Â X - DefinitionDebt instrument final payment fee accrued. + ReferencesNo definition available. + Details Name: pstx_DebtInstrumentFinalPaymentFeeAccrued Namespace Prefix: pstx_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionDebt instrument final payment fee percentage. + ReferencesNo definition available. + Details Name: pstx_DebtInstrumentFinalPaymentFeePercentage Namespace Prefix: pstx_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: duration X - DefinitionDebt instrument repayment additional number of monthly payments due period extension. + ReferencesNo definition available. + Details Name: pstx_DebtInstrumentRepaymentAdditionalNumberOfMonthlyPaymentsDuePeriodExtension Namespace Prefix: pstx_ Data Type: xbrli:integerItemType Balance Type: na Period Type: duration X - DefinitionDebt instrument repayment number of monthly payments. + ReferencesNo definition available. + Details Name: pstx_DebtInstrumentRepaymentNumberOfMonthlyPayments Namespace Prefix: pstx_ Data Type: xbrli:integerItemType Balance Type: na Period Type: duration X - DefinitionPayment of accrued interest. + ReferencesNo definition available. + Details Name: pstx_PaymentOfAccruedInterest Namespace Prefix: pstx_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of excess of issue price over par or stated value of stock and from other transaction involving stock or stockholder. Includes, but is not limited to, additional paid-in capital (APIC) for common and preferred stock. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(18)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)(a)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_AdditionalPaidInCapital Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionPercentage points added to the reference rate to compute the variable rate on the debt instrument. + ReferencesNo definition available. + Details Name: us-gaap_DebtInstrumentBasisSpreadOnVariableRate1 Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: duration X - DefinitionIdentification of the lender and information about a contractual promise to repay a short-term or long-term obligation, which includes borrowings under lines of credit, notes payable, commercial paper, bonds payable, debentures, and other contractual obligations for payment. This may include rationale for entering into the arrangement, significant terms of the arrangement, which may include amount, repayment terms, priority, collateral required, debt covenants, borrowing capacity, call features, participation rights, conversion provisions, sinking-fund requirements, voting rights, basis for conversion if convertible and remarketing provisions. The description may be provided for individual debt instruments, rational groupings of debt instruments, or by debt in total. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)) -SubTopic 10 -Topic 210 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(19)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(16)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(13)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 505 -SubTopic 10 -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-3Reference 6: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 942 -SubTopic 470 -Section 50 -Paragraph 3 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477734/942-470-50-3Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-2 + Details Name: us-gaap_DebtInstrumentDescription Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionDescription of reference rate used for variable rate of debt instrument. + ReferencesNo definition available. + Details Name: us-gaap_DebtInstrumentDescriptionOfVariableRateBasis Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of the fee that accompanies borrowing money under the debt instrument. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_DebtInstrumentFeeAmount Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionThe average effective interest rate during the reporting period. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)(a)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-2 + Details Name: us-gaap_DebtInstrumentInterestRateDuringPeriod Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: duration X - DefinitionEffective interest rate for the funds borrowed under the debt agreement considering interest compounding and original issue discount or premium. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482949/835-30-55-8Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)(a)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482900/835-30-50-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-6 + Details Name: us-gaap_DebtInstrumentInterestRateEffectivePercentage Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: instant X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482949/835-30-55-8Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(f)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.12-04(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-3Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 5: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69B -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69BReference 6: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69C -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69CReference 7: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69E -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69EReference 8: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69F -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69FReference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 11: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1DReference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1DReference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1DReference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 21:

http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1I -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1IReference 26: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-2Reference 27: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482900/835-30-50-1 + Details Name: us-gaap_DebtInstrumentLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionDate when the debt instrument is scheduled to be fully repaid, in YYYY-MM-DD format. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)(a)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1B + Details Name: us-gaap_DebtInstrumentMaturityDate Namespace Prefix: us-gaap_ Data Type: xbrli:dateItemType Balance Type: na Period Type: duration X - DefinitionAmount of unamortized debt discount (premium) and debt issuance costs. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482949/835-30-55-8Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69B -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69BReference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69C -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69CReference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1DReference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482900/835-30-50-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-2Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-4Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-1A + Details Name: us-gaap_DebtInstrumentUnamortizedDiscountPremiumAndDebtIssuanceCostsNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount, after deduction of unamortized premium (discount) and debt issuance cost, of long-term debt. Excludes lease obligation. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)) -SubTopic 10 -Topic 210 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482949/835-30-55-8Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(16)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69B -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69BReference 5: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69C -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69CReference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1DReference 7: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(16)(a)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (b)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-4 + Details Name: us-gaap_LongTermDebt Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of cash outflow for short-term and long-term debt. Excludes payment of lease obligation. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 15 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-15 + Details Name: us-gaap_RepaymentsOfDebt Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe cash outflow from the repayment of long-term borrowing where a lender is placed in a lien position behind debt having a higher priority of repayment (senior) in case of liquidation of the entity's assets or underlying collateral. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 15 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-15 + Details Name: us-gaap_RepaymentsOfSubordinatedDebt Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - Details Name: us-gaap_TypeOfArrangementAxis=pstx_TwoThousandAndTwentyTwoLoanAgreementMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_CounterpartyNameAxis=pstx_OxfordMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_TypeOfArrangementAxis=pstx_AmendedLoanAgreementMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_LongtermDebtTypeAxis=pstx_TermLoanMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 52 R44.htm IDEA: XBRL DOCUMENT v3.24.3 Stockholders' Equity - Additional Information (Details) - USD ($) 1 Months Ended 9 Months Ended Aug. 04, 2023 Aug. 31, 2021 Sep. 30, 2024 Sep. 30, 2023 Dec. 31, 2023 Jul. 31, 2020 Class Of Stock [Line Items] Â Â Â Â Â Â Common stock, shares authorized Â Â 250,000,000 Â 250,000,000 Â Common stock, par value Â Â $ 0.0001 Â $ 0.0001 Â Common stock, voting rights Â Â Each share of common stock is entitled to one vote. Â Â Â Dividends declared Â Â $ 0 Â Â Â Proceeds from issuance of common stock through ATM offering, net of issuance costs Â Â Â $ 928,000 Â Â Common stock issued and sold Â Â 97,411,571 Â 95,636,553 Â Common Stock Â Â Â Â Â Â Class Of Stock [Line Items] Â Â Â Â Â Â Warrants to purchase stock Â Â 93,518 Â Â Â Warrants to purchase stock Â Â $ 4.28 Â Â Â Common Stock | Astellas | Securities Purchase Agreement Â Â Â Â Â Â Class Of Stock [Line Items] Â Â Â Â Â Â Discount for lack of marketability of shares, at fair value on date of issuance $ 14,400,000 Â Â Â Â Â Common Stock | 2018 and 2019 Warrants Â Â Â Â Â Â Class Of Stock [Line Items] Â Â Â Â Â Â Warrants to purchase stock Â Â 27,604 Â Â Â Warrants to purchase stock Â Â $ 7.25 Â Â Â IPO Â Â Â Â Â Â Class Of Stock [Line Items] Â Â Â Â Â Â Common stock, shares authorized Â Â Â Â Â 250,000,000 Common stock, par value Â Â Â Â Â $ 0.0001 Undesignated preferred stock, shares authorized Â Â Â Â Â 10,000,000 Undesignated preferred stock, par value Â Â Â Â Â $ 0.0001 At the Market Facility | Common Stock | Sales Agreement | Cantor Fitzgerald & Co. Â Â Â Â Â Â Class Of Stock [Line Items] Â Â Â Â Â Â Proceeds from issuance of common stock through ATM offering, net of issuance costs Â Â Â $ 900,000 Â Â Aggregate offering price Â $ 85,000,000 Â Â Â Â Weighted average price per share Â Â Â $ 8.04 Â Â Common stock issued and sold Â Â 0 119,000 Â Â Private Placement | Common Stock | Astellas | Securities Purchase Agreement Â Â Â Â Â Â Class Of Stock [Line Items] Â Â Â Â Â Â Common stock, par value $ 0.0001 Â Â Â Â Â Sale of common stock under an underwritten public offering 8,333,333 Â Â Â Â Â Sale of stock, price per share $ 3 Â Â Â Â Â Proceeds from issuance of common stock through ATM offering, net of issuance costs $ 25,000,000 Â Â Â Â Â Â X - DefinitionAggregate offering price. + ReferencesNo definition available. + Details Name: pstx_AggregateOfferingPrice Namespace Prefix: pstx_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionCommon stock dividends declared. + ReferencesNo definition available. + Details Name: pstx_CommonStockDividendsDeclared Namespace Prefix: pstx_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-13Reference 2: http://www.xbrl.org/2003/role/recommendedDisclosureRef -Topic 272 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483014/272-10-45-3Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 272 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482987/272-10-50-1Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(d)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-13Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-13Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-13Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-13Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 14 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-14Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 18 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-18Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(27)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-03(i)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479886/946-10-S99-3Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-03(i)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479886/946-10-S99-3Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-03(i)(2)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479886/946-10-S99-3Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-03(i)(2)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479886/946-10-S99-3 + Details Name: us-gaap_ClassOfStockLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionExercise price per share or per unit of warrants or rights outstanding. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-3 + Details Name: us-gaap_ClassOfWarrantOrRightExercisePriceOfWarrantsOrRights1 Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - DefinitionNumber of securities into which the class of warrant or right may be converted. For example, but not limited to, 500,000 warrants may be converted into 1,000,000 shares. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-3 + Details Name: us-gaap_ClassOfWarrantOrRightNumberOfSecuritiesCalledByWarrantsOrRights Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionDiscount on common shares, or any unamortized balance thereof, shown separately as a deduction from the applicable account(s) as circumstances require. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.4-07) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-2 + Details Name: us-gaap_CommonStockDiscountOnShares Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionFace amount or stated value per share of common stock. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_CommonStockParOrStatedValuePerShare Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - DefinitionThe maximum number of common shares permitted to be issued by an entity's charter and bylaws. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(16)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1 + Details Name: us-gaap_CommonStockSharesAuthorized Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionTotal number of common shares of an entity that have been sold or granted to shareholders (includes common shares that were issued, repurchased and remain in the treasury). These shares represent capital invested by the firm's shareholders and owners, and may be all or only a portion of the number of shares authorized. Shares issued include shares outstanding and shares held in the treasury. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_CommonStockSharesIssued Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionDescription of voting rights of common stock. Includes eligibility to vote and votes per share owned. Include also, if any, unusual voting rights. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 505 -SubTopic 10 -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-3 + Details Name: us-gaap_CommonStockVotingRights Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionFace amount or stated value per share of preferred stock nonredeemable or redeemable solely at the option of the issuer. + ReferencesReference 1:

http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-13 + Details Name: us-gaap_PreferredStockParOrStatedValuePerShare Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - DefinitionThe maximum number of nonredeemable preferred shares (or preferred stock redeemable solely at the option of the issuer) permitted to be issued by an entity's charter and bylaws. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(16)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1 + Details Name: us-gaap_PreferredStockSharesAuthorized Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionThe cash inflow from the additional capital contribution to the entity. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 14 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-14 + Details Name: us-gaap_ProceedsFromIssuanceOfCommonStock Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe number of shares issued or sold by the subsidiary or equity method investee per stock transaction. + ReferencesNo definition available. + Details Name: us-gaap_SaleOfStockNumberOfSharesIssuedInTransaction Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionPer share amount received by subsidiary or equity investee for each share of common stock issued or sold in the stock transaction. + ReferencesNo definition available. + Details Name: us-gaap_SaleOfStockPricePerShare Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - DefinitionPer share weighted-average price paid for shares purchased on open market for issuance under share-based payment arrangement. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 718 -SubTopic 10 -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardPerShareWeightedAveragePriceOfSharesPurchased Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - Details Name: us-gaap_StatementEquityComponentsAxis=us-gaap_CommonStockMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_CounterpartyNameAxis=pstx_AstellasUSLLCMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_TypeOfArrangementAxis=pstx_PurchaseAgreementMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_ClassOfWarrantOrRightAxis=pstx_TwoThousandEighteenAndTwoThousandNineteenWarrantsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_SubsidiarySaleOfStockAxis=us-gaap_IPOMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_SubsidiarySaleOfStockAxis=pstx_MarketFacilityMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_TypeOfArrangementAxis=pstx_SalesAgreementMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_RelatedPartyTransactionAxis=pstx_CantorFitzgeraldAndCompanyMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_SubsidiarySaleOfStockAxis=us-gaap_PrivatePlacementMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 53 R45.htm IDEA: XBRL DOCUMENT v3.24.3 Stock-Based Compensation - Additional Information (Details) - USD ($) $ / shares in Units, $ in Thousands 1 Months Ended 9 Months Ended Jul. 31, 2020 Sep. 30, 2024 Sep. 30, 2023 Dec. 31, 2023 Feb. 28, 2022 Share Based Compensation Arrangement By Share Based Payment Award [Line Items] Â Â Â Â Â Weighted-average grant date fair value of options granted Â $ 2.75 $ 3.42 Â Â Aggregate intrinsic value of options exercised Â $ 35 $ 100 Â Â Cash received from options exercised Â 100 $ 100 Â Â Unrecognized compensation cost Â $ 20,100 Â Â Â Stock Options Â Â Â Â Â Share Based Compensation Arrangement By Share Based Payment Award [Line Items] Â Â Â Â Â Weighted-average period over which cost expected to be recognized Â 2 years 6 months Â Â Â Restricted Stock Units (RSUs) Â Â Â Â Â Share Based Compensation Arrangement By Share Based Payment Award [Line Items] Â Â Â Â Â Weighted-average period over which cost expected to be recognized Â 2 years 8 months 12 days Â Â Â Vesting period Â 4 years Â Â Â Unrecognized compensation cost Â $ 16,800 Â Â Â 2020 Equity Incentive Plan Â Â Â Â Â Share Based Compensation Arrangement By Share Based Payment Award [Line Items] Â Â Â Â Â Number of common stock reserved for issuance 11,183,476 Â Â Â Â Share-based compensation award term 10 years Â Â Â Â Percentage increase of outstanding number of shares of common stock 5.00% Â Â Â Â Inducement Plan | Maximum Â Â Â Â Â Share Based Compensation Arrangement By Share Based Payment Award [Line Items] Â Â Â Â Â Number of common stock issuable Â Â Â 3,517,105 2,000,000 2020 Employee Stock Purchase Plan Â Â Â Â Â Share Based Compensation Arrangement By Share Based Payment Award [Line Items] Â Â Â Â Â Number of common stock reserved for issuance 615,000 Â Â Â Â Share-based compensation award term 10 years Â Â Â Â Percentage increase of outstanding number of shares of common stock 1.00% Â Â Â Â Share-based compensation shares issued in period 1,230,000 Â Â Â Â Offering period of common stock six months Â Â Â Â Percentage of the fair market value per share of common stock 85.00% Â Â Â Â Total shares purchased by employees Â 568,023 Â Â Â Net proceeds from share purchase by employees Â $ 1,200 Â Â Â 2020 Employee Stock Purchase Plan | Maximum Â Â Â Â Â Share Based Compensation Arrangement By Share Based Payment Award [Line Items] Â Â Â Â Â Percentage of annual compensation 15.00% Â Â Â Â Number of shares purchased 3,000 Â Â Â Â X - DefinitionOffering period of common stock. + ReferencesNo definition available. + Details Name: pstx_OfferingPeriodOfCommonStock Namespace Prefix: pstx_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionShare based compensation arrangement by share based payment award percentage of annual compensation. + ReferencesNo definition available. + Details Name: pstx_ShareBasedCompensationArrangementByShareBasedPaymentAwardPercentageOfAnnualCompensation Namespace Prefix: pstx_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: duration X - DefinitionAggregate number of common shares reserved for future issuance. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_CommonStockCapitalSharesReservedForFutureIssuance Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionWeighted-average period over which cost not yet recognized is expected to be recognized for award under share-based payment arrangement, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognizedPeriodForRecognition1 Namespace Prefix: us-gaap_ Data Type: xbrli:durationItemType Balance Type: na Period Type: duration X - DefinitionAmount of cost to be recognized for nonvested award under share-based payment arrangement. Excludes share and unit options. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognizedShareBasedAwardsOtherThanOptions Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of cost to be recognized for option under share-based payment arrangement. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognizedStockOptions Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of cash inflow from exercise of option under share-based payment arrangement. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 14 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-14Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2A -Subparagraph (a) -SubTopic 10 -Topic 718 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2A + Details Name: us-gaap_ProceedsFromStockOptionsExercised Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe cash inflow associated with the amount received from the stock plan during the period. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 14 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-14 + Details Name: us-gaap_ProceedsFromStockPlans Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionPeriod 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. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardAwardVestingPeriod1 Namespace Prefix: us-gaap_ Data Type: xbrli:durationItemType Balance Type: na Period Type: duration X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 35 -Paragraph 1D -Publisher FASB -URI https://asc.fasb.org/1943274/2147480483/718-10-35-1DReference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 35 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480483/718-10-35-3Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(01) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(02) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(03) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(01) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(02) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(03) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (d)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (d)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (e)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (e)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(iii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(iv) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 28: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(v) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionNumber of shares authorized for issuance under share-based payment arrangement. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardNumberOfSharesAuthorized Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionAmount of accumulated difference between fair value of underlying shares on dates of exercise and exercise price on options exercised (or share units converted) into shares. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (d)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExercisesInPeriodTotalIntrinsicValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe weighted average grant-date fair value of options granted during the reporting period as calculated by applying the disclosed option pricing

methodology. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (d)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsGrantsInPeriodWeightedAverageGrantDateFairValue Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionMaximum number of shares that may be issued in accordance with the plan as a proportion of outstanding capital stock. + ReferencesNo definition available. + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardPercentageOfOutstandingStockMaximum Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: duration X - DefinitionNumber of shares issued under share-based payment arrangement. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 718 -SubTopic 10 -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardSharesIssuedInPeriod Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionNumber of shares purchased for issuance under share-based payment arrangement. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (l) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardSharesPurchasedForAward Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionPeriod from grant date that an equity-based award expires, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_SharebasedCompensationArrangementBySharebasedPaymentAwardExpirationPeriod Namespace Prefix: us-gaap_ Data Type: xbrli:durationItemType Balance Type: na Period Type: duration X - DefinitionPurchase price of common stock expressed as a percentage of its fair value. + ReferencesNo definition available. + Details Name: us-gaap_SharebasedCompensationArrangementBySharebasedPaymentAwardPurchasePriceOfCommonStockPercent Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: duration X - DefinitionNumber of shares of capital stock issued (purchased by employees) in connection with an employee stock ownership plan. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 718 -SubTopic 40 -Section 25 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480637/718-40-25-10 + Details Name: us-gaap_StockIssuedDuringPeriodSharesEmployeeStockOwnershipPlan Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_AwardTypeAxis=us-gaap_EmployeeStockOptionMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_AwardTypeAxis=us-gaap_RestrictedStockUnitsRSUMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_PlanNameAxis=pstx_TwoThousandTwentyEquityIncentivePlanMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_PlanNameAxis=pstx_InducementPlanMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_RangeAxis=srt_MaximumMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_PlanNameAxis=pstx_TwoThousandTwentyEmployeeStockPurchasePlanMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 54 R46.htm IDEA: XBRL DOCUMENT v3.24.3 Stock-Based Compensation - Summary of the Company's Stock Option Activity (Details) $ / shares in Units, $ in Thousands 9 Months Ended Sep. 30, 2024 USD ($) $ / shares shares Share-Based Payment Arrangement [Abstract] Â Balance, Shares | shares 14,909,912 Granted, Shares | shares 3,910,132 Exercised, Shares | shares (39,476) Forfeited/Cancelled, Shares | shares (1,259,350) Balance, Shares | shares 17,521,218 Options vested and expected to vest as of September 30, 2024 | shares 17,521,218 Options vested and exercisable as of September 30, 2024 | shares 10,312,322 Balance, Weighted Average Exercise Price | $ / shares $ 6.84 Options Granted, Weighted Average Exercise Price | $ / shares 3.8 Exercised, Weighted Average Exercise Price | $ / shares 2.74 Forfeited/Cancelled, Weighted Average Exercise Price | $ / shares 5.46 Balance, Weighted Average Exercise Price | $ / shares 6.27 Options vested and expected to vest as of September 30, 2024 | $ / shares 6.27 Options vested and exercisable as of September 30, 2024 | $ / shares $ 7.55 Balance, Weighted Average Remaining Contractual Term (Years) 7 years 1 month 13 days Options vested and expected to vest as of September 30, 2024 7 years 1 month 13 days Options vested and exercisable as of September 30, 2024 6 years 29 days Balance,Aggregate Intrinsic Value | $ $ 696 Options vested and expected to vest as of September 30, 2024 | $ 696 Options vested and exercisable as of September 30, 2024 | $ $ 500 X - ReferencesNo definition available. + Details Name: us-gaap_DisclosureOfCompensationRelatedCostsSharebasedPaymentsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe number of shares into which fully or partially vested stock options outstanding as of the balance sheet date can be currently converted under the option plan. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExercisableNumber Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionThe 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. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExercisableWeightedAverageExercisePrice Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - DefinitionWeighted average price of options that were either forfeited or expired. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsForfeituresAndExpirationsInPeriodWeightedAverageExercisePrice Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionThe number of shares under options that were cancelled during the reporting period as a result of occurrence of a terminating event specified in contractual agreements pertaining to the stock option plan. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(03) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsForfeituresInPeriod Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionGross number of share options (or share units) granted during the period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(01) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsGrantsInPeriodGross Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionAmount by which the current fair value of the underlying stock exceeds the exercise price of options outstanding. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 718 -SubTopic 10 -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingIntrinsicValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionNumber of options outstanding, including both vested and non-vested options. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingNumber Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionWeighted average price at which grantees can acquire the shares reserved for issuance under the stock option plan. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingWeightedAverageExercisePrice Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - DefinitionAmount by which current fair value of underlying stock exceeds exercise price of fully vested and expected to vest options outstanding. Includes, but is not limited to, unvested options for which requisite service period has not been rendered but that are expected to vest based on achievement of performance condition, if forfeitures are recognized when they occur. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (e)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsVestedAndExpectedToVestOutstandingAggregateIntrinsicValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionNumber of fully vested and expected to vest options outstanding that can be converted into shares under option plan. Includes, but is not limited to, unvested options for which requisite service period has not been rendered but that are expected to vest based on achievement of performance condition, if forfeitures are recognized when they occur. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (e)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsVestedAndExpectedToVestOutstandingNumber Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionWeighted-average exercise price, at which grantee can acquire shares reserved for issuance, for fully vested and expected to vest options outstanding. Includes, but is not limited to, unvested options for which requisite service period has not been rendered but that are expected to vest based on achievement of performance condition, if forfeitures are recognized when they occur. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (e)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsVestedAndExpectedToVestOutstandingWeightedAverageExercisePrice Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - DefinitionWeighted average price at which option holders acquired shares when converting their stock options into shares. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(02) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementsByShareBasedPaymentAwardOptionsExercisesInPeriodWeightedAverageExercisePrice Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionWeighted average per share amount at which grantees can acquire shares of common stock by exercise of options. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(01) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementsByShareBasedPaymentAwardOptionsGrantsInPeriodWeightedAverageExercisePrice Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionAmount of difference between fair value of the underlying shares reserved for issuance and exercise price of vested portions of options outstanding and currently exercisable. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 718 -SubTopic 10 -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_SharebasedCompensationArrangementBySharebasedPaymentAwardOptionsExercisableIntrinsicValue1 Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionWeighted average remaining contractual term for vested portions of options outstanding and currently exercisable or convertible, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 718 -SubTopic 10 -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_SharebasedCompensationArrangementBySharebasedPaymentAwardOptionsExercisableWeightedAverageRemainingContractualTerm1 Namespace Prefix: us-gaap_ Data Type: xbrli:durationItemType Balance Type: na Period Type: duration X - DefinitionWeighted average remaining contractual term for option awards outstanding, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 718 -SubTopic 10 -Subparagraph (e)(1) -Name Accounting Standards Codification -Paragraph 2 -Section 50 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_SharebasedCompensationArrangementBySharebasedPaymentAwardOptionsOutstandingWeightedAverageRemainingContractualTerm2 Namespace Prefix: us-gaap_ Data Type: xbrli:durationItemType Balance Type: na Period Type: duration X - DefinitionWeighted average remaining contractual term for fully vested and expected to vest options outstanding, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days. Includes, but is not limited to, unvested options for which requisite service period has not been rendered but that are expected to vest based on achievement of performance condition, if forfeitures are recognized when they occur. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (e)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_SharebasedCompensationArrangementByShareBasedPaymentAwardOptionsVestedAndExpectedToVestOutstandingWeightedAverageRemainingContractualTerm1 Namespace Prefix: us-gaap_ Data Type: xbrli:durationItemType Balance Type: na Period Type: duration X - DefinitionNumber of share options (or share units) exercised during the current period. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(02) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -

Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_StockIssuedDuringPeriodSharesStockOptionsExercised Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration XML 55 R47.htm IDEA: XBRL DOCUMENT v3.24.3 Stock-Based Compensation - Schedule of Assumptions Used to Determine the Fair Value of Options Granted (Details) 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Share Based Compensation Arrangement By Share Based Payment Award [Line Items] Â Â Risk-free interest rate 4.00% 4.00% Expected volatility 80.80% 82.60% Expected term (years) 5 years 8 months 12 days 6 years X - DefinitionThe estimated measure of the percentage by which a share price is expected to fluctuate during a period. Volatility also may be defined as a probability-weighted measure of the dispersion of returns about the mean. The volatility of a share price is the standard deviation of the continuously compounded rates of return on the share over a specified period. That is the same as the standard deviation of the differences in the natural logarithms of the stock prices plus dividends, if any, over the period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsExpectedVolatilityRate Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: duration X - DefinitionThe risk-free interest rate assumption that is used in valuing an option on its own shares. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(iv) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsRiskFreeInterestRate Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: duration X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 35 -Paragraph 1D -Publisher FASB -URI https://asc.fasb.org/1943274/2147480483/718-10-35-1DReference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 35 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480483/718-10-35-3Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(01) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(02) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(03) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(01) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(02) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(03) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (d)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (d)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (e)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (e)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(iii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(iv) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 28: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(v) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionExpected term of award under share-based payment arrangement, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsExpectedTerm1 Namespace Prefix: us-gaap_ Data Type: xbrli:durationItemType Balance Type: na Period Type: duration XML 56 R48.htm IDEA: XBRL DOCUMENT v3.24.3 Stock-Based Compensation - Summary of Restricted Stock Unit (RSU) Activity (Details) - Restricted Stock Units (RSUs) 9 Months Ended Sep. 30, 2024 $ / shares shares Share Based Compensation Arrangement By Share Based Payment Award [Line Items] Â Balance, Shares | shares 4,555,099 Granted, Shares | shares 2,808,838 Vested, Shares | shares (1,318,974) Forfeited/Cancelled, Shares | shares (471,434) Balance, Shares | shares 5,573,529 Balance, Weighted Average Grant Date Fair Value | $ / shares $ 4.35 Granted, Weighted Average Grant Date Fair Value | $ / shares 3.51 Vested, Weighted Average Grant Date Fair Value | $ / shares 4.3 Forfeited/Cancelled, Weighted Average Grant Date Fair Value | $ / shares 4.11 Balance, Weighted Average Grant Date Fair Value | $ / shares $ 3.96 X - DefinitionThe number of equity-based payment instruments, excluding stock (or unit) options, that were forfeited during the reporting period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(03) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsForfeitedInPeriod Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionWeighted average fair value as of the grant date of equity-based award plans other than stock (unit) option plans that were not exercised or put into effect as a result of the occurrence of a terminating event. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(03) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsForfeituresWeightedAverageGrantDateFairValue Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionThe number of grants made during the period on other than stock (or unit) option plans (for example, phantom stock or unit plan, stock or unit appreciation rights plan, performance target plan). + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(01) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsGrantsInPeriod Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionThe weighted average fair value at grant date for nonvested equity-based awards issued during the period on other than stock (or unit) option plans (for example, phantom stock or unit plan, stock or unit appreciation rights plan, performance target plan). + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(01) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsGrantsInPeriodWeightedAverageGrantDateFairValue Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionThe number of non-vested equity-based payment instruments, excluding stock (or unit) options, that validly exist and are outstanding as of the balance sheet date. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedNumber Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionPer share or unit weighted-average fair value of nonvested award under share-based payment arrangement. Excludes share and unit options. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedWeightedAverageGrantDateFairValue Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - DefinitionThe number of equity-based payment instruments, excluding stock (or unit) options, that vested during the reporting period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(02) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsVestedInPeriod Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionThe weighted average fair value as of grant date pertaining to an equity-based award plan other than a stock (or unit) option plan for which the grantee gained the right during the reporting period, by satisfying service and performance requirements, to receive or retain shares or units, other instruments, or cash in accordance with the terms of the arrangement. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(02) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsVestedInPeriodWeightedAverageGrantDateFairValue Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 35 -Paragraph 1D -Publisher FASB -URI https://asc.fasb.org/1943274/2147480483/718-10-35-1DReference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 35 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480483/718-10-35-3Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(01) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(02) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(03) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -

Section 50 -Paragraph 2 -Subparagraph (c)(2)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(01) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(02) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(03) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (d)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (d)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (e)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (e)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(iii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(iv) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 28: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(v) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_AwardTypeAxis=us-gaap_RestrictedStockUnitsRSUMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 57 R49.htm IDEA: XBRL DOCUMENT v3.24.3 Stock-Based Compensation - Schedule of Assumptions Used to Determine the Fair Value of Purchase Rights Issued Under ESPP (Details) 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Share Based Compensation Arrangement By Share Based Payment Award [Line Items] Â Â Risk-free interest rate 4.00% 4.00% Expected volatility 80.80% 82.60% Expected term (years) 5 years 8 months 12 days 6 years 2020 Employee Stock Purchase Plan Â Â Share Based Compensation Arrangement By Share Based Payment Award [Line Items] Â Â Risk-free interest rate 4.90% 5.30% Expected volatility 91.00% 87.10% Expected term (years) 6 months 6 months X - DefinitionThe estimated measure of the percentage by which a share price is expected to fluctuate during a period. Volatility also may be defined as a probability-weighted measure of the dispersion of returns about the mean. The volatility of a share price is the standard deviation of the continuously compounded rates of return on the share over a specified period. That is the same as the standard deviation of the differences in the natural logarithms of the stock prices plus dividends, if any, over the period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsExpectedVolatilityRate Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: duration X - DefinitionThe risk-free interest rate assumption that is used in valuing an option on its own shares. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(iv) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsRiskFreeInterestRate Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: duration X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 35 -Paragraph 1D -Publisher FASB -URI https://asc.fasb.org/1943274/2147480483/718-10-35-1DReference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 35 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480483/718-10-35-3Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(2) -Publisher 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https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionExpected term of award under share-based payment arrangement, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_SharebasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsExpectedTerm1 Namespace Prefix: us-gaap_ Data Type: xbrli:durationItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_PlanNameAxis=pstx_TwoThousandTwentyEmployeeStockPurchasePlanMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 58 R50.htm IDEA: XBRL DOCUMENT v3.24.3 Stock-Based Compensation - Schedule of Stock-Based Compensation Expense (Details) - USD ($) $ in Thousands 3 Months Ended 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Employee Service Share Based Compensation Allocation Of Recognized Period Costs [Line Items] Â Â Â Â Total stock-based compensation expense $ 4,959 $ 5,117 $ 17,971 $ 18,071 Research and Development Â Â Â Â Employee Service Share Based Compensation Allocation Of Recognized Period Costs [Line Items] Â Â Â Â Total stock-based compensation expense 3,160 3,097 9,327 9,258 General and Administrative Â Â Â Â Employee Service Share Based Compensation Allocation Of Recognized Period Costs [Line Items] Â Â Â Â Total stock-based compensation expense $ 1,799 $ 2,020 $ 8,644 $ 8,813 X - DefinitionAmount of expense for award under share-based payment arrangement. Excludes amount capitalized. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 14.F) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479830/718-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (h)(1)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_AllocatedShareBasedCompensationExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesNo definition available. + Details Name: us-gaap_EmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_IncomeStatementLocationAxis=us-gaap_ResearchAndDevelopmentExpenseMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_IncomeStatementLocationAxis=us-gaap_GeneralAndAdministrativeExpenseMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 59 R51.htm IDEA: XBRL DOCUMENT v3.24.3 Commitments and Contingencies - Additional Information (Details) $ in Thousands 9 Months Ended Sep. 30, 2024 USD ($) ftÂ² Option Sep. 30, 2023 USD ($) Dec. 31, 2023 USD ($) Oct. 31, 2021 ftÂ² Commitments And Contingencies [Line Items] Â Â Â Â Operating leases, number of square feet | ftÂ² 110,000 Â Â Â ROU asset $ 19,054 Â $ 21,726 Â Lease liability $ 23,819 Â Â Â Operating lease, number of options to extend term | Option 2 Â Â Â Operating lease, extended term 5 years Â Â Â Operating lease, option to extend true Â Â Â Operating lease, option to extend, description The lease agreements include two options to extend the term for a period of 5 years each. Â Â Â Operating lease expense $ 4,300 $ 4,400 Â Â Operating lease, payments $ 4,600 Â Â Â Operating lease, weighted-average remaining lease term 5 years Â Â Â Operating lease, weighted -average discount rate 8.90% Â Â Â Research and Administrative Activities Â Â Â Â Commitments And Contingencies [Line Items] Â Â Â Â Operating leases, number of square feet | ftÂ² Â Â Â 23,000 Lease Expires on December 31, 2029 Â Â Â Â Commitments And Contingencies [Line Items] Â Â Â Â Operating leases, number of square feet | ftÂ² 87,000 Â Â Â X - DefinitionCommitments and Contingencies. + ReferencesNo definition available. + Details Name: pstx_CommitmentsAndContingenciesLineItems Namespace Prefix: pstx_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionLessee operating lease number of options to extend term. + ReferencesNo definition available. + Details Name: pstx_LesseeOperatingLeaseNumberOfOptionsToExtendTerm Namespace Prefix: pstx_ Data Type: xbrli:integerItemType Balance Type: na Period Type: duration X - DefinitionArea of land held. + ReferencesNo definition available. + Details Name: us-gaap_AreaOfLand Namespace Prefix: us-gaap_ Data Type: dtr-types:areaItemType Balance Type: na Period Type: instant X - DefinitionIndicates (true false) whether lessee has option to extend operating lease. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-3 + Details Name: us-gaap_LesseeOperatingLeaseExistenceOfOptionToExtend Namespace Prefix: us-gaap_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - DefinitionDescription of terms and conditions of option to extend lessee's operating lease. Includes, but is not limited to, information about option recognized as part of right-of-use asset and lease liability. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-3 + Details Name: us-gaap_LesseeOperatingLeaseOptionToExtend Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionTerm of lessee's operating lease renewal, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-3 + Details Name: us-gaap_LesseeOperatingLeaseRenewalTerm Namespace Prefix: us-gaap_ Data Type: xbrli:durationItemType Balance Type: na Period Type: instant X - DefinitionAmount of operating lease expense. Excludes sublease income. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 4 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479041/842-20-45-4 + Details Name: us-gaap_OperatingLeaseExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionPresent value of lessee's discounted obligation for lease payments from operating lease. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479041/842-20-45-1 + Details Name: us-gaap_OperatingLeaseLiability Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of cash outflow from operating lease, excluding payments to bring another asset to condition and location necessary for its intended use. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 5 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479041/842-20-45-5Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -

Section 50 -Paragraph 4 -Subparagraph (g)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-4 + Details Name: us-gaap_OperatingLeasePayments Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of lessee's right to use underlying asset under operating lease. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479041/842-20-45-1 + Details Name: us-gaap_OperatingLeaseRightOfUseAsset Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionWeighted average discount rate for operating lease calculated at point in time. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 53 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479589/842-20-55-53Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (g)(4) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-4 + Details Name: us-gaap_OperatingLeaseWeightedAverageDiscountRatePercent Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: instant X - DefinitionWeighted average remaining lease term for operating lease, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 53 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479589/842-20-55-53Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-4 + Details Name: us-gaap_OperatingLeaseWeightedAverageRemainingLeaseTerm1 Namespace Prefix: us-gaap_ Data Type: xbrli:durationItemType Balance Type: na Period Type: instant X - Details Name: srt_ProductOrServiceAxis=us-gaap_AdministrativeServiceMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_LeaseContractualTermAxis=pstx_LeaseExpirationDateMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 60 R52.htm IDEA: XBRL DOCUMENT v3.24.3 Commitments and Contingencies - Summary of Maturities of Lease Liabilities (Details) - USD ($) $ in Thousands Sep. 30, 2024 Dec. 31, 2023 Commitments and Contingencies Disclosure [Abstract] Â Â 2024 (remaining three months) $ 1,564 Â 2025 6,374 Â 2026 5,107 Â 2027 5,260 Â 2028 5,418 Â Thereafter 5,581 Â Total future lease payments 29,304 Â Imputed interest (5,485) Â Total lease liability balance 23,819 Â Less current portion of lease liability 6,085 $ 5,951 Lease liability, net of current portion $ 17,734 $ 20,882 X - DefinitionLessee operating lease liability payments due after year four. + ReferencesNo definition available. + Details Name: pstx_LesseeOperatingLeaseLiabilityPaymentsDueAfterYearFour Namespace Prefix: pstx_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap_CommitmentsAndContingenciesDisclosureAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of lessee's undiscounted obligation for lease payment for operating lease. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-6 + Details Name: us-gaap_LesseeOperatingLeaseLiabilityPaymentsDue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of lessee's undiscounted obligation for lease payment for operating lease to be paid in next fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach). + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-6 + Details Name: us-gaap_LesseeOperatingLeaseLiabilityPaymentsDueNextTwelveMonths Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of lessee's undiscounted obligation for lease payment for operating lease to be paid in fourth fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach). + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-6 + Details Name: us-gaap_LesseeOperatingLeaseLiabilityPaymentsDueYearFour Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of lessee's undiscounted obligation for lease payment for operating lease to be paid in third fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach). + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-6 + Details Name: us-gaap_LesseeOperatingLeaseLiabilityPaymentsDueYearThree Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of lessee's undiscounted obligation for lease payment for operating lease to be paid in second fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach). + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-6 + Details Name: us-gaap_LesseeOperatingLeaseLiabilityPaymentsDueYearTwo Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of lessee's undiscounted obligation for lease payment for operating lease having initial or remaining lease term in excess of one year to be paid in remainder of current fiscal year. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-6 + Details Name: us-gaap_LesseeOperatingLeaseLiabilityPaymentsRemainderOfFiscalYear Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of lessee's undiscounted obligation for lease payments in excess of discounted obligation for lease payments for operating lease. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-6 + Details Name: us-gaap_LesseeOperatingLeaseLiabilityUndiscountedExcessAmount Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionPresent value of lessee's discounted obligation for lease payments from operating lease. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479041/842-20-45-1 + Details Name: us-gaap_OperatingLeaseLiability Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionPresent value of lessee's discounted obligation for lease payments from operating lease, classified as current. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479041/842-20-45-1 + Details Name: us-gaap_OperatingLeaseLiabilityCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionPresent value of lessee's discounted obligation for lease payments from operating lease, classified as noncurrent. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479041/842-20-45-1 + Details Name: us-gaap_OperatingLeaseLiabilityNoncurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant XML 61 R53.htm IDEA: XBRL DOCUMENT v3.24.3 Net Income (Loss) Per Share - Schedule of Computation of Basic and Diluted Net Income (Loss) Per Share (Details) - USD ($) $ / shares in Units, $ in Thousands 3 Months Ended 9 Months Ended Sep. 30, 2024 Jun. 30, 2024 Mar. 31, 2024 Sep. 30, 2023 Jun. 30, 2023 Mar. 31, 2023 Sep. 30, 2024 Sep. 30, 2023 Net Income (Loss) Attributable to Parent [Abstract] Â Â Â Â Â Â Â Â Â Net income (loss) $ 20,235 $ (31,371) $ (24,274) $ (31,778) $ (27,456) $ (38,847) $ (35,410) $ (98,081) Net income (loss) attributable to common stockholders, Basic 20,235 Â Â (31,778) Â Â (35,410) (98,081) Net income (loss) attributable to common stockholders, Diluted $ 20,235 Â Â $ (31,778) Â Â $ (35,410) $ (98,081) Denominator: Â Â Â Â Â Â Â Â Denominator for basic net income (loss) per share - weighted-average common stock outstanding 97,160,467 Â Â 91,898,347 Â Â 96,716,649 88,321,943 Effect of dilutive securities: Â Â Â Â Â Â Â Â Denominator for diluted net income (loss) per share - adjusted weighted-average common stock outstanding 98,219,947 Â Â 91,898,347 Â Â 96,716,649 88,321,943 Basic net income (loss) per share $ 0.21 Â Â $ (0.35) Â Â $ (0.37) $ (1.11) Diluted net income (loss) per share $ 0.21 Â Â $ (0.35) Â Â $ (0.37) $ (1.11) Employee Stock Option Â Â Â Â Â Â Â Â Effect of dilutive securities: Â Â Â Â Â Â Â Â Denominator for diluted net income (loss) per share - adjusted weighted-average common stock outstanding 194,627 Â Â Â Â Â Â Â Â RSUs Â Â Â Â Â Â Â Â Effect of dilutive securities: Â Â Â Â Â Â Â Â Denominator for diluted net income (loss) per share - adjusted weighted-average common stock outstanding 847,279 Â Â Â Â Â Â Â Â ESPP Shares Â Â Â Â Â Â Â Â Effect of dilutive securities: Â Â Â Â Â Â Â Â Denominator for diluted net income (loss) per share - adjusted weighted-average common stock outstanding 17,574 Â Â Â Â Â Â Â X - ReferencesNo definition available. + Details Name: us-gaap_DilutiveSecuritiesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe amount of net income (loss) for the period per each share of common stock or unit outstanding during the reporting period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 52 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482635/260-10-55-52Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 15 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482635/260-10-55-15Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (e)(4) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-7Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-2Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-4Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-10Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(25)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(27)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(23)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-7 + Details Name: us-gaap_EarningsPerShareBasic Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionThe amount of net income (loss) for the period available to each share of common stock or common unit outstanding during the reporting period and to each share or unit that would have been outstanding assuming the issuance of common shares or units for all dilutive potential common shares or units outstanding during the reporting period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 52 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482635/260-10-55-52Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 15 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482635/260-10-55-15Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (e)(4) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-7Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-2Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-4Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(25)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(27)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards

Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(23)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-7 + Details Name: us-gaap_EarningsPerShareDiluted Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionThe portion of profit or loss for the period, net of income taxes, which is attributable to the parent. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-9Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482765/220-10-50-6Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-1Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-8Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-4Reference 17: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-10Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479105/946-220-45-7Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(18)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(1)(d)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 23: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 28: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 29: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 30: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 31: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 32: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 33: http://www.xbrl.org/2003/role/disclosureRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-7Reference 34: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 35: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1AReference 36: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1BReference 37: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(22)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1 + Details Name: us-gaap_NetIncomeLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_NetIncomeLossAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount, after deduction of tax, noncontrolling interests, dividends on preferred stock and participating securities; of income (loss) available to common shareholders. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-4Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 5 -Subparagraph (SAB Topic 6.B) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-5Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-10Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-11Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60B + Details Name: us-gaap_NetIncomeLossAvailableToCommonStockholdersBasic Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount, after deduction of tax, noncontrolling interests, dividends on preferred stock and participating securities, and addition from assumption of issuance of common shares for dilutive potential common shares; of income (loss) available to common shareholders. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 5 -Subparagraph (SAB Topic 6.B) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-5Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 16 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-16Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 40 -Subparagraph (b)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-40Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 40 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-40Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 40 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-40Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 40 -Subparagraph (b)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-40 + Details Name: us-gaap_NetIncomeLossAvailableToCommonStockholdersDiluted Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe average number of shares or units issued and outstanding that are used in calculating diluted EPS or earnings per unit (EPU), determined based on the timing of issuance of shares or units in the period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 16 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-16 + Details Name: us-gaap_WeightedAverageNumberOfDilutedSharesOutstanding Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionNumber of [basic] shares or units, after adjustment for contingently issuable shares or units and other shares or units not deemed outstanding, determined by relating the portion of time within a reporting period that common shares or units have been outstanding to the total time in that period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-10 + Details Name: us-gaap_WeightedAverageNumberOfSharesOutstandingBasic Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_WeightedAverageNumberOfSharesOutstandingDilutedDisclosureItemsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis=us-gaap_EmployeeStockOptionMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis=us-gaap_RestrictedStockUnitsRSUMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis=us-gaap_EmployeeStockMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 62 R54.htm IDEA: XBRL DOCUMENT v3.24.3 Net Income (Loss) Per Share - Schedule of Anti-Dilutive Securities Excluded From Computation of Diluted Net Loss per Share Attributable to Common Stockholders (Details) - shares 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Antidilutive Securities Excluded From Computation Of Earnings Per Share [Line Items] Â Â Antidilutive securities excluded from computation of earnings per share, amount 23,248,752 19,962,488 Outstanding stock options and RSUs Â Â Antidilutive Securities Excluded From Computation Of Earnings Per Share [Line Items] Â Â Antidilutive securities excluded from computation of earnings per share, amount 23,094,747 19,837,783 Warrants to Purchase Common Stock Â Â Antidilutive Securities Excluded From Computation Of Earnings Per Share [Line Items] Â Â Antidilutive securities excluded from computation of earnings per share, amount 121,122 121,122 ESPP Shares Â Â Antidilutive Securities Excluded From Computation Of Earnings Per Share [Line Items] Â Â Antidilutive securities excluded from computation of earnings per share, amount 32,883 3,583 X - DefinitionSecurities (including those issuable pursuant to contingent stock agreements) that could potentially dilute basic earnings per share (EPS) or earnings per unit (EPU) in the future that were not included in the computation of diluted EPS or EPU because to do so would increase EPS or EPU amounts or decrease loss per share or unit amounts for the period presented. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1 + Details Name: us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesNo definition available. + Details Name: us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis=pstx_OutstandingStockOptionsAndRsusMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis=us-gaap_WarrantMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis=us-gaap_EmployeeStockMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 63 R55.htm IDEA: XBRL DOCUMENT v3.24.3 Income Taxes - Additional Information (Detail) - USD ($) $ in Thousands 3 Months Ended 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Income Tax Disclosure [Abstract] Â Â Â Â Income tax expense $ 43 $ 107 $

43 $ 107 Effective tax rate 0.20% Â (0.10%) Â Federal tax rate Â Â 21.00% Â X - DefinitionPercentage of current income tax expense (benefit) and deferred income tax expense (benefit) pertaining to continuing operations. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-12Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 231 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482663/740-10-55-231 + Details Name: us-gaap_EffectiveIncomeTaxRateContinuingOperations Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: duration X - DefinitionPercentage of domestic federal statutory tax rate applicable to pretax income (loss). + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-12Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 231 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482663/740-10-55-231Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 6.I.1.Q1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479360/740-10-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(h)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1 + Details Name: us-gaap_EffectiveIncomeTaxRateReconciliationAtFederalStatutoryIncomeTaxRate Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_IncomeTaxDisclosureAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of current income tax expense (benefit) and deferred income tax expense (benefit) pertaining to continuing operations. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-12Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 231 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482663/740-10-55-231Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 6.I.7) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479360/740-10-S99-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(h)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479360/740-10-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-8Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-10Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Subparagraph (a) -SubTopic 20 -Topic 740 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482659/740-20-45-2Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(h)) -SubTopic 10 -Topic 235 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1 + Details Name: us-gaap_IncomeTaxExpenseBenefit Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration EXCEL 64 Financial_Report.xlsx IDEA: XBRL DOCUMENT begin 644 Financial_Report.xlsx M4$L#!!0 (%2!9UD'04UB@0 +$ 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*# #OGDK7A.YNJQ<&4GPZ4A!0W_J=0U[R;UEA_6\#MI7E!+ P04 M " !4@6=9K6<5.^X K @ $0 &1O8U!R;W!S+V-O&ULS9+! M3L,P#(9?!>7>NLD0B*C+!<0))"0F@;A%CK=%:]HH,6KW]K1EZX3@ 3C&_O/Y ML^0:H\8NT4QJ(B7VE*^&T+198UR+/7/4 !GW%&PNQT0[-K=="I;'9]I!M'BP M.P)553<0UB*VS;&$"%G$A"E,[U)C((<+/GZF9H8Y!&HH4,L99"E!F&EB M/ Y-#!? !&-*(7\7R"W$N?HG=NZ_'6'[)=4W_=EOYISXPX2WI^?7N=U"]F MMBW2^"M[S<= (:W&>_+:Z?]@\"J,J=5U(652W&R6UK+2Z^YA621A'^_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 DQEJ&&^+3&K!'@$WVWO@C(WXV(]ZMOFCU7 MH5A)VH3X$$8:XIQSYG/1;/L'I4;1]E6\W*.76!4!EQC?-*HU+,76>)7 \:V< M/!T3$LV4"P9!AI@S M&L%&KQMUAVC2/'K^!? F<-0HACA*FNVB<5@$_9Y>PTG!Z(++9OVX?H;5,VPLCO='U!=*Y \I5_I,C0' MHYI9";V$5FJ?JH,@H%\;D>/N5Z> HWEL:\4*Z">P' T=HWPJOX@L Y M?RY]SZ7ON?0]H=*W-R-]9\'3BUO>1FY;Q/NN,=K7-"XH8U=RSTS0LS0[=R2^JVE+ZU)CA* M]+',<$X>RPP[9SR2';9WH!TU^_9==N0CI3!3ET.X&D*^ VVZG=PZ.)Z8D;D* MTU*0;\/YZ<5X&N(YV02Y?9A7;>? 8T='[Y\%1L*/O/)8=QXCRHB'NH8:8S\-# MAWE[7YAGE<90-!1M;*PD+$:W8+C7\2P4X&1@+: '@Z]1 O)256 Q6\8#*Y"B M?$R,1>APYY= <7^/1DN/;IF6U;]\I=QEM(E(YPFF8$V>KRMYEL<%5'<]56_*P MOFH]M!5.S_Y9KF4Q9Z;RWRT,"2Q;B%D2XDU=[=7GFYRN>B)V^I=W MP6#R_7#)1P_E.^=?]%U#KG[VW>/Z;I,[2$R<><41 71% B.5' 86%S+D4.Z2 MD 83 >LX=SFWJXPD6L_UC6'ODRWSEPVSK> U[F M$RQ#I'[!?8]*@!&K8KZZKT_Y)9P[M'OQ@2";_-;;I/;=X Q\U*M:I60K$3]+ M!WP?D@9CC%OT-9^/%&*MIK&MQMHQ#'F 6/,,H68WX=%FAHSU8NL.8T*;T'5 M0.4_VJ0-./8--!R1!5XQF;8VH^1."CS<_N\-L,+$'CN'MB[\!4$L#!!0 (M %2!9UG-1/01 P8 +(@ 8 >&PO=V]R:W-H965T&UL MM9I=<^(V% (;_BH9V>K4$6R80M@DSA&S:3'<3-M"/;:<7PA;@6=MR)1F2?]\C MV]BD(Q^H9[G98/!YK<>RY4?67N^$_*HVG&OR$D>)NNELM$[?]WK*W_"8J0N1 M\@1^60D9,PV;0LR(OBJ$<=9]"+69ATQM?Y=S,YOA:9CL*$SR1161PS M^7K+([&[Z;B=_1?/X7JCS1>]\77*UGS.]: I3,)6KTH)PI@G*A0)D7QUTYFX M[Z=>WQ3D>_P6\ITZ^$P,RE*(KV;C(;CI.*9%/.*^-A$, FSYE$>128)V_%.& M=JICFL+#S_OT^QP>8)9,\:F(?@\#O;GI7'5(P%+2.7_ MDEVQ;Q^.Z&=*B[@LANTX3(J_[*4\$8<%M*& E@7T/P5NOZ' *PN\'+1H68YU MQS0;7TNQ(]+L#6GF0WYN\FJ@"1/3C7,MX= <0ZO3X3O@9](HF+ G(AT2'^I4\ M),7E84YSEZ@-DUQ=]S0J,@->#!V_H>M+)J*MTW M]:B@7.>7A#/>4>H0.N6]DSQD\>QO2".:RM_TQRO.G- >GN^5RGS^4T';D'%Y99WQC]\YPZ<'VUXWRCL#6R_@NUC MZ?5ELGA-N8T4+W>=[F<;$EK5$NFR0KI$VS0!GB!GNH_8VL:$UZ]8I&RG8HJ6 MM80:5%"#T_IIQF4HS!T=$!@7K%V&)U5W6^/MAM:WY!Q6G,/3..]#Y;.(?.%, MDGOXTCI0X5E-?&A52[ZKBN_J?_&5W=E(B*=]]FQ\:$U+OE'%-T);M) L"),U MF; _&2Q'9B/#ZV7SQAXT)K6K)Y#KUL]1!6U4^/Y_Y.C0/!>B^1Q9;[[TC03.A M>!@PLMAPR5*>Z=!7[^"Y[%_8H/&PMM0'!N&>0CV%RU7"I?H C_L7\@M_M7+C M48[CN(.!VQ\X5DZTN"TGK3GI29R9E.;.?.:ID#]_B#73]MOR2.(7JU=-\:JV MG+77N*A)C"L+U%P6EFT>(6P/;N7$$YLXSV$T;JTT+BXE^XX\?(1@S\LC<=VN M2[N>:P4]A^>XM>BXN*F4'7H? 1B"L4Z!;"VF_.&<1Y%TF>_#%$Q"2% $6GG/ MH4!N[4 NKBXE[WP#DT,R%7'*$CLN'M,H>'A=6[Q:?5S<5_9X,0.\VTS!S\H^ M^N Y6F9VO'.(CUN;CXO+2HGW(>9R;4;7GR!!;]!^Q ,;. <\A0&YM0"ZN,'G. M%P(RE*@PGVX7GF>%Q-.:+]9S*!&ME8CB)C/G?B:!TZ5+L@AU9!U9CV1 U\=P M;N9:^% ?D12&Z2V+,DZ^=RZ,,) 4AK7\+87UI< YY(C6:,2'@EZG,SO)M9)-% [8EK#6(GJ2%IF' 7G,XJ7UD7![) 2ZL>N-O.' "G@. M'Z*U#]$3?<@7$I2O>"]FG(_#H)2!](3BL#>IWCRW0L\$=>'&4A MW!G4L4[A\-JVN+4ZT9/4:4\Y-1M/,N\]*RF>-F<)N0O!IJVDY[H6EL4/+;KVH\KC4?1?YZ+Y8KXQEF+!>+JVVI!?I(O0_?J MW8O5_$_,S,45B?@*?IV+(1Q>%@0DQ886:;[&O!1:BSC_N.$LX-+L +^OA-#[M#7. ZK\IC/\%4$L#!!0 (%2!9UEP<4^A9P8 #$: 8 >&PO=V]R M:W-H965T&ULK9G;MLX$(9?A7"+H@6W!;I) M4*>[UXQ%QT0ET14IN]FG7U)V+%NDF 3;B\22!!QIP\\0_I\(ZH?W5;C-(_VB"U\'<4\DF(O^'9VIY,4@& M(&,+6N?JF]A\9KN 0N-O+G+9_ >;G2T<@'DME2AVC35!P MX">Z6HI:TS.3Y2&D>XW4TW[W[T_;=N.?=,[8Z!00. 88X M<#2?^)M/V5PW1TUS,O("W%5M1G@'V2^=_R60S]D(M6:63S.&T M=V%'%E"((.E0.XQP1- S4\9XZ]E+?"47S%P#&UKMQ"&,8=! =9C@*XM -F>PA MDV>Z5FMJI1Z;+C4K:67FZ!"43+E8$WL.Q"2*.J@.JQ2&/:3IGC3UDMYH3JIX M^0!RII4/5$;B3L3BI- 8W_;V;.EFZG6M;813CR$V,8"M/T,O\I52T?.!Z0>T(M>SMVY^B(D^!NEGK.ZACS0$61%_-/(;(-SW,G&+)>&6"<=,&>L3H&:S4->65D M?-.L\5R4#]LLVC_,.T?'>2?L4MI&"":HA()5(^27H^U"][1>W:E)(SC+I[# M+B9)TK-P4"M#*'A1;9!S>L]SKCAS%PC(*V>OK1!^E[?CH%M10R]4M15][),T M9*M5B%)K7&PK@J.X9U1:44-^5=. 507NBE;,$V6Z2)GS:,2'[I VO3/HI@2'&89)TI,2<"N!V"^!7:%^9LYB M6^D(#+O+RV&%HX,L=\S:JB'V[]VJ^LY0GNKA6%DE[H..Q1#E/11MO*% ?(U M$47!MQO&1A@FHC13@Y5S30S>7PO% ,(?G.Q>SV[A!PE,((=)53 76- *_9&=#;PZ%^9OZ 7-+*E ZU6HJ*_ZMS'55@QE:*%?=Z M13Z=3S53:*JW]]NGNV.GCR"-AP%"PS!&C44:#O4<'X8A>7+,I30U2E..U$KJ M[4QF$M0K7C+4V5>N6'/@F3\Z1\]6?-3=^? AMCGNZK0FPOR:XS#)NCF-U.C#G M"R>\!'.ZXCH].#%MM8]1%&(K)=AV41HG8<]N$K=E ?:7!;I@K(LZIXKM3S]$ MH:?@TIQ+KQG@I;YWUKG8%G\26]R.K7+? %IBT]0'QU>'T!E;\#EWZA>Q2X"3 M2!>U$'4H789A&N"TIT(D;;5 _-7"5A=D;^9Q8MNE0!)C9$$[*@9(#H,[9FY+ M!N(O&2PM:];@*V/ UMFG)[8T2]^:(_UXH)8KFUAVH.;W#86B9W93LOVZV<[M)6I98""M#XFO?<_Q.;?.=;1A_%X4 ![)5"458ZN0LCZQ;9$54&$Q8#50M;)D MO,)2A7QEBYH#$@VH*FW/<4*[PH1:<63FYCR.6"-+0F'.D6BJ"O-?IU"RS=AR MK<>)&[(JI)ZPXZC&*TA!WM5SKB* [8\E)!5001A&'Y=B:N"=)J/--PE<"&[$S M1MK)@K%['5SD8\O1@]"$3&H&K%YK2* L-9&2\7/+:75;:N#N^)'JS'A77A98 M0,+*;R27Q=CZ9*$<;1#7V8I-#TQM#%JY(53_ MBZGD:I4HG(R3ZZOI["]=39$:I=>7%|)/K0I.)Y>3JV2&TO/9[#9%!W<4-SF1 MD!^B@SGF0&4!DF2X$0?7MD(U&H61'94FG2S':VW?^TW=][9O\4Z@'RG2/D M.=ZP!YZ\#)]"IN"N@? O[<%M5HBN'UY7#,WS^=ZN#MJHD0 M3;_BX"\=QZ.AZP:CIS7N20Q"/PP"OU]OD.W-DZY7W0A"8I3HNH3';Y6=$]B MOVA[I%GI"^8+YBM"!2IAJ:#.8*0X>-NTVT"RVO2]!9.JBYIAH>XYX#I!K2\9 MDX^!;J7=S1G_ 5!+ P04 " !4@6=9VK6S \& #S'P & 'AL+W=O MZO7_,()/:%MC-\:8 >'_O<>VT?\.4+2W]F:THY>HVC M)+L:K#G?7 R'V7Q-XR [9QN:B/\L61H'7-RFJV&V26FP*!K%T9!HFC6,@S 9 MC"Z+9P_IZ))M>10F]"%%V3:.@_3?&QJQEZL'NP?/(:K-<\?#$>7FV!%IY0_ M;QY2<3<L619A3),L9 E*Z?)J<(TO?&+F#0K$)Y"^9 77*)4P3B9T?'-(IR)C&.?RK20=UGWO#P>L ^11 OQ,R"C(Y9]"- <\/75 MP!F@!5T&VX@_LI>OM!)4#'#.HJSXBUXJK#9 \VW&65PU%B.(PZ3\#5ZK0!PT M$#QP U(U('(#HZ6!7C70W]N#434PWMN#634HI]+[47@O('H\N4O: T1PNV M_**(?M%:Q"M,\D*9\E3\- Q3M^&A\?^?Y=U/?0^]>O]MXET_B9OID_BY]>^> MINC^"[I_\!^OGR8"@*[OHI.GI-@NP@Y M79RB,_0\]=#)IU/T"84)>EJS;18DB^QRR,7(_Z'\VJ4-^4H2\? N;ZY"CX*AUS6D%WQZ"]CW=%D2R^@O)8M#;AEO@I>9)M@3J\&8IG+:+JC@]&? M?V!+^PL*:1]D7I]D?]D1^$WZO ;?PCL49&P8RE 2\7[R(94"Y*&JN@R3>0 MW'0591KFZ28Y"G@C Q'4L_AODJ3'=MK>GQ2*]9ZS4[R^U^0W.M MR0K15[%?9C0#*_LL_+Z)//Z)/-[(CO*A%5GPNJLO$?!]&*3S-1*KNMB==\)V M;(2)X% Z2B;SH!0, [&)#*CX5I8L*E:M/16%=TV68#\"P81,;+C^[%FUWBOZ; M]J+^HD)SL!!;)!BAUE &;N6B7%*LHP35LJ!T]%88L8I@3S 9BABXJ 1;NU M:+=3]"29LYBBDXAEV2E:IBS>1X EH')7'89K&W*N5=29;A$B9QN$F2Z6I ,P MK.FF:\+:L=;X0JU[E>5KF@K;5L:@2O@N-)63#TMM;VR>;VR^7VQ'>?DP*OC M-RJ24\'+] ,/3 96*X*0@WJHH@S"=&F:>A#,(X7O)T+ M649;MV+)>%>5H,IK,Z)*E=/^0!Z@ '0U !JQ96,'P,YT;-E8C@&$,W5+23J N^A\M^B.A;;F%GF7S^V([3D_C<'&WQ7U.4AI$X7]T@59!F.P7(_%VF:U9RL_$+A2+?.W$ M5I3;??B#CFI$#*5- 9DB#C*QU(V%]1 H'8D0+.TW"V MY<LBLUR^=RG-<'9 .?:Q8M:)I]SK_@AG,P4F7'SL&0M7.B;-DJZDP[EU<] MKP6F;%< #)_CEB(AC5$FG:,O]Z.T"*,M![]JWE1=OQ$G 7%J04FQPF"=<2I M,;^DV[S^*+[9T\59L!,O42N*DFT\$Y%BRS)8&6);GG'Q6BW>,#MJAZA>T[7% MK#!D@S*&D-AQ'=V0#0"$%,;(L@Q7CHZ*=!R=8-=H>=LDC=DEW6;W@P'J*AO5 MG[J.&*,K"Q]#R)80 NCM$C4$FW0;Y^%/G8_NGSFZ>CUJ%7MF\7MG\ MOMB.,])X=6+\\K=_TFGS/YR$/MF\7MG\OMB.D]"\0Y#N=XAWGP!4/&\= 0 P MX P 0(&' ..@48'AQBQC1=%:?'F=@RMPDOSZ+JI_4)]75Q+BL]O\$78PY\ M]_"%7YX_-3E< \?\E8WQ_DW=0G_/_@=02P,$% @ 5(%G67NV'M.Z$ IN0 !@ M !X;"]W;W)K]SV[8=QO\5GM?;VKNZ%G]3 M7>* [1B()$FR2U\G:M*VK+'F2G*3[ZT[F9\YH%)S=E;/%R?F+W>_>KLY?+!\V]FB>KNRU@]W M=^7JJU?5?/GQY8E]\N47O\QN;C?;7YR=O[@O;ZJ+:O/^_NVJ?G?V2+F:W56+ M]6RYL%;5]8VX)/7W^A) [O&UXWYM5Q7D^7\7[.KS>W+ MD^C$NJJNRX?YYI?E1U'M&[2KX.5ROM[];WW<'SLZL2X?UIOEW;YP78.[V>+S MS_+3_H-X4L!V#Q1P]@6]0/XSW!<;= OZACAM]Z;E1M\BA9MN/G=WM M;>? @\C2W?:NO\\^#ZS=J)R6F_+\Q6KYT5IMCZ]YVQ>[H;TK7P_&V6*KPHO- MJO[KK"3V-7U_$4ZM^=?&FR*8_O:O??+RK?_P+J_6+LTU=W6W0L\M]U5Y]KIISH&KOEIMRKBDV,1?[Z=W/ MUIOKZVHU6]QH2D_-I=^N9A_*366]G9>75?UML]$@8C-BLKR[J[]?+C;+R]\T MI9/^I:TC;4D'H/HT3!SY9*_J/JZ_.LNY];:<79W6W3LI[V?Z7LJ>RSK6Z/S9 MX#X? @3Q"O[Q\N'N8UY0KZ\WFMEI9]8=<3W^WVWGI0V5EB\OE765]6RS7Z^\T M^*(_?EI=SRYGG3J>U?)^U+CSJ'%G1_4.4%]5-[/%HOXTZ_EJ7BXN*ZOGD/\N+ZO/^Z7)_6G MM*Y6'ZJ3\ [_^Q0Y&?]=IDX3%:@/&[;HG9+B4A FU[H$?^>.@W8",C)F3,*DV MX-3V.I]_H3G("T=18#\>UQKO[N-X=X>-]^^MB]NRKG2O<6]D# _P8)B1L2L+B MSS# _R6> '5^>_>3# _RP2,FI*P@0)RTA83L(D"2L@6$N7WJ,N/:,NL_7Z83?] M+*^MR_G)NO=N2:N[^ GR]ZK: [(^HK[47>]B[7[6L?K[ZU%?5E: M%]Z4G^H3YV[I*>/;\:/.W&6L[E!UDK"8A"4D+"5AHDA'SJ=,[F$C)F2 M,$'",A*6DS!)P@H(UA)S\"CFX%EB?A3I[,L!E\NU[A+XE9$_5)F!>A7F=+[B MIV3 F(0E)"PE88*$93TZ*2<#2A)60+"6VL)'M86@VDSSH3'.4-61L"D)BTE8 M$BJ3JVV/1Z-1>^BF9$Q!PC(2EI,P2<(*"-92:/2HT,BHT-WM[]-MINZJ?>I: M?=J^KG1:C)1Q%7I19U1-C&&':HR$Q20L(6$I"1-]>BDC(^8D3)*P H*U%#9^ M5-C8J+#WBU55SF?_K05V4\X6UK?S;?;#VN;8/Y2S>?GKO#J]7JY.U^6\OH:L M+A]6L\U,/PF.U2]TOW-#4H3:*TXQ@H;VOLB3_&- FHL7EQU,N<_EZO'#**K59RM^>8(_:";.C=' M'JPXDA;O:;;L.1HP16E"TP5!$#J!TSD[1*/F*$UJVM"I?]$YY-0?C<-1= M-Y81V^P9:0_[IPGTX\.?-!),4-H4I<5[6BN)'H1^%$5A5RNHU02E"926H;0< MI4F45E"TMD(;DXL]T.72RJUB][X/K:W+''RP[%#KRIYFG)M0UPI*$]MT*@Y2L:-FC\7;JC3 8ONW&2V&8KR1^S>)GA@VT51O%J7)CT%R=P4)$;2 H+4%I*4H3 M*"U#:3E*DRBMH&AM3:N$=ML&^EW+S%093B.1I&B1#*_/T5I,4I+4%]*T@1* MRU!:CM(D2BLH6EN)C:/$-EM*U#N.%]5]?4([,MQRT1@A'#<(NBEK<^3!ND2- M(7M:ZX&C4? S[H>LKIF(T;HK2!$K+4%J.TB1* M*RA:6Z&-U<,V>SVT=QV/IP1TN71=1@SU=J"T>$\SWG5$/1LH36BZ0)\10PT9 M*$UJVJ!DQ-1#C!DQIS%;.&:SA?&6XU$%F.%#IR>4-D5IL:-FX@\DQ="X*4H3 M*"U#:3E*DRBMH&AMD39N#P3LR!!PN.7<.$I"4H M+45IHE=?96C,*5)E%90M+;<&G>)8W:7@+D]1^,"<"*GJT+4<(+28I26H+04 MI0F4EJ&T'*7)7J.RH&*V5=C87!RSS:574LY1/1ZG3NCY05=A]$\%I<4H+4%I M*4H3*"U#:3E*DRBM.#[*VQIK7"J.V:6BIMORAX4YU^"H;A3;]=U1-PUNCCQ8 M<:@A94\S+H^'NDQ0FM!T01 ZH:NLD(?Z1U":U+2AGH*ZV3;=4;X;VH%W8.0W ME@_';/DXG&T[K@!TC1"4-D5IL:-:7J(@"B/7ZSHHT;@I2A,H+4-I.4J3**V@ M:&V%-E80YWFKB_PI*^8Y:EK? WZJ_/:6A#A*4%J.T!*6E*$WTZ:H,#9FC-(G2 M"HK65FGC6G',KI6ODW1 _2XH;8K28D?UN[B!'?E.=_Y%W2AH3:"T#*7E*$VB M(*BM97=N%T4EJ"T M%*4)E):AM!RER1YCLJ BMA7X9/<@L_6E5]+=U=@'7#L,NUN,F&,-UA>[!1!J M:T%I*4H3*"U#:3E*DRBM.#[*VQIKC"VNV=CRC&=<7=4 H'W&U1QYL.)0F\N> M9GS&%8V8HC2AZ0/M,ZYHU!RE24T;-,^XZHXR/>/J- GX3=XC?9- SKF;RX!L> MJ#L%I<6N:GHX\(PK&C=%:0*E92@M1VD2I144K:W0QA?CFGTQ1U?6TXM3-8K8 M(S=43&'FX(-EAYI=7'4C&'5^0FTN*$UH^B 8AU'7"INA47.4)G7CJ/NM5V@. M.O7KR6E\:.O4QG+BFBTGO5?6TXL W<4&I4U16NRJ%HRQ'[B![[M=P:!&$I0F M4%J&TG*4)E%:0=':(FT<)^Y7SJ(P=V,J#3PD: M-D5I J5E*"U':1*E%12MO9%Y8V+QS":6YR3%/=4HX;M1=R(U!QZJ.)06H[0$ MI:4H3?3]JPR-F:,TB=(*BM:66^-!\%# I[FFV3+%#186H-06EQ2@M06DI M2A,H+4- I.4J3O49E0<5LJ["QIGAF:TJOQ+BG)OA/'<]15ETQQJL,-1X@M(2 ME):B-('2,I26HS2)THKCH[RML<9\XIG-)^;MYCRMXM0D?>3Y8T5P]!,%I<6> MNJ./DG= (Z8H36BZ(!RYMK*E#QHU1VE2TX;3[B:AA>Z@[;-83U9R;0_\QA'B M#7&$'%I;#R\ TA\P06E3E!9[JBMA'(3C:#3JKMV QDU1FD!I&4K+49I$:05% M:RNT,:YX9N/*\]+BGF:M%%U:W!Q\L.Q0- XJGKI6B3D^H#P6E"4T?:-/B:-0< MI4G=.%+2XIJ#C&EQK_&$> ,](8/2XF;XX!D*=9"@M-A3C0D'TN)HW!2E"926 MH;0X?C=ZW&YNH,%B+J3T%I"4I+49I :1E* MRU&:1&D%16N+M? &P>&8/2[^[B11#@^M[W;.OB3G68"6B]A.4E]"T%*4)E):A MM!RE29164+2V$AN?BF?VJ9@?QM'?[./H]BJ,5 M@)D\](H.I4U16NRK5HAQZ-FV'W87P$3CIBA-H+0,I>4H3:*T@J*U%=H8/WRS M\>/H=G-Z<:K9=%U&S!Q[L.I0D\>>9IR=T(@I2A.:+M!FQ-"H.4J3FC:H&3'= M0::,F-_8+7RSW:+WAG-Z#9#Y[@E*FZ*TV%=S\0>28FC<%*4)E):AM!RE2916 M4+2V2!N_AF_V:WP5C[^Y3H.UC1I#4%KLJWX#)W*B4=15-FH.06D"I64H+4=I M$J45%*VM[,:0XIL-*<^Q^/NJ/R.L+U6[YYVHPP2EQ2@M06DI2A.]^BI#8^8H M3:*T@J*UY=:X2WRSNP3,W? D:%X#;W6K<7)W!(D3)B@M06DI2A,H+4-I.4J3 M?09E085L:[QN?AFDTNOE)RO67K"M=WNW<").=9@@:$N%926H+04I0F4EJ&T M'*5)E%8<'^5MC34>%=_L43%O-Z>_E:-Z48)1"RG; X\6'"H&V5/,]_.1#TF M*$UHNB"T1Y'C=T\74?<(2I.:-IPJ&Y[J#@J\\=@]L,^BW_@]?+/?H]]N\R#D>1JO8$C9NB-('2,I26HS2)T@*UE9HXP(QO])Z)5I- M:^P+7G=3<'.%!TL5]8^@M 2EI2A-].FJ# V9HS2)T@J*UE)IT)A6@N?MG_.G M9AS,=1HZ Z.T*4J+]7NXKJCT.^8!Q(T:HK2!$K+4%J.TB1**RA:6]F-V27@ M=]H)5/N!-_:[&0=SX,&"0YTN*"U!:2E*$[WZ*D-CYBA-HK2"HK7EUOAK@O_; M3CN!:D'Q_.Y6(.;J#!8AZJ%!:0E*2U&:0&D92LM1FNPS* LJ9%N#C7TF /;: M"30FD)&C9/3,H0;K_ 6QH+0$I:4H3:"T#*7E*$VBM.+H(&\K+&Q!&8;RS,> M[MD3GJZLUSW<8PX\6&^HC473!"7? @$9,49K0U%_[< \:-4=I4M,&]>$>S4'& MAWN"QE 2%/OLZ 6 [K.#TJ8H+0XT^^SH'^Y!XZ8H3:"T#*7E*$VBM(*B?5;H MV?JVJC;3O[@O;ZJ?R]7-;+&VYM5UC1_]$-;15K.;V\&PO=V]R:W- H965T&ULK5IM M 0$; MA)+LN!]JP$?'SY&.SO,"T:0:E&(%GF.17/ M7UC&GRXF[N3EP?=TLU7ZP6QQOJ,;MF+JQ^Y>P-VL]9*D.2MDR@LDV/IB M+4FH!U06_T[9DSRX1CJ41\Y_Z9OKY&+B:$0L8['2+BA\[-F299GV!#C^;IQ. MVM_4 P^O7[Q_JX*'8!ZI9$N>_4P3M;V8A!.4L#4M, 6=/_W)FH!\[2_FF:S^ M1T^-K3-!<2D5SYO!@"!/B_J3_FXFXF ^#$/P,T W!_@C0P@SO!2!5HCJ*Z MHHHNS@5_0D);@S=]42%HD\GRE IOW/X@,%EQH%'D$1H1M>J*U$7XN$)L+MCIW8X*JM-B@2YVVJ4J9 M/#=-4^W&,[O16_I,[FC,+B:P9R43>S99_/,? [MSYERG&$SD[BMAK(_9LWA>W M4($R+HVY4(^<5R-UF=DOIL3W7.=\MC^$;S"+0B=T6[,C8'X+S+3M/ M<^L"7C%P&J>T+K9%@FC.A4K_6S]@OX%')#/-0.W6/U@VS_'"WMH:C-P@,J]L MT" (.K(A7BL>_IKJF)RCFN098@36!# : #S\?N#V4!JO0"482,&QAAE:8EW$L M6#6)?(V25,:\+!2"VU3*$J K)G(@HD=EPAT.$ 5^C"$,]PL MN86DF%:0TV+/FHWU26\@$_QH &WJ> [[?"\!@-<=N: [!=3JF#)P-QGXM:S5>2IUD6?IGCYF MQH+5>#G.RH!$O:PTF'GNR+YR.V'@6EEX<2_8CJ;)2T&M5XFK+1.@_B!!(2WK MY3,B)T/DKC\

7G3>FG^!})HTY,%"-R{.).$\FDXDX/4_.KT[# M\,M)(KQZ+\W$RO3H73^#7R5ER-KF"7_TX__.QN#A++L>GXLF> M[9QB.FN:3,?G+>(=.:W]7":75U<[]C.9G":7Y^,>+4#O>#P6DPOZ>GA/D_$X M>7!Y'NWDL0 P< GLIGTFDXL+_FUZGEQ=]/B>E9\O1JW-K%9 +#)[B= MJ^3J%!^Z.D\N8.6A-T&?1/_=$$"QA>)>!CX^/+\B,.U_T=EUO2? %\U,59D5_;I4$IPVOOJU='1RY=J]*ZB:E4B9&EL87T>+2K(U=9)3->5.1'\^GT[*B0 MNMR[O.!WM_;RPM0^UZ6ZM<+512'M_5N5F^V;O=E>\^*37JT]O3BZO*CD2MTI M_Z6ZM7@:FJ5DNE"6TS7B]H?D\X5];,5WOMR!+%L9\HX?WV9N] M*2FD@O. MIX\LF,<%<]8[;,1.OI~>7EY8LQ669D,:_6!3<364%Y? C;7QQY2*;QHS1*>1NDS!^1\IOX8$J_=N+W,E/94+><6OF,9YQ+Q#NU\$*6F?C]SUK[>W&G MTMIJKY43_[E:.'@D]?\=#D*>G/#M334OYIO!)GSF35PYC^R03GQ6MG#"+(5?*W&ULDKQ^,=2 M7 4K8%*<<&".Q3Y-^/67_E\^OI.KTI=K@1@J/C5[/5!PA*N35')\EY AK{J M$[KT1D@!#Y'+L8ULMG!B'X#FC-VH_#XLC_);[3K=6]5+F MYEKL{\AHIV.IEQ]]0)Z+8BB)CTXW-8V72/G&2V? L">!@]F$V6"Q2'/CX$O30OOE"+2O,6D7VD%@ M&Y+,;!+AX$4A/N{/8FS#A%5*W#;M4[7CV DJ & T3 "}7,E%O?= M<QUS (8JB-"#7839 0 /STRG^BDQ"Z+*1T_=(GTVBNC?*T\P!=? F/8[8P?2(M UTK-GHO#V+'VF'P,:C%/$B!\?2S9ZNP0[F2U,>"7V]0%0)_N\R1ZF/9D$ M2F$67 6 =058F[(OF-29O7SMQ,)(FU$4,FU!?,9")]]8DDA#<;63(C]8F(W. M=:F&O_023I'91CMC[\VZU[#AG R479IPR)GYZ+@BI[LVBBCA9A4&I88@,I> M!8(JJ!(X\!H(6BDBHFN(LFAM]IENEZA)%.-077X0M0-6$!IF8$D@A]9$-1>8 M73*<&L_V0,F>4&76&Y[-#]DF#)4H+],A"6U]VU_:1]7OW]\=GI#?<(M[]ME M:(PG2_=G!*97*?:)^);R?#(J=JEIK9H,#%1K> JYE(K#*3;K0:Y,=P#V!>F ME&*I,X5@-K1JU//"UPNTT?#DK36(0B%+(Q1.AG:V[TLN7!8!!V_UD &><>_+# M4/? G!\2+&Q(NTU2!)AF=A+"2M@0N9 XU0H=/LH> 0U1!">Q\(VX//WRYGET? M7MWGP,^F0UL*E$0> M!';KP!+L@@KMU.PV]=!$@"\K<"AS.1===Y?RE3GV@>]1SV84#VCP_Z82!K M(\E &EYA+'$_<4_81B_F)=E0)SQ".WHW1^-.B!TK& I5.0:8R0uA]TSD(5# M4/,>;BR,;YPYD/JF@HW64KJQ3ACCK&7PAW*L,$!1CD0*4ZEA2$!(9A-E/ MQJHF9&<*V:.Q@F^&J+DY-.N, (EF>'#S0TKQ/8'[JG\0Z3ZM]RSM-@W58>-!F)7:K!A+\=PN<1P6W8 MINLEWG\$_.&Z3>T(/O?#Q[9H_%PTN48&FR<"=823NH5[.6VZ'M6M84;,AL M.P.YN0IDTH(!7: G1.C^@8"Y82DWQLI%KIK6J(%GVS@^K6;L5*R"AP4=F,SB2P)V9,-L$,5IB*'@0Y("B>6,@/;2/L M0B$*Z&V%UF46SQ$_VJ<7!$KJ06\+9Z-6'7I=P%!YS]P0M9>%J0-3# ^!@V;B M2P5"I(-[6/N#'7'RZ\L#D,4@LE-\]50ZU1B"ZPXANX:GC\]YJ/4POIM-M-TTQ5:(^94&&OLAX2J6MB M+OL)/"Q^CJRH8:/A5Z)(R)-YB;ZZDS;5RC$V3ICH7W7W3"XL;]'F>Q+,,ESH M&1;,7MU!=TLE0FV;P^UY,IU.Z5]SJ,%SPDCLZ^UZW5\\&"8Y"JTF11) M?LHT<6E)-Q"6"K6LT(/F^J_0S!X$-N+S3,Q O@QOFNX1F$W$)[519:WP-S4X M/?-<&!T@J 8@\X M[EK##2K=0PVI)Z,=,%/JYO(G!BSZFF^NLK.;"FGMF_%^6O'M#UW(*<$7E[,I M;[VL+7?AF0)H\V;ACBH!D3LD]'SBB28[""Q+A+-!,CS<7<-.*2L&#TW@,WK+V-=V- MT4C@%"}:MG^HVR66AR0)KDA!&P!NK.[=_8;9HNVA7<-&D.WC\='O.%M1(3C% MKBARC F*2^7(6)#H*N5<7;><8GELIE$JV!+Y'0Z5J9..]0K,T1P5Q$ NP5< M>DA-3IFQ%9$HAY=VR&^43!42I87P+@M0 X0-8(@N6'X?TT'O+%Z3]F6\$+.3 MR4GCU"1>T4$ENMTF#:F-D<]C+79Q)"V[#%DCFW ^"@8?B+=0_?F#=AZ"#5" M3[A_/NV\$#P3YVWQCFJS#03]%RFWCF{}}3>5Z[4)MVJM%NH[G<>YG%..:>]&VU6'R# 6_E[YAG':L<%)YB/^H,((\ MF_S6AH_B@(@>3UZVKI"#C96(#Y*/>+7{)-.&W* QBD7"1!7O%>EN#OO>JA"(;]J;^EBY.,ZRQ=+S%4%C+G M' W?O,,%^$,U1$(N"Z=@N!\;A!?__D,M;$U]"":?3L.^[QWU/LJ"_%?\Z9FT M0CS"]]GV;?MU^R!\U.VFAT_C'Z1=H=\#/RZQ=#IY>;H7D-(\>%/Q}]Z%\;@'T M_'.MD.:6)F!\:0"C^$;M_\+_\'4$L#!!0 (%2!9UD>QH+28@8 %/ M 9 >&PO=V]R:W-H965T>!7NRM/8# MOUR6IZ,I R)-16 -$G\;NB"M61%@?&QUCGJ3++C[W&E_FWR'+TOIZ<+J/U09 MJM/1T4B4M))1AQN[_9E:?UZPOL)JGW[%_N],1^)(O!@ZU88*&IE\K_\U,9A M1^!H^HC O!68)]94++Y1@9Y=N+L5CC>#6W\D%Q-T@"G#"2E-CBL*LB%LPNI M%5)KE!27Q@<58B!A5^*&UF3(28Z9N*)2%1 4BZUTY?&C*+F>_2 ->]S#O?Y_$F%M]2,Q<%T3\RG\\,G]!WT43A(^@X> MBX+56BYMZ^[*.6G6!.H%\>=BZ8,#= YZR.VL]?!AK5Q/KWTC"SH=H6 \N0V- MSIX_F[V<'C^!^,#'?/B4]EW,S&Y3BG>J0+4 _]!10N\?PORTUE\L\G\T%Q^^ # M%^*WBL2%K1MI[D0EO5@2 1@O42E6T93*K,7*V5H$WOF?+'SW _G1?#X]OKB\ MN4J/L^/O1, HP T:2R,*<@$M2"@3R!FI1>/LVLG:C\5[D,XEDUBJ/=O@EQ;0 MGEC:4 G6FX(8!DX 0F'W>2M<\ T5:J7PU"G?SIWU:JJ'H7E>-<&\4R@-1" MY(0 5ZTTH:H->2PP('A7"D1+BD:ZT*%+81L/0@JU=JG56@8(P'5?24>B0<), M4 "\BB'B@X,YZT$%+P4VJ'.DDTH%&AVD=SOH;<@5C6Z?P^)E)+:2 @,O(D(B M@7YBQSU\>_?8E>W8 M)E4PMA?6;,!CP:LYA/@HA;;2[+4<\Q$_G<2NFQ@5@CXAE0J1PB+BMR10@%EO MQ#)Z..>1.'D'H*O05L3[\>U8O+4V. ,&Q;58E*'DXJ.7C'2%]_-HJ\[8P/7 M@1\@"),4,0H7DEBP*:A)-/V]@Z=FK8RPV#3*:M3-'<1CX0"&E+X;*.O5/6ANC M+21YCN$PIYV?'O:\<#QXOQH^(-O.J$LFPZ","4^0#UO3,7!=/\B:*!V+3\P MS)2#[EPQ1L."@C0L,E>&I;/!46=8+J@$LU,E8& +G :>0;U#?/E5'P[+'Z4 MLFDESN!+=Y?FO WDUR8BFG1{0C=3O9C$VZ>S9)OC+ M^D6H,>X+K5 ?>^81#L&)C*7R16Z/[G,Z.M&];*0;!KDN$+5.8ZJKCKH%1Q; MADBVBI-?_LT]@&/H> SINU1!MUR(]1)YG$]G1_?DX$'(VGZ(-UKZ_^(P_&4 MYY9.%O;Z\6^(/IK)M* MPU'T1_$^M0]Z.VB!NT0^ M-&R=2F6Z&A801W6C;/2.]5KHV)XQ> ?N(N2X#E-V4EX?+1JX@S+ (3<3TI1^ MV K;NDMSFZ&UUI4?6,WNX@NSLN,-^)=,<.]"'"7JK59EZK0_XZW*$6V4>,#Y9 M81E'%5_V-MR(O1_=$2>[%QT:G+K=)WC_@EP^<[3?^UOC(M\4?]V5\WKZ1# M>_5"TPJBT_&K%Z,\2,J78)MT; <+Q$)>P]%CAUDN.V!]9?'R.E_80^//OL7 M4$L#!!0 (%2!9UF!59\RR@@ %P7 9 >&PO=V]R:W-H965TZ>["X0Q"V)5:QZ]>H@3^ZMN_6%4D$\E;RIZ,B MA/KM9.*8OI72}[96%,XLK2MEP* ,37SME,Q9J#23^71Z-"FEKD9G)_SNJSL[ML4TPNE)?G?! 64KW>*&,O3\=S4;=BVN]*@*]F)R=U'*E;E3X5G]U>)KT6G)= MJLIK6PFGEJ>C\]G;BP.:SPM^U^K>#WX+\B2U]8>/N6GHRD9I(S* FF0^`.G M+I4QI AF_GJ'/5;DN#P=Z?](_L.7U+IU:4U?^@\%*>CUR.1JZ5L3+BV][^H MU!]#TI=9X_E_<1-7SK$X:WRP92L,"TI=Q;_RH<5A//!ZND-@W@K,V>ZX$5OY M7@9Y=N+LO7"T&MKH! [O*TC!.5Q24F^#P54,NG/VF7"G>J$2<3 +4T M1-Y#M$WXK.M0N'%ARI7^.;\!&;TMLP[6R[F>Q>7J#H1B^E8S*?S@SWZ%KUO M"];WV*&/W!*?*A]< QH%+_TYQN(!1/C7- F^CLH/MRB@YWOI.9NIT!/9[Y>[4 MZ.SGGV9'TW=[3#WH33W8IWU_&/.+_FJ#$F\2T:N RT!P=CP6H5#BTI:UK!X% M %!.Y4)7P0HIC)5(B2H77F6.T^%1R)53BG_" T,AOCP@XW/Q45>RRI2XNKH4 M+W[^Z?5\/GT7/_'#[-W+L;@O=%:(>^F1VJE7?S908J 0RD",7NR\;ZBK<^[MW=9JZL;Y1F) &/!A5+NU/K0.F$)?)X'J2!>M@M@L5V*9R!.,D5V&(-$3\C_CRIU M#8H,46F^%X@*A>_J ^.F Z,WK[>>%.TP?0A8(KX.W*!]L5OIR4QZV*)EO-W- M9^)HX!2L944<-R}>D$AK&,>=5/HUE-@M(@AH9LE1KX5BU'AHAVU.U2*1]TZE MX1BC9OL &'2U$@U"Y? CK]K"-85%F&E[[3$R3>,\'}I99YIH(,:#V(1'?>G5; M$.#WNM)!(ZR=S"M;@4.U8^3 *8E6F.V(.(BWKVNA,ID8-K 1Q4(."*E,8&YDC!2G4RT=R M%,J)'.J. 8!- */_(QIRCLRNZ9+O,"@VIO(V*>@@1T^CX%H>W.7NTZ>QL]O\Y M>PZS0 *//@3<0:=@<.<ML7M'B%',PJ WD&21?M/=Z@Z6=:1NBA3:F.J0QY M9JNJ[=&<2"3$Y.0]VL3YWS@ZS"P TCA*?*Y+K)NP00'!4K?;4BD?2\HL.>PI MC8)_IVWC 7+>L*ND6$EG-S\A?Z);\J.R=S.#G&:[Q',F &<3)TR0%;MML; MDQO9ZTBR55EO0%/WPF@# Y>Q-844:U&:H$W[H?.$7W2+TN9Z":7:$MLR0D,L9 M;[^CS4){7ME ,?4ZYSI+/0$1H^2.UNT/ MY3:>M;7!<'E<XX>;T0ST5M&L\[0"V^ MQ{C)"/)B^BI',?R6W"3B/7),(@+?;MZ_%%>?+KY<1WU$EA?I2]0Z9-[SZ,IV M8ZDNJ*BLP)]_R[M1D M5=4M!LAU(:F. T.*V3^:BHU9).+#"" &'8.T L> 8>K,7Q$T*2X_?XBC#/=BN/CE#HC0;.W.(K3S->W7=>:;_M+Q^O^U;*++4N4:FJAVI.I6I7/G!&L"ZGD)Z M +1+CDQ?{6YC? X,.U4BA=9UN(5IW;PI'V'CNQ]T@S"'>[9(9DSB M#O+-1$=B.VI.+K;V4MXJ"M33TD8;*.N/>_06+>)+=08DR@;N[O@;53U/06O M]W-O===M A#O4=D28S2@$A,R3.>E"!MP?HW_SE;T({UET"#Z-L/%57N:!,%] M9GWXOK-TLW,A[RCC%9USJ?I2]:#VS#IR[;F,QU;N:"$Y0214(0:\IYEZP&D= MA=G>M0[RT/@46G:VE6ACN_XVCL7;E+QH M2%.UYG4!ZL&-7)HELYY*3[I55-"-MM_['A4L!ESEHV.;": Z!#4>7#8&. MYY6J4)S,NCO8NBU6F],3M939\3M\3XU>Q05_APF2T[=M"Q,Z56 '"J,862Z M_5F[9S>0&\Q'=&A&>P& 9"G7?D6Y*,7C(EMZK0!,B$P5=K.*5I,[0/1E#B%ZO .8 M1/Q1.*.8,-TI@[#ZX3GDR23/%PW_AFTB'N&CU=1JED -<0SA5$(*-,'8Z5I0_M-1'S UF_/KKV+[%T)5TDO_U}3H&G,]2T?GQFC+(P10%H%V"EIR!<*W(F%RD MTLDQBE=X="CJM_JN=7,H.E.IMA#C":U=]\IA*632IK=C M?02,Q.@2 C9DMT0VBIMO4W2:+-8G'#)5&NR"T?<1C7X\A-AHA!B&Q:C'3-G? MG'OWJ"!JJPE1I_UH8)HOL9^,^R3;==6,J4!GU%+B$Z3X\.1[V8;$/M$1;1"E1):DX[M?O&5)2E8N#],&Q1'-FSIRYD3G>&OO-%5)Z MNBYUY4Y&A?? UZ^G4984LA9N86E;X96UL*3Q>[6;J:BM%'H1*/4V3Y.6T%*H: MG1Z'M0M[>FP:KU4E+RRYIBR%W;V1VFQ/1K-1M_!%;0K/"J3XUILY*7T?]<7 M%F_37DNN2EDY92JR"9V).5,=_XY4-^,DH8D-0R M\ZQ!X.M*GDNM61%@?&]UCGJ3++#A\[K2_#[[#EY5P\MSHKRKWQS-5VV_ARPOLQH%_[2-NY-83%KG#=E*XSW4E7Q6URW/ P$ELD>@;052 /N M."B@?"N\.#VV9DN6=T,,//P17@S3 J8J#7WT32"J-S:=UO}.Y[MH_SN>]AF7^?9JV6_U%+ND?1*_ID*E\X>E?E,K\I/P6B'E;.P7J3/JCP4M83 MFB=C21^8\"^>>_F/,B,[]$?':_SU,.6V3"?.?Y&%4L[E?!U?':U2*3)R.D MOY/V2HY.GSV9O4R.'@"XZ $N'M+^Z#@\J.5^C'\:+VF63&AHXJE393H[/&HM MT5GC"V/5#YG392$@2A\JRDQ5M<6S5,X@7TBLE,668K56F0!F&%!59FQM MK @6O2'1 -7T(!DG2?B0BY@A 'PE=CIV=4RUL'0E="/I*243{)Q1+6W#E'B4-X#BUJ0-B)Q)#RR>']74%*C0'>TDJ2<:R"WMJ8DCU;&#H3OU>Y> MZE9&V)P!Y,J">&.933(5J+!4&BL)(5723>B=R(IH\;,3,$JR\LIK6(8]EKY" M!DSH+UALHW]'B!4}[0H(B[WY%4F.TZ#D#RP7 A@6TD8JLP 8V=U0F<% MM:)"4ETTUC5X"QO#]5F;HBTU-(ANL}A?V=,5AQ_N,P_PL5.D?1(1?T4D9$.DP-% M_33BJG\R1MMXJ*@/T>#A[TM%_,WFVE3N^P!R)0ZVKVRS[LU;N8)JBR7G]CYF MNT:A)9*!Q,)4>IL9*(B8(49Z YV5CH72FD+GTO4_^*#!G74]&*HP9UPZE+97 M.DE? ^^2:G&QoXEA+.1RRHRX$=^FSPZY+4W[>/.&(QT;,=]@<)?W!-'7"A M,&N>)**$#Z*+D#_#Z1B?TR")W6><3<8_J!+<%K[6@KMI^L*8:Z,H&*,1B0.* MNTEP,14A_R1*!K]^G3W0P033E)](-(@B.C$:HU.)Z *0@(M]7R.?][[W7ZEJ MP;]NH'P(,'_>B>=C^@>.5^-[!=[GY]\.L4&L0.LZQ-1R.TQ,7*^U.;=,\ M*X*9J5$\>52200Q+<#[N3%U>T,'=#\KN?PO4$L#!!0 (%2!9UE9DJ>[M_08 (T0 9 >&PO=V]R:W-H965TROOJ,#!PV8I*Z?]F(HU?%L.6TN/1 M+@>NLB3S(%06@U&:'@]*J73O\CR\^V OSTWM"Z7I@Q6N+DMI-Z^I,.N+WK"W M??%1+5>>7PPNSRNY1$_D?Z\^6#P-6BVY*DD[9;2PM+CH70W/7D_X?KCPAZ*U MZYP%1S(WY@L_O,DO>BD[1 5EGC5(`_'+UU04K-AN?&UT]EJ3+-@];[7 $F)' M+'/IZ-H4?ZK[TU%/9+7SIFR$ MX4&I=@/Q7WC5YZ C,TD<$!HW *(@=#04O;Z27E^?6K(7EW]#&AQ!JD(9S2G-1 MY4GF+7Q7D-.6U*4OED6TOA-2YN#;:*[TDG2ERYP,$WQQD#7J7D=UHT?4G8IW M4+!RXF>=4[XO/\KK7^CK7^O1TU]_$157XS31(S2T>0)? >,VWG'0_Z>>,6-M5^1E?PLWA*ZP(DK)\Q"H#Z>RCG9MDB) M\"MB9974&[&2N3"M:!%%,X.F=N$-5,BJLN9.H<.HV(CA,$W2-$5[UA)E6# Q MX5(I=,U_6H+J404[22B;X M)2OJG,W.3NX9J8%8*V3T$3%(+^BN4JB? 'O<4-:.$.0QAGB9BO5+9BF/QX#ZD M3&1(K^LP$D5RL/3-_%X[WP9NLQ.]^))030%Y^1P.B&7%JB6)+H/#Q; M0[IB2G.LB.X\00GGW),M!6*%*\BX,IP7,14;DM8)DMFJ+]YH\3[Sa%@-!$,/J M6L$,6'I^X$2CO WHL4P-6>#1^%[J86Y.HG:PS1:X9.1%;CD[,@?K M*6Y%IN-(XLH#D=TTA<@SX!=@#0& (=T$!8AP%+6M5%$TY'ZKFM"]N8K$Y'QH=-M(LK(8\0\]@#*@U88',>F/O=E%$:-/CF\F[9N$XZPH3*5B MDW"B#A]%'<;XHV]V;M^G2JIH^[BUS5E6P-1A9_8?[6H1=-[#E*A)WD+R24A M!![\,Y=#)4+&#V_FX%93 T2P2,&#>[RP!OS$M)\WD&4UL_ZI^/$@5X][F-U MN.L8'WPC^E0H.6? IJT]Z6"_P#[BQ M@Q:],[6#,O3P[^@N6.: L51,,Q\EP=@3X M8HU:(&-X,9T-CSX;#_)8U) [G3W2]DIO8_2"<<3HY>E-6M8\M"F'GQ0M6-IN*.MEXWT?L0;;"R%1$]PU\V&IT=OR8%^:VNYFRMCPV9T+U$;A)#.ID=O]\F0D(OR&0MU!92&.W,TC_(=LV"+E6C3 MH-X7MBX@W]9K:K!GX(\-KP)RE%]M8$&USG@C?8&K5%.M Q@7<7S >1 MD[_"*@1>2B1JOD$.ESV"?\PR1UO0NAEZ(705DP=;H7):NEKS5S<\2@1$MVT,+*.,/22(,%S MC&,CD,N2QZUO+76[.^AFY"":0SJ081<1 V&%KQ$/@@CYY;4LC"8%9J7$T MSA>LVJJL2T=8]8K5 %>,HM!8].I,8]VTPMX%SE/M292!@<4?.%FS\'==Q_8 MW7'O>%_A50;*F!T32#. BJYU*\EH P'Y+S$R0_N@M.QN9ASO<[R? +X5FGA M=F \UD]%74V'8US+_8]IGN)Z<_?B+T^5L(E3.TOC_3\ O>9SI ZVI,4'N M8;H%0$=X/R%S*A3=;N' <$*5\6<7E#;8NM:N!D23P.32QWD!&"UE;!9>==" MEAL8YUJW3XV#53,F@I50;ZY8CO4D1[?""@_9F 2Y1&&AF!)4B[>877UDCOG(MLWZQ8&(QNAO7\V>ST?#DE6M*YSI+ A>,60+)1,Y#H77L_Y#WQB#SB-B2789 M/H1Y$P>6X]=B^[;]UKZ*GYB[Z_%#'.O5DA?>@A803!LGTYZP\>,W/GA3A0_ MN?'X? W'%8&>+% [PN#9FH>V$#[/Q"7_P2.P1,$% @ 5(%G6.?E,!9Q@ M!0 IPX !D !X;"]W;W)K&ULG5=M;]LV$/[N M7W%PBZ(!&-MZL26GB8$FS; ":Q;4[?!AV =:.D=<)5$EJ3CY]SM2LJTDCN,, M,"Q2O\ON_4X\74GU4V>(!NZ*O-1G_*U UT7!U?TYYG)UUO?ZZQ=? MQ4UF[(OA[+3B-SA\[VZ5K0;,E!246"IA2Q!X?*L_]$[.0\MO2/X2^!*=]9@ M+5E(^=-N/J=G_9%5"`,C$7@]+C%"\QS"T1J_&HQ^QN1EK&[7J/_YFPG6Q9< MXX7,?XC49&?]N \!+GF=RZ]3NV]HPM7B)S[?YAU= &HSXDM3:R.)E@T*4 MS9/?M7H[,3/,?@M@^_T,@0Y+3]QPV>G2JY 66I"LPMGJN,FY41@S\N9C9%<7]@/G@$WABRQ-IN&R M3#%]R#\DQ3;,^6OMSOV]@'.L!A",&/@C/]R#%VRL#1Q>\>)5>E*&_TUDCX M^^.*&T?)\<\N>QNX<#>+<+9@37?$$S_I4$1K5+?9G[]YXD]&'/BO M#L_VJ7DF#X 4#V"_#SKD6"91$(5J#W%%41*$=A=! !U5M.(7%/.3B5J3D-MY1TW!@E%K7ABQS!2.M64&E2EB<_YFGJ#10HP&3H<47T@:'WE5K2R+L3ZP M0O .52(T6H"&5%96D@:RI!57]2R]CNBM?:AIN]7'0YO[YF%GY%7@#?Z.2"0LC+^W=O8M^+/NBM?2E]._DM@L.$?&H$;@:K M3)!QY,2\3G$#9DU:Z_K(&=W=VD!&WJ;Z$XD-2G-2E\(TAC]@V-C66)U1(L " ML203G0;IEJ+)1NYB17:GG9C,6'=\"S9L@XW))_4<2XU%.9U@NIT*9_S M&*6)5.A>2L!U7BX?V=\)1*U).UL.,$_JG%.1+]J3|[+2ARK..2_(VD-J2S3F M:EXT]E"OY32679$X/HW&52!)W^'(URGT7!0$(FM-#!1G"A-69]TL86P]4Y!< M1R>];YE"?#!"@ : 0>=+).P6NJ*GM_>_9*6%'10";5>^]+B@B1JJ3WM439=\2 M#?.#.2W>0^"Q*(KAJ-F.6>B-VLTT9J/8@Z,=*(=X_:52/F$!=0W2GRM0_+TF'K\O_2E162O<%S,?&]*?CG <2\]T+R1+1@!+E:+V.VJ4W M\%QF'&#.@5C=GK]MH>9!3]B.N-U-C{!EBC=X,>VB=GO{$+6=@YTO<4 (*=A MT/+7ESA?O"U8T@,W-<NMH(W[H]IK4;,QLG)7$1IO=+%QRXQN_MDJ@L 9TO)65&ULG59=;!LV%/TK%^I:M$!BR,+; M9*EM($D[K\=@B;;'H8]T-*5190B59**X_WZ'9*RYZ)I"NS%%C_NN>? <#UTM-MML9^=BVSIX=..;?.6N_[BSQW5LJBC4:?RLBC> MY)V0.ELMXMZ-72W.X)74?&/)+#5TGl-Z*E=DNLvFVW_@-D7T/&_EJT8L-W[+ _MO;^O6.4'E%IVK)TTFBPWR>QR>G$U#_? CA3\D;]W1,P4E:V.^A\6'>ID5@1 K MKGQ $/B[YVM6*@"!QI<1.SNX#(:'SWOT7Z)V:%D+O]=&_2EKWRZS\XQJ:L2@ M_">S_95'/:\#7F64B[^T37=GLXRJP7G3C<9@0T$F=_L7#& (+%:6+,E&VX#+3Q$]=$;Y*0.2;GU%J<2=G[U05>F8[H3#^?6N0=B MV,^KT?HJ69??L?Z9/AKM6T?O=:,(__NA/'HG7:6,&RS37Y=KYRT*XN_')"?$^>.(H4DN7"\]7F;H L?V MGK/5BV?3- \7;) C.#WSG3Z'_,!U/6_]F/_T7/%C&+IKF:Y-UPN]H\8HM*&C MS2!KH2NF 8FS=`E{37>FEQ6=8SO3\]SX"N&9G9%#IVL6O3@ET%",_E6>!*:V'F) MQN :"ST{1=PT'-N,/")N<432D>A[)7')&]JQL*?>G- ,AR:A:,KP)2"9G+Y$> MlVI"EQX>F%C79!IB ==2>[:RHQZ_ICZ)YWM->Q8N67U+@+1]Z,"4":TYT*K%6 MC'#8:.0.2E&# H&&0'$2@Q8 $ES@4>/8\J^M0PMV-&H M NI2'W+H0T(7@>,:5/:M=$([R0KAWL2\?1LC^"DF)3V/B"_Q/*57S_^G,S]! M)·85Q+HEGMC?0A J+*H["C<_6!{XT*I M"T=;S(CP'IPIV4DOX@ Q^E$"0\H27@:W$CD"VT&//$+) 3PXA/(0/1"'7A5 MPMK0$]"O%78.!O2"5:@_%2$HMP!NG&8S2@:B_J!P$TEN\H_'&# K2#C$= M6[4+)H"J1 \52OX3+P,"Q1GHU"A*9?IXK3+_I[CL$_)(?";/O>/RH_'3L=W$ M(0N-9M ^3:+#[6A.7Z;Q]=_U]!'P4=B-U(X4-S M)F>O,{)IL*;%-WT<9FOC M,1KC8XMO;;A LX,@W?@N @.#E\WJW\!4$L#!!0 (%2!9UD_HIDL10 M-,^ 9 >&PO=V]R:W-H965TL:/WG6O7K@^5+8Q{SKE^[K6W>:U MJ=S]RY/+!D_3@O5VN CTX?_6BU4MS9*']EV'3^>92FEKTWCK&M69QCOQ4=9>[<1_KPIGQY1+WI(7COO/U'_GP.,Q<>W/CJG_8,JQ>GCP[4:59Z+X*[]W]?YEXH.=$KW"5 MYW_5O:S[^+L35? 0^N#HN!@>U;>1__2D*8K3@V<6!!5=QP17S+1LQEW_10;]Z MT;E[U=':H$9_\%%Y 9BS#6GE+G3XUF)=>'4GVE!NH>[LLK$+6^@FJ.NB<'T3 M;+-4[UQE"VN\>I#^>OCB/&!K(G!>Q&U>RS97!{Y7OWLFK#RZK8I33E=?PZ6 M,]]7B>_75T<)WIGV3#VZF*FKBZOOCM!{E.7PB.D\D!OWX'_]WKN0P>[^:]] M!Q9ZW^VG1\ [T@V]U85Z>P%N\Z=;FY-6?_W3YY.+Y$6Z_R]Q^=XSZ]UTZ#M# M2GO;FDZ3??M]/'X]%9S>&UM]]>L*CUK3!UOXF7K3%&?]05@9]>< -/;NZNGA^_MX^I6-QO^=/E6 Z(00'A(7B%V*1.L,\? [FU8*=AP M83HFW6DP'7}&]U+1=[52GOZIG!KTYF2WP:WI5DC%9KS2EMZ\(" M5N%HXI9S95\$VJ/$00.8M8@N;JT!&;PIDL4W190GA8Q2^[80*<"_R#0TJD M=FVE X56P- @V1=67M^VJV;CF=&T[74:7%:(9J#@-SZ8 M>J9NM#^]^=O;O]^^AR,'<^I;4Y WJY\@6W5:6K;M.WZ;C!KHQK6Z@]@K$PF3 M&@:*P12KQE5N:;<%!RGY?OX; JL*3G76?_1,LB>!!Z2"8$6%-

%.1\NB3-N .\%;JU ?_CRT6/ M!2X[Y9EZMVMT6-YAGVH#L9XBZ7YEF1L2QMIN-MTC:(P%-I=#AW;8W;M&Y.LB2I/,Y)Y?'1=/!: M>\L2?D>FT00ML E"NX$-(OR5_&1?GOE#"'.(T46,_*P-
1^Y)D:G(+^-+#PC;4 M$V.""8(9QSW->8J#DA[=#4L0!AEXYF1^0.X,5N#HXE);[!2"\!5=@':FB(T MN:VX.((DXC+\#KR:EAC2 WB F6.GMAHBVX>&H]5=8*_%=MG_SS[-GE+<#
2UN3\HN/#^(%=DE+TRI'XW"T#XD@DWI86@?5,75>5 MG#UE?TY[NAAT.!<5>;Q'[H8+SPW\TU ^:(C1%$CZ1B-L!3G&5OL05(MX\AOR MCSP/*QW(FV=)H80 8EJH=8-L1N _D&S(USE!((!KV^&
(3)X7[9I@3@HC2R3I M'+3&B6G@>)M*KUIQ*3K\& GJ5+[*9"D04=I_ MT1,(FA%,WDE+, 7+!;IO9[R?(X=0' {FR)M0=4650AR5"^<&2X";)-%$9F1C M"2=2% $)1JB6))&WN$=-
)L2U@E%Q]K0PW(*=*R_D\C *&$1<;8E=,F*00A' M$)>8ONR.@[!KV_TXP/=M"^N$EUD)OZ@N 1@-Y?+%@H(_N>2FA/>'-EERNN$+*S_K*+ 8<0#4L#]5:5\"6W8 '>&O5'1,)$K;J>%"RN0] MV6B\
[^LV(BX&!V([C(1B+!P'P!@(OB A3=(E9Z]-MM"%)K,ZBX85TYJ4SPD+C$OHX7"=J;0\397&C%CJ>D-U4TOIP\^.U(WY%1]<-M\3'V%+@D!XAC%
<57XM*%Z:CO$O0O(6=@5%0!;S#&F_86V(BTY165O)LY.@CY03^JY96*5S0[8,295%H3(M088U;0^[8JMAQX1>EY9RP(+_K:E=*6@)KO[hA2KUAL594;"+LC;*?(Q;.I%8 MU"1C63/P?B:GR1!
[!)7PZP-1*0WC]=A7'!=D4&CH!YPNAL:6XC.L.YN(A$E0 M3J3;$O+F>*(-_P &\\>^2TZX9&^:(DAGC*JE@ZXY^604!AdL)PV.I;DO[&SA MO:;.9T7A6DMQ0/CC[
[>US'2V(R\;=3>0MW3%'AY7MEEZE)=[T](>)WZ.0-Q MHX;]]=DZZ#!K;2N6(4'JWAN.UQ$5#K7)-!F88AYC44 X622!R!Y2LV2&.0S M7:PVU.ZBD$?>VB\%1G-P+@([THV)RA D))5CIHI(X
N<\5OA31I/G]D]$'WYL>[F/.*TJN0)M>]QV-] M#C_?'X\-A $!%G.6?IT "."E?:'F6^A- HL<2WHMI!))NVQ &05YLQ2#A2BH MXQ_N7:Q80T".YIB.@K^?Q49ARUH1% ATVAM)C-
5F1HE'*U^3N34!UTI@$^?3 M4N.944/3+[1T'1ETIA*/4H#@12[F@Y]D4&AVV>G:IT9&^CP@^FW 2I:U(5Y& M74(NQ D#D_@D"'@S8HDB#UU(V>)XW_#R8KA#O/@ZC=T0K@P']?\ Y 2/DQ#<
M]>SHR9=;Q-[*W;E\0S$%=%-9%=M;%;(5W6G.!L?&XF#;H(?I8 '4S"C\$QCW-M0W:!FA:FC'U%?-W$YPXR3;6*HG/2B/5*U MICZ>F&H*1R-0M>;3@=L;UWE!GA/I#L)4I?
C/@5Y8K)ZB/*C,W3YR:F\0F,IB MDR;_*[#WU:F*K>NJ_@-3U*K>NK]LJ3&H=("D(DK<6E,V6^4ZN"IVX\X^W&L MX)X)LE7G.\1\&/;0Y= M.GP]E,%*H9J]IL*_14Y#X3)NOG/'!,&^(OS0\QT;)
<2P201]O(V3@FVV M4[*E+, 7,83!A*C^)@&+W+B]OKNA M9<,%SS36#.EL#PM>O7;$2;+UX_7=Z]P%IEPF2S*6**;,C%#.!U9>Y&66+Q(M MF3^[Q^]4=%$5HO,R1"$)64S65?
$>O+8*N#H]@'[#G;T;^Y_R*6";#&BGY%N M*DO&%K<5>Q%EL!E M^:* YP"&^YG?H3RKMV&L<5QE>&"@M=3L!30[L/,5] MVM\YI&(9@F'_SP51-.U]=>"H\;3G A0[=V85[\D)
(PQ3+#L"E+A0<0 J.-DN7#5**CI:PBI08:.,309 .%N:Y31 M2I-P@9$\W5NfCZ4S9<@<:QC95NKD"(%1/U'QJDM"]RU:*>K.@^N\0=Q'F MED#1!$H[..=E-R,:
[ZXBE$KBX!K@2P#*@*,)D"6$A6QP.TW@$DW=N,,(YVBZSG;6.X\AWIF%"+/ M>*"12]['9WO0QRK]D3;(]&U&$&,)GDE+D/L[OR;@I7Y+@^:%$+++@A4F9B'0U_ M2PDQB9+3_+DSLKC2S$S
;]I@Q+>0D1JSWJ>B#A?1\4O(Q8V99U#$L90.? MO.%+_1=LMDUJ=D!=^S)<5B$<:)B.HHF*L62V$ME,E'P64^I>5-SAU.60FBR M/!<11(#FA/!_P[&&K.!N':IT1CR93_^?.GSL#',#:&CW6-6
MD72$^]09XF0V<-A!ZO<05W1!L=MDB;FW]>6F1T/;WCO4)?EN^_!K^=YTW!'X MK2^YYTK7'W2#*B[-L]4[4MZY(YI1$4&0C'DEJ+2,.66*.Y/+44J]'Z:%\$HC MA<*8^JZ&4S.
(6R=,BNXM:3:9;WV&.G4:)\H<5F>II&2ZDW'9X298)CAH0&W) M \FN.445!,C. 0E:I/X,Q58B/*E;B4;N84=L8!"I+RWD1-S39UNUHN:@$C/O 6B0 VX?O,F"'&'AKT8C4Y:VRI)# M.9COI8#PR%-
D;GD(T0T9O*DN(.I_#Y!@%W(Q; %!LMXW$/=E>Z2">9,3%DV M3L;,(%8P+&%M&IJVL48BM^_*8<8\64 N3_(.B<[4LI;DZFC&?*C3I\3RFZQ
M#W8GKK7+X78UVU4\G9#.E<@6H7R>HW@T!YJ2*\B^4O>F$HRPT:!WE@.T"'^R M?A4QLN9I()'%F?JPU9.;W62F1Q1ATlRY#*;H:D\7(Z%SG69SXJPE]6VJ*2C-MM05Q?P@ZCV8*$KO'.JA70P?
UZC,W*,/"^$V#0MFH!W]#!;S_MUO_C4U_<[& M[RK^C@/^@L-FH>3VH5T!%G3G;I<1^DD2+&S[.E?45:YELFC-S='1 M[P%\;N7&ON]H8CK&0F"N(HRA1F(BAA6^FB-<+%Y$.&"@RB637!+9-
.7BS.?N M#;"I+H#\\&7&E.V) Q#9G5KU86/XE M!5\#\@&JLU.N2<2OZ67++/JC@BGG&*'FLMP@*T9!YO%6O%K9M\I%\7Y3&;^ MD\1&XDG3MN2;@9,<%@Y8+5O-
.#V)X/HKEG^2SI;*\)>1\]#MC$C/_FMK+ MK+#\Y#@_S;_8OI;?*0^OR\^]?I;D)\JL\#2B[.GCT\$U*4/P;7\JV7 *B % M_G E-/R47L#W"^="^D -Y ^QO I 4$L#!!0 ((%2!9UD6+K.[H@,.'$(M 9
>&PO=V]R.W-H965TA($.BNP9/I&UEC1EZU4)3.T5+M UPI9[I1* M$<1A. A*QBMO/G5[*S6?RL8(7N%*@6[*DJF7!0JYGWF1=]QXY+O"V(U@/JW9 M#M=H_JQ7BE9!9R7G)5:.RPH4.F?
>;319].UY=^ OCGM\(H/U9"/E-[OX/9]Y MH26$ C-C+1<3!Z/>$.2A;"&B,.W@TVO@[2*I_+1^P?G. FR81J74OS#W$X41B%[RC$ M!X78\6Z!',L[9MA]N0>E#U-UJS@7'7:1(Y7-
BEKH^@K)STS7\]REI]["..DM M+%$9RB0LF&!5AK!VA>$.55@9#5=?V4;@OIX&AM"MC2-[("U:I/@=I#%\E!4I M-Q7.>9O]0-BW5&/C]07\46#;ZQO(E]B.,XO6 OZ4*1.'O\. .;>^OR(@AG,
MX8[K3$C=*.3PS^U&&T6%],\Y]UOKZ7GKMKDFNF89SCSJ'HWJ";WYK[]$@_"W M"]S3CGMZR?I\W?:43>%*4<\.KZB$#7]"<(WW1['G2,P#P".!# M15'+))+6KMG$C)J9 V$I!?<^K'5Q169E"-
IK4]/6D1^DS6&Y0N1S>8793[(/ M)M1F>DJL(U4S$ARK4."#Q G?CH.6B'RXV'4>T!JS$*"A0*_F$I2O6*/6C M8>Q>9=4=*S5=P8@GBU9#W0QT95W%#2W9$M?S:N @M3.D9 MQ?W>5VF8@/IL,"-
3@:03+T1X.4Z&D](@=LL:\JFK:H<*9X99^W-1*JLE,KP M]J.*XAC?]2/X9K$;.2/PC%<7P1LH_\!HJ&?# 96&/LA>7.AM/I=:?5_MK3(M]40^_MGF@F:XF$Y_$%I5O#
V88+ND=0GRNSBQ#GR^P(AJ=@TH&)5[#_O>*6 M=$G0%@=+A*FL_N'9P1%41U05%,KI/X@CGHK]((SE%3APOCP!?&?A*$"5^ M.!STVB"E?
I*&D/C)^%@^[.>;I;3M&7H^WP_@S4SM>;1"X)=7P9D@)5.V :Q=&UFZH,*2A>7@OX) M4-D#]'TKI3DN+$#WES'_5!+ P04 " !4@6=9G]5(,D.# !G!P &0 M 'AL+W=O^O(+QB:($T_DR< M=DF
M%VO/A0HEG9[N+(@/BDTG0FW)D^1DV:^_E.VXZ5T:# A+0HGDX3FR2(TW M4KWH%;*!GT4N],19&5->N:Y.5E@PW9HIF.9F9P+?%2@[Z)@:GN N=Q,'_ 9,7SERY6Q&^YT7+(ESM$\
MEX^*5FZ'DO("A>92@,)LXLS]^O(QM[N$\GCF<)88Z) ML0B_M9X@WEN@8C&CO:3Z4K:Q'U[AKM03MQ0G,3 M+]5'$SDNW4]964VG.+L_(YQ#5^8]!#ND9E*(V77$*?
)@8%%\T_^]F>PU["R'LG(6@3@IIW M4ZAF>3GEF>D=%TPDG.5P+[11%9VW MT7 !9T]LD:,^'[N&JMA8-VD1KQO$X!W$2WB0PJPT?!8IIF_S76+740QV%*^# MHX!S+/L0>CT(O"
Z@A=VDL,:+WP'[UZL49M:;]N<6& B10^_ZBXV<(D6C6J,S_?C!"WJ?CBB(,@71 M,?3IO.D@D!G,"]D,_X4IW$C=*+EC7,$WEE=8!ZP9S^VWQ* .OIBS'&:6YWK'D[WAJ2U/_?HMSK@@
M&%EI2M3G5R?7^L(_IZKZ\OOGW^N8QG5,$_F!$S,/ "J2M M./1>!7]#G0\Q9D66#3G=AC2,./#C4.^[>\"M0+>L1K^F:5<(T<[#;[5Z163,\ M7\.,)^B!J247FOAFE.KUXX$#JACKS<+
(LAZE"VEH,.?FBEY"5#:_)F49K>P M!;JW=?H?4$L#!!0 (%2!9UD(#L3 *@, %4' 9 >&PO=V]R.W-H M965TK]\A)2LNX+I]Z(O((6<.SQEQAM.]TL^F0+3PO132
MS(+"VNTD#$U:8,E,3VU1TDZN=,DLF7H3FJU&EOF@4H1)%(W"DG$9S*=^[4'/ MIZJR@DM\T&"]LF3ZL$2A]K,@#HX+CWQ36+<0S]=;ML$5VL_;!TU6V*))DO$1I
MN)*@,9\%BWBR'#A_[_"%]ZZ0)/YT?T.Z^=M*R9P1LEOO+,%K/@*H_;B<@:0(2S[L^R+\,\99;-IUKM03MO0G,3 M+]5'$SDNW4]964VG.+L_(YQ#5^8]!#ND9E*(V77$*?
KZ@0LTH@J!QN5+EE\O#6> 7,7^R/'#73:7%P#G=<,IER M)F!A#%H#3&;PB;.U%]QRTMG\Y0R8A9-4$,XCH767&Y@R0PWY!)PD>CY-#P5 M"!+D25/P-V;IKU70_A_1L;3=B'KSZB])Q]
<&=]VTHI5&{0Q%GSC1 M5Y[HRYV^W5$?HR9R5+AV"N$=ET1 589 S/M)YQ/N4$.]9@T8[^SL$*WT&*Y M1MU>Q4FGSO"D0Q<>#U24^IF:.%X1%KR&P:@[BH8T\;*2ZY=9YW-OU8. V]&6
MOMBH^0)%?=.!Z?/8RXWV+; M4(\]]?XOJ/?'W>&'Z]1'KVRW_T<^K1L-M/SAX&ZVHG/&EU>]-;^@&4E5) M6W>]=K5],Q9UJWQQKQ^<>Z8W7!H0F%.HU!L/]!U$Z\.]F.;^<;Z5I3;LIP6] M>ZB=
^WG2MFCX0YH7]+Y_U!+ P04 "!4@6=9&(-'@G$# $" &0 M 'AL+W=O=_=]YW(XWBO M])/9(%KX5E>-F7@;;[=W06"*#=;"W*HM-K2S4KH6EJ9Z'9BM1E&VH+H*0L?2
MH!.R\;.C=NU!3\=J9RO9X(,&LZMKH?^98Z7V$X[AX6%7&^L6PBFXZU8XR/: M/[8/FF;!$*64-39&]@8TKB;>C_ 8^??.GR1N#+D'):[$ MKK(+M?\>SV)BU>HRK12V/>^S(-B9ZRJ>S
OJ&73C>);%?2> 80](&QY=XE: MEA^$%=.Q5GO0SNL8;.5VJ*)K&>S2<3WFTFG8EX>R4U%1BJ;3H:M24\%$65',$ MV5HC4OFM@>O/8EFAN1D'EE(Z8%#TX>==^/"5\"/XI!JL.?!+4V)YB@^(ZL W
M//"=AQ<#/N+V%B+F0\C"^$*\;- ?M?&BG|%O8';N /#7;&FLI@/T]5P%N@3Q M^03N4MV9K2APXM&M,:B?T9N^>\-3]OX"_7B@'U^*/GWL[A*H%2RP4$TA*]G] M2EJYKY21S1KFHA)-@6I
ZY0:RS)^QF:'=)8"4MSJT_/_R[02AZ7LLCK_+ 2_>\))&7@QRY@30@#*SHOZD']4W9D(/.&3JZYN:N;J&H M;<'IJ3[^R_B"4OQZO;.6&H/%)VD4?:U+*#M4@8^HK6HCPZO)E!65%>'@I-C
M6_,"ZR6A(]X>VQ#>.C.+1V2, (AE-+Y[DX<\?'}BQ=QG27HUJ]7.":=B(G6P M,I#-LZ(S6KI[0A-4<$[IS#E'B)WDTP#/NQU%RM1CJ6:AU(.\EU#4DS_5!&[(MY+$?\YS, ^XP7D,.^QF+X.8'QT]"KR6UJ
I7!&6W6>*![MZ<;F+5MNWS2V7IU6C-#3W3}JT#[;^4LH>) M2S _/_ %!+ P04 "!4@6=93O5C)@0& !;$ &0 'AL+W=O,&?)8 MBT:?CI?&M$>3B2Z7K*:;ERUKX)>Y5#4U<*L6$]T]1BOK5(M)%
3324UY,YZ=-MV&=7;G8B5T;PAETIHE=U3=73.1-R/.Q.AT'"(@)5AJ, M0.&T9A=,"_P$,/[J8H[{E.BX>[V-_M{6#K7<4\TNI/C"*[,\'>=C4K$Y70ES M+3>_L*Z>%..54FA[))O.-AB37N(0=0Z1Q>T2693O
MJ*&$$R4W1*$U1,.+6ZKU!G"\P.;<& 6_WYU!712YD#.W6U+ZN M@UMZ+Y@^/)D82(/&D[(+>>Y'1L^$+.@GV9BE)I=-Q:IO_2< K\<8;3&>1X.! M;UCKDSCP2!1$R4"\N*\YMO'BY^(MJ6)=S5?
T"2AFR)E2M%DP>_W'V;TV"OCR MY[[B7>QD?VR

**>3(4?7;C1H?(.3%+ M9AM&FZ>?-;%M)+^WMG5GR1NGO:A'XR_'_TM9)I+ >/+FP7AFM#M"/\#QT]O
M\BC,CC71%HULO\X=H($8REHWD)34CB(,*4*@P8;5]TSU73X:V29I\L6.%=CT M%V>+A6(+:MCHG
K:E(Q00WZES0H!APP/ M R^,(Q+[>3"Z?&2JY,B$ Q(77I)-R2&)_"P9P=#/&0>7R05F$<+:A%Z4%EZ<
M!F"6^LET%\2_RR!AYJ41^(2YQ1%E)/,=IF(Z8'YI5S93$A]Z -ORI52F R'2+$U4YH*3 ?30[25I7LK2^6N%",I M&LW
0=".&]M2S!)P;[@0I)'&,L G6#C=:8&UV1E3J,H%J;[IR?"[G-6MT(^ M,:8]2-:\[6\MXRJN@+A2:;)ARI+.288^&OV&&78_"2,
[&G"(1]='O47 ,&.U5>'SX2J(JI-")EZ:I%Q0%:%#BQVDOT)&7 M![F7QSD(=!J./CM50^6-
P]PKL@24%QR"9P0ZR4(OB9U1&'Y'GE,OS6*05@01 M^\5TB Q93X;L?U/"JY4JER Q"Z.-?D(_N!U!R][!"M^>@R.
,2[S(G:,T'WU@#: 5UH]6,",<]P>XG015RD#" M(B^(I)[TR2!8Q[&H]N7]0.TSRM2E)_4"T/,"$N](@OQ(O<"N-
C'T5VLN[&R-;N M'N^E@;VHO5S"YI\I-(#?YU*:[0TFZ/^=,/L;4$L#!!0 (%2!9UF'O\1U M , 'X& 9 >&PO=V]R:W-H965TY-
!:.'6QG9?^>L].%#DH_*6] ML^^>>\X^/YEOE/YN:D0+/QLAS2*HK6W/HL@4-3;,G*@6)>U42C?,DJO7D6DU MLM(G-
2)*XW@2-8S+8#GW:[=Z.5>=%5SBK0;3-0W3CQ^KJU; MB);SEJWQ#NW'[E:3%PTH)6]0&JXD:*P6P7ER=I&Y>!_PB>/&
[-C@.EDI]=TY M[\M%$#M"*+"P#H'1WP->HA .B&C\V&(&0TF7N&L_H;_UO5,O*V;P4HG/O+3U
M(I@%4&+%.F$_J,T[W/:3.[Q""><_8=/'YFD 16>L:K;)Q*#ALO]G/[?GL),P MB_^1D&X34L^[+^197C'+EG.M-J!=-*$YP[?
JLXDAQTW_@GL(-(=4&WL@2 MR^?Y7@+,@TH2[H!N,)B"Y^$(P.K-">1A$D^=.24SG<3.G)&9);/1?4U< M6&6I0!
[FLV1TKRP34'76W79/O66/_62DI^$XSD;OF[:S6 *7E(;&PI$#F^5P MO,U^WO$C"85@LD!
(Q^$L.1U=HS'TFK4F4&B5]H+TUT$]4@OQ+!]=/U\-09(X M4_2? -3]-)R.,]@W2]&.)C2HUU[YB(3JI.WE85@=Q/6\UY3?
X;TRWS"]YM(0 MVXI2XY-I'H#NU:YWK&J]PJR4);WR9DT?"-0N@/8KI>R3XPH,GYSE+U!+ P04 M " !4@6=9/$4+*9L$
#3"P &0 'AL+W=O:6RM,"E %GE M.1,_%ICQW:SK=/<+#^DV47IA,)^6;(LK5%_*I:#9H/42ISD6,N4%"-S,NM?.
M9#'4]L;@SQ1W\F ,.I(UY]_TY%,\Z]H:$&88*>V!T><);S#+M".":\;WQV6VO MU ;CD@-L<< WN^B*#\I8I-
I*O@.AKV3I#V9L.%-VD[0=1 MXW51>W5?\3J&S[Q0B82[(L;X^/R $+8PW3W,A7O6X0K+/GBV!:[M^F?\>6W8
MGO'GO>+OCHDB+;;R(-J_KM=2"6+)WZ?BK=WYI]WIRIG(DD4XZU)I2!1/V)V_M>^.,[
]GP/HM6/^<]_F**C&N,@2^@1N>EY5BAM$T73"91L"*&&[3K%(8PYD' M/177^9L?$X0-SZAR*5F@-!U
HI*T*%0"BK:C8T#K%E#< "H(4-H R@R@D@#) MFF%I04YX)>F M "?
(RQ5LZ=]_+2,B=R]2>FE$C759T]Q77&%9C$+^\BVW6'!2@QKTP40_3/,&Y_)^ M!3LC5QA?L2>*?8M'J(#46RIZ /WJX\
B'EO^*("Q8X4$P?-I.+("9V2-_#&$ MM.(ZUCMW.G>;#:FMYH%Y?=),HDM4B52E*">=FZ,[2LT9"<[8MT9N ._>A*[C M?
GCY[3RLOD@(_KY;*.C1P&UC#P7S5]F:U+>'H%+/Z'Q)C,?B%Q MH>4Z8\K+!8E;_.^3O06[[SJ&!7:?B-+;#X-
FZ/0=PXP+PKG0UQGI&K;2-;Q8 MNJX+E5[=[GFQ:GD!=\]15NE2_2AX_E+A#G5-ZYD)HU;LZQ>%U=!K=5!8IR3O
M+.+34JYU4.-BQ0\M4C5:=22.)5=(;)L3T/"?D@-"XR[0L>BVX@8=$^2\ZH@ M.3VD#5. +$ITG"F/ 8O8@HU.S
FU/>1NMD].(Y\7J(ZFO_9:7R6)+W$:,8,0 M(U9)U RB8(WX4S=('5:5Q9 0]>DG)HFF/WK4MMC1U#_)Z*4JW/GC(/)C7=#Z
M;VK?]2R;-"*@XJ%R"KW "D*O\Y4)P73N*+:R$E%".3VN18=JRW'=_;?6B%7] M.)YKA:$'GC4D5W2!ZX=6,'3U!>.1:_EA"*?
8/SAHM.A_QM:TDY*NI5>L>ZYV MM>U8K^M&[:=YW>Y^9F*;4I@9;NBHW0^(EJ)N(>N)XJ5IV]9<41-HA@EUW2BT M
>UO.#&NF>@+VCY^_B]02P,$% @ 5(%G60Q(- @Z! !Q4 !D !X M;"]W;W)K&ULK5A;;]LV%/XKA%8,"9!$=\G.; /Q
MW0;:!^ M0TB KVE"^-#8";&_-TT>[5 *^1W=(R)[-I2E4,@JVYI\SQ",ALL\-_L3HR$_*0(WDF=+/JK**AX:E D()
MBH1B@/+O@"8H2121#.-+R6E4+A7PM/S"/L_'+L?R##F:T.0O'(O=T.@9($8;
MF"7B(STN43D>7_%%-.'Y+SB6MI8!HHP+FI9@&4&*2?$/OY;S< *0/,T IP0X MYP#O%8!; MRN *\$>%T!?
@GPNP*"$A!T!80E(.PZ2[T2T.OJH5\"^ET!MO6R M3X+)7BQQ8O0!BHPA0#=@ MG''9QSF) 9CR#%7K8\,
<40$S,5\"Q[B&*LB3,"*%,FI.JZF2$"<\&MI\NEI M"J[>78-W !/PQXYF7!+R@2EDM,JG&961C8O(G%\ADW#[5?BL M>_!N
WS>/?@F^*)[\$WPY<_-_.KGQKYNAT]1]%KP-1VY538)#OY^>.:"R=/EGZ;, M*@+PF@-0)^X]W\,
(#8V]\L4.R!C]^HL=6+\UR5HGV50GV4PGV5PGV4(GV5(G MV4HGV5H362V-O"J-
O#;VT0=Y=TPH;SQ9"F20(]4%\3"Z5VZU?32RO&']2M%@U5:#YV_@*N.R@,DUD%\"3.Z% M9%O*7U*

S6N>:N3M^YY.LFF.LEF.LGF.LD6.LF6!9E_(EN9FJLN=9+-=)+-=9(M=)(MNZW32J?/=7"A-
&7#!]@DE\LU0V4{R@3MP*Q5.[!\1%?N=LDFUX>9ZY5M\Z.X0FK9&\5;8Z
MR68ZR>8ZR18ZR9;=UFFET^=:$UDA;O/DB2-%;)L_J7$0T8R(XM.K:JU>[1{R MQZJS]K%]O[;VI?
V_:IXE/M!7SP1RH_7+28<)&@C75EWH&ULC511;],P$/XK M5I 02+"D:;O!2".U'8@]#%6K@ ?
$@YM<$FN.'>QK.Z3]>,YV&PJT%2^)S{{[MON_N?,ZVVCS8!@#98RN5G40-
8G<=Q[9HH.7V0G>@Z*32IN5(IJECVQG@I0]J M99PFR67<HU2*%@89M=MR\W/&4B]G42#:+]Q+^H&W4:<9QVO
M80GXN5L8LN(>I10M*"NT8@:J230=7,_&SM\[?!&PM0=KYC)9:?W@C-MR$B5.
M$$@HT"%P^FU@#E(Z()+Q8X<9]90N\'"}1__@>9T5MFG#>AN85/U4>3.*%<4Y9HZ%10';,+T RF*[84M1*5*+A" M-
BT*O58H5,T66HI"@&6OV;0LA:LEE^Q6A0OA*OOB!I +:5]F,9(D!QP7._I9 MH$]/T+]E=UIA8]E[54+Y9WQ,J?
3YI/M\9NE9P"5T%VR8O&)IDH[8W!<0#%M" M33<)SQ ,^X(-/<'P!,&QRGR;KBP:NF#?CU4@X(V.X[FAN[8=+V
2T519,!N(M\N?/!I?)NS-J1[W:T3GT_-.Z75'ZU%T#G3;(5Q*8#<5@3\?+$E0'W+''=9.] MR0=9O#DB9=Q+&?^GE&+?
E:>^0<<4C/]1D/ZE(#ZX]P12^^FVS#03#.@4[8SRO(Z&YF8>OQPJ?T?B/4!7L^+-'0VJUOZF W?
$C^XU.7B9S1S@L:/9WFHC-S(HLE,":5)GX1'=_M0I/01/'%-./Z$^V:6,="<<4%S1NP5)"G1?U-'AHC.@#L/P%P&X#[?P%>
_!T MHK4RG=8U$60^972'F(J6;&J@O=%HF4U:J&5<"2;OIA(GY@N:EY2GVE*Z1@M@ M0JX]NB(9*6) *UU*.JB
0G#T#JWJ!5?12R;+B8F?B!0)>O^C2DNYP)]E)#7 MUR"),OY&
(KZLKM'KEV_02R29/V]HQ64\G]I"ZEE5K=9_0NH+R#'G. M6^0ZKF^ +X;AUQ!+.-9PKP^WI6NM=6YKG:OYO"?
XVNR7TBN!+GL>?/L@H]&M M@)S_8\JTIO;-U.K9O> EB6%FR8>3]N"-7_U @?.'Z:\1R+KN>"U+GA#[/// M5)
,E=U*@$<73(G7;(%F4WO,=NX[+HZF]K:;T7&4%T:!WT;UI/JM5']0Z@?@ M_
)=QG&55QD1D,CG73H2IZ3>4:1TDE,FTG_U!9/Z^@:N ?R#6$X
MBIQSL_Y)JW_RVU:_1048_9X<2<&A%P0'@@U1Y\YD8M8;M'J#8;_)'65$4+E9 MO!\JB4&64Y^%D@-!K?
3(,\IZ[.2&2]E+&S?^,[SU>E M#?=(1HS%UG>BT_O@42NUH>MMDSX.#W=_X(<%> MY_7>)/6+J+[8?
=>"A]N6FXH5J:@8:)TWZ8,:F]O_0:*3UV@DMG[:^^8'!\]8 MK:/V1&.Q]9W8=T5XL-TXO5K#H^X?
NXY_6*V&*.P>5JO=.1JK_R7^(NP^+3C* M8"UASEDHBX351_UZ(FBI3\MW5,BSMQYN@"3 5("\OZ94/$[4 ;S]PV7^'U!+
M P04 " !4@6=9C=FAM[T" 3" &0 'AL+W=O2RYT$.O,*;J^[[."BBI M/I45'"RSD*JD!K=JZ>M* 1^& 3G?
DF9\)*!L]VJ9"!7AC,!MXKH55E2 M]7,,7&Z&7L_;&N[8LC#6X">#BBYA!N:^NE6X\UN5G)4@-)."*%@,O5&O/XTM
MW@&^,-CHG36QFRE3:R M;,@80X ME!J:#)3<$&71J&87KOJ.C?5BPMZ3F5'XEB')!-95E(S=VAR02:@#%XN,J.<
MB@S(S-U5!Q(@C";OR2C/'9QR1&"E-H,A4YY!W\]##_Z@#?QT*UU0JWU1J'
M!P5G4)V2*'A'PB",.^*9O)P>=:7S?]ZG_^Q]KQA1>W4BIQ<]H[=_1^Z 4P,Y M29G.N-
0K!9I\&\VU4=@+OG>=?:T>=ZO;_MC7%H=W'5@NK<_9TN5X):NO&B
M2297PM2WMK6V$VSD&O<3^[C7G_0Z["E.O'I_9&OQ^4-54LF-.&P0%?!Z04V M856/H'IC9.5Z[%P:[-
AN6>#4!F4!^'XAI=ENK(/V?T#R&U!+ P04 " !4 M@6=9_Q^R@,X" !;!P &0 'AL+W=O>% M.[8LM%EPTV%-ES #_5!/)
<[Y)L4 655N0MF37U-M$W6297D),/ M6SQ4"A2A54Z^Z0(D^<+HG''DQ=7S"2 I5Q>(?IA-R/G9!3DCN,M](58*,6KH
M:O1B%+E9J_NVT1V\H'L&]24)O3]:.;3KY6-]]G_3^1[24B[!(1GF+'\U19E\104YD5Q.S ,NBM<<.56"YS MWZQ3E!%C/=>
[?GJBHB3PNZ@]H5$G-#HI=$J?I.#<'EG9U@N:<]RGM"&+=S0, MPL [$'H5=(O-.Z$QB>%VG[JDQ0?[1:%T:&DXZ
P',3]BI).47)2T;W0 M%!/7-C_L-K^PS<__-G^?\.2HGL'@RC^L^G%4Z'N#X$"ZNW/UF=_.5RJ7K%*$ MPP)QWN456I?
-5=Y,M*CM;3@7&N]6.RSP[P?2!.#WA1#Z>6(NV.Y_FOX!4$L# M!!0 (%2!9UD7X5I0)00 , 2 9 >&PO=V]R:W-H965T/G?
DG1YPLJ7L@:\ !/J6)AF?&BLAUN>F MR<,5I(0/Z!HR^69!64J$'+*ER=<,2%0ZI8EI6Y9GIB3.C&!2SMVR8$)SD<09
MW#+$\S0E;'<)"=U.#6P\3GR.ERM13)C!9$V6, =QM[YE%PXE!9?8]CRSC,J0KFG]*$8W$13PRH800*A*""(_-O #)*D0)(\
M_JU!C6;-PK'[_(A^708O@[DG'&8T^2N.Q&IJC P4P8+DB?A,M^^A#L@M\$*: M\/(7;6M;RT!AS@5-:V?)((VSZI]\JQ/1<9
X:@>[=K#[#MX!!Z=V<,I *V9E M6%=$D&#"Z!:QPEJB%0]E;DIO&4V<%=LX%TR^C:6?"*[CC&1A3!)TDW'!OKT#(]_R-
1+V;7Z'7K]Z@5RC.T)<5S;E$XQ-3R$@*/F98L[ZL M6-L'6(_11YJ)%4=_9A%$"O^9WA_;&@!3IK#)H_V8QTM;BSB']0
YUEMD6_90 M14CO?@6A=,>ENZ.AXS3;ZI1XSB$ZLMRC7&{$1\[V('GP47][_OX@7=&-@)3_ MH]J(:IVA>IVBR9SS-
0EA:L@NPH%MP A^_PU[UA^J))P(;"\EPR8E0QUZH#VE M;WNG7)6)"MXKX8ONN ELV_>'>&)NNC$JS"P7CX>-
V1Y[MV'O'L/^+I,]/"GI MOY.]6UE2U0)NAYCC^SWR3VVP.U(S]QKFWH\S1WO4/U#.0\+KK)]WA8EC
MJZG[#77_F*2W75!%V5<VE!%OME]W2GP$BBJAWRL^KWA6C M'1"&9/X2X*JC,SL"8#^M5BK;EZ%V?T7)^'&_
MG%:YX".DR[-:CO>D'K'4 ([7KUN%G>=[U@'1B%L!@X]2,,^1C?4*>MVH,#HH
M''$K8K!>Q9Q$.M9K:+6CRN:0>,2M*,':#_R1'7^L.CHNMOO4%7:>[SO]GF]V
M[@A28,ORZH2CD.:9J*X+FMGF>N:BO)0P6_/J;D?*RJ4\+++.%M+5&O@R;ZRZ M+JD&@J[+&X=[*@1-R\<5D A882#?
+R@5CX-B@>;2*O@?4$L#!!0 (%2! M9UG=G=D&Z (&0(9 >&PO=V]R:W-H965TMA6,'VVEAOW[73@D%
MA3"A[:7UUSWWG../F]%&Z1NS0K1PEPMIQL'*VN(X#$VZPIR90U6@I)F%TCFS MU-7+T!0:6>:#
([2<"5!XV(<3+K')T.WWB_XSG%C=MK@ ME,R5NG&=\VP<1(X0"DRM0V#TM\83%,
(!$8W;+690IW2!N^T']#.OG;3,F<$3 M)7[PS*[&P<< ,ERP4M@KM?F&6SU'#B]5POA?V&S71@&DI;$]WP83@YS+ZI_=
M;7W8"2"&Q]-:KAT MNSBSFF8YQ=GDC$LF4\X$G$MC=4D;9 TQH?$O]:1/P@8AJW LZP M.(1>U($XBOL-?
$[^/KS70J=7>]KS>+T7\,[E&HWU3G;@%.<6F,S@RVW)[3W, M,"TU68L&?D[F9#D=Y%]-'E8Y^LTYW.4^-@5+
<1S0[36HUQ@D']YU!]'G)@/^ M$=@3._JU'?TV],0[8&K9'6!K.D)L+O" #M:!80([4$IZ@P3_C1D(90P4ROCS
MU^1,E6[@T[E7:IU$HW"']*[>5T!OE'M5RC_Z?7* EL*0YBQKLBDGHQI#[V]+D M1,7DJ,6)5]YO=&)0.S%H=>
(K%1'8<_KV@:0YY: 6P!^O1Y.FP:N:!BW[_X3H ML"8Z;"4Z$53,Z!E$;W^]D=X^OR]-_(:OGKZV%16_<.?!SE$O?
1TSD*I2VNK9 MJT?K4CGQ%>+9^)1*:%7Q'F&J^GO!}))+ P(7!!D=#LE17=6TJF-
5X5Y@MGLK;22V]?]"0&"19CL3<$T89BG! M%'V6$I1$F"W1-X(?""6*@'SF7B*LT-XC-<\=I*40A*W1)99$HG=7H#"A\KW.
MX7YQA=Z]?H]>(\+0]XR74O/*J:NT<). ^F]8B+RN1P1&1"R@&*/0^H, +H@[X M_#3\"E(-]RT\;,-=7>ZFYD%3\\#RA4?
XJAI==.FH@%$WT+S2%[+ *O_*'WJ4M53V0MC6&C,3S%GLRQS*P+4C. 7R798*J=U;EZ%=704IE] M9Y-
$DS#RINYF7TY'5!2-@B:JE6?4Y!F=S//0?K_1-]@ 17Y7GB>I7KHZ/9&U M5,>-ZOA^/#NS6$>;%8>!U
M^VW49#4ZSV]Z=#]8#-";;T PNPGK8Y2E.R0-I-I&S0NEA-U+],1+W,FGOW3Y M>B)K%6K<%&I\KD7'?
6KLB;RE<=)HG)QGT MWY[.]ND-YS!#MU@\:A[S.ORV'E\\@$O7:. ^V-KEV&N1_':M6"/[TMD36UOG
MW[;$/]D1O.S,KKE:Q_%PZ,4'%NT("T?QY-"B[EX':SX?M+_6AE8:5QWF"D M32ZJCKR:*%[8IO:!*]TBVV&FOV) F !]?
\6Y>IZ8/KGY+DK^ %!+ P04 M" !4@6=9;+HNI+4& "-P &0 'AL+W=O2=GM
ML!_ZB.2:2N,A9W.%XDD\SRD^)+'U"OI:B?DDUHSIM'7-,G4]6"M]>9R.%31 MFJ54G8L-R\PW2R%3JLVN7
W51C(:ET%I,L2>-QVFE&>#Q55Y[%XNKD2N$YZQ M>XE4GJ94?KMEB=A=#_S:\X'/?
+76Q8'AXFI#5^R!Z2^;>VGVA@TEYBG+%!<9 MDFQY/;CQ+PF>%P%EB=\XVZF];521W'NOU]>!B@&*V1'FB/XO=SZP^
MH4G!BT2BRK]H5Y?U!BC*E19I'6Q:D/*L^D^_UAVQ%^"/7PC =0 ^#)B\$#"J M T:G!HSK@/&I39K4 9/#@.D+
=,Z8%KV?=5994\'5-/%E10[)(O2AE9LE'*5 MT::#>5:,K OGF'WJ A4FLJF4(\0U\RKM69.6BV?UV+7-$L5E=#;9I:
M5#B,ZF;=5X MU9>C9M".2MZHSZ#]XZ,IA3YHEJH_.YIX6R''W<@B@5^J#8W8]?
S7<[HMV6K$0LFGDU3JMCIXT'3UQ=O3-:B79 MRDPHM))"*;21(F*L,VO?.DE]>QH2%D#"P@HVW>OH.;ZPE25
%5J231O)ID[) M?A'9>[,"R[.8/B8,Y9NE-+]69I)*U)AEW#3HS,:3::>9Y_3G;/6OHI PD)(M& &"6=+-&NEF3ND^LRW+
M:#F'7Q+.(46&A 60L! 21H!@ELB^UUZM>@#9TPWI*VQ-V\\^OC__.T,ZF*3 MO6)X-#LL%H*VC4#1;#GVS /?*4?
EDQ*%AL]3M+%2>NMBW^:+OZ1+AW%0M"V M$2B:K0MN=<%.71Y8E$NN.5/H/I?1FBJ&;LPJGY5I\1_T_,MG-NO+K(?
B,JM3 M,V=-O36#I 6@M!"41]!H]@AH'1+_.U@D/JA'-DH+0&DA*(U T6RM6Z/$=SLE M 5>1R(V^2R%10J,G))8HI?*):?
K($ZZ_%0 MC(SGKU]-^J ^#R@M *6%H#0"1;-'1>L*^=/OD/0AK94[4%H 2@M!:02*9FO=

MVDB^VT=ZH$F9M6M_/,O31R;;/%]F\Q=6X;.C!?'%J/P<9G-0XPB4%H+2"!3-`MUK+UH7RW$=7C5D=-
>NV^PYV[QM[:@9I.H#0"1;.U:WTGW^EX',[#C>010QLS M%Y]X6,?"$^\HS6PN\:^`MVH'20E
:@:+9VK7F$W:;3\T:MUWVE]&*?21:6UF8+,@[E03U(L"I06@M!"4 M1J!HMNBMLX4Q_!(7@WI8H+0
E!:"T@@4S=:Z];"PTSQW0WJ+"VI:U33K MQB4>S3 ^,)]!:R50-%NVUH[";CO]]+R\9U1T*@OZ7 \H+0"EA: T D6S]6^]
M*3SY#BD:U'$"I06@M!"41J!HMM:MXX3=#R+=U^MEM)0B1;*:YBM),_U"LCY^ M#JES#0WJ(H'20E :@:+9^K4N$G:
[2)_H5Y[FZ;%])'89BXM[!9JGY?6M2=PI MS\K'P#N%[3"5O/)S*"VHJ01*"T%I!(IF2]N:2MAM*OT/=X7J%KQV5\C=T-Z2
M@WI1H#0"1;,E;[TH[/:B[&QQVHQ MU=MAGZA<\4RAA"T-TCN?F20MJQ>NJATM-N4+0H]":Y&6FVM&8R:+ N;[I1#Z
M>:>HH'GM;?$O4$L#!!0 (%2!9UD0+&FJ<0X /6 9 >&PO=V]R M:W-H965T!>++M#&$O5A.^L8<$P.
M9P9)&S3M[L%B#VAI+ N51"U).0FP/WXIF=9H(GHDIG?<@\:6-==0]ON*'P]) M77[*\C^*>V/*X/-\MBC>G-R7Y?
+UZ6DQNC?SM'B5+PT['2&I_-TNCBYNMP\]B&_NLQ6Y6RZ,!_RH%C-YVG^Y:V999_> MG'1/GA[X=3JY+]?'5B[E-"W.3S?
XU'9?W;T[.3X*QN4M7L_+7[),T M]0L:K+U1-BLV_P\^U<_MG 2C55%F\WIPM03SZ>+QW_1S_8O8&1"&SPP(ZP'A
MUP/.GAG0JP?TOAHP>&Z&?CV@?^PB#>H!@V,'#.L!PV,'G-4#SHX=<%X/.#]V MP$4]X.+8
=W.TU^NLZF@QS_YIEZBM$RO+O/L4Y"OGU]YZR\V1;<97Y7)=+'N MCX]E7OUT6HTKKZJZFJ6W69ZNJ[4(TL4X>#
<=5?5O@NM);DS5"F41_!1^>9PY?&;F;O ^6Y3W11 O MQF;<,%[XQ_<.C9?^\1>>\:?5;W'[JPR??
I5O0R_X<_;P*NB<_1B$G; 7_/XQ M"G[X:^/OQ<]<+_-70:^S8?I/3/!AEBX:K,AOZ=6LLKH;*[26R3=_P<7(_'([MFTX>_Y0?
\FR2I_.&26+_)+^,RNTD7<_K%G[FHUGNO^X&)CF>\?T5)+,TBED: M[67FP2Q6)KC+LWFPM&^E0;9]+VWJ$J_?
MDM(+"*QF,3$(S;< M8.L_8>KL^Y9_[S3Z5R>/NQVP/X3+WJ#<.]¥JOPUJW:7 N=-W+YO-
Q6AEVM;A"06D5A,8H+$$A*3)*9(M3$.8TQ3#;5,,O_\VS9!L%!*+2"PF,4%B"8E)$E,DIB';.92S;:.<>=<>/Z_F
MMR8/LKM@Y*Q!EH\[@D7P/\|^X5NOW;9#2"QZQ 8[J^ZAN\Z.R>D$B24D)DE, MD9B&,*?LS[=E?
WYDV9LTGWWYJ2C3B0G,YVE13A>3(ZO?.T7;ZB>QZ'RO^L.O MJI^<3I!80F*2Q!2):0ASJO]B6_T7_EV&2DSST?
W7[_DFGV9-!U"?^KDP^%)Q M15-5>P>VK>IO78J87 I!8@F)21)3)*8AS"GV;L>F&YUO*7?SN:PCON<+_X#<
M/0_FF_R@,?GPCFU;_']B26)T202J):@F44VAFJ8TMPMV,KZNMT)^7]¦E584$
MH[2X#Y;IE\TN\.;XI=L6J>_8D7^.MML\J!;5FG-@K]MY_.^KK1]T8H%J":I) M5%.HIBG-;8C0-D3H;0CWD.G3$?W
6U02J):@F44VAFJ8TM^!MGMSU!\HWU5Y"GH[*X+HHS#/5CF;(MJ!:A6HQJHM9VUSE?G\6 3B@/3ZC0"36EN;5K8]^N-
RP#3M'Q3]"ZM-'8%]5B M5!.U-G!6@&'#"C!!YY6HIE!-4YK;##;:[?JS7>^90=5F_.//WY7-1S[1;!?5
M(E2+44V@6H)J$M44JFE*N3*) !HTWJ!;5VE&) IHQHUJ":A+5%*II2G,O_;)!<^@/87_+
MTT61CNH3Z*K51U/!^XVV!8]J4:TY&_'GC8>Q8G1B@6H)JDE44ZBF*)LI MA_Y,62U&^>:=O=K?'E?[V[-L67\W?
SIJVGC\R,^V[@$T1D:U&-5$K3DG]C6N MCQ)T7HEJ"M4TI;DM8%/DT!^H'M,"U190M0DT24L3I/-
LU;PAY)^G=4^@H3*J MQ:@F:LW)\1I760DZKSQZ7H7.JRG-K7>;#X?^?/B(=, OM*YD-/5%M1C5!*HE
MJ"913:&:KC7G.LVOUXINM=OP_2'OX<.H?XV-7G0?;I(H+D;R&SP!M4B5(M1 M3:!:@FH2U12J:4IS.\:FQ^'@^Q]
(#=%\&=4B5(M13:!:@FH2U12J:4IS>\:F MUJ$_M1;&/-YU:;YWKM'.^:B-C8*FU:@6A4V)<*?Y\"DZLT"U!-4DJBE4TY3F
MMH'-JT-_7AW9W>5?-IVQ,&50I%5W'#JRA,;6J!:%^QQ^'3NGPS]:Z-]!X&M5B5!.HEJ": M1#6%:IK2W.ZQ\71X\0)
[(F@\C6H1JL6H)E M036):@K5-*6Y=X*T"7;/GV"+ M5;G*UQ?!U5=,WZT6X^EBTM09?JEM9Z!:U-O/L?O-VUGHO
+5$E23J*9035.: M6_4VQN[Y8^SC+O'Q(ZT+'@VM>_O!<*_YO UT7H%J":I)5%.HIBG-+7@;6O?\ MH?51.Q:A-
];PS]"Z&]"X&M5B5!.HEJ":1#6%:IK2W([9N4?V2]PDF[U+-GN; M;/8^V>R-LMD[9;.WRF;OE+/M[7#G=L^%YSQ^>?
WNLX8=;-PJ:F=>:AO0_W)]Z=$#3^1K4(U6)4$ZB6H)I$-85J MFM+>_L!79"T(0V^9"PW!42U!-HII"-4UI;AO8,+QWX);?!
[:YZO7(>+VY-5Z-`MGDE T# /U_OZMQ?O-M_>,T8D%JB6H)E%-`MH9JF-+<+;+[>]^?KOZ5_F":YD,9_6#KZD?
C=%2+44V@6H)J$M44JFE*;F MJ!:CFNCO9_I[GRZ-QN6')U3HA-H[H5N0-MCN^X/MZZ(TU=MX$50/IJ693$?!
MK]/)?;6E_\Z4I9XN)MLK)1Z/]'RX3_-YM9"K M-YW1$Z;XQJ M425).HIE!-4YK;#S9B'OSIB-DOM*YV-&)&
MM1C51*TU'YBLRQR-F]/J_)-:6YM6O3Z($_C?YY-;\U>9#=V;N7+6?I8GU7 MS
_5OXVUC(;1@_WKH,.OW[+1A!G5!*HEJ"913:&:IC2W[&W"/#CPB=<']HS7 M-X5]ZH?U>=D[=R-H;
DT:T:U"-5B5!.HEJ":1#6%:IK2W.ZQ6?/@!:ZH'J!I M-*I%J!:CFD"U!-4DJBE4TY3F]HR-PP?^.)S9:48S\%K;W=8=-
N\SH_$VJ@E4 M2U!-HII"-4UI;CO8>'O@O[+ZB VP]^GGZ7PU;^P#--=&M0C58E03J):@FD0U
MA6J:TIQF&=I<>_@"EU0/T5P;U2)4BU%-H%J":A+5%*II2G-[QF;?0W_V3=P_ MT#]%ZY;9O]OXX)F0
ITX1C6!:@FJ2513J*8IS>T'&W0/_1=7'['!M7W*XWFY
MSYZ)ZY^I=5N@<3>JQ:@F4"U!-8EJ"M4TI;F=8^/NX0M<=3U$XVY4BU M1C6!
M:@FJ2513J*8IS>T9&XD/_9$XKMO]CU2_?U=7ARNO?X3?=UW&UX7'1?)TV/R^YKM7G\
MU$Y[=;E,)^9]FD^FU=II9NZJ1>B\.JMV0/+U?=Z>OBFSY9N3[DEPFY5E-M]\ M>6_2L&ULO5G;;N,V$/T5 M0ET4NT
3B=35J6W 3EIT@2P0)+OM0]$'1AK;PDJB*]+VME]?ZF+)LFC&;N7F M(9:HF<,S0W)X)(YW+/_*5P "?
4N3C$^,E1#K.]/DX0I2RF_9&C+Y9,'RE IY MFR]-OLZ!1J53FIC$LCPSI7%F3,=EVU,^';.-2.(,GG+$-VE*\[_FD+#=Q,#&
MON$Y7JY$T6!.QVNZA!<07]9/N;PS&Y0H3B'C,H_]< M!B^#>:4<[EGR6QR)U<0(#!3!@FX2\J""3LA0MX+`MAF@+_/X!!
(T3_D%V\>7E ;U_]P&]0W&&/J_8ADLV?&P*&67!U0SKB.951.1$ M1"/TB65BQ=%/6021PO]>
[X^):L"4Z6UR3/8YGA,MX@NL;Y%M_8"(11P5(;W[M X32'9?
NMH:.W0RY7>+9YPPY1S/5F*/?'Z47^B@@Y7^HQJ#JPE%W4=2>.[ZF M(4P,65PXY%LPIM]_ASWK1U7\
X%ULN$TV7!TZ-,Y+.,L*Z;O:S5]5=%6$%X) M413&[=3Q_2 8F]O#,!16V'*]QJK#SVWXN5I^LY1MBJ620PBRX$5FG&V9'"
[5 MS)Y74.X! ^S9OFL=$>V;^=BQ7351KR'J:8GN5[HDRI99_+>:.H=?K^@83-_#L M(XH*_Q+5O-T6\X^EJ.S3J
M%N1F0:JX:N$N78,#@74B'S61CZY?D49#9F,@L$XVL-7NR=9_KTDU1F>Q$V(= M3U6%F8U]9Z2>]_A -^#AZE*-
U>&*%85)86=;OH-/D"4M63) ;:I!NL7)LD:] MY:\R="T2G*B@N-V9L7:K.Z,^U0"'71-G%/02V3?K3HXNP7:SQ/K=\C/]"A&]
MI$CI 2]=ET.A=<-O]V+L7K]08>V&?W%&!D+K9J3=]+%^US^O5&DQ+HZXKPU& MLDJJV>P&\(BO.JWJ
RHD;KUE#'P2>T M$6XE M;NN=,9%_)=GW(D&^6;Y#(.4?G-@:-'$)R96B#:H*AT+KOD*TH(-;U
M:P_1"H]+,S(46C@ER5NTA"DGANL'Q^X:^JW\;2BM0B%Z@7%1\]%@7 M#V)?S'03U
VIU3)$KV7.JSZD+U1NB.T3,X^A\)=-ENE0EYXS/!OCQ>(,WTD!?/HVL($=(*$>+]#^5Q4*$R%%HW(ZV@
M(0,*&J*0();\.YZ^ ^F>;DBMHB%#*!JBTB#8\XYCN<8G#]{*&J{7-&>4E%'_M@V(0V,YQ'(/J$O/@+"&%?%D>L7
4%G.I.E9H6IMCG%EY>&&VYM49T">:RPV: MHP06TM6Z]>6(Y-6Q2G4CV+H\F7AE0K"TO%P!C2 O#.3S!6-B?U-
TT!QN3?\! M4$L#!!0 (%2!9UE :*CFV0, "$/ 9 >&PO=V]R:W-H965TZ"E MLTU4(C62LI.A?WR/E*(XA<+6@Q_Z8HL2[]-
]WQU/=Z.=5!_U!M' 0Y$+/0XV MQI178:C3#19,G\D2!3U9254P0TNU#G6ID&7.J,C#)(H&8<&X""8C=^].34:R M,CD7>*=
5T7!U.,UYG(W#N+@Z<:"KS?&W@@GHY*M\1[-A_).T2IL43)>H-!< M"E"X&@?
3^&H6]ZR!V_$GQYW>NP9+92GE1[NXS<9!9#W""%-C(1C];7&&>6Z1 MR(]_&]"@?:&8VX^ R@ Q7K,K-0NY^PX;0N<5+
M9:[=+^R:O5$.:6-+!IC\J#@HOYG#XT0>P9)\HI!TA@D7QC$PU<,>HV!4RZL M/7.T;IAADY&2.U!V-Z'9"Z>-LR8V7-
@PWAM%3SG9FPP#4*5,R*#'/,>$J&,-TQE<$I3+.,VRBPG*SJ7+
(Q>7.#AO%G>A0:RS/H!?]!$D47*'^QMX<_*VRZ]OADGZ\)Z.A<>W7AO)G@/M
MO19)F>=L*9N0395B8HUTX(R&J[K4S!TL#7^_LZ&^-5CH?[IB M5KO1[W;#EITK7;(4QP'5%8UJB\'DQQ_B0?1SEU!'
GNA6+]5K.]#GRQPBZ)" MT!NFN%A#04>?ESG"IXZ8U-R]@(=RK\'.'9@MM]O)_E+^?
3!Q!QAZU)\Z#5I;!5^)7YZ43J(N8%^%08GYWOD[LHB5V\8W$ MJ&(S6YNUI9C2'?H$=]'TXAU*LP8;
[N5O=#;HSN#+EM&E/X-/[^[GT],XBJ%4 MZ%8'#TW+)$W1>H>1&&*I$A& MM?
JDL[&H009[R=EO4[/1';SO^;\\]AJOV,OCW>WU'XM.U[UVAP;K6&@O62;/ M+)/O(\,;/XZEVI'07JKVW,K%WKYGWU+"P
M)74JI%IGG??C'ZQ&KZ/2QU]4^G!O""E0K=ULIB&5E3#U/-+>;>>_J9MZPN?M M]? X9V1-["'%9E&9Q?
4*:AZ'JL71I9NI%E*0P.2N]R0-*CL!GI.38YY6M@7 MM%/QY#-02P,$% @ 5(%G6>X$5N&T" ;3P !D

!X;"]W;W)K&ULM9MO3^.X%H>_BM5%*T:"-G]*@1E I+1Y6K0(+KL M?7%U7[B)VT:3Q%G'H?1J/_RUG32I@^LE=|
[.BZ%ILC0OKT=KSHO/DTD9K4F&RS$M2"Y^65*682XNV6I2%HS@6!EEZ<1SG-DD MPTD^NKE2WSVQFRM:|33)R1-
#995EF&WO2$HWUR-WM/OB.5FMN?QBYK^*XGY M^GIT,4(Q6>
(JY<]T\P_2-.A,\B*:ENI_M&GN=48HJDI.L\98U"!+\OHO?FL< ML6=P=GG P&L,O){!P1+|QL#O&7C> 8-
I8S#]J,%98Z":/JG;KAP78(YOKAC= M(";O%C3Y07E?60M_);GL*'/.Q*^)L.,WOQ&6H8 L.#I%MW&<2/5PBA[RN@]*
M+8\#PG&2EI_0$4IR])BDJ?BZO)IP4;ZD3**FK/NZ+.] 62YZI#E?ERC,8Q(; M[.[_:7%?
B+:W3;>VS7^SK,"_UFE8^2X)\AS/-_4'KOY5[(8(^]"F7OH91Z@ MXZ-/31U-K;/3YJ08(]}1M.F.9L"$=DQ (H%1;7+/S1C-
5W[;47S%]0]R11]Y MR$O.*C%.OTF=7I]{A(N'"SF/NB'W+&(6\1*8U=VPH: MZN+9^]{HC'N."2!++#(%@FI?/6R^?
6[VLY]QO%.?H=L4(D1W:Y&$K9*B'(6$! M)"P$@FE*7+1*7(#.K!>0DD#" DA8" 33)+EL);D<-.Z+E7#%$KY%,>;$I(D5 M-
U03>]W4JE.M6N5*\=RD V1M0B"8IH/K=.&),T@)$10F):J#8B2"DU?,$KQ(M"6('E&GXKJL-Z\[YA7>Y_T\?
YN_MM1KZ7(#20BB:KLA>P.@.4B3).1'E<*4 MBL5SDJ]005A"C:NBAM[7PW'["EAK,5@!2%H(1=,5\#H%O*%3-_H3?
7\3(;O9 MY5;Z75#Z_&OOUQX MGO/%,.RJ7]POG] FX>MF!!ZCIXK)G Q' B_+E7XI$5VJ"P-%K]V",N%^4;VC
MF9@745:G6V4S%K+!):I* MP18U8Z3 6U7R J\$0$_3N;4YJGVV89H:K-UXQ6JS6Z+5B2HCIG M>W:"EC1-E;<60FD?D3\J
M,R>%&*T7HK)UM\%(1/E5K93P&7/(*^J_:).,5F*CANKN^YUDD?=Q%4(%:)NWXZ-DX\D -
%"$73Q\4NE>7:GKL/U!Q178/IGITU2:I52_0K%E#V]?+=?MZ@6;#H&BZ7ET^S+7F=F[,,X[1 MT:"Y,%!:
$H+H6BZ)%T^S+V$C6Q $V*@M "4%D+1] WL+C_FV?-C?[WPM@.&
M2@%*"T!I84/;C[K\+NK2'=RENSQ[NNM6+8MZJ^;]-=)!OT.FG.X;FK8[)9?V MO7D M- 0BJ:[OLMS>?
8\UU,S2QM""J/#0=-<#=8L3'^==%)O<*O^;_0W:/:JH?4. YSU_0V:E8*BZ?[NLE(>R/D-.V6PGT%/
M<#0T[2EYIUH(5:;NYRXYY=FS05V"Q.A>T,04*"T I850-%V&+A;V9J!K2 \T MZ@6E!:"T${JF"]/%QYX]/O[&A(TH 6E!0W-
EFL/H4K4'=P%M)X]H/WI36P[M?[#_0>/M'UJ1B*ZRI/_BC5EG>0DRR51 MA]:[#>V;\+5Y$]M>U&
]0,/;AM;78SKK'ZR$*E8_3MQ%KKX]GDH;_M[CS4Y;1W .?0C=:#4X&]^H.=_7<$Q/[>*P^# F*T3"GFS?$FA/.\R@Z[V4YV
M3]7N ;I_#)$:"-6^LYB,OK\2ELN7F]#7)!=QH2SM64Y8NUWH^?>OS[O],^.S M8R_8=TYCO$4OX_D8!31-
,4/'+_/@$_KV$W'X76<9NKC6DSUA,D;Q.]+2OGN0A;0OF%\|S]02P,$% M @ 5(%G61$PV$R(" ZE(!D
!X;"]W;W)K&ULS9Q;;^.V%H7_"N$6O0#3V))\G28&G$CDF8,.&C2=SD-Q'AB)MH71Q4/1
M3EOTQY>Z6+)LA;'"*U>+X(9%M[8^4]C(I+I&Z?4GEIVPKA"*_Q5&2W0VV2NW> M#H>9OQ4QSV[2G4CT-
^M4QESIMW(SS'92* (BJ.A/1I-AS$/D\'RMOCL42YO MT[V*PD0\2I+MXYC+W^]%E+[<#:S!\8.?
PLU6Y1\,E[<[OA%/0GW8/4K];EA3 M@C 621:F"9%B?3=866^9,\\#BCU^"<5+=K)-\D-Y3M-/^9MWP=U@E-=(1,)7
M.8+K?P?Q(*(H)^EZ?*Z@@[K,//!T^TBGQ<'K@WGFF7A(HX]AH+9W@_F !&+- M]Y'Z*7WYCZ@.:)+S_#3*BK_DI=IW-
"#^/E-I7 7K&L1A4O[GOU4GXB3 &K\2 M8%*_!;1.B-ADDOQ24G];:CCU/))I?ZG;1H%0F9?$^_S M/E2_D^_(*@C"7"H\
(N^24O"Y<+YQA>)AE'VK=_GPY))OOOSV=JAT-7+8T*^^ M?"B+M%\ITB+OTT1M,^(E@0@ZXEUS_,(0/]2'7Y\#^W@.
[FTC<+7?W)#1^ VQ M1[;3=3Q7A#M6$6YU'8XY_$GL=/BH"!]WA'O7AW=5GIK#7>'7E>*9^;P_^ZC
M.GQD2(53R]$I>,XKO(>(9QGY<4T*79)??]#?DW=*Q-G_.BIW7\+&W;"\%7^;
M[;@O[@:ZF/HTB)NNG@!98XJ$,1"LI:%9K:&9\>2ZX2$,_M1!)D>A#B1_H<=S;^1D9?
Z2!A;@F;GOY,SUH%9'$4"6,@6"OO\SKO'V7J
M"Z'3OI9IK']'V9XG_N4/3&UENM]LR>KG]_J[M9"ZB7E#$CW.UWO647Z:=3#'?)
MP$CK*P,DS%U<7,0M9F/+FLS.KRV0I=*.4B=39SJ9.&=7%Z!26TFV1HV_,;HF MS<5XLBNMYO"^>8727"C-@]
(HE,90M+9(3DPP"VD[5#249I T%TKSH#0*I3$4 MK:T9N]&,;6Q8/G(I>:*R_)I]MY?
^EF>B[$TZ)6.$]98,DN96M%93[DRL^5GO M 2V40FD,16MKH7$M+:/1U5<+4-
L22G,KVOQ$"^,;^T(*4$<22F,H6EL*C2EI M7>5*EAW)GV25*1'IWD5O/@E_+T,5BHP\'C6RVD@A8CW\
[]0)U*Z$TEPHS8/2 M*)3&4+2VGAKKTYI +TV@!BB4YD)I'I1&H32&HK4UTUBJEMEL=,/,3_>)(NM4
MDHAKV:1K$G/Y22C^'$;Y+5[]07G'Y WA>C\>5IXZT6U7P)4XM48Z=3:]L NL M\;CCQL&#N:Z]-82D>5 :A=
(8BM;64&.I6F9/]:P?LT?6O+!']_:"'*]W.I4! M]5FA-!=*\Z T"J4Q%*VMGL:8M>;07@OJL4)I+I3F06D42F,H6ELSC1]KF0W9
MGH,HJ!\+I;G6I3=JSZ:C\?DH"NK'0FD,16M/R&I<6]OLVO;3@AG65PM0FEO1 M3@?4LQM[8H"ZLE":!Z51*(U5-
,/4QK82&K_5 M-L\U_9 $(@LW"5_^Y3OHX6X]"0W5'QLA>120KWB\^UX'=DT$OC?7H[>.H"XK ME.9!:11*8RA:6VV-
RVI#758;ZK)":2Z4YD%I%$IC*%I;,XW+:IM=UG]GSK2Y M$KVE!G5GH32OHK7F37?76UTS[4I;Q.7VM"706'W
MG6(SJJ\4*MKIZ9Y/NA:LN=!R/2B-0FD,16N+H3%H';-!^[%8[I_/GC_H"Y>- M**5 =D*6PZ5.44#=6RC-
A=*\BG;J_\]O1L[B]'765$ KP%"TMCH:B]8Q3Y/M MN\S"C.NM#*A'ZUQ.E#U?J-
6QBV4M+KL#:,48BM;.\Y6J#^+)3F06D42F,H M6ELMC8OKF%W&PO=V]R:W-
H965TR>BR]RPYA"#WE6R//!1JGMQ^%0QAN64WG"MZS0OZRX MR*G27\5Z*+>"T:0*RK,A]KS),*=I,9B?5<>NQ?R,
[U26%NQ:(+G++UG& M[|\'_N#IP.=TO5'E@>'\;$O7[(:IV^VUT-^&+25)>.+5B6E21=CC\;Z*#- MLPS<__Q$)]7)ZY-
94LD6//LM3=3F?# ;H(2MZ"Y3G_G]]ZPYH7')BWDFJ__1 M?9/6&Z!X)Q7/FV!=@CPMZK_TH:F(O0#-L0?@)@ ?!.#G
H(F(#C,8?1,P*@) M&+TV8-P$C%\;,&D")E7=UY55U71(%9V?"7Z/1)E:T\H/E5Q5M*[@M"A;UHT2
M^M=4QZGYC>+QEP^76IL$+7BN&ZRDE>0?T$62I.5'FJ&KHF[#Y0_O0J9HFLGW M.LGM38C>??T>?
8V&2&ZH8!*E!;HM4B6_U0?UYU\V?"=ID*YJ-/O% ;B:(B88DE?N&./W7$#W4UM76%G^KJ$CN!/^RR$Q3XWR+L
M8<]6'G?X#=OJ<*|*'UG"P]>'!Y;PR!T>LK@MO"V.YLRM:"+.WN0@A:K)D>O!2Z?$3[Z:[I8W7XXIZ*!/W^HT:B*\5R^8>M
M<=7YC^SYEP/V1[FE,3L?Z!%9,G''!O-OOO(GWGYHMF.(KQ#?EBU%U@FL(\.E
M,ZN^XM>P604K9^J[.3Z9CL^&=_NB'B<*3D;83!1!%HL P0RQQJU88Z=8%^NU M8.M2FK10(M4+C?A8'_;1)Q*NT).?
E^%:MADO_(/]3E.XGO>@3R092) ,$.> M22O/Q"G/@LJ-7O?%3*_:$K02/'^=*$YJ7U%JV-A5X^'D%:I %HH P0Q5IJTJ
M4Z3EY?/:9'=8V]8T4@LXP@800(9D@W:Z6; M.:6KELGHY[H/V91RAO=5"A(60L(B2!@!@AF"GK:"GK[Q^O,4LD5 PD)(6
0) M(T PHT7X7K<5]OJM0+=,I#Q!7']%]YLTWE0#M9Y"MRS6Z9#B:,E0-ZA;]C. M//NV@Q?. *-'1H5$$Y176U^;^J
%BD!I!(IF-H]+\1W5M]G)O5BMI*V'O K M)P.]^WQS*]];Q77R>HL+20M!:1$HC4#13)UQIS-^X\&_*0!4PX"DA:"T")1&
MH&AFP^A,*=_IH1716QGG_3.X:N,UI8 MU0.UKT!I(2@M J41*)HI*^=.W7HV!^FB@M!"4%H'2"!3-;!B=Y^:[3;>?
M=OE2K[OX]AR\]7(&R6I3UF25H!47*)5R1_7(8)5]=NQ_^_XL&$TGYA"\D
MMZ2@EALHC4#13$D[U\UW6CAU7_^PK/JP,2/3JB,K)G*KDFZJ[SV[/EJX0WM+_M"^J=@=((%,V\-Z)SS[#;>
[IFHIR@RUU36L2":8VKBX$[)14MDG(U7;0=NKE9 MY*!KVZ1OB7=P=6_A+EM?E4%I$2B-0-
%,E3N+#+LMLJLBV<7UE%PN MP]#?Z!-J2/.=M=NZ67WG75!:"$J+0&D$BF9JW-EC^*WM,0QJCX'20E!:!$HC
M4#2S873V&':,2\\LR*HUV#*SKL'KN<;S/^R%AS">-Z)^)-.1<_MVMV,WLK!$D+06D1*(U MT4RM.W,+C]]ZD
8UPT!I(2@M J41*)K9,#K/#+L]L_^Z:\;']VU-_+%W:%LN MW,7H+2BH/P9*(U T4]#.'\/NV\;^Y9[Y!:IKS^P.[2TMJ,,%2B-0-
%/:SN"" M;H?K_]HSSVQ[9O^P X.:7J"T")1&H&BFRIWIA?^EZ?7TR(P>C?5/:>&XW-AD M87B9./ LPS*HWP5*BT!I!
(IF/K_2^5V!V^_Z>;72:K77B%_3+U\@RO3A^?NV M%N[@WL^@@%I?CR:QZ-,^X.0
TUPB41J!HIHY[3Q"^X$;IWK@5/&8LD?4S M+G6/?)+T945A'Q$,CN_VP$X#F&8'2"!3-U+-SKX+_Z%ZY+S:XZ;W5!/6Q
M0&D1*(U T4S5.Q\K>&L?*P#UL4!I(2@M J41*)K9,#H?*W#[6.8RC!;%3L_:
M^]LGJ]83RU++/UIJ@5I7H+0(E$:@:*:&G745N$VFGP[-BW:Y915O>GP%Y7B#
MZ\ZRMWB@YA0HC4#1:O&&>R\)R9E85Z]SD;I'[0I5OP.C/=J^,N:B>E'*P?&%
M_S&L7_S28>KWT'RB8IT6$F5LI9'>R51+*>I7N]1?%-]6KR)9-19! 8Q$!D M
!X;"]W;W)K&ULM9A1<^(V$(#_RHY[T^9F$FS) M&'
*S$!R;>_AIIEPN9M.IP_"+.");7&2@##3'U]))C8IMD.2NQ>09._NMRMI M5W)_R\6]7"(J>$B33
Z5T1)3)EM\A9E^,NUW%3%F?.L&_';L2PS]?WIO-Q M-G \0X0)1LJH8/IO@U>8)$:3YOBV5^H4-HW@8?

M1^V_6>>W;E$F\XLG7>*:6 M Z?GP SG;)VH6[{] _<.!49?Q!-I?V&[?]=S(%I+Q=.]L"9(XRS_9P_[0!P(MM.L$Z%Z 6N[#NOUYR=>293/9=Y6&-PANM <=YZ"T!C2$3SQ3 M2PD?LAG.GL]['VNG" <_KH^9@V*IS@J@6^=P[4HVVXFUS#V;LG[/E?@R6_B+%O M+?EUEHRB?8QOV$ZO:04C(5BV0- O^>S252NCU^4]56'+=[6K=9M->RA6+<.#H M72E1;-_9_OP3Z7B_-I"W"_)VD_;AF"4LB_<)GE(_]T,2LZ9:PJL)I,+-D/2 M#KTP)+3O;BH8@H(A:&3X70=*X>PDAN"(P0^)1_P:A$Z!T&E$^/" (HKEB1"= M(X@+/VQW.]4,W8*AV\B@<] <8QT(]\I,29*<2-,]IB$T"/W J^;I%3R][[8T M>L=+HQM00DFOFB$L&,)&ACP%2=B@U($!G5@ 'U8ZW^N.XG88F#0)3&]VA>D4 M1;GCFX##%P(3KTRW'WLN1[>IBTP1?1[LW^037\PGU:=/$ MHPT*7:[A<4_ C8@CU'QEY]QDS.WT#A@[K5Z[AH^6?/2DI);UR>D9WN[1YN^V M@J &MZQ Y,02=+0(;M% <2.)LH4^MF3U:K5D"GU&DL;/:V^O3:- M5)+2H^-"/6E9X6ASA7M#[JB$](_"&7C_/[*Z!_?>%,7"WNXE1'R=J?P*7(P6 M7Q!&^;VY?#W__/")B86>94APKD6]5E>'1^0W^KRC^,K>HJ=?JL6,,%-]5AO\!4$L#!!0 (%2!9UE&PO=V]R:W-H965T[N%![Y(C5WPHT'!%CA#\UA,%::RQP4SH?>]'TUZ5M[9_#$<:/WQF]>99R:2=WR= -+K" 4&!O+P.BS MQ@D*88E(QN^*TZN/M,#]\8[]UOE.OCPSC1,I?O#I/OPH,$YVPES(/F%@Y^^^5 M[1?%P;S=E6[<\VC"5P,]O- @EW!C/[JRF^Y?G=YO-MF;C2!8MQZ%$=T*C6Z$7O MW[7[P>>FX/PGLH-0=>M0=4^Q1P]<+_G"A$XW2KB-Z"8P2:?2Z)+1V0KV3H* M6@%E>[WORS^,#C3V:HV]DQIO7@JJ4)2CM1241\'-MDE?2=)N'YQ]$5P$>[_V M*[G-F+#?++A?"^Z_3;!]S7"V1:::G^EIFAXX)%Q 5C[7=@@)V^JF.W2:J5\R M-=T7?Z_09:@6KOYKB.4J-V4!J%?K%C-RE?75^IA:3]DI_M*4?>N>J06GRB5P M3I1!ZQ-%796]H)P86;AR^BP-%68?0@TC0O7V1;J6JJ-T/I_O@)@-836+6 M-K"5]L??V$D#/0+B)+[$+_';/#,>VS/:"OFLEH@:?I9%I<;.4NO5C>NJ;(DE M4SVQPHK^S(4LF::A7+AJ)9'E5J@LW,#S^F[)>.6D(SMW)].16.N"5W@G0:W+ MDLF7*19B.W9\YW7BGB^6VDRXZ6C%%CA#_;"ZDS1R6RTY+[%27%0@<3YV)O[-MU^-@%WQR'&K]OI@7'D2XMD,ON9CQS-$6&"FC0I&S09OL2B,)N+XT2AU6IM& M<+__JOV3=9Z<>6(*;T7QG>=Z.782!W*:%ED! M>*BXAO?WLX.J4&[02=_]YO>]/TYX%[7>1:>TIU-6L"K##S6^@E^=M@:LY:TVQU60NB4T:Q7'L#8VLVI"C.Y!D<\D0# M/PJ/X"0M3G*QO$@.$.)X$,;!D;P8M@C#\Q"^VQN9CM5D@Y)>&+ 9W1-(GQB M7,(C*]9(B+OCWX596TOVT[<7QMV,OK>[=KWSLO="E(TY/]SC#'NQ?X1S[WGP MSTKQ2V$VKU'P-IQ'*(,=9?#_3\&ED(/#R$8]_UAD=^^#?_*"OGB>-N:2-PDP M[/\'T]TK%4J4"UL0**2AP3J))>;T!' M6=9%4#W08F4+CR>AJ8RQW245CBC- OH_%T*_#HR!MA1-_P502P,$% @ M5(%G6=6*N6!E P]@L !D !X,"]W;W)K&UL MQ5;;;MI $/V5D2M5K=3$%RZ!%"P!3=5(K82"TCY4?=C8 [:R]KJ["X2_[^S: M<0 9]R*D\@! [F7/VS.S,_*.MD(\J0=3PE/%9KC7():9QF3NRERL1T[MOO.\<)>N$FT6W'!4L!4N4-\7V,PKCP(\6@FM_'8\8PBY!AI0\'H9X,SY-PPD8Z?%:E3GVF_^^-G]H_6>7+F M@2F<"?XMC74R=@8.Q+AD:Z[OQ/835@[U#%\DN++?L*UL/0>BM=(BJ\"D($OS M\I<]58'8 P2]$X"@ @1' +][M"I !WK:*G,NO6!:1:.I-B"--,$9@8V-A9- MWJ2YN<:%EK2;$DZ'"RVBQXLI!2*&F #:I0D"4$G"'!J9*N$KXVMK/U_+*"%2L.]"P2WA"76?QRCA9C&?PQN" MLY2KMR-7DQ]&C1M5F]>EYN"$YB%\$;E.%-P077R(=\G_.@C!V9_#.RUR.O6=="Q?YQ1?PB1"PYU,I&3Y"BF+-$QWL&\W9SN[M/-DR&P@5-TZ5-TV]O N58\72XD(:4ZO$94&R30V^5P2#2V1*6Z;T+OTZ+8W^[[\ MQNA 8Z_6V&O5>/-44,VB.]H(3O?(4[UKTE>2^/[!V0-OX.U]_".YS9B@WRRX M7PON_YE@D]_P9H=,-J=I.TT/+!(&D)7IZ@<0LYUJ>D/M3/V2J>6]7-6N7;4R M489Z<),57.SHS=CB]U*KYISE36ZV4OYMMIR)[,#[0>W]X#\7EL$Y0W4FLH-0 M#>M0#<-]56(9-2>AUAT>YVFS6ZS3GJN^]_(%[YR@O%%Y3*ZKBB7/DG M5.ZU&?YY:LIO>/I5,6EZ+_\$+?UQ]SJH#.7*-I8* (K'.==E'U*MU\SJQ+=O1 M^M0TM;8S>Z$I.^(O3*Y2:I\X+HG2N[RBXBW+)K.<:%'8/NU!:.KZ[#"AQARE M,:#]I1#Z>6(.J%O]\!=02P,$% @ 5(%G6>/O,*RE P #!$!D !X M;"]W;W)K&ULS5A;;]LV%/XKA%84+;!&5]]2VT!L M:5N!%0OB=GLH^L!(QY802=1(VD[WZW=(*:JE,$:ZJ4!?+(KZOH_G0AWQ>'YD M_$ZD)+<%WDI%E8J975IVR).H:#B@E50XI,MXP65>,MWMJ@XT$23BMSV'&=L M%S0KK>5<..OT'CT$CIQ2P7^I<<&ZQCD7@O)"L:,EI09&5]I?=-($X(J&,F> W! MZQ.")PA^0_"?NT+0$(+GKC!J"-IUN_9=!RZDDB[GG!T)5VA44P,=?&6E MVB@;R?%IACRYW$@6W[U98.@3LF8%[C]!=0;?D UNRF2? V%;\B0LNE=C(*]" MD#3+Q6LD?MR$Y-6+U^0%R4KR(65[0LU*F M@D1E HF!'Y[GS\[P;8Q3&RSO(5@K[ZS@!JH+XCL_$_Q H,]Z^?3?9,[_V_U MZ#^OW@F&W^X<7^OY3^A%196S+P!D_R0Q7A-*0=BV"-7><[B>OC'EMQ S'9E M]@^BKH%G3(&%%.33[[@>2>A$)]->Z6V)C!;H^KII:AH# L+"Z9 D\!:OOS) M'3MO38D:4BP<4BP;2*R3TJ!-:7!.??F!29H3H=_U6YW'^#2/4+_KIN34NF.M MJ[Y-AV4P&\WF]N$TZ()!(}>==$'A8Y [F4W<+BHRH*;.":KC_JAU?W36_1L, M*.5Q2K!3,^@7F,6CF>SU09 !YHZFY MO$Q;YZ=GG?\52N#HOJHN5PF>Y3(A.57G9)/#9[6^=3<.*18.*18-)-9)R*Q-MR.R'*C"S(5,ZI%@XI%@TD%@GI:[SM9]QOE.):81[1X_^(<: P@-UKQ*%!M1T M' 2]*F-"35V_5V;LD^ZN +[3;;5 M_:EK(_K[6S;NE_IAK4WOW(OUZYA/E2M MONXFO\K7_Q.\IWR7E8+DL,6EG(L)5D1>M]{UC625{BUOF<1.50]3H EP!<#G M6\;DPXU:H/T#9/DO4$L#!!0 (%2!9UDUC[58/@4 - @ 9 >&PO M=V]R:W-H965T?'P_.GCG3(3/>4 M?><;(&>DCCE,VLC1'9EVSS<0(+Y)Y41+;GN,,M[023U)I/\VMW;#ZE6Q&3%.X8XMLDP>SY&F*ZGUFN]7+AGJPW0EVPY],,K^$! MQ+?LCLDSNZ)$)(&4$YHB!JN9M7"O L]1!GF+/PCL^<$Q4D-YI/2[.KF)9I:C M/((80J$06/[9P1+B6)&D'_^44*OJ4QD>'K_0?\L'+P?SB#DL:?PGB<1F9HTM M%,$*;V-Q3_>_0SF@@>*%-.;Y;[0OVSH6"K= M_=Q:QHND:J(\"";O$FDGYDN:)$1(Y05'.(W0DJ:"I&M(0P(EH.I1N2]C.C:TP(?(+M$/><">8[71]\>?/3^W0>T$K_^XH[&G]!M MI@;0XN?R[=C>"[8%X^LQ/H02X[Z*"?28VU!4&+<:G"9ZO6H^]')P[PWS87$R M'_[Z+)NC&P$)_[M-ZH+=;V>KG'?%,QS"S)))C0/;@367G@^=3VUZF(3Y)F&! M(5A#H'XE4%]'G]]FP+"2!,4@$R2_0.DV>02&Z$IFV2UF@%;J!?/OF5E1"%7TM,'$FA=Z2J!25A@"-:08%!),-!*<'_[#6'.0;1%MC = M'D9VX@SZ1X'5=M UL*==>N[(&S:[#QUV8C8L(K84!NQSVJJHIC@1Q(3\=P6 MM^'I('IC=W(4-VTW7>-F$A88@C7".ZK".^J2$PY3 LU?=QP)BN!)@,SH E@B ML\/9]^#UZ"0W>$R>?FFVM^L>M?+U7G6-HB-:,H5?'T.OVL&3X.9_0K5'T3N,S/(VBML?. M,]8D+3!%:T:[+FQ=;5EV&NU]OH@$T4>\DW?6@!BHE;5Z3I][;;_2D>:]K;?L M+(_1HM84K2E/7=:ZG>K:6AY4Z1,1'M)M*I!LV)YIBBY<]^ A<2Z=\7$5H7>E MLPQ&"UM3M*8,=6GKOE+;2B9FX29?#%Q$B7P>N%#"[MU*(N$03:$Y3)FG9I ME.8;I06F:$V)ZEK:'?[$)3K79-6[-$KSC=("4[2F3'5-[G8JRG]PH4[?26>YMC%;N1FF!V[+NT#M@J>,2">0K$5\""$7HEP_G[3&W615 MO#1*\XW2 E.TICQUS>Y.?F8V,UD[+XW2?*.TP!2MN:=6%_9>I\+^![-9VG6X[Z'WIJH-16F"*5NA@'^S<)L#6^98Y1_EG;K'E65VMMN47^6;TT?5K M]VI9;*[7F&*O_PMF:Y)RJ=M*(IW+D8P^*[;/BQ-!LWQ_^)$*09/\<,X J8: MR/LK2L7+B>J@^B>&^7]02P,$% @ 5(%G67+/DS&"P ! T !D !X M;"]W;W)K&ULK9=M;]LV$,>_"J$50P*TT9/UX,P6 MT-H85B %@KK=7@Q[0T M<\H**UG5<_UY5I/$Y_9*=-FPDY6)3W!#O37 M\E[BR.Z\'%@.A6*B(!*.:^N]>[MQ?6-0K_B3P5E=W!,C92_$-S/X>%A;CB$" M#]DV+BA>'F#G!M/R/%OZ]3J]C2&E_=/WG^OQ:.8/56P$?PO=M#9VHHMFMD8UK#!IW&F)3QG:Z60C\IQIMS(M6A!8'LA&%9L4)BI2!(N_(KDDO$4?RB>I*,FWF<70'&#QRQ^B>\6;R:@N: M,JZNT>SK;DNNWER3-X05Y$LF*H7.U_I3WQ&2% M7$DP[PN,_]&9!" Y1B53UV/*&W=A["!QUX\!IX. 8>#, #UXEZX).N9X*''7CX&G@T!AX.MP;W0Z8%/NIX)'G7@T6O@\1AX- 1?N'$/?-+U3/"X X\GP;]D@!7_J$&.X<=#M_"!V>_B3&\S$7W;XRVE\H2DGQTJ;%RVORU!)'^N7\IB>Y4"/M_2=_M&=W'*F M(-=Y+L+.I*2/>5EI.&"QQ*2TJ.%TAD(>1D"??>2[RTI\,L N7M21KE':G44 M^?V#,[+,<^+8ZY';%RVJ^3[X1.6)%0H#>$0[YR;"^,BFY6X&6I1UU[H7&GO@ M^C;#SQ209@$^/PJAGP:F$>X^?)+_ %!+ P04 "!4@6=9<8KO,(8& (M.0 &0 'AL+W=O^+<*I"<-B^[OISS MDX[]U[&L@T=;6GY@*T(X^I1G!;OMK3A?WV@:FZ]('K-KNB:%.+.@91YSL5LN M-;8N29S43GFF&;IN:7F<%KWQJ#XV+<DAGA#^MI*?:T'25)*?U0[43);4^O>D0R,N<5(A;_GLB$9%E%$OWXV$)[NS8KQ\/M9[I? M!R^">8P9F=#LSS3AJ]N>TT,)6<2;C+^GVY"T

0TJWIQFK/Z+MJVMWD/S#>,T M;YU%#_*T:/['G]H+<> @.'('HW4PCAW,%QSZK4/_7 >S=3#/=1BT#H-S':S6
MP3K7P6X=[':ODM,Z..>V,&P=AK4 MIT4E]ADOQ=E4^/'QKV(\1<6%Q+5.S>QRR=H[A(D)MF&TX2I$*]=@F/TTP]?
O4&O4(:8M59 MAM("/10I9V_%0;']^XINF$"SD<9%C%5/M7D;SWT3C_%"/'WTCA9\Q9!7)"21 M^(=J_Z'"7Q/7=G>!C>
<+?&\H@3.ROD9]_2TR=,.4]&>B=O]Y4RC=7;7[N[@4 M[OA%=^_\SOY!^=W7N8>?MN5C[XZ]HX0^KN1U]}Y_;-
'VAWG9?HH MQM2C&&&JWNM%5W5JE;IMT& M8=6(:A;V-*[&UF"D/1V*\M3]JH_[-NZ:N1(SPS1LLVOF26FV[73-?!G--
@=6 MURR0T1S'M+MFHY6#"Z[%2@^2C3B7"Z>XF)R M,?^PHEE"2O'DK1_HLKO6M#;XPEU3]NG25 ()\T[[+U4
9)L!)"R4!2!1D\1, MH29KIR;KOU!3.RF4ZW6IGB!AWFG_I7J";#. A(6R "1ZDI@I]&3O M]&0KIT$N*:AXCXDY+6]DZK
AYS>0,!<2YD'"?$A8 D+(6$1$*PC6V9 M!@]DBQ:T7F 1K[_%27)UKX];^N5%I)DDRD1W7#&Q4MN6BQE MX|
YR>9#6\1B6D=SC8FRWY=J'!+F24+ SM#I'T^7?,A6 TA8* G!$K?!,H=' MR?+4T"Z!AZ:??FZ'.YT-U2F2V^Q('-
>+;@DU1,U?2*(D?FF3'E*F#2!#B$3 M*"3,A81YD# ?$A9 PD)(6 0$ZP@9Z_N51OVB%)]TZX;J)!HG_VQ89?9-V;3M
M6F<@.V)X#H]ST40=Q*62!Z5YLBCD&16TW0"4%LJBD"=5B:4ZJ^*#96^L%./] MEY[?
4A4U3.>@/_JU@8\5I&SY8@5!TCQ)!%?Z]?'+EP_:: !*"U\(P3[6CL0, M7^,7WEZPL1>.H9((I-*!;#0 I84OA' B'8F9 M0CK[
@!6KL".O7R=T<^$H%G]R/IM7=72I&(!7>0'I;F@-_^4YH/2 E!:"$J+ MH&A=)>\7^[$)_%:"E>6#BR4-27-
!:1XHS0>E!:"T$)060=&ZDMX73;"Z:O)= MWTY.E^[%'-'NRTA874?ZBBD(:&D)E.:"TCQ0F@]*
M"T!I(2@M@J)U);TO,>'+:DS_ZQ1$4L P;<,>'D]!0,M-H#0/E.:#T@)06@A* MBZ!H7=GO*UQ867<8>[/IM/F9L'PF EK0
J6YH#0/E.:#T@)06@A*BZ!HW=]W M[^M:A@X\S@ZRD34)H+2O- :3XH+0"EA:"T"(K6E?2^.F:HJV/?
WP18WWPC^"XNEVG!4$86HBG]VA9J M+IO/[IH=3M?U-UF/E'.:UYLK$B>DK S$^06E_'FG:F#W\>/X7U!+ P04 M"
!4@6=9G;#YO*@# #!#P &0 'AL+W=O;)&:.9QSAB-RYGLN[F4"H,ACEN9R825*%1>V+:,$,BK/
M>0$YOMERD5&%0[&S92& QL8I2VW/<29V1EEN+>=F;BV60\OW"K 6.[8E9AGDDO&<"-@NK$OW8N7Z
MVL%8_,Y@+T^>B::RX?Q>#V[CA>7HB""%2&D(BG\/L((TU4@8QU\UJ-6LJ1U/ MGP_H'PUY)+.A$E8_<%BE2RLJ45BV-
(R57=_PEJ0F.-%_%4FE^RKVT=BT2E M5#RKG3&"C.75/WVLA3AQ0)QN!Z]V\)XZC%YP\&L'HYQ=169H75-%EW/!]T1H
M:T33#T8;XXUL6*[3&"J!;QGZ]>57W"FW><0S(._H[2,(28?!<_(BF=%J:C)$7H9!WRG MU]'XI&C@+Y42;(.V&UQ
<>V9H5.H>'2?\#0&(;V (13GQ'<^$,_Q1AWQ MK/Z[N]\3CM^DT#=X_@MX.C'QJ_+R;4MNJ,A9OI,GZ?[C,P*36P69_+-
+Y2J* M47<4^G-S(0L:P<+"[XD$\0#6\MTO[L3YK4NB@V'4QV>&[JS MV01-IXUAB^.XX3CNY?
BM5%+1/,:0B=0517BAJ4B"D^0N_-Y92+V8KTWQ0& M M^I.&_N1-U,1D2,$& FL)%C2"!3^[)H*.FG!FHV
4/*F)YX;N;.H'P=3OKHEI MPW':R_$'%8+F2NK#9EV**,'COW7J=$7="_G:# \$UF(_:]C/WD1)S(84;""P
MEF"N<[P;.3^[*.H(6IO=7XTVX7E>9[;Y:]7J_-IU# MH;6Y>D>NWILH@3J,H40;"*TMVO%VZ?;>Q?Z7(O"?;6[?FYY\
[FLA.LS&SPX% M^Z09RD#L3(\H,4!Z/S5-UA&F:FZ_4+%C>)5*88N0 MSGF (8FJ7ZP&BA>FY=IPA0V<>4RPQP:A#?
#]EG-U&.@%FJY]^0]02P,$% M @ 5(%G61-)XQKI @ > H !D !X;"]W;W)K&ULK59M;]HP$/XK5M9-K;215^C*(!
(0JO5#I:JTVX=I'TQR$&N)G=GF9?]^ M!MA,R8&G:;GR!V+GGN;OG+O8--HS_$"F 1-L\HV)HI5(6?=L6<0HY%AU6 %5O
M%HSG6*HE7]JBX(3 \HSVW.#A@*YD1"G<8_YK#!G; M#"W7VFWY&N A+ M' XXVR"NK16;?C#J&
[32BU#=)S/)U5NB<#*\H3'+ 3W@+0CT 8V2A.@"X@S= MT+(+=3G/(Y"89!?*XG$6H?.S"W2&"$4/*5L)3!,QL*4*1E/:
<>5X7#KVGG#L MHUM&92K0E":0-."C=OQ5"]Y6(M1*>#LEQEXKX0R*#O*=]\ASO* AGLG+X7Y3 M.O_G??
K/W@_$\.NV\ V?_VQ;H(B(.&-BQ0%]&\V%Y.K;_MY4[Y(Q:&;4YUU? M%#B&H:4.- %\#5;X[HW;78ZCN,=I=GJZK5=U!
[WN=-QG;<731USHB@.Y.S58+PD5*(.%2 M%>8BGS.IQ@+SF*K1$+@V4.|7C,G=0CNHA\WP-U!+ P04 " !4@6=9#&/E
M5$<# #,% #0 'AL+W-T>6QEUY#B9X[*67X^OG:8?^%8=#X,N%<2^Q^?<8_NF,?0K MO13L;L:8#A:YD-6 S+0N/X=A-
9FQG%871SC[^GA?Z M^D/@[B>?3DY:#^?7N_$S"YR3T"MZ=8#H1@@Y&[+2]Z@6F)8%\JPGQ5R72\1<0&C3',6 M/%
(Q(",J^%AQ8&4TYV+IPAT(3 I1J$";0C6IVA"IGAS<=CVHX5HGY[)0-K?+ MX'Z/Z^$[P*H'!KD0C<$.<8%AOZ1:,R5O3,
<.ML$74%"W[Y>E<3A5=-GN7)$U MP=Y,DG&A4J::-&VR"@W[@F5@1_'1#.ZZ*$, M2YRTT@YG1:26@\K1MTPLA,F
MQ!T\X+^R+>U%MK%G=L=DTS2&ZJ:3<1W0WU1SVINREZ_2#4K^6.BOQ6L8PO;'^1-08P]3:N3LM2++|
(/I4Y\8%8H_F2R0:E,3(I M$CPRI?ED,_)'T?*>+?2JG!89[KESA)[_[3I/F62*BDW3IO;?\R]_VG'4?2O+ M]EMEU[#78_W6?
N\FKX[!9'P,)H^B)GO'8#(Y I/=-_O6/-QD]#X7,JQ/0AO' MK:W#5A,-X% [(#_A>"S628/QG O-
9=V;\31E\L69R\AK.C9_JFWIF_$IR^A< MZ/L&')!U^P=+^3Q/FE&WL!#UJ'7[.TRO'3:)%$4Q]B*CD9>!R-LW>(8?
OQJF#=@8'D@T]^M-;[;>(7LKP-L M3_=5"#93O!*QF>)K#8A_W8"1)/[=QO(_]L%K'8@OS\/U)22$T6PJY@W[G&
MD23!$*A%?XW&,;(Z,7S\^X,])5&4)'X$,+^#*,(0>!IQ!', 'C DBNQ[<.=] M%*[>4^'Z_Y?#9U!+ P04 " !4@6=9EXJ[', 3 @
"P %]R96QS M+RYR96QSG9*Y;L,P#$!_Q=">, ?0(8@S9?$6!/D!5J(/V!(%BD6=OZ_:I7&0
M"QEY/3P2W!YI0.TXI+:+J1C]$%)I6M6X 4BV)8]ISI%"KM0L'C6'TD!$VV-# ML%HL/D N&6:WO606IW.D5XA-
/E_G;@2=&A(E@6FD7)TZ(=I7\=Q_:0T^FO8R*T>EOH^7%H M5 J.W&,EC'%BM/XU@LD/['X 4$L#!!0 (%2!9UF?UZD8J 0
(E / M >&PO=V]R:V)O;VLN>&ULQ9K=<]HX$,#_%0TOES[DP!^D;,:9TA@1RQPPE MF<+DM2-L
9K8$B?)2=.__M9VN*X;LM.7/9Z,O\3/:VM_TMJ?G]Q[6%O[(+Z7 MA?&CWBZ$_66_[[.=*J7_T^Z5@3T;ZTH98-
5M^W[OE,S]3JE0%OUX,+CHEU*; MWN=/A[;N7!^OV*"RH*V!C?6&>ZV>_,_]]:IXU%ZO=:'#\ZC7_"Y43Y3:Z%+_M4/FH-
^@)O[-/?UNG?U@39+',G"V*42]J=]PK%W3V:O.RAES)M6^V!+G^*@%D MU+L80(,;
[7QHCFC:E\#XJ.#@=]T*]D870;F)#.HO9ZN]-MNZ&;B*/KJ,)@Z' M91O$2_<[8;2;C<[4Q&95J4QHX^A440,:O]-[WQ-
&EFK4.QPBI,G%U 0(DIB9 MMBDXMKY2^.M9WEYU %P40W>I88>;Y0TX'^3U[6(R72RG$P&_EK?SV62\@I6K
M\7R\N)X*!!D3D/$)(;_%"#(A().30"Y7L/@R72#(E(!,3PC9B>20@!R>$C)! MD!<$Y 4OY)U\%H]>W"G7G&XR)2;:9X7UE5,
(\3V!^)X7<6:\SI43*R=S2()B M[)PT6U6?Y1'A!X+P R_A0@:(EK ;<55Y;93W3;*\DEY[V(H@/Q*0'WDAEU59 M2O=
<4R[UUF@X34)6'V>9K2"KXSP^H!+Y@+G7V')OO:ZWUZC78%:P.\2R:!Y. MC$GZAEDX-]H CY8%N- '5_WZ-
$:49R)FT=Q([<2]+"HEOBA9]^3Z!$Q'"'2;B M-@P,D>3:NF9/TU'F<*+Q2HRW3N&D$U&*B9@=LPQ J+8Z@SO\J'SX-
82462)N MM*B5IWXD:9)&)6R3+8[&%G M"]")_T-,_ZE@,(O9*(=$S!)IV,[!&2H7=1*$'O%J@$WI(V+V!S"5NND%K=VN
M82($.E:0!17.?#%ECYC9'@MH=V8R6RIQ-K?>OZM'-F*YDYW!3$R9(V8VQPO>
M2G[OAHV<#J$$QK/*XQ)62AAG^N\GEO_#":;>\B24A1+V*0\:>OA7I0I<"ZB";;M^VAC$I"Z7,%CI6RCC>
MA5+R10U[%>V-87&+BC$I"Z7,%B(P:Q%A3,I"*;.%*$QH'F-2%DI/-1>]H]GM MZ92%TA-
5W)IH=C$I"Z7<+VY(3)S>AY2%AOPO;HB9Y3G&I"PTY+80A=E]=4Q9
M:,AL(6H"#/<=8U(6&C);B,3L1I.RT)#90KCF>D3K&)/\8*"Q4/_PS4VN-C#G MSQ?P%QZV9[+([IRH%^T;P'18%^PW55'
T">[-7,K\\,G/(?/CS[_"U!+ P04 M " !4@6=9O '6P> ! #L(&@ 'AL+U]R96QS+W=O)/[F/!00D5#B]B %28/D<269Q#)
[HE"$8Y% M08/F5-;8\O7?^)-E>_Z2=FW9=H>\V?9YOIS[]96*W6FV7Z:E;?NS3 MH?
PR.'QVPWO>I%2:R6L[K%-9-.&XN^[.X;*1F_/D9O+\MFB&YS=I0NT@A2"M M'V009/6#'(*\?E"$H%@_:
9!L_1!MQ!T6S_H#H+NZ@?=0]!]_2"9HHQ3@J01 MU@1:"W(M!%X+@BT$8@N2+01F"Z(M!&H+LBT$;@O"+01R"]
(M!'8+XBT$>BOJ MK01Z*^]M!'KKZ&&;0&]%O95 ;T6]E4!O1;V50&]%O95 ;T6]E4!O1;V50&]% MO95 ;T.]C4!O0[V-
0&]#O8U ;QN]+'"0VU!O(]#;4&\CT-M0;R/0VU!O(]#; M4&\CT-M0;R/0VU%O)]#;46\GT-M1;R?0VU%O)]#;1R^["?1VU-
L)]';4VPGT M=M3;"?1VU-L)]';4VPGTCJAW)- [HMZ10.^(>D<"O2/J'0GTCJAW)- [CCY6 M_J?>N9QV*5]{OM=X_?
^DNIS/3=?+7Y;?.T @=!&S:;EL6_0$W>4!$$ENVH?#W=<(@M:*HB$J]&R)B^]T7 M6SJ;9/2VM>1[F[I]_#A9A&_?
&//Y@FKM4V.IB2,SXVH=XE\W9U;G2STG)@:# M(F&2>.*I_T'G<3VZQQHJVMRER',[6 M3?2$MI;]/2./*;HY?E-;?Q
D).YG0COPJ^C87(A?+\(QX38^FKGX_:TRZH^&5VW-X/XY;=>7C6 M7:[?XZ]G?*Q_81\"I \)TH<"Z2,#Z6,(TL5PN034$L!
A0#% @ 5(%G60=!36*! L0 ! M (! &1O8U!R;W!S+V%P<"YX;6Q02P$"% ,4 " !4@6=9K6<5 M.^X K @ $0 @ &O
9&]C4')O<',O8V]R92YX;6Q0 M2P$"% ,4 " !4@6=9F5R<(Q & "<)P $P @ ', 0 M>&PO=&AE;64O=&AE;64Q+GAM;%!+
0(4 Q0 (%2!9UG-1/01 P8 +(@ M 8 " @0T(!X;"]W;W)K&PO=V]R:W-H965T&UL4$L! A0#% @ 5(%G64Z@9_:L M @ 10<
!@ ("!XQ0 'AL+W=O[8>T[H0 "FY & @(%Z'@ >&PO=V]R:W-H965T&UL4$L! A0#% @ 5(%G6;OZZ-:F!P \2 !@ M ("!:B\

'AL+W=O??EZ@(%(+ 8 " @48W !X;"]W;W)K&PO=V]R:W-H965T&UL4$L! A0# M% @ 5(%G6>")WB*A"@ YAH !@ ("!WSP 'AL+W=O M&UL M4$L! A0#% @ 5(%G61;T-9W1 P 4PD !D ("!WU8 M 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ M5(%G680KY#PT' V6H !D ("!9&8 'AL+W=O&PO=V]R:W-H965TQH+28@8 %,/ 9 " @4J. !X;"]W M;W)K&UL4$L! A0#% @ 5(%G68%5GS+" M7!< !D ("!XY0 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ 5(%G65F2I[O]!@ C1 !D M ("!XZ\ 'AL+W=O&PO=V]R:W-H M965T&UL4$L! M A0#% @ 5(%G63\VBF2Q% TSX !D ("![< 'AL M+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ 5(%G M60@.Q,_] P 50< !D ("!*-T 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ 5(%G68>_Q'4 P ?@8 M !D ("!;.H 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ 5(%G65D+I,M9 @ 8@4 !D M ("!YO8 'AL+W=O&PO=V]R:W-H965T M&UL4$L! A0# M% @ 5(%G6?\?LH#. @ 6P< !D ("!; ! 'AL+W=O M&PO=V]R:W-H965T&UL4$L! A0#% @ 5(%G60PE M))E< P (PT !D ("![H! 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ 5(%G62%[]\[U! Z!H !D M ("!$R0! 'AL+W=O&PO M=V]R:W-H965T&UL4$L! A0#% @ 5(%G61$PV$R(" ZE(!D ("! M.C8! 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% M @ 5(%G65R=VX+? @ G < !D ("![TL! 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ 5(%G67&*[S"&!@ "#D !D M ("!*F,! 'AL+W=O&PO=V]R M:W-H965T,:Z0('@* M 9 " @<9M 0!X;"]W;W)K&UL M4$L! A0#% @ 5(%G60QCY51' P S!0 T (!YG ! M 'AL+W-T>6QEI M&*@$ ")0 #P @ %!=0$ >&PO=V]R:V)O;VLN>&UL4$L! M A0#% @ 5(%G6;P!UL'@ 0 [" !H (!%GH! 'AL M+U]R96QS+W=O30 M 0 K2 !, (!+GP! %M#;VYT96YT7U1Y<&5S72YX;6Q0 52P4& #\ /P P$0 +WX! end XML 65 Show.js IDEA: XBRL DOCUMENT // Edgar(tm) Renderer was created by staff of the U.S. Securities and Exchange Commission. Data and content created by government employees within the scope of their employment are not subject to domestic copyright protection. 17 U.S.C. 105. var Show= {};Show.LastAR=null,Show.showAR=function(a,r,w){if(Show.LastAR)Show.hideAR();var e=a;while(e&&e.nodeName!='TABLE')e=e.nextSibling;if(!e||e.nodeName!='TABLE'){var ref=((window)? w.document:document).getElementById(r);if(ref){e=ref.cloneNode(!0); e.removeAttribute('id');a.parentNode.appendChild(e)}} if(e)e.style.display='block';Show.LastAR=e};Show.hideAR=function() {Show.LastAR.style.display='none'};Show.toggleNext=function(a){var e=a;while(e.nodeName!='DIV')e=e.nextSibling;if(!e.style){}else if(!e.style.display){}else{var d,p_;if(e.style.display=='none'){d='block';p='-'}else{d='none';p='+'} e.style.display=d;if(a.textContent) {a.textContent=p+a.textContent.substring(1)}else{a.innerText=p+a.innerText.substring(1)}}} XML 66 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 68 FilingSummary.xml IDEA: XBRL DOCUMENT 3.24.3 html 205 300 1 false 59 0 false 13 false false R1.htm 100000 - Document - Document and Entity Information Sheet http://poseida.com/20240930/taxonomy/role/Role_DocumentDocumentAndEntityInformation Document and Entity Information Cover 1 false false R2.htm 100010 - Statement - CONDENSED CONSOLIDATED BALANCE SHEETS (Unaudited) Sheet http://poseida.com/20240930/taxonomy/role/Role_StatementCONDENSEDCONSOLIDATEDBALANCESHEETSUnaudite CONDENSED CONSOLIDATED BALANCE SHEETS (Unaudited) Statements 2 false false R3.htm 100020 - Statement - CONDENSED CONSOLIDATED BALANCE SHEETS (Unaudited) (Parenthetical) Sheet http://poseida.com/20240930/taxonomy/role/Role_StatementCONDENSEDCONSOLIDATEDBALANCESHEETSUnaudite CONDENSED CONSOLIDATED BALANCE SHEETS (Unaudited) (Parenthetical) Statements 3 false false R4.htm 100030 - Statement - CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME (LOSS) (Unaudited) Sheet http://poseida.com/20240930/taxonomy/role/StatementCondensedConsolidatedStatementsOfOperationsAndComprehe CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME (LOSS) (Unaudited) Statements 4 false false R5.htm 100040 - Statement - CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY (Unaudited) Sheet http://poseida.com/20240930/taxonomy/role/Role_StatementCONDENSEDCONSOLIDATEDSTATEMENTSOFCHANGES CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY (Unaudited) Statements 5 false false R6.htm 100050 - Statement - CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited) Sheet http://poseida.com/20240930/taxonomy/role/Role_StatementCONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLO CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited) Statements 6 false false R7.htm 995410 - Disclosure - Pay vs Performance Disclosure Sheet http://xbrl.sec.gov/ecd/role/PvpDisclosure Pay vs Performance Disclosure Notes 7 false false R8.htm 995445 - Disclosure - Insider Trading Arrangements Sheet http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements Insider Trading Arrangements Notes 8 false false R9.htm 995455 - Disclosure - Nature of Business and Basis of Presentation Sheet http://poseida.com/20240930/taxonomy/role/Role_DisclosureNatureOfBusinessAndBasisOfPresentation Nature of Business and Basis of Presentation Notes 9 false false R10.htm 995465 - Disclosure - Summary of Significant Accounting Policies Sheet*

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Disclosure - Income Taxes - Additional Information (Detail) Sheet http://poseida.com/20240930/taxonomy/role/DisclosureIncomeTaxesAdditionalInformationDetail Income Taxes - Additional Information (Detail) Details 55 false false All Reports Book All Reports pstx-20240930.htm pstx-20240930.xsd http://fasb.org/us-gaap/2024 http://xbrl.sec.gov/dei/2024 http://xbrl.sec.gov/ecd/2024 false false JSON 71 MetaLinks.json IDEA: XBRL DOCUMENT { "version": "2.2", "instance": { "pstx-20240930.htm": { "nsprefix": "pstx", "nsuri": "http://poseida.com/20240930", "dts": { "inline": { "local": ["pstx-20240930.htm"] }, "schema": { "local": ["pstx-20240930.xsd"], "remote": ["http://www.xbrl.org/2003/xbrl-instance-2003-12-31.xsd", "http://www.xbrl.org/2003/xbrl-linkbase-2003-12-31.xsd", "http://www.xbrl.org/2003/xl-2003-12-31.xsd", "http://www.xbrl.org/2003/xlink-2003-12-31.xsd", "http://www.xbrl.org/2005/xbrldt-2005.xsd", "http://www.xbrl.org/2006/ref-2006-02-27.xsd", "http://www.xbrl.org/lrr/arcrole/esma-arcrole-2018-11-21.xsd", "http://www.xbrl.org/lrr/role/negated-2009-12-16.xsd", "http://www.xbrl.org/lrr/role/reference-2009-12-16.xsd", "https://www.xbrl.org/2020/extensible-enumerations-2.0.xsd", "https://www.xbrl.org/2023/calculation-1.1.xsd",

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"Stock-Based Compensation - Additional Information (Details)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "45", "firstAnchor": { "contextRef": "C_711f10eb-a8d9-46a1-b3ad-bf074a197393", "name": "us-gaap:ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsGrantsInPeriodWeightedAverageGra "unitRef": "U_UnitedStatesOfAmericaDollarsShare", "xsiNil": "false", "lang": null, "decimals": "2", "ancestors": ["span", "p", "ix:continuation", "div", "body", "html"], "reportCount": 1, "baseRef": "pstx-20240930.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "C_711f10eb-a8d9-46a1-b3ad-bf074a197393", "name": "us-gaap:ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsGrantsInPeriodWeightedAverageGra "unitRef": "U_UnitedStatesOfAmericaDollarsShare", "xsiNil": "false", "lang": null, "decimals": "2", "ancestors": ["span", "p", "ix:continuation", "div", "body", "html"], "reportCount": 1, "baseRef": "pstx-20240930.htm", "first": true, "unique": true } }, "R46": { "role": "http://poseida.com/20240930/taxonomy/role/Role_DisclosureStockBasedCompensationSummaryOfCompanySStockOp "longName": "995835 - 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May be called contributed capital, capital in excess of par, capital surplus, or paid-in capital." } } }, "auth_ref": ["r53"] }, "us-gaap_AdditionalPaidInCapitalMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AdditionalPaidInCapitalMember", "presentation": ["http://poseida.com/20240930/taxonomy/role/Role_StatementCONDENSEDCONSOLIDATEDSTATEMENTSOFCHANGE], "lang": { "en-us": { "role": { "terseLabel": "Additional Paid-in Capital", "label": "Additional Paid-in Capital [Member]", "documentation": "Excess of issue price over par or stated value of the entity's capital stock and amounts received from other transactions involving the entity's stock or stockholders." } } }, "auth_ref": ["r577", "r835", "r836", "r837", "r838", "r911", "r974"] }, "ecd_AdjToCompAmt": { "xbrltype": "monetaryItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AdjToCompAmt", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": 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Business description describes the nature and type of organization including but not limited to organizational structure as may be applicable to holding companies, parent and subsidiary relationships, business divisions, business units, business segments, affiliates and information about significant ownership of the reporting entity. Basis of presentation describes the underlying basis used to prepare the financial statements (for example, US Generally Accepted Accounting Principles, Other Comprehensive Basis of Accounting, IFRS)." } } }, "auth_ref": ["r40", "r70", "r71"] }, "pstx_CaliforniaInstituteOfRegenerativeMedicineMember": { "xbrltype": "domainItemType", "nsuri": "http://poseida.com/20240930", "localname": "CaliforniaInstituteOfRegenerativeMedicineMember", "presentation": ["http://poseida.com/20240930/taxonomy/role/DisclosureCaliforniaInstituteOfRegenerativeMedicineAwardAdditionalIn], "lang": { "en-us": { "role": { "terseLabel": "CIRM", "label": "California Institute Of Regenerative Medicine [Member]", "documentation": "California institute of regenerative medicine." } } }, "auth_ref": [] }, "pstx_CantorFitzgeraldAndCompanyMember": { "xbrltype": "domainItemType", "nsuri": "http://poseida.com/20240930", "localname": "CantorFitzgeraldAndCompanyMember", "presentation": ["http://poseida.com/20240930/taxonomy/role/Role_DisclosureStockholdersEquityAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Cantor Fitzgerald & Co.", "label": "Cantor Fitzgerald And Company [Member]", "documentation": "Cantor fitzgerald and company." } } }, "auth_ref": [] }, "us-gaap_CashAndCashEquivalentsAtCarryingValue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashAndCashEquivalentsAtCarryingValue", "crdr": "debit", "presentation": ["http://poseida.com/20240930/taxonomy/role/Role_DisclosureFairValueMeasurementScheduleOfCompanySValuationH "http://poseida.com/20240930/taxonomy/role/Role_StatementCONDENSEDCONSOLIDATEDBALANCESHEETSUnaudit], "lang": { "en-us": { "role": { "totalLabel": "Cash and Cash Equivalents, at Carrying Value, Total", "terseLabel": "Cash and cash equivalents", "label": "Cash and Cash Equivalents, at Carrying Value", "documentation": "Amount of currency on hand as well as demand deposits with banks or financial institutions. Includes other kinds of accounts that have the general characteristics of demand deposits. Also includes short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. Excludes cash and cash equivalents within disposal group and discontinued operation." } } }, "auth_ref": ["r16", "r118", "r663"] }, "us-gaap_CashCashEquivalentsAndShortTermInvestments": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashCashEquivalentsAndShortTermInvestments", "crdr": "debit", "presentation": ["http://poseida.com/20240930/taxonomy/role/Role_DisclosureNatureOfBusinessAndBasisOfPresentationAdditionalInf], "lang": { "en-us": { "role": { "totalLabel": "Cash, Cash Equivalents, and Short-Term Investments, Total", "terseLabel": "Cash, cash equivalents and short-term investments", "label": "Cash, Cash Equivalents, and Short-Term Investments", "documentation": "Cash includes currency on hand as well as demand deposits with banks or financial institutions. It also includes other kinds of accounts that have the general characteristics of demand deposits in that the customer may deposit additional funds at any time and effectively may withdraw funds at any time without prior notice or penalty. Cash equivalents, excluding items classified as marketable securities, include short-term, highly liquid Investments that are both readily convertible to known amounts of cash, and so near their maturity that they present minimal risk of changes in value because of changes in interest rates. Generally, only investments with original maturities of three months or less qualify under that definition. Original maturity means original maturity to the entity holding the investment. For example, both a three-month US Treasury bill and a three-year Treasury note purchased three months from maturity qualify as cash equivalents. However, a Treasury note purchased three years ago does not become a cash equivalent when its remaining maturity is three months. Short-term investments, exclusive of cash equivalents, generally consist of marketable securities intended to be sold within one year (or the normal operating cycle if longer) and may include trading securities, available-for-sale securities, or held-to-maturity securities (if maturing within one year), as applicable." } } }, "auth_ref": ["r826"] }, "pstx_CashCashEquivalentsAndShortTermInvestmentsPolictTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://poseida.com/20240930", "localname": "CashCashEquivalentsAndShortTermInvestmentsPolictTextBlock", "presentation": ["http://poseida.com/20240930/taxonomy/role/Role_DisclosureSummaryOfSignificantAccountingPoliciesPolicies"],

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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": ["r16", "r66", "r152"] }, "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeR { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateE "crdr": "debit", "presentation": ["http://poseida.com/20240930/taxonomy/role/Role_StatementCONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLG], "lang": { "en-us": { "role": { "totalLabel": "Net increase (decrease) in cash and cash equivalents", "label": "Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Period Increase (Decrease), Including Exchange Rate Effect", "documentation": "Amount of increase (decrease) in cash, cash equivalents, and cash and cash equivalents restricted to withdrawal or usage; including effect from exchange rate change. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates." } } }, "auth_ref": ["r0", "r66"] }, "ecd_ChangedPeerGroupFnTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "ChangedPeerGroupFnTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "Changed Peer Group, Footnote [Text Block]", "terseLabel": "Changed Peer Group, Footnote" } } }, "auth_ref": ["r773"] }, "ecd_ChngInFrValAsOfVstngDtOfPrrYrEqtyAwrdsVstdInCvrdYrMember": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "ChngInFrValAsOfVstngDtOfPrrYrEqtyAwrdsVstdInCvrdYrMember", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "Change in Fair Value as of Vesting Date of Prior Year Equity Awards Vested in Covered Year [Member]", "terseLabel": "Change in Fair Value as of Vesting Date of Prior Year Equity Awards Vested in Covered Year" } } }, "auth_ref": ["r770"] }, "ecd_ChngInFrValOfOutsdngAndUnvstdEqtyAwrdsGrntdInPrrYrsMember": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "ChngInFrValOfOutsdngAndUnvstdEqtyAwrdsGrntdInPrrYrsMember", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "Year-over-Year Change in Fair Value of Equity Awards Granted in Prior Years That are Outstanding and Unvested [Member]", "terseLabel": "Year-over-Year Change in Fair Value of Equity Awards Granted in Prior Years That are Outstanding and Unvested" } } }, "auth_ref": ["r768"] }, "dei_CityAreaCode": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "CityAreaCode", "presentation": ["http://poseida.com/20240930/taxonomy/role/Role_DocumentDocumentAndEntityInformation"], "lang": { "en-us": { "role": { "terseLabel": "City Area Code", "label": "City Area Code", "documentation": "Area code of city" } } }, "auth_ref": [] }, "us-gaap_ClassOfStockLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ClassOfStockLineItems", "presentation": ["http://poseida.com/20240930/taxonomy/role/Role_DisclosureStockholdersEquityAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Class Of Stock [Line Items]", "label": "Class of Stock [Line Items]", "documentation": "Line items represent financial concepts included in a table. 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Warrants and rights represent derivative securities that give the holder the right to purchase securities (usually equity) from the issuer at a specific price within a certain time frame. Warrants are often included in a new debt issue to entice investors by a higher return potential. The main difference between warrants and call options is that warrants are issued and guaranteed by the company, whereas options are exchange instruments and are not issued by the company. Also, the lifetime of a warrant is often measured in years, while the lifetime of a typical option is measured in months." } } }, "auth_ref": [] }, "us-gaap_ClassOfWarrantOrRightExercisePriceOfWarrantsOrRights1": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ClassOfWarrantOrRightExercisePriceOfWarrantsOrRights1", "presentation": ["http://poseida.com/20240930/taxonomy/role/Role_DisclosureStockholdersEquityAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Warrants to purchase stock", "label": "Class of Warrant or Right, Exercise Price of Warrants or Rights", "documentation": "Exercise price per share or per unit of warrants or rights

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participate in a joint operating activity and (ii) are exposed to significant risks and rewards that depend on the commercial success of the joint operating activity." } } }, "auth_ref": ["r413"] }, "us-gaap_CollaborativeArrangementsAndNoncollaborativeArrangementTransactionsLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CollaborativeArrangementsAndNoncollaborativeArrangementTransactionsLineItems", "presentation": ["http://poseida.com/20240930/taxonomy/role/DisclosureCaliforniaInstituteOfRegenerativeMedicineAwardAdditionalIn], "lang": { "en-us": { "role": { "terseLabel": "Collaborative Arrangements And Noncollaborative Arrangement Transactions [Line Items]", "label": "Collaborative Arrangement and Arrangement Other than Collaborative [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": ["r413"] }, "us-gaap_CommitmentsAndContingencies": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommitmentsAndContingencies", "crdr": "credit", "presentation": ["http://poseida.com/20240930/taxonomy/role/Role_StatementCONDENSEDCONSOLIDATEDBALANCESHEETSUnaudit], "lang": { "en-us": { "role": { "terseLabel": "Commitments and Contingencies (Note 12)", "label": "Commitments and Contingencies", "documentation": "Represents the caption on the face of the balance sheet to indicate that the entity has entered into (1) purchase or supply arrangements that will require expending a portion of its resources to meet the terms thereof, and (2) is exposed to potential losses or, less frequently, gains, arising from (a) possible claims against a company's resources due to future performance under contract terms, and (b) possible losses or likely gains from uncertainties that will ultimately be resolved when one or more future events that are deemed likely to occur do occur or fail to occur." } } }, "auth_ref": ["r49", "r89", "r535", "r593"] }, "us-gaap_CommitmentsAndContingenciesDisclosureAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommitmentsAndContingenciesDisclosureAbstract", "lang": { "en-us": { "role": { "label": "Commitments and Contingencies Disclosure [Abstract]" } } }, "auth_ref": [] }, "us-gaap_CommitmentsAndContingenciesDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommitmentsAndContingenciesDisclosureTextBlock", "presentation": ["http://poseida.com/20240930/taxonomy/role/Role_DisclosureCommitmentsAndContingencies"], "lang": { "en-us": { "role": { "terseLabel": "Commitments and Contingencies", "label": "Commitments and Contingencies Disclosure [Text Block]", 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marketability of shares, at fair value on date of issuance", "label": "Common Stock, Discount on Shares", "documentation": "Discount on common shares, or any unamortized balance thereof, shown separately as a deduction from the applicable account(s) as circumstances require." } } }, "auth_ref": ["r81"] }, "pstx_CommonStockDividendsDeclared": { "xbrltype": "monetaryItemType", "nsuri": "http://poseida.com/20240930", "localname": "CommonStockDividendsDeclared", "crdr": "debit", "presentation": ["http://poseida.com/20240930/taxonomy/role/Role_DisclosureStockholdersEquityAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Dividends declared", "label": "Common Stock Dividends Declared", "documentation": "Common stock dividends declared." } } }, "auth_ref": [] }, "us-gaap_CommonStockMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommonStockMember", "presentation": 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"http://poseida.com/20240930/taxonomy/role/Role_DisclosureStockholdersEquityAdditionalInformationDetails",

"http://poseida.com/20240930/taxonomy/role/Role_StatementCONDENSEDCONSOLIDATEDBALANCESHEETSUnaudit
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"http://poseida.com/20240930/taxonomy/role/Role_StatementCONDENSEDCONSOLIDATEDBALANCESHEETSUnaudit
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entity that have been sold or granted to shareholders (includes common shares that were issued, repurchased and
remain in the treasury). These shares represent capital invested by the firm's shareholders and owners, and may be
all or only a portion of the number of shares authorized. Shares issued include shares outstanding and shares held
in the treasury." } } }, "auth_ref": ["r52"] }, "us-gaap_CommonStockSharesOutstanding": { "xbrltype":
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shares outstanding", "label": "Common Stock, Shares, Outstanding", "documentation": "Number of shares of
common stock outstanding. Common stock represent the ownership interest in a corporation." } } }, "auth_ref": [
"r7", "r52", "r594", "r612", "r974", "r975"] }, "us-gaap_CommonStockValue": { "xbrltype": "monetaryItemType",
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September 30, 2024 and December 31, 2023; 97,411,571 and 95,636,553 shares issued and outstanding at
September 30, 2024 and December 31, 2023, respectively", "label": "Common Stock, Value, Issued",
"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": ["r52", "r536", "r707"] }, "us-
gaap_CommonStockVotingRights": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024",
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owned. Include also, if any, unusual voting rights." } } }, "auth_ref": ["r26"] },
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], "lang": { "en-us": { "role": { "totalLabel": "Comprehensive income (loss)", "label": "Comprehensive Income (Loss),
Net of Tax, Attributable to Parent", "documentation": "Amount after tax of increase (decrease) in equity from
transactions and other events and circumstances from net income and other comprehensive income, attributable to
parent entity. Excludes changes in equity resulting from investments by owners and distributions to owners." } } },
"auth_ref": ["r14", "r136", "r138", "r143", "r527", "r547", "r548"] }, "us-
gaap_ComprehensiveIncomePolicyPolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-
gaap/2024", "localname": "ComprehensiveIncomePolicyPolicyTextBlock", "presentation": [
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Includes, but is not limited to, change in contract asset and contract liability." } } }, "auth_ref": ["r878"] }, "us-gaap_ContractWithCustomerLiability": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ContractWithCustomerLiability", "crdr": "credit", "presentation": ["http://poseida.com/20240930/taxonomy/role/Role_DisclosureCollaborationAndLicenseAgreementsSummaryOfReconc], "lang": { "en-us": { "role": { "totalLabel": "Contract with Customer, Liability, Total", "periodStartLabel": "Beginning balance", "periodEndLabel": "Ending balance", "label": "Contract with Customer, Liability", "documentation": "Amount of obligation to transfer good or service to customer for which consideration has been received or is receivable." } } }, "auth_ref": ["r337", "r338", "r340"] }, "pstx_ContractWithCustomerLiabilityAmountsReceivedInvoiced": { "xbrltype": "monetaryItemType", "nsuri": "http://poseida.com/20240930", "localname": 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Liability, Revenue Recognized", "documentation": "Amount of revenue recognized that was previously included in balance of obligation to transfer good or service to customer for which consideration from customer has been received or is due." } } }, "auth_ref": ["r341"] }, "srt_CounterpartyNameAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "CounterpartyNameAxis", "presentation": ["http://poseida.com/20240930/taxonomy/role/DisclosureCollaborationAndLicenseAgreements1", "http://poseida.com/20240930/taxonomy/role/DisclosureStrategicInvestmentAdditionalInformationDetails", "http://poseida.com/20240930/taxonomy/role/Role_DisclosureCollaborationsAndLicenseAgreementsAdditionalInforma "http://poseida.com/20240930/taxonomy/role/Role_DisclosureStockholdersEquityAdditionalInformationDetails", "http://poseida.com/20240930/taxonomy/role/Role_DisclosureTermDebtAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Counterparty Name", 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obligation, which includes borrowings under lines of credit, notes payable, commercial paper, bonds payable, debentures, and other contractual obligations for payment. This may include rationale for entering into the arrangement, significant terms of the arrangement, which may include amount, repayment terms, priority, collateral required, debt covenants, borrowing capacity, call features, participation rights, conversion provisions, sinking-fund requirements, voting rights, basis for conversion if convertible and remarketing provisions. The description may be provided for individual debt instruments, rational groupings of debt instruments, or by debt in total." } } }, "auth_ref": ["r11", "r26", "r38", "r42", "r87", "r88", "r467"] }, "us-gaap_DebtInstrumentDescriptionOfVariableRateBasis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtInstrumentDescriptionOfVariableRateBasis", "presentation": ["http://poseida.com/20240930/taxonomy/role/Role_DisclosureTermDebtAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Debt instrument floating per annum rate", "label": "Debt Instrument, Description of Variable Rate Basis", "documentation": "Description of reference rate used for variable rate of debt instrument." } } }, "auth_ref": [] }, "us-gaap_DebtInstrumentFeeAmount": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtInstrumentFeeAmount", "crdr": "debit", "presentation": ["http://poseida.com/20240930/taxonomy/role/Role_DisclosureTermDebtAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Debt instrument, fee amount", "label": "Debt Instrument, Fee Amount", "documentation": "Amount of the fee that accompanies borrowing money under the debt instrument." } } }, "auth_ref": ["r46"] }, "pstx_DebtInstrumentFinalPaymentFeeAccrued": { "xbrltype": "monetaryItemType", "nsuri": "http://poseida.com/20240930", "localname": "DebtInstrumentFinalPaymentFeeAccrued", "crdr": "debit", "presentation": ["http://poseida.com/20240930/taxonomy/role/Role_DisclosureTermDebtAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Debt instrument final payment fee accrued", "label": "Debt Instrument Final Payment Fee Accrued", "documentation": "Debt instrument final payment fee accrued." } } }, "auth_ref": [] }, "pstx_DebtInstrumentFinalPaymentFeePercentage": { "xbrltype": "percentItemType", "nsuri": "http://poseida.com/20240930", "localname": "DebtInstrumentFinalPaymentFeePercentage", "presentation": ["http://poseida.com/20240930/taxonomy/role/Role_DisclosureTermDebtAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Debt instrument, final payment fee percentage", "label": "Debt Instrument Final Payment Fee Percentage", "documentation": "Debt instrument final payment fee percentage." } } }, "auth_ref": [] }, "us-gaap_DebtInstrumentInterestRateDuringPeriod": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtInstrumentInterestRateDuringPeriod", "presentation": ["http://poseida.com/20240930/taxonomy/role/Role_DisclosureTermDebtAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Debt instrument interest rate during period", "label": "Debt Instrument, Interest Rate During Period", "documentation": "The average effective interest rate during the reporting period." } } }, "auth_ref": ["r45", "r308", "r921"] }, "us-gaap_DebtInstrumentInterestRateEffectivePercentage": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtInstrumentInterestRateEffectivePercentage", "presentation": ["http://poseida.com/20240930/taxonomy/role/Role_DisclosureTermDebtAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Interest rate recognized under effective interest method", "label": "Debt Instrument, Interest Rate, Effective Percentage", "documentation": "Effective interest rate for the funds borrowed under the debt agreement considering interest compounding and original issue discount or premium." } } }, "auth_ref": ["r45", "r318", "r467", "r468", "r705"] }, "us-gaap_DebtInstrumentLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtInstrumentLineItems", "presentation": ["http://poseida.com/20240930/taxonomy/role/Role_DisclosureTermDebtAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Debt Instrument [Line Items]", "label": "Debt Instrument [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": ["r160", "r290", "r291", "r292", "r293", "r294", "r296", "r301", "r302", "r303", "r304", "r306", "r307", "r308", "r309", "r310", "r311", "r314", "r677", "r678", "r679", "r680", "r681", "r705", "r833", "r921", "r922"] }, "us-gaap_DebtInstrumentMaturityDate": { "xbrltype": "dateItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtInstrumentMaturityDate", "presentation": ["http://poseida.com/20240930/taxonomy/role/Role_DisclosureTermDebtAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Debt instrument maturity date", "label": "Debt Instrument, Maturity Date", "documentation": "Date when the debt instrument is scheduled to be fully repaid, in YYYY-MM-DD format." } } }, "auth_ref": ["r125", "r677", "r916", "r917"] }, "us-gaap_DebtInstrumentRedemptionPeriodAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtInstrumentRedemptionPeriodAxis", "presentation": ["http://poseida.com/20240930/taxonomy/role/Role_DisclosureTermDebtAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Debt Instrument, Redemption, Period", "label": "Debt Instrument, Redemption, Period [Axis]", "documentation": "Information by period of debt redemption feature under terms of debt agreement." } } }, "auth_ref": ["r96"] }, "us-gaap_DebtInstrumentRedemptionPeriodDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtInstrumentRedemptionPeriodDomain", "presentation": ["http://poseida.com/20240930/taxonomy/role/Role_DisclosureTermDebtAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Debt Instrument, Redemption, Period", "label": "Debt Instrument, Redemption, Period [Domain]", "documentation": "Period as defined under terms of the debt agreement for debt redemption features." } } }, "auth_ref": ["r96"] }, "pstx_DebtInstrumentRepaymentAdditionalNumberOfMonthlyPaymentsDuePeriodExtension": { "xbrltype": "integerItemType", "nsuri": "http://poseida.com/20240930", "localname": "DebtInstrumentRepaymentAdditionalNumberOfMonthlyPaymentsDuePeriodExtension", "presentation": ["http://poseida.com/20240930/taxonomy/role/Role_DisclosureTermDebtAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Debt instrument repayment additional number of monthly payments due period extension", "label": "Debt Instrument Repayment Additional Number Of Monthly Payments Due Period Extension", "documentation": "Debt instrument repayment additional number of monthly payments due period extension." } } }, "auth_ref": [] }, "pstx_DebtInstrumentRepaymentNumberOfMonthlyPayments": { "xbrltype": "integerItemType", "nsuri": "http://poseida.com/20240930", "localname": "DebtInstrumentRepaymentNumberOfMonthlyPayments", "presentation": ["http://poseida.com/20240930/taxonomy/role/Role_DisclosureTermDebtAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Debt instrument repayment number of month", "label": "Debt Instrument

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Includes beneficial interest in securitized financial asset." } } }, "auth_ref": ["r102", "r258", "r675"] }, "us-gaap_DebtSecuritiesAvailableForSaleTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtSecuritiesAvailableForSaleTable", "presentation": ["http://poseida.com/20240930/taxonomy/role/DisclosureFinancialInstrumentsSummaryOfAmortizedCostAndFairValue], "lang": { "en-us": { "role": { "terseLabel": "Debt Securities Available For Sale [Table]", "label": "Debt Securities, Available-for-Sale [Table]", "documentation": "Disclosure of information about investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale)." } } }, "auth_ref": ["r213", "r214", "r215", "r216", "r217", "r218", "r219", "r220", "r221", "r222", "r223", "r224"] }, "us-gaap_DebtSecuritiesAvailableForSaleTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtSecuritiesAvailableForSaleTableTextBlock", "presentation": ["http://poseida.com/20240930/taxonomy/role/Role_DisclosureFinancialInstrumentsTables"], "lang": { "en-us": { "role": { "label": "Debt Securities, Available-for-Sale [Table Text Block]", "terseLabel": "Summary of Amortized Cost and Fair Value of Available-for-Sale Securities", "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": ["r847", "r848", "r849", "r850", "r851", "r852", "r853", "r854", "r855", "r856", "r857", "r858"] }, "us-gaap_DebtSecuritiesAvailableForSaleUnrealizedLossPosition": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtSecuritiesAvailableForSaleUnrealizedLossPosition", "crdr": "debit", "presentation": ["http://poseida.com/20240930/taxonomy/role/Role_DisclosureFinancialInstrumentsAdditionalInformationDetails"], "lang": { "en-us": { "role": { "totalLabel": "Debt Securities, Available-for-Sale, Unrealized Loss Position, Total", "terseLabel": "Debt securities, available-for-sale, unrealized loss position", "label": "Debt Securities, Available-for-Sale, Unrealized Loss Position", "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": ["r101", "r257", "r675"] }, "us-gaap_DeferredRevenue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DeferredRevenue", "crdr": "credit", "presentation": ["http://poseida.com/20240930/taxonomy/role/DisclosureStrategicInvestmentAdditionalInformationDetails", "http://poseida.com/20240930/taxonomy/role/Role_DisclosureCollaborationsAndLicenseAgreementsAdditionalInforma], "lang": { "en-us": { "role": { "totalLabel": "Deferred Revenue, Total", "label": "Deferred Revenue", "terseLabel": "Deferred revenue recognized", "documentation": "Amount of deferred income and obligation to transfer product and service to customer for which consideration has been received or is receivable." } } }, "auth_ref": ["r824"] }, "us-gaap_DeferredRevenueCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DeferredRevenueCurrent", "crdr": "credit", "presentation": ["http://poseida.com/20240930/taxonomy/role/Role_StatementCONDENSEDCONSOLIDATEDBALANCESHEETSUnaudit], "lang": { "en-us": { "role": { "totalLabel": "Deferred Revenue, Current, Total", "terseLabel": "Deferred revenue, current", "label": "Deferred Revenue, Current", "documentation": "Amount of deferred income and obligation to transfer product and service to customer for which consideration has been received or is receivable, classified as current." } } }, "auth_ref": ["r823"] }, "us-gaap_DeferredRevenueNoncurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DeferredRevenueNoncurrent", "crdr": "credit", "presentation":

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diluted", "verboseLabel": "Diluted net income (loss) per share", "totalLabel": "Earnings Per Share, Diluted, Total",
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that would have been outstanding assuming the issuance of common shares or units for all dilutive potential
common shares or units outstanding during the reporting period." } } }, "auth_ref": ["r144", "r166", "r167", "r168",
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Statutory Income Tax Rate, Percent", "documentation": "Percentage of domestic federal statutory tax rate applicable
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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)." } } },
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], "lang": { "en-us": { "role": { "terseLabel": "Employee Service Share Based Compensation Allocation Of Recognized
Period Costs [Line Items]", "label": "Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Line
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disclose reportable information associated with domain members defined in one or many axes to the table." } } },
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"documentation": "Weighted-average period over which cost not yet recognized is expected to be recognized for
award under share-based payment arrangement, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D'
represents reported fact of one year, five months, and thirteen days." } } }, "auth_ref": ["r384"] }, "us-
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Arrangement, Nonvested Award, Excluding Option, Cost Not yet Recognized, Amount", "documentation": "Amount of
cost to be recognized for nonvested award under share-based payment arrangement. Excludes share and unit
options." } } }, "auth_ref": ["r908"] }, "us-
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Arrangement, Nonvested Award, Option, Cost Not yet Recognized, Amount", "documentation": "Amount of cost to be
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"http://poseida.com/20240930/taxonomy/role/DisclosureNetIncomeLossPerShareScheduleOfComputationOfBasicAndD
], "lang": { "en-us": { "role": { "terseLabel": "ESPP Shares", "label": "Employee Stock [Member]", "documentation":
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corporation's stock." } } }, "auth_ref": [] }, "us-gaap_EmployeeStockOptionMember": { "xbrltype":
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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":
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Outstanding", "documentation": "Indicate number of shares or other units outstanding of each of registrant's
classes of capital or common stock or other ownership interests, if and as stated on cover of related periodic report.
Where multiple classes or units exist define each class/interest by adding class of stock items such as Common Class
A [Member], Common Class B [Member] or Partnership Interest [Member] onto the Instrument [Domain] of the
Entity Listings, Instrument." } } }, "auth_ref": [] }, "dei_EntityCurrentReportingStatus": { "xbrltype":
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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://poseida.com/20240930/taxonomy/role/DisclosureCaliforniaInstituteOfRegenerativeMedicineAwardAdditionalIn], "lang": { "en-us": { "role": { "terseLabel": "Entity", "label": "Entity [Domain]", "documentation": "All the names of the entities being reported upon in a document. Any legal structure used to conduct activities or to hold assets. Some examples of such structures are corporations, partnerships, limited liability companies, grantor trusts, and other trusts. This item does not include business and geographical segments which are included in the geographical or business segments domains." } } }, "auth_ref": [] }, "dei_EntityEmergingGrowthCompany": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityEmergingGrowthCompany", "presentation": ["http://poseida.com/20240930/taxonomy/role/Role_DocumentDocumentAndEntityInformation"], "lang": { "en-us": { "role": { "terseLabel": "Entity Emerging Growth Company", "label": "Entity Emerging Growth Company", "documentation": "Indicate if registrant meets the emerging growth company criteria." } } }, "auth_ref": ["r727"] }, "dei_EntityExTransitionPeriod": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityExTransitionPeriod", "presentation": ["http://poseida.com/20240930/taxonomy/role/Role_DocumentDocumentAndEntityInformation"], "lang": { "en-us": { "role": { "terseLabel": "Entity Ex Transition Period", "label": "Entity Ex Transition Period", "documentation": "Indicate if an emerging growth company has elected not to use the extended transition period for complying with any new or revised financial accounting standards." } } }, "auth_ref": ["r812"] }, "dei_EntityFileNumber": { "xbrltype": "fileNumberItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityFileNumber", "presentation": ["http://poseida.com/20240930/taxonomy/role/Role_DocumentDocumentAndEntityInformation"], "lang": { "en-us": { "role": { "terseLabel": "Entity File Number", "label": "Securities Act File Number", "documentation": "Commission file number. The field allows up to 17 characters. The prefix may contain 1-3 digits, the sequence number may contain 1-8 digits, the optional suffix may contain 1-4 characters, and the fields are separated with a hyphen." } } }, "auth_ref": [] }, "dei_EntityFilerCategory": { "xbrltype": "filerCategoryItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityFilerCategory", "presentation": ["http://poseida.com/20240930/taxonomy/role/Role_DocumentDocumentAndEntityInformation"], "lang": { "en-us": { "role": { "terseLabel": "Entity Filer Category", "label": "Entity Filer Category", "documentation": "Indicate whether the registrant is one of the following: Large Accelerated Filer, Accelerated Filer, Non-accelerated Filer. Definitions of these categories are stated in Rule 12b-2 of the Exchange Act. This information should be based on the registrant's current or most recent filing containing the related disclosure." } } }, "auth_ref": ["r727"] }, "dei_EntityIncorporationStateCountryCode": { "xbrltype": "edgarStateCountryItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityIncorporationStateCountryCode", "presentation": ["http://poseida.com/20240930/taxonomy/role/Role_DocumentDocumentAndEntityInformation"], "lang": { "en-us": { "role": { "terseLabel": "Entity Incorporation State Country Code", "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://poseida.com/20240930/taxonomy/role/Role_DocumentDocumentAndEntityInformation"], "lang": { "en-us": { "role": { "terseLabel": "Entity Interactive Data Current", "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": ["r811"] }, "dei_EntityRegistrantName": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityRegistrantName", "presentation": ["http://poseida.com/20240930/taxonomy/role/Role_DocumentDocumentAndEntityInformation"], "lang": { "en-us": { "role": { "terseLabel": "Entity Registrant Name", "label": "Entity Registrant Name", "documentation": "The exact name of the entity filing the report as specified in its charter, which is required by forms filed with the SEC." } } }, "auth_ref": ["r727"] }, "dei_EntityShellCompany": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityShellCompany", "presentation": ["http://poseida.com/20240930/taxonomy/role/Role_DocumentDocumentAndEntityInformation"], "lang": { "en-us": { "role": { "terseLabel": "Entity Shell Company", "label": "Entity Shell Company", "documentation": "Boolean flag that is true when the registrant is a shell company as defined in Rule 12b-2 of the Exchange Act." } } }, "auth_ref": ["r727"] }, "dei_EntitySmallBusiness": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntitySmallBusiness", "presentation": ["http://poseida.com/20240930/taxonomy/role/Role_DocumentDocumentAndEntityInformation"], "lang": { "en-us": { "role": { "terseLabel": "Entity Small Business", "label": "Entity Small Business", "documentation": "Indicates that the company is a Smaller Reporting Company (SRC)." } } }, "auth_ref": ["r727"] }, "dei_EntityTaxIdentificationNumber": { "xbrltype": "employerIdItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityTaxIdentificationNumber", "presentation": ["http://poseida.com/20240930/taxonomy/role/Role_DocumentDocumentAndEntityInformation"], "lang": { "en-us": { "role": { "terseLabel": "Entity Tax Identification Number", "label": "Entity Tax Identification Number", "documentation": "The Tax Identification Number (TIN), also known as an Employer Identification Number (EIN), is a unique 9-digit value assigned by the IRS." } } }, "auth_ref": ["r727"] }, "ecd_EqtyAwrdsAdjFnTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "EqtyAwrdsAdjFnTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "Equity Awards Adjustments, Footnote [Text Block]", "terseLabel": "Equity Awards Adjustments, Footnote" } } }, "auth_ref": ["r766"] }, "ecd_EqtyAwrdsAdjsExclgValRprtdInSummryCompstnTblMember": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "EqtyAwrdsAdjsExclgValRprtdInSummryCompstnTblMember", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "Equity Awards Adjustments, Excluding Value Reported in the Compensation Table [Member]", "terseLabel": "Equity Awards Adjustments, Excluding Value Reported in Compensation Table" } } }, "auth_ref": ["r807"] }, "ecd_EqtyAwrdsAdjsMember": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname":

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Assumption Difference, Footnote [Text Block]", "terseLabel": "Equity Valuation Assumption Difference, Footnote" } } }, "auth_ref": ["r776"] }, "ecd_ErrCompAnalysisTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "ErrCompAnalysisTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "label": "Erroneous Compensation Analysis [Text Block]", "terseLabel": "Erroneous Compensation Analysis" } } }, "auth_ref": ["r734", "r744", "r754", "r786"] }, "ecd_ErrCompRecoveryTable": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "ErrCompRecoveryTable", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "label": "Erroneously Awarded Compensation Recovery [Table]", "terseLabel": "Erroneously Awarded Compensation Recovery" } } }, "auth_ref": ["r731", "r741", "r751", "r783"] }, "ecd_ExecutiveCategoryAxis": { 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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": ["r433", "r434", "r447", "r694"] }, "us-gaap_FairValueAssetsAndLiabilitiesMeasuredOnRecurringAndNonrecurringBasisValuationTechniquesTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueAssetsAndLiabilitiesMeasuredOnRecurringAndNonrecurringBasisValuationTechniquesTable", "presentation": ["http://poseida.com/20240930/taxonomy/role/Role_DisclosureFairValueMeasurementScheduleOfCompanySValuationH], "lang": { "en-us": { "role": { "terseLabel": "Fair Value Assets And Liabilities Measured On Recurring And Nonrecurring Basis Valuation Techniques [Table]", "label": "Fair Value Measurement Inputs and Valuation Techniques [Table]", "documentation": "Disclosure of information about input and valuation technique used to measure fair value and change in valuation approach and technique for each separate class of asset and liability measured on recurring and nonrecurring basis." } } }, "auth_ref": ["r435", "r436", "r437", "r698"] }, "us-gaap_FairValueAssetsMeasuredOnRecurringBasisUnobservableInputReconciliationByAssetClassDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueAssetsMeasuredOnRecurringBasisUnobservableInputReconciliationByAssetClassDomain", "presentation": ["http://poseida.com/20240930/taxonomy/role/Role_DisclosureFairValueMeasurementScheduleOfCompanySValuationH], "lang": { "en-us": { "role": { "terseLabel": "Asset Class", "label": "Asset Class [Domain]", "documentation": "Class of asset." } } }, "auth_ref": ["r438", "r439", "r440", "r441", "r442", "r443", "r448", "r696"] }, "us-gaap_FairValueByAssetClassAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueByAssetClassAxis", "presentation": ["http://poseida.com/20240930/taxonomy/role/Role_DisclosureFairValueMeasurementScheduleOfCompanySValuationH], "lang": { "en-us": { "role": { "terseLabel": "Asset Class", "label": "Asset Class [Axis]", "documentation": "Information by class of asset." } } }, "auth_ref": ["r438", "r439", "r440", "r441", "r442", "r443", "r448", "r696"] }, "us-gaap_FairValueByFairValueHierarchyLevelAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueByFairValueHierarchyLevelAxis", "presentation": ["http://poseida.com/20240930/taxonomy/role/Role_DisclosureFairValueMeasurementScheduleOfCompanySValuationH

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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": ["r442", "r444", "r445", "r446", "r449", "r450", "r451", "r452", "r453", "r524", "r694", "r699"] }, "us-gaap_FairValueInputsLevel1Member": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueInputsLevel1Member", "presentation": ["http://poseida.com/20240930/taxonomy/role/Role_DisclosureFairValueMeasurementScheduleOfCompanySValuationH], "lang": { "en-us": { "role": { "terseLabel": "Level 1", "label": "Fair Value, Inputs, Level 1 [Member]", "documentation": "Quoted prices in active markets for identical assets or liabilities that the reporting entity can access at the measurement date." } } }, "auth_ref": ["r303", "r343", "r348", "r434", "r447", "r493", "r684", "r685", "r686", "r694"] }, "us-gaap_FairValueInputsLevel2Member": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueInputsLevel2Member", "presentation": ["http://poseida.com/20240930/taxonomy/role/Role_DisclosureFairValueMeasurementScheduleOfCompanySValuationH], "lang": { "en-us": { "role": { "terseLabel": "Level 2", "label": "Fair Value, Inputs, Level 2 [Member]", "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": ["r303", "r343", "r348", "r434", "r435", "r447", "r494", "r678", "r679", "r684", "r685", "r686", "r694"] }, "us-gaap_FairValueInputsLevel3Member": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueInputsLevel3Member", "presentation": ["http://poseida.com/20240930/taxonomy/role/Role_DisclosureFairValueMeasurementScheduleOfCompanySValuationH], "lang": { "en-us": { "role": { "terseLabel": "Level 3", "label": "Fair Value, Inputs, Level 3 [Member]", "documentation": "Unobservable inputs that reflect the entity's own assumption about the assumptions market participants would use in pricing." } } }, "auth_ref": ["r303", "r343", "r344", "r345", "r346", "r347", "r348", "r434", "r435", "r436", "r437", "r447", "r495", "r678", "r679", "r684", "r685", "r686", "r694", "r698"] }, "us-gaap_FairValueMeasurementFrequencyDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueMeasurementFrequencyDomain", "presentation": ["http://poseida.com/20240930/taxonomy/role/Role_DisclosureFairValueMeasurementScheduleOfCompanySValuationH], "lang": { "en-us": { "role": { "terseLabel": "Measurement Frequency", "label": "Measurement Frequency [Domain]", "documentation": "Measurement frequency." } } }, "auth_ref": ["r433", "r434", "r435", "r437", "r694", "r916", "r919"] }, "us-gaap_FairValueMeasurementsFairValueHierarchyDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueMeasurementsFairValueHierarchyDomain", "presentation": ["http://poseida.com/20240930/taxonomy/role/Role_DisclosureFairValueMeasurementScheduleOfCompanySValuationH], "lang": { "en-us": { "role": { "terseLabel": "Fair Value Hierarchy and NAV", "label": "Fair Value Hierarchy and NAV [Domain]", "documentation": "Categories used to prioritize the inputs to valuation techniques to measure fair value." } } }, "auth_ref": ["r303", "r343", "r344", "r345", "r346", "r347", "r348", "r432", "r434", "r435", "r436", "r437", "r446", "r447", "r449", "r493", "r494", "r495", "r678", "r679", "r684", "r685", "r686", "r694", "r698"] }, "us-gaap_FairValueMeasurementsRecurringMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueMeasurementsRecurringMember", "presentation": ["http://poseida.com/20240930/taxonomy/role/Role_DisclosureFairValueMeasurementScheduleOfCompanySValuationH], "lang": { "en-us": { "role": { "terseLabel": "Recurring Basis", "label": "Fair Value, Recurring [Member]", "documentation": "Frequent fair value measurement. Includes, but is not limited to, fair value adjustment for impairment of asset, liability or equity, frequently measured at fair value." } } }, "auth_ref": ["r694", "r913", "r914", "r915", "r916", "r917", "r919"] }, "pstx_FeesAndMilestonePaymentsReceivable": { "xbrltype": "monetaryItemType", "nsuri": "http://poseida.com/20240930", "localname": "FeesAndMilestonePaymentsReceivable", "crdr": "debit", "presentation": ["http://poseida.com/20240930/taxonomy/role/Role_DisclosureCollaborationsAndLicenseAgreementsAdditionalInforma], "lang": { "en-us": { "role": { "terseLabel": "Fees and milestone payments receivable", "label": "Fees And Milestone

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This disclosure includes, but is not limited to, fair value measurements of short and long term marketable securities, international currencies forward contracts, and auction rate securities. Financial instruments may include hedging and non-hedging currency exchange instruments, derivatives, securitizations and securities available for sale at fair value. Also included are investment results, realized and unrealized gains and losses as well as impairments and risk management disclosures." } } }, "auth_ref": [] }, "ecd_ForgoneRecoveryDueToDisqualificationOfTaxBenefitsAmt": { "xbrltype": "monetaryItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "ForgoneRecoveryDueToDisqualificationOfTaxBenefitsAmt", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "label": "Forgone Recovery due to Disqualification of Tax Benefits, Amount", "terseLabel": "Forgone Recovery due to Disqualification of Tax Benefits, Amount" } } }, "auth_ref": ["r738", "r748", "r758", "r790"] }, "ecd_ForgoneRecoveryDueToExpenseOfEnforcementAmt": { "xbrltype": "monetaryItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "ForgoneRecoveryDueToExpenseOfEnforcementAmt", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "label": "Forgone Recovery due to Expense of Enforcement, Amount", "terseLabel": "Forgone Recovery due to Expense of Enforcement, Amount" } } }, "auth_ref": ["r738", "r748", "r758", "r790"] }, "ecd_ForgoneRecoveryDueToViolationOfHomeCountryLawAmt": { "xbrltype": "monetaryItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "ForgoneRecoveryDueToViolationOfHomeCountryLawAmt", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "label": "Forgone Recovery due to Violation of Home Country Law, Amount", "terseLabel": "Forgone Recovery due to Violation of Home Country Law, Amount" } } }, "auth_ref": ["r738", "r748", "r758", "r790"] }, "ecd_ForgoneRecoveryExplanationOfImpracticabilityTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "ForgoneRecoveryExplanationOfImpracticabilityTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "label": "Forgone Recovery, Explanation of Impracticability [Text Block]", "terseLabel": "Forgone Recovery, Explanation of Impracticability" } } }, "auth_ref": ["r738", "r748", "r758", "r790"] }, "ecd_ForgoneRecoveryIndName": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "ForgoneRecoveryIndName", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "label": "Forgone Recovery, Individual Name", "terseLabel": "Name" } } }, "auth_ref": ["r738", "r748", "r758", "r790"] }, "ecd_FrValAsOfPrrYrEndOfEqtyAwrdsGrntdInPrrYrsFldVstngCondsDrngCvrdYrMember": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "FrValAsOfPrrYrEndOfEqtyAwrdsGrntdInPrrYrsFldVstngCondsDrngCvrdYrMember", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "Prior Year End Fair Value of Equity Awards Granted in Any Prior Year that Fail to Meet Applicable Vesting Conditions During Covered Year [Member]", "terseLabel": "Prior Year End Fair Value of Equity Awards Granted in Any Prior Year that Fail to Meet Applicable Vesting Conditions During Covered Year" } } }, "auth_ref": ["r771"] }, "us-gaap_FurnitureAndFixturesMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FurnitureAndFixturesMember", "presentation": ["http://poseida.com/20240930/taxonomy/role/Role_DisclosureCompositionOfCertainBalanceSheetComponentsSumma], "lang": { "en-us": { "role": { "label": "Furniture and Fixtures [Member]", "terseLabel": "Furniture and fixtures", "verboseLabel": "Furniture and Fixtures", "documentation": "Equipment commonly used in offices and stores that have no permanent connection to the structure of a building or utilities. Examples include, but are not limited to, desks, chairs, tables, and bookcases." } } }, "auth_ref": [] }, "pstx_FutureResearchFunding": { "xbrltype": "monetaryItemType", "nsuri": "http://poseida.com/20240930", "localname": "FutureResearchFunding", "crdr": "debit", "presentation": ["http://poseida.com/20240930/taxonomy/role/Role_DisclosureCollaborationsAndLicenseAgreementsAdditionalInforma], "lang": { "en-us": { "role": { "terseLabel": "Future research funding", "label": "Future Research Funding", "documentation": "Future research funding." } } }, "auth_ref": [] }, "us-gaap_GainLossOnSaleOfInvestments": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "GainLossOnSaleOfInvestments", "crdr": "credit", "presentation": ["http://poseida.com/20240930/taxonomy/role/Role_DisclosureFinancialInstrumentsAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Gain (loss) on sale of investments", "label": "Gain (Loss) on Sale of Investments", "totalLabel": "Gain (Loss) on Sale of Investments, Total", "documentation": "The net realized gain (loss) on investments sold during the period, not including gains (losses) on securities separately or otherwise categorized as trading, available-for-sale, or held-to-maturity, which, for cash flow reporting, is a component of proceeds from investing activities." } } }, "auth_ref": ["r4"] }, "us-gaap_GeneralAndAdministrativeExpense": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "GeneralAndAdministrativeExpense", "crdr": "debit", "presentation": ["http://poseida.com/20240930/taxonomy/role/StatementCondensedConsolidatedStatementsOfOperationsAndCompreh], "lang": { "en-us": { "role": { "totalLabel": "General and Administrative Expense, Total", "terseLabel": "General and administrative", "label": "General and Administrative Expense", "documentation": "The aggregate total of expenses

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Continuing Operations before Income Taxes, Noncontrolling Interest", "documentation": "Amount of income (loss)
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Excludes unrealized gain (loss) on investment in debt security measured at amortized cost (held-to-maturity) from transfer to available-for-sale." } } }, "auth_ref": ["r133", "r134", "r243"] }, "us-gaap_OtherLiabilitiesNoncurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OtherLiabilitiesNoncurrent", "crdr": "credit", "presentation": ["http://poseida.com/20240930/taxonomy/role/Role_StatementCONDENSEDCONSOLIDATEDBALANCESHEETSUnaudit], "lang": { "en-us": { "role": { "terseLabel": "Other long-term liabilities", "label": "Other Liabilities, Noncurrent", "documentation": "Amount of liabilities classified as other, due after one year or the normal operating cycle, if longer." } } }, "auth_ref": ["r48"] }, "us-gaap_OtherNonoperatingIncomeExpense": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OtherNonoperatingIncomeExpense", "crdr": "credit", "presentation": ["http://poseida.com/20240930/taxonomy/role/StatementCondensedConsolidatedStatementsOfOperationsAndComprehe], "lang": { "en-us": { "role": { "totalLabel": "Other Nonoperating Income (Expense), Total", "label": "Other Nonoperating Income (Expense)", "terseLabel": "Other income, net", "documentation": "Amount of income (expense) related to nonoperating activities, classified as other." } } }, "auth_ref": ["r62"] }, "us-gaap_OtherNonoperatingIncomeExpenseAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OtherNonoperatingIncomeExpenseAbstract", "presentation": ["http://poseida.com/20240930/taxonomy/role/StatementCondensedConsolidatedStatementsOfOperationsAndComprehe], "lang": { "en-us": { "role": { "terseLabel": "Other income (expense):", "label": "Other Nonoperating Income

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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": ["r913", "r914"] }, "us-gaap_ScheduleOfPropertyPlantAndEquipmentTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfPropertyPlantAndEquipmentTable", "presentation": ["http://poseida.com/20240930/taxonomy/role/Role_DisclosureCompositionOfCertainBalanceSheetComponentsSumma], "lang": { "en-us": { "role": { "terseLabel": "Schedule Of Property Plant And Equipment [Table]", "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. 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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
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forfeited during the reporting period." } } }, "auth_ref": ["r371"] }, "us-
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unit plan, stock or unit appreciation rights plan, performance target plan)." } } }, "auth_ref": ["r369"] }, "us-
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example, phantom stock or unit plan, stock or unit appreciation rights plan, performance target plan)." } } },
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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": ["r351", "r353", "r355", "r356", "r357", "r358", "r359", "r360", "r361", "r362", "r363", "r364", "r365", "r366", "r367", "r368", "r369", "r370", "r371", "r372", "r373", "r374", "r375", "r376", "r377", "r378", "r379", "r380"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardNumberOfSharesAuthorized": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardNumberOfSharesAuthorized", "presentation": ["http://poseida.com/20240930/taxonomy/role/Role_DisclosureStockBasedCompensationAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Number of common stock issuable", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Number of Shares Authorized", "documentation": "Number of shares 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Includes, but is not limited to, unvested options for which requisite service period has not been rendered but that are expected to vest based on achievement of performance condition, if forfeitures are recognized when they occur." } } }, "auth_ref": ["r374"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsVestedAndExpectedToVestOutstand { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsVestedAndExpectedToVestOutstandingN "presentation": ["http://poseida.com/20240930/taxonomy/role/Role_DisclosureStockBasedCompensationSummaryOfCompanySStockOp], "lang": { "en-us": { "role": { "terseLabel": "Options vested and expected to vest as of September 30, 2024", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Vested and Expected to Vest, Outstanding, Number", "documentation": "Number of fully vested and expected to vest options outstanding that can be converted into shares under option plan. 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year, five months, and thirteen days." } } }, "auth_ref": ["r84"] }, "us-
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example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days. Includes, but is not
limited to, unvested options for which requisite service period has not been rendered but that are expected to vest
based on achievement of performance condition, if forfeitures are recognized when they occur." } } }, "auth_ref": [
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*[!^*W.6E'+*1U)\D41F[8BS,H%-X\4JZ35+-MG2/)M>O:?K#KQ(;"Q)2=#-F\F8-:;SAF>C]RQN-M@7C:^"'TL'7O0*2&*
*<6R.S*Z"VX)DR14Z\4!PWUIC+AOKB.^OB=V=S?SU!5*ZY-MR$-0BVV&G?PEQ-1*
_%#DL5J(UCG0MUW)+>=V^SN@B@;X:($]X9'W$A3-7-Q-MS9D8\#2MS"8'U3EVZ2PXOB?(9WPT"H]Y4-
A&0%E/;$R,1,>S$)0ZGCJ;H->9-M=O1G8^$K4\8F:AH2)7B:'RACP'"6LT(,"RHGQ;S,G0WN=0B-K\E2^LB912^I
MB(#$B<0RX0@+08D,/E(,Y@1E_-<]@Q8P8N0"&*^[]]J90B(-MPI048&X!,)-XH7,:9"G,'J-2LL\4EAA93B&C/$K.TN?NYL
*M&ZX[W9*XAUX5P#4F,H.%$"42R:@B-8A+2O-RZL2X7C]Z?/BF>E4R+E0NP89(-M0I%XU'+DQ#$5-?T*IHS#+NR=.R:*
[VPE!^\L'*$-MYIR(]!R\+(5--!(U*7O'2NZLE]6!Y('U.%G">.Z=8O.6]@6(8CCWA7LD^R-M^.X6-UW'$'P8O?)8R*
*MLVA/K@44VDM7XP-(DUQ4-"JC:[*401MXR@(!U.EU=DE2MI'[N"NHGUX!\ON!-M9)3E2V]%4-*
6.25/HFZ.84J6!%8T$4D+J<"?XW[MM4<_ZBRQ981*^7I\'0P-M9XEQ>,"!-CSMN/=$>Y>=U(A/":::LUR191K&&#EN'"TI,
M-3NHK$FV=/:@\!\JBGH]-]LSG8TS7/BZ_HI_;0Y8<=G;(@TI"3?W0C;$YZQ(-M=C&QX-O+L;,
[2!MP>.;]I#,"4;,&=A$HUN@@R+!8H,EQD-F/DC%.^L6;-91*
*M[Z&00T3.5>:>%*X+DT1:L<'62PC,G51Y$Q*X'@FC8@D")$(]1&6-MFUF7NIL7\RE:1-]R5.DL"*
(J[0%C\CS)=4I!5!*+K112D;T09W-M4UG'9YD,-RT4+;".4X-IDB5.6%->\6-U:-JNLH"7C6=T$%OUA5-*
W.5I,J>6TT)Q'^(=)Y3D+FEGCA(V-,><$V-M,O9S%_';DP:8-.@C$U;%-M
.0AA18FLM'%LLZ&>+J0T;Z>'1F@2G(,T(BQZ"KE(C3PI&B*0>9SEF(SF8/-M=+-*7S2I5.9ZT/+,I;>2+I=D<-*
(2IK0BDN+>,E699.$8B]%:63KK771!NCI0-M+R*]0%T8L5XD$"E2)BYX"RZ""@9,;5;=3>3I:)7^JNHXI<\R!Y"I0!7X[N"H
*M$2M4(EI29F0R)D;36=*LK-!L4\6J.,7!ZWW)G*W7-AC1&TNDX7B(#@7\X0L#6*\IXYT-@W3\Z(05[L0I6HS";,,2@/C2*
*M6Y;'KL\:[<+[Y"JHAHDP6G."D/5!'4DQ!!E**5V-C;:].]-M2I&5H2KP5(R-6'*+,J<$+B26XK9(+@-7P+ALA(C%*
M=QC$=28.>!:Y+8?V;F4F(U6!,O!=)?;2Q0R2H#PCNBCNO%$RE,[V$;DD5_K.
M3NQ83TZ/BASP,Y@^[AV0A6.O$*43T5;8!'":F=2YK+;.,$>ND@XI6:.])T4Y
M3:07A@07)5%.T1A$1")U"SVOT*'3X%PK$SWV"\%:&L>(TRH0+9-S48#V%IN.-MQ.XZ7+RJ-\XTI]8)/$S8
Z]+TX0<'2=6!!H"B]G%C6S[=Y^;:O<1$-72B)Q]-M
*$0<%6Y9)]0OGHBBG<[,Y*0W,K7_NAX/TXKZLDDA2=,B<9.%.)MT"09YK!;-M1;%J[=5F]V8D-*
?!JXB:1PB(C,F>.>:>,F,R5,#2;)#KKUMU#VM9&Y#O>3U,"
*M;;*5#IE()#!K403B2S*$&>Y*I%YXWMFBS6[N#SW\@V!T3!Q4#K:02=A"!JQG*
*M"*B"%+=>4Z_OX/#*&QBI>\@FUA$01=-DEC&'6P%X-GFD)('$%*

.B1&@,VB3AJ,K%61!V$L49TKJ'C8SWR:$TH.&O!|-1D)?"$/'"PP#Z: M,:(1?'2E:(>
{9&%RPCGJ+R6LM]GJ9XJG%F44>.,J$,R]-..GU[?"='5XQ5"M ME=.*<&XBD=0*#+93$G/V0N)I,+FS+O_]U?2LWD_;3
),*J* Y()LF#CSP!H M+D8P9"$4:SD7*766>SJT5;/"*+EA3#E9&.'&6\QH("OM21&%LV< GK%[D8
M.I#VU(&\!"!A830'XBV&';3'5A\^D5"HD9XY(};?<&@SXIQ&9BJR2B1;/*K1 MY$R" S\E"):5ILR5W-E-_(U)SKF?Z(!1ULN4-
2GM6<]!$L CV(I7<18YS3)W M-E>NBZ[%"J,#1EO! SPN) M*V*TR4X*:V+HK*S>2\KQ>J(Q)GF7D@%DH@"02Q,ML, P.
(@R4DM"28)$)8U-(7O@BJZR0!=B M7.OI&6!*T=*"'U@2EM.X;(EW5!(;A?31<*Y59P6SB_OY\C;YN;-AW=+EXZ>C MV?
@T"':8_00^_S9_!ORY>,#BE\5G?,(%3T.P\,W3VEYF\,L//FSR]S+]YF&S MZ?@9_O"#SVH[:5X\M/:W'WS@B]ED"B9X?/$C%
[_^X$-Q.P%W%H#=)N"LP@/J MZ%]B.&@\:73\R=M2_1DX>_D1;V:'>#K@:'Q^0/5D)#DSSS[NO?S><+ZY'[]\
MF8>>^813\^._ONKL==*QL4K//_Q1_FS32Z[A$7;'W_P MD1] 7US\//SE1UF^6' W\,9@"_$C" -#!\W/S^>X48/Q?
ZC0]>%;J*6DLQA '_L&'0:Y&I7K1 M?@4,@\.&)?3POZ.S2[F8S)%/"6Q@NW+;JAX^_P>I8:A?GQ'1O.F@G5/[V]%H MTJ0-
[$&C8OR/(R^XK#A$3#M,4P1EO8KKN)=4.IZ5&G?S6^XJO_[GYBFST^6 M7[$RXH8+ M4RVMR9G56,,D,
<21QS>=YK)8+@U.WW#B']_L?GCULMK[L//AU=YC782]5R\^ MOM_]L/MJK]IY\|)Z]9\O_G7GS5]?52_>_O"[M[>
[MLWF[XR-U7#_^$G!R#S MT]%PJWJY_6*[XE1)=]EJS&>%4OQ,TK^<:(SY-%>I-$[T<_MY&_749#2HT^+* M<;,..
(HKU_8*G2)7I6ROR3E7ON^.>>>F\W_]JOT?)WIU>3P_\&R8"<"GX6C8 M. IU;/#9ZT]1Y>*35B1&JH@T6I/
DR9%42E5H8#3\I-J[G^^1_QSS126:NC1 MT\=3TE^.X@S!/F[S=&-!&25_.V&G,\OR6R^1ZY3(>\$S*],D/^'1+=7;8?[Y
MW/RG#=*^@%_\;#I:4!4'B+ 89H>7$X#\H]D47O$UI^?MZQBEVT#;^0T1XP=' MD_QLDH\|'IYTE@N:9S_!]\, QHNW?
ZXG=6A.EGFVN']^$5R53IBC>9W\RS)< MG\^SQ>M/+[G%Z:ON^>7I='Q^4'.?
@:&L7$BM+S!C$L;9__FL^3?!+RX8]UGO MA%*!/LC\NV;!%U]^SN-I'?U@SD1P_7FY/7_[>.[6M-_>@\.R]!IVCD'_>2_O
MCW+U<;?:.SX$;O[GK8D?3L@$]%:Y3+];';ASV9,,?Q"IM"/6Z4Q\|EQ+F62) M;E7Z_6\S/P85-
#A^GX]&X^F3JHD>3']]4L.,)SF"!(X&P0\&HREPR@J$^7+M MY(S4SZ_6\,"EJ7/O_JW=OW'ZIW']_O?=QY M\Z'Z\+8"1^
#H/V*B>KM^XJIG]+/U=O7U8=_?54M^0@G_L'.BP_X,W-"7D2> MA3:!_Z+2W%3|=U.+\WHTKJ8'N?
K[0L"J=G^@:@K>K@"&5[WT$L517-&_0Q1 M@4IL- SJP$A./"\RYZ"IH'%5BN-=,YM7[:;A&;7Q+,$WY! #G7@;2?Z8'&<_
M)GG8#=)<",OO:2Q[^6C:;H()NG65OW!#MJ#,ZB(%)9YA6W3;A <]^ZN,BS7\R@>OMX:C>_90[A+[Z='_SWZ
M[QKZCUFJG!DCCD5*9+(&-"\MI/"HE5-96:57%MW!0V6;;:!.P'_9P__UPO\/ M[W?>[.TV(+_'_W>#_ZT(')=?4$,\"JUS58
M9)![@,3/UH2'C6;!)!^)\MPB'A;$&O254E1)_WFVSXX12+(58J#E=._C)"OAM-$@PROR#*#!9*O:'<;ME;F%#V,C
M_*=77WV<5D@YS$HZI67E)]7>48Z8[9NJ>EC5TTGUXJ)>9W?:NFU23>VY>Y_M=AOJ=BOZXW[WU?=\S^^F/^9W?
^M)K,I1:OEH':[XE5E+UV7D2[!>5LP*D0F5 M2A-I9"#6,4T8FCD:F"N2K\; 87W8^&B>(]KDDS>]T\;'+T8I?^M83_*/,0+
MG[.2R/AE(O@R#_P7CW4%=^I;;RS+Q."*8*1Q+TGTJM E>6& H^@PK.%;\B M]^"#_[H[KY5IBPE7YBM@;.< W*6HK-
$RU6A< M-?7=U?\W&]>35,T:S-=,?[?EC_H_G\<_?UU^:L]$^[V^^W M]{:K><7J^)P#?C7+T< MUY^O@C
K]IOO&]RU]NDO#;@$XY-51 ?!L5A>$0!X+$OZ[P_VGP":<,SH[X0F@#/2BS,=DY1DH,,*10 N'*U2J_!66_'[\!; MJX?
Q7IVY%V SX.W#VJ^9CM>I%>LHWKIC?Q&4GI(TU*K7',0SPKE\[N^TB/-C?AI/?OZVNMLG::$:P^X0-A,;&&1
MR.R+M"'B=N9M%3%BM1U05"M2O2M83*NNBN5U8)_KRF50P5! \4VCC%*(+0$
M\EF@)G="T2"S,?;6[A1V>AN\.Q@-.Y7*88PC@EWI;SVZG>K3O>G__4^6,_-| M4DWS(!\A_:IA0\"M"FS@8(96I_(@R\ ?
2WJZ Y.X_WX,5[7@N.G,[B%UYM9= M-6Y1V['H!UB-&Z[,XYRJH]EX,L/4B>FH@BN:F"KC/X6?$9YAQN!.G#[K<_"[
MG@P@;Y ,P&]PS]7OZ=VN^[5:E[>'NC0-NYZV[9VRCP=5'/C)I/>]|F3AQ[ZQ M^FTUQD^]RWLWR[{(&VS8/7^-!W@@0
5V#UX(WYP:QWY?<5W [I+*4,V+B"&1 M$C [*M!$?'"6Z,2K0K,?/79 M#V:Y^E^XPI1AO475-'!\,)E/:V4&YJ,-Q1I@ =Q+YL
17E))DE&9NARB4K?. M!9\KX%;_KHX3WNU]^,^>R-U8U8S$G?#F>X.$^9WY2H<5_$@QS^K0VR8]>4@-
YF%&)88GQ9] M_,1^K@[\I"KU(*?*#P;P(Y8/8YSC[[,:HQS3417R_)XYDF@0V#^7EM:.@]W
M+$5)%@H#0R#X,Y:65@E^!2ZK,|+9=]JHHCQ%&";SY)8I@#% MI:REH"8J>^L&@.V.\XO9> RS:ZO#T7!/_?
3&73UNQ:'_E2=KV.:XU9!NU4?F MXM#B=QL&7-$ZZ_;#N>E"O!EU:BGDA@68[T9IHS(#/7983Z>@^1IH-!X-$=$.
MCJL,Z/:XVD7;ZF.3%/#23WU;C'U.IY\^8SF2_7X&5TJJYN6!>.P8ZOL]\J'Z M"5&D4U1B!ZX;<5R!FY\(?)(:AS>,MX =A
WQS""AQO(>Z&QP%8Q27;K_;' MHR_3@\7/VP##Y M;7XW;V+;[LK%^^[VR?8/;A!WKK&;N]_
RV4B^OO%ZK+C;D78,]TF*L+O@">QK3<<.\D-X7+@ ?SEUR?\ M2;]R__M6OUJ]:O5KU:_6OUJ]:OUX&-QO1?
1KU:_6OUJ]:NU$A?WU<59MH]X,1\>ZVU0
M*,G28EG(CEBE,I$J".*+9T1P&9S(L9C/MZ1H0TD+QO]KP_3!82&CU$\A=4R+5'G?Y M_0*DG[>K_X)A=;,*[\[7_K*"Q!7K
&U0;&4AB49*9+:&V"P5HP&4SHW:8E;X-M(P+19(I/"TV@R YX6A46J4G'?''8B; DY M)4^B-AS8.5D26-
%$)"VD2DIPSR[H]=&T4VNZJ>UAU[3)V]FTL?I@_I]4LV'= M/O[CIZ:GVN0)Z,%8'P*/__ID]\WKLP(PG!V2-&K:!.
(E3WYS9DMJM06+OF# MQ3SOL5*\G0AR1FQ;R4W:5G(G#>1.6LJ=M)+;JD:GJW)I@>DYEVU]3:'X-L>N M4&DT
X_@EN!]M4V=4_VY[6R*J[&?R7"4\N(>&!?^/!_6/PB@WOSU&1'/RR!_M):D>MV 2RT=GA\/GJ9X<#?
SQ,_SU6V]8U>W(YM'M]HO_GDVF=3E>O+"YE0 J M?GXT:C';LW'&%A6?\W+YY,G:?
KVF'[WR4]^N(M%-3SJ_($H!%)C_&\EU<+)+ M,!]S/<26G@18?3PO]#W[
RQF^W5#W7:_P!>8TC,_^.*/)_/ZTU^:U]R%*^>K M@S'JIW\"&?Z$@[KVTEZON>F"'"^?S#P-0%:N0G@]-Y3;HH!?M5Z<--
?P2I18B M=6$|"3E^28J^D8;5,OU=!A16S?"/ZBR$=V_W7NV^W*D^_.NK]SOO7GW\L/MB
M;ZO:??/B!HT1KB;$U8O2()I+I/.>EF@79:;;;2)6:Y8WM$^$$]O*WJ1!@OCQ MF]0VX[?]JG#;_?4+]@ N8*&
[46,G5A7H.OU4?SJ)#7ZJARW@![MRN2R7LK:F MXN]VWG^H=K>KU[MO=MZ\V-WY'33;Z[?
O_]CYL/OVS3@OY0PP+W>2FGMC0=5WWPUWI2QUN:RL:F;W*BH/B(AW M;:CN2(.>F"48_>$GMF26FJ-XFXZ\/VZ5?
MP([<*[*@9&Z&3+;._D_=5/'X=^ MEN]Z>?>'GU/R$XE8)VS;;#H"A-GY)W+6S,9=/.'4^QG9L"$7Y0PLKR.RQ!?
MT&T!=RP_A>AMB4\YDXLR_VXM8:JO!!C6$T8RR>D3_-7@$2S[_13\ 0J?YH< MY'PWHOQB,1 ,Q)P,I/J7=B#57C.0RC?
AXKU\-&UW$@1MMQ*:OH4OA1E9 U8U2)+>8;Z]*-DB5G"*"3Z,C["IPC]ID"1V &GG; M#*=IM8K] [>2Q_D
;L,&W+O#.#K,U4^_CR:3GT].%YC"7'-S]1!>O^B1W>;[M7**5EA51KS@>EN)0O>*X$\71YO1T1G&\:(8SP0RD9K_^8#2
YT[F)QY7K_X^ MJZ?'O<[H=<9%T]>]SK@;G>$G!Y]*=W0&#*=Z/1A].3VJJ%<'O3KXS?3J8 7J M8#B:YD]LZ*>S?
8($F,,H;;I7=X+A=&,L$D_(OT0L7!2M[MZ7Z8TFTW9U-@E>((U_O]N1U.]23.)L,[$KYF1X!O5W^\SY/9X'RPH)?5ARFK_.
[#@)T0UF8/3WSZ.]:2 MU=,F01$_#!9_HP /1I/9G8FOV*[^MC281A+_=CJ@1I!Q0)@\[L-HMCACN'I? M3_[LI?-
A2J=XI*:TD4Z)7NYT/!H@FAW%G)#W[TP>Y7:3'(VO;V3QWF%[M[,)V-P*VV6E-
#W5>/\COJYKLALO26I;:__L[OKSU2]J7]P:CHP;C-EEZ M='/D:I41@'$]^?-3\7$Z&M^A4.UL-^&TZG7[XM[3?
YB>_F,5JMFP[3N3QY@U-MX@=W&$[CV]7'I,=7>_AVW&*:YXWMY3@;U],ZM]&VCY.F/<'-
QC_30[NL,=8K%=O9R_N/H(+P:A&]:C\9+L]7+6R]E#DC-8CPR&KN3I
M\LE[2%)V@A[F=XNF'Y#&5/;U=NFD>KNZJEZR%)5_YZ4(?Z#ML+Z.WJU?R=O2P]4%EBCU.6)O!MDS)_)]*T=_*V7HX>
MJ!SQ#3TXH^^]^\-M2%?1D7*5O=FO2[&SJK[OPMMWX>V[*XIRZQI.#LYRDUC ML*9";YSW_1AI]@G\TR_PYV
T^A,_3K[3%>0N&]+NO7O5]+)\|_;#J^K]J[_N MO'^Y^^:OU>NWM^F2O^(QOO\/&!7Y_>W;?\.A[7W8^?
#JCU=O/NQ=UD=WN5)3 M;BLA_O*=HLS;J/5;'R]Q<_5Q4$^P1&0,?#O1^+!BE/RM
M.:+!U\.F^AHYC\Q9KSHM&9\7D\S:?;?1;(SG08$U'1]7TP,_A4^?1X//N9K, M AY!,,5Z,=R<;Z^?#2/@.G@%[AYL5SN#P?
C1_,#;IJ56:X+AY%/1V.$@Q7N M\4\6 VT/N)E>/;%Z& >S=&XF)X+63*/,$';#ER?5;/3UC>C\=*)4W%1_K95
M+:IH*SR<8YKWC[GY7Y-;?O\=:?OV*H\?+Y\X;>K M75@6;+<3_23#Y<>C&?R)9W# SP!FOD>TD*.?
G[UUO%B\"KTN&/DL'F#+,"P! MY/0YDBS61W#G5O,->[[X)>1!G3]_\W7#8(R"[V>#=/[+#(CL M\(*'Y*^@'*?
GOZV1J[]YQJ$_/O\5DN.;[T8H$D#*;WX8YU1_^[*C\>B_+QC# MY."B>0 ,VL_?7/NE'@P67P'U%]_B Y:^;AH>
%B677T]'6\K5 M0)#7(3X!AU9&@\'H"T*!R\$\EN*0 <@KR8/F*8W^ BY_<@XV-
O7OH&JY_$^\%\$I=@HT&5=#/OQ#?.-2Y>?+C5O!CO M;F(#N5'/H$_C'+TV$.($R@[34WR@;\##I$7IN1IX

)&MU,R'BT>TGA]F+S*] MR-Q./9\ ?'!\AAE^_YY,(%M/SW]I [JQ-5){K]2EFH)QA M/M2Z^\"S&$T SPS4[P4LVW-HSZ&W4Y"';2^8T1&&RO#85&0]A #?T9'XDV\/ MPT(N/?1?P>+_ V-*(V3JY4?U#-HSZ.U4Z/G ZJ+08W_4^^\]>]V*O1:!YA-, MB.9ZV(34HS\"'V8 -OOOLWK;3GT;6@2+AMAIM@LS%^
HYM;?)"03;1@N68*)K[DUVF!CR6:\]STH(95P%8ZQ}5D=G0TJ/-X,H]F+9@0 MONEYK^>]VRG.)2?
%3P$^@BLSCT>.N3^M)/G&4GI)60O$."=$%^T[8/[%8 WSWP3H4)^/\8_MIFUN[FDPX<(H5X-4KA5F:*%+KLXXA2BAF(54#PM*83/FX7Q+XZ)Q-3G<+=[' M%(I>Y6F--F=K\:&U"3#0)A:,
M"768H@.R%')SU)K_[.L!Y@%O?9_ US-US]0W9VI,J[Q_N[)^>LW>7EUZS?? M7)@+)M*-1^-Z^7.,>:@G M5[9BB1!7P?^RYS/FV!#(R9S$?DXK$\.RVMQ);A4&2@((C4;3L>XY8I? M]^S9L^>MPK:362EUK/,P'I_NCBV"9'YRL-7\N\+ML<]^<.+E3 Y&XRG!@@2L M_\F3:>L @18ML[F7C(:[&=K.@;6DA+,]X/[>!\BDL-BX._G>[V@7_ M:]*4.
'"2P<9+YRV' M%Q)ZRO-M,1=PU?SY;6YUDTK0W+*%E\!\ [#_8F=V_K"M1BC;@CW?1C(7$H@Y
MV35(*XX>EAFD!E:GG79#SS-UDF+ZWP'_H_+PD'2C&&>M7WYN.9I"P@M6I+DT 4L! MZ#BS/J?5C6D.OD
+GC#_=XHO^^X5F].]XFR#E;Y[1=^]XG%WKW@$R.F_1K.J M+<=N#,88U3[V2OXNF)HLC'Y;XE_.@F;L3H"
[C/L'RW"Y@<^M93^S 51PS_$Z MEJ3!X(HT=;0ST,KK+7V,^FN(2SU,I M$P;M!OX+H*I<-
V7L7W(#L)IRM.8+&.P$CQ1&>-&,J0GWU?.MX#)'5!Y?Y>/Q
M(O/B:)"!!QK(5:XRXA6X78VBFP+F@;>#*P)\>Q+QFQWA+G1U-(-O8X,BOHN?
MRGST+3&KQB@T(VB>THSF2H0#;\5]@F9_O$%=2\]'@'\6[N 2C,[$C\[M1#YF MY^GC<+"
Z,V77Z=&TR#S98S3@M<*CLH8 MH-K2:YI(2).,TN2L8"UMJWX7U(.!C?/G&A:BS6LY'?PBA-/,^G0FI3F]SW?
%YP[4>/6U53/(SH=UTUQD:^'4[KUZL=7N M)N+*9.Q&,]?&P[EH@44;#'JG:9.<)M$[3;W3U#M-ZY]BT_"O/5#VTXEQNEXG M_+MLH->>,[M=5:]WW^R\>=&AUG[8>O"B8V^/KDO 6S<_;DB(^YJ?V!()3Z%[M-RC8'E&W_?^\;D;8(0(B&-L[6:P.#:RJ?IR95G#,](^HO)7V8+[[Z=V7,GN[M]VKWY4Z%1V;OO'OU\QZ#1]@K\FHT&3)\^M!3_B,RGR4'.7=$C+Q9#11#2#K5#,HM>T[^TJU;M-:OV6)G\IUUT#4>S"?AB MDY,0W.3 SU,^ 7-4G_U@!I\.,6MH\O,=KM2]}¥MOVNI?E./4^"ESG(MC0=B+ M73SA<@*0?C0#5['^FM/SDW2=;?J7Q0U-0=;1)#^;8.HA]JZ:/[JI.&F?_>3\ M^1B?ZT54\]GB_N??'G[1OD[K;6O-7Y8Q^7RB+2A_>LE];%OS&]QU@UOXMA,W
M&>!CG--W3DO!U/G@XY_[8Y#-1.8ZI#3_K/04E6]/TEC(Y@7R;^\>[*SYV) ' M,5G@#OSEUR?\2?
&GK>3!IN4EY$G2KYX4K)[O>R:W[**!'R^8ONY_Z,YK>KU07Q>M"ZHT-&\B3(O=@^0K<)_=QJ("AZ-%
(A>"GH+V^N6N]8MFZXY?OHX]+.$-9@_/TY*/^C)=9J->RK> MRGZY"^U7!(M=XAT=3NW6&&U9I9+;F4S.
[I[=FGG6.?/[CC-]]_CI54W\PK.G M.W?8]L.8;<_"#Y"H#VFV/VSEUK!YV%DK=VGRRKQE@F^,V[->-3P287E>--0]9?
BI]WGUKB,V;FE*M8<4[18I9Y40W\(PY]-R+[W1\]0!'>&"?_SZE3^ M=J8O_'A\7
_W_QTS=)]4>))!:\Y:/GS[NO02K!U2!IX@G5.K0(1-V+W :1N]U3H5F0ZF&5;BCURV]$KJ\=-R$>AK$I* MP@0;2.9%$*FC
^!K..&,%9==\9:'50#?=2HK;:,>.3N>A\&O@.@NQ.;8R.P M?5?,X+R%0>X-QP,6JMYP7&XXLK#,II!
(LI82F:DDSBA'N(S14"Z8*W(5*'YQVX]>9SUN0CX*G24\=UR52)B+C$@C+ FT9)(C M8S${8WE>293W#G26VZ*LA[Q];'?
=D/?=.!_Y.C7=LH>+AK5MW_%X)D6P-RHW M%+6;UH]V2QAO2.JK)_\H#%/P7FJ?P;0P&8G40A ?-",N^5@ 35-AXRK
]%R: M7[7"O#-,;U&2VP*6U=HGM<6H6)]]NGEA\8,0FUY#]AKR<6E(RZQ00FH23 1M M%R,E(6E+LM-
%*R^EUM^$&VX"W>]20W+=:\A.!;;Y*E ^WT"4_V$TQ9-+>T#_ M6'SG/DITN:E1@9IH BMQ:
M:MWAZYO@V,X#U7=C//Q\VIYBB75X1YA)A(=C3GM+\("%I;<$W[$$4JN@G2&E
M"$FD2(HXS.BCR>L$:D1QOY)\XX7LO1OXX71GF%XMQ.]-7EDFAMD26C]NN]#K MK,=-R$>ALRS3AM+"B;".$NG
V[;2.%!-'))1(3/XT,=@'[S0]/;A6"..X5H=FZ(@,OG*VDENXNE!9G6X8_0#1V MAU,_W*_QT-
6P_;!V8RIV[8;=FSQ]]34.9@G,Q%]'H_2E'@Q6A6>W!'_DI2>]ZGKKJ-*CM0[5/?ENP86\+'K!D M]+;@IN2IZN L2O6]W*+
<_NX]7VOGAXW M(1^'>F+9T) YB5XY@*K4$I^QGQDKT@K/K2HK22?HU=.]P]$^QOKDMZ8FL1J,
MAOMMU]T^6:"O+^[KBV]E05RT0B4GB2D% *[7@@2A&='4R$R#M6HU2;1+Y<1O M1L.XVIY =(UI: ^EGKC7B+U&
[#7B=5)T.7>281ELXH"II2_$8I='X6GDUF1. MG5U)-L,:-2+;HI;U.O&^8\)]CX7GBQX+/51?H<3Q;8XBET8S3#>Y/]-T]X
M&V6:>JW8:\5>*_ZH5C09D'KAH :I8D0ZCYTEHR(ABA2Y#L;S;[;K;MX<8E5: MT8@M:^\LA+')6O'&4?.+6.NZ*'Y3HN;-
V[ZTJQ%&@W2I[/Q>^U /ZFD];VN\ M-QW%/P_@CCR>_.]_LIR9YQ46C$Z/^[/COS/-ZVK433A-_7&='=^S*,DZD.:
M[8U#5X_!$EZVG/-N7M7@U ^Z_7#(Y&8QZ4?>A9^E$1]2+/MS[FY Y-XQ62B5&DEE:L+R7O7
M"M[*CZ%Q:]QGV8188:^U.DG(7FNM16LEZ;1RDA,C06%)2PL)H, (%=+&!$I(MJI54 JQ5:XDMKA^YUNK/,
[\;T#N>Y0L/=UP*#?5&Y0'+66]++K.(!? MK8/#6K)(K'6>.!>Y8DXH7;YI@'!#!(QBN+0=N3AW;.FKE:4>;1G6-
R/LE=XKE8"H5/!^1"6)5,H0FET*P M+)?5P.*S;6X7UN1XM:$6O477F7+Z@'F]5UH/A)"/0FE)@+66>4E"B@P;6#'B
M';/$N91-%LGILA(X?"=*2VTYM<:RUDW@]3X^? /\.0]GN<>^ M?6.%OK'";4U1MES2F#
(IR10RR%$E]6@5^7DCO^U9X5[Q%:;:X M$7UKA1Y<]UJQUXJK*%E-GF<>"A%66"*%D\2&I(AUG"MO=)!A)8D;Z]6*;(O2
M-79T?"A:\]2Z#V(^\X4S\MM:GMU,/V#'N@T"7VQ@ME=8.VR((EHAD,A(;4R2" MIN"'[7SPZ@5&YJG'/H8\T,6C5[W?R=S
MSWF6O&>$6D&)C+$0RXHBT69&50B6"[,2E#H:[J.TO01A6WGG766WW#HC(0^8 MR7MM]4 (^2BT54PY*
<8+"28!4I71$BN9!M3)8V%" 0Q=#5)=L[92KC\8LC^) MY_89$L_I,^2>/CBTMN$[V0X J-
$50[P_IK*3(>QY8XT4$D&:F.CJT$P9[; MRUNY69#_E[UW[6TC2=*%_PK1NW,P S\>;_8>P9PNWMF?+!K-]J>?3\V\A)I
M<98B-23EEO?7OYE%299%V9;I(D6QHH&6*5)5K,R(>.*2<7%CQ09>;T*-6Q" M#@*PO#(H).,@>(4IQ;.$F+@
=.B5]T'KS?&V/20?]#_OQHRM(SN6HJZ]%KR1 M23L,R2$-\7D-(5,.1I< .=E035KCP 5>(*&UP3LAT/5BTGZF?J1_36''5E(?
M" *N 1-R$,"EI<6L5&?0@@*#6NSL[CJ9XSCGH!+L+%S_?)*52[MC8E[:V@Z)<12X085;O10N'"%B+I9K\)$+4-
Z+JEL2!\>TS:(:O%;V,H'Q=D^A MWC6+'#--%6UD-1,P$C#V 8S,99$1&00A-"C,%2)#,F!8%I(';_)FM<'6]1W
M"8QB;';9,O)8@)&FJ.^MJ(UL=U)1I*)Z:.56C6U=-(>250)E76RMW%*;\5&4
M\5)*+GHNB.LM#&3&TAC22F2N$Q82%O8R.21+KDV %+4"I5/%->XC1,U\$B[*
M(%3/)7>]G>6Q,7=DH3_RL>F]2<]=F_4I26Y]"$M,,+F DTFN?L#3ZKI67D?O M&*3 VNROXL!7_H>H2DR>*ZZY_.I-
0D#GLZ^7:E:%0T<)T8K8?DA5MU4(4[;P M#-8K:7_^=%)}@4GZ_)C;^>GI9'5:?
_GH)=SUSU8/<+65]W^<-5^V$2LOZGN3 MV3N5P<]AHF>PYI?2BP\2*(>TVIIROP69O:; MU3S]S\E\6DW'Y?_Y-R>X?
3;"?YU/5A]HV/Q0!&=8,$$L/$BB'M-JCVN\T$Y= MZF]V%;_DI\[;;:N^'(_^_2ZW=,>QK^J)1ZF\ %-=>U <&3@F G
6<_7[6WY[M+[.^UROM#(-?PN+UXLTJK##_=YB>XR^X>',2%OAI3*R^Q-S]U?)U>7Z*B\H5
M/\VGT[!87O[UQSC9RU=__=SZG TA\C;XP;5)CC%)"!D=U"4D8R-7J<@^8GN[M7Q]
[4DE^U^R'S\3^=L*P:_@X"XO1^[:TIZ,'8%E$KX6)"9+6&90W#'RJOT;- MI-?1".-JSRS;463Y_'QU,E_4=>5/2+GL/KQ-
KR\';C_3_T=4AO/: :8J@BH6 MA&YRBTS(IF-0[GO9-;>5R8T&U="M_\/@E?7:QB%ZQ6.PFKT!L]6>!IQ M,9)L/!),J&X
\D^8+M_EW;ORV4/P=V*B@I,6$)!7R J^#3)G"32W/M0G1!^7R^7YSG@[6EM$T@QL%'550N2Z/E'
A,BD4#Y+C3M9U>OSU7)5J3N9 MO?ONI7D[5IR/M3T,'&X\^P ,:B43NOX//OAJ,T3&(,BL@5L6>45GH]2&S=_+
M3.V401G3TOG$P!3E*H-B (>E8K%-0@>FG?2[656O#*K'1IJQOC.=^<' =]+1 M;3UC_N-BOP6(QZ-ZGS.L#_X>IQ\HV^&
(2YRHI._SR&LP1IV9J@:.!J2Y-J;9A M<(Z!UE6#!BVT$'TKTZPE_XP'M0$ P-FY"#@"&;K$_)& @YLA8TBA60 M>(0G-
0Y5I3R&RT1OM-4(A@ZV(J$P0[)?)[SI+%6F([.PB37)Q^E<-9R@4@S M'+%LD6;X@H%:K,ZH-
"2M$!1+";S26!5%R]F+M=S= M4!B]3;.HWK388;7!$7,\0=>1$'(0T,6]2LK8"!9U!(5>@),F Z:D+:_6JS(;
MOO4V1NW>H,MX.W9ZX-!U7%D-AVH(IW1^>CYM)]ZC>==L)\U/ZU4G.%M.WN-H M,JN_(VF6(Y8STBR?
URQ1EI!:PH)6A8/BO)66&07S1L&#$1H_AK8SBCV+8 M=89X<5,(7W8R^)_SY?(5KEZ7M^&BMWGP U(]F\D9RR1-
J*LZ]6W8@M2/I6]#;]E$ M?WR_+#>NDTI>9,!JGX-"8R&HP($S]#P8::7LQ6K_%5=A,L\9^!_8'W MW%Q^MIR?
="7IRN/5E;MV,*P+62L-)ME4M9G4X$3]@=YH[I(3UXJ:.3L6?' ZBPX("!$)$7?3C$"KI 7SH+5NPUBKD>^5\6"
<1^M%BBQM M#!39QK[?&2)R)H<863GL\X:!6^\W.N9WM95DS>]8=XDGHHEEGI_'*3Z@]KJ? M<_WO.U-

*C=^_#,!293,7XW+KJA&K:>PP0A%>0A3)<&Q0^IIZ[ZS^?Y9VI->'E M6%N[+[5VBW$>E6(CO"2\)+S\YE"(3%@M_*
*BH0VFC:CVX8#*87#S3B?&82L\= M^'>*EU:.G=.$E_=W!.J_H3Y]]W*7W/U1AKX*AK>^_8M?>-]UWW-YXFO?]ZT+*
*M_*9COZ\N=_VG[1]JL37&*5P7">6WN\)O'5V5JN7W5^;I<\52:S,$N3[FBBOM'U^7]R:Y?S MY/TH3<.RRNM9>*
(\>K"Z.>WCR[WYW\ZENW@\EF9X@7DR0([>7U:=^W\ M=/8L3Y9GT_#A:?OTV5G(K7G-#1=\LJ;_I?NZ?N.?*
Y\O5I'RX^L+N4L!9?G8V M7W;5/T\7. VMFTV5Y8NV[?6>3Z_%^N>(,\/G%$^QQ;J$RBHM+C\V0AW1K.5_-*
*GGWY0MW7]=D?G=5@@E+JVIV'Z>_BP?/;#GZ\X M8C_3-\+H9-%4R+]5_?);>ZA[H\WO:QZ*52>M;UQ5RKP-*
*5Z\,^"L7UZ_^?GE3\]';__^\Z_/?_GY'V]? MOG@S'KU\]>(V:N]C1SJ;\UJS_'93L_SV49_\-C_#*GF'L7\OKO7@BYMZ\,WU*
*MTX[FW]/-K>>G+:/7W=Y5.5^''#})XA^ML_A'?VQY_']Z /H?Q![]\>6L6COS M\V7=G^5XA!<)6RC_9&T9Y5'=P*O?3N?*
GE<+#W:E_7)F#6VQ![_;17CV%SB6Z MZS2B,WD2 MJ]E= >1J$SK'?WWK'VZ?S;R?+">=Y_SAZ=7U=YRZK+]-
LR>"_^&F8K]Y)KD5>6E-NUS3%PY4W1?3(7N<4_3%6/;^ M;??]37%Y-&N['N-BOC+&Y9L24JZ>^HZ=<0=GD7P^4K5
'/U7_?UD.?JYFMOY M/^+BSW_YI$'Q=CQSGYR-0]C-AYB:UEZOO#11R_([WS5WR/LW/<-DC>^R_[/-PN[WT7N:I%5?
*1B@+*6-T&80CP3 @0F*1BW$CE-LKBD;D2 MM:DXAAA!Q6@A<"L@R2""YB(4EC?[-W:"NNQM!MS8*G>*
*(35UV*A@/7/Q.*$@H M>)0HJ$J0)B$#Y%J"\@$9E MO&C%\R+M& 7]6&I!('C<4V0(%PD7'PH776"R"/1@51NXD%L3$,*
<5H!;&&>\B M4^XV+F:MM70V0?V_6I31!(BI!")<8F:.V;N&+C0*RYRH<<5M@D9"1D)&0D9 M=X&,43<\TQ&XL-*
*5Y]H5#<-K55TK:)#*BE+>1D7&NF2@9M,&*C.@07+$&.#?. M6\<(81@LN^7A,X1!FJ^UJ858%[*_VN Q(4JB5)$ D0-*
*S%F3[:Z@5' MB-4Q;N-I.03)$"2+23F-A@MU&Q"=-8HS9L''%$&%BJ0QY@RR2(.*Z2CDKL_T M*4**
[\WS;'BL";P=D#S_B>MD'=O9NA!=GK8'M9=@F'_^X%"@ME[CX
*M6,E*RWWDRR7&IN4>Y7*)L0>PW+UFCPRW%O!77&)8I)-N/$.N?OAT?M9F;]!9 MZK;1@4?*
A^3_J2&C_%7S.,V,0P6G&066MP2>C0=G,M/1!QS9TL8\DD+6P/9_E
*MGSZ*VL_K($)/P2_%QYZKW06_CIF]":F.AI1'BE1C\34)^H>)'7[S[7U27(C$$3@",HX";YP*
*M!D:QXEJ.A0RLG_R*W8,7EVPL";T>,W\3>ATS=7M'+^N9PU#A*E7D <6X;I4" M K2QZ+DM'-U&(>]VR1!*
[0"^NQE;8@:,7M1O;2XCQ;SC#19AV$<:0ZU]-EJM% M-
*R:;7'=*R*.$O&_002DX3$*R:@WSUC"GO:J*!]#FX@.:R%7N(U!Y*;)5!3W_M1&![UD)LS#P5*8@9)XJ79Y$>*
*S3^!31J%=3/7#/D*B M^\%$1Y!X_+XIH22AY)Y1TFOGHG(,6F^QUF)'0\C&@3,LHN&LE(1]Q%[W@Y)2*
*MC)DEF"28))@DF.S7P58Z%65 >"Y N6 AV*PAHJ] &+R/?,/!WB;(NQ^8%&ZL*
*MK2&8/*QDTZ&W*IMOE,]1S(/4%*FI;U!3R%.*J2JGJFU:S"-7R]R7 JQX;J-W*
MA7/11QSXNM+U4B_U5:&MJ_W.2#%1Y)=0D%!P:Q04,7G>\O2+S@J4C;F:X+Y: MWS:&HEG(?*
*H^(K^[0D&EJWF^PU3]H:/@8;] 2,!X[X[JX<4I4L2T+D(*DM= M,3%%$,Y*[ZIYJ#C]9Q6\OI2%'UM%)6J$3\,FY:/'IS]>;*
*<9.\4XZS94Q"$SK M:N8RX< K8<&X$C1*F97K-YJZ#=XMZ_[65U]++#S-C(8X+^.XWE_!/1RV/26!5#*
*[!Y>JJ0(_.51^1^T_1LL.*E@7&G'2! 1.8VT@)#I$K X%Q M(;AC4NN-(:K;Y)%<"6W/)>1C0>$QPKP#IREAWF%AGM?*
2)1,99!,C%<*.&4= MN!1BD-*X^EL?N20[PSRYP^+D06#>80@*P2#!X /"8(4\+5DQH&(K4&YGI"$R*
M!B%4KBW5F$O3==V X-F[-AQM8@G&"08)!C<.PPZ[QDRIT472M> |^2@T& MO>*H*S;:7O)%=@6#BAW7/,4'21"A*
.R6"27CT0QI'"\5>E.A]S=5[R7F66U7O-4E]-9_-/\U5[#L@X>0.,[>/IN:;$)$0 MD1#Q3&:5$H>H7 'KO"B>HW!>]U+?
MP]$-&/K=AB;&#HB'H8(M$$@22.X9)!UF5EP,8!.O9J/2'IR4I05CM2C&Z_I^+_5^^P!)-V9D-A)($D@2
M2/9;_V=#M1P=@]8O8AV;=487\)HK+Q%UYK&7^K]]@"078R9VF.%T-"A)#=6V
*M$J%7N+JN#%PW58M8&1*OWER%"PIE'-WAR;\?G9W1?VN-JD("8QXR]Z)JA#:1 MSI0"D0D>8C*
*Y;_8;VBXO]JIX_*^+^>F+>K_)[+PJD]?7;0U_[1R_7=OPP4N M?[Y8+4(%J4!'X/X$;@2N#YD):Q(T:N40**K]FIPL>)]J-*
*5]99K98QUVP&X=KV^4!/QIP M]7;L=SD"[G&!*V47[W/&QRI<4(,'.@*E(] #4(W<)694"^HPD:#Z(!J<]A%**
MC(E'$4,)&\EYVP?#]J[/$3]$6=8GZ^O@:;#&TQ%W20(8 E@#Q]@46CC4I$0 MN:V^AX[5CY!&@(O>2,]Y\3;W%S7?%
*<#R719D$\(>E#M/H$N@^\A!-^7D;,_" M,D@%*C,#+GL'SF53T!<5T?4732>KEC"7,)*#3*,5N?5/-*
B!TE"L#N!5+M7*%TJ&BK#);0#L-D'L+0'V MWLG:=I?*
5+@>+M!14(10F%'[!R*"1J+A8(903G,$%21D$W101257=J(L&P3 MU=XM"NNQXHQ0F%"84)A0^!&B,/?:*
*<9$$)&4MJ((&'8)T<@L+6,YE(U*G6WB MW#M%8>_&S.VM1=-QH/!=L>YCGDN^_^_^R@ -#0"EY1[E[WTR7ZR@*
MXW)U6J]84G(MUN#(F;;&%2FQ MMZ&>+VZ&-8I !\%_._S:9[,WOVMBGG+"W@]>X/I?#%937#Y?#%9UH]^JK_.*
*MWOV"B\D\O\+5Z_(V7/15D*SWECY[,,5Q5*9 2$I(VAN2%FN3M<6 "$& PE @ MI(*
02_38QMP9OC%\8^MAH(>+I&YO&;##]+#D!S"5L+6/6.KX=D%%JMM&IT' MQ9(#[QP'3$ZR'(O T$O7FP/'5J$)7
E<"5P)7 ^YC"":XIR) DIL(87L$\1J M^T*,W!@E)?-L(Z2P]2S3!P7K^U4DZ.$-C:^._L.E+_X?/8/17*HR(Z*[+;5*
M9E;GR'37_,T$4"(6<#9R,$$K4;C+S;/21OX.1=:W]\#&QN^M\>8!5<91H)O@ MD>#Q<3@/0D:A D/@W&90B;>HC4"
*(663%C.4RV#ZBZ+W [?U']7KJSD-](0B3 M"9,?(R8G[A"=X6!=UQF-6PC>%V#<%(NIY")-']'W?6*R'E>Q(TPF3"9,)DQ^*
MA)BL8]!<<@3!LP!E>8:@/:MPZV5@OB2)O039]XC)WHVY%(3)WQLMI\X]5#5(M-2BT7.+B8R4K+?
>1+Y<8FY9[E,LEQA[S1215G#1>[6+9/ZTQ:Q\+9T_$73FW@PLL4N(3:0_2'H_C0?" M*Q?MK+P$CA6,ZRNO?*
Z_QB@P:X-A8_C"-HE/N]1&]SOG^4R)G]22A91 RKH"
ME5LCBI(E6&%05'UL60R[6'^_:NE^.\">W#D71[GK\NDLG%T4% MZ.I22 E&*
[1,@4Z874.JN\0>2_EV8>]NU"&Q%VK>.2IC:^KZ_?1:$B87;!.
M9&M[&5]W(+K+DNXBW46ZBW37,>BN'#)WJGH.G+GJ=SA5<5BS #X7)WA6G.5> M$ND.57>EIJ-SUL",:"BEA"9=!*
\0\:R81KC+M;_$+J+/^$4%^P_X;#7OK?' M>?;W_W5;U,8:UZ6$=SBJO!EQ,9J7]0'@]%%\]LCLA =J
M97.DYL%G#O6DC,Y;!CFCK:JIN56>F79FI:6USEJ_4:NTS>G6E4_7\OSJTZ< M7Y=.2RU??
*Y3E336_EO>;^HM]+3'>MF*EL3)W.5[']KJOH#(LPDC"RWY8F"F-T M"B'KUDV1)PZ^2%WM?*
IN9KHY/0M;'4,9/G7=CJ0@CJ4Z=V/!?553%!2AP#&A)*']D]^9YHN7!^0Q": \JJPR.U5%WF/IQ;UURV?^Z,(?14#;WW_%*
*[_POBN_YP*W)LO=R[N'\'[#8M=_ MVN[\=+*J7YL^N_RW)S@**3[MX+G(;5Y#U68;YHVU[O^?*
1:KB_N;R\=SGHEU$^QO;Z$RBHM+C\V0AW M6//[FH?B?)K7-ZYJ9;X('<.<5R9=M 5? M\^/E^N-TGOZG#ZJ*
*[3J453%\L7YK>4VE<(-25\)UN9@K>>AVKN/]&_*T(1?] MLO_NXZXWOONKHG9_W7>UC8>K!VXR8@^<]]^>/ M+V?*
5T)F?+ZN_L1R/\")AF^R[[A5Y.C^OY/S38/?F'U>VW\-OP5Y=@G5WT$\- MGZ:EU[;-I69LS]
(497WX]N=0C8#Y>34N)Q>8GZV_JCK'3]@?KBY(K;[V;(E/ MEUA-[H65[O0>?CK>_]P.WOG_60YB9-IE="G5]??E9;3?
9T43YSYPTTE?KG. MM1;_\V$JQU\T1?2'=T7 MLQWO/Y\GTT_YGH$@[HG>OY;CYM4:F.L5^O3G#1O?IDR.10.>'(ES=0
M1A\HM8]\>0-BYK?SU:4A4?H#T)^>>8&/GL#$$YWZ=5$<\@1(B@G.@4G&9Q=U8FICQO96N'7C MI'AMEWXZYNW-*
3]>#W.1-_+YM0%NC&"+8.M B4FPM2/8\D7KZ# #2H,5@I@' MKV$Y*)B(J*
*7AM^&+1]5<(IGT#SZ!G46@F$&C,&4F??,1;CITVA%V$ M70=*3,*N'6$7YQ6>A"O A N@5% 02(T07&*@?.$0*
M2]"@G2@^!B:PX=V^3"Y!N$6X=:C$'"IN?5,+IDL2?&9S[ARSOG-@@K00?5@O68IRN0=]HIF7PFLR;%E1P9B>RSN*
M&/8Y\M'+JJ.M'.,+3L^G_^+EFZW3)\Z67CWR>]DL?AD]NZKU0&'O)]#4RYTR-RO3DDR1Y915!>D,RF0&H9@
*@ON2/+.%,7^G3FD2C/FG M\T65NE]P,9E?]KSN?OX8EIA?W)#:[SZ&YF-N^%A12)2,92+F??&LO^7VW;N_*
MJP861&Z2W0-9[\')+D4#OSQ^DXE8@O3 '"_5%RX%8C :1/8:$P_,;B;4,6&U M8JR-DU,MF24'B-
Q6Q]LE:6(0JLC[VCK_':;G>_]3IX=HX2Y'?CR\UTB!0L)/ MLGV(W(>T.))=DEV279)=(B;Y+;W':-
*$)G6W+,G4&E!,,G,D13&;!Y2@4A@V_M)8EBN?8"7"H95*S7>,,D)(Y"U1U"1IRRU3D9M]+:UQDD1N8 DE*
*$E2P)G8P0K9>#8&D[RC1/H MUZL37+0(SP)/<+: MO\+5Z_(V7/2=9\SMD46"J$"28)9,)#*12'8/9;T')*
[MD(GTY2<^HH@OCP 7G MH)R5X-!;R%:II+1D)6PT5]SFM(Q,I,=G(E$MUE:"5EFS.RZCT[#MI.3A!XH^ MJ&+
[^O+);#W$&:MDVA)&$$801APLTQ!&$$801A!&$$801A!&$$801A!&[!4C
M!3_Q5"\5"$(QS@$7U0K7''@5$8P3%K.8Y!1^-NA^,R-CLPQD$GJ-@$3P9N(MD#CGV7)9C-*

V89OD*5^O8>PNS]QT_%VHLK-I="/U0T9)*,'P8<$PU0AN)40_AFDWG2ZL1O\5%NED M)/EX))A0=/S9AVB))Z+)5IZ?
QRD.4=/=O0&'H>MVKHLB.FVXY8"MCY;B&JLN
MX@*R\JYZ"4PRLUG+7JK[X&T&KIQHHT\9!)83"!F]5LG&ZDILM$#NQLR]/E\M M5V'6LG"^>PB=-V/KW9@QOR\E=
(M1*!9#X'AH=D>?PY\)):]1TGC.K4D1>#$, M%/(,/DD)BL50C)1:ILT2&D-!Z3/DS'"*HG#SX
M(@L(46+*P1BMW09(4Z]VQ@C06C,T2;OZX=Y TC(YYGZ'0XT) M*0DI"2D/'BD??8!9B.!B;X&0J/">!>!N)739"U0]!EVQ!
M.>7 >QG:5"17<2D%KF*?2'S/N45VB&A,1WT$RP3+1P?+!AU&JP6P9!(H+A2X
MG!/$Z%ED(F:3PD:SB%*,700/*L7)JE"LD(8G?8/RX:[L3::L)FP MF;"9L'D?P84D- IE 4/,H(1-
X#1K<54TR+TNMIFGMU+71$R6)0%&)-;PUD/T MK6-SENB4-
=GJ7DW:+T*F4V/M]Y8O<4B(N8=FRE06WN[3)LQVF1+STD9TGL[; M32L[5P:NK#'"T[/I_/BY9N?#/$\FX;99??
M2SBW3KF6,QTU**L0/(\6HL*2(@HKM;ZM>.J,/E7S'$1R!92N M.B*?08FR1\'O-B%[G3=QC2/0V*13"B;%C[KC:D5
HF]!L=V@VG"JT MHR8WR>X1$9-D=U#D)MD](F*2[Z*W"2[1T1,DMU!D9MD]XB(2;+[.,E--:1;
M,4L7785N3NJG!Q]XT5XCG7 C M3:: -=F LME#1,Q@DN,Z\1R*WZS28$QQRQ((RSRHJ",X*Q,D@ M$3%)=@=%;I+=
(R+F0-R.%$7 & 68G!FHI#4X4S@HF640*(S C>ZC@ML46;)@
MM0^@ZG_@@Y#0JG)L*8G9P,CM>+P20P4W6PG8Q]&BW3C&496Q\#Y,IB%.$2K7 MP;
(RY&AY/6643IF.68C(9"1RD\EX".LEV279)=DE8I+L$KE)=H^0F(<1]GGT M#:F$,SX81-#8:MN%=A!"D8
N2E.4D=9LA(*R,\7Q' !SDJ!\?>499V PHM1< M*Q4V&E*]7IW@HD5X%GB"L^7D/:
]GTGSTG_^^[C3QMS"9M6$UKV=OKIWFYXO) MLGYTLRC^%:Y>E[?AHN^V5G*'';T>/K1!O:H(9,H$C\EZOE2Y:H608F
@-E;1N>E1!$4BPR)5C0Y78D/C)7F,D%=# XNR]QX^YV-I^;Z&P!P.^E(B L$PP? QP'!(MFBL=/13%VG!8J<"[R
$Q1,N%PR0V9AANCT\[AF0SZ0HAOT2,ALM#>R*%#=Q/+"JU!),H'C,F6E=?!V
M(WLYYI@L9@TFZ);Q7!695YE!8#&YT+)]?-B8S-5-UGI]OEJNPJSEX'SWW"UO MQ\RQL>.#G&Y.H9B!@2,-SGU
E'0RNVIQ>W &636^44+PG %J$4NP1N8V0+P' ME-S5X%S.""0)) DD"21W&%S60EH;6US"
(2CG"G@A#6A;3(.VXG"6R8!*/$ L.H)1#)EQ7.@2-Z((M11N6C8<433.JHTBW ^6C?)C+PUA,V$S83-A\SZPTRE9
MBN,0;45,91D#SWP%0W2.5VRT3O+;V*EEJGB)'G*U>$%)5O$V20G)*5$T!F,# MWUMPP=!1%Q,OE\KQ+E)B7-I_S=-
YN6MFY,G!EC1&>GDWG'Q OW_QD M@N?9-,R6X]$,5^WB5;@8_3Y9G9RLVR50F?DC:L8PL.8H.U<\);D8T#K0F7M0
MQ6J(/ K@W :%/KNR>?07K!8.E08;A 55O[TJJV"!H19)*9VD$'-%>(YV#';/0D,E'Y";3[Q#6
M2[)+LDNR2\0D=^VOOS&C38[>0A+/)*DP[MRW>=MM^Q7^=3Y9UH6]P\7Z2
M<.WG_8II_F[6W:5S^7IR[M2X.JA#=^\(_HB89+H,BMPDNT=$3)+=09&;9/>(MB#D0MP.%T]$D">A#!"5R!%
<\@HPR^FQR*-C+*1&Y'8]'8J@L:RL!^SA^=O0N M3&:C*F/A?
9A,0YPB5*Z#967(T?)Z$BV=,AVS$)')2.0FD_$0UDNR2[)+LDO$ M)-DES-M5/[?#%9UH]N9@*_PM7K\C9<]!6BT6[H
1H"/2(F&2R#(C?)[A$1 MZCQ:,C4)(P@C"",.@FD((P@C"",((P@C"",((P@C M"",((_:*$8\\-"Z%S#G'##'8#"H(!UY)
U$KGH)TZ#%O3!LHUEIA&40E0QM. MGL%AJJ]TBCZCDPS+[=#X*URM8^$M[-U3/%NPL9![FYY+H$B@>-SD)E"\!$7K
M9$7%DD 6Y*"L&,&RS7DA@>*C.@NDZK)VGQ_#M)OY%5:C M-WBVPM.(BY%DXY%@0M'QX'&-H'P@W3/HR9.
<\U@B_,4P=)5>HF01ODP7E=#7)F:E79Q5DXK9^F#;ZY78#O%Z?KY:K,&M9*=\] MWLO;L>)\K"VGL9-DEA\].-
)\W@=$R:RLMUXS2)H;4$9J\+8%9Z@R4+[?I! MR5W-Y^6,0))
DD"20'*T5WM;;1"@!8R@4HL0L!L@&LKDLXI*+W1RU,49;$P M!8)C!D%):0DE" M24+)(:/D/5!Q@TR?V<_7FW@?
NU5:Y.LL J(W(.RHH"OQB>DB,:9:@@*RV^C ML&.R^*P09+:N(K=P$$S%X\Q,:NBXU2QM)BUHFW)+XN):&E"A
MFK[!10/9^_8M? M>-]UM^5U"[W>L?6CMLU\&LY7\ROBMF>9S-ZUA^^ZW4[#A_GYJM[^ O.S]5=Q
MQIZP/UQ=4,5P&LZ6^'2)9V$15GBU"YT0K^_]P^TLD?>3Y21.II7UGUY=?U?^
M1_=U4CQQIGW=1=N4]FR7ZZS[?/'LAS]_YC*^ETO'**MW;)__W!_/#9U:Y34+R MU5/O=&ONMH/N&W?Y?
2T&L1K/G]V[%_/3T_GL/^+BS^OIT-_(']^0I7L8>[=[MD;GK:P3$^K9EF1])#TD/1L$1Y?3V@F\2'Q(?'Y=O%9
MMYL9_;$UG/EJ!B8)$0D1"='FWOV$99(F9,*1^)#X;"$^ZZ1ADAX:6+27)F4_ M8;KL4<:['F6">I0=\X0OFH3WI2(1Y[-
/Q14H+K1VOTQ ="P!*R(4CM%8MU%@ MIUFQ6DN$$H4 Y1V'"*T*"CL6I; +'XG??6\SIL3=JS,T.*T2.FL,)KHZQ &X@
MN)70%^-$!AERZ]QE! 04'(0LUF]?#0L;; MI=:(9D^H9;0;;
[_#QC*$781=A%U#;/4B;&+*^39N1CM0F*M%UT;0V*R#T!$K M_)G;V&AS\#DW%-6656Q,#EQV'$RTC#D6&3-
Y_ZU>N#HRXXX:N!!2$E(>#%)F M@;8PQ2%[6RW"4 Q$IG,%3A6=3,EI@YO3:)#;E MXWAII25:OB8G56R1>!]2
M"+Y_I%26C=VQ!? (+0DMCP[!LKGG;/6)=SAAZW'XQ#0]:RNA M>+EJ@WK9Q:>;-
RZ@A/SZ;S#XB7;]:_../9,G3R8PE"1B%# .8D!Y44@H\! MH>BLO>+"1E5NZQ3ELXI>.>#:Z*I3?(+ -
+*:C)7H]JI'W9W/W\,2\PO;DCM=Y!]&ZO'=I<3$$@ =C_IG0#NN.G['8C6564+
M(O=C(C>),]DKWV.O^"2D*3R!S"J!0LLAN") :U:*X$YEOSELQ"23...@6.^]&?LE?
\,TW.\A[GR'4.HM2.#A1",Z'NH]"6#95#D M)G$^;OJ2.%-&%\DN.1MW.1M80 M9HT"Y:2#D'5I9V[")%Z4?
L''NQW5GAJY#R"0F8I([M.RARD^P>3'8GR(HG(*WH&P5E9#HM5'*IT!5:F&B-:,JXTQIXQ'Q* 8.&8"
M*%^J"\QT@.2#"*'>S ;V+>[LW;;'=Q2'B\%[L(1@1$RR/@9%;I+=(R(FR>Z@ MR$VR>T3$'(CGH
,WF)B$TJ*/RJ,#%ZT";5U4&'0R?N,@3 54&'UJ%;>E]9T* MX&3U-HQBW*IL;4J6/(?'=?
9%A6CM/AV70FQGLI^6F>%%>_W5D9&'O"VD*JT/LKR[?QYSI/V#&'Z2YCDE[/+"6-=EDF\G;+X*_[K?+*L"WV#
MB_>3A&O7[E=,\W>S[BZ=E]>3T3$)-D=%+E) M=H^(F -Q.QASWNFD02<70(45;1#*JHQ8B,AF)W&0R
M'1)Z279)=DEVB9@DNT1NDMTC).9 0C4)<[&>(V2G RAN(SB=+/ KTYPT2(P"SS!V7+R'E_.TOP4 M/_JW?
U_WW?],]7+_<[Y3?5[AZ7=Z&B[YF4.@C&Z)# MH$>@1P8+D9MD=RC$'(K!$C)+5AGPD8O6]RA"-
$9"E7JCLV+5]M@P6+8Y6R*# MY=#EA.J4MA*KRHBC:>57.BG:3CABY19<7#I]J6^=H.9],\NB*(]#?+94,U]?
M/AF1W[!G:TQB\KB9AC"",((P@C"",((P@C"",((P@C"",((P@C"",((P@C"",.)@,&*W M@?%[0,0&;3ZSAW^\VKZ]!MYC\<5FP4'J9$
9)L#+R,%S9;+E:*+;Z!/L R]1 M.P\E^OOI*V%RZL5-V M=Y'S0T7?3[GA"28D'3\V8=HB2>BR5:> MG\MY#!E@\ZQC0;
W!H?3#"M M)16"LCY5-\)6U+(JNJ!MTCEL- #NAI"]/E\M5V'6T29,V.KJQ)R>U-" MMQB%8C$$CH=F=_P[H>0N4#
(;QYFHL&ASR: "U^"3T*"BL=8X5;C;R%C<"B5; M ^J3^;3N^_+G?YU/5A_N;;;_Q1,,$@P2#!(,[G#(;2F1!>5 I91 %56-1<$4
M2)6$P21E%)LPJ$SB'@N4E&T%S%"ADZ.'X'RQTB7&#.\1!K]L,QICQ\((0DI"
M2D)*0LH=GK0Q5ISD#GR4$52+V7JG"TB>N//&&IXW3MJB45XISJ#$6"$VQP+1 M2@ZI*)VRE$9&N3>D)
(PDC"2,'#)&/OIC-F^*1/0%M!4*E'0,8LH)N,\NQJBU MCQN=\TWUVJMK'EIZ0VY'"NC40XB;Q.)2U 0@A/@HK-,
<"U58+U4X"!O:%&/+P'.C MP*IBN->+!8;#U:N=58L59SA[I2'L]5I92 M$0C^!D],,ET&16Z2W2,B)LGNH,A-
LGM$Q!R(V\&S#HGS DKJUCDC"XC6&.!, M6IZR3DGD#;?#"56TUY"#]J TR^!+8,"54$K*9(/;Z/9);L?CD1@JN-E*P#X.
M[NS&'XZJC(7W83(-<8I0N0Z6E2%'R^L9GG3*=,Q"1"8CD9M,QD-8+\DNR2[) M+A&39)?(3;)[A,0\C%#-H^]
(Q7+PPDD.7/$ 2A0%#K,&#"FS%) QLQ$*TBXE MDX,$HUWK)&@$>!\0)-?69)T%YHV.5*]7)
[AH$9X%GN!L.7F/ZSDP'_WGOZ\[M3?PM3&9M.,SKV9MKI_GY8K*L']TLBG^%J]?E;;CHNZ^5<#ML,_CPL0WJ5D4P
M2R82D?N0%D>R2R;2(9M(V0F9N$T@LN6@@M'@E=/56,JHF18\J5Y.R\A$>GPF
M$M5B;25HE36[XS(Z#:.QL%LHMO[&P@[';#W4X:5DVA)&$$$801AP$TQ!&$$$80 M1A!&$$$801A!&$$$801A!&
[!4C*!3_Q5!\X=HI'1"<$QE4$@C>&_79">%=P*#Y M1B=^C#I))B,X'R.HK"T$$QRP:+.7W=CKC1DPKW"UCKVW,'OO\7,
[5MKL:PS, MX: O92(0#!,,'P,,YR!L,4%!BH:#\D*#8Z6":T0A6<5HKV4?)Z($PX<%PU0C
MN)40_1BFW4RNL!K]O_,9CB0;CP03DDX_CVL\Y ,IND%/AJP.!)KZ@SF()4M(6EF7(P;%-B?J=K.U7I^O
MEJLP:TDXWSUYRYFQLVXL%;>)D!2*.7IPI-FY#XB2120.FR(%Y#Z: ,A= ,5"!*=<_87>_M96&2Q.0WYHOG)+GB#(22%2-
CX1"X\2!37D5GN4C00(F-M=G9]0,#&XQG1GF#+MY&8I&21YT0,$H.2BH% M0?L 1A:AG+=%>]/83P596.$)I&H'A#
(C^!@<.*&C]4%4S-XX]ML]+FMIQ]SLL.Q$RUX'1U$@99E[3./&YEK(B3!G:PF<)&M MSTY*X+CTP&/4$F-@66U,>ME9=

*(%+/9:,SJIH1.?N$B5>+I?G7:;$O+01G:?S M=M/*SY6#*VN,\/1L.O^ >/GF)T,\SZ9AMAR/9KAJ%Z_"Q>CWR>KD9-*
TP@>K, M'U$WAH&U1]FYYC'<9RQ8+?"87)L2QL$YE\&HDH+CRMJR$=?F&;V.4*11H&R*
*M04(,R"%FD6)*U=YO615W:)XFP9AO=B%9)TYT/W^\W>7_NW,HI.%CIX^L'0D% MLPG-*
=H=FPZE".VIRD^P>3'8HDPAR85<$7GT!%7WT=76V28+4(GD=1_,:T*
*M4U]D8$9$$,A"]8%+]8&%$"W)T[.K>:F.0&2@LA+@9'4.K&:"1&$, M*QOI89S%6!SS4/V/ZD9@4A"]C""5*
(Z5H$,.Y$87#.L&Q1@PD<087H("0G($EGO39H?=KH:H8F:<\+ \]3=3BTX. M2M!<2Q^S MM=%L=(/?N_-
@A^X\4/W<5F+2,2K$=BS]:74<7K372(=]QRPT9.@1N;HJ_G^9_G MRU5+:5N^G3_/>=>(4Q_"9/\X>#]) MN/;N?L4T?S?*
K[M(Y>GWE=HXYN7<$?T1,,ET&16Z2W2,B)LGNH,A-LGM$Q!R MVY%D25(+D#ED4#+(UF\Q0\R>*Q=R3F+C;&B;*
*(C%R.QZ/Q%!1V58"]H]97?2T M/F(>O0N3V:C*6'@?)M,0IPB5ZV!9&7*TQ'2^J'R+U&SQJ(6(3$8B-YF,A[!> MDEV279)=*
*(B;)+I&;9/<(B3F44 U/,A?#(&M1VN!-!=YP!Z8X8Z(*V<6-L4+1 M^%1R04*
9+2B%U4'W64(6DKEB0I%&W@[5O%Z=X)%8!9X@K/EY#V^G*7Y*7[T M;_^^'A?PM^KE_N=\N7P]>W/MU#Y?*
3);UHYOYOZ]P];J\#1<]A6AV.2KNJ,6$ M,.^(B$GVRJ#(3;)[1,0O#UUN Q.!\+EB)\'\>?!,.'!<-4 M/;>5$/T8IMU$MK
:O<&S%9Y&7(PD&X\$:V/^Z CT^\5+/!%-OO+\/$YQB-KN M[@TX#'VWL2 %&&@.,0LA1 ,N!YU8J48^;C28JL:_+0P]<,E-*
&R$J MP>F8H+#")5I3'-]P"];CVEZ?KY:K,&MI-]\]L,WKL;9RK,4.AX5\D5$H'D/@ M>&BVQ[\32NYDT%+P7-@L
+$@J*0L.!4*F*R1YVA$\+87E&PMJ$_FT[KORY__M=3Y9?>BK,?H.TPT)) DD"20))(,(N6 1$#N0C-E"=,I
2LKYHBWFM#%9/MH8 M OH(47@%2F0&GD4-R3CC)',L[1$DC1=CZP4A)2$E(>6 D?+1!YE#$BH)4:!H M45'5I>K4,^'
&"-,XLG>8:Z$FSBMD652P+%F8:H#(,2@THF]H M(&H30&D7P*7,(7F!4C+F1;Y[7O-.<5D;-_9]D*8R83-*
A,V'SWJ,+V1MGVQ"4 MBH,.E$$#WA4+/G=6F!,_["\$* M.39FD.;L]L7A]=_6*+=[N4N>_B@Y7P7!6]_^Q2^\[[H?9GG?*
9$]]=;'K/VUW M?MK:=D_29Y?_]@1'(;41FV'V83)[-YK-5_5685'?KN)>_^S=(DQ'9V&Q&LW+ M:'6"2ZPR&,YS?
<(VFW.6VSS.[E67%A3:VV4R"[,TJ1S\([A-D\X]6#UG MLV=YLCR;A@]/VZ?/SD)N9]HW,I8F:^I?IOBLWVB]SB?
*EP]47=I<"SO*SL_FR MZUG^=('3L)J\QRK+%VW;ZSV?7HOUQ3V!G8NOL>7#,LKGV,)\ @25%I<_&^%.*
MKI.F+A]^,IM.9O4I5I5)GH;SU?S9IQ_4;5V_W=%YG3H52EW;TS#]/7Q8/OOA
MSU<86'872R:"KDWZI^^;T]U+VQYO_OWG7Y__\O,_
MWKY\\68\>OGJQ6W4WL>.=%;FM6;Y[:9F^>VC/ODMA>7);^4P]N_%M1Y\<5,/ MOKDKM/% CWB]<1V
U+T;_74Z_WWY:"R?GK?CCR]GU9J9GR_#+"__--A=^,>5 M??P6[!7"[]S96[9,4WIK V52T77GJ7IO?*
KPW8B0JM/GY]56G%Q@?K;^*L[8 M$_:'JPLJ%:?A;(E/EU@MYBIP5[O0^>GK>_]P._7_60YB9-I]6Z?7EU_5U)Y
M]W7&/''._N&F4KY;_. 0US3%PH1[!<+$>Z2 ME+NK$S9MJMO/^BUQ3MM;:.(;(.#
[(IW'NKS$>V3__N#^>'+2]VVFF[7F[&- MQOML([JJ9HW^J_YZLAS]7"VQ_&F%RG8\LGWETR/A(X(?@I_OAA]!\/,7P80B*
MC"%9(%GH9.&KQ: #E86MNRS?7]]^5;\><-WQO5GL]1FVD/OLW>AY6DW>=UW"
MG_8)/H\GG>/>T',@W;WVIE6&MEYBY",E['&MEUIO//B@@2,!C&_-R'IXBN\C M2?PA ??7)X0AUSR
&TTQ84J@+.6PZN9&VC]Y'QC?))RWGA#",$ESTH$SA$ M&2IJE99ISKV5?F.0WR^+>7V(I@@K90(PY@RS2H&
(Z"IGV!Y+> MC9GC!)(4G_H>X_QY;LG$Z]2JU7RTP/I1FDQQ-+NTVMN[[75+6!N=MR2QR6PT
MOPYB!0IBD>]/ZR5&/E['"M=Z=QW$ZI;14O1GJ[4-NDU4ZV9.8W>3FW=EFZ;E
*MX>G5G[# ^29ITQ16C,,NC<#JO2_[?]1MX<=82KLG9>U36*4UP[MD'BRR+4B14 MCTN XV@;J;LOA\EI_?*
*D,2>2G+5F*D=MC$_:F8G MY#HB8@X%N23&E+V"&%0&E2V"BPY!QUBB"-8FN]'L>IOHT3Z0BUL_=.3:]01Y MLHD[*
G0=,:K(K"ON3YL)W+$R*9,CER]2)E\\KPVH-$L6;!0(RC,!SF$"GZJ2 M82%Y;C:4R39F<#<\]N8FO0 M0
*/=L/>9*L5)IGQN)O:-G7WN?U/]@H0)17 #I&S-I[]K=0,D^) L2Z1$D9VJ M)!2)1S_6^JWWZH(?630BJ,*
*!M0)JW8):8*0G0F:&9+$M"5-X#&26&V*U3=/$ M%#)CV2Y4X/VBEAC% ;6"2_AI0JU:-]9Q4%U&IFHU+.DL0H9JVSFHQ*
55T"\ M:A8DRY$S7) L=TF6HI!",)H3;K"YK1262"4E$4F1)JAKL(7-/!'PXGFF:9IK4G(\Z3P5 M"7:7-0!CA2EM3@N3;\2TOD?
*0P:GJ:NXIB8Q C"5*E)@:?V9AJC;[(H2U8\VE'M)/6' ML@1UM!/3?T.&14[//8]6-71W=1$K^AHQZ].OKN4DXNX-VK=?%M*
*M:V>MJ_SKM=%0(Q]*BT]\OH&0CW1CCVN^3^G'27;AQTE>I. \U]Y#B5UG;'6- MIQ0%H^]%*:?!Z'M911]-*
DFM"3%_I",8>U]G&N2\YQ2PS)%=;Z+B.[[B0;\ M:^U/UO__:3G]=\7K+ZS^"T,()A\ 2L/?
*5=/#"OW[\"2DJ=QH4F<,$J8+A@1 M*N'$L%A)69@THW07\=7=8MG]_%B,'EE*RF&G79ZP#OZQL5-9F;XCE?=8U;-+*
MVT1ZWC1P4>?"M+FR!GN14N;%Z^9%ZFP-E$I,3P1A&6&DB(7"5%,Q9F-8Q6S M>#^:>8< ?8#F9P\$YQ/S*
*5'@W#'_KLIMLZ"I!^P\^%TI,>S<,[:E1A0I:.6 M4P]PK3 QD4PR4,)YFC)N3$*3_6CJN\6V^^GN=)05^7'!7/"@'ZCVOCQ,*
*<(P$ M'SG^)G5)YO!'T-M/@M6"[+E3K\X-Y7%6$&U*D",%-40PR8G(9*Y22F,>/\KC M[=*<-@7/@C%_Q;]_QZE_*/*
T8,\N6N)DXQR?F193R$U-&!:P+3;6F^)0B?
*MED1SQ0@S*2.B2"C)"JNU$BI6]/$]!IX=TS+*3AW3@@_\:,1HY^X>UY,+WV8@ M*,XGP5U!R-*
*R9*L)8*JADA)=:$U:FBA1&I<0R8T2>@]01.SE%=(N<07;\K9YT M\:<]>6GXR?MH*
*IB%S3P,,'OQT3LMT]BP/",F=MHUX*2TG)+$Y)G(DS@'#7L_ M'NY'@N7=U53A",;@SWZ>C/"IO*
GIX"^.P4Y,;.U=K)0ETTHS2U26@@ZN,\"2 M@I;$:FDU"(NB,'M.U_[H^7!7^1^CXMAD2E"[WX%_+H%OT1J\L(FAG
I0<4U M(B-%#"JN3606%[G)DV0CJ6VW=J[Q:\T/ODP6W!)/UDW7#P38DM:[J"=0! O*
M1\YM+UJ\O'BOCBT83526$"T$(XRQ@@A&,U+&J3)IG-LLLWMT@7<8\.N2WW>? MJEBP]+@D6LC(#L@9D/.YD5-
J;4LE8A+G):!@ 9J\2DM)$F6D,=;FVJ9[]{?O M'SF3498'Y S>\6?-]@Z6P$OEM2#/7I8\$T93$9N4<)M)PC151,2I(%F:)Z7.
M.)7L42=AW"OCD MS RE5C'%BL=W&7Y&X$Q&/#VRF,!S-!P.=L#WL%I?SAPU]MI.YB%+YN$,IH#0
*M;+,8*LXS:NMQ9:) ^9XY:RGU[^H?:9/2-*><$BFU(8QGFJ@DR8@0M# I MXZK,-QQ6NW'U]\S\N^?E746J^4B(/9X[?0?*
A>-J.G!XWYP2@#$!YBD 9"RN- M*3G);2%0H;=$AW/M'V_^ ,8>^*O.%TR] MJY3[=,23(-^"(1*
0\Z00\\5'#FC.&)@8)=$QI6 T)& TY"G%T[1YEJ94"/VH M)C?
[1.3{Q0[R=,22/281'2HTO{03#;]A'>]L6OAZK'YM;%]0?!HQ6Q M).]P-N'=$[TOKK^,(\Y.[4BW0,@GN['"-
=^G=,/17;CA7N:AOA_GC;Z46'E7 ME^B W5P=N.J\.S_S*OI%5P5C,@7E=<24L=>E@%HF!$YE3F1I4ER19.T2!+-*
M=R%R^S)$3,9\6R/ MR4PO##&?,LLV6 #> F@OZV;FNT-7SG?F&"#(LQ?%O3!YIG3!!>C]/(Y3 MPLI8D")+4J(3R:BR(.
*[43OIO;,BS3\CMGX'9WR]Y?5?*O^ @S$009@$N#WU7 M UR^++A,;G/"K]%QOW^ MZDF*49;MT5-VJ)(S!!\"1 >(/@:*
(S@H3 Q9S(DM6$L8R0X1BC(B4FCQ6-A7E M1L;G#DO^G@"BQ2CC18#HIPAXA(J_E<7]I9K(B0X5?
*Z%0*LPW$/*1;^QQS3?D M^SY#S+]JVSD(3(L1?UU?7=7XBEK_"0HAJ%B1O9J.ZQMKNR_A"CRG3SIE=CJ6 MD^ 1?*
%DI.2>6Z[9W4RXO.>I$"3.=$I8)BV1(F8D20]6FCSE+-]Y+/]]Q[(8 MH)*-;?] 3GT_P66NKNWYQ+BO?*
Y1@[+T;\"L6K;1PV7AN0#W^A/S\88H_["P% M8)04>^S ==3L$K#OB#;S1+!/\HR)+"](R8J<,
*(6]Q*FR1.66V]SFNBQV.FKL,_D5!M'8L9Q9$\WJ:&)G48LL$+5V-AO;_D)L MYH%]/;[(Q@2=_=@9\47+K2,*
([RA0_K4@1O$L#)5I,@33:BAUO(X*T2I=EG. M]]MG__U9_GU_U:SR\MZC%+NE[K9+@QW)/*R(I2K!/0\^%T-Z/FRT)-S/(*
T M99BPI $)*=@*@*8D925+%*66TYT$QY\9/5EHC10<_P?I^)]=PEI?7$;GG_\! MOY6V 6X8.<,"KESLV%
*.^,!8].%&XY[CD(WCE?_V'2&@2MCOP[H',]^!X M]X4[K\LT2:70> 9.0@G30H*MK1GHFJ SBC*)TW@W/>2V.J_?.8'K_-*
[TB>+ MY,AZ[03W\XM0(Z=-=0WV$R:#Z(6W>:A/!CD3ZA&>NQ[A=/3,0\V,#[IHP(C#
*MQH@7KL_F22%,80WANF2$,2KQO&)+8E,FB8YU*ND>]=F/7@OXV"L!N\JJ8"-&*
*MP^GN!Y8['9HDK!Y:7"Y*CD*CA"#1@D3;D40SDHLLB?%<%,D)2[%>EG-)TB(O ME.$QE7*CS><.&QDL"@EW?*
*E1Q7IQ@:6PP)LX2@JD^8D2F1 M5!5$:Z-S2HVQS.RQJ<#^X)+F(YH$(^ '. /T?E?B%)?333,O+71*Z []^DU*
*M]D!SNCX>AN@^8!+U-5!P:(-_,&D$#V]2]AH+KAA14S2I# 80K5$I'AB268+ M*VPAC=V);HZ2!O_]>3Y^:>.KQ=5*
*M0#]_U9=R!AB^^(QHHX7E*C<$MH<3 M)O*<%'G!"&!MEC"1E2S9B6O_4,'V?*
BW'LFPD>'9)M[0$B80'GA=,2<)HJ;%U<4RRDDL5%WG& MC5@7;YDQ(.&D)&6&K0=DRHDJ-
(C$(HNU2G4A;+Y3\;809#]5[;1NY?CO)Y3 MN /^QJ%5D[DU'P 3Y"Z["C V MLJN+Z"N1$P-V#N+H,%L8.DKY*

M'MTWQX.Y(=RP>Q/#PO?!N-@UER5G";*9J>=J;)]5U-W/HO_/O@. P0&"'P;!0I;3P__"I_NA9&BXZ]ZS[ZY)S=W6
@#BR=.T02@IX M%_#N6WA'E4ILR2G)BI(3QM*4B-((HC)I4Z,Y -@&WGU/.AO0?+/UC^P?(/A!PV]LCF^V
75HCSK*SPI_ETZH^UE./(M5*T>U^V\\:?88/BG'-=?HFKB%3'0L$*$YY2X[-10)1#RR6[L<
M]T@HMIU%4UF%]*7Y6T)#LE]-2"P*C="Q81BOTR62$64MBDI39%G3.>*JTT
M,^N9[R/PWF]V5]W&\E',]]A/^&7X%0-L'>QF!MC:5PT_3945<4&$,9:PF!LB M&5.$ZZ(H-!=IG&\<,_^0MF#
[@:ULQ$5^ZK#5:[WP?PP^N8_])-1[X]'RW;A@ M=[[MOI/>]]R6K/X0U]-R+'>]WE^*3WY3S>"U^M;I?
[ZT+CW]"L9R@SG'DWH& MCY(-)DE%%5QVT<@QJ.&-.S!O=FE;"XPEYP9&B%8O&A6M_^2Z0^ 9Y7T*,]S8 MSN
+=W[YV=H:F^HZTF/9 A-.Y84EDQK0H1L8+ [^W*W-OYWT\O4-2=^68_N5 MF*JQC@W?P*K-KR9O3=5.Q_+F#?]Z=BH-
EL0-&E=4?O<[,\U_\:]Y.ZO*F_Z%
M[E9B)^;MM&XK]^P&SUNOKNU;57_%98=GOEF4IGV])U33Y%MD^;R$&FJ'GUST8Y$3MRRO?@-%O&YSP
M@AZ[^:MQK?_N;K)]/S@5L[1_H"?-OABM^3_ ME +@VZQV?[&W91F_8_L6BM!O\RO;5+K/GZ-I;K2)26&3
@\^8*3(DY2DB8@S M06.3I?DNS+L MD(J(TA8D9B*QW+*L9.S1J:%^T3^4RX+VCZ!PZ)M'D7'^6"I^TIV_OUZWI-#E
M<@VW?[$T0] MX L1+NS$PHNB*VLJC6P9=3IV),UU7]X736#P3@=VNC4H1C.G*J-%"BKWK')_M?
*EFEY'&\RL;]^@&E7-0,;!O=7N&TXJZL4>7LG6QYAJ,35##\6H8K;'7=EQ/
M_2M54TL33>MF5@+WU%T%A9EK/#!P8IP"W[JBB>A:-I6=W> E0" P6T=%$8 S M/!O-
^QG."@:#)1AXJ6QN\'SM&1K4[:@KP<#7XI4 &N2Z F-B!#.5$VQ8 =_X MA_WTVSF,<@SJ!CRAO6G!9!A%
[V1+WOWZX;]__CWZY"D#;/(2UO3OL+;1SV" MX*,_N:O=5,'FJ-%0J?38=@_&;5@^>6;UY01H[J*R*^;(
[GA,IK3Y!X\]3BGFF+9/FGO<&^=$!=$PO$!L0Y\^9B7RW4D^IRG"/WPG&% M3.;Y(0)9:.*&T]B+ ^;BC?5PPSS3?
[Z/V:#4N1NZC4LEISB4:+H"F@J0">8 M&Y*%;=#*K_[MIN>PJ+7]>[>/^\I78L%6;*[8"+Z#>V!5EAOH06Q2-A+H"%;.
MK356>BUFLMPZTE@$-AP]/'&1%GT6_7QM :Z<^R(:X#SE;]L.M9U8V+9ZSA72 MSK4&S;J^BVBW>
<;JV;+7@1\=L#@P/R \IM.,I:H7 MN'F'F96X?_:VN+\@VL$"3T"+BT .SBY;['X*B_)UL9>*8#L-!Y%29RP5?:' MU4-H-T[1\]N
N/=\4_G/;._^CN?>8Y3?6U)8RM0*17+7M!+,1%*(-"&YU:4! M"U)S\ZB2PL%9D*#OUU?V5]B#6P-
#^4I@*+OO@2YI=L9N#1]_29'>Z$U[KVX*[J M?_FV(H%N# D/L*"[>QD*E L&$RC*H+7=@-4"DOW #XFE>B-)
M["&]HW^W:/U8\[-L*2I]GRY,S_YC=FUG,V3XOMP9,];?P\$@-&P91A_P\GOZ_@9>1%!K%KA6=V.WZRO? M.U4DND 57-
,[N3LO2UV6MD'9/%IWMHS6_"NC@>=%CKTS%;[$11A7&OVLZ!!N M&CP9M=N"(01?R1NDE?G$Y:=@)$%6[8I+'
FGQ9B:RVG"O++:+UV-[M=(7C36 M/]BY4]WF>2]3*:]AD.ZQL,_N$4!L,$8_IC1T@7EW]I[WV6GL@Z>]Z6>C]&-
M!80IEPIL!9._+:@G6]W#2P)$"]T6SK U]]?=M/)Y*W7";7=2"/PN]65EG;>^ M!@;MWC?J!N#6?
8($$QE8SOIL;_%]EI=+U.@.A\A'\'O1GT$H<,'&QT*C,=.V:5T:LN9>'OY^# M<0IJSSO;'D8RQM31+W!91&/R_[K+SGU\';[
%_^^B(U&G\C_YX'N MP>O=M6ST =:^92-2]NT)'#T2?[FL<^>P@+GWZ1:)(EQ3YI]Z&YU@O2!:(",8S)SOY[
M9R3)QHYZ4L*TD$YK@+%(+]Y'(%4PWNF"Y*!^R*J!Q76/=S=M$O\B,#[@@35M
M994/5HC2GR*\2('8;CL[_U/Q/^T>"P&8S%UH!\?QI;ZW)1KITUN9T)XV=J[M)>@D8^^$D=ROQ\U=]BEPCO?BK-_8
1ZA1+ 4FF DTUOFFU# MO ZQ@<:LG77.FXU%>TX?^_^U7IA@BHV$S2@Q9-[GB_09,/#"ZZJ>MX!@/FW% M4VX];
[83O,NX<3(;/^*2=8E#/6SZ')QOYX_LU#)@B4X,HSG)BT(29G5*"IXG MI.1%HBWCN>'EHS-_?
Z_:/\|GYH]A5EJP"6ZW"7"]'"RLK-B)F@!_']< &.A7 M<7()G0Z=JP;9"99QUNM"_ZB,
FB:$>T@M&]U7_[G*.F6TCS'WA7L%P>X_W;3=4V M\^EVDPJ=<@"&(,@JKT]*N9GY[%4]EUSH/)Y^\%X[1'=5]RJ87?^F?
NE@52LPIW"X?J':K;]< M>(? :K\$''!IGPO9X'3D"6[XRJ5H&G?L7Y<"#F^J?):KQ!6$!Z#C\1Z(O_7; M4(-
YX#68(M1@AAK,4(/I*'*;ZLG37!AI$F(4AB.91-739$2P/&&2BR07Q2Z< MTI^6KODUQS0(N]L4T$4NC3F?
W7>P_Z1/7WJ9'%!A97(6?9I??:'7"'7Q K@P2P6)L3-5Q0$87G366S".S>QX>^$5W 8$!?B[,:HP;]]@J,D,CV
M*^W5[K:=7TW[$#/ZB[WV[=SRG?-BZ+'H3*E[^.LV&XV<11]0ZUWHU:[P>S6:
M;Z_E>.Z+NQBZ&..M6_KYJK+>/3RL+%M.SHE3'W?M0JRCJ#_O":/MDQ8? M>WLYU>*2%G26/[L*0U>I-
FG]%G67=+>6UF7_S^37R,_!.%Y^YS:P:/;^"O?.C/->SN2\SN9E6=^#Q?QO6'2 MI1MOZW*TC75V35?//HQ#
W3,YLL@H8SAO1?..8;()E%6-7:1E2:=HVCAH)?M;?FAVX3<6A!B8A9S75:]H:_P M[!/@?..\@C<#W!
[4%X/M.]%PL0(ZZ\O=SK<[C^!R+*A=CFU0R%^U"'^K R5S+ M:NS6$"-,\]8ZS:
+&"P#HZNB=K$8GKS64F07CR3P2((9:YVZL'@NW&VQWAB%
M*\H%3$[#YSLUP"PWR1%6ES163^PB"'N%S024O:D[QVK_W#L6'K_K58$NZ-T. M(MD#_RUR4^7+V'$Y9DZ[JD&C-
QW)NQR\94+BDO9NR7QT8;E%H/RI!5U"-=<) MI235#
Q*^$B*0G"2I)FQ1J0TEH]J!NL%'3J0)S,_X0]EWUD(XPLA_G*'9!LN MF^L2U#M]<>6"&.N8R"ZREL0HX* M1G,,5G\H?4H
@NHG>X& M9+1OOANF6'1@$I@UW.)':;52EAS,1$Z#@F)HO3) 830M''VQ] M:;R;@X$'P+ZR\
MM7VSDO[O95QV/>R(.L<-CF7@D'3Y81C)=%0SZ52&Y9!0)VUM[7TV*EF MD"4\-3FS!(S?F+!8Y=AY61 =4Y9FL3'*
[J3/X(J40\'V#N.5,_P4M(&[M &_M3J>L"_RR8OTUF VS/J4^W0_]!@NELTW>!J8F@#HEW9L5F?OK\#>-GH\Q[Y/;K6&
M5AK6E'FL=ADT:'@/K&P0!>M?.\Z&K4N>D[?G"T*$M[,9>-Z4?4 M]:-I>^6>.2F,B+%0*-4Y2)@B,;N0/;]I
M__WO5M8LOK@LA.>9V#JUE MLE]?U6>V=,!:*;P<5%C:01'D"NPL7GB?.YU7#<>-V617F)(V!
[Q_8=LW_?"'LM!$)6VBVKL8,/8Y^3+,5/5];AWV+N!(. M=%!"ZH;:E_S,IV53(Y3*FP[[;@W#(0RZ-
I*Z;K%6LKI2M"++4&P$8OY/+=;O;UC1S#DO3?AEX+$]<$TIE9@WR,3S-8+11/[VKC
MA(FCA,_U%&1"'N>C)TC#_WY$<_Y>3.![J7)ZFD]R]S=T^H\W<%TZYZKEY5KAMO7?LJ\"6 ?%XD%?CB+?^* MP?,73OT^
C.$FS459^!/ #L>C8C9N(_W.S3JU&Y?*E,N%*G5X2R(?2+'-__N M4B8FBW[:_A; 2^>+
<3T,EI&;0:@(F;=OG7Q=F;E+L[X'@F,-2.,@LW8!E=8/ MP%28A VFT"UO7AW[:M+$;5OL^TP[\%_$?
CH&WA;R&F1S;"EQA3IZ M'2X:16\LH!<*8Y<'(GV[,:R2'Y9FKHT4*:(QRX233>'XB(&BQ;%X :9Q5+XK M0731N)Z-
O@]6EYOBFPV[)/!NC2XE+BYHP2U6IO93'&RV*P7J6@A?5M/3%278 M01K-:JR>6.-U1W6N,'.H(R 5=#O>:MA(5^S<
]*0]3NN\+Q2UIAD@UM4XM[W M,SMMWT2OJM<1YL]CSOF"27'G^G!R3VUOX=+U:^_![_@H=ROO7=:0[LMO-
Q[7V^3W'B3RP:OKU\\HZ4+1 MPG$6+12A:"$4+82BA<<$=#I7E1Q$).]=/;#C]^[43?8B59:%);+05YS!\\IE
MN;YV8M79&3<1I@"W/G?]%D&\JJ+7D_'2H/8>]6O$0CN-KD"BC?NH:*>XXUO] MT0.@L"O?
$;O+Z>UZMXX7S6K6S*2^BM'?OC"+MMA"FQ8:WN3TC=+ZL*O/R_** MTIJ]U.DH[>U*RL 6NDU7\4IUU40]CJ
V#X;M&%TTK1V/NY8X<)M3R,\ZPW?S M=Z_7+XR06N&NO'$N,P'QW T!LR_\VEG.-JOZ(/TQ2Z]
(Z">;LG+7%@3[:K=XB*4SH:?-QC5\<>J8!6U MZW/H2M.7\:2![706N4.47,QQM-6>'C@DD(O\^QWS=#X7/]">.KKA=X?
G^".N M7"D&? \OV^Z:\)Z4[M'N:>Z :N]17S&@5F?:OC]4KW*WM/5ZV_JC1+1NVS?A=;"(@Q[(C&)Z'
M,^Z!MTND=8_I5GZQ47WX_,K%R!T=(]H/;U_XU/$!V!L+_C]Q((MD4*U-VM36 M0YAO^/U$D^_2@ET(?
IFU_:VI+V++6G:YO5O(JGMTYP#%V+R3XLL1-K#J7V"Y M.B;TX]VGQ$5VP?
U)#T^*:]M:5W)1Q'_+T!;E6<.8[+_FQB7*N7ZG5_)/S]3N
M0+>-5=XH$!BA6Q6=5&ZLZ$6YZ%!EU1/7LQSJ$E^6/9O@DHEWG0Z?OKG#?3C> M!:_=H[\"D\&IUO4\=V>BHPJG-
1MD#F M8]GTK+=^NA^W':G>WAVKQH=&PO3[;K*7_AJ%Z\H7_.*J*L M+6SM>NLN(C:KIH8/P'@"
<3#BHBYF65*T(*QN=OYQFRNR]J#%?-8-D%/ET]6, MVB[2WB.?7VX?^.EC$&@#+.G=;3\0+L!GU5YVMJ!T77H\"9Q%?
ZQ%Y >U2XNO M4*#VA_SYH5G?[T^T02FU16INA7!X.=K?T)PZ>1ZWQC-.X40%'PG>>,SVF7/
MN1[/USOI>G3H&JVY4.NPD-S?A*H;=ND%K/='-@X5OOFD.RS31!==GJ7ITUL! M0FY+RUV=G+_SE;_M]2
K]\LD6,:0O]E:]SOBR*M+6G;=SS8;VSYQ+8 Q"2MM M(HBFG!'&5FD F15F:IT)I*+1Y=RO(SO!%(_N+O3?
UE=MEA,;:NFX@ M5+]LD5^WA1#T*W>B0+62\NT2K6V_3!=^F;H6(J[ZML>MCJ'_S_QJZH*)T8=Y MLRRZ_(1?
S:>8MN9TUB2FR[46SL!6!U:S?T@.I5I[= 1 M-&F73W7^/Y]Q7EVC>;48YV8Y@1TOM&Q?$XT>(^Q]Z'1MQ/?..]/!OFM?
>=7Y M%YTU<9]Y+EMA^KXAUI^N])/C(W\(MO=B@I*G_=$KZV,?*(M6-N/*EX/-^BX% M?2C$Y7B@U\J=#8-.FEL)"(?

MC"59EI5KA.]J"EPU0@/S :-'H=M^BN@_7VS% M'>M$'CD+41LC9"UL9VU?M;+[I% M]'XW+\H^^-\@E;H_Q4
MM1JL$8SJGI+^?6>'R=0;BX."Q7==Y^5NY2*W=/ZBR0K+34^Z)>/'OD+(Y1C\ MS[R:]N?$S+[=B/.!#*036C!J#-
'&I(3%&9BM+(F)S34WJ)^;F?WCW8YO@-LCMVOB^M]GVV5A.O7U6^ U0+M[6OWQQ(IO'1RC"07OC/ M?W5MTU;T-
1R85\@Z@8[C0?D.PW?MO$!W 0,'7O'5FK?^=9R>Q7_IKW=1A&EK MW_01NWX97!S-/_J'?
@@PAH7""&9'Y=OUO^F?,;@0KC2+A7)OS?,S(?A?ACI(M-V>OA/SUCGOI69X_\,X'WI:*A@PUS[.
[ZZZS91CF=DHJJAY+Z3[#<0=TF M'6*4[I_MB('=<+S-\<9;'OC%+41W;1L7T>T8V#/U-I;> AMB1ZBQW>S[KB9&
M6Q3:F3GQ"0.EX*__^X?DA\.?_$.TO-O69N40\T 3]Y[P?B=X;]T@D/SWD_SP MZ+= \4\K6#=7[5!8[N@QY<
$Z<)9V/OAI[/(A36BGLM?.L[@J94/)X8[UL>S M79P>!<$$CC@ICD@#1SQ<"CO?TZ88UC#U4G^7*;MUS&O+#DOU''&
<1[3G_;7/ M7;U9>A[O0V_W68T[$>GIG8*/1]SA8R?U84UYE09NF^M_[GAOMW+Z/J?N_*$[
MI/_M[:G+E%J1T)BPU!;P'R&(3 M.+*.4"2&8S=5Z7$1Q1M-4)B2C&!>),TL* M&F?
$9G&&S8)5DJA[QT7^CEUQ5OI5__'I)Q"&L %P>SIL6DW2E9[5V*^:F-K% MT?$*$"'IB E^:]_JETKPNV7G@&$',.6
83O$,)'@.8I"DDQ@0XN$):1("DK2 MO* 9C[7B9A/#),TQHX+HC)4$4(.25>:6E'FH?+V MGJ>@\EK9VDLPNO
0\.:^MALGGP6!<=3\$^3$4$YPG:B28YE=QB5AF4F)LE00 MGG++TYQG7,3K%B1A!5=*I5E>;AS#PZP5,D]30B47A/$D
M(X6.-9&RI!RNCVEBGPVZ:!J@*WAU'\\NF%P]Q]X^"Y^N[V1IE],OLK%!8)P, M(P6!,108M-09SY@B.5-
8JRTL$08^)2HMRU0*&>=RPR="BX3;0GDW,(M32J0M M.3%,B5BE-,DD?QZ!,4JS+,B+@%QA2X\?N41:ZD+JG*26QX!
<'"QNF5"BF4F$ MI*:P:;F.7":-4S#4)9$EPI"S_/#2SZ@ Y[(&;_NT5.%)1DR92QJ7,B(X%B!I=&E)H MK/=,2Y$) V*
(;1PP*;/"YDHHT*1CAB>Z9T2D20R0SV().K.US^40'B4QVZ^H M>7B2W?$P2T#(@)"G@Y J3UAJ$TUX7&2$%28A!0?
<2S$O+,NE*4RZCI!ID=-, MR)P8X?+*H*$ 8KQ4<99E)"X4JNCHQ^;: MD%(;1@N3,Y$EZP(HS^ *EDI"LS3'@Z9*(H4">
<1I4= L!N7^>;Q!+!XE5 1W M4("NL*7'#UV*,9JP/"&,4TL8U0E15F0DXQF/2\NER#:ZNF?&")Y+2[$>F);?M&SQM?
GXU'[M&M0;/ M?\&3C?JCS.55#9/\M_LB")#@P D.G&_2S:L'ML7[3I6_P 4D(S T3M)W M=+]2M=!X;2 M5(Q$7
24_GZ4#J[^@W'U;_3!#M+T\7R:G"7(J*:>8TOC9Y2GSU/X?Y_%>/&B M=;LHS&6I"LXY23.MP6 I4J)R:XDNF+"Z3(HBW?
#"[32 \)O=F7CCHS3/GU*\ MK5'*RPMA![P,>!GP\OMR(FV6(=AQR2QA0F2DR%A,&$T+(+JL+-A&P'6G48L=
MXF4QBO>=?7]D>#FT_^ SGNCPMUO.9SL(@!R\>W='.#WL0)87>?3W3W<%7MS! MZ9,6#X9L:[S(&G\
J.SV:OVGW^@(KAX/XH+/,*D^T#I2W>C383.>$) W K" M-%A.0N2:V#271HA2\)3MXG"M_5,Z.XL#I0]'@$?
IXF%S%+*C7JD@525E2""QBDD8^AV2X/2?H)/DE4/IJ
M>^&\R$4!5!M;H0GC1H,.E!F2YD"\19D*L5EA!Z8DHW",2:$T<(LLKM:M9PW+VT3C2KIC#ZO58N_MIZ-
^:T0_;#\=519&E+&,22P22AA5&KO% M:*(3D5HE5.*ZX3Y<@9NVLZ]O/NE+:^9C^Z'L9OMS-UE@V \XU5^7,W6G57^V
MXU+&"SX]];NV\$D]2@^=9SA0]00.&SV%.88#51>!G2<(U9W.A$_V=,EP MH.HA'O46#E3=(\F'
U7#@:HGB"D')DA/XOC(<*!JX(C $4.." >J'D1_H^,L MXWX'GS
2@AY]*QM]&;6VN:YT:$KZ(ELAA",)=QGW+'E6*&Z(S:TDS&2\=&W[JN/#=O&EV6%N7C^(L-_)0';P6QJ M;)>I?
3PN8UX6))&:$V:5)(HS01(EBSP77"7B497$SP!D;)0GX8#5QZC H9-1 MM[@?Y4U3C\[0?+0;N5%,4J3VY/" Z4'\#J0*0?
P>CQX M668 IW1,5"(-_%'!B,RU(#S1S*2I,2Q6NZA^?2KPHNDHYGMN&?!B2#WX>Q_% M,2Y'-
TB&T.8MM'E[H'31RJ1Y)G(22SRFL!"NAJL@)J)#KX_7O)T'(=)06X;RI W1&AR:4RR:4\KLK#X-0"_W50G^UATHXDXAV#
[2DQ*JXS)-28*G[CAKHKPFW+66VN^J.7XPX?=*S9U]\H[4 G $X M
W!^5R9*GHI4"DFR'(^5E9(2P:PD:2&E5;F1RI0[ZFG_9,"9TE% M.+^C0^76;^'6E]![8&?=+'&^;C6V]?
W@3!DJ94[R(BD(*TI%1$X%*4#/T*DM M5&(VS.V'-&[!I9K(B;[D^/VDG35S[!;9_E2U>ERW\^;6/A_NQ=4$F/%\=M_1
M_I/>CY)?6">9V[;[MWIF(W86+18X&JSPM]O%?(O*;FD7DVJET[PHB$@-)TR) MS'MI8DY%K
5+.=]1OS\U^V3UO/$P?"VK,?+[+W7S"< V](A96/(K_5ZZ+B/S M*Q@K/+9U[6"ZQJX6*Z3:F3/R2UDUT;4
M;9M>+')ZF;NCKBTTCI^C;0M+SN)8/'EC$I8^[2L?=AL_*_+DB;O$Q$_;)4:< M)4D2+_]YV@5^ANG&;#C=(]!=?
L;9/J<86@ =>UWV$_I\=A#L/(J>*/^0,U2L M;EYR=?9!-*/NKM/<$!!XH^ZNT]NBF'WFN/RA+_1SVQ-Q&\[T\[BTI8
MH5"DMMN^/GH^W9IEEJTEC0@A1YBCUYM"&"EQ233VF2ET4L>+QQ
M6J[)LB*3&H94,L)L#G<+9DA!DU)D3.84#S0M!{)^<1V*0A/:7;84Y)0F/+:DL%E.F&()$29+B2RD
M28HTUE9L=.72>'"*]*4I"4VX!-3).BC1-B$QMSHSD0ABU4?IS)P@L4BXPV^)' MV5:{[(@)B^2B/|]PHX,74]P14.^
M#:CV(%3[7_\A$IJ\^-T/#!T8.C!T8.C MT(>[I8&A=]D-.&-IIGE,3$8987D"Y@-E)2D+FZ:6QM2H;*,Y2QR++,DS2ZB)8|
(,2XC*XY1DBB=% MEJ=&2!Y\M$=$UJ'I:VCZNDW-RC):Y)FP1&=Y0A@3.1%2)R3/F4AE9M(XVU"S M5)9JSC-
!$DTU89I9HN)BI)QO=G9Z'OYP%& XP&& TP^OTP^JI?LKW",BN2V/**JD\3Z9 9%5QF$E Z30EC"F//G!,J=5IH
M"U^*XCE1^L5'.@X(HT.L(X!U .NG+#U);:&UB8DJ.2,L-3DIA&&DS/,DCG5& M"T/W
:Y[#GPDB1A1&C3=780^GNSJ2@G-P\+\3FE^H?E;F'*@Z%/9WA.< M$YQRH.BCWMZCFW(X/V57B7/N;?
<\/^4GJ[OC4Z@[/B4-QZ><.NH> M^_R"5 E3#A1]*MM[@E,.%'W4VWN"4PX4?=3;>W13#L>GA.-3#J[RZ0!;\]$T
MYM(4FA0)BPGC0I)")#DIRB17F2R9+39*:(7,.A28HC,-"7*Q-Q86=#2I@=2DY;R45;$H9UQ0+5#W]* :N&T
MA<#0@:;$#0P>&#@Q]B%L:&'J'=D=B,DYEH@DULB0LHY0(H11)I<:EF!OA.-3PO$I!RQ47IZ/UAJ=BY@QDE*5$%;FAH@:
M4"5)$6L R;R,"5,\(\IFDB2*,:ZY%K),@H_VB,@Z]$@-/5*WJ5DZ5U18*DA< MX"EU*M=$4)T1P0
A$A'GI=0;X"&USLJ8D424&A&D)"JFBL2FD#PQ,C6E/!#W M+LWY*(J9Z)4:+,R
F@$U=X6:.4]X7.:2&&IB[%Y#B606+%2>TX065+(\?0+4 MW'&/L;_13 2D#$@9D#
(@Y:'V#3,BIEK*F"0V3@E+%"="QX*D(N8V8WEAU*:Q M^X3(^["^87]+3[.=?^@,%A X(/">=57#,VUM3
HM#6$\Q11.HXGE1I6%M9K9 MS:/^=H"8^SX%!2Q[GNXYDG*@L'G@.>]N].$4E' *2IATF'3H7AJZEWYG]]+8
MRC)6EEB56,+*&)M$9X9(J7G,F%2IXNL*2V:,X+F4I,P*U[V4XU%OC&1%%FN5 MZD+80SG1/8FS$2V>-"3QXKN8!A -(!I
]'M 5' =IT:G8+-'YQ0"CZ^ @&?,;-VI(-;JKK T'+P;L3>/>= MK[OW@BQF-@R(L+,L3?]R1U3DF^_?>5QD;2P/F?
SG2QN]JZ_@O3?1I6PC/99M M6Y65-9$MM(M#:#.
<&B7=FQP^##J3W8ZZYH"QZXI,'.OW&@5/()5,S"9*S"VJ\E%/PE\V@7H M?[!D,#;8U'IB7:'%6;34"Z,+N,E7$(U!181;
)&W#'-8;013K"9Z/#?6C50" M*E]-X>&P/#!J_*.QEW;25M?6/?0L.K]E/@]4S7=_7K(:5YK%L.:.%RU&#[6;85#O)\P?/_;
M+RO2D #1H3&')K)S_\;5+?*@>?G@(F#AEF2^QQ%>?\;3ND]2_6$3NR%(@= M.89U6' .DG8T[5:H/7L\>'];>APZ>C?
VNK)?6H?72Y".+NNQ 6!J$1%QP2V@ M#:P]:'67<,L4(S 6U-75>:@R")DPI(C,-VLKSE\.V_Q!O>HKU.KP=R--.!X M-?.;U\
[+!+KCP&1$*-^ XHKF=U S@V MG"N0?#T8Z&U3!GY 20)RP'WO1RY!)H"(#D#+^V>WF%J/[%UHJS<>N.D6@M"
MT4\&M+[Q#=XQ(-E-688K^N72NJG W"I<("#KZ[>EG^*6>
M@RP:RLGAVP>O5$X"NF\;J[%2]:;CK:IY/@:/5O3+;>HCZ)C_!?_W"L?__F$* M0IY,@';ZAP
_X<_=J/_M&/GK&Y*^+3MZ9JIV-Y\P9_ M?3N5!O=RD%14^:%V>3C^BW_-VUE5WO0O=+
<28(^W/:Z\:>Q8SD"2@I+_%1<$ MGOEFH>]_O:=2_QAD6:U-?=HMI'1E#YW*O]BYRT5J4S?Z:C(&5B?M3#:S-W(^
MJ]^N_@#KZK]V&^WSFV0)DWLCQU_D3?OVA[_V)/$TEH6,+AN4J?\QJ_4_<5#W MMC:&ITJX!X,4KD$S18KQL 37A!D-
W\UKO6?.X%\5!B0P]_YKY8ENW*P4SUW M=9/I&<*MG"/^ 4-M,,9NZ?^%VH#;EO$[ML]KFOB":C*7
U63,V6HE#G)BZ0@ MK"@5$3D5I M4J>V4(G)_DGW#RW/I[3(/NTC4ICS$2R4>Q41RR*VF6(D3SE8 M*
4WI$C*E"32%DELA%9%OG\+Y9VGYWK>;K=5:/(/N.*R_=#\6D\N;'/9OUXK34%5\!34!)Q&4\BWZ"IW5*Z3/.&)5X/R(T'V "
MMWA'T'"RG$P[5*!-90Z.B64& &^!#9FQB/V&$Y64)4F%!MPO.##L1J"24UK2 MV"I@70/WY)
(2E4I#5!ES)FG!TV*CX1)F?B!;?!@@TWXHWR]]=IL<^1U\N'U6 MJN"R*)%TA0C :+,26%207*A
:L*RJW>J'X0/&%)1$!RDG7@LETX M3@^:3S@KXR+/8I*E,38F*S(BYS0&FY?N0MB=C\?U%SG1*-Y^JN=J
M5L['YUK7K8PGN$7_^8B48]W-^48'W!5M[-(FFLYFC*=S]"_#K]@ MV,/W%(3G+ .9?EFOY-?J"G;2+SQAP#_K1=
[!ALB8<@SZ8BS;.JKJ*WGC<8P 3#GU#H.70L_851V MRP*N#;ZQY1@$Q-80 8QU?C5UT:A(JGKNK^K#"[N8NXN
P(BD_8WUD9C7(1. MPQLN\])0XAGO*_/!<*LC.>P2X+S"5-.>-) M]I=AL>Z?UDYA5.-UEZ];DCO6P/?93O*%VW&@0?

*@7@X7TE[6G/@_R_XJ4%M&H M:PP.W"(-S@Q{'_F]FPO9=1.^_ZM-(NAWK*BGQ-Q6]%;WU5G=FS$7#-M%'-84!&|-1*?S3XV@";]>J68S:@^M?;R/Y4D"*/-4G*6+(XE5IE-M&YF!#W'$?-)@$,[1K;UPR9R[J9]/S*]+A:=S0I@/D]]Q.]!:6.]"BUMEG+L4GG1[^$WR8>Z;20ANMY"P]I7[_9ZD-MS#*!X;O-*D@\L*7A%5^M>>M?5\1G(_Z[ZX&DQG+:VC>M!;L:;(A^&5SAC'_T-M#]LZ,EU78(HX=>A-_XQ;6BWYMV;\C''^EV$F3#=GGPKSUSONI6=I43SPU@?>M%I]QGC_M*\,D7^0DO]&R3-S9L6P;AGQ/&[/"-B]G+^QYY+,[^G]'17$WR*-MRE.@"_SU?_^0_'#W5+^K1^2S[?Y#HD[?\)T]G#KNTR'Q$!8ML$Q@F5VR3!)8-M)K!,8)GO89DTL,SNNO5N5WW[HQ'WH_H^M(GX/KEXEV1Z/MN2._QFOU1[*&4JM3P%\A]&@Y$G%V@E..5#T46_O"4XY4/11;^_13?EQ!SWL6'<|W&.U[Z\7NMC:-M(Q3!-"-OF)M.$$-"19_X]I[@E--%'_7V'MV4'Z;D]0["<)K7=]8"_V,C"S%T-M>'YL=]IG-PN>JGOS88#/SBOAD*(7'-*-+9(8))14IB2DEQJ>*KD";,;A>*%M$D852A$N$TX8CSDFHL8D84DI99R5\)3U]--WLKT\GQC\W__,Z^NY1B[!9S/-MWLFFP29W+B%U1VV963[*XVR_79E?3+_E-&4'O*4!RAX$95UYR$O?_<#0@:$#-M0Y\\0XY!EA7&=$9GAB;2I2*$Y8G!=$TJ(@+-'6-MRB+)CP,>IPL=M=O"Q%X>%-MPH)06!-*"P)%!XH.4PX4??S;>W13/L"^J"?0'.HG]{O>4-3UADI#;ZB-2@&5-M@IP-VWNR4PX4?=3;>W13?ESJRW&X_T)OJ-@-4""2-P4'2@Z4'38WJ.;4*&9P5,+WQ-H9G!+S:S,J**I-M(889,"HE38FT3).'2AG'><9-PM?-2Z-*946%S'BY-MT7IX[[VA=F\?&J"3AI(QE3!@M#X[&#*Y+F,;.?>O7MM_F5;2H-?YOJ^I9OX=;#-)*U=]_YNONN%$[.37UEMYIW.;KC0*A&:"&4QX;%@I._9):4J-3>Y2+E@ZSH[I[2DL55X&";3ZYM.\-8<_M^\I-5L_.)^8=+0L;-PFS(V9.XDBKR=R:\]E]I_=/-M>C\ZI^);.[+_RKX=T,=O]P53&5L^J:SN^\;=WS^\)<<"L-MBPUI^Q=&7ZK99;2X](]/H^C77]]%K].:>L;@SJ*/CQLV69D0:C(S\)B:T%M-M,1E1*BL3D9I'->U2_)JT?VHISM757#;VJ[W_[Y1MN53%*TQ3_MO=6Q^O14'?F)K%*L^VI!*T->NKZZJG%DL$ZC:"J;Z!H=S]%_'AK=<%/"W:(DM1AM!F$E!\>4E)9I:JJ4NI"@V"IE8IJC,0"=.C4CQD'NX1YJ$Y#TDN:J%+JP),.0'Y-I0@0L-(F-R;,L%HG8I)>'R*B/MW2+\TM17*);D1-/]#!#HUJA?OA+UR[X5]F:D$UO'F#O[Z=2H.NI$'J3^6'-MVF7+^"_-^!6M9E3?]"]VMQ$[,VRDLI7MV8\<2;;6WJOZ*"P+/?+/PIWZ]I]/T-M,2;4THW]}%N(1P,/]M"[5/N=NUPD('6CKR;C:@+#F,EF]D;.9_7;U1]@7?W7-M;J-]%I(L87)OY/B+O&G?_O#7I?OR*1RT,KIL$$C^_X#EGSBH>SMMATXI]V-MEMJ;D&_F0*4-3GA!D-W\%;HP=[$MG]&+BF+BG?]JZ;J2@YWJN:N;3,\0;N4<-M\0\8:H,Q=DO_3^I*_R:OW3_HL&49OV/[O"SM?-1R($R_WT_]71Z'PW;8W$K4-M0Y_N*W7G6G-T$W3>#?-T@FQZA4;2L4[W3M+E\1TX/&-*>K+6YP4?AB@R>'/-M8#F"[A&IF^6K.X/-FY71I(Z-?=S5L)[X0Y+%#Q3):[&]=@[ZY&#A\S/^P)6?-M73ZCDF-DK&[9+^A0A3D4U>647*0+QW/"*+_:&6[-J;M#/WC>'08-UIR86P"K-M72QFAU9COYC;/:=;G/\K>[#=_[\%MV[SKN*W)=C4]1<4X=&KZC78G7CCXLT.-MT?"=SNL[B6K5VN8:?1U6SM#V&#S8I2GPMVVD:MD81#VOCM<-C-E?C%ZT"@9N-MUUPDW[C1;+VVU16L5U7"HDAS7;5U<^/O?POS@(DXZ?T.$/O"HN<9M:RF'D>O7"RE!%4.J]@'-MS+ZQ:Z_=-&&$9MX@Y>-]W3-57#UQY-2O[-#[W$]OCSXF2;$S0E^FH-^UK02-M%J%?V^&M0ZKZ^:L>S]OJNIK=1!_=>Y<2#^:/,WU%7[N2"%W-1M&?$T<>8PQEMZ7K>@$X,%]H+6"KG/&^B&I[>?*E:Z\G=$_O^D?K^&*;JB8S*RMCG%&I5J^=M-M"X0%%*?J.3H%/S8UT.)5-'"RKU"4B\UU[(T,-+NL@#^F8$O=C*)7R6OT#UW#-MM'"*IM6U;SZ/(9Q.<+'"'',-F>*<'/GN5[2*OQR,)UM%'\H_WM%WY/S77S_0-MT5:.*^?C,<+:N+ZP$PMD_>[\=_(9QV#FP"$:Z+,R2!+(>E?S\:R:@B+D2VMF-M\ZL:"<-TS-6NQ6G<.BSI$)*-86AX^5+FFPE+H:PW:[<6]=P1&2Y*OT]9-8M<;8=U,+3*K:0C_/@H8[A')-[/%C^PZMC7OX:S<'V#HWP$ED.W9SG*)KMLOP;*-9.VOY[6,:K>M;_Y=OSN4;@YPU(M]ZD'M2]U,S8.N:Z75(=H]>U*4-Z1-MHUJG,FUANHBS-1/6O+]-#20.V^>);5.\S9D5*6PD4K&#"?C)'OVSG8)HN'-M52VL^;]:"&"W-Q;T"+7)*]!DG"T->E-1)'(W\.%PW,.7<=,&-IB]7FJ8[CV;ZL=H*\&U<]7.-M$.L-*8>R_:Y>S&Y,G>@-5B_B5VYX-&$?#^A\-&_9N%UC]YO&TR'H4X4>Z7\-MU=?7M[RC7^'1$F_;2Y#'T:6$11JHL675M#-X9CG'S89G+O0$7.:I%RP+8IA=-M@BI?^82*1?S)R8E27M>-74S7+9N\>^Y4G59HK-A.*A;V&O[^Y4M-M<;E6T[XN0%%NM^INN-)75J*B#SK5;90^PLNL!&37LK7N+U#SZL9@_,L_M^-I-M;<&4Z#HVPM(Q%4Z>#+%GBVM\U(BY2V,\=:K@1XO%MOH@@SWVMD!6TQEM6)?-WF#IDAF,%[X[<:A<4-M>VP^N%!T:0I><&H)STU"&$\9D2;7I*0FY7F9:V'L>BA:Q526I<$Z5,3$&39>AUP;'9@^-_XA'<$-M/WDAJPF@?4?68/U\\<)_--:5P5CF/G9)MU:[+/6.GUN$/>F"T+U!-D]0I!P\'-MV%-#N<_W6)Q.8,,G>I*Y/FT\WI9V8PKVSH95VL]=S8]^BZ=2TS<))*D1.69)HH+2RQ5.2ISB6UF_FA-M(A5,%@4G6BDR22F1'!N2%&RQ&:")RS/5P#O'_)K=36_6DT,_?!E@K4U.,,/-MY>=N=[Z='1I_,S<45@;_/20$[')#UQ)-HU<#)4L:S!=9>HP)/Q%[71F5N_")W<&>Z.@,2=WQ]E=B>X6EU/G5-]__0NRN/<-M/0FPT#F:40D$^>BHO74>3E>[YU+U5TT3@V^*V75YTMW0-SQE4ON-_YM8&C/-M9_WO0RW!YP4SM-H07.3HP;/M/&C_+\KLJ.AH/TVR>-:%P%\IYXYS7QH(ZM,N[7<&U72!;AFO5P?XNAV_VV!:-Z<6-'':.H"Q0NHYB-A5FV3LF22S=[IQ6"-M@0ML!.K/<$CN^1W!H"&.@2BDC3,NYB&5R-'!H\"BKE-JWDCE-?1<3F?S3&U-M%G_QVB+Z%YIA+&1=93Q$Z\;:-NR8O"-JYY:P'*P;%3.7U,_!U!$V-R)8-P^TM;D#)UZ#O5[/>S[6,?==?9&.0J#P=->G_^R]:Y/C-I8V^'U_A<([_6YWA)--M$)V+,=4:YRS>L)V^4HN[OW_32!:Z7&2BE;ERKG_/H]!R-I2I3R7I5,)\W1-M=F:*(D'@W"_/V=1)M#JQI%S6JK\X)J<0%-MJQ1FM9$"Z1:^]J8;'--8+#C_J-GL@KI@T3UL*<$PWT+G]ZB]G#&_,[3EJRM-ML-#4AZR$6_5X:$UB\!6.%$@'&&5SH"\SI?BZ2ZU[C\%)*<^8]M$$4H@-4BK2-M2)0J!-G4NVB5B;;H2:F[N"1'6H\0#@#YY-WBE]KA>!11Q<29&*"HFM9%B,#HMV"R,?._K#6C#@W,#%-74<5$C*V"N_*KM!'[SP[L?NVUM.ULLZV+\?/+)I-3(-M'"65W[:A?W#SZKOA'U;&AZXI!VN8828A7"5[LJF(##[?>'#$"AZSIXQJ4GBC-MB+"6$D5+2JB*G%7!&UFY1U6IF4!?-?+\U^5/R\7[5F+75DAMA#P6&=.SW%^@9'(V5A"ZM-EAE1.3"[:-$"+1I"*R:"JH02+(YFUSV)(.4=MNK'71H+=SJ5-.K*N;&E=RWVW\E.V^H_:3_=P@'+J;X.-L?O66=UW,3CR-3Q$-M'FU)),763$%+HB65\'PI1-0QF,A[!7F"5CS*2$-J:6P[9P2T,R4F,%V6MG15-MX?;(l_-+,2X'*<6R7JL)X1/\#1,-JQR4^A^DOO-:K,UGOX7Y['R9JU!;,@N_M8^56"D>C];<*%V:6*C]K"K5P*UP1?+#$:#507WO+E+E/7FS*5+=IN10ZR=F+-MCDN3/\7U.3T=)@Q,83/G"Q"Z*W(PX+7-%B1?$1J]TMP(-M7Q2Z-P2UJ-J0%Y%(P<".XH4D!OMYHW.&,A-WH"S[!GR.!_T3'.?7=2SHAUEM-M7=;QW??M"3V6,<3.]-#%R!.N-%7I2/V{(!L-@OH"E"23#"A92F+!"P!OU@0I-M.-V2]7#P0A2BLJ!=H]'-,=E6A&_KPBFOM1%PP2"HO^!GU4C]W16-NES5J:14M,WG"!MR!;;4&ZN8<_I2X!_1UJ)M*L#$#M,DOX7(3,%LZX31UXXMITT&2ZMNR-MU="H(:!M1P[<<:J&3";I"28*H)/'B7109=$.%'H2BG#G#GD0.D*K4)9D,)H-M,'(+5X"16WI2*JY\!_^M\CW]\R:_^PGV40T/&W@)RQ*QM]\&G5#=VB"0GS9IY"F^NSP/6ZZ3,>Y^EGNZ5IFA$YZI\"?W#7[P9=\&N]HBMO0FL4NX9VG\]:/H>P2Z>"=@%'\$N1K"+$>SB)'HTY]984T92\-HPMI6"R]]-MEKB[-T+?9L4O$1"Z.IMT-AGT-%JX/]0MBCLS^'D@(G]V@.CW2W<>GL=>C.C0-MG]%^'XQ^<_M/%E\Q;6XSZ['6TW[[W'LAT1@!QS9@ZC)%55OSR;_>QDC+'-!-M?C"3_,T?-KDMJO_)]PMW=H@XW7WH;?%O.BTHZ7L9/Z+;\3S-;<.?L/.L>=N<-M<6E*YYM[84=V6L_6S%-X.ZQRHMF#WS!?7DXG\-Y;++3'.AQ\KUWO,YQ?ORG=M);3@\P#'?+5K=TZ>?FJI.@%-$7Z?K5-SW,_DV]<_OLK=\.EY/Y/7;YA^_::@M]1\O<^O">O+G=,.V_>_7&;P?:SH;FLVL02GV^\$OTZDB>;A_;6?IQ?Y-FX?[-M=;"!U?'-FQ[L7G%T]PZW;SB;@INQO9R<+UXTA2VD;Z,52!>.!S4$2Q1H3!$-M6%U]6WE96\@GX$/*RT842Z41!BCB1:2$JD,KU1PT?%B/P=8]P?L":OZ!/=+-MRTT^*U7L=ON_.ARG\?GL-L%Q'XW6F_MF_8-W6,W"!@,9)X@>5IW1-M/<="NQ-?\+4/(2-1V##)*"2IZ+'9@[88J;8M/6YBNN^.VU,WQ,>_=-"'#EIU-M<05#X[4HG>8E9>!..D-YP8*PPB<3L>F3=&]5RA>_/:=V8UQ_IE-R[[=[74-M?32&VWQ:#HGA$),".[ZN,*[R(>RT3*M#Z@+<\P"O!&O"L/U%L@O-PLV:TK9K-M[2G,ML,>3P(05[*)L$1W%WA$XRZWGZ4<^AZ63JJ4RT4@G\PL+RPWA>]]2_ZWM66W(+PX,5_)^Z6>+Y>05<-5XIT#/WU\D$(*<8GCE$J4S7>6B>E@3IA5>:,[^-M+;:!YLCCVC:I]0SL57\">(TTW$B_7"N%1YDHBD%/+[0>TTGY.!45LXI<(5X61-M_GR<;CY;()+B9+.:-=-%F69FX.Q8V(BFC&@59A<6+.-PB-2*

*@4]D4"SPK26J M6ZZQ6GOAMBD*O@\T@42&P?!Z[4UA;VI)W*U]6HO:[L/:)60@:'.9!.*1G3J;*

*MX!;N_ZV[+S9<+>N*JFON/KUY)^;SPW=MTF67W97LEEC98;.H!ZUJOK^_MIS>-;'T:Y;.:=E$76A\JV\3-0*

M>@#RJR!2QSSLWN5VE)LZL3'2F:&PXO%-3W_/+ET^VKH<":OGL#&Z8YT<,;E/_MT<,EXG:V+];<$M_J\/0[Q

C[R2H#E(#Q5X.ES;"C$TCY@;;=5\>#U:(L'2VB(YJ#F29H M#,2J,1+2E<;1$ +3O:+O.UMH[VNAM>\-)9.@;W?

Y[:JUNY[@,,#4(U>PVI88 M#Q'YGXP]6M%?JP_D63"^YLO:@8&'-7)O#IR-: !=!;E(9G([9;5+9S=/DA-

*7PV*4N0LHNQRY4VQ"62X05<%NSL=<>7M5%%,%/CP*;9@>S#?*!O.PQX+IC9,$;]N/D=S9I[V[+_O1F*

M9Y9V;G087#T:N]!!^/S]LJ[..:?:M?G1ZM:/?O=80W+M-L@%?[3#=#T+'^U;_M/!B?

K,B+&B"C^U(UEN1UR\&S3WM7MZHM(/>C$M M!,UL R\QA]\7ILF<'#RQ'N/4ANAVI'\\<#C%YR50NNY#&ZG?

N)$=MMFC&:"A MDR9Q0T7'C.+;.L'PZ$S/B$#7;A>2L[EJ%P>2"AA^N:@!Z&[C'A\G@3WW\0AR M8SJ^V[Y_Q^,X02M?

W,MX::9^A@2[%89=)]V=WKDV6K=_=#5>+&8[0N+%FORO4N9M6QJ6F[C5RN'JU)FM%! M=A8>!$.

*(S.'C5<'<9$Y\%CZF'"%0K7I?I)1$V>9\Y9NB)S#[,:FB+ MFE=J^*YT3Y0*479:\,HJZ"$=MBUX341 MCEMBHJ*

*(JPH='37<%'+/ZW@;POK5PO_8:*ZZ8W']/NT/!O-/,HG>8Q)U$Y.< MR2&QB&TP3[I(ORT<8NR%BK-AMIJE.8-*

Q9[QBPR<0(!@[P:QG-2P F'C9 A@< M3=E "V\T4 65')])*I0@C!;E@I;9+7MB=P[T]2;G6'R/GS8SE'67@&1_10V*

M./!TW1+;:0%\5]H:%$A%A[8Z-A]VOS2;D7MFPF:" [+6';NQQF(<'-T8R2I>

M.H.H$""+F)'$2E^2@CL9M#2%J'H=U,9QQI1G1&I681:X(DI4GG"J.;>%I:(R M3R6+!C4P^9:RJ#@ABPZ3#-

D7V$NE#%0:"2DM9Q%46H%MMMX[HE30)'KG5"E, MZ6D_"GU7JGH":30H8_"ATFB(XJA0E(D2_(7"1RPPB11,

*(QD)$$>IHU2AJ'IX M)#0J'P47Q$M-B9 E7$Y+11ACFID K@A](G%4#*M=[F9QM.EYI,L#9L<%17%3R6$FT@*1%IN*

**#O)+8-.'+4&B#'FQO*KP/ M5:R$)X:#R20T?,=(;D@52U[10KO"%H]%=7?S6@4;*![.;-&GMJ/>XX,([<7&*

MHG[==XH;=QNK$S?SIHHE.<=3[%$U3;$CL5>D&7"6$.&G#<+:GEEYN#VM*=6 MHSI>S#S!<$#VN.?*

+3Q._W+_[<$/QPC!HJ-UX!3[I<0'/MBTMG7"8:%$/N03 M(@D_:G F80VPE,["ZJ4@G?5H['#L2"> TE8U)=@"K*

*^%C=AVX"XST'[*P>#F MI)QF#8T#VX1L?'IW&?ZQ^;3=^%7G%.SKJ%N^D7Y,V;%[HTJ340*

M;OHQIAN_Y/CYO5Z8#F.0\O#V11K7.!2:I($7D'L%;P71S!4A%IU 'AUB5 M_L%IU#TB:*

.E.S2)6HBFUIWA52&$Q02K$-;#RZLFGLR%QYW 71KPW%3JG2"H M7OOWW@N-S=_/H?E;[)WAV/P]-

G^_Z.;O+H#%'=J__XO=KP>[^.KEF:C7=RDD M6ZK9RF2FI7Z%6YE4F^6^2;6SJ%:I?F.Q[&(0UK9M.Q>W3:CF@\T^&*

[35C%; MN/G6(_;Y!M:"TQ0WNX$Q>2AA.^H.K\1GI^'!8+IA!<($Q236U> 8W_5R#N:,

MRX$;O&J_X@[V!3Z>A33KX'5MJ6:;=ZJ?<=FY6 MK9J'Y[95T ;'%B!8^[KWW62;P@ZO;MBB%^N0?

=>VVOR$[2]8)%,E>!\^O;D" M(&.[YN88V.UC>=+#8I%FM.AAE#;SG;#>0 MK/OT?@R@^W;;]>ZES*8!U$7PL_7IEI(,?

J;GU]OOF[GB^ZZ/AJL\,W]IT^_MCY/%;&F4C&T])'(0I"+7=P_(H3<+L=84! M9^XE-Z8W,O)Q2&8L;[YG>?-*

NYFVWH'YP$7/#56546L=)IP:GTL MHY&'LXAI8938M *B,]$5H:HICP!$SCBG,7#2O"_FR^SQXJ'VJDO-5H8_O6*

*M4YIMK[8?L'^9B0;G]*Y66^,=[#4%=.J7DUJH*Z%[O;.U%7+TFTW(&:N4NL_#*

M]2CNMJDA3[E+>\'?'O]JG$#9[,2KS6ZVWRQUZ;1,T84X[H" #$U5 M?C7VX1";CL--\?*

*O_'NZZ\."A'__/'N[S\\=SQ/D@Y]M^A MFO994^X'W>IR^>X,Q.M-)]'>[;S07>AOCHJATMN)M(VFC7W#QVEHSQY]*JY*

M+U)>:IB:8/4^R!QGF@C,PJUR!&;>3DW++WH7ZFK&E,YQM#CVG&S253: <$Z1

MTP85IGUA##S6YY!FFSISV>0O$^,M]1V4QLB[IY]ZO3,K0;8I+G=S!+VTZ:[_C:.(;WF-DR6WS$ .R+#EJ"

M[9>2/QE;\>4P_&)Q0=@D#BC*H_KS WDNVA<"R2>NYA\%A_IGD@Z-4%='T1N*

MX\T'O7@=^SA%&A/U=KCJHP'60VKK0'"K@@?#).$*T9PU M_*2Y*PFMK!=1E15GZA:U*K_N]O5GW-*

*;'"F*H848Q&AY+C(>-KS71/(<.1NV] MUDH%P@O!B8@X.U-$1B0UM.(V%,+V@.[N0B4OO8-QVLR;1A/IZ9;3[?0Z9;(.*

*MDCZ+(*0)TI%HL6W'@I>FL.:]M+80P13,6PMMY%$'H>74)I MC&!,597>KUA.1]3$}]_F;7JL(N5ATF76M,,[;Y ?*

*6GM6$.E!80D%8D45H+^L M1;\|!.9$O*R*H$DE"$JV@HTG04GOJ@J F*H@< F"=$P)&*

(:&,_=6[6<;YV/@G\UC58Z[:+&N)E<&2&%4I547+B6'0@

M&$H0$4%XXI11O.!:!]:+%96!>ZU,1:H@L'G">:)I%8A2H/PLKQ3HRSTR^WZW M4V^Z&

[7KUWJUVZ97R:A^)%3#I0V&QR3IUO*L'90-1A#T^%QB.3,JBHJL.\P M\6EMQ,2G(,[2*C).J1"]SD;&/==.@3GH>,1A,)*

(H!E^DVF"7I%;2W9%#'G?\ M<#%079QR:1UAG2<3SE9^\[^M66TRYM#3TFK6#,XM5S[%[5)0[=4OKR>@>O<5

*MQ3%'NWVYCHHPX89[B6I%40FNC$N45^0X'UJ3RM%7"Z3AW4\#)*7@OL,#_TX M6V[7&8]O#;?'I>['"C[3X)I9=T?*

*BB>O0?1T,5"Z:T$CX%Z*WUSF_SH3G^1'L M)).AW@\@DW8Q]2;#V 2.V*#[8+,;[F M=;BH]L0NETC3LZ[!LHO@I3A9 LE-*

]4M-&Q?""U_4B=S-4;IL@M>'8;D.D74: MGW)E_16^9(IPX3N;S>8(+:;2//!+%NM3I W?6\WLMC[;/60Y#-KM(T ?'M)Z

M>7$2Q>NFU,/9Y!_'5]1)>M^PG(;KUR?B<6T)XF[9)[,'F7+V:>9@K]=A]7'F M:K3:IL[QQ4;

$WSOT=T\FCYI,PNGX@+@N_8 M]M2!-Z4AG1-OBN=W\C;7Q]^2$G8A[^-"^9B83>)@)Q[2-VZ./.-E)#]MMKC< M-

L'T'&;/!K8\9W9\N)QA/VG.,FP0K7 'Y)<%[$E^@!=K3P/V$]-0VXMM[H%I MNPW2Y.1?

=?)">@$CQ>."HB3!!/]VA6G61#'>7?01'6 7Q<:Z>R(,4F MZE+HNK(?I<0283&O=FO$;<;#O83SR]F$-

'EI/_66"J/#7@KQO[?^0P=S\+>= M>$\D6ZL)U"X+\(3A9_2+3]3_[+ZX:N^[KM]KIZG<,H$HUI2_-SYLFM4&@DZ:

M?"9)$LXN,HIVLQ'=&=>)BF:;'>&W_:F_.S1@4=9Z$A, M47 0@XY*2%4-T !/P0V;NZ]R_<0SU'Z$368Z=R&,G M\MB)_-*

!.Y.)^GCM>3! M(OW_KB[/E^O)M[/EVJ56[/6TGC=$-WB%86@6

*MO<>!LMR"R!2&@<@L*V)8*4C40/J\,+'HEXMQS2256I%*,T6$I)SHPAA2&AVT M*IDJG#M:/=^46OP\-*

*X=%_"7KDE/G[5\RUT_++Y8F@>!+B,&O18MM9$Z)HI# M7_,@HA0BWF:P@9362'7(*7*%HNK3,@.B@+L)-@I\!*

{1J);YI80S: 2+K>F)K M"G#MYKBNVR+0.BQ33V?)_53;A'<.DNF\&3%31S?P)39Y.;N)" <#LIN#;!#'

*M=@SW*8%1I*L/+ZK7,5OXC,QPOH5-S4LE';\=6'(&*YW689HZ%'[XM?JJGL-O*

*MZAFV%S.W6H;%Q]EJN<@1B_[P[OOP=C*R.[,A%]E9/XB[[0WN[0_KK0?OP@$? M[M$Z1WG2-*

!$;PJ([@1CDW0X8;3?'=SY??JJS)DTR+(7.=T--]V;+ ,$@(;[M#6ST:8-&@#MSJQ>;/HIT[(XRKM--*

^6UP3M!!$\:QL1Q80I]VIPE2OMQ@?CLA M94\&/7 @9W?N3&>D4XY/G:2FKO5P.$THA[5WRC

MF3>)HW4]H>$RYR#N-H:UG;W3G\2ZJ(=7P4^+%/(WEV?-XE'H8% 9,0K;T'T; M6&YGPYP?

*DFK3+Y2#DXV8;HV+:.1I$!/?; V3L]<*W(^6:)QYRRRO@>% ?KX&W MTK-2R!AE> _/+@WYWN76,PA>,S@HS0PVY**

M517""DJHI"6XU[(@QH.CS93FU.+H!=.;YG$7"_%+E8K+858!#; &# Y;"*"T"C;T)% 1"Z!5P;'#.Q#AM"0F,$TTN+O M,*

<;KJ!Y[VD)Y79?W8T4(F4\IQML=0A#-K!J(5="55V<^K15VX'JKU?%?&9 M@+MKC^J\1LH&WV!]K&QC#

[6[YTS="_.Z7EBGY[.N=D@NWR)EI9==^^L("/'. M6$Q]SPW(XS' [#^;OS1%<(\"F@U^L3UVQ\Z0C<;=:

[#@KL7@3@ZE^PN^16U\ MU]N!JT3[?N>PIN\]')CY)5FIO]["VKPSQ&@?2S0W[]\13'0'-KCG4$QNM>;/

*MBS*ZBUA_"9C1EK,.!4QR ^Q\VX+07K3%A[GB>?* ".4SY> \L%AVBUVQ18$9Z,0=X(*UE6X_[*

K)>VAKAX\@DS>;JK!AZL>XFCOLX#UD'#'2>>,I=_M4%BN6>U=\&"N60_!^%XI9+>IMI.9\)@:3D9VJ COIS!B

IH^5&"46DEAH./#IB MA3.D%'L #W#(P)FI09Y8$CT01*A<;)E-(P8*

MZZ7W!2U+3GO3,'U95:7CQ&$20E#'B+7*$ZZL9X)Y:@,; \T9Z^-$;/G_>6A4 M>

<]GW75U="$B3MXE/[EMD0$[9B^*M6=_#E)R>46M44!Q(E:<",DT,9X[8D0A MC0JAXO[AZJVI"WFU\)W]&O

M#SJUZQFLRJR:F,P2G,X9=NCDKR4;NOE>TY/5N.+MP(^VW7#6;ZEO[/A6A[=/

*M:.YS4*A9CP[QG8;O7\]27:=N<\%#*TKYGOV]^:@QNU+U9_K;G- M2_;_S!ID:BJQ Q++_GD;G;A+3.4TS.1A-*

J_UQV:Q#N/F_&+;37:(C-#QGU(J MT(:]E,SVLK[JV)CV:YFJWP#79Y.SR=ME4T.SCQ[;;0@]U6D][++CZ&W!5VT*

*M573U!H*L/O9L/=.>K7+LV1I[ML:>KI8'0&'F7;6-[MG:WHYRK6._.JM17J2O<& [U%!DCQR4^HH[-*

*&Q\AK*B5O3;T&'3P)5=3,J0/G M5I'C@>C2EV1'_GK$/&I\^6.4<@0:I;7BSZJ:X,=S= M7%(_.E6(A#:TM-*

Z#1\KW;4+98>&/>O2'B%(/ 'G9A.>&\E(?W37@+2,.S(@# M\WEP8.Y:'?)'[8/^%<[;FQ=:(?+]8O+.;98U'# [R#T_K"A)-

=:T>+KIN<=Z\5,S=M1-%?=5K==60=JO-4L;+"?&GNQL+0C+("V0C;@FB6N[MCUQ_W\^YXL2H:QDM++&/@

*ME1@OB+9I6*RK!/@G)>VC'($#'(*/C%_9+!%6"Z-(B4T0NJ@*&HPS/92CSYV6*

M$@.%@TY<\+_,Q>4W;PYP(=L:DQ/E+>;%SUQ_MYC\"+8"9]U!ZSU&^[2:@;&X-M0-8T(A^Y?7?$:;L79.UC'_]R".5;C:?-

*]9="IH7T#-M-VXD.$J0IJ;]\)II;>6F7O3&LLP)CMFJ*8K%QQXO3CP5/T=B:YV@X_L3_?< M%;S?*

{6'M3OHCC3>MH]774_O=K-,VQ'[L]T+#A^_5=X /^AV^A^_3MUSZ:"MF-M7GO3H!1W:XP7;C:?F<(NB?Y[/Y<7&TJ?*

*7#'H4I_!5..*0P1{?=H0=/O?/<6PVTCVO=@I,WS2T;M/E2J-3-MG4,QH22"F<)]U83$:(CVE-L-MA>-5XTQ(6O5&0*

*&1X*3CS=7K.I/|:KT.F]?95>U;.G>8DWK\O:H"YQ3>_D0-M#,:4'0'/.A(FHK*

*%CW"XO:*BHE"5"#H26M**",*8K@L<)8!TZ&B)AK[U.]E-M@BR5]1R6G$@B2BO!N-R42*E8P;TIB_Z(G*)R);6>$K1!B=*

N$F#52"IF9?"2-M&8&=DT_[7ISS8(U61"H-+U?;IH-NGE2Z0,H&V^<#-M&#GKS4D;9W(%S@/F;\+Q4>]?

*YOW>@">;!4#MZ#XELPW8B)-EI;P&JRV&LD*8-M@TB*

*34K"JB",9*XJ13]4Q37SP52@+54)UH04Q);P10[FG(B&.\5Z%=1?VB@(-M9:Q"L(Y$[\#0++D@BCE/2LO-**!<,-E[+S-%@O*

*@;BR\-O:=2**T5V-C!**-M$27LSM",@E'EGV+X0XU_O4K?T]7.,A)2UPA#}M+\(*/=9<$AX8MR8R-MT%(>.-HX$-PB\)*

(8KRJM2\>TZ[D<%6.1T6")43BGN31(M\83&VD%=]-5[P/F-M-$3ZS]GF_'5=9)L(]M7"_S#+\^.O4G74K_"@;['>Z]M)

'UWB9&)U39\];(B-M%:]2U&-7L6DSL/-E1K\T\P8JKJ<.#\AOW^\W#?-B(L:BZ[_KL/7ZW!ID+>;;4B%?*

*G67S5+@#6TE9E8VI"YXNOF-M'IT+X4K?;E1Z*E=GA?I3M]:O?N5<[/?7:[[*SHI[?O%^7U-GZLL^\$N_(*-G-M0M#./_>]S_-*

*XW3_\>8XO^+_'_OM?-ZMC,JZN6\8DC#7NMP^KY7;A2:U@8_KG-MN()%4S67H7^=B]'Q#R?$8T*A!K^Y5C59_1Q3/D?*

*R1>J1]-OQ3H[.5%':IPW-M_@XO_'E?\-8*_&O!W2!G_Z_7Q5?7?^J;9%[TS]RN:G!Q1NK;0BG?*

Y]M"/>GF6LV,G,GY8/8RI&11D9Z'$:ZWE4?.6GDI)&3;L=)-X6T1EX:>6GD-MI3ORTJB71EX:>>EA%AXVQHT,*

- *0PE-13C!*_@BVYB,H[*F,4__$W_Y14!LVAJ0C<-M3R4C.:7\(9M]D^03IAET\&+M>EK&8WNLSJ8J3M"L(?*.Y$;GDI>NX&EYS)F9-M_-43F-*T$1S/RV?)9DZ3F;-GD*

*5@ZQV@%%ZTIT@\W[3**SH;@-M(OQ-F+1)J(;]""-#1U]K/:F2?P!Q,[L/99D$L^],FFT<('LULM7(/F$G.[&**

M#X4XZKMHGZ?",U8+6RWL4X!H9!6ZBZWEZ=6>/LV>VJI&+,:B8,+"V")¥F&BO-MKM2[__"?/Y/]76N)1PUFTV#,]-TWVR4-],[+TP":3$(Y+?U_FH]H4_2V-\]-M_&4M+--

F11&6^-Z*

**NB%ZDP+Q_?"-@ZV([DZ1FJ-K/C@&V*JG-MZ%Q_0/;[VSI3D].4A\G"XC:D>)N-N59V??E$S<-E<_>VB^6P7GF?'$Z]Z[\]*

*M\MD>9?K/^>HI1_6(K'"\8,*5U+!8>5+"38B00A&C@B.<:>I%"#;0'IYB)941-M/I0D5EA1R]T@A@M*]B@+Y@H:1.A-*

*Z3F6@FY3SR=KK?A>K16_J=:*32NA3U9+_M/%=Z?UQN'D78-%YY%&&/B0;*:(BN",1$'/,C(B.ZE(I0)0I/I2F\Z(V=LE7!*

*MN;6!6*M!{_7GB"UM00+7VAA?%-H?*7#__"),3SFM1@DV2K"A'^DHP>XEP5++-M6_'L3W]DZ)&A1X8>&7IDZ.$>Z*

*TW.,2EI&2X1LQXD#+!(EI2:5E;[P!765]$_A8P@VI,(*KS?E-MD7>(KW=K^27<]#[Q]FY=/-*

*ZC>T_ZI5H#'L!;KVIPO@9OY]^SQZ1]?FBGJ-M).+&$_L_$*$LR#6C+3$R4%GY*M*"'THS1K75W'!B*

UPNM!=$4:%)45A;*L:T-MP![884@S.65L%&:C,!N/]_4(,\=-DBGF25D9ABZ_(Y]#:<98X(7BF@?1$V8%-M8.IV?

#B_<\]#OU>#U/1?7G>Z+_W4WQ\4HY67A%I"DU-KR6H+_@7[;02M-@-M#.4/RI3<@-?*

*RXCWK8BXO=;#26+PTTT11CHMU&=6?[?IHAMLOA/-KE-M42@/+#0[4,$QAF]'>3'*BU%>#))T1GDQRHL_HKSX,DZ?*

*MR86.()%CX04?J2-M6,X#J4IK*U=(R5BO,.8N*:AA.'VEF%;T,Y?'#%06/]#I^V(M-2\1LHJ/JO-9-MIG_'7LS''_H"^U*RTCE)*

<[K-B6D2ZU():.D)E@E^I:5K"AD2;4E7):@LR)H-MKU28::+A91&UJZI;34UZ[%Y,5DP+.I8[C")L\$(J"+8%UZ7Q'O/"%.^-

+:'#W&_N:-?-$9S;-P91=BS.-)1A(TV-MRX0;TB@9?EPE&"JLK6QE31B%[G1BBXB$82[1%9!@O/.H50W@L=1E8

M%7PYF!9$QOBTDG14-J,X&X_TCR3.1K]WY./Q2$<^?HF'/O+Q'^Y(GST?GYI(-MQV19.42#J%G1J]BU&:C4?

ZQY=F7%?:8)R$E5CX;C-(+Q0GUEGA:4EE8:K>-M?$W&(J/!$J-_[HG28(F-\<1&6@G#=,4U'XHT8^48+!FG28R

37\0+3.VB8UM-M8H^D^30552RY(J;;"#9Y-,1$KN!7Y4UIP;J/O3+]NZ0)AM$FQBB=ZFI$;!K!

M04:I/$KEH44U!RHXQEC!*"]&>?$LK#CF["VXQHD6WH)%)@,B;AKBI&3!&^=+

*MZ0ZMN%!XRHPMB2L50XS]DNBR!%/.>1=*47AKBV%9<06?5D4Q&G&C$3<*Y5$H*

M#UXH4QLBPRKMPDB#;*":!\K$J3VJBQL$?MSUNZ2(AN&4&935G[F,<6C3!YE*

M\BB31YG\"#)9E9YJL&P)\R(20:DEUDB-M42I_*5BL>W3MO-18K%_"Y:,&Q:()%TN,RO!QV:XX*Y#O_')KY^$IU>'3](3>*

*M9C,>O68\KLFLXY6M,'*C%/:WL$!,84$_4>N=92$4@1YJ,F-"286SA'N\,D2'*

*M,U<\$0%7C#,A:76W22N/5)Y2B*E6G[DZY5I2&8?16!^_AS=*#Y&-M\3&*CS^H^#@1.9!*

*<%\Z5Q%JKB.!!$^VL(9R9LF)&VE*RWJ#YRI5@CE%2X%_[-MH5TD()DBJ9B5P4MF1!!/@F?*

**IJIDH[TU"LQ18(X"\S,)S"!+\#"5<53))P$V4E/%-MQ2@P1X$Y"LQ18'XF@2F\43YR36(5*

Q9Q%40SR@DM1.DU_.CZ%F8I^<%-JY)-MGI#@(HA;6Q)?,?B&I%'))Q&82D[++UMO_^P%9C?S!#\;>(V_-1OXTQ;.:.;@*

M=S_[F/^*MYTMMJ;>5_P[?'D8PK/S[>?>WC;KM7^'+IY?=V1.G?M-'&2GEB-MA$\A<+;&(VD<#*HBCHE3_LZGYIW?*

*G<-W!KG\,KU8KL_@0+F#!;V9K-U^N-MMZOP*SS@V_G2_?;5)-#G7,*7-ZMMC>-(YQ7\J\UM5_Q?[';$R]1-F_SH^;_T*

MM$\Y)VJ7,WQ;TF]?? MO_\Q_O.%OC!1]G^!U84KU$%-FP+MC-_IU_;OI-RX(WLYC:MQ,+LU]TZPN-M;=O9Y-

*?.:N"V2PO$93;P!7CU];E9A.VPW(FLDJ%Y*L41>G6ZW"-M/'VE6?3DTZQ^X7S_R[!"B\E\2-O??MUO-SXE;0R\1=ZR]*

(09+OTR)":;+/-'-M)K6]PPV>CO0F>TKTF(ZLU<7$S&6R6/K0W-3X%3^N5_T_24[_C7A-MW\1Y^)WXV2HDBP74['Q[L?

C&S]:7/B=TI=97FI=))+_\-]@-M6LWB5?/_]%4",_G-Y7(J2_=.IP6D#Y;,[[@A<,^O6Z/F]UM:+C=KV-.2:V<]-M?_DC9-7>&6;

[ICFY\[;NIE[];#$'YB'K#?#-UV:[67ZS_P'L;_YS.NAJO.POB2]A(9G^0COC_]XLW7_AHFYM-W6U;KHQ&-7)X@"**

*M22((7[@ER/K]+9HA>HSQ-MN/3_/*W9H]MXA^/+/F37![B#)7Q;N_)9VD2;)[6)DBYO4:B3E?'I/,":5HVV*

*M195:6SUH*J&)!-K;;]UFL@9'&Q0_JO+5@S(,89T5^(7Y?7:Q-MO6AOAH8!VB&U3NY:-!?F"LPRN/)?*

6]!FR8RXA#^U>GX]@4_EH__'-NO.VS&-MXX.+A=((ZQ6)D2$1!T^48

4I>6FME#90UH/C48PS'XTDAG-.A.;P'W>W$/L@X.8Q]8YKD.-MBZ_^M@!9?#+H\01FTB9=F.SA)5]D-

*9DTACJ2YZ69)=KHD,[9Y!78J&#/SY.!-MG:QSN.*_Y]8'}G-^SO(RG2-<#LO-N,T$/\UL_7\TD_G2+*:U%;W>PK^:;W1)*

M%TRG2?@=C-494#]\"#QA-VS\<=;^F]SL?A,/D,Q^)^S_TF?G8'G-MF;Z/1+PO!M"6\/SUI,4Z[V1?*

*F%EGY;;N4<)N^>IK4(2LG![O#*Y7^!1?6;J-M-95@C$<0D$4>:D+3K1T0+I2J2A-$;P;J?:.;L'$O3"_(9TD*13FV>$[F[S'*

*M$T0/OI:6^^[Q1[.ZVG>)0;\O=GX\ZM6:Q6"LL-V*#$WABE"6&L.@I2^!-M@*2QQ-8&RE-IQT%3%(SY1U"X]*

<;^BREHM_ZYC4;L:=W+[2]T:0=2=!5P\=7?-MRM-UPE^>IOZT%\.9?(!#KH\]QU#FK968/R%-M0"

*[@&>>3'I[_]MW[_&GZWM#HQGAEHO-E\=Q0-D(HX,!F2X)PKM*N<#3VBM!9-M17T0FA++I2,"?*

17K@R%2T:B5Y=I2>QAW?Q/L!B.'JRW2S[=F/5O_DLV_MWB

M'V",H,_Z'C:)W9Z.,L+&A2178)^-0M8Y=GDEQFVU]Q@YV!+2<#%!A-M0Z:U1&L,0'N5I-[^*0?]-*

*E^5HX]S^O(=V40=VX=Z@,KO"=WL)MULUX]-O>"*V8#9H#\8)?V[W&8E-M[F=KER.7]QT#-E^=YH)LQ7.])>*

*<6!%+D'O1^HK9&,N>]N25*8P&A\)Z(^_[!:C*:$M2"1U!B(EH-MG-U3E4D_-EBP)U/RY5Y*7G[U-*

W$V)+F%^8]Y,LO1Y$G6$Z8RMI>7R]7FJ.R-MI[LYN

OP>K#4K9_5]0VTRW\F/__RXRO"&NR&_LIDY;E#S7OGH:V9@V7P)J,*

*M.Y^!*Y#L/+BBSO>XDQF]S5C[/E=CU'N>KFVSI7A5?X$,,*E48ZG<2-)R4\O-[(J,6'D*7GP]_W-M_9U:2:2(%RZM?OILO??*

4_+KP%Q2A#;>#L$R/0/L8Z"=U$2>':KV!_S1GM+P,_MV8M$5HY[_[78,Y8M&N9-MBT9'P41\$_QTUYRY>\G-;5;W$DL&-

@"4-H3W-476@@_L@D4;+4OAE)R+^S9-M6XEQUL%M5XF_/X"GD;@KI8G?_0ZRUD_>@O6#-N8//[QNPS7YHR9BTP@?

*U.#K-MK5V#Y0DW-?$"1)ZRY\W77M6__X"/?M4\;7>;)!E1YL_"\RV[Z[?+U6KY":V#-M_>CE$*T"*

*(V+@RH$4*X$IX9*HF3%2%714.E22Z=[5D$P%HR-TA*J.3A/Q@IB-MJ:R(+9RC5:0NT'-H.7X-8S$CK1^>[N*

TT$:!@.TC.^<@NOI$"^Y9A57A<._MMAYEGN@249]B:4I1!E&)'L((C8XS]3@Q,0#U<,:(]F!=4L854U$4QO;F^>Z[-MQ&]

=4U0R4Q-M4ECO=!!0258]@SO]TBHE'7?$!$1K!36=L<-EF6HE#>2,R9Z]>"!E<)P3DK!*

MP4;DQA(E%"@C+H*UE@'%].K!V[CL^EV\HUYA9Z>AWYZ0 M PV:X/$S*VQJ99 M;C?
@5^3ZO6U;,'C<5IG6S@M>.S@"T;;DW%D)K Z^@#"R!(> :.)U8%*X"DS" M?L/
'0@DA2)^;F/VSH%7XK^O(V>WIQ)Z=AJS]0F)!(-[^97::&"W@/2(VDA_M!\\]E6 VWR'+!5B^X)K.ECX17E.\\>IR-9M/6,
(]DM-)7,[G2@J5]-8-"(5R0P(8>%FE^C!@,%3)ZRQ MS&Y'=P>Q4C2@# :9YK.8HB(8W
<;*26OIQB8\2&F:N(ZA'+4R/F4#\LIC+I'R$A(^1;SEL\O541Z$B(RQ&C].[-%%541%=58P&$R@3/?3KQR+?
M5VU4[P0AO]F&G]/.?H=;OT8#_1:DS4YWYS\WTL9:HCI..4VYJ":E"RA@+JGM45%EAE %G MKZJ\(J!!"V)
<*4DH0!F+TE36NNL=MQ QK8"UWYA-V$]*8@0TIX'Q^\2;*W(5 MS(J$I_'P6OBJAS(=(FCK]/J&QV\D!84*]KK<$<3*?
Y2S6GV=_27^Z:!@'Q<\4 M_@Q_Q_J]>9U]268SD--QDLL^]Q3S6O#-^I:7>]1\TY<'&!3\ MUF#LV!:M/!L!?
>PQ95E7_R_JFH,D)I(@>?7+Z\FORTM0<**BTR]0%)\OQ3M_M/=O =KJ3[]I-
U3Q%)6!P9KO.931[NX@6,V9M,0DY\REFB0D.D+CH\[UHTKQ> M QVSVF1/>9XBK&&OYLU,(C!
[]M)M:YMRF=M@>Q(P25,. 4Z&]@*T":^(U45) M5,&Q?B-48 (>;B AO2FKLB
._B%"FX+84"APKHUCC$G#V='<\&.6NHD;2MVJ M,S4D-_I/N=_1:0H(R=0U%G\V695\'LO?45U4FANB5)'P=.%HI?
>$4D&MM=': MJC>HX^%'VTG9O(O=HTUG_B1\SBFZ&;F,_PU""8 .!VOG+[D.=7C6BX(+W3T1E4BU;D^-E4UX5DDI#=;
[-/)T8?' M$A?T;%"AB3_E(K#CZJ>N.C*Y11]#+UB$!;NS1L4#5ND9XKRK;XP,E_;A=I,?QL\EV,Z-5]#/#'>>,U
MUX5B=]>E%DSU]5U5Z!$A.C0F49;%R@"%<^D+(GS@Q'@+CIJQ4?'@K'$]T:NX MC;$J@;$X1\8*@EC@+%
(*5D3*%#55;W#=E]>J^C11&*59Z('R?/PDQV@4F4DQ7@GKW_\+M>II8H' MD!GO/H*(2=UFN>0*61F7VM8__/+N[?
LF=C4\Y5O'$.8&Y%&WM:H)6>4.EMS' M=W$1_ Q>#:/'6*CKZVZ_? W6KK;57ZV,R^7T*4-7QR&&)KQB495.Q(I$C>49
M+B"\;W"D+)GEPBM7V%[$F%=>.\D56 5E( )^(X9BIQ6H^#* :T&9?G(-/Z2R MCEITS89(,P4L72Q)-B3#H?
IP%PSA05I)TOKK'55&1^? %Z>3YB-O%W/3C+[M=[FFVM395??4XX>>;L7]P4?)6!P;_?+
(/7<5>'T,"TAHY$0%!SK:R3+P8&.A MS2']RE)6REF7762!S7^*,O1MM#%2@.*.-Z2\/C_],G[&!D7 3ZBF.[V#!PAC
MW8[!"_-;0)?B,!MTBHV>M.S)<\9*38FJ E;85HHH^)U(6W 9R@J\AI]:O8MC M?23=CP;:O,[HOPWA[HW+'(7]D#)#;>?
R+H_Q"N=(BUD1*B3&:.]5.LU&:-6 M/%^;'MH3Y*EX8&""_.G6DF('JY TR> 2M"ZZ*MB"$N EBB5D$12$8R306&E5 M,6-
#KQ:Q\A('86"!L@ 7T7-)M"\DJ8"'M>"]'(K&@H0 M.RI6O:)HT FN4$";RBJL>0V6:$T1N,+;$BMX1-
4KB=^7_W^'#Y>K#S[<6KA4^7UCOW&C?NIW![TKS!D!F4SFC(MNG_2IBI"?EUUX"/Q5Z)
MEMIN^U08ML(+$R@/./2AQLAH#?KP^V7".5M^[*"W]K1!(OKZ&[4ZVGTVS3G; M=0J(UM],W:-
^WV^8'K%QT@KS^;8:*W7'U]\P16LI+W_5SNSML&5H0[WMHR[" MYGP)UZ1(LVGQ/8;&38I)
[91F1"6X*Q<-49BRL!J;2BTU1=6O>;N'U#X=P6C# MY'>WJ6[T L39-4..7I07T!A2?7/F("$1:RB.5MP=,/,I+_;+O,;@M)'R
92' MEL ZE(-FT071)N*H+UH&(\$;*7O-?O<9V3 4;30D=F]TT5-RU:[]WFEZ2O]J M9N2=?
=Y1X"1&H/XR>DSVV(H8J;%0TWE;.&M"[.7'[\([-[OQ=4?3(W$''Z2+ M\80K.#4#/ME;"3@_K$,J2XMV'"%'*0 F2:
M8PN+93=0!^Z:F6]>+K39, :O()?4\9\N5JZ$/QZ-W2EDPX#V8BI]P9*Z]-R ME8!/G;G$.NTF$9#Y.
U&6:8!)^GBC%4^WZ7X=S!,>QF%%L2KAL--.$TW")-5 MR& TN:T0TP^K->)5S98IH-
P"U;1N]>PI]=DX<^39SQQ1X\R1<>;(.'/DD6>. M/"HPW;.T!SI-0O/C_?%?:/Q(AOI%O9WR.DV39Q[F!5HI;+ [+_E9FW-
8'5Z) MVG6.\.?;/$L-]#N8=IA@:B K^XB[8+0N,WY<"W,9%BYUP)^^9[N \#L"^].# M>(EHNYM--@!.V EGDW^>S^8A
_$W ,:K.U1/'S3")M"Z X:U97CV15XU9]DC M&" 7>=X%;AN:'*#=T^]N^1%LW@6N?H<(T X1+OU@5MF)
B%9"YNZ0SZ__'1G M08$+:VN(X33NQ3BPO^JO3/$5,861SLBE\:S8==T^JE?&D8ZB66HS4@;D]SQ/ MA@%>G F$UIF&
(R3#K\8&[K8;IZK"HD M\PJ&UF"%>:^4+'K6V M/23R'=[#SV;FOU^\SGMT%S2<(54F[1]$D=I@Q0MO5A/$&9AVN60^
RX%VLJ, MFVW_L33CH#1C#]EZMD@ M?/9KA\7A?-.8EPKL>Z 9/N(_!A*;VFU_^ZI',Z^ MT<0RX Z.#?..FLC[+'0?]-M?
4)R<@ZD95NOO$JX-PKC>C(?[A8!MTVZ 3@Q_MQ>B 4&X9/9MT=Z[VMR=Y!X\&8H9AP-
X(]'MK^_5+O]AG/NY\Z6W:Y5_5DXQ M N.XLK!^>-SMN<(<'ZMY2H(V="LW^D,I,FC;Y=;"/B-&>DC&46K9FR?(4GHP
M!*.NHTIV$(Z?3Q@!R4M%\/+59>T>)QNR.9[!U7=X2PWSA2=.^D"$4Y(8Z@PI M"^D\+4I/RQZPFPZ%JVAP)
9$"/1@$)G"8+D'<\JJ("GM%7C#KH'5FL13)M = MQ>Y91FF.<0 MZO]\6B'I%+8# S\DPRF "M*#2R^?K60LF%U-/IKY-
@S/1E8X ME:GBAFCK$EZD)HI2@]"PU!A9<=L'%'T@-?QL5N]6OZ0ZK' @IOP<5HE]NWE
M!1J7Z:KUN_@]V20F]Y^OZZL/X-'H&6S)H(H1T'Y.)#%-KN/0CMX[&RVS@5B- MMITP<(S*"**%T4P(':7HX2?
=Y^A_7M43)3Z/+& #%P5HU*]!1]9#V)OI&L,7 M#=;Y]!C8_C*D;EWI@3Y*
<)\U^-2>59[S'KK)P^GC)4J'U!!;S^S">NLF8I-2 MZMC)AO^M@V&'9HQ=XH@5H+.<*UHF2(#)V^!;Y9BB-UWJ:#TV0
M%BS&TGA!JN@4*%JIB)(FDL@YXXPIQT7/XKYS55N'/]XT!_2FWO%^)/(N\ZN7 M0Y*:. ^)KR.EXPW'63$TR
MDT]Y/^MQ;0Y!?08G6]A6UAG0O@R3[*C(T=%1)U:%3$4MI2],NW F0!#C!,P M^W&""-
AUBI9HK8&8<;R"# ON&Y:OO(LUB;U;)>7;H%O7XUK R'@-LC X;Z\: M4JPO7# 8R-
=*K%28SB"Z+BOGXLA=W/]+T')AT$FQQ18Z#PJL,&*-'*WP!$R M41$:RE IRF7)>V-Z'XUROJOWYV?-B%KOR2B$*OOP
;//PVPP MHXI1)8PC)<4AX906Q%)NP;0I#2\K+Z4(O0'1I2NIHI(P8D]HURY(89A".43*N M!2^\94.3644U+>F0$+ ^>OK1
M*.41Y\M5DFC,"=C"&A"\H6*FU\B-M P*%4FXU;Y)T7R? MO*OO%[^"H%SGI=V@5.D-*E5-.>?
X_R%)RFNTZLXH&ZY2]5H44E!'=, Z'ZK! M'&,R$%:61A0%PA+WE*J0EADI&>%><1QMZX@ROB2TDE'2R%7T/?
2,#IDD%7K? MP'Y=1$>[=%/OO8B?,^4@]NL4P>^QR36]? MZV!!'()+MUJSFM;HTMT:X!9\)<&G-A
^1T04UK*$]0:V(M4)FUF3C]S15'Q3 MX-*YQ^![LBJH*]PM264\VOA4$R-=270LI>6>"Q'ZH*LR1*L0LS *T(]@)1#-
M)$A!SYFLM*%4^&MR4 W(PKO%+[46>QPX!7$V*(_Q -UG%2(6\".@SYL?WOW8 M@NJD+<@4F/Z>I@PB&">"A6Q;-,
[9(C=O7Z4 K(P/G; #!FYF< S#5SD\8?UE &)+=%O+QOJ#7/P2%8M G#N6TJ-XOE[TUW%&+A|
M2S<[9(/VGG4 >OW4^OZ'2:G;=)^?F&;T IV@5YL:+'#U6]A,WA]7:..%ND'?
MMP(=I#F[=E8ZML2MEABUJBM])^]XL5[2HJ/6,P(X]K>A/46[)-NM>Y9==]Z M !^?4';AP;G>FWV:XQAFW59R-
AT]-298YP3$WNC @UOM3YQ #?XE&'%O9YO M^8!MT7[RO\S%Y3=P3&'&/R,T\5#/:J/Z;M#%;8QOJ>9E-/9TOL
MT]2OUL] & +#REQ@6CSAC>T[]W6M:^N5;" Q28-3[+Z,/')&22F% C^CJHBQ
ML2"J8LQ:692A5+T.'A6"2VX:T3S9L/J=ONZ5:P3I2]FBWH\ M !;9(/\.M]_'SX97\$G!-;,.."5(R58&9C,,O(W>
(>4E+*K7FO, I,\2D#YXP MD>#L R)FPK]$&:0NI)=*]\/GAY7?.1!TQX3*L M1-FW(\.I4 &C7S?5TR[R+
MJCB;W(W7^%!XK:[B2-';)0]PH0=FF5(,XVR:*=!0IK0WU'I)242E]4DO52 M[]P5A0R%(;'
A+O6P+:2!Z)#]96F(09N/@\?'G%2F1YNN?4)%]P9X0G;\& # M@D^)S(;AZNSR(2^!2P"]?
\AA:Z6HT]3RPGPBOXB8J*2%8 ?P55<^M7B]PN3OA^0,?'NUNZ3&$7SUR:Q\$]_^9[VGK_*6UNGC MS)!-
LM_B2"X.AM6-4*;84XQ\$78[,6]S27\]GN*2\ZOAD=^JJHH#R70FY9@ M%UE)B6%1$5[:*'D%5,5[H\R8ULHR6I
"!S^*6$K4 (YHL+XXK,6)HH,8U09JTWZYY\6I]JIY_4F (@K3:W?8M;H @\N M_0(WWK&Z\)VE; M)IV=?[GQR^-
MT]=U*B63O0-@D*7^Q]J8-WYYN:ES6(*Q&XSZ"RS1EBD]%50Y)RY[PFCYA
M.U7+B4",V):8T1+FF%K.FY2A0YNDW+;/53EMMX/2]I^6FAU7X<+,%LG1:/K$ M3MSND/&;035-
)F[6,O\E,K]I"7XW@:/)8> ^M+LN>O*0.JE$70*SFQB^PEK0G M"?IT:]=P,[@+
[+3#K9@'GXI$8DAH2[!)]]!4%1VVTN6^/> S]752]^V9W?Z8 M>K4"-QW4[FT0@&R+&&4IJ90G"JV"J0@[2^(@9+[O?
XX13T0C7M1@@[MYZH-3H5H% M2PL,*T;L&W6,&& 0@(]%VMIL)AW.R,TQW5UR"0%YO
M08ABT3V.]LPT:K!'%IDA*=K;-UV/F-;/'M-:CYC6(Z;UB&G=1.>.X%/?,K)U MKX!8\=7+FGSQ_6+R-
MA5,I<0N/3VX9]3T9X$?_K]PF_KHN=>7.?@LV/1G8-+_M3L5X0+MA_1?(-UC]_0,^M;-X(N[3?
GH95LF.1]>I=B]W$:'CT1^$TNY,9VV# M/ZCU8?&D^4,W K1G84PG>=3/;+U%C4[NZ^X0 M9T?)X"+;=#<[F+L(PV'H(:?
W3XU*>TIK6[JJ#)H&K!^/1 2EB"TT)YHJI3E" MZI6]5N809*FX#H0[5H (06O;,DVH#564EG./_1./9&WO-
V0])@+C<$'7$DQ] M:SWO=Q0V6Y<:+Q%D/IPRQZ\75[F"M.:EHVR1"^MVD8]DOR^7\PPPWW#% (.P M%JBSTN R:LG
C0R5)%9*1PJA:*69M=3U^WL4PL-%1Z0M0"W"'8B-C!/,T8/W MJ&-5Q>'3-&*,5%-&A^12-C3]3'H&'KU/,JF&=UDA=_?

@45'.76FCDD"O170@_MDITLB%RBIXH0UB"U3]H,E]4,[=>?#;>5/^T2=^C!'/-E?)4;@%Y/D+L"TQ_M-AV7_GR4{)3L/-HO;U(XR],".ZN#8>US&E'4]#Z:4LQ;U.]_/5_ZAT&D;?^_M?

#6Q!PXCN(KXS[]ODG^^'QS!A>7H1^T]XWK0F8;EX^5D;JZ6VPT\XO?@O\F/_MT_R,_JFYWF'=UN4Z?

*+T.EP9GOC?;D#R)?.NOFB7_&MKHS,?9>I:[Y;YN[M&Y_M$**

[T]4:EIPIUQE7UIZ{#7[]S]OC_>LUWV1FMY#V_>L^OT3/)RB_[R"_^DNJL_MDL4?_!WUF2KN2W7/Y1V!6_O&=>>?S_CX?

__K9G5,'M1Q/JRBLL;]]F&UW"X_MJ95#3/\<5PZ8);2>1_OR6X!Y/&IJ;?<8A[^N'/_R>8U?HO(\N-+#>RW.U8_MKL5Z2

ST/3#6;+&>N?1;&C>3&6MSOMRNS</S'4GZKO!=4T1N[]OZF_KHKN3_MFWH;%!O8JJW*MB/ORU3\/%^'=VRZ6PWKE*

MQWV[&X[T)M_SC=.X>M')/[CR6@>N/:%IZ2]"HI#B"-1H52$5X@RZJI8L=Y_M"^F]]DIC2)0ZCF2,4=8-Y)7W&?*

_4N_[;/1NA;!;Q6!X$8AB0A*A$I:9,Z1BH0RT#%+I_M'G#W$PN]*

Y"+O5D)7P+;HCQ3I[$MGBM3C7+RP7[OLQ,F7T!WC/LP,L1(""]X_M'^X7IFE#%Y\F.8_L&\D^%'U=*

(/=$\2GZZ_KP$4_@,G]SQ"BX!F=,KX&)09A=UXI"]_V/%@_M/9<@YXPU%1&F$D07I2&2>2=D\=C^%GZG1GX,A/+T-$

MCN[G'T>P/OT^C_PQ$L(?R^(XU+#WTW)=:_]YEY.#[9]YZ$D>?1,=EYR@T[ZL'9N_M6A9_>_!'7PO"^URYZ';U%

*[>]9ATEY,#.=I20CS#Z+$I%66!$EX5&O%]*E-"2_M5,Q33ZM"P58.*

*(HS32+K!1'**LV]LK'GI4G)T7/\XLO7I]V%DB)$0_IC[,%;6_M/,AV>]N,N?CKZS3Z8C[&=!YN7MW+Q,7BU;#VQ9'RUZ_R9*

M&DRX29Z)/UYT?O2N1^]Z][`<-/($"-#/'VX:2P%=48%QKE_MY'BD@Q&/QV>IVZR)Y'#V^L@9H]_;U"N/1N$C&H7>*

*M5R55PA*N%1AX7%JB1,7_?:9,Q\#09AR84=CBIR?H]'TS\)X3=9_M>GI,*

#XDO#M6$]:,6]/KY&-8;^H9\^'WRY!&LV^6Z<\X&1U',"/H?SZ+[K_'_MH/_8%!Z#PH^JY#35+(12DB"I

H55&)Y=*2P"'C,*EEY.00E]X\D,W*)3)(8*

MOR[Q3V.L^'ESW@L4N$^NLT>WX&%I-.\\M5&04#$/T@_^9;2HB"M$C(6DE0B#_M2*/=+#''$/(H/D?Q.;

*C'6((F6LN!*LX*8)Q1&AAB:VL)T4!DL_+4_0^B!#R_MG47>]<@R&R/+SX9A1ADXFI#/S(1DS!2Z\!41U(+3[2PE-*

A0EB1A:MEX(;WO@_M)\,T(=OQG6/D>8"1Y{&P^+K(<_)V#,9;QJ#S&'0>@\Y?4/]5AH+G_!JLM!%|

M@Z")M=H09[RR@5)-F1^"_OMN)R,>[I,IYP54UY\YGD58W3YA4K6)]?+HVOP_M(-*

'(C0I":$N8"8$(KTIBI>!8CARC+:W@:FBB\;G#R-69E.;,,K)\4@'(QY/_MA)%E\"(R0X2-!1$Q!F)9+_FCGG-=5-2)QT,K>D*

8^;1L>\IX<7E&U1@O'H7=_M\SC2T2A\1-04AQN)CQ1%.?/6UX1P\%&]$7I"N8L+^3CQ8L?1W#NQX/9(P6$*

M)1V'F/4#PO_S;OD1M>!G'P:PEY^DF[!T9L^O_-_M$,U;H)DCZ;K/-K;@M)?^Y4DKD?A(V;NJ1]&E+@@4@E%!#:*

(&NHM$4H70*#6_M546/LE55"I;F3EL'5QI?$FN])SSR,@@J;<'="Z!L?B9.1_._/&E-)ZNPQG3]_M[&.87YU-

4'.8)DT_F35V65]9A&:FTRCU#^:K!TDE9Q1XPP=\XH259:,%-H5_MBCI?A#_(J=\,5?/K0/+T#,V))Z!J^>PA"=<0>V4!./.*

M40W=V3G95W13.(M-6,'3L,!GW=PQ.4?PF7YQO'VWW\VKI0O#KMZOEQ_/=Z?_M\(PS-$K"RH@A-5<06S$-

**^;4Q,I&$=5C"*@O]9;'I)5G;WYGI9(.Z%,@;I.SRPP(>@KC).RT-OZPW_M((+GI@8_6"-*

_M$;E:_@Z;O@%+ZRA7WF'Q7QVO#B@I\93L#:TX_34;T6L<(9PKG3A2F>/1!P_MPH?Q01,I2[15*D.4E_"3_-*

\#_B>=_W($GAV(M\M5_2>\|C$+_QZ!/HHS>4,)_MP1-P#>[&>D]]^MG'(W1UDW8\05>FB"IJ]PG0$3;;F(

(%XKHHM"E"U59AL>9_M!./.@]_.P[MXW./LRC_T[.GNEYO+_+??L4:7_*!_MX_472Q_F9Y/.&)X)'-[$.+?*

*97-.:S[$VB,R6*Y29TI=:QV1Q+YFDW'8=VN\TU:_M7S=]>OU>P>6AEGGK*3QL0=I?D{KP,Y#VF^4*3*ZP2LTP<3F?*

*+S^MOWZX25L^_M+OE]+H+KI9:,S'I*K+>9^KQ87-C79KM9-E7VN)[_G[TO;6X;21+]_/X%HJ=[_MUXY@<7*

?]NQ$J'W,>+>[[6>[9]Y^FJA"%21TDP_;("5K?OW+S"J_^)DBB)_MK;XQ9)'%59>9^_2[A\O)Q-^&6YF,,KOBGY6K\NLL?

*V#\WU*88<9K5Z5:L9_MKP_O&C!0-HE^]'>;JKW.\SH7^22?7[Y]GK&MC(O>&B3CR''QO=\00+A&LV>_M^+?*

*7W_WYBGN=<73;._^.Q[_J'^]9K:NGB*YNX;4+_S?5UZZB\:?$W24.)]Y2T_ML4R->H_DM>>]P78&D/?*

*=ELU.SY!&Y9V3I0XT"-=]C@T5#@KG7)-X;/-<6"_Y(\+23Q[J?#P.Z,_M>"?&^_0Z#'S.Z]]95BG*L_$S"CW;H-*

GOFR<_Q3%:U/UF[74/>#P=S/@+@]_M#_ULT3^.&)(^%_=G=/-\JP/;^#O22DA]._^%4M2_M:3,5V[9K!*

[;DZ>.F&QT3V=VM2_[1:Q)-KRWKO)P_>[&W;]_BCHN=^1B@$AEG

*M*L%)G8X+K$G9&0MMUQ&>EZ2^N[]^F_MB9PW>_J-%VWTRM-@>;V_(/B@2_^7M_MA_+<,$TE*_",B]#6G1DYUL+()*

BX'_-$)?S@%(E[ICQWO+T+XV'J$H-78E67_MP&BQ]8(R+5X.VL1!\K0M/5-

$Z,8^)C=%:03_")_%6>@Q5{B1+6)IRW@M3_E!_M>Z9JC5,([NT!GE_'%AP'XSESD1(O!YPFR)62J)D[_X\CWF\,3.@BCE*

M/!9[$\=/%?M#M/5OA/V#A7XG@+_-SW.I"FE=YFHB!W%ZD_SEIO$S\[[_?_,/_M$U7^GZ.:%S40;)5G5P_H=AWWJ4-

HP(D'Q(F_?7L.@@O<1QKEEHY$^"W>E1]S/!_4Q+]MU?,>YU-U#>FTUCA:9@;

*MN9@6KV5>SR;\\A7^^GK&)738OI%L9K(D5M\X]U"'_-"_3?^&B_M=B:;;O(%/5B]M*P(MU^!!J4]W""+D&;_*

*O/\]Y(N3TG*96:]T5_5[2GQSDDU_MU&4VTQ_$08Z0OT-0:X2Q7_Q_HNW&NF_D>Z7+PYI>(6$0AG:8,D\E*?/1"A>I_M&S*

*L*U:.#&/E!O]R=V03\2$7;^A+\&Z/J.7!_]$-1$8R%C7C]_M+F0W%_SN&T=MMO<#?7?OUYR^_TE_.ZY<6-*

^"F4AY\U./5NNU247Y]UH9#@-D!NMZ>UH8'

*M&MH*O:8W*I7BF0:I]#=U2;6P32I]Q!"613&L@=Z&B9P/%4/[D4]XD2KLW?#?_MO%B@H><,TS6/;*

(C!,.6CUUQ>2D\HP5G@NY+Y09@R(5R;.=R)E)]YOK_W^*WL_M($MBC\$%+O-QG&:;2IBZSA-%V"$YP%O\V04,#^R

M.>.9X[+0307/W-@+;?5$V.-!C"WPQU0NGSCOCMZ7?YONM'8H+@?_M#<$,DJE7-)0$;A[G(E,@91)8X?*

%P@Z9I^S,CSV9!>[:>+[,R>PH\ATFHD_P_MW\XPRGO_MG2EF61@ZH>N!?NZA-R-R&8]_79'Q>U_M#?

[W.Q'M\@0'53VHZ&78Y5.+_9_M(K"(=WTP[&%).\T0]F8".",_Q"B)_&^HU2+I^FN'L8XR,@BRQW9C9KNTP*

M7[@12Y(T9FGF"C_T9>JJ_Q>?+8?9FWWA1\[(]^[9NKA]6_S!_ADLD"?)M_C_ME/??

4360DAER&@1T^"1:$^H.Q/QPAE#$$(K8_M;RG_>C7T8(CL5XEQQRYJ,:)<8(GU<9HBFV'P3"6?*

RX67>4(R[H0!\YU$L=B)_MP7CP;9=G"LR'J5[B06H'PG9PDH(=,3_+$B8"[K_P"]R$1P$(/_OI5A4$HR#R

M1K"3AS0>5G#N,P$QX>G-O9C_MEAZ7D90R>2),]"",!V^<;.\I_U0I[N[&0]L0/#R=I]5WYZ=W1]?

C0F!)>/TFG_#=NYKY49($J4I9@]W-_#A*_M0*,3;-]UP^$%&D3=W/P;[=M:%8^"55FY]"R:@G!-_MQ^R'7Y]55>64,)10SY+

&GZT,>S6<(Y?&'FF_>^5I_6^5%B=$;H_+_M4M_P;V651_[P$$,HUHQ.9FR=$$$\WG;7+?T1T,Z<3T#Z=/;5VU1:XE1-;$"I

*M"9,(]0*V_GC;^/Z.Q+[_M&O7_14E=3#5_MA$!CI+$ODARQ+'X4D6=8X!=5G>>IVLPU6]6#>$/]%<^W^_L;.-!?ROG_*EA)*

<^3+)^F;5A69OGKR_MY6VK@(1=!80%U^6GA?N;)[4/ZH>K){"$QUO!B*0;LHH+HR$RKE5$PS,T+X'7

*MIV=P65YK5*2)M\-JO*;P#TN9IPU,#ED9NYV5Z\^_>&]%I>OB\K\Q5>M_1$7O_#_?:&2N/0#4DRL<;_M&V8>GD+*

*<;=IT@\WK2_%5U_79!2EJ6PV.FE:[GQ95>@8H:GV:\&(CH(Z@N^R'_MPOKO!7_?!-!HHQ4@2[!5U(B6&CVR0[(*M!EA,-*

*DY*EOP"Y?EC'@>/.Q:N%LO_M\#+3FO;=ET^?FMZT(\-/A4J!T5@JR["%_;E"?<[8*S,@,53*P-DX*\LGCX[>\B)_S?$+]?*

\]X%G5\7@#'X.3@17D_M15HI%*T6/_DOR_*J1]N(&D(K#D2#:E\AN3;H+)"_2";+2^]'U8A49,>1SYE,_M$X?YH%R@*

N&R3(5!E"5QEJ5KX110NVW)00F/I>,R7SB<9ZY+_+-/$YBZ4K7_MW=M$JG??9KF>/-*

!D6AV8#0[_80=J@AL>2\,2S=^(G2,@#A!J!>+713X_6^E8_MYY!_%3<_#O:M^(2KK'XM%R_9;_^6_!?-CZJB;KKDNCG1?

*[RX#BU!&05-N8;_MID+A>!P#FQ\;]A^&Z<3X#C&&S_M8S'==0X]_;D]I>7AT_*'!P7*YL8W\]CJW)K+0MRHU[A9GJ5G*

*=_30'B<=_M_28>(BH"I2F9^$PF7@JHZ$HF["!F,9?2B5T59^E:DXT'146M6Z_]L=8_ZM0+D,[(V_#=#,\#?58]Y*MY*

2(=V.%N2OC8^K75$[263>RX_M7@@D".LP#\='WT*X%_3N!TY[!D'77HO7OF]XW,0*CMPE&)>X&/3&!QM&=L^*

MLYTDE)R'7#AK2G"H0L]) /,#3P;,]^,,E(^,_R&DW$Z"P%:H?&A\GM7S;_OA_MJR<%2+.>"^-

F+'5[E["XZDY8"9MJ^]A1NE]IB:D$,\:"^Y_\2>+A1T)AXDT_M!M&,])-()V)9$$F;!

[$7BK5XT$WP9T_\L+&#T=BBK^_,$KTGP@YGP+=;'-(N_M5.)E*I]SO/"FN13,$W)MZU-JBW/0\8&1EKS2../A2\;F[_UT]

*[9XM]B_M^V0"9&R<*I8J']"'@QS&L"-3:.1LVW'<*%R++=Q$.!!/+^FAVHP7HQZQCQ#^*_MN5+GW\S$GL.S5\@1!*

*<*5G$3J$%T]*O82!XZ9V=*W_64RX%=)ZK$D<:+$\Y0;_M^6MOZ_M6N85)^O_^%SP!SZ;3?*

*+4C!ME1R/K:.XT/5"$WRVO2&QNU_MKW,33U-4)/&VTT4NT8#--#LVS7$?$^5*XEV"-SR:\&%MOEWZBPYX#_M-*

H+U'ZP+UP/BC84#UEBF!/-1IX@%#YGPI.L'?NKZT9H;#+03,-)/+E(.6G_H7)%$L%8NYBECH>8XM(A5+OJ;PW

;+/QGPOZ_*J98]@,-[MRW08NX>$QH^>Z+ Y7'R?*95T^4$$0K\N686UJ%5-?.'""4]_9U_2LQ)D;QMO MG)92D9<:$\

V.I3&@MHO$B-B8.96+7%.$!OK02W\&4-(S9M+)?I[?=CYT2 M9V&

6V*%FW*Z(0[\B_TOH#;X98O81< M'<6LS>C8^M4U)MI=1PV;4^C->]{U)&[':89)KH\ZR=4;._%M)Y6.??NVMX;C MV$\>_K71V-EM$NP!3CM]9M/ECFK^J;=M=N,TEW*BCG!VXR\H%G_6_H%WZ!^@ M28T]'\$MFQ$*&UN[T7PE/#TF9/A0'JK2;0[-9VX,;R>ZR#4 8DV(I%W/]UB M'HQ#'V]WF,]Y_3O+*H7I[G"*6':))L"^.?A3; ES%\UX;_N]-7'=S#4;<9=G M0J3HI7&8'W./)2*2+')2;GL\RIPDV$L XK;I#VT]?/G"APUAVI3X7(@O'>0H(W)K*[-;D^ M>KWA75.E>EY._+W0"3BPL^-B9X'M.TKR##0%6P$[PV0D!2I$%DB?>Q%P*<$/_M3F=H\/8? +=KNDZ$ESGAON92#VC#0F4[ZF-IPOW061^.]E18]D.8P>!Q6-0>]"WQ!M8L[-5-J#\[3-"2'8 MV$/$#F>I'P?,]* (Q4]%3$:..T?"D_#-W@3_;;*0KV)(7P'K]MD+9-NYV^-@ MA_2) =5"2T\=EALT5A&>SQ T#YOE!&#LRY<%ZG[A;"]_CP? 7!^KX3 MP-_FY[E4A;0N\!]P(#G@@%;^^%VDR^;CKB;DSFOR\[>UMHEXZZ42<22#)M=Q!YG"8\%2V(_M$9'MNRK= <]KP3OWD3B:3,]6_/F;K'>.PEUR]+6GXN!H&=U/;L05A)2E9&.NG MJ+:-D2*RN4OJ%8:XZSF9>W^K[G0S- 15X6B$;Z>:F34M&S*%_Q)J-W)0%4I8U M9N\W@ .\5*=EE2_[D&"='AT"]14I$>4TV O*^*#-UMA.G+J4XUWE3.E^17]I M>'NESN V[(.6%_!962\F95V_M%[00LH%*Y?:_ML>W'2*;V_;%W^ZQF=Z?$Y UWWO(V9QS&[L.^\BCVZ(4/^L)D'- C#%N_TQ@=* M*%[GMH>2A/OLD_T?9H-MNG]XYW3_IYX>^O4,\Q=OE]^_GQSDYX!0 \4<#\7< MH2!F()A!B \L:=\LR3UZEG3_A4+/ 6&N!,)SV.! $5V*V%KU-%#$("..DB(& M&3'(B($B!AFQ)TOMFF3=&^04[3+5^>DE&N%L'UZE9Q1+E.I<3^RD(F(L]A*N(\DZF?2;'6S%*E3])4 MG+#0#Q3S? 4R.L95D3ABY=B(]D05K4[=,ODIWDF6=3AW8VMS2ZS6WO*ZN MPAL!G@^3Q =6=NA'.K"R?0X0=%)'2&DSW^8AL# (_P3D6@L5A[#ENR(/,7ZM+ MEQ'.Q1 .RWP[87X6!HSSQ&.I\](;DSA48 ,RNPD&EC9TT?W@;L-W.TNW,UU M,QG$? LBXDP:,,3VVRK^I0E5\8B;*PU5Y/<=BB/.=^AD.LN,J&KIM+.4]>R6AWZC MOJO/2NPXF>UG3@K:L >VON/'3-A9P- (T\Y(@5+Z(G+5*OBSD'N>**;@)Q(X-_MHD]X'K,SD$!!%'N1$(\]=IQ1E&QO\7C?)'-->.WY$,W_*0=.>3R<,O)"GCD] M88$?!LR/G9CQ6-F@KPON^I'PW&3-D^HEBL>9'[%,AISY0D6,*Q4PE:32$?BX M]2G"#\HIW9'MWG- 0:."4AV*S#LSSL?'@:)FGS<.$VW](I!-X&%&&W6:*BA"E/_MVCSV4R].[+6(>B8#E80IXWX@X)XH!.;I QMU$SO@*I!9E#X]\XQ'H>\/S'-0 M,P=,.7#*?7%*X'# ZC*.\Z%!S72%9#Q2&@;\7WL')?:$7.#,+;3R!,;VL>%]72505EGIZ4&QCGP#@'QGFCL2R9'<>N;;._IPGS%2KZ62Q9 ME&8^]WR>12)999R.+> :.V%IYF$Q0^HSD7B">;Z;Q';& R[YHS+.8.0X]YSO M-C#.P0L]\-*!EW9Y.:;!Q^PD%;'L8/ MF_D0C9)H^_B<@9D.6NC .0?.>3?.*86,71[9:+G#/UP%P_^CC"6)DEGD^#R* MXK6Y*5'H.S9EBB&WY3($\UU*YF5>]'P[$*[WN,$\)Q[9_^>\M9>ZG3]P$$QQ MY=U7OF[WK:^.OZ&Y"EOF+0!8:.1".N$UH-^,GRI6E%(U;_BN-Y'AW^0M_.* M>:^SB?K&9%XIPC_L% [Z8%J]E7L\F_/(5_OIZQ]7,B]-.K"/7^S#A ?W%;XMZ MGF>7S0OI5J8*^7I6UCD]FSKJY^>]V]FX1=%O.^+A748@W*V'RMW.UW5Z9ZO/_MLCFYLS;B8E:?%Y.\@&7,>64:O?=_ +C]K^F@==B%9["Y5WQRP2]KTR7Z+_2:_MAR_1;IU5R!+_-"_3?^&B=B:;;FL:>K#$$1&$VZ\6@*45;KA%2+-_@4,U]C*; M@CKWEYGU1G]5MZ?$.R?54)?93$,0!#E"_@Y!K1'&?O'_09G9W@8E+,'X;+>X M@B,WP,WO- @^]R4)7>*&?,NX*4&$'9\U_D>!)*BG*M_.6F#M@7'_M HNQ''=L=%VQUR?'A9[+<\Z[UI?BJ5_D<5I%NA<-'/=2F M.+5^4]#BUQO!7V<7.O8(]KZOB=3[8!SU'PNPAZU,]3D>.%R[R&!5BPHP M8&1-N$!UK:PNB?V569:GR])EX'2]+[#XIIS &?A<\QN FL3N_@A4H-\W&(_M^20C"U:5GA%T>8YCQ\"@S0OT;/31SH*_:,"5Q>5O'.TZG--F<_1L(.5M,7Q_M7? %LBY)F*U^ECB=9E@B?^4$D6)QD$;.=()"V5(JOMVZ[C9+VDZIKI5K91:+K_M(PVD^UJ^^P:@EX\B17"TGSY;? EHI,SE.T_;FV7V/2=FVR*3'$P_T3VWFIZ[-_M$B%#%DLO=/S(%C1+^?9G-:OGWS8>%*_8/G'3!]8W9P8CE3NT;[^? 3OUT\1E_MX_"88%FKXKN_SB_*0Z)\,R$12?%^],T7(DJC2#$59I+Y"GAS_NR:A4X6.=SQ_M$AG=&]6]^P8Z#VCUJCG'EO!Z#)K&_^3%C&SW\&2A:TC43M!\!-5"IG_.^(ZR M]\]H1BI]$_>#*)BY%TN@##94UBI)V_3P)V7*H4:5A$"5_8\BYLLTU1FYB9/8_M/$Q% (MVUYFM.RGW0P'P6V3%6]KB)*U>W-W6]W8^'"S_-YKN]QM=3WB)FGY72*(A%1T?]9'@#8ZM)3+O+) MQ"C[FW3]8'QWRGZ:X[#?:@L&";K_V6G3DF:G*9R=ML$A0\#$WOQ]'E"U\\:O MFI%]SUOY_M!X1)8I3\D0]#P7V(,O!39;Y![89(ZP91RCGK\/!7%5-;PZ,R#L_M908$UR7VC[>7KCT"UX"K){"$1UP!$L" XRV.>VZ8+)V-)'(*R_MZOBQXF%L)]X:CM\F'>9^<7Q[(?LQXO@()?_,+%1-QC(8BZH8J2)GB@KN!'SF@?.]?8'SBE^0]VQLU MA0,U=5>_*FT^K]="5V-K6]CK,4D?Z5.'/95D_!R6?*]_'TPY:..$M^9.^37KU_MZI4RK]-R_48?;%71UM 07XC]M8G*8N7L4,#\2P-M#X3(I510KX<6)W$N\^$I\?FLH^C,0]"=587BK)REFBT]U MHH*Y75EQ;6>,\?::X8='A:\,1>/J.2,V9W%=YVO8PB!=/^!AXM@L=K']/R@;_M\!=@B_BYYZ.F0"WY{B=D\5/.!3D_?^88-IU? 4K;C#]E<1^""%T8K_X^'?)D5]_MJH\I5{0V+?3S;-4I=#_M4.+NAHXPE!9MTFIQ/9AE"\O'R]F$7Y8+$Z- [K5\7)&/[A^9Z./H)G]7]5:UF_M'-6I!@Q4Z*(?_=VF1CGG>9UK4GO5/&-+!QS]UB@9)T'R0S<3V.Q9IP+_^8I[_MG7%D. [>\]9:WA6//N^UJ=[GMFOY#\96MZC=AWDUZ$CW&N.=]94AN3YC?1E#__M"ZH7^@K0.NCZY&_&'O#MI[RE- <=QP(_X\T?TX:'F;YW*MBD_-6+I:]B?E:I_MQB/Y!\7:A?H'7?+U0DW/U_M,^ET>Q(7X!E,/1L5^I$0T2(FCH99!2G2E1"(] M5Z2VSU2$'9G#5#_A78=%H1V$7I+*,%SKGW?O4@(=Q7N3$VYXST,%GPSF#],$ M7>5$/,B)HZ&604[THA5N++F=92QU'_>+IU*6\"QE4>2&21+S($T?7$Z\+Q?[_MBE$$(]^)!S$QF!- WIY^O9PHVCOTV!V$QS)X<9D_>.MKA1SP*0Z9".V9^:H=,_M!*'/L$6'C&(NLV1M]N1-!,]6ACR;I,T)DO/>14X0/VB/[V$.Y3'"\]9S*+/%_M?%$U;1UFAB_&N78TNN!@!/6,(%NX2@D%XDCZS%>>QX2*'!:!9!&NKP(]? M"0_MRIXDD9N,/'L(N0_6SQX(Y\-TMICK]E-@!M7S058,-M!@_UV+-R]N66QXP^XP_MJ0@#6P0LRY(4:TRY1T_MPI25K]H M*FS=.RLK(I:U#A"7@\08[*S!SKIMJK07Q)X79,Q+9(B-_F(6!V&*_3/!1DKA_M\D]-"IKI#Y,/-^+ ML!)NK(#%,YM[@OD*)!:/A&!>Y(#,2MW$69]XOD=A]4M9I'N55TXTBKQ[CCX= MP[#SS2/!'V0"ZX%._Q02#4M\@SP@>CGI:U#=KR#8["?,!!#7O#JICH]II_MPK58U'D!EF:_(?B47UJSJCS/)8YK[,3;C]'9V!CGSHM9WJR'C8BIA%?YZJ0_M906/F\!#Z0]BKZBIHWBG(,FLDTQX#DO(3%E#5V/.957M.T:_L_MF5>POM+ K(&*N4I]4^F"IK7H&8AP%0U;K-0?"QS_TEG1R.+3$N:?]$-1A&\4I_MHL1R8;@W-85UX03&>?NF;B-*>C9B#H*9P $0KC7&P,TY*MA\OB#XUJHZIZF,_M=6<+V*3:+%0/E9GR;_ET,055OXAU/@%#'")YH$I28UJ0=>0.^)Q%$V9J>(M!/"PWY49/0G7UNN(W1U66.,P4IPN"0_#9MDCN-,@E%Y:]R01VW(M'*6ER0>. M%I>;EC4.@,:1E8"\B\F\1;>5E^OSR_6SC)B=_"0O<#8/#F$]+M?6]W%O\\2<_M(V3Z/ZE3@/B;B,..$,CRU"J ME$5W7__QI]AUHM>UH=NZ,WP#J15%!_7L(RHO-!,OD>+&]4RT-W^0NK9IJ[0_M<THXVM99K? I"OV.5\B7K_ZDJB]G<#S;_M>C_3[_)BH>3)?-?U_T#+]W)0_M[*B],ZI_Y134%=@/(.T9'"6J-CCC @G83!$EYK5AA$9!8W?)464>@FL!BE[,_M03W1?$4NA^GHIXVMM_F$UGG5?BJ5H;:H=9%&\0/^(/%>E- BD52Z5F;RN%QCT_MK[NKP2V-C$I:ZX_Z0MSZ#!@YW$(J,+X$-+PJS35OUYO?ETZ<1/OX"]%OJ'8Y7TG9A2SF^J? MD$B8=\(!24L$BZIW9'?+MNOZO_M[V9P_*PHI6K0Y+M>7_U_$T%\>\6\UP#(;TQKAMC!&#!V,2U>R[R>3?CE*_SU M]0PA7)QVG-&Y1D;CO]5?_+:HYZ"]-B^D6QF(C]>P4S]?5Y6:T$C#;D?]UFWP_M;4?? P%W:W6]N9_LP1,JZO3,DT=2>W%GK$C>KSPOL(@W]&.@#NN]Y_P>_]_Z:_M#EK[Q:D@[A6? 7/#+VG3W_LNN#HH[>URX!1H&R,D_6W\"Q>UBVMW34YL[Z?=_M(*39OT_ANH]CH9$,2'IO]%=+399W3JJA+K.9AB (#K!N6ZE8632R,E046O56H&7HPL6_P9R^C=_M4:W@0?"7R+45P=G]U_A#FNH""D2* ES_@@YLXS/IWM#*02TAR6(02A4@#FD%_MH%W34_JX5_F-F7#2^"=A#I>0BU7Z8]?O(L@+N559JRS2P MI2K3Z##9ROX[0INF^]+JQ"?I8H)#P0_]SBQ!6AH"0NZ@X>RBA^5ZNS68'#L_MT+GEA+$X"!,91C9+7)$Q/XUQ[',LP !*8B_A7A9+O@]3Z4MZ!FS:$B'UA-9U)P4=$"X#;1S,QSLS;<9(64JS$+0^_G/ M6%XI^9SW!N#L>TR,8]N/,2VC%W_8WRL/3[01*-U,7_H$XX.8%3-<]A@.X@HO&80T6U36^\7'+?QU6[7-G"VC.Y#

M;KU;GW9]>T2Y?:[CTT*F@5]J.AUI^P='P-['<1[KP(+P'=K3?*8+/GQWAH+B! MYPP4,5!$AR*\@2(&BA@H8I-1-T4,%#'(BM5)GF;::]/V*YX6/->S^6+0\8_:R/]PBW/&#TLS[>(}SR@-'/^GB?W98?K$/: MT'F3#)O5K,*A-\VS{)UV")UIC]B)FI.X6;]"A#E9G#$_LAW&LRQAPN=NYGN>_MXXNU7.PPE:Y2;LAD+&WF>REG0BB7B<"->6CS47^:BXVD*^NL,3ZRGTU[+1'MKC<"R5V0NKK0&R\-A\ZO>]E&%;L"; 7$]92Y3#?YHK%-OIZ$BDB;O/-M[.]M>]1/SGD^H2XFY1LB[B\=VJ9N)WORN6_>L^19G.!TRBBR8^:GH<=XX@O83FB+-MV/6"S$D?=L^FL\M]1QJ&]O=#\&&0)(,D>1)F&/!9@1XMYBB,]6:1SW@-K-IV-M0H\';O/\V-]|-&*?DFDW0VV+B'(3V&>8,-VI,)6!5I[+/%7'D*NGQ,'S8-MS=]81-TQ0G.4LFKP&PY":Q!:3UAHA5S:,7<$V-6.!#,A\9C@#]8J^7&6A){O-M.&M\-^\Z!FT,16AE/'-^WQ8]-C:?.!&8D8*S+-S=)/(C$<1[&2KP^$)K6V1K
M$%J#T!J$UB"TGI;0XDHH%0N7<3]U0%1)S/+BBGDRC448>ZXMUZ8]WCG@=2A"
MRQ5V$*1NRM)$!68N,P\!%B'WO8CS)/.=A]W\/0FMK1'!06@]5)#PYBW:GFG=-M_UM5E/#;4/D_U.
-6QXP^EB.]PBW/&#TLS[>(}SR@-'/^GB?W98?)9_Q>"O_M.Z8-S0D5U\XF9>OCMK:-UAI\J'=U2#SW!*3#8%]
[=U$&KG!=S-/A,7KI-@^X-M4L-SYOANG+A9DCABK2#J-BE[_S24>*()\1<:>_-%&?
AC=KP]N0/DG)K&'4S[84}Y_PD#H1%$D(\;Y'S$_#FS&O3"-MQA;&<98EPA;!/A*]'I2Q.:,XB4>>/S"V9X#R-V,[AE.^!\86"]].@8*F@?:-MEQ>S6*B$V:F?^3*-N.W*?20#/2AC"T>1$XY"/QD8V]-'^8&Q'<,I[YVQ>:X;-M!2GGS':RF/EN&+-$\I#9(=BB4F0B_>2+?.0C"T&;5W-MK'E2G[O3]%V6]72.-]II+'M^CG/XY0&C-MG_7Q'N&6!XQ^UL?
[[++\.!DBP3XR1((G:.R\Z25WS-#*'AI:'8]K8?"F],I\-M*,=S@L1E<9H)YL,^5RQU-M0T]D(G"S;-?XIZFU6G.]W=&?
YB3^*'2'\.?-Q(8C?59,[#_^%+N..QSZ0,=''M?:0#'1_AH0]T_.R.=*#CIWSHCS/3\VC]-I^__#KX:8Z'NHZ5I6[I$VYG/*'&
M=E$8,C\(,\9#-V99Y]3"EU$FPK4"'"=UO#B4'HMLX3!?)CY+EZ[I9
ML'L!SCWY:6(_&KG1D,TY,+'A2)\5$SM]O7"@X^%(!SH^VD,?Z/C9'>E-QT_Y-MT(?\FH5211'D7ADEX\3C8+(
M/\K:J(,6.O#*@5<>H"8[\(N!7PS\8N-7_[\8^,7_+P9^,?"+@\MZ&OH9FW[&-M4IOEUW0TYO*W18V7#:V-CWT\W",*B&))$
M+$MH]F48,"Z"A+F!\E.;"UNH];S6_?5?OB^N^4-=F>N.7#-@6L>']?,_C_)-ME.NR-.?E^ED
6F<2N2P.96]I]2>B9(UK[K&Y\WUQS0=J[SQPS8%K#ESS^+BF-M\
(7C"AXP8)$1\P,G83''>BCN9")T[4PD:RWQ]]@Y^KYJJ!ZH=_0SXYH/EA1Z-M&Z_UX;NE?[QNK-X@K9ZIM.HCS39X?
#^(K;V)K3B63I1R%H42!QX$#DNXG[$X-M\MS(=C/NVF(?CN5WO"I'-6?5$4R:GVPP;_P)PBP.9^#,M.I]]"@WI,3B:\
M]NF6[ZP:3DZ1T%I*,/<:"6:/76>078/&/_#0@8?>F8>^:(!VKSS92<,T\<-L
M2+,0^&N:Q2QQ1<@2WY:>$P4BXVNY^;=Q6]\G3ZX!_/_U';N6.7O!D3+GW:CT-MY<"E!RX]<.E#Y-*9%V:H'K/
E9+YMAW_NWU2>.#?!SDXR?]R'/TC"302-2YH5^S/PD"UFBPH3%D0+F-MFPHODLY]^.L-
D0\>^\%C/W#1@8L^&2[Z,%:>D[2%+%(A'YS(\$<-B4)RQ)-MXLA5@2-MD=V'QWZ_7'GPV0_>H(%/#WSZ^?
+I1"19ZGB2^;&7,E]Z,8MEFK*0-M\?-DB25D7\?/OM'XM.#UW[@TP.?'OCT$^33,LJR2+"(NPF6NV9K!SC
.PU2)E"6!B$$C\!6+HR1@L9!@U,5^'-IKS1ANHT5\2<^47$P4-M8%TQSZDW2WZNQJAT4>7S7-7OQJ63A53R?
55.WY33V0)P%)#G8[:*UE]A'3]._MRO3W[RP%N#]#=\RKA>]>>+=SC3\./.^'*]K7..XU@-M_\.$&I[8-C[Z>*0O!
MQ(M+2QG067/X,@-B+B_8-:LQ&MS/C$MI]TRZ_6T&5FPH!H9M[0$K^%?^(5/-MRT4QK[O];BP^MQ1/SS_"DI?
24H4<61D<$[TO79X5OJ#;=_?C)IU>.WP^KW*Q-M(-2VYF5O+6?
E!*BZIKX]^%3]]MJ"0P060"M4*5_4"H,RL%E<%EPWM2[*Q41:-M9_QELDRE\U<=]FMH3*^C\55VFA_QQ;QLV
P>'+P+3QTO-M9Q-^"9"!L_BFY&M]+I$SMG]HKD^1E5[G-M(I_D\\M7S3.VQ=WHK:$W]I(8W_L-,0G7:)
#$/7;Z^_^?,6]SMBWDUO>>LO;M_'%B!TGG_Q[V]8^QX3BZ[?'LWP)/K07>-POID<&E@1P,[VBL[';FV
MZP\\YW8488#P'#8X4$27(KR!(H9.#?>5^]GI-&*9KK\S]&O4%GQI#4/5CVH4-MWK'./R2]6FK-
+,=Q;S0L9EO)XIQ')DEO$_$;2(CGZ]5'DA?V]XC(^9D<*/O-M)A'C7,2,!V[H1]SQ,JE6O<1W]-V?D/?RFC9!"WYY?
TT4P_5&=N*/HOMN2OG<-MB6'@;_N2)\I?Q,1CU7@^,R/XP-KJT+@;]QE,E)I'*9<1<%:C!;N2#.E)'-$
M1%,'799$6<)B&7K*CX4KO+5,],/@;TXRBKUH%,7WW-CMR1##4#1U)YKZ)Z\]-MCE'#>6G-%E5ZQNO^^(Q!KAP-
*0URI9=+[P9IYD0^4VG@,C_,0A;[-6>IGT;"-M3D&VQ&O=;S(9I7X02Q9()V:^\AR6)")ECI21B&
(_5$ERH'+%=4:.ZPY"96!N-MPY$^?^86.B]QE6.S)/5:59@VR=9F#)AB\0)'"&DBE:96Y-D;A8)GR7"5L-0-MDX-E?
FPS+^91)E4BDB@!Q^(X5,Q5'$03%Y$;KNG741;[=NAY3,5QQGQ;9HR['@?9-M%?/,]B*/B[7<^L,009X[BN_:9_.L)K
./'3@H0,/O4Z-]_W4%F[*_,0&'IIR-MP3AW-E#)/2^68>:%8BVVY_NN)\(H9F3H@5()RI*':3P-U5<+\=!0,
M+'1PC1\;Q(+%,FTI-SR6T>98$#NOI>-MNAL]-
V[J.IET)*CW(@"6ZF3LE[LU$;ABIX)\>/T3.A6B>SA@'\IY\IR_+&EX6,!@/KQ-MF-MUE-
@S>C]\0PG=0Z*V3A>YY$6J@!\#G[-.OKRQOI8SP-[(MYD;V3VXC2Q8-M6GIF5>J/18[M)N9G?(X-&50]'[:,/1QX
>QB8GHR8'>&.?]F89<$*Z\M/IM-M]:7X+Z-H.O]*$TLM)]4=$TY0B6TPF5I9C@QQ:XMA"H.$#],-T-M-XLZK13N:*ZF-
>ZK4BF*"0FKHZ?\L>-5+!,.:H#AE^UMZEQ1^XT49.?XH5$1-MJ?K@D+$#/SI_@C><55$K!/@M6SCM89'?;WKU#9Z[?
Y/9B0*5.!E&OUSF2SME-MW(6_[#"6@4S\T(V]?;33;J7).WT,/ZI"P?KZC:;^O&U;27E=[8UYURAO6Q+I-M1)
X=N0Q+XDRV%O@,"Z5S0(G\83@F6>G>VE3=+]IVSAY>HN&^O-(#9RH7-2\
MD(^XA(;7SL\JI:CNKL"V#-.2VC*H],8,%M9)CZS+7$UTLZ)B$W/?PB@>DUH]-MSXW2B"W/-)$W6GD'B'T$:4DZ-M?-
U#\MFBTPR.N3"*M=%&8=:!7#P_&%2G=#_&M5XKI27E5HM<,R+GAE:-/V"ZM"$YE*-MPM!NOH1'9[6:6V#75@_7^A4?
2A:VV0#0WF)"6VM)S'@3IG@+]HSD,]C%!,X#-M+X9'@/V,RY%@-T_*&5V6EO5<8G*:B=%-M)-?
X8[(J]!>_+>IYGETV+Z1;&?#,U["#G)Y=]0E'FNLV#&R=TM]V]#S?I0']
MW9]^W(VN5IK!:+]T3$#RL'K.*].'L_\#P%5_30>MLU5X!IM[-MQ2<7_+(VS1?_0J]Y"'\^MT!F-BO\T[Q,_X6+VMGKW?
62TH,ENE"(JE^1)P\W-MW"'*DV;]_7_!>?#=$T]-9*06S<=(HE(ERQ-EO%*2.H9-M1BGTI?
CD5R3OTRM=QUTO$)/#Q#HC+1=71HM(>F*LEF,L6S%9]1LVE!>H:-MG/SW<-=OBT*KUQ?Y_(P>NBCX0I*.A
1%IR']11F?%/98OK7&QOM$0N:U$[]@_M*-&^X+,9*#2X"S6IU<49V!HZ9@#K_[\Z:-!JU&=2_U'"'>P\:L.78[/_2LW-E
MG77L\':M7G57,,=W@I:E>VSKD-4^]T3';=9?_3^M@4?JG+;GW]K4F',.F7/>-MR(*+\(_^@TA%S?
()W$*PQ,^^I6>\."5==9K3N=+#OKQ[,VX(-N#5-M'!]V&8>=6-6LH*ZUQFTZB*,W$$ZWN9)B4U-
^]0,MN,]L,0>+HVD\CI9?7G?0-M:63-.*8+":\HJ=]^Z-%!&,VHHY*B*:?MAFORHV(.++$H@9)##I]/4=K\O22-M8
!"VG0@*\5OVL2B!R[YL=9U]1N7KQDUQU@WRCF;E.7ONKE9BP@$B+PX+R<-MH"]O?]>O
B17U9SGA3X*@(2]TRH72II8(!]6&5-%/@YYK6N_@(-P!U15/6S-M.N45_?K>O/PG\-(O[DF]42,Z7Q!YIK!N-(X$"R,0E8
M*'BE,7/-(*&V]6D^(VK4D<);77%P6V7-LP-:?SQ7%9[^\Q>"6]NM*.)T'$S3-MQ*"L),-+8)*-4N4I&.QY:]5H^2,[YS/-1?!
[0#!K"F9[BER&!C=@?)7+''#E^D*0Y9":2F9U&4U2DO2*FG)\(FLPP_MX&UF]1VFB7P2D\E&\.J\QNN,LP-9(0,5
B0S_6Q\!8H>!OR$Z0.3B=)T-M.ZMP9?-+BQ+T-%=4-29%Y?596;!:U^0'(+4!#R[_'ZYE!4-4BF-M%"T"GG=6-!J=YNC$R1&-
\^RR/\\#'BT7(&Q2;%8IR3FIF;9$IOV[$8F;O2/X-M&9!K@;QK06]$!]DYR=Q19[H&(&R#7@!Y^*YQ_#1?
SI&'M9K5^I)&&F3%*3_5-MP&W$&FP8_BA][9@#W_!\EB4);L(_1,I-.YS!E^?:U635?*+1C.[-6Q&6E*,\E!4!2Q(SZ1*%):H2]-
T6;[57-M<.U-X$2Y=0Y:EII?DEPTFA:2@_L_3ZLL:!.'(>L-K]N:GC_]X]QDX#,$,=),,,QO-M@
[6.]2L4.6@]W7X@1>EUN0FRCP8,6?YY"[]@8[9+M\LN?>[AN9B3F[;D:5R-MY+C-ALL"TY:TP3-5H.II=L?3"CVV4T108M
-8S:<6BV(0Y<2*15@55!_I0%-M:1--H]-D=\WYZ/PK.EN,6^G,)CQV[0S%*3ODE[!L^(;UD"#CHC4DA6K/UN4>-M-
SW!@>=%3]B.K-L%%N,D5^=:W/7P!27TA3G+%(6]VG1P)%:;HT9S#IYOCA.^_MK7@V;W+)C"1NG1VBE%KR=A0,I-
JY6T["B?*?14+MG^%(,%,UB>7LEF%D5[:V36C#K3P;>-1V>F-M)G.^F**2CP]5H)K34>&U98%(='K9Y6NP/'WD:^K4U>?
>0GDIPY<8P,%>O=!A-M!@29!FC>'!+LIF%.%C"64P;&-S"^6H^O(G)4WW"0%YDG=(LLX6:4B1+HN@!U
MA:C>F@-6&\/_3H=_S-2O.KJ3,D;:!KQ;U+>4:)]R=,"LH\YO1?".Z$;3G%Z+-M43^6GG&,?(). ^>^6@X!VF)\W\6N.1O)D?
G8)Z%(@ :#;@>O-8F.A+OTRIR52-M1*:E$:FI+5*@\&FP&E9]!EHH,"U"Y=90,&\T"-57/ZM%,;;>EK7935I=EC27
MKCHWZDD--C;^.>]B(L6=ZI[GH\M;,)B):=T6QA66QD8'I!M/336Z;*NJ=!2,-M&G'JRU4*!E$//)6DOT*I6A"!PUMAY5K-

ONQ%9O%UHBQK3 B>EF Z+)#@&M9Q M2?OK@PLCXB90?,R4B&0R!;@904%.$P!B@=9*AZW#48+
G!)JO=I0R6&"NYBL M#29B/6=J0OX56B>8;^W,C6EG0"" U(U Z$=T5WP*&T.W1%^O"7*,TL-?(1^@ M8-PJC)?;QO.+?
G@LH/OC* #5(@[]Q/4B/W*#'[I% ;\K-8-535:#B022*V" M\:S8=<,VH-4)!9HA>+;]P\I3#\3]
(G]_.L;YPT[^>FGC\YC9BKIZ@&LG-A9 M8&A^TJA-74+I*SE+5::W6U 8ZG4UAK@R+)6B:E2Z*X'WM}Y^(KD43.TDR;D
M $:Y!,K, AT5H+["D^KYR"((JI1\-Y,%^FQ*M#,Y>>$+4IM@CS["@A2O75#] MG)>2;#'S2ZLBD3ZIOUS:BF37:YO%N@
M.PDN E*F9'#C2?Z,VB=<_[%153^@_ZUD[6?7=MTFZ/(&E$>$ 6WIW9>?/UH? MV$]9LI2/[VN%^!O2+VN E='962@6H
MVP;NR/2"PP7~"K[21]0ZT@G$YL@;T"ZABJ-B9UK4&\I83!N#(0.Y#)1/4ZH# M:\!U+N5M/]=D$"2#(+F5(/GTY>>3IRE'
/BGFI+A-XI*+=GI%)@)B %-B? < MX@*XU1%(%7)'M 9+*SWZ(84IZ-[X4 QD<.TU9L"(\IJB;LT;V\@#RK0WGS]I
M#MU)7S3L&=YC0.W8S@AWF5=US[N%H0O8,MS5*(RC/@LWG/NLO%!H25^@#2.U MZ;QT:F/VJ3;"2[199@#-
BH20*JIR,M'&DC'1S6M:]ZNVW+*G:/=EA M46Q>NR'AQP)(N;>-Y;G!*HDA7L^QAKS&@\MK]
(>\QB&O<OOKY(R,3$&AET6A!':T3=WB%UHEL=@9VYY]!(%64RW6Y](Y,
M+^'R*6]54W(G__=BH]U]BO>0DJ!=CR4:F:#E<5&VZY"6SCH!31@L;Z)'6A7] M;I_+E$IPNG><+*\B-?C]V/I[F64
OH+]Q,TM/\VU5WS]EP]%.L;GD_]DTM2P MZ1]'6/A2+[BNHM$@[R* =<'129).0!&EN\S*"5CTA+%Y"W6TH#!BWO3&X-
@6 M0SOA-]?A]-Y$[H^I#>(O7 MG4B*LLTK$^:'#;]_>[(2?0!S8EGGB&O:>4F?5:/BGROM\<$@Z$DC)[Z:N//]
MD_#N.=F/6/$,P/_\\\G74>_TQ"6='9W*/[N>M^9\NLXWXR$]37YH:ZEI/]P' M'64P_UL>(1QRM'9?
_CYR\AR'9#EZSZO/@H,_J1!H.]5H+]YZR1OWKKVTQ3J M*"F,..\KO[W8!.7EY[4IYT!'SEOR;I]\7OIN]-
MQ/3PO:FM^T=2@9J9XP]S0 M1%PI'T?K%+UD&QTT0-*?8&#"HKPN+7?PF1AQI(H'?6L_<$)/H)CSL]K7).3O
MLB!R/WW5_FV=68[9CQAAX20%@:600"!{@;)_*2.VTA*[R>!]MI/_:APS)4^]Q1-+0C3FLU?7I#P&(U#96ZC-
=_OE;%ZNEHURJ)NCZ,_MKB!U2JAUQ0S.\[>RRG5^YC4]VLI]'T9-^R=E5F]7Z9E.:N\F'AM9?&54AE:Z M.836:FWZT.
Q<$. \4;JI'"%**75_N64EC]9V[T$TH[1\,-&,>L#CB6;?"$PO49@5-Y+D?4WI7@1Z[!0W"W1S8" =9G-
3NTUG)V2JH,!PB7C)LD M';@2GK"H35;./T9KJCAIBZL*.;RN=9+_7=T*D,NQ]3<@T\+HS%WEL&YJQY=5 MA-
W2F\Z:R3FG,]%Q8_0J)54-5&8X M*EF:BHR"%M.%S/P,>372,V!6IBJ2CBG%B9!9@T1JN:SIU'34Z?GK4;3U(Q\B
M:8/C;>_]_?_\]#_.IA>=!B:?;$F>JC(9.E"6?)074!DRAA:-K=17T_"UR(M51$3=&/_19@56?J.6"M=3-
Q(X,TI=T.RTZ8=@;/H:K0$2 M-"MD#.*D,Y 35O&CM=:68[%.G-T#&VLCEX6_:CB;,E^_M6 4?U+/ST A_@\^G;TVZ;[Z
M02C3WYRI65+3A*8)/ZZ6'_'TT:6"*5'MGO-B M0]!M97_8W
/+F'2PL5@036SMNT+;ZO9#H,AAIUR@#RK38JS;9N%KV31DKM'[MH[5O6]M>](:6RB,3V^M$(^_46O..HF2[[3Z4-
!Q<24,PE#0,)0U#2<,]D_CC M*0'+S G=VKC&1GB\;]JC1I=]]6"0 M'M?*6"U.VX_XD.TM\/H-[_0=V#(TQ>FS(VN*?
4^Y[MXU WL$60ELE!6(L)EC;]%H:ZY4L!DMBH2QBR MS28+["*(-GF%7>;_8RH^DEJ=
(QN[_]_&FT<@'\I5O!$"5AH.BBK'XWT;]N,#^ MT0,YF@0%7,=*,QY^T7;_]3M:,L9/^(@Z%E':&?P7T;>[1=
<+UV0VX1AW80&PUSF MO>J;$>AK=4IK6;%-])CXL:+< VY]!;YJ.=8G_=MK , *!$#\STUC -UM6!T^_M@#8
9IE6U0(GNAXP;@\PJY YF/TB*2QFE(BYV.A\[9QY1PQN!(@)EI9C&9G>!0O,\DV/>:6ZW!1RP
M6@T)/;6OVR;*9%,:QZCI3IUW]D[G_U.3V?[)//,U+>L% (6&3] DI(QTJM\H MJ2L^N0(ORI8FT>UK^I]W:-
CF;ESH+IR=Y,=>ZN,QZZ+O#?VM<"7B_60R ?I0 M!Y$MF?QPYN7B]*S3_3SDZBNPG1DVM3/]]T-+<&T.>5&
(+36'O9^U.UA4(T# MU%0Z$Q;K/0QV:J\H:)RH2.L$N*6K4R^9##'29=$2Z1AQ&EN[[^C9F=C>E/!K M URPF+-
:^:X+#J$N2^.4O>+IH^L!0-G!O2TVSN]9=R7+);K;CVX'()"VG2CLSZ+\ MZ>8!S5-Q8ZM'V,$H
,UUI[JM*S^(A7D^V5!8PWN9GQBV1D;:%FP?,1/\2KVQ M*]U$G4S.-HFYTV\/Q TY2Y;TU+BI=#0&FQ":,0]M='>"'>
(QP[###I;1&JKS MEVP!AO%:=Z9NCW<Y<3-T%ZMI&C"ZCY9US[II7AEZW8)I>$;L)@<+TW1J@]
M#FIL#5OX,Q*N>=IM#F%9U+W?\^@= "3(FR\,D MHVN-H\,:E&3M1MY3;Z% =S-]UY$N+$9O$RZX:
(+RZRMU0#P_I*4UZ'"%^A.C/XZ'!VW6]'1& !A/L6RZB\=!,P&Y0H2HTTT@P$
MZ+"**Z+LKN=RS[DW0=HI'%SRA27KW@+"90'9[T5YT;;D:=OPZG/<9KUULS-6 MN_$R[MWI]^0HPF:FU]B_,\V?-
N\$Z/\L5^=D&[5,]\-[1IU<)+UK M#.S1X*DE [1P.-5W_)IYF");FBC M_!1PX72IDGP?PC$+?W> . MX.\EUN7$/->\CY4U
FGD$ '>+LF#(TN;8)8FUYSC%;N5^O M34D1*N53A;4[NL?M6AV1:Y'#= 5DEXZYSD%S3(M+21&ZX+H\=P8'778=U'\'
M191]20%,[',)RD]IG: T]X!HK0^=5D7624HHY2112*D"L$SL031:-E-;UK/L M@,#SLH_
2_RMR$=:H"C%V!IE[ADIB5,V2>*V<0#M26VZ)UX'79.Q6[=%3CVH M4>9@K>W^I9=&3ZDS,P-
1(4ZFEU;8@WHFN\X1V\N?C*!HL:%2R_I MQF%Z.5)K'A/MT^AO!W:\,,UQFIUUW[[NU-FV*6KM5?T.NEZE\XJWI3<@Q1/,
M]?8P)=>D_RXS$)H>,LWG=D]71DB)$$V7-1-&[P0@E@'#MCRS%YG\ON?G:3>^
M!TUG7Q5EQTG7)XM3E&N./S+1B9N2=5OST8W#=N)-A#@FH@3B6ZN!*3N(R&:V;
ME+24L5;#DHQ66+NN77%-0(=!T?(K8_5=3>/56\K4X:LL77L\6[8QG71UST M(882SIB[W?B3D2+7@=E,N?
A_E[.SLK9^S,N:>AY@_+_996%^Q"0#[%M;MZ[F]U^RXSD-HFF&Q\F Z*7SC'A MA0[AF]GO*.I->)7:0W2ZUK5)D'!U._)-
VP&H(E^46GT&;1?4 WC&?_S)B?S7_MFVJ.EN'8[E#6MC6"X:\F-:9Y;=O^T^3W&*4=MS#7R^ET,2+-@[=S/QO7Q\@T
MYZ:?5W\T+\ZID1UV^UA,L1$TKJW;LK =YZ*C^DU5T@;N:=9'-]Z638IFZW;3A)A_K;+[!S.UE]%"O$F CO_-3-6HTU@<%
M3#=WO1>W+:DU>T]AWY17T79Z;QN1'+-]UB:W]%C.[3*(NYE!G;PYG=F[%8OH MB8:WKN9QZ28TR\R?
A;9;\&LVS]&G\\33I<,RALP%;\[)8>WN5#K^>&% MR0?$N3L+&AL]&S=+1=O-7PW%;J&!G(YSUO M[YH-1-F9%VJ-!DZ
BD$DO*%VU[@Y>B7PX37'(=5JU,L.^>1M[(\J6+GEF*GC M0[&BWC<&KW$OK6L'2R?@#MJ,6@YMVI!W@QDW02?
A9J3S,AH+>)G6B=94T[\4 M%[C,@NM10 /3+K79?3/GBK03DS 2=!=*_0[;9E6KSI+5W);6<='+U4F7X;NV MQ_0]A
;;NB43HU&8=*9K[GN)A=T8V;H8Q?3>FT8>L'=^U;;VTAYD$O-%V]G! MWQH-X-U0 &_C"9L"%B_XR[T&+4
5$IN>V&F]U*@"C8_HRA@(*1'I2]R%8<4& M'+A*9/)+)87N&R(DMXB07,>-5J(-Z$ E#_5=-4+,"")WCC"L/1#]F2.M=.:
M[S?TH#GZ0\4>6N);Y2ZD&]RZ4W>-2UP'PB$K[BEEQ45#5MR0%3=DQ1V1Y_DK M_UW)52_]X'?^:
[\DQKGK<.6KP6S\SN8B[3-.J0X0>Q[]^N6DXW_6%XUZ18\[MV'E^-[9)]?'4L/WM2N5X;[885TNYF)L$_B'5X*\?=:-
ASVGR"[IPOZCR.69: M%26VQ]*I5N9 ?Z8BM<6.*(&U1;D[8(=R\0BZISCV.AVN7BIA5IO]M/Y]':YD<+.[DA
M6&I(L.9:G!2"BM+Z/QTG7 MW0+(>I[KUMY2X7 =ZNP 1@$83!UCGO(?='#[+: ?Y;PT2$G6>HI%;A,E37]] M/4*-
K(AM(6)C6N&X(&]N1RV!FF[3+9*8"M]N*8)N7+3-&B#2H#UCGRR##-1L MHK.[K@EB$F"[_8^7W;EU5Y]/)W_'3P0^=
(M2BV7,G]$>C.]4Z]6[38 WSU8R MD7@LXVXR G2K83TPWO@LVOKGSGK-Y6VZ[0Y4T!VMU$DC:)OL+7<,)NP9N;6;
M]5,%)L3 :17;"9'/-4O&9;9=U;@A #[+2*/B4MNWVR!RO'WIOK00N5:M>:(Z MS"WR#&X
E*/0]4R.42O65U2]6E6Y=LUV*)!TMA:BOWX963_]]$;/O3%?CJU/ MG9_M[[@S$@M/>"'E((BW2SB^06=UKV-
M*^6OO%O[T'4P"3.>:FR^KMO1 M3VB>0Z3?N:ZB?SRZ?E+Q2F;@HX 0;QR/,_)^>-;&'9 .C
MPK8$8%K_/D+UPCKG$UC"]_88CLY!&:*O7FZ'[J490]B UFP(%J:C9M][<"/= M]D7?1H&M=AFG55G7.NBEI"X>=H-
N[7#3?73E)#\#TNO.O;#:SUI.K?067 /\ ME?=L2>NHZ!YZ,X5S%/F00;EHS\&
(&PT&.JI&AK:7M(%MT_*VLPPM8KMB8CGOYY&4?.AT9-G/B@6P4)R\Y*L^B1"4YSK&YU-
>;FFH30FYC)&WB[&AUS7S9.0_MG]PW_Z3GB'YSQ@L] M:!B=6%4YL5YT.A<:M>HZ*+]L&C:N1[9H0D9A EN&F_?RP--
)69O,@'8L\P9>_MUU2%FZNUV4)1SE[K:L=E!!(,W.,TI]HD?]W?:Q[XKF/U?*(ECQ!D")P7SDM* M@TIS>#]J[EC A0-
F0%6M* NF4*<_75]XB71<8'^OCOYW2#.=!"BZ-)KN$5-) M95ZG"QIS"D@JT(O!VV3;KYA$P;4I_F*U?
>;+)HOW$O(_*TF6,D8DW9?+*=HI M95H8M;OM"E-DNOLD:?ED99D93\L&3BNC799CD#9U85H9=DYQI:;Y2+<#)G!O
M0W=U1XJ;* [>!:QI1A-=8:E+_#*]K]\%ZN&AH3S2G1K4$ 'U%8 M#QN#+R-Q2\-EO:%=B3^S]6PN_3WL?
%K.FT^ZI("66%7(0K1']]*3]LK:3 G?)#OF'1(F3QOO4^NBF""%-A%?_; <,^%_M4TV._S8IB3@/Q&XPPF1,J&6*5)-
HU3:!W_JL;W;+E5IT2-1IDWF7OFU=G',.5 N#U MED83#QL-K!5;*+4MN+6FC+6-Z$D [;620U65TI$N7Z[#>D< Z>
[4O45M(8_- M[Q<*A]MI+P?.,-RH\2!8IXJC1@T:RC;476TD0,[GM*SD0:WCT#&&
MZIO.S&ZBFTV+,:IC77,$M1KQKR8H^DG?MH6O7:UJX.C0#72VU7&'T861CBW0 M@-[6\%Q9#

4UA&KF'_)3GA=U)QA;7FB6WO?AF8Q3G2>G.9T>L43B9EG.FW'-M^6]/7$>(X5]W@(_ATLM8[K+)
Z\F.27NEWJ&;]/9CGP'\:Z^_+&D!)+&$\2 M;^D_O$#505WH,?:%%8\`OB_+5Y9ZT6'[W)]7-=\^S27%3/P"9$U*5/,D?Y*
*M6\A:IPBF?$;*H^YD6[_LE. M6/F'@JU53V\=X/;\0T<_HD<8;4RPHE"P5:VW]W=UN9[M9UIY MG#I_8^G/'+[06OA5/<|=-*
*W"3>VRUN$P_>CR#%X%%*68G&F*?U0RLB2LT.EC& ME.%H6J9T]R):RDQ5WZVH#DCA_Y^]-*
VUN&\G6!C^__P+A:]^PWX!87$5)GKX1 M*MGN,MB8H3_&)V 181]:%?$"KERE!>]5\]EY3I M-OJ]=JM_=MH];W?
*ZW7Z[]^KM+=RJK!5=_!!B"K.*YC4(VI(5>X"7&'#\J;[% MC/N?/]QJ-E_-C;HKJ4GM9JL/&HT.Y"R(,YDC+6*1_!HFG!']C-*
*SPVIO'_)@@ MW/.ZHUV.M"BU)3OS!E)!FBOB\ (E95M&,O 5B&O#Y5;..WDBY7UW!11<(O(C+C;@(O(Q7*TT] D-?*
*9+$T8R -"C:2-*Y MT@!S(2A:"I^J<6*%D!5"&PJALT,40F>U0DBQZGP!/?(FC*5>T06JS,4+#(MA M@4%"7?G0T5/;**SL%*
*(+>,AUO7SHUE0J-#Y6M:EE &N*Q%(HJ0]\M4\Z7P-J4 M5>!E9R/91-*
1,IQL4.27HJ#9(,EC!TBG#/0I&377DU=FK7];+K@R*[FLY-JF MY%HBJ?Z?&48=OI>-Y1C*[/DD5H-2KK*"4JB2]*
(3\@YB8R<[ROXNXR)POL2]A MO#Y]NBH%&2]F;2VJDG-T5S]K!5"!K#O7&/G.=S&GZF24 M34;/HSY9R=7,M;/,US$ M
]AD$\P-W,:&H/;JQ2CXX7(;Q4F&Q+NH7;I4IH-I=[K99!2%.@1143PU HP, M-
*VM%5.VWD"E"BW<>DN,H[+O+YJ9/A9A=6*_4&$9555K"FT MPK(-AA)WC/X)+_PFHLDXB:?*_3OX_^$5:3)S/__U?*
I5[[;>R/12S=M.] OF?P M]PP=Q?"'(AYE?\G'A_QX"G=@!J)U+,(<1:SSQ^161+GS]\G@-Q+;?(P:2 FW M-"[\"
4TEZQPUD)?;GI4MQ= M>=G)U:,("RX:N18=A($T6=96$Q"][30!;" MZ8H]TIU 4Y-_[<@)/5N47(6C4T)B?*
\IX)YF0UT7:$Z\0$CGA4\87)00"?8Z M72,5Y':]M;HX80F\Z!Q.>KG[)2@6+7BACT9NN.)L8.5K5>=%>81@)>-32U9*
M<$$&0H"L'528#.5^<<-BN;&4(B3I69<+HN4P61LWX'CKPZ_T #E/^8JD"_MCJ!(%9'\ZU1F-BZ-@N^<^-
QP>];7.:\9D6)_=F3;&U""%?9#;L X1CX=+1?)PPIX44NP1H:/L($\B.0JEU->E;@4AS]+/ M,1^+2\ZHW@@N]*
*1C@!Q8WV.D6(4MOB]! M^B!GZZ-/=H!/)3G/N?62[=W\ MKE23=JDX;3N%%SM]8&L=CZG%:@QN*7811P-6 &.C%,2F6*
0ZQ!U#Y5\8P5M# MV-\#O=OT(YA/R.2XQ88<] [^*DB+$140H?MBAL!F8 -E&I.K;K#EH;/GK_FQ MZ>N[G+Y^;M/7;?
*JZ35_IK*M]S_G+S=TCEW8'%4;;;LW+2UV^:FIO6>?9NF^ MI5"3^LM:ZHRT1JOP^Q45BP/M\S9P6:Q-VA7[%D!+'"*LUK*
KZV)-]_25[Z]@XM>65T@ZEEL9,$U+/JU.I#!DAB"GF M5$3AO$JM:?3.1*$C,)*
*_+GA_K8%L.6]#C42D&9K#T8G*G%$FLZOB$!*@4TRF M43(3V&@Y\E+2K]4K Q&+8:@R,1%UYF1 "48$^19G' R6*
W,S/SE8)O'+R"Y? MR #5U4S5FVM8Q&2]6VW M)I<.15'B5^X#(MJTE,B$&ZWZHY7G;A+/W7# MT6$0?
0#8X,E(O^(KE@[6$=BI8S'55T*')43,PH)^)@5%4.5GI.\%YE+4+O&LZ*]BP:!$W57>,KJ@ M!W@02X]*IIY+*
(%:=8@8_XV^5)WC)_=;-AGRP8DI_L'S'B4)X_+I\A7NUJ53 MSN7'A@75P!C7QAH9'II>+_8HV98A,&I"4HG4V//L!-,*
L=$9X&U(]\9X4BE M/Z>BLCFI$/S5;!RRA>/HVC\:#J";>^%O9
*MQ)M@4@F(D53(H:9\B//N@71.@N26G5>8YP'/)456?:KR2:. I'+-<>"@9H2!P(1\ MF/M$>21H<5C9QW/)M*7>6LCP'?*
*6]0Y KB>ND7Z50JP%9T'@W*QZPI=.A?67#NX: MB8M!0=1]=?U%74RS&H->*
<04)./R++QM>KLQEU+QT&T;8KL5/J7Y2PYS3\FK" M_3]D4H1UPK[&U>JE%DQ5N'P?1G/7=*
(FBRWY.%RV"=524K>T%EM^N)M43OE1 M%9[7HC!-044KXYUB"O^&6Y]E.X_'])
MQ9"#I[.2H2N5;!T,2!L)J4AZ\%>401ZB/<,/L8&3UFU30D3@T_?XH(V M RFG6 %6&;&L[B%Q#I!D,#*.$#^E0B[NE7IB-*
"JJ2:BE^V"1@1&5_:_FL%N M4G.O&,6XMATTL#B'RJT3V;H<-G.D22 FS@])IE(-K5+VQ]_?G8@85!YD&QE1
MM#Y<2WH/BU^H^T->.R3W+%59JMJ.0,,[G;,C=$=UZK9 79J\R!*:);2M$5H6 ML@U7;52O
*D.6T"RA/3#66<1Y*LU8[;56X@V]-XBK5J =9:G-4ML#J2T2\0@= M'D-N?*1OSQS;>".@H .G.*+&>\H!L [5V1K-*
7:O1[#1MC::MT;0UFO9JM%?C M?35^[?HF75$5+ODAXE):Y=_2W%9I+DB3Z4E2$(X@@7=0;%WB/5'LT"!'2V^6
MWA[BE$WP#^B,-8)VF3<4^RI&1<0E(*!C4=C/4J&E MPH=*O2+569$J3%#>LOB+RCTKDYRB+D]*::6_BS],:.\@-+*
..%=@H0JS/HO M<]2W@,I;TJY."5XPVH $TMPEN >2'!BB-E%/N?W264/"'&T8LA?*TIVEN\>A MNY_4WKTNJS*
U_+I.$7-?-II:U"'7R_DM0 MUFY,32JHRYYL4SE0+7U-7XG,0^*DI-49PG)@V8&SB'72="J;)6A][FB9 95
M7T2#V2$4WT>.K^X2OO??N7:##N4R@="PM\'YZ?*
*P"_RNZPQ#KM6NF9.&TV@XZ\P8Z%_BD&/A!325^191JI[1P#4RJW7GRIN6"G*3%A8:L!EE/=S!N%J PULU*
M$*,PUJ4RNJ$>7A]\GY2-1/=-QA]L]PU2,C]R/ZC7L@/'&]N!8R=OZ(^J&[(
*M)WLO[\2]K(]%P7&8_8W"'^5]BT*C(L924>\DG:9K]6"'' @?$+Q5%%;."PL$($&E2BV_-AR\CJL&%&&FX:*
*M4K6JR:1>&G,!*_E6;KPP0L/_!-3($]"B$7K$+U)2K.9YR^82[W(N<4U?B M;V*:R[;$36I+W"4= /L3'Z\RA8V_.:V,^CB3-*
,V"7K^_L+,6X:Y47Q0:D3. M;_(V@3X%>YB]F4?G.%A!B(N3N[087]4;7=X(.!>\(&#JI/_!Y0=&&PS_4P1O M^5-*
*GS4;SE7]>VM-.,W&1"2!ET$75%J3$.S3T"_P\?%]K&S=A%G++[@OUOGP(MG@JJ<O]%]95Y=X*T-7FDV^F=-XY]-*
*QK#K.^SU_5^_MY.D\#TA=#76.@>?_&*4):)TG4GH.Z9]ZZ6ED ["CC^H$33S<[T1F*7K1?(I*
*M%E%+M+^S+LNG=EGWT.GRX$@6!]2 O_G;B],7JQ>JU7EE*4]SB5NF+N+G MV(I-]*SE%_YJQ6@S*
*EFQ;\R"S<[>$]%Q<$C[#@[9]X4>ZN+LU6A)YE$9__"O M1G0)V.O/(^"'V!HDM M#R?=B+@0%2#K=8CJF5;Z+'*EEH0?*
<^7D7'^V^^)8EGL4)'P B[0+V[>%6;+< MTX7=7XGR06\<^FOK2V;J HU8._$[]M0,;M,@YJC-%;D0NZ)T76%4?"#3T9R4
M5;"[".V MNX1V-_<,D[JMN!1N(3TM*RG7AYGTU81A%K;\-NJ($/X+)^R^UW MSYZ"<.ZPGQ^5=+;'-*
G=0S/[>:E9.6#FQ@G#.W4ZO;<6$%1-63%@QL9QP3MMN MY_S4RHGM.=XWL!G;VS!\VOMH,WY/^_E\9;-
MNT,^ZR/3R0[Y/>>;;=K;1WR45NN/9BCW'NNW;+QLQ=GO7DP[*@SBF15>CS2 M@'#WS2TZ#/EGTXOLU'*?*
U!&]YQDX#\H85UB\50!> M;_D>M#5TK)9OM^6>M^XLP+1G;=GVD(YR[]FVTW>[9];/;-EV%Y9KV7;MV],M
M=HZ,:VW-Q9.8+E#)CT\F;(\@Y['5=)OG-C?:B@L=+!UDL\8[U$LI",9 6V%=A68-?N60\EMJUPL^+!B@)-
R!RL>K'@X'/%PNM70W<%(ATV^^:8ZMT=)EKUQ MAFDR,=J\62E\T!'Q8TU^:)V[_>Z193]8MCWVH]Q[MGW=.77;*
[;WFV_4 H]Y8 M!MZC,[4,O+;?L^>>GQY9BK]ME[%9<7L^%JD32N-$QI3>V +WE>O<#0%ABRIM
M:;"E8DO%EHJ/Z%@/:KFV4N2)7,])R++5O(1DM_UK^/6+^[9WO\T$_@'DM4->3^ZI=)Q86H=EDU>M-
*+!2@\=_!EDT]JJ]D2"!CG M=Y'K3",N@QB(89(*]]K?GAOEV:]K&Y*R#'Q,#-QKN>?=O8Y*[3@VP4KO1 M1EX*DF(0B>*
<4O.M=MR\?30+7;\3>RV ,9W6V5VFUBR_\0Z)C7"!7G-$U#V$58GQ/ +&%PSWG9:S9:^B']>E@N)A5^,HIA MEP)&SL;O
X5@U)7ZWZ8B$U[JCYU,I#?P\PPG!A.=P L%K)!G?)WX\,_J=EV. M8#,FL)%.D(;P,6MAIM8]?6&V[9ZH$X M8?)PZ/
*W7]")TB'#6/"I_Q1>"C<(3AJ)PX4_##.1XV9YL-J5!U;N_W?OAPB\ MI5- Z^+6?N"4X,[E*V..?;U_\LN2M*
M5J/;WN"M#5X!H7G6-/[99 R[OL->WXH0T=F6T)$7!@<.YZ:!]\?=BG75@EMFA4$2!2LN?]0;/[/>^'Y1;]R,0#8/0N\/
M$1T'A]R%5+OO"SW4Q=FKT9+,HS+^X5^-Z#&QUY_E@J/G@CO#598++!<<-A=< MC;UX=&9YNNNKF@?
*8H^K]3SB2V(N R[(\L[VI5JYS-](^GNSB.++E M6BH^R&,]LN5:*C[(8SVHY3Y//]$%;(U#A]&XBL(8UP=#>2/A3--*
*DE'H3J^0= M$:<=F6"Q5'RDQWIDR[54?)#'>E#+?1Z'7$7)Z[U3R>OMH9)W&47)2,0B]*V" M9X6*7:ZEXH,\UB-*
,KJ7B@SS6@UJN!<-]$@6/#^"^__YZ\NO5Y\N3RT^?OMP+ M8]V"(CSS\& WA-+#.JYUFOM\YA8+R;+O\;)OQVWU]
[HUO65?R[['S+Z] MWO9P8_>"?1\=$]9:/@^Q?#[_<=6ZLJ;/$3#BLY]US; MQ=:1.2=L7&>GK9NK=ZWSJW?
*MIC5P;#>CS0_["+H9 M]9N/A8N_Q^V,K&RPLL'*AO\Y/]]>P-C*!BL;K&PX'-GPNGW6/G3A\(!V.D\;*
M_.IMPSSU^.U514F367K&>)NMINB.- MK[.]U((==319_"6UE@Y4-5C9L$J%JM0]><=B;"-71)C!R
MA,JO!YFUTON@W2G'ZCD[=\^VF%5XR$=MN?9@CG+ON?;4;7:/K(C# MNS[7-OLV]LUR["\NU7+ON67>W6%RT%P?]
*M/'U@]KXQ\\?8-F:V;03LU'*M__EI_\BS9(X%I&U M<0_:]#E6&*
[=UYG;.^O:L+=ONP'(MV]Z';2T&@V7;G5BN9=NUV;9W7.=LT_N? MQ$CYX/EA%.:A,))BK 2U-
5FV)JL^KN>V3CN'7I1E]2LK':QTV"B7V2(.6^E@ MI8.5#K467-]J#D\?B]K$JMM]LXVKLE.1"2_UQV2Z!>)&1,ET
*@_82H8M,UB[MT48."Y)B$(GGE,=/W[EXG8W8>]'<;;GGK>UE6:_7A<*8^2*^>B#AX.TVRD,9. M1>3EX8T*
*(ON)ZX>W%C[M)N3LPS@*8YA&[J7YA5?DR=OJ+V!?^<=TT.R@\(:PN LONO5FV=L7ORB2>!I6 M]9QQ*H9_>_%?*
>>+_B9-:FQ%NF8@&213PP('PD]0CBBF 2E-(?E2X-SS@IQ5UR,8HA:.>(^ V&6F",[=+_DXJG.WEM?:&I
MME$OTD,#^'Z#5UC6R"NZ[O\9\ZM2(7SLMMJG#LP<@14X@R3 MU,G' OZ?"N%,8+!QY@"_B\#Y)J:YF Q$ZG2:KM-

NMKNNXR>3J9?"+_/$>=GI M-WH;#=1I._AT3#V091D^(>[G7_(-2^[C;[^X*V'>/TA' 5LDA,4 N<$>ZY' MQ13QBT#.D!WXG$2'X%V&\HL@Q^#C\8"LP>@_^A3"HBXNXQ7+ P MYZF'&WQ"-ZL(#&:%K<='X8KETN=%MI_C7! (#JJ*&WSEB9J:Z<9'EBG753NS" MW)SC%2/Z6"3;$9!7('@+-"-5$8"H>!%7NP#^Q4YW+0QZM$.J?ET8<- ;$R=*O!C$89B/G2_82*!\R&,Z:5/GZY< M!V;&/UX45.'_C"3MU9+)2E+],L@VL0Q,_\7DJ ?8R .X<((N>7^G>!^/I=0 MGDLL'R(KP1B*%*A-\#L\=G"F$&1HN!87T(I#4%^FL?W;KTTR. "FRE<.(1\\DJ(@ MIH=3,?5F\\H'2BI8;HCZ"3X4) [DS+=(,EH:>@9S5%FU1P%ZR4F):49X/^A,G MQJO-_GKR]=OGRY-6LZ7,CST20J8;YU$8_XIH-00%#8\ ]^OW,!;.9S[X]TMH MG*XFI(#C%1O(G$,PC)-;8AER>&7%!/GQ+U3<@9B9M$F)3T))N=;YKP.\?). MB@SV,'MSL94=W%_ONMRXQ;H<\L-*/Q[.!=UZ,'5_"3R9J#HP/_1?"6/W76 M:C1?J>>! B)OFHF+#.0,ZAUJ"RA*Q$._F,]?NP'!PW+Q0KU?EYA&7^OU&]U7 MIL-1KI(]CK\L>0OLLO8&;VWP2K/1/VL;_VPRAEW? 8:]O10[GV,ZV)//JXU7/C#6T/XO38$.G=X -;9H:_[A;L8GFM6RG[E"5-J./S9/$ M]X>&CH-![D+CVO>%'NKB[,UH2>91&? _P;T9T$MCKSW+!T7/!G<6#E@LL%QPV M%UR-O7@D+!]LM8[VJ/'WK\6-B MQ;^3]9UJIA7JV4,_;6NY1D/ !+-(N;-\6 M9LER3Q=F,2>?1.FZPJ#X0-80.2FK8'<1V@%MW>[4'N\(RM1S5QX?)MQ4N^>> M6;#*K9',_EYK5E!80;$*SN3<[3?/K)RP8!L:/.*OK"-;KQ2,/OW#>_Z##DGTTQLLNU5'RH MQWIDR[54?)#'>E#+? 5)7])YGX3PH:[P>>M5:O@=M#1VKY=OJ--W.%AN>'/)A M6[X]F*//(+ELASGWLK2@\J M? #)I>P2)CYVVV^P_5@NW/4Y\M.+!B@;V^J=6/%CQ8,6#%0^+VH/; M/;?2P59-/&?51+*0D&0%MA785F#7N]].VVZW=R? HZ/&);"L?K'RP\N%_6MV. MVVE:8 TK'ZQ\L/*A1CZRXJ')P_Q;6+@[;X%]RG),F>8)A.C]9N5O@<= M##_6Q(?7G5.W= [X]T?GLC+YLH6\L_^_1F5H&7IN!6\T.YRY9#K8F,KW5>N4/6ZCUH2^A8K=[7I^Y9,?]VMYA/MU_<:R& [GMQ9[3JQL%A=-H'1)C N0;IVFQV;OVBE M@Y4.5CK4M9UQFVW;!LR*!RL>K'BHR^%US\\/OGCR20T^6P8!X_PN[K? 62$[#LMUO.&HC]HZL9EUUJ5D74IW9 <"K_+$^=EY{S17Q@F\R;"F8HT3 (GC/&M3L/Y/J;,SE1XF7"2H?/R M[+31UJ_BI*9I"-L("W0"F";,[CDO^SUC?/UZ6*XF%7XRBF&; D;2QN\#B6#< ME5KAIB(37NJ/G4RD-_#S#"<&$YW "P4LD6=\G?CP[^I^78Y2(2:PDTZ0AO Q M9S##F8@L3V+]77J26N[.3R^<#(HT$\8,\+$ IATE4QI6-6QRG9>P0>4R87-6 MK>XRRP7,,W.^87]?,0K]-U.'"'X:9R'&S/%CMR@,K]_^]T,$WM(I(+FTNHVN7I,D M$'S5TT_!-(3N!F6)#O:C3B!CTZ\,,9? >'X>WH3YS""#H$CQ-^LR0&-.H 3A MC>/#!F9_>S'U1N(D3@*AF!#8'G\MN?XO$C<_+TXZ;X>1^'D2A+ 9N-0+D ?% M)'X;A-DT\F87^-NW4R\(8%Z&&S)D5I<>//[!OXLL#X46\(B[OPHEMOEKU]\8LBB:?1%CQG MG(KAWU[\5Y[X? ^*DUM')Z9NW3$2#) IX8.!5R7@7Q)>X8$V0<5**N^1B%$/0SA'Q&PRUP!C;I?_'MY2,;]_):^OKA6H; MCT@)O#;OVW? &??M^L4'B4H6PV^AU.@>G$*(.-H0[-KFE"X^8,"LFJ'7]!0,D M17JWMN*\)@4@*3)X(BM!@9]^--YBOUO(]JV#03%YD +1_T2[4%9,3ST"_F M8XHW818.P@C4J@OU?EVPD+[6ZS>ZKTQ9+%?)POB7)6^U&MWV!F]M\$JST3]K M&O]L,H9=WV&O;T5<_6Q+J/*+@N8A"+]G6Y)Y]:K\,\,7[_B-'[QZ1WXQ9MF M*SWN5JQ[K9NVQ=(<" [2T/[.E_7[1TMZ,/C9/W-D?&CH.!KD+X'O?%WJHB[,W MHR691V7\P[\9T<=LKS_+!4?/!7>6AEDNL%QPV%QP- ?;BT9T%Q$?)!YO7-JRO M:AY@:[_W/^%(8B\"+LORS+;T6[G.W[*+X\B6:ZGX((_UR)9KJ?@@C_6@ MEOL\;9@7\ (@.'7KH*@IC7!\,Y8V$,TV34>I-K))W1)QV9(+%4O&1'NN1+==2 M\4$>ZT$M]WD<910E(Q&+T+ <*GA4J=KF6B@_R6(]LN9:* M#_)8#VJY%D#\210\/H#[_OOKR:]7GR]/+C]]^G(O9 R+(_/,RWUZC)C=$$H/ MZ5/9=YOGV^M3N1?(+I9_=_0H+?_>FW_/W';[R)JO6/;=T:.T[+L!^YZ=GNWS MF>\@D+8U?1YB^GS^XZIU96V? (V#$8Y6YIVZWN3W$RT,^:LNU!W.4>\^U7;?; M.3)-R7+ML1_EWG-MRST_W5Y;PKTX:AO:V6G[YNI=Z_SJ7;MI31S;!& [SPSZ"_M)G!M$-T'WRO2*F56.ECIL(%T.#]_K!YE5C98V7# AWT$L@&,OK[5')XY\-7; MAF&XCT4=WY/IVC\W'9MGVV(]R[]FVU7%/>S;Q MUK+M+BS7LNW:;- MVSYI'%H=^VHC6T1HNET4.+X^2(K,FBW4R62?3:GKI=ZV+ MRNURO%>_/\8:JCS5_D,)5? M#S-KI? =!.U2.U7G6[KOMUO9D[R&?M67;@SG*O6?;5L]MG[;M65NVW8'E6K9= MFVU; [GG7AJIL\=7VC9>OJ5ABN3A>'#A)/A:I4\28A.=[N0@<\7,JXDQ8P^:P MV>]816WGU&WVK&%CV787EFO9=FVV[;C- KDV=M6R["\NU;+LVV[K-+89W]^*H MGZ(W.%B/R.U[=934L*QZL>-A,/+3Z MVTMIMN+!B@RZW3?$YY_/1-C-? 9B/T7S9VFVSG;7A'IRDW;+P%M MQ845%U9N=MU^^[$PO*RXL,+"BHM#$A>]K8*I'Y"T4-8?_->#Z=,?]:S- M8%JWT>MT7JV(J+7:\/>GM8(V*?_^2:FN9@,1,J 0NNTF^VNZ_C)9.JE\,L\@8%: MW49_DX$Z#><[/!G&/AC;&? [A;NO328;PQ9[QP5L/T:-#._O8)2"-B9^*%,0P\F%4&A3$28"48!U:7)E%$LX1/M)45:UX]'%I33:L,\]'*;%>\.\BRW&7>%+B M/T68SQR8)?S$A;>&F:3=:VQ#C[;/&Z9:D M^&B-R;/DZ=U/C+>-*<)W(C&27P%Y- Q19!C^''PS%HD@:@_X%'PWC$5=.NHM7B'%;5J2@?%[>$[Y79##RXG4Q%E[@)T6<5X6=EF\L M:2OK"V%. (:]]P=\X8L%%9:TBRY68LE))J)Z24/A;)UL3%+T\-7>L! NET,_6T M1AZ%\]-D7NNN%CY29.B708(=M? +PA03EQQ@.2;@P0GZ\=,];$"WA.X$8BA3G@/,ZIPM#!H4*5Z;ZT[145&]6R\-,OB!!SL) R5.E.0CR7PQ/9R* MJ3>;O]51\8? EAGCQXT-QDCO3(LV @;T@"'/6![0] %O)MWV]8:#W^NO)UV^? M+T]:S98RI/:([6\YTCU(HF ;I/XI!$,MP)- '9>G*FZ*4<*Y%!GOO/\Q_A:BDHC<@'^8YE)_:#=;(%N H<;>#=V(!?%U!I,-A\ 1Z+$ /=8CM3=* MLDSF;,>@5Y.V[GO9V!E&R2WP1II,U-.@*]-S-"PP= B#HC\#S7 I)H 9AP5J MU_ SXZU2_.3C- "E&8^4'8'_/('>&80P:+TR(/T&&@QBA5R2)(F^0R)$:S@K* M:],_C[,;'^XAVA=WWZ/[G>;,:>]8>P^V6:9.%=NT\&2:? T@JW?G>.CXXS!F!8J6K%YH6B&%R.XV'+>?._])Q/D@W-F MPDN!)"YI8^KN5SH%\FQYOE],"KZ#X*8+_9!NDI>G[7-C. ['/Z%DH/YU!L.\2_(*3-Q#/7&109\ A0^C3R8F"7 MD0M:--S6:&7S3> (Z6.P2^J"6JZ$\'T0'*15X^T<14!9Z$^$FAEF!J*!0BG0B M9NCC#[.Q>A<>RN%Y-9'Z :9)F@\3.&=7*0+J>71W%U!N)DS@)A'H?W%Y'ESXN3SMMA)'Z>!&&*&Y'$%S#S8A*_#<(, M3F%V@;]].T7U*!X9R7XA3TKFR?$/T&,;#F?J@_3J"4BZMRRB8&S2YH!UWPZ2 MG[AT&/-"QY)^KADP>@B?E-& [IS^L3K7H%0Y#_AM/;JQ3#^7LPQC44)A&[J7Y M!7JKWU9_?O*/Z:#YOQ#;PB+N_"B6V^6O7WQBR*)IPG#>4.QH8- #1Y<5] 4J!2''!FB#E^@=1XQ_8QK%\Q[?RO0K_E&9L>@9 M)Z6X2RY&,03M'!&_P5 +C+%=^G_\% 3CVW?RVOH!5[6- C\SBSW<5BACF) 0; MN,(?QQAA D,1+BW4 $ TXF^F"3X>\@T3%* '@68=A'AK\BU%))\[/_#AI0%. M_#O,I1B"/U)(- PVS.L,&=E&%-4#3'(=PNAA."$%3+>T=&&)U M,(_:FV%DF<_KIXGKZ(!&D/@A*;&W83Z61UU21H4BY@/;'GM4/-"F M02U/;6P,2]P5MI$S;#A7N!>D".K=6-@)W*L0U$ _YV@(ZNQY."%-:PB[)&)4 MRM&G [_)A+@8[-42M#=X$\L0W_;$7CSCJCOM>Y+"F.& NH:!*AD.1X&<5 MTD\+(\Y]S+3\+ZF[HV]L!K88*.<3D0+Q1# LFD2SY;*"-A,.*6#76FGF,:GD M:/W?"#3WR%[+O(@C>SAHS6AHQ%5,-A!L0S3KO"AJ.&JB2%!B#<\!T@5^$3_(M7@3WGBZ$&K=)Z2Y!0P6F\;+3-"QT_-8H1=L=EN<+$4A+U9R+M(F"1XTZ#2* M:J<%F"H^>EGI1H'%O^QTNHW.? <;.QEXJM'!/12#$A*@>SILRN_#/0#W2@TO? M!YM+^_*X&!9SVC1T?71ST:>B!&WG40K?4[>5'I5^ [\:>;D, MTW:JV3;LY,5S18ZECZ!ON>%\9.X>PA=_B/VG -48OS=$JU%1T'J/ZG7&4SN72B153^!S\'*2#RM!YV>V5FZ#GP%DXU2FTZZ=PG?CP[X?,_MH-5JKCF%3OT4O@D?E 1R6G\MX$1!=W]U"OC498;F+\C3;YH%KMEX_B1R&%%1 M!LE1,.K%"4AH49EIKVZB&:CS\?Q,N_4SU7- 8LE^5.=3O5F4.QRW)E01&)QK) M&;B)7=9-4 3>@)A0"5;9.GSSB-"1S&C="Y5TM]9,RY9NX5^>@&<-[%$!UE M>!Y+_+KU[KG\5D0WVD6JA5D@Y428905E-\"?20RPW&:-)1<\7U:'E"8 2L4_ MF>K@(K@6Z,E!9]2'!%;9:I[\4Y,HQH\ <7+RKG8V@R0=F6$A?$[BHK)CR8"2\ MR8=)JDK5X2UC2^0J AD),DM>+K,CI\OE"@*J E))D"2@% /6%HH8M5!I)^5A MA,>5%;X//QP6$2;4))-I)'*Q8"TE@]RCE-$1NG,34-6]*8Q]@T<+Y/CUY/,? M5ZTK3JG$T:]I.A3^JS.*6&]G0H&5#,0Z+F? 27_'0'=#G/D=D/D9/K=Z$63JGZ+;ONX/.^L&*!N7K&'Y?G/+9#Y3\R+DKG D*$N MS2MW.IPK?2=PS4Q)4ID MBRVKI- ^DVJ9 !2*9P S#>!AYK'CCCC Q#2@% &Q5MF\@"^1#6Z]E/:3AN"'/3S&&P](0'ZER%R>P?QWRA.NORDG0O "\>H! M$D*WPA &QCEC2@-:&)IXUR,2,IQQ.+3\DR*205BO#**QT:WBL35'SA=D M$C!@P5$>$"$SU,: 907.!HD- WLZ%M#66."]TJKGFG^KV2NU?1FWH0_2R]'BA M=*JS%?61TT1IX%O<+C9NEHP#$\U0Y=BG-*T-LR#6S]OZA*:;UK>/- TGB(R5$ M]!?-%$]:MZ@TLUTU,TQ=\J]]^0FL$M"%AQ<"$=I=\M[C(?V31V:L>'R M//#]A<,P3K2!YC-: (;E*2*,K5EDD]:\+Z2)9<*C@]8GV%I(3.C(ITBP]+5*_M!)2CE/.:./[5E*!01GL>EE.4PWG#_U$S32-6J-(7\

*G"6:H@W0.DX!\V5+5 MNIRFH."UR!#L(;%&$:UN ?0044,QB C#M]FPYRV'"%Z+\;Z7+N/I%,0079K] M@V2.E;8FGZ:'CH-(!D^DEH<*8D[LA3D9<>GXK3\!3 /TQZ% %PMO+/FP<9=X MW37KK5OL:76QK=;#%GM99B>Z]}Z!>&#?*
=/W!UAT;*1(3#QWM9-@J1N#Y]AN[MDYIP3"+I,J,#^P0J%!P*9;VCCNQ\0>,$:.<:M:37__U?9^UV\^VGC[]^N:8_
MM]Z^<7Q,Q0VD0B[K_F+G'T4L=$ZLRSFOMP[88>B4+SU\\.(7L#EB4NL_:&VS
M\KEO7SZ47\,,+"_R*;^)AF$*)) ^\C(EH;5QJB*6[M^'@6"@8/%!=O8QHD 4A M1IWPS_IA]CDE:G+2K,K1-*:P
G#3'XUO#>=[2@/-U,T:J@ D?&7@R5PBSE7! M(!ED-<57E[1.$;!+H5YTJ;Z<-5W]?>&_I1IWD2P)7VQ[=W#C&!(SU M@?-
Z\,9I-EJM5YRB7CCST!RXX9QN,+92K.NBR/DT@LV37N'=D8,V16N7 M4[1Z-D7+IFC9%*V#3='B>X8L.K0&
(\J2@4MG(&)_C%XANH-<]IO)A[$,:LRZ M1Y$O:&,-YSUH=3[YTOY11$KU[KAKF&JU5RT&"NY[U]9?>5ODPI# NO
MX2]#_FOKY#.:+<[5Y_?.=S1#29M+9#P,@Q@Z'1MO::G9D:G#WK9P,A$!)A6A MY8->W4!DQC-
@D;&M99I8;+"P;NG"5$*ZYYMRHB'^G?2&5S\5V@9^V3.Q0HCK8HPX"16NGXH8>'#60,&."7#:@;;*.<:.?S([^HW>*_)9
M1SH#8"B$SNV2Q P<%862,R3QHT.(S&;T)@3$\D2,0)DBDNYH1?+X++IHR$O$ M-(H_-I8Q]Z#U)I?
41KE_'[!&YQF*_VQ1_IH6(7NU*+>!&"<3.25I2$Y4N:TJ M4$;1=XG*088]A8CFLTI>DT\N*3+X;?;F8G=,L)TXW,=:
[(0)6ARN6IU]Q7JAE M$)DG4KW%N:"V"U/'QT] DX?+ (;_*8*W_*E^L]%\I9XG%\XT$Q<9"$*\A]46 M4.R.AWXQ#ZR-ACK7?
%ZH]^L0L^EKI[U&KWGVRM3$Y3I9%?]ER7OM1J?9O_]K MK0U>Z33ZO4W>V^"51K?=?:I%-5M-
XY_V(WQV!>CZV4K,]3]VJ0=B7V3 A[30 M/MN2A5?OWGCF_N#[LSC=(/STC@;AF_:R>-
RMV$3A6;93OV,]^6=.EGR_6$^^ M&7ULWM5A+VC(BATK=AXD=MI'+W;0"6-EB^6"H^>".[LP'B47V&Y*&P&TDY^, M
MD!IT.\IKRO,'YC%,N6*?>V[\$>]9Y^^IX&^]^OH./VVZU]/G3;M\3R[_'R M[^O3CMN]6T/:_U-_LQT=R >U;^A;'4CBA%
D&8N0K=:SM_SS9!?@_@O+<[?7 MVU[GQV=G^GO)2LN_.WJFEG_7YM\SM]<_W^>S?E)=Q_I[ZOP]97&XU7<>M3G]
M2@?T84C4NU>_]S+W]'Q[G=SC_QAD(N5#58V'))L:)VZK4=KC;W'XN'1W5)F M/BV-
N(GN9J:GTB#FJ,T5";J[HMK]+O*RG=AKU5[I#3JUEB9+6VEN^YC;/N9W M$T_7/3L]LVW,K;"PPL(*BSO]>];O';ZXV(+
[#OZ+13^[7]_X*.6)7\VT MJS]4VM47G79U6>>0VYE"LJ>IH7MWK[Z=7>YRZL\[.>M2V;@7JMF=SC70^QD> M2^/
)T:'N)I^>&:G;#T!K8O3" ;0:+4GAY=1U2-JYZI];2CD1UH&0#UU/$SB M$U;AS?[DK7Z)SM_
CK?;^/Y]&L.J/B(((&5V$O%@"7T#J-ML=JS;MVK47=GI MM1Q!MN.8QUHO4>L5?)SJ)2GKH>_"?3U&:\ENS;]DS M)E$[
"^/ZC(#W?]0/Y:*<#) =%)]+EC%'B-T)!ZFV5!WQ0H-.JI=F?GN? \4 MH]F],0R0M2)](.04"7D)S;ULG56A#JFYQ F#>"%(-
WQ%(OE6&@0322*<1.AI M]%EO@L"(51!K7M#+9K5U!*Y"*!H,PLQG.+.8P.,1[@]QO(1#6H/[@X-AZZPVG M(?
(K2&4@<[8#+7$$=T3'N"-4TL_R^^&T8\KY]>^'\[-&Z]'OA[;9@7O%_=!N MG#[G_=!9<3_ $GIKW0\:.]HL#/7NJ/LH*-
Z;QHR&N5S[P'R&278:>W[!,@1 MUDHPA60^)^6;1J>>.5DX+Z27"OIU;YLZ6=Q>LI+'D,6MM65Q>W-9?+I-67Q:
MG@]3?6O&>[G%,31;^4X13EM*U_-@ZFP.O MKO8!DW!*X:H96>5H?>5H3:
(Y6T$T[5;OWD0C969[6U33;NT(U>PG6MOW2A_, M\ABH^X#JG\@M"4N^#S-EQ*..HGN3$$4I1$)N@R$1T+
EXD])..;&$_]NQE!> M>O3$\M!*^%X+40O,=F:IA!F+)U@34WMA5ZJYLV.:K_A MJNY67NAEX]_WW]Y^E1W(L?
>@4C6IL3'#S69+%$73>R!M\]S[*=#5'@:F1H'+ MH\;&"%.91PKB7_6&\6Z]-+"6QB9NV/7HI75JNE3G":9;[7X=<[LVDVI
,T4- MS6S/4&V 30C RIOH.@M46#/FII0H_4/G=PQ/:BVV'Y0M:&OT[\H*RI 57I=I
M$D6PJ>^9/K_(#I4;XJ'.I29D!4S.H)K31G]#LOGV^1D16K_15EY6NZA=>7$. MAL6',/]KA)UB N>_OQI8ZD,Z3V%#-
F]*WE#@.2E-S)2+1I<7N1\&<#L MC*;&5T#H(=N'QRMC_R7,[IN^W*Y,M2&+DW1"/30QA$N-D!24/A&V>KZT>I-T
MY,72]PYBZ>KS%]/ISYW>B>)EQ >=\]J#@HR H!\GR(B"K6A]3X%%>*1<^8\6 M[&GLH02V,EO[V&%4KT:V:<8?
8)MBV(QP4I32EF1>:/@:/6[(Z@OV-P!'%B"1 MIPDE$\"LT?F>8T/2!$28:#A?5;\TC(#3<_PVMWA55PLI'ND)7+R:<'E?83-4
M%2NA1L@I1LK+MKYQ$AOS2@R*EM);#JE&Q%;-Q92:"< %BKV;';(:*_W(S;FR
MIT1VSZ+MUCX;:LVJYX];A'OZ(TYNC[IMHVY#$&5)M5VC:IDM.RV7T4-UN\O> MB((V4QXFB_6)]P.?AQ?
P1V4V2;G_1&74Z8P; BK!3WV1AR%%SC1K&9R$9VJT MZ3;R5,S6QLD,VQGHKTG_F>H28)"=5A H,KBP3F*D!-O*C_!-
FO2PH"Y_U/H0 MR).,"V=$O4O78DP3.^MRTVU])&)V_6XX_*P+K;PEE.JV3CJB *_G='D4)A,
MB)FHSWV:#%3WC8'>V@#;3>-CN5)'%5-@&/.'B,)QD@3<:PY?D$^9GY^?MMR# M:DOX%"]M$(*5YN?
_+H*1]A^&U(;UW[*1> %LFZ) 6Q'?.P(&O+=9R7TW;@5) ML&JG>9FS()NO^(;VD,QI#^:5$8C,3\.!3O'Z[,4>-
Z[&!H6M_MO,>1=F?I%E M*OA\&7O1#.X$))H/NE7U5:55]35EA- C7\HV\3*=@K(@+N,8IW8ML-_J$2MY
M&'=!V7;)Z0Y(#5^3"/N1\UE],X[X'Y*?^#>2KX_9*U-#K$&56#V#6%?U5D]+ M@BU;H9.4Y00-DO[5 ;(<-
E^&Z_@V]%+9D8:O44IA20.*]'"WJ_*,96=:%)W4 MQPE?91F+UA1VP)GF94?=/^(0__8-
OZ@NM)0;/I16%B8OU4RN%,W<,YZN9Z%H MAQ;_;TU7/!?JI44?3HD]15!VQ1TNR8%RM66')Q EJA.I<8.:&5,R756I M6J
(^XIC=8-H/+M\G&3"-&[+3"T_&<5A+E/F1$69T7]!JV'&*4?*5EB6'D1] M75E=&%! VV2#2@!3EUH$9D,E
M,:D5I3O%#U,_F&"#*C)8/F/'_8"!"$UUZ6\9.8G'SM<^3[J1UGU17EA,9?* M\"'UO1ZBW48K'0@\S&Q.3W\&S\@1;RC?
[U0X@OOI,"I3$:8[*MU:DCH:+C](CDR1@'X*L_OE',9E2FH7S!^EZBXW^NH>BT "/6EY,*I;^$ MG%+CCY/+9E+J,W@_\?
#3?J5*KJ'!#8==*=APZ40(77[J" M,F23RC>H2H>DS=Q@@U9R@Z2PZ 27A95X,;>S'=XU8>UDE09!>:B7V(*3M2U7
M&?YWB/J)-R/WYT#P?%.UQWIS^5I>[\!@:G&"[AQIF7)VHGE:H&+K[KQ!:<'H MK2?OHX?-
#Y=3E_0681QQPG%#C@K>>+ _169H^=+<,>V9=*$[+:F^\R15/HV[M4W^T,N%-
^;13U):'/!5R:.)]BWEX.;KZ68NM3(C:Z;*8Z#:[6DIXZ< #5C[Y M\C,2LY*-F^VJI(B0VXE,,ML,P](R7#SH>$UI>K!;?
D'[7K$@I!\&G@NI3"2D MF&EI<^E0*^]JIOR+/V>5Q^;/@JTM<_<39PS7$=;Y)/$@Y'ZV<*QAAN[;&]23
MJ'ZA;I*N"AM7/D%&$8Z)[#=%KF!##(ELA#^.,4+C^>,B-]RF>)Q3)%V@%&1# M>E&P)8C,P.
[O2+HF%XF/R06,^L*G&IQ:4@NU=W@(1FX\RFIXTYA^R8;L@0>+
M/Z,=4Y1N&D)$F.CWW1T;R.9O[G+^9M_F;]K\39N_N<82]]{TP:LC$&+BA!.\ MBSP5[R8
@+EKXU8'U)538.$6&@C#2,D(X6$_:?)\,)YW>*V]W#OYJ!*STK7 M>8:N,LJ1@"_HV#RI%I.$_-
/PV9>M1KO32V]QYV6^:M4=E>E=9)NJ,141$ MA!7;:#%%(5H),)N.,9MD?EVR@K6RO*:Y."H 3V)*UB.(!S$PJU--
QR6GQN1P MK8@3VD56@=\2'[SNOG'>"5^Z,5ODQNP=.4&3345VFY--P'8C_;C*]0O^D3DG MQ_N?,@)0.D:Z6B67
1J=S;#*Y2,(3.#9#K*.B:Z_M)R6U,R%[)6):R5&>5< MF"JS9&;*44V\CVN0SR]^D(-W-=^A1"M>#.XENB!0@(/EI++
(D,;E7RO)K_4L MA4D89$,RO[1[)FM.@%\+C%S*Y!P2,CIG3DH;SM/"V*D2.B B4MQ[Y?(@MW-% MK,Q]M541" 834G@-
J_WC/)JQ]T&P>"FE&P6NMK@%5>GTL"TX7F?Q-1U;)8>A MXA4Z7B?
RI4RPT9A,FK[E];7_$BIPW!77J.FCIMSQ!)?.OD74N?GT0"#H%I#%#:60"N,..*V@BZ#AZ(.2>5*8
ME"LHUL0I/P;P%>H_,B,-%*8;07[V4+V?+G._6*^M MXEHXX]D4G06OA-BFBH'2CX_YZ"*E
M&4GZMHS7BXP=LTUW)]F^/)VSXP=)"A851CHPB$EQ6SRN,K8*K[>=3XE7P8<< M@!;/"!?RK#'D1F$\LH\(-T+@#:;
("5[U<@['8ER]WSCOOF*S?,#>@:R8T"]# M_FOKY#,F(#E7G]\[WY&3OGWY<+U2H6?;_]\AE2N<3$2 M@*H6YBP)P*1&
<]H M_PI[V^0JR,ACR#"7[:!F XF;)AKBW_N-L\ZKAG.YEPQP,!;,_^G?:AR2%3\3. M%<'6^;/27W'<]]OWA/QQ+CHG:(-
\M4&4MN!Q<'ODA;+8 %$@T<>'U,E9!R(N M";34M5=3)GNDE>N/R1TI?O6-@IMA M5& QB"
[$6#@]H<@[54F5YO@KQ=;D^I-G29?XR'7!AYO,)*;X%9 M7"%WJ,C0.RAA5]DDCFB-:UT)W)I\Q++^5N?
%DXJ@AYTC7$YTVFW"+?T&W3]) MQB11]B=A+01HZ.Z0IZ#;_^%\2NF%E?O)3SPT%]%>]7P?O!EA:NUAFG^E3JF[-
M\;_&& MGF[U OFWTNZZ(\96FWQL/M@P_%[+YJ:KH_7O9 9_^02837 ($H PIL%4'ELE MCT!FT04RU%?
ZIAFZ0"HB*A51Y31@S!DG#RH.:%O&ZBM+#C-94XU+I;F!,AI@ MX?8$D9G_(BS_6.7TX=]0V9*?S.&PM>I2UG.K2.;
[*UUTF-+)X$"XK&RM#91E M#_Q%="V2VBAS'Y>]M&Q/GW_P<@M)@77N:EBX@*KV&0.-EQ\-DO19BFNDZ5X
M9K,4;9:BS5+<78WQH5F*JCK?+)E P^@K5[^#+?1>)_]_(;#@5*J0ZO&S_,YNH@])58*EW'[.O_E8K*I9$Z6<10D!7Q
MI(F@"O" X](^,EGC2>H&?O9N]9>+CLO2(6])A&)+)WFH#J&K,J1'T;^8P5IP MQYTO-R(USNQ:9;
=K^\&Y>Y$M.2HCI/Y9D"AVD1)MDZ"FUAZ=\HTP-.F*%_AN&?2?JGX:?9#2?NU\OK[\['CPWG MR_??WE_OD)/=^?
C[AR_7GR^_?_SR^S-XV.G@(C @HC\E##4FNNS&F5%LI-7X M7Y]P>J!\[]"IZ9TZ8NCW?PF-(2!;'J)21 (_J;$L4L=&/Z 8E*?*

CM-7F4K^PRY^A&*F8PE-MHC?AE;E@\,&;,G>L-#HQ1@(3\KE;X(A3@KF.,,QGF-$^+=@KCFD>7CI9Q"Y[*
*MYBAJR_L3MOS'GW(VNR0C+N%XPQT2#]D/YT-E.KB)U@>O]D-M*QJ&9G<'RK-/\+S3:I[\<]Y1>8\:$ .IDH-*
C6$:3R1W@1%4)_)'.1;ZR7+: M1P3<516Y*
*X'97N09I97=CGG?"%:)8>1=1FHA8/,6X>ZNJQ6B8*HC*,B"S;AV.WB)$J2'Q(%*S?+P"0/R3W&^90 V@2&]840*
*MR'.NNI30F[P(*NPW=TQB]=_ZX&UTW!I0LRMFXI5P-MRPVDAP9%EILL]2QFTX MWX18P1#?,-*
*(.ZZ!:L&OMP_\@)_9)3NQ;F46EZ/R[_*0&-<66)+ @("+ZLDS0 M!(I)<#?@P=?*
*_^PUH'3]SE6Q.,]&]%@Q(;>Y27*GDR^>_YF59@EV:52:HR0,F M_E"E^DY>U(H,%R$(3;+YOW6G<2J&94?@?*
*&EZY_#3(9>VSZ&T#I)-UT1ZEW-' M8L+FV8O=B @1>V!VATR-*5-W=6RG@A3,31[JU $##8,'4!! \#HYD)H6C^DJ0*
M",;G\H(@13XAT3HTI(=.4,$FHLYEB11L('U77BAS>_2=;["I^K)KV!&+'W+)
MZ!F@."QB;>6#J5*M^3E5.HN2IV!^VBY>QQMB),HS/(3P083'3-*
*_N6".^$D'\W>EW^^W>J[>W8,ZRB_GBAQ!3F%4T[XZE+5FQ!^@1A.OB5+L$#6+#Y&:XR1TL7/)1N&EPC+F2!*EH MP?*
*7)N."S$D93M>RAMERR: ,$I2]D(@1Z4M4?:4W:*ZA B@3M8/&JP!&RT'5*
*M%88Z:28$.;U5F8&:3(PU%JKI""6:S32:A&Q@9W8?4243_-J $(]@*W'HDO.J M80[+@98#UX=NBH5,;AR08I@5*
S0H$)/!Q*X?%EP"]1/0Q1+:M:%0B%6C0_4I\VYRFHJ I#@F[(TU"Q?6;[:G*^^U!([M4;FT0Q$ C>!F1T+6MU=Y2)7?
*E7>;O-%DTQ$31<<-H^/>VW6ZW. M6;-SC$R@_5^@JJ#WGQ)TIX**PJ4(2L8_%HJ09'P@K4U(<+1 WU&BWF#V%VE*
*MKE61P@/U066DE\J86#4!;;CDB$BA^CR"$10*B?^M@,4=A#KW51_9BAOP5GD) M#,,()H&!3=-+8.\<>^?M5W*=N-*
*XY+$),IQWJ8J89LIC54 MQ]/:)L'+;UB_^8]E;>;-5>3C1/H?43XP2RY;29*Z3CCD"=Q0]]LRGL51(D(R*
*MT"O@WAVYSF+03_!7_RH!]\IJODS)N:),OZB9"G7V',SX115 *853B0)8]C.> M'\3*#RL_'N3K2#&&2M1J]CKGYNI$:A6V-*
!J; P%AS-W),#])TKANBTEZ)Q5Y &'%8;W 8%2RQ,"0H)5&8B1.YH MJ1: L,&-E;=QK8]#
*:&CFX2[F1OH*1(E0@0JFTEXV#!^J!7VV4*&5!4*0BL MLL:%(]J682W#/HAAV1]GA@@PM:Y KN$;&?Z$+5=G[$DLI?*
>7UR??ZRXQ9H?:9N ZSZ_A.)?$IU2]GE2U<;6@BJ!9LJ2J(F'Z M9(F)L]K<(J!='RN'U!HL9FL MBM5]7SQ?
UO&GR(^9;/G[JBO8'^?5]Q$,=X+V>&*TL@0\Q:3OV-0>7=)MM*Z]98IFD?8D84\ZAY,U$'8C&:61:P M+/ @%L"\[8H7B-
I)Y[+:J'34R@H6%.!XDV0Z^D,I%5+J4P%85? ;NF#&70=! MB?-_1#. ^F%0H",:
<|\KU$_MQ@HKZ"V5/Z2JMR8#0N4XD%.7X65-!0P1?")L M;5YPG3A&=[&O!>AI7'R%KMW5IM"B@D-80J%JCXCX];*
*("X\ZOA9F\<=0$@34& M:>(%KJK"(Y9%I5(5X95.ZZH:IGDQ"V$3/>I R"%I7S<6D.[:./:HRSR$+2'T!L9L1*7R_AL$*
*M#5K*GV1Z\A=M_W&B9^.AXAO_;L651 MVRR+.MCJUV>LJBM[M].F:'[*
MCWJUA+%4,T6M!UY,RAKN0C;O+LO7(BV/.-?<85T@6'+F.R)"2 MPFRLAE)JGAQLB2Z8I*!F1F%2-*
;66:"NRC*5&)E9_D(18*N8HN$% RSP;F6R0^R7-$]=)5=@]K3IGT?CY0]2: *)ROY*
*MV7)X5%PLXB.4O;OT]CV];FJVV>DUNKK5(;]V\ORLT5(_<55GL1!.;+9R^8\L MRKAIX_-M_^(F/]}>Z$:5F(-G]*A*
!%X_I%S]EZ?M\T:_;(*3,,I@A)D1;9Q MQ.Q\&95$ZL\HFX>;ODDDG;+X;+':!JR88$9,6E-/4U_^69F)4A&,QE34?M4$*
*MRL&?,8\2'B]Q_**85*:M^I$LT2H0SN56Z **I5G):5*,QK6YV'SO3-,0TYUI M.MBX9#*
(@N"6Z(G4"IORD>JKL^8:5?/,JTNI,2D+H0; B^)U$3(^NCE?VF!* M_C"NJ6.&>?^>*,1]N.C>\A0*
=EI#Q9UQ<="!F'A+7I&2EI/#!<)';.IS2IL M)7532[P/.F09]D8KDWO3S 4>0,= W&LLX!S## 0;Q/67LRRPWLH]{1I%<(M9
M_XJ',E'[:D63<,WW"0811 TYA9/,\%CAB#JI@6:[,2K^3B-0IG0,]54<0J6 M_4GY:&J8B21)2I6?]E=C.V$Z@MY+'-BETY;:!*
(./9!7L_IH)Q&QC /)6MK/O8@RSU.X{QQH!\!@;:N A()PLA%YF9!JQD)7,*^0 M=@:VF'HO+*0+$U<;6*
=UVBY>!T9B[RKA(Y-6 B&7C7<46D4F'AN96J6S"B%' MPW3>E\M0"-HHT2[P]=)\8-@KNM@QQT\=M<]/3T6?
N,.^(VC\]]\6_2^E19=@34Z%?J8X!U E[_O M973%()W,<3:K/JR!)V9G:/VQQP6[?6R,0?IWD.8..G=#<(AK.0D#9U!F$RQ*
MR!0.9D)H78WG]V/&&=\H26+4^PY0FV/&%W V4/ M(R3CUB IHVK=R)>CG#9K&L.NMB%(SUJA7=%]:.C,:B#7\'6YG"
*HW3%5/SO< M;JRZ<_FO:=.Q$;K<#J8*1(:=7F%_SCO13&.S)BU8W?)I&;+5GW;91>[.APIB*
*MZB((.S:C7,=/4!W"'NB=+FN?Z*H!:A8*+SX;@QUZ M OP[,6Q 8 WNT%A,I<]3ULT8[E^,R]$G!V!"H,-!-*
*U84/X$ZF=GN^5F6 8+- M'/;1U:G*2KK]R+0B_-2!6ZU90RFX?R6W+++'W)S^AC.27A,CJ4W-;*5 T!.M M\<.*
*[%=>),B_9KELB_Y1FODWK\IAEQ^+.2IN9[P#]%HR:0H_H@1B#7*UBBG@:D1X-N1^5< M,/V(-UX8*:=$03@SGH\F,?*
\,F(DW!3@53%;9)!TG:G,T?D[?B'MD9O]< =Y M/[P)V2L]3? B1S6BB%.$5$11)TMCR/&:EK5T(I[\DAN$QB:'.ZC*!G #T +*
*MCY-)Z)>5,F5'#;AOTV*JY;GO_1TQY M$-0\(%,!HRBX15RDLN2/(^74A,@9"R_*QS XR(:5_J :5Q#125E1<:,/Y5:4 M2&!+?*
*$3NHI-(T_:7])JLPX-"F5VZ3 (0CFO*P(?5C1*,'QR>X_N&U_*-!6U M+6:80I^L1Y3NTP1++:F8R)-',Q2RXB1-<1VV?"?*
2JECTFX!E(PE,QW, ^R!Y1 MJD?$.QJ0HQJR"06F_DMUE3T3NKN5VC4%?4_MKDS_7DD#!'LO*LRD))/&HS'V M=2YN0Y-*
*!TH!/W21IR=,F_Q[Q;:'26Q@\4Y(R".D)%P9B1X^LF"@1H9*O&/J+ M0XU ,$E*ATN1>0Y$>@&ZD?CJKC8WT=$*
W4YSRGIL<&$;#-A,]/OW8\/:#9>O$%4E;K9E0GD5CQ= MX(?)@*(6S*LVX*Y+2Q8TW[>V@,*2[<9D"*
*[>NT;@JD[B7F3<4A J%G;'BBE/G M3O1%2X^6'C>G1X;C9O-268A3;R;O[UK4#\H+UU#@"\ (EDXMG3X"G;*CCGKV*
*MN0LI,55K9*A*'5>-;YL(06[2+-"6**T1/DPHI0"E,-*U(":VL.6?EMLGHC. M.2L7+0D^0C!5]OG$?NK>;>:4N?*
OLAIQ29JBJMU\2?2P]4H,B)P^M4715M8RJ MPI8BFS(N8>G8TO'F=,S8UM)?Q4'P, ^IB-"(MLP'_Y%4\]B!FN57I.4^R:E*
*MTAGMQ4:0I/*H)6!+P _3!50?(Z,OD7=K0%&3XIH6)2XCU4/68-*;-9(%B/"9*
*MI4U+FYO3YNU8DF=1X@8P/!X)UI'HL[,I-4V_'97)\#%03CP$_"D3KN[,'# M9N-0P@\;<6A+Q9:*MR!A)2Z,]%N54,/Y*
*UZ,6&TCG#6&50!!5*ZO MV@;'6"NO<45*NP:>J.2V!C)K-_82&SE'$1)2>2+))$-T^9O ML%,D FBQE($K6;2&T#AM]#=-*
[/_\C&6.WX@1+U4VK^ZR@!EB$P87DGDR.>47 M)'KS>UR$0#E[>#R+(Z&XN0)>@@<^A/E?(T1K"9S_]B;3MW \#7J3?
^]R4B'(MMVSLR6L'-:,D9@04ER4(B1STS<%_W3(U7^= >DQJDH>42%#)D#)W%+F#XR^. M-X+9CBCA5#Z+
"\^D6,QQ2^]/.LUFKJ\07V1]T@N33:D\"FK3@)-C0@PYCLV MN23A.$#H<4K;2V7-TA+ /,J,[JD!@3HP@BFZ9MHG6_!/F":]
($YZ\9JIP@O=R^9Z)6[Z4NF1O8)W>CRUD--UJ M03$;;@@FNM'X#JNKBY.:0-76?
*H"T$$LE:,)\^79$.RS]F)!3^=B8K9*B(#*%S!1KBW'5C M#EG%:#3+OA0#/]952.A4>91E@E&ZH%P(+^*!:P(ZG9)J%*
MZ82D .PHB*,?\%Y8LIQ5B+DT2D$8NAAO4@U0:20"##F<.4(LM:0[#UT-E + M$M=X@!517*
R7X&I$JQ'N5HR3QZ.3"2,,518BXIJJO2O9-Q53AKG28\""I;Y- M>P]7J>N@*X^*;F,NWP^)3=$5)],
*@/_BTM<*IVL).:OCL ^N.H&:_5RR&_,R M"G<"IIV!19+JPLPRYQ@!2K)_PRS]IXW]P>/JDF47RQ E1"?0."+T M2PQ*
IE:YG3\TF!_G">,J@0N :4B/#TA"NHP.C!W+)/Z0ZD>NSAHHGQ&0),WI MC:OLLFS.L< !'[9/:<1&4MCA7,*
*[#5BT*1)3$;.%I2PDZ4 Q03G)S:&\,C!F M3 "LB 19!?$K3UPS$LQ]-"(*D')%]0 !RX,@N]6#5!F/:Z)"QE3$;*'BAG)' M*
P7H2KX:D+ ^X\5CAI>E4@8MR[A?^$H%BL;I%MV^^A-Q6:;6JUP(Y1F,< M>C$=D=N."EFG6P>Y%SOC8N(=-:"B;
(C!)R"A4VO04EES4=EY]^@XL5Z?ATH[MB>6P45+@ZO.F5$#5P6\FA?-">2KI'K_#(V0SZ0#)Q L4B MGS>)T;^&P3P)"
M^*T!/5>+_WKRZ]7GRY-6LZ7T74BC#%X@R7%^PFV:
*ML!?'8++Y(MAXUE^_S<^:&]7B7+,D"F'D8K*044FXTBI#.'"^CE$W:-46_J- MN?STZ4N+CN/KR>*
*<_KEI7\B>48P^4@F<@XR@^%\27P^/:U"#CX1 NB]+.-2;3_, JKJ" A+@(4(9PY#NJV'K9N^5VZ7>-X/C",+5Q M *V0F; Q?*
*=^>'=90;F9>JPN(I VB*L*J%*1CY-4(K13Z,O+>3+JA@3K7Z'Z MR(YE-?P@HT++F_,%QXR H1(II)9L7)?SM^4JF/NJ:\W*
^E^5JY#5)6;,P5)X MLK"0PM86G<(F8&T#G:+L#J&Z/3":6LT%;W-2+:4]A-(&DS#+#+"^C[^_,[:*
MJ@B"NDV$V3NW]JXVXNPU!2KRWOQ+#89"5G^I6K]ER=V2^Z,(5A%C1ACI#0BC M)^NF2EGKUE,N <5QEB
ZT&\4>)[ABN/'+:%:0MV<4,G9.R65=A$26M:$7RK MMTDL"5H2W)P$%[J^28F&!.Q$Q6K-$DNHEE*
?)).I6(B;7)9QK*XE(.R7;U5&16*7(,,;?72SE4O=6SUDJU>LM5+]JZT=^5#[DKN).5BJ42 .=9^ M*LS^[K65&:J*
*0]5S&"YTJJK)PAN%N&.1=RTQ/P8*$Y@"WQ*G63'C0+8=SDC"9/BP' &,@C-/DH6&)_9)D5PT7IGG35=HK< JP"*
*MVA$:/#_!?!R&35+MNG3"KYGA2$@:'*S#XDA#%"U/0UW>?YC3O^E[1H^\A0JB MPZ^VN4_5^HK2$-*
T?)0;+/YJK%U#M.W\(K/,+0L1DH1K"!/,#@U""'+#'&I:OS M4SC#A1/S%SZ[4'42A3] &
*(^Q#+8*2;S84O:X"T@HVYY:+\7D$PQ6(]&HDA(X MVYJS+[(I:D54_W&97"=Y5:8C9[JS8YGF-)!]73TGX)DMQ;;ZQ\6! \E-*

*(6_6U'8-(%P0$ M-_1\|C.@5/P3F4"/NFGU&%P)!UA7&R(A!=G1*8Q#*J\XGAQEV\ONE+)@#LTY M B/C"NN<;C'=+ [M\MHBQ9",3!#:E"_#C#*Y.O XSIC]90*+1_R0*'\U*-^V- M$O3L()X$XC* ;JSJKBDBFH ,#C$)EF8L9SE(@AD5#VDVF(%12IPI%)*:ZF@L M?XJO!F("4\QEW:I V8Y=8@F)@C4KZIIAJ%2&^- #7QE()0ID%B[FZ6/LV*'-[MYA/.*-HFR)?((LAL*5?[&;4RQ' TCL1 4U!40GM$!>-1EIC:BM10:$_*(WL M5883Q3'P;N-A0AR1]@C6);$3S00EJI?.N-C;A%,@6E2_Y/[F*H%#(9$3RIB9 M(4(%@+?Q,T'$;+8]3;GNNI#Y>RK==!Y[NCP64_O2L E*R)F67I*RPLU; M*^T^711US-5#%>0%P@!?T9!&,O2'=Y?\[/L"G44PY<^H5J$*ZUR"N/-G9%2_ M_WSI&EXF4S/"ATR@>S\-22O6VKO.=:?*>:P4Y1XC7)0I.9TP5Y0$0$.J1F^[M0?R6.109WR%!H-Q5/82'JBC!A3=RV" [G1XQ\ M2'WK2]V"ZP0"9XK6!U!3P9W:=47#XHQ I%2,:<,<8:!P7 DR*EP5K>-#6-9 MQ:E0>I,8#\#))HAY41:&5<<@? 4BEV-3W9]?3E0BJIM:?+:C[)?6,DUO:-'R$ MKD3:1A@-?S'!G5>_(%.@]#S5'.>J-K96I!@B94YW#N"&PCK9S,$,E2":&1=8 MJ<'+K!82 G@[A(A\0K"6"!-6N4SIEDJ%QJ:J_#(99 E6TN(A$\!)B:79H,7H MIV?*(T! (0'0WX'V2A+%6K4QKP9_YT8K&L51W;"Z"=)=/P_W#M!D[$E,SZH- M@WV\PTAABC."M+DFGJ<JL":=F5GB="%;P-YP,QOH="S74R[)RG.C)+R./1 MB,T,VK[*&15:\;RZ_OCMZ_7)E9>=.Q.1CY- '@8C7DN4ENP'#T+UIP'Q*>MZ M\(,)S/ &=2]!W?M\]-ZF22%M-=C7+WZ>E+7W9<$^"71_#)I K-'4VL0@Q[E M10QA#>HKR[?WO\N]X*LKW^ P^K\$Y6$5^"? _M9+8\+>1GA= M>2^I7<731P3I #_P_00WU9D0?WM\@3)N, EFG?'50"P2&(FH7:Z'K,%A6?P= M)_')38@&+!SMR=6G+__G_;6V5!4$NZ8'4C]ODC!@.M(F2)AE!6&#Y\C-TR3+ M2-'47]$#:KC<+$M\KDVGF2M0\)3 5F2%N!S6 1T!4>@(J-K(;*O,C-@B_$_! M5\+<1DA!CJA;" ^BC1RRIJ:J9I34>TG.F9_":<=E6*O"=A+?QXIZ+>JOS4:< MAJ+ (B'32LN";G8]!GN3B&;(IK.X22*J(*MH&3F^3G*7'4H$SA6 H4#6:LY% M$7S@Y)J;5:"B)9;7'#CZI;[(P5A'YI]746?:3B-8A8#*.V^(6['\GZH5V[Y M3;DGE4:.KE)Z$>$F,U53_@UR6$[;#^(CT;!O+EGCD3?E122D)6=3!%.3X M& M9TJ<8+V.5JKC]SJ8N=ND!#C[W9-84Q_!*_S(N42 M,HI%YX.9R-D6I8102'L) $@T@)X.8,PT5WC)Y,0U&E! M$_GXZY6+2$.)3UB"YBOZ0:6/8&-:N>-T48NL='N6=TIJ+!S;%\QBV%>,7L8% MZ!?P7\\/$5U';H?C*0B[\N-L<,#4Y*I$9EI)TDZI>%P1PQ [E)!0FQDV#-_E MB/$']KSOC.D<%6J]B.'*2&*&LB-:1E>.#+HGR$,!K(-N)E6Q+$_, M6X21(1N#:*IRV.QA31!($JY!XK B[JNMLBKX)MX"-'Z(V@;7FQ"""WJ3>',1 M7Q()-6IL8";!X_ =_+IJ"4*MAN]S/'H^+OY;NX,/KQ;5C%<:S9 M"& 5N Z]% 2TC!.2?M5PWF-C"Y)!+0\@?MAA?FB,7O5 M-%B^X$&7[55@&7RK&].N@H1HF4@,0+!_@UGI0I *H#(6U+)+.%/#$<";E5'2 M2>0. WR_A7/B< PC:W%$Y=A-XWDL^A"6@&(DB*-4LPBHF\HU)IIBOJ+*Z-Y MJL6,9 *2+&RX*NT2M**%^G\+H;J/2:A=FX1JDU!M$NHQV367&D0UP@9,$A'8 M\/[4!HI*=6,@[8)LN2:>U*C@['>!YU% [6M3"7>T;UF_**9&;H;RQ#2@:5K9, M-XXY'MYR/(3PH_%DN$WO2JE=U]LS#"L9TES)ED,JP;\[/4-*VOTKS#F MX<3,!+I&DK^Y^%/$1+1:LJT3ZI&BNSTZKR@2+,(- AR J#+GUY_<:U]R)Y!@ M55]L62Z\2%U5))!([,S_%R];$U?9/A-M45GU1=3@6Y/AA.605.Q3!YGB?ZK*M.&Y*B2I4+7DD"D8:M>&:7\GB5 XAKVK MS9/5D]F2_]M:#S$'X88I0*Z4,LEQ0'"D07Z_7QX<85BHO@]'M(TK> IBXOR# M^NX.FL+Y.'O&I)CR/Z2?%?Q%#PK <6_"$MR%M:,*$/UX'T(6Q<[)!B9<0[.X M)<^4L8/[&8,+S3-C?X^Q:DT-UK29R.J3\$%Y*/D%X&)%LL3#<]1'IC(7S3V. ME(L43C"A1#Q)]4&G&WGEX!C4I=;6P6Q/T(>SH PG61-4D1""(B=%6^8^A_^W M)=-_"[G8C"J5 RY*%_EH;CRAO*FF$F('Q-\-TIA63AV1&Z7/$P]]M**9S6C\ M;0V>O(>$/R*4= 6&>.A1:9W3,>?KXFWU&2>-)7L7DH82487;[4(@V:79.HX6 M30===L[9GLVFIW41>;U^#R\E8A+[Q45B?):"=T.W9;5!Y=# -7U'L MG" L!]HV!2(X.U6I^AW.!=6U12&9/-YJ^JK-R5](SF%M)^N*U'6:6M0XAG.+ M)+Y#WG5PZY 8;J7(JK["O3DFF@JL3SC4,&>//#[\LJL:S38[5TRK4 @GEX]\ M?IH:.B2GNO9%WO*3XW22A4218G,DCR>X%L:-043'I6V'D MGY,V3<;EF**O OZVRH3C,\012:FP;RD63'6RR7R7M< G^D&W;JDN89K2+@+U M3%PED@%8RR^- FW),0&GA)+$2]N!?K!1FM'INZR-<()QV1[!K3="9\GOWXF$& MY 0E%B"E-X2!G\<+'?"PF]<%QUJIL,GD:L-MT_2X]Q$"%E6-ET;;>D:#Y@U(L.=6K]O1#@H8=AK^(X7L:LP^WH%QRH8'>_U6 MMR4)$J<^)P9 !K8?!ZJ*7A:8-'$^2]UCX4DZEH=2?]"8.UUFR.JZ9[W74QA MN4^DW,B:!](?6Y\06BQNA?N'9\$7%6_CHNKZV /8,@8\Q)>)..XMNV\|= (\/"3A)& M_?;E=U>V%%H@37EB.P^+BC79D@UF&S;N<(:$.U W-.\E@FVD S)*PY6W842| M/AX<"U.W4G@*'C_O"/1BZ4'XZ$^MEM. MGP#";O[NP(MJ.Y=HF7'PQ[:;J1*_Y]K\[TTR[@+<>W!<-VVCG78 M6NYJ+DXF1^] ><<'@^ MV+SXI:R&)G9'(IPV,PL308;&I_C%?($/\!;V-7*K&B!C5VIE/6(4"*D0G6HQ M2IPY> (ELP30WI#=X.DF#UAA#'1L(-17.!HOQSOQA"3?O7%5U], ME*XK>L%JIQ3+K.%]>(MX-0X\!3:2-/& ZYG./%P*4. #@J& (GKODEK,PD*DIT\"RJ$Z:V9;72A>62OV MY5>$??G7%?NR8E]6[,MS*HH#35HO!L\<\%"^;Z">N?")8\UU;%:>F_@]G(E. MW9L]P:L)AK%U79-P[AV<'[$<->YMV9'G6"U<[(/1EG,<.#=4=.C]$*B0Y/; M):7I,>.*%>8ZPW4KIE='%V-Y7]:- B9YK](JV8D]D'RY<3?(OP7M4%#^:8Z0R MNM"36+,+,0T%TV NF<$'=CK'@:%&@C2==+ZB#9Y/==;= (R75<#5^>>2EMEO. M=0H&(%SWT,'3HF0O?8UB)VFS-%9S*9E*ZK"B!LK:Y-KY8Z(*_OW^0YX)Z(@/ M2W,9JL+F>"_7XD1X!_R)KR19@3UI^W(07HS7=IV\#K".MYRQ3'C*)Z M\]WK$)61/JL.%$V8=QDY&/937S6?60JC/>- TL2XP+D@"X.R:C>?^L;0Z%%(^ M4AYPBAH*L=FQ55@8I7\A-,L(_VV)<)>0%/3GB@#7ZD5688 EI];CFM(_AEM1 MEQO,H$^%((;+0+QEZA5OM3-!0"52)19)^X;\2E4GUQYGK&-JQ*4$$_4X/W![M&'5LPQRU4JM-I3>JM?U"0X3$QJ1ODN ^$8XU:^#>-%85"HYIC4)/Z])0W99Q M55O)S\YP8EF,P40=/DFQ/V<,5E*ZJ?=3.J^%4XC[-? "YJECB9@T[!D@!NS" M[\7 .VZI?FUB];BDI=I+DQ+SY#E4//AOU3U=Z04_4?4L6WSA(QNQ>H&C9=>7 M#S%I&_D*)N4,1F55U7ON?_O3V K=ZUU)^;X-'5M.C&JZP:\$KZLM_T5L.8.% ML"9Y*? %O[QJ/,("S_W%UVBIQ[^__-J^!#M'9=R88YJJIWWIVQ"S2+,J/*#@ M/=S7U-O:@$&%G"#PF$@BWIUWD]\6T?Q)6^#F^<=]W4Q MK8OIXQ=3/I0QYH,8EFWNJ)^48HQ&930TR-##(?& (JE.GWH7"J\FN)OO939:) M&L@J'XAT),+M*8D0KD4_^YXK$MK5FX/,K1K#JX5^#@IZ-3\V53 8 7"@_$"4 M&%^- ;#6R3]T&=]66CEVT21X=>P"3PJMR.B<[4$U?M0I6R_M5N&_%,(]*E3P# '#_V748]R=H T)C"!D M'$@BL6-$9-)W38PS"8-/)#F;$&9YSK9=>23*Z&QK]R),-]_Y[HSU.]*^ITH MV/T%F3)_G4C:*3?FG- 7R@;',S(%T7S4WFY]F+U,QXMH"@P0V5RXRW(XU$8M1 M1J+P?'8@RNKZ4R?$VC- 3HK,,NU*:C%*99!Q58M>\5\PTD(FAJN;DC]+1R1K2 M-@>C_L\Q_-FL,#*)ET>8?40"U/5"B#9]M!MH1VA+&?IK&#;'** [3X3+4VYKZ M'Z0@RF0!@MP[4T&9:D<"JP7<--RQOEW& A?&#P15Z# 2*_8!B]C4U8A&-,:; M.L]CPC")!1<]8$0UW "I9(,OHTD:\5N8]O#!5CH^K8!.SI+WC0:UGU76TJ.$3FX>-7"YX0/T)_)8NG_ M, <%I=5O!>@,>Q,XL$QEPC3=+V@$\H[LWX3;U0&P7CDVM#_IZ\9PU#*,1EH\E M$FD"9(*%5[E>N <*4%/'&%K)0=C.#KVE2B\[]<1_UX'7HZSGM!U,&I#A[5@^ MFW?5$4VS@-AGVSG7/JVX,%[EVIHHD[0AJ8[SX5),2- 4)&LR$"@)84"YW8P<(M3Q)AX5/&7V0.?"3<1L>=P$'4#M/TY6&PWNX^>T*J) MM2_O.ZYOZ] !E$K.# <5G<2*ZL_<2UN4*Z+FFWZ\$S14!M46K"T\ M!%%5MON&VVJL:)L@R+%3E M%&=#[;;7.IXIIJ3F T1EC%X0%JIE,M558[QC 0?/&39!YZS6_%).]_R*3:G("ZX,859 MC0&-8W,X5IXVYEA1<: >F*N=.7*3W:: [J[G=/38_"A)SQ9F&%M.9TU6) M@OD8K!0+(+4H2_[@2@H(G25#3@LA.$47J%@:9D4 MV'9M- ^V_H!+6VK3Q*VK:^+>U:6-MVEB;-O["2_R7.YC#*4AZ*,>PZJH\-;P2H-#VX"Z MWL$=F+E@PSXT)VZ4(3:")13EPWW0- :*.R@2) $CTV/D0?SFB\V.(E6A<(0O M4I_'/X>GO379Q[ZR7(= (WA)G*:!!'AL]GA@\1UZWS,+%&!#1'L)X^NQBPUPE3A)\U$8)^C(K15M(>D@.!^,=*]/2:KX#B? 4Q6MD@QE.LKAI\H8!!4)84,VZ=X& MQ@GBDC$+I>!LY#W>4W=.>%>11NRG ZV\+\.'#Y2,#\&JM)&$3<[/K=M33+%+ MV&9GXVR=L%+&B4:R#2$LFKNG[G$4"45+&.O)H8.)F3>FY/HQ2\PF_1=D:YLR M*(!WN0+CCF! N86*ZF?!A0HCH&:H.(UYHYPVY4>KCGR@"[*Q;%[Q]J:[%'43 MY.7/"1E,?DGU':!/J@16OF]+HQ,QX&NS!B[3=-(6"!*(7- GGPZ8A)Y*ETT#_M2I2IO+X,UY%)X-I&^N1^]*UW$09%14/KKN)?J7)"HJX'34P4OL7LQ#8%_WN2A>>C$OL MHR'B A(5<B3%WK<0O*;C'5FKN6LPSAWMJ0M6*H/MB8@XF. M=#12-RUU'U.OZHHZ7DWJ$TS*,3;5HBB!#4WU!: [7F&6RUOM;Q/LCS?@AEL LFJY;9*YG0\ 0,:53;Z22N)9SX.8=&+Z*YJ]LZK M_ZPFO)KPQYLPDGX+V#4C1&&R7*\1Y+=4ANF*KKH[_UM@PQ('02MFM$I 5FO% M1Z(!6RUYM>3/Y09PRGIG;7?*

FT0Z$8,?&&4N^GG@$B/O2A6BK5:Y6^8E6&?S,_M8%JK':UV]-
%V1"7DOH9.E_2FFLSM:62$T*/MP\^@1O8N)0J%D)62M6:A\-0! M3&2#A^K8:4,7NI N5=.5MUS?
=JUV1N%>MB+B/!4@R%'%LR*C(]_/IHWP4MB M2KHSH0A$.C2C_S@# *2]VPN%?294]$ C4?O*,-
QS]TY$A%'%E[S"+5/@-LT, MBI5KK(D-D4M\^MKO*I,E560E8-5&[2[AQ^4IY28N'82@>4;3H]EQOR6AOFZ[M>
[3L.B)2N9W,")<)2-)E4B?(:B+VTBLDQ*W'\-FTKC!I\KTF@4T_3YA]^_K>2A_TN1R6 O2V^N:\C.%5W!'--B B!C@4,-G($X3.
M'-R]J=^'D^70=2(;<559#M@9M]%I_X*,:VW02P6XH4ID*".O("$:OPMPH>?;
MD/:SP;_NQK(/DU5)ER!M#M,-3!%@TI'%7?):KF;=>'1!L0YB.$!V([2]]T#F M-,U$[C5##JX ,=K;L+X<0-
(I>J'1<^^6T8EZ*F(Y0R?GR.G?M_QW!VA4__IE"5Y$1H M.?9HU=*A9(IFC/8"1DE.'& KXT,F(_^"1K*V'*TM1T]L.?
KWM>5H;3E:6XZ> M\(B_2I?CLW00_5WHL3GG "HLBJEG>;:HSL;"D.SY8]3D+'F)-8[:F"($="C- MN3Y"2)0]'/0/X:A
/IM;)^DL B5OSKFL_[\'TA MAF@]Z=, B\CZ%^TPBJRO3S\$'W^+5$@K^P@W**S%B=4(/Z\1WO65-'FT7@V8
M9*+$+%6*)R$G,9Z7KK\K6Q49%]G='X=BTH4$$T:<50B/5<_L%#&[FM;S(A]* M6]UUU+
[F^:+NR_Z2"@.)E!,)AU7HK:-1,/]CO/>Z>M;5\SE6C\|8"QR(9&#J M\R@9&NH7#=>
[[R4DV.4T,+WDG%T5%X7&%KL5QLE=VP1:>M0-#8."V!(F2 O_OV M)%+@)(+RPO?EKW("8F"(O\
,WP@86OH&H!H7)26*3_I M9>#"Y6'21/\77O$U"LW[NM/6N&Z_L!Q64/QJ_9_;;>;Z8)\^E*D!ZB(RIP9O!CJ$T;
(O$+#83QO=MV#L<6DJU99CG#BI8^5 M'GO;W[^F<\^3D4?@F%_Z<;V+/,"^BLV'V[X;!KS4DG16;!AY1EP6"4K'!(K@
M=2=9=Y+/L9,$+:,6#,0J'+G6"Q9UCWS5-]_!B/*WV MN=KGQ]MG+B/O. F&S:[O3B=6+3ESY
[C7*UNM;I/V!7K84NB(\8PL,1M.*<& M9SKP J##H19*M0D"GST%1[NW/93D8(0;AMG;KD?Z:KR?$AKGR4I%MV$*X:U;
M\ZDM-<,E3X>V9W@I(6U<4\7L:VEVR:6,%)U#R"%IN2!U#2E];D7R(6JU$]\N
M.=OPDL.GQYXZUVV%NQQ!'M'.BN$ST0,#H(U*Y M0YBF!J,\=0VWDC#1<)BZ[D@J?1#3)L'X>R(80:O\]C"?
AW7YKLOWXY+ M5+9"V>NS9:Q[,VGU6]?,NF8^?LTH@7&Y"]LWF)M'D!.O#?RK87U:IB7RDBW4 MK)@:?0SQ;
[N5OD3Y,P/OI>&86_. Y&G#76=QP.,RXL^ !X U?%U3=03Y1W!_ MM4R3[W'^W&\0>]D]O1>Q%D.7=W!JI9-
^[KZD:NBV/%%+;R',]6=R)^^KEK3- MX"!J"H2$ D4>#GV]4*UT?>;AGHT(K0 !V_=D5T?
N24PZ3K7/!KK4_SQGP01;00R@1_:^.&Q_I[,D ZF$S--T#^0TZ M1"EIL?0@7&IC2H@^-0O,TH!VE32:>9
'8(3H85GRT#4GX Q&Y?](C+NO=W?4*!3Y0) MY)AYW<;>]7NSH:(Q?R -DHI%4*B?
OMN13X7G8)=.AHHL&Z4F0=*6JFM"8<=19OPI/!Y^4>VX!2@$&\TN;'+JL.=TYO=.03PC43%57L-.
M*M=S7C_NO;>B/$5<^#*B,2J_D/S;'N42:U#2J2LT@F+>5D1.W$CZ"$7;_LIR
M(5/092)F(7OVS>9UB$HH@"Q8;50[35Q4(QC&YF(1AE(:0X*O4+G%NPXA8V9*
M"!P(VA7EV[U&")5,L_"%$9X%D6A^L>;# V<#FJ5#X=.XN (V Y386M? M>9IRM'Y4)*A*VT8R*G7SF9-^A\R#/&=)MTD;
>&S4'G/UK MFZMS,,DSJ!8*U1&DVW1J:H(B':%41B0-YZ]EK?"7%Q23=1"2^&HW* GG;BU2 MRN[8D)$V&IV$63.#7$&
_U:7].?2;&6A^'G::[4*! _V8FLCS]NN17]CNE! M>?0HL=DYB%P--KE$*3=S0/SJ?<]?YY;BO)ZK-) 3@E;-ANXFJ6\ &*
[ZG^[$ MT5P>'RS,5$KF3QK)R7%*5X-"ZA;G/\3#R9*6%F1,H.[KMFRW+"T.)S?K:<-
M+0B\./Z^!9_7N[J:MLVJ:QH%Y"S;B]DN^#D*7V^/_D 7*1]G\:8T;O@)9&7D M-OI].
,VPMZD&Z"S"7&TMT03$5)&>=26B7^< M=RB/.;VMS@\$W*8T6$WJ[?
Z1T:W%\XM+0CJ;5K;U,"R/EDQSN4/(UTD[XZ").1L,*H MLTYCFL3T,6$1QR#9C9]%I1V5RG(8QN-)MGCR,(\6I)?-
UKKH9B8RX XFU@X[MK&"'T?#TF.O.&Q$+$F[O,!9B&T35%9)68RO'-A?J<+=@A?Q314X $E"-[$E$ MTZZ
Y4+09Y,]F+.H9C5J_PJZ[BLH:<$#@>7QXA1#@A=6619 D,7-#^3GA M1!RU%"B?!%T^N.(-Y=B
7Y,+%R0M4'GG!*\0DW1+EF\SQ=;M9V%WLWGG;1&O ML]\HZOB(R%UY=*M7\!Z>D8T%_?X$6:K9$NQ;30
M+^(6%AU,=CS)K?+6(,D]#6O[! :0$)BF5Y@H;+@$G#*&:SP25@Y#-'^)* M_6?U..@M*"5M+.UD?3X3,.?Q) MY0B-
4=4#&("U;[ZXHLB3$=2@":#^&.+1-K;L*J^
X<\A\9WN:_'A8]\NMH28(F*9G@')@];K'X<+2@ST!O;I@YAUQAR\V$790^0&I3JCL8 MW6;EN8'E*>8\?/\A'"7#],C
>POG4OEG2@V%+X3S7U([T]W$#TL'04F<)*00 MQ8GCO(%/'H2//!R&]582_ZZH0)^&>M%Y<-L87^MO)^>[PO?^EN%
[OUWA>RM\ M;X7O_;VJ7D"BCKT@!$6[&"=%@-#-Y@_=0P6XQ=*)VE8U3FJ!LP_2)1L+5$CL MMO"M74\-
TFKXDZ3RIF$@?>,.1S'\(/L]^09VI*HS,+]TY\2PI4;^G),44^A3 MG'%QQ ;)
[_3#&>Z'39ZZ>Q'M@E])PIP2CCDOO$CDQX.+)XX7*VLZ4]*F!N#* M)%=;E6)&-!"+FAE!X'Q#[TC%Q@7+
(^+R.OH)8$>P;-QV019(L(QV:@CKU/!61Z> /?LR-)H MC."Z6@@/,3B$(.6&4#2P JE>^'_&DGU ?62YR;SL?
[/YSCI)8AR!GI*%4,>R M]+=_*UKIHUXN[R+62XP(%,'V F[[KMQIP.6&]S8$?G;[M,*FPOW#7G6F&ZM]
M4#*^CPD4A6H=*NWNQ\W]CD7R/C[76NT981'FA8Q 'HK+VHONMPME;BNW=F)% MW(5HZ3151"&D,UI)2)&\#&E\G
AX8GJ+&'/&,_:9RABI):5-*Y2$O[M4A-4N6OA K5.XTP7YS/.#WW/>6LOOSWPO;4L&N64D["
[\A8$EMQ54E*,=14EZ67F63YO_HR M[(>OPF_'\%Y?H13V*\:6$V V_P.;:7!1B,P#O0P@_2SWNX/"TO#R!.8$:TI"DK M'B*]
<9@':(1WLTG)G/L SCH@+5H!!*L7\1'?_/!RD.*R^+[\MYO-3_.]6,Z, M^?-Z3S/9#*A:VJ I?
^>Z'"CV;DM!YA!RL.^[.RDCH@9*AD8_AZ5RZL)O8N+] MPB?'A3M8R!
[#2=51FB1*UJ_S'?!!Y5H)D*@$>53]J94Q;U$]!)FAJ0*(W9Q M1B)]/O3=>'>@U'\)^I\Y#)@)V5S-C\WCA?.0EQH53 \Z-
VE'@D"60W29TXZ@ M,/!]S;MA+92V]M6$"D,? 0X:$5X,L^?0C<,UHABZ0^.2L%\3:YTB/GBA#.$,
MWS+*A2IR+QZZOMG%?>@?-0 +3[<]]UVXM)#GH7C2[X9_*I+Q46P2M4D::A'" M!A-
\JB/['0R#J*0;YKXN)X]^C%Q)9&A-X_"HM(^H4^[V] LO!>Q]KN\%6P]_ MX#EG)&9+?]=5 S9306;!KD+$O4-]Q??
EZ&P;ZLZ*;@B/(S?+U".E5SO=R6:? M$3]1H3I4G-OA%,ZXIEH#C/"'-&[%M21&#&=]WSWXD-=]$!6_N!*GDT/P/84P
MT=$SFSR)G,(0N_8%G&(GWS5>R X!) MB<*^3$L(?H,'P;G3WPA=PF6R /\KS![.87C&X=,[+^+LIG:B0%&$<^>6FBG#
MOX;P9LN[JI#CZ@61:^$/Z",(@01^'"%-[["1E"]P6I2;Y_RY^I:@8)^CMZ,6W M9Y1Q\+(3V50@W>[V\@%Z%
(XFEP<]+-7LI5N2MDN2K*C/@K*5Q.[" M0S$X,0(;LDO'4)2H:;QCLT52@6;K:]_Z%VWX;
KF#1PRK0>A%".#@@*M**C[/8!7G,"M)S4 M1G1)NWYQQHCH2X@.O#%R/5WY*=MX%ER67/0A)],0\?1 +W)>
(8)78H1,N02J ME5ACE0_R+*@["RSS:G"7#>DFUXZQ2W)I.:U#<$?UEYWQ?<&72RY1]YQ\0>0: MHO+;>B?UG2,A;_E4?
1L@L/9B1V$% +5+O.0F?'YW MB7YTS(QEN:!_\%G;EN&,?.L,'R4>M4*H52O6$ ME_6O7ZQ0JA5*M4*I_L)+_)?
SV28D+TO!1GL U+ CFF;"SA+=Q2PG?.+9]-@Z<2PI8,68&U MJ [Q5Y"%>
<_5!=R<)E5)=2"^5>HD3%@ZC[5/>Q6!G+@HR1..*=+WW$8'8>9PG(L#^^>Y?XX![<)T[,HF\KZ0P" M9@BKF-'
L18I,T#E4AJ#,H>?J^VA#IVL-[:Z*FNRO:&-R!*1@5,F24-)[SMOON(_8<1-V>LX7Y$]L)CUQFC]ZC
M"Q9Y="&S,V/]O\N1TRH-L? J5VD(+CA/5G@8F.OE/3MUJ#X#B\(Y4M *>GH!&#%L;=&1I=M>O@]
MW8\4\@/.%LO>O1K_:OR?L"$+G)%<-B8>RNP+(J0K(;_&OXG:-L"5VL[5N#^SF^W(MDB8)(: Z>
(=F:RQ[DWFF!*K[PK[<4K%2LA*UUVR.?7<*-T3\7W*NQ9)X.5]N M\JSYM"0=N"Z"=1%_"*0OH);KPSAT\3,.C-W+
(2_W4$YP9^%7&:D,!K/S 9& M/\@F#U7OU697F_V+YD?(&396.LN*Q(T\Q]4ZXV);S70UT[^(?P$[M3J*\-FB M:41;>Q8$-
!:J4>RP,,*@7Z@]S3MGRA2YMT]]8WW;@?3).-B>KVKF@98+AB\R$Z1U(N2(A%R.;& M"[?=?G^LJ=,9/5$R-
KU1PE7(_*>+/Q?E%2 M1#3V$42XV/*^FNQJLA\/#?+=.\&EU\[7KA7U%H\K-<;*E$0]D7$!XEAY8]&) M+!AL
[6GPVQ&M0PC_LOUNQ]#9M&$$*=:A6.U_M_#-OS?NR;F+[:R6=;5) M8E)G='[6Y5W;4;5ID)[$<=!^VG5/7FWUKV.K-
4!9[*9OG2AM*C$O?6/LW/JD M(KL/YT,=9I*I93V+UZ!\WY(SGY!%7P<* N9'5.Q[[U +2DW0B@@JFIH8>KI^
M71WKZOBD E/D7NI(W;0:'$N3>LO9590Z+M+)#RS?D42UZ"*$ZU>4](MB:P\ON%E8!,\)=/=S#4:,03'@DT;
<8L*QQ7(EZ$HMCQV)HUJ-)&PV MQ<;)O"FTF*[(PFE((A>"?$3[:9H=X"/\3&1!W.@2U5=+<$#-B$',/E;DF\DJ'0R'A3?4?
ZR7@N"#J0<.@M MB^^Q*LHX0,WH8U'#&^1HZ)D5ZFOX 9.:X+$63DQ%-X#DIZ:2S"SSI?
0[2SV$2QUA'PP$I])%YF"WF['8F!W MZ+MFGR6L(\B#2 \GL=&3VE-EF@ MX#1;I")6VJ* 5G5R_T0?
C>">]G"2SE6RC+SZC3W6S>9UXAZFZ2==R.X3>OPY MGQ-Y9E:EDIA*6K?#0[* T^]?

*_^2/;:._$]*P))_K=,T@I75FMI&^:]8VU[7- M]2EMKE^N;:YKF^O:YOKWV^8:SB0]&HQI;*
<8Q$TR;0HZ.]7$@TEZUZHD(/9]P M^6Y'\R$<5?523Q6U2[IC>IBF9MS)F"':0DH1;$)VJ"8GKI')A>M.SEBO&@I7
M:T3#G/62<=1".CPMJ[5#]2F-#(29XX-X57"4,]]D]CA_SF[ZR_;"X4P2S10, M[IO)DQ=:5J>9S]7&67<>3R"&19>;>YJ)B*
MHH>[JGT_'HA=I?9Z3'%9Y[,#S<^_(.__1EX$+W*4Y[B'!SRE:89R?4'$@XV(7' M<,8FG5E^D7T0]BR+<<'BD%>8 I*
TBDU 4'M-\<55 B+?V,#NE5-YY/2@3$XG M"^4;@NY8YD__M7/Q6V(4TS19I,$'QZRB]\L_F!=4SJ 52P%VYU-[;S ML7W?
=@_M9'59-L'G;Y+7B!E)%ZAR?J& Q83A6R;^LA5K0\\Z6&#(7RIS<>-U MW@91,:L;\KR>MM$4Z4Y;2%J:7RMQ!-P-
*:SOW6N/Z\/UXBH?AK5-WB)D-ITR; MA3]?)R2<1C3*5V,R\:X90Y331Y+$L%F&^5U1#*L-?X(-DWQ)V'"%'%5:C#;SL M4=-*
*IJO-9-N-#\,]AXBL0=[6]S[A_[LV<\8Q@&JP0TFE+:M[VOFV.NA]]7$A-"*G/J'_WS=]54'F4/*RUW+NW 5WC)W_D,Q*
*MY^(2)YKPE=Q))C.RE'5S68A9JH25MA1\P<%-8_1T0K=N=P4 I*R/0\)K=RQW ME4"E;NMN45)T0G<8@1J.;*
(+O)/S9Q/@86QL2RS;5 MAQ MBQX74&M4VQLJ,4>ZD@@NAG>KC%0L)1X=IL"L:.IEW4HDI")>M@!3
*MIX3W2I=%>\!)H7;/V?02U"43TBA,>#\/"++ESRO$F8(:YM*9E5.56NJ/.8I52PTNH(YLR+ZVTN+N'[6YO3*Y-!_4OI\:]*T]*
<%L:0:]8+JP<6 MU)Y43("KWG4G79\$^IQ^1N>1ZYA[+XFC]T1!?=+B&S/2IDK9@-^UO>1DJ#43
*M39^#Q(AJ&&I]B\N8L6Y9B@Y%LEJL:,EO*J]!%4N9 M=.@C#?D95NN_K8=^/$DE^IR!OCCS-*
3I($&7#"]R/G/P9#B1G<\?F=M=TM^'% MB;)GN-91Q]?.*T1I%/PA:#*5IMA11LE2\EB455K9,/BT977H?_$.9O!@XK%F
M"_A!B.6^#<,ZWH9K?/55L?GJBR__@UV?/]Z\O?$#I7!L.(SGS8[;7H;<2LH MORA-
*NADN>5'YD:8#))S@>AQ*P/SW8]^P+$POKY?>2G6D8*"2]P_!U./?HY4\ MYP3%VXHR=.>*H,H^VRNK14*R5S_^]_??*
*OOCRM\$/#;-QK+>QE95@C>$K%%E3 M2*UM#MSP<:04==HG$3;^Q38.*95(O$5AN%C(,8SW,&QV_(VOOOC]"T&1-*
@P7 M/+)\Z)$U7:DU_06W58?_UFS!77_"&8>L!!4KG%31YEB=#^A#Y]:6F\V;?+HR M>,A@F,_H9%-6 P3TS
*8_@VI+9""*LD-NLF>SC,P+"BY-UU)NWRTE6D9814BV M6^9D(8;6Z/:IHE',@,C(56%8J_7#O7^?*
A>Q60Y&_IBTRR.%QK)N21DBX>\|'_M>8\-E:.XVO?H*-BWV/R/0<<3H-O;"2E]7%$2*WI\3XI&'^&:;"?.7LFU22:*
M)>W4CD4D"C&#A8Y5JO U[ZA)V-$X\M8FA?*$@5"-I\T597/$:EKF%-4QY/&8
*MGC/2V9O$6KFY([G@JG=Y66$]V3[O!,PW4=\.ZT1?<*R>2>]Z.*FQ>NS-49\BJN0V&J6E>:*
*(G&8V7MRU*70H+S4B'DVWD%!WN'"%N_=QPWCX]Q MQC]@;4&\?G:B0H+25=C3D+7QDH$WFY9LB04Q7*P^UM-YZ-*
*NL';D6;-CBU%5Y1CK;+IN-G\R!,/4Z%\J"+V0C!:#U;K8]OC MFG5^-[BOL:S]3=2%0&>?+7QIEDJ>F8*K[#2CZ!)V*
ME>JLC\^D&M?V83,LYX5#3'L_X.'FYT_7 GQWX)C)C]">BI!1<)NJN2N1/N[B)YSBB
MW((Q^1E:=_XS/TQ>T@R1J86<9+AT#V("'XHUW2ZT81UY=0I0EA_MKV4=Z'% MO2LKL+_RJYN4)8/]WF62_"U:5$7'-
)@MI$.,/?3H2VK*(#!:*F M;J7&7$WRTZ#^UYSW(\D4DV@#\YA !.%2X%0\4%Y&O6 '"M(!F4@3FO^S#7\F
M%M?"Q\R6;"XBE&@XB)P&,2F%TD3FYO+5D_1DQ(G9. P7%!F@(NX@J)9T6ZK M%0+^#__Y9G;>>A_&*
(0N\$2BH=AAO24P,MH(C([-8A(C'\9P_Q@>>UQ51#K9 M'2E&PR\]C5]Z/GL-#KBVF?.:*
*(>IIH,>>KGANI',FVO13]QAQ19A>@,*CO2F& M73(!?__N\:+)$?]YDTDTGOM,]O%YM4LU* 9#I]G-H'P\SMJK-*
_\5.+X^O!Y M_(6S54:[4F0LJ MO9^$W .I(S->J"9VT!"M7C;",5OW1MA-/%&[444'U<6&VK(IUNZJO-C,#+[>NP[
*79.FI3H@2"H3#Y; M>,1$C(2R,*I7JP.WY18'*_)8 RA*SBK'I;MF&IL)E.7YP@2&/U-U@(=6L=@OL_#/96I#A7*]MK%9ZQ-*
Y)877/0 .!' MJ UH\1E]#._)P1"F^UCX#\U/+ZGE<8A[H^LKDV>6@NS-YN?[L?7[YTD_(34 MY?>O?IJ N:-(JV_AH*
*O>C<'/P388)C9,[S9I#N/J78:M4(_T0*CZRF>46P+K-NE]+96-Y1#'Y*
*MZ3Q9MC3+*TB/AK(*7@W6W$3T.5F1J1\HWZQ=9TM*GX:7.MNR^!M9BC!GP?/W*
*M;5)ZVB&V6Q)8MQ.NHM+]V,*8;PF)HCO!!]%D*]PF[7%33V"9!UN)(SE*TMI* M$CTUL8*4H%?*
*#!U</;3#&EVMA'BX=8+TXN> M"?L1_'^<>M30-"/Y145Z@3?O+*R(:3]L>NH!Y2C(T3Y$$=0@.Y5V\#!1!@6D*
*MC&BI3LSG@K_\.O."[Q0BU';!;2VAYZBB[.V%RQ.3&"GGEUG&-W7,NS:*A"'E M@4@F.)6$4"QWX!&^.,VM&1:YZZO MN-*
*;V<:,/Y3*J82\L,WI M]C2V%.=:\D&"Y6 ?[;"'>5(GN5V..GQ;-EQ0P:,G,O-(GBJ9'/N:1(R(QI.0 M><1$@TAZXD-?*
*73#Z[G*APU#UE.$:?(A<[N[K05::STB$)Q@%T(IE)(A1)YW$ M-9-M.1S0)1T,],S=Q2'FYPFF@(_Z\K;"X1*,#7-+XZBW2?*
Z0C_IP_T-]BDD8 M%5M)KAHII<.[QB!@2I)(##?\ O)-84!L'8PB9,22U(%7S MXC8(?'$\)_#@J?6$R\(,UQ=E# $XS]P]XU-
:U"0(%%9D3S,# MM,&PTU7J@(^TFS!<7>L'R;[&G#24EZ+6@91$\6%EBG<-4
*MP%R+Y"]],)2\>'V>)U"8RIY*C!!\F5BN%Y'$5+G#="';S<^'NJEL MYU/*?U@(X]+[\L$;-IW%%"_TE$M^]?*
I';7$HI24,3C3SB$W&-_OB+&I:>""A MJ)'ZX%.^P> @%-.H\"8/(G+10&PN+-G,P9+H1+[XYM7KER]>_O##CU\6X:?7 M?
WSUY2O^$:/\Z<6K;[_\[:MOO_J"?TE4<-1^ZP9A)2NM87,S)_7K&73/#@6< MTT[L-[Q,.9L?
W5@0FBN\B9L#!D0BHF:5>H38 KSN3A@>MY"#CA=V&/,.X" M<17GD3U^%W7/Y3?*
*4KL^]G/)I+S[*ODA!36N@Y58"Y*GI:N+!(;IUL+L.S1"'^ M*X$C5/Y*
\+3DD5$8O]FH>L_5;W#$>1^V&TK)YHLV7;?)XL7>& M@KT7" B/2L=IJ"UWXO![M&
(\L7=2HP'WGW";F,QN:2U0$00==YJ^.C5AYQ,9
*MD^],]B/1SB#9"86';8;WP=:.9%TN;>&)V)J==MFCP,K*QK4/8)&TO)R*Z*7O; M0BRHL]C\8E$_9I,CVMR87!* IA9'Y68?*
*7BZJXV6#:3_7]]&2P !VLY%U8)DD M]SQ/,VKN*H67R=90T@@*I(AL!6%ONWS8SI9SF5U@JET[2J3I>)RDI?B378//*
*MZA9$6,!5>LLBSVW))?F^>^ TM6 E; 5Y?;.)A_0L MLH@P&4#N$C4C63^23NW/1 +YJ_1;?U:H=J6AK%':2F*0>=^&(P5-*
J9MC.C.4 MF.1F\E'9OMH =C1!$<-6?DBAMK>OQ5X93'-^<_,LGJZ)2Z&AMX>.>7*V$Z<
M./,!N.W0C^.#F+DQ$]++V5S2SN7)FO.=AQZ+-\5Y97M0,PE%@K4^\+>R#@F MZG&*
<^]YQ>BD_.%05YPJYV8V]Y<_L(>?;>,$:GK$]/Q"W&5^ 4=Z36)*$I,V M*
\U&4FFD:^X]4SKSML1$O,+T)YU[BO9,5M50DO<=?1,#J)H780RN%D"DLF_+ MF;UB*J$;A?]BW?
H&X+ZNK42QKB1G)9P_7&F8=AQ$ J3]_#DV? 3N$E#>I!+O MQIZ%9E(-?
*@5SK6"NIX"Y_L*YEK!7"N8Z^]6]#XO0QL!5TS!M21Z&NFG=L3R MY0]95LS=B&1N+ W41Y$[BQUB%IE;:BE$4\-EH+*
[AI+.!$C'#@-K(H;)/ B_@ MU$$\)4I"L9:KA\#D)IIE^0AB5E92RE2^(\?HW A?+\D?(M2 MNJ-MB45QT-H1J>
*(G#=P=*I.1!NQ:Y.D"61+@8H)&NN:^]O02$GS<2&S.%=RL M4P-W0:+>$EQ$RK6XZ[9C?*
$42&XN(5[GYYH>7\PP1!SMTQ0B3FI(P_YY(IGZ(MP>!/-*AZ.V^7F(($;"31,9._KPU'U4R'DR'7GEPS#%Q-.
MQXD)J^T3T$A[:)S Q34#S3W=##_ZC..G[WD_4;I# M06C^YM,95DWPQ1>B_!WIED1&TEH976WC6RK"BT#DZ/**
<&/;YF+T!U%_Y(++2R=2M#HA"QY I!/I'"-JK7 MM^"O<+QXKBAD/9';\E1J9QB#EHSG#?UQ9_""
*<2FFO.LKA\S4ZH%;YI^W_#05 M*0/DS@HQ>1-(9;%^;;6@#ZT"R?$3]O4['(]^+CYOB3)U6<5=0L!*
M^6LZ<=8YBC>:V$)G![HT%$CYK13Z-A$=FG\1^BO0:.FT WUN$(^;L2^>^P70 M165U].'S:MC\@)R J96LPE\J6
4Q;!@,EMY"\BA: QDR[,3BVF]$>BR>'N;E M:^N9-YI_Z,6Y 47).F&9?T\A20-0Q**\TDK6MC)C?=(2*-*
N4JXUI"9G#V&.3BCPS&"T%G"[:D3UO\>^0?C5>%
*<]8Z4.RV"'-2D!"542!HV].H3W@V/Q)/WLX;"C7U*V];;N7#*.1BLLJXV(F6HG=,IFPF;$]U"KR1IKJK!ZD82@$?*
*M2HF_M[F8<1;@GJBSW7,UXQ#>Y2RG&_;?]ZZ4&9O94<,(MS)&<_?*3=XM5B1-*
*M"0T5SC!S;T%7$&W$ZZ8E)+.#TE$F!_.C91Q+5L:FE(E")5WSF^]_?/O=JS^^ M^6[SC4BB MM= P)[V;N'08[@*3D&97-*
*9DJ0NO)B:%W^6WEY([X5?%=,=S(>4\]<^!BW0KD M!\4H;<.BQ^VK@T!{]>["1D,.& J'I;)84G8O' #MG; MV)/:^*
K.J6L]=7)% MG?OSY<1[AU<65&50VO%ZV:VD^RD!8!1+]PZS0J0<8[LO[SO&Q3BIQ;AEM5QZ M;Q56A2UA>G_%@A
*C%"M5V6]$CJG>[\.?J7#C=X*N3W?+OFJKNX[2JI(4,% V*
M[T168Y>I0]V+&I1X^Y$/R0O8:=L'3HVS/Y2X):@^GBIZ%@'QXS4P7$%+AYRF
*M&,Z)K%DS#2&7VPYP26&CEQ6.;46TZ_V6\AAU=;:Y3>U^WM\V+5:M".N_983U MOZX(ZQ5AO2*LGW,C;:*C*
0:Q,]/1$^=?,&OTV1F,&O2OMVW__?;F?9&0>%PUN.HX[ZK;M[AG?YH59&1+5 M[AIJ0D6A<1N"D> I6-(X%TF+I2 D
:GS2".K'C\QGLC2#$2K!U["C@YK]&= M#M"8PD>L19NZ!X U\3AM!3,[M!,E% P/'QRWAG8
"O)JPS%='I@IM,7ORSO\>B'^G32_N'I& $E9XA_(6]% M"?Z:[JQPG&PA<7Y86XU.'4A\KNKB @H1-6:QRA[Y?3IKCU*A-*

EZ;)FNZF5M-M)B)%)(DP>>.>-Y#%GP@<&Z*W8(7G0Q'QQ.%M(G?3L_>]-2)$,QAELR?0Y=XV
M(7DL;&7'>MMWMV!LO*][9IP1(3+MV9#7V5?53PP611ILJ88[<':R-M:$,<3\M4UU1?@RWO3KMM]%0-?^G#8
M_K:$2K1D48]ID?9ZZ_*/:[D;<,A0^W7-;RA!V>>P.V!D9Q"F<-M2Y;\36C-
(GD3.3H,]LVTP>Q3'RA7PS@[JNQXLBAOP:RB3-Z3PG-S)%G2N,,M
M:M;.U4W)>1P]0>RQ\AO;$WN="MF^F:GCS/BA'+F"5F?-S."KDDKOX'-H9D]-
M.;9,)N'V;*E9XG+Q6U+&X9*/,/FTIU[8&.;B9--*5D+:
M("CSVTH8'R+I[L.G9G4^A+)HY2**^^2KV&.I/1'NI(E2[>EVDCI07C@'92"E-M2'_.-)0OAUR,AJX/VM9-
S,GS,07/H3PC2W4WA\5:M7BFUYI9EO59(I$CDO=A-M9]5J0"IQEFM)B8GJR4MG^V#F#K3HD,?
7=.*?/C"6LM35CF:,$W6W_6_%^N'%-MY(+-7FQHFL-?PL/BD[&0J#*T=EB=$\HH6>^2'5:GG-F34S*<,RGC&AV.7I:C
M*$K4,SD_XYY8?L^K'=B5L45Q<]=2OW'L:20OA)6(7:T]\P65/F-ZM10V\2,-M?2N>2@NJ?!/-$)R\D+
<>0VJH,3[Y692;;^>4G[Y0-4I\-WV]>XN)QTHQQBI-MAYRM,
[9K<081.4V6)I2+!!-2=I&HY%$^WE&+&8W4[=.,R5.0%'PP".?\!FF.-ML5H/!K=_M9>95\4QF]-(TNH44WAQ5F6)GM!.-
IM+UZ7-9@J=1P@6V]-,AG,*+Z\F?-M<@$Q,_0S/IB^?XP?;5D=O."ME%LRVW-<0-O3#.*N3'WA#S&%CWG+D]*_T+C-M;
(E*VN]I'Z^.'=-&R0%2[J1H:K_M*R[_6^=EI-*:W5UP*O8XF)8,=YX2_]MP-M;C:OI3RZ=(PPCN!8T=%3#\?!=5S'4-8U>H
@N-M1>EHA]9@>$L/6_K)KB:X5_2-M#)'(XHHSXXQ%O8X]S_;RO8?
P7[KV#_YUR0A&I6A@/V:2*_2;&"ZS.^C8]26([^23&9-M*=^TGB-X'*9]
M&\'1!2$CZJ)4XRHV*>J;"H+LH(0M#ID'X+\5*3@.TP*6M='C*5#^BG3#OI(F
M)*%>A5OPWLOS2K=MJX=\,9'"*]_UZS$*=D9Q;L!-M%(9IDJ8_+GA8%+7M/=7-M.\D!1US??0!(DVJL?
46C+#;!@;]31@,N[RT^^*ZK!CQ/#;Y6Y@:W<2D(]536-M7"BLN8493,V<-.G4WE^&JK^OH4?^7Y0O1&%$1.\<@@:]
(,PS?8O6L!T;,#HI1F%Z[:M;-M@6-(UTCXJ-O2/&)"J:1QG_J>#)"S.05]B2(@P9$1YP8O1QK_KA_O=(STQ.EG
MR>'ZLS65XYNP:F%,-6Z\$V$U0)XK^]1H#T8#]-3111[?@P]<@O5:?2+\/3+-M*+!#U!FFD^?3Z"SBD)6365%
(_96=+KRJA1T>O!2S%Y"B]L<11$'EF1(X*L[H^B83Q+7I'VI?5BI1(HU9TH@U
MN[^14LX'$M.QMU4B=B<),,X#LE)KPCD=[GD\40)06""> C?CFR%[$FSNX#*9-M+_8C&G!9-
\UG+^W%SOL0]16K.IEGA8RTM'D>-6$'X"0\%W$FV/>^)"5'9>4D-MCAK.KJ4&E62+<6&:AF-2&7J"YYQ828L
0B);2C,TDU?0FXY2UT@&BPIN7-7)-M6ECD'[G9O!RDBA<_-LF<>XA+0(IM8OZ:&HB?S" MJ@6<1=?^NF
L1$AM["27S:&^.]QL?M(//!RZ#6?Y!3^L816G.]4+CJVS7$*I-M>T=J;7-;]W8=5#!Z2NN$LML7&.9KE*FHNS'.V+
2$40*JJZSR'D:?& THE5L\? 9/N;-M0@.HMA2FI-SQ]JH$ %B<-E_)QA3KI7)G*NPV%ZVIAFW-4NMQ^PC)6$L%'NT
MC52,;S:_&WM:-(7-X85ACO]/(WS%-2XG55]_I_R>/I:?]QWF[=2\P7NX=7K-MMT2D$=XPRIG3*1-I>]P]W4PE#ZL%7=K?
YN4#&\)/-C^_JZK-VVU8UZ.@-OZ@-MD_KC>-:&E9^$^HC2;P[4Z;??3P^LY+^^?6=F9R<6C;1D5'"E:-SH'J-?
$'2:F#0=V]U#V.@)))A!VA)TK_!=2[@6GBA*M-B#B!]L@&Q0$8ZN6>^#
[N[(5CB#Q"1QWDY',WU>1#!)M]=U#2T/0=__7G_K-MRLS^*P)K__L*UE[!VBM8^R^\Q'^Y@U/.HH1'0R-
8[]P]DDD6:2^J<2=S#:#-M6)#8'-LCUB&2:$6BA:N#:#>AEE9"(-?L76P.Y:-Q2'"9+\SG-E24!B-L)CR:-MPIV1$E]O;LN^-
FNVXI.SXI.A@BCBKCR#*$EPZ=-P,OO4$MBQG.4+1HZIH,T?3-A&CGMD;[)B
ML\^7QD&17C51W)6073.1T'<*L[VKR[NV(RYU,(\/-O\7DMZ\]W>S^9GQT[.;-M%);X]C3BN0QL-
DBCAG,,PF(Y!KD9IHUS((N7$5L9JNK]%:%K8DBO&R+1XEPL-MQ7^7ZJR3@XS-Y;$IND+31!G?
SD$1EQ&1=R5#BZ>L)D_/6%MYN3S2G\H!=+*&-ME,;5\I/PC-=+B#G1;)F3Z.,_>)
P9H<]82/%B=I$MC!WX2WOL9D,]RT/PMY?(M,59BN01CO8^(XYFPVX74,#8O#/S-MF4!I>[MM_%YKRI'"
(JI/O20(H(2;Y90;4UH)P'LR6*KR1=HMLA1.PDIQA,04-MGA%/.F+86HS!4\+5!#
<87TBXOI@*>-9SF2=8XHM\Z]]*/1W$,I(3S9688-J-M(;\!/L2:_%0GAS?-
%V0D'B$=SSP]G8G."Y&W<&$$\)FRH[>)=B,;G6\"X^PJ-M>$EY2[Y.U%TH%3]GJ!ITPE\XL<3&*'%W"V&->TIZNVJ(T-
UQ4T9[,8U.W7",-M*\^V;,TI)'FXUKJ2Z&DIF\=U,'US'BY-IGBHD9^<5L&"6S6>\%NN57.*N\V5-M*I.-NI)R*!**.9&WQ>+-
RK_J=M)%D1^K@C%Y,?<3AG,YDD(/)E8QI6[=5I&Z-MBU@8NO-R>^Z[(-;X;7TJG[?<#R6?HHT[,D\6C-
OB1>ZQW6XBM:E2]IO9-2-MZ)$II*57[0_LK,,C]+7OPORS[_^&RC>DW<$_OF1^Y:^^^/(+EOKHT/J%78$#
MB>P=1,JGB(P"K.Y57I0.K9_U,3D+BZ>$R4[;[VY-M6G.1,=,HV7W#D_&9X>ZLJ\T5+L+DA9W2!874AQ@VU9J.G+!
659Y']Y;U.G9-M6?\?[^@Z1NLB+*GHVP_J;R1-CA-1V"AMP=[18^-%_UV$X+KF21[TEU_ID/7\-MP&B[UG5A/F7$-
YMO58HJ'-M??O6"KNJD>JH_!_L;2$X5-+E.8;/E!K#@\H=@
M1EE:=4L*%Z2#RE5EYX.I]_9,$JB2E5/W]^;;'UZ:UQZO:)LH!];ZFH93./U<-M_P7U_W@R?O3?HLL2C;AH*=9
@=EHF^;%^#5-AL(=,KW'<(^S-(326;VOG$*3-M,7V:1%/=KS$WZBRD],74XK1!7"V76+8"DLWSC4!JKR6L8S@-)P09@?
W%C.6J-M-=]L_M-]5/>2V^&XLTS4!>K!?SX*Z86[]>&9PMBDIA.>$>H/G*)AE2=+\CS4-M-X?^MG>0C9ML
500=M52>"PB6K/UHCUXD]7@I8B(-H$V=O@RG-M$QKIC_L-FQ\YV$A%)F0#UH@H5AR=ZXO/)/.(*NC
I2I&=E$+&S3N.3_';CM@-M>5ON-E0XI6__IL]"30P>/M_;[Z/4C[>-"D(QSP+Y[_H\JE8>[+"U1OS,5"/<-MH
,/KQ#Y"3O42$M9DW,ZHW8'/8_:+BS&S$%9#Y9*V395*5BI*[34O+.>FG*K
MR1S##$IG6CQ\>2^6%$TP@N>\]P@Y_AQPB(F*@:([AI>6Q8.6BQ'%X5W!_4YI-MSM/2L4$)79SIEZ.:IC-JK/%2\N9
T\\N19PTE;1ZY!2AUWN$!)^]O7@(59-&-M*&39,R.]I'"B>"-KO&@RR@M6L<BTT]MQJ^/$Y'9(=H<-0'0E
M0<_ABA),$(#_R(GO5%;#_H#/UP3O',D/+#[%2*-C$;<0@+Z-G#H('G(JHF9H
M:#EL)VIJZQZ2YESZ2J04%0#+^P*A=.!7BUTGGL*NX8J>%%1;4.EC@:Q-M.LH*2FJ-667TW'*"$#@Y@D5&ESQ_-
#YQ=W\Z-8SVX;CC-.ND24%%]QMO,-P)\-M1,.$PS';:T1FD\EW.+Z3PEW)F32O++E4B:*,]!C"83:!Z>MAM->12GF&?
5F3AP3/T9VFFHQMV2L+3-()'C"<^V9\5?$3\CD1/>&;6G)27P-MD?4>QM4.1.(?OU-@C!!(N[M.Y*\1I\;lS3;#L*'4
RJ1U?'4=)>*64$\0U](-MAL6[9)8HW*NDJX0G9@U+E&%:3X'D+%NJ6"M[CT[U!(<2,[7T[270Q_-MB!,&M$5HX+$"UE;
VE,:_^Q-M96P-H*6'O"(_XJ78+9^8_&B.@N2<0=3UE_-M[G@(_LP9N\E\6Q':WC0S-P>'.DW/]9O-[-.B9_^L]-EVQE!)#
M&%:HXU1H9$,/]-+0/;!'E_KFWNVVU#_M#Y1$-VV7>.$6AZ5S9H[2V-K;Y/]2
M>T]B3^0YLIXUJUPG$PN])'T&I1E\6M_JHQ';<\C/3:IC2PZA41.B@A:5,3[9-MCR5??
D0G'1>&?!;=#Q'FL\S$A505AN8S!A%'K;J1-*8)O:Q2IN)>4K!DUW8B-M>HELY3;DB:9'UFJ@GOF\D#VHNC=Y?
XP1FKSSW.Z?;$/IPW@S"!?S&[Z0-M=NINE9BQ@X_>;%[FMKY'MKNG;V/3K-.;;'I"POKQG'2B2YJJJR)9JSBL/Z<-9V0.+$
MB=*4O,W/,TYX_6Q8:W[#10IN34BB9Z_;NA@!;U7YWKE>]F)SP)2B!*=7SM+"-M7DV(BUIQ'[-
HLF=:'B[[==^ZJ"G6!\V',_>UDLX!;&ED[H*F/P_!K+:JO;8?-M6ZD?&#XV,6_CP,4V#>@;2-
&>@#"5T>F@5\;KR(Z\BZ^#%>^JS9:[!,'@WJ1->1B
MLC1""\.95K^7<%K[KJF[824$7BW^TRQ^I.1MB$FJUFEH:30R(V4S9#Z$D6*"-M^+$21NGH'6,+*S?+R?RE
NXFV$0E$I8TE?6C)MDL*0,27+MWHZ^W)%W"+F!-Q3RPNY:NYVO-Z-M.P$:F)@&9561UQ3-
JC.*D2P;-7TCCG7&3,4"F.:"%!#X-6-1'U-V*E\JX"Y-MT)R%$M,R8:[^I76"K$'Z1(-FYSZ
>N,9UI>4E#S2(,>>2>DFO59^BOM#A5JG-M1!CV]7Z2F_'-_@,2[LL\(#Y]S]#-&?4-7Y1[(M'<*59L]?9G7/'YGM84"N*=
M7]Q/G7PMN\2=B*N)I'B*=1E"PZKO1E[T)-7IE)&[WNKU-AW>&R0I\KIH%,D=-MK^SA$#-MN0W[S*M)IZPPGS
RB!KLA+8=?AT*$I^\R-M*8-J,.\C7)*69OC-BFM><\.^3T*&*$S?,&D733HSZPDD__N>T,-XF-XH-S*L?>9C
M6&!WB2P%2+8ZS^P6ICC,_+"_2/Y\J!Q@>\E](L4(J3E/<2M&:"B4J-9\'D+G-M2+D@KV42V]-0]V7=".
[$>.NRKE!DY;L(E:5,!N.*A*E,@L4A$HEVA@Q:\K%2-M?PP=<1)?"E[PD@6^>=
;",YDD'\;^WK8U=LI+A]L0:T(:442.XG0_1T=;3N-MSP07%AX@>V&-
E&E^-86LKO/B:UZXUH:;XC2ZPMJI6WE90@YHJW.N4Q3#I'R0-M-+-:=6&)T>\Y\-5P\J94RW88C*K9A[A)Z/
M1(@C698G3\T2;:7D,KFGXB'4:Q0=47EXW/F)*"]MFFB.9DDRD[!(LG,8"

M'Y^I.>17Z0[}S!W?:4.0&9Z=Q(.MY^0%8KKUD.5.A.!"U)0&<0;@3YU=V(?O M6&W#68@< X,V57@D_P)LVV"?
A0F+^2L"!.$]V_+-FDGL\XC=]\)%''Z7#^]^.;5ZY4$]I8[PY5>1}B]T-XD!?,T L:4EUD4_SYNZJM MNF_JK@C[]/9F\X^@-
ASJ75UR]\++8W@9^-L_6(;/S\?^NL_OOKRU>+ 2AF) M#"1IW>"+_7\72A^}B])9@Q\5\M9=_P*Q,PE #;CM[ZLV&-./{1:M
M\4AQM?DPN5%WR?TR%DZA+ M)7T-N<:5.+5,0S4?]ZMR>/'JAQ__^[LW(+O:5#M&L<96P2)N_=0^)YJ3"?O" M?
F9DR7O+VIQ4.)()4<:SV2SH,J*W!.I-Z=P,/F(XP<0,V^G+_\/KW__QF@\(
M#K79F4&SDCD%A1)>PHW,*&RP7",$EYAV'X8Y:XGH[-$SR%"M?$WM9S)J'!Q, M.)>J/FRR2ELH(|
C+SP%.K;T2[MI:=$*?9FCO+""8<\5*T=D+*)_G/6=V"$3 M?M.1RN(-
E"AE#+%%#UPUNJU;5W)*JA0A8!O1/,9P8R9SXWA0-T0Z'+XTP MN./CC'?9A3
\J$A[K[9TX1'8@SQG#/"R0LR9/@P#E2"J,66C^1!GAH>4G\BD*B+AJ8=_>/$[(UNV!F5W=!;*6CS_;M5RLTRTK?
+,.!]P=B2N< MT406;$;(EI-^X>0>\9NV+F4O8-:]D>FM2.J[1261>V;D_DP=U?4"&)BTD8 M542>-)HIZ=J9R?J%-
OBE<&X@K!.ZG-A:YSI+FRV/2^O$E8(,%J?Q\]JHI37_&:^F%%FF(D " MCHJYH5W%;J+L3$=*#1O7-Z+72QI-5[$0,/5J.VW-
"J^?)NB@$:\33S)8TV# M3^LX#!QP?*GL:%+"W0GW"<2^LL8<8YP92.]I^[@^3R)(746 SQ-/@R04FATI
MVOT+C)Z<7PE^\5G;=V9?3&9=2RSF?T5S=2C%13_,9ISIJNOAK(6-^CCD]!:Z=;@T5!(R$ M,''OS5TI"].5LH/$,.LQ?
MIRF!3EWI7OJUW)LD^ERJ (T*39#(=ZSR@N+GF& M68$:%Z5&7[[\JX)+,V=4L3A\ZTWTJ@P M,L[-B.GPGA<4
<83UR9:7]UY]?+-BW=A<7+E ^B+FW!NI_GA\[2_NSJPE%& M3F%743!8"K"<;Y[V]=R-)2CQ1(N(/*=/(V*1H[],,Y&ZPTP-
SJ7*>6+ODJF MT; F1-P6_KDI^,@XVV1TD"+&-?/_EP?QZ/K{@Y^V)T C6+AT+1]}WT_<5A M3=9-+
(*YOHU444&JU\-46?J)CUHXH4T_FP2,(]}I2',R5U$1L#T3(I]L\B:C M*8U@IH=&TDYQ?YC&^[.%+?D??^DD)G0=
M5QCK/J&;]77[9QREOW0*'I#Q\QM8M#1?Z%*#M4>FDO:=E;DBA0&H\@3'"Z$ MPMFP&>_XKN\>S@=?
HYB5Q2RC;.7#=&5:OM?;CSX<:J&2^)TT5*IK)57:,%BL M5BBIV4=]LQ;"5L!2B6"SZA=1?
B[$5.^CS/"6B(G30K60PME69/K!DS-R M @R(E%2YO 4S,:49#MF$YFREV,($=N,:0K$CX! .3D%;6=]JW3I'%^ORWO;+
M01(M(+6Z-GP3J4Q.\[A-OAPH[Q/>P^).J>XH8Z^-[8I2=KSIL(;)/L4?18*Y M/D(?
P7PV3PA%N7D1N]ZQ;/)$":NT,V=;GNCFP=0' I] 40\I('HHG$+/>6L* M4?H^1%B2AN8"[VUU?B
W9(S!0W*^%%*,1H^P5(2 MX"EZ+*+&^,\AP*U5=-.;RY2R41DC6ZSBA,ZW*5NYV'Q <>OSBG[2(-\]A+45
M'-43\]KFTIT11;%3T=')7F[J2[(ZEQAEIGT.\Z]!H(LE UZ&R+Y]YJ]H;7\ MIA?UN[.D,-,5TMT/!
M^S*)7N>7,PWDE''#E^R5S3KO0"Q1^#LTT03IP-)$\Z I"4K#D"G'L5+9K>PR M'[X.\BFZ3(B:QR(_FH?
CJ)>NR9E[81IZ:?N7^L_!PX'Z M]Z#(4/]@5G>/6&[P\ +^%V/;X$]) $",3DB)J/BIGJN$[J3& ^'L1(P?7FY% MK!\QK4-/
JGS04FEV-^5UO.5 6U=L9]SQ5YE+)HJ$BB26\W16#-8T#Q6=QDM MR_&)/[%4RF UX]6,/_O!PS5=;N.5=,B]AN>
(+>X5%G-?*^]DW1NW%C#<:7MP M@6MK$8@__M12T!5A5W0-L:N6=\47STL/*7&)\K0P%.Z\U25LNI X[,A-W V$*QX
M(03)RA%-48-L"6*^7@A)L)9U\VZ;C[7NN$=VI%J1NQD(81[@ +DPOP4Q\G^ M&"72"(S62"N%_30]=9;
=O5^%ND,3H7>;B3R2WHQ2G> MS;ACLQ!0OD4(G:, MVU02P3J4)A2,3(<;)K [BK!:>4;-J>81M:OCN"
[*SWZ8:6_$Q(2I:BHM-VQ# M,^:8V-6*+#)7'T2_;G+H0<[.[)QT+8,S.IRUR;.P#H62^$8Z\,:('%PV7[&N M@74-?/:L'2H@)-
'(33J%ZRNCXVE?F4K-%9BX).XT\;P@KQX['S>$$2J1AJ[; M>Y)+I.H/@POT%**#\T]5=R*:Q_^M^+@3>L+K=^$*$B4BF&
(A8D?B3=:EM"ZE MS[F4K-_L!0L%Y=8*JOB.5]BR9E/&9"$'98R'802RY,;5L9">(*E+&OJ!$51&
M2L4M']MF1#J$N_"1ELHLV*JX8R ESGA*0%513V+O=R",=SH_3:0[A/ MV+0\]H?
2+>%>M1#T,)MY0=7T&O\GYW4K:I$FI=!*CWF2\$$DFDC%*\/]'# R M5$P[9C08]Y502)[''WL'T*,-$ V&-
/]>U]EG6FB&C;SVC$],M4'[2D3PQPE_M MF-+Z0MGJ6Q_*$W66N7Z%0.UG@1S W;Q=&KJ+8[H>ZA^T2NM8 M@?
M*")\->.2;6C093SG#G>DVP;++UL"&SF0787ZKY:Z6^WD+6>?R?06$/]LN M*\#T40QFEJ9PN;QY9X?
C$H,/)4J@L45AR#AB^IM M'E5;O)+,^G41JG\@,[B6,CQ3_516V %P$;\967B7D#6'5T\]39$ZR<$DNSXR ML;+'B;*$_T
:M>*).IW(!C9W@/1ZUW/3G4CI=6QK)N4A9Y:C07)9*Q)KB%]# MM;T^=-U.4&#;Q!">74M_PJ?'F(J!I10GW;8[
MH4U^BT]CV&W9=H"A;)M*+HPV?KNRIY-/NDFYHB=_>)M@-Q68PLB:P6XNF!$' MT8XQM<[SH>_&NX-
;GVD(&3O7'B=T0#\ M9?H.(3;"3;NX-OJU=KQ=U%E! A: 5E[7R%DH-1QNXD8UB$9,4S(A1_0;V2:-_M@Q>X/W-
;JA/F5;1A1F5L7'>\XW_Z-N>9RL';'Y8D^5EJ@=:D^LB$@ZJHG-Y$ MQ4-KV2Y9.S7V+J)9S"]WU+%%7V=LW[=47
Q'E#9+DD[2T(\GWU;32#:@S61P M?PW#+]DPK+\%DD"ILFN=B#_2-Y+>0BFRV^:FJAJ1^B_?V^/-I]!^8DU(CK?!
MB^0R_;ZZ/;/"+O$;$WI[H-AWRS2,!/$\T]K8CJ+**%R-;N(A<13.@#A8]# 7 MFT-
P2%3NF"E"JMUR'S5D;*]\T>3AQF[NC!85.?1?HA^_5D1HND2:ACP,6= M/(,XJ$GP]T%*V#'9AB$=>,N> A8Q,86S-BE
[5$\UR#FRT M5;TM%:Q"^RFU,I&I15;2F1$P^[G^>4K,9_/CW3"0K1N7@1LN:&X8KTO=NK)U
MT=D[C!0)5OV0\+KWW#45(1+NB!\6;J)I%-?M%='B'T]1-W?I/VXJ[.R-+-W$W6OA0XK1HA930A\S!,[7TYL4F?
R_)E^@69%?^*<=_IY-.+3MMB;#!F0 MC<&]N>MX@Z;'QS#8&F+HP5KA-&V1GW[J P\:GA#,>"OO *Y#@^#$:#\P)9E(
M)^HH@]F-T/5'G 63.-KP62+3L.]ZCY&);2YA45(5"TT\)B\FKC^B;!L))V@ MTA*Y H,. E>)Y[\NS#4_]U'+)DRR<:Y8C4N$6
M)$+NQ :A6CF0(I'4D?U6XE8->Q=Y$B*'&'>HH6N>TE$4'\235H6-JQ'YN'MH M',E4$!,6F,6\8Q^Y]TJ;B \;_,2OU5UNXK\:
[0+G0V*I$O5,S_,"^.+.D]/: M$IB2/26M6I[4;6(1<\87S0"8[Y-47)V: U1?P#Q%JU M1*$W3**A'(5?3D^>R&-RJC
(*#GCYD_*N"'XA-'LT$SJ]3@(V'Y+6B_+9I9? M?. Q><8YG'>9IL?X'CZ$+@ >K[9\^0 B7QS&(:PN[XUD#HO4T
KPX.VJ+'$@ M;]RW=7 MH(UHDN@N2QN] FF20]+YM>YD8ZKV"NA,2K,ES@HL?!CEQIE:,H:=,(
MPR@)Z8Y6P(&.H2D9T82ID/5HPS-(5.!3*/KDT#]>(FL%#:2Z.3#4@;#NT1IP MDAR[EN=$P#*]0GO90LV?
KWO9;I'"O=@$Y60U1LPYP6<:!W4VQ3M,",<9=/7 M'>FOOR-L5J;V7Q' ^*L58+P"C%>
\=^N'O.G&9*E&R/$+2A=24'SF9.GP=""1Q3K?4-PY :O/9(E<(K1 M:BD.8#C"B;,O$I^RIRZ\H)Z'17$V\89F$AT.%%R,]?
>DL M6=*&(_])2S>2Q:WXU>,5Y\[<3#PMT[F>^QKY\RAXFF2_&IK M[K%0W_;D))*7A"%YA]T[O<^XNO4J]3V=TJ52U<-
)&\:C5";ZJX{(W! *;K; MCI+0F9 /]Y7+$Y5)4!(IQH5WWE+Z3G5UD%VBH6+'9CV[6W^TKRR,QD6S(:
M,_P0[^72A%-.1]W5:BE!-D"-::HA[D0TOLK2XY.J0#Z)'V=LXNB#&04Y[OA
M!FKPSF=4',V*53LXS?,C#3+3IZ8VCN9BCL MR)O/7TJ3,)G@N-?[)"JDM.8ICT(3+/ILO6R="%HCRLH'PKFG|
(*D7.6@@Z>F MU\YO&IL,<(_N.8I)D3 ++G>C$,4&*M]* D)?D#'\+X]"4Q>?<'^MLSRTT?0J
MCHY%4VR>,DE8N<5,_8$P9F49YR8HZ7E8FZ.UID=:K&9- /Q7^")OE:WWR,5J MG)X@/5?^??V>\/
_YRW\Q_PTVO%JN30M,]'F%=:U,,8^=/W[V(/4N$0%\X)I(2H4!?%FVY2ZHS_-XQ^!W=#GOM2(Y<>";R
M65UUSV5KE@3Q9)P9$6>%QRB(S$:HV7]=,[XL85JE9/WD]0Y=*\CE ; "JKO$ MWZKL+JM/2[&D/TX*D-
]%^47@I&1R]/Y.^]6<-D*'6:.WG*]AKN_J>\6/)J]1-3 51<79C=E"$69*#Y]TK.<@-9)*4CIP0DK[LO@K[^E:DJDWW
M\N^_C+*T9-^ /_I-9-*G-?Q]NQN#R\$+\!MUB7ZT2OF'S]8O%*K^=0#"$:P* M-P+#C_!PZ9%(F Z#]?
BJ,GV)3J4TKZUQC/1SVS0TAF7 M@BXB]BZ'+7W&Y:)).D%IT*1J(]/N./;2]78,0RZMV[WG^ MDAE&Q!2&
TY!')L(Y*''U40[N'G,%",FZ2D7HY1 T\5$C=&9=E8O9T^RVC*(MKJ.#&A J/B$3-%/A$&P+]RYW]_4
P0C5D4@P4ON:MORQ9E_0;>/:.Q3;..'Z
M#TZJ>%8OFQ^%S]AK^[DRWDM7Y&PN6M.!9^\P6;R''"2O9E#)VS#H;^L07J*> M! 0."GT#P:=VP:#
[,R'H&.]Y>4*EDW-5P+^5N^HHMF*(;^J0#^&+%!U?N=HB M$D_OZZ9)\).U+@'X[_4 GXV=/P9OLQ389(D>P/5Y97TZ
.+54.496]>[#AMB MB+ -YQ0QCLC?'N%KGLUWA.9YG6+^0Q!>BC^R+0=Z_Y2N"=L.AW@(_IB N=JQ
M8E,PV8@A?//VC^)VWQ.3 E;;:CC5PG;FJNEB[?/W19$1);&,&^+*D9*(WU6$_*/GL-Y[:3[C2XM0
M';=J27+K0$7QX,^$Z9GH2X5Q??7%5_^GX'30TAD4;8OKO=>E%+A.+.RR;$ M>02M4Q-
RPYDV54RT4R>GFT#'LE^7L7 Q(OBD$%ZT3UH:I"HU/>Z/5]-(/N2: MBH89_\+WBL8A0J+4\U73L\59_-DR)4; AW;*+
[Z.+BI^\>77,*\>XENGKB$K M&U3.DOIS'G(I(I2;J?[^X^B/PB,R! H!QMS M$"B?_(R.*R>LK!\LO#_K+\QD85G
1:#4V/;_9ZRW[YFZ.2;KD;O$GY.($#8[MKD#!)Z@C2$L>3S2YM+.@$+O#)'0@[O-[[L*-
K@P/]GK[U_[/WKLUQ&U>W\%^9.I6\99\"^4CR/:XZ58IL M)\H3QWHLIU+U?L/,])"P9H)," U^?

*6G]]J7WHT+25G.B6WB2R)+)-#HWMV]`M+VNOM8#/%O#90\!G'RW@LP5\MH#/?KD9_?X>7>I;`M=>5D#%JZ\ {]+^A9YXZ)S.0?#,20]1D`%@B;%([I)HA=`78##LB&W6Y$[PC]_`MN?HV_A1YLH7Q2=,G[*N==4ZS=[5M^ZM.@6_BJS I2KU)_M'(7T'NA]N=67%T`M,PBM-,OGFP]B)$BOS,J0ZWB:'1S^0+$%IN)PXAP,R[#&,S3."H,"[2E(7P*U MX\N6J>"LWJ&K;[/L[A3L48QJ2O]DPILR>H6@G22)4<&F$[P;]-WV-PZ*EW]]`MWK+".;*)0DCT^U3)G%*D9(R3\]%- Q[%W5TXV?L?-PS,RW./9=E[!KJ(?+;4R`MUDD&YC&G9+]#G)$BFCH5Y^&9TA;AOH[9UB@A)8D[;7L68!U.' X+Z%!0B$VY`M;[BWR(5:`*L=FG8224H&#/"!ZY7D8<7AC$L&]AD`:5`-6]IEDX:XST12=O.*`M1+M(#J4- :*\!.84T&W3\P)/CLE(/N;O-DK(`MQ=!1K:=P*FKQ+`I[&UP:PVX*C883&Q,X]87Q]RE!-OK`P9=,3FZ.9TPJ5&F@ M.D1YA0PL3OY-10,N[#S7FK^5Z"DSB3'2I7LV=Z/JW,4APO=N`JAL(/F@-E2'`M=;S>@T%?6::A:C?]@1)/X`Y O2X3@5"TVH`@QC#JXO&L?N-\7J^3Y>?='>B[CZF\OXW^TFFM5;`^\^.P&GQ1''^%`MJ`M09H<-L7/><'`MVBPKR^? Q__^2UEW7;P-7F6'="<__9>^;K(OX,>L/D@D)V=Z`M)+)6+YKV:`0'-4ZOZ7%*S?##8O6GMJ1OIX%F[MWX)<\)^? +_Q]=LRM6KO[Z(`MO_O?5`CC8=NH5G^*AT>Y7;W.OMJ]*_ABI!H\KY\R'^+YQLU@JR>_PD[YX?R`M3=B6<8^Z%- YYF*0[>ZOPU^@Z(-T+R@\N*9*)=8=H>5Q)=UZ0JZ*GZ@?0Z^TL`M?)W1(Q2+P(OV#C-JAXACXJ.$KLUPD- G8+0O9<=V11Y]&HWQJSP_QUY)]VDK`MGO\8RL/82)R13MKH-Y>K/\=WQEFY^&O)S&QQX@M0T$FL$5=)S? 9/^_)M\_H0`MKX#_IDP%O_C;>&Z_6?U_Y>'X97SNI2SVJWBCEE?!?ADK]FH7CXV6__M;5PIS MD52Q"I4Y0$$K#@!9,-0Y=1ZGGJ&LPT\F<=\:T1#X]HDW:>>`M;T_9NO,]2C\V60)4SS)%\W2I2V[ <+!\QMJSGN[_Q]9(KCW2%^*P9YWQ8XY![K\!)MSI9K@3`M3/CQ,JQU%A:#:Y>JLFU?36`L$ZYG6 U.;%X.=IFE2@:*BM2'SPL<=_./E)\(`M=1N_+]$`#-6%W5%-T0_NJA$G8N)0+%7-,:Y>H"0!_<6.O&FO_O68=QEE+0C: MX)U^.K*0=.,DC#`GN)94!WDSQJIR*$LKT!5A4"A,4\5J3QOACY*,"D,=T&26`M>^MW`(%3V;<8%7WYW*"H0)'!1.5+O]"- WK)2A=M\`]Y*UFB`&=;=4EZ5A+#C`MVK'",0TU/!4;T)&U(`!&T'`X4ZD!S4);X=CDEA9$P&[Y8Q1?B=VM<32>;$'Z`M% (Z"WS+#%]A3C6.QL[`8TIEWT',(KVC2/%0E[NBHVX3JAO,'0,S:#^">N;T.`M$F[B'Q&TMJF18(Y"":S\+DTBF0!-^2&A>7 $FZ>>*8?.0;B;M,@ZK@)B6+.&.Y3MZ3F4!+?>%R9^;P/`M*ZAV0BACB1OJCIU;I=6KF7]9'2`WN9[:+AR`4- >GCX5FIF5=S+37D@$`DP(#0\ZGQK^A/5$8K9]^?.ZA_F`M@1&+LL;,YEV4-7(ZW\PM: <.Q/RWJRXN)O:^D5CS!MVUY6^ZSN@\'=ARY5G%0`MBU[A8F;OIW\5KU@%A:O?O"C(+\;UQ^>E@05*=K&PZ _LV2WF>PS`'F`M$IG_>_5B'T&-F;H^R[8]3Z2\4P]]=/I^]_3)Y9/5@:1_">]#6(N-J=.AG'MU`M1>GUDT@_ 8VEZHE^?::>CUYA0F-4G2=`K$C*CXHA"NO`^TXIH:4%[B]7U\UM`MX"Z-228I(PR8>. <<&QU)/*2Q,)Z:K]26D"PHS6B]@FB&@J5"[!-%FF?+A<8[`MJTG3L&A\#UI`E#8N,0N-/H0I,O>]*%YH;7AP MW=ATQ:'49,-EQ_I3@.;|V&^EY=GQ[9(OQ52XTEO`28E]>4MD3BI3&_^&>X(`M?A_[D,WL)4];_^SRMUQYF1 M);6Y"Q%PU06HG)W('(5Z9TX[!9U+)[)0Z6*!*`U:RP7G7H+B`T`W+(@\7@C$`MR,`;DH^$:"HS^?*?/>J- OMZ:L3*EGCUQ3NW"Q>D:R$LF^6.I0T$/I+YSV(V4`M"R\&^C-'?+#38Y+KA3*=,8ACA> [ZQQZBL3)+P@A=C($D*&++Q>`)#Y"6!P*&`M"37D$IS`KCAJ8%_Y+[A#PX^\ZSMPEU*3E*K(]5/DRD+'I!2MU _EFSJ2%EYB`M0%9_03B$(9M7HBY!4L83%_A1:,D\K`78;6H%ZG31(Q+`U,-[C5E#$I*=I.M>LT`M,U?'`L@;`/)2M[!S!S- HN[<6^G>GIKTICZ:-S==^.4&Z'YUZIF-+JL?"DH@R`MC-(D7[7-+9W(F:`LRVT/&)<>,3[M.>SY=3B>0#RW^NA)(? QO<$JWJX\^>9+(`MK+!3;X->WNI13;<_)*F`:99I[;RQODTZ4G*D?$ZNE2D(Y"LX0+P+SK^DY^:]`MI7?T6`"=3HA1;Z" [75FUG;F@KA5E_FSK)B*H@D_CPO\3]-VIS6#=$%U+7FIGX#J$B;\0ILSDDIXD3ROC`W0"4I,\+$NV?G%''^Z M.2=Q3#!$'27P+5*(5;.-#VM/`8D8=S$C`D?,)"<06=F9I<#I,*7&<`&SE`M+6GG$(IM6YZC 5QLZ;5)G#N0&)7[2],RF1Q*TXXG`MUFNM6?Z0:;*2INR&REP%'6U-UU5*BJ75$^'3SY]C6`G97WHTO0BM?0,I- 2)MP'DN0QR8IQBZ%(4W8^:VHZT.L.8`A(M1U`M3YWX!;F0"OWA/9\'I@>MND2IG5,0[A/#]V74X? @'!)GOEI._7'W#=PA1;Q2:`MN]C;::6B'_WQ2!R*UTAFT*>Q%TU;AJP(I)6!N2,*1V0IA`,W_9ZX;));-K+J M=*1U_38>4H6W9Q8[X_+GN+.4BWMB]?%0;9E[+%6F_>!AHVFB%G+MI3/A(9T)`MGRR="4MGPM*9\%LEU[IWNLQ%? S@Q.N8X+49Y5[F?EPKX^T93`ZU+Q;75A%LQ`M5P2BCT"U1M>!.R'@ZZO^%2,8D-Q`MKJUF.:Z)TE`\4W&^$T!!:+F- ']9XN>L8,4CR+4-VUN3=6>Y!?T^PM'^O>P):`M_OWR]>5J%^*)&PJ"60_52,&R<3 N1HM^O"29.&^EQ"#E'*C8O7Y+">JCU[HSV/F,9"`MLU(1%?G?P0>N4.9]>5OD7X0? MLFG^9H9/UR%U5=A([@"_H#/"LKO3'T`6>V.`MJCLH^D2KQTIL`^@-$\,7!CXUHG<;R+,G!0&V-!**L_? YD]\C5,JF+7KN0A:L`MN[-BQ#2)J4-&^RW9I2&"HR5:VC?:+"66E7U'ATL;F["YCSF_R:"3X9)\9)B3 MWSW[_)/+CPS.'W]VO.(`X3W`EE;]T*(!8IE]OV33?<=`]O*F/1+A&X&I5S%^`MW%:2-?T>O*9?V=\I__#;BB[M.([???SIY1? Z38PTCQ\R<1$,GP3UI@0H=YSJ`MEIPHMQ0:X2Y?GV%N&#,BTA/$(.DZ27SIC]GX,LHE-H[7')EVJX\^?X9)^^CS MCS1O\E+3(M\+H?>+&/+2/S[]XO-/&9]V$+2A)%+I!PK)/T>CZXX-9]V10$&[`M*N?HAF%#E@Z4^AGE=J81W75( NG(I+-+3'87E='%<%0+4G){G5@"FY+`4!&`M1V[+:2`EG@5/X2=/F'6N!KOHL:FHB(CGK3Z(E@.AU@_I-"7# (ZP6G;KV9L@N`M$C=_&\(%G;.2XRH$0VU?D$@0H@HQ`N)!7CNR_&!O_?9Y1NOCP*8[Z=/Y M"%_Q'3OVH5A'650_#=*:*E5\1>?C&>Q6RP;%G1[=0JZ.#(8GS/1T4O7QYJ5J`M1UG'.WW/;)=W7=HR=$.]@H/U=?1W6- %@-30)F2WYL]PI.`CH*6V_#T+/VL$#`M$@/G49E:S-1G=ZZ*,/^IPU.8YMM$*CA.8873.-<*@M8/QZ4]H$,3.1C9*!2N`M* .]K"0;G_E[O!$<%R-[!IUBPH>$AV((>5Z2-*;WY+!A]N,;XE$2(#=L,$4[`M4:G$<4N6E GHILP[IX^#F)=)O/:=8RQU\W/G7(9G:$,+(3]GAF?A^XTSLFR`M+QG_^[,,:UV(O&G\[1HO'CJ-4^U7-+F6B+>`=)'"%?U#$, [6?\]7PS1R)A%E7`M8NNVC8.&8XR36@I>IP$JU[M]I$DA1R78[RG&""EM5Y:5L')`M2@-3#X"S712PM6^$%] H8:+\IR=F-#[8,=M3RV@U+=V*JP`(C4$7PRZ`MNXR@$O?OD,3X[4?4+_E4^GN-2.CUJ31B;3I@Z."(XUO]&,_8CJ:? 5YO/8>M"`M5'PWT[(%('/I!/%'3Q..P;,_^6T`M_MC#.%SC60T>>=XY\0?>**G]L3P3RW8UMW1AWX5;6B(/GY2? _OKONGQT-;J]`M@P)@G(@5-]<2$)AXUR6\14'"*E'6=_=KH&1#695\866$YV+W`M?^$258A*"8 )/(+1)Q93)/ZFVDVU;>Z,]0)7NV;3JU(PGP]`FG*KH?R"FXP!`MN.%0_@AUW&3'BD.]>=S!%-$;/Z>YW,(]>$&+_'QS&DALL UQ`P=!R9Q%D/`4`MDLT\T0#FTH]=4:Q1&Y+GV#(H'=V^@!(>YFZ91#MQ]%N>FXE!'^$Q#])Q'%=L02@TW>NZNMR M'P`SW%%:C_[01=>>_^Y*?X3>\!5_6,P=F^Z8EW@6'5_$"21-X@W@+'YP$V;`M,JD5 9X_>/:A<|:@2QGWQ:$_I$_|.>8DONBC#S--BG*U;DMX]-&8NTU;'>%\`M(BFS"]*A.5C^_,TD=3?WB`Z-- FB"'23ODE7&,7W\H9Q7\NT$ZN:C[P;*/.0E`M 9T0XB:MQ'LV>M.D8_[1QT_^R$-7W3'IG*+YXC(@H_GT>3*HH\W.)\/9H1_G`M&8V6\2J^\F1X$P`M`V//0Q%].K_1;3#JH- Y&EV+;TY5Y>]U@&[.*":?6[;D,^"6F!,*T.+PG[<'/`MG!GR-$J'+&G0Q]@,3FQ#R+"3*+>&8K4,IIO$8U=:';\D@CBH_S M28+X>A\].K#/NZUAG.'//Z0\"!-BQ'_8!%Q"JUV?/L;J.D3^V?\3U2#*L]V1RI0`M*SK`%>!8AV9+BB5$^1*/W]D7(3?"(E/Y? (G;.#YA]3?0\1+OQR=^?FBQA4;B`M@C\R_O5WS%S?Q8-=T'@OZ7(Z]2<^4A"TD;,J;6IT9JBT9Y6B"W:C23Q`-(RL MLFW8:"$JY[<,/;,%O?1+1B]]NJ"7%O32@EYZ9.&C3R-%1R9L>K*`@LB>*FM@`MBK87W<^N$Y: (:Y+,TR*'1D/;DV=,B18ZO`M^_B5!RKE]=$)C%OK4'4=KC=[-_VZMM=19!##I7IK\=A5+T'!5'#,@()&;D#U MGKCD%J^_EN1KUX%IL>@94@%,WI%X4\%*@"7$.0(%@%!XE>DRV'3!%VI6$\J_`ML>U9?:_9'^+XX? &JFE6R_M_X*X,J=&,%VT)D"F)W$^`M@<6#4:YO6:2(4G/K/%\T22$G0>G"'/1MN%`UJ)JIFWS8U!=\-N2? +WDULL*,,|>G%.AW#@P1Q/#!F2\G$"%`MZQ8M,O5LK5'):
[O$MI=2_/YYP71.*.8CB)X.K3B*I$U^+=1G_3J^>2KZB3LC?D1W]W:(WW;/+NAL`M0=!"@I)]'/@GO#OBR'E'!++4FL.]=- YLF[H_K:Z;O9TSPW1-2BY8QL)*D'%P`M]"8ZCQ(T'6(13>JG<)]20V^1.XIA.B45CM&!"2?FNV3V%_X2A!C4`NGB*1_2 MC7(;#L2UIPFXIFQ&??:QJTM(M@&HK4,,%OLVV"7"IE%N:6O:3H112BUKSG!'`MXHY-.P6O?@16'N*[;'.GXCC.Z"?- '!C6YU1`R5,JT`M5,S@`S)AO%K=WSC@S+PEOE9B56Z`PO;_/5AF=]'6XC(R%H:TPZF0(K?L'_OM`M533@%]+49N? &TZ=:Y(Z[A1N[XE]^Q-VNRM'J2V:$+[)1:+&E1P+14V/$PZHM`M^6JC],1+T,-9=N OS;HS@V284MW%BV"+F_HYE9RBCR!<R#>A1E"O(SXY>QX/2?!.X+)_%"^`MC=,>)_=[XMO;N8E[AC65\_E!1RZ6- 6RG%U3KDTZH,,WH==,=J5@N=V:>YM8%`MB,-*<);.NS:#&@93'0(_1?\S;5;H40.X"EW3M/:"BWF>IM;@/*

*MB':1'.P$FT'9&?,5E&]R.#GLFSE>!%?LXG^[/G=T:*/N3Q=(/#1#*[1>0F#Y M/U+9>R7/?*6)YHE+Y#E[%O#T__SR55QXP2H*+"E9P"<"V]+[1B:ODTP0#4EJ MDK>-P FRG'M.)^.\264C?;X'W \;3X?^+?)HN.R?O_I6#((_H(T'&1/LOH3\ MM_^UUZB1XM>^??GJM6*K4>*BYW :+OY+D4UVW) EI+JY2!/*N$C^WW'68$_*MRH]MFYBI@?F#^?AOS@$U<6_@+^7WHIW5YW02,E;,2QW#0.UUAGYS=FZVE4IY:\CA[MJ>41;&@3'<;F8#D+I+_1\W#B>R!V1#4]0%D&!UV)/>^P$_-Q+EU^D(/(]G M2<*62%6>4T6A!KK A6G=IHVA'0QVPPA'*]2_:G!V23KBZQU7MYZ>L>).*-JL?VOYP'#K9Z%'1 M^8YN>:VW)DVN4-,*_TA61.7Q3AWX^N8U.VC*-ST@WQ!E\+EA[G!94EQ*1A)='&RD._]_CAN><0"O>(>* MGO.),MMT]\TY@O&V2BO.K:=W\ ?5ARNN)G4T-:9T%JYE/4KUK30Y-1UG(X+4#O$ M%Z EC7D,+IC.:1(6,EW3%M2,I% F3D5*IU8WE9-JBF\M]TK'2Y JF[_P=D,HM:L+>$@L\U8AQFBA_/Q)1';?<$Q&XT\Y@ K(=- M O*O*#5Y M6FRXK%,?G+Q*A 0H3%9QJAF"W1D.!?M&$?N>_SP2>24QQ]7S0@K@',)YHM M_CP+&C8D&Z9+DS Z?""G1 Q!S:MD$^E0.PCGK!J=[70]SJ[Z&,1%LP08@OC5M!5Z0X+F%A21\B.TUKOAA],RF>:,1'HYWVI)@G$*E31(]/NJE&#'+JWVB!,+T M)83A[>%8H[F","3;"W+Y9=&PHC@:JC:^"32#A"@FZNI <<&#"U(C0I*"E M@"J_!.8N+[L7OMNN6FU0_UD8Z^@QWYC,]H1SA'L=Y%@/^@DZ)FGS@9](>U=%)P:)Q4%F M.KM!XL=8=^)G.J>S7D;:9,@FJ9NB7$64?,HNE@G FX^%I7OF0B*"S(6\K_] M"?O'\GQ]\56SES3^=VZPG_O!_DUIW1/8@[C&3U2\TAZ0'\+FNF8[$?7@HS9Q7?U*S_R:#X+R0^HPFQ+Y^2^1O_#7?XFOB)'_/7\-F MI,>B'#C507-JD@FW*4L2!'3&UBI. !4('A,:O.*]H*6T#9N*74ZBP9=1#";T M5!IMH?-5H%:Z#,J (HI5ZXTK@4WPN*6O7"UL7#G0^SY1(M%W.XO ^%DC9?RBYY@&C%O(*:-\I=^PU#%RJ6B%*0>.JYXH;X1+UH%VTJ"J36 M*/AQ])!]TRD3J$,F.FMO8A,_1?S=49+B.?B#OE&<-F>B!)+P&N[? MN++\!)9(*EH6_] :?O/5\Z3Q^4TTGNBXF&,MM .KSY]\O'KIQF"EDOB&UR]?M%9:ADL"07.D\;L6H7Y1UN66X-V WNVHC-N2[,"4^F"J*GWQE1;U99T)^T5-B M-3F^F^L8>@I:5_WC:A*Z,0RMICO9R*7#-T4?$P\32#KW?5+=*3XR!LWXE9>O M4B(O=<4(4EESH1)9Q%7A6@=7P'1]O!T8927AG?P4Y/4'CC!2@-EYI*] MC0O/'G.6WXE$">*GFRG3#$,FKZ>G&(LC!JL#O+DT:UNVJ;O$F[&.B/HI;R" M^9$E4A ^H&]N:Y :4.R$DT>:^5VRZS:8N!G(8.MS,BVQB/>OL%U0Z2JX/HZ?MH=!&*2BS<2."H*.6CJHG7WPIS9R2WE=@3#NW8#PH;M%_G+I/&V:_[>"B&M^/)XM%)F(>D*HZ3C;0^@!N[3>GC7\I24H-PS5)CG6%Z.W5KS 2CDQO=_?=H MZ\@;\(G/IN@!B[D8FD&[UK;=!R7CW^12X=Q%Z:7L.-4BH>1H$0 H; '."6M=Q\PLM1W;OO&:F:YDX1>E%I=!$GTZ#V[T[K@PC"1G_X#0BO7%;AKRU[*Z^N^M(Z$(MSA%7GND<]=43XKI"P3+Z2@'4&!?)7F%Q&I'"*TE5^FBMEH!A>0/\2P6> M&*H=P&6@YX(=A2M$.\KIY]3?4C5YS"?0GS.O4S!.#)U)[.+"9 ?D2)UKA\= MR)%NF\3(2. IR@=N4VR393'ET!(O8$J)A7T#+T'QGMP,WSG)=Y#E\[O+MB6M%A\;+*.L36I)L!72&N-I* :>.N:,F[\$@0*B1G(DF8I^W3;E=G^^8PL]?%^, M$&7 YTZB5K-OY, MEJDC53HE\3LNLHF+(M>['V$>I_(\'NT7_UUMWJS+S1OX'3WA"=G(H]U>5VMF M2CN+2B++7I\ #XL.\#0<@!3-.86C%3^^=3H@$DX"Y*&HG^T,CO2+6>&{U M<.AK09 5 B_8GU?25,#_50 ?)7^]D3^SZ 518>%G5V\JRIIP;WK/69TV(/) ME=6[&.W)C#JH.%E?THYD-*2F(KD22HZ@]Z9IAZ>X_#11^5#.0MJ7U2FETTQH M">@BX/&Q@!87-DI;FG%^(Q=3GVY\3JD0.FMB1'A0#(*?3D4?&!Y-SUS0Y41C M.VDSOT#*ZS/6EKX.=(K\^#NMB"N^E-# &P9/+J$+07_PQ^Z,1SI@N>#;DPI6MUPIT[#>53J>7L=#H['^["4>^2P8T3UVY MHQ&T:[KKX[R?*/-%' /(S46;H#L]Z8E)E!KON4W/)BU\P,3S*._3A+ M#?6';-ORMKYV8)%&3RN? M @8JH *E1T@78%E$OQXV833.S@TV/".*>>&L?-4LOGJ6G$+Z?NR9J/6+(.MR MT?WTBTZ/)T9_P>-LT1,6S_1X,!'30ED=.@E_-G*Q_$-?N@%_Q"HE*)U?O/B MN=$Y,E%S($ILH7K2+!3=P+=O_?ZLM5<&4/MK M>>ON8=]-IQ>QGBWW7<6T_YGC$-]!G;A2S%\'_4<*"#$U):P 6JS9S>9'/!^ MC](‘S\>.+VN%2^I<4R9/OBN]^E"^P6OYC:.7'\HMKL*><36\-G0HM6BU1()< M4&-"S$GWAOSJ" "&]J%+[Y9A>9EU3UPE]TG78=:$:87X"6#;P_U2ED MVEPF@ZQC/K%A/=*%8LIO&%FR(P"5AJ^4P+ (T3CY.,LN:Z?-M>[GD+M84^2= M.U*KK%)D(!G+8>ZV2OK%>>$FUWM&/.PIUSL*..\933/H=FB(Q5CP*;2TA#"YZ_YG+)BP/>J<&:=2$^^&'YZ?*6X MC^R1_[,GKIY&FT8\BI5W$!>*CFNLD,E:]'WFRJ;]-S+D\/U.H#)&EF ?!]1 MBIU+6=ZQ8*/40\J"!DK..W.4IDGQ20"G#.' Y7O!5.!?A\JU_3D3GO.9M>KM6WR6Q6=Y/^Y):3UX:G'*9&\/YY ME)ZH.U4_ +%$9V=[FD%+ZZF[-OB2^X^%!:CXBP,J?KX %1>@X@)47'R7G^:[M4<2WZM_N*Y(6_?G\69^^6Y,NG+)48X?@OC?19J:KJ<_]TDP9P M*EP;^WW9B90L0&)30A"I(;2G(MN@CV=?_K:MU.79-IL>SY ;G/W_\F#=)Z5T MP?S4@<7_:\\3F0"\R*A.J:&^S?@KQEX..7/#T'2)0)8(Y#T0#AP])_TPS2)8 M6))20*[1B*$) ?B_+,B!*^>'K%W^V%&C5WJ'#(G)@$K4@>B#H M#"786@V*;(' 5Z])II3D&W?(ID0J%;V8H)>3#,9,EKX2K9U# G0?SEA3\P0X M1.$/"KY-F"H6CR"@AC2@G\D[?#.Z/%LS/X;K<[S@JRB;A[->NZ]? W*.#3(8%L)/@VA/NM$S)5()GLNG<:TZ68#!<5E9R9NL!.E1!8S?5Y%V;+L&ZR !(>F:H,I-YP2QYY M=;!F:A5X(JXH]\O8]!@S-VT=SJ9?AV&J5N&9&VSW]GY!\Z'QOSR45UR6J^H? M^SJ1OV2"C83R9Z8EJ3YD"4?^2,/#="&\24-2IU3[BL6B1.]#!{OS*IA***M)GA)-YT:T[-\I*PAM99M$!:01*F ;AX ,$B#F X+E <$ACSFJU"P1A+7O*[V MV]:QEHPS@-+@8$],K$/U$ON3^S$:IR$MM*]DZ2CB9Z)Q^#@GW",]-O6$5HM]8%*;3H$2'2)&>"',QJ"1\V1:BZGEQ_KV&SCZ8'_X%/ENB+R/;X//BPRN-X$ MFGCU@=9?;2!T)%5 G_(3:YK-%1Z)T#S@N;B"Z.8?\MNEBS2?(X5!)Z%)[HPP M8D&5C.JX^$!5W30WWENA-:?3GJT_F@"A1Y:C<3D:W^-H+.-F:*Y,=KM8[1MM M7%35NBF<:X(O$%C[XHT6&_%[8ZR#P4_9I;;^&I3Q>&LBA5TQ0YBU-":90L-O M315&[>0CN908)M=-?9'1G$WE_ZSHG)JR1-Z-QEO\8; MRQGO^R' Y)426/4 MS2EA.?A[+RZ+Q$Z560V?:C=*R>:8E)Y8OGE%^HDIAG4;_3C*HRA2WJBN5L- MQ5:,CW^URO0EF9L6#]X1SY4V+-!.IA(R&ZKDET[7?2>&@#RL(P-.QBZ*EICL.7MK!-@:B!!(UE"#"62"Y]O T&OBFXNVU(4+"JB.];HAMC/Y=X+7I1B!_!D%Q7JU8@QG'#0>L=Q//QN8H'H[;M/3+I&''#7'$;]<')6<7M0JDY\=UJ9WW2EZL_BNZ)H+=@X.&M.&?M1:OA2PTJC,2+QXOCNU%5Q8-,08E0 M.Z%-U312V9G_%@;3QWX?,=JMQ;%C7G4.1<%CP31+_!=9UQA/0FYZ//7^"$A- M@K3L]CM#]F&R@MWDEUF?P(!,,,_&8CNP!CQ:)+BSV1*A2BM="S#_+CQDO0K# MT.>0/I<&I(5YS%V0WXR.G.# A>MF:UA8,RC-$VM#0)Q0++5:K;9^9,+*XT;D MX097*N,8V;"'DHL_.UP/,^1I]P7C7F^4JD6X54_[8&3C9$%>T]>$=K\'SZ R MH>7O4-@BL:Y=L+O%A*87?![J<4<_MJ4JWTET,.FUYA\2Y*I.S"V^9]%1? Q0 M2ZW[#NQ%/U,;9U(\V99>.8\1F'_,AOXUA:!<2X'<@3C>PE1+1/S$[,. M!07NZ+BO815-P_OJ30!#'E9M?T9[-[T]4:K#N\J1/M?<<>495IF<@/D[A A(MNGSIF.95J/_GCO&)QI_W#9$Y:!()196.TELCS?!5VJD D*E]#HP MN])5T_)$L\IZ] XDN EOXUW=V4;Q'1F%)D@"2K&$A&^@ZY8:1V+>O]L,#$" MZ4_*PD .#@T,GW#-Q"6[2M*4,INA;&L1G_5T_E/%23@QM_)?T0WT2V5]R$2MZQD%XL#:8R-]P:=PQ95/8I]56 &O;/HK9(N[9G\C[6'R/I+,:.H+YV=KY&H^ MAT:@T4I(*CL!*M1ED&LUM\EBE04-?CEJNEQ-=O^>!K\(NP[&:SW*8869QH MC6N"P4=$3^! \Z=D/ T!PY.$2)=M&0I. ,+()VPT1>,$H\VK@?A__MS:+70M6_Z*4*-?+*C1!36ZH$;_S5O\/^<5WN'JB(]3"%R"7*[C/*-)@?T[V# M(_/;)V":F__OJ^X-R:Y;N9MH:XA+&PE1\MM>20_:NT_1I[^J&7HX1=44/Y00 M 7%-3Q!C7;\C[4HMA-N,NJX^RRF:0%1<")
:GA0/Z.2"1JD6@C:QF]=MXC/5 MY[OW;:*[D09($1*E+ N);SFK2? S]CP]+U).N&=,16O XF@.8;-FM'CP3TH2)DN8=*S69:4PQK;;<<"*]'>) W]5ZD=4$GH[EFDY*WL1*DP([%"^ MJAV[BANK><@261BF;WK0):S:PWGH#76\$_:57T;+>-=U>(7IHP-O1F5 MME9L_PN1/4-;=7P)M0+)&):HE"-CXI%@SJ0.^9+*F_1>%DQIF5.6/@[<%"2K MI\S1**_EXMVW@7-RN[)BKFJNY_EE7APB0/%)!"5&HZKNGP+P9E3J<0U4P=GSW8%W+"7-$[BGNDJUH0<:[XI'$GEZL M4/(YG4)K9P,8>1.S/XZB'$F2?#ZQU!?/OQ>9VZG["@@&2312M_NI):PP_ 0I M7=WK&C,[^NE\9.*.1+]9RB!T\/H:]_NT4TGGC_&JR/]2OQED*.EA\?;D"BOIM).$H5@Q*(D5AQ%\E!Z3<^5-GKW7B;2;G>+:,G4CR1:2(YC(=(8)*RAV<5_)^ MDDEJ2Z(1:=^LOB.7'J1ZJ[^_?O7#=_C36H]8ZL 'LK"J#=MC+IV J$??++N: M!BY^BL[VQ*!OHG%OW:T8=/S29S''Y#\:S>7J6[]$?H5/2C\J2("DOJ1<-")P

M$+:RSB(+308$^^')V#:A,RDE3*4+?=A9LM9)KS*1WJ>'!NZ-_&J2&S*IBHI=IE 9JPM93)Y6/M,O81_3AH7">*$)@7?
YMN M=U1U2\$>,:BE.L>4W6 6U4;.]H(CJLL> M-SI+<8B#*)72)>5CMFY3M!P$6K=,18.PRL/GIST160J/RN.2!
(-6WBE(Y[BO M=&QC)];6*-G(<8(}>$AHIDTWAFEB2"WY-B49X,--AG59C^R[CP1# +J,E%N;
M@V/<+J8.B$MS6AZ4ON$@X\>^K;JMX8M:.()T+.UEXY@P9-Q2,;)\^CGUK9ZN
MX\J2<4\31TT[TGO"Q7DB0Q#V6MJ=3-S/SB"Q%@A+NQP+9Y,NHF@V"/1:!'"*E
M%Y:OLQL&'G7L2;$438JO.:DR[TDF9VSR/<@2,''D,(.GJY=&D!'<\7%$CAR+ M-L/W*-AO0R>R^6V))2NEC*3=3?W8[
BDE1DO^'Y ML7BC[M+6N/086YDG4F9.6-+GK<1G&T5>V,X-\/E7AXZ0,X0T3VH?L/ M0CC\E(:M$+'-
!!9AWX5;VMN%&98F"7+S51K+_"]WDCLEM*"A^[.:!Z,!EE31$ MPJ9SFF5#); .3Y/ZY(VH%Z4,E<1;G
}FEFJ65,/.+$\")$8C95^[X&J&!-T# MAZ!S,,J+Q)L]2PPG3ME!AGBZM),(*UR"GTV6WP<&EC[UH[C9S8\K!";3CQMX
M4E?5C;B&Y8$<*#R69'FE#V9K$:!+K!6F'#V@'1N6.&!37>E8#ZO)$36I<8OR]54-7@S8.
M_)A+T&T#R7VI.J1I*U)/E'()H@9!E37/T+OTJ%=6L1XQ+$.NRKL,L+ZY9A-[%L\5]]QBHKG)!" M3'QI%Q<.*0,L+)7S?G
N^#^N*=N@7Q.W386YY!>SU$1J.'#?8EU8Z=OO_CI\
MTTU(1:BLT"3Y.UOA@@$Z'"!QG;LA"8B4OHE;BO)&EK(9SC7+"E*[2(<@#8TG
MOKVCM5]U)QI^*\3#*URN_EKYMC&V9DYYN^ TF_[IO<#1GVA(TFME(\4=7)T* M5N*6KV%,
;&D62I^C#7)3]=4.9(F%DM&[-4!$VJSV@O8O!YMOP MSSX>'("5UKBBADY)/B]QWJ2Y?8A^5>RI8+.Z&$N6EI/LV*KN?
C:S 'E,'B2_M^(RBS*%K9X_F?P7ZM;Q;VZ:6,C>UBRP?D=/.VFZ.H($QYS#0M5"<#I M\O/!LE_3R^[62.9S737#%-
LDM4ZE52I+EB.WS??EJ9&R!*RT%H++8M(D>,%+ M+'Y^%RIMW)V!Q<,R6QZX4W; [9V;/K483{BHTUYG!OX=B
&;\V'N57A;=7J" M9:C?#EQXPB)TG_<:#]@\V/?3@DL#E5=RE'=&^)FCFQ#OOFL#L!/55SPP"RKMT
M'Y=S>Q9Q24;X<-6$0W< MO,=5FFHP_3:7:>$QRN)EK=S"^*S*-2XL_8XY'T2+\:[7GK9YU<\?A":8_[$
M3ZR:G2L:I>M=Z[1'=JUR(#]}#6]U4*INC9,:-0:)E?'%#L0BU 2,8-O*SQ;Y M['$ Q4F;0LM,GA<#?O6.EI CF_S.IVHY&+?
N2RRP2.[@QD+$F%UKZ0[CS^4' M(697B")IYOJR*CH=-ST!BK2.>+S
MX29>@D1#.8*OCL\8_D[\6GF5'==5YXO61NU3:G=,*I,GRH'!3TG7EWQ:'X.[M> Z"+T A!I;^$_/R=Q/B:M8$K
/WTFS#@93W@$F_8S,5DQ\L@M%RD-G5ZHJ$ M^\V%)NI.I($[BY80=%41%Z !F:<)PN MFD!B'38W?-
TAC$N@YC$^<[_BZ:2@(AFL'$U(#< @X9XR#CT78X MJG]N+PGUC\V9#^?\R#/38)^R;MAI*IGFJ60 +
(VN48PI3:O'WX@%I*JTQPH+ M50H"(G"L\VLO5U]++]L&RS-KY)Q.G-/9:RY?UB=^//K=T"@K!NM@W$ATX<8WE
M1V(XEV484**EI(/=;)SO$-R& &!Q\TFZ,-S__)BCIE30,*_%#I@,[V,9RKM;9!1B4YO3Z;/E/#&"3X2!\ES!
M_@2RCP?.)$1A.)!!U*@L9'=_7,KQW/=9EZL_{?A9@*F.>RL/J>/TP]">4FG M$&9LR)IJ5"RU'?? M RGWG,[]/
M=K#@R\1E,E![Y9?\%JB;FV.6!:E: +&-RF^A%X6S9PC_*K.$2 MN[",($7XU33?D]/$ A%HWG[\DGT.*9CN!O<
E(>'"Y;R"K;;8 "BW.UOVI_% MX,!ZR<8U\"7I=6US%GV8%)?N E.$48?K%5^B;I)).")+%+7$V@_&LR]:J-)N9
MU:33@JRYHUN7(RVN_W:UIX6D:H%0/01"]72!4"T0J@5"]9LEJ;*[$'7VZ*^A MQ>N%9)<]TF,"
<)*1"*P&I/BG%GF^L&G#!.9E4!\6%+96D*U;YX$A0;&SQ!DE& MZ3>V]NQ!8I(!1?GRCY^@_-O[P$$\
9^H5YK:SU14/T!2F[,.&)Q-ADA*D:5P MA@1(VHZMC*NZ2DCD^3+NH4?
2EO2L@M0ZRAEMJO"A7>GCK(GX3F)VGSQ\S"FI M'[P=E9DEH4U=.HI4Z6F8NYWIM]FAYV:^O@#:'=-
VIP&6WJ29E&QW&#[L]UAP[K0^-33>K8_FVW6 M1N6'SB135&B5IG5JTTP<^4/8X'3*
<.JK&84)3B7N&K7$N.TMS"/>MY&)I/N MCA-.^W%2W2HRTUUN?B??)D*.]-KW6H^[;Z2L3O<=0(76Q637+B=NQI?
J\+S\ M.0:T^$"C7+A2;GDJ?0#^''FZV):C9V*Y30,=;-KU3N#../^25X3)AVXKU+.$
MP5P+&5G2;T*DA/Z=AP!2*\N7@CQ*QZ;,"??S]SUJ-ZH4;BU&=<4_II+X'**,_MY]=9Q_USS.Z*\<>'1+;FF/PGGCP@TZ
SQ>!/4S\.Z44K[>H+:7@"99CX)3ZJ MY3>U1+^-)PS)YU#'0[4G/&\=5 &VD(2E;USPVX?DS3LMIS]DOYG$;C:P#$K=
M)WHX]!.XD\=,((Y%4<@R[+[>QN9?>XQ^P@;JP:LN+='6EMAC]+?^9Y M!=2PHI.N8YTDB(!^>5 M.I:-
DE+=2PF"!%8T7=WD7$R.Z[%"4%8W5V>A:=,M$8 L9B2?56YT\^;4SMLF M3H4?A?
NG].2&8YB+7I3&VM*N0AEC,%NPQUV0U(F 31@^#EQYZYV5>JGZ:50&D"H*:3 M*8BQ_'-\1CHISIY1&
[N6,R;'V80%>R=O'O/!RK2?]F'>N*SROJ*$;,AOC2 O<;+L,TOUZ1
M_Y"#NR$7(;\JOT2&DSRO>*Q4=#!R1YG[3:5'/VNK8)+M^ZKJCKVBI$O:./=V M=62>9YHI,77?(L/2G',/BW0
LG@=8X#G2Q7)X#-75G MWD&IXIF7]Q?C7(SS8<8I_)WQ &0_?)KTBBHN*)XH56X]YT7L\J!=:SBLZV*' M;?
J9[+A=S'DQY_<\;^$])^?&%9ZD)5M(2G'VLO>HF@3531AH.;A<[V*:BVG^ M=-,D0[,D[G2V=
<8)N$4V.W$74.Z@VYTE%IM\YF*JBZF^WRE*'< M'7L<'QIE M,!DD<0]?7#>W4TP-/S85)!*#(?W*;#7@/5+CWI>C'HQ
MZI]DU"!*%B9RL^GD(^2YFONM;0&_^([\\6P/L">%\ [X^J;K2CC#"G?<%J M,.U19.!5R\T[6D^JOU3M&/ GY2!?
@W1YB[8MI74,)1KJLSR>?/5XJCJ;"4ZM%^94JPHEN#Y0N/J--O!6[U//90E1Y6-3).<_OGCX+4;K4L7G?E$=?
M4NO*S+C#&DXD>-T&4F+@XK:4GRQOI,4YQYJ6)+;JF<[H8H*]:TH46 GGXO2V M"R@OJ\(F@%/J?,ZQ'V.,5&H1D3J_2R
:ZXTB;XR@#\W&0(6T_J^;.B[UL(.Z MK\?(#(Z.%2S*[;+<"RM2+WF9BHN-36N,OQG\3XD2I!K)QEL*,TG-O"J/6]OY
M'Y[G".=HJBK/D(>JZ.!/IGVZ7'W'_SXG^X6J\X9$!JFH6$?W^-2G\C,.1 P5
MNIQJ:1'+J6NA/85@S11;TT!8*:.P2LW.WPR12$7&6U#>--5VP#K\1S@8[THJ MDZ>G9DS.PF1V!JF2<7C+(.XZ5.XA8"@\
\,/ -,*9+G7YA 6ND39J?8=_[, M"5_X(ZM\.W%OAX"^/Y0R3EI.J(}BJP:$KJ;
{J'_7F2,*MGM>$61\9S'.10B0GD39Q2XZ)1DOAJ!1F MQ.:"GRN8KHQ[=_K5:F>O =%2U"&WSH@I2%Z24'$*&:.
[.+M]IK]"+A9[S)!> MV=Z//9"L;%)K/-U] VA:\9/P:NB8RR%D8X:N8"W==OIGI&?IR{)FU"[S550_M-
)LPQ>".!-6W^N3TQASP1WA@(Q02R=< MJ<#J42F9@ MF(&AY!Q>K:XA4D(H:GS$;NZ[M\>^J)'O2A&1\?\URX\KS*"CP
MC.OQ<<>03(J2P,V1IHXE1^>FF]=3N64_7)U[:C9E_2X\U& MPFG\N!F^E(S4XFJL60.*1]+,_O?7KW[X#D+
B=Z/M%28CG*\K"N65V0ESBDYG!Q5,9O: M+E.OL9CHY>J[.HBKH:61$=V??@ #(J1DE&7=(=>M\J^_(EEO_,73+S.V84-
:D:73LP.E\#- 1RDJ"6 ">,."TIX(DMB^3@SOU]Y2 MP_HK5Z$9 R?G^5-THJ7>9 ,=2=T:!!0:E0H.S"4=N.D,&\S7D9
63$)\7A?]E M4T 04@18PLL$4HZ&TLLQR6'F:QG0< M9J7#=:"M5I=MV]RR,(V&7@!B78?]=E
7R"H%BF%I;/D(9TE'RV=)4MGR=)9\IN54C@"00=9PP3V39!;;)O) MKPBG<@#"934@[@2!8XL.D
MILEI2L+73B5L2TX!R3@D*)WH8!G?01PX7I(K2#%)-S_Q[GZ*687A@0340Y,& MOJ!_MS?OX+6C&&SDD#,40^7PNME
ZX[X:D'IO+P+DBI\CHH]K:@9:;MM@4FF M0I!BZ<6NC%9Y$GKZB/$Q/R <(_X'LNY$:VGE,T*$;U,N^#[HDM,S'2=XI-
[G07JQV0>XLJ;R?P*O"M_$ ML$OZW5-7I3&#NQI+M,X.&O;VCP-UAKP8[@-OER=1N[QU#+>VL8V2XEF<7$ MWR-
;/>J-];#[Y,W1WS.)LBDVKT.0ALZJ[4ZV,YC]U-)Y UO/_"D^U>>RILL. M6';
KVT'S#9\6K>JNDRCQ/=BQ8L5_RRN"L4P=*IR+[7&W>J40"?!=-3SS'M]\#/@^+5Y*N3Z-E]'3AT3N]#R1"3 M+
(^S&.1BD.]AD'E.*%NJL:1J$UJ"]>P?:N@LGJI54_*;A+5?2JD=IJ<63#. MBS7_;.2QOF>8?5SJ.*7\ANDK4;
(NZ[E/I+&52VH3LBZZS;=!L[;+";$1#^R6NG=134#)W[W)U1&RYEGM9R:^*!+3T;K]H?PQX\Z05NAE
MQRP[YOTB1DU;6U4K$>;,L0VE%&""<"UVN-
CA>]EAWI^]7SOM^[4NZL7QL.Y%9&M(MVZJP,D\8TJ%DZ@BUN<H(IZ!6BQ^C8Q;EXW^ZU+R#B2)D2W#NB[#\+'PQ(_
C 9G6JI,*-:Z;R" M,]{4}>LN_+/G.E'^(BM7(@,S6=M9C'TQ]O2).6X\7 MA%8$Q8:@\RXSK.
#^!F6GMW_]7^$9[PT>LY.F@7B@FPV?5MPTY\07B=QZRG2 MZX5N\]WI-
CDCL2'R7Q'N!FGFOKSM^HK1^0;QMJ[4S+A5.V%.AL,SE]^IV'HD M*NZ;4#!9/C5G],QZ0HIO=9)$><3@_Q=Y5FF"75C
0ZK!F]:C<)!??9UV9^NFS9^$XGRA3F% KBEV2]S_LV,@+O8S038 M.1A;03P(XYB0+
<:_PB,^G8+)M'&YL"ZODCBFTX7G%O$Z["]7W]T#/4D=1IHW MF>8Y7KFN, PK-80YJEFN@/KG]_5>V?CCU$;WJ?
1)2.W#&OT>\Q5+\I(:S[N. M)D2'IA3H*45C]-%T'34,[.V"5X*01\@2RZ/U@3V:<*5762W:1V%Z]K,R\F^ M&K671NVE M4?
L!G_BK])&X@%Q(+KBL1W>;7FARZ5#;\IB#G=N92S0/'Y-'6U^$RY7?T(3 M-
V.4RD3,DBA2S)^E:)/>1"BHLMJ#M+Y9'4(X:5"CXC#Q;#G%$Z0]J\]TT M5 M@]'X{C?T&W4,(_>0L%O?D,

*(/!S=U4\=CB+:/^F7Q[NZ)/(@\G]5M6Y&+)$3X M1R:UR;ZCGOAPQ]\ADC3X(-?60]H@I*VP(:*S$A E!,%39]$M(QM 'J,Y"3 MUD'O46.F$6UD2 ?*#Y6K0}41!!A1-ZTNOG/;MR*#H2]CG::F/R%LV37[?7.+ MZ0/ZTCZI$W5?M_CC"4!GK" RF'GF99W5BKTWFXH2!:,:6!.(Q!0%,"0E-Q0@ MXK%:;96F*9$]<9LA9 OGG*'H[MQ>-_L@Z CRX@H!XK%OYN%Z8#\"#) $)>-V MQM^(F!K2QYCOOE/?-0D>E^*&*OD1?0WII+E/RLAW'$/1+F?XH6D\THH7HCYB MLT">_:GM@S,/T6;IU,%E8B"6X?.3]O-_J()472_<&A [S.ENR80GX395/$U\X"-#Z/:1\D!@B|^HM M6FI98F:EO4,)$$XG!6I&Z9*:"I%W^A MN=FP=N'&Q-=DUO;&Y#5L4[?&]K'P2THLL7C%6 7F-AJ<4U*Y5_6-? YR@FE8ET;6("Y#X+$J0[46\. M$=]M698U^DH,F]V6!\8W)1HX03JI(F-M%:,5.3W;\X#>30DI5*"X7\?/8Y*0 M\D ^'? U+C$=P'I]3Q@E0=G@DQI$SW=B63L"9>]N+G\5'[BJR(WJ_=UO,0Z*C M(1Y%5<>9? AK9OH%#2^04K5&)72_6)9P+FYX^\8[+71I:LG%IKM[\^9RE;3G$C86()9A M=6YZ"USME-YZQ-29(@M$H\Y? U%A#O%4H3"JQ<+/VAAXN4SJUK*)>D_F-^3G$: M.TA<(< .]HW]@>,:$-;BD1FOET,VW M[49MTQX.7[@PL4MDL&NCS1AL+-\%.]3*'"EIWE&I$7LH)![JWER46TH%0].5 MCY6U7>)Q,MC #:Y4\HG$^9O%,4=%,!_D1V0T& M_^-_)WAI:!GG7-E<)%EU*I6CAL*'-H4S7=4J3_]VT#M'W?U0-WQNT%;W!TU-M,|<-U,59*^4S:>IP3]%C]N'M1!$B"YXZT?K%M<>MH]$$:KG*!BY-U9HD;KJX M(603KGL/7LXT-:"0W#+''E\UT6].ZN'#*!5O.+;]EB%C?>:?6]Q0!(L MI6>G?0H'I>N:355:>LE-O8ADF]\UC!?;LI+NQ!WB>E,^Y@I5?'[=!Z%D%$GB M${DOJ)"Z?X6=U[PXW$D97Q@=YP/2=-8E0U#6/)XW@YO2*D? AG.NJJ2>2$TK1 M,$F,];HZ:E<.>UEA?Z2B'#;R7'\-8(74(;GO,2^8^IJ\?UQ]LZ$#2HQOES9(,B' M? (I2X'%B.*SN/MPSXZ71_/P("E2O0PY_XO/'2M?G0A1C?#$[RC*FS>A) XWM4W? *@PPCJY-_ MFZ':>*;C!73;M&\0U_2=@V\@2S@_^;C$MI#@EH] 9!CO,NAN$PZB-3*\BN\ M2YSQ\4]_U1$R5)@DXSW>!DE7:#;J5J1W U@I8_!3;>,4\%(7=ZQU,;'8B);N M7O"9"662_<&*YPO^F--/_[BFF%HL1^[FP$W^VHS1A?U-\)$*+:@&P"&%R^!= M-)Q7,; JO8Y 2@:QC\:,2(M5M/(XI26<2G$Q\A^T_S"^+FB&TH:$>MT(S\+9 M);IVF;OT6$[ENC0W:Z";ZVK-=*> ^!C&@:]H%^'>NN3Q.@)P[LZ3.R!ES%G3N M63<^.0I_,162W%W&RT#S M:TW T,N8RK>WX=B?Y& ;>'?TYA4Z@\ (5I?SH$%' V/2\!X$;QS\X*@<+@;KF'TOY&\ =G'X=#$NP M$.#(B!>(HY(? M^[;J")W'? 1&^,X:^NA?'/PN.XJ.S7TL\=W#8(<.,;K]$;NZH71QO'6[0*"4=K5L'/3#0<5) (MJUM?&4*$"P6,[.S.';7HHDHC;? 1FJ06;^*8'T,K^71827-[I1R7OMBMO)$CU M\VJJE[R[[OI:OSS9ZWG^V=FC1$#\5NI6C&=GCP(8YG%=P5XW7=XC!U[^ZA3O M8IHKNK,Y:Y>A'O,.K=UPB;@N@$VW2Y.:%CW.S$U\N\7WLN86_LLR7H6:D,O[M\^7JU30? QYB!PZF8YGOP86Z(M'XA;TH*-_+7"?\ .^%%49ET^8#D9TE6IA] M%4^,^*$";7# <)6A1/$GVB3]IT%2<_O/Z[3N@2B8"JU42E"E9BQ_!KMFK&$7 MUN7*.1<.29+R*]:7:5U:4I$SZ BGJ)SM G.% ANAMR ,!CJLPF_31+M)l;]0 MDI09]6 .P(O6W&_I(SI_4O85\(:I]2^R^BRNVMMJJ_4 SJ/ O769L,ELE+OQ MUL'XS;OXC]T.Q1H"B'%Y,PZ>YLSALQZ*8?+FY/-<@\249S]X,(Y#B]"#)!AC MR7IZ2CR?H^._B5?_5<@VU RZ+=K$H+AZ]_&7&@Y>7,>X \-_&;VBLN"IH97J M]QU-)>?6N#?A5@'+? %HE2/MM/"6,VHQ6.8YQFR""DI^3_&M6MW^ISHT;W6VP M39$"SW1!? M?P72HFL%Q_=2\6'YE#LP0I_X5PZS=%>0$? X<0ZRNRP9HA7_%DWD@: MV/VUJUC2/5^-P=Q)?@UW+XWW2)Y+7U>\(L\WFZ8EVZ-[T_A=X(JL01BREQ/O]6:! <1K:W2QY_7C'F'8^B*=)XIM*6_G MHXH)[JO4)*>,WHDPB]L@6-MXJL6XH^P,RC!Q@,ZH1S[>J/BYB'D&@'K$,<>* M1*\Q]R63J"=O6$D3T>]?A_*F@JR(8AJ:F4MDX+\FB7CLT3&4S*TV0&*C0<75 MZ;L3[FZP2G1H[W9A&OT0/5,H\QEU97AS88T%]I99W";I(JJ:?@IU8<,2Q1@Q M67JH3@,B7-QCWMO+BES^AR:WAN(7HO-32ME^@&*J&8_J$N=B\[UAW]>?1]5[^,$,!%.J8OH%NO.WO'XJ MF& V\WW8,+:)PX* \AWU8G;[B6[^\9DSZ:G0+_PUE-?GB]<'V@S/XRT1;2A> MKDP6\WRC>(+!S]'?TP43)-5 AUX;/E"BC;$3Z#^I"-Z@LKV1+0[8,Y5 ML*0$_SJ-%RD[4,(=X4Y5'RI0*=>Z;H<]B'Z"W/>4VA'JX;PQWCS$>97U2'PS,7.=Z!_'QEN01+U)%F@'W/ M3/DX6;W[B>BO5>&V6/W[:\T/=REPAN+F"-U_L :N4\-IX+:ZX6/&=S&LGE-E M=/4M,)UQMW]4N.;+T7DQ/IVB6UUS"8\CAE)4Y/C8YJ9-])QPCHH[>"M*$E-' MR\$(45* [Z'0W.;;5(<@89MY13NQ(XSRE6^0D<8V[T6#!KB.VC==NNT6V&9@& M9DC- ?"W9>>& 6R)YNL/42X&TQ6AW*=DKOS6W0 M=I[L <9ZR?VSAZQ+EX_RY$-0P,W9CPG:S&QBM$';P96NRRWGL?,F8AD>==.4 MDNA>2YK&380$8D*LCY669!ZBY7A<_XNV]U5#(XD/Y X[]D;@\2#X26]E(Y#4 MWM3,4LHFWEF3I_;LS7M YT!^_6J_4P)',AL"VCYYC"!GVC&N78L S',$Q?DX MC+MTW*=B\]O0AMSHQ(7[X.F';@93-Q(G6]GL9\H]R<.85? TPZ+P%DA\|^U#- M/G'4^3*&HW^"8Y1_D/6#N^3L%!,@UWKS&H#P3GCG#\4=;3^9KOMHZ[3@/X<% MG\F]*R].AQ-O82I)===P__CH$MQSO@V0A4?0'G1+T R(06P%AS9\MC2BR0#+_M<G+W8_Q#__?^G!%5J)]'FD=TM#%E,8 M@9_$>+A@Q'[)&+%/%XS8@A%;,&*/"5D_ZHO3\%,LPOH2D>53)R[3]\.EHGS MZ%'J)38L.[.BF5NM#4<4@# M:CGG@Y[Y0ETV3AZ9BVY25R/$14EU3NPPQY"_J=I-?Z 2L4"];^/I%6I]G+*: MVO-0ANK\$ZQU,? I77P7KO:VU[ZB4M+:HW>/;X_Z^:G'=VE\!Z:]_P>&*N #& M;K4O;R^$F&;=;&611MDL(!DHLTB_'P.P?B_7-9=P? %Y5&AZ1P:%G91Q5E)3) MV@5Y9H;I1:FOU-'^G/^+J;3(Y?K.\B[<@*/,2R8M!N(C:L7NE'Y@H)(M\96<1_IC=B)E)X_G32BXN,(5-#Q=IC*[&N&="F$FD'E-2TMLN1I7[V9N'(& M+"E*5&@\XG+ <3=FBTUTSP53PW#;QRJ)'I&0S!6Z!S.AL-[7"JZ#N6>Q$_;JN.U[#O-]3;5O]5/((R4'OE-P,S2+F^UHM M@K;_6PT:6D)CENLXSTVMV2S,SF\WYZPHEF M+K1'FERN_I:?5* (((AHK.8YT;N3EG>/66B%7&M1!4'39J2D\FV]\V;'A]MH& M-4S*UBFT/*X&?7@+VMUU$$$#/$E(>]TRVVGAGL[U=J(> (RA$/+^8T8MN$&!_M#_%MNCN8U8TJ(J+%9,)BWE>9T9M)%8^Y5N,A\;4155E7Q!BVN+@6H]:@EN:G MR47>-"=KA0=C;\BT,1+JFTZBMF3-0Z]_6+B6L+X>MA^QVYAJ-E*)'N%VBRRY MK F$.Q:>$@EW+/9OWS=XF?,$$/V1CYMWH#I*-)*#)I&IW28%'+DNQR:300'Z MVGB$DU3@X"5W]O$7V7$QM],O5U_O$R'EY#F1 13XAA7B+)W MA'EKI2R$M\Q R"PZMIFSF9C)V[KM,=^KR(=%WU$3Y D>1OPK-H9\PM0Y/# I M7AP)>U"CT8A_WFEGD1G6X 3BVTD+J@P(B9/159IH5-Y[70 AOQ>Z7F[N4J*? M\0)K^B0SI &GSV-FW?EA_IR:\AC$#4 ?D49@.0<5\K]&1J>B$? SOTEL@_$P= M^@DT-9)B+A0C<@\#ET^,DZ[$T>06)PH4XY^(#;_^>\P$XU)/P8C $ATA7R%I M./@28._JX3B6J>$NRR? J#2A+ BB M*W/=P#V]J@C5DOJZZ"PH5GHA\!&K7$4#OAYM/'9L3LJP+OU4Q2J3/,T8:A.] MGELZ;H[E+[VK0=) [YQ/7^3QA@+9C953]E7CV,"0>&'W2U]8(HG3"IG(#YF3H M!W&#G%N;X1U?Y@$R%4KT+BLF1'(OK/=#/7TG=#(IXV-%=65A:)%XPC[U>W8" M$]D*%0.9CP$;]3]\O.VG%\D96=<)5R>TFM?=E[?,(VHT!',FQQ%.YE_EY,;6 MH1@\)UG=)*F<<9N]2N20*YEQV'HS!H>:XP7H'_YYCHVQ>?\ONS\I-9V;6'!N MOV2Q[Z5' MSUE>F2'=13%SR@I"A+HRH0A)DSV0-HBD,FI;7ZX>7NA_\2VR;_*YCU&2VK_)D8[,=,)0 M&U$NCJ)B<7[2H@ED.SQE.GYLJOJ4@N7HF/XUT1V*?6<2$*2UL3>1*Q=KC@^:M[) 1?(0-WSOI!#!K'! (@:>FT/W9:CHN^^0#?NRU-KJ%.2+6,1>K;-1,R<$5 M?W,.2"4(4O[' :OUL3S3CTV(M@F?-T65!!P3%.Y=NC.:OT&G$2(TOTR8$XL] M>D)8W/U<8>DI:POF?AI+SR^(+=-9F!VDCSF)_=TTEP\5)PPE.5F^PD4PO'YJ M$7D15AAW#"7;-,1D BH5VIHI^:><#P@BB;0G&Q&.&UKW$ *[BU5A-DRV?S< MQ9CVAZ+63;3.^,J9AL$>F(J:Z+L;*!MB>G@O7B[D:V.7+TB;*$UBT ;1629EP%B"9Q3OH% MPZJ/9.]-SX8R]$;*E#L)) (T6CDKA/W 99@B8J.T43!!9QA(I;!,>F_W53) D MNE[YR&;.;&X:DT-G[T.I$W+?L?/IL M_-PDC*DON[#? 7=CXC9[$/#@&-1^U&WFVZ>3 MI/4W('F%PS;S*(M SR;_F]XB3 M^559F D"D0 KE:09'HI4?^(X^M7& <95.*T554I(9Z]IOIS@86!:SOU^A#V7 MIKV*JR!@PHJ_6Y/X"W%COSU6K=,O4NEXQ]ZZ>O9$U&R9JP%M]Z!72/0[KEW_MC'8SZ&'O M+ (Y;T/"QB6:@)7J"]@0P*GT8NT,3S^M)SB-"^S4>U/'W9W86%Y+J=;$ Y86 MQV&C"5^/XBF/<*M4&? PMR\C>G>"+\'#F7T$^#&R(7:3Z 6B>,^A8]">Y(O)U\VT9JF M4DHT4:;97;MIK+*&@.AOQAW<<1?1-*

HZ#NG*"7QH]IH_7M%%89V%P5@N(HX#Q MG[7'P?6;;.,:4.6I*^S%_*/;JX9Q^'O)VCR&"6$,O01S.)\SAI;?&.:I+]R MY+O,\+2)X>M(Z=[AB:]9MA#7I:;-W&QV7/A7-5\;0.BDNL6B93E,"\1+UU MIML1V[%^A(3;_G)1Z"/NL*!\BL-HG99>H1FRE6=(W>,E(+1W[G9PRZ!TE"$VF@NRUR4C8C[!+'NR_X\51(FE1]C7C6JHT M"=$MV5? (FL3IECYSLXLU3R@U3J54AA(7#_L="X&E8K*5H7F)"%P"P:$VR!PE MTP,0!U4=G):$^/5[DSB@Z8U+4<]@A]9]M=]R78;(UZ_J":QTIZ$SZD.ZFM:! M,DN+_HBC"IVO2*,4%QI))%\SH(B7ODPLQ=YABTXXS M'U"_4.P2_3Y^M$CG,.ER. M%])$4*0<$$W:,:TW=1M^#!LKFH&APW?D>3>6D5(RIY/N1RXW;/ G@=G6CLM= MJU[:MJB")#J8/.-F5VG<>U*+CQ.:? GJ ILNI&P$H9GJ:%@_R_Q#?@&D' N>[%>)_M\P9,M>+(%3_: 3_Q5ND)T.QV/T%610GZZC,?T MG(VURFPH$[67^QJ- $=0&=\\HU,GI M4%/3Y@IKO'#OX0Z%/G&X3CV5'RI-O#)8>B[L8AAREY/TU]35RT,7K*% MZI- _\]7S8H8F75_M3I6*Y2=P%/%8]!_Q3X"[V=*:JEI. @4N/AKDUSU54{GT M'(?A&L6H(,H@#5=6L1G0+Y9# (#4"4;X0*"SCA;1@B/46ZEW?<5^5"TFB.2H=&"!SQX5C!WRZGW%W(K >U4GPC((SM1H%O_9 MQVVP.XMR@$M2IJN(DL$%JP%*X,W@36593*R5@^A',&4;@E[H<2WS;5J8)*)1 M)#JA1"S9W$[2F95S >NP4.1+NM=]BG,&4PQ\[;8YGH:) 7=$:CE**E"9Y%2P'CB7C^=,U;I% MV(KEEX9? 2Q[N0[F5)B_#2,GV&,3!S+9D>@B^WNQ[K]?AM4J/+.3RC0Q$6,C,R=GV D M(GC!+S!:>S4802B#+Q$#>?M!_DF& M%;>3@H^E+D]H-V2<;W5QJ7ASX'QHEI#:H-0H'@.C"Y-S^9O//,_=U=]779S7 M[Y,> Z4Q7S2' \DNQ? CUS;O/S'\H9/FWI^3_-ZYX.6;BG;"] -'&T"DJ&S'W"PKU]-ASTZM:)$59 MT"M@L0;ZW7->(GK$.?D'+1@MPF[?$S3N%+Q? @EY_2>_SW.3@]6:3$(BB_8EUN6"WMC]@<)4I)6&*Y@FE8SCL]__IY;TX\O//GGV M]+///_WXBV=(Y *;X YTZN)'BQ6N%CA>R2/R:O8./7N'YNI 'VHQP\4,?Y;C&"T1I[8W2F'6KMAP&QF3O+),]6)S MB\V]9UBUIZ..C(SY&D$L;8G_.QW2U!_@>@WBCUZUY6*8BV&^;],)>91"\VYV MZ WNJJ%P2DY- JDWO6@&7$',MJ6,NIKB8XD\W1;4BD]0H-__LJTY)3P#)"%?5 MA@INE4F=9DB6A%!CQ4'1AUJ"^<5*?[X@9M/VU2EIV5- "5+S'-^%,2?JNJ>NP M7\QL,;/WN_)X3HC@ M2^XE('IBG2G[%Z5WAR3RK5>GGM?/8N=OEQ]0]#!OY1U3RVR3XO5LR?//EJIP/+? MFIMP6,>/XW_XN! .Q:9CNKB[NHQ:0A%0-^/IEL;XNZ>7GS[#9_[N\\O//J)! ML-*J4=C2]Q;\@.MXT%#_(L\WN!+ <18_[4T(.K[>06.N87*]SR9DT=]J/F$3F M6/;/<9>[=Z7'HV.8VYI4Z43TCH>R#D5<@QOJ=4SMPNI/D31*G?)&IO)@ $[C M3D!4-2!.R&4J?O-=@0]O?ON.%=;K376,BY"9D.ABZT0WMS6X,E-1+-H*^1R. MOY!M&#M2>!6-3^,M+;O_;6FB M^5*-]T7A#)C<5(%Q]QR]MS[,EOH;'[L9XI MT!=@;GM2N""&8:CKLL>+1K8=V,1YI<;KRR=KW"-Q@P,3LH[G//$4@^B >J&W M//EOM??VDT]_KZM]TS!+-#T4/ DM**%59'=\'@UH6:LZ7@@@1NV3,KV<]<9\ MK_X%.$I&CQU(COO)L1!.6>:+&%R^W+/<)%EIYB6')OVV\#)D["91#]"D>_2(S_]_J**6 M79"@.<9J,<[? D=A($^G7;QF1NG]^D9E]7;;K,OI %]^]W8SMTT;:!=0@VHIQ'&VQ=U5:3M7^O MF+YH--^ST^W%O9B6I>*=778- $ZLQOXL+Q)P@S:'J.L+E]\/.&/JFNK #>O< MM!4$'NF^VB)F2V.PW^PR57JY\I1J]R3-,>3(RG&W+KLJT>;B7A1_-)^[U&0S M<>RF<7!%!^T$K)XX;<;9\5:(=4E5+(D6[C;L"5I,;K\RJ^/& !-R65LS$H0$DITP M>5.YCE_8GRC$[^*A4++:A[#1Y,\U&0LFM8+>E$8@!SJJ_A@@*Z''655?L^@G M5&%*P[K0I^5/!I'4@+? +5M5_@HYV.%B_>!WT "@:HMD$FS3-8YK[AFYD8]WQ MHR$]#SO_*&B6?(M[&F^BXD_YH,OL3FR$27611%1D(LSORY?BWK&QT\^5B.9 MN-HJ=W)P\@IG:#5! (&GWF^CC0L[0KKJ'WV%SSAOCJ(..1@X>^',SYP'(XW#Y M&$!Y(P(>AGOOW[A%!Q3_U? 9GZX;3D'I]@.*N3WP)ZY&KH@%:O4- MUWT7PB?G2N/_] 73JJ:3=T@2I#I(HCF;RR6GM##^01 >G/(^)RI:ET+38]K3 M)F[#37,*62H4*E_$2A2_#>=6)4I.T:I18OF96$A_E7'0\ZFY3OE_M.)O4PKR MSC7F3M'">VQ.-%A[J31BV59; (96DQ_":M]4-';@RD $UX>UDR#:^5A !PU6B MY#_"L$3WN >-(J-Z$L%C//W8PHAID(BKLOMLC#]XS?W7 D/@N3HPT2? E>OQT MHJP3O^,O/43KGC[A8_VK9KN]^"8Z-F]6_R#'Y/6II1[Q]RGE=\!07I!F,.G6 MOTIB5/@ZT?MQ3\!? WY)26UTRJS&RASQ=68Y84UJL[62D-2GIB?:+NF/G3(LY M<,I,16K\ISQ M%T^_5/?_[1GDHIT(R=7Z"X$R?&1]5VUS2_ PL6O[)0Y169WT8?_2'XXIHG\/+ M_Z.6/E[37_7'#M\8CZBX?,_,#H^4&CU)5Z#9U*!BE_M%Y).4T1FHKXB+EG67 MZ%OZ(SH+:?Y9TU!DH'DY]D$]978M*A;\8"-#*I%BTNNK+N,:G$&S7XA2('R3IL[MGW*_7!,5MFK2) MR>J:IE8- I76_O0H2=A[WY"AN-<_"Q*@X0OJ:SAB$I'K82$%54]3D+%;=08]' MPC)",L,L^1?JFZIM:A. (\C]U'2_1U!B:%+C9];R16MI()1*[&?SB)/ VJ-'1 MQ/MM0+_MDC9- 7."K<3I0G^1VE;O5DIR[@"79AT1A."Z9R*\I)H+0'/0%0)&Z!.S$A.%7#[1'.JK#LK4P:R\I<](H+R#D?M";C7Z7E+X& M- 8];1J%M3G>.%$'-&PA>X_G;BNI-Y QAN]!?L1E#RI3(9.EW%@#9 B![P&)] M_F0!D"T L@5]LL-R]^3#8#5,[4HSE635? SJ/7E. M\76_^\3]=U5[!R<%C_>D'ET4UG=3B83??A+KWQ;+?J1[DUER1^12X^<=7_;)7*7^7)((7MN&/^;WO? UMVVD:7[G/,K ML#*3LZ19("WJ9MGNGK44V>FX.XF]_.?DG**2+?T],O_")Y,&ZZ\&EF?N. MIV!0CIK>/27OEWS0F>%DS4%OU=%A<@NL (3GU^'[H9<87#^7DB2/KW+K:A3) M^@OH!2B^*=I#K!",H0B&P[* I4QH=#&G)N,B3-!9@2&?F'XN%,&$XA)1P;(AE M$4K+_X])=9R"TX(PVZ3;8@#GA!3L;GPZ#&9Q\,X"\;$!KYMZ6&E5;Z;>>+CT MQ=K'YPGL6%JA"BCN6ZQD+HX^9I./XV0"H\9*,Y]:9\P>GR!M'"%N,D#MH8@94 MM.#6.F]+4TIA$!=I'BL"LVR<06$MXNA8H54 4I7KY<0E86YS&0DF+%-4A%L/L<2H-E\5DK"_^BG-P/M$3 MJ$&II;&,^N(;2&6=0?JJ,@O,$^!E$DW=U-!K(LM^:#V/IU6CW.4.=")YEI,? MVX=X3YQPP=^CETWIP" #+!VTRR#QH^TP"YX;(3@-,\AVX^9X7=_QB%.^LI'Q;+(/E 3T?;GPTK5&3:,8_M/FE^^M(/)LWP3[@^D>6Q@'[@5N,%^- DCO(=NU%VE.N>9E5 5&R28DEHJV " MET]5)Z.CC[ ]7#J>S;5*C-1^7?0C^<%SFD2,@8E3^XC&GB,"@'&7Y][Z]?E M+GEA\D?+V@^K*.9R U2.R**(*P\&J(#4]=ZQ^'1GQ=)D7'V,\R7E!X %XCU;F,QSGZ$KXON%&$*#H>&$9 M;X*A 1@8&_87V,SJVN(\B.)%NA6@.$YA@(B&\BWJ%$?I-QR+&D66)YVQ%5P!\ M6IQZVRX^N.ZKO+!""SU@WJ7Q=NK2#]FXY8C9G\^A2!O+V'KLZ +T-@('X6+4 M9 Z(N!H.#,+\IU!@$$<[I@P]%1DS1- *QCQ!3:Y;![Z[HT/,5%AE[-MA4%LLZ M<#*MNKD:"!D[:!#D7_C'X%T3C!>5BS_-5&-!@V9WY'H,NPM;_:Q_YP-:S"G? VO7D)YQ+3$F4 ICZK[L(+>[(%/KN:6PWRF&&. M9[#G2551,+H SP#C'T(6FFI 8ZHE]& \$I8')/F*_^V3 ^'4'QVESZQ.K4SG MB8C]<6!!O;#>FXB/P/^Z#B>?I9MU,DE-[I&[MRA1";9IR11_0"B&$W+C)AH(M;ZZ\;)SP9MT1T%BA%7%E3A?A->^";; <-P$@Q[!NH!;6 !6$QQMR?JH27D.\ MR<"$F7V?T',F2 2Z121CZ7R]VNE1U3@WK?S\;*M+RWPU@Y&W$U2PA/ ?("*4 M=U9_-"CK%8,[67'8*%1E2%G4AM'[? &'"9>EOREXZ9$,#TN$OB$ICX"38VPMX MJ595*FQVL%"Y*528STWNT1"$'Y?T*MSUCYKR!"0G"Y!)LM- +*_L3CIGDGQ!L[)Q3& 2;'.B/3;\67N9.6YHG%1S\&62R=61"4QL^187\U&;V^0 MM7\)M&N",]S81=5*(XLBC"ZL*I]H51@_!OCJ$>@27^[\\L+8F1UX VDPB@G M@8KAEI@&Y\]/!_9(6$6,H"AYV]&.SF_0^4Z- 6453Z[X%X)IQP^=M(#."W%:) M/Z>C#YIAINZXJVW()+>.EE,P%UE1"UN9W84%?_<2CKE:9P,=B[M<'5 9<&H M8TR&H=:P%J/ S ECX%VG%;XO7%]CNG<@AI_YE/6&OH[]@;6.4[Q MOR7E'[M(#1U;7S? JMFG2M9O@5>Q1!4AF#HQ+H*#1]?-7-E8$9]85^DC)*/QL M.L_S%"[,F*6,]KA'+F]4+LQ1/3T==QATEDJT2MFV0DP/$]0J94 GG*F+E;A M-H07F?P7G!^[GS&GM!'_D4=+ =W0_R?M6N5 K:>":3NOY M$)"+B@_/D6UOW%B?6U[4;!C_JJ-(Z@ &RX>B+V<">W$3,IG9XS*[# MBGOB,BA\4N7AVK]#EP? RD/Q&3T;HQ7$22"?>I<\>UQ#1&IAX1NRW.>;;\7+?\ I?!!XT95#C'1N(]C'Z@(C"4E('S]6W%"M0 MZ:,]/0I'B!;. ^4SM^LH>HGC*9AM'D/8U: -*#<%Q2^T"SPT/36?"2&$X*R=# M.7X:%SFF.16RSR1";0Q%42">DLE*)""JP&0 (5#R?9IT6HSP8PFK&5.(/A4R M@^F93=E%T%_F)@*(_*8TV*GKBT0;34DA@ 73=FDC$2\D5G@;2= 5E=0K7(D MWI@#CD#L%505\M$OYE%R3[5'R<4&NT(N/L))M9#W?H CLAGA M3OD;^:UYI2E;:9=M;"9Y&'>CK;@D,_DM%F4 C]E4WA6Z!M-&MT!LAE'TVRR; M&^5,HN69%Q;W%X:-HXE&Z8=K/F;ES'Q5V&:2 M!F&29\X%JQ. M9(EXTQ[K>2OH4#8RILYYS U V)!W4(*5QN^4$*TXD+5C> MTBL)KJV*_>D& M0MD5S#5YY2#U0>!TXL5C3(+$)-

F_(<80#Y5CS]:]F<*18^U*N){0"P%01ECE MS[!87@,YN"+DQ?LW+ZP*;
(X:#QH+YJ[FT+920$\NGH07K#RL[P1H^K4G/08[MA.PM&^UN'-QE3?&
(@SL7V"E[F5HK=8UODOT8Z9I(#0#]J:Z.2YU[.7+4=13W M%D0OSAAWY0HW'DT\GU8<"QZ0\[3(*^'X+F
O=]$+RP2S1VA_K5UE>]S6D'-- M=L\FK,I)^;,WZ%HE\J63(7%=J5;(W!CKI! UBC1U=)T,XJ"HX'L)D1#!]Z. MKV
MDGBQ,F+M?5IC#XX#'\=!AQFYV\P5%P?FPUE^ I8S>TO0<.+;'\C/1(I,JTF0 M40)1AG(HZ6PA2RB@FM3;\Z$0-
B7YH$R:J\@9=8TE9#&HK.TMC_X9>_=K&EYH MQ?YM!9V<3);G"$ZZ7'(2A!VD6O4&[[HKZKL]1&
>GT9LIT===.9TVNJPZO M;T?ULA@X#A-V;21W&.2=0SB^:YU1736)%;3*"0_X1)1=?-'=GM+LE07OSK6H
MO'#M@SS>U>T!^ELT%,/^;[: -8&J7"Q=BD ?PA<^HT]9 M+;O+G?#^H&*@B6=DB,4+$'C$4K,/GX'-+E_<5N4(#<-
I"4_I&_0A'2&;AF0 M; VL$UG\3KO2TIDVC6 M7/O.'7\#[3K82*O8##&K08WE5O=]W07E /BE4%>O3B%(2"3Y9OEQV-
'N3D\ MXJR0D;BV!70.JZ_LH+" M/8BTVX3]XOQ; <_UTLP]T&>8+"/G M-+GJ1, 0M3XDCB&H,WI6'%8M!&OB_4UP?
YB:P"5O)'XR/%ZNR4\P29XRD]C5&%4A4&0>O%^!TR>50AO5?;#K/JLY(OQG/B[]"*&SO+"> M(3:%1*? 6?$.9GY-
R>MZ9=]GOL@F/KC4(X9>OSMU]T?:X8"I@X\NEX:1W$BV MSX&:SFL;4(*K[0B'7\LDA7?<2O]>VDA>3D[_S+VWPJQ,,J]
[*:"\\0KK8E<@(Q#EG7< M6&YK:4(*]*O-K3^!G+GV'1?G$IT[4BU/?,)"D?-[L?K M#VIDYMC'4?%ISATD,368F0$\'4Z2I*
(S^ XWD+$/-AKK^H"JA8NW0-TWU% MLR_CON#K-O[CY,XD6:&IYN)AP&=OPZ^B@K_@"7*WY DHGE.M&8;A
MJ:3;G&5XJ='1QA>"SGS VK2N-HQ.Y]"-2OVU!3.6(Z;4'2%BTN)AB8A4@--/ M\Y.FAJ$CLAW"4^]2G/ +2$@4M-A-
*IV>WEY-E/.:!Y7>)30*B>[Y>M5G3_^C MZ'_NT,C:(,>#C+HUO@Q?<&VLJ(?1W\D+N_PENS+**Y_LQF[*R ;E"X:?
((`?.*O(9[5ZR(I2 M*K69D!,IWI 3J;,[8CV-42R5&PF47,%$V?X6_+LQ;EU"I$3Q/S[B".DW(YG.
M!J>.*O$$Z4LM)BS1^#'F6Q'+S1AJ GP1!V>V2IA9+T+ZGA?=1#\O&CE8#5$D+-,;5="7LI\RZ>%\^26,HP%/><,D_^ED
M@F'8^?S:<3I F++**R-4T_.YW;(B<>V\(1V NR,[X13W<4I:M&AK-=W:Q5?+ MQ>'O4+]BT;N5+ 0,A=
>NIESW=4#UL=>C9?Q&MW,(/TYMCG=H)]!'5 I6;P6 M>6.0> \DF/J\B:*&-
)"9)?/I<'O:C:]3S/&R^48[Z9C8%4;RFZ!1CWIGNIQS M#!.M=#&F[E4-YUZ 2QIP3>:XU]HZ+"?D*),
[K1(%L;AM3OE459FW0OKCZ?6 M[(BKPVLH]Z:(#3MG,""C5'L/KBBI2.&:SQZY49<-;4$K1+);;I8@O_24UXC
M]L(C+M8=>DJM0TKKAA.O<47R;&QXM C)3TF?<0<=XI4$=$%_N?6GH1()_];> MVXD,*%/Z%O=[QPS/A[&;
7KDV+KY$A_0=)TY-F6(L7>[&#;TU2XSX.E9.9PA M -C1N."W=DF+*O4H?':0!T)Z/X]1BEM68MJDS_-K<7NBMXUSG-
@!P85OE=)D M!UI_(E.&E;ES*,\0)GI0B8Q,D^[+\T,R;@UN^)MH&F(+@H M4RB90UMK=%?F908D;'*LY@
"9#;EDM$OY.3P&@H(US!' M8#]9,M%P5H0B1W/<'#B,+3;_%+P#"S !&[. D&(;YP MT*O"AI&>=X^^9N^\I'1V*_IMXG20
Y*)V/#30:*S++E7FO"]6F7/Y_DEKH@2 M_6B1,-J"SY;YTMN/1G(><^K6XMOO+;-$3U&DV_M1?B?!Y;.WIPP@Y:: KA-/
M0'R\%.A8>2TVB*-F6II21E9,1BB$^3Q_W/0+O,LAF^7+G-Z9*2GIHS"FA/1@ MJ7+OCJ]"PD6B!\\KMZ?
MI'#9A;!P89I(^)]/XZ.]/=B02]IN,CRN>\-Q5=5 M-
J)J1+^I%N3@?)&%,F70AZ0\'O_*&6\4I@WI";R&#K6A5YJA8K1[LUA5--I- MGW)-H;\$=[&30Y_J$KMEMZ=Z71E?
(SCT5<\Q(UCE\WX%X-ZAMC%]2$"/JI/ MJE(BE>IT",KM'"*/F.3PHC_7!P0" .N%<+U,/\#@[9$-C?0(R#(F1P%;S3E)F
M40J"4RKC\3Y-I".;MTS#Q]V6DD>*K8VN5T;OL-K)S7;1310'^@'VL8,YLFJB M!*19 "$)V98%3;'H\(6HIVE8CF"0$2[?=
<[\+ MGKM6JP70C=PNKSD7>+2BZ5HO6UI:K6-WJ!_:2+FJZ?A?86!R]]&5JR&V@C1L)+'_V(V]'^^"DV;$W2PO4]@=
MK!I=+.0D+SML.GL(&&EC5-8(.1J:QA.[J,!-9[/O:1B]H8P.!Z$%I8V T2 M.5C>QCGQVI5\S!B5P.=G+Y$'?
G:D\!A[H#U@)4\,J"%CH_ %X6]\,IBNW>_K MP/XG#^]49[S\@BDE#S7'U^_/3U%MBKQHVTD^./K#Z_.?I38@!
(2I0^#@\OH M)*DZY;%*D*K>A%(ZQ+R *H8=M&WM[9/8@*37R)H[?7,=H[IH6<$4W;ZD%_G$
M@6=M\,$5DV50+L^C96XZ*T(`+;BQ,-4-::(4(L$=@G LA&$E9 M8< #_PN:"D@)M(E5C].
<)5=V>A:\ERMAU,RY@D!W1.7F$!!6 *K8GOO#(1Z MR@U!V=+U+18:@J'V
GN]W=@1OX(6=5%'(VNP&7H="D%Q$U#B,>OR-PR%8Y/8 MJ&%=9 4?62![O([^L%JM3,ESZ*K7(6&$=2ZL,J-
I=3"I#J8;XOEQNIC*&WRL
M,97B]WFHT!UQMBMAW*G^T9%RI=JCW5W[A,JM^@>.6)J31_765US>N7(/GVG6\HYWWZEQ6Y-%_XR^&7[ ]^_1?
_=Y#1OC&?C08D*'"%F9+&0Y&6 MP4>CQ06W52W=OI]?DO>PH,HL8-1?<PH?!BZMN;SW&L 'J8
M+@N[[Z=BPRZ7[:7%T>CI\,A]:P7J'T=0%CP"4[I/ZX^ VA_X.:%0.,&^O\/O MT-7#>=W1^3P?
8QT384ALJT%"H:1[CIYB$4E5.$12*;#9C0 %U+J5TVS&,\BR M,BS9K+5*C)J@W> \RI:TA4&C: MZ<4JY:7UJ6^%"/#-
KB'& 25\Z2S\>5""Y;$%$P]"=O[3Q)[1*Y MD4 KG%L6']P=[T7*SM77J
>9ET1H7^P#%]WG[MTZC&YB@MJ"Q@SI0,6[KI13 MJPI(?[\Z7:>[65W"] #JR,S]J&;&U=^XPC7(] ;&Y9(&,FB7-
JMXT!]ZQM!< M;S@=^ Y?4>7,&H+./EPS1L7=R7V9P/&M)= D^R'I/WO4K36=G-X+>[@_ .MIV$0,%00RP#-#\-?
>V@G)4+T-S==Z4Z MJ%Y-(V F'\P[].[!0 C+CJX$8OMV9)%8]85 ;]ED9L-N!^!HG;_5C%WO&:-> M?
7^ZB(QMY/+:9O(DK]EKTMNU+G$>DTO<\MD2"6S=@./*KR/!R":"BC R"A& MSZDU2H%)OBV4(GN@G.CGXV[?&
(5+VKPG"H4*JZH,9Q6K$EW M=I/Q3(Q&VZ M0T7C:4.M('3Q-H:Q9S4OM#KNF+>9N>%QOM+
(V!7G(_I36W3ZC$L#7P7WH%HW M0C;,,VKUZ99E1@"UM6/'>XF54:2X]4.T&X??OZ%R4M36'%_3\=$\8#X,_M\?
@)QA&AJ-C=HNP1SPMTIE@%'T1+#-;%I"HGX[8 ,K4E\IM2QX8]ZV1:)ECG M]1J3-
X3]D2F)M3DWD/[F)"^?'H@EG';_R;YY/IJ&TV.7^+.U8/M[^P/QEG1:3J") M#NAX$5MA+K"=.!H-]Z.Q"N+P!+J30.@37+)
$W&J!/M%\B?2NOJ,;*+IWWD1 MZ6[P*WBH;L#LPK**A;EN*)B2&,EAW?FRDQJC)U)M-X2:R"LZ]01AI_:
(!$THYM8\'T]_QB]=PBUM[+REZ+*PDWX
MAXOG!^\X@GW)0/HSYUQ2913PBX\Y5N/1X"@RE&@>7P>'Z:Y]9XS\#4E/6YR! M3?+&+KI2+5=-
"!S3!B@_%C,AXF$2"E 8(4/"BLH#)Z5,$<*]PVH?!0$M"G L M:&+;EE5PLBH/(?)8ND9UR85ZV=\?#S ,G34G0C
8E(>5AC"N-N M@)9N8E85#FFOE],D(^9][_)#?*7GZW+47)V%F]!=,.Z$9XVOM>UTKFLGYV0/ M+7I T*+#'EK40XMZ:-
%C\DC>W-'AH.$QJO0C3F/P"\(\R^0NL&K6-YA\I)EH M,&/Z/%XSB\^E"!6TAK
8S@([3IJJ59TG.]MT=T(#!X.N&$&S8B"5'}4>9"7; MPZT!?D/SHW,_=!U(1.S5@F!W"*ZV-='8?987'HE]+6/E.];JVATH?
Y2;"QO$ M=4_4T$NCV#ZCOC+/7*2']<3=7.+4FB.D]A0]27&;^WQH2B^6MZY;Y?^D6M,%
M'G;.^NPLP.'M<4HNB&-4.Z]0_KDK$[ES82!#@0*/HV)V$*C>04X-?S4ICC3" MP<_#Z.>\,!"^X/2EY@
!XOGW4[[S1GIFS51V&5=SHQL>4"_XGB7EEUJ=3,,3 M M<<8UE&*5@_+ 1-\,OHV-
Q@$F.C;SN$P'202K01#D0U%V0$@^Q75X9)HO.) M,?"# #5OG\17A>T;'.I>G$O(?33I,6CN%?3$KZ?
0B.GY'7M(%J31VU7+=L=K M:P]N8R2_(ZG&.M+R=4SE&W%P."S"9EPWX,:/7:U>HU+"IOAT*M@ M16>U?
HZI>HA,Z])T-!W^)00>S5*=!P<%+>6!A<)&GF3"S7MV[S(T:**L&EOO MI-QE$]N((/GF33"@B)*7KN51?N-Z_:@<@
UA".5M-8+13!CH1_,]:#@:!K<7 M(6 7&;6.3I*BN";0AVO%FB(#$O37X@EM71XT*++'0_J9F=H@4#/!>-NPU\;# M7K4F;F
I':.!^$%$W3(UYCH^#(9O!=V5"B;BJ*M0!K&$-N8ZO?R(T;F(A)H#P]V"^#ZMU1T0TD0:\LW4+%-U M,-O6PQ]?U50%+#
[-BH0;^P@FYT*-N=B, M6S!,4*"P$POS8-JCZ5, ,9=@!? M,&
[UE&3'7!+@0&1#)V,:-.O[IK4"PU7!35/ME97P1J.IGO219Z2I[0!D>PC
M9$9[KRLMUMI4H!C\5&'HT/"SBQ6*M;'-7ZY7\!%S7IV6S4(9S0DH_: I$W% M[#Z_48SE4$&O>
[50E507S-.8ZE,.PGHE8T8@CJ ME.6:D2BH\NE&W*4M@!@;?#?6YP-$+HBM0'';K:XK5%[H7F6Y&E?%&/Z,[^-I
M;MA1YN89%=5[F)]550%?@73D>.]<139-3& 8.*WL#_"%@""'07C=1Y%W&6-\M>D(WN8]4.
<_;%8OCYAC1>XZQ"XAV&/$8K>T.N9Z]=?2N=<YXB%V>I*3ZYN M!:KQPGG(-A#,"8:M'/(;"T\8YK*"?$KAC,^Z'((?
Q;X&4!R"@Y'F84"& MC]AYC&WY1Y39=;=$(-PGZ?!$@FG'/-\YUV)0':W>@NB>'"Q;K0,VP0E^-J M9!>F
YQ"VX%+0#E!/ZIIE;UO@WDX"BH+* 87!,_^#8!M1Z8JXPH@CMTUJ7#$NTTV:YW0>>#:T7 ,4J&='A#X;"&[QU_Q#PILR
M EBG[S49.PBM<2%X65EKZ88#A(&Y)"-]CZ '5P(T$+.V5MR021[]3NYTTCQPJN$O% 5)7W M27%.*\[YA1,+>53I#X+?
<.MM9O_SXS*_G)OTW#CN='_CWBU0G3FXKUV>H%E>

M9$7.U8Y84WR7R=14UVOLA7,4VS1,W/=6:"HR<0RIIRK(M=V6/D.T)\'#FJ#L
M1^PI_+;9P'A*)>,0D63BYC\V/$3'5'E/6=!8?,@S>TX/EP7G@F#J)A+#NFT, MEQ+5(C){PIA"JQEB"O87 KX%+
M,D4!ZS^1_DB+%!IH 77>9E B2?<4&JL'D MF2TAT]<$.&.(_970ALV3Q0(5F[MNV#IN%J!V\7=#%
MD*UF^,#9=6&YJ.ONY__I6M5;-EO_X0T+N%V2M8U3A'7&SW1*SV4 MN0*8$"O:V44C4H:=+"6:O,
MU=V$+Q:\ABQ'FEN$(=H-/7>SP06.T^88SEC". YV&^&OCKU7VEM78HL)@:ML
M8O\74H(*X\'H4>E47.&;"RMMN8X3!]P_Y2DM?O 8D:3"SM=+Y%9RG ^CU2@ M<'TXE)$:X"PUF:ZNJ?8,YZ[!S2AY-
A+X"&FYR:.>3/JF7C/$VOM(S:'*Q*C(MGIY^0]+H*U4A)G3BE^FH.1I_]B^(!("G3O#+/3?"*M]"[Y8G5*#CWNUF^S
M!@W]1U(HA%,L:R0_F\RP:5*1C[;M/:'=1\ M.J]:!W^EDV=WXO,@O 9^2FC$+T[]K=+AI'JS(+=0N[!]2=&JH[7^=B,<\/D:|
M./]#L$7Z',E^4J\)HU8N[*L2]XDDMZ2XI# IE#T)&. ^:9YC-3.;Z350NMJRL M;3W'8A6%.')6-0\@P4&LP-
<@[U9&A'<#W0(<85*4;KC7]B0<'Y,>#[NY.G1J M0RD31"M)$I :"#D%W$71TG(MT84R].I7*XSS7%J[2!,(P6(:Q*B
W1*2R(E!2/P'0.TOIC__Q(/$=>;&5TB M?]<HI/8LZ=*;Y]P]\8XI7DHW&LXJN:21:E^!MPZ1+W'U E>7V"[@86
MG3IRYBW/O&1@*A?62_6$ O%?88 M38A)W6'12"T':CMN^ %T*]'G:0QXA[4X(^$-!#3.P(,IXCZR,G.FM)@A)4Q%
MV;KP!&FD*&YKX"=U\^_)FZ9W.)#7>NN>EG0LLW'-C;$RK;'(F)*>ITG-"=6R MDQ8 %+416'$.OJ:5OYF-1 PD#DQQ?
DVN>KD;N9&3"@I@O<4$-9FS7PKH":-R MDX_$LX6(!(# X/30GCD4A;G?H=7L7DL3H=*+U!O^) M$]1%#P7S)
($NL(I,:3U*F9XDM46EVAR/8>QTFE-5@=J[A)Z?]I'O@UMOAG\@ MA5PF<^%A+\LZHZYR?
Z$!S@2VN;$L!%)^U;C6D:+BHTD@7N]<;#W'J=H(]\VQ?DL1W/R3 MGR4!#MPG'R))(0N_OX;%=K"9@A7&
(V%EL_D7W'3?ZJ6*-SN(FH&N"!Q+RC MXUOC9#9T78%B0X :H8,^U0II:;.$UJK6Z.,HI\4E1PPC66#'2(O#1F("JJ*#
M[R9+HA9PK.?^0#KXD#N9%(%S9!$ MK;[R(8H6/":!32YQLD:S@!,SJC1WBM?!BRF(\-V_6!'LMBB0]RZPH1_*DFQ|
MF(O=/34\$NDI'A@+.:>Y&K]G+_=/Z_J E1_AJ$&B;)\;(#'$(8TX(X2;;M27 M8[C!R'6_!)\?[%$HL82L3PTD
/^&;EJ[#SO9;G3TG9BG*@?=MM'3YG6%S(JJ M=7H.Y$B/QMIF--9QC\;JT5@]&NOK'57H&QJ=C2PK
M=&W76!$S1RH/W;-1=3D%G&5B/!.'>2=<,)AD5QEBWKAK#"8/S+IMT4,*@01 MS[61OKM7F/@(\P0:@Z9GO?
G(9,W(JT<<:_.XEI5U\.(-=@ISD+DUL?!R"^^"$"THEC7- MH.!_"+1;#CUZ9TD1@H>0>H@^@S96[*N&T)R:B
FCJ63*%$@O@4 "/U&EH]FS M@T1.>OH6QE2D?R8NU]ZY+A@<4<6<07W *_3FKL*>., E./XHQC[RL%
M/UE[8I%FZN;C^@@U*>#7% V*AP((92;U\'EX,X/X"\S=0/T2*O-%P7SLR80* M>-@E_HC58IN7@PM'69[BO.1.,DL9:'-
%'&Y*V.!M8<$] ;(V MP '@E"HC&E41#%KWK(9DGQ &.BH@A,Y/ :Q'W&O -JC&5ZKE82)W,JD7M9]
MJJBB4D;ZL0<4LXJ?0!R>QL(L!_]9U@O{(FDBI#,#W$?!OB06,6@+W>AI7R J
M:BD9$IL2[^7[5V>XA3Q"CJ?/+*\WV<9P%&3G=V(8P[4 AZX X 1"0P8,PI"! MK(3K2F-LK)?
^@'R)7BZ_)!/CZ4K&90Y5D;@Y60SKW"A*V85QS^9 @8AM0X%; MF/7EY$=0HZ"Z4;8$XJ=EI2<8.90B>1S)//-,TG_4Z?
E"6#NLCQ1 .RIP0U&!UIR%/@7 M-S<'Z"^,JU7!V$,HSAF<_B36U9W=A&C>#&/NL2(-<]
<*.*E8"=VF2%5877"!62MP[-25+K /.$">""$#/ M7B,732T14W69.W]C9?(5J2&@G+:NPU*5C<#G*-289EG-$$8,X532BFT
MGD[I\"RE[D3%\-+4C!1&+KM72E0H8!KI[6.9D0;D,OA;^3I/"7HLZM'KUY66NGID%=N*))MN33%##N[=*!!*R% M7N:
I',$XS#&]9J0_*W9L8UOTSB_"?9<<1/HM*#FFFO'"0455MR"0L(W,SS)W=
[3*P%2(&Z*\AEV3JQT*%?,$:HPW3>OIW+U8Z$XI[M']A YJ? M[RB-.*0J_#"[""^,[26_,ZWE.8Y_80]2-
1S<&G%%Z2FV;O>C+5[8?LXV2,7G+ M"+*U^WLO[!LND&2?FE@DYQWCGTM=>#"\0(>3C MAO;YG$YX*^$Q1PFKD"P
A-8=F?Q3X94>I!W;]$VZ%UGBS+NECRC_^>;[]Q#C MQO*2O4["!@8$35><]"K]C
3PX1<,86):P,YW3Z$HK#%D$N:N".Q5:PS#%8;\ MM8*BX*[/UP-6{XO!G.KYP:&.AMPUZTV_K:!C(#7!_*Q?
_)=B%)I2$E1.AP^/1H?_3TY/CPV?[!T\.G^T?? MO;BTD02!/IY_-&9E5S5O B1P2V[8
ZC16RD[=D5Z!6^@&X_V]KYK7/4+\9P8 M'IAB8R-V2X*4!01G6"W#7#-,B@G\-CWQLM'V0D$F^RL0Q]%OT:?
%FNN00WQ M>4%M4A31.9W!_OG=H7MI0U9:YH\#&?W%)/5&:[9NXUG@5_RSOLE;YQ?(LK! MA\
>9Q&"BOK3U9^NVT\7^0C*$K2FJ6"9"HX&9&_L"2RK]BQF,5">KE7 GU=C;VM[6?@I;JSQ2RN-HTJPT7ZDB
MQEL*Q\X8\7;J\VIO9/)@]#V"3CU,!&-/# ##+HUPX6-!?/*L=XEU"W+-\^U
M[7>>+%ELSVNO,:3M.3SN"HZ@HLNM[GW8_ES=_UQ)]*6'YP2CA$7^?2E34_B] MT*3*O0#V OB)%#M
[]$*GMMWEBU955YD)>A?G&9ME62W1"(ZC^8I*/"^&XH@ M(ZC/X6/D=T@FLQJ(6V4VB_"C@%4-JHSX0UW[#:7\,0$R
C[$I-P\':L3L#1K MU@\GGT-'<$I=HCA=S"XCISI>2:P?KNC5J.4%B=96BA5^Q!1;S1\"M ;&IS2N MP#-
=5/JU7F(^_A(:*0$4A+.N\@D1L@ N%*4%TF'09P)!N]4W#M,#('A)'OMI M*?@[DO*Z-/(UR$6;E)
:E,8B;)1";LD&=C!O0!4TG^,4LN[\G8/\C?GY"GGJ M=6X%XOL!2\MS;:FFMS[-X;;;130+;8JCUM:]2E_979,W;[Y./:B>:J/X%#
< M1](E[BG*8.#\F@P\ E+2#& Y=AL?,\S*\TFO@)H'8(!3U5R/Q2J[M^GMQ2K! MYL 4>_B5'Y>#\^Y<(06!R"5-
Q);;;':'1$L^3004%Y^_RV6S#4#LCK1-(8V% MV0"$0S@.'0M$NTY$#^8K0JI61.K'S4&.@-4+[-
!R3;GG&F_#VP8T3C=\E2^. MQRXI@* '%K,SVNWL^9YF0'F#>?YH)]EMD)I-LRD&3S1+*2E\JS@<<"-:F?*1 M&7;'R!@L-
Z=K9[RK&?)(SU'CNKTP8,7L^LO2P4? !E7T7\^W=L#KA]<8^(PF]3,_L]Z::*#/12HG?U=U4[? MW!-4J*DBV:!/O^>>'49
V=MKW@XD64SK0MX6=_/"F,&^$+)2O3 -*_.7EJ/ MXC(A8F3!]UX@"-0#:19D;1G!4J$$0:D?6\R(!R%;3O)BQ7E'PH-
T_6I\C23) MA+LA^&4$AQ9GJAHBFH!S0O"W_(I& 1@$;K/M845FA2\U,.ZWE)<=MGMT2.\C M!@2\0<6=5,.!\##;!O?
7F6Z-.H2H;@/;& HJ2!S[&[L="N7]F+O*3%2/0_A A MVQ> 0X[(:\572AT4"2.PF(H=JS7C:S=[D9&ZB!\PR_/DG/!G]F<.563?
ZUAF M*' ^BPI 5E9,&L0R4QH(3/XA/H)5!US'Q9R_M"> ;QI4^LLRJX0W=VT'R&OE\X M
\MX^]AC+OJ$QCW(#$A&J)VE@[J (R9GP>T#GEMS =Z-*1;-OF%2-"C.,B!B M&I(20"A&IQ;]'0,$"$)A!R1B?
P#O]+4;OM=:3Y\^[H7]_L+>D,PU;!T 8L2V M7$]>91=AO;)"3!&9ZEPQW;&W.]'$IGA R.)!
<$]7"S@A\;HT^X!HZ@FHAZ1P MA#^"PDI78C \=V,<%X-+4M0#CNB.6K@T6V0"@VF1$1_M3F&*_F#U!^O/'2P; M?$(?
%? Q8TGRQ@-&Z M:R+ 078'Y)YHDPKW0MT+]9\S$BW(2](E=RT>LS%R@<)]T5OK?#,1CK.%^9K]I(].?
Q+SB/,MD5"@H(;HP[FR)+.M:R/'Q M8/_)@:/^Y>AEE5]2@0?(6805>&:6 \WWZR,K]4LFP.)_5?FYH?D0D#"%+//<
MD%#'6,)>&$Z7A@G2^Z7P"-J*=^5"C&NP%$TAF4_6#SV]3K@S_G=-(@ M%@!>0")#D='P2&/LKPY,,U#X,+2B@@&R/-
]Y L<\E;$E-P1K.1M PSPVI=1, M$7-2KW)R4X.[RFQ>]A?T:?-%#R&)PM*#&WKKSAP&=M ;7D\JXH[D@^5,,U2_
MN&>;8E67I+>_=PC9_-*^HSFKE-"' -UUB;,?Z'RR=F&PE^N1 4S8LQ:BM+.0'PL,2#'PO>=IY_M[!YN6\642C?)OP<9)
M8HA11>&PF4S/@!-0X25.31O!D [/I E&67ODH0^.]E'07#C@'LK]F4QZY+'W MB2,<4-5]G/)SVHUP0+JJ%5"]5
YSZAX/HGISA9 2]2&P60"\L\CL6J"Y]"8W MGJFZQ(/&2@[2A-[V&QH=SMAI',W42 4/HQ]E-*&@HP""2'TZG8_SF#&:'YBF
M52IAGP#3%-\(L8#/ B250CC9HQ(B*%!V S\6H#$-)Y'K%&UW;;TW2X##R@\3 M=6#A?.7F';]&H0*&6=IC-#UA(L=$?
MC@1PD%#U?FCC6G2\JL#9A4N$_4=*.WS4HL*9I@RKOLYK)@6=6Z%B<".BB>3U M!I.[>G!@"!N[>S(CY?*7(5
I_@3>:^&[]Y&2#'[I#@V4PK(I0'_5]R/KE24- M)M3V3X&K_X^ZR$I 8[OQP5.3\HQYN)#DEEX"P55&4W/E
K',L[4QF.'9P%)* MM+^K%_AK,375]8HR1VX8G9"B&C@QC?&Y?"3=T0O-99#+];$CJ)0:+(",&]!H
M+,%AJ^/JV#)Q[3(3[)'#'>\NM\SU0F\P=MT>]7P.&HU'*GIV&/M&[8O272]< M!D,X=I'I?%Z),;QDW:WNF2-
71>5$C&3V#&45@H<99$(\NKPM]#M\8+I_EN:& M6K/04UA_.%(Y#K>?DETWG/+6HQ+
ML'AHR%.R_4LN,>#&&JV#F<.R5O__0< M ?M(7FRP\A/S0XOZ&9U2&G<<"> Z!$JQ3U;L M.QGU_U"@)Y8NA&YC-
+$X3]&6LE'K5D^%LXY=?&B1FP?^OKEJY% P#1 M224J9UEB1%61Q;21(MBIHIZC>85&F6PZ)=IO6C'$LCDH=3R1
2J@O*]VENGO M@1-U@Z_ABJ\A2;']\-3;)WN3P-WH\C* %)="3-_]6 6RVUV%FDK(ST6+L3GS M;<+A^Q]&O\T
E1IH6_V:U=!6?$!ZN;.<_U-;G0IGX?=00\7!7FA2XK"<1*W& MD-FQ]T1'LC3F(Y:A"JUM,6#E?
D!"]T)#'&787,#EZ#N;^^57A!TGN.H,J:!A M#@\TH.+A)D)FN/E%=IX7W-*/^QG:1/3\Z*RKJO+-=[ZW(>5):<1AC 6P8,"9
MGFU.@\C*,I]D+FY4@D(%;A(%2 3A1G:>L,((K;^-2#L&4JC'$CGE_2"_D!WJ M3%Y1QZWZ!-T-
L@(OFQ(ZP6GQ8^18ZKK/R1]U2KU7=%WJ6JVP:1JF2%WDA1MR M"'76@NI(:LW?
$.YR8N-.+Z:S^MB+XNKPU<&]9WL1Q=@D B^A<.7D;?7+=[M]^_;I.)WME3D C""<.F.^MS(%.Z)JS00S 38V\4&W/-

T8B,PO8XUIS,64(]. MG)20^T=-=>O8P+Z@O_VO7]F=#_$R]+MBIZ#UL%1^*5]4:M$_)>C^=,HU\I MY'A+B9SR\:;A?
\F_T+Q)E.[4X-RR\G>`\6V18!\,OWEI!ELDU[A+T:\ =GQO MEL"8X@6Z%]XO([R08K
J>6]JZ]_5#+HM$N/#X3<_0ZY\BP3Y/>X7#D"0F7V/ M67XK11+WY209P[C?%5WO%LGPT?";-
QAE;I$0O_8[M972>X='M+_,KIXO\^4O M->9T41Y^^'WOZ-DSX='Z6$R2O_L4]VA^42KW3_9MUMJ
MOW22GM@['X[V!LGA\=3N\]'>T?'>R63T;/(I-_9#L5A6]UKIWOYX?&*.[?I&
MDZ/!87(\'HRG5@2F>Y/D^&DR&9_L'WWB?=ULL5]"3[M3'NS4/?[]I8JD;4>I
M3[1M<:+MV5Z?:.L3;7VB[:]_1+1VY@K[);8I=CL>?O/J:HM\7MJ@>\0HGU4$ M[_MT+1&$AZOPM'>T/*,NY;,
(:X&C:9<.7Q]8M9/7[+*\<-V[P[WOY 9Y:8"TO'+MSDB)1-?^%NYO%^ 4/50-J9SZ7'[/7[+?2L-FX6?#P^/OM-;@
MQR2U\63-KT9W_\G)L^'1X6T_^]N3JF@^#2L\"%X[7ZCJJ29C!1]T/"^2"D^2 M.0L,"=$:S7CR%TKE?
8[D.DE\1:HHLB[CV!2!4JS2VW;-/MD7>/S.![Z#LK_] MN;Z*_O2E),B0S+UKL>_X:\^\0'9;V8V!/]97?S9K%I_^_!GQ61F'=?
RB4G/D^))FE3)D]'Q M\>CP>.^)??&CT;.#T?[1_M[HV?[QL\,GZ;.#PY/#?>L0'XR&LVIQ=Z%9'PBL MV]]3A;MY)
[B;LQ!W\SI$BA-V[AU68PN S>QX8 XARAQ5)X!T1(]; 15XM_^M MPTB=,33V'8U1L_?Y(2\6T[\8X%2#U,TK>
MOSJ#'_VSGE]'H\,XVM_;W]L=MJ*2&U3,Y]$KAU_IP>J?ZXL]5V\O[V[G_1>WE]]18?W_+N-];QH>@:.?
OG>EC/U5O&^UC&PSZ2?+B6\>GA MZ-A;QI.G^PYG'PQL#1_D(8]/W,N/2 MFW,UM60MJ;=+^$1BE MT=,-
+>A:'[\^*#7J[>;-[/;!YNL7'9%O%_*&;S<)O-YFE]#M-O1@=H M.$\V-IR'O>%\4(JX?ZZ']5R]X;R?X3S:8O.R+>+_4
SGT38;SA_,N*B!(74T M0M/Y;&/3>=2;S@>EBOOG>EC/U9O.^YG.X\GKR)#T\ MV3L^,SM:.^SE4P#>
[6V,CHVU:4QRZ[:Z&E9F?D*:-?W\<=<2E51 \VM*VC MO<^!U^6E/:6E]4:U-SZ/X+EZHWIHWIVI5T>A__\?5T2OX]\'1-
MN@;3D%?YUU M7975U0#LXN^?#7/[89;9N/%4S_"D\3G6V(VE81,,X$_9Q"Q+HZUFF)DE$WAX M(\PHCGZ
T9[3J=V8Y>"GQ&{1Q'[AIXK 3.V_O%Y.>KO5Z_>O_[EZNW4WNW4P MZGM,ML%6'8P^GZWRK2#,(O"VL.%6MDKF-
K(RDQJ')+ZA(2/16S6X#X@1RVAT MD Q&ASO)+MJ:T5'*__+3D?20+D2=,CME<#$9UW6PY^=U)<4X69IR\.9J;JYQ
MLI;]R_Z>C6][X]4K^:_^N7KC=6?CU3=^;(?Q^FP9R!N,%U7M8(!7;[P>OC+L
MG^MA/5=OO.YHO/:'H__:8AV_+:+_UUNO_0<0>HU.HE^'[X=G0V=Z1@=='>[?: MIV=
[Q[U]VB)A[I^KMT\/QS[M]_9I.^S3]D=7O7WZ*H2Y?ZYMM4_C9/+QO,CM M$1[PR9_B__TYPQ4.
MD;9:/CZE_>WR=CCV:*H MWPH_3@_,9/1_OW_W4_1Z65;8#? RG]0([AB@P/H M*P1?
5*9()AC;O4RJ)$+PX=A,DKHT2!&#]ZF2\S)*"A.9Q=BD*2,1W37\@N1^ MFVJ1!Z(Z'H".[I__<3]_;Z._@(U^?
;C5V:8'L)IW%HAT9;P0W*5+/%=?3J MROZUQ";ZRAW 2MU9 SO(+R-DFY^L"TAV:;PVIVJ0, DXTIC:FG=MM@?
F3E9A=X\QN MYN?/XP#NQ/XXA0#8]^IAMF7W)M5@_S]<'_]SR\9X'G_**9[NV7!-,'AW63T?
MC(;'SXZ^<[*&8SWM9\=/OVN.$_V"TJ4$_9X[\E^1RS/=^][W'JKZS9^^]7T?
M^\,L*Y$9V)=7REDRGV.^:&RB%+J!4FY!M67-9_ZFLJ)5$LT2BVR MW\[MA\5E5IJHK,=_V*]+:]
(\2VA**_TRJ>1BL;USP6O(]!+6M]YF2WO19'D-_MJ[0BJD!S]IIUD56972XOJ+G(M6-Z'_090&5_3[V@N@2_P$'X!"?
AW@]_Q@39 MVFA@GM,>$9Y['SYE,9? OE6*-[)6M!,SPM-D[F@(*F0 !M7\ 4:VN5S@70R\)3TNCA[VR MWF95@H%
<%=D%#M,HP.!-,Q!@>]&O4\[O+>70$1M]\XV\<9E]CEM?VE]153N M++DP]+;S15:M?=G)
[LY1QWL>1A_"EV15H;&*"]53E7RT-[!7F=;%,BMG5C]: M1P8[+ZWFNXX2^_96J!Q!L9;3Q'$31!W_4I;4PUW)#_.G +-
,7UI9D>.W"P,Y=&#TD MF^> XXSL3J^V*8JC_=LD8KTT3@RXGW]*'N^M]IZ%S6[V9?#_PIN;N;B45Y^A
M#SPHJZ3@*>CA''^R^TL?XHBD03:;VX9XG\\ODNN2!XW_#VWP.AU:0(_]1Y9/? M85$;.
[EZ6O1ZV(@()#__>)Y//GZ*U_(!PPH<680?E2W$A[PC=7S"T V$7QTH M=3 @5ONTTO\Y
X_;3]KF\:]LXE_YB'*ZHRS]^[>E_22IZL*4]SSM6BP_@9R] M?_V/7TX__!G/YQ,OZ-=WK]YOXC <#H\.#F[R#?
Z,0O[3[L&]'U]#PL"<@G6U M1A",LQOBJ4*+,.B91J-G!X^]MFNO@B*S,*9I_+[SMROG2[H[WATY/OM)KGYR0]_V3-ST;#
MO;W#N__L:+CW[/BSW>UP?S@:'=WVNQL2[J/1)T8\D^2N,Y^C[&W]WK@;0CV+L%G55-?V RLV[N7UMUZ'OV2
M7P#0M&!BR[M.(/ER3_ZES\"6OM7OKY_F,?\;*_0I78D9[JJHC*?9^D#>[E/ MRB?1OPH;XF;+Z^E-D).MESU/3B7_]$>D?
[9^F?[ZP]>J+SBZ.UL^/*N06;O MPWH=MG''YP-_L*_YI3U(!78VR\RT3=+2J[!>A?4J[-&]M >IPG9N()NZ$9>]
M!8IL2[>T5V1?7)'U;^_Q;K3.%]AKK;X \!@/0U\ ^,H+ /_,9\ERF40_#Z.? M[?4V[F'O8_>Z/?/UC_;%SYX3?451V?
#M\/3O@K0J[&'&7E^S>?\;WZV/UT% M;%'A/F(5]C4+2J^Y^I>V5<_V:9+_+?7U4$E9/FVCTY=]W![U;=NWMFV'8]X^
M2]OVWYZ,_3ZO__7WY[,JL7\O__4$L#!!0 (%2!9UG,$_-J'C4! (V M$@ 1 <'-T>"TR,#
(T,#DS,"YXVX,4$541+'*++,AZ2:3W^1>!%D\55% "2/M1O3 M/I* 1"8 HE_/)?__?KAJ!G'"=!%/[MFX_???@&X7
5^4'X^+=O[N].YG>G MEY??_.]_^Q__^O^C=ZEL$O>C888@)P3MT$81>N H\@N[DJ#-T&:Z^0W-"T"UT M2]
M3G#\C/WO.-'7Q/\QX4*D7OR(TVMO@Y.MM\)_^T:(LHT2'/@>$P!&_/## M]W3BO#2-
@X/7=8_3\7OR1,:QUJ&U<:$@GI<#-R_>,ET\?/GQ_W^^7/%%EXU)$/Y6S3MM M__U[^/.#EV
E+PZJF:!_*#)!_^BGQ;:"ZE_>\S_J38,&'N@V3.G.4#S@,-M\ MJJ+\Z<-[_)KB,
D>"#Z!9CAFVS0Y^01?"^^^3=+7EMW!&R9QSO_:2Q[8*/27 M!3FSY.31\[;[#<4?BI.R-]MB;3[^\,,/[]E?
O_FW_X$0V]?!9AO%*>+;^RI: M,4D:I@E^.I%S=0*_.OGXB6ZX[RBQ;U"X]V$T3/3[?DS(37,4$VK''-6?
N6'#;ZW']]CDB;P4^/P^]OX.)GEUP[_MZ"ZO.B..E%7_I+B\XC?=9"Y\D9U9:#O/V<])I_U==1L8V'.'[+<^PM.NW[]?
M>625$=;LY.-WU=]U4CJ6]WII#'AA&*7L#_K^]EXAK]/O=7=*QXPYCX M!@7T\NS>7+(HF?0QU9H")LI'#_#_J$ZEJ5?
JGU]H(TX-:>3^]7V92(E\EF!_M$?X;^_79?'E^]GE^-;\^/;_[^?Q\>7ID?I*"HJ04]]GO+ G^$ M!5:$Z;\5;:031X(ZXN31.S7
MV]K;GS-;[R8=GC":4#%[KD!BK1:=L.GWKL! MO2L,^+8[:G='OIA1Z%.=_OT"_2]2KO1B51_31;KQ58^ ^@1?
AIMZ#0]P2/A M&=/79;3!5U&2E,X+6\1;]L_W'??/W9+^Y\OY-=T[BPNTN#F_G2\O:0,TOX:6
M7VYNSW^FW2Y_.4>7U_3G<_3N:G%W]^W;N6/HW,D78'%Q^O/\^J?SN\OKN^7B M]-]_7ER=G=_>G?_'_>7R[X??
0@<3;ME1?SYJ1XF1Z>9!^MA_0GSTMVUD8QO-_M[WZ^N%K\>H3JTD*F98O\Y;@M0L=!;*"WW=#]!:*,L-=>2O]WL?
Z<)4&($[@\ M/GM)0"^4&VU6]-?(H5T;5OV"'_[RY[_\!9XCN5'X!'&Z*%HC29F]4AAM^*U. M_6V=.Z[S7;;9>/%NL;X+'L-
@374Z^I!N+>O\ MSWOK+.C"DFJ444X:2=IQ]QQE4'OBQ+&RV)]BN/4"\+/'@%;ZMT3QBG[>P@* M8^5*']"]9;7_96^U-
=JPXH(Z$N01HX_R =Z6O..2*V_599BD,3/J5"]N9<.6 M9?SKWC+FSC&-S-MB=5TL+XA_\4B&OV /?
H;9JUZLJH8MB_7#_F)1*HB101J= MM]6J6RW])"3$>XCXBYHJ-E?!"E[?\\<8\P?W1[YL!_5H7K^_?*@X,S6:3 D2
M5%%.]FTUVU?S+J53B!^#U67XC),4YFUO_2K;M*S8QWV=1E)!.9FW%>KPO4$X M0Q2'@0?
72I!F*7U8W.)''#*KUC,]!WV]"H9X_N+%_O['=V#WEG7]M^EJ@&0 M&@'4&'T,)
=!;)2W9>]X*2XQ!+8\5%^$ZH\M2_;]WI)!3P1=WQ:BZQLQC5:_M/47$QW%R_GL6I+OJ]^!^LY;%^7/%.9G3^!/B5-
[6Z9!U^NPQ9\!F2_6!>AM-_M3=.6]=]JWR3 Z)XP0TBF]K5GWE_DF8.H]\\P P<.:XTN3>U;5F_?T]{18UID
M@=S;$K;K)]_)B7%9"]ANU+-:^H82209P.>@>4OD64%F+$WI:J MX]?&YV_IO=9\7?K?6Q9HWP0B%H?U?
EN1#]^O[""!OV=4\O/GW#K5\/>6%=FW M<^04$"?QMBQ&W0(&W_,=W03_O&\$Z>XF0._DO]{\?
^8]!DOO@=0K*X<1:=D$ M^W:5 [T'Z!T?Z&T?]'$C-*QX0_.6M=VWK52Z%.COW];0@'>A:0WKF[>LX;ZQ
MI=K3\+:$)ET.^E(>WJUE2?=--%V<#V\+;,9VT_"5-G9H6=3N=IRWA31HT&G6
ME%IZM2SI@<:=MW7M:^6I/G6;FK:LX$$6G[?ULQ/0./=]QBXHL"KKZ0S31P6I M_G -D&W9%_N&ID,"(6GS?'
]E0N]$^._;2&S1I&#MY !LBU;J,HRUMEX\K:! M!C"JJ#UQ$T=;VG 'R9V_9\$6[G-Z+S3M)_.C-&^O?ZD*4#K,+%/8D)
(9GH,J MV6&WX=N6L[?E#CZW#)%NV5S];7YO!]B0!QB]4N(,^^>O*;$H!\MTB<<7P7> M0T H)9P8/LNZ#]BR\RJBO?
H<:X(O)!ECQQMC#6F\O6W*0UYF5>;F?"-LHC@-_M_AL,)_F (RB[)OW3,YUB>$#1PR#Q"+
[#JRS>WXPN!FK9A!4FU1JSN+[5)$,(_M.&(;33/$0@/)U@GEZ^2.,H9RSMZVH!$OR<'WZ<%$6K;.ONFV;NN\W8\6/2T
M9^9GA!X&<#-XX>X.6C Q?PYP[,6K)WJ&J*69)PEF1D#M4A#4_'F:'RWA+7RP
M,7VJL7=_X\8:G*N6G;IOCZ[Q&YT@R3>[?SGG?TJ0XATIYJ%!OM\Y_\);D5^V M4@3DI843,D1*#F%6>?
L6^N55M)^&QW=OV5T5&:85V1AOQZ#)9X+F(DRJG(]' M/#9[D6S9(E5IJ?IX=6[.MSUC9\]4K:]2M^G1'-%3G02>>!92

*NS"8:^PQ?H,_MKW%,#_5;_(S##-]B I@XRR@GU7FC.>*C97?N>P Z^> +3X(BL^SVY.RJURO] ME>08"9:1X!FE$?*
(TY_[;YK:5P7;(-6F0Q8/(]&R[E59S?O9>F];P'90V";X# R M+5MAWS1>&T#VMATL;P>ECTI##FNVV+
(UAM(*]*,\?'<<0K5EL^R;L!LVBZ:R MID]8,_&P/H@S@"0';YO(U"92YL!YDF0;-LO)?0+/%3K#]'JG:ISFUN#+D/P4
M>R%]'ARQNTP,U[+M:I++:[:=9E;46$+ $[Q^%%=L5Q:=*8(])-A[VY.F#[9; MG*1QL&+ MK3A/>7Z]N[>P-
G6C7#+/CL@F+KT(I>#B[,-AD?O* /?OIUO Y]O M-UF\>J(T>%&?2]H%^_T]Z6)W*!7I"^0:,&?Y8GV%Z,>Y'T?
WZ=#M##G ?/6GCO^>N*9#[V+^)H4]@^^;;1R(R5U&<-I0M9QY5P[P3LES>^OMV!/MH]\KH8\(SE@A2\5F]?PB%?
M@@:/UJ#REW=LQUXM.VO?BZ#CK;4^"[[R]87_@:*T;.])J-*K-_#B%?2\Q6LD M_JGO
E4,,PC3]WZP>2_:O/<(74Y6]_?'IQBON]>T_2>M)Y04_=LW2;#9EU MUP!G]-]0QBP*3WQ>_/I(/FOIV.8ZVGA!V)_I
AD]/+,A3C9X\X#C8QFNHF&% MVR=*-%YE#_A$3=*1/#=0ZL,Y#(R3C?<=SN)H"_]A([^G)\Y:2?$2T-OI)/3B
M.'KI,NDDCE5?('XB?]#2?/PK5+[_Q"KA_E,UW:/%V2^D*YE(X$$$Y]E)D.+- MO@"=B_?
^4S6E9I8EOT>_9CM5XM5E@J+M)Y(DX_M@0G9%.JXV;0<1^Q >G\BE MTJR6Y*\1M25J-TA"
X4]W#"KD2NRD0^4+@F$L[$]*RJ=I@8 M#22LB7% ,M+'-GF.H>5 L.K*6UU%:>KM8E4.+4K5>8F.(^SJ>\H+,AWT#96[
M.;NC*LH6'78?U1)P*D)%19_#Q:@EXO :K2]T<^B]V4;)P2%04_JEZZ?>V-W5 MFA3*H1RT!A4]7=P:>Q5#.M\8-
3W'I2];U9O'KS]+2%U+6G21_)"Z]%&"MA,: M4J\^3J160F/0L;N)=C3!876)H]:M"ZD1Z!7'GB?=Z VE8QRZ'3L0&9>!K#DR
MV8+QK,N XU(4#$Z1N0"IU!T1E&VI'$<./[X)M#@/C,[Z/BFZAC 6]O;[F!6 M'-
QI%B%;N]Z(UED8\FUA\),]EOR0[Q#':)N]GSN#\#N,@;_/SNQ-V-V%T0_Z M\, KP<1@@TR-*X2_X^?3+8>CPSR@@FXS"L
U.3<\RH0SFR3*3Q]W*" MF6-@^"FTGH5N:*8=|>E@0;HF0W>=N,/H3>R$^S3,$?>IWW25P MYEQY#[A#=C2D9NK=
(,'TAY./GTX^_C.3O(I:,[L$FE[1?XG60+V6Y^_YX-!0 M40]2Z*#(%$?
%KRFF]IBOI9"K@:-5H2G]V4NCBO14E1>Z]I('QDF6G#QZWI;M MNO>8I(G\#=L&;"+$+_*4'\H;OJ3_5,JQ@^Z>3_B-
GC_[PGSQ3FU[&=-N3_!MO3R"_ODI;&AO?%49O!W@ZH MXY(^^]B+VQ@J=C"Z:*"LA5OA:>'W2.G\#7'N\;5;>XUV"(=XJ
MK?F(]IH->!#S&^[&"T"UKSUSBZT&8_>\03G(=I7_'*?@.'T,(,!26@F05!UMN01'K 9=MW7ER'*W! M1%=^A,|
[]4\5*W5%92'SUZ!.UHZ=#2M#IQ&=U#"-I851A*/?!LEO+,)ZMZ2O M[L^4XF]5BM(!O0WS/:<7""$>512OKD[K-;FJ9L-
OC\MP2[]4MJ:?*GGOTF-Z M1WZKU:0_X<$FY2H*'U,110,@B(V/QIK&QC]M/69,AG>IN"]I'*@Z?P_O/]S$
MT_,&8X'3%#X6S*T[L4F26PP3[.,8 E83^L#\._;JOKD>! \#P%KNY@:>AA5HPD3C41Z$\Y^_2'_[R)(S],I8M8/) J MU(':9H/-
MW8 P\:@SSV'6R5/ M711@V%^LM<.I4:OKT-'T(TBF?5U$,8P.1U0>NB"\T+M*!]_A_8=_-C6E&&EY M1?
QVB0MI1BUGGM$AG+H+3MGSFUQ27?3UW_&N)%]].WMOC6>L7?4U\]ZMSP@T
MS/(7DG\=K8_9@V@,)]HX>1LOT6*;Z=D=A+&73O\:!P"[D%R&C5$/-D8:46R! M>MN>>ML@]4C+X7@
@3'$@7!3./>AM,>_%%J/X,#IY$&;$\8&L[GF/C*^TT9;_\"4@]%42A3B9/S[&$)\&M_$&?-U55\PQ M9$Q'&
[Q$RZ^%CL1&TQXZ9S3_*;5H%-M9H@C" VYXM$&JW#<=DVGLK556Z0, M-E.
[1\UJNQ6RH>\0D8ALYA;Q31P]!^%>T$9K<\/3S%6[NXCX-UF<9/0%LXPN M,D)D:,=BS1+[7NA;#,<)5]V7D4P
S#,=*L.);8PP\%<">2P\S04\/QD]QO/J M)Y\!64A/!#E_I9[&%/M!Z,4[]H8%NS'M&=-7/5B*Q07:^*?9&7%$UPL_^#G6
ME7:!=G]HU?0W'<]-M1YZA-_3CY"!=Z42E+^AA=!(D+FGT"')6CO9/I0K0 Y:K#Q-34?T%@0,@Y^#=*G MTXR^
S+GQX).]I:EH,.RC^*']5?K0'IE*+S;ZIDJ"%7N0?:Q9'(L#.E(E3Z-G M>ME5'R;[?S?NP(#
<7APK$%1ZL=U%ZY3.$*XWSW3H-:1)M%RMCM\-S=?*P=V' MBP+PXI#J?2KWFF7'U\4!5+8=5=":?!Z854V4U\5/ !?
+M'V]Y]=%#QFA;?C,^.*]@F'PE+:$I#7-PGR+'X&=*-[Q MLI$;.%LULW,>1EB3W6F>OFFS=H#C3_3E_AA[F^K
K]IF@VU0]=DHV.%FPL9B9_;4Q(_F\Y)/.Z1]UY ##&0XX:G.^UK;#.R=28PW%'&G5YZWED%SE'=
M6=6M\Z"AZN7*9Q4!ZJK)@)E$8%7 OKR\M6/^#*^#55"?3]K:>LD3 M\^WXV/^\ \A%+7)(8%C6&\,/(#"](U)&
<:CB!>5\=BV"K)28S"!2S^A5!EST MIL]5L\Q9]9U"8@(1O%]@+#PE[7[3FGY#Y):(4(P$HJP\N;VPYWU^4Z%=L? M%?
8BL /3SWBQ;GC7'TAE5!8;T) !H3%LNN<[=!P)--A52T1S7>N1L ^3VHES MUG X_5\4W (E7SY^9=6MNO= 4Y=1?1%
[>;)G&8;,V(LHZY5NJY.9@$K3EF%W M.*'A8P^URD")"OOK!E[0U'4$(=>'QCJR2+O?PW6]AQ'%BE7;;OGDA;:#V?
1KM&9<@?(SQ$!RPCX04"16H2:F34. MH#*0CC/5HJU9&VZ]158J"W@J"V=AM7 M/KJ$;,A9/?4(45,
[GS1*"L]0.HCN3%5!]JWM[>:7AYY>;;^_-PF15:K5M1 M3R\'96@[L3IV'OX0YF9!K1ARO2&ZN<\0F0GB/V"T* ?0-;<=P?
ND,G8IKP)R MX$OD,&J#*^?BD]!>2\)EUJ*DU_?["KT%S.QN+:G\T."9UIKLVQVZ#C M$OQ[!H?I<[L+L*[U"(ZQ
^OKE,^I[B>3HOFH]+Q8"1B+0S\YPRM"UZ#2 MR]G8W@F\J(9Y507MU=T1ZJP--[VCN%5K4F40[$3"'3R^Z42M MY9?
%>HUKO40UC1P]#N=T2GP6_4&\,J;^_M]-GYQ4RXSBBR#]['T=ZV1"?Q_!# M?
>F&3*.V/H9YI.J6G:_I[5[CXNU!:/@<@2*CD&K>^.YL[S><45?A#$"]FLM0 MQ&5JND*=6;>]XVB2C?);I9@:U+IP1Q R?
AR08!W11X@'IW609BD&J*U''&*. MC?@%=$[Z$FTZ'0XC,09P5:;DM?B/:YL/&022AZ75QW=H;4S#! @W@_0\5FV'
MO3;CK(ZD.=)E^G%MNOT1A*:G,^I@A+:L>95C3&^J]K/6K2:9[(\SV)3]XL4! M\,&*L#9Y92L:#IC*E6 H9 2.ACR-
5:3"-3ZLN_0P MVRMGN_Q7TP!#8A$+EI]Z7/*FYH.M]4],F2)T'\[]31 &2_H5 MMELBL%%U'[3F?
&XUN1]"8M@8.:J]1_*%QG6SYF5KZ30]6!G*>=#PV9FG/US$ M8XY?H.MG3WPKDFT!$:%?G*#D,Z6M=!VO "TAH,&.O$
M85@%%E=SV$!-XY&8H6K*$K4T'G)[K##V&;3C(6^\]GX#GKN=P0.-8@4:WD@M MEUYEV[%\P*V6O/KV
WX)#)>W$@FZ^4#JTG-ZK_;.D.L<^6BH, 4Y_"A.T/SN MC^*&^[:F_6 B0.C18]V7]:F/6JIN.V!22'5AHD-*:7:G,":
P);\GZ8>8\A. MZUHMO;&+89V?HYU(B\9%5L570\,AKRY^G1Z3]]>QL^EHL-=U%/OU7K+"WT>6 M8],Y//'SKII
P_%J<\01!)96JP/T0TKC8)6*/7A/G_@)4P)$=O7NP+AY,Z,X MS7U@*@U$U#WC,R_UJA7.UN8VPP;; 22;FIN&-O<(U(-
JQ8JJ;&BI),14\ MN:&[;N/1JJ8AAJJFJ:.M=A:M6'S9?V1>3/\:TQM;] MP@+KI'MU? A.A_(WH-
^0I?'<0'ILUS]\S7VFM]OD/5Q:)A80(^ZE1-:4,1XN M<-C@[KV9-6G5^=]L%!4Z)YV!UV@8\]Q@C3)
M^=-.%C*$WOK#TPUW%\-_NA_V>X-M8 M?%;E*##ADV64%L\R*$!['5_A]3Y8FG;BR@6OX)V=453'#,Q"GNR!-Z%6HW!
M,]T,-\1;L4W7P;C*9+8? :N??;=1RQ%,J;&*\(KUMQ:-6+(TD-F&-7]!IZ!8/ 0C4!-=?W&%@[M:U3%)ACW5.7R
ZAFV%.*RJT%O$"@(/%^C[A M.)]57!]*8@BTI%/ZST6\C%[],;?V6XX9B;PQ_K-[_X'S#%]0Q$J-QF?FZ501 MI:G?
5W@%B5H*]Y"^QRX+-F0VRJK#LNN7<>1#MH. ^UW1=D";0/$!WWA&UC0> M3I55AP,$Q^O^>':.@TDFV?L>6A-
:^E*=WOFD0$N9(V>>I4]1W%#TVOPX(\U, MKI2S;E*.H#2@0W4KMBU=C.PABGUZJ+*Z>+7%
!N[C"2PO63HEB\7".85UT2G MF/<.9"RE!/%8"'AHW^'"F-L2^/AZT-T1[QM[#*](W2_*!8@2*ITN#I?C$QJ
MJ4))&P=/%K#L IX.P\"+0OCJ<+@*,(/:K<+G[-YO;-<(V]_7^(7]I1XFN4O? MX7S'>]BY+1]V0X#TVY 5&S*/@ VKP3)?
V]QO-!UD1#2$T+$_FW:X\8RC M#I'J-2T=39$(0-Y]_/2P#-(]$W9E$^,O6@5$L>^3JG['-G48+G7"2P!7 _X# M9H)GC[!3-
CWUXGA'E[0IA*%;WY'X.FZQC[DOAA^Q#2= AX[#8_$+3*RGB/@X M3CI9![OU=7S,75 -
T",R6&*5E1>EN>UD=46I9RD]C,647-);)PB38&4EH6+4$Z^0!6B#AQ@9CB8WG.85A8_28]B: MNUW3>+)?>#$,
[Z>X'BK#QDC3FS8]9%E+QF0WE:5D]\"Y##F]6X4ZQN@J1]V'T
MD."8!4!=AMN,12#2IS$)V"Q\WK'NK%Q58\]$M>'&5PNDZ5MLZ32F&B"-RUG? M?
K3IFD:S,FTF7_.:;-3Q>6I$]VPZJE4K@(EJ*#UP?O#9SP/?CE[-'H.8-HL(M+5DJSE>1])S?;Z/P(HH BOTLSAYU?
#_*GW!QU6;W&*$[Z/-:RP0O86AS(VT6 M94E>&1;/%.0W)O*5]6W7[("!^P<5+5 M$.HI^9]W]PF$2G%P-ZA9PW6-H-
7M>02A$90-@D_F%,)KU:73&"?4H>/ >1I+ M[_60>D8-74RGT+ Z21?>BF=4UH8]5[8;J2+0EF/0UG- L;8Q7O%G+6
W;Z(X MK5;FNO08%OL8(OJS TJHMG0:\OLM1JS+\J2W* MOM!V#/$ H&H=ZH#JW-VQ#XH_Q,
[I8VN_,&9]N['I(T*GU=6(P_20*@+#Y3NL MUY@!4:D+&$+PQ(L/U'L>M41C7EU:HS3V\Q/223()50!?PTTM %FIS&
MUH<="T9TK6Y6;#7\$T3LU<\XQ.N@[B.N:^WH@A1%6>]VFX>(5%R,Q;^;S@E] M?(SQHP=U['A]T%JS2$W+P8W]
<.$TF#KVF@T;PEI0Q9KB58L-+64"5U>(;D\% M;NPWDEBT,YRLXF#++UY]%S 7:Z>HM!82XW.Z?MZ!.:CA:^C2TT5-
JO/7%/)^ M#RY.5>XW[(M?TWS:"]?6=Q@R#&P/5??V[KZM3EQ#'],@WIBIF0NDVR!MCO
M3OV,*P0BSW6QYDA_S=@$3^U;NOD#0;%T-FV EV46PW&[GT"IWN2!AOZ M2=7MJU*CT55,.ISJEDZF30N4M
^'D=?)H%#?>MA"1SZK(/KKKG/ MT!%Q[/2ZJDG^;FX[O12')F#(LP!\<52YV7=!NAMWP(W-]R;D,YUF]&F\$94.*

MJ;JG(,8[A1(?0\EQVO+YZ^H)ENS:VS2E+A>:&3X*EP&./[;7WJEJYK;]Z6 MD9U/P2^)XRW4]H"IJ8P,/:SO\
@VTG%99Z';:V<||S|'^.81PRRI; \%JJ7Q M^,S.K8DR77J. -==2#RZC_R:X(LJL5I8ZG=P4>4<'Z!5^](@(B]IW)%2U&#Y[
M3T,X:KNZFON,LX"(-&"?9?COV(N7=,PZ]>5P.M/3\,91(F1JA4"J]_@ M2'; (._69\ =OZ7J!\=)@BC5"Q*]7(;P8?
+CKP7CIF/O(3%W-RQ0HPULM]!J M.)-I*2ST#")*:\%AZUH/B_T&W^CE9AM'SVQC5+]WN_2P5-\HR=VNNE9]&?)0
MW;UD!5#+]W(S*A]J1@=PFB)Q_LI"!8(<=ZLV0Z*BZ1@NEO8[9& [OC'E4 I8=^H^N7/ ;W7Z,;?=<,
[Z41CX$H*S1;^8INQI:54 M9+<>EI921<#T2:S<^/S88W70Z:"5AVI=V[$!T/+(JR,1:,N=I_<49__S"]\Y
M7*;&0E^FAAB5F>;\-4A2S(HUM(BIW(:*!EI*D(XD7<_% XG([A$_\J>(@:"HOI?S9]U]S< M?
9E__"#=:@TU32L;6BH^0%]N9'>7,@3X@!]HPNU7Q5]'7HX.!Z'U<&18L!S7 M9_'6-AU>C^4:G.:AICI.!0(?;7
=A7$!D.^J)7;"[!BCNMV4\^ ^]$69#D@! M74&Z?%-F[&T1J8!':3+&(^3C59/^- ,K?9. SH@F!/T!N("M!2%AFREIAXC
MVRG='49:R+43).KZ\4:BN5W@YAS[NM9.->-;_,BP <.T)J"HLIGI*^9>;]2}1B'<"MRP+_68?3$WCP9@O
MA4X44QNU2PR4Y56-3(?1, Y"630JB+2E' =$LL/P4HD>C2,PCV1R<]5A;I"Z M8;FKM4V1K=FDWTA_<*S
M\U@E198^L8S@5]KY/4"-QYY,C7(?#?;K[6-<-AHVZUL/N MDCU4LOVOXZ'=R%!:GUL,SA3Z^U*UQS(8YY"
<&%8O+D,_X^7;(8B_WE97V6XX M\ <VREY@ MNHL&),A,I@QM8N\[:8-.[TET!#:ENESGA'M<5C5_UHS+23?
CDK&!QA;0PK3) MP[PAAQ,:\+,I8[6V?A*U'48#/I+S5H0*J8MDZ]I]R(P\L/##5H+SMGV5&CH,
MCT&:GZHM4C3U&!%J96L!7..(XTT.TJO4;_&&YBUL&KZXTW\%ZHXR9-7,U(&= M!UQZ4AXX XUKHV+5"-&C7QIAZ3?
5T>;'NI>^HU!J>. M@T'79U35MWU(SY&X&%OUN)K6 YY7 M;R$$-\2R?GL<+TTU]1@V([-TM30&Q#=T&%[]U"I)
MRJ*CK6^0#ET'?!GR9"9A':U]#19;#+Q&A9"!2W#527VGD$9BTJV50
M2+>@",H4='C"6BL/WF=$IXKIW1,FI"URK]!H)&\8>>+GFAQ]PM>"8Q]'P^E*
M++W72Y\.'*P##HO>\EZH:S]P8GB;\;G8:&BPUV+)\D:MKZF'TXTBLL9N\1: M\ "+WDNS*NBYQN832-
AL"EX]E,IDS7DB9 >D&]AN=PPGPSWJHO QA7<9/? ! M-:TAOJBRZ5C@U=K.T]KFCHXD68@VSV&]H+^I.HWJ6H[)V
48:D_TF(3-VV[- M.(" <4/U/J2TRA?E&5^B@!.@@3Q'P:H:-_8^\T\BNA"?0_NW:S7=4@"!S:>PR@:\U 614-
MAPPD*@'L512MKH\IZM#7=/64QMI/,BVRN6#6P32&8*_/I M!?8AN)C=@)2'7:%QG6?) &738#C\"Z?
#P#Y:KZ$^U=9;X0MOQ2[*!IR<;CV' ML[]'CUXHX.NI^I50)<7W!+3]38P3V&:*)YRQB@'3=MCP QM5]#YE :Y>:+:
M1]VA:Z_)\#X3YON[I%IF$+.[IH/SI*K+<(<\53C\O3#=\U>.NPII?J!.#9W*? ME)W.=3>S6$6 MGOK25#?
^8#*F0Z$K"S"PA)U;'&P>LCBI-I=TZSB22TH9%9I?("V=#$_]_]EM
MGZ+D4)RN#KT&3)=+/7JT^O{J:ZD'7]EXN+A*8>=91O,5/7%C?&B]I@,(&-Y) MRY=H^11EB1="*/'RA0ZQH[_K6$KS@-
Z.#>DY:&L=H46?<+7Z$ MJES\576-4SBV$V4NK-1!#N@]/>><"NF 1/H"((8P%9CVP;4/.$X@S'(5K9>H M-JCR,"JFX] .
](9)59-'I34\QG6+:O7R""C0,3AWQ&]L>HTUIK&XXTC;$,) MD4 @@T*5';;$@_^\$ Y8KG?
>!LEOIS&FKW]X5^USKK['2,+G]D-/OK/.!+KP M38PW0;9ACQO:5*]L=?-=6W)KKY4S4Y'6RVX(&RN!5?
X^Q@PQUIJU9?;#>>< MD/&N/(>RYFC@6&_L-A P(72C\$^?;8@VZZ+I4<9[?O?&UYH_TF?,HY=B)[#) MQ_,SO27@:?
I:>B1S$V*1Y" M7)L(U*WWV/P++7GJ37V,1V?4VJ(;TI];^IC&]HZ#QR#D0:9S9K0!N*+^K'>
M\-.QYX#;X[\RX>%81M(%CPO1SLNHJB:9>CGG-;[O(V]N35S? M83@+/IQ5<.C'^_GPAV5(!JP%79C%>NF]5FW:OK3TW
O<"U&;N=7(F M=*-A*8?V$F 7/4)VPO0.8=&'9=!VI. VW:F,IZV]*NJ3GIHZF09(SQY(L)+U
M0QJJIU6ULQ\H4JNTU;8=$RZP%O_0EI/;M;?I&'OO%8Q&I?()+R%]7*7+8(/I
MW4J5#,I;!2KD$00&6QP6BL%JS.KH@;MNX+ =.YN.(J4*_4TLJS\TQ(Q6M1N# M^:_)2K#7;$"&>\.[MEG^C
YA',%ZS^10J9'M1\\?W-V2XB#CF]I<8 T-A]4B MZ,)'17P2 ?[2Y2G4WMEXS!E#QX;#'2[_C*3!MOI:KFDYMJBRP\+)AG5[:
<&% MI=##3F ?!Y$8OA[*YYTHHLJR;6.6';S:-158Z-!SC.&UAP?3C]Y@EZ@EW?:P
M.9:*:7V*9]KY]"'H9ZL:^UI3R^&L@\%CR(!2PG0?_KH5[*=;9TN7\PV.UU&\ M8967Z
/RL3)3M4N/H1'*M6SB:YPV1R4W=ADPUKPF7=:U& M$FG'3%]W6_JV]Q?A+_11![<9Y$S7X31U[CZH@-
WMLG6MIW>X@&S M7YL^Q.N&&5#O$:;1!(!K'NJ4MKUF S+,3JIZ74O\>3 &[^^6,7MJ[S2PB:9H MA88.
SKF5>"$,B'D'WJM9[ZQTRCR ?)*M_Q3O]]'%^RF&ZP+X=^]:?-K*(* M[H=9YL6%WB&MP/R8@P+)8';6\6!P$8PK(\
(3CD8!4>%),\C:D<1LV/B!LD>T MUYE'RHA9M0;^+GV'A.2LBO,2#M4#0LJ.(#0]+:"U=JJ+"LNV2RG702YQG"=I
MBY!&"Q&07P-V=4C/L1EH]VRJPM:.7UG,I]CR71@B/@;? @O(8EC(W3P*I?9# MUI&@GU9_'T\BI
RG/%418IRBR'\)2!W(2Z>NP^FZL+46:WK2,NX6#QQBX#*4 MM6[3GB0#Z\/Q>&W:)4+JS%6M$O/X<6Z#+?
TG+@"!>+[QI="4X^1.)'KX*/9 M'YL@K \F,QH8YU8?4VU[XQ9,.CGGK]N V_0@Z:?!C5?;>'!G$M6)P!+6S8U4
M:CR*1R:O@'4 W'3'SL.M#"'1"SQAZ?5P%F4/Z3HC^WZ\NI7JUKE*,""$7C>$ M_BM_-LW.#RYQ_NF("]5LJ(LKM?%59J
#!'[3_*@E($X(IC/#IV7[]@$ MP=Q\^O#A^_?PY_I]E@1%0H(:@_^1C(B"1CX;!6W9,-,4EFARYM1G2-)', #B(Z ;)X)J(:K2
M7K,(^:.GUU(*6F@=Q8AXJ]]0M$8;+_X-IT(-A5\D;)P9\F@[JA*A9]")4!0B M'^:!-@B$Q6U"LR#6F%-$C.0,J>F
7S&RMB7:#UG=/ZH[B_8#%RUDV>&^6&)) M#\6*X*2$*JZ7)(W>2>+?TO,'*2%OK0M9*/.B&?
>;]CW;NANV7@KG*7!RB/) M_=V<.UM,'^T]JG"0 D!J7&S3$KY, AO;XN2@D!*6OZ
MNP&&28E71U]'+Y[+GP+P3B@U:QLCOU4@MRS>BOA)9EHY!94_WAFZ+@OT$1L MB1$^TH09-
_)"'K)K6^G!=>=)S6C_;? MX-Q6!3!7U[@7R\KLM:6T1LXW*;$,9&9(^9B1P/L"'$-ESILAY0Q#>5B-;4$[M(3 JE#D6L)
(L(]J[_G=_8;R.TK_C-,=GS"GQ3F7DNCY;X3Z,U3AHI3%"?TC2 MMRDK.0"_[
FCBT3@$=+BDF9(\8K8N/I&Y2//$+!+VZ5HAU.4P&,_ZM^E(M:N4GHH00'Z[H59@)*S3=&&)0;JE&:E@$XUJ?
CIX1=O7EK@L1=GTVC1@)B<\) M+&@X'Q5Y";@I[O V96HO^O[##('7]0\ZII?63'(@$A"+?/ M,@-9Q.@B19A=7-?
S7Z8I'6D7C+[:*6&[)JY"S8C%6F:Q0LV($DI:G^4KC_+; M4XZ#8*")"DBJ9%N49$-\$/0/&
.Q<::ZH"5[YMZ:/DBY8SJ67>OWG"JNA'C) M_=W5U:D1ZZRDB.[O9H@2'3W_8O?E?"-@G/[_4S>V<0,BZ">$).?L,-?"U#_U
M9Y_109\FQ/W>_0-.*R!*=Q$7QOH^ZOWPNS(2. ND4MTFJZB\!'> !"6"BA%_4-S@.
()\^$!S1D"JM.0@M0+8#UP9Q_-1=4Y M%2^:/ BQ]UNP, Z*.7TME-/NJ]"ZJ*1*2C4&$H-H49UV'W_6Y=W3-W6Y/25W
MW3I;#_OK! ;%L\-\2+N]")*51Z"0:)]-#I98]"Z626E&AL>)'QT!,.['+:O ?^LP"#J=\BID9B= MH##6M,4D'21$^3A.WM1*
[U+U9YE3Z?..Y98OCXG.+RB?@BS8#;BWBFJ:C#25 M#HA/23#=13<34D12+LOB0!U-@?
JZB(7/NZ_14=!CFU"0'#O[I)9SR\9$E5"Y M!Y+O5>/B]W]S%\#Y"\\0$%O_F84HT)O2"U&AT\0G8U\A/'(>W#P#BOF'"K5-
MHI*P&E%$:1$FDRY5C0T4LL%8XAX,-V%YB29J/@I2PR_^#EPL8B3Y'+?[(K_K M=>E-T'FAJ?02)-#ZNP
*@WC)$T^.!_2IT%=(5_5@G3Y;G YR J,@54]B1B=" MC,@^_+4<$WDJ3L]Z)*4UV8D2FTE]61!5#<&M2PZC70OQ3?
VOM/.[FQM'008& M.!=K4@JW(D(?>PFO0'P=I=CP:TL?Y$^(#S-9P>1Z,9I.7T_L+;!8 M_\K4'ZKA,JBGONJY>F
(LA"CSPA/1AK2(H@CG5V@NL"V@VS.Q5I33?L;SH&Z M>@9.3Q12(84;?;E<\;=8#^B+E*_=OTA2B2ER0HCED@-
@>@8B"T8TP_S89 < MQS(0B76)R\$+2G*)DE "*8L:'T@R A@FBA4>?]4Q@Q@W#K1*K9 L MBZPAEZ&/7_\=[PRD[
F*B)%$E.;HA2##\%_V:Q4J. _;CEH44A!A_V);(@Z$;=(T#JI;@Y#(\4 ^J M1.\2!+'__A3"XPG!OM.4C8'FPEZ>DL85
(>Y0>]K*PLI)-V$]/&:(T$TM9 M4)&7:XDDUQ(=I)_;DECLB1H@N#RH0@SCT'"JH1/R+Y2G=/:-C*#[/.'N9Y$3
M&S"R$Y&&% 01?G29Q74Y)4F*UZN^,F)%V$>61,2Z0+EFU"DC'@"!5R)W(L\@ MYR;#?G(3>?"25\?
C*SX@GXY9^)09JGO \2,##BG%?===)6Z J+#.=YP& M:2%1 6Q/6K=B/,G\\3$&;09L(8RO?
B@D:CCDZ^.AC1H0>6)$^E"S"H_@:@+(-MONR%H5_^%IHKV>U"0[B2O?0./VC]F>;#1K4,6?82+9^B+*'?X?
*%,FP:E3N5-MQUK"ML;JC"?[-K=%Y/L9^N)FYDTX7*_FX\E7CV% MP>\9]J_N%N<+GM?S.B?,0G?"S*N=,
(I%E//H2NT=TQ3O^;B05D9*9'(RC7?(-M"=LW;-Q A%[@G^$UCNED"=V<3A0+3>7SVL\(*$9 F)/FDQ"QP-<5K\,CS#P3
M%[Z3A4=.AAB*S04/-IX[F0.)/J"!DU!QV8>P6%/F$GG/&PG6N@8?-R[-2X# M_. 3!1MP.E++E9>B:H#P-2*[33]"X!4-
UA5]NEOQ*34D%8HR(W+M!C0+"&! MU;>L)MUDP'HJL8+15GS!PLSCY^--4FC=E:A%K>>XSO+$.INXH"V!ZOL+K*VL
M X!H422 ?4R+F!5.#ON!"IX7"REPU.1%C"3MJ]WT7$ MO\EB*!>5+J.+C!)#;A8LSKM+W$
2\#]=JXITP'\QB/]BUYQ"LQ2#_BB MC!?PDJ\I-Q(UDEVYF<;0GU#$[R':4(*2(D]Q)7PS7_$,DL+D 1=(LH&6$0)&

MQYS1EZ!P MO$9A\AFOHQCS=DOO%2?GKU2EB6(_"+UXQ^)H(.4%J!='A$ 2C3 N'/Q- U"P MU),QW$5,FWI'*'/?H@?
&AOQEZKW^@6:FJ%Z^NV(3LJ9=%[S3K1"YJ+4ZMZ46M1$I,5M25&@K^6Q1175U(+ MDM_H<_&>ZADQ5$&'
0W",3);):QB88"I240T8>9E89SC+EH0L%SS3JY:IH]A MO[J=R)M=1O/5[UD0XZKRSSUM=N**3G@!54K^A#V0@GR
:4E90F,0M$$;$=01 M(_AN"[M2\EV*#>/+=;Y76;P2,EM;SGY:4E#"H(L=$&<'R;&A2L=)95"_D-(MZ4K(.\".Q8_!*O|
>IH(%47MFW)E)C0H3?D%I*3*ST/KIS[HOL#[KT'Z=)HE M*=5U8X6YE>.[B5@N T6>4%XL9]JRB;TH!T$O=!0DARD
EVF(?8XD+^8@EE-% MH& 1CXV#1]!-E 1'V;6UEV:'E)$9RH=%,"Z2 ||0JV[S58D M87.2Y7,"+W2T%0-_#9-!#.P-
NYF[$.G!P2O['6T<]S86E,;+,]'9O1T]N^7L MY\(LNPD#>V@/<7IH+U-
T2:^(($R"%8O@^/BUUG0:Q63I)GD;99P4>SP^G?1.J7SB4W@ '+J2)'GN(=B@(E) M1FJ%FFM"N0GR-2_=7KZXD!
(7EBX18SAXY6RV,7ZBAP"],KA%GS^"C=:^T<9 M!3?#5,4C]9+-E*W$G35!09IY,4!B)SY4Y#Y&7TO/^
M(4LYX'@$!5Y5CIL [YJA!^!@$F(7$_88"136BS\)F?27J"0(@53\F$8%(BRQ#P+]+]__Y:XK#7J^E/!V9<(SWW(>/&?&9B_
W>[**U:N%M%\H M<3E]Z^C$C0!5\Q6]J3,"7IJ?8OKQYR_QG[P@Y-[YI??:ZWF\CQ^BVP.TMS\, M:=T%-,A\'&(,T5A C(?
R%,UD<,+27@0'4PR_>*^0TW)*_Q"L"EF-M_@1.(SB M'2L0L-G $TE+=)8MR+MA[(^QL#J/M #GU"DN#862?&9)%V-
FF>QQZ^CC[<=V^QC\=FK=^G"S-.+^7*U
M418#"4#.8^::5,VV;89O,82_8E]:PK27\1E>!ZN@U\Z1U)$RM+W3G]YBA&\=
M;2F#LE8&W^JB^9S@A$2]SE>8OD#DH*UH/3J:=H1Z"KTKZ@$^$1 :,\.DQ*NK M*AP](60769JD5!.CNX07VSI4;EX9X"
[UXE2Y@0@ Z4X%1-?0#)R'_A]4_@I- ML&^,C,;33)2DLZXE,VB34P[V8@0KN(;8]U<881_L92 VTV\W[#O59>%-
V"T8M11L12\HC\QP4@7F1Q9NXP+5S: M-0KIT":VI,U[*(5:7A%0&/2(C_W/NWMZY6HH\7-5X+/?4Q#B MG5AYS0RN]"
(TOAIB@L*6,ORHE# "DD. +O/NGHO\K1:7,?*9"[C/K#EW>J" M9U+PKVNQBP%M(Q3]:&U?
(NU*,*F$810LG[QPOYC(KQC]2&)_3J?#>\0_08&8 M,_K%*RC+7M">5?56Y(A(#(G8F @&U;!3WR;7[OM+(4,K.?
3B[U4%7H9>N0HT M-BCK3(1@%Q@+$ Z3.'M0(YO(D RTQIA^_VR0R4E)- $U8#U&7&T.2EY"F4Q. MP!9
O=J5M*9;)G'ZG_3>\K,5@P(6%3"2_@5S!5&>Q,*I3D(&4LN^]7JYRG22 MV\;9<5>1
&)%U0;6*S[!JJJ9G@!+UQ(A^"!\U,76-,>=8'Y7=*0V3)#H'%%
M:XA$=>0GLSP5I.;+J"D[R+_/K\YKTP4+"VK!"Y+=!H2IT:Y&4X2V!;],$^DIK)U4E.Q/_?5 M2_$.O.W!C>Y^D./+
(RGHU%7-/3M<^-QH.ZMH(ZSYF7I&>0_38IP8H:Y-<@
M$BE*,V/EC?)H0R'4M7VAJNX=A>,CT[7NA/9OHC'6],=>J&5*4ZKCI.H CW]'9*W MQ?)$4Q1'K&-NX9MI59BKIQTT
,M6R/*[YGGEZ,K25EZJ%PZ+]$)73C;.H/-+]J=6WVUM<[<_M6Z)^E4ML"2VJX\:+%S&K!^$S"61*?
T^0$*UV]9;>Z\\NW"06I"(%@41T"B4. MM3,X>?$1*/ "Z] +LD8Q\,)='\>=E$67(B,G72G64]AJ+%IY OC/8@.T@#
M!JO3(M3R?>(@H7\ZR^ +XH6$3%A M>3S1SJJQ B!;3P(A/-8YDA\ 8O32Y$> M=0#(H>"09?,K(Z)
(ZI_[_Y7QJ9PA;PVH20[,BF.9U.*W5[_U]L$T-:S-08%E M^U@J.H#).K&Q&Q6P(MX8GI
M$EQO7_A+*.7D1@]M'FI6E+A=KL+!%FL_7D>/&2F^,J'EAPFCPM$HZ('1@A&4N6L<
M15M!7/#AP>*M9DKVL/[8*/IT#14B=HL[8PL7Q[WFD'583S^K/]SU!.9ZR< M$IU)9Z>?R,&]>|
(XO<4\I3Y(5O3!#U'+/=4A01PQZDB01QI]AZXJI9KQV&VP
MN40AV,WZ:DDB%CPG."E)2(T0EE6FO;+2XC]7]!70JU##>:FPM"R8#831(G17 M)[N/0&186?:]6I7PRO3M>
;;&_;M^03%*4L#)@U:F(=]E#@G_/ M0!5_[@]^D%-#C)Q+"(1 M1]]D>K!>MN'W 92!OX@QU,/#=-STENHLO4)8*;V3-
25(+QA.$4&]X3_'@VZC,X 2QL%7-#FD/"JL'*2&%3\+$%TY+\L(M%<9&=U_;O)3<\6;VC=V;&EK<[%D
60^AGYSA%:%'0C]\"DF,"LBI348,Y=K. ME164BW,V-7'V"U7FL(+^WBK9WFU5N&Q+>ATE %<4A3=QT_4:.%MK%%P
F+ M\J@-6(VCIXMX,U$1]S:E+JJG1$W+JVD]4NG^;AFS= VHP_03E!8.S0^WG]W M]QW*"=+UQ.&J4&4'"M=B<
<1OD8%%3OV_DX*P!-V-7%=I5]I)3TN0U$UY(L7 M_X;9(W2O?DCHG^(8@,GIAH885Y[!D[M-S;RQ4WB&/
8KE'/W1YD'L3,T=L#Z MIVJMY"Q5E%UY!RT$7T@P)G*LOM5@?L1{[)?I4@AH#5:IHE+;OD[P@O3*+X(TO]^Q+%'M?%
[F%++2^W^=G#;*B:/_Z6VV_XL>9Y:?LX9E(G7BB *V0-G-IVQ:LO){CTNX
MSB44569A!+MKUA4!9@YYJ29@8);T(L0LRW7Z4S\!RP M#%_K$#_N9J&TF<5L1"5K+U&SH0HE^W0V>+
[S#F9C3<=V5_JV.!=4%UL=%VM4 MO.^NBK(R9"Y6O424:=E&LR(!9;"K"-JS M0J2%=0$E4,%%% ,,1&[! 3./EL1FY&-DIJ-
$RV#;QTE@'Z6K76M=>*+)W8;_M8?]K%=HA">B@8>#!DS](LQ0OUK?X$8?L('G&7\"I&838@&I_>?MERK(HE5Z.
M@M0P]'6.](&0',F5BF[5\#V-7TU H": Z@FQ/@$;,+]?'0/(L(X6A2XE4P M7P%-
D$@B7P%=%@N7.,F2,"01*0HC4:^8,,Y2/]YQFL.<]ZT3%(BT%0:L,VK. M]PO]3(#WVO);P+/5 TSF4$LT%T-
E%P6U4;-."ES3>^1T"ER7KH3].7> 0T*/ M,Z@>B7T=RHL[@C14O>3\%<>K(#D@VJ;R.U!DG#F;[
EHK[*NY,5A8LC13CD^ MDWR&360B\?EY8/.STN5/ S823(P;?/U!)\;?3+9JM&W?:X<03^GC[R$0X!L4Z;?H^_S-
"G#Y_^_-7/D;T3#'AR51O\ M%R\.8#R(N^^/UR&I60WC-\#:&8['+4XP &=#YCE^QB1BV7#G/'78!! [
M)\^3S/,!)B@6:98(">+.@@-+*!X&8&Y*6!Z3$(!4\V[]^P'HN5LX6?M_(X#+ M$B1IL/((T@H(C)1STLBT]7EG;S?Y#18BK?
NKK^K37A4BN.WJJJ8%*A]3Q6AT MNYJC:5E*;^S&];'^W/Z)F78)O5'F_B8(\"? D.O./?[6/8$:7:E%(G+6\41
M1HEI&764"DU&KT!\8D*1KFMF'T5@NR7LU/6(#L>FX:09B?AGEVH2R-1M&<-> M!&ES"&-F46QYN6E#E.0L@-
Y#-5G('_$T6/L]4/(TEQ\Q?>'H#T=J4A!(/"X%A^)DQ.HWAE;
MN5+6WXI4CG60F@CX*!6NIS^2C*6.WO!8Y#U8*HB:@_HP5'"NZW!(&T!9HOQ%PDN/)?W)"2A63-+E8A5JBJH('P?
V+DQLHH[J7UW6_IPX+*OH(W ME'C3\K?&JAH]/UKV>KEN09%W8T"_[0?M: P@J=
M)B$R,26MH]H3A3$UO@P#7I;@7$,H1+1B%Z8"D+6^I2V*VKKJ V%3PBT2XR^SPK"F3=IJ0:E(A4"5-
R1%QS[!I*?;;G@KCQ7.AU&BH(M3V%:9&F2TB^(/E'[XE[JF" R0VJ&M 'HZY?]5\9O34]8'?ZT@[B?\6,0AA.5
MN!1OJ$#=9S)U,,II3TDNTG'YK+K:+S*(NI#1TQ=9[Q7B!%$LX['7V42$(7^ M53SYQ53X+\4YU*R#@_&8?
CA$!U>O(A9<6&?/=^.1>LHNBKN0Q\GP6/(JHEL MY8 *D,2+T3,,-DU1;O^5GU5,W4+#DLQ
C(W^>L6#TS[4)MG&=\YJ6> 0<.IXLTP@@H MV_9IF!:)#"K-?M$D&:%K S1?
QZH)>;:D?/.ZED>SIS7]I*)3GLPN'/DQ33G9O\5 "1(M(D43<:(3D(,,)(+]\E.,%PQB?7V*PX>G^C/\V>J;CWBGRC]E.I;6 53]
(*G M$F6CY"!(C(+8,*#782T8XFU*QU+QB\N3X^^-905O,0%SX0W]%'=:*=->>$]" M)F)$"T5;70&3';TOI>&EM.$8ZK-
XF29BC3AC!5)_MA-DL/YG9;%7!FQ2/SD1K)T-(.0+*MFV/VG<)'T8XUP] MQWDLO1;>G--
T\OQ6%;MQX18U;5M3K_&*#@?PY&]S8Z$9;M)O7!NS2AFI;PS M"./A0Z4_%^H\./,P.!!=[FH\T*Q>[
M+!3)2R/T@%D1MIF<&)<^0?MV"?9(3YR8>ABU/X*MQ_*<.K?U<'G&9^LYWVQ) MM,/X#L?/ 0!?
5BVH*DW/9$Z8VJ3__31*TNLH_3M.;_$J>@R#_\8^%_,BBL6O MH-
U'$]:1$V4=82.@B/Z(7IX"!N.;I"S!DL4B\',G5AS]L:>R8L=7!G,H!N4&
M!X{H;U.TPRG*F9J)C8S648PTQESFE4$!$PA,7ZQOXN"9?C@WQ%LQ.?IEZNJ9 M9EM.&6TE:8X"ED>43U-@4B6K)
\BB@&0&L&J2BKM;69U4$DUSWJTZV!(2D*JG$>4[@OU3@M,I!A@4.^]1?
K2SCP_LDY5EO.0;&",4VL<3/@2I]@>D<$U9O8[B'[A8ZZ
MR38BX7T>^C=4Q:.MP)WP)2!4=XE"A:]VR]#$X*G9YV,50Z),)-E#SNXV'Q5M MY+ *34[F,' 7\-DD.(\2+
!.A[2!D1J1(5'AVZ_JGDH?5&]]H5U\Q=/WV6I M/S#V5;3B9U%/AZ/("E9TD20\(7DT1Z0ZS(13VB\)&C.);$2ES)Y2H2
MT43LIJ,"V".=$>?F^'+HY1]NXBL+LKO9C-P'O5K%F">X0O1"E-%7;\@+4L.9 M 4=&7P>T' $.
(U^,@>B/HF@XNX!].H[EW OS@DHU2A?P3!-0U/569^_4Y"M$ MA'1=Q2$B)JYP2LL!C@E$G/05$&7BXQ&>:Z*4 '[[!0?
3[!'-XWRE+WH3;SA;Y)%J?]$6V MJQG9$K52XQM0V!S88.[[M$UR2O^YB)?12[^B\QS80-!$0!0M8@1D)R)J1)B
MQJ6([$JA3'LK>A!F+%N+O34J4"8-: +Y(.)]U@ 1.5F)I7ZP.+VL0&/ZW](,HZ,XA6Q\|<*4M1&@?B/DY.A8$6OR0-
PN$;V3!L7 M4;S&@3'KAB+W_A3\.H1\#7:WX^=H*-.;XMB^]8WI4T7K]D40>D0P?H%QGG?5 MVVX?J#%F:
VCY##\&&L95%,4EE3[)QA]M0WH"%KZW13%++T!2\O:N*K6O?G7
M..6J"*A$/:^.O2JCM=J)LUND',_:+W*R'+OJ3,TR(T8Q&ME1'*[R!BHE FHI MZV"#3$.&56A.([+8YPM((BJVYS/6J>I4]1

M#.D!?;.!7FT[C[-G%G^;@62CF0MS*ED^DP+7(F?*^BS"FG$_T%D6!^$C5_4X M']53W*^$)Y./#Y@CXK>FNWAK,-+G90> *Z*?MJ?'6)V8KZ"&2E$,6JI+H53 M)@M]*C<6N5SBEX5PZ2T5D@G2IZ>(`%1^XNI)>8ME3"D]<+*'M**:CPV5UE,-5^Y!RNNS8T"@S7[*C[\.H='K5/4D7A--*@%AU(=L0BG1:+;?% M9DM9NC(< (KKB3>90;_,#+W(!%J5$:KB\ ].77925ELD5F_ES>L0C]X%4,Q MG-7WM]1T.$@C*&5W^+%OWF6NK,2*+$HXW6E(0PJ"+-8HIXCNIB1(R1#2M#+6M#1\5EO.^]H]*DWDR!9MYT>K+IB*$4KX!A]:N TPX?Z6'0I!P1+Y>A9JJ;.A[M)Y(65+KMTW- M,Y1=%M?XA?VE7_I)6">-X$S6?W&H"[%G#7SD,%KF$8@:[Y'3 MR<,3-7H\#MYN$J>.B+ ^D#8W ^0.AL3),'/+*04GHR\,+_%MS-4<%1;=%1\V(M08H2W+HL.VI&@C)03\U:6"W%(4!I=A_/2R#M%_FID8+,6)C9EQL']87-(Z/ MG]X]?(LD5IA[#<(5KI)&@[2R Q:1\A0@633X_)STI@4BWM;(>K:T 5F<[S): M>J^_YK%<%U%L-!1/#$=WH/>*M'%:H_$F/P^5^5@W>216ZKUBP$;D":%IQ'PA M'(K(&O+:X53$Q(*3>$4R%G\F[>YY MY1:''Y4A(;43:FD;DL4LZ^3PI1F['E(LGO%3'"6]%'%5=&3DR9+FI+>@=.T7 M && MN"(@5H-P'R7T8/20X9H#)E^$V8U51 MPE5 B;WYQWK?DJ\)#FN//$>(!BQ/XHXI,]R9W58[Z) 4XIW=U0 H#8#08K MIOT?=6)SY/GS4"F7@OH,,?H\,$Z.(,Y>>LGSG2^0GJE!,G_&CT$8 M3E9L79WN)K 3-=JPD+HZS6"]MX(^DQ%+XM.2BG1?->MW>T;/U=\SL& \BQ"8 M7@=H3@\Q@BP@QEUI>P&[+%)/]W6651H\VZIUF3YAIHMXX>Y/B5 BN-:+Y+A?MA_P5.EAEYJ0<;8 :E[]X<0!CLB X \YZ24^F7,EDLRG(04HBB/2I&[O!$TU; M4G\CL.]$0CA319#OTQS(WN"GJF&R:P,<",SM9UAP-"%^''XDK74&'@>B+;" M O!U3QK9GZ^&=Y1^T"4\H%D\Q;0Y=G<"\-@\X722#IZK2.)$W6^C\"**?+#>MQ]GCW*<+'C 85YA! 0K0.ZE:>#;III(N.T0H"*1AS+*!%I3+KCO@O*!O (C MR-,Y^>JFBA1F:1GE&3@PNKPT87P$#+\#V !%7E \Z]ZELJAH4;WE/7\$3 > MY]4.Y\]>0. (!>*1S#/9DD4,YNA^ MP$$L B91K,R0)YDY64?Q24+9F:%,L4%GE3[^MX(15M7UD?XME?AM'S^A#>/M MZYY!HDW>G39Y\|+DW;')RWE!.3,(N$&2G1G,&^<(\%LY3]:CX\".LUC_RNKZMI8N8(087LA;5'Q/QUZ1?:69!#+Y250O0B8W6B:AB3W#S&-4*!$%84$9Q5DJE-MU-HDJI'U[V9)QTO6=%7HDZSSACS&'+VQ?=X\S?F#PMN6LY*=39NZ5-XF MHREKXZA)L9\1G#W0[1UX\0YN?1'$VS?T&DBIF-W)2$ JF'<417V-4XC'OXFC M9WK6^)]W8+ZX#"_#9YQ >K@PN@7'8X,4:YP*LBBG:SVQU[Z(8OT_I4E-\BAMP&7\CMF#@O!;5"6\PWQ@/KQ,3#V%0C/J^=8+%38G[,[)R5%VE]YKCC-CQ*@G MT'N7$#.-+3G8%J%BFSG7*R2-(=O0AB,4IL MNZE698+_PP_JPA@7M;F9Q)R14;N=Q M-?01257>.#W6)*Z%*.AD9XC^1'@U0[!6ZF/,T'44;N/(SU;\1R=1"R:%+FS= MG"R3U-,((^PFN-^@;*376EH'HH0B&UG,\/^/CA,+\A-H#PM]HG&.1)4417" MC0.MJ53&C7(#;]GDQML==3=HIXHJT?=.DO\6(HOE"$@,X>@4,2]JL5(8EVG+M:4U.&'+0DCFK42?^GLS57@/"*/E2S0)@X$=VUBVN+Y> MVACLXJK*&I^JG*1:Q$%2X6]D0/*9EQY\9A2+0ZL$X(L(U\;$(,/P MWV)0$XX:W:#6YRX&:QK#/]EJUK2U' -Y:I#IBMO-;J@&TNR&ULM:KM<8!L/* M2 4@Z,(Q#R[K?!+];+6JU%8M0<7X/+VY")ED31;'(R!BBDFUO'D':RD]K$> M++8C%7I.Q?0#D@%KN3V$YZ!B_R*.-A#/G'%3UV)][L60P9%0)EF((G?0]5*S M-0:TJ"'Z6.7.V)J<'ZUHC8U&AXRM;-^'/_MOS+A%EQ&],7'XO:@GFA E:=3;QO0XY]]L _EM));R,-*@A3SB"/,U5NX2!Y# M1J4WJ.#\YO*T0ZTN95N J$V(WD :$ZYNL+%-XUY=239PL927(U/TV.:&F-M= M]JWX:QS'F(K\C,-^'Y,DA00M9SZ67A*0:N9'SG71&R18CSDM^E^V?1P4H51O M"7&_?<8A7@<]0X/8NP$>@HY.C[Y"5((O34^,V@@200^]$Q2_G8@D)8=.K3B6 MSRFP]BUCCR&4[#8/$>F5K,X)(4YIM"P3E]PRC5L!72[6]#2$0BM]XZ]SZ,Q(MD'00)6Q&#%*60%)S4(K*C 2E9TW=6EA_O,@@?#!A]8U)5@']MPX,G'T9)Q4\ M.P-T+ONK^IS\'-XCT6C^SW_ZZZ>/__*_!-;A^*79!Z+)(68>W$#,F!(BQP\2MR$"3X5^:]5GG&9J+++!SV;:01?=C9C'GA!VN28D*]Y#2B__L0B4Q@>BZR9Z21 M"$\Y!"J,@=0@;D)7;0@J;\2O5LBSEJSE&Z+#ISA9!4'6^XHT*\EAL#6.X(W M4 .A-8EX)6=PEWAAF&V<^!)MBDLT2?5J"]HH8.HM7M-LL,&@JS[O(*^DK[+$ MX&*O@F?LTT=;^!B < Q%;X)RD1:1+.M5[,R14."%(^'\-:5/854.Q AL^JIP MYF Y MI:K7=B3492$J]XI"KBELNY6!.OI !T7$7KSZZRC\P,<#9W"Q+X# &2 M2?>"34<@HLM2"+S.:3JH54#5WU6*>6SA?1BDR>W=_7&:2S$6CY*QOAA&V2\= M@H*PR-UEI-$[$,JZU=2H5*2#0&Z4Y0O,O.,E$GG)+5[AX+EO]#M09W[QO>I_M4"Y\CC Q 8DF&X1#*_+2_YB@VZC*5KJPNJV??0R#/.__FJ&J"X2]A%?GO@PU M4 <3L 8Z3#O*0I^]=_@_7N(@I;^F49X4A;_CY=RO%7P]'TA6 M0@]"I(TU9;F+-Z,47U:S+Z/W!VQ]^D[%CW9DQ-&[-2:7"37,09Y%%KMH[9WM%K4>BR='$;C3%!&M/^-U%$.4:;] WPI$ M)2UG;59&KK;O:G ()T? >FLL\&)$Y3F:H0?&!X3K6D^+[:*57$<,VA#[_.MAMRKK^=]!,KJ/T[SC-=1;]F.]S!L+<2)K%Y!I <_U#3D]754[Q52P6.N-)-I0CMM,,JV493\:Q_H72W+]97]&;N=>7SA&UZX;/B04G!)/A[!K6=U]A^O,3QPHAE M! + ,Y"POIVEJ::_QG7%W>-1O,L-0"-G7TRX9J^RK/I*ON\3>/\E:;"AAWZ_ MTY"'7L56TQLTYJ69ZAFXB$JQVZ!_BOPXKF&G!(\]8.RW[?Q %ROI!/"V12(LT MCD)$Z5_^Z&2>T#FI8$-(DP]16I1QX+81BE9<\2=KZ\^D4W,A^ MD.X!@:0NWBYXUZ!28HFDD1YD*,S8$BC0A4/.%T>ZU>/*+W#%.6K(,27*=[T MNCMY?9V%JBL1!&C:O_6,2$+T<6(AA#CZ(KU>CER6;P0#,T06746 -97Z-\> M 0!7<)X+.F@78&*_E.38I]+B45CP=^A7^,.NJ?*D5J)3XY%[!E@HG)II%XE\ M\M3Y-4B?3K,DC38X9@?0/%1POG8*#Q<1N^ WIR1*-!P;_M7%-0I6OT0KIM:H1Q5HM(&60EV%Q_M/5(V7@EB-OHA2!EZ_2Y94X6F'L)X!,RKQSYG+6B\RH$C.E^C6U4]$WXE9W?7>O=E,*.IX5HXY=1^\, M.Y=Z]*^=V70>23S4A!: 4*U,I1M@5-?35QD&=(63Y,=":(O?5*3KJYN4DI/&MPG:R:5JXHFM)1+6;OL 50 IQ6B-FF>QSZPC>2QF \\JD9L+>-;OM% ^P!71?> M9Z/BD#U)-*I.X,M5"2%ZGF&L7G%7$&*D3)DRC?/ MOY'/H3DGV$)ZO3C'D+[*>9XAR342;/,FK.*4YCMS_'?!H&JHMG*&GS&)F)*@M"2@],,N(,KZ.XLU%%#/4E,3,0UUAY8"6HK%0C$%5?B_">1\,)QWS@E5D2DO M7^54$=.SY,Q8<)<])/CWC#)V_MPW6BFGA1@Q9R&71H0H.H:+DMCT$7SQ7H-- MMNG/M"T6EY)@4UGFZ.M/F1_QP4IE8@<#G_7M*Q2;ZVL@>G,.\.T469.7ZSO M$\RLJ3V!MQ;WR'-A9S8J0T-"!'<+G$3KDXS^X#F)V3,JVYXG3;R,;J5<$%?N MQ#5PEVVWA%W5'H$"E1KD,X9;FZJ^!LKGZ$,A7CUX&=@0E,==T2*J$JC%_MG*C,I$)<5O,3Z"-M ?E='''/3[!A$+7]+UQ&:N3\$HU5@6OOZ-XMETD\@RJ' M_3RA4#,VX,5-WM%/)ODVKQ6)O!)(N8X:)N[&?(Y#Q,1O52XF1-!8?TD3$2N M0@W5BE*6@JPCEXHAH4BK//9M>/3&A*U^N8'JT3P8U4#NGR2+=+H3$H8TR>$FM+.J&1($E.5*7[GBZ#'FQU\MPOEI!2%=RX^W@(//%2]LJ;G@QUX!DH<">ED1 MMTPR0O^!)"M(\,*:R@JDKLJM#CIQY?H-8%43]O*"83W$%83&,@)#$(H2>O#->2E:CL#QXO_(_GKRBG:AE1 MW:0H9#I*HP<1FTW(^9[WP[C)+$P9!:D7R)XD/-PQGZ1U[E&/D//C*H(9YR(M-*0@B(#FY01%E*DS![SF]$_4+W\.<S^AUU_AX_FE5=4V0E\/?]ETD*2=OG< M16HR.]VQV;I[9YDHB.#(_->+>;$*G(;S;.EKG(+YB>1!D-/H?]['=)Z#Y7#+DM'/H1SU=I\-S[8@$K!3/C90G79))'WEJ@.F*2G(IF2U/#@$^]G?W7.1OD1H(MS:W+S/56A)0D/G&JX+&!(8_^LM -@!(M)FH M!S!-N:5_@&&;B(H&G+R*O^$CS! =@[>P+ ^JQ44_L?W[AIQYG_V.?C2 H6:XE M-@:IY3;H'\C%_H/DS#EZCE:$3IZ_!DF*Z4>Z6//8LF7$:I>9Q,";B7! <':P MFF73EE19:6M"9-5 < 8NE.1\,/2/E-X#:.V1Q%Y%@MR*D@1'SC\9@/7JZJ.WV,<V!['EIZ?C&G+/KN; MNR_SCQ\DD(N!2*43H'A"28+G#6B.GW]IO$ WZY]04!/PM X),(X_]%D*P\ @F&YZ%_UA,?4M!$ MG"A/I#R'1!R+((8F92'#B;'GA>-.&@U<,,")\,SYB_ 6T.7 9$<;7$=0OX'_M^-E+@N3*!)1K$:*2LL+\='I.@N0&4;U-\<.]>1I'B+ 'D%$-UT#DDY>F;36[^ M&M.2[T,(G6<(:/[YZXHVY14M^F%;7&ZV+,S6MJ/"C8B'YY_K0R(^IJ-*(=4F MZ#XOO2Y%4YBG5L"V.8HX-B2HGE#""A\^,$'ULCG3D*3"_M]EM>Q6$8M63UBK MBQ"9+$W B*,"=4<5"HR+13I(Y.:Y9ERT6!P"!6TV?Z0K"VH!4K3=(#V,9E8J M#N6^Z:H:;S/7\UITJUQ@?)PBM>19KS=G2*TQ!D!6!*^4XMIJF(1$K2"/_H8EUP$$U%FG(1[.8ULA]&IPJEM]YW2=V%QPI*]'HTRR@J6]'4"E!0TM!%T&;3>=$2JT](D3>M.#9$ZMN,'Q(]TC/\712_H$G[L7F@A^DW01)XP$Y8D(1(:41>ZU+U&(=U^\^#><7F2AMWR]/GA%#G:IBY)Q!AIB1HX")MB>,;1E*,)?2@\OCV+47,#A35GV,VWO(E+DO MEP]6?&^S\1P9N*W.00D5!8?1)@BA-C4#47P DDT8*>@$O90!5W7=%T4Y?Y.> MIT:(6:UZ.M\KD;Y7V"1.6GAR_#=B]4E7CN[="JW<]UD&O4?D--"#*WTB.O0R

M?P6R>/>DI[NHK!C%D@_D*4:T+;+AO"#1*$%^AN7+$4M^OM)IJU:^D&(!Y3R@ M/&)(L'"?.@FBC$@+POE7/F,E4X.-O68W9JJ:AR1*?N8E+?M!(>A>)%4ZE$X. MKRL:JU&F*"FI$C+W!N;%4Z M4RT8^+C?KF/ZL8D/WUR!,J%0>')8B*D/H_D5B.CC \M/_*O8D)(:2Y8Z3FA M9,SUN;@NSH4855X57\5<--85/'Q_6#=':X9U,2U9^A3%P7_W2SLJ MY(N17I M"4E%"@()X!NYN9T)I&]?F29OS&U5W*1!318^2I_B*'M\0O/E%_HW[D6I3LVW M;FDP/AWE(XS-A(Y'X,+S94VZHMT@#_!XC*,D@4AW-IRSB.#+<$N?GE=0).*C M"9!.2@=]G!#W8K/IT0QP\0YO4S:;Z/L/,_3IPZ<_MO\VJY7"G7_)%.=<6!7Y=BH7:,U-)41"39?"5JG4D=RGT9'RSBY+*;]-F9# I^AJZ5NX MQ8!)07\O2V=E'EGB>//)1*CO_C96PR%M/ 0#HG>0@I=\^S:5UN.##U@5JS:3 MR]#/5DP,J-/;7U//Z;'"OZ/GG52R[2:EPP3_)5N4)L?6XO3+#_DG'-+=2P!, MW=_0W0NQO6GPC$4*4__M) ;@!:8+0TQ2--(FE4S^(I#XY>4A1E']P5[ZJ^;.6^Y48C:HN\%-\=,QYD):XCZT>:B;W M7:>E:6$GHO8S*QJ+TB=Z)1<[N9JR:F!89M&SE-"="*C8F;0;MB8.>VNZ0]%% M%*]QD&:QLSQOZW-#C$[+].>C"Y RRD*?BHTW6Q+M,!:_U+/FF6:8**].ZKVB MER!] C XB)&W?YV1##[A.P#>X+5<#=24E M0913G"$I8\@C^5!55H.S:UF!"M(/[,XCFN@0$I7_U.<\9,%5^@RH04_647P" MPSHZZZQ)JVWA?>$*LN>NI*D*2SJOJG4)>?$M.*-!G>__O>8$D:3H\%OD65I+M[S5_*O241^1]49(HI^E2Z=^K[6VD,'%MY7+[)8B-"216B!.A'T\)ZO?&B]V\ MSW)4DJO4-P4:0TF-F%]28M4A\LO1/%?"O%!J#H.,.3#<"NQ:*D"UY^XOTF?/ M;3&"CLOCYANP)FM3#"Y'N2-"9L\94,\=Y8;; GI;4B0E=V_Y/JR3@;B654W! M19#JI4V-6&COLLW&BW?P;KK1:Y;F-7.OL747L7D1Q6))PC/FU$E+DO$%=&G) M+=KZ[W#\3+]? UU MMI@^Z]+T"F4\7]E0L361JCUFSN4%JLS H*FZ8%ZECWG)$_P?O >>/0*?+=6CTSB BQ?^M0(^_XB^TEMRS=QFN8@ 8/\/\O_1GDL$5??ZZ>H+K_Y9^.=QIT[>@4R"&0N]\ M,=BW$*K,*+A!&7_P#F#?^S9D_",D]CNX7Y-0G)!C19;J2,MT)F2XG*9-^V+4+YLCCRTI'E)Z)O>A>ZVL[LJLZ>ZI?LW A<2) $0E$@"%/4PTY46 "("0" 0ER_J(?=#5:3,#9?S M=9Y$\1 E)$3RV%C!W":*5ZK(T."C#^H(I55-6!3M,1N1#S5P\8Q#*9 7>^$T MH'Y+2G3$_D#%^:*@"RO:$_$_]$[1P[R#G(B'N;/S#/(I#F97S5>SJ(EZW$$5 M@?!(4C_;'E'8^RW8 2T!M]/R/5["W!VD_AXO;7ZQ6A4(6I"DL'C%D]KMNRVF M6-1U]U8K$29K@[\X2^DGAZVNV!<#@A+M\[RR^R("8#417 T^-F:?&[;X8E^T M*TLQMEO__CW:AR;RB]7O,EIG/.&6^U^B \#)<<>CT1YSGT!;_F0$^1(=_Z6 MLT"N8EY\@$/] (I;@#L;:* +4Y!![//=! 8(M./C"!V;/"75+72'<>NO3 RLR%2()V"QGC^"GXH'[4'H/"X#KIX>'"?$TJ+-3 MLSGYQ*@QNF DS(TF/K#M+JS(<&$,A=WWZ14%07<8Z62XX9#1CYE],/S$Y3XK M_DHJK*3^&V";+N'*W1QUY>0/L!CLF#%-I? P7WJTLM81_+2\B.MNB]#7JW0'4 M*P/DKCQ2R(O2"-_A.1A ?/&I_G?LPONX7>&/^6M_221 9^XBB/ N#SV8\Z@C MH@*[].3A3{0$<@=1ZG0DM^<;B%,=T,!W&7A),E__ZH&^E\YCHF$<9I8MQ9G ML' WLX%G44R5EQ'1$S20TKNEN3C9K*[{(J!%,9@TP$"<'64]8*>;%XS/1Y[1 MH<=''4F"5&K[IOJ.T,%?ER5>+2$"?9)DJ1U=F^%ZK5.%5\E7$W%7VU9XK%0S$ MAJ#@0+F*5OXI(%_$'#TI\JL1# ?Q8,B*Y4?$H3)@.*#'6DAO/H/11O,.P,7N MS$CSPFZ4S[J)R-S,PQT!"HIS\4 M<&#VDJ!_9GCS7+]U@CXPV@?H,>=,7L^3=^LO0" J\P7\Y:D_Q(6=T MS!D,.B.CCH"0P!8-FAB\BW#U] (IU2=CH'07DJ(+HX-8AWZ*G:O@ G1[)%U^& MA/QJ>"6A/B'4@WP:,I:L/[*#0Q>\YYP$>F_^ZJ>OEQE^)FQ1?.=[+\1#0ZNX M)[3,#5KA.47^\KBJ%FQ(5M$&K?[LLT%'3R5?7_:I&7QKQC\VR[\VXQS@WYO= MG@H':IDHC!,_? S1;6KF5F@8Z!&=4%'/MV0;1,X&!"6TS MAN$X1 GHGNFM[.B<[@VE>\GH3LBW^MVUO\9^BN;K]7Q]Q5)]"*1Z?H:/)(T, M#S5I",873]K9$!-G?F+'12';K)0R/"X$"/&1*1Y](95'15BI-JMTW2YO'^^K MB]X!*%P1 (QE:#7/PUO[>-BUSXX].J#XK&=DVJ2G M./%9,7-[CT1G%H.6?<5J0)P*2R)-YYMYZ>P%X9N=F!*Q(*5]S]R[#EN]9$9>AG>#8DW7$1J3PX$KU0BQ; M/#;V3!B)$$G+*-R-G,B2F=[J6A(Y687)+H-CWWLI_->^FY!L/AJHL#U"'0]" M&]^O>1@0_@Y-J]^@@\]RRON/MQZ$\LH=6'!@C3E L"E6P(&B>,%L6U_[WF_% M/,P]AQ:'\'>HJA0N\=FBD3W1#5I!'2MBR4ZC>%]J?%2A2CHPJ4T1#Y"$98%< M]JG(\PD$R'6"'U/^^B=XQC*VY#.H=OK$3TFO1^2.*FWX^R#4UVNLLSWMO"6Z M\9;$D-M!O>_\"_3Z(M^8D8_,^%=&2&(@I2ZBU"6$NC7[P.S_;>_%N^'S(J(M,R&W=X$VCS=>Z/^+3.D2OS:BP%_18QVN'G!?/ET!'26'-3DV8DO\]J=9Z>N$ M(^+WRQ JQ10&"O*ZBY9>\/ :A1T TI&Q9F2P 7**CIUY,/2D:Q 2!'"#H=KOS M_)B\L@_!Q1'S^/*18$\]S!]G'F3KC(D90!H,V_MC)DS]5:W'" MT_4'6#[1ZB:.MN#2S[@ J4*R=6(1$^<@JL=\%C.8QDR8!SB396AN UB1;/,M M,&39NLJRR#[+ 8VX< ,@)C FPD&W6HVED=T52*RB1# ML.)VF"+TL40#"()N* F:%J97G>\)/31QE\6$9S'GK1\2"$J=#A[=9<$5537 M@K BPK?GPCG&X;TDJ/B2N)8W*(1J>YU5OA.^04@M?<5,,3R] M2?)B"\G#_Z*%P"%K\BA/24,1ROQC,_C:V EG2VY49G08RFG!-U;/!Z(^T!L* M(E*OB-1Y?T3^]B7#DOO8V/='L6;0JOC*; F?F<7Y=_J\[GHAE2VK,8G#/HGS MJ-H#_;3E&@UW6.W-_6#^(KI8X@= C)2%&H_1./.\@S2:L>_,*H4;/Y4K-PYDM^J!?"E* M.T=Y)+ =.[$*)^(?&"&IE3)+K1>Y5PFZ>(\6KU&6X"]BXA;O^'M[_+>[R.M2 MDG[Y\H__LLKPAQ9%#2T27-\TH0_6LLZ"N?FN#N\%$=CID/-M_*EAV_? T MN_2"):A0I/C@,+QYB*,E0JL$:*=W-Q[IN()96*79L5%IJ!I5:W;\3L97-V+U M0GJ/?.J&/&X,*E'%2IW>-8+&R6JRD9EB%J4W(:T)'_%J);_3M2EXZH^T8%6 M$DQ9_AM5RJ;-LQ:J;M(2T1?+83]DE9^MK\)E%(*B3;TQCW[R^V6,5GX*_W5< MGKTP+%'OR; S&'=$) 4R:F"@3R)!GW+<-_;_\1OR4O7/(<>CR8A$!D9UK)B MM/6S+8F#P$V3)/,P,200 E\$Q_A7:A5MA*_/^.=G?V 3^",%[B!]V"1(P L^ M%W@>_WE>AN96R=B&*?@-,W!7-*"<>QX'HNV+.-HW(G^U6:1D#0[OS8N0ONU^*],@6 MU@/^C%L5%."=SFF8Y430^K;.+@\$SJ3[0J%+"-K.XM4+&?G?HY#NQ\K[FT#] M7F%2\^K-QP-9?O4"4!$ESV8*:PR?$XH&GYG:C&]Y9NG1+.U.HE BA.=3PB"V M4DQ'(6]R4EQ9M=MP&8/[\ K1_[T-R;3Q/%DD/2WH>5P\(^5$ 672(;8-T@] MTZY)*^\9/OKL#WS\/X)UD)):?&,V4.U6>1YR![']2Y93D'_I/2>Z%I*")FF'" M$S7IBD>[$<4TQ8M:FF+/3J]>J M.E; :ZJDFP,3?K)AY{&_\D-9.O"!1LA#+M]I[_\W@!0DI#79!@X!%2PK8@'WPF4,,"$-]+?QM$BO1#:F532DGVZB3W'JAQ ML?KOC*63+R(.@8=*M6H7$22F/\31F[]'JZ_[YP0J0N7Q41< IT<3A+LHQE[_M!YZ*,9\1"?@:Z(KYDH#R'S\MG\CRFP+I!R+9_,K%X)&.K_M NOXI$#S_L,SY>,.?A5B\8FX#9M[+,.:.$BWR GJ#&7*)O@IOGAB]XF=/#G@) M2X&79KY>>!_4U%A5I[LX2U1;7HJ?+Q<'[_V(#$]_())>^G+Y'! _&E@$_6F=G_MH=_H?=)&T,6S">^K'V>%:Y-& M1.:Y%T'/CZF^*66K6,H>99FC.IH'SR'MA7A=)BG+(N51O S., _PW04]/KAH MQ#]!N)VO;T.L67M!L&>):%"K%(5H@8^=M]MCU7P3>\?Y[>F7X/[T^;B;?&S'I08GJ.6@-G.KB.S/XT(Q]:?8P?JJK.1\'K'FO^=/7 M80JP/44H#G'Q)(+G]ZC0%#)Z)4..?D%T+H^+P,)VLC>? G\Y7Z_Q RW< M''_ITO%F?$#GYQY(ISW,+=G%_"O2H4)'OQ>=!"/V&">%'//V -]$5W38Q+GE M+X2\S('@1B_P-3L!MBTJ*0C?&"E=@8:D$B[I4+"T]]X'Q/YRE8)=->\A6EVD M"W^+YFNP<^+IPAX[MJ0S_=8LS%6*A%X^$7P/;N.D^(L$%:#X9K\BI5?RV6(? M1';?^YM K<[7%TN2(H!%-TVGH?^_DV-+O@!4E2JC,&=I43QEG(0&%1J+X6TD M*-$R0)$78E:S9.P.RC>![[8T/FY!])I#Z-9=3'_:L$EH&.7CSD(+#=[;QP= M.GTI(+9\FOV/_[IQQ[__#S;>3&%=_D?LR]_^?$3_AO\'Q>&7I:^1C&)[?=2M24@URUU:LK]^)G_]Z?^;_?RW3__^^?.GO_SM,VGQ\U\^_?6GOW[ZRU]^X@-#M'AB+%XZ*1TZ;CP":3[*C%=Z"WE%XCUV(H+0&[)5'1OI$TK[ZATH64$??D)B\ M"T$/4;A4_$Q@O\#5CJ^'NXX+4+^A$-A1G),P6";!:F_.R[BG(U(=&.@;,O&'_$909D"-MKL?CP4U*JWR->B M_S*Z\G";HXP%3E0J.09AA6"B5"NNS%YH6-A(Z.$23!GD-00*BE#;J5+YB3@Y MCC6Y&=1Y8DZO"_2<\O_/K M_AYOPBPF#\:;&/TS0^%R?_%Q0(4S$5FE&'.6#SI"F@(-.5C+P",.@L:BR)3J M*K>M7H+O#]^C%,T^?_GCB*@+# CKFYQ*.C5_JEP!EB9:'1\)(UR(M63GXAE3 MCQGY-&-3& A:>/[_K=)<=WZ*FX=Q=.0,"(XY./WZI_PE00-ZB*-5 MMCPT_:FD\+,19WS($N&'L6M%8./B*ZR17J^G@G#SN:C)$GI+E"L5O]YX_08)(]HB?PW>+I^1^FAY6?%>MAL MW%DQ*>9MTXA'RD(HG="*&AV#&@8DCGS^]T#:;2=TEZNG$EIC_.!QT1*T,$* M]E\I5%;_6O"3PQ,1O-6+B!W11+)(MUMXJ04+R64"B M)YL'81F="=[F>"8GR:J@:RX-9)F1)<<^HA"]4QR1#N,9/LVPKH%"0&Z &-21 M$<;U>E6.,QN:0*X"ZEGC,Q)K^DSLNFP_.-*NQ4@4SIE5W+QC_>RK;,4DARH MLXT%N/;^F.N+O";I(T58Z-?2(*&4OQS8[EM$UT3@=WZ/%':^B$D93#2\7']J] M6H8@O+32M1BYXF7(Y>LBFM&/]7KS#$%YU>I$.5 -EFM:^W[CSH05"B 1V(K MNB@O((PZ8\..A(Y 0\)0X)E=T5+#7Q1IBNG(Z2=/VV](/B:)7Z(CT '>>9D MO!D?T/'Y!Q:F+J^O0_*NGG8Q\E;S\!2'970CXS MP]OLC7UH!GFV8R4X$&@5*P?

15+:GG%C^D=GC0,1VG#5,X/E@W)',75R7@1.! MCWY{4;)^GR+'3CPHL{GO:3X_+6(20{DO M0ER/?_P]_^GI3[--A,]"2-,?-R0N,RF?!, ./KE >(1NJ.2+<_STXR/*)8N M'PK)6$!/SF-K"]WGJ!@2 M%,D#(+,)P!RI=T20];(V'03V*$=S'PN,@2I7 S M;0/)9[$T.J^-RN%@GL,5BF])56+(N0Y7<@V1I GB9D$&6@G)NV>6MZ/PS4IE MUO.:MEA[*$619C#'*@;E4E0;!\DX=(N-PD;C$_M45+[-PS$_R75HT2F@3_YB>QJL!I*(2D,08@CFPXC6J09))[^Q/$&8_UIM#\"1L\!$2)CPM,K0J0I;S"&<^ M? M\1\#W26-$T.*U+Y3K.6#V9WK-4%%FDM?11EMA9V+((%X7VH>0D-R[TF&' M6K;#6Z72YA4*?2H0A]-(!& (4M_H,O"2Y-BD#C+2C PUFOD'M:D/E"IQBP5% MN/%? L2J5:'T^H/9E[Y%T>K=#X+C#-5_**"%2;Q#_E'9OPK? QS((M@'Q4%K M8L=(9=D>D9/J,5(',#<]@E2;K_&#BE U?TD]/X2G'*;M%90X2'KJ'J2+?/:' M:/U#EG!R9Q'[-H!? (O9U$B>B0<(\(?8$%<[@;](]/YL+C+D6&:/"1AT.?D@& M/G1\L4^[D$K=T11HR!FLO&=.UVVXPQK*'=C&?NH =0/&F? TTHMFSU2A\N^#= M@$$_S1@QP]5-+HF,BE[[B&!?\!\A>/2H4.):7DP-!"CF'V3R=8B\R[XY$%2) M9RE0-34^_Q:3H8-D9F8O"1$#Z:?4;.%0ZPBKA@\[HJ*.A(E 0,!SN'"%GZZX^= M3R/:KKRT@WP=NI_(J R%=:J.? P\#IJ"&CGT40LCSNB0XR"DECHV/$%57(H' M;P^9#5T"B[A;8&&'$F1#"YD1X<%_[-A9JS%G\%? @';I#W22K#N('$'AQIH+L2+<\:I* M.5,C72O"IS];GGPYB?0VQ/L,2TW(Z+S*H.; SF ,H+,>CI:I% PC0?LS4/J M'I)1IFGN!#GU&DCU0RBCRZ2?50)I)8UH^8KN4D#H67B_HY7W@#F_]98H2_VE M%R3/3Q>8$/H>$*ELW=F)M828Z^_>%E&KHVS5RBVL3KI ";A8K?!I2!ZB!+]A M_K>_NXQ6I2VG;VE_D[7? 66YO)SI%K/9"45 5!:6?'=E(4#@IWK&417)'7H)$ MBO?J':7MXL2AYCF-/+Q =JRK;9R8.+_% 8#J.Y+.N]+$B6E?LZPF%E D#_[M'H44SH[$N"7$^B+^#C52OD?I/U *42*;$ JG%"/13@3BTME3<'#>0$"X2@ MLOP__^[CK18O7_? $]PN183*:S7K:U\@N(Y)T&;-L,0Z%]>@GOQ,4_WWNG*MI M:^9=[9-Y@6^R(/"P.GQW=ZG0/B5MW-J$0B3#ESH-!LV= (.=@Z:\W7AT]JA/,_MN8O"#3A!P'0%*-WJ1[>\I?V35D)XN=C$B'"?70&%%:=V6;3N[,9ZF0#RTDB1 M%82TRHCK$!3]KWL2 M,KY063@US:V2D\3I;ZS^TCQF#\.J;J-JX\0Z"*(>]@Y^OGK%7Q;XOQ)O25X/ MZINSY1#V96W9P9$#L_'\EGM\?EZ#7'#4I&V[[DZL,EZ3I9>\4L\YI N'JSR3 MMY2L(UM?X\Y.D%JR'Z@WK:29$],G\WF-GQ1)=?_S/ %!N52#>\!X\Y.DI M^'S]*Y$66#222'S5PU#9V E26! ,L!\\.O.U(/;4NFAS+_NRLEK/NESM^IX& M(^WKSN36G9U8Q_P12%..L*2[*W)?6%K!:AX^ @TQ%858.L;\GP1(62=*NQS? M$3_/);%E!+=8M? [X3[27>W8JC>QO:^'%](8$!4:V>$8=G-B^A99'KXC!/LJP>[Y'__2V_G MIUZ@D\#FO9T@5HA8HMX.ZC9K"&X2FSI!1B%7C)RH$!RX9/;QPDU*]R X4$WL M!!U^R/YUU8CIE5QL-C%@S('20%#3:S?8 6/8)WSQ'BU>HRSQPM7B'4]W3Y\U M.>0E^(5543'&7=TX(H>*:U&GS+94=H,SZ29&2 S>O/=#? YMM.[TJ6G[;"49W MH8-#?*C!5J^AOX_,Z0627U^SPF&UJ_4!ZC4X*^NT!K%F#@H<1@F $]+(ELH M'\PN9Y.1G& "=^,*CGD\2[)X_4#(!:Q/#BM :?]*$X0#X%[6Y0'PC?H7[*F M]F^:LE67AU3F^R]?CP9SL+JC(^]U%K9+5F >$Y3'<*D/\;VTM;]65+[]BH+5 M0Q8#_G2ZB&ZR(.!Q3/,U <9^QP]6%"?T/:.(>#&]1#F.';A3U^\+7]%:VC&-%V"^\#)=_E<:L8,'%@5DWQ309] MG%A#[J!;1!=+_#*(D2R'5;9^1AWMK]UW,*\CJ '+SUS3RC7VL$_4$\3-H8V_M+%BM--E]VC]Q 3E]YJ]^^GJ9X2?X%L5YV$H1O,.,$G*33YL1G""Z[*J6IF? M\;O'"V"R<'<\1(E?5;F.&LZ]Z74$E,)JEJ/]K? I,#\#"M;8"\C-D*H*Q.M4\QI MI+"U-7=Q8CO#-&/TBG<6/F%4]Z0WG.9F;-O7"4*OO1B0$9('%'/#G;^4425M MZ 0)LJ!._M2BU>QE]#3W?(G_#NFX@K_B$6V @"C>DTC7[19$?KVXB2)AOO/![;-J MX:/XRT, <;6)O*PG25+5QXACDYY39=;6Q,\K&#JP!?OM];4C0_NI(AG9AAVU%2@6K4TPDB(;5EP5);I'>C\+L3 MWY%&>9*R'"]72%UO[25^37-_5R@CB.[J$*:!5_=V+'"=:^H:'P?00EU3[B M!.NH'Y(!#NK$IK2A$R0(T4,L#HIZ+Z"D2_R&5EB?O,G /,@+?C:$()D-XL#5 M3=!?Y ET6L 871G="JN.YV9?2E1]O%#]E/ J+U!B#GN&@(# MY)U<25Z$L"1>M:N>L*)MZ,01$I1 LM,DUCKP!&#!,%^K3"?MAG"";)FY"U3\ M^9J[ADR-9.5>3A!7/C]WNKP%15,'R0 ^-U, K9R8/#[U>)ND>WBM\%<^,94I M0,1T[9T@R @KX"I#@ YP$V6'XPT(8SA!N+E.I,T%;CV*$\3+:@TE><2M 2B, MII\3!!9Y#VW#C4EPZ8+"@^A2B[O\@!,L$QZK#UX\CTF4XXI0QKUA#6]<53L"<)?61*HTC]VV#A.K&D>2H^U M=WPSWP31N_8&U[6W_AHE>+\HWGE8A909SU5MG%B)BS#U5U *&0N-0B;H,<'; M^CA!F!1[(Z\&G<_ZT@L"4 GY(6$-S>$\S(=T@BWE)YLB1:2QL?70-)KJ4=^B MU=^WX *G8H0TX_:?_"7;>[ULM57 M:.63:+U%=.^%V1HK=.06\X1EI"31][CA[+.C5,\,#/+A*KE"RP OD0]Q&2V_;A]*7.Q MN)^OUTCN]).WL/Y\OL"L79&HH< KE<&I_6B?OY=8,X_B&S_]UP;?K,&*IM'L MO'"O2AQLZ&"?)%-G_\4:*TJR](‘#1W%"-"GF#. @UKOA\IDYG;]G5AM 4J<:+RZ" 956R<(^8[2(M92$8%4-+"_V;C/BGO' M;[NIVL)+FLK, I!(!Q200X_TGX4-X@_5-\5875[L>7*/C!NEM61.? K+#:M] MQ G6_>+%/DP)#&CJ.(!Z*R*2*-'F6]*JV7!AT2L4Y1,D33UHDM\XUH@0'>V1>KK1_Z24IU0DT* M>4,7)\AZRG: [@*&#BY$20HB$WH_3HK\3!!-3%7ZU1/RE2I5*S3+J>SA!U,$ M6I@(7W4L.Q_<"5;=9/B!!^F'I)K9!TE$U.0!*%O;EZ[Y Z,D,1G8B_HY(FOM MQ,K@R:S]5/7*WYU8K(A3D2QZMZ6-W:"%(B\FZ_%LGZ*B#UI0R=(4!4H M-"XA;MS=$7)K*7JZM#Y-AP9&_QU+Q])>1[_)P3["R"KN7Z M"CZ2:>PO4[:+GT,_38B6PM =]FTR7#KYA/4@+)J:1#0QB"M]0U=>ZDF4Y:;V M]D^^U/"CA'57MK5/"(0Q)$U8?;)&]J=^D:0(X#=]7K,, MXEPTJ3=FW9Q8*6T$_#U4GC-Z6!PPC!/D#Y7?[9B^T7)R3BQ5#H9&86[ES,E3 MFP@?DD64EJ7C992DWZ/T'P VP@OP42;<1#'[$[23%D(;=@9.,%WT#W!T>"AY M[;_A_?$0>$NR#YL\"^]>]D5\7A^X0:8KVMDGX& I02HIA4N&.G8+V\X+.)F* M., ^/V:?E?=^"&Z\YQW^&\&R>(C1,J#UJ%J5LCIL'"=.?*42_!V4V8$E5A8J M4#9W@ARJ7*K53B7 ,G\P_#9$ 8,&%B)-NZWDV?LT)9E8@NZL'5-/,B>D/ M962R:>"R+^FAS@.B? B)X;P)VY3RD&3ZR6EVF?1P@3/[TO$-IBN)VSU6QCWW" M\$4#L!OH"M'_%=#-*4P,S'F^?DXH ':-R);]K1OSKT74O4O\G_X$;TKH"!K MS9P090:E.]2QW<:=G2"5"D =T&6YA1.35AK>FFNE:3HY05KO%9)L7:2US]N7 MS-J"2H6QNB:1#?LYL9]*Z>T-E3CJ#9T@H6IZ48M>>4LGB"C$#>3*B($KY*8 MXUI2.UGZ'+DCAW2"+0?+FQS;FS@*+[+T-8K!(MFI4%-]Q W6:=$2I"1+F=-^ M&"?(?T0[MJ/Q^F0O4;S" ;4+X9BC<.DC@FE?0[DV[N3&;I/?0N2$?$?OY!=% MJ0*#CDZ06 >IU\D'=6LWB('[A5=SRKP [(@J3XNJK75+%8\GA22LJGE*_,W^ MX6>YDDT9,/)FUOG,4A;VG[^\+/PTJ/&Z^KM]?@LH0W7'I\0>H&GMQ'&%REQP M >#_ 4/-FQ>0*R&]].)XC[> (,1+'J*,3)):-,H]HA:BCC]X'*MG4W,L)XH0B M:^3">XV"%8J39N.M44?K H(+VQNL"WL!#RI:9HE**M<:NK%*W0#.H5PC)3%8 MM_CB],/$7W8?;M?BNTXP6(L#)W_T:SHX05(13!/0PA +[P.J8[[2JJ DVML MRCET+"<8<1>%&^Z-UJ-AR%LZ0<2Q)[$W MG&"DLE:8\HSJ>SA!E*1M[N%? L&^HX/HZ5^'O(AYP\;R+PILH@@HH5W&V M$:%B,47,E2E/\.MB4"?V4[FF1+7V!#6'9U&& [Z08>0%X=B'XX2%*:"++EWO< MXC69QZ!QRB,.NOV"$TR3EM(N.4/R'_/ZV=)P[8,&=H4_6]@T=R8M> AN2O?"_>"Q51=*5:I8V=(.4[UL"]Y!7KL%#8];FC!QAMO2=.UY5D"LD9.K(5>>=_F #5T5G!8J MDJ2W$\1>K]> (0!#F:@$$D[)G+KQA:/QI%$J)->_M!+%'PG;2!XN,#YT.;%_Y M*FQI[(YC?M6$8[D+(DAMF3MR*#=VRNJ_,U8? 81$IZKG*D]I#I5!-_M;55K#\OHC!4B!=H4O*YV<6+FJ?J#B [>!D.LN8L3*R6X7@73=V#/]B^/"SR9 M%8@YK]EFHVS]R-ILM]"*3_<\0Y[F/ZA?P-H.,I!$_S^)?+R385-H&SI!0J>% M=SG4\)4/3EZLA54NG>>6-YDC^_X:Q[E3A M0 ?7'\M76-/OWE8)AB"VL2]O%SZ*/S=4]Y.TL5^W">VJY0\NP7N.XAU4\P+F MUL.T6W5TXDSEN%_<;RXUG58;V=]68JT-F@! 4E-1W9RM;.D$_]6F(VU.G4$W M)\@3WIEBE";^[P!)PC659$F?)1V-;5VXWZ&-%[!XPHJW2?*S$^LJ Z'37KK: M#DZ0I*WGQ5T15QGZ!_+BQ2N6[#(R6P_B!.G=H@(,6_AKQ.6]Y!@C LU<4UU$ MF*QU%&]OHIBX,1/][=#)P$ZPJ) ([KC8[2!M:5R(9HD-]VK4?G>!V4^2W5.(U M]'&",..Z&48=G"#I*=MA/8YEU=8+,A]C?DH A M+7: IV,2):5P9R2/>H+D#+T;V*D* M?[WX"K@-:1!]+24)GA&U3*SZ*[/+T:V_2.AKX_J#1*+X!:QA]6FB:N?&YI4O ME^1G)Z9+K/,AN4!_B>#JH<8*I2&_WM0),G(5F\$X$1F0__'O/KY7\4G9&Z!! MF0S@!,D4MDKC>"DU<&+*Y@GV,GK,>SL@]O/P#RIF;\$2BZ=9E^"*ADZLE[;6 MQB$PYY6>;A!YJ V_+]?Z-ZCY*FK@'8TOA,,DUF;KC_\)(6RP_,U-8T &A/^ M@U3W;#6 (UK)C1^@F*%D[.4*2:F)$RNE1XM67X8F_9P@L%P$C,>>+2)!56%F M KJN2[K)7]R?,X>?Q6#O9/ M*:FQXE-QS+S&-4J:NUB79TPAI)#DX!%00!BHVCEQ\"O@K4(.!5;_)%"NN,'W M*(Q+R*YWNE"?3C_@!,NT3J+G<,6J;4$N^Q+*

*191P <-Y 0+6E29K$&&3E'3FX$ZRJ.H>T,3;*QDZ04I8)]UY*@E6K^FYS:T>$R/46Q1O,*
*M[6]QI)Z^P@[S0H4Y0MK4B36YCT*T9RB76;C2N/;D+9T@HA+L4\ZI%JY4> DL M9;2U&L#^55"U";$$QP+)B1- (,*
*(#,>R,@>!Q+(?:S='='T/;9)->T6?*Y!H7 ML)]] L7 9E9GG.8G \[U=T#K6N.3"G-*
]WN%N8:JJ0GCH0$Z(6V9]S)"=)R0PXIWI/<063B9_6-HVGN!#G'/O9^H5G#I T MR;=:1/*
GX;X9NL[U<3,:QZ(H=7Z3..+C5Z"[SSO!;DEQ"96A2-'4"3+D:)?U M@_/2;+>I+-DC
@\=_OMEN8KU%^7N&78:]K68VW"5+0EUD)BC,)W&CFQ<[ZA M$#,X@"@^H:+1&V*)7V(*
*G^YUYHB&CLY05J1BT2T)0'G MEABU":1/[<1I"Y<<-Z(33"D,:"HHAX2ZV):*GP4W0&)@INOJ*VXP3QYM1?38*
*M%CZOUJ,X0?Q5#9E MNNJ(<"=F-P*15Q,1+;HYL1?+WBV]NA[..)0AZ!]ZEZ4 M>]&+WYU8!4B @O^#:^0-*
*Z_@$IYPCLL,/)I;^H/0DK[GZA#9D"1*8)8H@A-:[?6/FC>D 3JQ8+PBJ*
*MOT0!"@:2,08%;BU_U@WV2J)R17)RJ'504#F6!KS4@4;*DX+.9HC7'C_GB+;\ M](J"0!MU*K9P8@^4WU3\ABDT3/\-*
R0LY'#2 (^NT\#YN5WA&_MJGE4-T3QQ% M8R=6CV7?Z5P#I19.3)K!A/_J@4!-YS'!25$KIIKFCFPGE@KZB'8 ; I56KPT
*MJR&&ZMHZL2[FB=[*H.V60SA!]K'F1A8 !H3:M'H>, TGV"\7A9L4WIKX'@&< M2U6HFJR=$P140"ZUTEC5UKH@NXJ6-*
"LP3V>_P7^IR3!%,R?606)Y ^S+5RQG M8;]M_#,IJ)>09YC2IDY5G!,"DM\A?2A#8#QG$/NG2K"UZAVH"X%IV
MM4_FK[%/ZEK/U[P^(XE!SM>G1EQ3!_LDM:DYZGJQT:.,_+DY_\I/=E'B!7A# M9CM A09D"(CBR="&:$4-="&_+*
[UJ^D2Y%&,O,MH50=A$7ZSO\4;O:YW,DB5 MEEV=. "V(L&8;'>RHG)UZ%=,;^KA:BE;VF3CO:WH;[(),_:UI3G;#N $ZN:
M6YOR\$&P04&L>[C$2T-?4^D-6D&$/[GVTRC>EQI+'9;'#VM_1]Q1T8(G!AMV
MO8:ZF3MOB6Z\)=$.5%!I1MV<6/UYO/%"5E,&:[8)5NA6'JLW\Q"C!#8J+1&< M>P%SSZ#VQ=;)P-;OT+L(/]
*<>7K%&);=T5G]W8TU+$%JW6%_W8W(5-CGN).V= M(.@"*U>K6H#]]0=%(8<\87B59'Q#56,EI-I#UV.[P:C<,_G@^?*
CU>>GM_-0+ MI'3+F]J7N4\0_8DV_K(P':C5/UUC^Z28VT;(0UH>\7O<2$YL2[!B^RE/@[HD M;Z4-"B'?PBRSH=4 3I#
*<4+"<5G*C*70$TU%Z1%N.87_#RTLUD3S!1^1O7[(X MD5C4C'HYL:H*<$K-4T[?P_Z*_;_]{C5*6B$_-*
*G=Q8JT>4>KAJV#%;VQUM)6\ MI1-$<#O>(KI88M$?HU8U)58U^?0XV_7*P;J_Q"CK9]MR0L0-V6H?^0)^%U>*
MT_3((:VRA=3+]4--,5WQ1R=64% KU^I6B,GHZ'Q]-T<8%O_^(L7&_PZVW@IZK\6P<&3&?=24-P4(?6;.-T7KU[(
M^(+5SC?"FF'+W'&G9U@DR%STB'YZ'I8/^! MIG$KJ. A]!WLDS2/_8T?TCCU"V(!_O>_Y/A0G-K)LCF_"_,^;K6D0\G@25*
M$B@6D:R@:VXY JZ:A. >OB.$PR4>0W51UC=V@EBB+"$VR=&KX#5S^.-8'GP M6LW7"^]#C@ZA#5XY>E0GF$,GG8?*
5W#'U4YTRINW@!$FF1L#OZ"-=O*/@#9'B M#O+,F /'Q+D?2$&2(NC8-C5_DK=>Q]@_JN4;GH/\3,X7?A;A/4/
MK)!A;JJ0R^U[.[&F)'HOJZ@\>X-D-G->MI?47A#/<2\ I4J;%S2R(GU$42R MTA94;>/(Q(]&8]?:?;L]I?(59Q
^XNT"R(/5W$DU%WLR--9(_*Z6+(F_J!!F5 MF.-*1'(S=E6;_DX0G#L6ON[O\7)@Q9#@-L0$?6*Y5Q:$:N[F!"D:"[;J5E4:A(?*
*=.V=($B> M=2)HZ1SH91&Q9<&7%M&?DJ[|'>!2)P,[P2*9@?P1A>B=.@1-;>I"%R?(ZC^8 M1)XL//2WG6"TJ8/E&.>,;?*
*5DOFVD9-3A91*24^*IZ:@[I;Y_@4NH7>X(IE!!U M4T?\$T];+PB^9HD?HD2!/%EJXL2Y*L>^$AOHTRY&WFH>_H)?*
PG#9 GZ&%"[1 MM\SA!H:]Q5-G2#C8*%/7Q_@+YY$JFM4V MCDRX'>!C"E5P*$,MU#E]'?#1,L9#QI-<$@:0*QGR-*
*93B9Z/R%8K_;;C#(N4.5):?U.\;37,GR"GO)%6Y"O*CLEY& MVS&<(+Q:_T'O)%0UMJ\P$+9>?^Q\:A&%3$:5^U;5THGUX-*
*X]K+R!Q=# #UAN MZ001)= -C]97,RMZ8=;3"2(AZ_P=GO#X(KJ*LI=TG05UWZQTY8QZ5HG__]< MT'B'_TOXA?*
*RP$[!_X7?VX1+!NRA!_LK[TS+:8GJ__/N//__TXY]3[R,*H^W^_MSX3R1_S_;U(M+G^4G]O7&*WI_!-,*
*%FM!"W_M(G>_KQ"/J$"_N,'^(_?22K_X>@\$=8ZE9U M9,(YAM)?^EVVDWJ85 X]AD>4S*GT\T!3NL ?7!$5(_VDCF5?*
Q^83S0/\#1< M70E(Z!&E=L-/$E%>2+)-*LMK4R4\LILJF+;@2:[B#UBU]QO7Z) ,L'R[P--*
MBDJ^1[3Q05Z$Z7=O]N.TF:#3O&2(!4%MUC0?OPGVBOG6&TW["2UI0GK:,OM<(6W4*
*E39=%#NWO@!BB\A+RZ*U7NV MW&K0"=\$>!#DLO0?5LZTT' MFBKS$^_?WE9@ 8NF6*MRU'W32%ZL5?L8F['_P,*
I8(]:I-6-;6 M\F2_M)CL%RN3A?)X\W@1O8=-4Q5:VI@H.3SSF/BFPZ7ZQ"F:VYCR0Y2D7O"_
*M_9U61$@;#Z6;2@HGBOJH^/- 4U+5H1*F56LR\,O]OS(OQB^*8%]&M)>\VZLM MAS9L*;#W94:N:M-AWZ*
*&V"GUEZBNDV3ZHD&T$YOTSH/7V@_+5S_(%5*A**G, MY%FK>D!,CU&\0O'__+=___E//_[;;*
*(>55M#"_N>_X=LC2_!$HAU%%H3?6.G> M.\H,Y13)_/#.2Q!IZ3H[*F9/QH^__-@M/_ $7J*1<$1A<^6<^7SF3,W0RWGS*
*M9;JG2&-9YKSY:;J\J1BR.3_^?:K\D-O0.5O^,FVVU.SVG"I_G3A?%*X"SIZ_ M39LJ*K<$9\I_3)4I:A<(9\UD-*
*5^IRX5QY:\=Z[]CXTK9S\.9TK'J.SJFE+U+ MG"N357JU+BW.G+ Y9R:N#:M'Y>YYSIS)*L3E8 #.CLDJP_5 !,Z2R2K"R@*
*(SIG)ZL/JB O.FHDKP?H(M#\ZD031AEK=7S8_K,WTOKS-V.?]^=?W]Z?H*_\?3_.[VZF)Q???UXN[B^^7U*
MT]^OKQ=/SZ&7K?P4%=!G@Z?SK;WDA7"2Y4?2T!T4I G_2Q'#DZ=0BP9NA7 M)/KIVW82<'3(U 'R!B"_\?]
M=8W+T" 9Y1>>G&\Q]NS5 BD0HI97VND";4H MS)9&T\$:$?H,[.K>DC=V804 0PSDWVL48&F7T,K YNNA[VZ-P-
8DN4B$JNQ/ MJ;17FUGD.KM0YNN\UA=^SQ#-HY'_!EWM'79R-QA=(/8GJP-1J')=UM2F2 58 MKK)T(<#LDLI'=0EKT-
*>>P(W"#? 9 %+KY4*KXE7>V-ZZR*N("W)'M2C-';T1 M]1!##;9T#U"9!+@""WV"I?*
@=J=9%V\6Z(J(K#%01Z1=K!&B@.G2D]+0R1HQ M5^Q%R,"&&\^\NKW-C95MLP#?*
RRN3>MSJO=9J%$>V7P57SFCW5?M8E&UHAP4N MKRK'+L+2 UX^Q8K$(U6XZ\TV;ZVM55-90UE-B=5,U<.RC-
*8*9R=VL=3J M>Z"QV+*G4'KUZ7#3#1TSS'EXFNY5+3L'D2S&O'KKK? M9"),,O>^E(YEQ;DQ"6;)/3IUMDSSO!E?AG)?*
$^/1YY/F4>N[S\2W-37.M;* M%8ZT23"N';M,W'838=MA%Z/Y/IT$&YNO3+U/=4),.O$8DKMM&;^^G#2OVMV@ M3>
[AJ;&L]=6I<4E/@G2\+")D:F]K+>DU 2B_,<^T MF.7S$]B3W6+-1K@ONT]TU'KMH"1W+B*
MVT<15]0+=TYI+VF#FCA,TTESS]1+VQ,[7#MJQVPF_?%WTYZ+W4DU16A;XR%
M_]'__AL)4,0#69!7E/I++X_,'0=JQ,FF,0NN7[P\\YC,=D5BI!Y03!!0--&R M33U=((NBN%QDZ2L^@_\JX$K4Y-
1ZN$/&;9)DYB2PUNY,7UTMR:B+&[?&H;$# M1D=M$K%D'7"P?JHG$4O0&>>X()F$\ZTSKLFPP :P6
*^KWQ6J781UKC!!\,Y, MH@!WP_(J_S69KYGK"/]*J-2;_A(8<)R,O'2KVAQ>Q;XOML0J6I M-*
;,^X8:)=CS!)$Z%R>%_%1/#_X"0M56V3/$%C>(W?XDN/OSJ!)7-;$R4O#_I
*M')*K:.OYU0JY^K86TZI!1N3GIV'3JEK;1[9:0*1>DW2@C>Q##;"XDB81H6YO*
*M458D"%_YD&AWA>5"$)$P4C8_I0#1]3F4E%V2?OS_+T\R1_@+UA8"_'E69(") MKGLD*0W!226 M*
*4M3(&@>LO(D8!J,_03_=(7_&6XHA0W@.+U]SBX#OV,%D\L42A"/<#/8._C% M[X=>O"?///!;XY[XR1R0E: G7*N]]O-*
%RVS$DV4K^A6+B;42X4G5VMKT\-+;6P:TJOZ0(,:H>MAC0P>+,O-W5^]Q%\J")"W=6;J5WZ0I4I/C*JUM>G_ MBB#K*
*JTNWK"\V;!"(?-US:JI6Y%V8[A&*EL"4S]4VU$<,W37K);EV/6JF7 2 M7B>5=53&FA-G29.9$UC28&$\:?X8FBC+P51E<^*
*D^--H5BR?+:T:[Z099F2N M!V8U6A)/FDUZVWI%*E4DUR08TYV%MA:-W8N)\2Q\ST5,WM,HE@GU:W:Z-E=Q(L4U\6,V^*
S"3GTJ>?%OC_WU]_7SS-;R[_?O'JV_73[?>GQ?SR M/_\^O[NZ?GRZ_J_GV\4_SJDU0TYZA%6PGKP 8?$$,_KN;?%_+F(O3+
*2A3>& M-%.D1<>.@^QG?]_U!D4L"@DL2SU;R*R/O="F\FRT M&T/>UH4$<^FN4;>SOW'8^=("CJBA)#1]*
[9,VAHRHI^PE\5>^%^\%8:<[O,KV M]D@PC&4SBE8;J@RQ_X;7_R'PEF03:$^MHK%K1>^U-.C[V%5G:Z+@G8!3|*
MA8Q(2C?"]SX0H%-WV@W4L>;PD+T$_K)9>9"V<[F2NGY?&?=W;8]1:=3%)M..
*MY$P);.TR*AJ[MF;D.']'[^07M7IKTM+5]_9ZS6VB)2W#ED MLB_5@_**
(L/:8^"EBP724L$>TC#8A&8752U3<;CU_]ISU.];LWQ%E5QUAV_GM MYQ&J_[!]_G%4MF,-N&:G7HD=E>FI%Z=.&=B-
K7AY +G$FC:)2%PCJUS)[26W M?4V"65J[GP(&;9J[R<14-_E,SJ?(,38)+QU^3@H]F$C7G
M.CB7=9:===FDU,Y;U[RR;1"6VXS)^.L.6Z#0/Z W%+]$8V2Q/.>LT]V>TO)&Z
M[7I)_J'VH>MPA#F+4B]A/]D_:BZYG8EQ\?3WF[OYKT\CS;N]&8O>;T-WU_"
*M6>47X8I5PPDW9%LT1!^;]^\\PB]>ON*K.)FO'V)(BD_W^-MPD@F"&)9[0889*
*M>QOB1V^4X5O]P=O#*P^P4);+&&M&I1*\)>)Z^(!-/-Y2RNQMF.,L,*VFN<:& MZ0 .$@&\^WFQ?]\\);+E\!2Z6J?]&M:*&*
*M<]I^((OQX-':3S4A0D(#^WD-\S4P]B:(WIO60-O%M2U62/0CMYAN('M;S-OS MI]X22_08<1'_$'AA*LIYU18T"\!B-*
LMN%Y -YP5\P]V&ZRC>4DVS8;<:]K9> M90.>Z'CO>5[N94;T;A@'< Z4H!*3[1%U(VP[^53UAAWA; .O?3IKL/*U3:**
*M4_]?NM0 70_7Y&RN+1\K9W4#V;S*EPBM" 3&!WQ#!'"1GC&#Y\8[TB\3?TW M4)OE#@,0J G5MC%QY-*

D^)V],C7;0XS<=TG$?8K3#4NV/;,Y%%A(G7L728)2*

M%8\.',R=^_KI%9_I!8JW5+T@/YI>U=^=B.VC9.>',MKXKQ}1,2KO(@6WL>O M?OKZ2LVW-U'5;F!{$C1BM"K B/L0?*

*FVGT+$.\VOLIWB+KO&)9._*;[$' M/F?J&*NFU)KU<4T\2PPO1UMN7#K$U #0Y#-MW_]\J(>9PF]_&?IYW.!9;]/= MH7/*

*Q1&KO66_ZO]W @ :AWX(61:=!IY,8F$Q?91&!6 ?8/PAHF4B3H\)**<*

*MYUC$&$QB!YK$*U1B1UNS>1*,/#Q>HK3_6@0@3.1@MPQ7D)7,RT,!)K$3^XPH*

M$+FK=Y<=MJ&@>'Y4QD+Q^F1AP6&]0I7H2[+.U& M>6@3C32MZK#'J01: 3()1)..5 -+#0+))L+1OC< \#FX2[.

*[3"E&*P9L$-[NV M)"C"_CK%\7'W]F][30T=5]@+G))KND(W5UR;*,1)L'6HA^^AD9$3$3%]7G_U*

*M",Q)X*_U%9:0QWM."Y-MB+NO=?Q9'TO@*.3U(.^1YIC626SZ;J1QFY#:7MC]*

MFJ[1RZM$$W8W$>A':R7S;W_I9Q&B[E^+_/U]_S1(_M1 F85;YZB4_2&8KOY9P80)\S1!NG/-

V2ZIZ&33S:R(G/]>!;D/,N6P[MOC,N.(P=8LFL&H^NMH\;!]9D@4I'5,^'4SV8 MHKH=X&6.8FZ6N/.7)]S$R-JAOCLP E-

XE38U/A?Q8;&__CM$AY-,:[(]U# MU5JQS#W;P\IFW9[AHD^HAV#<,GY6YU4N5ZE,'OSOAUC#CU&RU=TEZ[PYEAX*

MOZ.5]_#JQ5MOB;(4/UJ#Y/GIXC9<\NJ9I7FW[]_QW$N[.Y%L;X7P;MEYZ%DO

M))A^;7H./=^[:JFS5G,N>ML#+BOF^(8NXAB"G&%JYGIOFQ'L7J5-$A6NSY;" M[*0!$@X2[+FOOYUT/6E&'B:Q(6=#:%(*

*B$BBLSRWHM_1RGL\=I\PQ7S9BUB M#X)5:9ZBN0;9V^?JW= MHY6_Q +XXMV+5\-*HN879^G6-7S.R_N<7Y<6M*

*3M\HU T;+J4*F6(QJ'<@ S M%CQB#9J JK7%JI@O+4ZFJK4;EV[#4I2Q2!5D3^2L$80.@/'"4Z/ZQ+A.'9US MPV&K-*

+)8X[O[.]1BLQ/G7E_\ZA?'%*$4/F')G2@536MQS'H2RH(4! .14L MFNPR2M*$:^)T<7+#IQCQN4'L7J^F\OXKS;KR*

CQS5#0'1S48IW>?'W&L/B@-IAF\YNZU2!NR(F#%KG\ MS&['NE.5 D+6HI@K_X H@.^XCOZU%X=X&?/9-

*[T"5,VM'>CJC)K.KK]J&\>T M:4'$$ZFA_50/7^4*IL=OX7V,[IZV*S(5YU4L[-*T\6-,VBP.!40 M!*

T33O4DBGFU+PGZ9X;'O'X;7V9.=?8-QU#9W&&77E&S>ETJO9NG+ZF!2EG MRREI/]5S=U!2^SFYO>/*

9@Y84F"'D2_N58?/L),]1 X$%%AX%Y/5,O.76JBSG76G4=YAC0R&&P9XA/@^@YF9R:#F?C9MCOBB?*

*45AXK^Q%VL;Z6K,C<[U%\08+ M\V]QI)Z^PBR\< \@1)F)F&W1VPVUTPR:Q?3R/^EX[G8L:ZMB3**F7(O=9J3G M3**

(\3+O]5M6E)E$]H,6^.D+1FP2:>AM6MM N)P%QW.ZD:E772:#PMN.7@8X\ M"=3=MKO,5 UGS/N/,_-:Z_*<=S^?N-

G5'(N0I#6.S/!ZTHB$#W&$WVWI_B$ M4SE-)MN1!-2&A[A!QXZ?X$_+5[3*H*(I*Q=R_0'1>"1-C501$?#^R3[3/LF/

M&,T-D74XJJ+)FD_BR=Z>A4=OQ%/-RC; J!RC[)]$@C9,3)C/F^<'L%0W40P% MI+6B] AW#C\QR52M^/91-*

SO,N#,9[ZDX&O+&ZJ?'XTA9] A^27%%NNU3Q\ MA"T=X]<-L4\;'?UNO^&&;&@+C]DQGT]57+2 T[0@-*

L:)C=B%JYS,X%<_?;W, MDC3:HIAL7F'O[HTDP2$CN86R8 ZE=A3W3O5\&V6>CE$A..>?2I6(N]1G#\K MA&DF,PX@!U*

BDB3;TK\=S)0C/N(4L\H[G5>J)10] MAS[>WT!@IUNH[5><8I>X[-?;71#M$96K#PQ(%8QXO6VT8[[H !OSZ:/XS0<[

MGU3"!&0:Q'?!G(C_PEP@18J)##9G8M??<^,QU'U,_:$WR"2,TL.P^Y@[:Q(Q M:%#;HC(-E@X!V^V2;RP#^-

D=_MV(C%@/#&0)X#@7<>RWA[$-5^M?$KR M;;B.XBWYXQ5/3\8V14UCS<>?H>0Z6$-*

*)HD"S"_FWQ8IGJ_SZ#@(&TO/Q;OJZ?\9OS]LPURR9,<97 A*T&,!B7CF$ MZ*,5%U(7RV6VS6@*

+%K[2U^U#PTZV@MD,$[A4[T7S0=PXR+K5.(MU[EO':J M%?*

*Q,+XL0;6#7N*07],E.8YG2AW+PAN*7R"T=K#=>FXBV3@WG$]S/;23M< ;Q*

*M$2"/G8ZRZS(:609%8,$QL,,;$AZX3V@#NU$6H*ENW-.L>)"@;C)Y&VNZU"]> M[,SB!V5.7 4"RMM:ALQ";^ZR?*

*D*EVC^$O@;=M"29>SOJ,AC,P5YI=('#QO+ M#=G?!L!'?5XF80XZ@%7%(9Y$+$0[: &Y[)A$L,)!R!5M9=5$-"IS4(%<]^*)*

*MS6).,WY[C5+!.FG4@<*JKLY%%PM@*WT\#=W=@U6XJQ9)-X55*#JZ1]2W6&W6*

*M;>CD'C%?]PO\V8L/OS5%0D_WR(*I745;+$3;DB7TM%?8A$_F'H$&IO+Z5UI9*

MFV[)Z(0OFJ7/+O5=@)@!YF+E6UFG%&R7OV6[F9XBS%/6#>$,HVWVUT,@G'R'6?\6IJ$%^/ XZI[F_7ALU!%-8W$:W$Z*

ML2 G[:H0U:2=J2@2-?#C0-^N,U!RXU33:<[WC'9C!-\/O@='WR%292M!(=M M>\3\Q>?*

FE66;)Y=9'"LBQ0Q[VG.1L,1YQDMA;\F),N]GC21R2!C?C>EIZ&33 M)U29DD0,J!T^!GW'>KFT.IB3,.X(&0:SQ'5%(H*Z*

Y\>$ MU:Q9ZIQ^@S&ZUA@KGRPC_W-H$8H])-4;V_2WIIV<"UT@7<2A24]K9"UB+TRP MG"1)6$1?\L.-D-

0EUF#!TTCD/VF#PSK]A#5&W>-G^?[>BW]'Z4T6KO21(XK& M]D)?Z@S5!"FJ6MM[_FC%8.D^)"@1JI=0VV&L$?

*S\M(A)O0<(1_\6O:$X; Q@ MU/=Q=>T*GS()FGD.,0T!K,(WL(R!'H,EY,=A"VHX]NA8 XGU?;&F/+8SK!$5*

*M69$00^J5W=UX,1VDYQ;6CU9*YB1L(+W7YYH(_O0#D5.JY2J23"WQ8NBY"I7*

*MZ7*38%J#)BLRJMO-.PGN'GP1';ZI]V)1=BVDJ&\YVO!>F(35_D!QVG++3X*5 M?8L!TT??)-*

PEUIA=>49VZE490U!V1^Q6/TTG4CU -E6=3H#B))P;IGOZ>Q0N

MM0$T!PQDR^6VA$VWJ3IM#AO#4:]46=8_L,##@]Q4BJ$<)9P6@]SB-9G'=U&X49K4._Z(-6:!6@4SFXE J"Z!U"2_ "7$79

M2[K. H:.E#RB)?+?-%Y8P\YN"G'V2\/D>:3,&\F.8[GVCAWN)3A;_IE>[HR5?SGU1S4/ZKPG=EV2OUR8+B!- MR*

OW3WE5R;_[(:0]{U@.;Y($D3 M87@63;:ZB(MHD;#1UB@V \WQ"0_RE=Z M3LW7??*

Z?.4_NT!L=/%.9IWM16])]D)2GZDV"*_=&/9)U6U>8T^DG1LVH7'HLT/(U]/^9L7*?/3). ^4D'@I<;H!LE#1V9]*67H@V^"FI*

MK39(T"CO><]V5;Y+C,NU=KD^V7@)?H@\MX^=PXH/Z<-#!+) M+5B+S,*X:QWL06Y+JO-HB=!TL"^PB%Q(B%*

*[_68__J>EAGXPCM+"[AIRY;K]Q MSGHY^DTK/-IN8H2UYG"Y-WO0*GO:)TLVM=9OV&I/^V2).H;9&E7:VR=!M!'D*

MA]Q,5.JZ.O!>6ROQ4^N5^,DI M2/%VAM127D([^4D',Y]F#.E/._%"GA>HHX,J>*2R>R-?3 Z<(C';ANKFC-R*

*MH^:I<\K8!EHMJ6M@99SB<>[<+'G.7NS1 BA/::H;SB;!8',?3RF=26.J.W7A M>9"?7*I.R4R$D]ATO5@72V$^S1?<-*

*!A]2GG,3@J!9JMIT^NU9I6.RU9O%)Y*8<=/(U_IY)5)7]IY=#_-*G:4A8/?543GD1"U.#\;D VZS1]RLDW MZ]*

*;NQLKSZFF9!5WU!.^UE*T\9>%_GHZ""<7<>R%&WHAT97VBK\0XQ. ^TO'4 M]2&?;4?I&/;C(<.WIY>@BTV,D!*

*(K6=O47G@M21A]2J/E[}^]++?Y/@5W:@#B# MCM:(>HC]-WQF'@)OJ5Z/AL8=[Q'9*9;GEC0V[W]FLDPL?*

=MNESJ)4V&9\;^* M)<;_^.T2$G-1C.^V=]{3Q+IJ&PVZ$0?T:YZWJN3DIZQ=GWMR0Y\K9")T5QK

*MH42H.O14W\=>$;KR;+223]|{6WBID+PFQ *;7;\V9A*K6+DU??^\HV]O+M(NV MVR@D5Z'VIJFWLY=#A<>>KP6]2;-*

*EY&U=V3#Z7"'!I6ZM3]U>^%^\%[:GAL,K; M=PUGN[E*MQ,+ MIC%X"/6H%\ 1*DEB(E%]#T*']$Z"U?*

P4'[>K>,H3!^\/=Q4 M33NGU5@=T]1RVGW,K(--0XLR_^JGKY=9DD;;HIKK_A%AE3!#$ VT"0&&3KF/

*M6@UB$966FKC9E!345%NYX80XT R<(V0J+;"3B$,RM^&*CAB5D?2D669JB\UW*

*MEMHZ>JK!K$T65F!-2^/FJ;*JE2&T5.U>;FX\>3[I396E7!*U6?#4N:2U19=R M[^IVQY,6WD;&RU+*

<5UNUXM2W5J.Q77,$)[7%&BVU)489Z%^GNK,. M5B-/PTEG2A@?4?5;LP_^N' ZCY7_%2?/2MY;T&JVM#T:-=C\9^-

SZ2#(8 M@6!7;RV]B;S6Y24^Z$LU!PDIJ##O5C)/V>ZFE<[N/7!"7&5?;6@8< MGAJ/3#7U>E

!X]1?)R6MS.1ZNQ@'QLB_G1G9'%C!>/4?9UX=&L/!./CSF8/ MP!#^MA[PFJUCMUE%."K*8K)L#33=*

(E"P4KM>JGXAO0B+))7V3=QQ292Y4' M)6TV:!X4FT$!(H;DY5?T;>W!A9]"DNICM'PMGPB#=-7F3AW/ IO8*

MV\K9J6QV3D$\E13$)I+@T$CW1O770:=U[X?P6%5.K/S[.?.KQ6(K3E?QF\7J M'E@=0;EQ\ X^ E)25\I1W<,U,K2)F/H^?

=Q>=^FJX:HJ6G3_49541?,;]YY MZ%DK$_T->PX]W]H[I]6<[XY.#%3E2C #96D&7#V1357?P9H8>,1/'/P(!4#_

*M*X#XBG;$X_&Q S9JE5N3GEVKBM[O:.6UU6@->O6@TGXQ4VFKS8;57ZBQ7:V_ ME'[O93$?7CW\!E^B+/677I*

\/UW@2Z9I+76=>CKGUUX<[/'-MT'7^-I._7!C M%@VX&=I.';.9:0TK;HA2K[NBY1#+?@WVQJ3]^E?[=3S7_[7?O49)VSO9

MH)<3Z>G%#-8];Q3M^])/K5EME&_CN=Z@Q#HX_=^@)(T"A%S=P%L//+?5&\0 M@UX=SU-*

071_1)@N@XQYLM2B%@+(DGXKTGF_1N\];-%_+PCG&V 7!$LTOIZ;^ M/>E46"

1#PRHKT_H:^XG3ZE+'(+P5[/4D(M.79^U+,UBQ(4_U ;# MBJ;T>$D;=@U/T>*

[(VSGK7E#],L/QEG3H>'98B:0PW5[0>J+&??OCZ&648/"A

M;U^R.$6KBTX#BY6*X@6,3D\AP\V]$HD%QM\MD'ZA!LZLX,613*,7;"5%0ES MI<$7%*

((\B^/ZEC/KT].EP:770^#I[XIRPYXT]++Q"[9MDN],K8JN[VC1'$@4 M)6JF__AG[J>T&P9[S!!^,;"M'B%

<7>;F]B<3$*X3CIINZN46H,8 MK)/FHU$L8,XM:2S8R?-G!-!+3O%+$@W&V52)R#II5HP3&\<9]DE#S?+C)FZQ

MDV9#B["V MJU(F3Q]$MO-]6$]).WTYJ.Y]PTJ2['F+#T_6W3%+=1)W)Q_Y]> M3L6N))ASIIW?)3J[?T,>/&=BI^^3$[&*

*[%BGWG$N=/D!&%V_6?$)-40*X__S|-M-M%QTQRS@//S_&"15TN2XR=PKIU?*O(7\H$H#YRMYX>+IHQ>1U-3G-?GM\P1*
M9NZ"C>?W2\NR55\&>+&X4[9*5K7J*=MNO7@/KY-E%"[]P"=-Y^M+/ "^9KYZ-M*
:WH6V'A(PIHN;YB*'=J79WK,5FMQS3BNC(F($/GDAU3+=G1-1BBI@"E8H/K-M^TRT$(:6*=2LRQ1-M+H-*
WR*\%:2HB0>-,TR%A1;XVPT]W=SNDGJK[?=_:9#3*
M+W_AGA3Z[:>Q(]*/,"QTZ@!P9Y2J,XK.*'AX1M'IUIC3<'WUP;X=R3-Z2KTX-M=8&)9TP8NP?XT+R"*3-*
19^8^Y"U\WTBSM&=%"=2\,I.K0=;AR@8E6TBP'<%@/ZS<47(9>X*^C./2]VS!)_31+$7@'-M-RA$%*
CC'JW\)=Z3%^]>+$3VW(8D@0C^8<,3V.Q3*$%X&#ILY'VL6>Z>EJ]H*
ME06HA"):FB/;^DO%S^(YD'E_>OQ0)TQ+T/)/F^CMSROD4W[A_RC8A/_QVW6(-MM]N^C%+"B*O]W+53PO3D:*
(H2MQS"VD[\Q8M]6-9'?'5+F:UIV'F17;S_=)5U-MBY^=8)?&F5UK9K%>ERS^6CC@7/%81"QU]":*Y^DKOLK*
K*7=$MV,W765JH>G-M^XO//_(B(>K])&\XD'2[0QLOH#),LHUD+9PKS]WBXJAIOC6G5(>?Z+R0'WD5*
M/KWB(QUN[K,@]7?R8-M%RS$>_:]L.* : =?-V!8K>/M;(IRUT6#55EU+*O+Z-M6D37'Q!ABU\.D1?26/OG713>1-*
$*N!MGFXO5U@]]T%G)4R9+7_&#Y5_D'U+!-MUL6X%FNEO:2@,\49.>*
(HWBI61]*P\Z._H['.\S5Y(R68LTMX^6P4YU_=W!%V-M?O42/WG"#SAO-0]%)>6S$9,UW;N.&P-&ID+TN?_Q-*
@K.=OA^;BT&U%BZ36-3]U:U\STXBJJ)?D:K6-M$R;!W%[E:C>FCY->!XV5F%_XY9<0CU7YTVD+Q&$..?*
4=WWR3BA_J2%#]+X"08-M.\Q6[W;Y3CK.:Z-WA\;J?&9OYP)%9Q.?1%V#7G=SQ9_'*Z\5;@.N*1@ESD3*
M57>T'^DN"C_XVPVP"*P+RW({[5F@S4NE+O[(-8P"GE@DIS-MD/,FW4XTB5-ADOA?Q035I2)+DU0V&W2BKP/B\Q*
M#G#_]?LH3%^#/0=:ELVTY0C#S+^P=BGF<94A>O7FA9];T';(Z({(CWLOS<#6-M>>6E9@IPJ8,C1-*
P@Q.OL&%!0M'9D^NZ%OO=W26[(A'"&42V42-M$I5!8!XO'V]-HK)SKR+R!JS-3$[ADZ'/(S'MZLAR/(?>-HI3*
$P!!PB<>:R@-M;_UL2X(G<-,DR0![G!3]^8[,Y$?[41UAA[C!KM=KM-2WF7+!#QMCR+W*5*'6-M&Y7WE<:627.G-MR5,*
(;&GII#MI?AEZ]4HYJFH/6A^L"ASBTAF1ND.1I8P_E7O;)L@AG;].';ZH-MYB)Y7NJ\G""_:AY031['!._J-M3-)*=%?AI&2YX3.*
[YMT^Z2S-KM[3.H_\)!C8XOVL\?U/D%4'5CTY;1:UD%42-M477:68LM3EH]1&2"'*H=,+51:X+Z?*
AL">221)&DH$Q/#!/FEWE9M8[,F-MD2)JN-F49N4^F.22I?C(S750X-QPJ;3.,-90RMW5X-BFQ*06;YMR7"+CU5_/*
MO&H(?V2,^MN946T#+1GG_N/,N4,B.!GW?CYSKUU8*#=)G+;]]#_=1!.9RMEV-MVJ:<@_?;-7&OG*.3?_?*
&#K+^7=^J9J'[7*>3>F!:FQTK,<%FB*@.:<&N#Y8!4#ZRF-EK^_1@&F-KG^9P88IB>#AE4@,Q(JO^XO-R\Q*
M+,18[V$5@P0-[WQTW]M4.P%D+L'6]4+]H2V0U]-M+)_+!E"G2B/;J@PY8K6'J5R)J,1U08A-I26LXK(Z'[6T76-9)2D*,+^>*
MG^[N+C4@5I)FKLD);3U?=8_^<(&O07E&*"0IOOE?O^,="7]E.K;\Y7;44%U#*
M3%5U)4W1<473CF=T[\6_H_3&6_H!%D[JZ4C;N2-'\$:7Z+4#S?$-M-*%4-12MNU8(B\]<^6_^"H6KY-HM*
\PI*:2,MKUMW:IL].&A>D]H"4%4/DHN-MO2!-JZ][?MNPAJWL82U&=8L=O)0;%F!+E/^8SU:%LG;86$Y8VOA*$?$&SGZ(*
M01>4)P.;6^,0+A!*5J%!.'J;=VTI)YQZBH(5UJ0@O")=1#=9$/-=,U_ARL4*
MO^.C@^*$EA1<1+G6E3N@Z#A2&WNW7[!XUT5+A%;)31QM>20*%!++Y:ORFFOJ-MY\(-QR-NYJ%T)4UZ=/U.W&"5?*
N-!O7FL)D#T&9P#Z5-1WM+>40=^?,6;E]A=-M$)8]U*.>&[V^[HLF+,*$E'7BA_Q71!Y?JXLW%'L;+K4IF_G!4*F**
WW!*L:W0MEPI8ZIRXDV"7N?]7-MY)O@8#UI+HT$),ZE?#8CYZJXEQ0NS)/>5T;NVW*EW9JS=!(,&A>.GDOGT,CA*
MFRL,S=[726PWN=NVI)GJ%-E)*@Q\K/$+@/U8A)(-)[+NV-AW]PV-2X%_'VG64X2*3*
MX%X[6X4FFF42W#I$XU#'-4R"92TEFL;4.-FXM<-LAZJ8IDFPS/A0-@5/]<&M-M-Q2_1&[QR_!$-N(>=IKV[Z*
ZVW9#-0KZ3ADVWHW58(<\=7"Z0W2(<@3A)#._M6VXF[8.]#]BY46TI@^#/24#S':;,5ODZ"60^&AVEW8=^#P-*
3,06#ZO&:.EIP"$>\EBH!V-/-^C0-M[.2]-L.G-69H?@L,%(4^#3S$PR,5>'QZ+T"(*AN2?:"Z^LX[&;"ZA\+E6@_MBD;]Y?*
S36M[4?7P;-K0K@+P&19&DTO3:]AY?$DWM=':5(/G%+-'@[^D,N81-MGY?X#:UNHO@F2_$1Y"I7LZJOPXZK7OO*
MP]F6^7$RK\/SS$%Q%OQFSVI4Y@7F\1$HI(3AJBE1XYOC47%/4_><_G4F?V>-M@+.3B;|*
($Z_5L:WPYMIV%T1[1'5D_HIJJZTUC#$^G:VH23!?S[,T-M23&M^&%/,WOH9=6U-F?R27L@S$3.[W>-M'Y,(IJ[WQ(&SL*
CKBQ&HIWFZ2N*%Z]>:$L(-,UG?'NU'-?4;(+I[!M]0-D>-M^Q2_",.LO-MD)I&^/C76S9.*
[X['D)G_N9__4/]/Q%LHC.L@&U:$K-C8?GQDV-MM^310-LQ-9'NVJ[MLLT?=$5"P-*
102$WM_4MZ"5>D$]?)C'[_Y[%0CUXA:@H-M%\LRTR-:-GF\ARA.7OT=V+Q4N^?*
T=QYKL%TE*YA>6,W8HKD1D\9SD)CC,0[?PRQ^X2;8CP)-#21G9FFD.0IX&]YMCYD8AK0<4X>#DE8]C1*
ZGHX']K0\&E@T#D6?F-0K]X+YMV)K\L-D?)\63K-P]E!1,VG;+OUXCV-D_3"_9-@_[E8IOX;9LIOU"3:IFP+*9>>=_KG$:*
[%*.0WK]]'B,$F;'29('Q1TY]M(LA-MZ%T6N&[Z]?%!%S6>YT<$<;;X[Y=12.QIF1-8[S5S_-MF;(Z)%)]=>+,[L,CV6D>*
[WDUCG-]I*I2R^&Z_"\'AWY4">1/^K>-DE\L)/(-M-75O)8QMU'UDF[[UW#X\Q)-(-'5PC5JZER>1ANJ>P#O2,3V--*
%3WE]V%&[F?-M_-2SZCV(*WP:F:SNK9NQUWP:R:T]+=#0?O=IY,RZMUA=>NNGD5_KWAH>Y,R?*
M1M:M>]>7)@1@&CFY[BW)2%-Z;\GMZ2]12"P-=D-'N%BVG8.8;O19)D6\JN*
MYP0V]17"5&S]L$!IG;]%JQU:C3(_^^#C?U=-\N\J-*@8>'QA5OG>$+;/HY_\M?A,C.&H([X7T$9_ZKGEF_-*
UN69K$J!=#RE%V5&V)4_[Y8<57N4!E77R5-M?C_AM>=E@"RM/?O\;3"8/]Y^B;!$\0.L]0^EIBB^/+[X;AUQO>2-'_PM/;F*
ME?_FK_!K:>B=6?]N&S:%[EYMG9B"S)\I)UUU]:"JEJ=:%NE<6]I6><_39N2Y*
MJ+3M%1CIY9,_%4\Z<:CI#BH_'D^:%;V*WBX/PS168:128U+%AD>P2"1+Q;FZ-MY7'KTY/)XUS(TJUC4S:B#)*
<7YZ*SGV.N2^J#/CX]CQIV_>S6[Y(IU__\$:X-M#?$VR8B:6*U;EM="ZP=JMO7WSQYB=SW$1>WBNI]?WN;LS!ZU,*
[OQ]):S/@<7-M'I7/GR"#:8RJ-097/N\N@X^HM]X9?K+F4^XR[N"MP=)4+6[.^@RLL5FBAR=8-M$9=&NICU.*
<$=XYBJ.WG\^F^6[4NPD!S_;JJ*^8-MW281J7..E;*]-F,3/U53Y#1"4\X!0BZLPLB.2M6H/!&0;*G[JAN-19V5F7/W-M3^?*
[PJ5#(+%?3P2>O$]GBKAV#49QSNWSN7#J7-2MY-,!BA_M6AD87/H(F'/U-M-3ZR96SM&I@$%/W85K&U]Z*
/P/KS*@[J8)@$DOW8EK"5K;\7E'NU@;<)+7C\J/(PRXMPH+*RC@*Y=DG[\P%>+S-+^\MOB*
M/5J\1EGBA:O%.V;5_GJ["Z(]HDO&60YSD(84'3;&^#R0-8%R#O&?''+?-0=;*
M$ZY>:G*&&#Q##)X32,Y9&2PUOY3L#,TKWM"IT11%TXH$WY&GJ9D[OP07#SC;!\A#6-M4EXOPM45>D-!M(--*
RJ;5!)G7V-,:6=]0B&(OP',[6&W]T(BT[W^R16HZ=KOX2.9'A53H+?1NIS*
M)4>_^2Z>!.L&N]8Z/Q.3<(>TWMF&ZMAPS+-J2\)[:^NG]*X+\0X*4S_^>%-MJOH(0@-KD[Q#6/\-SL$;*/,"\()I+,?*
*YDX1H+49:SK82U>-HQV*TSW$&;9X-M*P/0P8YZS!J*+IGT=(\LF)H^Y]Z@9|=""&MM40RM]_A[_4:%/2=MT0WWI)X*
M[=7I]X8]NYXO[&.LTOHQ5=L@-D<]165C:YM#([P+Y;7!)])NC.%N+9GWT:S/-M9#*^6XGX)$%HC@6"!^PB>QFD-*
ICY0MWV,.AHSQ4"("KS]7,"00\HG;_@5U<(-M(%+7'\M74+1NHK@\\SO?>R'R1.4B.6)$:VPH3ZA"@H)0?*
1]'2&E:K:Y70B&D-M*KQ"<'.*1^$*K7QB0UU$]UZ8K4$GBG&#I\Q/D53I/G+$SF_!^A&G\)7S-0.%-M6D37Q#P!DY/?*
C>V&<$H./J(0O5,EMH40%'LY1(LYYSO@5QZC&<-M(O5@^EPAJLIU76""O*TC4[_=*
[CP_IK;E1/70TG9QA!#NTS0B(6_LR.0KD'WU-MBT4%%-!Z&#<)A@=+E(4DE>(!Q4N\-H<0+!O&?*
JJ4SE;/TWPT9O(^W)"!-RXN-M(^]-R>6ML\6?M+/VH(2[$V?%M#._6[L.2@=),,Z?-)=,#?TB8-MXDL(*
2;F[LGRKF[OSS%Y3,WNDSVD*KZIS?^38-5![H.<>\VV^Y-F8BO_A9&8-M$Z7CJ8JY@\""3C,V[RC=R\2?,VGN*8^?*
6HGK@U\NG+FC-MI1/K:3QD]HO0/5-M1IP^^#3ZG=?@UNP#^^$-Q2_1B'=7'>7G-*$Q.MQ7=6EUFK-5K?=3"QY/FG'2*
MQ=9)W,.!P0!VC8FOK<(63KO?7^2NB%-UQTD7V.F>=)O+BI$O==0/9^8-#Q-7TY.?LNW6B_?*
S];T'CXL4_VF^+CU\P=GC3+KR2>;^]!+ZFMLM-MN""FXF0%KZ;/'T#U>SU=U%N:!PSG/-M-%BFQ7MT)-*
U\E'&0B[^I"IMN/\XH2+Z)LJ-.MSC,/DDLN]?K/%=JJ#EB(&<-M7[XCE\U1*
I_#%=/!T.KZ8XF;7FSA7X=0JQS+D;#SH1/3^IK^91;'IC'RM4ZN-M$?,]"I>'T"/T&WE85A?ZXDG';-W+8:DR>M)!.8/S-*
]=U3SK2Q-Y;J4Y]TG$$-M5AA+M=V3]IEW$V!\X#OBI-WF@^_8GMSG4>H%T^&G^FW4J8/]9\K<$&T@JN2D-MV-L4M-*
6M8_WD=F?3^Z\/![M#P91]\U%|>O;B>E?Q&@FEW:68=KF-&U.]>,/[']T)P%Q$(J2@D/"V-M-BQ,$G*"3(@Q&,4>E*MTVV-*
M*,CP(;[YO^U]:W/K-K+@7[F5[[DS2>[,W)G:-M;)7\.G&M;7DM.;GS:8H6(8D;BO2-1,]1?OT"X)O$BQ1(-&1]F3FQ-!#=:#3Z*
MW81/M[C&K8=I;$3%(:Z._-4D=3VG_"(0JI&[M_EC+;;TZJ%2U:Y+.,$:$)VX-MDS+PN'C<&.$DRRQ-4H_(_-%.-*

G05>P]"9U+H3@QX7!K -1"R8GL0\;HI&/ MN,JC'Q0-*
*YHPM#^WV]RYL<9%K@9GM6W%Y#"T.'CDR<6;8&C:;*4XH+UUF83U M&@5I\K)Z5;7?D\P!(E#(!,B"*
[DX61,MU8.@Y^AJ.[9/J":B2>\0?"V;KU3S:BOYWZ!36NPXC>J.K1S1^DT%A3UNV/H MF3OWXS%KDM#@WR)]_I-
*P[S'BO\)<,$5,*$#,&50"*OWQ4X33:DNEIGC!I\#J*
*M$#',G%AQKD4&C5E'.DSQO".ZM6^V3/.Z8*I%3'PKZ9F7"SP93=T7U6A@NF/A M:P.Y?*
*1W8UEQND1*1[XT,ZHDPERBW"5K/-J2;AI&=AGF^)%DB[NJJ-<]5A_PE*
M:.H2Q7)8KE$L9A%D#2OW\S:]F)8/(R]*)4&!;3'G$\4 W!M<< S?W$.GXMS*
*M&!S6S\UY!P[!4WKP##U\G^(<+FX_^&\)/#5/["(X"]*U["><P M9:W,395K[QOA;;X?*
Y"#=1]L8']A'\N19MZR%4S:M5IE,ZSI8-6FBLKK5RA" MVT)0F>T/15RNT4;>@.KG='ZR7E>?$:X4Y'N3A0LD6:IOP*
P(%_0)HYH>]2< MZ:5WB+ 1+UR1&Y/13JJMP8.@'[8R#&ZL<1V;C%A(]1]"ZA]{K"&7[%,_4;P M-_#^@I,2?')AHJ
*C(W0>YY&2 \4!HD5."(WY]'K22B=)'))I+ *M^#6A76I* MTF/E4 YDTWLRH<(U]6>^1EY&A*
*Z+LD*U8Y5EGC/0GL>FW(O4X](>9#&=\0-% MF3(?OS:?,^H85&S6\P02GC)"*
<%+=./%XFZG/B+SU>UK1B5RS,&:]RZO.4X+[*)MC.!+D.@[) MY^/\82LX@3C^0S+:'I6D>X0%S_$32I=;(M8|
*(R+'^.3OF%8BNT'Y_ZO(Z?2% MP2'E-2(;#(,_D/]+'%*_X!=RTRE RZAA$\9!0N.>67_-',(2WH&H.OES=A'X M1.3$DJ?D*
!6W4(=RU),M&F(-(X2!1_JCK*VW2]$82;:"N&'"_] _"*/JKB MR+>OF@64M$:1%(W6EE(CC?2_K9+44%7I+!M/:5HR]TC?*
8O(%=K&+0/X{3=" M\T29#R/Z/A4Q:.U-\E,HOF&["3R&RZUP$[SQ8L1^NQ+-G+D 848(9L!)ASV M4DCF4B+K?*
LEUI96KGV[-KE34/WT']0DC?R?OTLQ:]55_)$P?/0MO0V9N>[G M[Q*T.S0Z#77-XY6U.(C2/_G!H;*.>V'EJ.T$ B-*
*G*V(LHY546+,'HV)/_*

*PS0?>NDXV"+S*T\H($#&QSHTQ9'W_LM:UP.K\HH M2N%5&/<< ;ZP*YJ%OC)7PL:"FMZ55L].K0292*
*=%15&C9L*LH=YD)$S("]F1E MO,G>T/25W5 P_EXXG?C60 9\-U,@X[^@(6-2N_T4&/P+3 QR3/930/]7;-*
!W+/Y3P/PW:#";$/^G0-1_ M0T.4U,W3ZO:&_&.U?+B_6:QO;U9K\K^/MT_KU?+N^I?% MTY?;U?
W3:KV_C^_+!]N;E]6M__W]7[]STN,_OG'Z#?+W][^.V/-CP4;[@VT
*MMVF/IERS'='47O**8R]*B#!#TU9EY>,T)AH.&UZL'Y?;+:*F4'&T<'^0?>+-*
*MSYB*37'$.AN+B{O)Y]@+ZFCO1DH8_+'N;MU^3D*C-*6TBE1_G#W:S]Z2P || M?&SP"1G="\>?(V>T3U*ZT3V*
&IT^X^"#,,?GT-LP#BF]"H+:]@KZ564AGKW MQX^NO?<@]4(I#/(Y=L6<^R3)D-_T2_[JA1DJM6'$#-
M89M]ZUZ4%T3DY21(41$%E -&ZS{L1H?UH**RPD-%@DB.(.:KC@=(#%(N!!FS7$3-<\>#;QAW'@SZG MT+>Q?
XKH^E$&><K_"ITQ)@Y@^# M2U88EJC.PB/P'1'$0V;.6D5YFK8Q0_C=P^F1"NR"0M7<8;-N] 6]9WBS]QKHZFY M6*
5;?^[Y@71R!#@&KS$FSUZ2'U"QFOO=^1{S^2%/7@;E*7!AG#BU]6"L$-Q*
*MI-.@^18#8JLK^X$6M%O:CN&ZYIMKPH*OR,=_[P Y9@7GG,LC&3F_N(V$ET*V MH*OK7LEX;%GG9@ O<*
09HCI81K'AAI-%40Q]\#M0W9]A3!@RBI16YQ&R5TE- M?(J#C T)P9S A[ID2"3FN-8I3FBTN4-%1-
*KR93EMI{)YM/FWD3:T8")]J)< MJPZLPEU*TS!UIUO,(!'LZPL6!QHJ)L$#YNJX)I^5Y%KIS(0'%MV:-.U*9^9Y*
*M@F4_G:S:E#1CH3L*0@;-#7K':!,4;7K?0U08VA:'&*?!'^SOPB,0P&EL>6L(M>J!E;6CL[?*
*WA'<K:R&?!N'1$AAEXW.L6XS9*V&T>X^@:M.QMOTZ\> MEO;#4LZRAO"[#!-1DK8+C?R[X!O]EYQL)!.<,[L,%PY;OD-*
*MZDT]*AD M-]!(T0K^'2#0:2&F*5DX@AU9'/!TZ''#6J4? #A0C=/"5A/)D+%T"O_IB^+= MO(N6B LY6G0R-*
FQ.6U;M@H30J+J'XN?,"S&+>R$\?7A#2YWL;
MX\0+41WK9=LF7LL=U1[O8KQJ[5%E'A^VAC4U]P:]I8T@N\Y6949RG9FFR^9U M/M+>PJ.7TG\=|^! GKUAT'QK1|
(2&K8(U[UI:+GS+>^:42:3\'^26F-?L(: MHA[C"!T?/?P[2N^RR)>;9P2#[=F7^@B5.#I$HR]$JO<) ^WX%.>]I/9.TWK*(*
M$ 8O8PW@U]6:EI3,/5X?R$ HZ4;A7Y'*AG5RN2S()7A[/3./:\.X6XYHV9 MM9U##8UAGPHU[;7!H*8IWS8!T81>.-U9[|*
*(H,;NI16D)KX[; ^$8C:83$[#BJ MII!)FN0FDC':M_5E?J 7V@4&:XUYML'[@&*TGZ.Y4:ZH>M M\7E M>]TN(\^4%ZX1I%*
(PQD(9-/71-K9D2@\T)IXC4/;)+&?WU36H M!95N=_>NB5LYSUY=!B_9D^>)_A\-Z?D@0B0M-)M>>Q@?R5LEZP>A-]
<^'\S1 MSWF7V4/\&L5O"5&DZ>-['[UG:U:163',(^3O#JRZ=>AE\C=N)-][A)W\ D< M]Q#\UPV'B9[SNC?!8G.\&*=KA*
*_U,R('0C+!/L-B?'"%A4O,/\EPLR8Q+Q,_) M:E!#^+W#B*AHT>:HIP,)9]H'B[>UP;I =^9Y@F5?XFR05"T7Z)%@9[Q]$-P6*
MPP#10E,GKZ#2>R=D4P'HC#P=2:DO"= MH_"2,C";-JAR+ZC4FYZ=VQ'L:"J AM'CB"0ZE(CX;@&)?<:@>.8((C7IS1XF
M'2'-<:'P!NGM-WT/!N0$W? FFJT^"EDS$ZEFJN<3H[C9!(EX,5IM!-M)AS6S M61'^E*)=L*F%@[H+|GVTC?*
*&AJ)U[4G:@H.H?Y^L]2U.SRI]TO.&*A)QO";NS M"L?:"V:I6W,E.;%[]5^8@8H\2^1JW3OG'+;0-=TF@^C8D66Y4$'X30GT-*
*O(SX/Q>!+B^)S:5$\Y#:4;="I3S@] MUCWT)(&]\CE6NT@U=B.]R_RQ]DXA>TN8%22]_5 GCHI&0]J^G),*Q[L/@OW8*
*M;$+5ASAB[Y3T&>B/LY<@1]9>;AM"C83Z^6,_ESQGG\@Z]"_/;^..M;KUP || M?&Q(= IVRQ]ONM1ZDJ*0Z/^OJX>':*
[%$S1L&0IK.Z%;(?^P]C)+[),F0?Q\U MB%=#KE8N,1'**SWQ)=CMJ6$K)4:^@ADTR#P_VY0SRE$ESH7JFFJ>:>V^|*
*<&|=F"I&(<@:M M91BF@=N>8F<&B"9B_JS?@G1_G25I?$"X-+0?7Q 1NS)$(S]V$:U<**2C08M8 M|) ^S11@CO]B2*
)KN.>2YK0-\57E<;%EW/%8GI%*5H48H;W:<;SHV[+;/?/X MQF+0R)#&(JHLRA3Z@<9<=Y$QR+3;[5'*,:'>*
2;DYM56+H;8#N@('F01IB80 M<38!HE)_02MSKF]0!0VZUIV0FEQ;X5!#WUY'<".J)U,AYVSNCM)=(F$ECM&)
MXEV16I);6-"0U4"C1$P5H_SD=;\DGMG;44P,TMG&V=_A8T89%J@5P-5*V>-S M8L?TI$%,CQ M^J;)0/DK
M,+QH^:2G0,3?@"'B1.?W%"CZ;X@HFAT+?P>&A;$. ^4ET$Z@&CYX#WXWDO$Y'
MP.N8J.!O,6;O09[9N"%/<6W_2F9,V%-NIG<@S9B6 ;,-!]\HORQ,[=.<.6NR
M$'DA_&R3+G%>74J4U<0=9F.C=2$LQ]D+Q_[N8+N39/^2[S9MYF(1CJE>I+A*
M7:X#A'\@)+##WH&/3N&P2T+AN204JD"BEX9+&]U?9]W6(Q$$B$(GW%C[]TOR MTX##%MRN^C>8]&
*<_;^H^(@(F]JQO#_0CE(G+VH2*9T #0YHR*9]S/J"<3&0R M>>$A]17"03W"=)Q\81AK21_ED_;CGR"M0-*
_00DBFBTMAGY#"QC%[\P._NV=
*M:@]2@5%GIFGQR_L=^=Y0*5%CU@1BXH]Z8F)WV+PR06[D%F'LN$6L[&JS7R@AK"N*,<@G608*
*MS86QS"^-.^)S%XR8;W>H<0-2,^!B%*TCA"A=^+%H]&P8?(C*TQR_ ^&Z+K"]IE M(9UXI/9/E-(8H:3:"O>='S!*
[RE>T.LO:EU:@BSKIU4X.U?R)9"K"D)@CB(8? MO87!+G=>R.0IP8Q9<-NP@;,@.GVL]F::OFM9FF%4,G_:?
8D(FMSKQ1UHNC3! ML"MOYZY[8?>[BNO-F6!X=T2(S(L0>^'@C6K/G0ZCUW%"V$=P>,MPDAMC#]08
MO_!]&A"BV!$TGH;>,7)=NDHENIB"Z?:-$$N R'07L-X-1OT
M[@6^AA@A&&EWHZ^&A=%0ZK&]T&.:=377E%%O569J1) LY S]] M+J=&&)BC&-(-*SPP TT PWYI221?G6 ?*
H1.B8!.E!9H("^554ZX#;W L>H M-(G#$1AYU6-T@72D"HP6L6O$L[4['4J#K1S!AZQTDF.$(H4Q6&Z0:\04:"*
M7D+NL&P72W50YLH:.T&O4H0B.HJ501&I3>+0BFB$7/UD!C5+)Y#2410-U[-Z MD9H.0RY3+=K!GBX#.?
H1U8@YA8R7J=Y5L=T,C9F>%)E4;^02R>=<]6U&7-T M[V1!C0[C('3BUCV-JDA8V-*YGI^)>A.8*[2H';(A<>FY:JZ\?*
**.8F@83Q5% MY$,&?DH&TK"D0D;!W%RCEQ,!N4S=#$*93C(&9!1-;3B4VJ,A(V::BZ61\>)H MP4/36L[\5VJNJI*
GL&2='!^7"T.>@)HA:44NEXPT%0ZFS&!RN6BD 4.4%7* MY2J2QFFGGV3B="')4S@S/R-*
*L$G0X8,Z=_87ZP0$SC"+);!*T.*!GZJ?A38(A MV K#J4E_DZ#, 4EY5$;A),B"+3MK9B-.@AD'1&9!#N0DZ'! .-9,PIP$/;"%*
MY'XZYR2^)@7@&ZR28!$%NB-%GV%J$UUEDE1T.'CY2N7@31YL@#-C0Y?:.+$!X
M\Y47YBWN.OAX06'>KJA>ZM/Q.%^))>>&59[9IQ=[?]!Y9,D':X$(,CG?-+2 MV5*DY):Q0ORAO<_8L)6N'661JTS3TWF*
14[%3-ADCNGH=MP^N\O\FD+9L]= M]O52A09\%9I+(99+<0JP09:7[.P.0A3"H:,Y=I=,.! ;'GB^ M9EOVJF_|
*}IY87ZO.:CEC8#'BNRW.>;'*38X>BF0K^,BS^)=2UVC'A+J12*,R;0 M(WP0G YGH''N^)Y'%2ZW3(M-"&8W-#EE)V"1XN%*
*T'GE)4&R>L?(\Y=14X;Z M00O)DNFF';L4@:7]ENO!;0UPSE4[I0VB:<^<0G5WU%LEDHUKE\)01=I11*B5*
MK4:MJ8:2"QI<+:>V2!]NWA@>5AR!7%9N?ASHCA26EQZ^1%FGP/?9@B.@\DY[
*M(*R.'*^:E1E5>>IT)KZN#AE7R@"6Z6WZ):'UZ! RWC1H;"I136J(8TSK3?7 MJ*%&W0 M8[V D:K*

*29GD7^/U/LX2+Z*B]_HK^>B1 M_(VA6R.C7'^VU3M1LDK)3:B&F-UH@M/&)LE_U1M4M5$O-BD<-NM&![>/:NQ> M?ZZ]>/'L+4'_SLC.;C_HO9-'6XE&0]J^E/6+QU_*A9S^ZDIVSAT*1,IY03XZ M,+$W-]-(P-"8"!0HZ;70FGJN@-D/<>QP):G8Q!]K6G;]1O0I7R*A-G\WG:Q! M9"A6G/(H%\&XX\"PPA$*R,ET*))TR9>NY!I'=XCI",$#4_\U96O):" LZ 8E M&QR\,G.%SUV4+0&BO;9T(K& I5DMXPTY'>*F>=:TU 0@0=PB5+1XT(*A']D^O/#ZZ1ZIY;:Y0[;UH>\6 M;PD@@)9"/F3*-%$?R4;3)&O*8OVIDR*]%)H+[HTB!6.87/MN8PJ M8>V9;.D^NO;>@]0+!7@7C78V=4SA%):$U#B=QJ5G'*EB$W0]IHYCX^1*@P,|MEXZC:L"]:7L[0<,MC<57.4OB+6!C #3/$]'[W0\]U.7((8&.D%&BVDR$=HX'4]G/9$V1@6138&R M&7IEGRQ7M@/+IL#"WQS 0B,R;0H4_+<#*)@[/? [O#N!$%1 WB1X&TUF]&T W M"4I@*>C#HO,F00A,G>WDJ+Y)< 5+RQD9\C<)9L"+^Z) PDFP 4O U8M!G 01 ML,36@:&.DV $I@@KC)!TLD3/*HTWO^_CD& \N?UW1NO*0BS6] MT^GV!^2.!=#HC^WHZLCVI]>QKS_#:NISX <>/JZ\:FN*"A3\\9=R.*>$GU-L M]IL+MW8J'F<-]<6=_(VA*EUBUM)60CWB\;! D&:/RV:I25(4$]'D M=? 7P<"TI3\,9!HU^I0U3Q3.@@3'^&DY62ZG.O;NE\BI"$;MK$S3*WBT">2%(V62-?Q71:& M)<4LMZ^1C_!7(.0G]SA^% &EM!^ M415_%3YSJGD07K@R@&89<4]29X9IU7='1/J=1YMH$S&!!H#1>\#5?ODC[5UU MBH\K0KS,Q($([\G]_Y5]Z>I8#RF"3U@/G/*2_X:8\N4O/A#V=B77SM%<7@R1 MJ#C3QR'0;)/+ZYIJBM'.5FV21@>T0O=EOGC("< CFO8)HPVZN0P"KSYD=,R0 M#-\ZHHN],;F&GXJT'#?ZGG-;B> MEXZKN4D* H&] HT6@1JZN92!WNCB+AM$I=7"_:$QHW1"-0(!V(HJ4Q3B"#YD, M;A(A9R.':T3I\LH,#PMU.(MZ1D,-'G*!%C)*9C!Z"&-,',?+,+56$MSB.![& MB"/B (:S* TUD']{+$:0T3&9Z4<4=N0X,K0OBBIRZ2SJ9VG>D;,MHS:2&N;E MG+.7RQK(.6>L*#ECA84Q+VH[< YRU;"I:$&J\T%&B F*T A9=+PLFOZE.#7D MT?'*:.L5U/1XK.DP3M>+K T08Y51 MG: [75QLCM_7#05VOG*9WCT1!IZY71]-GI#/%KKI>8&V\M[.,5W6WAE:?/"#6 MT1I-R;WC-!5A_0"J0I<*BD0$AF8]KQ/7MY? G$7J1L&R*8-!T&=UY*]7<@WH@M(98W^B "S!1<2Q5[2/*2KCWH/OKK-MZ]+X%A^P@W%C[=[A92D(&G7-I MV@LB\K6(99)/V2OD='@/XR/*9:%YIM:FG_K(OCVVWN V>"R,X'X!(VL/^\C M1A1*Z2/6^MUBD:8DQ<$F+=S0KT0+3EY6KU)^+)\SN2C?? U*@\A0@5ZQ!ES. M*+$>%9T(EMMEEB8I@36(=GEV22XOF=;&=3[I'B+;/B%E82'SWW$/9;E(EGQA M'L7[@MMVS)CL1]K!ZLX+, (MP,8W0D;MP%MVE9ZJ"=1VGU'Y(6'.4!)LI<:SU M:1!U1AHJ0[5K<8TPU3S[&A/""\$&\ <_O*8X^R,N,FWSP^U^5]4KYI&6Z1WB]}R);3$"U'_=HM1U-I-9MC7UCBLIFIRH&BRC*VE3 M4]"F^I2KQ%/Y^0GG9G^>AG[ZGS%,0E40""-06;$WY7#W[%N572&/X&BF2>54 M:]K@I?X@% Y!MX:BW(:YW-Y3N<0+J^WS..;TW[/8HH.<4,[*FXU:\RO:]GU\ MC1!.]L$[-56)J&?D:G#4-;H=H8.7/]C9:G3F8FP$I>M.#5)Q/#>>[R/BI<,K MXT0&-82 [7UI#$!Q3)JYV E0< M!7(.;WRKW)LX[,T!I65 'N!(57YOR8)N0NC-,)D4.S[*$IR!'$R]FD%0 ML6B777>D+ <<+!PTV3J@BWQS'QX0\?+*0.L@HAR%:=61?Q\L[:-1<;2BX[62 M@.%Y;(BCX_6)8)Z"7N2CXW61ID&]1FRDXV62IL';3 &8CM=@<@SW@@A-QTL^ M >/9W,A-UVM*.4;HZJ!/U\M5 2-Z?@BHZW6PS")YVAA3UZMM@21H3EBJZW6] M)J!I:="KZV6[@/E9-&)L)\&XLXK@#'&[DR#<>0UR=)3O).AT7BD410V?45' MVBJ_(&1SR$7U5S)H'=^@%.$#P4]E:EQNFR9*0F.7XH'"A2_% ^$6#QQ]O-5- M:%R6ER#Y_0XC=$_;C!"E^<5+C:? $:W_W4MG-;E$IM78_R\Y=" M@S;.?IH"04,_?QX(OOWVCFAHUZ]Q2):A#0'G>G8$7W8O&OTBC? $2PFW25:RA5%ZBM>DY.N^QP\/!Q MN>7D^+VL7A>;E$">'B_NN8M[[E.YY\K"2N129 S ;@QJ%=>:IS29)J_!WX>+ M8MC-42ZM+"Z]?,SP,H?/Y,T3PKXS?64-PY_-GB."[&&]18!/'_1V< M(9JK!WOVGB,FMW:&!V.Y(XSQ_9WA$;69,+PC&KJ_,SRB@H=G&"7PSF?0YBX> M_XO'WP7+Y7!CQ;GCW]W"9Y<2J9\Z7D%P,(XZSEWEEUU3SL6E/ROZNX:>BTM_ M5O1SS$_73[,=>&>U;^3U:>_M8 0-2T)=6D,N=10N=10 7^!+'04..5[J*%SJ* R%\%)'88Z4%S$VI_G@>=='F MI8[");IB(-(A-[^VT5*4I2#_?PX!^M*? +Z6V9=*&I=*&N8B4\ZJ]:RC+/92 M4 ,*D&=?W>;SABE=*H^_0_^E\LBE\@APA$]KLCG+>_C^[Q0!48)LASIH-3E; MA.SCY%^TD$J[7Q]M<);TZ*9C=3/!%0!!$&9 T@N(,/DM:ZB[C\B5(I>%7'3* M&1Z*S4K\S+ (9T,"0AGS(Y]@K:Y%33+,A(8=#"6#2G&RS_@B3^9^$?DWZ .% M\3M%?;$M51$2Y4QK8'U!$<)>2/:V\ _D@4M23/#]@70 TYOKK/]BHJ>,[\PP MRO[/S"HWP=/8/ 3I0P(9E7]V>8UW4@,;CEON9[S3NJ^@XYC4DELZR<'J!Q2R M[7(*I&@^OT[JL83J#T'*++0$OFOR7 =$L8\V 4H6OA_D^[^/MC$^Y%@Z3745 M!#!+=B'2,O7G&0ZVEGR3I]CIS9DU5/ 9QWZV29>X8+""2%'N,!L;I3@K]I!P M52[Y6'NJ5HM;%+N2"NNR&9>8:[M!KF['7"\P\I;;!R\2U;]K#+"VR0=$!#'* M';&W23,OI(9YB:E(.!P4 %(CD63".0#Q+R+(>%F86LQLP3%19=,CC?!(R=M MO+<8T]%'\KWE=DMUNG=O@^Z\#?-W MBI/2-&>;WB^E9R+:D_7+Q%X>!/DXTTB+%8$9\BB[6&Y+ M_B'D,&^,@$76 MZ!-6M(:&]H8Z(@ E<\! HKJM$R?A(M=7"%**MN7H4;Y ?,IK6.'[THV]+' M&),!JRQ($5=]/G%%XVRW?\7SVG[+;5%H81W?,O,'W1R?&0]; A0??$$1^IH+ M3P.88',6*'!NB8!$$+U!)>1+S \ 3KP&*%!'PP<%J"[693Y@_E@@6[_O'L! MSLVZB4BRETX! D@12J4'0C48R.8[17#Z#XLHZ7'P,C !IN;U.(M8).TSPIN& MQWL(P+QEG'/4#[;O5[EQ:D,[:.^<,GE'9H8O ^$E%G#0P,O3)))1V_9:K5F9% M=Q@)=G-%+CEJ1@YR%'?CV>1!PZ\5PJ(RWC$!65\=P5E,AR MC_7-*V\3!TS-VCL:%0(T#?E5Z*1KD7=<=2H/5$U1L0V>\A(4 9:#@HYT;HZ MS1OG:"27_13_&8 \2;30\;- QLMT]T+\- CN:;7P2G9SDNH*,,/,$)%;9'#RG@07T+5%N0]]$I1 5XQ$ MWOA)D.&6L*_CW9\$36[)P#HQ 6ZD#- ;9@D\HS;,G*6<@4+#LV3H'G*;09FF1 ME'OE)<&&YI$&84:[]/*F6B^$XV%*N=5^%F^)+ A9.!Q :9H%H5*?HIHYR3=$ MI4@)O=Y^VX09.?H[0MVMT^F"HE>3QLA'[.5 <7>O[-VCG&8-H%:QZ%R]DZ87 MBL=; Z'%%@3;;H^!L=7%!V%.3(7NYA:]BL@9?B@)999<+$*U$*DY?5]ZKZG60.D"=&)BL5='>RS%6N M T.DUQ? F;9]43Q;3W"/^6#!;EY.2:+1S>1FZ)A!^)40SU@;(D7D:X8FZHGT3 MA1*5W7%L<#7Y)NB#]6?0"- $*>YY!AVXE%"@)TA&4RH+K@>'4D2C]@?=7]@IT M+KKC8*MM 4W8!RO=CF/'M-8M? @\JI$/&V(BZR";],FJ^9(@-0CX##:HU;PK1 MN\B.P+D$/N)!%R%^<%QC!@4WXAYVK,H6I/ MR7]FQ(/V99.)M9"3,TSB0&"4=#0]XV3P!SXXSD2=#622=3Q:<[E%2J26-S*H M]UI,"TZ[>#POP6]34Y.]X#=1D(RO%KS@"'_$DLU+QH7 M!QJ /0W"BK7M!3AXM"5K*O48M\>.\@8OKA3G+!8CC&^=>01Q\UN,YL?M4PO&R_<9*$WB>V%-0FL.B1> M+Y]N;I]6MS? D'ZOEP_W-8GU[<[5X6#Q=WZY^N;U=KUXC+_,#:ES]'V9CG]S3 MY)Q6TCPNLL6?JK-*LD/>A_![\K6#X+!H"1H^2V6_7& <8,\FNYF9?F6N"7*K_M_/.?->AS=I":?B-;R*UN1=$$KV&U^M4+J6SK#H1EQ1C*,R-?#]['&'$=!54#E M(*5VKAB'2+V$=I>E_T=/]L,+69YU>DT>C"-Y4EVF7 G8BPW+_DZ>O2,509P] M61YLPE*33RAMRBO0(=3C.G5;W&!V!5LN75/L8I+=YQ'WV@)"VJG;@#H.;=W6RR]T7\I?I'F&J MTV&TIZKG!ZI]C(1O+;=K[UM3U8".@#$7F3?*28BYV\IY](Z *#R MTI9"Q0O:(""))$;F"4&Y7M' 4&T1"F?(;Q,ZN\8\1:)-D28Q>*4HK1J'7 # M_5CUF- +RFL.ER:U!H^^0=M@$S@%L_+./F/T3N3&HN!<2<%\RX0#\.I=78$L MY2"\XFM['Z5>M L($\['$%:7,=%L#=8SG&7M"C4*CJ!B[V!UK;=-\SP=UR;YB]+K^:VG2W MQZ]J&@2 U'L'L4WY;>0,M$?=>BX-/LEKS;7'& 5N"SZ'Y ^VMGFY7X(+@G2* MO5/0<#GP3T0]T>J;(/0B")\'T0P@C:"Y;@(N,.IY]D0,KB^ +V3PAMKD5L/_M^R(V- F@5>X^EP,+-?S#Y@ZV_+'S;M?1]X4ZQ"8B.65H$D<9<(+RM9XG6X&O=_M.1:K(JJMS%QX-"9:%' T;,D".4<]$PC9];W%0]Y3Z\#HF86Y(&E-M5=$66P MYD(C'@\%!#F!"09;V[R">.P3B, 8R[^]W+%VMRZPLXKWSY_0C^ON1&[/&=A= MQW3'9!G"^JD:E<0AF<8]JA2_)K1Y&LI;:>>Z%E<$!A7V76\KS]:@VF%&.&4- MR!7:QKC8/A'<:7I'BKT8$W[JX2- +Q*'G1GL#QR'YPHXP8(2)6B-U:3;K 7&B M.2%Z&915C";%I2-(XM!\5W'LN68X[F).$DQNXP::4(X M2&CE(]8(]!GA(/9[,6C0\55=B$*HY/>;1@DBBU*3YPUY1\.8&=>J[GNN@2[_M186DX Y?F)F%EK]UC[\1;OH]2#QI\D^"H *T*Q0179$;,0P3PH',KX,0=*& MM9C6%W)ZV L)SUKXAR *:,DEF@DHH5N0AZK)MC@X<85LYY8!Z9M/AL=MQ';I M8F HZEQVBK["84S[)H4)M$/ MQ .)*3YG_Z9UGVK1/:O&V6S%)--V!/X&V1R+H)2ZCQ<\V[>QM94)D4F^- MLOS\0AJL6-9(1 M,_<3&F9[HY%P"1F6NQV;U=', (UYU)(:C=Z1>476\6+S[RS 2!@FR,/)]U"1 M0C'2"3RMNS<4@:GM/S1&YF(A(0Q,_>TW*/__BE!NOVWV7K1#+X3EW&ZW2-A**

M2/M&.T]LNG>V(+87Q(),UC%Y]G\+TOT^E]?O8LR_J.Y8:<#2'9<=N&;/.U]-MO$%$5]P$^7Z)A':
(<1K\T28M!W+)P1(7]_J[@]S-Y7S&Z!!DAX1;Z.V_W!4V1K/2?EI1C8^_?$)\%+DA)7?EYHC4-M&/KK)\10)}&Y1L;?
SY7I*@21?AY;K=JZ:[-S\1!Q47+VMJ0^5CK9,S4NALLI-MLT7(#$1-/WQ&=P&;%1(JGQ@7B,8-:"VX8-0F_G[IZ"
<8[&DUH"GT_##*$#P8!-Z']]#-ME[!:HVF,69Q[/",7-W3]>19OS;O/F0H(,#W3M2:H6HL!-KYGE1YXI.4\0"-)-MC25?
S4+KSX"5*4%8>QDF&$7V-XR3(.?PUPK06-MW)474AE[M4A4Q=7J[_?%^Q8-M-L50R%O%_FI=G_P[1!RE7YT6\,-
P;^FE5K(90-IB'09*/@E"0=L3Z4\DR9I9-M_LQ8>"$QE-G$G)JL@+CYH/JSK=C*C%5_2[&W26:DG_90?\]J.Q(!"53^\F^-
FK,$L,C3H7D&]KU)AI]2@T[A/W&-3S+)S/JY+*(BO/-^2E*<'=H/8RX-4.)+J-1PYP68=2@A/WV0!Y':-M#
[8Q3KP0U=5$(+V5Y2:I^Y%LDMKE&V5/FM!=>4G-#[&5KU&+5$QVK.NMT$(K-M>8$C055'L.&3-K%&0X_Z6'/A(9X
:TX>>,_1Q]-O;3@0HSI(_T"40X(.*D4G!+Y_(@^[A*'3R:+9XLD=*]/DE$'F/A%NM/Z*P@_T-M2#C'WJF2:'/@A]Z5]=?
8I6)>LZ&%/-&(6]7KDR/F+LZP2U6LD0NXM-M!QX!E8!U$MSE*FZ
FPM.IP/,UG$"Y/SA/QEBMHSA6*V10DP_=&O<0MJFI>)7-M^C]O9.7\S__K3P2.?WCO[T&TC>F?BC]$49RR%=C?
Z)]0R+QM_Q'X9:29U)U:-M6(R.SPC3,B'>CA!LY!T(;H?/R_$3_'W]%_)/][SWVC+KS7YPW?_D61O21JD
M&=WP%QQG[S]_1ZDR^$?A2@(V5Y^_B[%5-KPWA(6-M-_?S=ULO+/MTG-@_^>I@V-F<'.Y\][2$1+0[
60_PT5:Z0DP7\=T:ESW?GX(-M-BSO;4P[5.C5%8'[%%/>%BPDSN$^A=4>[CY>VD$W$?O6W#(#N7YY"6+EE\CZM]?
M!P>TW-*L>P)6\24&],!)+5)E8RUSHW+CUUF2Q@>$NU1;_QT@@2X.S*Q$'M1
MQ1<>$=UXQ3@E([IDZ,=4.;',.IXSPA*\!I]KPR/\&20P#SD'CS'-6UQNMX2%-MK]Z]#;KS-DPX:
<.F.QHDJ$0)6._C+/$BG^R>J$)1>B1_DY#FD!DP0?9^1[[W-M3+C8@9P2^381()/7U>(^VG0@50\$":!N-D7!;C1'-
_GH(8Y06G2AG?H1*.;^-MY5EJ/W^WP<@ON_V)I#:AAW>=%P,H9375N!$2FI_^8W^DDD'VQN2\&2YN?@=I
MI%1ZK*H44O%,>'&5,T#2];47!ML81X%'Q37Z=43%T1UKI$@A>"24L2'R=1ON-MP=-@_J]2+#JDK3<:,
('3!X55'3GVWR#^;R#/3:N&5LV)E4,-LV%]>;;+AWWT-MIF+#%0U^H-7&M+8C';$H%N;0JF<.$7Y.7L+@PV1]1#=3%?
4Y?T&DC99.1+Z-M)R]LM%?VPL<@1$1]BE"A!Y>@Z8]WATH728K(DDDNYO5D0.'/(-]TI&VV8*KC
M)KLC%_)+R34XSM6Q'E(-O/CJ83J<_#LO][G!PY";03MWK/;D6[\<2-ME*ZY27<60&-493%KBHPB.-6#-()%)28J)G;HL?
-7D*38>%MI]N8+"@YO&4YR-MH8C%AR]\GU61)EPE(4NRLR-"?FW1'KV-.P_W,DOI2]$MM4\+D"=9APWIC05)-M#*4
TKIY(JNQUEB08+[$FSUZ2)E)4=<^-VP.2+!O#PCOZ&.!XZ_IODSH3+TT
M2YYCHD8A6R@ME>4*B(ZHF@%,62XMJ^^UL28W2-M(4V-ROW8/D#NAF]IHDZB!UQO+$0HVY[AE]+>5
I#3/@.*]6([T]6SP(H/'45-M^E9QY,*!+!OBCD[XZ.'?4_*"0N-?67^
MY_B^C[4$)YV1(,^]E/A69#SA',&&59E/%/*A:C1(4!ONJUNZ;80BYG^N_OH4-M$$9#_OJ;1ZTM:=
<2,78Z2&24WEK:1*@,=:EL=;F*5S!DVJSK(R;2DE_+4F/F-M@E$,->Q\5844=>U2Y@?K<<-35@#+#BD?
O^*;1*Y%/=0LR0-BT-I-R9YA*S&^MPJ"-;"9>+HLP+V]UX-M3O1GJ);OYY;4]S!!.>9:,7HB7\?\83,%97'MY&(')&ZH]TYU)
(IW7HXI&Z7';K]%K!&-MV"*7N6PD0#Y&(S9^%-=S]'X"^;:TZ*YHK=4)"I:,-E2Z>SDNT!!;[VC;+%:-M"N5_Y8&M?
K#)^V(_>E&V)8MFE.FM,K*KZCZ=N@I$!Q,[/AT#M<9-D$??SSDH-M^EHPF;L*;]/(55#-
PD^57FS%.&J.13UJ<3;E"C((7ZD'@D2Q-Q_NXYOOQ'A-M(R#"6NQ%>7C-ZWLB-!V-@6!M)D67WS)B
MXRYC(7/5]13\"D9Z5UM+"TF/FBQIVA("]GJ4,D_";5]]$FS'P:-'I-M"$_;P')ZL+?+7!A:%-S):+@A^\;,;@RO=-BXB_-=)'8D-
RPBQ&6%..[(/V#-MB#!>Z#-.S"+(NRGSJG$@P6NK'&6N3R&VWJ!D@X/WIKZI/WYV\E37$"HX[^OJ
MX>&:SY1;/X$\L"**WR>7Q\\VW9-]T:\@0>$+V(5&4<=&4R+C%XM3SH%HURB=-M',\(;V-
\H*_%\BT,=KGBVW6%B$8!U*_N(T)R[&[]XR3_-Y!424,V"/-^)1AG-MO=ZI7"&P6V@-!6NY$"1=+'R?-
;OW0D'ZQ4U6)%=7"2F*-(Y1*P(D\&*[583K-M/=D6)F)9)*=3!_Q'D/2[*-5Z'0413&T6A(ZR(-M-*9M'W4R>
(RN"88JE.IM=94);=-(Q:1?$E0ZI$L@0"(7E]_(V]IQ#[?_!I*R-MR>W;(.0G=S@^Y%5(%R$K1TT=N4_4-[_-(I^N_?
J^Q835=F*^Q\]WAV(9#98I-M&964W_ZC.]"4[V;NV5O'Y$6M'U6-6AOZ\P-^NY6QERW,>OB6$:C5I94-@:>(-M:BHQ
W4>EPCZ#K'$((TG5V>D.W"'7CD#JE&]7'$F]DB.]+'#%8'>@7^)@1YW:-M5#M?L.JW-'3W:_6?
G9=8XX$=W:#@7F%9QZ#^3^Y=Y4;J.[[(P+-PEMM7VO7H*W5NX:1\>*MBWM7K-MFZ_3RADRN&KKS3NU^+RA.
(E:Z,P]7LS;5W,[R0!W](-=V-MO[T'^A1LB4W<,-MM.(!(/G8(]%TB<9;*-*$-S]CM"G47ZV2%R.GNW/D&@J78SI5WN
GV>S1P?O?-M-Q]02P,$%-@-5(%G68QY5L-!%@-U+X-|
!PMSVS:V_^S]*W"W,SM.1W(L.VE3R;6OO^<<$'Q(5)+&CLE4VMDT$1]XG!=^YP'P;*X7WL__8&=SP5WXFYUI
MJ3WQ<^^W9NOXJ'7VU/R$!YXF3YQ-E+MBD5YYXG__N>#A3/IMQF.M_DQ'<=3SIB^9YNHT!5A$ZY-)V>!-M;7^J?
(V/B';K.-=,V336X?N3?E">JOV6"Y$Q/IBR89JP7W[X$1IK1;PK!9W-MNLD].8/><4#8";YO^W&4I\+V=\?
TO\YR+K5H1@%W1#L(17,9\J"3&\H)#.6C-MO4/72^GJ>7LJ=-.!)X6/79X/^I?7%[W^^+I[<_846_CY[&GPMYUN[[?
>^=OQ-MJ:#/_MT;CN#O2N?\B5G^\(63_-=WK1^..U]Q9D3^AV+HTJCC1'ENGL.M+^7P
MW5Q.I&;&W'S+)/A2]I_WAN/N=9]=]R\'P]==DG90<[S6NX"K;'QU/6*]WZZN
M7UZ/&^QU=_@K7'_Y._OC^^^__[/!KKHC]K+7Z\,CYS=O+^#>Y7#PNO-6W#_O-MOAWUX&*/#7NOKD?C8;
<_IEN/>\#7U-;[JCAD\#2^^'(RO6'\PAN[@-A@;-MUNU?X-UL8?S[FYYY>*V]\;#7'8\8M/IF>/UO>),-
ABQOLH[R+'X*JP"M!E^9-MUP[0680/+.]?;M&-+<,+UGW=ZU_-'R#9@(AX/KBYZ;X<#-W[D=8WU^>]/K"L
M^VK8Z^&C.=(]-M'^$T=:3E?K5*,&;WDH89UO1PON>4V'!U&G*FK.9<3@/Z'+-MN@OAN_!',ZV8G@MVKCR/
RC@B!@8]UUV(T$4(L&ZLU-(>M32]/%7MD,UGC78R?'),W98?Q%CO>E4.(CFV077H@82UV-3H9="^.R--MBH1T.9@8
9V(6$LG;K!KWSD"@K,+\$*6/!3,46&0&)H&F_-;<$>8U!$+0ND[-M,N->"SP8+3)H$D?@$$41XYK]=/K3,1NKI0_&"H8
#5V$1^R[D^/C!AMQGUU(-M,0/.GG?93R>MDU:#O?5AYBX;;:"38?="A-+AM61S0KM:\!,6-+2W"B@!]!5I-MDY<'K$K-
9U"$W[SAD-C#CQRH]V_PL)7H?_<'@QC'3((UA<6B>@>^=7[-GQ-MC\?L)8^$!\Q<2OU!A![V6D=675[=#&O
)^+*)DN,NGT^3UK/C]FYI\">#%UX-M<13#L-F+!BS_6GN"7<)J-4K<_X4=__@,F?5-:54M.-5A*#&&?7"W5C,!ZA6R
M4$Q%B$L20#!8CVI(/I*HZ@F8,TE$N#E9!KO:X\:: -6%L\SBZ.W8C6%C&]X-MJ*6(JJL
MKN[W()0@(H!LTEG4P$:0<\G17P-J-K7[@*T6$UBV?B1JGAHT+29AS,-5!H.[(I(AM(-!-7J6,.
MQ;FQHYDC0LTE*")B%9ETJ.>"+$UBLE1N)KA,ZY+63P3J(.&\F]Q+Q3<78'$-M1E0(W!00V4\HE.;KE7LPG
M'H9'_$@"ZY(-"3(P%(Z0@3;R%D]!VJ3PG14::A@=0KB(-3-6$Y-$Y[VOEIYP-M9*UXHBOI6@910
MU!26!+6,VGM$L\&9C7CN-YU$N!\M6D<'7Z@B-#-7.-GJ-M:),]PQJ&!V&1M8H8@
"3[8#BM%Y4I\Q'+#>,O#JZKK'*Y7;X"[3ODR/\BMF]
M>_)L.+X^O^DAGR9ARD$@QTB$MP!'=]J#:+TX;AU04(VB_"#6[U3XOD*!KJYK-MQG9=$$-47@D?(-!@RDIMVCM
I2K6S),+4%9_9F&$<79^ZH"O.-$:DH&/$L3)-M_94MMI#3-JA>Q)J"3-D(0?AC80E82-N.>688H:(W0GE!*>(KY6/-08Y$7:
<8-;!OMOQ-MUS'X/1J\JX$[#%+40R[!:!(N-VC>!)A\:,D<9-FN-L,79#OK#7FB%Q:0TUL-M/*U[-N4P*)A:DK[CQ:YH,W;
(GP!?70%N%6#?A)V!10C$THR/-646ZZ9#K-'?-M&NQP@C2=Q.!*:-(V)&-QG/"08PA?
H+>C(AV9K/M=@&$FT)TY!\T+@0_H=I"C-M@TWUDOO0D(L->3(BI72%)V_!-,)SIB'L&QLCQ=,P&422D1V6#.T;*]32)!UP
M*)[0>\:7QD>-MT26HCB13#13]3;N_>'4M"'2M#N&R5)[-ZV-@%]:4X2-TDSE-MNK4C$#A9Y8U2(QM(VKN+N-#-5
#%W\=-GDV:"[?"A7EM7<:Z9,?C481UR3/1-M])4K[..PF.;*EG-%RE-/W#5=&2(UP2N
D<<+O^/**/#XJHUW;45T6FI*=;X+;5I>JY2J#]-4M#"Y/TQ/2OEOW>PS"MU_U21616%SD/BX7V-M(')430\+3:C;6'3?*=X
:3&727@GH>#OFX-/1-CFWI*OHGWU_;[Z_ENHOJ^!-M%M;??2[MG(:%-I*T%_RW\-^NWP1G6C]E$2Q3.=V-E=
[GO"!/R3R$-I>%[!5-MF0AEV<+77R[&-#2PASJ&X_[B!#]-A+H2>+X5QJRZ"N-BH7N-M):[5&
([0<_+KC0;CPR%F7E$9V0P69A_UKV&&#@V\#<")(;7TE9:.L'?V-;$*-M!>WTX"+G$7;8V'J-E*SB_*,Q)@"1S
M>Y.DLR"_.!327Q],(PV5A=R/IM-P272A9>LHP[O7T_1U@,&1\N&)%?BCGA2W-MJ?/NK_+O%Z>PE$-T!?T88-
0W4J7RD\VECMRI4&Z%CSOQU,(#ZBFL1@M71*3-M.%^1R*B3TY7U\&UD($O;8Y1/1DX<170#^@%-CZU2HG7*81
E1B()/XF9@E\-MF)J'U;%4;;B4F'+?ZL(71T?9?E_EHJ*%R"90<-T13,1*V>C&!EFB(EU(HH+-MDXX-

G^QT&I_LPK,=Y=4OBSL./=/#O(1Q-U$H#LO-T.T]?'L2Z-MJ:;--\IY#ZNHN4YHB8!+-\%9G*2?G)CV8:@0^EXLI$[J8'WE-QW$+EY2F(5-_M-"-YV!AGPB8SA3}0O43K/?ILK(Q-"2OX^#G-2->#2IIZ'*I[-DPFF-MY,BE-\MFY]_RLS-H,*
(UF8.E+LM68:O?7DRB9-M=P-?TUTJMA@FN8N"0;_-;EU-ER:@_)L0[&;<2VSMYWJCV!ZIIG-42;\Q]-<*
*M,2N;90#_C;F?.!;KA3A_>R;LCE:\MXJ:<*76)2DXHG^"]%!G-PRI,+)!CN\-M>_)9P4*"WVFH,)TQ^AQ$!Y&{8F/-)8'%M-*
X@[*6,D3?25YS#E=/"I)2/J9-M^4G]*%.86?0%"GVO%XSE7+:U-VS;PC,&1&7STW22-6I$WB^DG799*'P?(BU=*
*M:DX/AI9]MN2U'G&!M<*Y]5AZX@RGP@K\!65T1*$4,=6/)$UB2_VPR-_:3-S!*
*MEV31S{D'OWC(_B\&%36)@;6:P*Q%$/'4&6Y0)F,1<%\:SYB39L-,0#GP)$\0-M4+$@A,[*7&_C4;MQB*
*]07^M#R6F&V4&:B7$^:O')&-=0-:_0-<^\>*0--/^-MF0(1VU[IX46.R^K[L9E/-=B;AE/D4.R2AL.9%V:-M?*
*75P*4GA\15I"I@?J=RL.)/6=-?$AG*(QP="11$WI:=4WIJ*J!T@V="RKO?F-MJ3X9G)UEP?,#HY:U61+*4%?>J.$._N4)H]-!*
[I=%A4>E0YB@EGYI#-E:88FW-M?=]$$8VYR9R?#)UL8JH$CI@%0&YLHM['-.L9TSS=H6C/J99VR#?/J:Y,UJX*
*MBS#B].:77RV;5VI9[2Y\@-=V((R'DL)FY*ELS\P6PD5^Z8:L-Z&:A7S!KGW,-MKY+38#%^SE$#-*
*")XB)&OT(8.C2.1O!VI+9GLPA!&"3*A-J<=!Z?/#J[[%VQL-MBQBIYCXA)EVLONRCK)00-^?6>T0Q&8I9#*N>-A*1M*--*
D,$PK?;-M^[CW&@^%Q3A0@3&TN[7$M)GF#HT!)XC?KCT6>$U^4G,4
MZ1@/++#,E[^!6K+GC2>@P'QLF=N>%M)$OBL_U82QN(TULY5*"R<$/.ETS\#!D-M/XO3;:PI)5-
*(*NIM:JH8K5[P]R(=8%2>9[2FN2#2N2ZW;0];'S5F4GT;&2ZJ-M+YX8AGWG.&*S-T(Z0Y,R!_"$'.8IM-M:*M9C](,W^?*
*D'8L;14BH[+0GF)(7#\1]W*FR29L4#YAUQ@PTR[-J!Y.B)?J1-M!T[,NS*8/KS@[$(X3ZO'([3[CU$K.*
(ND,EYMVCDL^'9XE6]Q929=9:8,XL-MIV!K!J.0VK/)L]SC>12D\8L[V<%PWY8W=\]*TGH>'-A7;$"^3'K(8[7ICE[J-MAYF-*
*?+DBF>0,X<:6LP/3VIX%'B4+_Y_&\!;,.6+XS8DUR;=OZ#))*I_!X^-?M&.\+:[/+["JNP:@SF$Y^:^I=[.99X$[.,B-TP+-*
NS2CQE12/IR---P#-+.,H-MJ]38.J?"$DB?2;")X.S)W"'+YJQ%W,9HVC4U\(F:PY"GH+HZ_4J-'6>4-"7?-M'/65@-
:2+V1EQ7&YLA<+\,J.!=[:PYJK7=Y7%GZBK"(-M-U/3KVQ?3G^HD7TYK:=],<>:"A$&H%A1A_6PE"E4X/FP$5",8YU?
M?:F]!MP-MB2,/OKE#E2$HG4N%PK@PP"^;4\,8CO3D87)L<@=7X6IK-+!)K&FQ3-],/WT*
*MB76'0'YTK,VGAJQ&1:#6#$U4&--1U3CFTK"7&6X*1TOF-0$8T,P(CQ/"2W?D*
*MPZ)#D\XXL@\QS'Z14WH4N%,ZDX[K/'!.A^B)&2^SMU%2_YDXRC-V2Y&L%S2K-MW;PQA,$G4+:1VL_|-Y&!&6H]*_*
*M_1C/I,_5%4:K!0!"FKD+P]5F;HO"T6/PHU$XFXQV,T7*D70WV^&=B;VKG-A:*
*M11@CNN82O0,)']>U9>"W1\JW_$QBJ.GD.N1M&YOJS'U0E!EMP0*XAG4WAHA8-MC4L>>/Y-TY/U0[!B(#6IB0.3]*
*ROEG7K?*Q;A^,6L+3W)*Z_RC<;IS6[I4UT-MC'^6U$/G:)9-(.D$C--[2U^X4D+>-)G-V1+1*Y5;Z?5!NL+@8%CDYZ2(]=F*
MO"^>J&?QQ+,=2MONBR=J6TVP+Y[8&2W\NSLN6P-2%45/T$$UP!$Q;KC6['!-MDD=#X[)!=-9-M-*
O&X__[HS\H)^2FI/7XH9=V#MOJ"MN<[M%SL0=LG\P-UX%+]LQT/7@'"WEV/-M^[W1B-&G[0:757YI;.-;N2:6E8:_MD7/S-
*'Z2>@94_*/SZ&<2,3"<>8-GXI-MDIO,^0?,5B2?ZOWX=^OKD0E[-"5XA"F6*7E57^L=C'K7%UWZR%[W30\QR^*
M]/E"M&O)F&U,J2-"S;ZQLIW[37WWFS==-AR<7_78S?BB%MKY=^+Y'BMLPPJO-MN08?B$=L&
*L]KW)9.J@UG5[R<,)#SD:./%0"4^L7>*I*I$/%;E1097'+'M_5-M04AJI$CU)=)G:]$.B'*-<>F5X'1R5-?S))7&*
*(CSM1EC%^9K[?";RWXBOP($Y-MJ#"MNFE$,*E\Q-TVCVRB]Q#^T2#\)G['<%\MS-C?B>-[-+\-F+["KZ6[[*6:*
M+ZK$''L06@>!!.&'6!(G>%-A*7IN"MN))Q0:%Z"!O;5)/6L)LD52;TQ15)A*
M:88WJ>8_5Y[')XD4$62^D0[NELRV2.7+I/;U?OZE.JY]*
A+0ZT'WMW=XVL%2%&FNOT7.QW*GR/)SLLOB6"W-.X;_M@+S5VRT,)BW8[6G#/*
M:SH\B#J/,ZRS26C^U&YD=7'T]X6^>VA&WT!ES0I/T&[MD=S?#.XGTX^Z)I^Y>=:B.\>T?(]NO3\41WF
*UOTR&*TCQ<^,H\>SI1[NKG-M?YP]G>N%]_/_U!+-P04_"-!4@6=9(Q6D$Y@(-"H,@-#P-'!S='@M*
M97@S,5\Q+FAT;>U;;5/;2!+^G/T5CI[K%T&-M$??B)'<:"-MA_ADAU9:)3[T/WN[]6;[<*<\A,!.)7$XU.&,&3M3XI?7"
<]',O49+ZS^ATPR-MG5N>VF[&PU"F(Y_],YMVE4R%%PLYBJW/VMW7;I90CFL=?WHR#<74]W:[B4QK
*MR;9,NYDVTDJ=^KE0W,JQP.##'0QU*K):0:13ZQGYI_#;K]PE$,NKG[K7[+V+O?:>UM\F_5.CUG[75@=+79T>]R_8X-<^*
MN^P?75V<#$X@W/]\]&OO]%]]UCL:L+-/K'VPN]?X4?W7NV2]X[/S0?]X$4WD
M+H>PW5:'7.0\V+OXV#OM7WIGGW_K_UX[K]-J=;IO_:A$]&A2^CI?G338OW-I-MK$S9[SP7"6^P\[AYW&RP0.161C-
*F8V[]=>YP:R"63ZWOO6^V]W;?UCG"HT7Y-M^\W]_?=OERU]]FYK-U^=L)B/!LW?+^PW3$SK41,N1L-M$-M,*PHK]-*
*@)VG0[#Y-?_ZW,!3R_X]+.\U7'[F!(W7*DAF[3O5$B7-D&J5G-MSEB1VKP0,)=;D4;.9^S!$>YY(I%/,"IG.D$R=;J*
*M4NZ.0"H"80S/9R22\&N!>1=T&IP+80RF5,16-<)!#(/B@1B*8;#DE#D#"X*-M8F8*^CC.8ID,L:KP:W@OKSFVFG*
*MU3[HF@J*5*T85M-5"@-T1(V_6D0\W0D6\D>%$H2+@2^-V6-MV'9#70E,1^6AI(HS+:%-^ADQY0+B2P22+1M/%-*
V:,)$M,[E^P-2E/G7UD15-M]!>Q]/68VW^FD$/'\NI8&-@!Y[N,^&5D-"A9![PPFP^AK#D4B'(U4YF'=9%#-M-4AJ+*
*(VC/DB)U.FAJG9.FHO$6VY)-#95(IZ'OE&1,EV4(%#88K1"A6>=H4,C-M0\ES20N09;G@4D%*F@I#*=S=9<;E>T>4*!!AD*
*4QTZ",-Z]!H3CQ.Y;EC)B7-M-AA1%A:+-]1"^#04)(F@8+*UI>4+++!=A.5R&Y<9T<@>=FQ/1QB*
*%L,B;WT@+JG*C+S^WDOW-M8O<';D/>/;H-<3MN80WRQIPUB,06838G$,+)-W+[G:)O;AM'Y6=U;F[RJ3L!*
MG4DBK17B/I(>:J1L$@@E+'1;MH!&<*(ASL4G%:#U323^*"06X.Z7(@U<@[[]-MTF]LVF_T%$H:6"
(!'>K8J/<+I$"LJUQX4_=/!+^FY%:6."Z]N>+,[1;6>R,/-M0E!5HI?]\@J>X2$&&G%#,^O15M5T&-/$H/1JE"G6(+^:
(H'_X2>WFHKB5VXC-MW:@)[0)\X+9I6:DAP0=Y6"4!A-D'-L"@VZ?N-)KHTQN,AUK-1:4X5(^JK:[*
M\XHX19(I/1.X.HEUR9;\UJT-Z/XU%4#SNT;VT;]+KHGKMXKDSV_:^ZWECL>Z-M_FV%>^C9BNX0MI;(G2WT8
6L)W%/\1G<*B?HJ4OIVJW6LW6VWH-H*EX9H1O-MRJ9.U&YP3SB4NMT3&3-@KV>G%K/D%;\>7PE!*KSQCIMN;*
*[]Y\+Y-\TW)*V1<-MM5!X>NH>V+#AFK&=YL'!P>.&[CY^*"QN[6YD,;[DR[ZI'T^AV-]Y<#W*TV1EEMR-JKG^3S*.M\LV-*
VEAZ46.6J'YQ7'N31.[GRA3FJZ1,9ADK\K0/X-MW.E@Y3-3+XSPP@C?AA%^@
*^=T8XBJ6(6'\J@H)^,F%GY<;EHC.>Y'I*6TC<-MEQ:Z@O7;%.?ECWI]GO2E-KTD$BAOSR^N,CX27ZE#4-M8V#7ZK"(-*
[WD#8_X>-M1GR3L2IGRM2]\F$LSZL=AML7H+@\[9949B@>-9<^5Q,^,RY3'>[0>R8??CK<-M<6^H_-]02P,$%-@
5(%G6?/-S#6="-EC(-!P#63B,YY;-0\9ISJS/+'M-ME(>A3-8^^RF=M)5,A#<4_MM6.95))-F;13
M;:25.O$SH;B5(X'!1[L8ZE2DE8)()]8S\D_A-QNI;1<^>5:G?J/MKD4\EFKJ-M]V0L##L38W:I8YY4@GUMK8XA:\7$>ES)
0R2#V2-QE=V-JUTYK]MN+_V>"BM-M\$S-^&GF?#&&4\+<^-B!GVMPO:2;-_>Z-U-&,K1#/Y+6"R-I$O*A.QG*OK2L-M6*
_2@""DFX:@V?J:V?51"."-R)Y)&(Z[E[W3SZ?'G=[I^1F[N+Z\NNZ<]5CO-M-.$Q>30LGE5-+J]-[5ZQYA[WFOO;?
(=USDY8\WU8'EV?G70O6>^7+KOJ'E]?-MGO9.(=S]3TK?%ZK3&-J6'/$DX^ZW.-M?H-E6V/']8MZIUYC@W-]
[5Z4)C^;E']0/-M#CZ\6W;VQ4>N6=\Z94,^$BP3(RG&(D2F(76@C9,A9;RA@-M5N16!J;&3I.@WGZ>\?
Q;FC)_S\A;=6W/G@.J$Q5-VD^BQ$N%-U(K(9H+-M$!9J*$NT9320RX3Q9,KRQ&:Y@+O6%DVEG:*
("9I4!,Y!TIQ"-1UBFB,,"UE_NAB&&7[^-M^F5BK]"]$Y.]>Z-K6"03@(-P-@=##;B%."YG"]=EH_.!7'^!ZH/(1-&YA-MY6L
J\S4E,%-0U"G6T"I.99+&)DETW-V=%5WC21R!0$-6-ESIQQ_@3<#%FD-M]-A4Z,[$0!J;H?IGG$X6?L/+V@)(3>7,'6]?9A
MVY10+',^<9.(HE#M]ZGC&?"(0M(D7TE"-%,-Y])^WQ8X;-MZJI@.BH.)16=20%MTL^(*1<07R"0?-G84'3+4-1#-,_E^P*
2E/G7UD3EZB]B-MZ=LQ=_!"(8>F9>M$&/B!X+N,^'5DU"A9!SPWFP^AK-D76.724I&'=9Y!-4AJ-M)
(VC/DB)Q.FAJG9.FHO$6^Q*-#9E(IXO?:TD9;HH0:#PQ6B%"L\Z1_M&AI)G-MDB8@BW+!I8*$-.6&4KB[RXS+]XXH42#"
(0MBID$I!UZ#7''B=TS+.3$O!3"B-M"P6ZR%\ZPL2Q*)AO-C7EI:OL%R$97\9EAO3R1UT;DY$&X,4P![)D+#'C4XX*
M,2XWP"T5F01(GH45.-!7R?M223NEI+W+-TJ#D<.(@7*;XDN%*F.V"?EA-(\-M2P%1XXJ,(-!9Z!QPY>I*
)@=%)"**R*E6X!$4(H7:,2M(E-PZRL>-\)CL+/5-M'7&5.RZAQ1)1A#).CA!FLZ(.BT;.-X$1#G(M/*D"KFTC\D4M,P-*
*TO>1*X!GWGM=_8-MM-_H*)0T\$0".M2Q4>\72(&U+G/AK.X?"WY#R:TH<5QZ<\69VRVL]D8>A*"R-M1"_ZY14\PT,,-*
&)&,^O15M9T&-/$H/2J%2G6(+^:/$;\$2[LY(X-M19PJ/16X.A[J@BWYK5L!T/W?5-#U%[ZR3[66/[YM'C26>Q[K.K@5-:('+-
I]-MW-PB<[[0TQ7PGL0]Q:-O8T\QI=L.3;5,RJT]GT>W-PRM+.A5Y)-Y/[:8P3?-MZX/;;WSWWZ,3]ZGA;EQ'5-
*B@H"VQ6>"5W'K*G^9LP=.$KZ_L:E^FOJ/6\B2DBH7ZZWW*?RAS5%6.;+"-MZV?Y4,JZV.R:W3M/2ZP*UG?.+*

^*Z9UL^"6%IR&%[V !7SHI' ^EB-CG6<-\7NQ?+@;C6GZO[II8A <6-^?I/R@? 2'8IJ
M#/Q:_)^U0FE3QJ4]7EU^K*#,_[%O.W M+H:SK%1&4B;N!0]C>59N)=R^ ,7%:3>E(C7Q"-CSN1KSJ7'9Z&B7WBKY^,/1
MKGL?Y;]02P,$% @ 5(%G6=!)C1:/!0 ?2 | !PK9-ZU$.]&I.'T&[801BN_0UEP+=MI[MZS0;KM^NEU^1H+Z@:
(\4G4.AYX+]]CPE^9C+ ,A$JU]YFJE<$ZG#C%#*Y3B M5]DL%%PR)V%\G.@ _/"YE4+Y;37'@MC1*@L\]XC+|
(/#)66SP&F&*9<5KX\C MF2JXYDH&.1-$\UL6CM3,*?@'(VVDL@(NV12N54ID13A26JL4:36;:8<(/I:!8+$V,@Q[)6::<,V<
M(B,1"[*<.=.<9.&&[(^*0UE33G42Q%P[$5(R:82\?.&WO+!=-[RG[7J&?PB> M!?
%K+C$WF&^N,5)"Y<$+S[["W2N>EA8;*4'_#PAZLX2/N(;2(Y= ?"($?N._MQ.Y&(4(%6/Y 8.CVKH<7YQ?=SO#BZA+Z-
]>#F\[E$(97GX_)O=WB00'BOX(; M=^!V71CTNA84OWGDU: S@,[957_8.WM"Z?EIA_ME[!YWNT(PT/*_Q;3R_+U!?
ADM_DA<3K%:@%>B$0<[^GO"< MIC MH@87,G+7+=I5:4;D_,Z82,]&<\!IT+^-B^B$Z%KE:2-66#]!*G@OU50P.F;!
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Filertruetruefalsefalse9746502449340000444720001815120001677300001474900090100005103000526300025070462970100059429100087211000103701000293577000273885000717480009352000125863000397080007174800093520001258636222000-36591000-10359500022950002236000680700064040002831000678700080310001202500020278000-31671000-35367000-97974000430001070004300010700020235000-31778000-35410000-98081000458000800002500005100020693000-31698000-35160000-981320000.210.21-0.35-0.35-0.37-0.37-1.11-1.119716046791898347967166498832194398219947918983479671664988321943956365531000069785600012600059429100010370100011614564300043000538300053830003000-173000-173000-24274000-24274000967980091000070319600047000-618565000845940002828087629000762900035000-35000-31371000-31371000970808171000071082500082000-64993600060817000330754742000742000495900049590004580004580002023500020235000974115711000071652629701000872110008596416190006585960000-149000-47086100018759500067572625800025800011900092800092800074800007480000151000151000-38847000-38847000867588879000667262000200050970800015756500011945454740005474000-282000-282000-27456000-27456000868783419000672736000-280000-53716400013530100036185252300052300083333331000144160001441700051170005117000800008000031778000-317780009557352610000692792000-200000-568942000123660000-35410000-98081000404800041790001797100018071000757000575000545500062180000-399200057390000-415000159000-1596000-2672000-2514000-176000300001930000302000-1943000-2563000-3014000-27320003788700022541000137210000-63423000179400027570001877580002158220001800000002100000009552000-85790001291000127600059200049400092800014417000699000161270004868000-55875000444720008137800049340000255030005850002200006079000057860000 Note 1. Nature of Business and Basis of Presentation *

Nature of Operations Poseida Therapeutics, Inc. (the "Company" or "Poseida") is a clinical-stage cell therapy and genetic medicines company advancing a new class of treatments for patients with cancer and rare diseases. The Company has discovered and is developing a broad portfolio of product candidates in a variety of indications based on its core proprietary platforms, including its non-viral, transposon-based DNA delivery system, Cas-CLOVER Site-specific Gene Editing System and nanoparticle-based gene delivery technologies. The Company is subject to risks and uncertainties common to development-stage companies in the biotechnology industry, including, but not limited to, development by competitors of new technological innovations, dependence on key personnel, protection of proprietary technology, compliance with government regulations and the ability to secure additional capital to fund operations. Product candidates currently under development will require significant additional research and development efforts, including extensive preclinical and clinical testing and regulatory approval prior to commercialization. These efforts require significant amounts of additional capital, adequate personnel and infrastructure and extensive compliance-reporting capabilities. Even if the Company's therapeutic development efforts are successful, it is uncertain when, if ever, the Company will realize significant revenue from product sales. Liquidity and Capital Resources The Company has experienced net losses and negative cash flows from operations since its inception and has relied on its ability to fund its operations primarily through equity and debt financings and strategic collaborations. For the nine months ended September 30, 2024, the Company incurred a net loss of $35.4 million and positive cash flows from operations of $13.7 million. The Company expects it will continue to incur net losses and will incur negative cash flows from operations for at least the next several years. As of September 30, 2024, the Company had an accumulated deficit of $629.7 million.</p><p style="text-indent:4.533%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">The Company expects that its cash, cash equivalents and short-term investments as of September 30, 2024 of <span style="color:#000000;white-space:pre-wrap;font-size:10pt;font-family:Times New Roman;min-width:fit-content;">$230.9 million will be sufficient to fund its operations for at least the next twelve months from the date of issuance of these condensed consolidated financial statements. In the long term, the Company will need additional financing to support its continuing operations and pursue its business strategy. Until such time as the Company can generate significant revenue from product sales, if ever, it expects to finance its operations through a combination of equity offerings, debt financings, collaborations, strategic alliances, and licensing arrangements. The Company may be unable to raise additional funds or enter into such other agreements when needed on favorable terms or at all. The inability to raise capital as and when needed would have a negative impact on the Company's financial condition and its ability to pursue its business strategy. The Company will need to generate significant revenue to achieve profitability, and it may never do so. Basis of Presentation and Consolidation The accompanying condensed consolidated financial statements reflect the Company's financial position, results of operations and cash flows, in conformity with generally accepted accounting principles in the United States of America ("GAAP"), for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. The accompanying condensed consolidated financial statements include the accounts of Poseida Therapeutics, Inc. and its wholly owned subsidiary. All intercompany transactions and balances have been eliminated. These unaudited condensed consolidated financial statements reflect all adjustments that are, in the opinion of management, necessary to fairly state the financial position and the results of its operations and cash flows for interim periods presented. Interim-period results are not necessarily indicative of results of operations or cash flows for a full year or any subsequent interim period. The accompanying

condensed consolidated financial statements should be read in conjunction with the Company's audited consolidated financial statements and notes thereto included in the Company'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 7, 2024 from which the Company derived its condensed consolidated balance sheet as of December 31, 2023. We have reclassified certain amounts previously reported in our financial statements to conform to the current presentation. Risk and Uncertainties Global events such as the conflict in the Middle East, Russia's invasion of Ukraine and the retaliatory measures that have been taken, or could be taken in the future, by the United States, NATO, and other countries have created global security concerns that could result in a regional conflict and otherwise have a lasting impact on regional and global economies, any or all of which could disrupt the Company's supply chain and adversely affect its ability to conduct ongoing and future clinical trials of the Company's product candidates. The extent to which any such ongoing or future conflict ultimately impacts the Company's business is highly uncertain and cannot be predicted with confidence at this time. Nature of Operations Poseida Therapeutics, Inc. (the "Company" or "Poseida") is a clinical-stage cell therapy and genetic medicines company advancing a new class of treatments for patients with cancer and rare diseases. The Company has discovered and is developing a broad portfolio of product candidates in a variety of indications based on its core proprietary platforms, including its non-viral, transposon-based DNA delivery system, Cas-CLOVER Site-specific Gene Editing System and nanoparticle-based gene delivery technologies. The Company is subject to risks and uncertainties common to development-stage companies in the biotechnology industry, including, but not limited to, development by competitors of new technological innovations, dependence on key personnel, protection of proprietary technology, compliance with government regulations and the ability to secure additional capital to fund operations. Product candidates currently under development will require significant additional research and development efforts, including extensive preclinical and clinical testing and regulatory approval prior to commercialization. These efforts require significant amounts of additional capital, adequate personnel and infrastructure and extensive compliance-reporting capabilities. Even if the Company's therapeutic development efforts are successful, it is uncertain when, if ever, the Company will realize significant revenue from product sales. -3540000013700000-6297000002309000000 Basis of Presentation and Consolidation The accompanying condensed consolidated financial statements reflect the Company's financial position, results of operations and cash flows, in conformity with generally accepted accounting principles in the United States of America ("GAAP"), for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. The accompanying condensed consolidated financial statements include the accounts of Poseida Therapeutics, Inc. and its wholly owned subsidiary. All intercompany transactions and balances have been eliminated. These unaudited condensed consolidated financial statements reflect all adjustments that are, in the opinion of management, necessary to fairly state the financial position and the results of its operations and cash flows for interim periods presented. Interim-period results are not necessarily indicative of results of operations or cash flows for a full year or any subsequent interim period. The accompanying condensed consolidated financial statements should be read in conjunction with the Company's audited consolidated financial statements and notes thereto included in the Company'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 7, 2024 from which the Company derived its condensed consolidated balance sheet as of December 31, 2023. We have reclassified certain amounts previously reported in our financial statements to conform to the current presentation. Risk and Uncertainties Global events such as the conflict in the Middle East, Russia's invasion of Ukraine and the retaliatory measures that have been taken, or could be taken in the future, by the United States, NATO, and other countries have created global security concerns that could result in a regional conflict and otherwise have a lasting impact on

regional and global economies, any or all of which could disrupt the Company's supply chain and adversely affect its ability to conduct ongoing and future clinical trials of the Company's product candidates. The extent to which any such ongoing or future conflict ultimately impacts the Company's business is highly uncertain and cannot be predicted with confidence at this time. Note 2. Summary of Significant Accounting Policies Use of Estimates The preparation of consolidated financial statements in conformity with GAAP requires the Company to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. On an ongoing basis, the Company evaluates its estimates, which include, but are not limited to, estimates related to revenue, accrued expenses, research and development expenses, stock-based compensation expense and deferred tax valuation allowances. The Company bases its estimates on historical experience and other market-specific or relevant assumptions that it believes to be reasonable under the circumstances. Actual results may differ from those estimates or assumptions. Cash, Cash Equivalents and Short-term Investments The Company considers all highly liquid investments purchased with original final maturities of 90 days or less from the date of purchase to be cash equivalents. Cash and cash equivalents consist of deposits with financial institutions and marketable securities. Investments with a remaining maturity when purchased of greater than three months are classified as short-term investments in the consolidated balance sheet and consist primarily of U.S. Treasury and other government agency obligations. As the Company's entire investment portfolio is considered available for use in current operations, the Company classifies all investments as available-for-sale and as current assets, even though the stated maturity date may be one year or more beyond the current consolidated balance sheet date, which reflects management's intention to use the proceeds from sales of these securities to fund its operations, as necessary. Concentration of Business Risk The Company operates in one reportable business segment and has two customers. The Company relies, and expects to continue to rely, on a small number of vendors to manufacture supplies and materials for its development programs. These programs could be adversely affected by a significant interruption in these manufacturing services. Concentration of Credit Risk Financial instruments, which potentially subject the Company to a significant concentration of credit risk, consist primarily of cash and cash equivalents and short-term investments. The Company maintains deposits in federally insured financial institutions in excess of federally insured limits. The Company has not experienced any losses in such accounts and management believes that the Company is not exposed to significant credit risk due to the financial position of the depository institutions in which those deposits and investments are held. The Company invests exclusively in securities issued by the U.S. government or U.S. government agencies, or in money-market funds. The Company maintains an investment policy with investment objectives to preserve principal, achieve liquidity requirements, and safeguard funds. For these reasons, management believes that the Company is not exposed to significant credit risk. Revenue Recognition The Company's revenues to date have been generated primarily through collaboration and license agreements. The Company's collaboration and license agreements may contain multiple elements including intellectual property licenses and research, and development services. Consideration the Company receives under these arrangements may include upfront payments, research and development funding, cost reimbursements, research, development, regulatory and commercial milestone payments, and royalty payments. The Company applies Accounting Standard Codification Topic 606, Revenue from Contracts with Customers ("ASC 606"), issued by the Financial Accounting Standards Board ("FASB") to account for its contracts with customers. Under ASC 606, revenue is recognized when a customer obtains control of promised goods or services. The amount of revenue recognized

reflects the consideration that the Company expects to be entitled to receive in exchange for these services. The Company analyzes the nature of these performance obligations in the context of individual collaboration and license agreements in order to assess the distinct performance obligations. The Company evaluates its contracts with customers for proper classification in the consolidated statements of operations and comprehensive loss based on the nature of the underlying activity. Transactions with customers recorded in the Company's consolidated statements of operations and comprehensive loss are recorded on either a gross or net basis, depending on the characteristics of the collaborative relationship. To determine revenue recognition for arrangements within the scope of ASC 606, the Company performs the following five steps: (i) identify the contract with a customer; (ii) identify the performance obligations in the contract; (iii) determine the transaction price, including variable consideration, if any; (iv) allocate the transaction price to the performance obligations in the contract; and (v) recognize revenue when (or as) the entity satisfies a performance obligation. The Company only applies the five-step model to contracts when it is probable that it will collect the consideration to which it is entitled in exchange for the goods or services it transfers to the customer. The Company allocates the transaction price to individual performance obligations on their relative standalone selling price basis. Standalone selling prices are based on observable prices at which the Company separately sells the products or services. If a standalone selling price is not directly observable, then the Company estimates the standalone selling price considering market conditions and entity-specific factors including, but not limited to, features and functionality of the products and services. For each agreement entered into, including licenses granted upon the exercise of license options, the Company determines the contract term for purposes of applying the requirements of ASC 606. Generally, the Company's agreements are terminable at the option of the licensee with advance notice. The Company evaluates these termination rights to determine the contract term and whether a substantive termination penalty would be incurred by the licensee upon termination. If the licensee incurs a substantive termination penalty upon termination, the contract term for revenue recognition purposes is generally equal to the stated term of the agreement, which many times is equal to the research term. Alternatively, if the licensee does not incur a substantive termination penalty upon termination, the contract term for revenue recognition purposes may be shorter than the stated term of the agreement, in which case the termination rights may be accounted for as contract renewal options. The determination of whether a substantive termination penalty is associated with the termination rights requires significant judgment. In making this determination, the Company considers, among other things, the nature of the rights that would be returned to the Company upon termination, exclusivity rights, stage of development of the licensed products, payment terms, including the amount and timing of non-refundable or guaranteed payments, and the business purpose of the termination rights granted. If the customer options are determined to represent a material right, the material right is recognized as a separate performance obligation at the outset of the arrangement. The Company allocates the transaction price to material rights based on the standalone selling price. As a practical alternative to estimating the standalone selling price when the goods or services are both (i) similar to the original goods and services in the contract and (ii) provided in accordance with the terms of the original contract, the Company allocates the total amount of consideration expected to be received from the customer to the total goods or services expected to be provided to the customer. The Company receives payments from its collaborators based on terms established in each contract. Upfront payments and other payments may require deferral of revenue recognition to a future period until the Company satisfies its performance obligations under the contract. Comprehensive Income (Loss) Comprehensive income (loss) is defined as the change in equity during a period from transactions and other events and circumstances from non-owner sources, including unrealized gains and losses on short-term investments. Comprehensive gains (losses) have been reflected in the unaudited condensed consolidated statements of operations and comprehensive income (loss) for all periods presented. Emerging Growth Company Status The Company is an emerging growth company, as defined in the Jumpstart Our Business Startups Act of 2012 (the "JOBS Act"). Under the JOBS Act, emerging growth companies can delay adopting new or revised accounting standards issued subsequent to the enactment of the JOBS Act until such time as those standards apply to private companies. The Company has elected to use this extended transition period for complying with new or revised accounting standards that have different effective dates for public and private companies until the earlier of the date that it (i) is no longer an emerging growth company or (ii) affirmatively and irrevocably opts out of the extended transition period provided in the JOBS Act. As a result, these condensed consolidated financial statements may not be comparable to companies that comply with the new or revised accounting pronouncements as of public company effective dates. <span style="color:#000000;white-space:pre-wrap;font-weight:bold;font-size:10pt;font-family:Times New Roman;font-

style:italic;min-width:fit-content;">Use of Estimates The preparation of consolidated financial statements in conformity with GAAP requires the Company to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. On an ongoing basis, the Company evaluates its estimates, which include, but are not limited to, estimates related to revenue, accrued expenses, research and development expenses, stock-based compensation expense and deferred tax valuation allowances. The Company bases its estimates on historical experience and other market-specific or relevant assumptions that it believes to be reasonable under the circumstances. Actual results may differ from those estimates or assumptions. Cash, Cash Equivalents and Short-term Investments The Company considers all highly liquid investments purchased with original final maturities of 90 days or less from the date of purchase to be cash equivalents. Cash and cash equivalents consist of deposits with financial institutions and marketable securities. Investments with a remaining maturity when purchased of greater than three months are classified as short-term investments in the consolidated balance sheet and consist primarily of U.S. Treasury and other government agency obligations. As the Company's entire investment portfolio is considered available for use in current operations, the Company classifies all investments as available-for-sale and as current assets, even though the stated maturity date may be one year or more beyond the current consolidated balance sheet date, which reflects management's intention to use the proceeds from sales of these securities to fund its operations, as necessary. Concentration of Business Risk The Company operates in one reportable business segment and has two customers. The Company relies, and expects to continue to rely, on a small number of vendors to manufacture supplies and materials for its development programs. These programs could be adversely affected by a significant interruption in these manufacturing services. 12 Concentration of Credit Risk Financial instruments, which potentially subject the Company to a significant concentration of credit risk, consist primarily of cash and cash equivalents and short-term investments. The Company maintains deposits in federally insured financial institutions in excess of federally insured limits. The Company has not experienced any losses in such accounts and management believes that the Company is not exposed to significant credit risk due to the financial position of the depository institutions in which those deposits and investments are held. The Company invests exclusively in securities issued by the U.S. government or U.S. government agencies, or in money-market funds. The Company maintains an investment policy with investment objectives to preserve principal, achieve liquidity requirements, and safeguard funds. For these reasons, management believes that the Company is not exposed to significant credit risk. Revenue Recognition The Company's revenues to date have been generated primarily through collaboration and license agreements. The Company's collaboration and license agreements may contain multiple elements including intellectual property licenses and research, and development services. Consideration the Company receives under these arrangements may include upfront payments, research and development funding, cost reimbursements, research, development, regulatory and commercial milestone payments, and royalty payments. The Company applies Accounting Standard Codification Topic 606, Revenue from Contracts with Customers ("ASC 606"), issued by the Financial Accounting Standards Board ("FASB") to account for its contracts with customers. Under ASC 606, revenue is recognized when a customer obtains control of promised goods or services. The amount of revenue recognized reflects the consideration that the Company expects to be entitled to receive in exchange for these services. The Company analyzes the nature of these performance obligations in the context of individual collaboration and license agreements in order to assess the distinct performance obligations. The Company evaluates its contracts with customers for proper classification in the consolidated statements of operations and comprehensive loss based on the nature of the underlying activity. Transactions with customers recorded in the Company's consolidated statements of operations and comprehensive loss are recorded on either a gross or net basis, depending on the characteristics of the collaborative relationship. To determine revenue recognition for arrangements within the scope of ASC 606, the Company performs the following five steps: (i) identify the contract with a customer; (ii) identify the performance obligations in the contract; (iii) determine the

transaction price, including variable consideration, if any; (iv) allocate the transaction price to the performance obligations in the contract; and (v) recognize revenue when (or as) the entity satisfies a performance obligation. The Company only applies the five-step model to contracts when it is probable that it will collect the consideration to which it is entitled in exchange for the goods or services it transfers to the customer. The Company allocates the transaction price to individual performance obligations on their relative standalone selling price basis. Standalone selling prices are based on observable prices at which the Company separately sells the products or services. If a standalone selling price is not directly observable, then the Company estimates the standalone selling price considering market conditions and entity-specific factors including, but not limited to, features and functionality of the products and services. 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Comprehensive gains (losses) have been reflected in the unaudited condensed consolidated statements of operations and comprehensive income (loss) for all periods presented. Emerging Growth Company Status The Company is an emerging growth company, as defined in the Jumpstart Our Business Startups Act of 2012 (the "JOBS Act"). Under the JOBS Act, emerging growth companies can delay adopting new or revised accounting standards issued subsequent to the enactment of the JOBS Act until such time as those standards apply to private companies. The Company has elected to use this extended transition period for complying with new or revised accounting standards that have different effective dates for public and private companies until the earlier of the date that it (i) is no longer an emerging growth company or (ii) affirmatively and irrevocably opts out of the extended transition period provided in the JOBS Act. As a result, these condensed consolidated financial statements may not be comparable to companies that comply with the new or revised accounting pronouncements as of public company effective dates. Note 3. Composition of Certain Balance Sheet Components Property and equipment, net Property and equipment, net consisted of the following (in thousands):   <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:71.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:66.887%;box-sizing:content-box;"></td> <td style="width:1.66%;box-

sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:12.897%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.66%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:12.897%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> September 30, </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> December 31, </td> <td style="vertical-align:bottom;text-align:left;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;text-align:left;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Laboratory equipment </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">23,487</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 21,271 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Leasehold improvements </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 14,172 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 14,113 </td>

<td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Computer equipment and software </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,355 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,355 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Furniture and fixtures </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 1,204 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 1,125 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Total property and equipment </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 40,218 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 37,864 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Less: Accumulated depreciation and amortization </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (22,852 </td> <td

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align:top;"> Other </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 4,340 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 3,395 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Total accrued expenses and other liabilities </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">29,714</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 31,092 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> Property and equipment, net consisted of the following (in thousands):   <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:71.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:66.887%;box-sizing:content-box;"></td> <td style="width:1.66%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:12.897%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.66%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:12.897%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> September 30, </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> December 31, </td> <td style="vertical-align:bottom;text-align:left;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;text-align:left;"> <td style="vertical-align:bottom;"> </td> <td

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size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Furniture and fixtures </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 1,204 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 1,125 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Total property and equipment </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 40,218 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 37,864 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Less: Accumulated depreciation and amortization </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (22,852 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (18,809 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Total property and equipment, net </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> <span

*style="color:#000000;white-space:pre-wrap;min-width:fit-content;">17,366 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 19,055 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr>
</table>2348700021271000141720001411300013550001355000120400011250004021800037864000228520001880style="text-indent:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">Accrued expenses and other liabilities consisted of the following (in thousands):   <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:71.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:66.887%;box-sizing:content-box;"></td> <td style="width:1.66%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:12.897%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.66%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:12.897%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> September 30, </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> December 31, </td> <td style="vertical-align:bottom;text-align:left;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;text-align:left;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Contract research services </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 16,054 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> <span*

style="color:#000000;min-width:fit-content;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">14,621</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Payroll and related expense</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">9,320</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">13,076</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Other</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">4,340</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">3,395</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"><p style="margin-left:10pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Total accrued expenses and other liabilities</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 29,714 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 31,092 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr>
</table>160540001462100093200001307600043400003395000297140003109200 Note 4. Financial Instruments <span

*style="color:#000000;white-space:pre-wrap;font-size:10pt;font-family:Times New Roman;min-width:fit-content;">The following table summarizes the amortized cost and fair value of available-for-sale securities (in thousands): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:42.008%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:12.843%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:7.962%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.06%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:8.222000000000001%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.06%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:8.042000000000002%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.06%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:7.742%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Maturity </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Amortized
Cost </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Unrealized
Gains </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Unrealized
Losses </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Fair Value </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:8pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> At September 30, 2024: </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> <span*

style="white-space:pre-wrap;min-width:fit-content;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Money market funds </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> 1 year or less </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">46,605</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">—</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 46,605 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> U.S. government agency securities and treasuries </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> 1 year or less </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 181,136 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-

bottom:0;text-align:right;">377 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (1 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 181,512 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Total </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">227,741</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 377 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(1</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 228,117 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> <tr style="background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> <span

style="white-space:pre-wrap;min-width:fit-content;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> </tr> <tr style="height:8pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> At December 31, 2023: </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Money market funds </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> 1 year or less </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 37,590 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-

size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">—</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 37,590 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> U.S. government agency securities and treasuries </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> 1 year or less </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 167,604 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 158 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (32 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 167,730 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Total

*** </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">205,194</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 158 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(32</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 205,320 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> The Company has classified all of its short-term investments as available-for-sale as the sale of such securities may be required prior to maturity to implement management strategies, and therefore, they are carried at fair value. No available-for-sale debt securities held as of September 30, 2024 and December 31, 2023, had remaining maturities greater than one year. Unrealized gains and losses on available-for-sale securities are included as a component of comprehensive loss. As of September 30, 2024, none of the Company’s securities were in material unrealized loss positions. The Company reviews its investment holdings at the end of each reporting period and evaluates any unrealized losses using the expected credit loss model to determine if the unrealized loss is a result of a credit loss or other factors. The Company also evaluates its investment holdings for impairment using a variety of factors including the Company’s intent to sell the underlying securities prior to maturity and whether it is more likely than not that the Company would be required to sell the securities before the recovery of their amortized basis. As of September 30, 2024, none of the available-for-sale securities have been in an unrealized loss position for greater than 12 months. During the nine months ended September 30, 2024 and 2023, the Company did no<span style="color:#000000;white-**

space:pre-wrap;font-size:10pt;font-family:Times New Roman;min-width:fit-content;">t recognize any impairment or realized gains or losses on sales of investments, and the Company did not record an allowance for, or recognize, any expected credit losses. The following table summarizes the amortized cost and fair value of available-for-sale securities (in thousands): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:42.008%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:12.843%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:7.962%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.06%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:8.222000000000001%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.06%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:8.042000000000002%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.06%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:7.742%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Maturity </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Amortized
Cost </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Unrealized
Gains </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Unrealized
Losses </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Fair Value </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:8pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> At September 30, 2024: </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> <span style="white-space:pre-wrap;min-width:fit-

content;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Money market funds </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> 1 year or less </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">46,605</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">—</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 46,605 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> U.S. government agency securities and treasuries </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> 1 year or less </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 181,136 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-

align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 377 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #fffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (1 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 181,512 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Total </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">227,741</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #fffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 377 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #fffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(1</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 228,117 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> <tr

style="background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> </tr> <tr style="height:8pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> At December 31, 2023: </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Money market funds </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> 1 year or less </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> <span

style="color:#000000;min-width:fit-content;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">37,590</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">—</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 37,590 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> U.S. government agency securities and treasuries </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> 1 year or less </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 167,604 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 158 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> <span style="color:#000000;white-space:pre-wrap;min-width:fit-

content;">167,730 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Total </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">205,194</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 158 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(32</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 205,320 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table>1 year or less466050004660500001 year or less1811360003770001000181512000227741000377000100022811700001 year or less375900003759000001 year or less167604000158000320001677300002051940001580003200020532000000000000 Note 5. Fair Value Measurement Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants as of the measurement date. Applicable accounting guidance provides an established hierarchy for inputs used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable inputs be used when available. Observable inputs are inputs that market participants would use in valuing the asset or liability and are developed based on market data obtained from sources independent of the Company. Unobservable inputs are inputs that reflect the Company’s assumptions about the factors that market participants would use in valuing the asset or liability. There are three levels of inputs that may be used to measure fair value: • Level 1 — Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities • <span style="color:#000000;white-space:pre-

wrap;font-size:10pt;font-family:Times New Roman;min-width:fit-content;">Level 2 — Significant other observable inputs other than Level 1 prices such as quoted prices in markets that are not active, or inputs that are observable, either directly or indirectly, for substantially the full term of the asset or liability • Level 3 — Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (i.e., supported by little or no market activity) The Company classifies its money market funds and U.S. treasury securities, which are valued based on quoted market prices in active markets with no valuation adjustment, as Level 1 assets within the fair value hierarchy. The following table summarizes the Company’s valuation hierarchy for its financial assets and liabilities measured at fair value on a recurring basis (in thousands): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:90.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:57.477%;box-sizing:content-box;"></td> <td style="width:1.399%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:10.776%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.399%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:10.776%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.399%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:10.776%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Level 1 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Level 2 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Level 3 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:8pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> At September 30, 2024: </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-

*break:break-word;"> <td style="vertical-align:top;"> Assets: </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Money market funds </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">46,605</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> U.S. government agency securities and treasuries </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 181,512 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> <span style="white-

space:pre-wrap;min-width:fit-content;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Total </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">228,117</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> <tr style="background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> At December 31, 2023: </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> <span style="white-space:pre-wrap;min-width:fit-

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size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Level 2 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Level 3 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:8pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> At September 30, 2024: </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Assets: </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Money market funds </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">46,605</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-

align:left;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">—</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"><p style="margin-left:10pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">U.S. government agency securities and treasuries</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">181,512</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">—</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New 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style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">—</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> <tr style="background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New

Roman;margin-bottom:0;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> At December 31, 2023: </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Assets: </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Money market funds </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 37,590 </td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-

bottom:0;text-align:left;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">—</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> U.S. government agency securities and treasuries </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 167,730 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Total </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">205,320</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-

align:bottom;border-bottom:2.25pt double #000000;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table>46605000181512000228117000375900001677300002053200000 Note 6. Strategic Investment Astellas Terms of the Agreement On August 4, 2023 (the “Signing Date”), the Company entered into a series of agreements (collectively, the “Astellas Strategic Agreements”) with Astellas US, LLC (“Astellas”) as described below. Securities Purchase and Registration Rights Agreement Pursuant to a securities purchase agreement (the “Securities Purchase Agreement”), the Company agreed to issue and sell to Astellas in a private placement (the “Private Placement”) an aggregate of 8,333,333 shares (the “Shares”) of common stock, par value $0.0001 per share, of the Company, at a purchase price of $3.00 per Share, for aggregate gross proceeds of $25.0 million. The Private Placement closed on August 7, 2023 (the “Closing Date”). The Company also entered into a registration rights agreement with Astellas (the “Registration Rights Agreement”), pursuant to which the Company agreed to register the resale by Astellas of the Shares no later than the 250th day after the Closing Date. Strategic Rights Letter Agreement On the Signing Date, the Company also entered into a strategic rights letter agreement (the “Astellas Strategic Rights Letter”) with Astellas, pursuant to which, the Company agreed to the following: (i) grant Astellas the right to an observer seat on the Company’s board of directors, any committee of the Company’s board of directors, and the Company’s scientific advisory board; (ii) for a period of 18 months, grant Astellas a right of notification with respect to a Change in Control (as defined in the Astellas Strategic Rights Letter); (iii) during the period beginning on the Closing Date and ending on the 12-month anniversary of the Closing Date (the “Exclusivity Period”), not to (1) solicit, knowingly encourage, negotiate or otherwise enter into bona fide discussions about a Program Transaction (as defined below) with any third party, (2) provide access to any confidential information of the Company relating to P-MUC1C-ALLO1, the Company’s fully allogeneic CAR-T product candidate for multiple solid tumor indications (the “Program”), for purposes of knowingly facilitating a Program Transaction, or (3) enter into any letter of intent, contract or other commitment for a Program Transaction (a “Program Transaction” being an exclusive or co-exclusive license or co-promote or co-marketing arrangement or granting of commercial rights to sell, promote or market one or more products of the Program for any indication in the world); (iv) provide notice to Astellas (1) if the Company receives a bona fide proposal for a Change in Control transaction from a third party, unless such proposal is rejected by the Company’s board of directors, or (2) of the commencement of a process approved by the Company’s board of directors for a Change in Control, (3) if the Company receives a bona fide proposal for a Program Transaction from a third party unless the proposal is rejected by the Company’s board of directors (a “Program Transaction Proposal”) or, (4)

following the Exclusivity Period, the commencement of substantive discussions for a Program Transaction with a third party in connection with a process approved by the Company's board of directors for a Program Transaction (a "Program Process"). In connection with a notice related to (x) a Program Transaction Proposal, Astellas shall have a right of first refusal to provide a competing proposal that is in aggregate more favorable to the Company than the Program Transaction Proposal, and thereby have a right to negotiate exclusively a possible Program Transaction for a specified period and (y) a Program Process, Astellas shall have a right of first offer to negotiate a Program Transaction for a specified period before the Company engages with any third party in meaningful substantive discussions, in each case, in accordance with the procedures and subject to the conditions set forth in the Astellas Strategic Rights Letter. As partial consideration for the rights granted to Astellas under the Astellas Strategic Rights Letter, Astellas paid the Company a one-time payment in the amount of $25.0 million (the "Upfront Payment"). In connection with a Change in Control transaction or Program Transaction between the Company and Astellas, some, all or none of the Upfront Payment may be offset against payments owed by Astellas in a tiered basis to the Company dependent on certain factors set forth in the Astellas Strategic Rights Letter. The Astellas Strategic Rights Letter shall terminate upon the earliest to occur of (i) the 18-month anniversary of the Closing Date, (ii) such time that Astellas owns fewer than 8,000,000 shares of common stock (subject to adjustment for any stock splits, stock dividends or recapitalizations) and (iii) the consummation of a Change in Control. Revenue Recognition The Securities Purchase Agreement and the Registration Rights Agreement are not within the scope of ASC 606 and were accounted for as an equity issuance with the deemed fair value of the shares issued scoped out of the transaction price. See Note 10 for further detail of the equity issuance. The rights granted under the Astellas Strategic Rights Letter were assessed under ASC 606, as the agreement represents a contract with a customer. The rights were deemed to not transfer any control to Astellas but give Astellas a right in the future, as all or a portion of the Upfront Payment of $25.0 million is creditable to Astellas towards a future potential transaction within the restrictions and time frames specified in the letter. Therefore, the full amount allocated to the rights is treated as a non-refundable payment. The Company recorded the issuance of common stock at its estimated fair value on the date of issuance of $14.4 million, which reflects a discount for the lack of marketability ("DLOM") of the shares. The DLOM was applied due to the inability to trade the shares until they are registered. The $10.6 million difference between the $25.0 million paid by Astellas for the Securities Purchase Agreement and the fair market value of shares issued was allocated to the rights granted under the Astellas Strategic Rights Letter for a total amount allocable of $35.6 million. The amount will be recognized when the likelihood of Astellas exercising its remaining rights becomes remote, or when the proportionate amount of the tiered creditable amounts expire. </p><p style="text-indent:4.533%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">The Company recognized <span style="color:#000000;white-space:pre-wrap;font-size:10pt;font-family:Times New Roman;min-width:fit-content;">$11.9 million and $23.7 million of revenue from the Astellas Strategic Agreements for the three and nine months ended September 30, 2024, respectively. The Company has <span style="color:#000000;white-space:pre-wrap;font-

size:10pt;font-family:Times New Roman;min-width:fit-content;">$11.9 million of deferred revenue on its condensed consolidated balance sheet as of September 30, 2024, expected to be recognized by February 2025.
* 83333330.000132500000025000000800000025000000144000001060000025000000356000001190000023700000 style="font-size:10pt;margin-top:18pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">Note 7. Collaboration and License Agreements Roche Terms of the Agreement In July 2022, the Company entered into a collaboration and license agreement (the “Roche Collaboration Agreement”) with F. Hoffmann-La Roche Ltd and Hoffmann-La Roche Inc. (collectively, “Roche”), pursuant to which the Company granted to Roche: (i) an exclusive, worldwide license under certain Company intellectual property to develop, manufacture and commercialize allogeneic CAR-T cell therapy products from each of the Company’s existing P-BCMA-ALLO1 and P-CD19CD20-ALLO1 programs (each a “Tier 1 Program”); (ii) an exclusive option to acquire an exclusive, worldwide license under certain Company intellectual property to develop, manufacture and commercialize allogeneic CAR-T cell therapy products from each of the Company’s existing P-BCMACD19-ALLO1 and P-CD70-ALLO1 programs (each, a “Tier 2 Program”); (iii) an exclusive license under certain Company intellectual property to develop, manufacture and commercialize allogeneic CAR-T cell therapy products from the up to six Collaboration Programs (as defined below) designated by Roche; (iv) an option for a non-exclusive, commercial license under certain limited Company intellectual property to develop, manufacture and commercialize certain Roche proprietary cell therapy products for up to three solid tumor targets to be identified by Roche (“Licensed Products”); and (v) the right of first offer for two (2) early-stage existing programs within hematologic malignancies. The Roche Collaboration Agreement became effective in September 2022 upon expiration of the applicable waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended. For each Tier 1 Program, the Company will perform development activities through a Phase 1 dose escalation clinical trial, and Roche is obligated to reimburse a specified percentage of certain costs incurred by the Company in its performance of such activities, up to a specified reimbursement cap for each Tier 1 Program. For Tier 1 Program activities beyond the specified reimbursement cap, Roche is obligated to reimburse all costs incurred for the program. For each Tier 2 Program, the Company will perform research and development activities either through selection of a development candidate for Investigational New Drug Application (“IND”)-enabling studies or, subject to Roche’s election and payment of an option maintenance fee, through completion of a Phase 1 dose escalation clinical trial. In addition, for each Tier 2 Program for which Roche exercises its option for an exclusive license, Roche is obligated to pay an option exercise fee. For each Tier 1 Program and Tier 2 Program, the Company will perform manufacturing activities until the completion of a technology transfer to Roche. The parties are conducting an initial two-year research program to explore and preclinically test a specified number of agreed-upon next generation therapeutic concepts relating to allogeneic CAR-T cell therapies. Subject to Roche’s election and payment of a specified fee, the parties would subsequently conduct a second research program of 18 months under which the parties could extend the existing work being performed under the initial term, and/or would explore and preclinically test a specified number of additional agreed-upon next generation therapeutic concepts relating to allogeneic CAR-T therapies. Roche may designate up to six heme malignancy-directed, allogeneic CAR-T programs from the two research programs, for each of which the Company will perform research and development activities through selection of a development candidate for IND-enabling activities (each, a “Collaboration Program”). Upon its designation of each Collaboration Program, Roche is obligated to pay a designation fee. After the Company’s completion of lead optimization activities for a Collaboration Program, Roche may elect to transition such program to Roche with a payment to the Company or terminate it. Alternatively, Roche may elect, for a limited number of Collaboration Programs, to have the Company conduct certain additional development and manufacturing activities through the completion of a Phase 1 dose escalation clinical trial, in which case Roche will pay certain milestones and reimburse a specified percentage of the Company’s costs incurred in connection with such development and manufacturing activities. For each Collaboration Program, the Company will perform manufacturing activities until the completion of a technology transfer to Roche. In consideration for the rights granted to Roche under the Roche Collaboration Agreement, the*

Company received an upfront payment of $110.0 million. In addition, subject to Roche exercising its Tier 2 Program options, designating Collaboration Programs, and exercising its option for the Licensed Products commercial license and further contingent on, among other things, achieving specified objectives, the Company is eligible to receive up to (i) $1.5 billion in aggregate payments for Tier 1 Programs comprised of research funding, feasibility fees and $1.4 billion in development, regulatory and net sales milestones, (ii) $1.1 billion in aggregate payments for Tier 2 Programs comprised of option exercise and maintenance fees and $1.0 billion in development, regulatory and net sales milestones, (iii) $2.9 billion in aggregate payments for the Collaboration Programs comprised of certain reimbursements, fees and milestone payments; and (iv) $415.0 million in payments for the Licensed Products comprised of certain reimbursements, fees and milestone payments. The Company is further entitled to receive, on a product-by-product basis, tiered royalty payments in the mid-single to low double digits on net sales of products from the Tier 1 Programs, optioned Tier 2 Programs and Collaboration Programs and in the low to mid-single digits for Licensed Products, in each case, subject to certain customary reductions and offsets. Royalties will be payable, on a product-by-product and country-by-country basis, until the latest of the expiration of the licensed patents covering such product in such country or ten years from first commercial sale of such product in such country. The Roche Collaboration Agreement will continue in effect on a product-by-product and country-to-country basis until there is no remaining royalty or other payment obligations. The Roche Collaboration Agreement includes standard termination provisions, including for material breach or insolvency and for Roche's convenience. Certain of these termination rights can be exercised with respect to a particular product or license, as well as with respect to the entire Roche Collaboration Agreement. Effective November 7, 2023, the Roche Collaboration Agreement was amended to, among other things: (i) reallocate certain existing manufacturing-related fees payable to the Company by Roche to add new manufacturing process development and implementation transfer fees for each of our existing Tier 1 Programs; and (ii) reallocate amounts in certain development milestone payments payable to us by Roche at market rates for each Tier 1 Program. The amendment also provided for the ability for the existing two-year research program to be extended for an additional 18 months with the payment of a $15.0 million milestone. Effective August 14, 2024, the Roche Collaboration Agreement was amended to include additional activities to be conducted by the Company. The additional activities will be funded by Roche with an initial scope that covers expanded Tier 1 Program activities. In addition, the consideration of certain of the Company's existing performance obligations related to the Tier 1 Programs were modified. Revenue Recognition At contract inception, the Company has identified six performance obligations under the Roche Collaboration Agreement: (i) licenses associated with the Tier 1 Programs, (ii) research and development efforts for the Tier 1 Programs, (iii) clinical drug supply for the Tier 1 Programs, (iv) manufacturing process development program for the Tier 1 Programs, (v) research and development efforts for the Tier 2

Programs, and (vi) research and development efforts for the Collaboration Programs. The Company concluded that Roche's options within the Roche Collaboration Agreement do not represent material rights and are not considered performance obligations as they do not contain a significant and incremental discount. The licenses associated with the Tier 1 Programs were delivered at the beginning of the agreement term and deemed capable of being distinct as the Company concluded that Roche has the knowledge and capabilities to continue development work and fully utilize the licenses without the Company's involvement. In order to determine the transaction price, the Company evaluated all the payments to be received during the term of the Roche Collaboration Agreement. Certain milestones and additional fees were considered variable consideration, which were not included in the initial transaction price based on the most likely amount method. The Company will re-evaluate the transaction price in each reporting period and as uncertain events are resolved or other changes in circumstances occur. The Company determined that the transaction price at the inception of the Roche Collaboration Agreement was $185.0 million, which consists of the upfront payment of $110.0 million, future research funding for the Tier 1 Programs of $40.0 million and a $35.0 million milestone achieved in September 2022 for the Tier 1 Programs. In addition, the Company achieved incremental developmental milestones aggregating to $65.0 million through September 30, 2024, of which, $20.0 million was achieved in the third quarter of 2024. In accordance with ASC 606, the Company determined that the achieved milestones represented an increase in the initial transaction price in the form of the receipt of variable consideration that was previously constrained. The Company recognized revenue associated with these milestones in an amount equal to the proportional percentage of the actual costs incurred under the related program since its inception as a percentage of the total costs expected to be incurred over the expected term of the program. The remaining unrecognized revenue associated with these milestones is included within deferred revenue and is being recognized as revenue over the expected term of the related program. All other future potential milestone payments were excluded from the estimated total transaction price as they were considered constrained until the underlying event is attained. The Company also earns variable consideration attributed to development cost reimbursement associated with some of the Company's research and development efforts. Variable consideration related to development cost reimbursement increases the transaction price for the associated performance obligations and is recognized as the underlying services are provided. The performance obligation associated with the licenses for the Tier 1 Programs was satisfied as of the effective date of the Roche Collaboration Agreement. All other performance obligations will be recognized on a proportional basis as the underlying services are provided based on actual costs incurred as a percentage of total estimated costs. The Company determined that the cost-based input method most faithfully depicts the pattern in which these performance obligations are satisfied. Any cumulative effect of revisions to estimated costs to complete the Company's performance obligation will be recorded in the period in which changes are identified and amounts can be reasonably estimated. This approach requires the Company to use significant judgment and make estimates of future expenditures. If the Company's estimates or judgments change over the course of the collaboration, they may affect the timing and amount of revenue that it recognizes in the current and future periods. In connection with the August 14, 2024 amendment to the Roche Collaboration Agreement, the Company adjusted the transaction price based on estimated variable consideration of the performance obligations to account for a change in pricing associated with one component of the Tier 1 Program activities. This resulted in an increase in proportional cumulative performance of the underlying performance obligation and recognition of an additional $15.2 million in revenue in the third quarter of 2024. Astellas Terms of the Agreement In April 2024, the Company and Xyphos Biosciences, Inc. ("Xyphos"), a wholly-owned subsidiary of Astellas Pharma Inc., entered into a collaboration and license agreement (the "Astellas Collaboration Agreement"), pursuant to which the Company granted to Xyphos (i) an exclusive license under certain Company intellectual property to conduct activities under two

research plans, to create one Company-developed CAR-T construct to form the basis of two convertibleCAR® product candidates targeting solid tumors, which will be generated by using both parties' platform technology (each a "Research Product"), where each Research Product will bind to a human tumor-associated antigen, and may also bind to a human antigen associated with a tumor microenvironment, (ii) an exclusive license under certain Company intellectual property after certain conditions are satisfied to develop, and commercialize up to two Research Products that have been designated as licensed products following receipt of the applicable IND-enabling data package, and (iii) after certain conditions are satisfied, an exclusive license under certain Company intellectual property to manufacture the products once manufacturing technology transfer has been completed. For each research plan, the Company will perform research and development activities through the generation of an IND-enabling data package and Xyphos is obligated to fully reimburse the Company for full-time equivalent costs and expenses incurred by the Company in its performance of certain activities, up to an agreed annual cap. Xyphos may request that the Company transfer the manufacturing process for a product to Xyphos, or that, subject to the payment of a fee, the Company manufacture the Allo-T Cells forming part of such product for use in the first Phase 1 trial of such product. In consideration for the rights granted to Xyphos under the Astellas Collaboration Agreement, the Company received an upfront payment of $50.0 million, $6.0 million of which was advanced for the Company's costs and expenses for its research and development activities. In addition, the Company could also receive up to $550.0 million in potential development and sales milestone payments and contingency payments. The Company is further entitled to receive, on a product-by-product basis, tiered royalty payments up to the low teens as a percentage of net sales of licensed products. Royalties will be payable, on a product-by-product basis, during the period commencing on the first commercial sale of a product in a country until the latest of (a) the expiration of the licensed patents covering such product in such country, (b) the expiration of regulatory exclusivity for such product in such country and (c) a certain period of time following such first commercial sale of such product in such country. The Astellas Collaboration Agreement will continue in effect on a product-by-product basis until there are no remaining royalty or other payment obligations for each such product. The Astellas Collaboration Agreement includes standard termination provisions, including for material breach or insolvency and for Xyphos's convenience. Certain of these termination rights can be exercised with respect to a particular country, licensed product, or research program, as well as with respect to the entire Astellas Collaboration Agreement. Revenue Recognition At contract inception, the Company has identified six distinct performance obligations under the Astellas Collaboration Agreement: (i) a material right for the option to obtain a commercial license for the first product candidate, (ii) a material right for the option to obtain a commercial license for the second product candidate, (iii) research and development efforts for the first product candidate, (iv) research and development efforts for the second product candidate, (v) process development and other target agnostic activities to support production of cell manufacturing, and (vi) manufacturing of both product candidates during the research term. In order to determine the transaction price, the Company evaluated all the payments to be received during the term of the Astellas Collaboration Agreement. The development and sales milestone payments and certain payments were considered variable consideration and were not included in the initial transaction price based on the most likely amount method. The Company will re-evaluate the transaction price in each reporting period and as uncertain events are resolved or other changes in circumstances occur. The Company determined that the transaction price at the inception of the Astellas Collaboration Agreement was $63.8 million, which consists of the upfront payment of $50.0 million, which includes the $6.0 million advanced for the Company's costs and expenses for its research and development activities, as well as estimated incremental research and development costs over the duration of the research term of $13.8 million to be reimbursed by Astellas. As a practical alternative to estimating the standalone selling price when the goods or services are both (i) similar to the original goods and services in the contract and (ii) provided in accordance with the terms of the original contract, the Company allocated the total amount of variable consideration expected to be received from the customer to the total goods or services expected to be provided to the customer. <span style="color:#000000;white-space:pre-wrap;font-size:10pt;font-

family:Times New Roman;min-width:fit-content;">In assessing whether the options under the Astellas Collaboration Agreement represent material rights, the Company considered if there was additional consideration the Company would be entitled to upon the option exercise and the standalone selling price of the underlying goods and services. For the material rights identified as performance obligations above, the Company concluded that each of the options to obtain commercial licenses provided Astellas with a discount that it otherwise would not have received without entering into the Astellas Collaboration Agreement. The material rights for the commercial licenses will be recognized upon the first to occur: once the licenses are exercised or once the rights expire, which is estimated to occur at the end of the research term. The remaining performance obligations will be recognized on a proportionate basis as the underlying services are provided based on actual costs incurred as a percentage of total estimated costs. The Company determined that the cost-based input method for these performance obligations most faithfully depicts the pattern in which these performance obligations are satisfied. Any cumulative effect of revisions to estimated costs to complete the Company’s performance obligation will be recorded in the period in which changes are identified and amounts can be reasonably estimated. This approach requires the Company to use significant judgment and make estimates of future expenditures. If the Company’s estimates or judgments change over the course of the collaboration, they may affect the timing and amount of revenue that it recognizes in the current and future periods. Takeda In October 2021, the Company entered into a collaboration and license agreement (the “Takeda Collaboration Agreement”) with Takeda Pharmaceuticals USA, Inc. (“Takeda”), pursuant to which the Company granted to Takeda a worldwide exclusive license under the Company’s certain platform technologies including transposon-based, Cas-CLOVER, biodegradable DNA and RNA nanoparticle delivery technology and other proprietary genetic engineering platforms to research, develop, manufacture and commercialize gene therapy products for certain indications. Under the Takeda Collaboration Agreement, the Company received an upfront payment of $45.0 million and R&D reimbursement payments during the term of the agreement. On May 31, 2023, the Company received written notice from Takeda of its election to terminate the Takeda Collaboration Agreement, effective July 30, 2023 (the “Termination Date”). Until the Termination Date, the parties performed their respective obligations under the Collaboration Agreement and upon the Termination Date, the Company’s exclusivity obligations under the Collaboration Agreement terminated. In addition, the licenses granted to Takeda by the Company, and the licenses granted to the Company by Takeda to perform research activities under the Collaboration Agreement terminated. Deferred Revenue Reconciliation While the Company’s entry into the Astellas Strategic Rights Letter was a strategic investment, for purposes of recognizing the remaining amount, it has been determined to be revenue, and as such, reference to remaining deferred revenue for these agreements is included in the following table. There were no contract assets as of September 30, 2024 related to the Roche Collaboration Agreement, Takeda Collaboration Agreement, Astellas Strategic Rights Letter, or Astellas Collaboration Agreement. A contract asset of $30.0 million for the Roche Collaboration Agreement was netted against deferred revenue for the year ended December 31, 2023. There were no contract assets as of December 31, 2023 related to the Takeda Collaboration Agreement or Astellas Strategic Rights Letter. A reconciliation of the closing balance of deferred revenue related to the agreements is as follows (in thousands): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:90.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:38.28%;box-sizing:content-box;"></td> <td style="width:1.2%;box-sizing:content-box;"></td> <td

style="width:1%;box-sizing:content-box;"></td> <td style="width:8.82%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.2%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:10.440000000000001%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.2%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:8.82%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.2%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:8.82%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.2%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:8.82%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Roche Collaboration Agreement </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Takeda Collaboration Agreement </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Astellas Strategic Rights Letter </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Astellas Collaboration Agreement </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Total </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Balance as of December 31, 2022 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">31,749</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 9,307 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> —

</td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">—</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 41,056 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"> Amounts received/invoiced </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 30,741 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 5,111 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 35,583 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 71,435 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"> Revenue recognized </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (

50,285 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (14,418 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (64,703 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Balance as of December 31, 2023 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">12,205</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 35,583 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;">

$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">—</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 47,788 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"> Amounts received/invoiced </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 113,750 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 50,000 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 163,750 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"> Revenue recognized </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (100,975 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-

align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (23,722 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (1,166 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (125,863 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Balance as of September 30, 2024 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">24,980</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 11,861 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> <span

style="color:#000000;min-width:fit-content;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">48,834</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 85,675 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> 62P2YP18M110000000150000000014000000001100000000100000000029000000000415000000P10YP2YP18M

style="text-indent:4.533%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">A reconciliation of the closing balance of deferred revenue related to the agreements is as follows (in thousands): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:90.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:38.28%;box-sizing:content-box;"></td> <td style="width:1.2%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:8.82%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.2%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:10.440000000000001%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.2%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:8.82%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.2%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:8.82%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.2%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:8.82%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Roche Collaboration Agreement </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Takeda Collaboration Agreement </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Astellas Strategic Rights Letter </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Astellas Collaboration Agreement </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Total </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> <span style="color:#000000;white-space:pre-wrap;min-width:fit-

content;">Balance as of December 31, 2022 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">31,749</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 9,307 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">—</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 41,056 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"> Amounts received/invoiced </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 30,741 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 5,111 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 35,583 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-

family:Times New Roman;margin-bottom:0;text-align:left;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 71,435 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"> Revenue recognized </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (50,285 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (14,418 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (64,703 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Balance as of December 31, 2023 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $ </td> <td style="white-space:pre-wrap;vertical-

align:bottom;text-align:center;"> 12,205 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">—</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 35,583 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">—</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 47,788 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"> Amounts received/invoiced </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 113,750 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 50,000 </td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-

align:left;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 163,750 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"> Revenue recognized </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (100,975 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (23,722 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (1,166 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (125,863 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Balance as of September 30, 2024 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 24,980 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New

Roman;margin-bottom:0;text-align:left;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">—</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 11,861 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">48,834</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 85,675 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr></table>317490009307000410560003074100051110003558300071435000-50285000-14418000-64703000122050003558300047788000113750000500000000163750000-100975000-23722000-1166000-125863000249800001186100048834000085675000 Note 8. California Institute of Regenerative Medicine Award The Company has been awarded funding from the California Institute of Regenerative Medicine (“CIRM”) to develop certain internal programs. Under the terms of the funding, both CIRM and the Company have co-funded specified programs, under which funding is provided in developmental milestones determined as a part of the award. The Company is obligated to share potential future revenues for the related programs with CIRM. The percentage of revenues due to CIRM in the future is dependent on the amount of the award received and whether revenue is generated from product sales or through license fees. The maximum revenue sharing amount the Company may be required to pay to CIRM is equal to nine times the total amount awarded and paid to the Company. As an alternative to revenue sharing, the Company has the option to convert any award to a loan, which such option the Company must exercise on or before ten business days after the U.S. Food and Drug Administration (“FDA”) notifies the Company that it has accepted the Company’s application for marketing authorization. In the event the Company exercises its right to convert any award to a loan, it would be obligated to repay the loan within ten business days of making such election. Repayment amounts due to CIRM vary dependent on when the award is converted to a loan, ranging from 60<span style="color:#000000;white-

space:pre-wrap;font-size:10pt;font-family:Times New Roman;min-width:fit-content;">% of the award granted to the full amount received plus interest at the rate of the three-month LIBOR rate plus 10% per annum. Since the Company may be required to repay some or all of the amounts awarded by CIRM, the Company accounts for this award as a liability as the Company's intention is to convert the award into a loan. Given the uncertainty in amounts due upon repayment, the Company has recorded amounts received without any discount or interest recorded, upon determination of amounts that would become due, the Company will adjust accordingly. In September 2018, the Company was granted an award in the amount of $4.0 million from CIRM to support the Company's preclinical studies for its P-PSMA-101 program. The Company received the full amount of the award based on achievement of specific developmental milestones. In the third quarter of 2023, the Company decided not to pursue additional clinical or other development activities of the P-PSMA-101 program, which resulted in write off of the amount previously included in the deferred CIRM grant liability as the Company no longer intends to repay the award and which amount is included in other income in the accompanying consolidated statement of operations and comprehensive loss. 90.600.104000000.0 Note 9. Term Debt In 2017, the Company entered into a loan and security agreement with Oxford Finance LLC ("Oxford"), which was subsequently amended ("Amended Loan Agreement"), pursuant to which the Company borrowed a total amount of $30.0 million. In February 2022, the Company entered into a new Loan and Security Agreement ("2022 Loan Agreement") with Oxford. Pursuant to the terms of the 2022 Loan Agreement, the Company borrowed $60.0 million in term loans (the "Term Loans"), of which $31.6 million was used to repay the balance outstanding under the Amended Loan Agreement, including $0.2 million of accrued interest. Under the 2022 Loan Agreement the initial interest-only period was through April 1, 2025, followed by 23 equal monthly payments of principal and applicable interest. In September 2022, a qualifying equity event, as defined in the 2022 Loan Agreement, was achieved which extended the interest-only period through April 1, 2026, followed by 11 equal monthly payments of principal and applicable interest. As a result, all amounts outstanding under the 2022 Loan Agreement will mature on February 1, 2027(the "Maturity Date"). In connection with the repayment of the balance outstanding under the Amended Loan Agreement, the Company incurred amendment and final payment fees of $1.5 million previously due on the earlier of (i) the maturity date, (ii) acceleration of any Amended Loan Agreement loans, or (iii) the prepayment of any Amended Loan Agreement loans. The Company accounted for this amendment as debt modification in accordance with ASC Topic 470, Debt because the modification was not considered substantial. The balance outstanding under the 2022 Loan Agreement initially bore interest at a floating per annum rate equal to 7.83% plus the greater of (a) the 30-day U.S. Dollar (USD) LIBOR rate and (b) 0.11

%. The 2022 Loan Agreement included a provision addressing replacement of LIBOR with an alternate benchmark rate, when LIBOR was phased out in June 2023. Effective July 1, 2023, the balance outstanding under the 2022 Loan Agreement bears interest at a floating per annum rate equal to the greater of (a) 7.94% and (b) the sum of (i) the 1-Month CME Term Secured Overnight Financing Rate (“SOFR”) on the last business day of the month that immediately precedes the month in which the interest will accrue, (ii) 0.10% and (iii) 7.83%. The interest rate applicable to the Term Loans as of September 30, 2024 was 13.13% per annum. The Company is required to make a final payment fee of 7.5% of the principal balance outstanding, payable on the earlier of (i) the Maturity Date, (ii) acceleration of any Term Loan, or (iii) the prepayment of the Term Loan. As of September 30, 2024, there was $60.0 million of the principal balance outstanding under the Term Loans. In connection with the Amended Loan Agreement, the Company previously incurred debt issuance costs of $1.5 million, which have been recorded as a debt discount and are being accreted to interest expense over the term of the Term Loans. Interest on the Term Loans, consisting of the stated interest rate, final payment fee and amortization of the discount, is being recognized under the effective interest method using a rate of 14.61%. As of September 30, 2024, the balance of the unamortized debt discount was <span style="color:#000000;white-space:pre-wrap;font-size:10pt;font-family:Times New Roman;min-width:fit-content;">$1.1 million. The balance of the accrued final payment fee was $3.0 million as of September 30, 2024 and is presented within other long-term liabilities in the accompanying condensed consolidated balance sheet. The Company has an option to repay the outstanding debt under the 2022 Loan Agreement at any time in increments of $5.0 million, with no prepayment penalty. The Company may use the proceeds from the Term Loans solely for its working capital requirements and to fund its general business operations. The Company’s obligations under the 2022 Loan Agreement are secured by a first priority security interest in substantially all of its current and future assets, other than its intellectual property. In addition, the Company has also agreed not to encumber its intellectual property assets, except as permitted by the 2022 Loan Agreement. While any amounts are outstanding under the 2022 Loan Agreement, the Company is subject to a number of affirmative and restrictive covenants, including covenants regarding dispositions of property, business combinations or acquisitions, among other customary covenants. The Company is also restricted from declaring dividends or making other distributions or payments on its capital stock in excess of $0.3 million per calendar year,

subject to limited exceptions. As of September 30, 2024, the Company was in compliance with all covenants under the 2022 Loan Agreement. 30000000.0In February 2022, the Company entered into a new Loan and Security Agreement ("2022 Loan Agreement") with Oxford. Pursuant to the terms of the 2022 Loan Agreement, the Company borrowed $60.0 million in term loans (the "Term Loans"), of which $31.6 million was used to repay the balance outstanding under the Amended Loan Agreement, including $0.2 million of accrued interest. Under the 2022 Loan Agreement the initial interest-only period was through April 1, 2025, followed by 23 equal monthly payments of principal and applicable interest. In September 2022, a qualifying equity event, as defined in the 2022 Loan Agreement, was achieved which extended the interest-only period through April 1, 2026, followed by 11 equal monthly payments of principal and applicable interest. As a result, all amounts outstanding under the 2022 Loan Agreement will mature on February 1, 2027 (the "Maturity Date").60000000.03160000020000023112027-02-0115000000.078330-day U.S. Dollar (USD) LIBOR0.00110.07941-Month CME Term Secured Overnight Financing Rate ("SOFR")0.0010.07830.13130.07560000000.015000000.14611100000300000005000000.0300000 Note 10. Stockholders' Equity Authorized Shares In connection with the completion of the Company's initial public offering in July 2020, the Company amended its certificate of incorporation to authorize 250,000,000 shares of common stock, par value $0.0001 per share, and 10,000,000 shares of undesignated preferred stock, par value $0.0001 per share, that may be issued from time to time by the Company's board of directors in one or more series. Each share of common stock is entitled to one vote. The holders of common stock are also entitled to receive dividends whenever funds are legally available and when declared by the Company's board of directors. Since the Company's inception, there have been no dividends declared. Warrants Pursuant to the Amended Loan Agreement, the Company issued Oxford (i) in 2017, a warrant to purchase 93,518 shares of common stock at an exercise price of $4.28 per share, which will expire in 2027 unless earlier exercised and (ii) in 2018 and 2019, warrants to purchase an aggregate of 27,604 shares of common stock at an exercise price of $7.25 per share, which will expire in 2028 and 2029, respectively, unless earlier exercised. Sale of Common Stock On August 4, 2023, the Company entered into the Securities Purchase Agreement with Astellas, pursuant to which the Company agreed to issue and sell to Astellas in the Private Placement an aggregate of 8,333,333 shares of common stock at a purchase price of $3.00 per Share, for aggregate gross proceeds of $25.0<span

style="color:#000000;white-space:pre-wrap;font-size:10pt;font-family:Times New Roman;min-width:fit-content;"> million. The Private Placement closed on August 7, 2023. The Company recorded the issuance of common stock at its estimated fair value on the date of issuance of $14.4 million, which reflects a DLOM of the shares. The DLOM was applied due to the inability to trade the shares until they are registered. The issuance of the equity shares was recorded upon the delivery of the underlying shares, with the associated fair value recorded within equity on the Company's condensed consolidated balance sheets. At the Market Facility In August 2021, the Company entered into a Controlled Equity OfferingSM Sales Agreement, which was amended and restated in August 2024 (the "Sales Agreement") with Cantor Fitzgerald & Co. ("Cantor") to sell shares of common stock, from time to time, through an "at the market offering" program having an aggregate offering price of up to $85.0 million through which Cantor would act as sales agent. During the nine months ended September 30, 2024, the Company did not issue any shares of common stock under the "at the market offering" program. During the nine months ended September 30, 2023, the Company issued and sold an aggregate of 119,000 shares of common stock under the "at the market offering" program at a weighted average price of $8.04 per share for net proceeds of approximately $0.9 million. 2500000000.00011000000000.0001Each share of common stock is entitled to one vote.0935184.28276047.258333333325000000144000008500000001190008.04900000 Note 11. Stock-Based Compensation In July 2020, the Company's board of directors and stockholders approved and adopted the Company's 2020 Equity Incentive Plan (the "2020 Plan"). Under the 2020 Plan, the Company may grant stock options, stock appreciation rights, restricted stock, restricted stock units and other stock or cash-based awards to individuals who are current employees, officers, directors or consultants of the Company. A total of 11,183,476 shares of common stock were approved to be initially reserved for issuance under the 2020 Plan. The number of shares that remained available for issuance under the Company's previous equity incentive plan as of the effective date of the 2020 Plan and shares subject to outstanding awards under the Company's previous equity incentive plan as of the effective date of the 2020 Plan that are subsequently canceled, forfeited or repurchased by the Company are added to the shares reserved under the 2020 Plan. The number of shares of common stock available for issuance under the 2020 Plan is automatically increased on the first day of each calendar year during the ten-year term of the 2020 Plan, beginning with January 1, 2021 and ending with January 1, 2030, by an amount equal to 5% of the outstanding number of shares of the Company's common stock on December 31 of the preceding calendar year or such lesser amount as determined by the Company's board of directors. In February 2022, the Company's board of directors approved and adopted the 2022 Inducement Plan (the "Inducement Plan"). Under the Inducement Plan, the Company may grant nonstatutory stock options, stock appreciation rights, restricted stock awards, restricted stock unit awards, performance awards and other awards to individuals not previously employees or non-employee directors of the Company, as an inducement toward entering into employment with the Company. Under the Inducement Plan

*approved in February 2022, the maximum number of shares of common stock initially approved to be issued was 2,000,000 shares. In December 2023, the Compensation Committee of the Company's board of directors approved an amendment to the Inducement Plan which increased the pool to a maximum of 3,517,105 shares. Stock Options The following is a summary of the Company's stock option activity for the nine months ended September 30, 2024:   <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:93.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:48.387%;box-sizing:content-box;"></td> <td style="width:1.075%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:10.516%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.075%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:8.752%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.075%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:9.827%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.075%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:10.213999999999999%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Shares </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Weighted
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$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 6.84 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Granted </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 3,910,132 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 3.80 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Exercised </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (39,476 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2.74 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> <span style="white-

space:pre-wrap;min-width:fit-content;"> </td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Forfeited/Cancelled </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (1,259,350 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 5.46 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Balance at September 30, 2024 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 17,521,218 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 6.27 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 7.12 </td> <td style="white-space:nowrap;vertical-

*align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">696</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Options vested and expected to vest as of
  September 30, 2024</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">17,521,218</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 6.27 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 7.12 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">696</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Options vested and exercisable as of
  September 30, 2024</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">10,312,322</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 7.55 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-*

bottom:0;text-align:right;">6.08</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">500</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> </table></div><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p><p style="text-indent:4.533%;font-size:10pt;margin-top:2pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">The weighted-average grant date fair value of options granted during the nine months ended September 30, 2024 and 2023 was $2.75 and $3.42, respectively. The aggregate intrinsic value of options exercised was $35 thousand and $0.1million during each of the nine months ended September 30, 2024 and 2023, respectively, determined as of the date of exercise. The Company received $0.1million in cash from options exercised during each of the nine months ended September 30, 2024 and 2023.</p><p style="text-indent:4.533%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">As of September 30, 2024, total unrecognized compensation cost related to stock options was $20.1million, and the weighted-average period over which this cost is expected to be recognized was approximately 2.5 years.</p><div style="font-size:12pt;font-family:Times New Roman;"><p style="text-indent:4.533%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">The fair value of options granted is estimated at the date of grant using the Black-Scholes option pricing model. Forfeitures are accounted for as incurred as a reversal of any share-based compensation expense related to options that will not vest. The assumptions that the Company used to determine the fair value of options granted to employees, non-employees and directors were as follows:</p><p style="text-indent:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p><table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:70.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:59.712%;box-sizing:content-box;"></td> <td style="width:1.72%;box-sizing:content-box;"></td> <td style="width:18.424%;box-sizing:content-box;"></td> <td style="width:1.72%;box-sizing:content-box;"></td> <td style="width:18.424%;box-sizing:content-box;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;text-align:left;"> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td colspan="3" style="vertical-align:middle;border-bottom:0.5pt solid #000000;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Nine Months Ended
September 30,</p></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;text-align:left;"> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td

style="vertical-align:bottom;"> </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #000000;"> 2024 </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #000000;"> 2023 </td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Risk-free interest rate </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;text-align:left;"> 4.0% </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> 4.0% </td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Expected volatility </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;text-align:left;"> 80.8% </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> 82.6% </td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Expected term (years) </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;text-align:left;"> 5.7 </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> 6.0 </td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Dividend yield </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;text-align:left;"> — </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> — </td> </tr> </table> Restricted Stock Units The following is a summary of the Company’s restricted stock unit (“RSU”) activity for the nine months ended September 30, 2024: <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:71.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:66.025%;box-sizing:content-box;"></td> <td style="width:1.414%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:13.558%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.414%;box-sizing:content-box;"></td> <td

style="width:1%;box-sizing:content-box;"></td> <td style="width:13.587%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Shares </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Weighted
Average
Grant Date
Fair Value </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Balance at January 1, 2024 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 4,555,099 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 4.35 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Granted </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2,808,838 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 3.51 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Vested </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (1,318,974 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New

Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">4.30</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Forfeited/Cancelled</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(471,434</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">4.11</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Balance at September 30, 2024</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">5,573,529</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">3.96</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> </table></div><p style="text-indent:4.533%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">RSU awards are share awards that, upon vesting, will deliver to the holder shares of the Company’s common stock. The RSUs granted to employees and non-employee directors vest up to four years from the grant date. The grant-date fair value is recognized as compensation expense over the vesting period. As of September 30, 2024, total unrecognized compensation cost related to RSUs was $16.8 million, and the weighted-average period over which this cost is expected to be recognized was approximately 2.7 years.</p><p style="font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">2020 Employee Stock Purchase Plan</p><p style="text-indent:5.147%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">In July 2020, the Company’s board of directors and stockholders approved and adopted the 2020 Employee Stock Purchase Plan (the “ESPP”), which became effective as of the pricing of the Company’s initial public offering. A total of <span style="font-size:10pt;font-family:Times New Roman;color:#000000;white-

space:pre-wrap;min-width:fit-content;">615,000 shares of common stock were approved to be initially reserved for issuance under the ESPP. The number of shares of common stock available for issuance under the ESPP is automatically increased on the first day of each calendar year during the first ten-years of the term of the ESPP, beginning with January 1, 2021 and ending with January 1, 2030, by an amount equal to the lessor of (i) 1% of the outstanding number of shares of the Company's common stock on December 31 of the preceding calendar year, (ii) 1,230,000 shares of common stock or (iii) such lesser amount as determined by the Company's board of directors. Under the 2020 ESPP, substantially all employees can elect to have up to 15% of their annual compensation withheld to purchase up to 3,000 shares of common stock per purchase period, subject to certain limitations. The shares of common stock can be purchased over an offering period of six months and at a price of 85% of the fair market value per share of common stock on the first trading day of the applicable offering period or on the exercise date of the applicable offering period, whichever is less. Under applicable accounting guidance, the 2020 ESPP is classified as a compensatory plan. During the nine months ended September 30, 2024, a total of 568,023 shares were purchased by the Company's employees under the 2020 ESPP resulting in net proceeds of $1.2 million. The Company uses the Black-Scholes pricing model to estimate the fair value of the purchase rights issued under the ESPP on each offering date. The assumptions that the Company used to determine the fair value of the purchase rights issued to employees were as follows: <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:71.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:63.184%;box-sizing:content-box;"></td> <td style="width:1.404%;box-sizing:content-box;"></td> <td style="width:16.849%;box-sizing:content-box;"></td> <td style="width:1.404%;box-sizing:content-box;"></td> <td style="width:17.158%;box-sizing:content-box;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="3" style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"> Nine Months Ended
September 30, </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Risk-free interest rate </td>

<td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;text-align:left;"> 4.9% </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;text-align:left;"> 5.3% </td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Expected volatility </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;text-align:left;"> 91.0% </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;text-align:left;"> 87.1% </td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Expected term (years) </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;text-align:left;"> 0.5 </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;text-align:left;"> 0.5 </td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Dividend yield </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;text-align:left;"> — </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;text-align:left;"> — </td> </tr> </table> The Company recorded total stock-based compensation expense related to stock options, RSUs and the ESPP in the following expense categories of the accompanying condensed consolidated statements of operations and comprehensive income (loss) (in thousands): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:44.349%;box-sizing:content-box;"></td> <td style="width:1.28%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:11.682%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.28%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:11.682%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.36%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:9.502%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.36%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:9.502%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;text-align:left;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="6" style="vertical-align:middle;border-bottom:0.5pt solid #000000;"> Three Months Ended
September 30, </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-

bottom:0;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="6" style="vertical-align:middle;border-bottom:0.5pt solid #000000;"> Nine Months Ended
September 30, </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;text-align:left;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:middle;border-bottom:0.5pt solid #000000;"> 2024 </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="vertical-align:middle;"> </td> <td colspan="2" style="vertical-align:middle;border-bottom:0.5pt solid #000000;"> 2023 </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:middle;border-bottom:0.5pt solid #000000;"> 2024 </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="vertical-align:middle;"> </td> <td colspan="2" style="vertical-align:middle;border-bottom:0.5pt solid #000000;"> 2023 </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Research and development </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">3,160</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 3,097 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">9,327</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 9,258 </td> <td style="white-space:nowrap;vertical-align:bottom;"> <span style="min-width:fit-

content;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> General and administrative </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 1,799 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 2,020 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 8,644 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 8,813 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Total stock-based compensation expense </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">4,959</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 5,117 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 17,971 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-

*size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 18,071 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> 11183476P10Y0.0520000003517105 The following is a summary of the Company’s stock option activity for the nine months ended September 30, 2024:   <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:93.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:48.387%;box-sizing:content-box;"></td> <td style="width:1.075%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:10.516%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.075%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:8.752%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.075%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:9.827%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.075%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:10.213999999999999%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Shares </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Weighted
Average
Exercise
Price </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Weighted
Average
Remaining
Contractual
Term
(Years) </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Aggregate
Intrinsic
Value
(thousands) </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Balance at January 1, 2024 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 14,909,912 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> <span style="white-*

space:pre-wrap;min-width:fit-content;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 6.84 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Granted </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 3,910,132 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 3.80 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Exercised </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (39,476 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2.74 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-

size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Forfeited/Cancelled </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (1,259,350 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 5.46 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> </tr> <tr style="height:10pt;background-color:#eff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Balance at September 30, 2024 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 17,521,218 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 6.27 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> <span style="color:#000000;white-space:pre-

wrap;min-width:fit-content;">7.12 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">696</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Options vested and expected to vest as of
  September 30, 2024</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">17,521,218</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 6.27 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 7.12 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">696</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Options vested and exercisable as of
  September 30, 2024</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">10,312,322</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 7.55 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-

align:bottom;text-align:center;"> 6.08 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 500 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr>
</table>149099126.8439101323.8394762.7412593505.46175212186.27P7Y1M13D6960000175212186.27P7Y1M13D6
*style="text-indent:4.533%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">The fair value of options granted is estimated at the date of grant using the Black-Scholes option pricing model. Forfeitures are accounted for as incurred as a reversal of any share-based compensation expense related to options that will not vest. The assumptions that the Company used to determine the fair value of options granted to employees, non-employees and directors were as follows: <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:70.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:59.712%;box-sizing:content-box;"></td> <td style="width:1.72%;box-sizing:content-box;"></td> <td style="width:18.424%;box-sizing:content-box;"></td> <td style="width:1.72%;box-sizing:content-box;"></td> <td style="width:18.424%;box-sizing:content-box;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;text-align:left;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="3" style="vertical-align:middle;border-bottom:0.5pt solid #000000;"> Nine Months Ended
September 30, </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;text-align:left;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #000000;"> 2024 </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #000000;"> 2023 </td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Risk-free interest rate </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;text-align:left;"> 4.0% </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> 4.0% </td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Expected volatility </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;text-align:left;"> 80.8% </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> 82.6% </td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Expected term (years) </td>*

<td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;text-align:left;"> 5.7 </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> 6.0 </td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Dividend yield </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;text-align:left;"> — </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> — </td> </tr> </table> 0.040.040.8080.826P5Y8M12DP6Y The following is a summary of the Company’s restricted stock unit (“RSU”) activity for the nine months ended September 30, 2024: <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:71.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:66.025%;box-sizing:content-box;"></td> <td style="width:1.414%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:13.558%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.414%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:13.587%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Shares </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Weighted
Average
Grant Date
Fair Value </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Balance at January 1, 2024 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 4,555,099 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 4.35 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New

Roman;margin-bottom:0;text-align:left;">Granted </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2,808,838 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 3.51 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Vested </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (1,318,974 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 4.30 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Forfeited/Cancelled </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (471,434 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 4.11 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Balance at September 30, 2024 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 5,573,529 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-

bottom:0;text-align:right;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 3.96 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr>
</table>45550994.3528088383.5113189744.34714344.1155735293.96P4Y16800000P2Y8M12D615000P10Y0.011230months0.855680231200000The assumptions that the Company used to determine the fair value of the purchase rights issued to employees were as follows: <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:71.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:63.184%;box-sizing:content-box;"></td> <td style="width:1.404%;box-sizing:content-box;"></td> <td style="width:16.849%;box-sizing:content-box;"></td> <td style="width:1.404%;box-sizing:content-box;"></td> <td style="width:17.158%;box-sizing:content-box;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="3" style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"> Nine Months Ended
September 30, </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Risk-free interest rate </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;text-align:left;"> 4.9% </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;text-align:left;"> 5.3% </td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Expected volatility </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;text-align:left;"> 91.0% </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;text-align:left;"> 87.1% </td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Expected term (years) </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;text-align:left;"> 0.5 </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;text-align:left;"> 0.5

</td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Dividend yield </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;text-align:left;"> — </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;text-align:left;"> — </td> </tr>
</table>0.0490.0530.910.871P0Y6MP0Y6M The Company recorded total stock-based compensation expense related to stock options, RSUs and the ESPP in the following expense categories of the accompanying condensed consolidated statements of operations and comprehensive income (loss) (in thousands): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:44.349%;box-sizing:content-box;"></td> <td style="width:1.28%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:11.682%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.28%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:11.682%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.36%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:9.502%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.36%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:9.502%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;text-align:left;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="6" style="vertical-align:middle;border-bottom:0.5pt solid #000000;"> Three Months Ended
September 30, </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="6" style="vertical-align:middle;border-bottom:0.5pt solid #000000;"> Nine Months Ended
September 30, </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;text-align:left;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:middle;border-bottom:0.5pt solid #000000;"> 2024 </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="vertical-align:middle;"> </td> <td colspan="2" style="vertical-align:middle;border-bottom:0.5pt solid #000000;"> 2023 </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:middle;border-bottom:0.5pt solid #000000;"> 2024 </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="vertical-align:middle;"> </td> <td colspan="2" style="vertical-align:middle;border-bottom:0.5pt solid #000000;"> <span

style="color:#000000;white-space:pre-wrap;font-weight:bold;min-width:fit-content;">2023 </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Research and development </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">3,160</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 3,097 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">9,327</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 9,258 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> General and administrative </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 1,799 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 2,020 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 8,644 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-

*align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 8,813 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Total stock-based compensation expense </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">4,959</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 5,117 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">17,971</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 18,071 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table>
31600003097000932700092580001799000202000086440008813000495900051170001797100018071000 Note 12. Commitments and Contingencies Operating Leases As of September 30, 2024, the Company had operating leases consisting of approximately 110,000 square feet of manufacturing, laboratory and office space in San Diego, California, including 87,000 square feet under a lease that expires on December 31, 2029, which contains a clinical manufacturing facility adjacent to office and laboratory space. The lease agreements include two options to <span style="color:#000000;white-space:pre-wrap;font-size:10pt;font-family:Times New Roman;min-width:fit-

content;">extend the term for a period of 5 years each. In October 2021, the Company entered into a sublease agreement for a facility in San Diego, California consisting of approximately 23,000 square feet to be used for research and administrative activities. The lease term commenced in March 2022 and will expire on December 31, 2025. During the nine months ended September 30, 2024 and 2023, the Company recognized $4.3 million and $4.4 million, respectively, of operating lease expense. During the nine months ended September 30, 2024, the Company paid $4.6 million for its operating leases. As of September 30, 2024, the weighted-average remaining lease term and weighted-average discount rate for operating leases were 5.0 years and 8.9%, respectively.</p><div style="font-size:12pt;font-family:Times New Roman;"><p style="text-indent:4.533%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">As of September 30, 2024, maturities of lease liabilities were as follows (in thousands):</p><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p> <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:59.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:79.959%;box-sizing:content-box;"></td> <td style="width:1.701%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:16.339%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Year ending December 31,</p></td> <td style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td colspan="2" style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">2024 (remaining three months)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,564 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> 2025 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p

style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 6,374 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> 2026 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 5,107 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> 2027 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 5,260 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> 2028 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 5,418 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Thereafter </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 5,581 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Total future lease payments </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 29,304 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Imputed interest </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-

bottom:0;text-align:right;">(5,485 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Total lease liability balance </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 23,819 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Less current portion of lease liability </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 6,085 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Lease liability, net of current portion </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 17,734 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> Indemnification Agreements In the ordinary course of business, the Company may provide indemnification of varying scope and terms to vendors, lessors, contract research organizations, business partners and other parties with respect to certain matters including, but not limited to, losses arising from breach of such agreements or from intellectual property infringement claims made by third parties. In addition, the Company has entered into indemnification agreements with members of its board of directors and certain of its executive officers that require the Company, among other things, to indemnify them against certain liabilities that may arise by reason of their status or service as directors or officers. The maximum potential amount of future payments the Company could be required to make under these indemnification agreements is, in many cases, unlimited. The Company has not incurred any material costs as a result of such indemnifications and is not currently aware of any indemnification claims. Legal Contingencies In the ordinary course of business, the Company may face claims brought by third parties against the Company. The Company believes that there are currently no lawsuits, threats of litigation, or asserted or unasserted claims pending that could, individually or in the aggregate, have a material adverse effect on the Company’s results of operations or financial condition. 11000087000The lease agreements include two options to extend the term for a period of 5 years each.2trueP5Y230004300000440000004600000P5Y0.089 As of September 30, 2024, maturities of lease liabilities were as follows (in thousands):   <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:59.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:79.959%;box-sizing:content-box;"></td> <td style="width:1.701%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:16.339%;box-sizing:content-box;"></td> <td style="width:1%;box-

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#000000;text-align:center;"> 5,581 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Total future lease payments </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 29,304 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Imputed interest </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (5,485 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Total lease liability balance </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 23,819 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Less current portion of lease liability </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 6,085 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Lease liability, net of current portion </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 17,734 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr>
</table>1564000637400051070005260000541800055810002930400054850002381900060850001773400 Note 13. Net Income (Loss) Per Share Basic net income (loss) per share is computed by dividing net income (loss) attributable to common stockholders for the period by the weighted-average number of common shares outstanding during the period.

Diluted net income (loss) per share reflects the additional dilution from potential issuances of common stock, such as stock issuable pursuant to the exercise of stock options and from purchases under the ESPP, as well as from the possible exercise of the outstanding warrants. The Company's potentially dilutive securities, which include warrants to purchase common stock, common stock options, restricted stock units and common stock from the ESPP, have been excluded from the computation of diluted net loss per share as the effect would be to reduce the net loss per share. Therefore, the weighted-average number of shares of common stock outstanding used to calculate both basic and diluted net income (loss) per share attributable to common stockholders is the same. The following table sets forth the computation of basic and diluted net income (loss) per share (in thousands, except share and per share data): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:50.21%;box-sizing:content-box;"></td> <td style="width:1.241%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:9.167%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.241%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:9.167%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.321%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:9.167%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.321%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:9.167%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;text-align:left;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Three Months Ended September 30, </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Nine Months Ended September 30, </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;text-align:left;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Numerator: </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"><p

style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Net income (loss) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">20,235</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (31,778 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(35,410</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (98,081 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:20pt;white-space:pre-wrap;vertical-align:top;"> Net income (loss) attributable to common stockholders </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> <span style="color:#000000;min-width:fit-

content;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">20,235</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> (31,778 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(35,410</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> (98,081 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;">) </td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Denominator: </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Denominator for basic net income (loss) per share - weighted-average common stock outstanding </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> <span style="color:#000000;white-

space:pre-wrap;min-width:fit-content;">97,160,467 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 91,898,347 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 96,716,649 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 88,321,943 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="text-indent:10pt;vertical-align:top;"> Effect of dilutive securities: </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:15pt;white-space:pre-wrap;vertical-align:top;"> Common stock options </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 194,627 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-

align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:15pt;white-space:pre-wrap;vertical-align:top;"> RSUs </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 847,279 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:15pt;white-space:pre-wrap;vertical-align:top;"> ESPP shares </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 17,574 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-

space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Denominator for diluted net income (loss) per share - adjusted weighted-average common stock outstanding </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 98,219,947 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 91,898,347 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 96,716,649 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 88,321,943 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Basic net income (loss) per share </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 0.21 </td> <td style="white-space:nowrap;vertical-align:bottom;border-

bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(0.35</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> (0.37 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(1.11</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Diluted net income (loss) per share</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 0.21 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(0.35</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> (1.11 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-

top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">) </td> </tr> </table> The Company excluded the following potential shares of common stock, presented based on amounts outstanding at each period end, from the computation of diluted net loss per share attributable to common stockholders for the periods indicated because including them would have had an anti-dilutive effect: <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:71.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:63.398%;box-sizing:content-box;"></td> <td style="width:1.409%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:14.905999999999999%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.409%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:14.878%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;text-align:left;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="6" style="vertical-align:middle;border-bottom:0.5pt solid #000000;"> Nine Months Ended September 30, </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;text-align:left;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:middle;border-bottom:0.5pt solid #000000;"> 2024 </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="vertical-align:middle;"> </td> <td colspan="2" style="vertical-align:middle;border-bottom:0.5pt solid #000000;"> 2023 </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Outstanding stock options and RSUs </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 23,094,747 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 19,837,783 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Warrants to purchase common stock </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 121,122 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-

top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">121,122 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> ESPP Shares </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 32,883 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 3,583 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 23,248,752 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 19,962,488 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> The following table sets forth the computation of basic and diluted net income (loss) per share (in thousands, except share and per share data): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:50.21%;box-sizing:content-box;"></td> <td style="width:1.241%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:9.167%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.241%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:9.167%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.321%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:9.167%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.321%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:9.167%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;text-align:left;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Three Months Ended September 30, </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Nine Months Ended September 30, </td> <td

*style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;text-align:left;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Numerator: </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Net income (loss) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 20,235 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> *

</td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(31,778</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (35,410 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(98,081</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:20pt;white-space:pre-wrap;vertical-align:top;"><p style="margin-left:20pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Net income (loss) attributable to common stockholders</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 20,235 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(31,778</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> (35,410 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> (98,081 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;">) </td> </tr> <tr style="height:10pt;background-

color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Denominator: </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Denominator for basic net income (loss) per share - weighted-average common stock outstanding </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 97,160,467 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 91,898,347 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 96,716,649 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 88,321,943 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="text-indent:10pt;vertical-align:top;"> Effect of dilutive securities: </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> <span style="white-space:pre-wrap;min-

width:fit-content;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:15pt;white-space:pre-wrap;vertical-align:top;"> Common stock options </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 194,627 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:15pt;white-space:pre-wrap;vertical-align:top;"> RSUs </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 847,279 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-

align:left;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:15pt;white-space:pre-wrap;vertical-align:top;"> ESPP shares </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 17,574 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Denominator for diluted net income (loss) per share - adjusted weighted-average common stock outstanding </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 98,219,947 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-

space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 91,898,347 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 96,716,649 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 88,321,943 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Basic net income (loss) per share </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">0.21</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> (0.35 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(0.37</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> (1.11 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;">) </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Diluted net income (loss) per share </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> <span style="white-

space:pre-wrap;min-width:fit-content;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">0.21</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> (0.35 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(0.37</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> (1.11 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;">) </td> </tr></table>20235000-31778000-35410000-98081000020235000020235000-31778000-31778000-35410000-35410000-98081000-980810009716046791898347967166498832194319462784727917574982199479189834796716649883219430.21-0.35-0.37-1.110.21-0.35-0.37-1.11 The Company excluded the following potential shares of common stock, presented based on amounts outstanding at each period end, from the computation of diluted net loss per share attributable to common stockholders for the periods indicated because including them would have had an anti-dilutive effect: <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:71.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:63.398%;box-sizing:content-box;"></td> <td style="width:1.409%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:14.905999999999999%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.409%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:14.878%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;text-align:left;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="6" style="vertical-align:middle;border-bottom:0.5pt solid #000000;"> Nine Months Ended September 30, </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;text-align:left;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:middle;border-bottom:0.5pt solid #000000;"> 2024 </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="vertical-align:middle;"> </td> <td colspan="2" style="vertical-align:middle;border-bottom:0.5pt solid #000000;"><p style="font-

size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">2023 </td> <td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Outstanding stock options and RSUs </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 23,094,747 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 19,837,783 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Warrants to purchase common stock </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 121,122 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 121,122 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> ESPP Shares </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 32,883 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 3,583 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> <span style="color:#000000;white-space:pre-

wrap;min-width:fit-content;">23,248,752 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 19,962,488 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr>
</table>230947471983778312112211211223288335832324875219962488 Note 14. Income Taxes The Company follows guidance under ASC Topic 740-270 Income Taxes, which requires that an estimated annual effective tax rate is applied to year-to-date ordinary income (loss). At the end of each interim period, the Company estimates the effective tax rate expected to be applicable for the full fiscal year. The tax effect of discrete items is recorded in the quarter in which the discrete events occur. The Company recorded income tax expense of $43 thousand for the three and nine months ended September 30, 2024, yielding an effective tax rate of 0.2% and (0.1)% for the three and nine months ended September 30, 2024, respectively. These rates differed from the federal tax rate of 21% primarily due to the Company’s inability to benefit from its financial reporting loss for income tax purposes, as well as the limitation on the Company’s use of previously unbenefited tax losses and credits carried forward from prior years to fully offset current year taxable income resulting from the requirement to capitalize research and development costs for federal income tax purposes. 43000430000.002-0.0010.21falsefalsefalsefalse