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EmployerIdentification No.)200 Talcott Ave, 2nd FloorWatertown, Massachusetts(Address of principal executive offices)02472(Zip Code)Registrantâ€™s telephone number, including area code: (617) 952â€'0555(Former name, former address and former fiscal year, if changed since last report)Securities registered pursuant to Section 12(b) of the Act:Title of each classTrading Symbol(s)Name of each exchange on which registeredCommon Stock, $0.0001 par value per shareHOWLThe Nasdaq Global Select MarketIndicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes â˜' No â˜Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation Sâ€'T (Â§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes â˜' No â˜Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a nonâ€'accelerated filer, a smaller reporting company, or an emerging growth company.See the definitions of â€œlarge accelerated filer,â€ â€œaccelerated filer,â€ â€œsmaller reporting company,â€ and â€œemerging growth companyâ€ in Rule 12bâ€'2 of the Exchange Act.Large accelerated filerâ˜Accelerated filerâ˜Nonâ€'accelerated filerâ˜Smaller reporting companyâ˜'Emerging growth companyâ˜'If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. â˜'Indicate by check mark whether the registrant is a shell company (as defined in Rule 12bâ€'2 of the Exchange Act). Yes â˜ No â˜'As of AugustÂ 2, 2024, there were 43,702,147 shares of common stock, $0.0001 par value per share, outstanding.Table of ContentsTable of ContentsÂ PagePART I. FINANCIAL INFORMATIONItem 1.Financial Statements (unaudited)4Condensed Consolidated Balance Sheets as of JuneÂ 30, 2024 and DecemberÂ 31, 20234Condensed Consolidated Statements of Operations for the Three and Six Months Ended June 30, 2024 and 20235Condensed Consolidated Statements of Stockholdersâ€™ Equity for the Three and Six Months Ended June 30, 2024 and 20236Condensed Consolidated Statements of Cash Flows for the Six Months Ended June 30, 2024 and 20237Notes to Condensed Consolidated Financial Statements8Item 2.Managementâ€™s Discussion and Analysis of Financial Condition and Results of Operations18Item 3.Quantitative and Qualitative Disclosures About Market Risk30Item 4.Controls and Procedures30PART II. OTHER INFORMATIONItem 1A.Risk Factors32Item 6.Exhibits85SIGNATURESTable of ContentsReferences to WerewolfThroughout this Quarterly Report on Form 10-Q, or Quarterly Report, the â€œCompany,â€ â€œWerewolf,â€ â€œWerewolf Therapeutics,â€ â€œwe,â€ â€œus,â€ â€œour,â€ and similar references, except where the context requires otherwise, refer to Werewolf Therapeutics, Inc. and its consolidated subsidiary, and â€œboard of directorsâ€ refers to the board of directors of Werewolf Therapeutics, Inc.Cautionary Note Regarding Forward-Looking Statements and Industry DataThis Quarterly Report contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, or the Exchange Act, that involve substantial risks and uncertainties. All statements other than statements of historical facts contained in this Quarterly Report, including statements regarding our strategy, future operations, future financial position, future revenue, projected costs, prospects, plans, objectives of management and expected market growth, are forward-looking statements.The words â€œaim,â€ â€œanticipate,â€ â€œbelieve,â€ â€œcontemplate,â€ â€œcontinue,â€ â€œcould,â€ â€œestimate,â€ â€œexpect,â€ â€œgoal,â€ â€œintend,â€ â€œmay,â€ â€œmight,â€ â€œobjective,â€ â€œongoing,â€ â€œplan,â€ â€œpotential,â€ â€œpredict,â€ â€œproject,â€ â€œshould,â€ â€œtarget,â€ â€œwill,â€ â€œwould,â€ or the negative of these words or other similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. These forward-looking statements include, among other things, statements

about:â€¢the initiation, timing, progress and results of our research and development programs, preclinical studies and ongoing and planned clinical trials, including the anticipated timing of data announcements;â€¢our estimates regarding expenses, capital requirements, need for additional financing and the period over which we believe our existing cash and cash equivalents will be sufficient to fund our operating expenses and capital expenditure requirements;â€¢our plans to develop and, if approved, subsequently commercialize product candidates;â€¢the timing of and our ability to submit applications and obtain and maintain regulatory approvals for product candidates;â€¢the potential advantages of our PREDATOR platform and our ability to use our platform to identify and develop future product candidates;â€¢our estimates regarding the potential market opportunities for our product candidates;â€¢our commercialization, marketing and manufacturing capabilities and strategy;â€¢our intellectual property position and our expectations regarding our ability to obtain and maintain intellectual property protection;â€¢our ability to identify additional products, product candidates or technologies with significant commercial potential that are consistent with our commercial objectives;â€¢the impact of government laws and regulations;â€¢our competitive position and expectations regarding developments and projections relating to our competitors and any competing therapies that are or become available; andâ€¢developments and expectations regarding developments and projections relating to our competitors and our industry.There are a number of important risks and uncertainties that could cause our actual results to differ materially from those indicated by forward-looking statements. We may not actually achieve the plans, intentions or expectations disclosed in our forward-looking statements, and you should not place undue reliance on our forward-looking statements. Actual results or events could differ materially from the plans, intentions and expectations disclosed in the forward-looking statements we make. We have included important factors in the cautionary statements included in this Quarterly Report, particularly in Part II, Item 1A. â€œRisk Factorsâ€, that we believe could cause actual results or events to differ materially from the forward-looking statements that we make. New risk factors and uncertainties may emerge from time to time, and it is not possible for management to predict all risk factors and uncertainties, 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 make. Our forward-looking statements do not reflect the potential impact of any future acquisitions, mergers, dispositions, collaborations, joint ventures or investments that we may make or enter into.You should read this Quarterly Report and the documents that we have filed or incorporated by reference as exhibits to this Quarterly Report completely and with the understanding that our actual future results may be materially different from what we expect. The forward-looking statements contained in this Quarterly Report are made as of the date of this Quarterly Report, and 1Table of Contentswe do not assume any obligation to update any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by applicable law.In addition, statements that â€œwe believeâ€ and similar statements reflect our beliefs and opinions on the relevant subject. These statements are based upon information available to us as of the date of this Quarterly Report, and while we believe such information forms a reasonable basis for such statements, such information may be limited or incomplete. Our statements should not be read to indicate that we have conducted an exhaustive inquiry into, or review of, all potentially available relevant information. These statements are inherently uncertain, and you are cautioned not to unduly rely on these statements.Trademarks and Trade namesWe own or have rights to trademarks, service marks and trade names that we use in connection with the operation of our business, including our corporate name, logos and website names. The service marks and trademarks that we own include the marks PREDATORÂ® and INDUKINEâ„¢. Other trademarks, service marks and trade names appearing in this Quarterly Report are the property of their respective owners. Solely for convenience, some of the trademarks, service marks and trade names referred to in this Quarterly Report are listed without the Â® and â„¢ symbols, but we will assert, to the fullest extent under applicable law, our rights to our trademarks, service marks and trade names.Risk Factor SummaryOur business is subject to numerous risks that, if realized, could materially and adversely affect our business, financial condition, results of operations and future growth prospects. These risks are discussed more fully in Part II, Item 1A. â€œRisk Factorsâ€ in this Quarterly Report. These risks include, but are not limited to, the following:â€¢We have a limited operating history, have incurred significant operating losses since our inception and expect to incur significant losses for the foreseeable future.â€¢We have no products approved for commercial sale and have not generated any revenue from product sales. We may never generate any revenue from product sales or become profitable or, if we achieve profitability, we may not be able to sustain it.â€¢We will need to obtain substantial additional funding to finance our operations and complete the development and any commercialization of WTX-124, WTX-330 and any future product candidates.â€¢We are early in our development efforts and our current product candidates will require successful completion of preclinical and clinical development before we can seek regulatory approval for any product candidates.â€¢Our business is highly dependent on the success of our initial INDUKINE molecules, which are in the early stages of development and will require significant additional preclinical and clinical development before we can seek regulatory approval for and launch a product commercially.â€¢Our approach to the discovery and development of product candidates based on our PREDATOR platform is unproven, and we do not know whether we will be able to develop any products of commercial value.â€¢Manufacturing INDUKINE molecules is subject to risk since they are a novel class of multi-domain biologics that include protease cleavable linkers, and they have never been produced on a commercial scale. We may be unable to manufacture INDUKINE molecules at the scale needed for clinical development and commercial production on a timely basis or at all.â€¢Preclinical studies and clinical trials are expensive, time-consuming and difficult to design and implement, and involve uncertain outcomes.â€¢We may encounter substantial delays in the commencement or completion, or termination or suspension, of our clinical trials, which could result in increased costs to us, delay or limit our ability to generate revenue and adversely affect our commercial prospects.â€¢If we experience delays or difficulties in the enrollment of patients in clinical trials, our clinical development activities could be delayed or otherwise adversely affected.â€¢We are developing WTX-124, and could develop WTX-330 and potentially future product candidates, in combination with third-party drugs, some of which may still be in development, and we will have limited or no control over the safety, supply, regulatory status or regulatory approval of such drugs.â€¢We face substantial competition, which may result in others discovering, developing or commercializing products before or more successfully than we do.â€¢We rely, and expect to continue to rely, on third parties to conduct our preclinical studies and clinical trials. If these third parties do not successfully carry out their contractual duties or meet expected deadlines or comply with 2Table of Contentsregulatory requirements, we may not be able to obtain regulatory approval of or commercialize any product candidates.â€¢The manufacturing of biologics is complex, and we do not have our own clinical manufacturing capabilities. We will rely on third parties to produce preclinical, clinical and commercial supplies of all current and any future product candidates.â€¢We rely on our license agreement with Harpoon Therapeutics, Inc. for patent rights with respect to our product candidates and may in the future acquire additional third-party intellectual property rights on which we may similarly rely. We face risks with respect to such reliance, including the risk that we could lose these rights that are important to our business if we fail to comply with our obligations under these licenses.â€¢Our proprietary position in part depends upon patents that are manufacturing, formulation or method-of-use patents, which may not prevent a competitor or other third party from using the same product candidate for another use.â€¢In the past, we have identified material weaknesses in our internal control over financial reporting, and if we are unable to implement and maintain effective internal control over financial reporting in the future, investors may lose confidence in the accuracy and completeness of our financial reports, and the market price of our common stock may be materially adversely affected.3Table of ContentsPART I. FINANCIAL INFORMATIONItem 1. Financial StatementsWerewolf Therapeutics, Inc.Condensed Consolidated Balance Sheets (unaudited)(amounts in thousands, except share and per share amounts)June 30,2024December 31,2023AssetsCurrent assets:Cash and cash equivalents$135,303Â $134,343Â Prepaid expenses and other current assets2,940Â 2,677Â Other receivables545Â 1,350Â Total current assets138,788Â 138,370Â Property and equipment, net7,092Â 7,958Â Restricted cash and cash equivalents, net of current portion1,211Â 21,023Â Operating lease right of use asset6,347Â 6,888Â Other assets265Â 594Â Total assets$153,703Â $174,833Â Liabilities and stockholdersâ€™ equityCurrent liabilities:Accounts payable$1,467Â $1,336Â Accrued expenses and other current liabilities8,701Â 8,860Â Operating lease liability, current1,274Â 1,608Â Deferred revenue, currentâ€”Â 907Â Note payable, currentâ€”Â 6,667Â Total current liabilities11,442Â 19,378Â Operating lease liability, net of current portion10,239Â 10,992Â Deferred revenue, net of current portionâ€”Â 433Â Note payable, net of discount, issuance costs, and current portion25,163Â 32,656Â Derivative liability2,841Â â€”Â Total liabilities49,685Â 63,459Â Commitments and contingenciesStockholdersâ€™ equity:Preferred stock, $0.0001 par value, 5,000,000 shares authorized as of JuneÂ 30, 2024 and DecemberÂ 31, 2023; no shares issued or outstanding as of JuneÂ 30, 2024 and DecemberÂ 31, 2023â€”Â â€”Â Common stock, $0.0001 par value, 200,000,000 shares authorized as of JuneÂ 30, 2024 and DecemberÂ 31, 2023; 43,702,147 and 39,107,048 shares issued and outstanding as of JuneÂ 30, 2024 and DecemberÂ 31, 2023, respectively4Â 4Â Additional paid-in capital481,529Â 455,443Â Accumulated deficit(377,515) (344,073)Total stockholdersâ€™ equity104,018Â 111,374Â Total liabilities and stockholdersâ€™ equity$153,703Â $174,833Â The accompanying notes are an integral part of these condensed consolidated financial statements.4Table of ContentsWerewolf Therapeutics, Inc.Condensed Consolidated Statements of Operations (unaudited)(amounts in thousands, except share and per share amounts)Three Months EndedJune 30,Six Months EndedJune 30,202402320242023Revenue:Collaboration revenue$1,143Â $8,081Â $1,885Â $12,545Â Operating expenses:Research and development15,271Â 9,583Â 28,179Â 21,289Â General and administrative4,832Â 4,565Â 9,828Â 9,546Â Total operating expenses20,103Â 14,148Â 38,007Â 30,835Â Operating loss(18,960)(6,067)(36,122)(18,290)Other income:Interest income1,793Â 1,949Â 3,766Â 3,467Â Interest expense(1,142)(955)(2,145)(1,126)Loss on extinguishment of debt(553)â€”Â (553)â€”Â Other income (expense), net1,613Â (25)1,612Â (1,131)Total other income1,711Â 969Â 2,680Â 1,210Â Net loss$(17,249)$(5,098)$(33,442)$(17,080)Net loss per common share, basic(0.40)(0.14)(0.79)(0.49)Net loss per common share, diluted(0.43)(0.14)(0.82)(0.49)Weighted-average common shares outstanding, basic43,521,406Â 35,557,701Â 42,564,342Â 35,173,327Â Weighted-average common shares outstanding, diluted44,043,184Â 35,557,701Â 42,825,231Â 35,173,327Â The accompanying notes are an integral part of these condensed consolidated financial statements.5Table of ContentsWerewolf Therapeutics, Inc.Condensed Consolidated Statements of Stockholdersâ€™ Equity (unaudited)(amounts in thousands, except share amounts)Common StockAdditional Paid-in CapitalAccumulated DeficitTotal Stockholdersâ€™ EquitySharesAmountBalance at December 31, 202339,107,048Â $4Â $455,443Â $(344,073)$111,374Â Issuance of common stock from at the market offering, net of issuance costs of $9854,169,324Â â€”Â 20,089Â â€”Â 20,089Â Stock-based compensation expenseâ€”Â â€”Â 2,305Â â€”Â 2,305Â Stock option exercises5,999Â â€”Â 12Â â€”Â 12Â Net lossâ€”Â â€”Â â€”Â (16,193)(16,193)Balance at March 31, 202443,282,371Â 4Â 477,849Â (360,266)117,587Â Issuance of common stock from at the market offering, net of issuance costs of $61172,996Â â€”Â 1,002Â â€”Â 1,002Â Issuance of common stock, net246,680Â â€”Â 76Â â€”Â 76Â Stock-based compensation expenseâ€”Â â€”Â 2,602Â â€”Â 2,602Â Stock option exercises100Â â€”Â â€”Â â€”Â â€”Â Net lossâ€”Â â€”Â â€”Â (17,249)(17,249)Balance at June 30, 202443,702,147Â $4Â $481,529Â $(377,515)$104,018Â Common StockAdditional Paid-in CapitalAccumulated DeficitTotal Stockholdersâ€™ EquitySharesAmountBalance at December 31, 202231,515,074Â $3Â $429,039Â $(306,705)$122,337Â Issuance of common stock from at the market offering, net of issuance cost of $1033,824,249Â â€”Â 8,610Â â€”Â 8,610Â Stock-based compensation expenseâ€”Â â€”Â 2,108Â â€”Â 2,108Â Net lossâ€”Â â€”Â â€”Â (11,982)(11,982)Balance at March 31, 202335,339,323Â 3Â 439,757Â (318,687)121,073Â Issuance of common stock from at the market offering, net of issuance costs of $31272,032Â â€”Â 644Â â€”Â 644Â Issuance of common stock, net28,739Â â€”Â 45Â 45Â Stock-based compensation expenseâ€”Â â€”Â 1,930Â â€”Â 1,930Â Stock option exercises1,690Â â€”Â 5Â â€”Â 5Â Net lossâ€”Â â€”Â â€”Â (5,098)(5,098)Balance at June 30, 202335,641,784Â $3Â $442,381Â $(323,785)$118,599Â The accompanying notes are an integral part of these condensed consolidated financial statements.6Table of ContentsWerewolf Therapeutics, Inc.Condensed Consolidated Statements of Cash Flows (unaudited) (amounts in thousands)Six Months EndedJune 30,20242023Operating activities:Net loss$(33,442)$(17,080)Adjustments to reconcile net loss to net cash used in operating activities:Stock-based compensation expense4,907Â 4,038Â Depreciation expense918Â 859Â Non-cash interest expense410Â 92Â Non-cash lease expense541Â 675Â Loss on extinguishment of debt553Â â€”Â Change in fair value of derivative liabilities(1,609)â€”Â Change in fair value of success payment liabilityâ€”Â (1,030)Amortization of debt issuance costsâ€”Â 60Â Changes in operating assets and liabilities:Prepaid expenses and other assetsÂ Â Â Â (474)863Â Other receivables805Â 1Â Other non-current assets329Â â€”Â Accounts payable, accrued expenses and other liabilities15Â (3,017)Deferred revenue(1,340)(5,271)Operating lease liability(1,087)(1,009)Net cash used in operating activities(29,474)(20,819)Investing activities:Purchases of property and equipment(128)(350)Net cash used in investing activities(128)(350)Financing activities:Proceeds from at the market offering of common stock, net of issuance costs21,124Â 9,265Â Proceeds from drawdown of term loans30,000Â 40,000Â Payment of debt issuance costs(673)â€”Â Repayment of term loan(40,000)â€”Â Proceeds from issuances under Employee Stock Purchase Plan 76Â 45Â Proceeds from stock option exercises12Â 5Â Net cash provided by financing activities10,539Â 49,315Â Net (decrease) increase in cash, cash equivalents and restricted cash and cash equivalents(19,063)28,146Â Cash, cash equivalents and restricted cash and cash equivalentsâ€”beginning of period155,577Â 130,529Â Cash, cash equivalents and restricted cash and cash equivalentsâ€”end of period$136,514Â $158,675Â Reconciliation of cash, cash equivalents and restricted cash and cash equivalents to the condensed consolidated balance sheetsCash and cash equivalents$135,303Â $137,452Â Prepaid expenses and other current assetsâ€”Â 208Â Restricted cash and cash equivalents, net of current portion1,211Â 21,015Â Total cash, cash equivalents and restricted cash and cash equivalents $136,514Â $158,675Â Supplemental disclosure of cash flow information:Cash paid for interest$1,788Â $742Â Supplemental disclosure of non-cash investing and financing activities:Purchases of property and equipment in accounts payable and accrued expenses$â€”Â $13Â Issuance costs in accounts payable and accrued expenses$69Â $15Â Fair value of derivative liability issued with term loan$4,450Â $â€”Â The accompanying notes are an integral part of these condensed consolidated financial statements.7Table of ContentsWerewolf Therapeutics, Inc.Notes to Condensed Consolidated Financial Statements (unaudited)1. Nature of Business Werewolf Therapeutics, Inc. was incorporated in the state of Delaware in October 2017. As used throughout these unaudited, condensed consolidated financial statements, the terms â€œWerewolf,â€ â€œwe,â€ â€œus,â€ and â€œourâ€ refer to the business of Werewolf Therapeutics, Inc., and its wholly owned subsidiary. We are an innovative biopharmaceutical company pioneering the development of therapeutics engineered to stimulate the bodyâ€™s immune system for the treatment of cancer. Our headquarters are located in Watertown, Massachusetts. Since inception, we have devoted substantially all of our efforts and financial resources to organizing and staffing the company; business planning; raising capital; developing and optimizing our platform technology; identifying potential product candidates; enhancing our intellectual property portfolio; undertaking research, preclinical studies, and clinical trials; and enabling manufacturing for our development programs. We are subject to risks and uncertainties common to early-stage companies in the biotechnology industry including, but not limited to, technical risks associated with the successful research, development and manufacturing of product candidates, 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. Current and future programs will require significant 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. Even if our product development efforts are successful, it is uncertain when, if ever, we will realize significant revenue from product sales. We had cash and cash equivalents of $135.3 million at JuneÂ 30, 2024. We expect that our cash and cash equivalents will enable us to fund our operating expenses and capital expenditure requirements for at least twelve months from the date of issuance of the condensed consolidated financial statements in this Form 10-Q. However, additional funding will be necessary beyond this point to fund future preclinical and clinical activities. We expect to finance our future cash needs through a combination of equity or debt financings, collaboration agreements, strategic alliances and licensing arrangements.2. Summary of Significant Accounting Policies Basis of Presentation and ConsolidationThe accompanying condensed consolidated financial statements as of JuneÂ 30, 2024 and DecemberÂ 31, 2023, and for the three and six months ended June 30, 2024 and 2023, have been prepared in accordance with the rules and regulations of the Securities and Exchange Commission (the â€œSECâ€) and generally accepted accounting principles in the United States of America (â€œGAAPâ€) as found in the Accounting Standards Codification (â€œASCâ€) and Accounting Standards Updates (â€œASUâ€) of the Financial Accounting Standards Board (â€œFASBâ€) for condensed consolidated financial information. Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements. In the opinion of management, these condensed consolidated financial statements reflect all normal recurring adjustments which are necessary for a fair presentation of our financial position and results of our operations, as of and for the periods presented. These condensed consolidated

financial statements should be read in conjunction with the consolidated financial statements and notes thereto contained in our Annual Report on Form 10-K for the year ended DecemberÂ 31, 2023 filed with the SEC on MarchÂ 7, 2024 (the â€œ2023 Annual Reportâ€).The information presented in the condensed consolidated financial statements and related notes as of JuneÂ 30, 2024, and for the three and six months ended June 30, 2024 and 2023, is unaudited. The DecemberÂ 31, 2023 condensed consolidated balance sheet included herein was derived from the audited financial statements as of that date, but does not include all disclosures, including notes, required by GAAP for complete financial statements.Interim results for the three and six months ended June 30, 2024 are not necessarily indicative of the results that may be expected for the fiscal year ending DecemberÂ 31, 2024, or any future period.The accompanying condensed consolidated financial statements include the accounts of Werewolf Therapeutics, Inc. and its wholly owned subsidiary, Werewolf Therapeutics Mass Securities, Inc. All intercompany transactions and balances have been eliminated in consolidation.Summary of Significant Accounting PoliciesThe significant accounting policies and estimates used in the preparation of the condensed consolidated financial statements are described in our audited financial statements as of and for the year ended DecemberÂ 31, 2023, and the notes thereto, which are included in the 2023 Annual Report. Other than as set forth below there have been no material changes in our significant accounting policies during the six months ended June 30, 2024.8Table of ContentsUse of Estimates The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Significant estimates and assumptions reflected in these condensed consolidated financial statements include, but are not limited to, those related to revenue recognition, accrued expenses, assumptions used in the valuation of stock-based compensation expense and the fair value of the derivative liability, and income taxes. Actual results could differ from those estimates.Recently Adopted Accounting PronouncementsIn August 2020, the FASB issued ASU No. 2020-06, Debtâ€”Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging Contracts in Entityâ€™s Own Equity (Subtopic 815-40) (â€œASU No. 2020-06â€), which reduces the number of accounting models for convertible debt instruments and convertible preferred stock as well as amends the derivatives scope exception for contracts in an entityâ€™s own equity. ASU No. 2020-06 also simplifies the diluted earnings per share calculation in certain areas. We adopted ASU No. 2020-06 on January 1, 2024. The adoption did not have a material impact on the condensed consolidated financial statements.Recent Accounting PronouncementsIn December 2023, the FASB issued ASU No. 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures (â€œASU No. 2023-09â€), which enhances the transparency and decision usefulness of income tax disclosures primarily related to rate reconciliation and income taxes paid. The provisions of ASU No. 2023-09 are effective for fiscal years beginning after December 15, 2024, with early adoption permitted, and are required to be applied on a prospective basis. Our management is currently evaluating the impact that this standard will have on our consolidated financial statements.Other accounting standards that have been issued or proposed by the FASB or other standards-setting bodies that do not require adoption until a future date are not expected to have a material impact on our consolidated financial statements upon adoption.Subsequent EventsWe have evaluated subsequent events and transactions that occurred after the balance sheet date up to the date that the financial statements were issued. Other than as described in these condensed consolidated financial statements, we did not identify any subsequent events that require adjustment or disclosure in the condensed consolidated financial statements.3. Collaboration and License AgreementDetailed description of the contractual terms and our accounting for the agreement described below is included in our audited financial statements and notes in the 2023 Annual Report.During the six months ended June 30, 2024, we continued to perform under our exclusive global collaboration and license agreement (the â€œCollaboration Agreementâ€) with Jazz Pharmaceuticals Ireland Limited ("Jazz"), pursuant to which we recognized revenue utilizing the cost-to-cost input method, which best depicts the research and development services performed for the customer. Revenue from the transaction price was recognized over time as research and development services were performed. In June 2024, we executed a transfer agreement (the â€œTransfer Agreementâ€) to assign our rights in a development agreement with a contract manufacturer of our interferon alpha INDUKINE molecule JZP898 to Jazz. The execution of this Transfer Agreement was the last material performance obligation required of us under the Collaboration Agreement. As of the execution of the Transfer Agreement, we no longer have any material performance obligations under the Collaboration Agreement. As a result, during the three months ended June 30, 2024, all remaining deferred revenue related to the Collaboration Agreement has been recognized. The following table summarizes research and development costs incurred and revenue recognized in connection with our performance under the Collaboration Agreement:Three Months Ended June 30,Six Months Ended June 30,2024202320242023(in thousands)(in thousands)Revenue recognized1,143Â 8,081Â 1,885Â 12,545Â Cost incurred210Â 5,152Â 545Â 7,273Â 9Table of ContentsThe following table presents changes in our contract liabilities during the six months ended June 30, 2024:Balance as of December 31, 2023AdditionsReductionsBalance as of June 30, 2024(in thousands)Contract liabilities:Deferred revenue$1,340Â $â€”Â $(1,340)$â€”Â Total contract liabilities$1,340Â $â€”Â $(1,340)$â€”Â All deferred revenue related to the Collaboration Agreement has been recognized as of JuneÂ 30, 2024Unbilled receivables related to the Collaboration Agreement of $0.2Â million and $0.4Â million are included within other receivables in the accompanying condensed consolidated balance sheets as of JuneÂ 30, 2024 and DecemberÂ 31, 2023, respectively. Receivables related to the Collaboration Agreement of $0.3Â million and $0.9Â million are included within other receivables in the accompanying condensed consolidated balance sheets as of JuneÂ 30, 2024 and DecemberÂ 31, 2023, respectively. Revenue recognized during the six months ended June 30, 2024 and 2023, includes $1.3Â million and $5.3Â million of revenue that was included in deferred revenue as of DecemberÂ 31, 2023 and 2022, respectively.At the end of each reporting period, we re-evaluate our estimate of the transaction price associated with the Collaboration Agreement and determine if variable consideration previously excluded from the transaction should be included in the transaction price based on changes in circumstances, if any. During the six months ended June 30, 2024 and 2023, we did not recognize any adjustment to the transaction price associated with variable consideration previously excluded from the transaction price. As of JuneÂ 30, 2024, we have not received any royalty payments under the Collaboration Agreement.4. Financial Instruments and Fair Value Measurements Our assets that are required to be measured at fair value on a recurring basis consist of money market funds, classified as cash, cash equivalents and restricted cash and cash equivalents on our condensed consolidated balance sheets as JuneÂ 30, 2024 and DecemberÂ 31, 2023. Our liabilities that are required to be measured at fair value on a recurring basis consist of a derivative liability pursuant to a loan and security agreement (the â€œK2HV Loan Agreementâ€) with K2 HealthVentures LLC (â€œK2HVâ€) (see Note 6, Term Loan) on our condensed consolidated balance sheets as JuneÂ 30, 2024. We did not have any liabilities that are required to be measured at fair value on a recurring basis as of DecemberÂ 31, 2023.The carrying amounts reflected in the condensed consolidated balance sheets for cash, prepaid expenses and other current assets, accounts payable and accrued expenses approximate their fair values, due to their short-term nature.Assets and liabilities measured at fair value on a recurring basis as of JuneÂ 30, 2024 were as follows: Level 1Level 2LevelÂ 3Total(in thousands)Assets:Money market funds$129,881Â $â€”Â $â€”Â $129,881Â Total assets$129,881Â $â€”Â $â€”Â $129,881Â Liabilities:$â€”Â $â€”Â $2,841Â $2,841Â Derivative liability$â€”Â $â€”Â $2,841Â $2,841Â Assets measured at fair value on a recurring basis as of DecemberÂ 31, 2023 were as follows:Level 1Level 2LevelÂ 3Total(in thousands)Assets:Money market funds$149,294Â $â€”Â $â€”Â $149,294Â Total assets$149,294Â $â€”Â $â€”Â $149,294Â There were no changes in valuation techniques during the three or six months ended June 30, 2024.10Table of ContentsDerivative liabilitiesIn May 2024, we entered into the K2HV Loan Agreement, as further described in Note 6, which provides up to $60.0Â million principal in term loans. Pursuant to the terms of the K2HV Loan Agreement, the lenders thereto may elect, prior to the full repayment of the term loans, to convert up to $5.0Â million of the outstanding principal of the term loans into shares of our common stock at a conversion price of the lesser of $6.3182 per share (the â€œFixed Price Conversionâ€) and the lowest effective price per share of our first equity financing following the closing of the K2HV Loan Agreement (the â€œVariable Price Conversionâ€), subject to customary adjustments and 9.99% and 19.99% beneficial ownership limitations. The Fixed Price Conversion and Variable Price Conversion within the K2HV Loan Agreement are required to be bifurcated as a single compound embedded derivative at fair value, with subsequent changes in fair value recognized in the statements of operations.The following table reconciles the change in fair value of the conversion option derivative liability during the six months ended June 30, 2024 based on Level 3 inputs (in thousands):Six Months EndedJune 30, 2024Balance at December 31, 2023$â€”Â Fair value of embedded derivative at issuance of term loan4,450Â Change in fair value(1,609)Balance at June 30, 2024$2,841Â For the period ended June 30, 2024, the fair value of the conversion option derivative liability in the term loan has been estimated using the Monte Carlo model. A summary of the weighted-average significant unobservable inputs (Level 3 inputs) used in measuring the conversion option derivative liability in the term loan as of June 30, 2024 and May 2, 2024 (inception) is as follows:June 30, 2024May 2, 2024Stock Price$2.44$6.08Volatility101.0%101.0%Risk-free rate (continuous)4.5%4.7%Expected term (in years)0.75 yrs0.91 yrsDividend yield (continuous)â€”%â€”%Success Payment LiabilityIn April 2022, we entered into an amended and restated loan and security agreement (the â€œPWB Loan Agreementâ€) with Pacific Western Bank (â€œPWBâ€), as described below in Note 6. In conjunction with the PWB Loan Agreement, we became obligated to pay to PWB a one-time success payment of up to $1.6 million (the â€œSuccess Feeâ€) upon achieving certain conditions defined in the PWB Loan Agreement (the â€œSuccess Fee Eventâ€). The Success Fee Event occurred during the second quarter of 2023, resulting in the immediate payment in full of the required Success Fee. Prior to the occurrence of the Success Fee Event, we recognized a success payment liability that was stated at fair value and was considered Level 3 because its fair value measurement was based, in part, on significant inputs not observed in the market. Upon completion of the Success Fee Event, we paid the total $1.6Â million success payment and removed the corresponding success payment liability. We remeasured the success payment liability at each reporting date and immediately prior to the Success Fee Event. During the six months ended June 30, 2023, we recognized expense of $1.0 million associated with the change in the fair value of the success payment liability which is included in change in fair value of derivative liability in the accompanying condensed consolidated statements of operations. We had no outstanding obligation associated with the Success Fee as of JuneÂ 30, 2024 or DecemberÂ 31, 2023.11Table of Contents5. Accrued Expenses and Other Current LiabilitiesAccrued expenses and other current liabilities were comprised as follows:June 30,2024December 31,2023(in thousands)Contract research$2,845$1,049Manufacturing2,4182,772Employee compensation and benefits2,2743,627Professional fees847655Accrued interest258Â 310Â Other59Â 447Â Total accrued expenses and other current liabilities$8,701$8,8606. Term Loan PWB Loan AgreementIn April 2022, we entered into the PWB Loan Agreement with PWB and subsequently drew down an aggregate of $40.0Â million in term loans. The term loans accrued interest on the outstanding daily balance at a floating annual rate equal to greater of: (i) 0.5% above the prime rate then in effect or (ii) 4.5%. If the prime rate changed throughout the term, the interest rate would be adjusted effective on the date of the prime rate change. All interest chargeable under the PWB Loan Agreement was computed on a 360-day year for the actual number of days elapsed, with interest payable monthly. We recognized interest expense related to the PWB Loan Agreement of $0.3Â million and $0.9Â million during the three months ended June 30, 2024 and 2023, respectively. In May 2024, we repaid all amounts outstanding under the PWB Loan Agreement, using $29.5Â million in net loan proceeds received under the K2HV Loan Agreement, as described below at Note 6, together with $10.5Â million in existing cash. We recognized a total loss on extinguishment of debt in the amount of $0.6Â million in the six months ended June 30, 2024 primarily due to the write off of unamortized debt issuance costs. K2HV Loan AgreementIn May 2024, we, as borrower, entered into the K2HV Loan Agreement with K2HV (together with any other lender from time to time, the â€œLendersâ€); K2HV, as administrative agent for the Lenders; and Ankura Trust Company, LLC, as collateral trustee for the Lenders. The K2HV Loan Agreement provides up to $60.0 million principal in term loans. We received $30.0 million in gross loan proceeds at closing, $25.0 million from the first tranche commitment upon closing and $5.0 million from the second tranche commitment. A third tranche commitment of up to $10.0 million is available to be drawn at our option between January 1, 2025 and June 30, 2025, subject to the achievement, as determined by the administrative agent in its discretion, of certain time-based, clinical and regulatory milestones and receipt of not less than $60.0 million in net cash proceeds from certain financing activities, with at least $50.0 million from a single offering of common stock. A fourth tranche commitment of up to $20.0 million is available to be drawn down at our option through MayÂ 1, 2026 or if the third tranche is funded, MayÂ 1, 2027, subject to Lenderâ€™s review of our clinical, financial and operating plan and subject to the Lenderâ€™s consent in its sole and absolute discretion. The term loan matures on MayÂ 1, 2028, and we are obligated to make interest only payments for the first 24 months, or 36 months if the third tranche is funded, and then interest and equal principal payments each month thereafter through the maturity date. The term loan bears a variable interest rate equal to the greater of (i) 10.3%, and (ii) the sum of (A) the prime rate last quoted in The Wall Street Journal (or a comparable replacement rate if The Wall Street Journal ceases to quote such rate) and (B) 1.8%. We may prepay, at our option, all, but not less than all, of the outstanding principal balance and all accrued and unpaid interest with respect to the principal balance being prepaid of the term loans, subject to a prepayment premium to which the Lenders are entitled and certain notice requirements. We are obligated to pay a final fee equal to 6.95% of the aggregate amount of the term loans funded, or the Final Fee, to occur upon the earliest of (i) the maturity date, (ii) the acceleration of the term loans, and (iii) the prepayment of the term loans. The Final Fee is being accreted to interest expense using the effective interest method over the life of the debt.The Lenders may elect prior to the full repayment of the term loans to convert up to $5.0 million of outstanding principal of the term loans into shares of our common stock, pursuant to the Fixed Price Conversion or the Variable Price Conversion, subject to customary adjustments and 9.99% and 19.99% beneficial ownership limitations. There will be no prepayment penalty for any principal amount converted into common stock. We determined that the Fixed Price Conversion and the Variable Price 12Table of ContentsConversion within the K2HV Loan Agreement are required to be bifurcated as an embedded derivative under ASC 815 at fair value, and recorded as a discount on the debt on the date of issuance, with subsequent changes in fair value recognized in the accompanying consolidated statements of operations. See Note 4 for further discussion on this derivative instrument. As security for our obligations under the K2HV Loan Agreement, we granted the Lenders a first priority security interest on substantially all of our assets (other than intellectual property), subject to certain exceptions. The K2HV Loan Agreement contains customary representations and warranties, events of default and affirmative and negative covenants, including covenants that limit or restrict our ability to, among other things, dispose of assets, make changes to the our business, management, ownership or business locations, merge or consolidate, incur additional indebtedness, incur additional liens, pay dividends or other distributions or repurchase equity, make investments, and enter into certain transactions with affiliates, in each case subject to certain exceptions. Upon the occurrence of an event of default, a default interest rate of an additional 5.0% per annum may be applied to the outstanding loan balances, and the Lenders may declare all outstanding obligations immediately due and payable and exercise all of their rights and remedies as set forth in the K2HV Loan Agreement and under applicable law. As of June 30, 2024, we are in compliance with all covenants.Subject to certain conditions, we granted the Lenders the right, prior to repayment of the term loans, to invest up to $5.0 million in the aggregate in future offerings of capital stock, at market terms, subject to certain exceptions and conditions.We incurred debt issuance costs of $0.7 million in connection with the term loans, composed of the facility fee of $0.4Â million and other expenses paid to the Lenders of $0.2 million and external legal fees of $0.1 million. These debt issuance costs, together with fair value of the embedded derivative of $4.5 million, resulted in a debt discount of $5.1Â million which is being amortized to interest expense over the term of the K2HV Loan Agreement using the effective interest method.The outstanding term loans payable consists of the following:June 30, 2024(in thousands)Term loans$30,000Â Unamortized debt discount (4,837)Total debt, long-term$25,163Â The following table provides the components of interest expense related to the K2HV Loan Agreement:Three Months Ended June 30, 2024Six Months Ended June 30, 2024(in thousands)Interest expense based on coupon interest rate (10.3%) of outstanding term loans$515Â $515Â Accretion of debt discount and Final Fee (8.94%)285Â 285Â Total interest expense on effective rate (19.24%)$800Â $800Â The following table presents the total principal payments and Final Fee schedules to become due during each of the years ended December 31:Principal Payments and Final Fee(in thousands)2024 (remaining as of June 30, 2024)$â€”Â 2025â€”Â 20269,600Â 202714,400Â 20288,085Â Total principal payments and Final Fee$32,085Â 137. Common and Preferred StockCommon StockWe are authorized to issue 200,000,000 shares of common stock. Common stockholders are entitled to dividends if and when declared by our board of directors. As of JuneÂ 30, 2024, no dividends on common stock had been declared by us.On May 10, 2022, we entered into a Sales Agreement (the â€œSales Agreementâ€) with Leerink Partners LLC (â€œLeerink Partnersâ€), formerly known as SVB Securities LLC, pursuant to which we may offer and sell shares of our common stock (the â€œATM Offeringâ€). The Sales Agreement provides that Leerink Partners will be entitled to a sales commission equal to 3.0% of the gross sales price per share of all shares sold under the ATM Offering. We were initially entitled to offer and sell shares of our common stock having an aggregate offering price of up to $50.0 million in the ATM Offering. On February 9, 2024, we

filed a prospectus supplement (the â€œProspectus Supplementâ€) under our shelf registration statement for the offer and sale of shares of our common stock having an offering price of up to an additional $25.0 million in the ATM Offering. Following our filing of the Prospectus Supplement, we are now entitled to offer and sell shares of our common stock with an aggregate offering price of up to $75.0 million pursuant to the Sales Agreement. During the six months ended June 30, 2024, we sold 4,342,320 shares of our common stock at an average price of $5.11 per share for net proceeds of $21.1 million after deducting sales commissions and offering expenses. During the six months ended June 30, 2023, we sold 4,096,281 shares of our common stock at an average price of $2.36 per share for net proceeds of $9.3 million after deducting sales commissions and offering expenses.We have reserved shares of common stock for issuance as follows: As of June 30,As of December 31,20242023Shares reserved for exercises of outstanding stock options7,510,0335,700,070Shares reserved for vesting of restricted stock units150,000361,500Shares reserved for exercises of warrants58,90458,904Shares reserved for future issuance under the 2021 Employee Stock Purchase Plan471,933507,113Shares reserved for future issuance under the 2021 Stock Incentive Plan2,050,9501,911,660Shares reserved for future issuance as part of K2HV conversion feature791,364â€”Total shares reserved for future issuance11,033,1848,539,247Preferred StockWe are authorized to issue 5,000,000 shares of undesignated preferred stock in one or more series. As of JuneÂ 30, 2024, no shares of preferred stock were issued or outstanding.8. Stock-based Compensation 2017 Stock Incentive PlanIn December 2017, we adopted the 2017 Stock Incentive Plan (as amended and restated, the â€œ2017 Planâ€), under which we could grant incentive stock options (â€œISOsâ€), non-qualified stock options, restricted stock awards (â€œRSAsâ€), restricted stock units (â€œRSUsâ€), stock appreciation rights and other stock-based awards to eligible employees, officers, directors and consultants. The terms of stock options and RSAs, including vesting requirements, were determined by our board of directors, subject to the provisions of the 2017 Plan. 2021 Stock Incentive PlanIn April 2021, our board of directors adopted and our stockholders approved the 2021 Stock Incentive Plan (the â€œ2021 Planâ€), which became effective immediately prior to the effectiveness of our initial public offering (â€œIPOâ€). As a result of the adoption of the 2021 Plan, no further awards will be made under the 2017 Plan.The 2021 Plan provides for the grant of ISOs, non-qualified stock options, RSAs, RSUs, stock appreciation rights and other stock-based awards. Our employees, officers, directors, consultants and advisors are eligible to receive awards under the 2021 Plan. The terms of awards, including vesting requirements, are determined by our board of directors, subject to the provisions of the 2021 Plan.We initially registered 3,352,725 shares of common stock under the 2021 Plan, pursuant to a Registration Statement on Form S-8 filed with the SEC on April 30, 2021, which was comprised of (i) 2,843,116 shares of common stock reserved for issuance under the 2021 Plan, (ii) 31,884 shares of common stock originally reserved for issuance under the 2017 Plan that became available for issuance under the 2021 Plan upon the completion of the IPO, and (iii) 477,725 shares of unvested restricted stock 14Table of Contentssubject to repurchase by us that may become issuable under the 2021 Plan following such repurchase. The 2021 Plan also provides that an additional number of shares will be added annually to the shares authorized for issuance under the 2021 Plan on the first day of each fiscal year, beginning with the fiscal year ended December 31, 2022 and continuing until, and including, the fiscal year ending December 31, 2031. The number of shares added each year will be equal to the lesser of (i) 5% of the number of outstanding common stock on such date and (ii) such amount as determined by our board of directors. As of JuneÂ 30, 2024, a total of 4,911,502 additional shares have been added to the total shares authorized for issuance under the 2021 Plan in accordance with these terms.2021 Employee Stock Purchase PlanThe 2021 ESPP permits eligible employees to purchase shares of our common stock at a discount and consists of consecutive six-month offering periods, each containing a single six-month purchase period. On the first day of each offering period, each employee who is enrolled in the 2021 ESPP will automatically receive an option to purchase up to a whole number of shares of our common stock. The purchase price of each of the shares purchased, in a given purchase period, will be equal to 85% of the lesser of the closing price of a share of our common stock on (i) the first day of the offering period, or (ii) the last day of the offering period. During the six months ended June 30, 2024 and 2023, 35,180 shares and 28,739 shares, respectively, of our common stock were purchased by participants of the 2021 ESPP.Stock-Based Compensation Expense Total stock-based compensation expense recognized in the condensed consolidated statements of operations was as follows: Three Months EndedJune 30,Six Months EndedJune 30,2024202320242023(in thousands)Research and development$1,516Â $1,019Â $2,698Â $2,039Â General and administrative1,086Â 911Â 2,209Â 1,999Â Total stock-based compensation$2,602Â $1,930Â $4,907Â $4,038Â RSA ActivityWe may, at our discretion, repurchase unvested shares of restricted stock issued pursuant to the 2017 Plan at the initial purchase price if the employees or non-employees terminate their service relationship with us. The shares are recorded in stockholdersâ€™ deficit as they vest.As of DecemberÂ 31, 2023, all RSAs granted to employees or non-employees had become fully vested or had been previously forfeited. No RSAs were granted during the six months ended June 30, 2024. Accordingly, we had no unrecognized stock-based compensation expense related to unvested RSAs as of JuneÂ 30, 2024.The aggregate fair value of RSAs that vested during the three and six months ended June 30, 2023, based upon the fair values of the stock underlying the RSAs on the date of vesting, was $0.1 million and $0.2 million, respectively.RSU ActivityWe have granted RSUs to our employees under the 2021 Plan. The following table summarizes RSU activity during the six months ended June 30, 2024: Shares/UnitsWeighted-AverageGrant Date FairValue Per Share(in thousands)Unvested at December 31, 2023361,500Â $3.92Â Grantedâ€”Â $â€”Â Vested(211,500)$4.97Â Forfeitedâ€”Â $â€”Â Unvested at June 30, 2024150,000Â $2.45Â As of JuneÂ 30, 2024, we had unrecognized stock-based compensation expense related to unvested RSUs of $0.2 million, which we expect to recognize over a weighted-average period of approximately 0.4 years.15Table of ContentsThe aggregate fair value of RSUs that vested during the three and six months ended June 30, 2024, was $0.7 million based upon the fair value of the stock underlying the RSUs on the day of vesting. No RSUs vested during the three and six months ended June 30, 2023.Stock Option ActivityDuring the year ended December 31, 2022, we granted performance-based stock options to certain executive officers for the purchase of an aggregate of 883,352 shares of common stock with a grant date fair value of $3.36 per share. These stock options would have vested only upon achievement of specified performance targets related to certain business objectives on or before December 31, 2023. As of JuneÂ 30, 2023, none of these options were vested because none of the specified performance targets had been achieved. Because achievement of the specified performance targets was not deemed probable as of JuneÂ 30, 2023, we did not record any expense for these stock options during the three or six months ended June 30, 2023. As of December 31, 2023, the specified performance targets had not been achieved, and accordingly, all outstanding performance-based stock options expired without vesting. No additional performance-based stock options have been granted during the three or six months ended June 30, 2024.The fair value of stock options granted during the three and six months ended June 30, 2024 and 2023 was calculated on the date of grant using the following weighted-average assumptions:Three Months EndedJune 30,Six Months EndedJune 30,20242023202420232023Risk-free interest rate4.5Â %3.8Â %4.0Â %3.9Â %Expected term (in years)5.55.76.06.0Expected annual dividend yieldâ€”Â %â€”Â %â€”Â %â€”Â %Expected volatility92.6Â %82.6Â %92.6Â %82.6Â %Using the Black-Scholes option pricing model, the weighted-average grant date fair value of stock options granted during the three months ended June 30, 2024 and 2023 was $3.68 and $2.24 per share, respectively. Using the Black-Scholes option pricing model, the weighted-average grant date fair value of stock options granted during the six months ended June 30, 2024 and 2023 was $3.60 and $1.55 per share, respectively.The following table summarizes stock option activity during the six months ended June 30, 2024:Â Options OutstandingNumber of OptionsWeighted-Average Exercise Price per ShareWeighted-Average RemainingContractual Life(in years)Aggregate Intrinsic Value (in millions)Outstanding at December 31, 20235,700,070Â $6.89Â Granted2,205,112Â $4.66Â Exercised(6,099)$2.05Â Cancelled(389,050)$5.06Â Outstanding at June 30, 20247,510,033Â $6.33Â 7.85$0.8Â Exercisable at June 30, 20244,100,266Â $7.25Â 7.09$0.5Â The aggregate intrinsic fair value of stock options exercised during the three and six months ended June 30, 2024 and 2023 was nominal for each period. As of JuneÂ 30, 2024, we had unrecognized stock-based compensation expense related to unvested stock options of $12.4 million, which we expect to recognize over a weighted-average period of approximately 2.5 years.9. Related Parties In May 2022, we entered into a sublease agreement with Crossbow Therapeutics, Inc. (â€œCrossbowâ€), for which entities affiliated with MPM Capital (â€œMPM Capitalâ€) are also beneficial owners, to sublease the entirety of our office and laboratory space in Cambridge, Massachusetts. Luke Evnin, Ph.D., the chair of our board of directors, co-founded MPM Capital and serves as Managing Director of MPM Capital. Briggs Morrison, who serves on our board of directors, serves as Executive Partner of MPM Capital and Chief Executive Officer of Crossbow. The term of the sublease agreement commenced in June 16Table of Contents2022 and ended in March 2024, with no option to extend. We received cash payments under the sublease of approximately $0.4 million during the six months ended June 30, 2024. In addition, we received $0.2 million from Crossbow in June 2022 as a security deposit, which was remitted to Crossbow following the termination of the sublease.10. Net Loss Attributable to Common Stockholders per ShareFor purposes of the diluted net loss attributable to common stockholders per share calculation, outstanding stock options, unvested RSAs, unvested RSUs, conversion option derivative under the K2HV Loan Agreement, and warrants to purchase common stock are considered to be potentially dilutive securities, however the following outstanding shares of common stock equivalents were excluded from the calculation of diluted net loss attributable to common stockholders per share because their effect would be anti-dilutive: June 30,20242023Outstanding stock options7,510,033Â 6,745,934Â Unvested RSUs150,000Â 316,500Â Warrants to purchase common stock58,904Â 58,904Â Common stock to be issued under the 2021 ESPP36,767Â 18,366Â Total7,755,704Â 7,139,704Â Basic net loss per share is computed by dividing net loss by the weighted-average number of shares of common stock outstanding during the applicable period. In computing diluted net loss per share, only potential shares of common stock that are dilutive are included. We considered each issue or series of issues of potential shares of common stock separately when determining whether potential shares of common stock are dilutive or antidilutive. We made such determination in sequence from the most dilutive to the least dilutive and concluded that the conversion option derivative under the K2HV Loan Agreement is dilutive to net loss per share for the three and six months ended June 30, 2024. Pursuant to FASB ASC Topic 260, Earnings Per Share, we applied the if-converted method to determine the effect of the conversion option derivative under the K2HV Loan Agreement on the diluted earnings per share calculations. Pursuant to such method, we adjusted the numerator for the gain recognized during the period in net loss from the conversion option derivative under the K2HV Loan Agreement and the increased the denominator to include the number of additional shares of common stock that would have been outstanding if the conversion option derivative under the K2HV Loan Agreement were converted as of the beginning the period. Three Months Ended June 30,Six Months Ended June 30,202420232024NumeratorNet loss$(17,249)$(5,098)$(33,442)$(17,080)Less: Change in fair value of derivative liability(1,609)â€”Â (1,609)â€”Â Plus: Interest expense on converted term loan120Â â€”Â 120Â â€”Â Adjusted net loss$(18,738)$(5,098)$(34,931)$(17,080)DenominatorWeighted-average common stock outstanding, basic43,521,406Â 35,557,701Â 42,564,342Â 35,173,327Â Dilutive effect of common stock issuable from assumed conversion of convertible term loan521,778Â â€”Â 260,889Â â€”Â Weighted-average common stock outstanding, diluted44,043,184Â 35,557,701Â 42,825,231Â 35,173,327Â Net loss per shareBasic(0.40)(0.14)(0.79)(0.49)Diluted(0.43)(0.14)(0.82)(0.49)17Table of ContentsItem 2. Managementâ€™s Discussion and Analysis of Financial Condition and Results of Operations.The following discussion and analysis is meant to provide material information relevant to an assessment of the financial condition and results of operations of our company, including an evaluation of the amounts and uncertainties of cash flows from operations and from outside resources, so as to allow investors to better view our company from managementâ€™s perspective. The following discussion and analysis of our financial condition and results of operations should be read together with our condensed consolidated financial statements and related notes appearing elsewhere in this Quarterly Report on Form 10-Q, or Quarterly Report, and our Annual Report on Form 10-K for the year ended DecemberÂ 31, 2023, or the 2023 Annual Report that was filed with the United States Securities and Exchange Commission, or SEC, on MarchÂ 7, 2024. In addition to historical information, the discussion and analysis contains forward-looking statements that involve risks, uncertainties and assumptions. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors. We discuss factors we believe could cause or contribute to these differences below and elsewhere in this Quarterly Report, including those factors set forth in the section entitled â€œCautionary Note Regarding Forward-Looking Statements and Industry Dataâ€ and in the section entitled â€œRisk Factorsâ€ in Part II, Item 1A of this Quarterly Report. You should carefully read the section entitled â€œRisk Factorsâ€ in Part II, Item 1A of this Quarterly Report.Overview We are an innovative biopharmaceutical company pioneering the development of therapeutics engineered to stimulate the bodyâ€™s immune system for the treatment of cancer. We are leveraging our proprietary PREDATOR platform to design conditionally activated molecules that stimulate both adaptive and innate immunity with the goal of addressing the limitations of conventional proinflammatory immune therapies. Our molecules, which we refer to as INDUKINE molecules, are intended to activate selectively in the tumor microenvironment. Our most advanced product candidates, WTX-124 and WTX-330, are systemically delivered, conditionally activated Interleukin-2 and Interleukin-12, respectively, INDUKINE molecules for the treatment of multiple tumor types.We are currently evaluating WTX-124 in a Phase 1/1b clinical trial as a monotherapy and in combination with Merck & Co., Inc.â€™s anti-PD-1 therapy KEYTRUDA (pembrolizumab) in patients with immunotherapy sensitive advanced or metastatic solid tumors who have failed standard of care treatment, including checkpoint inhibitor therapy. In November 2023, we announced preliminary first-in-human clinical data from the initial monotherapy dose-escalation cohorts in the Phase 1/1b clinical trial. The preliminary data established proof of mechanism for WTX-124 and proof of concept for our INDUKINE design, and included assessments of safety and tolerability, pharmacokinetics, relevant biomarkers and preliminary antitumor activity. The preliminary data included data collected as of October 18, 2023, from 16 heavily pretreated patients from the first four monotherapy dose escalation cohorts (1, 3, 6, and 12 mg) supportive of continued dose escalation. Dose escalation is ongoing in the monotherapy and combination therapy arms of the trial. In June 2024, we reported updated interim data from the monotherapy dose-escalation arms of the Phase 1/1b clinical trial, selected a recommended dose for expansion and initiated monotherapy dose expansion arms, and reported initial data from the combination dose escalation cohorts of the Phase 1/1b clinical trial.We are also currently evaluating WTX-330 in a Phase 1 clinical trial for the treatment of immunotherapy resistant advanced or metastatic solid tumors or lymphoma, to be followed by expansion arms in relapsed/refractory tumors following treatment with checkpoint inhibitors or tumors for which checkpoint inhibitors are not approved. We announced the initiation of patient dosing in February 2023. The trial is currently open for enrollment. We reported initial data from the Phase 1 clinical trial in June 2024. During the six months ended June 30, 2024, we received alignment from the U.S. Food and Drug Administration, or the FDA, on the comparability path for WTX-330 for an improved manufacturing process, which we expect to integrate into our clinical development program.In April 2022, we entered into a global collaboration and license agreement, or the Collaboration Agreement, with Jazz Pharmaceuticals Ireland Limited, or Jazz, under which Jazz acquired exclusive global development and commercialization rights related to Interferon alpha, or IFNÎ±, INDUKINE molecule, JZP898 (formerly WTX-613), as well as products containing certain isolated recombinant polypeptides comprising IFNÎ± that meet specified criteria (each such product, a Licensed Product). Pursuant to the terms of the Collaboration Agreement, we were responsible for certain preclinical development activities with respect to JZP898 and in the future could be responsible for other development activities if specified in mutually agreed upon development plans. Jazz generally agreed to reimburse us for the cost of such activities. Jazz is responsible for all other development and commercialization activities conducted to exploit the Licensed Products. Jazz received investigational new drug, or IND, application clearance from the FDA for JZP898 in July 2023 and initiated a Phase 1 clinical trial of JZP898 in the fourth quarter of 2023. In June 2024, we executed a transfer agreement, or the Transfer Agreement, to assign our rights in a development agreement with a contract manufacturer of JZP898 to Jazz. The execution of this Transfer Agreement was the last material performance obligation required of us under the Collaboration Agreement. As of the execution of the Transfer Agreement, we no longer have any material performance obligations under the Collaboration Agreement. 18Table of ContentsWe continue to further the development of our preclinical product candidates, WTX-518, a systemically delivered, conditionally activated Interleukin-18 INDUKINE molecule in development for the treatment of cancer designed to promote activation of immune cells in the tumor microenvironment, resulting in antitumor immunity, and WTX-712, a systemically delivered, conditionally activated Interleukin-21, or IL-21, INDUKINE molecule that is being developed to minimize the severe toxicities that have been observed with recombinant IL-21 therapy and maximize clinical benefit when administered as monotherapy or in combination with checkpoint inhibitors in refractory and/or immunologically unresponsive tumors. In April 2024, we presented preclinical data for both WTX-518 and WTX-712 at the American Association for Cancer Research Annual Meeting. Our preclinical models demonstrate that WTX-518 exhibits remarkable tumor-selective activation, resistance to IL-18BP and robust immune activation, while WTX-712 acts through a unique mechanism that robustly activates

tumor-specific T lymphocytes with an expanded therapeutic window through its selective release of wild-type IL-21 in the tumor microenvironment.Financial Operations OverviewRevenue All of our revenue has been generated from the Collaboration Agreement with Jazz. For the six months ended June 30, 2024, we recognized $1.9 million of revenue. Revenue from the transaction price for the Collaboration Agreement is recognized based on a cost-to-cost input method and includes upfront, milestone, and cost reimbursement payments. The Collaboration Agreement includes multiple development and regulatory and sales-based milestones, which were excluded from the transaction price at inception of the Collaboration Agreement based on our assessment that there was a high level of uncertainty of achieving the milestones. During the six months ended June 30, 2024, we re-evaluated this assessment for any milestones that continue to be excluded from the transaction price, and concluded not to recognize any adjustment to the transaction price associated with variable consideration previously excluded from the transaction price. In June 2024, we executed the Transfer Agreement to assign our rights in a development agreement with a contract manufacturer of JZP898 to Jazz. The execution of this Transfer Agreement was the last material performance obligation required of us under the Collaboration Agreement. As of the execution of the Transfer Agreement, we no longer have any material performance obligations under the Collaboration Agreement. As a result, during the three months ended June 30, 2024, all remaining deferred revenue related to the Collaboration Agreement has been recognized. In the future, our ability to generate revenue from the Collaboration Agreement will depend on successfully achieving the various development and regulatory and sales-based milestones, as well as incurring costs for research activities that are reimbursable by Jazz. We may also generate revenue from product sales or other collaboration agreements, strategic alliances and licensing arrangements. We expect that potential future revenue, if any, will fluctuate from quarter-to-quarter and year-to-year based upon our pattern of performance under the Collaboration Agreement and as a result of the timing and amount of milestones, reimbursement of costs incurred and other payments and product sales, to the extent any are successfully commercialized. If we fail to complete the development of our product candidates in a timely manner or obtain regulatory approval for them, our ability to generate future revenue, and our results of operations and financial position, would be materially adversely affected.Operating Expenses Research and Development Expenses Research and development expenses consist primarily of costs incurred for our research activities, including our discovery efforts and the development of our product candidates, and include: â€¢salaries, benefits and other related costs, including stock-based compensation expense, for personnel engaged in research and development functions; â€¢expenses incurred under agreements with third parties that conduct research, preclinical and clinical activities on our behalf; â€¢costs of outside consultants, including their fees, stock-based compensation and related travel expenses; â€¢costs of laboratory supplies and acquiring, developing and manufacturing preclinical study and clinical trial materials; and â€¢facility-related expenses, which include direct depreciation costs and allocated expenses for rent and maintenance of facilities and other operating costs. We expense research and development costs as incurred. Costs for external development activities are recognized based on an evaluation of the progress to completion of specific tasks using information provided to us by our vendors. Payments for these activities are based on the terms of the individual agreements, which may differ from the pattern of performance of the 19Table of Contentsindividual arrangements, which may differ from the pattern of billings incurred, and are reflected in our condensed consolidated financial statements as prepaid or accrued research and development expenses. We typically use our employee and infrastructure resources across our development programs. We track external development costs by product candidate or development program, but generally we do not allocate personnel costs, license payments made under our licensing arrangements or other internal costs to specific development programs or product candidates.Our external development costs were as follows:Three Months EndedJune 30,Six Months EndedJune 30,2024202320242023(in thousands)WTX-330$3,891Â $(1,013)$7,929Â $1,221Â WTX-1244,338Â (786)6,145Â 554Â JZP898200Â 4,595Â 524Â 6,169Â WTX-712368Â 545Â 574Â 618Â WTX-518169Â â€”Â 183Â â€”Â Pre-development candidates262Â 444Â 510Â 858Â Total external development costs$9,228Â $3,785Â $15,865Â $9,420Â Research and development activities are central to our business model. We expect that our research and development expenses will continue to increase substantially for the foreseeable future as we progress our clinical trials of WTX-124 and WTX-330, continue preclinical development of WTX-712 and WTX-518, and continue to discover and develop additional product candidates. As a result of our entry into the Collaboration Agreement, which commenced in April 2022, our external preclinical development costs for JZP898 were generally reimbursed by Jazz until we completed all material performance obligations in June 2024.The process of conducting the necessary clinical research to obtain regulatory approval is costly and time-consuming. We cannot reasonably estimate or know the nature, timing and estimated costs of the efforts that will be necessary to complete development of our current or future product candidates. The actual probability of success for our product candidates will depend on a variety of factors, including: â€¢the scope, rate of progress and expenses of our ongoing research activities as well as any preclinical studies and clinical trials, including our ongoing Phase 1/1b clinical trial for WTX-124 and Phase 1 clinical trial for WTX-330, and other research and development activities; â€¢establishing an appropriate safety profile; â€¢successful enrollment in and completion of clinical trials; â€¢whether our product candidates show safety and efficacy in our clinical trials; â€¢receipt of marketing approvals from applicable regulatory authorities; â€¢establishing commercial manufacturing capabilities or making arrangements with third-party manufacturers; â€¢obtaining and maintaining patent and trade secret protection and regulatory exclusivity for our product candidates; â€¢commercializing product candidates, if and when approved, whether alone or in collaboration with others; and â€¢continued acceptable safety profile of the products following any regulatory approval. A change in the outcome of any of these variables with respect to the development of our current and future product candidates would significantly change the costs and timing associated with the development of those product candidates and we may never succeed in achieving regulatory approval for any of our product candidates. As a result of the uncertainties discussed above, we are unable to determine the duration and completion costs of our research and development activities. General and Administrative Expenses General and administrative expenses consist primarily of salaries, benefits and other related costs, including stock-based compensation, for personnel in our executive, finance, people operations, business development, legal, information technology and administrative functions. General and administrative expenses also include legal fees relating to intellectual property and corporate matters; professional fees for accounting, audit, tax and consulting services; insurance costs; travel expenses; and 20Table of Contentsfacility-related expenses, which include direct depreciation costs and allocated expenses for rent and maintenance of facilities and other operating costs.We expect that our general and administrative expenses will increase in the future as we increase our personnel headcount to support the increasing size and complexity of our research, development and manufacturing activities. Other IncomeInterest IncomeInterest income consists of interest earned from cash and cash equivalents and restricted cash and cash equivalents invested in money market funds.Interest ExpenseInterest expense represents interest incurred from our loan agreement, or the PWB Loan Agreement, with Pacific Western Bank, or PWB, until the extinguishment of the PWB term loan in May 2024, interest incurred from our loan and security agreement, or the K2HV Loan Agreement, with K2 HealthVentures LLC, or K2HV, and non-cash interest expense related the amortization of debt issuance costs.Other income, netOther income, net primarily consists of remeasurement of the embedded derivative associated with the debt covenant in the K2HV Loan Agreement during the current period, as it is marked-to-market on a quarterly basis and reflected as a change in the fair value of the derivative liability and of remeasurement gains or losses attributable to changes in the fair value of the success payment liability that was associated with our debt agreement with Pacific Western Bank, or PWB. Loss on Extinguishment of DebtLoss on extinguishment of debt consists of any residual financial impact from the repayment of term loans with lenders, specifically the extinguishment of the PWB term loan in May 2024. Results of Operations Comparison of the Three Months Ended June 30, 2024 and 2023 The following table summarizes our results of operations:Â Three Months EndedJune 30,$ Change20242023(in thousands)Revenue:Collaboration revenue$1,143Â $8,081Â $(6,938)Operating expenses:Research and development15,271Â 9,583Â 5,688Â General and administrative4,832Â 4,565Â 267Â Total operating expenses20,103Â 14,148Â 5,955Â Operating loss(18,960)(6,067)(12,893)Other income:Interest income1,793Â 1,949Â (156)Interest expense(1,142)(955)(187)Loss on extinguishment of debt(553)â€”Â (553)Other income (expense), net1,613Â (25)1,638Â Total other income1,711Â 969Â 742Â Net loss$(17,249)$(5,098)$(12,151)21Table of ContentsRevenueRevenue was $1.1 million for the three months ended June 30, 2024, which is comprised of partial recognition of the $15.0 million upfront payment received in April 2022 upon the execution of the Collaboration Agreement with Jazz, costs incurred for research services to be reimbursed by Jazz, and revenue related to the achievement of certain variable consideration components. In June 2024, we executed the Transfer Agreement to assign our rights in a development agreement with a contract manufacturer of JZP898 to Jazz. The execution of this Transfer Agreement was the last material performance obligation required of us under the Collaboration Agreement. As of the execution of the Transfer Agreement, we no longer have any material performance obligations under the Collaboration Agreement. As a result, during the three months ended June 30, 2024, all remaining deferred revenue related to the Collaboration Agreement has been recognized. Comparatively, we recognized $8.1 million in collaboration revenue during the three months ended June 30, 2023. This $6.9 million decrease in collaboration revenue is primarily driven by a higher volume of development activity during the three months ended June 30, 2023 in preparation of IND submission of JZP898.Research and Development Expenses The following table summarizes our research and development expenses:Â Three Months EndedJune 30,$ Change20242023(in thousands)Clinical trial costs$4,566Â $1,817Â $2,749Â Personnel4,295Â 3,757Â 538Â Manufacturing3,899Â 788Â 3,111Â Facility costs771Â 705Â 66Â Contract research organization763Â 1,180Â (417)Lab consumables735Â 1,114Â (379)Other242Â 222Â 20Â Total research and development expenses$15,271Â $9,583Â $5,688Â Research and development expenses for the three months ended June 30, 2024 were $15.3 million, compared to $9.6 million for the three months ended June 30, 2023. The increase of $5.7 million was primarily due to:â€¢$5.9 million of a combined increase in manufacturing costs of $3.1 million and clinical trial costs of $2.7 million. The increases in both our manufacturing and clinical trial costs are driven by an increase in costs associated with our continued development efforts of WTX-124 and WTX-330, which continue to progress through their respective clinical trials, including manufacturing to support those clinical trials; and â€¢$0.5 million of increased personnel costs due to the timing and valuation of stock-based awards granted to employees, combined with annual cost of living adjustments.22Table of ContentsThese increases were partially offset by a decrease of $0.4 million in lab consumables and a decrease of $0.4 million in contract research spending, due to a shift in priorities from discovery efforts to a higher focus on furthering the research and development of our existing product candidates.General and Administrative ExpensesThe following table summarizes our general and administrative expenses:Â Three Months EndedJune 30,$ Change20242023(in thousands)Personnel$2,429Â $2,235Â $194Â Professional services1,308Â 1,123Â 185Â Facility costs313Â 274Â 39Â Corporate insurance277Â 447Â (170)Information technology costs227Â 169Â 58Â Other278Â 317Â (39)Total general and administrative expenses$4,832Â $4,565Â $267Â General and administrative expenses were $4.8 million for the three months ended June 30, 2024, compared to $4.6 million for three months ended June 30, 2023. Significant fluctuations in general and administrative expenses include:â€¢$0.2 million of increased personnel costs, driven by timing of RSU vesting in the period compared to prior year; â€¢$0.2 million of increased professional services costs, driven by costs incurred to protect our intellectual property and general corporate matters; andâ€¢$0.2 million of decreased corporate insurance costs, driven by a reduction in associated premiums.Interest IncomeInterest income was $1.8 million for the three months ended June 30, 2024, compared to $1.9 million for the three months ended June 30, 2023. This decrease in interest income was primarily a result of less cash equivalents being held in money market accounts, during the three months ended June 30, 2024 compared to the three months ended June 30, 2023.Interest ExpenseInterest expense was $1.1 million for the three months ended June 30, 2024, compared to $1.0 million for the three months ended June 30, 2023. This increase in interest expense was primarily the result of higher effective interest rates under the K2HV Loan Agreement, which was executed in May 2024 after the extinguishment of the PWB term loan. Other Income, Net Other income, net for the three months ended June 30, 2024 consisted of $1.6 million in unrealized gains recognized for the change in fair value of the embedded derivative liability associated with the K2HV Loan Agreement. Other income, net for the three months ended June 30, 2023 consisted of less than $0.1 million in losses recognized for the change in the fair value of the PWB success payment liability during the period and was settled during the second quarter of 2023, such that we incurred no such losses associated with the PWB success liability during the three months ended June 30, 2024. Other income, net for the three months ended June 30, 2024 and 2023 also consists of foreign currency gains and losses related to services performed by foreign vendors. No material foreign currency gains or losses were recognized during either period.Loss on the Extinguishment of DebtThe extinguishment of the PWB term loan during the period resulted in a one-time loss of $0.6 million for the three months ended June 30, 2024. As no corresponding finance activity occurred for the three months ended June 30, 2023, we did not incur any related gain or loss on a debt extinguishment in the prior year comparative period.23Table of ContentsResults of Operations Comparison of the Six Months Ended June 30, 2024 and 2023The following table summarizes our results of operations for the six months ended June 30, 2024 and 2023:Â Six Months EndedJune 30,$ Change20242023(in thousands)Revenue:Collaboration revenue$1,885Â $12,545Â $(10,660)Operating expenses:Research and development28,179Â 21,289Â 6,890Â General and administrative9,828Â 9,546Â 282Â Total operating expenses38,007Â 30,835Â 7,172Â Operating loss(36,122)(18,290)(17,832)Other income:Interest income3,766Â 3,467Â 299Â Interest expense(2,145)(1,126)(1,019)Loss on extinguishment of debt(553)â€”Â (553)Other (expense) income, net1,612Â (1,131)2,743Â Total other income2,680Â 1,210Â 1,470Â Net loss$(33,442)$(17,080)$(16,362)Â RevenueRevenue was $1.9 million for the six months ended June 30, 2024, which is comprised of partial recognition of the $15.0 million upfront payment received in April 2022 upon the execution of the Collaboration Agreement with Jazz, costs incurred for research services to be reimbursed by Jazz, and revenue related to the achievement of certain variable consideration components. In June 2024, we executed a transfer agreement the Transfer Agreement to assign our rights in a development agreement with a contract manufacturer of JZP898 to Jazz. The execution of this Transfer Agreement was the last material performance obligation required of us under the Collaboration Agreement. As of the execution of the Transfer Agreement, we no longer have any material performance obligations under the Collaboration Agreement. As a result, during the three months ended June 30, 2024, all remaining deferred revenue related to the Collaboration Agreement has been recognized. Comparatively, we recognized $12.5 million in collaboration revenue during the six months ended June 30, 2023. This $10.7 million decrease in collaboration revenue is driven by elevated research and development activities related to and in preparation for the IND submission of JZP898 in prior year.24Table of ContentsResearch and Development Expenses The following table summarizes our research and development expenses for the six months ended June 30, 2024 and 2023:Â Six Months EndedJune 30,$ Change20242023(in thousands)Personnel$8,765Â $7,767Â $998Â Manufacturing7,708Â 3,650Â 4,058Â Clinical trial costs6,335Â 3,334Â 3,001Â Contract research organization1,822Â 2,436Â (614)Facilities1,664Â 1,393Â 271Â Lab consumables1,486Â 2,310Â (824)Other399Â 399Â â€”Â Total research and development expenses$28,179Â $21,289Â $6,890Â Research and development expenses for the six months ended June 30, 2024 were $28.2 million, compared to $21.3 million for the six months ended June 30, 2023. The increase of $6.9 million was primarily due to:â€¢$7.1 million combined increase in manufacturing costs of $4.1 million and increased clinical trial costs of $3.0 million are driven by an increase of in costs associated with our continued development efforts of WTX-124 and WTX-330, which continue to progress through their respective clinical trials, including manufacturing to support those clinical trials; andâ€¢$1.0 million of increased personnel costs, driven primarily by the timing and valuation of stock-based awards granted to employees;The increase was partially offset by:â€¢$0.8 million of decreased lab consumables costs and $0.6 million of decreased contract research costs, primarily related to reduced discovery efforts in comparison to the first half of 2023.General and Administrative ExpensesThe following table summarizes our general and administrative expenses for the six months ended June 30, 2024 and 2023:Â Six Months EndedJune 30,$ Change20242023(in thousands)Personnel$5,028Â $4,775Â $253Â Professional services2,571Â 2,206Â 365Â Facilities696Â 596Â 100Â Corporate insurance599Â 1,131Â (532)IT costs407Â 312Â 95Â Other527Â 526Â 1Â Total general and administrative expenses$9,828Â $9,546Â $282Â General and administrative expenses were $9.8 million for the six months ended June 30, 2024, compared to $9.5 million for the six months ended June 30, 2023. The increase of $0.3 million was primarily due to:â€¢$0.3 million of increased personnel costs, including $0.2 million of increased stock-based compensation expense, due to increased headcount to support operating as a public company; andâ€¢$0.4 million of increased professional services costs, driven by costs incurred to facilitate new debt agreements and corresponding legal and consulting needs.The decrease was partially offset byâ€¢$0.5 million of decreased corporate insurance costs, driven by a reduction in associated premiums in the current period compared to the six months ended June 30, 2023.25Table of ContentsInterest IncomeInterest income was $3.8 million for the six months ended June 30, 2024, compared to $3.5 million for the six months ended June 30, 2023. This increase in interest income was primarily the result of higher yields on our cash equivalents during the six months ended June 30,

2024 compared to the six months ended June 30, 2023. Interest ExpenseInterest expense was $2.1 million for the six months ended June 30, 2024, compared to $1.1 million for the six months ended June 30, 2023. This increase in interest expense was primarily the result of the timing of the drawdown on the available term loans in each period, as we had a lower average balance on the interest-bearing note payable balance for the first three months of 2023. Other (expense) income, netOther (expense) income, net for the six months ended June 30, 2024 primarily consisted of $1.6 million in unrealized gains recognized for the adjusted balance of the embedded derivative liability associated with the K2HV Loan Agreement. Other (expense) income, net for the six months ended June 30, 2023 consisted of $1.1 million in losses recognized for the change in the fair value of the success payment liability during the period and was settled during the second quarter of 2023, such that we incurred no such losses associated with the success liability in the PWB Loan Agreement during the six months ended June 30, 2024. The remaining portion of other (expense), net is related to losses on foreign currency exchanges in the period. Loss on the Extinguishment of DebtThe extinguishment of the PWB term loan resulted in a one-time loss of $0.6 million for the six months ended June 30, 2024. As no corresponding finance activity occurred for the six months ended June 30, 2023, we did not incur any related gain or loss on a debt extinguishment in the prior year comparable period.Liquidity and Capital Resources Sources of Liquidity Since our inception in 2017, we have devoted substantially all of our efforts and financial resources to organizing and staffing our company; business planning; raising capital; developing and optimizing our platform technology; identifying potential product candidates; enhancing our intellectual property portfolio; undertaking research, preclinical studies, and clinical trials; and enabling manufacturing for our development programs. Our net loss was $17.2Â million and $5.1Â million for the three months ended June 30, 2024 and 2023, respectively. As of JuneÂ 30, 2024, we had an accumulated deficit of $377.5Â million. As we have no products that are approved for sale, we have not generated any revenue from product sales to date, and we do not expect to generate any such revenue for the foreseeable future, if at all. Instead, we have financed our operations primarily through aggregate cash proceeds from convertible promissory notes, private placements of our convertible preferred stock, our initial public offering, payments from Jazz under the Collaboration Agreement, sales of common stock through our at-the-market program, and the drawdown of our term loans. Because our product candidates are in clinical development and the outcome of our efforts is uncertain, we cannot estimate the actual costs necessary to successfully complete the development and commercialization of our product candidates, or when we may achieve profitability, if at all. We expect to continue to incur substantial and increasing expenses and net losses for the foreseeable future, as we continue to advance our current and future product candidates through preclinical and clinical development, manufacture drug product and drug supply, seek regulatory approval for our current and future product candidates, maintain and expand our intellectual property portfolio, hire additional research and development and business personnel and operate as a public company. As a result, we expect that our accumulated deficit will also increase significantly.As a result, we will need substantial additional funding to support our continuing operations and pursue our growth strategy. Until we can generate significant revenue from product sales, if ever, we expect to finance our operations through a combination of public or private equity offerings and debt financings or other sources, such as potential collaboration agreements, strategic alliances and licensing arrangements. We may be unable to raise additional funds or enter into such other agreements or arrangements when needed on acceptable terms, or at all. Our failure to raise capital or enter into such agreements as and when needed could have a material adverse effect on our business, results of operations and financial condition.26Table of ContentsTerm Loan FacilitiesPWB Loan AgreementIn April 2022, we entered into the PWB Loan Agreement with PWB and subsequently drew down an aggregate of $40.0 million in term loans. The term loans accrued interest on the outstanding daily balance at a floating annual rate equal to greater of: (i) 0.5% above the prime rate then in effect or (ii) 4.5%. If the prime rate changed throughout the term, the interest rate would be adjusted effective on the date of the prime rate change. All interest chargeable under the PWB Loan Agreement was computed on a 360-day year for the actual number of days elapsed, with interest payable monthly. We recognized interest expense related to the PWB Loan Agreement of $0.3Â million and $0.9Â million during the three months ended June 30, 2024 and 2023, respectively. In May 2024, we repaid all amounts outstanding under the PWB Loan Agreement, using $29.5Â million in net loan proceeds received under the loan and security agreement (the â€œK2HV Loan Agreementâ€) with K2 HealthVentures LLC (â€œK2HVâ€), as described below at Note 6, together with $10.5Â million in existing cash. We recognized a total loss on extinguishment of debt in the amount of $0.6Â million in the six months ended June 30, 2024 primarily due to the write off of unamortized debt issuance costs. K2HV Loan AgreementIn May 2024, we, as borrower, entered into the K2HV Loan Agreement with K2HV (together with any other lender from time to time, the â€œLendersâ€); K2HV, as administrative agent for the Lenders; and Ankura Trust Company, LLC, as collateral trustee for the Lenders. The K2HV Loan Agreement provides up to $60.0 million principal in term loans. We received $30.0 million in gross loan proceeds at closing, $25.0 million from the first tranche commitment upon closing and $5.0 million from the second tranche commitment. A third tranche commitment of up to $10.0 million is available to be drawn at our option between January 1, 2025 and June 30, 2025, subject to the achievement, as determined by the administrative agent in its discretion, of certain time-based, clinical and regulatory milestones and receipt of not less than $60.0 million in net cash proceeds from certain financing activities, with at least $50.0 million from a single offering of common stock. A fourth tranche commitment of up to $20.0 million is available to be drawn down at our option through MayÂ 1, 2026 or if the third tranche is funded, MayÂ 1, 2027, subject to Lenderâ€™s review of our clinical, financial and operating plan and subject to the Lenderâ€™s consent in its sole and absolute discretion. The term loan matures on MayÂ 1, 2028, and we are obligated to make interest only payments for the first 24 months, or 36 months if the third tranche is funded, and then interest and equal principal payments each month thereafter through the maturity date. The term loan bears a variable interest rate equal to the greater of (i) 10.3%, and (ii) the sum of (A) the prime rate last quoted in The Wall Street Journal (or a comparable replacement rate if The Wall Street Journal ceases to quote such rate) and (B) 1.8%. We may prepay, at our option, all, but not less than all, of the outstanding principal balance and all accrued and unpaid interest with respect to the principal balance being prepaid of the term loans, subject to a prepayment premium to which the Lenders are entitled and certain notice requirements. We are obligated to pay a final fee equal to 6.95% of the aggregate amount of the term loans funded, or the Final Fee, to occur upon the earliest of (i) the maturity date, (ii) the acceleration of the term loans, and (iii) the prepayment of the term loans. The Final Fee is being accreted to interest expense using the effective interest method over the life of the debt.Pursuant to the terms of the K2HV Loan Agreement, the lenders thereto may elect, prior to the full repayment of the term loans, to convert up to $5.0Â million of the outstanding principal of the term loans into shares of our common stock at a conversion price of the lesser of $6.3182 per share (the â€œFixed Price Conversionâ€) and the lowest effective price per share of our first equity financing following the closing of the K2HV Loan Agreement (the â€œVariable Price Conversionâ€), subject to customary adjustments and 9.99% and 19.99% beneficial ownership limitations. There will be no prepayment penalty for any principal amount converted into common stock. We determined that the Fixed Price Conversion and the Variable Price Conversion within the K2HV Loan Agreement are required to be bifurcated as an embedded derivative under ASC 815 at fair value, and recorded as a discount on the debt on the date of issuance, with subsequent changes in fair value recognized in the accompanying consolidated statements of operations. See Note 4 for further discussion on this derivative instrument. As security for our obligations under the K2HV Loan Agreement, we granted the Lenders a first priority security interest on substantially all of our assets (other than intellectual property), subject to certain exceptions. The Loan Agreement contains customary representations and warranties, events of default and affirmative and negative covenants, including covenants that limit or restrict our ability to, among other things, dispose of assets, make changes to the our business, management, ownership or business locations, merge or consolidate, incur additional indebtedness, incur additional liens, pay dividends or other distributions or repurchase equity, make investments, and enter into certain transactions with affiliates, in each case subject to certain exceptions. Upon the occurrence of an event of default, a default interest rate of an additional 5.0% per annum may be applied to the outstanding loan balances, and the Lenders may declare all outstanding obligations immediately due and payable 27Table of Contentsand exercise all of its rights and remedies as set forth in the Loan Agreement and under applicable law. As of June 30, 2024, we are in compliance with all covenants.Subject to certain conditions, we granted the Lenders the right, prior to repayment of the term loans, to invest up to $5.0 million in the aggregate in future offerings of capital stock, at market terms, subject to certain exceptions and conditions.We incurred debt issuance costs of $0.7 million in connection with the term loans, composed of the facility fee of $0.4Â million and other expenses paid to the Lenders of $0.2 million and external legal fees of $0.1 million. These debt issuance costs, together with fair value of the embedded derivative of $4.5 million, resulted in a debt discount of $5.1Â million which is being amortized to interest expense over the term of the K2HV Loan Agreement using the effective interest method.ATM OfferingOn MayÂ 10, 2022, we entered into a sales agreement, or the Sales Agreement, with Leerink Partners LLC, or Leerink Partners, pursuant to which, from time to time, we may offer and sell shares of our common stock, which we refer to as the ATM Offering. The Sales Agreement provides that Leerink Partners is entitled to a sales commission equal to 3.0% of the gross sales price per share of all shares sold under the ATM Offering. We were initially entitled to offer and sell shares of our common stock having an aggregate offering price of up to $50.0 million in the ATM Offering. On February 9, 2024, we filed a prospectus supplement, or the Prospectus Supplement, under our shelf registration statement for the offer and sale of shares of our common stock having an offering price of up to an additional $25.0 million in the ATM Offering. Following our filing of the Prospectus Supplement, we are entitled to offer and sell shares of our common stock with an aggregate offering price of up to $75.0 million pursuant to the Sales Agreement. During the six months ended June 30, 2024, we sold 4,342,320 shares of our common stock at an average price of $5.11 per share for net proceeds of $21.1 million after deducting sales commissions and offering expenses. Jazz CollaborationAs of JuneÂ 30, 2024, we have received $20.0 million in payments from Jazz, excluding payments for reimbursed costs, under the terms of the Collaboration Agreement. We are eligible to receive up to an additional $515.0 million in development and regulatory milestones, and up to $740.0 million in sales-based milestones for all Licensed Products. In June 2024, we executed the Transfer Agreement to assign our rights in a development agreement with a contract manufacturer of JZP898 to Jazz. The execution of this Transfer Agreement was the last material performance obligation required of us under the Collaboration Agreement. As of the execution of the Transfer Agreement, we no longer have any material performance obligations under the Collaboration Agreement. As a result, during the three months ended June 30, 2024, all remaining deferred revenue related to the Collaboration Agreement has been recognized. Plan of Operation and Future Funding Requirements As of JuneÂ 30, 2024, we had cash and cash equivalents of $135.3 million. We also had restricted cash and cash equivalents of $1.2 million as of JuneÂ 30, 2024. We expect that our existing cash and cash equivalents will be sufficient to fund our operational expenses and capital expenditure requirements through at least twelve months from the date the condensed consolidated financial statements included elsewhere in this Quarterly Report are issued on AugustÂ 8, 2024. We believe that our existing cash and cash equivalents at JuneÂ 30, 2024, will be sufficient to fund our operational expenses and capital expenditure requirements through at least the first quarter of 2026. We have based this estimate on assumptions that may prove to be wrong, however, and we could use our capital resources sooner than we expect. Our need to raise additional funds may be accelerated if our research and development expenses exceed our current expectations, if we acquire a third party, or if we acquire or license rights to additional product candidates or new technologies from one or more third parties. The timing and amount of our operating expenditures will depend largely on:â€¢the scope, progress, timing, costs and results of researching and developing our current product candidates or any future product candidates, including with respect to our clinical trials of WTX-124 and WTX-330 and the costs associated with attracting, hiring and retaining skilled personnel and consultants as our preclinical and clinical activities increase; â€¢the cost of manufacturing our product candidates WTX-124, WTX-330, and any future product candidates for clinical trials and, if we are able to obtain marketing approval, for commercial sale; â€¢the costs of any third-party products used in our combination clinical trials that are not covered by such third parties or other sources; â€¢the success of our collaboration with Jazz;28Table of Contentsâ€¢the timing of, and the cost involved in, obtaining marketing approval for WTX-124 and WTX-330 or any future product candidates, and our ability to obtain marketing approval and generate revenue from any potential commercial sales of such product candidates; â€¢the cost of building a sales force in anticipation of product commercialization and the cost of commercialization activities for WTX-124, WTX-330 or any future product candidates if we receive marketing approval, including marketing, sales and distribution costs; â€¢the potential emergence of competing therapies and other adverse market developments;â€¢the amount and timing of any payments we may be required to make pursuant to our license agreement with Harpoon Therapeutics, Inc., or Harpoon, or other future license agreements or collaboration agreements; â€¢our ability to establish future collaborations, licensing or other arrangements and the financial terms of any such agreements, including the timing and amount of any future milestone, royalty or other payments due under any such agreement; â€¢the costs involved in preparing, filing, prosecuting, maintaining, expanding, defending and enforcing patent claims, including litigation costs and the outcome of such litigation; â€¢any product liability or other lawsuits related to our product candidates; â€¢the extent to which we in-license or acquire other products and technologies; andâ€¢the costs of operating as a public company. Our cash and cash equivalents will not be sufficient to complete development of WTX-124, WTX-330 or any other product candidates. Accordingly, we will be required to obtain further funding to achieve our business objectives.Until such time, if ever, as we can generate substantial revenue from product sales, we expect to fund our operations and capital funding needs through equity and/or debt financing. We may also consider entering into collaboration arrangements or selectively partnering for clinical development and commercialization. The sale of additional equity may result in additional dilution to our stockholders. The incurrence of debt financing would result in debt service obligations and the instruments governing such debt could provide for operating and financing covenants that would restrict our operations or our ability to incur additional indebtedness or pay dividends, among other items. If we raise additional funds through governmental funding, collaborations, strategic partnerships and alliances or marketing, distribution or licensing arrangements with third parties, we may have to relinquish valuable rights to our technologies, future revenue streams, research programs or product candidates or grant licenses on terms that may not be favorable to us. If we are not able to secure adequate additional funding, we may be forced to make reductions in spending, extend payment terms with suppliers, liquidate assets where possible, and/or suspend or curtail planned programs. Any of these actions could materially and adversely affect our business, financial condition, results of operations, cash flows and prospects. Cash FlowsThe following table provides information regarding our cash flows: Â Six Months EndedJune 30,20242023(in thousands)Net cash (used in) provided by:Operating activities$(29,474)$(20,819)Investing activities(128)(350)Financing activities10,539Â 49,315Â Net (decrease) increase in cash, cash equivalents and restricted cash and cash equivalents$(19,063)$28,146Â Operating ActivitiesNet cash used in operating activities for the six months ended June 30, 2024 was $29.5 million, compared to $20.8 million for the six months ended June 30, 2023. This increase of $8.7 million was primarily attributable to a decrease in revenue from our Collaboration Agreement of $6.9 million, combined with an increase in research and development expenses of $5.7 million, primarily driven by our continued development efforts of our product candidates. The change in net loss outlined above is partially offset by $5.7 million in non-cash charges and changes in operating assets and liabilities.29Table of ContentsInvesting ActivitiesNet cash used in investing activities for the six months ended June 30, 2024 was $0.1 million, compared to $0.4 million for the six months ended June 30, 2023. The activity for both periods represents capital expenditures of property and equipment used in our operations. Financing ActivitiesNet cash provided by financing activities for the six months ended June 30, 2024 was $10.5 million, compared to $49.3 million for the six months ended June 30, 2023. Cash provided by financing activities for the six months ended June 30, 2024 primarily consisted of net proceeds from our ATM Offering during the period of $21.1 million, as well as the drawdown of the new term loan under the K2HV Loan Agreement of $30.0 million offset by the repayment of the previous PWB term loan of $40.0 million. Comparatively, cash provided by financing activities for the six months ended June 30, 2023 consisted of proceeds from the $40.0 million drawdown of the PWB term loan combined with $9.3Â million in net proceeds from our ATM Offering during the period. Contractual ObligationsOverviewIn the normal course of business, we enter into agreements with contract research organizations, or CROs, contract manufacturers, vendors and other third parties for preclinical studies and clinical trials, manufacturing services and other services and products for operating purposes. These contracts do not contain minimum purchase commitments and are cancellable by us upon prior written notice. Payments due upon cancellation consist only of payments for services provided or expenses incurred, including noncancelable obligations of our service providers, up to the date of cancellation. Term Loan Facility See â€œLiquidity and Capital Resources â€“ Sources of Liquidity â€“ Term Loan Facilitiesâ€ for descriptions of the PWB Loan Agreement and the K2HV Loan Agreement.Lease AgreementsThe lease for office and laboratory space that we entered into in June 2021 commenced in May 2022 and expires in May 2030. Total estimated base rent payments over the remaining term of the lease are approximately $14.6Â million.Critical Accounting Policies and EstimatesOur managementâ€™s discussion and analysis of our financial condition and results of operations is based on our

condensed consolidated financial statements, which have been prepared in accordance with generally accepted accounting principles in the United States. The preparation of these condensed consolidated financial statements and related disclosures requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities, costs and expenses and the disclosure of contingent assets and liabilities in our financial statements and accompanying notes. On an ongoing basis, we evaluate our estimates which include, but are not limited to those related to revenue recognition, accrued expenses, assumptions used in the valuation of stock-based compensation expense and income taxes. We base our estimates on historical experience, known trends and events and various other factors that we believe to be reasonable under the circumstances. Actual results could differ from those estimates under different assumptions and conditions.Our critical accounting policies are described under the heading â€œManagementâ€™s Discussion and Analysis of Financial Condition and Results of Operations â€" Critical Accounting Policies and Estimatesâ€ in our 2023 Annual Report, which was filed with the SEC on MarchÂ 7, 2024. During the three and six months ended June 30, 2024, there were no material changes to our critical accounting policies from those previously disclosed.Item 3. Quantitative and Qualitative Disclosures about Market Risk.We are a smaller reporting company as defined by Rule 12b-2 of the Securities Exchange Act of 1934, or the Exchange Act, and are not required to provide the information under this item.Item 4. Controls and Procedures.Evaluation of Disclosure Controls and Procedures Our management, with the participation of our principal executive officer and our principal financial officer, evaluated the effectiveness of our disclosure controls and procedures as of JuneÂ 30, 2024. The term â€œdisclosure controls and procedures,â€ as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act means controls and other procedures of a company that are designed to ensure that information required to be disclosed by the company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SECâ€™s rules and forms. 30Table of ContentsDisclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the companyâ€™s management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure. Our management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives and our management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Based on the evaluation of our disclosure controls and procedures as of JuneÂ 30, 2024, our principal executive officer and principal financial officer concluded that, as of such date, our disclosure controls and procedures were effective at the reasonable assurance level.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) that occurred during the most recent financial quarter covered by this Quarterly Report that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.31Table of ContentsPART IIâ€”OTHER INFORMATION Item 1A. Risk Factors.Our business is subject to numerous risks. You should carefully consider the risks described below, as well as the other information in this Quarterly Report, including our condensed consolidated financial statements and the related notes and Item 2. Managementâ€™s Discussion and Analysis of Financial Condition and Results of Operations. The occurrence of any of the events or developments described below could materially and adversely affect our business, financial condition, results of operations and future growth prospects. Additional risks and uncertainties not presently known to us or that we currently deem immaterial also may impair our business operations. This Quarterly Report 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.Risks Related to Our Limited Operating History, Financial Position and Capital RequirementsWe have a limited operating history, have incurred significant operating losses since our inception and expect to incur significant losses for the foreseeable future.We are an early-stage biopharmaceutical company with a limited operating history upon which our business and prospects can be evaluated. We commenced operations in 2017. To date, we have focused primarily on organizing and staffing our company; business planning; raising capital; developing and optimizing our platform technology; identifying potential product candidates; enhancing our intellectual property portfolio; undertaking research, preclinical studies, and clinical trials; and enabling manufacturing for our development programs. Our approach to the discovery and development of product candidates based on our PREDATOR platform is unproven, and we do not know whether we will be able to develop any approved products of commercial value. In addition, we currently only have two product candidates that we are developing independently,Â WTX-124 and WTX-330, and all of our other development programs are in discovery or preclinical stages. We have not yet demonstrated an ability to successfully complete any Phase 1, Phase 2 or pivotal clinical trials, obtain regulatory approvals, manufacture a commercial-scale product, or arrange for a third party to do so on our behalf, or conduct the sales and marketing activities necessary for successful product commercialization. Consequently, any predictions made about our future success or viability may not be as accurate as they could be if we had a history of successfully developing and commercializing biopharmaceutical products.We have incurred significant operating losses since our inception and have not yet generated any product revenue. If our product candidates are not successfully developed and approved, we may never generate any product revenue. Our net loss was $17.2 million for the three months ended June 30, 2024. As of JuneÂ 30, 2024, we had an accumulated deficit of $377.5 million. We expect to continue to incur losses for the foreseeable future, and we anticipate these losses will increase substantially asÂ WTX-124 and WTX-330 advance through development, and any future product candidates advance through preclinical studies and into and through clinical trials, and as we expand our clinical, regulatory, quality and manufacturing capabilities and incur additional costs associated with operating as a public company. If we obtain marketing approval for any of our product candidates, we will incur significant commercialization expenses for marketing, sales, manufacturing and distribution. We may encounter unforeseen expenses, difficulties, complications, delays and other known or unknown factors in achieving our business objectives. We will need to develop commercial capabilities, and we may not be successful in doing so. The net losses we incur may fluctuate significantly from quarter to quarter and year to year.We have no products approved for commercial sale and have not generated any revenue from product sales. We may never generate any revenue or become profitable or, if we achieve profitability, we may not be able to sustain it.To date, we have not generated any revenue from our product candidates or product sales, we do not expect to generate any revenue from the sale of products for a number of years and we may never generate revenue from the sale of products. Our ability to generate product revenue depends on a number of factors, including, but not limited to, our ability to:â€¢successfully complete our ongoing and planned preclinical studies;â€¢successfully submit investigational new drug, or IND, submissions to the U.S. Food and Drug Administration, or FDA, for any future product candidates;â€¢successfully complete clinical trials for WTX-124 and WTX-330;â€¢successfully enroll subjects in and complete future clinical trials;â€¢initiate and successfully complete all safety and efficacy studies to obtain U.S. and foreign regulatory approval for our product candidates;â€¢establish clinical and commercial manufacturing capabilities or make arrangements with third party manufacturers for clinical supply and commercial manufacturing;32Table of Contentsâ€¢obtain and maintain patent and trade secret protection or regulatory exclusivity for our product candidates;â€¢launch commercial sales of our products, if and when approved, whether alone or in collaboration with others;â€¢obtain and maintain acceptance of the products, if and when approved, by patients, the medical community and third-party payors;â€¢effectively compete with other therapies;â€¢obtain and maintain healthcare coverage and adequate reimbursement;â€¢enforce and defend intellectual property rights and claims; andâ€¢maintain a continued acceptable safety profile of our products following approval.Because of the numerous risks and uncertainties associated with biopharmaceutical product development, we are unable to accurately predict the timing or amount of expenses we may incur in connection with these activities prior to generating product revenue. In addition, we may never succeed in these activities and, even if we do, may never generate revenues that are significant enough to achieve profitability. Even if we do achieve profitability, we may not be able to sustain or increase profitability on a quarterly or annual basis. Our failure to become and remain profitable would depress the value of our company and could impair our ability to raise capital, expand our business, maintain our research and development efforts, diversify our product candidates or even continue our operations. A decline in the value of our company could also cause our stockholders to lose all or part of their investment.We will need to obtain substantial additional funding to finance our operations and complete the development and any commercialization of WTX-124, WTX-330 and any future product candidates. If we are unable to raise this capital when needed, we may be forced to delay, reduce or eliminate one or more of our research and development programs or other operations.Identifying potential product candidates and conducting preclinical testing and clinical trials is a time-consuming, expensive and uncertain process that takes years to complete, and we may never generate the necessary data or results required to obtain regulatory approval and achieve product sales. We expect to incur increasing expenses and operating losses over the next several years as we pursue clinical development of our product candidates and implement the additional infrastructure necessary to support our operations as a public reporting company. Our revenue, if any, will be derived from sales of products that we do not expect to be commercially available for a number of years, if at all. If we obtain marketing approval forÂ WTX-124, WTX-330 or any other product candidates that we develop, we expect to incur significant commercialization expenses related to product sales, marketing, distribution and manufacturing. Some of these expenses may be incurred in advance of marketing approval and could be substantial. As of JuneÂ 30, 2024, we had cash and cash equivalents of $135.3Â million. We expect that our cash and cash equivalents as of JuneÂ 30, 2024 will allow us to complete the development of WTX-124 through dose escalation and expansion as a monotherapy or in combination with pembrolizumab and the development of WTX-330 through dose escalation and expansion as a monotherapy.Our cash and cash equivalents will not be sufficient to complete development of WTX-124, WTX-330 or any other product candidate. Accordingly, we will be required to obtain further funding through public or private equity offerings, debt financings, collaborations and licensing arrangements or other sources. Adequate additional financing may not be available to us on acceptable terms, or at all. Our failure to raise capital as and when needed, on attractive terms or at all, would have a negative effect on our financial condition and our ability to develop and commercialize our current and any future product candidates, and otherwise pursue our business strategy and we may be forced to delay, reduce or eliminate our research and development programs or future commercialization efforts. In addition, our cash forecasts are based on assumptions that may prove to be wrong, and we could use our available capital resources earlier than we currently expect. Changing circumstances could cause us to consume capital significantly faster than we currently anticipate, and we may need to seek additional financing sooner than planned. 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. Our future capital requirements, both short-term and long-term, will depend on many factors, including:â€¢the scope, progress, timing, costs and results of researching and developing our current product candidates, including with respect to WTX-124 and WTX-330, or any future product candidates; â€¢the costs associated with attracting, hiring and retaining skilled personnel and consultants as our preclinical and clinical activities increase; 33Table of Contentsâ€¢the cost of manufacturing our lead product candidates, WTX-124 and WTX-330, and any future product candidates for clinical trials and, if we are able to obtain marketing approval, for commercial sale; â€¢the costs of any third-party products used in our combination clinical trials that are not covered by such third parties or other sources; â€¢the timing of, and the cost involved in, obtaining marketing approval for WTX-124, WTX-330 or any future product candidates, and our ability to obtain marketing approval and generate revenue from any potential commercial sales of such product candidates; â€¢the cost of building a sales force in anticipation of product commercialization and the cost of commercialization activities for WTX-124, WTX-330 or any future product candidates if we receive marketing approval, including marketing, sales and distribution costs; â€¢the potential emergence of competing therapies and other adverse market developments; â€¢the amount and timing of any payments we may be required to make pursuant to our license agreement with Harpoon Therapeutics, Inc., or Harpoon, or other future license agreements or collaboration agreements; â€¢our ability to establish future collaborations, licensing or other arrangements and the financial terms of any such agreements, including the timing and amount of any future milestone, royalty or other payments due under any such agreement; â€¢the costs involved in preparing, filing, prosecuting, maintaining, expanding, defending and enforcing patent claims, including litigation costs and the outcome of such litigation; â€¢any product liability or other lawsuits related to our product candidates; â€¢the extent to which we in-license or acquire other products and technologies; and â€¢the costs of operating as a public company.We do not have any committed external source of funds, and adequate additional financing may not be available to us on acceptable terms, or at all. In addition, our ability to raise additional capital may be adversely impacted by potential worsening global economic conditions both inside and outside the U.S. Our failure to raise capital as and when needed or on acceptable terms would have a negative impact on our financial condition and our ability to pursue our business strategy, and we may have to delay, reduce the scope of, suspend or eliminate one or more of our research-stage programs, clinical trials or future commercialization efforts or other operations.Raising additional capital may cause dilution to our stockholders, restrict our operations or require us to relinquish rights to our platform technology or product candidates. Unless and until we can generate a substantial amount of product revenue, we expect to seek additional capital through a combination of public or private equity offerings, debt financings, collaborations and licensing arrangements or other sources. Our issuance of additional securities, whether equity or debt, or the possibility of such issuance, may cause the market price of our common stock to decline, and our stockholders may not agree with our financing plans or the terms of such financings. For example, pursuant to the terms of our loan and security agreement, or the K2HV Loan Agreement, with K2 HealthVentures LLC, or K2HV, the lenders have the right to convert any portion of the outstanding principal amount of the first tranche part A term loan then outstanding into shares of our common stock, which right, if exercised, could have a dilutive impact on our stockholders' ownership interests. To the extent that we raise additional capital through the sale of equity or convertible debt securities, our stockholdersâ€™ ownership interests will be diluted and the terms of these securities may include liquidation or other preferences that adversely affect our stockholdersâ€™ rights. The incurrence of indebtedness would result in payment obligations and could require us to comply with certain restrictive covenants, such as limitations on our ability to incur additional debt, limitations on our ability to declare dividends, limitations on our ability to acquire or license intellectual property rights and other operating restrictions that could adversely impact our ability to conduct our business. Further, our ability to obtain additional debt financing may be limited by covenants we have made under the K2HV Loan Agreement, including our pledge of substantially all of our assets, other than our intellectual property, as collateral. If we raise additional funds through collaborations and licensing arrangements with third parties, we may have to relinquish valuable rights to our platform technology or product candidates or grant licenses on terms unfavorable to us. In addition, securing additional financing would require a substantial amount of time and attention from our management and may divert a disproportionate amount of their attention away from day-to-day activities, which may adversely affect our managementâ€™s ability to oversee the development of our product candidates.34Table of ContentsWe have a term loan facility that requires us to comply with certain operating covenants and places restrictions on our operating and financial flexibility.All outstanding obligations under the K2HV Loan Agreement are secured by our personal property (exclusive of any intellectual property) and are subject to acceleration upon an event of default. Under the K2HV Loan Agreement, we are required to comply with certain negative covenants, which among other things, restrict us from incurring future debt or granting liens, effectuating a merger or consolidation with or into any other business organization, paying dividends or making certain other distributions or repurchasing our equity, disposing of our assets, and making investments in any entities or instruments, subject, in each case, to certain exceptions specified in the K2HV Loan Agreement. The K2HV Loan Agreement also contains standard affirmative covenants, including with respect to the issuance of audited consolidated financial statements, insurance, and maintenance of good standing and government compliance in our state of formation. Our failure to comply with any of the foregoing covenants would result in an event of default under the K2HV Loan Agreement.Our financial obligations and contractual commitments under the K2HV Loan Agreement could have significant adverse consequences, including:â€¢requiring us to dedicate a portion of our cash resources to the payment of interest and principal, reducing money available to fund working capital, capital expenditures, product development and other general corporate purposes;â€¢increasing our vulnerability to adverse changes in general economic, industry and market conditions;â€¢subjecting us to restrictive covenants that may reduce our ability to take certain corporate actions or obtain further debt or equity financing;â€¢limiting our flexibility in planning for, or reacting to, changes in our business and the industry in which we compete; andâ€¢placing us at a competitive disadvantage compared to our competitors that have less debt or better debt servicing options.Under the K2HV Loan Agreement, the occurrence of an event or circumstance that could be expected to have a material adverse effect on our business, operations, properties, assets or condition is an event of default. If an event of default occurs and the lenders accelerate the amounts due, we may not be able to make accelerated payments,

and the lenders could seek to enforce security interests in the collateral securing such indebtedness, which includes substantially all of our assets other than our intellectual property. In addition, the covenants under the K2HV Loan Agreement, the pledge of our assets as collateral and the negative pledge with respect to our intellectual property could limit our ability to obtain additional debt financing.Changes in tax laws or in their implementation or interpretation could adversely affect our business and financial condition.Changes in tax laws or in their implementation or interpretation may adversely affect our business or financial condition. The Tax Cuts and Jobs Act of 2017, or TCJA, as amended by the Coronavirus Aid, Relief, and Economic Security Act, or CARES Act, significantly revised the Internal Revenue Code of 1986, as amended, or the Code. The TCJA, among other things, contains significant changes to corporate taxation, including the reduction of the corporate tax rate from a top marginal rate of 35% to a flat rate of 21% and the limitation of the deduction for net operating losses to 80% of current year taxable income for losses arising in taxable years beginning after December 31, 2017 (though any such net operating losses may be carried forward indefinitely but no longer carried back). In addition, beginning in 2022, the TCJA eliminated the option to deduct research and development expenditures currently and generally requires corporations to capitalize and amortize them over five years or 15 years (for expenditures attributable to foreign research). In addition to the CARES Act, as part of Congressâ€™s response to the COVID-19 pandemic, economic relief legislation was enacted in 2020 and 2021 containing tax provisions. The Inflation Reduction Act, or the IRA, which was signed into law in August 2022, also introduced new tax provisions, including a one percent excise tax imposed on certain stock repurchases by publicly traded companies, which generally applies to any acquisition of stock by the publicly traded company (or certain of its affiliates) from a stockholder of the company in exchange for money or other property (other than stock of the company itself), subject to a de minimis exception. Thus, the excise tax could apply to certain transactions that are not traditional stock repurchases. Regulatory guidance under the TCJA and such additional legislation is and continues to be forthcoming, and such guidance could ultimately increase or lessen their impact on our business and financial condition. In addition, it is uncertain if and to what extent various states will conform to the TCJA and additional tax legislation.Our ability to utilize our net operating loss carryforwards and certain other tax attributes may be limited. We have incurred substantial losses during our history. We do not anticipate generating revenue from sales of products for the foreseeable future, if ever, and we may never achieve profitability. As of DecemberÂ 31, 2023, we had federal and state net operating loss carryforwards of $96.6Â million and $44.9Â million, respectively. Under SectionÂ 382 of the Code, if a corporation 35Table of Contentsundergoes an â€œownership changeâ€ (generally defined as a greater than 50 percentage point change (by value) in the ownership of its equity by certain stockholders over a three-year period), the corporationâ€™s ability to use its pre-change net operating loss carryforwards and other pre-change tax attributes to offset its post-change income may be limited. As a result of our prior private placement financings or other transactions, we have experienced ownership changes on June 10, 2019, August 2, 2019 and August 31, 2022, and we may in the future experience ownership changes as a result of subsequent changes in our stock ownership for purposes of Section 382. As a result, if we earn net taxable income, our ability to use our pre-change net operating loss carryforwards and other pre-change tax attributes to offset U.S. federal taxable income are subject to limitations, which could result in increased future tax liability to us and could have an adverse effect on our future results of operations. There is also a risk that due to regulatory changes, such as suspension of the use of net operating losses, or for other unforeseen reasons, our existing net operating losses and other tax attributes could expire or otherwise become unavailable to offset future income tax liabilities. As described above in â€œChanges in tax laws or in their implementation or interpretation could adversely affect our business and financial condition,â€ the TCJA, as amended by the CARES Act, includes changes to U.S. federal tax rates and rules governing net operating loss carryforwards that may significantly impact our ability to utilize net operating losses to offset taxable income in the future. In addition, state net operating losses generated in one state cannot be used to offset income generated in another state. For these reasons, we may be unable to use a material portion of our net operating losses and other tax attributes.Risks Related to the Discovery, Development, Regulatory Approval and Commercialization of Our Product Candidates We are early in our development efforts and our current product candidates will require successful completion of preclinical and clinical development before we can seek regulatory approval for any product candidates.We are early in our development efforts and have invested substantially all of our efforts and financial resources in building our PREDATOR platform and developing our initial INDUKINE molecules by leveraging our PREDATOR platform. Our lead product candidates are in the early stages of clinical trial development. Additionally, we have a portfolio of programs that are in even earlier stages of preclinical development and may never advance to clinical-stage development. Our ability to generate product revenue, which we do not expect will occur for many years, if ever, will depend heavily on the successful development and eventual commercialization of our product candidates, which may never occur. We currently generate no revenue from sales of any product, and we may never be able to develop or commercialize a marketable product.Our business is highly dependent on the success of our initial INDUKINE molecules, which are in the early stages of development and will require significant additional preclinical and clinical development before we can seek regulatory approval for and launch a product commercially. Our business and future success is highly dependent on our ability to obtain regulatory approval of and then successfully launch and commercialize ourÂ initial INDUKINE molecules, including our most advanced product candidates,Â WTX-124 and WTX-330. Commencing clinical trials in the United States is subject to acceptance by the FDA of an IND and finalizing the trial design based on discussions with the FDA and other regulatory authorities. In the event that the FDA requires us to complete additional preclinical studies or we are required to satisfy other FDA requests prior to commencing clinical trials, the start of a clinical trial may be delayed. Even after we receive and incorporate guidance from these regulatory authorities, the FDA or other regulatory authorities could disagree that we have satisfied their requirements to commence any clinical trial or change their position on the acceptability of our trial design or the clinical endpoints selected, which may require us to complete additional preclinical studies or clinical trials or impose stricter approval conditions than we currently expect. There are equivalent processes and risks applicable to clinical trial applications in other countries, including countries in the European Union. We may experience issues surrounding preliminary trial execution, such as delays in FDA acceptance of our INDs, revisions in trial design and finalization of trial protocols, difficulties with patient recruitment and enrollment, quality and provision of clinical supplies, or early safety signals. We are not permitted to market any biological product in the United States until we receive approval of a Biologics License Application, or BLA, or a new drug application, or NDA, from the FDA. We have not previously submitted a BLA or an NDA to the FDA, or similar marketing application to comparable foreign regulatory authorities. A BLA or an NDA must include extensive preclinical and clinical data and supporting information to establish that the product candidate is safe, pure and potent for each desired indication. A BLA or an NDA must also include significant information regarding the chemistry, manufacturing and controls for the product, and the manufacturing facilities must complete a successfulÂ pre-licenseÂ inspection. FDA approval of a BLA or an NDA is not guaranteed, and the review and approval process is expensive and uncertain and may take several years. The FDA also has substantial discretion in the approval process. The number and types of preclinical studies and clinical trials that will be required for BLA or NDA approval varies depending on the product candidate, the disease or the 36Table of Contentscondition that the product candidate is designed to treat and the regulations applicable to any particular product candidate. Despite the time and expense associated with preclinical studies and clinical trials, failure can occur at any stage. The FDA may also require a panel of experts, referred to as an Advisory Committee, to deliberate on the adequacy of the safety and efficacy data to support approval. The opinion of the Advisory Committee, although not binding, may have a significant impact on our ability to obtain approval of any product candidate that we develop based on the completed clinical trials. Our ability to generate product revenues, which we do not expect will occur for many years, if ever, will depend heavily on our ability to successfully develop and commercialize WTX-124, WTX-330 and any future product candidates. The success of our product candidates will depend on several factors, including the following: â€¢completion of preclinical studies and clinical trials with favorable results; â€¢acceptance of INDs by the FDA or similar regulatory filing by comparable foreign regulatory authorities for the conduct of clinical trials of our product candidates and our proposed design of future clinical trials; â€¢receipt of marketing approvals from applicable regulatory authorities, including BLAs or NDAs from the FDA and maintaining such approvals; â€¢making arrangements with our third-party manufacturers for, or establishing, commercial manufacturing capabilities; â€¢maintaining an acceptable safety profile of our products following approval; and â€¢maintaining and growing an organization of scientists and business people who can develop our products and technology. Generally, public concern regarding the safety of biopharmaceutical products could delay or limit our ability to obtain regulatory approval, result in the inclusion of unfavorable information in our labeling or require us to undertake other activities that may entail additional costs. We have not obtained FDA approval for any product. This lack of experience may impede our ability to obtain FDA approval in a timely manner, if at all, for WTX-124, WTX-330 or any future product candidates. The success of our business, including our ability to finance our company and generate any revenue in the future, will primarily depend on the successful development, regulatory approval and commercialization of WTX-124, WTX-330 and any future product candidates, which may never occur. Given our early stage of development, it will be years before we are able to demonstrate the safety and efficacy of a treatment sufficient to warrant approval for commercialization, and we may never be able to do so. If we are unable to develop, or obtain regulatory approval for, or, if approved, successfully commercialize our current or any future product candidates, we may not be able to generate sufficient revenue to continue our business. Our approach to the discovery and development of product candidates based on our PREDATOR platform is unproven, and we do not know whether we will be able to develop any products of commercial value. The success of our business depends primarily upon our ability to discover, develop and commercialize products based on our novel PREDATOR platform. While we have had favorable preclinical study results related to WTX-124 and WTX-330, both of which we are developing by leveraging our PREDATOR platform, and have announced favorable early-stage clinical trial results related to WTX-124 and WTX-330, we have not yet succeeded and may not succeed in demonstrating efficacy and safety for any product candidates in clinical trials or in obtaining marketing approval thereafter. We have no assurance that our PREDATOR platform will be able to produce product candidates that will successfully progress from preclinical studies into clinical development and ultimately marketing approval. We have invested substantially all of our efforts and financial resources in building our PREDATOR platform and developing our initial INDUKINE molecules by leveraging our PREDATOR platform, and our future success is highly dependent on the continued successful development of our platform and product candidates that we develop by leveraging our platform. Because all of our product candidates are based upon our PREDATOR platform, any development problems we may experience in the future related to any of our product candidates has the potential to impact the development of our other product candidates and any such development problems have the potential to cause significant delays or unanticipated costs and may ultimately not be able to be solved. In addition, the clinical trial requirements of the FDA and other regulatory agencies and the criteria these regulators use to determine the safety and efficacy of a product candidate may vary according to the type, complexity, novelty and intended use and market of the potential products. The regulatory approval process for novel product candidates can be more expensive and take longer than for other, better known or extensively studied pharmaceutical or other product candidates. As a result, we may face a greater regulatory burden to initiate clinical trials or to obtain regulatory approval of our product candidates as compared to product candidates based on more established technology. In addition, any product candidates for which we may be able to obtain marketing approval may be subject to extensive post-approval regulatory requirements, including requirements pertaining to manufacturing, distribution and promotion. We may need to devote significant time and resources to compliance with these requirements. 37Table of ContentsManufacturing INDUKINE molecules is subject to risk since they are a novel class of multi-domain biologics that include protease cleavable linkers, and they have never been produced on a commercial scale. We may be unable to manufacture INDUKINE molecules at the scale needed for late-stage clinical development and commercial production on a timely basis or at all, which would adversely affect our ability to conduct clinical trials and seek regulatory approvals or commercialize our programs, which would have an adverse effect on our business. The manufacturing cell line currently in use, and any future cell line that may be used, to manufacture multi-domain proteins that include our protease cleavable linkers presents a risk that unintended proteolysis may occur during the manufacture of INDUKINE molecules and that undesired fragments may not be able to be sufficiently removed by the purification process. The novel multi-domain composition of INDUKINE molecules may present a risk due to its complexity and challenges inherent to the manufacture of biologics. As a result, the risk of delays or failure in the manufacture of our INDUKINE molecules is high. Additionally, each INDUKINE molecule that we may develop is unique, from a manufacturing perspective, so any learnings from the manufacture of other INDUKINE molecules may not apply to the manufacture of new INDUKINE molecules. Before commencing clinical trials for new product candidates, the manufactured INDUKINE molecules must complete extensive analytical testing and be qualified for use in human studies. We cannot be certain of the timely completion or outcome of our analytical testing and suitability for human studies and cannot predict if the FDA or other regulatory authorities will accept our proposed clinical material or if the outcome of our analytical testing will ultimately support the further development of future programs or clinical trials. As a result, we cannot be sure that we will be able to submit INDs or similar applications for any future clinical programs on the timelines we expect, if at all, and we cannot be sure that the submission of INDs or similar applications will result in the FDA or other regulatory authorities allowing future clinical trials to begin. In addition, we cannot be certain that we will be able to produce product candidates at the scale required for our clinical trials and, for any approved products, commercial production on a timely basis or at all, which could also have an 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. We have chosen to initially develop our lead product candidates, WTX-124 and WTX-330, for the treatment of advanced solid tumors and the treatment of relapsed or refractory advanced or metastatic tumors or lymphoma, respectively. Nevertheless, our development efforts will be limited to a small number of cancer types and we may forego or delay pursuit of opportunities in other cancer types that may prove to have greater potential. Likewise, we may forego or delay the pursuit of opportunities with other potential product candidates that may 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 product candidates. If we do not accurately evaluate the commercial potential or target market for a particular product candidate, we may relinquish valuable rights to that product candidate through collaboration, licensing or other similar arrangements in cases in which it would have been more advantageous for us to retain sole development and commercialization rights to the product candidate. Preclinical development is uncertain. Our preclinical programs may experience delays or may never advance to clinical trials, which would adversely affect our ability to obtain regulatory approvals or commercialize these programs on a timely basis or at all, which would have an adverse effect on our business. Risk of failure for preclinical product candidates is high. Before we can commence clinical trials for our preclinical product candidates, we must complete extensive preclinical testing and studies that support INDs in the United States, or similar applications in other jurisdictions. We cannot be certain of the timely completion or outcome of our preclinical testing and studies and cannot predict if the FDA or other regulatory authorities will accept our proposed clinical programs or if the outcome of our preclinical testing and studies will ultimately support the further development of our programs. As a result, we cannot be sure that we will be able to successfully submit INDs or similar applications for our preclinical programs on the timelines we expect, if at all, and we cannot be sure that submission of INDs or similar applications will result in the FDA or other regulatory authorities allowing clinical trials to begin. Preclinical studies and clinical trials are expensive, time-consuming and difficult to design and implement, and involve uncertain outcomes. Furthermore, results of earlier preclinical studies and clinical trials may not be predictive of results of future preclinical studies or clinical trials. The risk of failure for our current and any future product candidates is high. It is impossible to predict when or if any of our future product candidates will successfully complete preclinical studies, or if any of our current or future product candidates will complete clinical trials evaluating their safety and effectiveness in humans or will ultimately receive regulatory approval. To obtain the requisite regulatory approvals to market and sell any of our product candidates, we must demonstrate through extensive preclinical studies and clinical trials that our product candidates are safe and effective in humans for use in each target 38Table of Contentsindication. Preclinical and clinical testing is expensive and can take many years to complete, and the outcome is inherently uncertain. Failure can occur at any time during the preclinical or clinical trial process. The outcome of preclinical testing and early clinical trials may not be predictive of the results of later clinical trials, and interim results of a clinical trial do not necessarily predict final results. In particular, while we have conducted certain preclinical studies of WTX-124 and WTX-330 and have entered early clinical stage development, we do not know whether either of these product candidates will perform in our clinical trials as it has performed in these prior preclinical studies.

Similarly, there can be no assurance that interim or preliminary clinical data or results, including, without limitation, the preliminary Phase 1/1b clinical data reported for WTX-124 and initial safety and efficacy data reported for WTX-330, will be predictive of future clinical data or results, and there can be no assurance that success in early clinical trials will lead to success in later clinical trials. Many companies in the biopharmaceutical and biotechnology industries have suffered significant setbacks in late-stage clinical trials after achieving positive results in early-stage development and we cannot be certain that we will not face similar setbacks. These setbacks have been caused by, among other things, preclinical findings made while clinical trials were underway, or safety or efficacy observations made in preclinical studies and clinical trials, including previously unreported adverse events. Moreover, preclinical and clinical data are often susceptible to varying interpretations and analyses, and many companies that have believed their product candidates performed satisfactorily in preclinical studies and clinical trials have nonetheless failed to obtain marketing approval of their products. In some instances, there can be significant variability in safety or efficacy results between different clinical trials of the same product candidate due to numerous factors, including changes in clinical trial procedures set forth in protocols, differences in the size and type of the patient populations, adherence to the dosing regimen and other clinical trial protocols, and the rate of dropout among clinical trial participants. If we fail to produce positive results in our planned preclinical studies or clinical trials of any of our product candidates, the development timeline and regulatory approval and commercialization prospects for our product candidates, and, correspondingly, our business and financial prospects, would be materially and adversely affected. We may encounter substantial delays in the commencement or completion, or termination or suspension, of our clinical trials, which could result in increased costs to us, delay or limit our ability to generate revenue and adversely affect our commercial prospects. 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 candidate for its intended indications. We cannot guarantee that any clinical trials will be conducted as planned or completed on schedule, if at all. We may experience numerous unforeseen events during or as a result of clinical trials that could delay or prevent our ability to receive marketing approval or commercialize our current or future product candidates, including: â€¢we may be unable to generate sufficient preclinical, toxicology, or other in vivo or in vitro data to obtain regulatory authorizations to commence a clinical trial; â€¢we may experience issues in reaching a consensus with regulatory authorities on trial design; â€¢regulators or institutional review boards, or IRBs, or ethics committees may not authorize us or our investigators to commence a clinical trial or conduct a clinical trial at a prospective trial site; â€¢we may experience delays in reaching, or fail to reach, agreement on acceptable terms with prospective trial sites and prospective contract research organizations, or CROs, the terms of which can be subject to extensive negotiation and may vary significantly among different CROs and trial sites; â€¢clinical trial sites may deviate from a trial protocol or drop out of a trial or fail to conduct the trial in accordance with regulatory requirements; â€¢the number of subjects required for clinical trials of our product candidates may be larger than we anticipate or subjects may fail to enroll or remain in clinical trials at the rate we expect; â€¢subjects that enroll in our studies may misrepresent their eligibility or may otherwise not comply with the clinical trial protocol, resulting in the need to drop the subject from the trial, increase the needed enrollment size for the clinical trial or extend its duration; â€¢subjects may choose an alternative treatment for the indication for which we are developing our product candidates, or participate in competing clinical trials; â€¢subjects may experience severe or unexpected drug-related adverse effects; â€¢clinical trials of our product candidates may produce unfavorable, inconclusive, or clinically insignificant results; 39Table of Contentsâ€¢we may decide to, or regulators or IRBs or ethics committees may require us to, make changes to a clinical trial protocol or conduct additional preclinical studies or clinical trials, or we may decide to abandon product development programs; â€¢we may need to add new or additional clinical trial sites; â€¢our third-party contractors, including those manufacturing our product candidates or conducting clinical trials on our behalf, may fail to comply with regulatory requirements or meet their contractual obligations to us in a timely manner, or at all; â€¢we may experience manufacturing delays, and any changes to manufacturing processes or third party contractors that may be necessary or desired could result in other delays; â€¢we or our third party contractors may experience delays due to complications associated with public health crises such as the COVID-19 pandemic; â€¢the cost of preclinical testing and studies and clinical trials of any product candidates may be greater than we anticipate or greater than our available financial resources; â€¢the supply or quality of our product candidates or other materials necessary to conduct clinical trials of our product candidates may be insufficient or inadequate or we may not be able to obtain sufficient quantities of combination therapies for use in clinical trials; â€¢reports may arise from preclinical or clinical testing of other cancer therapies that raise safety or efficacy concerns about our product candidates; and â€¢regulators may revise the requirements for approving our product candidates, or such requirements may not be as we anticipate. If we are required to conduct additional clinical trials or other testing of our product candidates beyond the clinical trials and testing that we contemplate, if we are unable to successfully complete clinical trials or other testing of our product candidates, if the results of these clinical trials or tests are unfavorable or are only modestly favorable or if there are safety concerns associated with any of product candidates, we may: â€¢incur additional unplanned costs; â€¢be required to suspend or terminate ongoing clinical trials; â€¢be delayed in obtaining marketing approval, if at all; 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; â€¢be subject to additional post-marketing testing or other requirements; â€¢be required to perform additional clinical trials to support approval; â€¢have regulatory authorities withdraw, or suspend, their approval of the drug or impose restrictions on its distribution in the form of a modified risk evaluation and mitigation strategy, or REMS; â€¢be subject to the addition of labeling statements, such as warnings or contraindications; â€¢have the product removed from the market after obtaining marketing approval; â€¢be subject to lawsuits; or â€¢experience damage to our reputation. Conducting clinical trials in foreign countries, as we may do for our product candidates, presents additional risks that may delay completion of our clinical trials. These risks include the failure of enrolled patients in foreign countries to adhere to clinical protocols 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. Moreover, principal investigators for our clinical trials may serve as scientific advisors or consultants to us from time to time and receive compensation in connection with such services. Under certain circumstances, we may be required to report some of these relationships to the FDA or comparable foreign regulatory authorities. The FDA or comparable foreign regulatory authority may conclude that a financial relationship between us and a principal investigator has created a conflict of interest or otherwise affected interpretation of the trial. The FDA or comparable foreign regulatory authority may therefore question the integrity of the data generated at the applicable clinical trial site and the utility of the clinical trial itself may be jeopardized. 40Table of ContentsThis could result in a delay in approval, or rejection, of our marketing applications by the FDA or comparable foreign regulatory authorities, as the case may be, and may ultimately lead to the denial of marketing approval of one or more of our product candidates. In addition, the FDAâ€™s and other regulatory authoritiesâ€™ policies with respect to clinical trials may change and additional government regulations may be enacted. If we are slow or unable to adapt to changes in existing requirements or the adoption of new requirements or policies governing clinical trials, our development plans may be impacted. For example, in December 2022 with the passage of the Food and Drug Omnibus Reform Act of 2022, Congress required sponsors to develop and submit a diversity action plan for each Phase 3 clinical trial or any other â€œpivotal studyâ€ of a new drug or biological product. These plans are meant to encourage the enrollment of more diverse patient populations in late-stage clinical trials of FDA-regulated products. Specifically, actions plans must include the sponsorâ€™s goals for enrollment, the underlying rationale for those goals, and an explanation of how the sponsor intends to meet them. In addition to these requirements, the legislation directs the FDA to issue new guidance on diversity action plans.Similarly, the regulatory landscape related to clinical trials in the European Union, or EU, recently evolved. The EU Clinical Trials Regulation, or CTR, which was adopted in April 2014 and repeals the EU Clinical Trials Directive, became applicable on January 31, 2022. While the Clinical Trials Directive required a separate clinical trial application, or CTA, to be submitted in each member state, to both the competent national health authority and an independent ethics committee, the CTR introduces a centralized process and only requires the submission of a single application to all member states concerned. The CTR allows sponsors to make a single submission to both the competent authority and an ethics committee in each member state, leading to a single decision per member state. The assessment procedure of the CTA has been harmonized as well, including a joint assessment by all member states concerned, and a separate assessment by each member state with respect to specific requirements related to its own territory, including ethics rules. Each member stateâ€™s decision is communicated to the sponsor via the centralized EU portal. Once the CTA is approved, clinical study development may proceed. If we are not able to adapt to these and other changes in existing requirements or the adoption of new requirements or policies governing clinical trials, our development plans may be impacted.In addition to the factors above, we may make formulation or manufacturing changes to our product candidates, in which case we may need to conduct additional preclinical studies to bridge our modified product candidates to earlier versions, which may be costly, time consuming and may not be successful at all. Our failure to successfully initiate and complete clinical trials of our product candidates and to demonstrate the efficacy and safety necessary to obtain regulatory approval to market any of our product candidates would significantly harm our business. We cannot provide assurances that our clinical trials will begin as planned or be completed on schedule, if at all, or that we will not need to restructure our clinical trials. Significant preclinical study or 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 and impair our ability to successfully commercialize our product candidates, which may harm our business and results of operations. In addition, many of the factors that cause, or lead to, delays of clinical trials may ultimately lead to the denial of regulatory approval of our product candidates. If we experience delays or difficulties in the enrollment of patients in clinical trials, our clinical development activities could be delayed or otherwise adversely affected. We may experience difficulties in patient enrollment in our clinical trials for a variety of reasons. The timely completion of clinical trials in accordance with their protocols depends, among other things, on our ability to enroll a sufficient number of patients who remain in the study until its conclusion. We may experience difficulties in patient enrollment in our clinical trials for a variety of reasons. The enrollment of patients depends on many factors, including: â€¢the severity of the disease under investigation; â€¢the patient eligibility and the inclusion and exclusion criteria defined in the protocol; â€¢the size and health of the patient population required for analysis of the trialâ€™s primary endpoints; â€¢the proximity of patients to trial sites; â€¢the design of the trial; â€¢our ability to recruit clinical trial investigators with the appropriate competencies and experience; â€¢cliniciansâ€™ and patientsâ€™ perceptions as to the potential advantages of the drug candidate being studied in relation to other available therapies, including any new drugs that may be approved for the indications we are investigating; â€¢our ability to obtain and maintain patient consents; 41Table of Contentsâ€¢our ability to monitor patients adequately during and after treatment; â€¢the risk that patients enrolled in clinical trials will drop out of the trials before completion; and â€¢factors we may not be able to control, including the impacts of public health crises such as the COVID-19 pandemic, which may limit the availability of patients, principal investigators or staff or clinical sites. In addition, our clinical trials will compete with other clinical trials for product candidates that are in the same therapeutic areas as our product candidates, and this competition will reduce the number and types of patients available to us, because some patients who might have opted to enroll in our trials may instead opt to enroll in a trial being conducted by one of our competitors. Since the number of qualified clinical investigators is limited, we expect to conduct some of our clinical trials at the same clinical trial sites that some of our competitors use, which will reduce the number of patients who are available for our clinical trials at such clinical trial site. Our inability to enroll a sufficient number of patients for our clinical trials would result in significant delays or might require us to abandon one or more clinical trials altogether. Enrollment delays in our clinical trials may result in increased development costs for our product candidates, slow down or halt our product candidate development and approval process and jeopardize our ability to seek and obtain the marketing approval required to commence product sales and generate revenue, which would cause the value of our company to decline and limit our ability to obtain additional financing, if needed. Our product candidates may cause undesirable or unexpectedly severe side effects that could delay or prevent their regulatory approval, limit the commercial profile of an approved label, or result in significant negative consequences following marketing approval, if any. Undesirable or unexpectedly severe side effects caused by our product candidates could cause us to interrupt, delay or halt preclinical studies or could cause us or regulatory authorities to interrupt, delay or halt clinical trials and could result in a more restrictive label or the delay or denial of regulatory approval by the FDA or comparable foreign regulatory authorities. It is likely that, as is the case with many treatments for cancer, there may be side effects associated with the use of our product candidates. Results of our trials could reveal a high and unacceptable severity and prevalence of these or other side effects. In such an event, our trials could be suspended or terminated and the FDA or comparable foreign regulatory authorities could order us to cease further development of or deny approval of our product candidates for any or all targeted indications. Treatment-related side effects could also affect patient recruitment or the ability of enrolled patients to complete the trial or result in potential product liability claims. Any of these occurrences may harm our business, financial condition and prospects significantly. Further, by design, clinical trials rely on a sample of the potential patient population. With a limited number of patients and limited duration of exposure, rare and severe side effects of our product candidates may only be uncovered when a significantly larger number of patients is exposed to the product candidate. If our product candidates receive marketing approval and we or others identify undesirable side effects caused by such product candidates after such approval, a number of potentially significant negative consequences could result, including: â€¢regulatory authorities may require the addition of labeling statements, such as a â€œblack boxâ€ warning or a contraindication; â€¢we may be required to create a medication guide outlining the risks of such side effects for distribution to patients; â€¢regulatory authorities may require a REMS plan to mitigate risks, which could include medication guides, physician communication plans, or elements to assure safe use, such as restricted distribution methods, patient registries and other risk minimization tools; â€¢we may be required to change the way such product candidates are distributed or administered, conduct additional clinical trials or change the labeling of the product candidates; â€¢we may be subject to regulatory investigations and government enforcement actions; â€¢regulatory authorities may withdraw or limit their approval of such product candidates; â€¢we may decide to remove such product candidates from the marketplace; â€¢we could be sued and held liable for injury caused to individuals exposed to or taking our product candidates; and â€¢we may suffer reputational harm. Any of these events could prevent us from achieving or maintaining market acceptance of the particular product candidate, if approved, and could significantly harm our business, results of operations and prospects. 42Table of ContentsInterim top-line and preliminary data from our clinical trials that we announce or publish from time to time 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 publish interim top-line or preliminary data from our clinical trials. Interim data from clinical trials that we may complete are subject to the risk that one or more of the clinical outcomes may materially change as patient enrollment continues and more patient data become available. Preliminary or â€œtop-lineâ€ data also remain subject to audit and verification procedures that may result in the final data being materially different from the preliminary data previously published. As a result, interim and preliminary data should be viewed with caution until the final data are available. Adverse differences between preliminary or interim data and final data could significantly harm our business prospects. We are developing WTX-124, and could potentially develop WTX-330 and future product candidates, in combination with third-party drugs, some of which may still be in development, and we will have limited or no control over the safety, supply, regulatory status or regulatory approval of such drugs. We are developing WTX-124, and could potentially develop WTX-330 and other future product candidates, in combination with third-party cancer drugs, which may be either approved or unapproved. For example, we are conducting a clinical trial of WTX-124 both as monotherapy and in combination with pembrolizumab. Our ability to develop and ultimately commercialize our current product candidates, and any future product candidates, used in combination with third-party drugs will depend on our ability to access such drugs on commercially reasonable terms for clinical trials and their availability for use with our commercialized product, if approved. We cannot be certain that current or potential future commercial relationships will provide us with a steady supply of such drugs on commercially reasonable terms or at all. Any failure to maintain or enter into new successful commercial relationships, or the expense of purchasing such third-party drugs in the market, may delay our development timelines, increase our costs and jeopardize our ability to develop our current product candidates and any future product candidates as commercially viable therapies. If any of these occur, our business, financial condition, operating results, or prospects may be materially harmed. Moreover, the development of product candidates for use in combination with another product or product candidate may present challenges that are not faced for single agent product candidates. For example, our clinical trial for WTX-124 in combination with pembrolizumab may result in adverse events based on the combination therapy that may

negatively impact the reported safety profile of the monotherapy in such clinical trials. Checkpoint inhibitors have been shown to have adverse events, including immune-related adverse events involving the lung, liver and other organ systems, which may limit the maximum dose in our clinical trials or otherwise negatively impact our combination clinical trials. In addition, the FDA or comparable foreign regulatory authorities may require us to use more complex clinical trial designs in order to evaluate the contribution of each product and product candidate to any observed effects. It is possible that the results of such trials could show that any positive previous trial results are attributable to the third-party drug and not our product candidate. Developments related to the third-party drug may also impact our clinical trials for the combination as well as our commercial prospects should we receive regulatory approval. Such developments may include changes to the third-party drugâ€™s safety or efficacy profile, changes to the availability of the third-party drug, quality, and manufacturing and supply issues with respect to the third-party drug. If we are able to obtain marketing approval, the FDA or comparable foreign regulatory authorities may require that products used in conjunction with each other be cross labeled for combined use. To the extent that we do not have rights to the third-party drug, this may require us to work with such third party to satisfy such a requirement. We would also continue to be subject to the risks that the FDA or comparable foreign regulatory authorities could revoke approval of the third-party drug used in combination with our product candidate or that safety, efficacy, manufacturing or supply issues could arise with such drug. Similarly, if the third-party drugs we use in combination with our product candidates are replaced as the standard of care for the indications we choose for any of our product candidates, the FDA or comparable foreign regulatory authorities may require us to conduct additional clinical trials. The occurrence of any of these risks could result in our own products, if approved, being removed from the market or being less successful commercially.We may not be successful in our efforts to identify or discover additional product candidates. Although we intend to explore other therapeutic opportunities in addition to the product candidates that we are currently developing, we may fail to identify or discover viable new product candidates for clinical development for a number of reasons. If we fail to identify additional potential product candidates, our business could be materially harmed. Research programs to pursue the development of our existing and planned product candidates for additional indications and to identify new product candidates and disease targets require substantial technical, financial and human resources whether or not 43Table of Contentsthey are ultimately successful. Our research programs may initially show promise in identifying potential indications and/or product candidates, yet fail to yield results for clinical development for a number of reasons, including: â€¢the research methodology used may not be successful in identifying potential indications and/or product candidates; â€¢potential product candidates may, after further study, be shown to have harmful adverse effects or other characteristics that indicate they are unlikely to be effective drugs; or â€¢it may take greater human and financial resources than we will possess to identify additional therapeutic opportunities for our product candidates or to develop suitable potential product candidates through internal research programs, thereby limiting our ability to develop, diversify and expand our product portfolio. Accordingly, there can be no assurance that we will ever be able to identify additional therapeutic opportunities for our current product candidates or to develop suitable additional product candidates through internal research programs, which could materially adversely affect our future growth and prospects. We may become exposed to costly and damaging liability claims, either when testing our product candidates in the clinic or following commercial sale, and any product liability insurance we may obtain may not cover all damages from such claims. We are exposed to potential product liability risks that are inherent in the research, development, manufacturing, marketing and use of biopharmaceutical products. The use of product candidates by us in clinical trials, and any sale of approved products in the future, may expose us to liability claims. For example, we may be sued if our product candidates cause or are perceived to cause injury or are found to be otherwise unsuitable during clinical trials, manufacturing, marketing or sale. Any such product liability claims may include allegations of defects in manufacturing, defects in design, a failure to warn of dangers inherent in the product, negligence, strict liability or a breach of warranties. Claims could also be asserted under state consumer protection acts. Although the clinical trial process is designed to identify and assess potential side effects, it is always possible that a drug, even after regulatory approval, may exhibit unforeseen side effects. If any of our product candidates were to cause adverse side effects during clinical trials or after approval thereof, we may be exposed to substantial liabilities. Physicians and patients may not comply with any warnings that identify known potential adverse effects and patients who should not use our product candidates. If we cannot successfully defend ourselves against product liability claims, we may incur substantial liabilities or be required to limit or cease the development or commercialization of our product candidates or any products for which we may have received marketing approval. Even a successful defense would require significant financial and management resources. Regardless of the merits or eventual outcome, liability claims may result in: â€¢delay or termination of clinical trials; â€¢decreased demand for any product candidates or products that we may develop; â€¢injury to our reputation and significant negative media attention; â€¢withdrawal of clinical trial participants or difficulties in recruiting new trial participants; â€¢initiation of investigations by regulators; â€¢costs to defend or settle the related litigation; â€¢a diversion of managementâ€™s time and our resources; â€¢substantial monetary awards to trial participants or patients; â€¢product recalls, withdrawals or labeling, marketing or promotional restrictions; â€¢significant negative financial impact; and â€¢the inability to commercialize any of our product candidates, if approved. Although we will seek to procure and maintain product liability insurance coverage, such insurance may not be adequate to cover all liabilities that we may incur. We may need to increase our insurance coverage each time we commence a clinical trial and if we successfully commercialize any product candidate. As the expense of insurance coverage is increasing, we may not be able to maintain insurance coverage at a reasonable cost or in an amount adequate to satisfy any liability that may arise. If a successful product liability claim or series of claims is brought against us for uninsured liabilities or in excess of insured liabilities, our assets may not be sufficient to cover such claims and our business operations could be materially harmed. 44Table of ContentsWe have never commercialized a product candidate and we may lack the necessary expertise, personnel and resources to successfully commercialize any products that receive regulatory approval, either on our own or together with collaborators. We have never commercialized a product candidate. We currently have no sales force or marketing or distribution capabilities. To achieve commercial success of our product candidates, if any are approved, we will have to develop our own sales, marketing and supply capabilities or outsource these activities to one or more third parties. Factors that may affect our ability to commercialize our product candidates on our own include our ability to recruit and retain adequate numbers of effective sales and marketing personnel and obtain access to or persuade adequate numbers of physicians to prescribe our product candidates, as well as any unforeseen costs we may incur in connection with creating an independent sales and marketing organization. Developing a sales and marketing organization requires significant investment, is time-consuming and could delay the launch of our product candidates. We may not be able to build an effective sales and marketing organization in the United States, the European Union or other key global markets. To the extent we need to rely upon one or more third parties, we may have little or no control over the marketing and sales efforts of those third parties and our revenue from product sales may be lower than if we had commercialized our product candidates ourselves. We will also face competition in any search for third parties to assist us with sales and marketing efforts for our product candidates. If we are unable to build our own distribution and marketing capabilities or to find suitable partners for the commercialization of our product candidates, we may have difficulties generating revenue from them. We face substantial competition, which may result in others discovering, developing or commercializing products before or more successfully than we do. The development and commercialization of new drug products is highly competitive. We face competition with respect to our current product candidates and will face competition with respect to any product candidates that we may seek to develop or commercialize in the future, from major pharmaceutical, specialty pharmaceutical and biotechnology companies among others. We compete in the segments of the pharmaceutical, biotechnology and other related markets that develop immunotherapies for the treatment of cancer. There are other companies working to develop immunotherapies for the treatment of cancer including divisions of pharmaceutical and biotechnology companies of various sizes. Some of these competitive therapies are based on scientific approaches that are the same as or similar to our approach, and others are based on entirely different approaches. Potential competitors also include academic institutions, government agencies and other public and private research organizations that conduct research, seek patent protection and establish collaborative arrangements for research, development, manufacturing and commercialization. We are developing our initial product candidates for the treatment of cancer and have not received marketing approval for any of our product candidates. There are already a variety of available therapies marketed for cancer and some of the currently approved therapies are branded and subject to patent protection, and others are available on a generic basis. Many of these approved therapies are well-established and widely accepted by physicians, patients and third-party payors. Insurers and other third-party payors may also encourage the use of generic products. We expect that if our product candidates are approved, they will be priced at a significant premium over competitive generic products. This may make it difficult for us to achieve our business strategy of using our product candidates in combination with existing therapies or replacing existing therapies with our product candidates. Competition may further increase with advances in the commercial applicability of technologies and greater availability of capital for investment in these industries. We are aware of a number of companies that are developing cytokines as immunotherapies, as well as different modalities, including monoclonal antibodies, cell therapies, oncolytic viruses and vaccines. Our lead product candidate, WTX-124, if approved, may face competition from other Interleukin-2, or IL-2, based cancer therapies. Proleukin (aldesleukin), a synthetic protein very similar to IL-2, is approved and marketed for the treatment of metastatic renal cell carcinoma and melanoma. In addition, we are aware that a number of other companies have modified IL-2 programs in development for the treatment of cancer, including Anaveon AG, Anwita Biosciences, Inc., Ascendis Pharma A/S, Asher Biotherapeutics, Inc., Aulos Bioscience, Inc., BioNTech SE, Cue Biopharma, Inc., DEKA Biosciences, Inc., Merck & Co., Inc., Medicenna Therapeutics Corp., Mural Oncology PLC, F. Hoffmann-La Roche AG, Synthekine, Inc., and Xilio Therapeutics, Inc.There are no approved IL-12 therapies currently on the market for the treatment of cancer. However, if approved, WTX-330 may face competition from other IL-12 cytokine programs in clinical and preclinical development for oncology indications, including programs from Sanofi S.A. (Amunix), DEKA Biosciences, Inc., DragonFly Therapeutics, Inc., Juno Therapeutics, Inc. (Bristol-Myers Squibb Company), Turnstone Biologics Corp. (partnered with Takeda Pharmaceutical Company Limited), Philogen S.p.A., OncoSec Medical Incorporated, Sonnet BioTherapeutics, Inc., Xilio Therapeutics, Inc. and Zymeworks Inc.Our competitors may succeed in developing, acquiring or licensing, on an exclusive basis, products that are safer, more effective, have fewer or less severe side effects, are more convenient or are less expensive than any products that we may develop. We also compete with these organizations in establishing clinical trial sites and patient registration for clinical trials, as 45Table of Contentswell as in recruiting and retaining qualified scientific and management personnel, which could negatively affect our level of expertise and our ability to execute our business plan. Many of our competitors, either alone or with their collaborators, have significantly greater financial resources and expertise in research and development, manufacturing, preclinical and clinical testing, obtaining regulatory approvals and reimbursement and marketing approved products than we do. Established pharmaceutical companies may invest heavily to accelerate discovery and development of novel product candidates or to in-license novel product candidates that could make our product candidates less competitive or obsolete. Smaller or early-stage companies may also prove to be significant competitors, including through collaborative arrangements with large and established companies. In addition, any new product that competes with an approved product must demonstrate compelling advantages in efficacy, convenience, tolerability and safety in order to overcome price competition and to be commercially successful. The availability of competing products could limit the demand and the price we are able to charge for product candidates we commercialize, if any. The inability to compete with existing or subsequently introduced drugs would harm our business, financial condition and results of operations.The sizes of the potential markets for our product candidates are difficult to estimate and, if any of our assumptions are inaccurate, the actual markets for our product candidates may be smaller than our estimates. The potential market opportunities for our product candidates are difficult to estimate and, if our product candidates are approved, will ultimately depend on, among other things, the indications for which our product candidates are approved for sale, any drugs with which our product candidates are co-administered, the success of competing therapies and therapeutic approaches, acceptance by the medical community, patient access, product pricing and reimbursement. Our estimates of the potential market opportunities for our product candidates are predicated on many assumptions, which may include industry knowledge and publications, third-party research reports and other surveys. Although we believe that our internal assumptions are reasonable, these assumptions involve the exercise of significant judgment on the part of our management, are inherently uncertain, and their reasonableness has not been assessed by an independent source. If any of the assumptions proves to be inaccurate, the actual markets for our product candidates could be smaller than our estimates of the potential market opportunities. The successful commercialization of our product candidates will depend in part on the extent to which we obtain and maintain favorable coverage, adequate reimbursement levels and pricing policies with third party payors. The availability and adequacy of coverage and reimbursement by third-party payors, including governmental healthcare programs such as Medicare and Medicaid, managed care organizations, and private health insurers, are essential for most patients to be able to afford prescription medications such as our product candidates, if approved. Our ability to achieve acceptable levels of coverage and reimbursement for products by third-party payors will have an effect on our ability to successfully commercialize our product candidates. We cannot be sure that coverage and reimbursement in the United States, the European Union or elsewhere will be available for our product candidates, if approved, or any product that we may develop, and any reimbursement that may become available may be decreased or eliminated in the future. Third-party payors increasingly are challenging prices charged for pharmaceutical products and services, and many third-party payors may refuse to provide coverage and reimbursement for particular drugs or biologics when an equivalent generic drug, biosimilar or a less expensive therapy is available. It is possible that a third-party payor may consider our product candidates as substitutable and only offer to reimburse patients for the less expensive product. Even if we show improved efficacy or improved convenience of administration with our product candidates, pricing of existing third-party therapeutics may limit the amount we will be able to charge for our product candidates. These payors may deny or revoke the reimbursement status of a given product or establish prices for new or existing marketed products at levels that are too low to enable us to realize an appropriate return on our investment in our product candidates, if approved. Even if our product candidates are approved and we obtain coverage for our product candidates by a third-party payor, the resulting reimbursement payment rates may not be adequate or may requireÂ co-paymentsÂ that patients find unacceptably high. Interim reimbursement levels for new medicines, if applicable, may also not be sufficient to cover our costs and may not be made permanent. Net prices for medicines may be reduced by mandatory discounts or rebates required by government healthcare programs or private payors and by any future relaxation of laws that presently restrict imports of medicines from countries where they may be sold at lower prices than in the United States. If reimbursement is not available or is available only at limited levels, we may not be able to successfully commercialize our product candidates, if approved, and may not be able to obtain a satisfactory financial return on our product candidates. There is significant uncertainty related to the insurance coverage and reimbursement of newly approved products. The regulations that govern marketing approvals, pricing and reimbursement for new medicines vary widely from country to country. In the United States, third-party payors play an important role in determining the extent to which new drugs and biologics will be covered. The Medicare and Medicaid programs increasingly are used as models in the United States for how third-party payors develop their coverage and reimbursement policies for drugs and biologics. Some third-party payors may require pre-approval of coverage for new or innovative devices or drug therapies before they will reimburse healthcare 46Table of Contentsproviders who use such therapies. We cannot predict at this time what third-party payors will decide with respect to the coverage and reimbursement for our product candidates, if approved. No uniform policy for coverage and reimbursement for products exists among third-party payors in the United States. Therefore, coverage and reimbursement for products can differ significantly from payor to payor and coverage and reimbursement by one payor does not guarantee coverage and reimbursement by another payor. As a result, the coverage determination process is often a time-consuming and costly process that will require us to provide scientific and clinical support for the use of our product candidates to each payor separately, with no assurance that coverage and adequate reimbursement will be applied consistently or obtained in the first instance. Furthermore, rules and regulations regarding reimbursement change frequently, in some cases on short notice, and we believe that changes in these rules and regulations are likely. Even if a product candidate we develop receives marketing approval, it may fail to achieve the degree of market acceptance by physicians, patients, hospitals, cancer treatment centers, third-party payors and others in the medical community necessary for commercial success. If any product candidate we develop receives marketing approval, whether as a single agent or in combination with other therapies, it may nonetheless fail to gain sufficient market acceptance by physicians, patients, hospitals, cancer treatment centers, third-party payors, and others in the medical community. For example,

cancer treatments like chemotherapy, radiation therapy and certain existing immunotherapies are well established in the medical community, and doctors may continue to rely on these therapies. If the product candidates we develop do not achieve an adequate level of acceptance, we may not generate significant product revenues and we may not become profitable. The degree of market acceptance of any product, if approved for commercial sale, will depend on a number of factors, including: â€¢its efficacy, safety and potential advantages compared to alternative treatments; â€¢the prevalence and severity of any side effects; â€¢the productâ€™s convenience and ease of administration compared to alternative treatments; â€¢the clinical indications for which the product is approved; â€¢the willingness of the target patient population to try a novel treatment and of physicians to prescribe such treatments; â€¢the recommendations with respect to the product in guidelines published by scientific organizations; â€¢the ability to obtain sufficient third-party insurance coverage and adequate reimbursement, including, if applicable, with respect to the use of the product as a combination therapy; â€¢the strength of marketing, sales and distribution support; â€¢the effectiveness of our sales and marketing efforts; â€¢the approval of other new products for the same indications; and â€¢our ability to offer the product for sale at competitive prices. If we obtain marketing approval for a product but such product does not achieve an adequate level of market acceptance, we may not generate or derive significant revenue from that product and our business, financial condition and results of operations may be adversely affected. We expect that WTX-124 and WTX-330, and other product candidates we develop, will be regulated as biological products, or biologics, and therefore they may be subject to 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 ACA, includes a subtitle called the Biologics Price Competition and Innovation Act of 2009, or BPCIA, which created an abbreviated approval pathway for biologic products that are biosimilar to or interchangeable with an FDA-licensed reference biologic product. Under the BPCIA, a reference biological product is granted 12 years of non-patent exclusivity from the time of first licensure of the product, and the FDA will not accept an application for a biosimilar or interchangeable product based on the reference biological product until four years after the date of first licensure of the reference product. 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 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 the other companyâ€™s product.47Table of ContentsWe believe that any of our product candidates approved as a biologic 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 investigational medicines to be reference products for competing products, potentially creating the opportunity for biosimilar competition sooner than anticipated. Moreover, the extent to which a biosimilar, once licensed, will be substituted for any one of our reference products in a way that is similar to traditional generic substitution for non-biologic products is not yet clear, and will depend on a number of marketplace and regulatory factors that are still developing. If competitors are able to obtain regulatory approval for biosimilars referencing our product candidates, our product candidates may become subject to competition from such biosimilars, with the attendant competitive pressure and consequences. Risks Related to Our Dependence on Third Parties We rely, and expect to continue to rely, on third parties to conduct our preclinical studies and clinical trials. If these third parties do not successfully carry out their contractual duties or meet expected deadlines or comply with regulatory requirements, we may not be able to obtain regulatory approval of or commercialize any product candidates. We depend, and expect to continue to depend, upon third parties, including independent investigators and contract research organizations, or CROs, to conduct preclinical studies and clinical trials. We expect to have to negotiate budgets and contracts with CROs and trial sites, and any of these third parties may terminate their engagements with us at any time, any of which may result in delays to our development timelines and increased costs. Our reliance on these third parties for research and development activities will reduce our control over these activities but will not relieve us of our responsibility to ensure that each of our trials is conducted in accordance with the applicable protocol, legal and regulatory requirements and scientific standards, and our reliance on third parties does not relieve us of our regulatory responsibilities. We and these third parties are required to comply with current Good Clinical Practices, or cGCP, requirements for clinical trials, which are regulations and guidelines enforced by the FDA and comparable foreign regulatory authorities for product candidates in clinical development. Regulatory authorities enforce these cGCP requirements through periodic inspections of trial sponsors, clinical investigators and trial sites. If we or any of these third parties fail to comply with applicable cGCP requirements, the clinical data generated in our clinical trials may be deemed unreliable and the FDA or comparable foreign regulatory authorities may require us to suspend or terminate these trials or perform additional preclinical studies or clinical trials before approving our marketing applications. We cannot be certain that, upon inspection, such regulatory authorities will determine that any of our clinical trials comply with the cGCP requirements. In addition, our clinical trials must be conducted with biologic product produced under current Good Manufacturing Practice, or cGMP, requirements. Our failure or any failure by these third parties to comply with the applicable regulations may require us to repeat clinical trials, which would delay the regulatory approval process. Moreover, our business may be implicated if any of these third parties violates federal or state fraud and abuse or false claims laws and regulations or healthcare privacy and security laws. Any third parties conducting our clinical trials will not be our employees and, except for remedies that may be available to us under our agreements with such third parties, we cannot control whether or not they devote sufficient time and resources to our clinical trials. These third parties may also have relationships with other commercial entities, including our competitors, for whom they may also be conducting clinical trials or other product development activities, which could affect their performance on our behalf. If these third parties do not successfully carry out their contractual duties or obligations or meet expected deadlines, if they need to be replaced or if the quality or accuracy of the clinical data they obtain is compromised due to the failure to adhere to our clinical protocols or regulatory requirements or for other reasons, our clinical trials may be extended, delayed or terminated and we may not be able to complete development of, obtain regulatory approval of or successfully commercialize our product candidates. As a result, our financial results and the commercial prospects for our product candidates would be harmed, our costs could increase and our ability to generate revenue could be delayed. If any of our relationships with these third-party CROs or others terminate, we may not be able to enter into arrangements with alternative CROs or other third parties or to do so on commercially reasonable terms. Switching or adding additional CROs involves additional cost and requires management time and focus. In addition, there is a natural transition period when a new CRO begins work. As a result, delays may occur, which could materially impact our ability to meet our desired clinical development timelines. Though we plan to carefully manage our relationships with CROs, there can be no assurance that we will not encounter challenges or delays in the future or that these delays or challenges will not have a material adverse impact on our business, financial condition and prospects. The manufacturing of biologics is complex and we do not have our own clinical manufacturing capabilities. We will rely on third parties to produce preclinical, clinical and commercial supplies of all current and any future product candidates. To date, we have produced limited quantities of our product candidates at our own facilities for preclinical evaluation. However, going forward we will rely on third-party contract manufacturers to manufacture some of our preclinical supply and 48Table of Contentsall of our clinical trial supply. We do not own manufacturing facilities capable of producing drug products at clinical scale. We have in the past experienced delays in receiving preclinical product supplies from third-party manufacturers and there can be no assurance that our preclinical and clinical development product supplies from third parties will not in the future be limited or interrupted, or be of satisfactory quality or continue to be available at acceptable prices. Additionally, the process of manufacturing biologics is complex, highly regulated, and subject to multiple risks. Manufacturing biologics is highly susceptible to product loss due to contamination, equipment failure, improper installation or operation of equipment, vendor or operator error, inconsistency in yields, variability in product characteristics and difficulties in scaling the production process. Even minor deviations from normal manufacturing processes could result in reduced production yields, product defects, other supply disruptions and higher costs. If microbial, viral or other contaminations are discovered at the facilities of our contract manufacturing organizations, or CMOs, such facilities may need to be closed for an extended period of time to investigate and remedy the contamination, which could delay clinical trials, result in higher costs of drug product and adversely affect our business. We have engaged CMOs to provide certain services to support our clinical and preclinical development. Pursuant to the terms of separate contract manufacturing services agreements, we have engaged one CMO to provide drug substance manufacturing process development and to manufacture WTX-124 and WTX-330 drug substance to cGMP specifications for use in the further manufacture of clinical supply, a second CMO to provide drug product manufacturing process development and to manufacture clinical supply of WTX-124 and WTX-330 vialled drug product to cGMP specifications, and additional CMOs to provide drug substance and drug product manufacturing for JZP898. To support the manufacture of drug substance and drug product, our CMOs will conduct substantial analytical testing of drug substance and vialled drug product. If our CMOs are unable to supply us with sufficient clinical grade quantities of WTX-124 or WTX-330, and we are unable to timely establish an alternate supply from one or more third-party contract manufacturers, we will experience delays in our development efforts as we seek to locate and qualify new manufacturers. In particular, any replacement of our CMOs could require significant effort and expertise because there may be a limited number of qualified replacements or capacity could be limited at each of the qualified replacements. Additionally, contract manufacturers may rely on single source suppliers for certain of the raw materials for our preclinical and clinical product supplies. If current or future suppliers are delayed or unable to supply sufficient raw materials to manufacture product for our preclinical studies and clinical trials, we may experience delays in our development efforts as materials are obtained or we locate and qualify new raw material manufacturers. Further, for our combination clinical trial of WTX-124 with pembrolizumab, an immune checkpoint inhibitor, we will need to procure supply of pembrolizumab for use in the clinical trials. If we are unable to procure sufficient supply from third-party manufacturers or other sources, we may be required to purchase our supply of checkpoint inhibitors on the open market, which may result in significant additional expense.The manufacturing process for a clinical candidate is subject to FDA and foreign regulatory authority review. Suppliers and manufacturers must meet applicable manufacturing requirements and undergo rigorous facility and process validation tests required by regulatory authorities in order to comply with their standards, such as cGMPs. In the event that any of our CMOs fail to comply with such requirements or to perform their 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 currently do not have the capabilities or resources, or enter into an agreement with another third-party, which we may not be able to do on reasonable terms, if at all. The transfer of the manufacturing of biologic products to a new CMO and any additional process development that may be necessary can be lengthy and involve significant additional costs. If we are required to change CMOs for any reason, we will be required to verify that the new CMO 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 CMO would negatively affect our ability to develop product candidates in a timely manner or within budget. Further, our reliance on third-party manufacturers exposes us to risks beyond our control, including the: â€¢inability to meet our drug specifications and quality requirements consistently; â€¢inability to initiate or continue preclinical studies or clinical trials of product candidates under development; â€¢delay or inability to procure or expand sufficient manufacturing capacity; â€¢manufacturing and drug quality issues, including related to scale-up of manufacturing; â€¢failure to comply with cGMP and similar foreign standards; â€¢reliance on a limited number of sources, and in some cases, single sources for drug components and raw materials, such that if we are unable to secure a sufficient supply of these drug components and raw materials, we will be unable to manufacture and sell our future product candidate in a timely fashion, in sufficient quantities or under acceptable terms; 49Table of Contentsâ€¢lack of qualified backup suppliers for those components and raw materials that are purchased from a sole or single source supplier; â€¢inability to negotiate manufacturing agreements with third parties under commercially reasonable terms; â€¢termination or nonrenewal of manufacturing agreements with third parties in a manner or at a time that is costly or damaging to us; â€¢disruption of operations by conditions unrelated to our business or operations, including the bankruptcy of the manufacturer or supplier or the issuance of an FDA Form 483 notice or warning letter, or as a result of the effects of the COVID-19 pandemic on third-party manufacturers; â€¢carrier disruptions or increased costs that are beyond our control; â€¢failure to deliver our drugs under specified storage conditions and in a timely manner; and â€¢the possible misappropriation of our proprietary information, including our trade secrets and know-how. Some of these events could be the basis for FDA action, including injunction, recall, seizure or total or partial suspension of production, any of which could result in a failure to begin our clinical trials or having to stop ongoing clinical trials. In addition, our CMOs and suppliers are subject to FDA inspection from time to time. Failure by our CMOs and suppliers to pass such inspections and otherwise satisfactorily complete the FDA approval regimen with respect to our product candidate may result in regulatory actions such as the issuance of FDA Form 483 notices of observations, warning letters or injunctions or the loss of operating licenses. In addition, our CMOs and suppliers are subject to numerous environmental, health and safety laws and regulations, including those governing the handling, use, storage, treatment and disposal of waste products, and failure to comply with such laws and regulations could result in significant costs associated with civil or criminal fines and penalties for such third parties. Based on the severity of the regulatory action, our clinical or commercial supply of drug and packaging and other services could be interrupted or limited, which could harm our business. In addition, our CMOs are or may be engaged with other companies to supply and manufacture materials or products for such companies, which also exposes our suppliers and CMOs to regulatory risks for the production of such materials and products. As a result, failure to meet the regulatory requirements for the production of those materials and products may also affect the regulatory clearance of a contract supplierâ€™s or CMOâ€™s facility, which could impact the contract supplierâ€™s or CMOâ€™s ability to manufacture drug product for us. We have entered into, and may in the future seek to enter into, collaborations or other similar arrangements for our product candidates. If we are unable to enter into such collaborations, or if these collaborations are not successful, our business could be adversely affected. A part of our strategy is to strategically evaluate and, as deemed appropriate, enter into collaborations in the future on anÂ asset-by-assetÂ basis to maximize the value of each of our programs. For example, in April 2022, we entered into a Collaboration and License Agreement, or the Collaboration Agreement, with Jazz Pharmaceuticals Ireland Limited, or Jazz, pursuant to which we granted Jazz certain licenses to develop and commercialize products containing our Interferon alpha, or IFNÎ±, INDUKINE molecule, JZP898, as well as products containing certain isolated recombinant polypeptides comprising IFNÎ± that meet specified criteria. We may also enter into collaborations in connection with our platform technology in order to advance the development of programs beyond our initial focus in cytokines. Such collaborations may include the development and commercialization of any of our product candidates or the commercialization of any of our product candidates that are approved for marketing outside the United States. Our likely collaborators for any collaboration arrangements include large andÂ mid-sizeÂ pharmaceutical companies, regional and national pharmaceutical companies and biotechnology companies. We have limited capabilities for product development and do not yet have any capability for commercialization. Accordingly, we may enter into collaborations with other companies to provide us with important technologies and funding for our programs and platform technology. 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 any 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 such product candidates as having the requisite potential to demonstrate safety and efficacy. We may also be restricted under future license agreements from entering into agreements on certain terms or at all with potential collaborators. Existing and future collaborations involving our product candidates may pose significant risks to us, including the following: â€¢collaborators have significant discretion in determining the efforts and resources that they will apply to these collaborations; â€¢collaborators may not perform their obligations as expected; â€¢we could grant exclusive rights to our collaborators that would prevent us from collaborating with others; 50Table of Contentsâ€¢collaborators may not pursue development and commercialization of any product candidates that achieve regulatory approval or may elect not to continue or renew development or commercialization programs based on clinical trial results, changes in the collaboratorsâ€™ strategic focus or available funding, or external factors, such as an acquisition, that divert resources or create competing priorities; â€¢collaborators may delay clinical trials, provide insufficient funding for a clinical trial program, stop a clinical trial or 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 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€¢product candidates discovered

in collaboration with us may be viewed by our collaborators as competitive with their own product candidates or drugs, which may cause collaborators to cease to devote resources to the commercialization of our product candidates; â€¢a collaborator with marketing and distribution rights to one or more of our product candidates that achieve regulatory approval may not commit sufficient resources to the marketing and distribution of such products; â€¢a collaboratorâ€™s sales and marketing activities or other operations may not be in compliance with applicable laws resulting in civil or criminal proceedings; â€¢disagreements with collaborators, including disagreements over proprietary rights, contract interpretation or the preferred course of development, might cause delays in or termination of the research, development or commercialization of product candidates, might lead to additional responsibilities for us with respect to product candidates, or might result in litigation or arbitration, any of which would be time-consuming and expensive; â€¢collaborators may not properly maintain or defend our or their intellectual property rights or may use our or their proprietary information in such a way as to invite litigation that could jeopardize or invalidate such intellectual property or proprietary information or expose us to potential litigation; â€¢collaborators may infringe the intellectual property rights of third parties, which may expose us to litigation and potential liability; â€¢collaborators may not provide us with timely and accurate information regarding development, regulatory or commercialization status or results, which could adversely impact our ability to manage our own development efforts, accurately forecast financial results or provide timely information to our stockholders regarding our out-licensed product candidates; â€¢if a collaborator of ours were to be involved in a business combination, the continued pursuit and emphasis on our product development or commercialization program could be delayed, diminished or terminated; and â€¢collaborations may be terminated, including for the convenience of the collaborator, and, if terminated, we may find it more difficult to enter into future collaborations or be required to raise additional capital to pursue further development or commercialization of the applicable product candidates. Any collaborations that we enter into may not be successful. The success of our collaboration arrangements will depend heavily on the efforts and activities of our collaborators. Collaboration agreements may not lead to development or commercialization of product candidates in the most efficient manner or at all. In addition, all of the risks relating to product development, regulatory approval and commercialization described in this Quarterly Report will apply to the activities of any of our collaborators. Risks Related to Our Intellectual PropertyIf we are unable to obtain and maintain patent protection for any product candidates we develop or for our PREDATOR platform and other proprietary technologies we may develop, or if the scope of the patent protection obtained is not sufficiently broad, our competitors could develop and commercialize product candidates and technology similar or identical to our product candidates and technology, and our ability to successfully commercialize any product candidates we may develop, and our technology 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 PREDATOR platform, our product candidates, their respective components, formulations, combination therapies, methods used to manufacture them and methods of treatment and development that are important to our business. If we do not adequately protect our intellectual property rights, competitors may be able to erode or negate any competitive advantage we may have, which could harm our business and ability to achieve profitability. To protect our proprietary position, 51Table of Contentswe file patent applications in the United States and abroad related to our PREDATOR platform and our product candidates that are important to our business; we also license and may in the future license or purchase additional patents and patent applications filed by others. If we are unable to secure or maintain patent protection with respect to our PREDATOR platform, our product candidates and any proprietary products and technology we develop, our business, financial condition, results of operations and prospects could be materially harmed. If the scope of the patent protection we or our potential licensors obtain is not sufficiently broad, we may not be able to prevent others from developing and commercializing technology and products similar or identical to ours. The degree of patent protection we require to successfully compete in the marketplace may be unavailable or severely limited in some cases and may not adequately protect our rights or permit us to gain or keep any competitive advantage. We cannot provide any assurances that any of our patents have, or that any of our pending patent applications that mature into issued patents will include, claims with a scope sufficient to protect our current and future product candidates or otherwise provide any competitive advantage. In addition, to the extent that we license intellectual property in the future, we cannot provide assurances that those licenses will remain in force. In addition, the laws of foreign countries may not protect our rights to the same extent as the laws of the United States. Furthermore, patents have a limited lifespan. In the United States, the natural expiration of a patent is generally 20 years after it is filed. Various extensions may be available; however, the life of a patent, and the protection it affords, is limited. 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. Our patents and pending patent applications, if issued, may not provide us with any meaningful protection or prevent competitors from designing around our patent claims to circumvent our patents by developing similar or alternative technologies or therapeutics in a non-infringing manner. For example, a third party may develop a competitive therapy that provides benefits similar to one or more of our product candidates but that uses a formulation and/or a device that falls outside the scope of our patent protection. If the patent protection provided by the patents and patent applications we hold or pursue with respect to our product candidates is not sufficiently broad to impede such competition, our ability to successfully commercialize our product candidates could be negatively affected, which would harm our business. Patent positions of life sciences companies can be uncertain and involve complex factual and legal questions. No consistent policy governing the scope of claims allowable in the field of engineered therapeutic proteins has emerged in the United States. The scope of patent protection in jurisdictions outside of the United States is also uncertain. Changes in either the patent laws or their interpretation in any jurisdiction that we seek patent protection may diminish our ability to protect our inventions, maintain and enforce our intellectual property rights; and, more generally, may affect the value of our intellectual property, including the narrowing of the scope of our patents and any that we may license. The patent prosecution process is complex, expensive, time-consuming and inconsistent across jurisdictions. We may not be able to file, prosecute, maintain, enforce, or license all necessary or desirable patent rights at a commercially reasonable cost or in a timely manner. In addition, we may not pursue or obtain patent protection in all relevant markets. It is possible that we will fail to identify important patentable aspects of our research and development efforts in time to obtain appropriate or any patent protection. While we enter into non-disclosure and confidentiality agreements with parties who have access to confidential or patentable aspects of our research and development efforts, including for example, our employees, external academic scientific collaborators, CROs, contract manufacturers, consultants, advisors and other third parties, any of these parties may breach the agreements and disclose our confidential or proprietary information before a patent application is filed, thereby endangering our ability to seek patent protection. In addition, publications of discoveries in the scientific and scholarly literature often lag behind the actual discoveries, and 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. Consequently, we cannot be certain that we were the first to file for patent protection on the inventions claimed in our patents or pending patent applications. The issuance, scope, validity, enforceability and commercial value of our patent rights are highly uncertain. Pending patent applications cannot be enforced against third parties unless, and until, patents issue from such applications, and then only to the extent the issued claims cover the technology. There can be no assurance that our patent applications or any patent applications that we may license in the future will result in patents being issued. Further, the scope of the invention claimed in a patent application can be significantly reduced before the patent is issued, and this scope can be reinterpreted after issuance. Even if patent applications we currently own or that we may license in the future issue as patents, they may not issue in a form that will provide us with adequate protection to prevent competitors or other third parties from competing with us, or otherwise provide us with a competitive advantage. Any patents that eventually issue may be challenged, narrowed or invalidated by third parties. Consequently, we do not know whether our PREDATOR platform or any of our product candidates will be protectable or remain protected by valid and enforceable patent rights. Our competitors or other third parties may be able to evade our patent rights by developing new products that are similar to our product candidates, biosimilars of our product candidates, or alternative technologies or products in a non-infringing manner. 52Table of ContentsThe issuance or grant of a patent is not irrefutable as to its inventorship, scope, validity or enforceability, and our patents may be challenged in the courts or patent offices in the United States and abroad. There may be prior art of which we are not aware that may affect the validity or enforceability of a patent claim. There also may be prior art of which we are aware, but which we do not believe affects the validity or enforceability of a claim, which may, nonetheless, ultimately be found to affect the validity or enforceability of a claim. We may in the future, become subject to a third-party pre-issuance submission of prior art or opposition, derivation, revocation, re-examination, post-grant and inter partes review, or interference proceeding and other similar proceedings challenging our patent rights or the patent rights of others in the U.S. Patent and Trademark Office, or USPTO, or other foreign patent office. An unfavorable determination in any such submission, proceeding or litigation could reduce the scope of, or invalidate, our patent rights, allow third parties to commercialize our technology or products and compete directly with us, without payment to us, or extinguish our ability to manufacture or commercialize products without infringing third-party patent rights. 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. As a result, our intellectual property may not provide us with sufficient rights to exclude others from commercializing products similar or identical to ours. Moreover, some of our owned and in-licensed patents and patent applications may in the future 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 or our licensors may need the cooperation of any such co-owners of our owned and in-licensed patents in order to enforce such patents against third parties, and such cooperation may not be provided to us or our licensors. Any of the foregoing could have a material adverse effect on our competitive position, business, financial conditions, results of operations and prospects. We rely on the Harpoon Agreement for patent rights with respect to our product candidates and may in the future acquire additional third-party intellectual property rights on which we may similarly rely. We face risks with respect to such reliance, including the risk that we could lose these rights that are important to our business if we fail to comply with our obligations under these licenses. We rely on our Second Amended and Restated Assignment and License Agreement, or the Harpoon Agreement, with Harpoon, pursuant to which we have non-exclusive and exclusive rights to technology that is incorporated into our PREDATOR platform, development programs and product candidates. The Harpoon Agreement gives us non-exclusive, sublicensable, worldwide rights to develop, manufacture, and commercialize products containing certain of Harpoonâ€™s patented technology and exclusive, irrevocable rights to certain other Harpoon inventions that may be made during a limited collaboration period. The Harpoon Agreement imposes disclosure, royalty payment and other obligations on us.Moreover, the growth of our business may depend in part on our ability to acquire, in-license or use additional third-party intellectual property rights. The licensing and acquisition of third-party intellectual property rights is a competitive area, and a number of more established companies are also pursuing strategies to license or acquire third-party intellectual property rights that we may consider attractive. These established companies may have a competitive advantage over us due to their size, cash 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. Licenses to additional third-party intellectual property, technology and materials that may be required for the development and commercialization of our product candidates or technology may not be available at all or on commercially reasonable terms. In that event, we may be required to expend significant time and resources to redesign our product candidates or to develop or license replacement technology, all of which may not be feasible on a technical or commercial basis. If we are unable to do so, we may be unable to develop or commercialize our future product candidates or technologies, which could materially harm our business, financial condition, results of operations and growth prospects. Under the Harpoon Agreement, Harpoon is responsible for prosecution and maintenance of the licensed patents and any future third party from whom we may license patent rights may similarly be responsible for prosecution and maintenance of such patents. We have limited control over the activities that are the responsibility of Harpoon and would have limited control over the activities that are the responsibility of any future licensor, and it is possible that prosecution and maintenance of licensed patents by Harpoon or any future licensor may be less vigorous than had we conducted such activities ourselves. Furthermore, the Harpoon Agreement is subject to, and we expect our future license agreements may also be subject to, a reservation of rights by the licensor and/or one or more third parties. 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 growth prospects. 53Table of ContentsDisputes may arise regarding intellectual property subject to the Harpoon Agreement or any future license agreements of ours, including: â€¢the scope of rights granted under the license agreement and other interpretation-related issues; â€¢our or our licensorâ€™s ability to defend intellectual property and to enforce intellectual property rights against third parties; â€¢the extent to which our technology, product candidates and processes infringe, misappropriate or otherwise violate any intellectual property of the licensor that is not subject to the licensing agreement; â€¢the sublicensing of patent and other rights under the license agreement; â€¢our diligence obligations under the license agreement and what activities satisfy those diligence obligations; â€¢the inventorship and ownership of inventions and know-how resulting from the joint creation or use of intellectual property by our licensors and us and any partners of ours; and â€¢the priority of invention of patented technology. If disputes over intellectual property that we have licensed prevent or impair our ability to maintain our 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 described in this Quarterly Report with respect to protection of intellectual property that we license as we are for intellectual property that we own. If we or our licensors fail to adequately protect this intellectual property, our ability to commercialize products could suffer. Harpoon and any potential future licensors might conclude that we have materially breached our license agreements and might therefore terminate the relevant license agreements, thereby removing our ability to develop and commercialize products and technology covered by such license agreements. If any of our current or future inbound license agreements are terminated, or if the underlying patents fail to provide the intended exclusivity, competitors would have the freedom to seek regulatory approval of, and to market, products that are covered by such license agreements and underlying patents, which might be identical to our products or product candidates. This could have a material adverse effect on our competitive position, business, financial conditions, results of operations and growth prospects. Our business also would suffer if any current or future licensors fail to abide by the terms of the license or 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. Any licensor of ours may have relied on third-party consultants or collaborators or on funds from third parties, such as the United States government, such that such licensor is 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 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 our efforts to protect the proprietary nature of the intellectual property related to our technologies and product candidates are not adequate, we may not be able to compete effectively in our market. Biotechnology and pharmaceutical companies generally, and we in particular, compete in a crowded competitive space characterized by rapidly evolving technologies and aggressive defense of intellectual property. The USPTO and various foreign governmental patent agencies require compliance with a number of procedural, documentary, fee payment and other provisions during the patent process. Our or our licensorâ€™s failure to comply with all such provisions during the patent process could result in abandonment or lapse of a patent or patent application that we own or license, resulting in partial or complete loss of patent rights in the relevant jurisdiction. In such an event, competitors might be able to enter the market and compete with us earlier than would otherwise have been the case. We rely upon a combination of patents, confidentiality

agreements, trade secret protection and license agreements to protect the intellectual property related to our technologies and our product candidates. Any disclosure to or misappropriation by third parties of our confidential proprietary information could enable competitors to quickly duplicate or surpass our technological achievements and product candidates, thus eroding our competitive position in our market. We, or any future partners, collaborators, or licensees, may fail to identify patentable aspects of inventions made in the course of development and 54Table of Contentscommercialization activities before it is too late to obtain patent protection on them. Therefore, we may miss potential opportunities to strengthen our patent position. It is possible that defects of form in the preparation or filing of our patents or patent applications may exist, or may arise in the future, for example with respect to proper priority claims, inventorship, claim scope, or requests for patent term adjustments. If we or our partners, collaborators, licensees or licensors fail to establish, maintain or protect such patents and other intellectual property rights, such rights may be reduced or eliminated. If our partners, collaborators, licensees or licensors are not fully cooperative or disagree with us as to the prosecution, maintenance or enforcement of any patent rights, such patent rights could be compromised. If there are material defects in the form, preparation, prosecution, or enforcement of our patents or patent applications, such patents may be invalid and/or unenforceable, and such applications may never result in valid, enforceable patents. Any of these outcomes could impair our ability to prevent competition from third parties, which may have an adverse impact on our business. We seek or plan to seek patent protection for our PREDATOR platform and product candidates by filing and prosecuting patent applications in the United States and other countries as appropriate. However, we cannot predict: â€¢if and when patents will issue; â€¢if patents will issue with claims that cover our product candidates; â€¢the degree and range of protection any issued patents will afford us against competitors including whether third parties will find ways to invalidate or otherwise circumvent our patents; â€¢whether any of our intellectual property will provide any competitive advantage; â€¢whether any of our patents that may be issued may be challenged, invalidated, modified, revoked, circumvented, found to be unenforceable or otherwise may not provide any competitive advantage; â€¢whether or not others will obtain patents claiming aspects similar to those covered by our patents and patent applications; or â€¢whether we will need to initiate or defend litigation or administrative proceedings which may be costly regardless of whether we win or lose. Additionally, we cannot be certain that the claims in our pending patent applications covering our product candidates, PREDATOR platform and research programs will be considered patentable by the USPTO, or by patent offices in foreign countries, or that the claims in any of our issued patents will be considered valid by courts in the United States or foreign countries. The strength of patents in the biotechnology and pharmaceutical field involves complex legal and scientific questions and can be uncertain. The patent applications that we own or in-license may fail to result in issued patents with claims that cover our product candidates or technology or uses thereof in the United States or in other foreign countries. Even if patents do successfully issue, 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, our patents and patent applications may not adequately protect our intellectual property or prevent others from designing around our claims. If the breadth or strength of protection provided by the patents and patent applications we hold with respect to our product candidates or technology is threatened, it could dissuade companies from collaborating with us to develop, and threaten our ability to commercialize, our product candidates. Further, if we encounter delays in our clinical trials, the period of time during which we could market our product candidates under patent protection would be reduced. Since patent applications in the United States and most other countries are confidential for a period of time after filing, we cannot be certain that we were the first to file any patent application related to our product candidates. Furthermore, for U.S. applications in which all claims are entitled to a priority date before MarchÂ 16, 2013, an interference proceeding can be provoked by a third-party or instituted by the USPTO to determine who was the first to invent any of the subject matter covered by the patent claims of our applications. We cannot be certain that we are the first to invent the inventions covered by pending patent applications and, if we are not, we may be subject to priority disputes. We may be required to disclaim part or all of the term of certain patents or all of the term of certain patent applications. Various post-grant review proceedings, such as inter partes review, post-grant review and derivation proceedings, are available and may be pursued by any interested third party in the USPTO to challenge the patentability of claims issued in patents to us or our licensors. No assurance can be given as to the outcome of any such post-grant review proceedings. No assurance can be given that if challenged, our patents would be declared by a court to be valid or enforceable or that even if found valid and enforceable, a competitorâ€™s technology or product would be found by a court to infringe our patents. We may analyze patents or patent applications of our competitors that we believe are relevant to our activities, and consider that we are free to operate in relation to our product candidates, but our competitors may achieve issued claims, including in patents we consider to be unrelated, which block our efforts or may potentially result in our product candidates or our activities infringing such claims. The possibility exists that others will develop products which have the same effect as our 55Table of Contentsproducts on an independent basis which do not infringe our patents or other intellectual property rights, or will design around the claims of patents that we have had issued that cover our products. Recent or future patent reform legislation could increase the uncertainties and costs surrounding the prosecution of our patent applications and the enforcement or defense of our issued patents. In March 2013, under the Leahy-Smith America Invents Act, or America Invents Act, the United States moved from a â€œfirst to inventâ€ to a â€œfirst-to-fileâ€ system. Under a â€œfirst-to-fileâ€ system, assuming the other requirements for patentability are met, the first inventor to file a patent application generally will be entitled to a patent on the invention regardless of whether another inventor had made the invention earlier. The America Invents Act includes a number of other significant changes to U.S. patent law, including provisions that affect the way patent applications are prosecuted, redefine prior art and establish a USPTO-administered post-grant review system that has affected patent litigation. The America Invents 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 and financial condition. The degree of future protection for our proprietary rights is uncertain because legal means afford only limited protection and may not adequately protect our rights or permit us to gain or keep our competitive advantage. For example: â€¢others may be able to make or use polypeptides or nucleic acids that are similar to our product candidates or components of our product candidates but that are not covered by the claims of our patents; â€¢the active biological ingredients in our current product candidates will eventually become commercially available in biosimilar drug products, and no patent protection may be available with regard to formulation or method of use; â€¢we or our licensors, as the case may be, may fail to meet our obligations to the U.S. government in regards to any patents and patent applications funded by U.S. government grants, leading to the loss of patent rights; â€¢we or our licensors, as the case may be, might not have been the first to file patent applications for these inventions; â€¢others may independently develop similar or alternative technologies or duplicate any of our technologies; â€¢it is possible that our pending patent applications will not result in issued patents; â€¢it is possible that there are prior public disclosures that could invalidate our or our licensorsâ€™ patents, as the case may be, or parts of our or their patents; â€¢it is possible that others may circumvent our owned or in-licensed patents; â€¢it is possible that there are unpublished applications or patent applications maintained in secrecy that may later issue with claims covering our products or technology similar to ours; â€¢the laws of foreign countries may not protect our or our licensorsâ€™, as the case may be, proprietary rights to the same extent as the laws of the United States; â€¢the claims of our owned or in-licensed issued patents or patent applications, if and when issued, may not cover our product candidates or technology; â€¢our owned or in-licensed issued patents may not provide us with any competitive advantages, may be narrowed in scope, or be held invalid or unenforceable as a result of legal challenges by third parties; â€¢the inventors of our owned or in-licensed patents or patent applications may become involved with competitors, develop products or processes which design around our patents, or become hostile to us or the patents or patent applications on which they are named as inventors; â€¢it is possible that our owned or in-licensed patents or patent applications omit individual(s) that should be listed as inventor(s) or include individual(s) that should not be listed as inventor(s), which may cause these patents or patents issuing from these patent applications to be held invalid or unenforceable; â€¢we have engaged in scientific collaborations in the past and will continue to do so in the future, and such collaborators may develop adjacent or competing products to ours that are outside the scope of our patents; â€¢we may not develop additional proprietary technologies for which we can obtain patent protection; â€¢it is possible that product candidates or technology we develop may be covered by third partiesâ€™ patents or other exclusive rights; or â€¢the patents of others may have an adverse effect on our business. 56Table of ContentsOur proprietary position in part depends upon patents that are manufacturing, formulation or method-of-use patents, which may not prevent a competitor or other third party from using the same product candidate for another use.Composition of matter patents for biological and pharmaceutical products are generally considered to be the strongest form of intellectual property protection for those types of products, as such patents provide protection without regard to any method of making or method of use. We have issued patents with certain composition of matter claims with respect to WTX-124 and IL-12 INDUKINE molecules and also have pending patent applications with other composition of matter claims with respect to our product candidates. We cannot be certain, however, that the claims in our pending patent applications, including those claims covering the composition of matter of our product candidates, will be considered patentable by the USPTO or by patent offices in foreign countries, or that the claims in any of our patents that have issued or may issue will be considered valid and enforceable by courts in the United States or foreign countries. Furthermore, in some cases, we may not be able to obtain issued claims covering compositions of matter relating to our product candidates, and instead may need to rely on filing patent applications with claims covering a method of use and/or method of manufacture. Method of use patents protect a specified method of using a product, such as a method of use for treating a particular medical indication. 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 products for our targeted indications, physicians may prescribe these productsÂ â€œoff-labelâ€ for those uses that are covered by our method of use patents. 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 by enforcing patent rights or otherwise. There can be no assurance that any such patent applications will issue as granted patents, and even if they do issue, such patent claims may be insufficient to prevent third parties, such as our competitors, from utilizing our technology. 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.If we are unable to protect the confidentiality of our trade secrets, our business and competitive position would be harmed. In addition to the protection afforded by patents, we seek to rely on trade secret protection, confidentiality agreements, and license and other agreements to protect proprietary know-how that is not patentable, processes for which patents are difficult to enforce and any other elements of our product discovery and development processes that involve proprietary know-how, information, or technology that is not covered by patents. 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. Furthermore, the laws of some foreign countries do not protect proprietary rights to the same extent or in the same manner as the laws of the United States. As a result, we may encounter significant problems in protecting and defending our intellectual property both in the United States and abroad. If we are unable to prevent unauthorized material disclosure of our intellectual property to third parties, we will not be able to establish or maintain a competitive advantage in our market, which could materially adversely affect our business, operating results and financial condition. Courts outside the United States are sometimes less willing to protect trade secrets. If we choose to go to court to stop a third party from using any of our trade secrets, we may incur substantial costs. These lawsuits may consume our time and other resources even if we are successful. For example, significant elements of our product candidates and PREDATOR platform, including aspects of sample preparation, methods of manufacturing, cell culturing conditions, computational-biological algorithms and related processes are based on unpatented trade secrets that are not publicly disclosed. Although we take steps to protect our proprietary information and trade secrets, including through contractual means with our employees and consultants, third parties may independently develop substantially equivalent proprietary information and techniques or otherwise gain access to our trade secrets or disclose our technology. Thus, we may not be able to meaningfully protect our trade secrets. It is our policy to require our employees, consultants, outside scientific collaborators, sponsored researchers and other advisors to execute confidentiality agreements upon the commencement of employment or consulting relationships with us. These agreements provide that all confidential information concerning our business or financial affairs developed or made known to the individual or entity during the course of the partyâ€™s relationship with us is to be kept confidential and not disclosed to third parties except in specific circumstances. In the case of employees, the agreements provide that all inventions conceived by the individual, and which are related to our current or planned business or research and development or made during normal working hours, on our premises or using our equipment or proprietary information, are our exclusive property. In addition, we take other appropriate precautions, such as physical and technological security measures, to guard against misappropriation of our proprietary technology by third parties. We have also adopted policies and conduct training that provides guidance on our expectations, and our advice for best practices, in protecting our trade secrets. However, we cannot provide assurance that these agreements and policies will not be breached by our employees, consultants, outside scientific collaborators, sponsored researchers and other advisors and that our trade secrets and other proprietary and confidential information will not be disclosed to publicly or to competitors. 57Table of ContentsThird-party claims of intellectual property infringement may prevent or delay our product discovery and development efforts. Our commercial success depends in part on our avoiding infringement of the patents and proprietary rights of third parties. There is a substantial amount of litigation involving patents and other intellectual property rights in the biotechnology and pharmaceutical industries, as well as administrative proceedings for challenging patents, including interference, reexamination, and post-grant review proceedings before the USPTO or oppositions and other comparable proceedings in foreign jurisdictions. We may be exposed to, or threatened with, future litigation by third parties having patent or other intellectual property rights alleging that our product candidates and/or proprietary technologies infringe their intellectual property rights. Numerous U.S. and foreign issued patents and pending patent applications, which are owned by third parties, exist in the fields in which we are developing our product candidates. As the biotechnology and pharmaceutical industries expand and more patents are issued, the risk increases that our product candidates may give rise to claims of infringement of the patent rights of others. Moreover, it is not always clear to industry participants, including us, which patents cover various types of drugs, products or their methods of use or manufacture. Thus, because of the large number of patents issued and patent applications filed in our fields, there may be a risk that third parties may allege they have patent rights encompassing our product candidates, technologies or methods. If a third party claims that we infringe its intellectual property rights, we may face a number of issues, including, but not limited to: â€¢infringement and other intellectual property claims which, regardless of merit, may be expensive and time-consuming to litigate and may divert our managementâ€™s attention from our core business; â€¢substantial damages for infringement, which we may have to pay if a court decides that the product candidate or technology at issue infringes on or violates the third partyâ€™s rights, and, if the court finds that the infringement was willful, we could be ordered to pay treble damages and the patent ownerâ€™s attorneysâ€™ fees; â€¢a court prohibiting us from developing, manufacturing, marketing or selling our product candidates, or from using our proprietary technologies, unless the third party licenses its product rights to us, which it is not required to do; â€¢if a license is available from a third party, we may have to pay substantial royalties, upfront fees and other amounts, and/or grant cross-licenses to intellectual property rights for our products; and â€¢redesigning our product candidates or processes so they do not infringe third party intellectual property rights, which may not be possible or may require substantial monetary expenditures and time. Some of our competitors may be able to sustain the costs of complex patent litigation more effectively than we can because they have substantially greater resources. In addition, any uncertainties resulting from the initiation and continuation of any litigation could have a material adverse effect on our ability to raise the funds necessary to continue our operations or could otherwise have a material adverse effect on our business, results of operations, financial condition and prospects. Third parties may assert that we are employing their proprietary technology without authorization. Generally, conducting preclinical and clinical trials and other development activities in the United States is not considered an act of infringement. If WTX-124, WTX-330, JZP898, WTX-712, WTX-518 or another product candidate we develop in the future is approved by the FDA, a third party may then seek to enforce its patent by filing a patent infringement lawsuit against us. For example, we have received, and we may in the future receive, correspondence from third parties or their legal counsel disclosing that such third party owns patents that may encompass one or more of our product candidates. It is also possible that a third party may file a lawsuit against us alleging infringement of its patents. The outcome of any such proceeding is uncertain and would likely result in the expenditure of significant

financial resources and the diversion of managementâ€™s time and resources, which could harm our business. While we do not believe that any claims that could otherwise have a materially adverse effect on the commercialization of our product candidates are valid and enforceable, we may be incorrect in this belief, or we may not be able to prove it in litigation. In this regard, patents issued in the United States by law enjoy a presumption of validity that can be rebutted only with evidence that is â€œclear and convincing,â€ a heightened standard of proof. There may be issued third-party patents of which we are currently unaware with claims to compositions, formulations, methods of manufacture or methods for treatment related to the use or manufacture of our product candidates. Patent applications can take many years to issue. There may be currently pending patent applications which may later result in issued patents that our product candidates may infringe. In addition, third parties may obtain patents in the future and claim that use of our technologies infringes upon these patents. Moreover, we may fail to identify relevant patents or incorrectly conclude that a patent is invalid, not enforceable, exhausted, or not infringed by our activities. If any third-party patents were held by a court of competent jurisdiction to cover the manufacturing process of our product candidates, constructs or molecules used in or formed during the manufacturing process, or any final product itself, the holders of any such patents may be able to block our ability to commercialize the product candidate unless we obtained a license under the applicable patents, or until such patents expire or they are finally determined to be held invalid or unenforceable. Similarly, if any third-party patent were held by a court of competent jurisdiction to cover aspects of our formulations, processes for manufacture or methods of use, including combination therapy or patient selection 58Table of Contentsmethods, the holders of any such patent may be able to block our ability to develop and commercialize the product candidate unless we obtained a license or until such patent expires or is finally determined to be held invalid or unenforceable. In either case, such a license may not be available on commercially reasonable terms or at all. If we are unable to obtain a necessary license to a third-party patent on commercially reasonable terms, or at all, our ability to commercialize our product candidates may be impaired or delayed, which could in turn significantly harm our business. Even if we obtain a license, it may be non-exclusive, thereby giving our competitors access to the same technologies licensed to us. In addition, if the breadth or strength of protection provided by our patents and patent applications is threatened, it could dissuade companies from collaborating with us to license, develop or commercialize current or future product candidates. Parties making claims against us may seek and obtain injunctive or other equitable relief, which could effectively block our ability to further develop and commercialize our product candidates. Defense of these claims, regardless of their merit, could involve substantial litigation expense and would be a substantial diversion of employee resources from our business. In the event of a successful claim of infringement against us, we may have to pay substantial damages, including treble damages and attorneysâ€™ fees for willful infringement, obtain one or more licenses from third parties, pay royalties or redesign our infringing products, which may be impossible or require substantial time and monetary expenditure. We cannot predict whether any such license would be available on commercially reasonable terms or at all. Furthermore, even in the absence of litigation, we may need or may choose to obtain licenses from third parties to advance our research or allow commercialization of our product candidates. We may fail to obtain any of these licenses at a reasonable cost or on reasonable terms, if at all. In that event, we would be unable to further develop and commercialize our product candidates, which could harm our business significantly. We may not be successful in obtaining or maintaining necessary rights to product components and processes for our development pipeline through acquisitions and in-licenses. Presently we have certain intellectual property rights, under patents and patent applications that we own or will own and under the Harpoon Agreement, related to WTX-124, WTX-330, JZP898, WTX-712, WTX-518 and other product candidates we may develop in the future. Our development of additional product candidates may require the use of proprietary rights held by third parties, the growth of our business will likely depend in part on our ability to acquire, in-license or use these proprietary rights. In addition, while we have patent rights directed to certain INDUKINE constructs we may not be able to obtain intellectual property to broad INDUKINE polypeptides or engineered INDUKINE constructs. Our product candidates may also require specific formulations to work effectively and efficiently, and rights to such formulation technology may be held by others. Similarly, efficient production or delivery of our product candidates may also require specific compositions or methods, and the rights to these may be owned by third parties. We may be unable to acquire or in-license any compositions, methods of use, processes or other third-party intellectual property rights from third parties that we identify as necessary or important to our business operations. We may fail to obtain any of these licenses at a reasonable cost or on reasonable terms, if at all, which would harm our business. We may need to cease use of the compositions or methods covered by such third-party intellectual property rights and may need to seek to develop alternative approaches that do not infringe on such intellectual property rights which may entail additional costs and development delays, even if we were able to develop such alternatives, which may not be feasible. 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. Moreover, the specific components, such as linkers and antibody fragments, that will be used with our product candidates may be covered by the intellectual property rights of others. Additionally, we may collaborate with or sponsor research at academic institutions to accelerate our preclinical research or development under written agreements with these institutions. In certain cases, these institutions may provide us with an option to negotiate a license to any of the institutionâ€™s rights in technology resulting from the collaboration or sponsorship. Regardless of such option, we may be unable to negotiate a license within the specified timeframe or under terms that are acceptable to us. If we are unable to do so, the institution may offer the intellectual property rights to others, potentially blocking our ability to pursue our program. If we are unable to successfully obtain rights to required third-party intellectual property or to maintain the existing intellectual property rights we have, we may have to abandon development of such program and our business and financial condition could suffer. The licensing and acquisition of third-party intellectual property rights is a competitive area, and companies, which may be more established, or have greater resources than we do, may also be pursuing strategies to license or acquire third-party intellectual property rights that we may consider necessary or attractive in order to commercialize our product candidates. More established companies may have a competitive advantage over us due to their size, cash resources and greater clinical development and commercialization capabilities. 59Table of ContentsWe may be involved in lawsuits to protect or enforce our patents or the patents of our licensors, which could be expensive, time-consuming and unsuccessful. Competitors may infringe our patents or the patents of our licensors. To counter infringement or unauthorized use, we may be required to file lawsuits with infringement claims, which can be expensive and time-consuming. In addition, in an infringement proceeding, a court may decide that one or more of our patents is not valid or is unenforceable or may refuse to stop the other party from using the technology at issue on the grounds that our patents do not cover the technology in question. An adverse result in any litigation or defense proceedings could put one or more of our patents at risk of being invalidated, held unenforceable, or interpreted narrowly and could put our patent applications at risk of not issuing. Defense of these claims, regardless of their merit, would involve substantial litigation expense and would be a substantial diversion of employee resources from our business. In the event of a successful claim of infringement against us, we may have to pay substantial damages, including treble damages and attorneysâ€™ fees for willful infringement, obtain one or more licenses from third parties, pay royalties or redesign our infringing products, which may be impossible or require substantial time and monetary expenditure. Post-grant proceedings provoked by third parties or brought by the USPTO may be necessary to determine the validity or priority of inventions with respect to our patents or patent applications or those of our licensors. An unfavorable outcome could result in a loss of our current patent rights and could require us to cease using the related technology or to attempt to license rights to it from the prevailing party. Our business could be harmed if the prevailing party does not offer us a license on commercially reasonable terms, or at all. Litigation or post-grant proceedings may result in a decision adverse to our interests and, even if we are successful, may result in substantial costs and distract our management and other employees. We may not be able to prevent, alone or with our licensors, misappropriation of our trade secrets or confidential information, particularly in countries where the laws may not protect those rights as fully as in the United States. 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 this type of litigation. In addition, there could be public announcements of the results of hearings, motions or other interim proceedings or developments. If securities analysts or investors perceive these results to be negative, it could have a substantial adverse effect on the price of our common stock. Obtaining and maintaining our patent protection depends on compliance with various procedural, document submission, 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. Some of our patent applications have been granted or may be granted or allowed in the future. We cannot be certain that an allowed patent application will become an issued patent. There may be events that can cause the allowance of a patent application to be withdrawn. For example, after a patent application has been allowed, but prior to being issued, material that could be relevant to patentability may be identified. In such circumstances, the applicant may pull the application from allowance in order for the USPTO to review the application in view of the new material. We cannot be certain that the USPTO will re-allow the application in view of the new material. Further, periodic maintenance fees on any issued patent are due to be paid to the USPTO and foreign patent agencies in several stages over the lifetime of the patent. The USPTO and various foreign governmental patent agencies require compliance with a number of procedural, documentary, fee payment and other similar provisions during the patent application process and following the issuance of a patent. We rely on our outside counsel and other professionals or our licensing partners to pay these fees due to the USPTO and non-U.S. government patent agencies and to help us comply with other procedural, documentary and other similar requirements and we are also dependent on our licensors to take the necessary action to comply with these requirements with respect to our licensed intellectual property. While an inadvertent lapse 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. Noncompliance 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. In such an event, our competitors might be able to enter the market, which would have a material adverse effect on our business. Issued patents covering our product candidates or technology could be found invalid or unenforceable if challenged in court or the USPTO. If we or one of our licensors initiate legal proceedings against a third party to enforce a patent covering one of our product candidates or our technology, the defendant could counterclaim that the patent covering our product candidate or technology, as applicable, is invalid and/or unenforceable. In patent litigation in the United States, defendant counterclaims alleging invalidity and/or unenforceability are commonplace, and there are numerous grounds upon which a third party can assert invalidity or unenforceability of a patent. Third parties may also raise similar claims before administrative bodies in the United States or abroad, even outside the context of litigation. Such mechanisms include re-examination, inter partes review, post-grant review 60Table of Contentsand equivalent proceedings in foreign jurisdictions (such as opposition proceedings). Such proceedings could result in revocation or amendment to our patents in such a way that they no longer cover our product candidates or technology. The outcome following legal assertions of invalidity and unenforceability is unpredictable. With respect to the validity question, for example, we cannot be certain that there is no invalidating prior art, of which we, our patent counsel and the patent examiner were unaware during prosecution. If a defendant were to prevail on a legal assertion of invalidity and/or unenforceability, or if we are otherwise unable to adequately protect our rights, we would lose at least part, and perhaps all, of the patent protection on our product candidates or technology. Such a loss of patent protection could have a material adverse impact on our business and our ability to commercialize or license our technology and product candidates. Changes to patent law in the United States and in foreign jurisdictions could diminish the value of patents in general, thereby impairing our ability to protect our products. 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 involve both technological and legal complexity, and is therefore costly, time-consuming and inherently uncertain. In addition, the United States continues to adapt to wide-ranging patent reform legislation that became effective starting in 2012. Moreover, recent U.S. Supreme Court rulings have narrowed the scope of patent protection available in certain circumstances and weakened the rights of patent owners in certain situations. In addition to increasing uncertainty with regard to our ability to obtain patents in the future, this combination of events has created uncertainty with respect to the value of patents, once obtained. Depending on decisions by the U.S. Congress, the federal courts, and the USPTO, 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 caseÂ Assoc. for Molecular Pathology v. Myriad Genetics, Inc.,Â 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, Congress or the USPTO may impact the value of our patents. Similarly, changes in the patent laws of other jurisdictions could adversely affect our ability to obtain and effectively enforce our patent rights, which would have a material adverse effect on our business and financial condition. We have limited foreign intellectual property rights and may not be able to protect our intellectual property rights throughout the world. We have obtained granted patents in the United States that we consider to be important for certain of our product candidates, however, we may have less robust intellectual property rights outside the United States, and, in particular, we may not be able to pursue generic coverage of our PREDATOR platform or of our INDUKINE molecules outside of the United States. Filing, prosecuting and defending patents on product candidates in all countries throughout the world would be prohibitively expensive, and our intellectual property rights in some countries outside the United States can be less extensive than those in the United States. In addition, the laws of some foreign countries do not protect intellectual property rights to the same extent as federal and state laws in the United States. Consequently, 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 and further, may export otherwise infringing products to territories where we have patent protection, but enforcement is not as strong as that 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. Most of our patent portfolio is at the very early stage. We will need to decide whether and in which jurisdictions to pursue protection for the various inventions in our portfolio prior to applicable deadlines. Many companies have encountered significant problems in protecting and defending intellectual property rights in foreign jurisdictions. The legal systems of certain countries, particularly certain developing countries, do not favor the enforcement of patents, trade secrets and other intellectual property protection, particularly those relating to biopharmaceutical products, 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 lawsuits that we initiate and the damages or other remedies awarded, if any, may not be commercially meaningful. 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. In addition, many countries have compulsory licensing laws under which a patent owner may be compelled to grant licenses to third parties. Many countries also limit the enforceability of patents against government agencies or government contractors. In these countries, the patent owner may have limited remedies, which could materially diminish the value of such patent. If we or any of our licensors is forced to grant a license to third parties with respect to any patents relevant to our business, our competitive position may be impaired, and our business and financial condition may be adversely affected. 61Table of ContentsWe may be subject to claims challenging the inventorship or ownership of our patents and other intellectual property. We generally enter into confidentiality and intellectual property assignment agreements with our employees, consultants, and contractors. These agreements generally provide that inventions conceived by the party in the course of rendering services to us will be our exclusive property. However, those agreements may not be honored and may not effectively assign intellectual property rights to us. Moreover, there may be some circumstances, where we are unable to negotiate for such ownership rights. Disputes regarding ownership or inventorship of intellectual property can also arise in other contexts, such as collaborations and sponsored research. If we are subject to a dispute challenging our rights in or to patents or other intellectual property, such a dispute could be expensive and time consuming. If we were unsuccessful, we could lose valuable rights in intellectual property

that we regard as our own. We may be subject to damages resulting from claims that we or our employees have wrongfully used or disclosed confidential information of our competitors or are in breach of non-competition or non-solicitation agreements with our competitors. Many of our employees were previously employed at other pharmaceutical companies, including our competitors or potential competitors, in some cases until recently. We may be subject to claims that we or our employees have inadvertently or otherwise used or disclosed trade secrets or other confidential information of these former employers or competitors. In addition, we have been and may in the future be subject to claims that we caused an employee to breach the terms of his or her non-competition or non-solicitation agreement. Litigation may be necessary to defend against these claims. Even if we are successful in defending against these claims, litigation could result in substantial costs and could be a distraction to management. If our defense to those claims fails, in addition to paying monetary damages, we may lose valuable intellectual property rights or personnel. Any litigation or the threat thereof may adversely affect our ability to hire employees. A loss of key personnel or their work product could hamper or prevent our ability to commercialize product candidates, which could have an adverse effect on our business, results of operations and financial condition. If we do not obtain patent term extension and data exclusivity for any of our current or future product candidates, our business may be materially harmed. Depending upon the timing, duration and specifics of any FDA marketing approval of any of our current or future product candidates, one or more of our U.S. patents may be eligible for limited patent term extension under the Drug Price Competition and Patent Term Restoration Act of 1984, or the Hatch-Waxman Amendments. The Hatch-Waxman Amendments permit a patent extension term of up to five years as compensation for patent term lost during the FDA regulatory review process. A patent term extension cannot extend the remaining term of a patent beyond a total of 14 years from the date of product approval, only one patent may be extended and only those claims covering the approved drug, a method for using it, or a method for manufacturing it may be extended. However, we may not be granted an extension because of, for example, failing to exercise due diligence during the testing phase or regulatory review process, failing to apply within applicable deadlines, failing to apply prior to expiration of relevant patents, or otherwise failing to satisfy applicable requirements. Moreover, the applicable time period or the scope of patent protection afforded could be less than we request. If we are unable to obtain patent term extension or term of any such extension is less than we request, our competitors may obtain approval of competing products following our patent expiration, and our business, financial condition, results of operations, and prospects could be materially harmed. If our trademarks and trade names are not adequately protected, then we may not be able to build name recognition in our marks of interest and our business may be adversely affected. Our trademarks or trade names may be challenged, infringed, circumvented, declared generic or determined to be infringing on other marks. We rely on both registration and common law protection for our trademarks. 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 the trademark registration process, we may receive Office Actions from the USPTO objecting to the registration of our trademark. Although we would be given an opportunity to respond to those objections, 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 to oppose pending trademark applications and/or to seek the cancellation of 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. Numerous factors may limit any potential competitive advantage provided by our intellectual property rights. The degree of future protection afforded by our intellectual property rights, whether owned or in-licensed, is uncertain because intellectual property rights have limitations, and may not adequately protect our business, provide a barrier to entry against our competitors or potential competitors, or permit us to maintain our competitive advantage. Moreover, if a third party has intellectual property rights that cover the practice of our technology, we may not be able to fully exercise or extract value from 62Table of Contentsour intellectual property rights. The factors that may limit any potential competitive advantage provided by our intellectual property rights include: â€¢pending patent applications that we own or license may not lead to issued patents; â€¢patents, should they issue, that we own or license, may not provide us with any competitive advantages, or may be challenged and held invalid or unenforceable; â€¢others may be able to develop and/or practice technology that is similar to our technology or aspects of our technology but that is not covered by the claims of any of our owned or in-licensed patents, should any such patents issue; â€¢third parties may compete with us in jurisdictions where we do not pursue and obtain patent protection; â€¢we (or our licensors) might not have been the first to make the inventions covered by a pending patent application that we own or license; â€¢we (or our licensors) might not have been the first to file patent applications covering a particular invention; â€¢others may independently develop similar or alternative technologies without infringing our intellectual property rights; â€¢we may not be able to obtain and/or maintain necessary licenses on reasonable terms or at all; â€¢third parties may assert an ownership interest in our intellectual property and, if successful, such disputes may preclude us from exercising exclusive rights, or any rights at all, over that intellectual property; â€¢we may not be able to maintain the confidentiality of our trade secrets or other proprietary information; â€¢we may not develop or in-license additional proprietary technologies that are patentable; and â€¢the patents of others may have an adverse effect on our business. Should any of these events occur, they could significantly harm our business and results of operation. Risks Related to Regulatory Approval and Marketing of Our Product Candidates and Other Legal Compliance Matters Even if we complete the necessary preclinical studies and clinical trials, the regulatory approval process is expensive, time consuming and uncertain and may prevent us from obtaining approvals for the commercialization of some or all of our product candidates. As a result, we cannot predict when or if, and in which territories, we will obtain marketing approval to commercialize a product candidate. The research, testing, manufacturing, labeling, approval, selling, marketing, promotion and distribution of products are subject to extensive regulation by the FDA and comparable foreign regulatory authorities. We are not permitted to market our product candidates in the United States or in other countries until we receive approval of an NDA or BLA from the FDA or marketing approval from applicable regulatory authorities outside the United States. Our product candidates are in various stages of development and are subject to the risks of failure inherent in development. We have not submitted an application for or received marketing approval for any of our product candidates in the United States or in any other jurisdiction. We have no experience as a company in filing and supporting the applications necessary to gain marketing approvals and expect to rely on third-party CROs to assist us in this process. The process of obtaining marketing approvals, both in the United States and abroad, is lengthy, expensive and uncertain. It may take many years, if approval is obtained at all, and can vary substantially based upon a variety of factors, including the type, complexity and novelty of the product candidates involved. Securing marketing approval requires the submission of extensive preclinical and clinical data and supporting information, including manufacturing information, to regulatory authorities for each therapeutic indication to establish the product candidateâ€™s safety and efficacy. The FDA or other regulatory authorities may determine that our product candidates are not safe and effective, only moderately effective or have undesirable or unintended side effects, toxicities or other characteristics that preclude our obtaining marketing approval or prevent or limit commercial use. In addition, changes in marketing approval policies during the development period, changes in or the enactment or promulgation of additional statutes, regulations or guidance or changes in regulatory review for each submitted product application, may cause delays in the approval or rejection of an application. Regulatory authorities have substantial discretion in the approval process and varying interpretations of the data obtained from preclinical and clinical testing could delay, limit or prevent marketing approval of a product candidate. Any marketing approval we ultimately obtain may be limited or subject to restrictions or post-approval commitments that render the approved product not commercially viable. 63Table of ContentsFurther, under the Pediatric Research Equity Act, a BLA or supplement to a BLA for certain biological products must contain data to assess the safety and effectiveness of the biological product in all relevant pediatric subpopulations and to support dosing and administration for each pediatric subpopulation for which the product is safe and effective, unless the sponsor receives a deferral or waiver from the FDA. A deferral may be granted for several reasons, including a finding that the product or therapeutic candidate is ready for approval for use in adults before pediatric trials are complete or that additional safety or effectiveness data needs to be collected before the pediatric trials begin. The applicable legislation in the EU also requires sponsors to either conduct clinical trials in a pediatric population in accordance with a Pediatric Investigation Plan approved by the Pediatric Committee of the European Medicines Agency, or EMA, or to obtain a waiver or deferral from the conduct of these studies by this Committee. For any of our product candidates for which we are seeking regulatory approval in the U.S. or the EU, we cannot guarantee that we will be able to obtain a waiver or alternatively complete any required studies and other requirements in a timely manner, or at all, which could result in associated reputational harm and subject us to enforcement action.Any delay in obtaining or failure to obtain required approvals could negatively affect our ability or that of any future collaborators to generate revenue from the particular product candidate, which likely would result in significant harm to our financial position and adversely impact our stock price. Failure to obtain marketing approval in foreign jurisdictions would prevent our product candidates from being marketed abroad. Any approval we may be granted for our product candidates in the United States would not assure approval of our product candidates in foreign jurisdictions and any of our product candidates that may be approved for marketing in a foreign jurisdiction will be subject to risks associated with foreign operations. In order to market and sell our products in the EU and other foreign jurisdictions, we must obtain separate marketing approvals and comply with numerous and varying regulatory requirements. The approval procedure varies among countries and can involve additional testing. The time required to obtain approval may differ substantially from that required to obtain FDA approval. The marketing approval process outside the United States generally includes all of the risks associated with obtaining FDA approval. We may not obtain approvals from regulatory authorities outside the United States on a timely basis, if at all. Approval by the FDA does not ensure approval by regulatory authorities in other countries or jurisdictions, and approval by one regulatory authority outside the United States does not ensure approval by regulatory authorities in other countries or jurisdictions or by the FDA. We may file for marketing approvals but not receive necessary approvals to commercialize our products in any market. In many countries outside the United States, a product candidate must also be approved for reimbursement before it can be sold in that country. In some cases, the price that we intend to charge for our products, if approved, is also subject to approval. Obtaining non-U.S. regulatory approvals and compliance with non-U.S. regulatory requirements could result in significant delays, difficulties and costs for us and could delay or prevent the introduction of our product candidates in certain countries. In addition, if we fail to obtain the non-U.S. approvals required to market our product candidates outside the United States or if we fail to comply with applicable non-U.S. regulatory requirements, our target markets will be reduced and our ability to realize the full market potential of our product candidates will be harmed and our business, financial condition, results of operations and prospects may be adversely affected. Additionally, we could face heightened risks with respect to obtaining marketing authorization in the UK as a result of the withdrawal of the UK from the EU, commonly referred to as Brexit. The UK is no longer part of the European Single Market and EU Customs Union. As of January 1, 2021, the Medicines and Healthcare products Regulatory Agency, or MHRA, became responsible for supervising medicines and medical devices in Great Britain, comprising England, Scotland and Wales under domestic law, whereas under the terms of the Northern Ireland Protocol, Northern Ireland is currently subject to EU rules. The UK and EU have however agreed to the Windsor Framework which fundamentally changes the existing system under the Northern Ireland Protocol, including with respect to the regulation of medicinal products in the UK. Once implemented, the changes introduced by the Windsor Framework will see the MHRA be responsible for approving all medicinal products destined for the UK market (i.e., Great Britain and Northern Ireland), and the EMA will no longer have any role in approving medicinal products destined for Northern Ireland. Any delay in obtaining, or an inability to obtain, any marketing authorizations, as a result of Brexit or otherwise, may force us to restrict or delay efforts to seek regulatory approval in the UK for our product candidates, which could significantly and materially harm our business.In addition, foreign regulatory authorities may change their approval policies and new regulations may be enacted. For instance, the EU pharmaceutical legislation is currently undergoing a complete review process, in the context of the Pharmaceutical Strategy for Europe initiative, launched by the European Commission in November 2020. The European Commissionâ€™s proposal for revision of several legislative instruments related to medicinal products (potentially reducing the duration of regulatory data protection, revising the eligibility for expedited pathways, etc.) was published on April 26, 2023. The proposed revisions remain to be agreed and adopted by the European Parliament and European Council and the proposals may therefore 64Table of Contentsbe substantially revised before adoption, which is not anticipated before early 2026. The revisions may however have a significant impact on the pharmaceutical industry and our business in the long term.We expect that we will be subject to additional risks in commercializing any of our product candidates that receive marketing approval outside the United States, including tariffs, trade barriers and regulatory requirements; economic weakness, including inflation, or political instability in particular foreign economies and markets; compliance with tax, employment, immigration and labor laws for employees living or traveling abroad; foreign currency fluctuations, which could result in increased operating expenses and reduced revenue, and other obligations incident to doing business in another country; and workforce uncertainty in countries where labor unrest is more common than in the United States. We may not be able to obtain orphan drug designation or orphan drug exclusivity for our product candidates and, even if we do, that exclusivity may not prevent the FDA or the EMA from approving competing products. Regulatory authorities in some jurisdictions, including the United States and Europe, may designate drugs for relatively small patient populations as orphan drugs. Under the Orphan Drug Act, the FDA may designate a product as an orphan drug if it is a drug intended to treat a rare disease or condition, which is generally defined as a patient population of fewer than 200,000 individuals annually in the United States. Generally, a product with orphan drug designation only becomes entitled to orphan drug exclusivity if it receives the first marketing approval for the indication for which it has such designation, in which case the FDA or the EMA will be precluded from approving another marketing application for the same product for that indication for the applicable exclusivity period. The applicable exclusivity period is seven years in the United States and ten years in Europe. The European exclusivity period can be reduced to six years if a product no longer meets the criteria for orphan drug designation or if the product is sufficiently profitable so that market exclusivity is no longer justified. We may seek orphan drug designations for our product candidates and may be unable to obtain such designations. Even if we do secure such designations and orphan drug exclusivity for a product, that exclusivity may not effectively protect the product from competition because different products can be approved for the same condition. Further, the FDA can subsequently approve the same drug for the same condition if the FDA concludes that the later product is clinically superior in that it is shown to be safer, to be more effective or to make a major contribution to patient care. Finally, orphan drug exclusivity may be lost if the FDA or the EMA determines that the request for designation was materially defective or if the manufacturer is unable to assure sufficient quantity of the product to meet the needs of patients with the rare disease or condition. The FDA may further re-evaluate the Orphan Drug Act and its regulations and policies. This may be particularly true in light of a decision from the Court of Appeals for the 11th Circuit in September 2021 finding that, for the purpose of determining the scope of exclusivity, the term â€œsame disease or conditionâ€ means the designated â€œrare disease or conditionâ€ and could not be interpreted by the FDA to mean the â€œindication or use.â€ Thus, the Court of Appeals concluded that orphan drug exclusivity applies to the entire designated disease or condition rather than the â€œindication or use.â€ Although there have been legislative proposals to overrule this decision, they have not been enacted into law. On January 23, 2023, the FDA announced that, in matters beyond the scope of that court order, it will continue to apply its existing regulations tying orphan-drug exclusivity to the uses or indications for which the orphan drug was approved. We do not know if, when, or how the FDA or Congress may change the orphan drug regulations and policies in the future, and it is uncertain how any changes might affect our business. Depending on what changes the FDA may make to its orphan drug regulations and policies, our business could be adversely impacted.Any product candidate for which we obtain marketing approval is subject to ongoing regulation and could be subject to restrictions or withdrawal from the market, and we may be subject to substantial penalties if we fail to comply with regulatory requirements, when and if any of our product candidates are approved. Any product candidate for which we obtain marketing approval will be subject to continual requirements of and review by the FDA and other regulatory authorities. These requirements include submissions of safety and other post-marketing information and reports, registration and listing requirements, cGMP requirements relating to quality control and manufacturing, quality assurance and corresponding maintenance of records and documents, and requirements regarding the distribution of samples to physicians and recordkeeping. In addition, the approval may be subject to limitations on the indicated uses for which the product may be marketed or to the conditions of approval, or contain requirements for costly post-marketing testing and surveillance to monitor the safety or efficacy of the medicine, including the requirement to implement a risk evaluation and mitigation strategy. In addition, later discovery of previously unknown adverse events or other problems with any product for

which we may obtain marketing approval and its manufacturers or manufacturing processes or failure to comply with regulatory requirements, may yield various results, including:â€¢restrictions on such products, manufacturers or manufacturing processes; â€¢restrictions on the labeling or marketing of a product; 65Table of Contentsâ€¢restrictions on distribution or use of a product; â€¢requirements to conduct post-marketing studies or clinical trials; â€¢warning letters or untitled letters; â€¢withdrawal of the products from the market; â€¢refusal to approve pending applications or supplements to approved applications that we submit; â€¢recall of products; â€¢damage to relationships with collaborators; â€¢unfavorable press coverage and damage to our reputation; â€¢fines, restitution or disgorgement of profits or revenues; â€¢suspension or withdrawal of marketing approvals; â€¢refusal to permit the import or export of our products; â€¢product seizure; â€¢injunctions or the imposition of civil or criminal penalties; and â€¢litigation involving patients using our products. Post-approval restrictions apply to the approval of products in the EU. The holder of a marketing authorization is required to comply with a range of requirements applicable to the manufacturing, marketing, promotion and sale of medicinal products. These include: compliance with the EUâ€™s stringent pharmacovigilance or safety reporting rules, which can impose post-authorization studies and additional monitoring obligations; the manufacturing of authorized medicinal products, for which a separate manufacturerâ€™s license is mandatory; and the marketing and promotion of authorized drugs, which are strictly regulated in the EU and are also subject to EU Member State laws. The failure to comply with these and other EU requirements can also lead to significant penalties and sanctions. Accordingly, if we receive marketing approval for one or more of our product candidates, we will continue to expend time, money and effort in all areas of regulatory compliance, including manufacturing, production, product surveillance and quality control. If we fail to comply with these requirements, we could have the marketing approvals for our products withdrawn by regulatory authorities and our ability to market any products could be limited, which could adversely affect our ability to achieve or sustain profitability. Any regulatory approval to market our products will be limited by indication. If we fail to comply or are found to be in violation of FDA regulations restricting the promotion of our products for unapproved uses, we could be subject to criminal penalties, substantial fines or other sanctions and damage awards.The regulations relating to the promotion of products for unapproved uses are complex and subject to substantial interpretation by the FDA, EMA, MHRA and other government agencies. In September 2021, the FDA published final regulations which describe the types of evidence that the agency will consider in determining the intended use of a drug product. Physicians may nevertheless prescribe our products off-label to their patients in a manner that is inconsistent with the approved label. We intend to implement compliance and training programs designed to ensure that our sales and marketing practices comply with applicable regulations. Notwithstanding these programs, the FDA or other government agencies may allege or find that our practices constitute prohibited promotion of our products for unapproved uses. We also cannot be sure that our employees will comply with company policies and applicable regulations regarding the promotion of products for unapproved uses.Notwithstanding the regulatory restrictions on off-label promotion, the FDA and other regulatory authorities allow companies to engage in truthful, non-misleading, and non-promotional scientific communications concerning their products in certain circumstances. For example, in October 2023, the FDA published draft guidance outlining the agencyâ€™s non-binding policies governing the distribution of scientific information on unapproved uses to healthcare providers. This draft guidance calls for such communications to be truthful, non-misleading, factual, and unbiased and include all information necessary for healthcare providers to interpret the strengths and weaknesses and validity and utility of the information about the unapproved use. In addition, under some relatively recent guidance from the FDA and the Pre-Approval Information Exchange Act signed into law as part of the Consolidated Appropriations Act of 2023, companies may also promote information that is consistent with the prescribing information and proactively speak to formulary committee members of payors regarding data for an unapproved drug or unapproved uses of an approved drug. We may engage in these discussions and communicate with healthcare providers, payors and other constituencies in compliance with all applicable laws, regulatory guidance and industry best practices. We will 66Table of Contentsneed to carefully navigate the FDAâ€™s various regulations, guidance and policies, along with recently enacted legislation, to ensure compliance with restrictions governing promotion of our products. In recent years, a significant number of pharmaceutical and biotechnology companies have been the target of inquiries and investigations by various federal and state regulatory, investigative, prosecutorial and administrative entities in connection with the promotion of products for unapproved uses and other sales practices, including the Department of Justice and various U.S. Attorneysâ€™ Offices, the Office of Inspector General of the Department of Health and Human Services, the FDA, the Federal Trade Commission, or the FTC, and various state Attorneys General offices. These investigations have alleged violations of various federal and state laws and regulations, including claims asserting antitrust violations, violations of the Federal Food, Drug, and Cosmetic Act, the False Claims Act, the Prescription Drug Marketing Act and anti-kickback laws and other alleged violations in connection with the promotion of products for unapproved uses, pricing and Medicare and/or Medicaid reimbursement. Many of these investigations originate as qui tam actions under the False Claims Act. Under the False Claims Act, any individual can bring a claim on behalf of the government alleging that a person or entity has presented a false claim or caused a false claim to be submitted to the government for payment. The person bringing a qui tam suit is entitled to a share of any recovery or settlement. Qui tam suits, also commonly referred to as whistleblower suits, are often brought by current or former employees. In a qui tam suit, the government must decide whether to intervene and prosecute the case. If it declines, the individual may pursue the case alone.If the FDA or any other governmental agency initiates an enforcement action against us or if we are the subject of a qui tam suit and it is determined that we violated prohibitions relating to the promotion of products for unapproved uses, we could be subject to substantial civil or criminal fines or damage awards and other sanctions such as consent decrees and corporate integrity agreements pursuant to which our activities would be subject to ongoing scrutiny and monitoring to ensure compliance with applicable laws and regulations. Any such fines, awards or other sanctions would have an adverse effect on our revenue, business, financial prospects and reputation.We may seek certain designations for our product candidates, including Breakthrough Therapy, Fast Track and Priority Review designations, but we might not receive such designations, and even if we do, such designations may not lead to a faster development or regulatory review or approval process. We may seek certain designations for one or more of our product candidates that could expedite review and approval by the FDA. A Breakthrough Therapy product is defined as a product that is intended, alone or in combination with one or more other products, to treat a serious condition, and preliminary clinical evidence indicates that the product may demonstrate substantial improvement over existing therapies on one or more clinically significant endpoints, such as substantial treatment effects observed early in clinical development. For products that have been designated as Breakthrough therapies, interaction and communication between the FDA and the sponsor of the trial can help to identify the most efficient path for clinical development while minimizing the number of patients placed in ineffective control regimens. The FDA may also designate a product for Fast Track review if it is intended, whether alone or in combination with one or more other products, for the treatment of a serious or life-threatening disease or condition, and it demonstrates the potential to address unmet medical needs for such a disease or condition. For Fast Track products, sponsors may have greater interactions with the FDA and the FDA may initiate review of sections of a Fast Track productâ€™s application before the application is complete. This rolling review may be available if the FDA determines, after preliminary evaluation of clinical data submitted by the sponsor, that a Fast Track product may be effective. We may also seek a priority review designation for one or more of our product candidates. If the FDA determines that a product candidate offers major advances in treatment or provides a treatment where no adequate therapy exists, the FDA may designate the product candidate for priority review. A priority review designation means that the goal for the FDA to review an application is six months, rather than the standard review period of ten months. These designations are within the discretion of the FDA. Accordingly, even if we believe that one of our product candidates meets the criteria for these designations, the FDA may disagree and instead determine not to make such designation. Further, even if we receive a designation, the receipt of such designation for a product candidate may not result in a faster development or regulatory review or approval process compared to products considered for approval under conventional FDA procedures and does not assure ultimate approval by the FDA. In addition, even if one or more of our product candidates qualifies for these designations, the FDA may later decide that the product candidates no longer meet the conditions for qualification or decide that the time period for FDA review or approval will not be shortened. We may seek PRIME Designation in the EU for one or more of our product candidates, but we might not receive such designations and, even if we do, such designations may not lead to a faster development or regulatory review or approval process.In the EU, we may seek PRIME designation for our product candidates in the future. PRIME is a voluntary program aimed at enhancing the EMAâ€™s role to reinforce scientific and regulatory support in order to optimize development and enable 67Table of Contentsaccelerated assessment of new medicines that are of major public health interest with the potential to address unmet medical needs. The program focuses on medicines that target conditions for which there exists no satisfactory method of treatment in the EU or even if such a method exists, it may offer a major therapeutic advantage over existing treatments. PRIME is limited to medicines under development and not authorized in the EU and the applicant intends to apply for an initial marketing authorization application through the centralized procedure. To be accepted for PRIME, a product candidate must meet the eligibility criteria in respect of its major public health interest and therapeutic innovation based on information that is capable of substantiating the claims. The benefits of a PRIME designation include the appointment of a rapporteur from the Committee for Human Medicinal Products to provide continued support and help to build knowledge ahead of a marketing authorization application, early dialogue and scientific advice at key development milestones, and the potential to qualify products for accelerated review, meaning reduction in the review time for an opinion on approvability to be issued earlier in the application process. PRIME designation enables an applicant to request parallel EMA scientific advice and health technology assessment advice to facilitate timely market access. Even if we receive PRIME designation for any of our product candidates, the designation may not result in a materially faster development process, review or approval compared to conventional EMA procedures. Further, obtaining PRIME designation does not assure or increase the likelihood of EMAâ€™s grant of a marketing authorization.Accelerated approval by the FDA, even if granted for any of our current or future product candidates, may not lead to a faster development or regulatory review or approval process and it does not increase the likelihood that our product candidates will receive marketing approval.We may seek approval of any of our current and future product candidates using the FDAâ€™s accelerated approval pathway. A product may be eligible for accelerated approval if it treats a serious or life-threatening condition, generally provides a meaningful advantage over available therapies, and demonstrates an effect on a surrogate endpoint that is reasonably likely to predict clinical benefit. The FDA or other applicable regulatory agency makes the determination regarding whether a surrogate endpoint is reasonably likely to predict long-term clinical benefit.Prior to seeking such accelerated approval, we will seek feedback from the FDA and otherwise evaluate our ability to seek and receive such accelerated approval. As a condition of approval, the FDA requires that a sponsor of a product receiving accelerated approval perform an adequate and well-controlled post-marketing confirmatory clinical trial or trials. These confirmatory trials must be completed with due diligence and we may be required to evaluate different or additional endpoints in these post-marketing confirmatory trials. These confirmatory trials may require enrollment of more patients than we currently anticipate and will result in additional costs, which may be greater than the estimated costs we currently anticipate. In addition, the FDA currently requires as a condition for accelerated approval preapproval of promotional materials, which could adversely impact the timing of the commercial launch of the product.There can be no assurance that the FDA will agree with any proposed surrogate endpoints or that we will decide to pursue or submit a BLA or NDA for accelerated approval or any other form of expedited development, review or approval for any of our current or future product candidates. Similarly, there can be no assurance that, after feedback from FDA, we will continue to pursue or apply for accelerated approval or any other form of expedited development, review or approval, even if we initially decide to do so. Furthermore, if we decide to submit an application for accelerated approval or under another expedited regulatory designation, there can be no assurance that such submission or application will be accepted or that any expedited review or approval will be granted on a timely basis, or at all.The FDA may withdraw approval of a product candidate approved under the accelerated approval pathway if, for example, the trial required to verify the predicted clinical benefit of our product candidate fails to verify such benefit or does not demonstrate sufficient clinical benefit to justify the risks associated with the drug. The FDA may also withdraw approval if other evidence demonstrates that our product candidate is not shown to be safe or effective under the conditions of use, we fail to conduct any required post approval trial of our product candidate with due diligence or we disseminate false or misleading promotional materials relating to our product candidate. A failure to obtain accelerated approval or any other form of expedited development, review or approval for our product candidates, or withdrawal of a product candidate, would result in a longer time period for commercialization of such product candidate, could increase the cost of development of such product candidate and could harm our competitive position in the marketplace.With passage of the Food and Drug Omnibus Reform Act, or FDORA, in December 2022, Congress modified certain provisions governing accelerated approval of drug and biologic products. Specifically, the new legislation authorized the FDA to: require a sponsor to have its confirmatory clinical trial underway before accelerated approval is awarded, require a sponsor of a product granted accelerated approval to submit progress reports on its post-approval studies to the FDA every six months until the study is completed; and use expedited procedures to withdraw accelerated approval of an NDA or BLA after the confirmatory trial fails to verify the productâ€™s clinical benefit. Further, FDORA requires the agency to publish on its website â€œthe rationale for why a post-approval study is not appropriate or necessaryâ€ whenever it decides not to require such a study upon granting accelerated approval.68Table of ContentsMore recently, in March 2023, the FDA issued draft guidance that outlines its current thinking and approach to accelerated approval. The FDA indicated that the accelerated approval pathway is commonly used for approval of oncology drugs due to the serious and life-threatening nature of cancer. Although single-arm trials have been commonly used to support accelerated approval, a randomized controlled trial is the preferred approach as it provides a more robust efficacy and safety assessment and allows for direct comparisons to an available therapy. To that end, the FDA outlined considerations for designing, conducting, and analyzing data for trials intended to support accelerated approvals of oncology therapeutics. While this guidance is currently only in draft form and will not be legally binding even when finalized, we will need to consider the FDAâ€™s guidance closely if we seek accelerated approval for any of our products. Accordingly, even if we do receive accelerated approval, we may not experience a faster development or regulatory review or approval process, and receiving accelerated approval does not provide assurance of ultimate full FDA approval.In the EU, a â€œconditionalâ€ marketing authorization may be granted in cases where all the required safety and efficacy data are not yet available. A conditional marketing authorization is subject to conditions to be fulfilled for generating missing data or ensuring increased safety measures. A conditional marketing authorization is valid for one year and has to be renewed annually until fulfillment of all relevant conditions. Once the applicable pending studies are provided, a conditional marketing authorization can become a â€œstandardâ€ marketing authorization. However, if the conditions are not fulfilled within the timeframe set by the EMA, the marketing authorization will cease to be renewed.We and our contract manufacturers are subject to significant regulation. The manufacturing facilities on which we rely may not continue to meet regulatory requirements, which could materially harm our business. All entities involved in the preparation of product candidates for clinical trials or commercial sale, including any contract manufacturers, are subject to extensive regulation. Components of a finished therapeutic product approved for commercial sale or used in late-stage clinical trials must be manufactured in accordance with cGMP. 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 adventitious agents or other 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 manufacturer must supply all necessary documentation in support of a BLA or an NDA on a timely basis and must adhere to the FDAâ€™s current Good Laboratory Practice and cGMP regulations enforced through its facilities inspection program. Our facilities and quality systems and the facilities and quality systems of some or all of our third-party contractors must pass a pre-approval inspection for compliance with the applicable regulations as a condition of regulatory approval of any product candidate. In addition, the regulatory authorities may, at any time, audit or inspect a manufacturing facility involved with the preparation of our product candidates or the associated quality systems for compliance with the regulations applicable to the activities being conducted. If these facilities do not pass a pre-approval plant inspection, FDA approval of the products will not be granted. The regulatory authorities also may, at any time following approval of a product for sale, audit our manufacturing facilities or those of our third-party contractors. If any such inspection or audit identifies failure to comply with applicable regulations or if a violation of our product specifications or applicable regulations occurs independent of such an inspection or audit, we or the relevant regulatory authority may require remedial measures that may be costly and/or time-consuming for us or a third party to implement and that may include the

temporary or permanent suspension of a clinical trial or commercial sales or the temporary or permanent closure of a facility. Any such remedial measures imposed upon us or third parties with whom we contract could materially harm our business. If we or any of our third-party manufacturers fail to maintain regulatory compliance, the FDA can impose regulatory sanctions including, among other things, refusal to approve a pending application for a new product, or revocation of a pre-existing approval. Any such consequence would severely harm our business, financial condition and results of operations. We intend in the future to conduct clinical trials for certain of our product candidates at sites outside the United States. The FDA may not accept data from trials conducted in such locations and the conduct of trials outside the United States could subject us to additional delays and expense.We intend in the future to conduct one or more of our clinical trials with trial sites that are located outside the United States. Although the FDA may accept data from clinical trials conducted outside the United States, acceptance of these data is subject to certain conditions imposed by the FDA. For example, the clinical trial must be well designed and conducted and performed by qualified investigators in accordance with good clinical practice. The FDA must be able to validate the data from the trial through an onsite inspection if necessary. The trial population must also have a similar profile to the U.S. population, and the data must be applicable to the U.S. population and U.S. medical practice in ways that the FDA deems clinically meaningful, except to the extent the disease being studied does not typically occur in the United States. In addition, while these clinical trials are subject to the applicable local laws, the FDA acceptance of the data will be dependent upon its determination that the trials 69Table of Contentsalso complied with all applicable U.S. laws and regulations. There can be no assurance that the FDA will accept data from clinical trials conducted outside of the United States. If the FDA does not accept the data from any trial that we conduct outside the United States, it would likely result in the need for additional trials, which would be costly and time-consuming and delay or permanently halt our development of our product candidates.In addition, the conduct of clinical trials outside the United States could have a significant adverse impact on us or the trial results. Risks inherent in conducting international clinical trials include: â€¢clinical practice patterns and standards of care that vary widely among countries; â€¢non-U.S. regulatory authority requirements that could restrict or limit our ability to conduct our clinical trials; â€¢administrative burdens of conducting clinical trials under multiple non-U.S. regulatory authority schema;â€¢foreign exchange rate fluctuations; andâ€¢diminished protection of intellectual property in some countries.Inadequate funding for the FDA, the SEC and other government agencies, including from government shut downs, or other disruptions to these agenciesâ€™ operations, could hinder their ability to hire and retain key leadership and other personnel, prevent new products and services from being developed or commercialized in a timely manner or otherwise prevent those agencies from performing normal business functions on which the operation of our business may rely, 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, ability to hire and retain key personnel and accept the payment of user fees, and statutory, regulatory and policy changes. Average review times at the agency have fluctuated in recent years as a result. Disruptions at the FDA and other agencies may also slow the time necessary for new product candidates to be reviewed and/or approved by necessary government agencies, which would adversely affect our business. In addition, government funding of the U.S. Securities and Exchange Commission, or the SEC, and other government agencies on which our operations may rely, including those that fund research and development activities, is subject to the political process, which is inherently fluid and unpredictable. Disruptions at the FDA, EMA and other agencies may also slow the time necessary for new drugs to be reviewed and/or approved by necessary government agencies, which would adversely affect our business. For example, in recent years, including in 2018 and 2019, the U.S. government shut down several times and certain regulatory agencies, such as the FDA and the SEC, had to furlough critical employees and stop critical activities. In addition, disruptions may also be caused by events similar to the COVID-19 pandemic. During the COVID-19 pandemic, a number of companies announced receipt of complete response letters due to the FDAâ€™s inability to complete required inspections for their applications. In the event of a similar public health emergency in the future, the FDA may not be able to continue its current pace and review timelines could be extended. Regulatory authorities outside the United States facing similar circumstances may adopt similar restrictions or other policy measures in response to a similar public health emergency and may also experience delays in their regulatory activities.Accordingly, if a prolonged government shutdown or other disruption occurs, it could significantly impact the ability of the FDA to timely review and process our regulatory submissions, which could have a material adverse effect on our business. Future shutdowns or other disruptions could also affect other government agencies such as the SEC, which may also impact our business by delaying review of our public filings, to the extent such review is necessary, and our ability to access the public markets.Current and future legislation may increase the difficulty and cost for us to obtain reimbursement for any of our candidate products that do receive marketing approval. In the United States and foreign jurisdictions, there have been a number of 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. We expect that current laws, as well as other healthcare reform measures that may be adopted in the future, may result in more rigorous coverage criteria and in additional downward pressure on the price that we may receive for any approved products. If reimbursement of our products is unavailable or limited in scope, our business could be materially harmed. The ACA substantially changed the way healthcare is financed by both governmental and private insurers and continues to significantly impact the U.S. pharmaceutical industry. Since enactment of the ACA, there have been numerous legal challenges and Congressional actions to repeal and replace provisions of the law. For example, with enactment of the TCJA in 2017, Congress repealed the â€œindividual mandate.â€ The repeal of this provision, which requires most Americans to carry a minimal level of health insurance, became effective in 2019. Further, in June 2021, the U.S. Supreme Court dismissed a legal action after finding that the plaintiffs do not have standing to challenge the constitutionality of the ACA. Litigation and legislation over the ACA are likely to continue, with unpredictable and uncertain results. 70Table of ContentsIn addition, other legislative changes have been proposed and adopted since the ACA was enacted. In August 2011, the Budget Control Act of 2011, among other things, created measures for spending reductions by Congress. A Joint Select Committee on Deficit Reduction, tasked with recommending a targeted deficit reduction of at least $1.2 trillion for the years 2013 through 2021, was unable to reach required goals, thereby triggering the legislationâ€™s automatic reduction to several government programs. These changes included aggregate reductions to Medicare payments to providers of up to 2% per fiscal year, which went into effect in April 2013 and will remain in effect through 2032 under the CARES Act. The American Taxpayer Relief Act of 2012, among other things, reduced Medicare payments to several providers and increased the statute of limitations period for the government to recover overpayments to providers from three to five years. These laws may result in additional reductions in Medicare and other healthcare funding and otherwise affect the prices we may obtain for any of our product candidates for which we may obtain regulatory approval or the frequency with which any such product candidate is prescribed or used. The Consolidated Appropriations Act, which was signed into law by President Biden in December 2022, made several changes to sequestration of the Medicare program. Section 1001 of the Consolidated Appropriations Act delays the 4% Statutory Pay-As-You-Go Act of 2010, or PAYGO, sequester for two years, through the end of calendar year 2024. Triggered by enactment of the American Rescue Plan Act of 2021, the 4% cut to the Medicare program would have taken effect in January 2023. The Consolidated Appropriations Actâ€™s health care offset title includes Section 4163, which extends the 2% Budget Control Act of 2011 Medicare sequester for six months into fiscal year 2032 and lowers the payment reduction percentages in fiscal years 2030 and 2031.The Trump Administration also took executive actions to undermine or delay implementation of the ACA, including directing federal agencies with authorities and responsibilities under the ACA to waive, defer, grant exemptions from, or delay the implementation of any provision of the ACA that would impose a fiscal or regulatory burden on states, individuals, healthcare providers, health insurers or manufacturers of pharmaceuticals or medical devices. On JanuaryÂ 28, 2021, however, President Biden issued a new Executive Order which directs federal agencies to reconsider rules and other policies that limit Americansâ€™ access to health care, and consider actions that will protect and strengthen that access. Under this Executive Order, federal agencies are directed to re-examine: policies that undermine protections for people with pre-existing conditions, including complications related to COVID-19; demonstrations and waivers under Medicaid and the ACA that may reduce coverage or undermine the programs, including work requirements; policies that undermine the Health Insurance Marketplace or other markets for health insurance; policies that make it more difficult to enroll in Medicaid and the ACA; and policies that reduce affordability of coverage or financial assistance, including for dependents. This Executive Order also directs the U.S. Department of Health and Human Services, or HHS, to create a special enrollment period for the Health Insurance Marketplace in response to the COVID-19 pandemic. In the EU, on December 13, 2021, Regulation No 2021/2282 on Health Technology Assessment, or HTA, amending Directive 2011/24/EU, was adopted. While the Regulation entered into force in January 2022, it will only begin to apply from January 2025 onwards, with preparatory and implementation-related steps to take place in the interim. Once applicable, it will have a phased implementation depending on the concerned products. The Regulation intends to boost cooperation among EU member states in assessing health technologies, including new medicinal products as well as certain high-risk medical devices, and provide the basis for cooperation at the EU level for joint clinical assessments in these areas. It will permit EU member states to use common HTA tools, methodologies, and procedures across the EU, working together in four main areas, including joint clinical assessment of the innovative health technologies with the highest potential impact for patients, joint scientific consultations whereby developers can seek advice from HTA authorities, identification of emerging health technologies to identify promising technologies early, and continuing voluntary cooperation in other areas. Individual EU member states will continue to be responsible for assessing non-clinical (e.g., economic, social, ethical) aspects of health technology, and making decisions on pricing and reimbursement.Current and future legislative efforts may limit the costs for our products, if and when they are licensed for marketing, and that could materially impact our ability to generate revenues. The prices of prescription pharmaceuticals have also been the subject of considerable discussion in the United States. There have been several recent U.S. congressional inquiries, as well as proposed and enacted state and federal legislation designed to, among other things, bring more transparency to pharmaceutical pricing, review the relationship between pricing and manufacturer patient programs, and reduce the costs of pharmaceuticals under Medicare and Medicaid. In 2020, President Trump issued several executive orders intended to lower the costs of prescription products and certain provisions in these orders have been incorporated into regulations. These regulations include an interim final rule implementing a most favored nation model for prices that would tie Medicare Part B payments for certain physician-administered pharmaceuticals to the lowest price paid in other economically advanced countries, effective January 1, 2021. That rule, however, has been subject to a nationwide preliminary injunction and, on December 29, 2021, the Center for Medicare & Medicaid Services, or CMS, issued a final rule to rescind it. With issuance of this rule, CMS stated that it will explore all options to incorporate value into payments for Medicare Part B pharmaceuticals and improve beneficiaries' access to evidence-based care.71Table of ContentsIn addition, in October 2020, HHS and the FDA published a final rule allowing states and other entities to develop a Section 804 Importation Program, or SIP, to import certain prescription drugs from Canada into the United States. That regulation was challenged in a lawsuit by the Pharmaceutical Research and Manufacturers of America, or PhRMA, but the case was dismissed by a federal district court in February 2023 after the court found that PhRMA did not have standing to sue HHS. Nine states (Colorado, Florida, Maine, New Hampshire, New Mexico, North Dakota, Texas, Vermont and Wisconsin) have passed laws allowing for the importation of drugs from Canada. Certain of these states have submitted Section 804 Importation Program proposals and are awaiting FDA approval. On January 5, 2024, the FDA approved Floridaâ€™s plan for Canadian drug importation. The rule also creates a new safe harbor for price reductions reflected at the point-of-sale, as well as a new safe harbor for certain fixed fee arrangements between pharmacy benefit managers and manufacturers, the implementation of which has been delayed until January 1, 2032 by the Inflation Reduction Act, or IRA.On July 9, 2021, President Biden signed Executive Order 14063, which focuses on, among other things, the price of pharmaceuticals. The Executive Order directs HHS to create a plan within 45 days to combat â€œexcessive pricing of prescription pharmaceuticals and enhance domestic pharmaceutical supply chains, to reduce the prices paid by the federal government for such pharmaceuticals, and to address the recurrent problem of price gouging.â€ On September 9, 2021, HHS released its plan to reduce pharmaceutical prices. The key features of that plan are to: (a) make pharmaceutical prices more affordable and equitable for all consumers and throughout the health care system by supporting pharmaceutical price negotiations with manufacturers; (b) improve and promote competition throughout the prescription pharmaceutical industry by supporting market changes that strengthen supply chains, promote biosimilars and generic drugs, and increase transparency; and (c) foster scientific innovation to promote better healthcare and improve health by supporting public and private research and making sure that market incentives promote discovery of valuable and accessible new treatments.On August 16, 2022, the IRA was signed into law by President Biden. The new legislation has implications for Medicare Part D, which is a program available to individuals who are entitled to Medicare Part A or enrolled in Medicare Part B to give them the option of paying a monthly premium for outpatient prescription drug coverage. Among other things, the IRA requires manufacturers of certain drugs to engage in price negotiations with Medicare (beginning in 2026), with prices that can be negotiated subject to a cap, imposes rebates under Medicare Part B and Medicare Part D to penalize price increases that outpace inflation (first due in 2023), and replaces the Part D coverage gap discount program with a new discounting program (beginning in 2025). The IRA permits the Secretary of HHS to implement many of these provisions through guidance, as opposed to regulation, for the initial years.Specifically, with respect to price negotiations, Congress authorized Medicare to negotiate lower prices for certain costly single-source drug and biologic products that do not have competing generics or biosimilars and are reimbursed under Medicare Part B and Part D. CMS may negotiate prices for ten high-cost drugs paid for by Medicare Part D starting in 2026, followed by 15 Part D drugs in 2027, 15 Part B or Part D drugs in 2028, and 20 Part B or Part D drugs in 2029 and beyond. This provision applies to drug products that have been approved for at least nine years and biologics that have been licensed for 13 years, but it does not apply to drugs and biologics that have been approved for a single rare disease or condition. Nonetheless, since CMS may establish a maximum price for these products in price negotiations, we would be fully at risk of government action if our products are the subject of Medicare price negotiations. Moreover, given the risk that could be the case, these provisions of the IRA may also further heighten the risk that we would not be able to achieve the expected return on our drug products or full value of our patents protecting our products if prices are set after such products have been on the market for nine years.Further, the legislation subjects drug manufacturers to civil monetary penalties and a potential excise tax for failing to comply with the legislation by offering a price that is not equal to or less than the negotiated â€œmaximum fair priceâ€ under the law or for taking price increases that exceed inflation. The legislation also requires manufacturers to pay rebates for drugs in Medicare Part D whose price increases exceed inflation. The new law also caps Medicare out-of-pocket drug costs at an estimated $4,000 a year in 2024 and, thereafter beginning in 2025, at $2,000 a year. In addition, the IRA potentially raises legal risks with respect to individuals participating in a Medicare Part D prescription drug plan who may experience a gap in coverage if they required coverage above their initial annual coverage limit before they reached the higher threshold, or â€œcatastrophic periodâ€ of the plan. Individuals requiring services exceeding the initial annual coverage limit and below the catastrophic period, must pay 100% of the cost of their prescriptions until they reach the catastrophic period. Among other things, the IRA contains many provisions aimed at reducing this financial burden on individuals by reducing the co-insurance and co-payment costs, expanding eligibility for lower income subsidy plans, and price caps on annual out-of-pocket expenses, each of which could have potential pricing and reporting implications.On June 6, 2023, Merck & Co. filed a lawsuit against the HHS and CMS asserting that, among other things, the IRAâ€™s Drug Price Negotiation Program for Medicare constitutes an uncompensated taking in violation of the Fifth Amendment of the Constitution. Subsequently, a number of other parties, including the U.S. Chamber of Commerce, Bristol Myers Squibb Company, the PhRMA, Astellas, Novo Nordisk, Janssen Pharmaceuticals, Novartis, AstraZeneca and Boehringer Ingelheim, also filed lawsuits in various courts with similar constitutional claims against the HHS and CMS. We expect that litigation involving these and other provisions of the IRA will continue, with unpredictable and uncertain results.72Table of ContentsAccordingly, while it is currently unclear how the IRA will be effectuated, we cannot predict with certainty what impact any federal or state health reforms will have on us, but such changes could impose new or more stringent regulatory requirements on our activities or result in reduced reimbursement for our products, any of which could adversely affect our business, results of operations and financial condition.At the state level, legislatures are increasingly passing legislation and implementing regulations designed to control pharmaceutical and biological product pricing, including price or patient reimbursement constraints, discounts, restrictions on certain product access and marketing cost disclosure and transparency measures, and, in some cases, designed to encourage importation from other countries and bulk purchasing. In addition, regional health care authorities and individual hospitals are increasingly using bidding procedures to determine what

pharmaceutical products and which suppliers will be included in their prescription drug and other health care programs. These measures could reduce the ultimate demand for our products, once approved, or put pressure on our product pricing. We expect that additional state and federal healthcare reform measures will be adopted in the future, any of which could limit the amounts that federal and state governments will pay for healthcare products and services, which could result in reduced demand for our product candidates or additional pricing pressures. Finally, outside the United States, in some nations, including those of the European Union, the pricing of prescription pharmaceuticals is subject to governmental control and access. In these countries, pricing negotiations with governmental authorities can take considerable time after the receipt of marketing approval for a product. To obtain reimbursement or pricing approval in some countries, we or our collaborators may be required to conduct a clinical trial that compares the cost-effectiveness of our product to other available therapies. If reimbursement of our products is unavailable or limited in scope or amount, or if pricing is set at unsatisfactory levels, our business could be materially harmed. We may be subject to certain healthcare laws and regulations, which could expose us to criminal sanctions, civil penalties, contractual damages, reputational harm, fines, disgorgement, exclusion from participation in government healthcare programs, curtailment or restricting of our operations, and diminished profits and future earnings. Healthcare providers, third-party payors and others will play a primary role in the recommendation and prescription of any products for which we obtain marketing approval. Our current and future arrangements with healthcare providers and third-party payors will expose us to broadly applicable fraud and abuse and other healthcare laws and regulations that may constrain the business or financial arrangements and relationships through which we research as well as market, sell and distribute any products for which we obtain marketing approval. Potentially applicable U.S. federal and state healthcare laws and regulations include the following: Anti-Kickback Statute. The federal Anti-Kickback Statute prohibits, among other things, persons and entities from knowingly and willfully soliciting, offering, receiving or providing remuneration, directly or indirectly, in cash or in kind, to induce or reward either the referral of an individual for, or the purchase, order or recommendation of, any good or service, for which payment may be made under federal healthcare programs such as Medicare and Medicaid. False Claims Laws. The federal false claims laws, including the civil False Claims Act, impose criminal and civil penalties, including those from civil whistleblower or qui tam actions against individuals or entities for knowingly presenting, or causing to be presented to the federal government, claims for payment that are false or fraudulent or making a false statement to avoid, decrease or conceal an obligation to pay money to the federal government. HIPAA. The federal Health Insurance Portability and Accountability Act of 1996, or HIPAA, imposes criminal and civil liability for, among other things, executing or attempting to execute a scheme to defraud any healthcare benefit program. HIPAA and HITECH. HIPAA, as amended by the Health Information Technology for Economic and Clinical Health Act, or the HITECH Act, also imposes obligations on certain types of individuals and entities, including mandatory contractual terms, with respect to safeguarding the privacy, security and transmission of individually identifiable health information. False Statements Statute. The federal false statements statute prohibits knowingly and willfully falsifying, concealing or covering up a material fact or making any materially false statement in connection with the delivery of or payment for healthcare benefits, items or services. Transparency Requirements. The federal Physician Payments Sunshine Act requires certain manufacturers of drugs, devices, biologics, and medical supplies for which payment is available under Medicare, Medicaid, or the Childrenâ€™s Health Insurance Program, with specific exceptions, to report annually to HHS information related to payments and other transfers of value made to physicians (defined to include doctors, dentists, optometrists, podiatrists, and chiropractors) and teaching hospitals, as well as ownership and investment interests by physicians and their immediate family members. As of January 1, 2022, applicable manufacturers are also required to report such information regarding its payments and other transfers of value to physician assistants, nurse practitioners, clinical nurse specialists, anesthesiologist assistants, certified registered nurse anesthetists and certified nurse midwives during the previous year. 73Table of ContentsAnalogous State and Foreign Laws. Analogous state laws and regulations, such as state anti-kickback and false claims laws, and transparency laws, may apply to sales or marketing arrangements, and claims involving healthcare items or services reimbursed by non-governmental third party payors, including private insurers, and some state laws require pharmaceutical companies to comply with the pharmaceutical industryâ€™s voluntary compliance guidelines and the relevant compliance guidance promulgated by the federal government, in addition to requiring manufacturers to report information related to payments to physicians and other healthcare providers or marketing expenditures. Many state laws also govern the privacy and security of health information in some circumstances, many of which differ from each other in significant ways and often are not preempted by HIPAA, thus complicating compliance efforts. Foreign laws also govern the privacy and security of health information in many circumstances. The provision of benefits or advantages to physicians to induce or encourage the prescription, recommendation, endorsement, purchase, supply, order or use of medicinal products is prohibited in the European Union. Payments made to physicians in certain European Union Member States must be publicly disclosed. Moreover, agreements with physicians often must be the subject of prior notification and approval by the physicianâ€™s employer, his or her competent professional organization and/or the regulatory authorities of the individual European Union Member States. These requirements are provided in the national laws, industry codes or professional codes of conduct applicable in the European Union Member States. Failure to comply with these requirements could result in reputational risk, public reprimands, administrative penalties, fines or imprisonment. Efforts to ensure that our business arrangements with third parties, and our business generally, will comply with applicable healthcare laws and regulations will involve substantial costs. It is possible that governmental authorities will conclude that our business practices may not comply with current or future statutes, regulations or case law involving applicable fraud and abuse or other healthcare laws and regulations. If our operations are found to be in violation of any of these laws or any other governmental regulations that may apply to us, we may be subject to significant civil, criminal and administrative penalties, damages, fines, imprisonment, exclusion of products from government funded healthcare programs, such as Medicare and Medicaid, disgorgement, contractual damages, and reputational harm, any of which could substantially disrupt our operations. If any of the physicians or other providers or entities with whom we expect to do business is found not to be in compliance with applicable laws, they may be subject to criminal, civil or administrative sanctions, including exclusions from government funded healthcare programs. Compliance with state, national and international privacy and data security requirements could result in additional costs and liabilities to us or inhibit our ability to collect and process data globally, and the failure to comply with such requirements could subject us to a variety of harms, including significant fines and penalties, litigation and reputational damage, any of which may have a material adverse effect on our business, financial condition or results of operations. We are subject to data privacy and protection laws and regulations, which among other things, impose certain requirements relating to the privacy, security and transmission of personal information, including comprehensive regulatory systems in the U.S., EU and United Kingdom. The regulatory framework for the collection, use, safeguarding, sharing, transfer and other processing of information worldwide is rapidly evolving and is likely to remain uncertain for the foreseeable future. Failure to comply with any of these laws and regulations could result in enforcement action against us, including fines, claims for damages by affected individuals, damage to our reputation and loss of goodwill, any of which could have a material adverse effect on our business, financial condition, results of operations or prospects.In the United States, there are numerous federal and state laws and regulations related to the privacy and security of personal information that may be applicable to our current and future activities, and a wide range of enforcement agencies at both the state and federal levels that can review companies for privacy and data security concerns based on general consumer protection laws. The FTC and state Attorneys General all are aggressive in reviewing privacy and data security protections for consumers. New laws also are being considered at both the state and federal levels. For example, the FTC has been particularly focused on the unpermitted processing of health and genetic data through its recent enforcement actions and is expanding the types of privacy violations that it interprets to be â€œunfairâ€ under Section 5 of the Federal Trade Commission Act, as well as the types of activities it views to trigger the Health Breach Notification Rule (which the FTC also has the authority to enforce). The agency is also in the process of developing rules related to commercial surveillance and data security that may impact our business. We will need to account for the FTCâ€™s evolving rules and guidance for proper privacy and data security practices in order to mitigate our risk for a potential enforcement action, which may be costly. If we are subject to a potential FTC enforcement action, we may be subject to a settlement order that requires us to adhere to very specific privacy and data security practices, which may impact our business. We may also be required to pay fines as part of a settlement (depending on the nature of the alleged violations). If we violate any consent order that we reach with the FTC, we may be subject to additional fines and compliance requirements.In addition to existing laws, a broad range of legislative measures have been introduced at both the federal and state levels. For example, the California Consumer Privacy Act, or CCPA, which went into effect on January 1, 2020, imposed many requirements on businesses that process the personal information of California residents, including requiring businesses to 74Table of Contentsprovide notice to data subjects regarding the information collected about them and how such information is used and shared, and providing data subjects the right to request access to such personal information and, in certain cases, request the erasure of such personal information. Additionally, in November 2020, California voters approved a new privacy law, the California Privacy Rights Act, or CPRA, which expands the CCPA to incorporate additional provisions, including requiring that the use, retention, and sharing of personal information of California residents be reasonably necessary and proportionate to the purposes of collection or processing, granting additional protections for sensitive personal information, and requiring greater disclosures related to notice to residents regarding retention of information. Most CPRA provisions took effect on January 1, 2023, though the obligations apply to any personal information collected after January 1, 2022.In addition to California, at least eleven other states have passed comprehensive privacy laws similar to the CCPA and CPRA. These laws are either in effect or will go into effect sometime before the end of 2026. Like the CCPA and CPRA, these laws create obligations related to the processing of personal information, as well as special obligations for the processing of â€œsensitiveâ€ data (which includes health data in some cases). Some of the provisions of these laws may apply to our business activities. There are also states that are strongly considering or have already passed comprehensive privacy laws during the 2023 legislative sessions that will go into effect in 2024 and beyond, including New Hampshire and New Jersey. Other states will be considering these laws in the future, and Congress has also been debating passing a federal privacy law. There are also states that are specifically regulating health information that may affect our business. For example, Washington state recently passed a health privacy law that will regulate the collection and sharing of health information, and the law also has a private right of action, which further increases the relevant compliance risk. Connecticut and Nevada have also passed similar laws regulating consumer health data. These laws may impact our business activities, including our identification of research subjects, relationships with business partners and ultimately the marketing and distribution of our products.A wide range of enforcement agencies at both the state and federal levels can review companies for privacy and data security concerns based on general consumer protection laws. For example, the FTC and state Attorneys General are aggressive in reviewing privacy and data security protections for consumers. In addition to the risks associated with enforcement activities, there also is the threat of consumer class actions related to these laws and the overall protection of personal data. Even if we are not determined to have violated the law, government investigations into these issues typically require the expenditure of significant resources and generate negative publicity, which could harm our reputation and our business.Similar to the laws in the United States, there are significant privacy and data security laws that apply in Europe and other countries. For example, the collection, use, disclosure, transfer, or other processing of personal data, including personal health data, regarding individuals who are located in the European Economic Area, or the EEA, is subject to the EU General Data Protection Regulation, or the GDPR, which took effect across all member states of the EEA in May 2018. The GDPR is wide-ranging in scope and imposes numerous requirements on companies that process personal data, including strict rules on the transfer of personal data to countries outside the European Union, including the United States. The GDPR also permits data protection authorities to require destruction of improperly gathered or used personal information and/or impose substantial fines for violations of the GDPR, which can be up to four percent of annual global revenues or 20 million Euros, whichever is greater, and it also confers a private right of action on data subjects and consumer associations to lodge complaints with supervisory authorities, seek judicial remedies, and obtain compensation for damages resulting from violations of the GDPR. In addition, the GDPR provides that European Union member states may make their own further laws and regulations limiting the processing of personal data, including genetic, biometric or health data. As a result, there is increased scrutiny on the extent to which clinical trial sites located in the EEA should apply the GDPR to transfers of personal data from such sites to countries that are considered to lack an adequate level of data protection, such as the United States. There are also open questions about how personal data will be protected in the United Kingdom and whether personal information can transfer from the EU to the United Kingdom. In October 2022, President Biden signed an executive order to implement the EU-U.S. Data Privacy Framework, which serves as a replacement to the EU-U.S. Privacy Shield. The European Commission adopted the adequacy decision on July 10, 2023. The adequacy decision permits U.S. companies who self-certify to the EU-U.S. Data Privacy Framework to rely on it as a valid data transfer mechanism for data transfers from the European Union to the United States. However, some privacy advocacy groups have already suggested that they will be challenging the EU-U.S. Data Privacy Framework. If these challenges are successful, they may not only impact the EU-U.S. Data Privacy Framework, but also further limit the viability of the standard contractual clauses and other data transfer mechanisms. The uncertainty around this issue has the potential to impact our business.These evolving compliance and operational requirements impose significant costs that are likely to increase over time. Preparing for and complying with such requirements is rigorous and time intensive. It requires significant resources and a review of our technologies, systems and practices, as well as those of any third-party collaborators, service providers, contractors or consultants that process or transfer personal data, and may require us to modify our data processing practices and policies, divert resources from other initiatives and projects, and restrict the way products and services involving data are offered. Further, current and future laws or regulations associated with the enhanced protection of certain types of sensitive 75Table of Contentsdata, such as healthcare data or other personal information from our clinical trials, could require us to change our business practices and put in place additional compliance mechanisms, interrupt or delay our development, regulatory and commercialization activities and increase our cost of doing business, and could lead to government enforcement actions, private litigation and significant fines and penalties against us. Any of these events could have a material adverse effect on our business, financial condition, results of operations and prospects.We are subject to U.S. and certain foreign export control, import, sanctions, anti-corruption, and anti-money laundering laws with respect to our operations and non-compliance with such laws can subject us to criminal and/or civil liability and harm our business. We are subject to export control and import laws and regulations, including the U.S. Export Administration Regulations, U.S. Customs regulations, various economic and trade sanctions regulations administered by the U.S. Treasury Departmentâ€™s Office of Foreign Assets Control, the U.S. Foreign Corrupt Practices Act of 1977, as amended, or the FCPA, the U.S. domestic bribery statute contained in 18 U.S.C. Â§ 201, the U.S. Travel Act, the USA PATRIOT Act, and other state and national anti-bribery and anti-money laundering laws in countries in which we conduct activities. Anti-corruption laws are interpreted broadly and prohibit companies and their employees, agents, third-party intermediaries, joint venture partners and collaborators from authorizing, promising, offering or providing, directly or indirectly, improper payments or benefits to recipients in the public or private sector. We may have direct or indirect interactions with officials and employees of government agencies or government-affiliated hospitals, universities and other organizations. In addition, we may engage third party intermediaries to promote our clinical research activities abroad and/or to obtain necessary permits, licenses, and other regulatory approvals. We can be held liable for the corrupt or other illegal activities of these third-party intermediaries, our employees, representatives, contractors, partners and agents, even if we do not explicitly authorize or have actual knowledge of such activities. Noncompliance with the laws and regulations described above could subject us to whistleblower complaints, investigations, sanctions, settlements, prosecution, other enforcement actions, disgorgement of profits, significant fines, damages, other civil and criminal penalties or injunctions, suspension and/or debarment from contracting with certain persons, the loss of export privileges, reputational harm, adverse media coverage and other collateral consequences. If any subpoenas, investigations or other enforcement actions are launched, or governmental or other sanctions are imposed, or if we do not prevail in any possible civil or criminal litigation, our business, results of operations and financial condition could be materially harmed. In addition, responding to any action will likely result in a materially significant diversion of managementâ€™s attention and resources and significant defense and compliance costs and other professional fees. In certain cases, enforcement authorities may even cause us to appoint an independent compliance monitor which can result in added costs and administrative burdens. 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 harm our business. We 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. From time to time and in the future, our operations may involve the use of hazardous and flammable materials, including chemicals and biological materials, and may also produce hazardous waste products. Even if we contract with third parties for the disposal of these materials and waste products, we cannot completely eliminate the risk of contamination or injury resulting from these materials. In the event of contamination or injury resulting from the use or disposal of our hazardous materials, we could be held liable for any resulting damages, and any liability could exceed our resources. We also could incur significant costs associated with civil or criminal fines and penalties for failure to comply with such laws and regulations. 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, however 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 addition, we may incur substantial costs in order to comply with current or future environmental, health and safety laws and regulations. Current or future environmental laws and regulations may impair our research, development or production efforts. In addition, failure to comply with these laws and regulations may result in substantial fines, penalties or other sanctions. Our employees, independent contractors, CROs, consultants, commercial partners, vendors and principal investigators may engage in misconduct or other improper activities, including non-compliance with regulatory standards and requirements. We are exposed to the risk of fraud or other misconduct by our employees, independent contractors, CROs, consultants, commercial partners, vendors and, if we commence clinical trials, our principal investigators. Misconduct by these parties could include intentional failures to comply with FDA regulations or the regulations applicable in the European Union and other jurisdictions, provide accurate information to the FDA, the European Commission and other regulatory authorities, 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 76Table of Contentssubject to extensive laws and regulations intended to prevent fraud, misconduct, kickbacks, self-dealing and other abusive practices. These laws and regulations restrict or prohibit a wide range of pricing, discounting, marketing and promotion, sales commission, customer incentive programs and other business arrangements. Such misconduct also could involve the improper use of information obtained in the course of clinical trials or interactions with the FDA or other regulatory authorities, which could result in regulatory sanctions and cause serious harm to our reputation. Even with appropriate policies and procedures, it is not always possible to identify and deter misconduct, and the precautions we take to detect and prevent such activity may not be effective in controlling unknown or unmanaged risks or losses or in protecting us from government 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, and we are not successful in defending ourselves or asserting our rights, those actions could have a significant impact on our business, financial condition, results of operations and prospects, including the imposition of significant fines or other sanctions. Risks Related to Our Business Operations, Employee Matters and Managing Growth Our future success depends on our ability to retain key employees, consultants and advisors and to attract, retain and motivate qualified personnel. We are highly dependent on the management, research and development, clinical, financial and business development expertise of our executive officers, as well as the other members of our scientific and clinical teams. Although we have employment offer letters which outline the terms of employment with each of our executive officers, each of them may terminate their employment with us at any time. As such, these employment offer letters do not guarantee our retention of our executive officers for any period of time. We do not maintain â€œkey personâ€ insurance for any of our employees. Recruiting and retaining qualified scientific and clinical personnel and, if we are successful in obtaining marketing approval for our product candidates, sales and marketing personnel, is critical to our success. The loss of the services of our executive officers or other key employees could impede the achievement of our research, development and commercialization objectives and seriously harm our ability to successfully implement our business strategy. Furthermore, replacing executive officers and other key employees may be difficult and may take an extended period of time because of the limited number of individuals in our industry with the breadth of skills and experience required to successfully develop, gain regulatory approval for and commercialize our product candidates. We are based in the Boston area, a region that is home to many other biopharmaceutical companies as well as many academic and research institutions, resulting in fierce competition for qualified personnel. Furthermore, to the extent we hire personnel from competitors, we may be subject to allegations that they have been improperly solicited or that they have divulged proprietary or other confidential information, or that their former employers own their research output. We also experience competition for the hiring of scientific and clinical personnel from universities and research institutions. In addition, we rely on consultants and advisors, including scientific and clinical advisors, to assist us in formulating our research and development strategy. Our consultants and advisors may be employed by employers other than us and may have commitments under consulting or advisory contracts with other entities that may limit their availability to us. If we are unable to continue to attract and retain high quality personnel, our ability to pursue our growth strategy will be limited, and could harm our business, prospects, financial condition and results of operations. We expect to grow our organization, and as a result, we may encounter difficulties in managing our growth, which could disrupt our operations. As of JuneÂ 30, 2024, we had 45 employees. We expect to experience significant growth in the number of our employees and the scope of our operations, particularly in the areas of clinical development, regulatory affairs, finance and, if any of our product candidates receive marketing approval, sales, marketing and distribution. Our management may need to divert a disproportionate amount of its attention away from our day-to-day activities to devote time to managing these growth activities. To manage these growth activities, we must continue to implement and improve our managerial, operational and financial systems, expand our facilities and continue to recruit and train additional qualified personnel. Due to our limited financial resources and the limited experience of our management team in managing a company with such anticipated growth, we may not be able to effectively manage the expansion of our operations or recruit and train additional qualified personnel. Our inability to effectively manage the expansion of our operations may result in weaknesses in our infrastructure, give rise to operational mistakes, loss of business opportunities, loss of employees and reduced productivity among remaining employees. Our expected growth could require significant capital expenditures and may divert financial resources from other projects, such as the development of additional product candidates. If our management is unable to effectively manage our expected growth, our expenses may increase more than expected, our potential ability to generate revenue could be reduced and we may not be able to implement our business strategy. Our business could be negatively affected by cyberattacks or a deficiency in our cybersecurity.A cyberattack or similar incident could occur and result in information theft, data corruption, operational disruption, damage to our reputation, or financial loss. We are increasingly dependent on information technology systems and infrastructure, including 77Table of Contentsmobile technologies, to operate our business. Our technologies, systems, networks, or other proprietary information, and those of our vendors, suppliers and other business partners, may become the target of cyberattacks or information security breaches that could result in the unauthorized release, gathering, monitoring, misuse, loss, or destruction of proprietary and other information, or could otherwise lead to the disruption of our business operations. The risk of a security breach or disruption, particularly through cyberattacks or cyber intrusion, including by computer hackers, foreign governments, and cyber terrorists, has generally increased as the number, intensity and sophistication of attempted attacks and intrusions from around the world have increased. Moreover, certain cyber incidents, such as surveillance, may remain undetected for an extended period and could lead to disruptions in critical systems or the unauthorized release of confidential or otherwise protected information. These events could lead to financial loss due to remedial actions, loss of business, disruption of operations, damage to our reputation, or potential liability. Our systems and insurance coverage for protecting against cybersecurity risks may not be sufficient. Furthermore, as cyberattacks continue to evolve, we may be required to expend significant additional resources to continue to modify or enhance our protective measures or to investigate and remediate any vulnerability to cyberattacks.Our internal computer systems, or those used by our third-party research institution collaborators, CROs or other contractors or consultants, may fail or suffer security breaches. Despite the implementation of security measures, our internal computer systems and those of our CROs and other contractors, vendors, and consultants may be vulnerable to damage from cybersecurity risks, including attempts to gain unauthorized access to and to harm sensitive or confidential information and networks, insider threats, and ransomware. These vulnerabilities may be heightened as a result of flexible work arrangements, including hybrid or remote work policies implemented by us and our third-party contractors, that were first adopted in response to the COVID-19 pandemic and have continued by many businesses in an effort to attract and retain talent. Investigations into and remedial efforts in connection with any security incidents, even those with immaterial impact, can be costly and time-consuming and could be material, or cause significant disruption, to our business. For example, the loss of clinical trial data from ongoing or future clinical trials could result in delays in our regulatory approval efforts and significantly increase our costs to recover or reproduce the data. Likewise, we rely on third parties for research and development, the manufacture and supply of drug product and drug substance and to conduct clinical trials. We depend on these third parties to implement adequate controls and safeguards to protect against and report cybersecurity incidents. If they fail to do so, we may suffer financial and other harm, including to our information, operations, performance, and reputation. To the extent that any disruption or security breach were to result in a loss of, or damage to, our data or systems, or inappropriate disclosure of confidential or proprietary information, we could incur liability and the further development and commercialization of our product candidates could be delayed. Cybersecurity threats, both on premises and in the cloud, are evolving and include, but are not limited to: malicious software, destructive malware, ransomware, attempts to gain unauthorized access to systems or data, disruption to operations, critical systems or denial of service attacks; unauthorized release of confidential, personal or otherwise protected information; corruption of data, networks or systems; harm to individuals; and loss of assets. In addition, we could be impacted by cybersecurity threats or other disruptions or vulnerabilities found in products or services we use that are provided to us by third parties. The techniques used by criminal elements to attack computer systems are sophisticated, change frequently and may originate from less regulated and remote areas of the world. As a result, we may not be able to address these techniques proactively or implement adequate preventative measures. These events, if not prevented or effectively mitigated, could damage our reputation, require remedial actions and lead to loss of business, regulatory actions, potential liability and other financial losses.Certain data breaches must also be reported to affected individuals and various government and/or regulatory agencies, and in some cases to the media, under provisions of HIPAA, as amended by HITECH, other U.S. federal and state law, and requirements of non-U.S. jurisdictions, including the European Union Data Protection Directive, and financial penalties may also apply. Our insurance policies may not be adequate to compensate us for the potential losses arising from breaches, failures or disruptions of our infrastructure, catastrophic events and disasters or otherwise. In addition, such insurance may not be available to us in the future on economically reasonable terms, or at all. Further, our insurance may not cover all claims made against us and defending a suit, regardless of its merit, could be costly and divert managementâ€™s attention.Business disruptions and unfavorable economic conditions could seriously harm our business, future revenue and financial condition, and could increase our costs and expenses. We depend on our employees, consultants, contract manufacturers, and CROs, and other parties, for the continued operation of our business. Our or their operations could be significantly disrupted by earthquakes, power shortages, telecommunications failures, water shortages, floods, hurricanes, typhoons, fires, ice and snowstorms, extreme weather conditions, medical epidemics or pandemics, wars or other armed conflicts, geopolitical tensions or trade wars, terrorist attacks, and other natural or 78Table of Contentsman-made disasters or business interruptions, for which we are, and they may be, predominantly self-insured. Because we rely on third-party contract manufacturers to produce our product candidates, our ability to obtain clinical supplies of our product candidates could be disrupted if the operations of these suppliers were affected by a man-made or natural disaster or other business interruption. The occurrence of any of these business disruptions could seriously harm our operations and financial condition and increase our costs and expenses.In addition, unfavorable economic conditions both inside and outside the U.S., including, without limitation, heightened inflation, capital market volatility, interest rate and currency rate fluctuations, any potential economic slowdown or recession, banking disruptions, public health crises such as the COVID-19 pandemic and geopolitical events, including trade wars or civil or political unrest (such as the ongoing war between Ukraine and Russia and conflict in the Middle East), have resulted in a significant disruption of global financial markets. If the disruption persists or deepens, we could experience an increase in our costs and expenses, including an increase in financing costs, and restrictions on our access to potential sources of future capital. If we are unable to raise additional capital when needed or on attractive terms, our business, financial condition, stock price and results of operations could be adversely affected, and we could be forced to delay, reduce or altogether terminate one or more current or future research and development programs. Further, we hold our cash and cash equivalents that we use to meet our working capital and operating expense needs in deposit accounts at multiple financial institutions, and if a financial institution in which we hold such funds fails or is subject to significant adverse conditions in the financial or credit markets, we could be subject to a risk of loss of all or a portion of any uninsured funds or be subject to a delay in accessing all or a portion of such uninsured funds. Any such loss or lack of access to these funds could adversely impact our short-term liquidity and ability to meet our operating expense obligations. In addition, there is a risk that one or more of our current service providers, manufacturers and other partners may not survive such difficult economic times, which could directly affect our ability to attain our operating goals. Any of the foregoing could harm our business, future revenue and financial condition. A variety of risks associated with marketing our product candidates internationally, if approved, could materially adversely affect our business. We may seek regulatory approval of our product candidates outside of the United States and, accordingly, we expect that we will be subject to additional risks related to operating in foreign countries if we obtain the necessary approvals, including: â€¢regulatory requirements in foreign countries that differ from those in the United States; â€¢unexpected changes in tariffs, trade barriers, price and exchange controls and other regulatory requirements; â€¢economic weakness, including inflation, or political instability in particular foreign economies and markets; â€¢compliance with tax, employment, immigration and labor laws for employees living or traveling abroad; â€¢foreign taxes, including withholding of payroll taxes; â€¢foreign currency fluctuations, which could result in increased operating expenses and reduced revenue, and other obligations incident to doing business in another country; â€¢complexities associated with managing multiple payor reimbursement regimes, government payors or patientÂ self-payÂ systems; â€¢difficulties staffing and managing foreign operations; â€¢workforce uncertainty in countries where labor unrest is more common than in the United States; â€¢potential liability under the FCPA or comparable foreign regulations; â€¢challenges enforcing our contractual and intellectual property rights, especially in those foreign countries that do not respect and protect intellectual property rights to the same extent as the United States; â€¢production shortages resulting from any events affecting raw material supply or manufacturing capabilities abroad; and â€¢business interruptions resulting fromÂ geo-politicalÂ actions, including war and terrorism. Any of these factors could harm our future international expansion and operations and, consequently, our results of operations. We may engage in strategic transactions that could impact our liquidity, increase our expenses and present significant distractions to our management. From time to time, we may consider strategic transactions, such as acquisitions of companies, asset purchases and out-licensing or in-licensing of intellectual property, products or technologies. Additional potential transactions that we may consider in the future include a variety of business arrangements, including spin-offs, strategic partnerships, joint ventures, restructurings, divestitures, business combinations and investments. Any future transactions could increase our near and long-term 79Table of Contentsexpenditures, result in potentially dilutive issuances of our equity securities, including our common stock, or the incurrence of debt, contingent liabilities, amortization expenses or acquired in-process research and development expenses, any of which could affect our financial condition, liquidity and results of operations. Future acquisitions may also require us to obtain additional financing, which may not be available on favorable terms or at all. These transactions may never be successful and may require significant time and attention of management. In addition, the integration of any business that we may acquire in the future may disrupt our existing business and may be a complex, risky and costly endeavor for which we may never realize the full benefits of the acquisition. Accordingly, although there can be no assurance that we will undertake or successfully complete any additional transactions of the nature described above, any additional transactions that we do complete could have a material adverse effect on our business, results of operations, financial condition and prospects. Risks Related to Ownership of Our Common Stock and Our Status as a Public Company An active trading market for our common stock may not continue to develop or be sustained and our stockholders may not be able to resell their shares of our common stock.Our common stock began trading on The Nasdaq Global Select Market, or Nasdaq, on April 30, 2021. Prior to April 30, 2021, there was no public market for our common stock. We cannot predict the extent to which an active market for our common stock will continue to develop or be sustained, or how the development of such a market might affect the market price for our common stock. As a result, it may be difficult for our stockholders to sell their shares of our

common stock at an attractive price or at all. The price of our common stock could be subject to volatility related or unrelated to our operations. Our stock price is likely be volatile. For example, from JanuaryÂ 1, 2023, until AugustÂ 2, 2024, our stock price has ranged from $1.57 to $8.19. The stock market in general and the market for biotechnology and pharmaceutical companies in particular have experienced extreme volatility that has often been unrelated to the operating performance of particular companies. As a result of this volatility, investors may not be able to sell their common stock at an attractive price or at all. The market price for our common stock may be influenced by many factors, including: â€¢adverse results from preclinical studies; â€¢the commencement, enrollment or results of any clinical trials we may conduct, or changes in the development status of our product candidates; â€¢adverse results from, delays in initiating or completing, or termination of clinical trials; â€¢unanticipated serious safety concerns related to the use of our product candidates; â€¢clinical trial results from, or regulatory approval of, a competitorâ€™s product candidate; â€¢adverse regulatory decisions, including failure to receive regulatory approval of our product candidates; â€¢any delay in our regulatory filings for our product candidates and any adverse development or perceived adverse development with respect to the applicable regulatory authorityâ€™s review of such filings, including without limitation the FDAâ€™s issuance of a â€œrefusal to fileâ€ letter or a request for additional information; â€¢lower than expected market acceptance of our product candidates following approval for commercialization; â€¢adverse developments concerning our manufacturers; â€¢our inability to obtain adequate product supply for any approved product or inability to do so at acceptable prices; â€¢introduction of new products or services by our competitors; â€¢changes in financial estimates by us or by any securities analysts who might cover our stock; â€¢conditions or trends in our industry; â€¢our cash position; â€¢sales of our common stock by us or our stockholders in the future; â€¢adoption of new accounting standards; â€¢ineffectiveness of our internal controls; â€¢changes in the market valuations of similar companies; â€¢stock market price and volume fluctuations of comparable companies and, in particular, those that operate in the biotechnology and pharmaceutical industry; 80Table of Contentsâ€¢publication of research reports about us or our industry or positive or negative recommendations or withdrawal of research coverage by securities analysts; â€¢announcements by us or our competitors of significant acquisitions, strategic partnerships or divestitures; â€¢announcements of investigations or regulatory scrutiny of our operations or lawsuits filed against us; â€¢investorsâ€™ general perception of our company and our business; â€¢recruitment or departure of key personnel; â€¢overall performance of the equity markets; â€¢trading volume of our common stock; â€¢disputes or other developments relating to proprietary rights, including patents, litigation matters and our ability to obtain patent protection for our technologies and product candidates; â€¢significant lawsuits, including patent or stockholder litigation; â€¢proposed changes to healthcare laws or pharmaceutical pricing in the United States or foreign jurisdictions, or speculation regarding such changes; â€¢general political and economic conditions; and â€¢other events or factors, many of which are beyond our control. In addition, in the past, stockholders have initiated class action lawsuits against pharmaceutical and biotechnology companies following periods of volatility in the market prices of these companiesâ€™ stock. This risk is especially relevant for us because biopharmaceutical companies have experienced significant stock price volatility in recent years. Such litigation, if instituted against us, could cause us to incur substantial costs and divert managementâ€™s attention and resources from our business. If securities or industry analysts do not publish or cease publishing research or reports about our company, or if they issue unfavorable or inaccurate research regarding our business, our share price and trading volume could decline. The trading market for our common stock relies, in part, on the research and reports that securities or industry analysts publish about us or our business. We do not have research control over these analysts. There can be no assurance that existing analysts will continue to cover us or that new analysts will begin to cover us. There is also no assurance that any covering analysts with provide favorable coverage. Although we have obtained coverage, if one or more of the analysts covering us downgrades our stock or publishes unfavorable or inaccurate research about our business, our stock price may decline. If one or more of these analysts ceases coverage of our company or fails to publish reports on us regularly, demand for our stock could decrease, which might cause our stock price and trading volume to decline. Our principal stockholders and management own a significant percentage of our common stock and will be able to exert significant control over matters subject to stockholder approval. Our executive officers, directors, holders of 5% or more of our common stock and their respective affiliates beneficially own a significant portion of our outstanding common stock. As a result of their share ownership, these stockholders, if they act together, have the ability to influence our management and policies and are able to significantly affect the outcome of matters requiring stockholder approval such as elections of directors, amendments of our organizational documents or approvals 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 our stockholders may feel are in their best interest. In addition, this concentration of ownership might adversely affect the market price of our common stock by: â€¢delaying, deferring or preventing a change of control of us; â€¢impeding a merger, consolidation, takeover or other business combination involving us; or â€¢discouraging a potential acquirer from making a tender offer or otherwise attempting to obtain control of us. We have broad discretion regarding use of our cash and cash equivalents, and we may use them in ways that do not enhance our operating results or the market price of our common stock. Our management has broad discretion in the application of our cash and cash equivalents. We could utilize our cash and cash equivalents in ways our stockholders may not agree with or that do not yield a favorable return, if any, and our management might not apply our cash and cash equivalents in ways that ultimately increase the value of our stockholdersâ€™ investments. If we 81Table of Contentsdo not utilize our cash and cash equivalents in ways that enhance stockholder value, we may fail to achieve expected financial results, which could cause our stock price to decline. We do not intend to pay dividends on our common stock so any returns will be limited to the value of our stock. We currently anticipate that we will retain future earnings for the development, operation and expansion of our business and do not anticipate declaring or paying any cash dividends for the foreseeable future. In addition, the terms of the K2HV Loan Agreement and any future debt agreements may preclude us from paying dividends. Any return to stockholders will therefore be limited in the foreseeable future to the appreciation of their stock. We have incurred and will continue to incur increased costs as a result of operating as a public company, and our management has devoted and will continue to be required to devote substantial time to new compliance initiatives and corporate governance practices. As a public company, we incur significant legal, accounting and other expenses that we did not previously incur as a private company. The Sarbanes-Oxley Act of 2002, or the Sarbanes-Oxley Act, the Dodd-Frank Wall Street Reform and Consumer Protection Act, Nasdaq listing requirements, and other applicable securities rules and regulations impose various requirements on public companies, including establishment and maintenance of effective disclosure and financial controls and corporate governance practices. Our management and other personnel have and will need to continue to devote a substantial amount of time to these compliance initiatives. Moreover, these rules and regulations will increase our legal and financial compliance costs, particularly as we hire additional financial and accounting employees to meet public company internal control and financial reporting requirements and will make some activities more time-consuming and costly compared to when we were a private company.We are evaluating these rules and regulations and cannot predict or estimate the amount of additional costs we may incur or the timing of such costs. These rules and regulations are often subject to varying interpretations, in many cases due to their lack of specificity, and, as a result, their application in practice may evolve over time as new guidance is provided by regulatory and governing bodies. This could result in continuing uncertainty regarding compliance matters and higher costs necessitated by ongoing revisions to disclosure and governance practices. We intend to invest resources to comply with evolving laws, regulations and standards, and this investment may result in increased general and administrative expenses and a diversion of managementâ€™s time and attention from revenue-generating activities to compliance activities. If notwithstanding our efforts to comply with new laws, regulations and standards, we fail to comply, regulatory authorities may initiate legal proceedings against us and our business may be harmed. Pursuant to SectionÂ 404 of the Sarbanes-Oxley Act, or SectionÂ 404, we are required to furnish a report by our management on our internal control over financial reporting. However, while we remain an emerging growth company or a smaller reporting company with less than $100.0Â million in annual revenue, we will not be required to include an attestation report on internal control over financial reporting issued by our independent registered public accounting firm. To achieve compliance with SectionÂ 404 within the prescribed period, we are engaged in a process to document and evaluate our internal control over financial reporting, which is both costly and challenging. In this regard, we will need to continue to dedicate internal resources, including through hiring additional financial and accounting personnel, potentially engage outside consultants and adopt a detailed work plan to assess and document the adequacy of internal control over financial reporting, continue steps to improve control processes as appropriate, validate through testing that controls are functioning as documented and implement a continuous reporting and improvement process for internal control over financial reporting. Despite our efforts, there is a risk that we will not be able to conclude, within the prescribed timeframe or at all, that our internal control over financial reporting is effective as required by SectionÂ 404. If we identify one or more material weaknesses in our internal control over financial reporting, it could result in an adverse reaction in the financial markets due to a loss of confidence in the reliability of our financial statements. In the past, we have identified material weaknesses in our internal control over financial reporting, and if we are unable to implement and maintain effective internal control over financial reporting in the future, investors may lose confidence in the accuracy and completeness of our financial reports, and the market price of our common stock may be materially adversely affected.In the past, we have identified material weaknesses in our internal control over financial reporting. All material weaknesses previously identified were fully remediated in the first quarter of 2024.If, in the future, we have a material weakness in our internal controls over financial reporting, we may not detect errors on a timely basis and our consolidated financial statements may be materially misstated. We or our independent registered public accounting firm may not be able to conclude on an ongoing basis that we have effective internal control over financial reporting, which could harm our operating results, cause investors to lose confidence in our reported financial information and cause the trading price of our stock to fall. In addition, as a public company we are required to file accurate and timely quarterly and annual reports with the SEC under the Exchange Act. Any failure to report our financial results on an accurate and timely 82Table of Contentsbasis could result in sanctions, lawsuits, delisting of our shares from the Nasdaq Global Select Market or other adverse consequences that would materially harm our business. In addition, we could become subject to investigations by the stock exchange on which our securities are listed, the SEC, and other regulatory authorities, and become subject to litigation from investors and stockholders, which could harm our reputation and our financial condition, or divert financial and management resources from our core business.If we fail to maintain an effective system of internal control over financial reporting, we may not be able to accurately report our financial results or prevent fraud. As a result, stockholders could lose confidence in our financial and other public reporting, which would harm our business and the trading price of our common stock. Effective internal control over financial reporting is necessary for us to provide reliable financial reports and, together with adequate disclosure controls and procedures, is designed to prevent fraud. Any failure to implement required new or improved controls, or difficulties encountered in their implementation could cause us to fail to meet our reporting obligations. In addition, any testing by us conducted in connection with SectionÂ 404, or any subsequent testing by our independent registered public accounting firm, may reveal deficiencies in our internal control over financial reporting that are deemed to be material weaknesses or that may require prospective or retroactive changes to our financial statements or identify other areas for further attention or improvement. As discussed above, we have identified material weaknesses in the past which have since been remediated. However, our remediation of previous material weaknesses may not prevent any future deficiency in our internal control over financial reporting. Inferior internal controls could also cause investors to lose confidence in our reported financial information, which could harm our business and have a negative effect on the trading price of our stock. We are required to disclose changes made in our internal controls and procedures on a quarterly basis, and our management is required to assess the effectiveness of these controls annually. However, for as long as we are an emerging growth company under the Jumpstart Our Business Startups Act, or the JOBS Act, enacted in April 2012 or a smaller reporting company with less than $100.0 million in annual revenue, our independent registered public accounting firm will not be required to attest to the effectiveness of our internal control over financial reporting pursuant to Section 404. We could be an emerging growth company for up to five years. An independent assessment of the effectiveness of our internal control over financial reporting could detect problems that our managementâ€™s assessment might not. Undetected material weaknesses in our internal control over financial reporting could lead to financial statement restatements and require us to incur the expense of remediation, which could have a negative effect on the trading price of our stock.Our disclosure controls and procedures may not prevent or detect all errors or acts of fraud. We are subject to certain reporting requirements of the Exchange Act. Our disclosure controls and procedures are designed to reasonably assure that information required to be disclosed by us in reports we file or submit under the Exchange Act is accumulated and communicated to management, 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 control over financial reporting, 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. 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 or insufficient disclosures due to error or fraud may occur and not be detected. Provisions in our corporate charter documents and under Delaware law could make an acquisition of our company, which may be beneficial to our stockholders, more difficult and may prevent attempts by our stockholders to replace or remove our current directors and members of management. Provisions in our restated certificate of incorporation, or our certificate of incorporation, and our second amended and restated bylaws, or our bylaws, may discourage, delay or prevent a merger, acquisition or other change in control of our company that stockholders may consider favorable, including transactions in which our stockholders might otherwise receive a premium for their shares. These provisions could also limit the price that investors might be willing to pay in the future for shares of our common stock, thereby depressing the market price of our common stock. In addition, because our board of directors is responsible for appointing the members of our management team, these provisions may frustrate or prevent any attempts by our stockholders to replace or remove our current management by making it more difficult for stockholders to replace members of our board of directors. Among other things, these provisions: â€¢establish a classified board of directors such that only one of three classes of directors is elected each year; â€¢allow the authorized number of our directors to be changed only by resolution of our board of directors; â€¢limit the manner in which stockholders can remove directors from our board of directors; 83Table of Contentsâ€¢establish advance notice requirements for stockholder proposals that can be acted on at stockholder meetings and nominations to our board of directors; â€¢require that stockholder actions must be effected at a duly called stockholder meeting and prohibit actions by our stockholders by written consent; â€¢limit who may call stockholder meetings; â€¢authorize our board of directors to issue preferred stock without stockholder approval, which could be used to institute a â€œpoison pillâ€ that would work to dilute the stock ownership of a potential hostile acquirer, effectively preventing acquisitions that have not been approved by our board of directors; and â€¢require the approval of the holders of at least two-thirds of the votes that all our stockholders would be entitled to cast to amend or repeal specified provisions of our certificate of incorporation or bylaws.Moreover, because we are incorporated in Delaware, we are governed by the provisions of SectionÂ 203 of the Delaware General Corporation Law, or the DGCL, which prohibits a person who owns in excess of 15% of our outstanding voting stock from merging or combining with us for a period of three years after the date of the transaction in which the person acquired in excess of 15% of our outstanding voting stock, unless the merger or combination is approved in a prescribed manner. Our restated certificate of incorporation designates the Court of Chancery of the State of Delaware and the federal district courts of the United States of America as the sole and exclusive forum for certain types of actions and proceedings that may be initiated by our stockholders, which could limit our stockholdersâ€™ ability to obtain a favorable judicial forum for disputes with us or our directors, officers and employees and increase the costs to our stockholders of bringing such claims. Our restated certificate of incorporation provides that, 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 of the State of Delaware 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: â€¢any derivative action or proceeding brought on our behalf; â€¢any action asserting a claim of breach of a fiduciary duty owed by any of our directors, officers, employees or stockholders to our company or our stockholders; â€¢any action asserting a claim arising pursuant to any provision of the DGCL or as to which the DGCL confers jurisdiction on the Court of Chancery of the State of Delaware; or â€¢any action asserting a claim arising pursuant to any provision of our certificate of incorporation or bylaws (in each case, as they may be amended from time to time) or governed by the

internal affairs doctrine. These choice of forum provisions will not apply to suits brought to enforce a duty or liability created by the Exchange Act. Furthermore, SectionÂ 22 of the Securities Act creates concurrent jurisdiction for federal and state courts over all such Securities Act actions, and investors cannot waive compliance with the federal securities laws and the rules and regulations thereunder. 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 restated certificate of incorporation provides that, unless we consent in writing to the selection of an alternative forum, the federal district courts of the United States of America shall, to the fullest extent permitted by law, be the sole and exclusive forum for the resolution of any claims 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 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 the ability of our stockholders to bring a claim in a judicial forum that such stockholders find favorable for disputes with us or our directors, officers or employees, and increase the costs to such stockholders of bringing such a claim, either of which may discourage such lawsuits against us and our directors, officers and employees. If a court were to find the either exclusive forum provision contained in our restated certificate of incorporation to be inapplicable or unenforceable in an action, we may incur further significant additional costs associated with resolving such action in other jurisdictions, all of which could materially adversely affect our business, financial condition and operating results. 84Table of ContentsItem 6. ExhibitsExhibitNumberDescription3.1Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 to the Registrantâ€™s Current Report on Form 8-K, filed with the Securities and Exchange Commission on May 5, 2021, File No. 001-40366).3.2Second Amended and Restated Bylaws of the Registrant (incorporated by reference to Exhibit 3.1 to the Registrantâ€™s Current Report on Form 8-K, filed with the Securities and Exchange Commission on June 27, 2023). 4.1*Form of Common Stock Purchase Warrant.10.1*Loan and Security Agreement, dated as of May 2, 2024, by and among the Registrant, each other person party thereto as a borrower from time to time, each person party thereto as a guarantor from time to time, the lenders from time to time party thereto, K2 HealthVentures LLC, as administrative agent for the lenders, and Ankura Trust Company LLC, as administrative agent.31.1*Certification of Principal Executive Officer 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 2002.31.2*Certification of Principal Financial Officer 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 2002.32.1â€ Certifications of Principal Executive Officer and Principal Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.101.INS*Inline XBRL Instance Document â€“ the instance document does not appear in the Interactive Data File because XBRL tags are embedded within the Inline XBRL document.101.SCH*Inline XBRL Taxonomy Extension Schema Document101.CAL*Inline XBRL Taxonomy Extension Calculation Linkbase Document101.DEF*Inline XBRL Taxonomy Extension Definition Linkbase Document101.LAB*Inline XBRL Taxonomy Extension Label Linkbase Document101.PRE*Inline XBRL Taxonomy Extension Presentation Linkbase Document104Cover Page Interactive Data File (formatted as Inline XBRL with applicable taxonomy extension information contained in Exhibits 101)*Filed herewithâ€ The certifications attached as Exhibit 32.1 that accompany this Quarterly Report, are deemed furnished and not filed with the Securities and Exchange Commission and are not to be incorporated by reference into any filing of Werewolf Therapeutics, Inc. under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, whether made before or after the date of this Quarterly Report, irrespective of any general incorporation language contained in such filing.85Table of ContentsSIGNATURESPursuant 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.WEREWOLF THERAPEUTICS, INC.Date: August 8, 2024By:/s/Â Timothy W. TrostTimothy W. TrostChief Financial Officer and Treasurer (Principal Financial and Accounting Officer)86 EX-4.1 2 a6302024ex41.htm EX-4.1 DocumentTHIS WARRANT AND THE SHARES OF COMMON STOCK ISSUED UPON ITSEXERCISE ARE SUBJECT TO THE RESTRICTIONS ONÂ Â Â Â Â Â Â Â Â Â Â Â Â TRANSFER SET FORTH IN SECTION 5 OF THIS WARRANTÂ Â Â Â Â Â Â Â Warrant No. [â€¢]Date of Issuance: [â€¢]Original Issue Date (as defined in subsection 2(a)): [â€¢]Werewolf Therapeutics, Inc.Common Stock Purchase Warrant(Void after [â€¢])Werewolf Therapeutics, Inc., a Delaware corporation (the â€œCompanyâ€), for value received, hereby certifies that [â€¢], or its registered assigns (the â€œRegistered Holderâ€), is entitled, subject to the terms and conditions set forth below, to purchase from the Company, at any time or from time to time on or after the date of issuance and on or before 5:00 p.m. (Boston time) on [â€¢], that number of shares of Common Stock, $0.0001 par value per share, of the Company (â€œCommon Stockâ€), at a purchase price of $0.01 per share, equal to (x) 3.25% of the original principal amount of the Convertible Promissory Note issued by the Company to the Registered Holder on the date hereof divided by (y) the Qualified Financing Price (as defined in such Convertible Promissory Note). The shares purchasable upon exercise of this Warrant, and the purchase price per share, each as adjusted from time to time pursuant to the provisions of this Warrant, are hereinafter referred to as the â€œWarrant Sharesâ€ and the â€œPurchase Price,â€ respectively.1.Exercise.(a)Exercise for Cash. The Registered Holder may, at its option, elect to exercise this Warrant, in whole or in part and at any time or from time to time, by surrendering this Warrant, with the purchase form appended hereto as ExhibitÂ I duly executed by or on behalf of the Registered Holder, at the principal office of the Company, or at such other office or agency as the Company may designate, accompanied by payment in full, in lawful money of the United States, of the Purchase Price payable in respect of the number of Warrant Shares purchased upon such exercise.(b)Cashless Exercise. (i)The Registered Holder may, at its option, elect to exercise this Warrant, in whole or in part and at any time or from time to time, on a cashless basis, by surrendering this Warrant, with the purchase form appended hereto as Exhibit I duly executed by or on behalf of the Registered Holder, at the principal office of the Company, or at such other office or agency as the Company may designate, by canceling a portion of this Warrant in payment of the Purchase Price payable in respect of the number of Warrant Shares purchased upon such exercise. In the event of an exercise pursuant to this subsection 1(b), the number of Warrant Shares issued to the Registered Holder shall be determined according to the following formula: X = Y(A-B)Â Â Â Â AWhere:Â Â Â Â X = Â Â Â Â Â Â Â Â Â the number of Warrant Shares that shall be issued to the Registered Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Holder; Y =Â Â Â Â the number of Warrant Shares for which this Warrant is being exercised (which shall include both the number of Warrant Shares issued to the Registered Holder and the number of Warrant Shares subject to the portion of the Warrant being cancelled in payment of the Purchase Price); A =Â Â Â Â the Fair Market Value (as defined below) of one share of Common Stock; and B =Â Â Â Â the Purchase Price then in effect.(ii)The Fair Market Value per share of Common Stock shall be determined as follows:(1)If the Common Stock is listed on a national securities exchange, the Nasdaq National Market or another nationally recognized trading system as of the Exercise Date, the Fair Market Value per share of Common Stock shall be deemed to be the average of the high and low reported sale prices per share of Common Stock thereon on the trading day immediately preceding the Exercise Date (provided that if no such price is reported on such day, the Fair Market Value per share of Common Stock shall be determined pursuant to clause (2)).(2)If the Common Stock is not listed on a national securities exchange, the Nasdaq National Market or another nationally recognized trading system as of the Exercise Date, the Fair Market Value per share of Common Stock shall be deemed to be the amount most recently determined by the Board of Directors of the Company (the â€œBoardâ€) to represent the fair market value per share of the Common Stock (including without limitation a determination for purposes of granting Common Stock options or issuing Common Stock under any plan, agreement or arrangement with employees of the Company); and, upon request of the Registered Holder, the Board (or a representative thereof) shall, as promptly as reasonably practicable but in any event not later than 10 days after such request, notify the Registered Holder of the Fair Market Value per share of Common Stock and furnish the Registered Holder with reasonable documentation of the Boardâ€™s determination of such Fair Market Value. Notwithstanding the foregoing, if the Board has not made such a determination within the three-month period prior to the Exercise Date, then (A)Â the Board shall make, and shall provide or cause to be provided to the Registered Holder notice of, a determination of the Fair Market Value per share of the Common Stock within 15 days of a request by the Registered Holder that it do Â Â Â Â - 2 -so, and (B)Â the exercise of this Warrant pursuant to this subsection 1(b) shall be delayed until such determination is made and notice thereof is provided to the Registered Holder.(c)Exercise Date. Each exercise of this Warrant shall be deemed to have been effected immediately prior to the close of business on the day on which this Warrant shall have been surrendered to the Company as provided in subsection 1(a) or 1(b) above (the â€œExercise Dateâ€). At such time, the person or persons in whose name or names any certificates for Warrant Shares shall be issuable upon such exercise as provided in subsection 1(d) below shall be deemed to have become the holder or holders of record of the Warrant Shares represented by such certificates.(d)Issuance of Certificates. As soon as practicable after the exercise of this Warrant in whole or in part, and in any event within 10 days thereafter, the Company, at its expense, will cause to be issued in the name of, and delivered to, the Registered Holder, or as the Registered Holder (upon payment by the Registered Holder of any applicable transfer taxes) may direct:(i)a certificate or certificates for the number of full Warrant Shares to which the Registered Holder shall be entitled upon such exercise plus, in lieu of any fractional share to which the Registered Holder would otherwise be entitled, cash in an amount determined pursuant to Section 3 hereof; and(ii)in case such exercise is in part only, a new warrant or warrants (dated the date hereof) of like tenor, calling in the aggregate on the face or faces thereof for the number of Warrant Shares equal (without giving effect to any adjustment therein) to the number of such shares called for on the face of this Warrant minus the number of Warrant Shares for which this Warrant was so exercised (which, in the case of an exercise pursuant to subsection 1(b), shall include both the number of Warrant Shares issued to the Registered Holder pursuant to such partial exercise and the number of Warrant Shares subject to the portion of the Warrant being cancelled in payment of the Purchase Price). 2.Adjustments.(a)Adjustment for Stock Splits and Combinations. If the Company shall at any time or from time to time after the date on which this Warrant was first issued (or, if this Warrant was issued upon partial exercise of, or in replacement of, another warrant of like tenor, then the date on which such original warrant was first issued) (either such date being referred to as the â€œOriginal Issue Dateâ€) effect a subdivision of the outstanding Common Stock, the Purchase Price then in effect immediately before that subdivision shall be proportionately decreased. If the Company shall at any time or from time to time after the Original Issue Date combine the outstanding shares of Common Stock, the Purchase Price then in effect immediately before the combination shall be proportionately increased. Any adjustment under this paragraph shall become effective at the close of business on the date the subdivision or combination becomes effective.(b)Adjustment for Certain Dividends and Distributions. In the event the Company at any time, or from time to time after the Original Issue Date shall make or issue, or Â Â Â Â - 3 -fix a record date for the determination of holders of Common Stock entitled to receive, a dividend or other distribution payable in additional shares of Common Stock, then and in each such event the Purchase Price then in effect immediately before such event shall be decreased as of the time of such issuance or, in the event such a record date shall have been fixed, as of the close of business on such record date, by multiplying the Purchase Price then in effect by a fraction:(1)the numerator of which shall be the total number of shares of Common Stock issued and outstanding immediately prior to the time of such issuance or the close of business on such record date, and(2)the denominator of which shall be the total number of shares of Common Stock issued and outstanding immediately prior to the time of such issuance or the close of business on such record date plus the number of shares of Common Stock issuable in payment of such dividend or distribution;provided, however, that if such record date shall have been fixed and such dividend is not fully paid or if such distribution is not fully made on the date fixed therefor, the Purchase Price shall be recomputed accordingly as of the close of business on such record date and thereafter the Purchase Price shall be adjusted pursuant to this paragraph as of the time of actual payment of such dividends or distributions.(c)Adjustment in Number of Warrant Shares. When any adjustment is required to be made in the Purchase Price pursuant to subsectionsÂ 2(a) or 2(b), the number of Warrant Shares purchasable upon the exercise of this Warrant shall be changed to the number determined by dividing (i)Â an amount equal to the number of shares issuable upon the exercise of this Warrant immediately prior to such adjustment, multiplied by the Purchase Price in effect immediately prior to such adjustment, by (ii)Â the Purchase Price in effect immediately after such adjustment.(d)Adjustments for Other Dividends and Distributions. In the event the Company at any time or from time to time after the Original Issue Date shall make or issue, or fix a record date for the determination of holders of Common Stock entitled to receive, a dividend or other distribution payable in securities of the Company (other than shares of Common Stock) or in cash or other property (other than regular cash dividends paid out of earnings or earned surplus, determined in accordance with generally accepted accounting principles), then and in each such event provision shall be made so that the Registered Holder shall receive upon exercise hereof, in addition to the number of shares of Common Stock issuable hereunder, the kind and amount of securities of the Company, cash or other property which the Registered Holder would have been entitled to receive had this Warrant been exercised on the date of such event and had the Registered Holder thereafter, during the period from the date of such event to and including the Exercise Date, retained any such securities receivable during such period, giving application to all adjustments called for during such period under this Section 2 with respect to the rights of the Registered Holder. (e)Adjustment for Reorganization. If there shall occur any reorganization, recapitalization, reclassification, consolidation or merger involving the Company in which the Â Â Â Â - 4 -Common Stock is converted into or exchanged for securities, cash or other property (other than a transaction covered by subsectionsÂ 2(a), 2(b) or 2(d)) (collectively, a â€œReorganizationâ€), then, following such Reorganization, the Registered Holder shall receive upon exercise hereof the kind and amount of securities, cash or other property which the Registered Holder would have been entitled to receive pursuant to such Reorganization if such exercise had taken place immediately prior to such Reorganization. In any such case, appropriate adjustment (as determined in good faith by the Board) shall be made in the application of the provisions set forth herein with respect to the rights and interests thereafter of the Registered Holder, to the end that the provisions set forth in this Section 2 (including provisions with respect to changes in and other adjustments of the Purchase Price) shall thereafter be applicable, as nearly as reasonably may be, in relation to any securities, cash or other property thereafter deliverable upon the exercise of this Warrant.(f)Certificate as to Adjustments. Upon the occurrence of each adjustment or readjustment of the Purchase Price pursuant to this Section 2, the Company at its expense shall, as promptly as reasonably practicable but in any event not later than 10 days thereafter, compute such adjustment or readjustment in accordance with the terms hereof and furnish to the Registered Holder a certificate setting forth such adjustment or readjustment (including the kind and amount of securities, cash or other property for which this Warrant shall be exercisable and the Purchase Price) and showing in detail the facts upon which such adjustment or readjustment is based. The Company shall, as promptly as reasonably practicable after the written request at any time of the Registered Holder (but in any event not later than 10 days thereafter), furnish or cause to be furnished to the Registered Holder a certificate setting forth (i)Â the Purchase Price then in effect and (ii)Â the number of shares of Common Stock and the amount, if any, of other securities, cash or property which then would be received upon the exercise of this Warrant.3.Fractional Shares. The Company shall not be required upon the exercise of this Warrant to issue any fractional shares, but shall pay the value thereof to the Registered Holder in cash on the basis of the Fair Market Value per share of Common Stock, as determined pursuant to subsection 1(b)(ii) above.4.Investment Representations. The initial Registered Holder represents and warrants to the Company as follows:(a)Investment. It is acquiring the Warrant, and (if and when it exercises this Warrant) it will acquire the Warrant Shares, for its own account for investment and not with a view to, or for sale in connection with, any distribution thereof, nor with any present intention of distributing or selling the same; and the Registered Holder has no present or contemplated agreement, undertaking, arrangement, obligation, indebtedness or commitment providing for the disposition thereof. (b)Accredited Investor. The Registered Holder is an "accredited investor" as defined in Rule 501(a) under the Securities Act of 1933, as amended (the â€œActâ€).(c)Experience. The Registered Holder has made such inquiry concerning the Company and its business and personnel as it has deemed appropriate; and the Registered Holder has sufficient knowledge and experience in finance and business that it is capable of evaluating the risks and merits of its investment in the Company. Â Â Â Â - 5 -5.Transfers, etc.(a)This Warrant and the Warrant Shares shall not be sold or transferred unless either (i)Â they first shall have been registered under the Act, or (ii)Â the Company first shall have been furnished with an opinion of legal counsel, reasonably satisfactory to the Company, to the effect that such sale or transfer is exempt from the registration requirements of the Act. Notwithstanding the foregoing, no registration or opinion of counsel shall be required for (i)Â a transfer by a Registered Holder to an Affiliate of such Registered Holder for no consideration, provided that the transferee in each case agrees in writing to be subject to the terms of this SectionÂ 5, or (ii)Â a transfer made in accordance with RuleÂ 144 under the Act. For purposes of this Warrant, â€œAffiliateâ€ means, with respect to a Registered Holder,

any other person who, directly or indirectly, controls, is controlled by, or is under common control with such a Registered Holder, including without limitation any general partner, managing member, officer or director of such a Registered Holder or any venture capital fund now or hereafter existing that is controlled by one or more general partners or managing members of, or shares the same management company with, such a Registered Holder.(b)Each certificate representing Warrant Shares shall bear a legend substantially in the following form:â€œThe securities represented by this certificate have not been registered under the Securities Act of 1933, as amended, and may not be offered, sold or otherwise transferred, pledged or hypothecated unless and until such securities are registered under such Act or an opinion of counsel satisfactory to the Company is obtained to the effect that such registration is not required.â€The foregoing legend shall be removed from the certificates representing any Warrant Shares, at the request of the holder thereof, at such time as (i) a period of at least one year, as determined in accordance with paragraph (d) of Rule 144 under the Act, has elapsed since the later of the date the Warrant Shares were acquired from the Company or an affiliate of the Company, and (ii) the Warrant Shares become eligible for resale pursuant to Rule 144(b)(1)(i) under the Act. (c)The Company will maintain a register containing the name and address of the Registered Holder of this Warrant. The Registered Holder may change its address as shown on the warrant register by written notice to the Company requesting such change.(d)Subject to the provisions of Section 5 hereof, this Warrant and all rights hereunder are transferable, in whole or in part, upon surrender of this Warrant with a properly executed assignment (in the form of ExhibitÂ II hereto) at the principal office of the Company (or, if another office or agency has been designated by the Company for such purpose, then at such other office or agency).6.Notices of Record Date, etc. In the event:Â Â Â Â - 6 -(a)the Company shall take a record of the holders of its Common Stock (or other stock or securities at the time deliverable upon the exercise of this Warrant) for the purpose of entitling or enabling them to receive any dividend or other distribution, or to receive any right to subscribe for or purchase any shares of stock of any class or any other securities, or to receive any other right; or(b)of any capital reorganization of the Company, any reclassification of the Common Stock of the Company, any consolidation or merger of the Company with or into another corporation (other than a consolidation or merger in which the Company is the surviving entity and its Common Stock is not converted into or exchanged for any other securities or property), or any transfer of all or substantially all of the assets of the Company; or(c)of the voluntary or involuntary dissolution, liquidation or winding-up of the Company,then, and in each such case, the Company will send or cause to be sent to the Registered Holder a notice specifying, as the case may be, (i) the record date for such dividend, distribution or right, and the amount and character of such dividend, distribution or right, or (ii) the effective date on which such reorganization, reclassification, consolidation, merger, transfer, dissolution, liquidation or winding-up is to take place, and the time, if any is to be fixed, as of which the holders of record of Common Stock (or such other stock or securities at the time deliverable upon the exercise of this Warrant) shall be entitled to exchange their shares of Common Stock (or such other stock or securities) for securities or other property deliverable upon such reorganization, reclassification, consolidation, merger, transfer, dissolution, liquidation or winding-up. Such notice shall be sent at least 10 days prior to the record date or effective date for the event specified in such notice.7.Reservation of Stock. The Company will at all times reserve and keep available, solely for issuance and delivery upon the exercise of this Warrant, such number of Warrant Shares and other securities, cash and/or property, as from time to time shall be issuable upon the exercise of this Warrant.8.Exchange or Replacement of Warrants. (a)Upon the surrender by the Registered Holder, properly endorsed, to the Company at the principal office of the Company, the Company will, subject to the provisions of Section 5 hereof, issue and deliver to or upon the order of the Registered Holder, at the Companyâ€™s expense, a new Warrant or Warrants of like tenor, in the name of the Registered Holder or as the Registered Holder (upon payment by the Registered Holder of any applicable transfer taxes) may direct, calling in the aggregate on the face or faces thereof for the number of shares of Common Stock (or other securities, cash and/or property) then issuable upon exercise of this Warrant.(b)Upon receipt of evidence reasonably satisfactory to the Company of the loss, theft, destruction or mutilation of this Warrant and (in the case of loss, theft or destruction) upon delivery of an indemnity agreement (with surety if reasonably required) in an amount Â Â Â Â - 7 -reasonably satisfactory to the Company, or (in the case of mutilation) upon surrender and cancellation of this Warrant, the Company will issue, in lieu thereof, a new Warrant of like tenor.9.Agreement in Connection with Public Offering. The Registered Holder agrees, in connection with the initial underwritten public offering of the Companyâ€™s securities pursuant to a registration statement under the Act, (i) not to sell, make short sale of, loan, grant any options for the purchase of, or otherwise dispose of any shares of Common Stock held by the Registered Holder (other than any shares included in the offering) without the prior written consent of the Company or the underwriters managing such initial underwritten public offering of the Companyâ€™s securities for a period of 180 days following the date of the final prospectus relating to the Initial Public Offering, and (ii) to execute any agreement reflecting clause (i) above as may be requested by the Company or the managing underwriters at the time of such offering. 10.Notices. All notices and other communications from the Company to the Registered Holder in connection herewith shall be mailed by certified or registered mail, postage prepaid, or sent via a reputable nationwide overnight courier service guaranteeing next business day delivery, to the address last furnished to the Company in writing by the Registered Holder. All notices and other communications from the Registered Holder to the Company in connection herewith shall be mailed by certified or registered mail, postage prepaid, or sent via a reputable nationwide overnight courier service guaranteeing next business day delivery, to the Company at its principal office set forth below. If the Company should at any time change the location of its principal office to a place other than as set forth below, it shall give prompt written notice to the Registered Holder and thereafter all references in this Warrant to the location of its principal office at the particular time shall be as so specified in such notice. All such notices and communications shall be deemed delivered (i)Â two business days after being sent by certified or registered mail, return receipt requested, postage prepaid, or (ii)Â one business day after being sent via a reputable nationwide overnight courier service guaranteeing next business day delivery.11.No Rights as Stockholder. Until the exercise of this Warrant, the Registered Holder shall not have or exercise any rights by virtue hereof as a stockholder of the Company. Notwithstanding the foregoing, in the event (i)Â the Company effects a split of the Common Stock by means of a stock dividend and the Purchase Price of and the number of Warrant Shares are adjusted as of the date of the distribution of the dividend (rather than as of the record date for such dividend), and (ii)Â the Registered Holder exercises this Warrant between the record date and the distribution date for such stock dividend, the Registered Holder shall be entitled to receive, on the distribution date, the stock dividend with respect to the shares of Common Stock acquired upon such exercise, notwithstanding the fact that such shares were not outstanding as of the close of business on the record date for such stock dividend.12.Amendment or Waiver. Any term of this Warrant may be amended or waived only by an instrument in writing signed by the party against which enforcement of the change or waiver is sought. No waivers of any term, condition or provision of this Warrant, in any one or more instances, shall be deemed to be, or construed as, a further or continuing waiver of any such term, condition or provision.Â Â Â Â - 8 -13.Section Headings. The section headings in this Warrant are for the convenience of the parties and in no way alter, modify, amend, limit or restrict the contractual obligations of the parties.14.Governing Law. This Warrant will be governed by and construed in accordance with the internal laws of the Commonwealth of Massachusetts (without reference to the conflicts of law provisions thereof).15.Facsimile Signatures. This Warrant may be executed by facsimile signature.Â Â Â Â - 9 -EXECUTED as of the Date of Issuance indicated above.WEREWOLF THERAPEUTICS, INC.By:_____Name: Title: Address: Â Â Â Â [â€¢]By: _____Name:Â Â Â Â Title: Address: Â Â Â Â Â Â Â Â Â - 10 -EXHIBIT IPURCHASE FORMTo:_____Â Â Â Â Dated:_____Â Â Â Â The undersigned, pursuant to the provisions set forth in the attached Warrant (No.Â [â€¢]), hereby elects to purchase (check applicable box):â˜Â Â Â Â ____ shares of the Common Stock of Werewolf Therapeutics, Inc. covered by such Warrant; or Â Â Â Â â˜Â Â Â Â the maximum number of shares of Common Stock covered by such Warrant pursuant to the cashless exercise procedure set forth in subsectionÂ 1(b).The undersigned herewith makes payment of the full purchase price for such shares at the price per share provided for in such Warrant. Such payment takes the form of (check applicable box or boxes):â˜Â Â Â Â $_____ in lawful money of the United States; and/orâ˜Â Â Â Â the cancellation of such portion of the attached Warrant as is exercisable for a total of _____ Warrant Shares (using a Fair Market Value of $_____ per share for purposes of this calculation) ; and/orâ˜Â Â Â Â the cancellation of such number of Warrant Shares as is necessary, in accordance with the formula set forth in subsectionÂ 1(b), to exercise this Warrant with respect to the maximum number of Warrant Shares purchasable pursuant to the cashless exercise procedure set forth in subsectionÂ 1(b).
Signature:Â Â Â Â _____Address:Â Â Â Â _____Â Â Â Â _____Â Â Â Â EXHIBIT IIASSIGNMENT FORMFOR VALUE RECEIVED, _____ hereby sells, assigns and transfers all of the rights of the undersigned under the attached Warrant (No. [â€¢]) with respect to the number of shares of Common Stock of Werewolf Therapeutics, Inc. covered thereby set forth below, unto:Name of AssigneeAddressNo. of SharesDated:_____Â Â Â Â Signature:_____Signature Guaranteed:By: _____The signature should be guaranteed by an eligible guarantor institution (banks, stockbrokers, savings and loan associations and credit unions with membership in an approved signature guarantee medallion program) pursuant to RuleÂ 17Ad-15 under the Securities Exchange Act of 1934.Â Â Â Â EX-10.1 3 a06302024ex101.htm EX-10.1 DocumentLOAN AND SECURITY AGREEMENTThis LOAN AND SECURITY AGREEMENT (as amended, restated, supplemented or otherwise modified from time to time, this â€œAgreementâ€) dated as of May 2, 2024 (the â€œClosing Dateâ€) is entered into among WEREWOLF THERAPEUTICS, INC., a Delaware corporation (as representative of any Borrowers hereunder from time to time, â€œBorrower Representativeâ€, and in its capacity as issuer of the Conversion Shares, â€œIssuerâ€), each other Person party hereto as a borrower from time to time (together with Borrower Representative, collectively, â€œBorrowersâ€, and each, a â€œBorrowerâ€), each Person party hereto as a guarantor from time to time (together with each other guarantor with respect to the Obligations, collectively â€œGuarantorsâ€, and each a â€œGuarantorâ€, and together with Borrowers, collectively â€œLoan Partiesâ€, and each, a â€œLoan Partyâ€), the lenders from time to time party hereto (collectively, â€œLendersâ€, and each, a â€œLenderâ€), K2 HEALTHVENTURES LLC, as administrative agent for Lenders (in such capacity, together with its successors, â€œAdministrative Agentâ€), and ANKURA TRUST COMPANY, LLC, as collateral trustee for Secured Parties (in such capacity, together with its successors, â€œCollateral Trusteeâ€).AGREEMENTBorrower Representative, each other Loan Party from time to time party hereto and each Secured Party hereby agree as follows: 1.ACCOUNTING AND OTHER TERMSAccounting terms not defined in this Agreement shall be construed in accordance with GAAP, and calculations and determinations shall be made following GAAP, consistently applied; provided that any obligations of a Person that are or would have been treated as operating leases or capital leases for purposes of GAAP prior to the issuance by the Financial Accounting Standards Board on February 25, 2016 of an Accounting Standards Update (Topic 842) (the â€œASUâ€) shall continue to be accounted for as operating leases or capital leases (whether or not such operating lease obligations or capital lease obligations, as applicable, were in effect on such date) notwithstanding the fact that such obligations are required in accordance with the ASU (on a prospective or retroactive basis or otherwise) to be treated as capitalized lease obligations in accordance with GAAP. Capitalized terms not otherwise defined in this Agreement shall have the meanings set forth on Exhibit A. All other terms contained in this Agreement, unless otherwise indicated, shall have the meaning provided by the Code to the extent such terms are defined therein. As used in the Loan Documents, the word â€œshallâ€ is mandatory, the word â€œmayâ€ is permissive, the word â€œorâ€ is not exclusive, the words â€œincludesâ€ and â€œincludingâ€ are not limiting, the singular includes the plural, and numbers denoting amounts that are set off in brackets are negative. Unless otherwise specified, all references in this Agreement or any Annex or Schedule hereto to a â€œSection,â€ â€œsubsection,â€ â€œExhibit,â€ â€œAnnex,â€ or â€œScheduleâ€ shall refer to the corresponding Section, subsection, Exhibit, Annex, or Schedule in or to this Agreement. For purposes of the Loan Documents, whenever a representation or warranty is made to a Personâ€™s knowledge or awareness, knowledge or awareness means the actual knowledge, after reasonable investigation, of any Responsible Officer of such Person.2.LOAN AND TERMS OF PAYMENT2.1Promise to Pay. Each Borrower hereby unconditionally promises to pay each Lender, ratably, the outstanding principal amount of all Loans advanced by such Lender, accrued and unpaid interest, fees and charges thereon and to pay all other Obligations as and when due in accordance with this Agreement.2.2Availability and Repayment or Conversion of the Loans.(a)Availability. (i)Subject to the terms and conditions of this Agreement, each Lender agrees, severally and not jointly, to make to Borrowers an advance on the Closing Date in principal amount equal to its First Tranche Term Loan Commitment (the â€œFirst Tranche Term Loansâ€). The First Tranche Term Loan Commitments shall consist of the First Tranche Part A Term Loan Commitment, which is subject to conversion in accordance with Section 2.2(e), and the First Tranche Part B Term Loan Commitment. Lendersâ€™ commitments to make the First Tranche Term Loans shall terminate upon the funding of the First Tranche Term Loans on the Closing Date.(ii)Subject to the terms and conditions of this Agreement, each Lender agrees, severally and not jointly, to make to Borrowers an advance during the Second Tranche Availability Period in principal amount equal to its Second Tranche Term Loan Commitment (the â€œSecond Tranche Term Loansâ€). Lendersâ€™ commitments to make the Second Tranche Term Loans shall terminate upon the earlier of (i) the end of the Second Tranche Availability Period, and (ii) the date the Second Tranche Term Loans have been funded.(iii)Subject to achievement of the Third Tranche Milestone and the terms and conditions of this Agreement, each Lender agrees, severally and not jointly, to make to Borrowers an advance during the Third Tranche Availability Period in principal amount up to its Third Tranche Term Loan Commitment (the â€œThird Tranche Term Loansâ€), provided that if the amount of the Third Tranche Term Loan requested is less than the remaining aggregate Third Tranche Term Loan Commitments, each Lender shall fund its Pro Rata Share of the requested Third Tranche Term Loan. Lendersâ€™ commitment to make the Third Tranche Term Loans shall terminate upon the earlier of (i) the end of the Third Tranche Availability Period, and (ii) the date a Third Tranche Term Loan has been funded.(iv)Subject to Lendersâ€™ review of Borrowersâ€™ clinical and financial/operating plan at the time of a requested funding of a Loan under this subsection (each a â€œFourth Tranche Term Loanâ€, and collectively the â€œFourth Tranche Term Loansâ€, and together with the First Tranche Term Loans, the Second Tranche Term Loans and the Third Tranche Term Loans, collectively, the â€œTerm Loansâ€, and each, a â€œTerm Loanâ€), each Lender may, severally and not jointly, make to Borrowers one or more advance at any time prior to the Amortization Date in an aggregate principal amount up to its respective Fourth Tranche Term Loan Amount. Lenders have no commitment to make any Fourth Tranche Term Loans, which may be made in their sole and absolute discretion. Borrowers shall use the proceeds of the Term Loans (i) to repay existing outstanding Indebtedness of Borrower Representative owing to Banc of California, and (ii) for working capital and general corporate purposes, and with respect to any Fourth Tranche Term Loan, including for any other purpose approved by Lenders in connection with the approval of the funding thereof. Once repaid, no Term Loans may be reborrowed.(b)Repayment. Commencing on the Amortization Date, and continuing thereafter on each Payment Date through the Term Loan Maturity Date, Borrowers shall make consecutive monthly payments of equal principal and interest, in an amount which would fully amortize the principal amount of the Term Loans and accrued interest thereon by the Term Loan Maturity Date, provided that if the Applicable Rate is adjusted, the Amortization Date is extended in accordance with its terms, or any portion of the principal amount is converted, the amortization schedule and the required monthly installment shall be recalculated based on the adjusted Applicable Rate and/or the adjusted number of Payment Dates through the Term Loan Maturity Date. Any and all unpaid Obligations, including principal and accrued and unpaid interest in respect of the Term Loans the fees pursuant to the Fee Letter and any other fees and other sums due hereunder, if any, shall be due and payable in full on the Term Loan Maturity Date. The Term Loans may only be prepaid in accordance with Sections 2.2(c) or (d).(c)Mandatory Prepayment Upon an Acceleration. If the Loans are accelerated following the occurrence and during the continuation of an Event of Default by Administrative Agent in accordance with SectionÂ 9.1, Borrowers shall immediately pay to Administrative Agent, for the ratable benefit of Secured Parties, an amount equal to the sum of:(i)all outstanding principal plus accrued and unpaid interest thereon, plus (ii)all amounts then due in accordance with the Fee Letter, plus(iii)all other sums, if any, that shall have become due and payable hereunder, including interest at the Default Rate with respect to any past due amounts.(d)Permitted Prepayment of Loans. Borrowers shall have the option to prepay all, but not less than all, of the Loans, provided Borrowers provide written notice to Administrative Agent of its election to 2prepay the Loans at least thirty (30) days (or such shorter period as the Administrative Agent may agree in its discretion) prior to such prepayment, and pay, on the date of such prepayment, to Administrative Agent, for the ratable benefit of Secured Parties, an amount equal to the sum of:(i)all outstanding principal plus accrued and unpaid interest thereon through the prepayment date, plus(ii)all amounts then due in accordance with the Fee Letter, plus(iii)all other sums, if any, that shall have become due and payable, including interest at the Default Rate with respect to any past due amounts. Notwithstanding the foregoing provisions of this Section 2.2(d), any notice of prepayment hereunder may state that such prepayment is conditioned upon the effectiveness of a refinancing or any other transaction, in which case such notice of prepayment may be revoked or extended by Borrowers on or prior to

the specified effective date of such prepayment if such condition is not satisfied.(e)Conversion at Lendersâ€™ Election.(i)Conversion Election. Lenders may jointly elect at any time and from time to time after the Closing Date and prior to the repayment or prepayment in full of the First Tranche Part A Term Loans to convert any portion of the outstanding principal amount of the First Tranche Part A Term Loan then outstanding (the â€œConversion Amountâ€) into shares of Common Stock (â€œConversion Sharesâ€) at the Conversion Price pursuant to a Conversion Election Notice, to be delivered at the direction of Lenders by Administrative Agent to Issuer, provided that the aggregate principal amount converted to Common Stock in accordance with this Section 2.2(e) shall not exceed $5,000,000 (any such conversion, a â€œLender Conversionâ€). A Conversion Election Notice, once delivered, shall be irrevocable unless otherwise agreed in writing by Issuer and subject to subsection (ii) below. On the third trading day after a Conversion Election Notice has been duly delivered in accordance with the foregoing, Issuer shall credit to each Designated Holder a number of Conversion Shares equal to (x) the Conversion Amount indicated in the applicable Conversion Election Notice divided by (y) Conversion Price, rounded down to the nearest whole share; provided that if transfer agent for Issuerâ€™s Common Stock is participating in the Depository Trust Company (â€œDTCâ€) Fast Automated Securities Transfer Program and provided that the applicable Designated Holder is eligible to receive Conversion Shares through DTC and the restrictive legend has been removed from such Conversion Shares in accordance with Section 2.2(e)(x), such credit of Conversion Shares shall be made to Designated Holderâ€™s or its designeeâ€™s balance account with DTC through its Deposit Withdrawal Agent Commission system. The issuance of the Conversion Shares to the Lenders in accordance with this Section 2.2(e)(i) will constitute a satisfaction in full of the Conversion Amount by the Issuer. For the avoidance of doubt, except for fees accruing in respect of Loans advanced as set forth in paragraph 2 of the Fee Letter, no premium, penalty or Prepayment Fee (as defined in the Fee Letter) shall apply to the principal amounts of the Loans converted into shares of Common Stock pursuant to this Section 2.2(e). (ii)Reservation of Shares. Issuer shall reserve from its duly authorized and unreserved capital stock not less than the number of Conversion Shares that may be issuable pursuant to a conversion of the then outstanding First Tranche Part A Term Loan principal amount pursuant to this Section 2.2(e), provided that if at any time Issuer no longer has sufficient number of authorized and unreserved shares of Common Stock then issuable upon conversion of the then outstanding First Tranche Part A Term Loan principal amount (without regard to any applicable cap on conversion pursuant to subsection (vi) and (vii) below), then Issuer shall promptly take all action necessary to increase its authorized and unreserved Conversion Shares to an amount sufficient to cure such shortfall. In the event that upon any delivery of a Conversion Election Notice there are insufficient authorized and unreserved Conversion Shares to deliver in satisfaction of such Conversion Election Notice, then the applicable Lender may elect to void such Conversion Election Notice. Upon issuance of Conversion Shares pursuant to Section 2.2(e), such shares shall be validly issued, fully paid and non-assessable and free from all preemptive or similar rights, any liens and charges with respect to the issue thereof, and shall be free of any restrictions on transfer, except for any restrictions under Federal or state securities laws.(iii)Rule 144. With a view to making available to Designated Holders the benefits of Rule 144 (or its successor rule) and any other rule or regulation of the Securities and Exchange 3Commission (the â€œSECâ€) that may at any time permit Designated Holders to sell shares of Common Stock issuable (directly or indirectly) pursuant to a Conversion Election Notice to the public without registration, Issuer shall: (A) use commercially reasonable efforts to make and keep public information available, as those terms are understood and defined in Rule 144, until six (6) months after such date as all of Conversion Shares issued may be sold without restriction by Designated Holders pursuant to Rule 144 or any other rule of similar effect; (B) use commercially reasonable efforts to file with the SEC in a timely manner (or obtain extensions in respect thereof and file within the applicable grace period) all reports and other documents required of Issuer under the Exchange Act; and (C) furnish to Designated Holders, upon request, as long as Designated Holders own any Conversion Shares issued pursuant to a Conversion Election Notice, such information as may be reasonably requested in order to avail Designated Holders of any rule or regulation of the SEC that permits the selling of any Conversion Shares issued without registration.(iv)Registration Rights. If Issuer decides to register any of its securities for its own account or for the account of others (if the agreement pursuant to which such securities are being registered for the account of others so allows), then Issuer will use its commercially reasonable efforts to include in such registration all or any part of the Conversion Shares issued or issuable requested by Administrative Agent to be included therein. This requirement does not apply to registrations on Form S-4 or S-8 or their equivalents (relating to equity securities to be issued in connection with an acquisition of any entity or business or equity securities issuable in connection with stock option or other employee benefit plans) or to registration statements that would otherwise not permit the registration of re-sales of previously issued securities, or to the extent, as of any date of determination, the Conversion Shares may be sold by the applicable Designated Holder pursuant to Rule 144, without any time, volume or manner limitations (or any similar provision then in effect).(v)Authorization. For so long as Designated Holders hold any Conversion Shares issued pursuant to this Section 2.2(e), Issuer shall use commercially reasonable efforts to maintain the Common Stockâ€™s authorization for listing on a Trading Market and Issuer shall not take any action which would reasonably be expected to result in the delisting or suspension of the Common Stock on such national securities exchange on which the Common Stock is listed.(vi)Limitations on Conversion. (A)Beneficial Ownership. Notwithstanding anything herein to the contrary, Issuer shall not issue a number of Conversion Shares pursuant to this Section 2.2(e) to the extent that, upon such issuance, the number of shares of Common Stock then beneficially owned by each Designated Holder and its Affiliates and any other persons or entities whose beneficial ownership of Common Stock would be aggregated with such Designated Holders for purposes of Section 13(d) of the Exchange Act would exceed 9.985% of the total number of shares of Common Stock then issued and outstanding (the â€œ9.985% Capâ€); provided that the 9.985% Cap shall only apply to the extent that the Common Stock is deemed to constitute an â€œequity securityâ€ pursuant to Rule 13d-1(i) promulgated under the Exchange Act, provided further that Lenders shall have the right, upon 61 daysâ€™ prior written notice to Issuer, to waive the 9.985% Cap. (B)Principal Market Regulation. Issuer shall not issue a number of Conversion Shares pursuant to this Section 2.2(e), if the issuance of such shares together with any previously issued Conversion Shares, would result in (A) the issuance of more than 19.99% of the Common Stock outstanding as of the Closing Date or (B) Designated Holders, together with their Affiliates and any other persons or entities whose beneficial ownership of Common Stock would be aggregated with such Designated Holderâ€™s for purposes of Section 13(d) of the Exchange Act, beneficially owning in excess of 19.99% of the then outstanding Common Stock and, in each case, for the avoidance of doubt, the applicable Conversion Amount will be reduced as necessary to ensure compliance with the foregoing.(C)Beneficial Ownership Determination. For purposes of this Section 2.2(e), â€œgroupâ€ has the meaning set forth in Section 13(d) of the Exchange Act and applicable regulations of the SEC, and the percentage held by each Designated Holder shall be determined in a manner consistent with the provisions of Section 13(d) of the Exchange Act. Upon the written request of Administrative Agent, Issuer shall, within two (2) trading days, confirm to Administrative Agent the number of Shares then outstanding. As used herein, beneficial ownership shall be determined in accordance with Section 13(d) of the Exchange Act.4(vii)Certain Adjustments. If Issuer declares or pays a dividend or distribution on the outstanding Conversion Shares payable in Common Stock or other securities or property (other than cash), then upon exercise of any conversion option in accordance with this Section 2.2(e), for each Conversion Share acquired, Designated Holder shall receive, without additional cost to Designated Holder, the total number and kind of securities and property which Designated Holder would have received had Designated Holder owned the Conversion Shares of record as of the date the dividend or distribution occurred. Upon any event whereby all of the outstanding Common Stock of Issuer is reclassified, converted, exchanged, combined, divided, substituted, or replaced for, into, with or by securities of a different class and/or series, then from and after the consummation of such event, the Conversion Shares issuable will be the number, class and series of securities that Designated Holder would have received had the Conversion Shares been outstanding on and as of the consummation of such event, and the Conversion Price shall be adjusted accordingly. The provisions of this Section 2.2(e)(vii) shall similarly apply to successive reclassifications, exchanges, combinations substitutions, replacements or other similar events. Issuer shall promptly notify Lenders of any event causing an adjustment pursuant to this Section 2.2(e)(vii), and at Lendersâ€™ request, shall deliver a certificate of adjustment, setting forth the adjustment and attaching calculations supporting the same, certified by a Responsible Officer.(viii)No Fractional Shares. Upon any Lender Conversion, any fraction of a Conversion Share will be rounded down to the next whole share or unit of the Conversion Shares, and in lieu of such fractional shares to which the Designated Holder would otherwise be entitled, the Issuer shall, at its option, either pay the Designated Holder cash equal to such fraction multiplied by the applicable Conversion Price, or return such amount to principal under the First Tranche Part A Term Loan.(ix)Exemption from Registration. Assuming the accuracy of representations and warranties made by Lenders in this Agreement and the accuracy of representations and warranties of Designated Holders in the Conversion Election Notice, the Loans and the associated right to Lender Conversion are exempt from registration under the Securities Act (pursuant to Section 4(a)(2) thereof and/or Rule 506 of Regulation D thereunder) and applicable state securities laws. Issuer is not disqualified from reliance upon Rule 506 of Regulation D for purposes of the Loan and any Lender Conversion, including due to any â€œBad Actâ€ disqualification.(x)Restrictive Legends. Any Note evidencing a First Tranche Part A Term Loan and any certificate evidencing the Conversion Shares may contain a securities legend restricting the transfer thereof, in substantially the following form as long as none of the Unrestricted Conditions have been met:THIS NOTE AND RELATED RIGHT TO CONVERSION, AND THE SECURITIES ISSUABLE UPON CONVERSION HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OR 1933, AS AMENDED, OR APPLICABLE STATE SECURITIES LAWS. THE SECURITIES MAY NOT BE SOLD, TRANSFERRED OR ASSIGNED IN THE ABSENCE OF AN EFFECTIVE REGISTRATION STATEMENT UNDER THE SECURITIES ACT, EXCEPT PURSUANT TO AN EXEMPTION FROM REGISTRATION, INCLUDING PURSUANT TO RULE 144 OF THE SECURITIES ACT OR PURSUANT TO A PRIVATE SALE EFFECTED UNDER SECTION 4(A)7) OF THE SECURITIES ACT.In the event and for so long as a registration statement covering the resale of the Conversion Shares is effective under the Securities Act, Issuer shall, subject to and in accordance with this paragraph, provide or cause its legal counsel to provide to the transfer agent one or more opinions or authorizations regarding the removal of the Securities Act legend applicable to any Conversion Shares. If a legend removal request is made pursuant to the foregoing, Issuer will use commercially reasonable efforts to, no later than two Business Days following (i) the delivery by Designated Holder to the transfer agent of a legended certificate representing Conversion Shares (or a request for legend removal, in the case of such securities being issued in book-entry form) and (ii) receipt of confirmation of the sale of such security pursuant to the applicable registration statement in accordance with the plan of distribution described therein, deliver or cause to be delivered to the transferee a certificate representing such security that is free from all restrictive legends or an equivalent book-entry position, as requested by Designated Holder; provided that Issuer and its transfer agent have timely received from Designated Holder a seller representation letter regarding such disposition in a form reasonably satisfactory to Issuer and its transfer agent. Any time after a minimum of one year has elapsed from the date of the acquisition of the Conversion Shares from Issuer (or successor entity) and pursuant to Rule 144 or pursuant to any other exemption under the Securities Act, 5such that the transferee of such securities (provided that Issuer has been a reporting company during such one-year period) acquires the Conversion Shares that need not bear any restrictive legends, and upon compliance by Designated Holder with the requirements of this Section 2.2(e) and (f), if requested by Designated Holder, Issuer shall, subject to and in accordance with this paragraph, provide or cause its legal counsel to provide to the transfer agent one or more opinions or authorizations regarding the removal of legends in reliance on such rule or other exemption. If a legend removal request is made pursuant to the foregoing, Issuer will use commercially reasonable efforts to, no later than two Business Days following the delivery by Designated Holder to the transfer agent of a legended certificate representing such Conversion Shares (or a request for legend removal, in the case of such securities being issued in book-entry form), deliver or cause to be delivered to the transferee a certificate representing such Conversion Shares that is free from all restrictive legends or an equivalent book-entry position, as requested by Designated Holder; provided that Issuer or the transfer agent has timely received from Designated Holder representations and other documentation reasonably acceptable to Issuer and the transfer agent in connection therewith.(xi)Designated Holder as intended third party beneficiary. Each Designated Holder is an intended third party beneficiary of the provisions of this Section 2.2(e). (f)Representations of Lenders and Designated Holders. In connection with the making of the First Tranche Part A Term Loans and the related right to Lender Conversion, each Lender hereby represents and warrants, with respect to such Lender and related Designated Holder only:(i)Investment for Own Account. The First Tranche Part A Term Loans and the right to Lender Conversion and any Note evidencing the same with respect thereto will be acquired by each Lender for such Lenderâ€™s own account, and not with a view to the resale or distribution of any part thereof in violation of the Securities Act, except pursuant to sales registered or in a transaction exempted under the Securities Act, and such Lender and related Designated Holder have no present intention of selling, granting any participation in, or otherwise distributing the same in violation of the Securities Act without prejudice, however, to such Lenderâ€™s or Designated Holderâ€™s right at all times to sell or otherwise dispose of all or any part of such Conversion Shares in compliance with applicable federal and state securities laws. Nothing contained herein shall be deemed a representation or warranty by such Lender to hold the First Tranche Part A Term Loans and the right to Lender Conversion and any Note evidencing the same for any period of time and such Lender reserves the right to transfer the same at any time in accordance with or pursuant to a registration statement or an exemption under the Securities Act. (ii)Disclosure of Information. Each Lender and Designated Holder is aware of the business affairs and financial condition of Issuer and has received or has had full access to all information it considers necessary or appropriate to make an informed investment decision with respect to the making of the First Tranche Part A Term Loans, and the related right to Lender Conversion. Each Lender represents that it and each Designated Holder has had an opportunity to ask questions and receive answers from Issuer regarding the terms and conditions thereof and to obtain additional information (to the extent Issuer possessed such information or could acquire it without unreasonable effort or expense) necessary to verify any information furnished to such Lender or Designated Holder or to which such Lender or Designated Holder has access. (iii)Investment Experience. Such Lender and related Designated Holder understand that the Conversion Shares involve substantial risk. Such Lender and related Designated Holder have experience as an investor in securities of companies in the development stage and acknowledges that such Lender and Designated Holder can bear the economic risk and complete loss of its investment in the First Tranche Part A Term Loans and the right to Lender Conversion (and any Note) and has such knowledge and experience in financial or business matters that it is capable of evaluating the merits and risks of the investment contemplated hereby. (iv)Restricted Securities. Such Lender and Designated Holder understand that (i) the First Tranche Part A Term Loans and the right to Lender Conversion (and any Note evidencing the First Tranche Part A Term Loans) are characterized as â€œrestricted securitiesâ€ under the U.S. federal securities laws inasmuch as they are being acquired from Issuer in a transaction not involving a public offering and that under such laws and applicable regulations such securities may not be resold except pursuant to an effective registration statement under the Securities Act or pursuant to an applicable exemption from the registration requirements under the Securities Act and (ii) there is now no registration statement on file with the SEC with respect to the First 6Tranche Part A Term Loans and the right to Lender Conversion and the Issuer has no obligation, except in accordance with Section 2.2(e)(iv) above, or current intention to register the Conversion Shares under the Securities Act. (v)Accredited Investor. Such Lender and Designated Holder is an â€œaccredited investorâ€ as such term is defined in Regulation D promulgated under the Securities Act.2.3Payment of Interest. (a)Interest Rate. Subject to Section 2.3(b), the outstanding principal amount of the Loans shall accrue interest from and after its Funding Date, at the Applicable Rate, and Borrowers shall pay such interest monthly in arrears on each Payment Date commencing on June 1, 2024. (b)Default Rate. Immediately upon the occurrence and during the continuation of an Event of Default, Obligations shall bear interest, at the election of Administrative Agent in its sole discretion, at a rate per annum which is five percentage points (5.0%) above the rate that is otherwise applicable thereto (the â€œDefault Rateâ€). Fees and expenses which are required to be paid by Borrowers pursuant to the Loan Documents (including, without limitation, Secured Party Expenses) but are not paid when due shall bear interest until paid at a rate equal to the highest interest rate applicable to the Obligations. Payment or acceptance of the increased interest rate provided in this SectionÂ 2.3(b) is not a permitted alternative to timely payment and shall not constitute a waiver of any Event of Default or otherwise prejudice or limit any rights or remedies pursuant to the Loan Documents. Each Borrower agrees that interest at the Default Rate is a reasonable calculation of Lendersâ€™ lost profits in view of the difficulties and impracticality of determining actual damages resulting from an Event of Default. (c)Payment; Interest Computation. Interest is payable monthly in arrears on the Payment Date of the following month and shall be computed on the basis of a 360-day year for the actual number of days elapsed. In computing interest, (i)Â all payments received after 3:00 p.m. Eastern Time on any day shall be deemed received at the opening of business on the next Business Day, and (ii)Â the date of the making of any Loan shall be included and the date of payment shall be excluded. Changes to the Applicable Rate based on changes to the Prime Rate, shall be effective as of the date, and

to the extent, of such change.(d)Maximum Interest. Notwithstanding any provision in this Agreement or any other Loan Document, it is the partiesâ€™ intent not to contract for, charge or receive interest at a rate that is greater than the maximum rate permissible by law that a court of competent jurisdiction shall deem applicable hereto (the â€œMaximum Rateâ€). If a court of competent jurisdiction shall finally determine that a Borrower has actually paid to or for the benefit of Lenders an amount of interest in excess of the amount that would have been payable if all of the Obligations had at all times borne interest at the Maximum Rate, then such excess interest actually paid by Borrowers shall be applied as follows: first, to the payment then due of principal outstanding in respect of the Loans; second, after all principal is repaid, to the payment of accrued interest, third, to the payment of Secured Party Expenses and any other Obligations; and fourth, after all Obligations are repaid, the excess (if any) shall be refunded to Borrowers or paid to whomsoever may be legally entitled thereto, provided that amounts payable to Lenders, shall be paid ratably.2.4Fees and Charges. Borrowers shall pay to Administrative Agent, for the ratable benefit of Secured Parties: (a)Fees. The fees and charges as and when due in accordance with the Fee Letter; and(b)Expenses. All Secured Party Expenses (including reasonable and documented out-of-pocket attorneysâ€™ fees and expenses for documentation and negotiation of this Agreement and the other Loan Documents) incurred through and after the Closing Date, when due (or, if no stated due date, within ten (10) Business Days after delivery by Administrative Agent of an invoice with respect thereto). 2.5Payments; Application of Payments; Automatic Payment Authorization; Withholding. (a)All payments to be made by Borrowers under any Loan Document, including payments of principal and interest and all fees, charges, expenses, indemnities and reimbursements, shall be made in 7immediately available funds in Dollars, without setoff, recoupment or counterclaim, before 3:00 p.m. Eastern Time on the date when due, subject to Schedule 3 with respect to Taxes. Payments of principal and/or interest received after 3:00 p.m. Eastern Time are considered received at the opening of business on the next Business Day. When a payment is due on a day that is not a Business Day, the payment shall be due the next Business Day, and additional fees or interest, as applicable, shall continue to accrue until paid.(b)No Borrower shall have a right to specify the order or the loan accounts to which a Lender shall allocate or apply any payments made by a Borrower to or for the benefit of such Lender or otherwise received by such Lender under this Agreement when any such allocation or application is not expressly specified elsewhere in this Agreement. Without limitation of the foregoing, unless expressly so allocated by Administrative Agent, no payment or prepayment of principal shall be applied to the outstanding principal balance under any outstanding First Tranche Part A Term Loans unless all other Term Loans have been repaid in full.(c)Administrative Agent, on behalf of Secured Parties, may initiate debit entries to any Deposit Accounts as authorized on the Automatic Payment Authorization for principal and interest payments or any other Obligations when due. These debits shall not constitute a set-off. If the ACH payment arrangement is terminated for any reason, Borrowers shall make all payments due hereunder at the applicable address specified in Section 10, or as otherwise notified by Administrative Agent in writing. (d)Each Loan Party and each Secured Party hereby agrees to the terms and conditions set forth on Schedule 3 hereto.2.6Promissory Notes. Borrowers agree that: (a)Â upon written notice by or on behalf of any Lender to Borrowers that a promissory note or other evidence of indebtedness is requested by such Lender to evidence the Loans and other Obligations owing or payable to, or to be made by, such Lender, Borrowers shall promptly (and in any event within three (3) Business Days of any such request) execute and deliver to such Lender an appropriate promissory note, in substantially the form attached hereto as Exhibit G, and (b)Â upon any Lenderâ€™s written request, and in any event within a reasonable time after any such request, Borrowers shall execute and deliver to such Lender new notes and/or divide the notes in exchange for then existing notes in such smaller amounts or denominations as such Lender shall specify in its sole and absolute discretion; provided, that the aggregate principal amount of such new notes shall not exceed the aggregate principal amount of the applicable Loans made by such Lender; provided, further, that such promissory notes that are to be replaced shall then be deemed no longer outstanding hereunder and replaced by such new notes and returned to Borrowers within a reasonable period of time after such Lenderâ€™s receipt of the replacement notes. Regardless of whether or not any such promissory notes are issued, this Agreement shall evidence the Loans and other Obligations owing or payable by Borrowers to each Lender. 3.CONDITIONS OF LOANS3.1Conditions Precedent to Initial Loan. Each Lenderâ€™s obligation to make the initial Loan is subject to the condition precedent that Administrative Agent shall have received, in form and substance reasonably satisfactory to Administrative Agent, such documents, and completion of such other matters, as Administrative Agent may reasonably request, including, without limitation: (a)duly executed signatures to this Agreement;(a)duly executed signatures to the Fee Letter; (b)[reserved];(c)[reserved];(d)a certificate of each Loan Party, duly executed by a Responsible Officer, certifying and attaching (i) the Operating Documents, (ii) resolutions duly approved by the Board, (iii) any resolutions, consent or waiver duly approved by the requisite holders of each Loan Partyâ€™s Equity Interests, if applicable (or certifying that no such resolutions, consent or waiver is required), and (iv) a schedule of incumbency;8(e)a payoff letter with respect to Indebtedness outstanding as of the Closing Date to Banc of California, together with all documents reasonably required in connection with the payoff and release of security interests;(f)the Perfection Certificate of Borrower Representative, together with the duly executed signature thereto;(g)evidence satisfactory to Administrative Agent, that the insurance policies required by Section 6.5 are in full force and effect; (h)a legal opinion of counsel to the Loan Parties;(i)the original stock certificates representing any Shares, if any, together with a stock power or other appropriate instrument of transfer, duly executed by the holder of record of such Shares and in blank; and(j)payment of the fees in accordance with the Fee Letter and Secured Party Expenses then due as specified in SectionÂ 2.4.3.2Conditions Precedent to all Loans. Each Lenderâ€™s obligations to make each Loan is subject to the following conditions precedent:(a)except for the Term Loan made on the Closing Date, timely receipt of an executed Loan Request by Administrative Agent;(b)the representations and warranties in this Agreement and the other Loan Documents shall be true and correct in all material respects on the date of the Loan Request and on the Funding Date of each Loan; provided, however, that such materiality qualifier shall not be applicable to any representations and warranties that already are qualified or modified by materiality in the text thereof; and provided, further that those representations and warranties expressly referring to a specific date shall be true and correct in all material respects as of such date;(c)no Default or Event of Default shall have occurred and be continuing or result from the Loan; and(d)there has not been any event or circumstance that has had or would reasonably be expected to have a Material Adverse Effect, or any material adverse deviation by Borrowers from the most recent business plan of Borrowers presented to and accepted by Administrative Agent, as determined by Administrative Agent in Administrative Agentâ€™s sole discretion.3.3Covenant to Deliver. (a)Loan Parties agree to deliver each item required to be delivered under this Agreement as a condition precedent to any Loan. Loan Parties expressly agree that a Loan made prior to the receipt of any such item shall not constitute a waiver by Administrative Agent of a Borrowerâ€™s obligation to deliver such item, and the making of any Loan in the absence of a required item shall be in Administrative Agentâ€™s sole discretion.(b)Loan Parties agree to deliver the items set forth on Schedule 2 hereto within the timeframe set forth therein (or by such other date as Administrative Agent may approve in writing, including by email), in each case, in form and substance reasonably acceptable to Administrative Agent.3.4Procedures for Borrowing. Except for any Loan to be made on the Closing Date in accordance with the terms hereof, to obtain a Loan, Borrower Representative shall deliver a completed Loan Request to Administrative Agent (which may be delivered by email) no later than 3:00 p.m. Eastern Time, ten (10) Business Days prior to the date such Loan is requested to be made. On the Funding Date, each applicable Lender shall fund the applicable Loan in the manner requested by the Loan Request, provided that each of the conditions precedent to such Loan is satisfied.94.CREATION OF SECURITY INTEREST 4.1Grant of Security Interest. Each Loan Party hereby grants to Collateral Trustee, for the ratable benefit of Secured Parties, to secure the payment and performance in full of all of the Obligations, a continuing security interest in, and pledges to Collateral Trustee, the Collateral, wherever located, whether now owned or hereafter acquired or arising, and all proceeds and products thereof. If this Agreement is terminated, Collateral Trusteeâ€™s Lien in the Collateral shall continue until the Termination Date. Upon the Termination Date, the Liens shall be released in accordance with Section 12.1. 4.2Priority of Security Interest. Each Loan Party represents, warrants, and covenants that the security interest granted herein is and shall at all times continue to be a first priority perfected security interest in the Collateral (subject only to Permitted Liens that are permitted pursuant to the terms of this Agreement to have superior priority to Collateral Trusteeâ€™s Lien under this Agreement). If a Loan Party shall acquire a commercial tort claim with a potential recovery in excess of $500,000, such Loan Party shall promptly notify Administrative Agent in writing and deliver such other information and documents as Administrative Agent may require to take any further action necessary or advisable to perfect Collateral Trusteeâ€™s Lien in such commercial tort claim. If a Loan Party shall acquire any instrument with a face value in excess of $500,000, such Loan Party shall promptly notify Administrative Agent and, at Administrative Agentâ€™s request, deliver the same in original to Collateral Trustee together with an allonge or other appropriate instrument of transfer and any necessary endorsement, all in form reasonably satisfactory to Administrative Agent. 4.3Authorization to File Financing Statements. Each Loan Party hereby authorizes Collateral Trustee or its designee (or Administrative Agent, on behalf of Collateral Trustee) to file at any time financing statements, continuation statements and amendments thereto with all appropriate jurisdictions to perfect or protect Collateral Trusteeâ€™s interest or rights hereunder.4.4Pledge of Collateral. Each Loan Party hereby pledges, collaterally assigns and grants to Collateral Trustee, for the ratable benefit of Secured Parties, a security interest in the Shares to the extent constituting Collateral, together with all proceeds and substitutions thereof, all cash, stock and other moneys and property paid thereon, all rights to subscribe for securities declared or granted in connection therewith, and all other cash and noncash proceeds of the foregoing, as security for the performance of the Obligations. On the Closing Date or to the extent any Shares pledged hereunder from time to time are or become certificated, concurrently with the delivery of the next Compliance Certificate required to be delivered pursuant to Section 6.2(c) after such Shares are acquired or certificated, such certificate or certificates shall be delivered to Collateral Trustee, accompanied by a stock power or other appropriate instrument of assignment duly executed in blank. To the extent required by the terms and conditions governing the Equity Interests in which a Loan Party has an interest, such Loan Party shall cause the books of each Person whose Equity Interests are part of the Collateral and any transfer agent to reflect the pledge of the Equity Interests. Upon the occurrence and during the continuation of an Event of Default hereunder, Collateral Trustee (acting at the direction of Administrative Agent) may effect the transfer of any securities included in the Collateral (including but not limited to the Equity Interests) into the name of Collateral Trustee and cause new certificates representing such securities to be issued in the name of Collateral Trustee or its transferee. Each Loan Party will execute and deliver such documents, and take or cause to be taken such actions, as Administrative Agent may reasonably request to perfect or continue the perfection of Collateral Trusteeâ€™s security interest in the Shares. Each Loan Party shall be entitled to exercise any voting rights with respect to the Shares in which it has an interest and to give consents, waivers and ratifications in respect thereof, unless following an Event of Default, Collateral Trustee (acting at the direction of Administrative Agent subject to the terms of the Collateral Trust Agreement) shall have given notice to Borrower Representative suspending such rights, provided that no such notice shall be required if a Loan Party has commenced an Insolvency Proceeding and, in any event, no vote shall be cast or consent, waiver or ratification given or action taken which would be inconsistent with any of the terms of this Agreement or which would constitute or create any violation of any of such terms. All such rights to vote and give consents, waivers and ratifications shall terminate upon the occurrence and during the continuance of an Event of Default and the notification by Collateral Trustee (acting at the direction of Administrative Agent) to Borrower Representative of the exercise of remedies in accordance with the terms hereof.105.REPRESENTATIONS AND WARRANTIESEach Loan Party represents and warrants as follows: 5.1Due Organization, Authorization; Power and Authority.(a)Each Loan Party and each of its Subsidiaries is duly existing and in good standing as a Registered Organization in its respective jurisdiction of formation and is qualified and licensed to do business and is in good standing in any other jurisdiction in which the conduct of its respective business or ownership of property requires that it be qualified except where the failure to do so could not reasonably be expected to have a Material Adverse Effect. In connection with this Agreement, Borrower Representative has delivered to Administrative Agent a completed certificate signed by a Responsible Officer of Borrower Representative entitled â€œPerfection Certificateâ€. Except to the extent Borrower Representative has provided notice of a legal name change in accordance with Section 7.2, (i)Â each Loan Partyâ€™s exact legal name is that indicated on the Perfection Certificate and on the signature page hereof; (ii)Â each Loan Party is an organization of the type and is organized in the jurisdiction set forth in the Perfection Certificate; (iii) the Perfection Certificate accurately sets forth each Loan Partyâ€™s organizational identification number or accurately states that such Loan Party has none; (iv) the Perfection Certificate accurately sets forth each Loan Partyâ€™s place of business, or, if more than one, its chief executive office as well as such Loan Partyâ€™s mailing address (if different than its chief executive office); (v)Â except as set forth in the Perfection Certificate, each Loan Party has not, in the past five (5) years, changed its jurisdiction of formation, organizational structure or type, or any organizational number assigned by its jurisdiction; and (vi) all other information set forth on the Perfection Certificate pertaining to each Loan Party and each of its Subsidiaries is accurate and complete in all material respects (it being understood and agreed that (i) each Loan Party may from time to time update certain information in the Perfection Certificate after the Closing Date to the extent permitted by one or more specific provisions in this Agreement, (ii) any such information reported by Borrower Representative on the Compliance Certificate from time to time shall be deemed to update such information on the Perfection Certificate after the Closing Date and (iii) no Loan Party shall be in breach of this Agreement for any changes that are reported on the next Compliance Certificate following such change to the extent such updates are resulting from actions, transactions, circumstances or events not prohibited by the terms of this Agreement or any other Loan Document; such updated Perfection Certificates subject to the review and approval of Administrative Agent unless such facts, events or circumstances being updated first arose or occurred after the Closing Date and do not constitute a breach, default, or Event of Default under this Agreement or any other Loan Document. If any Loan Party is not now a Registered Organization but later becomes one, Borrower shall notify Administrative Agent of such occurrence and provide Administrative Agent with such Personâ€™s organizational identification number within ten (10) Business Days of receiving such organizational identification number). (b)The execution, delivery and performance by each Loan Party of the Loan Documents to which it is a party have been duly authorized, and do not (i) conflict with such Loan Partyâ€™s Operating Documents or other organizational documents, (ii)Â contravene, conflict with, constitute a default under or violate any material Requirement of Law, (iii)Â contravene, conflict or violate any material applicable order, writ, judgment, injunction, decree, determination or award of any Governmental Authority by which such Loan Party or any of its Subsidiaries or any of their property or assets may be bound or affected, (iv)Â require any action by, filing, registration, or qualification with, or Governmental Approval from, any Governmental Authority (except for filings with the Securities and Exchange Commission which do not require any consent by any Governmental Authority, such Governmental Approvals which have already been obtained and are in full force and effect or are being obtained pursuant to Section 6.1, or filings required to perfect the security interest granted herein), or (v)Â conflict with, contravene, constitute a default or breach under, or result in or permit the termination or acceleration of, any material agreement by which such Loan Party is bound. No Loan Party is in default under any agreement to which it is a party or by which it is bound in which the default would reasonably be expected to have a Material Adverse Effect. 5.2Collateral.(a)Each Loan Party has good title to, rights in, and the power to transfer each item of the Collateral upon which it purports to grant a Lien hereunder, free and clear of any and all Liens except Permitted Liens. 11(b)Except for the Collateral Accounts described in the Perfection Certificate or in a notice timely delivered pursuant to Section 6.6, no Loan Party has any Collateral Accounts at or with any bank, broker or other financial institution, and each Loan Party has taken such actions as are necessary to give Collateral Trustee a perfected security interest therein as required pursuant to the terms of Section 6.6(b). The Accounts are bona fide, existing obligations of the Account Debtors. (c)The Collateral is located only at the locations identified in the Perfection Certificate and any other locations as to which Loan Parties have complied with Section 6.12. The Collateral is not in the possession of any third party bailee (such as a warehouse) except as otherwise provided in the Perfection Certificate, in an Excluded Location or as disclosed in writing pursuant to Section 6.12. (d)Each Loan Party is the sole owner of the Intellectual Property which it owns or purports to own except for (i) licenses constituting â€œPermitted Transfersâ€, (ii) open-source software, (iii) over-the-counter software that is commercially available to the public, (iv) material Intellectual Property licensed to such Loan Party and noted on the Perfection Certificate or as disclosed pursuant to Section 6.7(b), and (v) immaterial Intellectual Property licensed to such Loan Party. Each Patent (other than patent applications) which such Loan Party owns or purports to own and which is material to such Loan Partyâ€™s business is, to their knowledge, valid and enforceable, and no part of the Intellectual Property which a Loan Party owns or purports to own and which is material to the Loan Partiesâ€™ business has been judged invalid or unenforceable, in whole or in part except, in each case, as would not reasonably be expected to have a Material Adverse Effect. To the best of each Loan Partyâ€™s knowledge, no claim has been made in writing that any part of the Intellectual Property violates the rights of any third party except to the extent

such claim could not reasonably be expected to have a Material Adverse Effect. Except as noted on the Perfection Certificate or as disclosed pursuant to Section 6.7(b), no Loan Party is a party to, nor is it bound by, any Restricted License. No Subsidiary which is not a Loan Party owns any material Intellectual Property. It will not be necessary to use any inventions of any of such Loan Partyâ€™s employees or consultants (or Persons it currently intends to hire) made prior to their employment by such Loan Party which, if not owned by such Loan Party or their respective Subsidiaries would reasonably be expected to have a Material Adverse Effect. Each current and prior employee, consultant or other Affiliate thereof has entered into an invention assignment agreement or similar agreement with each applicable Loan Party with respect to all intellectual property rights he or she owns that are related to such Loan Partyâ€™s business and arose out of the scope of his or her employment or consulting arrangement with such Loan Party, which, if not owned by such Loan Party or their respective Subsidiaries would reasonably be expected to have a Material Adverse Effect.5.3Accounts; Material Agreements. The Accounts are bona fide existing obligations. The material licenses and agreements to which any Loan Party or any of its Subsidiaries is a party is in good standing and in full force and effect and no Loan Party is in breach with respect thereto, except as could not reasonably be expected to have a Material Adverse Effect. No material license or other agreement to which a Loan Party or any of its Subsidiaries is a party has been terminated or is the subject of a material breach by such Loan Party or Subsidiary, except to the extent such circumstances would not reasonably be expected to have a Material Adverse Effect. 5.4Litigation and Proceedings. Except as set forth in the Perfection Certificate or as disclosed in writing pursuant to Section 6.2, there are no actions, suits, litigations or proceedings, at law or in equity, pending, or, to the knowledge of any Responsible Officer, threatened in writing, by or against any Loan Party or any of its Subsidiaries, officers or directors involving more than, individually or in the aggregate for all related proceedings, $500,000 or in which any adverse decision has had or would reasonably be expected to have any Material Adverse Effect.5.5Financial Statements; Financial Condition. All consolidated and consolidating, if applicable, financial statements for the Loan Parties and each of their Subsidiaries delivered to Administrative Agent fairly present in all material respects the consolidated and consolidating, if applicable, financial condition and results of operations (except for the absence of footnotes, and subject to normal quarter-end and year-end adjustments) of the Loan Parties and each of their Subsidiaries as of the respective dates and for the respective periods then ended, and there are no material liabilities (including any contingent liabilities) which are not reflected in such financial statements which would be required to be reflected therein pursuant to GAAP. There has not been any material deterioration in the consolidated and consolidating financial condition of the Loan Parties and each of its Subsidiaries or the Collateral, on a consolidated basis, since the date of the most recent financial statements submitted to Administrative Agent. 125.6Solvency. The fair salable value of the assets (including goodwill minus disposition costs) of the Loan Parties and their Subsidiaries, on a consolidated basis, exceeds the fair value of liabilities of the Loan Partiesâ€™ and their Subsidiaries, on a consolidated basis; no Loan Party is left with unreasonably small capital after the transactions in this Agreement; and each Loan Party is able to pay its debts (including trade debts) as they mature.5.7Consents; Approvals. Each Loan Party has obtained all third party consents, approvals, waivers, made all declarations or filings with, given all notices to, and obtained all consents, licenses, permits or other approvals from all Governmental Authorities that are necessary (i) to enter into the Loan Documents and consummate the transactions contemplated thereby, and (ii) to continue their respective businesses as currently conducted, except where failure to do so could not reasonably be expected to result in a Material Adverse Effect.5.8Subsidiaries; Investments. No Loan Party has any Subsidiaries, except as noted on the Perfection Certificate or as disclosed to Administrative Agent pursuant to Section 6.11 below. No Loan Party owns any stock, partnership, or other ownership interest or other Equity Interests except for Permitted Investments.5.9Tax Returns and Payments. Each Loan Party and each of its Subsidiaries have timely filed all required foreign, federal, state and local tax returns (or appropriate extensions therefor), except tax returns as to which a failure to file would not reasonably be expected to result in taxes or penalties in excess of Twenty-Five Thousand Dollars ($25,000), and such Loan Party and each of its Subsidiaries has timely paid all federal, state and material foreign and local Taxes owed by such Loan Party or such Subsidiary, as applicable, except (a)Â to the extent such Taxes are being contested in good faith by appropriate proceedings promptly instituted and diligently conducted, so long as such reserve or other appropriate provision, if any, as shall be required in conformity with GAAP shall have been made therefor, or (b)Â if such Taxes do not, individually or in the aggregate, exceed Twenty-Five Thousand Dollars ($25,000) except to the extent that such Taxes are being contested in accordance with the immediately preceding sentence. No Loan Party is aware of any claims or adjustments proposed for any prior tax years of such Loan Party or any of its Subsidiaries which could result in a material amount of additional taxes becoming due and payable by such Loan Party or Subsidiary. 5.10Shares. To the extent applicable, such Loan Party has full power and authority to create a first lien on the Shares and no disability or contractual obligation exists that would prohibit such Loan Party from pledging the Shares pursuant to this Agreement. There are no subscriptions, warrants, rights of first refusal or other restrictions on transfer relative to, or options exercisable with respect to the Shares. The Shares have been and will be duly authorized and validly issued, and, to the extent applicable, are fully paid and non-assessable. The Shares are not the subject of any present or threatened (in writing) suit, action, arbitration, administrative or other proceeding, and such Loan Party knows of no reasonable grounds for the institution of any such proceedings.5.11Compliance with Laws. (a)No Loan Party or Subsidiary of a Loan Party is an â€œinvestment companyâ€ or an â€œaffiliated personâ€ of, or â€œpromoterâ€ or â€œprincipal underwriterâ€ for, an â€œinvestment companyâ€, as such terms are defined in the Investment Company Act of 1940 as amended. (b)No Loan Party or Subsidiary of a Loan Party is engaged, nor will it engage, principally or as one of its important activities, in the business of extending credit for the purpose of â€œpurchasingâ€ or â€œcarryingâ€ any â€œmargin securityâ€ as such terms are defined in Regulation U of the Federal Reserve Board as now and from time to time hereafter in effect (such securities being referred to herein as â€œMargin Stockâ€). None of the proceeds of the Loans or other extensions of credit under this Agreement have been (or will be) used, directly or indirectly, for the purpose of purchasing or carrying any Margin Stock, for the purpose of reducing or retiring any Indebtedness which was originally incurred to purchase or carry any Margin Stock or for any other purpose which might cause any of the Loans or other extensions of credit under this Agreement to be considered a â€œpurpose creditâ€ within the meaning of Regulation T, U or X of the Federal Reserve Board. (c)No Loan Party has taken or permitted to be taken any action which might cause any Loan Document to which it is a party to violate any regulation of the Federal Reserve Board. Neither the making of the Loans hereunder nor Borrowersâ€™ use of the proceeds thereof will violate the Trading with the Enemy Act, as amended, or any of the foreign assets control regulations of the United States Treasury Department (31 CFR, Subtitle B, Chapter V, as amended) or any enabling legislation or executive order relating thereto. No Loan Party, 13nor any of its Subsidiaries, nor any Affiliate of any Loan Party or of any Subsidiary, nor any present holder of Equity Interests of any of the foregoing (i) is a Person described or designated in the Specially Designated Nationals and Blocked Persons List of the Office of Foreign Assets Control of the United States Department of Treasury (â€œOFACâ€) or in Section 1 of the Anti-Terrorism Order or similar sanctions laws of any other Governmental Authority including of any other applicable jurisdiction, (ii) is a citizen or resident of any country or territory that is subject to embargo or trade sanctions enforced by OFAC, (iii) is, or will become, a Person whose property or interest in property is blocked or subject to blocking pursuant to Section 1 of the Anti-Terrorism Order, or (iv) engages in any dealings or transactions, or is otherwise associated, with any such Person. (d)Each Loan Party and its Subsidiaries are in compliance, in all material respects, with the USA Patriot Act. No part of the proceeds from the Loans made hereunder has been (or will be) used, directly or indirectly, for any payments to any governmental official or employee, political party, official of a political party, candidate for political office, or anyone else acting in an official capacity, in order to obtain, retain or direct business or obtain any improper advantage, in violation of the United States Foreign Corrupt Practices Act of 1977, as amended.(e)Except as could not reasonably be expected to have a Material Adverse Effect, no Reportable Event or Prohibited Transaction, as defined in ERISA has occurred or is reasonably expected to occur, and no Loan Party has failed to meet the minimum funding requirements of ERISA. No Loan Party has violated any applicable environmental laws in any material respect, maintains any properties or assets which have been designated in any manner pursuant to any environmental protection statute as a hazardous materials disposal site, or has received any notice, summons, citation or directive from the Environmental Protection Agency or any other similar Governmental Authority.5.12Products. A complete and accurate list of the Products material to the Loan Partiesâ€™ business is set forth on the Perfection Certificate, as updated from time to time pursuant to the Compliance Certificate. Except as could not reasonably be expected to have a Material Adverse Effect, the Loan Parties and each of its Subsidiaries hold all required Governmental Approvals, a list of which is set forth on the Perfection Certificate, and all Governmental Approvals are in full force and effect. Except as could not reasonably be expected to have a Material Adverse Effect, there are no proceedings in progress, pending or, to such Loan Partyâ€™s knowledge, threatened, that may result in revocation, cancellation, suspension, rescission or any material adverse modification of any Governmental Approval nor, to the knowledge of such Loan Party, are there any facts upon which proceedings would reasonably be based. Without limitation of the foregoing: (a)Except as could not reasonably be expected to have a Material Adverse Effect, with respect to any Product being tested or manufactured, each Loan Party and each of its Subsidiaries has received, and such Product is the subject of, all Governmental Approvals needed in connection with the testing or manufacture of such Product as such testing is currently being conducted by or on behalf of a Loan Party or any of its Subsidiaries, and neither any Loan Party nor any of its Subsidiaries has received any written notice from any applicable Governmental Authority, that such Governmental Authority is conducting an investigation or review of (i) any Loan Partyâ€™s or any of its Subsidiaryâ€™s manufacturing facilities and processes for such Product which have disclosed any material deficiencies or violations of any Requirement of Law or the Governmental Approvals related to the manufacture of such Product, or (ii) any such Governmental Approval or that any such Governmental Approval has been revoked or withdrawn, nor has any such Governmental Authority issued any order or recommendation stating that the development, testing and/or manufacturing of such Product should cease.(b)Except as could not reasonably be expected to have a Material Adverse Effect, with respect to any Product marketed or sold by a Loan Party or any of its Subsidiaries, such Loan Party or such Subsidiary, as applicable, has received, and such Product is the subject of, all Governmental Approvals needed in connection with the marketing and sales of such Product as currently being marketed or sold, and no Loan Party nor any of its Subsidiary has received any written notice from any applicable Governmental Authority, that such Governmental Authority is conducting an investigation or review of any such Governmental Approval or approval or that any such Governmental Approval has been revoked or withdrawn, nor has any such Governmental Authority issued any order or recommendation stating that such marketing or sales of such Product cease or that such Product be withdrawn from the marketplace;14(c)Except as disclosed in writing to Administrative Agent by Borrower Representative, there have been no adverse clinical test results in connection with a Product which have or would reasonably be expected to have a Material Adverse Effect; and (d)Except as disclosed in writing to Administrative Agent by Borrower Representative, there have been no Product recalls or voluntary Product withdrawals from any market.5.13Royalty and Milestone Payments. As of the Closing Date, except as set forth on ScheduleÂ 4 hereto, no Loan Party is obligated to make Royalty and Milestone Payments in excess of $250,000 in the aggregate per fiscal year. 5.14Full Disclosure. No written representation, warranty or other statement of a Loan Party or any of its Subsidiaries in any certificate or written statement by or on behalf of a Loan Party or any of its Subsidiaries in connection with this Agreement, as of the date such written representation, warranty, or other statement was made, taken together with all such written certificates and written statements given, contains any untrue statement of a material fact or omits to state a material fact necessary to make the statements contained in the certificates or written statements not misleading in any material respect in light of the circumstances under which they were made (it being recognized that the projections and forecasts provided by any Loan Party in good faith and based upon reasonable assumptions are not viewed as facts and that actual results during the period or periods covered by such projections and forecasts may differ in material respects from the projected or forecasted results). 6.AFFIRMATIVE COVENANTSEach Loan Party shall do all of the following:6.1Government Compliance. Except as otherwise provided in Section 7.3, maintain its and all its Subsidiariesâ€™ legal existence and good standing in their respective jurisdictions of formation and maintain qualification in each jurisdiction in which the failure to so qualify would reasonably be expected to have a Material Adverse Effect; comply, and cause each Subsidiary to comply, with all laws, ordinances and regulations to which it is subject except where a failure to do so could not reasonably be expected to have a Material Adverse Effect; obtain all of the Governmental Approvals required in connection with such Loan Partyâ€™s business, except to the extent a failure to do so could not reasonably be expected to have a Material Adverse Effect, and for the performance by each Loan Party of its obligations under the Loan Documents to which it is a party and the grant of a security interest in accordance therewith, and comply with all terms and conditions with respect to such Governmental Approvals, except where failure do so could not be expected to have a Material Adverse Effect. 6.2Financial Statements, Reports, Certificates. Provide Administrative Agent with the following:(a)Monthly Financial Statements. Within thirty (30) days after the last day of each month, a company prepared consolidated and consolidating (if applicable) balance sheet, income statement and statement of cash flows covering the Loan Parties and each of their Subsidiariesâ€™ operations for such month, in form reasonably acceptable to Administrative Agent, certified by a Responsible Officer as having been prepared in accordance with GAAP, consistently applied, except that such cash flow statements may be system generated and subject to certain GAAP adjustments, and except for the absence of footnotes, and subject to normal quarter-end and year-end adjustments(b)Quarterly Financial Statements. Within forty-five (45) days after the last day of each fiscal quarter, a company prepared consolidated and consolidating (if applicable) balance sheet, income statement and statement of cash flows covering the Loan Parties and each of their Subsidiariesâ€™ operations for such fiscal quarter, in form acceptable to Administrative Agent, certified by a Responsible Officer as having been prepared in accordance with GAAP, consistently applied, except for the absence of footnotes, and subject to normal quarter-end and year-end adjustments.(c)Compliance Certificates. Together with the monthly financial statements required to be delivered pursuant to Section 6.2(a), a duly completed Compliance Certificate signed by a Responsible Officer.15(k)Annual Operating Budget and Financial Projections. Within sixty (60) days after the end of each fiscal year of Borrower Representative (and within five (5) Business Days of any material modification thereto approved by the Board), projections on a consolidated and consolidating basis, including a forecast by month for the current fiscal year of Borrower Representative, together with any related business forecasts used in the preparation thereof, in each case, in form satisfactory to Administrative Agent, provided that a form of projections consistent with the presentation delivered to Administrative Agent as of the Closing Date shall be acceptable to Administrative Agent.(l)Annual Audited Financial Statements. As soon as available, but no later than ninety (90) days after the last day of Borrower Representativeâ€™s fiscal year, audited consolidated financial statements prepared in accordance with GAAP, consistently applied, together with an unqualified opinion on the financial statements from an independent certified public accounting firm reasonably acceptable to Administrative Agent (it being understood that Ernst & Young LLP and any other â€œBig Fourâ€ accounting firm is acceptable to Administrative Agent), together with any management letter with respect thereto; provided that the inclusion of explanatory language casting doubt on the ability of Borrower Representative and its Subsidiaries to continue as a going concern due to the need to raise additional financing or refinance Indebtedness shall not constitute such financial statements to be considered â€œqualifiedâ€ for purposes of this clause (e).(m)Other Statements. To the extent not delivered pursuant to clause (g) below, within five (5) Business Days of delivery, copies of all material statements, reports and notices generally made available to all Borrower Representativeâ€™s stockholders or to any holders of Subordinated Debt.(n)SEC Filings. Within five (5) Business Days of filing, copies or notification of all periodic and other reports, proxy statements and other materials filed by Borrower Representative with the Securities and Exchange Commission (other than in connection with changes in beneficial ownership), provided that such filings shall be deemed to have been delivered on the date on which Borrower Representative posts such documents on Borrower Representativeâ€™s website, subject to notification of the filing on the then-next Compliance Certificate.(o)Legal Action Notice. A prompt report of any legal actions pending or threatened in writing against any Loan Party or any of its Subsidiaries that could result in damages or costs to any Loan Party or any of its Subsidiaries, individually or in the aggregate for all related proceedings, of $500,000 or more, or of any Loan Party or any of its Subsidiaries taking or threatening legal action against any third person with respect to a material claim, and with respect to any pending action or threatened action, a prompt report of any material development with respect thereto.(p)Board Materials. Within five (5) Business Days of any meeting of Borrower Representativeâ€™s Board or any committee or subcommittee thereof, copies of all non executive session materials that Borrower Representative provides to its Board or such committee or subcommittee in connection with meetings thereof, including any reports with respect to Loan Partiesâ€™ operations or performance, and promptly after minutes of such meeting are approved by the Borrower Representativeâ€™s Board, minutes of such meetings; provided, however, the foregoing (i) shall exclude any communications between Borrower Representative and any Board member that are not provided in connection with any regularly-scheduled or special meeting of the Borrower Representativeâ€™s Board or committee and (ii) shall be subject

to such exclusions and redactions as necessary in order to (A) preserve the confidentiality of highly sensitive proprietary information, (B) prevent impairment of the attorney client privilege, (C) prevent disclosure of information disclosure of which is prohibited pursuant to the order of any court or administrative agency in any pending legal, judicial or administrative proceeding, or otherwise as required by applicable law or compulsory legal process or to the extent required by governmental or regulatory authorities, or (D) prevent disclosure to the Administrative Agent or the Lenders of discussion related to the Loan Documents in the event of a conflict of interest, or a reasonable expectation that there could be a conflict of interest between any Loan Party and a Secured Party.(q)Intellectual Property Report. Together with the Compliance Certificate delivered at the end of each calendar quarter, a report in form reasonably acceptable to Administrative Agent, listing any applications or registrations that any Loan Party or any of its Subsidiaries has made or filed in respect of any Patents, Copyrights or Trademarks since the most recent report provided.16(r)Aging Reports; Other Reports and Information. Together with the monthly financial reports, reports as to the following, in form reasonably acceptable to Administrative Agent: accounts receivable and accounts payable aging and any other information related to the financial or business condition of any Loan Party as and when reasonably requested by Administrative Agent. (s)Bank Account Statements. Together with the monthly financial statements delivered in accordance with subsection (a) above, a copy of the most recent account statement, with transaction detail, for each Deposit Account or Securities Account of a Loan Party or any of its Subsidiaries, or within three (3) days, upon Administrative Agentâ€™s request, evidence satisfactory to Administrative Agent of the balance maintained in any such Deposit Account or Securities Account.(t)Product Related. Within three (3) Business Days of receipt, copies of all material correspondence, reports, documents and other filings with any Governmental Authority that would reasonably be expected to have a material adverse effect on any Governmental Approvals required for the manufacturing, marketing, testing or sale of Products or which would reasonably be expected to have a Material Adverse Effect.(u)Royalty and Milestone Payments. Together with each Compliance Certificate, an updated schedule of reasonably expected Royalty and Milestone Payments, in substantially the same form as ScheduleÂ 4 hereto, to the extent any material change thereto.Notwithstanding the foregoing, documents required to be delivered pursuant to this Section 6.2 may be delivered electronically and shall be deemed to have been delivered on the date on which such documents are filed electronically through EDGAR and available on the Internet at www.sec.gov and a link thereto is provided to Administrative Agent, including by email. In lieu of delivering consolidating financial statements, Borrower Representative may deliver reports setting forth cash balance, revenue and such other information as Administrative Agent may reasonably request, for each non-Loan Party Subsidiary, provided that with respect to each such Subsidiary, revenue reports may be delivered quarterly until such date as such Subsidiary has material revenue (other than revenue arising from intercompany transactions).6.3Inventory; Returns. Keep all Inventory (other than Pre-Clinical and Clinical Trial Supplies which constitute Inventory) in good and marketable condition, free from material defects. Returns and allowances between a Loan Party and its Account Debtors shall follow such Loan Partyâ€™s customary practices as they exist at the Closing Date. Borrower Representative shall promptly notify Administrative Agent of all returns, recoveries, disputes and claims that involve more than $500,000.6.4Taxes; Pensions. Timely file, and cause each of its Subsidiaries to timely file, all required tax returns (or file appropriate extensions therefor), except for state and local tax returns as to which a failure to file would not reasonably be expected to result in past due taxes or penalties in excess of Twenty-Five Thousand Dollars ($25,000), and timely pay, and require each of its Subsidiaries to timely pay, all federal, state and material foreign and local Taxes owed by such Loan Party and each of its Subsidiaries, except for (i) deferred payment of any taxes contested pursuant to the terms of Section 5.9, and shall deliver to Administrative Agent, on reasonable demand, appropriate certificates attesting to such payments and (ii) any failure to timely pay or file Taxes in an amount, individually or in the aggregate, not exceeding Twenty-Five Thousand Dollars ($25,000), and pay all amounts necessary to fund all present pension, profit sharing and deferred compensation plans in accordance with their terms.6.5Insurance. (a)Keep, and cause each Subsidiary to keep, its business and the Collateral insured for risks and in amounts standard for companies in the Loan Partiesâ€™ industry and location. Insurance policies shall be with financially sound and reputable insurance companies that are not Affiliates of any Loan Party.(b)Ensure that proceeds payable under any property policy with respect to Collateral are, at Administrative Agentâ€™s option, payable to Collateral Trustee, for the ratable benefit of Secured Parties, on account of the Obligations. To that end, all property policies shall have a lenderâ€™s loss payable endorsement showing Collateral Trustee as lender loss payable, all liability policies shall show, or have endorsements showing, Collateral Trustee as an additional insured, in each case, in form satisfactory to Administrative Agent and as set forth on Exhibit E.17(c)Notwithstanding the foregoing, (i)Â so long as no Event of Default has occurred and is continuing, the Loan Parties shall have the option of applying the proceeds of any casualty policy up to $500,000, in the aggregate per fiscal year, toward the prompt replacement or repair of destroyed or damaged property or other assets useful to the business; provided that any such new, replaced or repaired property (A)Â shall be of better, equal or like value as the replaced or repaired Collateral and (B)Â shall be deemed Collateral in which Collateral Trustee has been granted a first priority security interest and (ii) after the occurrence and during the continuation of an Event of Default, all such proceeds shall, at the option of Administrative Agent, be payable to Collateral Trustee, for the ratable benefit of Secured Parties, on account of the Obligations. (d)At Administrative Agentâ€™s request, Borrower Representative shall deliver certified copies of insurance policies and evidence of all premium payments. Each provider of any such insurance required under this Section 6.5 shall agree, by endorsement upon the policy or policies issued by it or by independent instruments furnished to Collateral Trustee, that it will give Collateral Trustee thirty (30)Â days prior written notice before any such policy or policies shall be canceled (or ten (10) daysâ€™ notice for cancellation for non-payment of premiums) or such other endorsement as Administrative Agent may reasonably approve.(e)If any Loan Party fails to obtain insurance as required under this SectionÂ 6.5 or to pay any amount or furnish any required proof of payment upon Administrative Agentâ€™s request and to the extent practicable, in consultation with the Borrowers, Collateral Trustee (acting at the direction of Administrative Agent) may make all or part of such payment or obtain such insurance policies required in this Section 6.5, and take any action under the policies as Administrative Agent deems prudent or may direct.6.6Deposit and Securities Accounts.(a)Maintain Collateral Accounts only at the banks and other financial institutions identified in the Perfection Certificate or as disclosed pursuant to a notice timely delivered pursuant to subsection (b) below. Borrowers shall further maintain an ACH payment structure in favor of Administrative Agent, reasonably satisfactory to Administrative Agent.(b)Provide Administrative Agent written notice in connection with the delivery of the next Compliance Certificate required to be delivered pursuant to Section 6.2(c) of the establishment of any Collateral Account at or with any bank, broker or other financial institution, and upon opening such account, provide Administrative Agent with a written notice identifying the name, address of each bank or other institution, the name in which the account is held, a description of the purpose of the account, and the complete account number therefor. Except to the extent the delivery of an Account Control Agreement post-closing is contemplated in Schedule 2, for each Collateral Account (other than Excluded Accounts) that any Loan Party at any time maintains, Loan Parties shall cause the applicable bank, broker or financial institution at or with which any Collateral Account is maintained to execute and deliver an Account Control Agreement or other appropriate instrument with respect to such Collateral Account to perfect Collateral Trusteeâ€™s Lien in such Collateral Account in accordance with the terms hereunder. The provisions of the previous sentence shall not apply to Collateral Accounts (x) used exclusively to maintain cash collateral subject to a Permitted Lien or (y) used exclusively to maintain funds in trust for another Person, in each case, which are identified on the Perfection Certificate (or from time to time, with respect to such Collateral Accounts opened after the Closing Date, on the then-next Compliance Certificate delivered) (collectively, the â€œExcluded Accountsâ€).6.7Intellectual Property.(a)Use commercially reasonable efforts to protect, defend and maintain the validity and enforceability of its Intellectual Property material to its business; promptly (and in any event no later than concurrently with the delivery of the next Compliance Certificate required to be delivered pursuant to Section 6.2(c)) advise Administrative Agent in writing of material infringements or any other event that would reasonably be expected to materially and adversely affect the value of its Intellectual Property material to its business; not suffer any material claim of infringement that would reasonably be expected to have a Material Adverse Effect unless such claim is dismissed within thirty (30) days from initiation thereof or Borrower Representative has demonstrated to Administrative Agentâ€™s satisfaction that such proceedings are without merit and adequate reserves have been taken; and except for Permitted Transfers, not allow any Intellectual Property material to the Loan Partiesâ€™ business to be abandoned, forfeited or dedicated to the public without Administrative Agentâ€™s written consent. 18(b)Provide written notice to Administrative Agent at least ten (10) Business Days prior to any Loan Party entering or becoming bound by any Restricted License (other than off the shelf software and services that are commercially available to the public), and, at the request of the Administrative Agent, use commercially reasonable efforts to obtain, or cause such Loan Party to obtain, the consent of, or waiver in form satisfactory to Administrative Agent from any person whose consent or waiver is necessary for (i)Â any Restricted License to be deemed â€œCollateralâ€ and for Collateral Trustee to have a security interest in it that might otherwise be restricted or prohibited by law or by the terms of any such Restricted License, and (ii)Â Collateral Trustee to have the ability in the event of a liquidation of any Collateral to dispose of such Restricted License together with other Collateral in accordance with Collateral Trusteeâ€™s rights and remedies under this Agreement and the other Loan Documents. 6.8Litigation Cooperation. From the Closing Date and continuing through the termination of this Agreement, make available to any Secured Party, without expense to such Secured Party, each Loan Party and its officers, employees and agents and each Loan Partyâ€™s books and records, to the extent that such Secured Party may deem them reasonably necessary to prosecute or defend any third-party suit or proceeding instituted by or against such Secured Party with respect to any Collateral or relating to such Loan Party (excluding confidential or privileged attorney-client communications or materials that constitute confidential or privileged attorney-client communications).6.9Access to Collateral; Books and Records. Allow Administrative Agent, Collateral Trustee, or their respective agents, to inspect the Collateral and audit and copy such Loan Partyâ€™s Books in accordance with Section 6.13. Such inspections or audits shall be conducted no more often than once every twelve (12) months unless an Event of Default has occurred and is continuing in which case such inspections and audits shall occur as often as Administrative Agent shall determine is necessary. The foregoing inspections and audits shall be at Borrowersâ€™ expense and the charge therefor shall represent the then-current standard charge of the Administrative Agent or Collateral Trustee, as applicable.6.10[Reserved.]6.11Joinder of Subsidiaries; MSC Subsidiary. (a)No later than thirty (30) days (or such later period as Administrative Agent may agree in its sole and absolute discretion) after such time as a Loan Party or any of its Subsidiaries forms or acquires any direct or indirect Subsidiary after the Closing Date: (i) provide written notice to Administrative Agent of the new Subsidiary, and, if requested by Administrative Agent, certified copies of the Operating Documents of such Subsidiary, and (ii) except for any MSC Subsidiary or Foreign Subsidiary that is not required to be joined as a Loan Party pursuant to subsection (b) below, (A) take all such action as may be reasonably required by Administrative Agent to cause the applicable Subsidiary to either (x) enter into a joinder to this Agreement pursuant to which such Subsidiary becomes a Loan Party hereunder, or (y) guarantee the Obligations and grant a security interest in and to the property of such Subsidiary (substantially consistent with the scope of collateral as described on ExhibitÂ B), and, in each case, any Account Control Agreements and other Security Instruments reasonably requested by Administrative Agent, all in form and substance satisfactory to Administrative Agent (including being sufficient to grant Collateral Trustee, for the ratable benefit of Secured Parties, a first priority Lien, subject to Permitted Liens in and to the assets of such Subsidiary), and (y) to pledge all of the Equity Interests in such Subsidiary constituting Collateral hereunder. Notwithstanding the foregoing, except as required to maintain compliance with subsection (b) below, no Foreign Subsidiary shall be required to be joined as a Loan Party pursuant to the foregoing.(b)Borrowers shall not permit Subsidiaries which are not Loan Parties (other than the MSC Subsidiary), in the aggregate to maintain (i) cash and other assets with an aggregate value for all such Subsidiaries in excess of 5.0% of consolidated assets of Borrower Representative and its Subsidiaries, (ii) revenue in excess of 5.0% of consolidated revenues of Borrower Representative and its Subsidiaries for any twelve month period then ended, (iii) any Intellectual Property which is material to the business of Borrowers as a whole, or (iv) any contracts which are material to the business of Borrowers, as a whole, without causing one or more of such Subsidiaries to enter into a joinder or guaranty in form satisfactory to Administrative Agent with respect to the Obligations as Administrative Agent may request within fifteen (15) Business Days (or such other period as Administrative Agent may agree in its sole and absolute discretion), such that compliance with clauses (i) through (iv) shall be restored.19(c)At any time that the MSC Subsidiary maintains any assets, Borrowers shall cause the MSC Investment Conditions to be met.6.12Property Locations. (a)Provide to Administrative Agent at least ten (10) daysâ€™ (or such shorter period as Administrative Agent may agree in its sole and absolute discretion) prior written notice before adding any new offices or business or Collateral locations, including warehouses (unless such new offices or business or Collateral locations qualify as Excluded Locations).(b)With respect to any Collateral located with a third party, including a bailee, datacenter or warehouse (other than Excluded Locations), Borrowers shall use commercially reasonable efforts to cause such third party to execute and deliver a Collateral Access Agreement for such location, including an acknowledgment from each of the third parties that it is holding or will hold such property, subject to Collateral Trusteeâ€™s security interest. (c)With respect to any Collateral located on leased premises (other than Excluded Locations), Borrowers shall use commercially reasonable efforts to cause such third party to execute and deliver a Collateral Access Agreement for such location.6.13Management Rights. Any representative of Administrative Agent shall have the right at reasonable times and intervals to meet with management and officers of Borrowers to discuss such books of account and records. In addition, Administrative Agent shall be entitled at reasonable times and intervals to consult with and advise the management and officers of Borrowers concerning significant business issues affecting Borrowers. Such consultations shall not unreasonably interfere with any Loan Partyâ€™s business operations.6.14Right to Invest. In connection with any Qualified Financings consummated after the Closing Date and prior to the payment in full of the Loans, Designated Holders shall have the right, in their respective discretion to participate in any such Qualified Financing, provided that with respect to any public offering of Issuer, Issuer agrees to use commercially reasonable efforts to provide Designated Holders or their respective assignees or nominees with the opportunity to invest in each such Qualified Financing if it is lawful to do so (or if the Qualified Financing is an underwritten public offering pursuant to a registration statement under the Securities Act, as amended, to use commercially reasonable efforts to cause the underwriters for such offering to offer Designated Holders an allocation of securities in such offering), on the same terms, conditions and pricing afforded to other investors participating in such Qualified Financing; provided that the maximum aggregate investment amount by Designated Holders for all participation in Qualified Financings pursuant to this Section 6.14 shall be $5,000,000. The right to invest hereunder shall not entitle Designated Holders to any allocation in any public offering, provided that this sentence shall not negate Borrower Representativeâ€™s obligation to use commercially reasonable efforts as set forth in the foregoing sentence. In any Qualified Financing that is not a public offering, Issuer shall provide written notice to Administrative Agent not later than the date upon which potential investors are notified of a Qualified Financing, and if a Designated Holder desires to exercise its right to participate in such Qualified Financing, Designated Holder shall use commercially reasonable efforts to permit Designated Holder to consummate its investment in such closing promptly upon receipt of documentation with respect thereto. Issuer shall not take any action to avoid or seek to avoid the observance or performance of any of the obligations pursuant to this Section 6.14, but will at all times in good faith assist in the carrying out the same and take all such action as may be necessary or appropriate, but only to the extent permitted by law, to protect the rights of Designated Holders and their respective assignees or nominees hereunder against impairment. 1.1Further Assurances. Execute any further instruments and take further action as Administrative Agent or Collateral Trustee reasonably request to perfect or continue Collateral Trusteeâ€™s Lien in the Collateral or to effect the purposes of this Agreement. 207.NEGATIVE COVENANTSNo Loan Party shall, or shall cause or permit any of its Subsidiaries to, do any of the following without the prior written consent or approval in accordance with Section 12.8:7.1Dispositions. Convey, sell, lease, transfer, assign, or otherwise dispose of (collectively, â€œTransferâ€) all or any part of its business or property, except for Permitted Transfers.7.2Changes in Business, Management, Ownership, or Business Locations. (a)Â Engage in any business other than the businesses currently engaged in by such Person, as applicable, or reasonably related or incidental thereto; (b) cease doing business except as permitted by Section 7.3, or liquidate or dissolve; (c) fail to provide notice to Administrative Agent of any Key Person departing from or ceasing to be employed by a Loan Party within five (5) Business Days thereof; (d)Â permit or suffer a Change in Control; or (e) without at least ten (10) days (or such shorter period as Administrative Agent may agree in its sole and absolute discretion) prior written notice to Administrative Agent (i) change its jurisdiction of organization, (ii)Â change its organizational structure or type, (iii) change its legal name, or (iv) change its organizational number (if any) assigned by its jurisdiction of organization. 7.3Mergers or Acquisitions. Merge or consolidate with any other Person (except if concurrently with, and as a condition to the effectiveness of, the closing of such merger or consolidation, the Obligations (other than contingent indemnification obligations as to which no claim has been asserted or is known to exist and any other

obligations which, by their terms, are to survive the termination of this Agreement) shall be repaid in full, in cash), or acquire all or substantially all of the capital stock or property of another Person or business line of another Person (including, without limitation, by the formation of any Subsidiary) or enter into any agreement to do any of the same, provided that (i) a Subsidiary may merge or consolidate into another Subsidiary or into a Loan Party that in any such merger or consolidation involving a Loan Party, such Loan Party shall be the surviving entity and (ii) a Subsidiary may liquidate or dissolve so long as all of the assets of such Subsidiary are transferred to a Borrower hereunder.7.4Indebtedness. Create, incur, assume, or be liable for any Indebtedness, other than Permitted Indebtedness.7.5Encumbrance. Create, incur, allow, or suffer any Lien on any of its property, or assign or convey any right to receive income, including the sale of any Accounts, except for Permitted Liens, or otherwise permit any Collateral not to be subject to the first priority security interest granted herein, except in connection with Permitted Liens permitted to have priority over Collateral Trusteeâ€™s Lien, or enter into any agreement, document, instrument or other arrangement (except with or in favor of Collateral Trustee) with any Person which directly or indirectly prohibits or has the effect of prohibiting any Loan Party or Subsidiary from assigning, mortgaging, pledging, granting a security interest in or upon, or encumbering any of such Loan Partyâ€™s or Subsidiaryâ€™s Intellectual Property, except in connection with restrictions in the Ordinary Course of Business in connection with licenses of Intellectual Property constituting a Permitted Transfer with respect to the Intellectual Property subject to such license.7.6Maintenance of Collateral Accounts. Maintain any Collateral Account except pursuant to the terms of Section 6.6(b). 7.7Distributions; Investments. (a)Â Pay any dividends (other than (i) dividends payable solely in capital stock and (ii) dividends by any Subsidiary to any Loan Party) or make any distribution or payment or redeem, retire or purchase any Equity Interests provided that (i)Â Borrower Representative may convert any of its convertible Equity Interests (including warrants) into other Equity Interests issued by Borrower Representative pursuant to the terms of such convertible securities or otherwise in exchange thereof, (ii) Borrower Representative may convert Subordinated Debt issued by Borrower Representative into Equity Interests issued by Borrower Representative pursuant to the terms of such Subordinated Debt and to the extent permitted under the terms of the applicable subordination or intercreditor agreement; (iii)Â Borrower Representative or any Subsidiary thereof may pay dividends solely in Equity Interests of Borrower Representative or such Subsidiary, as applicable; (iv) Borrower Representative may make cash payments in lieu of fractional shares; (v) Borrower Representative may repurchase the Equity Interests issued by Borrower Representative pursuant to stock repurchase agreements approved by 21Borrower Representativeâ€™s Board so long as an Event of Default does not exist at the time of such repurchase and would not exist after giving effect to such repurchase, provided that the aggregate amount of all such repurchases does not exceed $500,000 per fiscal year; (vi) any Subsidiary (directly or indirectly) may pay dividends to a Loan Party, (vii) Borrower Representative and each of its Subsidiaries may make cashless repurchases of its Equity Interests deemed to occur upon exercise of stock options or warrants or similar rights if such Equity Interests represent a portion of the exercise price of such options or warrants or similar rights, (viii) any Subsidiary (directly or indirectly) may pay dividends to a Loan Party, and (ix) Borrower Representative and each of its Subsidiaries may make cashless repurchases of its Equity Interests deemed to occur upon exercise of stock options or warrants or similar rights if such Equity Interests represent a portion of the exercise price of such options or warrants or similar rights or (b) directly or indirectly make any Investment (including, without limitation, by the formation of any Subsidiary), other than Permitted Investments.7.8Transactions with Affiliates. Directly or indirectly enter into or permit to exist any material transaction with any Affiliate of a Loan Party, except for (a) transactions that are in the Ordinary Course of Business and on fair and reasonable terms that are no less favorable to such Person than would be obtained in an armâ€™s length transaction with a non-affiliated Person; (b) bona fide rounds of Subordinated Debt or equity financing for capital raising purposes, (c) reasonable and customary director, officer and employee compensation and other customary benefits including retirement, health, stock option and other benefit plans and indemnification arrangements approved by Borrower Representativeâ€™s Board, (d) transactions among Loan Parties, and (e) transactions permitted by Sections 7.4 (in case of items of â€œPermitted Indebtednessâ€ that are expressly contemplated to be a transaction with an Affiliate and Section 7.7.7.9Subordinated Debt; Payments of Royalty and Milestone Payments. (a) Make or permit any payment on any Subordinated Debt, except as permitted pursuant to the terms of the subordination, intercreditor, or other similar agreement to which such Subordinated Debt is subject, (b)Â amend any provision in any document relating to the Subordinated Debt which would increase the amount thereof, provide for earlier or greater principal, interest, or other payments thereon, or adversely affect the subordination thereof to the Obligations, (c) make or permit payment in respect of any Royalty and Milestone Payments in excess of $250,000 per fiscal year except in accordance with Schedule 4, as the same may be updated from time to time, subject to Administrative Agentâ€™s reasonable review and approval, and (d) amend or modify any agreement giving rise to Royalty and Milestone Payments if as a result thereof, such payments would be increased or the due date thereof would be accelerated, except as set forth in an updated Schedule 4 delivered from time to time by Borrower Representative.7.10Compliance. Become an â€œinvestment companyâ€ or a company controlled by an â€œinvestment companyâ€, under the Investment Company Act of 1940, as amended, or undertake as one of its important activities extending credit to purchase or carry margin stock (as defined in Regulation U of the Board of Governors of the Federal Reserve System), or use the proceeds of any Loan for that purpose; take any action or fail to take any action (or suffer any other Person to do so), to the extent the same would cause the representations set forth in Section 5.11(c) to be untrue; fail to meet the minimum funding requirements of ERISA, permit a Reportable Event or Prohibited Transaction, as defined in ERISA, to occur if such occurrence would reasonably be expected to have a Material Adverse Effect; fail to comply with the Federal Fair Labor Standards Act or violate any other law or regulation, if the violation would reasonably be expected to have a Material Adverse Effect; withdraw from participation in, permit partial or complete termination of, or permit the occurrence of any other event with respect to, any present pension, profit sharing and deferred compensation plan which would reasonably be expected to result in any material liability of a Loan Party or any of its Subsidiaries, including any material liability to the Pension Benefit Guaranty Corporation or its successors or any other governmental agency.8.EVENTS OF DEFAULTAny one of the following shall constitute an event of default (an â€œEvent of Defaultâ€) under this Agreement:8.1Payment Default. Any Loan Party fails to pay any Obligations after such Obligations are due and payable (other than as a result of Administrative Agentâ€™s failure to debit such Loan Partyâ€™s account from which Administrative Agent has authorization to debit and such Loan Party has sufficient funds on deposit therein on the date due, so long as, in case of such failure, payment is made within three (3) Business Days of the earlier of Administrative Agentâ€™s written notice or the date any Loan Party becomes aware of such failure).228.2Covenant Default. (a)A Loan Party fails or neglects to perform any obligation in Section 3.3(b), Section 4.2, or Sections 6.2, 6.4, 6.5, 6.6, 6.7 or 6.11, or violates any covenant in Section 7; or(b)Issuer fails to deliver Conversion Shares when due, and such failure continues for five (5) Business Days; or(c)A Loan Party fails or neglects to perform, keep, or observe any other term, provision, condition, covenant or agreement contained in this Agreement or any Loan Documents to which it is a party, and as to any default (other than those specified in this Section 8) under such other term, provision, condition, covenant or agreement that can be cured, has failed to cure the default within twenty (20) days after the occurrence thereof.8.3Material Adverse Effect. An event or circumstance has occurred which could be expected to have a Material Adverse Effect.8.4Attachment; Levy; Restraint on Business. (a)(i) The service of process seeking to attach, by trustee or similar process, any material funds of a Loan Party or of any of its Subsidiaries, or (ii) a notice of Lien or levy is filed against the material assets of any Loan Party or any of its Subsidiaries by any Governmental Authority, and the same under clauses (i) and (ii) hereof are not, within twenty (20) days after the occurrence thereof, discharged or stayed (whether through the posting of a bond or otherwise); provided, however, no Loans shall be made during any twenty (20) day cure period; or (b)(i) Any material portion of the assets of a Loan Party or any of its Subsidiaries is attached, seized, levied on, or comes into possession of a trustee or receiver, or (ii)Â any court order enjoins, restrains, or prevents a Loan Party or any of its Subsidiaries from conducting all or any material part of its business. 8.5Insolvency. (a) The Loan Parties and their Subsidiaries, as a whole, are unable to pay their debts (including trade debts) as they become due or otherwise become insolvent, (b) the realizable value of the Loan Partiesâ€™ assets, as a whole, is less than the aggregate sum of their consolidated liabilities; (c)Â a Loan Party or any of its Subsidiaries begins an Insolvency Proceeding; or (d)Â an Insolvency Proceeding is begun against a Loan Party or any of its Subsidiaries and is not dismissed or stayed within thirty (30) days (but no Loans shall be made while any of the conditions described in this Section 8.5 exist and/or until any Insolvency Proceeding is dismissed).8.6Other Agreements. There is, under any agreement to which a Loan Party or any of its Subsidiaries is a party with a third party or parties, (a) any default resulting in a right by such third party or parties, whether or not exercised, to accelerate the maturity of any Indebtedness in an amount individually or in the aggregate in excess of $500,000 (except if such third party is restricted from accelerating the maturity of such Indebtedness, including pursuant to the terms of a subordination or similar agreement entered into with respect to the Obligations); or (b)Â any breach or default by a Loan Party or a Subsidiary of such Loan Party, the result of which would reasonably be expected to have a Material Adverse Effect; provided, however, that the Event of Default under this Section 8.6 caused by the occurrence of a breach or default under such other agreement shall be cured or waived for purposes of this Agreement upon Administrative Agent receiving written notice from the party asserting such breach or default of such cure or waiver of the breach or default under such other agreement, if at the time of such cure or waiver under such other agreement (x) Administrative Agent has not declared an Event of Default under this Agreement and/or exercised any rights with respect thereto; (y) any such cure or waiver does not result in an Event of Default under any other provision of this Agreement or any Loan Document; and (z) in connection with any such cure or waiver under such other agreement, the terms of any agreement with such third party are not modified or amended in any manner which could in the good faith business judgment of Administrative Agent be materially less advantageous to the Loan Parties.8.7Judgments; Penalties. One or more fines, penalties or final judgments, orders or decrees for the payment of money in an amount, individually or in the aggregate, of at least $500,000 (or, to the extent covered by third party insurance that has accepted liability (subject to customary reservation of rights) by the applicable insurance carrier, up to $2,000,000) shall be rendered against a Loan Party or any of its Subsidiaries by any 23Governmental Authority, and the same are not, within ten (10) days after the entry, assessment or issuance thereof, vacated, or after execution thereof, stayed or bonded pending appeal, (provided that no Loans will be made prior to the vacation, stay, or bonding of such fine, penalty, judgment, order or decree).8.8Misrepresentations. Any Loan Party or any Person acting for such Loan Party makes any representation, warranty, or other statement now or later in this Agreement, any Loan Document or in any writing delivered to any Secured Party or to induce any Secured Party to enter this Agreement or any Loan Document, and such representation, warranty, or other statement is incorrect in any material respect when made.8.9Subordinated Debt. Any Subordination Agreement governing any Subordinated Debt shall for any reason be revoked or invalidated or otherwise cease to be in full force and effect (except in accordance with its terms), any party thereto shall be in breach thereof or contest in any manner the validity or enforceability thereof or deny that it has any further obligation thereunder, or the Obligations shall for any reason not have the priority contemplated by this Agreement.8.10Governmental Approval. Any Governmental Approval shall have been revoked, rescinded, suspended, modified in an adverse manner or not renewed for a full term, and such revocation, rescission, suspension, modification or non-renewal has, or would reasonably be expected to have, a Material Adverse Effect.8.11Guaranty. Any guaranty of any Obligations terminates or ceases for any reason to be in full force and effect other than pursuant to the terms thereof.9.RIGHTS AND REMEDIES9.1Acceleration. Upon the occurrence and during the continuation of an Event of Default, Administrative Agent, is entitled, without notice or demand, to declare all Obligations immediately due and payable (but if an Event of Default described in Section 8.5 occurs all Obligations are immediately due and payable without any action by Administrative Agent), and to stop advancing money or extending credit for any Borrowerâ€™s benefit under this Agreement (and each Lenderâ€™s Commitment shall be deemed terminated as long as an Event of Default has occurred and is continuing).9.2Rights. Upon the occurrence and during the continuation of an Event of Default, Collateral Trustee is entitled, at the direction of Administrative Agent, subject to the terms of the Collateral Trust Agreement, without notice or demand, to do any or all of the following, to the extent not prohibited by applicable law::(a)verify the amount of, demand payment of and performance under, and collect any Accounts and General Intangibles, settle or adjust disputes and claims directly with Account Debtors for amounts on terms and in any order that Administrative Agent may determine is advisable, and notify any Person owing a Loan Party money of Collateral Trusteeâ€™s security interest in such funds;(b)make any payments and do any acts it considers necessary or reasonable to protect the Collateral and/or its security interest in the Collateral; (c)ratably apply to the Obligations any amount held by Collateral Trustee owing to or for the credit or the account of a Loan Party;(d)ship, reclaim, recover, store, finish, maintain, repair, prepare for sale, advertise for sale, and sell the Collateral;(e)deliver a notice of exclusive control, any entitlement order, or other directions or instructions pursuant to any Account Control Agreement or similar agreements providing control of any Collateral;(f)demand and receive possession of any Loan Partyâ€™s Books; and(g)exercise all rights and remedies available to Collateral Trustee under the Loan Documents or at law or equity, including all remedies provided under the Code (including disposal of the Collateral pursuant to the terms thereof).24Loan Parties shall assemble the Collateral if Collateral Trustee requests and make it available as Collateral Trustee designates. Collateral Trustee may enter premises where the Collateral is located, take and maintain possession of any part of the Collateral, and pay, purchase, contest, or compromise any Lien which appears to be prior or superior to its security interest and pay all expenses incurred. Each Loan Party grants Collateral Trustee a license to enter and occupy any of its premises, without charge, to exercise any of Collateral Trusteeâ€™s rights or remedies. Collateral Trustee is hereby granted a non-exclusive, royalty-free license or other right to use, without charge, a Loan Partyâ€™s labels, Patents, Copyrights, mask works, rights of use of any name, trade secrets, trade names, Trademarks, and advertising matter, or any similar property as it pertains to the Collateral, in completing production of, advertising for sale, and selling any Collateral and, in connection with Collateral Trusteeâ€™s exercise of its rights under this Section, a Loan Partyâ€™s rights under all licenses and all franchise agreements inure to Collateral Trusteeâ€™s benefit. If, after the acceleration of the Obligations, a Loan Party receives proceeds of Collateral, such Loan Party shall deliver such proceeds to Collateral Trustee, for the ratable benefit of Secured Parties, to be applied to the Obligations. 9.3Power of Attorney. Each Loan Party hereby irrevocably appoints Collateral Trustee (and any of Collateral Trusteeâ€™s partners, managers, officers, agents or employees) as its lawful attorney-in-fact, with full power of substitution, exercisable upon the occurrence and during the continuation of an Event of Default, to: (a) send requests for verification of Accounts or notify Account Debtors of Collateral Trusteeâ€™s security interest and Liens in the Collateral; (b) endorse such Loan Partyâ€™s name on any checks or other forms of payment or security; (c) sign such Loan Partyâ€™s name on any invoice or bill of lading for any Account or drafts against Account Debtors schedules and assignments of Accounts, verifications of Accounts, and notices to Account Debtors; (d) settle and adjust disputes and claims about the Accounts directly with Account Debtors, for amounts and on terms Administrative Agent or Collateral Trustee determine reasonable; (e) make, settle, and adjust all claims under such Loan Partyâ€™s insurance policies; (f) pay, contest or settle any Lien, charge, encumbrance, security interest, and adverse claim in or to the Collateral, or any judgment based thereon, or otherwise take any action to terminate or discharge the same; (g) transfer the Collateral into the name of Collateral Trustee or a third party as the Code permits; and (h) dispose of the Collateral. Each Loan Party further hereby (i) appoints Collateral Trustee (and any of Collateral Trusteeâ€™s partners, managers, officers, agents or employees) as its lawful attorney-in-fact, with full power of substitution, regardless of whether or not an Event of Default has occurred and is continuing to: (A) sign such Loan Partyâ€™s name on any documents and other Security Instruments necessary to perfect or continue the perfection of, or maintain the priority of, Collateral Trusteeâ€™s security interest in the Collateral, and (B) take any and all such actions as Collateral Trustee may reasonably determine to be necessary or advisable for the purpose of maintaining, preserving or protecting the Collateral or any of the rights, remedies, powers or privileges of Collateral Trustee under this Agreement or the other Loan Documents, and (ii) appoints Administrative Agent (and any of Administrative Agentâ€™s partners, managers, officers, agents or employees) as its lawful attorney-in-fact, with full power of substitution, regardless of whether or not an Event of Default has occurred and is continuing, to take all such actions which such Loan Party is required, but fails to do under the covenants and provisions of the Loan Documents. The foregoing appointments of Collateral Trustee and Administrative Agent as each Loan Partyâ€™s attorney in fact, and all of Collateral Trusteeâ€™s rights and powers are coupled with an interest and are irrevocable until all Obligations (other than contingent indemnification obligations as to which no claim has been asserted or is known to exist and any other obligations which, by their terms, are to survive the termination of this Agreement) have been fully repaid, in cash, and otherwise fully performed and all commitments to make Loans hereunder have been terminated. 9.4Protective Payments. If a Loan Party fails to obtain the insurance called for by Section 6.5 or fails to pay any premium thereon or fails to pay any other amount which such Loan Party is obligated to pay under this Agreement or any other Loan Document or which may be required to preserve the Collateral, Collateral Trustee may (acting at the direction of Administrative Agent) obtain such insurance or make such payment, and all amounts so paid by

Collateral Trustee are Secured Party Expenses and immediately due and payable, bearing interest at the then highest rate applicable to the Obligations, and secured by the Collateral. Collateral Trustee will make reasonable efforts to provide Borrower Representative with notice of Collateral Trustee obtaining such insurance at the time it is obtained or within a reasonable time thereafter. No payments by Collateral Trustee are deemed an agreement to make similar payments in the future or Collateral Trusteeâ€™s waiver of any Event of Default.9.5Application of Payments and Proceeds Upon Default. If an Event of Default has occurred and is continuing, Collateral Trustee shall have the right to apply in any order any funds in its possession, whether payments, proceeds realized as the result of any collection of Accounts or other disposition of the Collateral, or 25otherwise, to the Obligations, for the ratable benefit of Secured Parties. Collateral Trustee shall pay any surplus to Borrowers by credit to the Deposit Account designated by Borrowers or as directed by a court of competent jurisdiction. Borrowers shall remain liable to Collateral Trustee and Lenders for any deficiency. If Collateral Trustee, as directed by Administrative Agent in Administrative Agentâ€™s good faith business judgment, directly or indirectly, enters into a deferred payment or other credit transaction with any purchaser at any sale of Collateral, Collateral Trustee may, at the direction of Administrative Agent, either reduce the Obligations by the principal amount of the purchase price or defer the reduction of the Obligations until the actual receipt by Collateral Trustee of cash or immediately available funds therefor.9.6Collateral Trusteeâ€™s Liability for Collateral. So long as Collateral Trustee accords treatment to the Collateral in its possession substantially equal to the treatment which it accords its own property, Collateral Trustee shall not be liable or responsible for: (a) the safekeeping of the Collateral; (b) any loss or damage to the Collateral; (c) any diminution in the value of the Collateral; or (d) any act or default of any carrier, warehouseman, bailee, or other Person, except to the extent that any of the foregoing have been found by a final judgment of a court of competent jurisdiction to be the result of Collateral Trusteeâ€™s gross negligence or willful misconduct. Loan Parties bear all risk of loss, damage or destruction of the Collateral.9.7No Waiver; Remedies Cumulative. Any failure by any Secured Party at any time or times, to require strict performance by each Loan Party of any provision of this Agreement or any other Loan Document shall not waive, affect, or diminish any right of any Secured Party thereafter to demand strict performance and compliance herewith or therewith. Secured Partiesâ€™ rights and remedies under this Agreement and the other Loan Documents are cumulative. Collateral Trustee has all rights and remedies provided under the Code, by law, or in equity. Any Secured Partyâ€™s exercise of one right or remedy is not an election and shall not preclude any Secured Party from exercising any other remedy under this Agreement or other remedy available at law or in equity, and any waiver of any Event of Default is not a continuing waiver. Any delay in exercising any remedy is not a waiver, election, or acquiescence. 9.8Demand Waiver. To the fullest extent permitted by appliable law, each Loan Party waives presentment, demand, notice of default or dishonor, notice of payment and nonpayment, release, compromise, settlement, extension, or renewal of accounts, documents, instruments or chattel paper.9.9Shares. Each Loan Party recognizes that Collateral Trustee may be unable to effect a public sale of any or all of the Shares, by reason of certain prohibitions contained in federal securities laws and applicable state securities laws or otherwise, and may be compelled to resort to one or more private sales thereof to a restricted group of purchasers which will be obliged to agree, among other things, to acquire such securities for their own account for investment and not with a view to the distribution or resale thereof. Each Loan Party acknowledges and agrees that any such private sale may result in prices and other terms less favorable than if such sale were a public sale and, notwithstanding such circumstances, agrees that any such private sale shall be deemed to have been made in a commercially reasonable manner. Collateral Trustee shall be under no obligation to delay a sale of any of the Shares for the period of time necessary to permit the issuer thereof to register such securities for public sale under federal securities laws or under applicable state securities laws, even if such issuer would agree to do so. Upon the occurrence and during the continuation of an Event of Default, (i) Collateral Trustee (acting at the direction of Administrative Agent subject to the terms of the Collateral Trust Agreement) may, with two Business Days prior notice to Borrower Representative (unless such Event of Default is an Event of Default specified in Section 8.4 or 8.5, in which case no such notice need be given), in addition to all rights and remedies available under this Agreement, any other Loan Document, at law, in equity, or otherwise, exercise all voting rights, or any other ownership or consensual rights (including any dividend or distribution rights) in respect of the Shares constituting Collateral, but under no circumstances is Collateral Trustee obligated by the terms of this Agreement to exercise such rights, and (ii) if Collateral Trustee (acting at the direction of Administrative Agent subject to the terms of the Collateral Trust Agreement) duly exercises its right to vote any of such Shares, each Loan Party hereby appoints Collateral Trustee, as such Loan Partyâ€™s true and lawful attorney-in-fact and IRREVOCABLE PROXY to vote such Shares as directed by Administrative Agent (subject to the terms of the Collateral Trust Agreement). The power-of-attorney and proxy granted hereby is coupled with an interest and shall be irrevocable.2610.NOTICESAll notices, consents, requests, approvals, demands, or other communication by any party to this Agreement or any other Loan Document must be in writing and shall be deemed to have been validly served, given, or delivered: (a) upon the earlier of actual receipt and three (3) Business Days after deposit in the U.S. mail, first class, registered or certified mail return receipt requested, with proper postage prepaid; (b) upon confirmation of receipt, when sent by electronic mail transmission; (c) one (1) Business Day after deposit with a reputable overnight courier with all charges prepaid; or (d) when delivered, if hand-delivered by messenger, all of which shall be addressed to the party to be notified and sent to the address, or email address indicated below. Administrative Agent, Collateral Trustee, Lenders and Loan Parties may change their respective mailing or electronic mail addresses by giving the other party written notice thereof in accordance with the terms of this Section 10.27If to Loan Parties:WEREWOLF THERAPEUTICS, INC.200 Talcott Avenue Watertown, MA 02472Attention: Chief Financial OfficerEmail: ttrost@werewolftx.com, cc: jowen@werewolftx.comWith a copy, not constituting notice, to: WILMERHALE1225 17th Street Suite 2600Denver, CO 80202Attention: Chalyse Robinson and Rosemary G. Reilly Email: chalyse.robinson@wilmerhale.com androsemary.reilly@wilmerhale.com If to Collateral Trustee:ANKURA TRUST COMPANY, LLC140 Sherman Street, Fourth FloorFairfield, CT 06824Attention: Beth MicenaEmail: Beth.Micena@ankura.comWith a copy, not constituting notice, to:ROPES & GRAY LLP10250 Constellation BoulevardLos Angeles, CA 90067Attn: Jennifer HarrisEmail: Jennifer.Harris@ropesgray.comIf to Administrative Agent or Lenders: K2 HEALTHVENTURES LLC855 Boylston Street, 10th FloorBoston, MA 02116For Loan Requests, monthly reporting, Compliance Certificates, and other regular reporting deliverables: Attention: FinanceEmail: finance@k2hv.com; ben@k2hv.com; anup@k2hv.com; ken@k2hv.com; jason@k2hv.com; zach@k2hv.com; bbang@k2hv.comFor all other notices: Attention: Legal NoticesEmail: legal@k2hv.com With a copy to (but not constituting notice, and excluding Loan Requests and regular reporting):SIDLEY AUSTIN LLP1001 Page Mill Rd., Bldg. 1Palo Alto, CA 94304Attention: Cynthia BaiEmail: cbai@sidley.com11.CHOICE OF LAW, VENUE AND JURY TRIAL WAIVERExcept as otherwise expressly provided in any of the Loan Documents, this Agreement and the other Loan Documents shall be governed by, and construed in accordance with, the laws of the State of New York without regard to principles of conflicts of law. Each Loan Party hereby submits to the exclusive jurisdiction of the State and Federal courts in New York County, City of New York, New York; provided, however, that nothing in this 28Agreement shall be deemed to operate to preclude Collateral Trustee from bringing suit or taking other legal action in any other jurisdiction to realize on the Collateral or any other security for the Obligations, or to enforce a judgment or other court order in favor of Administrative Agent, Collateral Trustee or any Lender. Each Loan Party expressly submits and consents in advance to such jurisdiction in any action or suit commenced in any such court, and each Loan Party hereby waives any objection that it may have based upon lack of personal jurisdiction, improper venue, or forum non conveniens and hereby consents to the granting of such legal or equitable relief as is deemed appropriate by such court. Each Loan Party hereby waives personal service of the summons, complaints, and other process issued in such action or suit and agrees that service of such summons, complaints, and other process may be made by registered or certified mail addressed to such Loan Party at the address set forth in, or subsequently provided by such Loan Party in accordance with, Section 10 and that service so made shall be deemed completed upon the earlier to occur of the applicable Loan Partyâ€™s actual receipt thereof or three (3) Business Days after deposit in the U.S. mails, proper postage prepaid. Each Loan Party hereby expressly waives any claim to assert that the laws of any other jurisdiction govern this Agreement.TO THE FULLEST EXTENT PERMITTED BY APPLICABLE LAW, EACH OF THE PARTIES HERETO WAIVES ITS RIGHT TO A JURY TRIAL OF ANY CLAIM OR CAUSE OF ACTION ARISING OUT OF OR BASED UPON THIS AGREEMENT, THE OTHER LOAN DOCUMENTS OR ANY TRANSACTION CONTEMPLATED HEREBY OR THEREBY, INCLUDING CONTRACT, TORT, BREACH OF DUTY AND ALL OTHER CLAIMS. THIS WAIVER IS A MATERIAL INDUCEMENT FOR THE PARTIES TO ENTER INTO THIS AGREEMENT. NOTWITHSTANDING ANYTHING TO THE CONTRARY CONTAINED IN THIS AGREEMENT OR ANYWHERE ELSE, EACH LOAN PARTY AGREES THAT IT SHALL NOT SEEK FROM ANY SECURED PARTY UNDER ANY THEORY OF LIABILITY (INCLUDING ANY THEORY IN TORTS), ANY SPECIAL, INDIRECT, CONSEQUENTIAL OR PUNITIVE DAMAGES. EACH PARTY HAS REVIEWED THIS WAIVER WITH ITS COUNSEL.This Section 11 shall survive the termination of this Agreement.12.GENERAL PROVISIONS12.1Termination Prior to Term Loan Maturity Date; Survival; Release of Collateral. All covenants, representations and warranties and grants of security interests made in this Agreement continue in full force until the Termination Date. So long as Borrowers have satisfied the Obligations (other than contingent indemnification obligations as to which no claim has been asserted or is known to exist and any other obligations which, by their terms, are to survive the termination of this Agreement), this Agreement and any remaining commitments to extend credit may be terminated prior to the Term Loan Maturity Date by Borrowers, by written notice of termination to Lenders. Those obligations that are expressly specified in this Agreement as surviving this Agreementâ€™s termination shall continue to survive notwithstanding this Agreementâ€™s termination. On the Termination Date, Administrative Agent shall direct Collateral Trustee to deliver evidence of the release of Collateral, which release shall occur substantially concurrently with the Termination Date. Collateral Trustee hereby agrees that any Liens granted to Collateral Trustee by the Loan Parties on any Collateral shall be automatically released (a) in accordance with this Section 12.1, upon the Termination Date, (b) if such Collateral is sold, transferred or otherwise disposed of by a Loan Party pursuant to any sale, transfer or other disposition that is made in compliance with, and subject to the terms and condition of, this Agreement (in which case Administrative Agent shall promptly confirm such permitted disposition in writing to Collateral Trustee), or (c) if required to effect any sale, transfer or other disposition of such Collateral in connection with any exercise of remedies by Administrative Agent or Collateral Trustee pursuant to Section 9. Any such release shall not in any manner discharge, affect, or impair the Obligations or any Liens (other than those expressly being released) upon (or obligations of Loan Parties in respect of) all interests retained by Secured Parties or any of their Subsidiaries. Upon Borrowerâ€™s reasonable request and at Borrowerâ€™s sole cost and expense, Administrative Agent shall execute, deliver or authorize such documents as may be reasonably required to evidence any release described above.12.2Successors and Assigns. (a)Successors and Assigns Generally. This Agreement binds and is for the benefit of the successors and permitted assigns of each party. No Loan Party may assign this Agreement or any rights or obligations under it without Lendersâ€™ prior written consent (which may be granted or withheld in each Lenderâ€™s discretion). Each Lender has the right, without the consent of or notice to Loan Parties, to sell, transfer, assign, 29negotiate, or grant participation in all or any part of, or any interest in, such Lenderâ€™s obligations, rights, and benefits under this Agreement and the other Loan Documents. Notwithstanding the foregoing, if no Event of Default is in effect, the Administrative Agent and Lenders shall not assign any interest in the Loan Documents to an entity which is a direct competitor of any Loan Party or a distressed debt fund.(b)Assignment by Lenders. Each Lender may at any time assign to one or more Affiliates of such Lender or as otherwise permitted by subsection (a) above, all or a portion of its rights and obligations under this Agreement (including all or a portion of its commitment and the Loans at the time owing to it), subject to any restrictions on such assignment set forth in the other Loan Documents. Each such Lender shall notify Administrative Agent of such assignment and deliver to Administrative Agent a copy of any assignment and assumption agreement entered into in connection thereto. Each Lender may at any time pledge or assign a security interest in all or any portion of its rights under this Agreement to secure obligations of such Lender. Notwithstanding anything herein to the contrary, any pledge or assignment of all or a portion of the rights, or a security interest in such rights, of K2 HealthVentures LLC as a Lender that is made to an Affiliate of K2 HealthVentures LLC shall only be made to K2 HealthVentures Equity Trust LLC.(c)Register; Participant Register. Administrative Agent, acting solely for this purpose as an agent of the Loan Parties, shall maintain at one of its offices in the United States a register for the recordation of the names and addresses of Lenders, and the Commitments of, and principal amounts (and stated interest) of the Term Loans owing to each Lender pursuant to the terms hereof from time to time (the â€œRegisterâ€). The entries in the Register shall be conclusive absent manifest error, and the Loan Parties, Administrative Agent and Lenders shall treat each Person whose name is recorded in the Register pursuant to the terms hereof as Lender hereunder for all purposes of this Agreement. The Register shall be available for inspection by the Loan Parties, any Lender and Collateral Trustee at any reasonable time and from time to time upon reasonable prior notice. Each Lender that sells a participation shall, acting solely for this purpose as a non-fiduciary agent of the Loan Parties, maintain a register on which it enters the name and address of each participant and the principal amounts (and stated interest) of each participantâ€™s interest in the Term Loans or other obligations under the Loan Documents (the â€œParticipant Registerâ€); provided that no Lender shall have any obligation to disclose all or any portion of the Participant Register (including the identity of any participant or any information relating to a participantâ€™s interest in any commitments, loans or its other obligations under any Loan Document) to any Person except to the extent that such disclosure is necessary to establish that such commitment, loan or other obligation is in registered form under Section 5f.103-1(c) of the United States Treasury Regulations. The entries in the Participant Register shall be conclusive absent manifest error, and such Lender shall treat each Person whose name is recorded in the Participant Register as the owner of such participation for all purposes of this Agreement notwithstanding any notice to the contrary. For the avoidance of doubt, Administrative Agent (in its capacity as Administrative Agent) shall have no responsibility for maintaining a Participant Register.12.3Indemnification. Each Loan Party agrees to indemnify, defend and hold each Secured Party and their respective directors, officers, employees, agents, attorneys, or any other Person affiliated with or representing Lender (each, an â€œIndemnified Personâ€) harmless against: (i)Â all obligations, demands, claims, and liabilities (including such claims, costs, expenses, damages and liabilities based on liability in tort, including strict liability in tort) (collectively, â€œClaimsâ€) claimed or asserted by any other party in connection with the transactions contemplated by the Loan Documents; and (ii) all losses or reasonable and documented out-of-pocket expenses (including Secured Party Expenses) in any way suffered, incurred, or paid by such Indemnified Person as a result of, following from, consequential to, or arising from transactions among Secured Parties and Loan Parties (including reasonable and documented out-of-pocket attorneysâ€™ fees and expenses), except for Claims and/or losses to the extent directly caused by such Indemnified Personâ€™s gross negligence or willful misconduct as determined by final judgment of a court of competent jurisdiction. This Section 12.3 shall survive until all statutes of limitation with respect to the Claims, losses, and expenses for which indemnity is given shall have run. This SectionÂ 12.3 shall not apply with respect to Taxes other than any Taxes that represent losses, claims, damages, etc. arising from any non-Tax claim.12.4Borrower Liability. If any Person is joined to this Agreement as a Borrower, the following provisions shall apply: Each Borrower hereunder shall be jointly and severally obligated to repay all Loans made hereunder, regardless of which Borrower actually receives said Loan, as if each Borrower hereunder directly received all Loans. Each Borrower waives (a) any suretyship defenses available to it under the Code or any other applicable law, and (b) any right to require Collateral Trustee to: (i) proceed against any Borrower or any other 30person; (ii) proceed against or exhaust any security; or (iii) pursue any other remedy. Collateral Trustee may exercise or not exercise any right or remedy it has against any Borrower or any security it holds (including the right to foreclose by judicial or non-judicial sale) without affecting any Borrowerâ€™s liability. Notwithstanding any other provision of this Agreement or other related document, each Borrower irrevocably waives all rights that it may have at law or in equity (including, without limitation, any law subrogating Borrower to the rights of Collateral Trustee under this Agreement) to seek contribution, indemnification or any other form of reimbursement from any other Borrower, or any other Person now or hereafter primarily or secondarily liable for any of the Obligations, for any payment made by such Borrower with respect to the Obligations in connection with this Agreement or otherwise and all rights that it might have to benefit from, or to participate in, any security for the Obligations as a result of any payment made by a Borrower with respect to the Obligations in connection with this Agreement or otherwise. Any agreement providing for indemnification, reimbursement or any other arrangement prohibited under this Section shall be null and void. If any payment is made to a Borrower in contravention of this Section, such Borrower shall hold such payment in trust for Lenders and such payment shall be promptly delivered to Collateral Trustee, for the ratable benefit of Secured Parties, for application to the Obligations, whether matured or unmatured. 12.5Time of Essence. Time is of the essence for the performance of all Obligations in this Agreement.12.6Severability of Provisions. Each provision of this Agreement is severable from every other provision in determining the enforceability of any provision.12.7Correction of Loan Documents. Administrative Agent may correct patent errors and fill in any blanks in the Loan Documents consistent with the agreement of the parties; provided that, the Administrative

Agent provide Borrowers with at least five (5) Business Daysâ€™ prior written notice of such correction. In the event of any objection by Borrowers to such correction, such correction shall be made solely by an amendment signed by Administrative Agent and Borrowers.12.8Amendments in Writing; Waiver; Integration. No purported amendment or modification of any Loan Document, or waiver, discharge or termination of any obligation under any Loan Document, shall be effective except, pursuant to an agreement in writing by the parties thereto, and in case of this Agreement, pursuant to an agreement in writing entered into by Borrowers, Administrative Agent, the Required Lenders and Collateral Trustee, provided that Collateral Trusteeâ€™s approval shall not be required for any amendment or supplement that has the effect solely of (i) adding or maintaining Collateral, securing additional Obligations that are otherwise permitted by the terms of this Agreement to be secured by the Collateral or preserving, perfecting or establishing the priority of the Liens thereon or the rights of Collateral Trustee therein; (ii) curing any ambiguity, defect or inconsistency; (iii) providing for the assumption of a Borrowerâ€™s or Guarantorâ€™s Obligations under any Loan Document in the case of a merger or consolidation or sale of all or substantially all of the assets of a Borrower or Guarantor, as applicable; (iv) making any change that would provide any additional rights or benefits to Administrative Agent, any Lender or Collateral Trustee or that does not adversely affect the legal rights under this Agreement or any other Loan Document of Collateral Trustee; or (v) to the extent the Collateral Trust Agreement provides that Collateral Trusteeâ€™s approval is not required. It is agreed that any change to (i) the definition of â€œDesignated Holderâ€, (ii) the rights of a Designated Holder, or (iii) the final sentence of Section 12.2(b) (and any change to this Agreement that would modify the consent required pursuant to this sentence) shall require the consent of Collateral Trustee. Without limiting the generality of the foregoing, no oral promise or statement, nor any action, inaction, delay, failure to require performance or course of conduct shall operate as, or evidence, an amendment, supplement or waiver or have any other effect on any Loan Document. Any waiver granted shall be limited to the specific circumstance expressly described in it, and shall not apply to any subsequent or other circumstance, whether similar or dissimilar, or give rise to, or evidence, any obligation or commitment to grant any further waiver. The Loan Documents represent the entire agreement about this subject matter and supersede prior negotiations or agreements. All prior agreements, understandings, representations, warranties, and negotiations among the parties about the subject matter of the Loan Documents merge into the Loan Documents.12.9Counterparts; Electronic Execution of Documents. This Agreement and any other Loan Documents, except to the extent otherwise required pursuant to the terms thereof, may be executed in any number of counterparts and by different parties on separate counterparts, each of which, when executed and delivered, is an original, and all taken together, constitute one Agreement. The words â€œexecution,â€ â€œsigned,â€ â€œsignatureâ€ and words of like import in any Loan Document shall be deemed to include electronic signatures or the keeping of records in electronic form, each of which shall be of the same legal effect, validity and enforceability as a manually executed 31signature or the use of a paper-based recordkeeping systems, as the case may be, to the extent and as provided for in any applicable law, including, without limitation, any state law based on the Uniform Electronic Transactions Act. Delivery of an executed counterpart of a signature page of any Loan Document by electronic means including by email delivery of a â€œ.pdfâ€ format data file shall be effective as delivery of an original executed counterpart of such Loan Document.12.10Confidentiality; Publicity. (a)In handling any confidential information of any Loan Party and its Subsidiaries, Administrative Agent, Collateral Trustee and each Lender agree to hold in confidence and not disclose such confidential information except as expressly provided herein, and shall exercise the same degree of care that it exercises for its own proprietary information, but disclosure of information may be made: (a) to its Subsidiaries or Affiliates; (b) to prospective transferees or purchasers of any interest in the Loans (provided, however, that any prospective transferee or purchaser shall have entered into an agreement containing provisions substantially the same as those in this Section 12.10 or shall otherwise by subject to bound by confidentiality terms no less restrictive than those of this Section 12.10); (c)Â as required by law, regulation, subpoena, or other order and in connection with reporting obligations applicable to such Secured Party, including pursuant to the Exchange Act, (d)Â to such Secured Partyâ€™s regulators or as otherwise required in connection with any examination or audit; (e)Â as such Secured Party considers appropriate in connection with the exercise of remedies with respect to the Obligations; and (f) to third-party service providers of such Secured Party so long as such service providers are bound by confidentiality terms not more permissive than the terms hereof. Confidential information does not include information that is either: (i)Â in the public domain or in any Secured Partyâ€™s possession when disclosed to such Secured Party, or becomes part of the public domain (other than as a result of its disclosure by such Secured Party in violation of this Agreement) after disclosure to such Secured Party, or (ii)Â disclosed to such Secured Party by a third party, if such Secured Party does not know that the third party is prohibited from disclosing the information. The provisions of this paragraph shall survive the termination of this Agreement. (b)No party hereto shall publicize or use another partyâ€™s name or logo, or hyperlink to such other partiesâ€™ website, describe the relationship of the parties or the transaction contemplated by this Agreement, in written and oral presentations, advertising, promotional and marketing materials, client lists, public relations materials or on its web site (together, the â€œPublicity Materialsâ€) without prior written notice to the party that is the subject of the proposed Publicity Materials (other than, for the avoidance of doubt, reports, proxy statements and other materials filed by Borrower Representative with the Securities and Exchange Commission or otherwise as required by applicable law), together with a draft (or, if Publicity Materials are not proposed to be delivered in written form, an outline of the content to be included) so as to provide such subject party a reasonable opportunity to review prior to publication, and each party agrees, in connection with any Publicity Materials proposed by such party to reasonably consider requested changes or corrections requested by the party that is the subject of such Publicity Materials in good faith, and upon request, to provide the final form prior to publication or other dissemination. 12.11Borrower Representative. Each of the Borrowers hereby appoints Borrower Representative to act as its exclusive agent for all purposes under the Loan Documents (including, without limitation, with respect to all matters related to the borrowing and repayment of any Loan). Each of the Borrowers acknowledges and agrees that (a) Borrower Representative may execute such documents on behalf of any Borrower as Borrower Representative deems appropriate in its sole discretion and each Borrower shall be bound by and obligated by all of the terms of any such document executed by Borrower Representative on its behalf, (b) any notice or other communication delivered hereunder to Borrower Representative shall be deemed to have been delivered to each Borrower and (c) any Secured Party shall accept (and shall be permitted to rely on) any document or agreement executed by Borrower Representative on behalf of Borrowers (or any of them). Each Borrower must act through Borrower Representative for all purposes under this Agreement and the other Loan Documents. Notwithstanding anything contained herein to the contrary, to the extent any provision in this Agreement requires any Borrower to interact in any manner with any Secured Party such Borrower shall do so through Borrower Representative.12.12Captions. The headings used in this Agreement are for convenience only and shall not affect the interpretation of this Agreement.3212.13Construction of Agreement. The parties mutually acknowledge that they and their attorneys have participated in the preparation and negotiation of this Agreement. In cases of uncertainty this Agreement shall be construed without regard to which of the parties caused the uncertainty to exist.12.14Relationship. The relationship of the parties to this Agreement is determined solely by the provisions of this Agreement. The parties do not intend to create any agency, partnership, joint venture, trust, fiduciary or other relationship with duties or incidents different from those of parties to an armâ€™s-length contract.12.15Third Parties. Nothing in this Agreement, whether express or implied, is intended to: (a) confer any benefits, rights or remedies under or by reason of this Agreement on any persons other than the express parties to it and their respective permitted successors and assigns; (b) relieve or discharge the obligation or liability of any person not an express party to this Agreement; or (c) give any person not an express party to this Agreement any right of subrogation or action against any party to this Agreement.12.16Appointment of Collateral Trustee. (a)Each Lender hereby appoints Collateral Trustee to act on behalf of Secured Parties as collateral trustee under this Agreement and the other Loan Documents, and to hold and enforce any and all Liens on Collateral granted by any of the Loan Parties to secure any of the Obligations, all in accordance with the terms of the Collateral Trust Agreement. The provisions of this Section 12.16 are solely for the benefit of Collateral Trustee, Administrative Agent and Lenders and no Loan Party nor any other Person shall have any rights as a third party beneficiary of any of the provisions hereof. Collateral Trustee shall not have any duties or responsibilities except for those expressly set forth in this Agreement and the other Loan Documents, together with such powers as are reasonably related thereto. The duties of Collateral Trustee shall be mechanical and administrative in nature and Collateral Trustee shall not have, or be deemed to have, by reason of this Agreement, any other Loan Document or otherwise a fiduciary relationship in respect of any Lender. Collateral Trustee may resign or be removed or replaced, and a successor Collateral Trustee may be appointed in accordance with the terms and subject to the conditions of the Collateral Trust Agreement. (b)Each Lender hereby agrees that upon receipt of instruction from Administrative Agent, Collateral Trustee shall be entitled to take or refrain from taking such action, and shall be entitled to take all such actions set forth in the Collateral Trust Agreement.(c)Neither Collateral Trustee nor any of its Affiliates nor any of their respective directors, officers, agents or employees shall be liable for any action taken or omitted to be taken by it or them under or in connection with this Agreement or the other Loan Documents, except for damages solely caused by its or their own gross negligence or willful misconduct as finally determined by a court of competent jurisdiction. Without limitation of the generality of the foregoing, Collateral Trustee: (i)Â may consult with legal counsel, independent chartered accountants and other experts and consultants selected by it and shall not be liable for any action taken or omitted to be taken in good faith by it in accordance with the advice of such counsel, accountants, experts or consultants; (ii)Â makes no warranty or representation to any Lender and shall not be responsible to any Lender for any statements, warranties or representations made in or in connection with this Agreement or the other Loan Documents; (iii)Â shall not have any duty to ascertain or to inquire as to the performance or observance of any of the terms, covenants or conditions of this Agreement or the other Loan Documents on the part of any Loan Party or to inspect the Collateral (including the books and records) of any Loan Party; (iv)Â shall not be responsible to any Lender for the due execution, legality, validity, enforceability, genuineness, sufficiency or value of this Agreement or the other Loan Documents or any other instrument or document furnished pursuant hereto or thereto; and (v)Â shall incur no liability under or in respect of this Agreement or the other Loan Documents by acting upon any notice, consent, certificate or other instrument or writing (which may be by email, telecopy, telegram, cable or telex) believed by it to be genuine and signed or sent by the proper party or parties.12.17Appointment of Administrative Agent. (a)Each Lender hereby appoints Administrative Agent to act on behalf of Lenders as administrative agent under this Agreement and the other Loan Documents. The provisions of this Section 12.17 are solely for the benefit of Administrative Agent and Lenders and no Loan Party nor any other Person shall have any rights as a third party beneficiary of any of the provisions hereof. In performing its functions and duties under this 33Agreement, Administrative Agent does not assume and shall not be deemed to have assumed any obligation toward or relationship of agency or trust with or for any Loan Party or any other Person. Administrative Agent shall not have any duties or responsibilities except for those expressly set forth in this Agreement and the other Loan Documents, together with such powers as are reasonably related thereto. The duties of Administrative Agent shall be mechanical and administrative in nature and Administrative Agent shall not have, or be deemed to have, by reason of this Agreement, any other Loan Document or otherwise a fiduciary relationship in respect of any Lender. (b)If Administrative Agent shall request instructions from Lenders with respect to any act or action (including failure to act) in connection with this Agreement or any other Loan Document, then Administrative Agent shall be entitled to refrain from such act or taking such action unless and until it shall have received instructions from the Required Lenders, and Administrative Agent shall incur no liability to any Person by reason of so refraining. Administrative Agent shall be fully justified in failing or refusing to take any action hereunder or under any other Loan Document for any reason. Without limiting the foregoing, no Lender shall have any right of action whatsoever against Administrative Agent as a result of Administrative Agentâ€™s acting or refraining from acting hereunder or under any other Loan Document in accordance with the instructions of Lenders.(c)Administrative Agent may perform any and all of its duties and exercise its rights and powers hereunder by or through any one or more sub-agents appointed by Administrative Agent. Administrative Agent and any such sub-agent may perform any and all of its duties and exercise its rights and powers by or through their respective related parties. The exculpatory provisions of this Section 12.17 shall apply to any such sub-agent and to the related parties of such Administrative Agent and any such sub-agent. No Administrative Agent shall be responsible for the negligence or misconduct of any sub-agent except to the extent that a court of competent jurisdiction determines in a final and non-appealable judgment that such Administrative Agent acted with gross negligence or willful misconduct in the selection of such sub-agents.(d)Neither Administrative Agent nor any of its Affiliates nor any of their respective directors, officers, agents or employees shall be liable for any action taken or omitted to be taken by it or them under or in connection with this Agreement or the other Loan Documents, except for damages solely caused by its or their own gross negligence or willful misconduct as finally determined by a court of competent jurisdiction. Without limitation of the generality of the foregoing, Administrative Agent: (i)Â may consult with legal counsel, independent chartered accountants and other experts and consultants selected by it and shall not be liable for any action taken or omitted to be taken in good faith by it in accordance with the advice of such counsel, accountants, experts or consultants; (ii)Â makes no warranty or representation to any Lender and shall not be responsible to any Lender for any statements, warranties or representations made in or in connection with this Agreement or the other Loan Documents; (iii)Â shall not have any duty to ascertain or to inquire as to the performance or observance of any of the terms, covenants or conditions of this Agreement or the other Loan Documents on the part of any Loan Party or to inspect the Collateral (including the books and records) of any Loan Party; (iv)Â shall not be responsible to any Lender for the due execution, legality, validity, enforceability, genuineness, sufficiency or value of this Agreement or the other Loan Documents or any other instrument or document furnished pursuant hereto or thereto; and (v)Â shall incur no liability under or in respect of this Agreement or the other Loan Documents by acting upon any notice, consent, certificate or other instrument or writing (which may be by email, telecopy, telegram, cable or telex) believed by it to be genuine and signed or sent by the proper party or parties.(e)With respect to its Commitments and Loans hereunder, Administrative Agent shall have the same rights and powers under this Agreement and the other Loan Documents as any other Lender and may exercise the same as though it were not Administrative Agent; and the term â€œLenderâ€ or â€œLendersâ€ shall, unless otherwise expressly indicated, include Administrative Agent in its individual capacity (to the extent it holds any Obligations owing to Lenders or Commitments hereunder). Administrative Agent and each of its Affiliates may lend money to, invest in, and generally engage in any kind of business with, any Loan Party, any of their Affiliates and any Person who may do business with or own securities of any Loan Party or any such Affiliate, all as if Administrative Agent was not Administrative Agent and without any duty to account therefor to Lenders. Administrative Agent and its Affiliates may accept fees and other consideration from any Loan Party for services in connection with this Agreement or otherwise without having to account for the same to Lenders. (f)Each Lender acknowledges that it has, independently and without reliance upon Administrative Agent or any other Lender, made its own credit and financial analysis of the Loan Parties and its own decision to enter into this Agreement. Each Lender also acknowledges that it will, independently and without 34reliance upon Administrative Agent or any other Lender and based on such documents and information as it shall deem appropriate at the time, continue to make its own credit decisions in taking or not taking action under this Agreement. Each Lender acknowledges the potential conflict of interest of each other Lender as a result of Lenders holding disproportionate interests in the Loans, and expressly consents to, and waives any claim based upon, such conflict of interest.(g)Each Lender agrees to indemnify Administrative Agent (to the extent not reimbursed by Loan Parties and without limiting the obligations of Loan Parties hereunder), ratably according to its respective Pro Rata Share, from and against any and all liabilities, obligations, losses, damages, penalties, actions, judgments, suits, costs, expenses or disbursements of any kind or nature whatsoever which may be imposed on, incurred by, or asserted against Administrative Agent in any way relating to or arising out of this Agreement or any other Loan Document or any action taken or omitted by Administrative Agent in connection therewith; provided, however, that no Lender shall be liable for any portion of such liabilities, obligations, losses, damages, penalties, actions, judgments, suits, costs, expenses or disbursements resulting solely from Administrative Agentâ€™s gross negligence or willful misconduct as finally determined by a court of competent jurisdiction. Without limiting the foregoing, each Lender agrees to reimburse Administrative Agent promptly upon demand for its ratable share of any out-of-pocket expenses (including reasonable and documented counsel fees) incurred by Administrative Agent in connection with the preparation, execution, delivery, administration, modification, amendment or enforcement (whether through negotiations, legal proceedings or otherwise) of, or legal advice in respect of rights or responsibilities under, this Agreement and each other Loan Document, to the extent that Administrative Agent is not reimbursed for such expenses by the Loan Parties. (h)Administrative Agent may resign at any time by giving not less than thirty (30) daysâ€™ prior written notice thereof to Lenders, Collateral Trustee and Borrower Representative. Upon any such resignation, Lenders shall have the right to appoint a successor Administrative Agent that may be Collateral Trustee. If no successor Administrative Agent shall have been so appointed by Lenders and shall have accepted such appointment within thirty (30) days after Administrative

Agentâ€™s giving notice of resignation, then Administrative Agent may, on behalf of Lenders, appoint a successor Administrative Agent, which shall be a Lender or Collateral Trustee, if a Lender or Collateral Trustee is willing to accept such appointment, or otherwise shall be a commercial bank or financial institution or a subsidiary of a commercial bank or financial institution if such commercial bank or financial institution has combined capital of at least $300,000,000. If no successor Administrative Agent has been appointed pursuant to the foregoing, by the 30th day after the date such notice of resignation was given by the resigning Administrative Agent, such resignation shall become effective and Lenders shall thereafter perform all the duties of Administrative Agent hereunder until such time, if any, as Lenders appoint a successor Administrative Agent as provided above. Upon the acceptance of any appointment as Administrative Agent hereunder by a successor Administrative Agent, such successor Administrative Agent shall succeed to and become vested with all the rights, powers, privileges and duties of the resigning Administrative Agent. Upon the earlier of the acceptance of any appointment as Administrative Agent hereunder by a successor Administrative Agent or the effective date of the resigning Administrative Agentâ€™s resignation, the resigning Administrative Agent shall be discharged from its duties and obligations under this Agreement and the other Loan Documents, except that any indemnity, expense reimbursement or other rights in favor of such resigning Administrative Agent shall continue. After any resigning Administrative Agentâ€™s resignation hereunder, the provisions of this Section 12.17 shall inure to its benefit as to any actions taken or omitted to be taken by it while it was Administrative Agent under this Agreement and the other Loan Documents. Notwithstanding the foregoing, as long as K2 HealthVentures LLC is a Lender pursuant to this Agreement, K2 HealthVentures LLC shall not resign as Administrative Agent unless a successor Administrative Agent is appointed concurrently with such resignation, which successor Administrative Agent shall have the wherewithal to perform, and shall succeed to and become vested with all the rights, powers, privileges and duties of the resigning Administrative Agent under this Agreement and the other Loan Documents.(i)In addition to any rights now or hereafter granted under applicable law and not by way of limitation of any such rights, upon the occurrence and during the continuation of any Event of Default, with the prior written consent of Administrative Agent, each Lender and each holder of any Obligation is hereby authorized at any time or from time to time, without notice to any Loan Party or to any other Person, any such notice being hereby expressly waived, to set off and to appropriate and to apply any and all balances held by it at any of its offices for the account of any Loan Party or any Subsidiary of a Loan Party (regardless of whether such balances are then due to such Loan Party or such Subsidiary) and any other properties or assets any time held or owing by that Lender or that holder to or for the credit or for the account of any Loan Party or any Subsidiary of a Loan Party against and on 35account of any of the Obligations which are not paid when due. Any Lender or holder of any Obligation exercising a right to set off or otherwise receiving any payment on account of the Obligations in excess of its Pro Rata Share thereof in accordance with the terms of this Agreement relating to the priority of the repayment of the Obligations shall purchase for cash (and the other Lenders or holders shall sell) such participations in each such other Lenderâ€™s or holderâ€™s Pro Rata Share of the Obligations as would be necessary to cause such Lender to share the amount so set off or otherwise received with each other Lender or holder in accordance with their respective Pro Rata Shares and in accordance with the terms of this Agreement relating to the priority of the repayment of the Obligations. Each Loan Party agrees, to the fullest extent permitted by law, that (i)Â any Lender or holder may exercise its right to set off with respect to amounts in excess of its Pro Rata Share of the Obligations and may sell participations in such amount so set off to other Lenders and holders and (ii)Â any Lender or holders so purchasing a participation in the Loans made or other Obligations held by other Lenders or holders may exercise all rights of set-off, bankersâ€™ Lien, counterclaim or similar rights with respect to such participation as fully as if such Lender or holder were a direct holder of the Loans and the other Obligations in the amount of such participation. Notwithstanding the foregoing, if all or any portion of the set-off amount or payment otherwise received is thereafter recovered from Lender that has exercised the right of set-off, the purchase of participations by that Lender shall be rescinded and the purchase price restored without interest.(j)Nothing in this Agreement or the other Loan Documents shall be deemed to require Administrative Agent to advance funds on behalf of any Lender or to relieve any Lender from its obligation to fulfill its Commitments hereunder or to prejudice any rights that Borrowers may have against any Lender as a result of any default by such Lender hereunder. To the extent that Administrative Agent advances funds to Borrowers on behalf of any Lender and is not reimbursed therefor on the same Business Day as such advance is made, Administrative Agent shall be entitled to retain for its account all interest accrued on such advance until reimbursed by the applicable Lender.(k)If Administrative Agent pays an amount to a Lender under this Agreement in the belief or expectation that a related payment has been or will be received by Administrative Agent from Borrowers and such related payment is not received thereby, then Administrative Agent will be entitled to recover such amount from such Lender on demand without set-off, counterclaim or deduction of any kind.(l)If Administrative Agent determines at any time that any amount received thereby under this Agreement shall be returned to Borrowers or paid to any other Person pursuant to any insolvency law or otherwise, then, notwithstanding any other term or condition of this Agreement or any other Loan Document, Administrative Agent will not be required to distribute any portion thereof to any Lender. In addition, each Lender will repay to Administrative Agent on demand any portion of such amount that Administrative Agent has distributed to such Lender, together with interest at such rate, if any, as Administrative Agent is required to pay to Borrowers or such other Person, without set-off, counterclaim or deduction of any kind.(m)Administrative Agent will use reasonable efforts to provide Lenders with any written notice of Event of Default received by Administrative Agent from, or delivered by Administrative Agent to, any Loan Party; provided, however, that Administrative Agent shall not be liable to any Lender for any failure to do so, except to the extent that such failure is attributable solely to Administrative Agentâ€™s gross negligence or willful misconduct as finally determined by a court of competent jurisdiction. (n)Anything in this Agreement or any other Loan Document to the contrary notwithstanding, each Lender hereby agrees with each other Lender and with Administrative Agent that no Lender shall take any action to protect or enforce its rights arising out of this Agreement or any other Loan Document (including exercising any rights of set-off) without first obtaining the prior written consent of the Required Lenders, it being the intent of Lenders that any such action to protect or enforce rights under this Agreement and the other Loan Documents shall be taken in concert and at the direction or with the consent of Administrative Agent at the request of Required Lenders.13.GUARANTY13.1Guaranty. Each Guarantor who has executed this Agreement as of the date hereof, together with each Loan Party who accedes to this Agreement as a Guarantor under this Agreement after the Closing Date pursuant to Section 6.11 hereby, jointly and severally, unconditionally and irrevocably, guarantees the prompt and 36complete payment and performance by Borrowers and the other Loan Parties when due (whether at the stated maturity, by acceleration or otherwise) of the Obligations. In furtherance of the foregoing, and without limiting the generality thereof, each Guarantor agrees as follows:(a)each Guarantorâ€™s liability hereunder shall be the immediate, direct, and primary obligation of such Guarantor and shall not be contingent upon any exercise or enforcement of any remedy of any Secured Party or that any Secured Party may have against a Borrower, or any other Guarantor or other Person liable in respect of the Obligations, or all or any portion of the Collateral; (b)Administrative Agent, on behalf of Lenders, may enforce this guaranty notwithstanding the existence of any dispute between any Secured Party and any Loan Party with respect to the existence of any Event of Default; and(c)notwithstanding anything in this Article 13 to the contrary, Collateral Trustee shall be the only party with the right to enforce any of the Collateral or take other security.13.2Maximum Liability. Anything herein or in any other Loan Document to the contrary notwithstanding, the maximum liability of each Guarantor shall in no event exceed the amount which can be guaranteed by such Guarantor under applicable federal, state provincial or territorial laws relating to the insolvency of debtors (after giving effect to the right of contribution established in Section 13.5). 13.3Termination. The guaranty pursuant to this Section 13 shall remain in full force and effect until the Termination Date.13.4Unconditional Nature of Guaranty. No payment made by a Borrower, Guarantor, any other guarantor or any other Person or received or collected by any Secured Party from a Borrower, Guarantor, any other guarantor or any other Person by virtue of any action or proceeding or any set-off or appropriation or application at any time or from time to time in reduction of or in payment of the Obligations shall be deemed to modify, reduce, release or otherwise affect the liability of any Guarantor hereunder which shall, notwithstanding any such payment (other than any payment made by such Guarantor in respect of the Obligations or any payment received or collected from such Guarantor in respect of the Obligations), remain liable for the Obligations up to the maximum liability of such Guarantor hereunder until the Termination Date.13.5Right of Contribution(a)If in connection with any payment made by any Guarantor hereunder any rights of contribution arise in favor of such Guarantor against one or more other Guarantors, such rights of contribution shall be subject to the terms and conditions of Section 13.6. The provisions of this SectionÂ 13.5 shall in no respect limit the obligations and liabilities of any Guarantor pursuant to the Loan Documents, and each Guarantor shall remain liable for the full amount guaranteed by such Guarantor hereunder.(b)Notwithstanding any payment made by any Guarantor hereunder or any set-off or application of funds of any Guarantor by any Secured Party, no Guarantor shall be entitled to be subrogated to any of the rights of any Secured Party against any Loan Party or any collateral security or guarantee or right of offset held by any Secured Party for the payment of the Obligations, nor shall any Guarantor seek or be entitled to seek any contribution or reimbursement from any Loan Party in respect of payments made by such Guarantor hereunder, in each case, until the Termination Date. If any amount shall be paid to any Guarantor on account of such subrogation rights at any time prior to the Termination Date, such amount shall be held by such Guarantor in trust for the ratable benefit of Secured Parties, shall be segregated from other funds of such Guarantor, and shall, forthwith upon receipt by such Guarantor, be turned over to Administrative Agent in the exact form received by such Guarantor (duly indorsed by such Guarantor to Administrative Agent, if required), to be applied to the Obligations, irrespective of the occurrence or the continuance of any Event of Default.13.6Amendments, etc. with respect to the Obligations. Each Guarantor shall remain obligated hereunder notwithstanding that, without any reservation of rights against any Guarantor and without notice to or further assent by any Guarantor, any demand for payment of any of the Obligations made by any Secured Party may be rescinded and any of the Obligations continued, and the Obligations, or the liability of any other Person upon or 37for any part thereof, or any collateral security or guarantee therefor or right of offset with respect thereto, may, from time to time, in whole or in part, be renewed, extended, amended, modified, accelerated, compromised, waived, surrendered or released by any Secured Party, and this Agreement, the other Loan Documents and any other documents executed and delivered in connection therewith may be amended, modified, supplemented or terminated, in whole or in part, in accordance with their respective terms, and any collateral security, guarantee or right of offset at any time held by any Secured Party for the payment of the Obligations may be sold, exchanged, waived, surrendered or released. No Secured Party shall have any obligation to protect, secure, perfect or insure any Lien at any time held by it as security for the Obligations or for the guarantee pursuant to this Section 13 or any property subject thereto.13.7Guarantee Absolute and Unconditional; Guarantor Waivers; Guarantor Consent. Each Guarantor waives any and all notice of the creation, renewal, extension or accrual of any of the Obligations and notice of or proof of reliance by any Secured Party upon the guaranty contained in this Section 13 or acceptance of this guaranty. The Obligations shall conclusively be deemed to have been created, contracted or incurred, or renewed, extended, amended or waived, in reliance upon this guaranty. All dealings between Borrowers, Guarantors and any Secured Party shall be conclusively presumed to have been had or consummated in reliance upon this guaranty. Each Guarantor further waives: (a)diligence, presentment, protest, demand for payment and notice of default or nonpayment to or upon any Borrower or any of the other Guarantors with respect to the Obligations; (b)the defense of the statute of limitations in any action hereunder or for the collection or performance of the Obligations; (c)any defense arising by reason of any lack of corporate or other authority or any other defense of any Borrower, such Guarantor or any other Person; (d)any defense based upon errors or omissions by any Secured Party in the administration of the Obligations;(e)any rights to set-offs and counterclaims;(f)any defense based upon an election of remedies (including, if available, an election to proceed by nonjudicial foreclosure) which destroys or impairs the subrogation rights of such Guarantor or the right of such Guarantor to proceed against any Borrower or any other obligor of the Obligations for reimbursement; and(g)without limiting the generality of the foregoing, to the fullest extent permitted by law, any defenses or benefits that may be derived from or afforded by applicable law that limit the liability of or exonerate guarantors or sureties, or which may conflict with the terms of this Agreement.Each Guarantor understands and agrees that the guarantee contained in this Section 13 shall be construed as a continuing, absolute and unconditional guarantee of payment without regard to (i) the validity or enforceability of this Agreement or any other Loan Document, any of the Obligations or any other collateral security therefor or guaranty or right of offset with respect thereto at any time or from time to time held by any Secured Party, (ii) any defense, set-off or counterclaim (other than a defense of payment or performance) which may at any time be available to or be asserted by any Borrower or any other Person against any Secured Party, or (iii) any other circumstance whatsoever (with or without notice to or knowledge of any Loan Party) which constitutes, or might be construed to constitute, an equitable or legal discharge of any Borrower for the Obligations, or of such Guarantor under this guaranty, in bankruptcy or in any other instance, (iv) any Insolvency Proceeding with respect to any Loan Party or any other Person, (v) any amalgamation, merger, acquisition, consolidation or change in structure of any Loan Party or any other Person, or any sale, lease, transfer or other disposition of any or all of the assets or Equity Interests of any Loan Party or any other Person, (vi) any assignment or other transfer, in whole or in part, of Secured Partiesâ€™ interests in and rights under this Agreement or the other Loan Documents, including the right to receive payment of the Obligations, or any assignment or other transfer, in whole or in part, of any Secured Partyâ€™s interests in and to any of the Collateral, (vii) any Secured Partyâ€™s vote, claim, distribution, election, acceptance, action or inaction in any Insolvency Proceeding related to any of the Obligations, and (viii) any other guaranty, whether by such Guarantor or any other Person, of all or any part of the Obligations or any other indebtedness, obligations or 38liabilities of any Guarantor to Secured Parties. When making any demand hereunder or otherwise pursuing its rights and remedies hereunder against any Guarantor, Secured Parties may, but shall be under no obligation to, make a similar demand on or otherwise pursue such rights and remedies as it may have against any Loan Party or any other Person or against any collateral security or guarantee for the Obligations or any right of offset with respect thereto. Any failure by any Secured Party to make any such demand, to pursue such other rights or remedies or to collect any payments from any Loan Party or any other Person or to realize upon any such collateral security or guarantee or to exercise any such right of offset, or any release of any Loan Party or any other Person or any such collateral security, guarantee or right of offset, shall not relieve any Guarantor of any obligation or liability hereunder, and shall not impair or affect the rights and remedies, whether express, implied or available as a matter of law, of any Secured Party against any Guarantor. For the purposes hereof â€œdemandâ€ shall include the commencement and continuance of any legal proceedings. 13.8Modifications of Obligations. Each Guarantor further unconditionally consents and agrees that, without notice to or further assent from any Guarantor: (a)Â the principal amount of the Obligations may be increased or decreased and additional indebtedness or obligations of a Borrower or any other Persons under the Loan Documents may be incurred, by one or more amendments, modifications, renewals or extensions of any Loan Document or otherwise; (b) the time, manner, place or terms of any payment under any Loan Document may be extended or changed, including by an increase or decrease in the interest rate on any Obligation or any fee or other amount payable under such Loan Document, by an amendment, modification or renewal of any Loan Document or otherwise; (c) the time for a Borrowerâ€™s (or any other Loan Partyâ€™s) performance of or compliance with any term, covenant or agreement on its part to be performed or observed under any Loan Document may be extended, or such performance or compliance waived, or failure in or departure from such performance or compliance consented to, all in such manner and upon such terms as the applicable Secured Party may deem proper; (d) in addition to the Collateral, Secured Parties may take and hold other security (legal or equitable) of any kind, at any time, as collateral for the Obligations, and may, from time to time, in whole or in part, exchange, sell, surrender, release, subordinate, modify, waive, rescind, compromise or extend such security and may permit or consent to any such action or the result of any such action, and may apply such security and direct the order or manner of sale thereof; (e) Secured Parties may discharge or release, in whole or in part, any other Guarantor or any other Loan Party or other Person liable for the payment and performance of all or any part of the Obligations, and may permit or consent to any such action or any result of such action, and shall not be obligated to demand or enforce payment upon any of the Collateral, nor shall any Secured Party be liable to any Guarantor for any failure to collect or enforce payment or performance of the Obligations from any Person or to realize upon the Collateral, and (f) Secured Parties may request and accept other guaranties of the Obligations and any other indebtedness, obligations or liabilities of a Borrower or any other Loan Party to any Secured Party and may, from time to time, in whole or in part, surrender, release, subordinate, modify, waive, rescind, compromise or extend any such guaranty and may permit or consent to any such action or the result of any such action; in each case (a) through (f), as the applicable Secured Parties may deem advisable, and without impairing, abridging, releasing or affecting this Agreement. 13.9Reinstatement. The guaranty shall continue to be effective, or be reinstated, as the case may be, if at any time payment, or any part thereof, of any of the Obligations is rescinded or must otherwise be restored or returned by any Secured Party upon the insolvency, bankruptcy, dissolution, liquidation

or reorganization of a Loan Party, or upon or as a result of the appointment of a receiver, intervenor or conservator of, or trustee or similar officer for, a Loan Party or any substantial part of its property, or otherwise, all as though such payments had not been made.13.10No Waiver by Course of Conduct; Cumulative Remedies. No Secured Party shall by any act (except in writing in accordance with Section 12.8), delay, indulgence, omission or otherwise be deemed to have waived any right or remedy hereunder or to have acquiesced in any Default or Event of Default, as applicable. No failure to exercise, nor any delay in exercising, on the part of any Secured Party, any right, power or privilege hereunder shall operate as a waiver thereof. No single or partial exercise of any right, power or privilege hereunder shall preclude any other or further exercise thereof or the exercise of any other right, power or privilege. A waiver by any Secured Party of any right or remedy hereunder on any one occasion shall not be construed as a bar to any right or remedy which any Secured Party would otherwise have on any future occasion. The rights and remedies herein provided are cumulative, may be exercised singly or concurrently and are not exclusive of any other rights or remedies provided by law.3913.11Enforcement Expenses; Indemnification. Each Guarantor agrees to pay or reimburse Secured Parties for all its costs and expenses incurred in collecting against such Guarantor under this guaranty or otherwise enforcing or preserving any rights under this Agreement and the other Loan Documents to which such Guarantor is a party, including, without limitation, the reasonable and documented out-of-pocket fees and disbursements of counsel; provided that no Guarantor shall be liable for indemnification of any expenses under this Section 13.11 to the extent such expenses arise as a result of (i) the acting in gross negligence or willful misconduct of a Secured Party as determined by a final, non-appealable judgment of a court of competent jurisdiction or (ii) any claims and/or losses with respect to any actions among Secured Parties (other than any claim against the Collateral Trustee in its capacity as such). [REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]40[SIGNATURE PAGE TO LOAN AND SECURITY AGREEMENT]IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed as of the Closing Date.BORROWER:WEREWOLF THERAPEUTICS, INC.By: /s/ Timothy W. Trost .Name: Timothy W. TrostTitle: Chief Financial Officer[SIGNATURE PAGE TO LOAN AND SECURITY AGREEMENT]COLLATERAL TRUSTEE:ANKURA TRUST COMPANY, LLCBy: /s/ Beth Micena .Name: Beth MicenaTitle: Managing Director[SIGNATURE PAGE TO LOAN AND SECURITY AGREEMENT]ADMINISTRATIVE AGENT: K2 HEALTHVENTURES LLCBy: /s/ Anup Arora .Name: Anup AroraTitle: Managing Director and Chief Investment OfficerLENDER:K2 HEALTHVENTURES LLCBy: /s/ Anup Arora .Name: Anup AroraTitle: Managing Director and Chief Investment Officer EX-31.1 4 a06302024ex311.htm EX-31.1 DocumentExhibit 31.1CERTIFICATION PURSUANT TORULES 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 2002I, Daniel J. Hicklin, Ph.D., certify that:1.I have reviewed this Quarterly Report on Form 10-Q of Werewolf 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 registrant'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)Â Â Â Â 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)Â Â Â Â 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)Â Â Â Â Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and(d)Â Â Â Â Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and5.The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):(a)Â Â Â Â All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and(b)Â Â Â Â Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.Date: August 8, 2024By:/s/Â Daniel J. HicklinDaniel J. Hicklin, Ph.D.President and Chief Executive Officer(Principal Executive Officer) EX-31.2 5 a06302024ex312.htm EX-31.2 DocumentExhibit 31.2CERTIFICATION PURSUANT TORULES 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 2002I, Timothy W. Trost, certify that:1.I have reviewed this Quarterly Report on Form 10-Q of Werewolf 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 registrant'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)Â Â Â Â 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)Â Â Â Â 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)Â Â Â Â Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and(d)Â Â Â Â Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and5.The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):(a)Â Â Â Â All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and(b)Â Â Â Â Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.Date: August 8, 2024By:/s/Â Timothy W. TrostTimothy W. TrostChief Financial Officer and Treasurer(Principal Financial and Accounting Officer) EX-32.1 6 a06302024ex321.htm EX-32.1 DocumentExhibit 32.1CERTIFICATION PURSUANT TO18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TOSECTION 906 OF THE SARBANES-OXLEY ACT OF 2002In connection with the Quarterly Report on Form 10-Q of Werewolf Therapeutics, Inc. (the â€œCompanyâ€) for the period ended JuneÂ 30, 2024 as filed with the Securities and Exchange Commission on the date hereof (the â€œReportâ€), each of the undersigned officers of the Company hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to his knowledge:(1)Â Â Â Â The Report fully complies with the requirements of Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934, as amended; and(2)Â Â Â Â The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.Date: August 8, 2024By:/s/Â Daniel J. HicklinDaniel J. Hicklin, Ph.D.President and Chief Executive Officer(Principal Executive Officer)Date: August 8, 2024By:/s/Â Timothy W. TrostTimothy W. TrostChief Financial Officer and Treasurer(Principal Financial and Accounting Officer)1 EX-101.SCH 7 howl-20240630.xsd XBRL TAXONOMY EXTENSION SCHEMA DOCUMENT 0000001 - Document - Cover link:presentationLink link:calculationLink link:definitionLink 9952151 - Statement - Condensed Consolidated Balance Sheets (unaudited) link:presentationLink link:calculationLink link:definitionLink 9952152 - Statement - Condensed Consolidated Balance Sheets (unaudited) (Parenthetical) link:presentationLink link:calculationLink link:definitionLink 9952153 - Statement - Condensed Consolidated Statements of Operations (unaudited) link:presentationLink link:calculationLink link:definitionLink 9952154 - Statement - Condensed Consolidated Statements of Stockholdersâ€™ Equity (unaudited) link:presentationLink link:calculationLink link:definitionLink 9952155 - Statement - Condensed Consolidated Statements of Stockholdersâ€™ Equity (unaudited) (Parenthetical) link:presentationLink link:calculationLink link:definitionLink 9952156 - Statement - Condensed Consolidated Statements of Cash Flows (unaudited) link:presentationLink link:calculationLink link:definitionLink 9952157 - Disclosure - Nature of Business link:presentationLink link:calculationLink link:definitionLink 9952158 - Disclosure - Summary of Significant Accounting Policies link:presentationLink link:calculationLink link:definitionLink 9952159 - Disclosure - Collaboration and License Agreement link:presentationLink link:calculationLink link:definitionLink 9952160 - Disclosure - Financial Instruments and Fair Value Measurements link:presentationLink link:calculationLink link:definitionLink 9952161 - Disclosure - Accrued Expenses and Other Current Liabilities link:presentationLink link:calculationLink link:definitionLink 9952162 - Disclosure - Term Loan link:presentationLink link:calculationLink link:definitionLink 9952163 - Disclosure - Common and Preferred Stock link:presentationLink link:calculationLink link:definitionLink 9952164 - Disclosure - Stock-based Compensation link:presentationLink link:calculationLink link:definitionLink 9952165 - Disclosure - Related Parties link:presentationLink link:calculationLink link:definitionLink 9952166 - Disclosure - Net Loss Attributable to Common Stockholders per Share link:presentationLink link:calculationLink link:definitionLink 9954471 - Disclosure - Summary of Significant Accounting Policies (Policies) link:presentationLink link:calculationLink link:definitionLink 9954472 - Disclosure - Collaboration and License Agreement (Tables) link:presentationLink link:calculationLink link:definitionLink 9954473 - Disclosure - Financial Instruments and Fair Value Measurements (Tables) link:presentationLink link:calculationLink link:definitionLink 9954474 - Disclosure - Accrued Expenses and Other Current Liabilities (Tables) link:presentationLink link:calculationLink link:definitionLink 9954475 - Disclosure - Term Loan (Tables) link:presentationLink link:calculationLink link:definitionLink 9954476 - Disclosure - Common and Preferred Stock (Tables) link:presentationLink link:calculationLink link:definitionLink 9954477 - Disclosure - Stock-based Compensation (Tables) link:presentationLink link:calculationLink link:definitionLink 9954478 - Disclosure - Net Loss Attributable to Common Stockholders per Share (Tables) link:presentationLink link:calculationLink link:definitionLink 9954479 - Disclosure - Nature of Business (Details) link:presentationLink link:calculationLink link:definitionLink 9954480 - Disclosure - Collaboration and License Agreement - Schedule of Research and Development Costs Incurred and Revenue Recognized (Details) link:presentationLink link:calculationLink link:definitionLink 9954481 - Disclosure - Collaboration and License Agreement - Schedule of Changes in Contract Liabilities (Details) link:presentationLink link:calculationLink link:definitionLink 9954482 - Disclosure - Collaboration and License Agreement - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9954483 - Disclosure - Financial Instruments and Fair Value Measurements - Assets and Liabilities Measured at Fair Value on a Recurring Basis (Details) link:presentationLink link:calculationLink link:definitionLink 9954484 - Disclosure - Financial Instruments and Fair Value Measurements - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9954485 - Disclosure - Financial Instruments and Fair Value Measurements - Fair Value, Assets Measured on Recurring Basis, Unobservable Input Reconciliation (Details) link:presentationLink link:calculationLink link:definitionLink 9954486 - Disclosure - Financial Instruments and Fair Value Measurements - Unobservable Inputs (Details) link:presentationLink link:calculationLink link:definitionLink 9954487 - Disclosure - Accrued Expenses and Other Current Liabilities (Details) link:presentationLink link:calculationLink link:definitionLink 9954488 - Disclosure - Term Loan - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9954489 - Disclosure - Term Loan - Schedule of Outstanding Term Loans Payable (Details) link:presentationLink link:calculationLink link:definitionLink 9954490 - Disclosure - Term Loan - Schedule of Interest Expense (Details) link:presentationLink link:calculationLink link:definitionLink 9954491 - Disclosure - Term Loan - Schedule of Total Principle Payments Maturities (Details) link:presentationLink link:calculationLink link:definitionLink 9954492 - Disclosure - Common and Preferred Stock - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9954493 - Disclosure - Common and Preferred Stock - Schedule of Common Stock Reserved for Issuance (Details) link:presentationLink link:calculationLink link:definitionLink 9954494 - Disclosure - Stock-based Compensation - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9954495 - Disclosure - Stock-based Compensation - Expense Recognized (Details) link:presentationLink link:calculationLink link:definitionLink 9954496 - Disclosure - Stock-based Compensation - Restricted Stock Award Activity (Details) link:presentationLink link:calculationLink link:definitionLink 9954497 - Disclosure - Stock-based Compensation - Weighted Average Assumptions (Details) link:presentationLink link:calculationLink link:definitionLink 9954498 - Disclosure - Stock-based Compensation - Stock Option Activity (Details) link:presentationLink link:calculationLink link:definitionLink 9954499 - Disclosure - Related Parties (Details) link:presentationLink link:calculationLink link:definitionLink 9954500 - Disclosure - Net Loss Attributable to Common Stockholders per Share - Antidilutive Shares (Details) link:presentationLink link:calculationLink link:definitionLink 9954501 - Disclosure - Net (Loss) Income Attributable to Common Stockholders per Share - Antidilutive Shares (Details) link:presentationLink link:calculationLink link:definitionLink EX-101.CAL 8 howl-20240630_cal.xml XBRL TAXONOMY EXTENSION CALCULATION LINKBASE DOCUMENT EX-101.DEF 9 howl-20240630_def.xml XBRL TAXONOMY EXTENSION DEFINITION LINKBASE DOCUMENT EX-101.LAB 10 howl-20240630_lab.xml XBRL TAXONOMY EXTENSION LABEL LINKBASE DOCUMENT 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] Statistical Measurement [Domain] Statistical Measurement [Domain] Related Parties Related Party Transactions Disclosure [Text Block] Cover [Abstract] Net (decrease) increase in cash, cash equivalents and restricted cash and cash equivalents Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Period Increase (Decrease), Including Exchange Rate Effect Note payable, current Notes Payable, Current Trading Symbol Trading Symbol Accrued interest Success Payment Liability Success Payment Liability Period for interest only payments (in months) Debt Instrument, Interest Only Payments, Period Debt Instrument, Interest Only Payments, Period Schedule of Calculation of Basic and Diluted Net (Loss) Income per Share Schedule of Earnings Per Share, Basic and Diluted [Table Text Block] Employee Stock Ownership Plan (ESOP), Plan [Domain] Employee Stock Ownership Plan (ESOP), Plan [Domain] Revenue recognized that was included in prior period deferred revenue Contract with Customer, Liability, Change in Timeframe, Performance Obligation Satisfied, Revenue Recognized Nature of Business Organization, Consolidation and Presentation of Financial Statements Disclosure [Text Block] Operating lease liability Increase (Decrease) in Operating Lease Liability Financial Instruments and Fair Value Measurements Fair Value Disclosures [Text Block] Proceeds from stock option exercises Proceeds from Stock Options Exercised Change in fair value of derivative liabilities Derivative, Gain (Loss) on Derivative, Net Common stock outstanding (in shares) Stockholders' equity, beginning balance (in shares) Stockholders' equity, ending balance (in shares) Common Stock, Shares, Outstanding Other receivables Other Receivables, Net, Current Payments for other fees and expenses Payments For Other Fees And Expenses Payments For Other Fees And Expenses Operating lease liability, net of current portion Operating Lease, Liability, Noncurrent Fair Value Measurement Inputs and Valuation Techniques [Line Items] Fair Value Measurement Inputs and Valuation Techniques [Line Items] Deferred revenue, current Contract with Customer, Liability, Current Plan Name [Domain] Plan Name [Domain] Price per share (in usd per share) Sale of Stock, Price Per Share Term loan Loans Payable [Member] Other assets Other Assets, Noncurrent Entity Tax Identification Number Entity Tax Identification Number Schedule of Outstanding Term Loans Payable Schedule of Long-Term Debt Instruments [Table Text Block] Antidilutive Securities, Name [Domain] Antidilutive Securities, Name [Domain] Term loan available Debt Instrument, Maximum Borrowing Capacity Debt Instrument, Maximum Borrowing Capacity Non-cash interest expense Non-Cash Interest Expense Non-Cash Interest Expense Money market funds Money Market Funds [Member] Plus:

Interest expense on converted term loan Interest on Convertible Debt, Net of Tax Net cash used in operating activities Net Cash Provided by (Used in) Operating Activities Operating activities: Net Cash Provided by (Used in) Operating Activities [Abstract] Tranche three Debt Instrument, Covenant, Period Three [Member] Debt Instrument, Covenant, Period Three Plan Name [Axis] Plan Name [Axis] Equity Components [Axis] Equity Components [Axis] Movement in Deferred Revenue [Roll Forward] Movement in Deferred Revenue [Roll Forward] Share-based Payment Arrangement, Expensed and Capitalized, Amount [Line Items] Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Line Items] Measurement Frequency [Axis] Measurement Frequency [Axis] Entity Common Stock, Shares Outstanding Entity Common Stock, Shares Outstanding Use of Estimates Use of Estimates, Policy [Policy Text Block] Outstanding, Aggregate Intrinsic Value Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Intrinsic Value Payables and Accruals [Abstract] Period Two Debt Instrument, Covenant, Period Two [Member] Debt Instrument, Covenant, Period Two Entity Small Business Entity Small Business Payment of debt issuance costs Payment of debt issuance costs Payments of Debt Issuance Costs LevelÂ 3 Fair Value, Inputs, Level 3 [Member] Allowable amount to invest in future offerings Debt Instrument, Covenant, Allowable Amount To Invest In Future Offerings Debt Instrument, Covenant, Allowable Amount To Invest In Future Offerings Fair Value Measurement Inputs and Valuation Techniques [Table] Fair Value Measurement Inputs and Valuation Techniques [Table] Shares purchased by employees (in shares) Stock Issued During Period, Shares, Employee Stock Purchase Plans Accrued expenses and other current liabilities Total accrued expenses and other current liabilities Accrued Liabilities, Current Antidilutive securities excluded from computation of earnings per share (in shares) Antidilutive Securities Excluded from Computation of Earnings Per Share, Amount Loan Agreement Loan Agreement [Member] Loan Agreement Dividend yield (continuous) Measurement Input, Expected Dividend Rate [Member] Cash, cash equivalents and restricted cash and cash equivalentsâ€”beginning of period Cash, cash equivalents and restricted cash and cash equivalentsâ€”end of period Cash, cash equivalents and restricted cash and cash equivalents Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents Fair Value, Assets Measured on Recurring Basis, Unobservable Input Reconciliation, Calculation [Roll Forward] Fair Value, Assets Measured on Recurring Basis, Unobservable Input Reconciliation, Calculation [Roll Forward] Current assets: Assets, Current [Abstract] Shares reserved for future issuance under the 2021 Employee Stock Purchase Plan 2021 Stock Employee Stock Purchase Plan 2021 Stock Employee Stock Purchase Plan [Member] 2021 Stock Employee Stock Purchase Plan Prime Rate Prime Rate [Member] Shares reserved for future issuance under the 2021 Stock Incentive Plan Outstanding stock options Share-Based Payment Arrangement, Option [Member] Weighted Average Grant Date Fair Value - Vested (in usd per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Vested in Period, Weighted Average Grant Date Fair Value Fair Value Disclosures [Abstract] Depreciation expense Depreciation Schedule of Antidilutive Securities Excluded from Computation of Earnings Per Share [Table] Antidilutive Security, Excluded EPS Calculation [Table] Preferred stock outstanding (in shares) Preferred Stock, Shares Outstanding Shares reserved for exercises of warrants Warrants to purchase common stock Warrant [Member] Other receivables Increase (Decrease) in Other Receivables Security Exchange Name Security Exchange Name Floating rate spread in effect (greater than) (percent) Debt Instrument, Basis Spread on Variable Rate Award Type [Axis] Award Type [Axis] Change in fair value Fair Value, Measurement with Unobservable Inputs Reconciliation, Recurring Basis, Liability, Period Increase (Decrease) Weighted-Average Exercise Price - Exercised (in usd per share) Share-Based Compensation Arrangements by Share-Based Payment Award, Options, Exercises in Period, Weighted Average Exercise Price Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Number of Shares [Roll Forward] Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Number of Shares [Roll Forward] Property and equipment, net Property, Plant and Equipment, Net Cash used to repay debt Repayments of Debt Total liabilities Liabilities Weighted-Average Exercise Price - Exercisable at end of period (in usd per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercisable, Weighted Average Exercise Price Common stock par value (in usd per share) Common Stock, Par or Stated Value Per Share Research and development Research and Development Expense Investing activities: Net Cash Provided by (Used in) Investing Activities [Abstract] Market Offering Market Offering [Member] Market Offering Subsequent Events Subsequent Events, Policy [Policy Text Block] Operating lease liability, current Operating Lease, Liability, Current Common stock issued (in shares) Common Stock, Shares, Issued Schedule of Restricted Stock Awards Activity Nonvested Restricted Stock Shares Activity [Table Text Block] Loan agreement, amount Line of Credit Facility, Maximum Borrowing Capacity Derivative liability Derivative liability Derivative liabilities, beginning balance Derivative liabilities, ending balance Derivative Liability Contract research Accrued Contract Research, Current Accrued Contract Research, Current Stock option exercises (in shares) Exercised (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercises in Period Capacity available to draw on the term loans Debt Instrument, Unused Borrowing Capacity, Amount Debt Instrument [Line Items] Debt Instrument [Line Items] Weighted-Average Exercise Price per Share Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Weighted Average Exercise Price [Abstract] Research and development Research and Development Expense [Member] Common stock authorized (in shares) Common Stock, Shares Authorized Basis of Presentation and Consolidation Basis of Accounting, Policy [Policy Text Block] Weighted -average common shares outstanding, diluted (in shares) Weighted Average Number of Shares Outstanding, Diluted Long-term Debt, Type [Axis] Long-Term Debt, Type [Axis] Total stockholdersâ€™ equity Stockholders' equity, beginning balance Stockholders' equity, ending balance Equity, Attributable to Parent Proceeds from drawdown of term loans Proceeds from Issuance of Debt Collaboration and License Agreement Collaborative Arrangement Disclosure [Text Block] Contract liabilities: Contract with Customer, Liability [Abstract] Interest expense Interest Expense, Nonoperating Recurring Fair Value, Recurring [Member] Conversion price (in usd per share) Debt Instrument, Convertible, Conversion Price Granted (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Grants in Period, Gross Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items] Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items] Common stock authorized to be issued (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Number of Shares Authorized Sale of Stock [Domain] Sale of Stock [Domain] Total principal payments and Final Fee Long-Term Debt Schedule of Assets Measured at Fair Value on a Recurring Basis Fair Value Measurements, Recurring and Nonrecurring [Table Text Block] Document Fiscal Period Focus Document Fiscal Period Focus 2028 Long-Term Debt, Maturity, Year Four Weighted Average Remaining Contractual Life - Outstanding Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Weighted Average Remaining Contractual Term Assets Assets [Abstract] Fair Value, by Balance Sheet Grouping [Table] Fair Value, by Balance Sheet Grouping [Table] Expected annual dividend yield Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Expected Dividend Rate Document Type Document Type Effective interest rate (percent) Debt Instrument, Interest Rate, Effective Percentage Interest expense based on coupon interest rate (10.3%) of outstanding term loans Interest Expense, Debt, Excluding Amortization Weighted Average Remaining Contractual Life - Exercisable Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercisable, Weighted Average Remaining Contractual Term Vested (in shares) Vested (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Vested in Period Sales commissions, percentage Sales Commissions, Percentage Sales Commissions, Percentage Schedule of Changes in Contract Liabilities Contract with Customer, Contract Asset, Contract Liability, and Receivable [Table Text Block] Risk-free interest rate Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Risk Free Interest Rate Maximum Maximum [Member] Deferred revenue, beginning balance Deferred revenue, ending balance Contract with Customer, Liability Antidilutive Securities [Axis] Antidilutive Securities [Axis] Accounts payable Accounts Payable, Current Accounting Policies [Abstract] Revenue: Revenues [Abstract] Debt discount Unamortized debt discount Debt Instrument, Unamortized Discount Schedule of Weighted -average Valuation Assumptions Schedule of Share-Based Payment Award, Stock Options, Valuation Assumptions [Table Text Block] Current Fiscal Year End Date Current Fiscal Year End Date Statistical Measurement [Axis] Statistical Measurement [Axis] Award Type [Domain] Award Type [Domain] Schedule of Antidilutive Securities Excluded from Computation of (Loss) Income per Share Schedule of Antidilutive Securities Excluded from Computation of Earnings Per Share [Table Text Block] Employee Stock Ownership Plan (ESOP) Name [Axis] Employee Stock Ownership Plan (ESOP) Name [Axis] Debt Instrument, Covenant, Period [Axis] Debt Instrument, Covenant, Period [Axis] Debt Instrument, Covenant, Period Additional Paid-in Capital Additional Paid-in Capital [Member] Tranche four Debt Instrument, Covenant, Period Four [Member] Debt Instrument, Covenant, Period Four Class of Stock [Line Items] Class of Stock [Line Items] Restricted cash and cash equivalents, net of current portion Restricted Cash, Noncurrent Amount of net cash proceeds from certain financing activities Debt Instrument, Covenant, Achievement of Milestones and Receipt Of Proceeds From Financing Activities Debt Instrument, Covenant, Achievement of Milestones and Receipt Of Proceeds From Financing Activities Recently Adopted Accounting Pronouncements and Recent Accounting Pronouncements New Accounting Pronouncements, Policy [Policy Text Block] Class of Stock [Axis] Class of Stock [Axis] Net loss per common share, diluted (in usd per share) Net loss per share, diluted (in usd per share) Earnings Per Share, Diluted Non-cash lease expense Operating Lease, Right-of-Use Asset, Periodic Reduction Entity Interactive Data Current Entity Interactive Data Current Deferred revenue Increase (Decrease) in Contract with Customer, Liability Preferred stock issued (in shares) Preferred Stock, Shares Issued Statement of Financial Position [Abstract] Stock-based compensation expense Share-Based Payment Arrangement, Noncash Expense Note payable, net of discount, issuance costs, and current portion Notes Payable, Noncurrent Aggregate fair value of awards that vested Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Vested in Period, Fair Value Repayment of term loan Repayments of Secured Debt Other income: Nonoperating Income (Expense) [Abstract] Change in fair value of derivative liabilities Change In Fair Value Of Success Payment Liability Change In Fair Value Of Success Payment Liability Supplemental disclosure of cash flow information: Supplemental Cash Flow Information [Abstract] Adjusted net loss Net Income (Loss) Available to Common Stockholders, Diluted Share-based compensation not yet recognized, recognition period Share-Based Payment Arrangement, Nonvested Award, Cost Not yet Recognized, Period for Recognition Total other income Nonoperating Income (Expense) Net cash used in investing activities Net Cash Provided by (Used in) Investing Activities Operating loss Operating Income (Loss) Non-cash interest expense Interest Expense, Operating and Nonoperating Maximum number of shares to be added annually, as a percentage of outstanding shares (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Number of Additional Shares Authorized Variable Rate [Domain] Variable Rate [Domain] Less: Change in fair value of derivative liability Derivative Liabilities, Fair Value Adjustment Derivative Liabilities, Fair Value Adjustment Total liabilities and stockholdersâ€™ equity Liabilities and Equity Debt Instrument, Covenant, Period [Domain] Debt Instrument, Covenant, Period [Domain] Debt Instrument, Covenant, Period Employee compensation and benefits Employee-related Liabilities, Current Fair Value Hierarchy and NAV [Axis] Fair Value Hierarchy and NAV [Axis] Prepaid expenses and other assets Increase (Decrease) in Prepaid Expense and Other Assets Additional paid-in capital Additional Paid in Capital Coupon rate (as a percent) Interest Expense, Coupon Rate, Percentage Interest Expense, Coupon Rate, Percentage Volatility Measurement Input, Volatility [Member] Measurement Input, Volatility Interest income Investment Income, Interest Schedule of Total Principal Payments Maturities Schedule of Maturities of Long-Term Debt [Table Text Block] Measurement Input Type [Axis] Measurement Input Type [Axis] Weighted-Average Exercise Price - Cancelled (in usd per share) Share-Based Compensation Arrangements by Share-Based Payment Award, Options, Forfeitures in Period, Weighted Average Exercise Price Expected term (in years) Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Expected Term Long-term Debt, Type [Domain] Long-Term Debt, Type [Domain] Entity Address, State or Province Entity Address, State or Province Statement [Line Items] Statement [Line Items] Measurement Input Type [Domain] Measurement Input Type [Domain] Schedule of Common Stock Reserved for Issuance Schedule of Stockholders Equity [Table Text Block] Operating expenses: Operating Expenses [Abstract] Minimum amount of offering of common stock Debt Instrument, Covenant, Minimum Amount Of Single Offering of Common Stock Debt Instrument, Covenant, Minimum Amount Of Single Offering of Common Stock Common stock to be issued under the 2021 ESPP Common Stock Issued Under The 2021 ESPP [Member] Common Stock Issued Under The 2021 ESPP Weighted Average Grant Date Fair Value - Unvested at beginning of period (in usd per share) Weighted Average Grant Date Fair Value - Unvested at end of period (in usd per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Weighted Average Grant Date Fair Value Liabilities and stockholdersâ€™ equity Liabilities and Equity [Abstract] Schedule of Change in Fair Value of the Success Payment Liability Fair Value, Assets Measured on Recurring Basis, Unobservable Input Reconciliation [Table Text Block] 2017 Stock Incentive Plan 2017 Stock Incentive Plan [Member] 2017 Stock Incentive Plan Minimum Minimum [Member] Related Party Transactions [Abstract] Deferred revenue, net of current portion Contract with Customer, Liability, Noncurrent Schedule of Research and Development Arrangement, Contract to Perform for Others [Table] Research and Development, Contract to Perform for Others [Table] Weighted-Average Exercise Price - Outstanding at beginning of period (in usd per share) Weighted-Average Exercise Price - Outstanding at end of period (in usd per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Weighted Average Exercise Price Operating lease right of use asset Operating Lease, Right-of-Use Asset Outstanding at beginning of period (in shares) Outstanding at end of period (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Number Term loans Long-Term Debt, Gross Net Loss Attributable to Common Stockholders per Share Earnings Per Share [Text Block] Stock option exercises Stock Issued During Period, Value, Stock Options Exercised Prepaid expenses and other current assets Restricted Cash and Cash Equivalents, Current Weighted Average Grant Date Fair Value - Granted (in usd per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Grants in Period, Weighted Average Grant Date Fair Value Term Loans Term Loans [Member] Term Loans Reductions Decrease In Contract With Customer, Liability Decrease In Contract With Customer, Liability Weighted-average common shares outstanding, basic and diluted Earnings Per Share Basic And Diluted Other Disclosures1 [Abstract] Earnings Per Share Basic And Diluted Other Disclosures1 Summary of Significant Accounting Policies Basis of Presentation and Significant Accounting Policies [Text Block] Accrued Expenses and Other Current Liabilities Accrued Expenses and Other Current Liabilities Disclosure [Text Block] Accrued Expenses and Other Current Liabilities Variable Rate [Axis] Variable Rate [Axis] Other income (expense), net Other Nonoperating Income (Expense) Statement of Stockholders' Equity [Abstract] Security deposit liability Security Deposit Liability Other non-current assets Increase (Decrease) in Other Noncurrent Assets Share-based compensation expense not yet recognized, excluding option Share-Based Payment Arrangement, Nonvested Award, Excluding Option, Cost Not yet Recognized, Amount 2024 (remaining as of June 30, 2024) Long-Term Debt, Maturity, Remainder of Fiscal Year Business Combination, Asset Acquisition, and Joint Venture Formation [Abstract] Dividends declared Dividends Payable Debt instrument, final fee amount Debt Instrument, Final Fee Amount Debt Instrument, Final Fee Amount Share-based Payment Arrangement, Expensed and Capitalized, Amount [Table] Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Table] Common stock available for issuance (in shares) Common Stock, Capital Shares Reserved for Future Issuance Money market funds Cash and Cash Equivalents, Fair Value Disclosure Local Phone Number Local Phone Number Total operating expenses Operating Expenses Expected volatility Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Expected Volatility Rate Weighted-Average Remainingâ€¨Contractual Lifeâ€¨(in years) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Additional Disclosures [Abstract] Stock-based compensation expense APIC, Share-Based Payment Arrangement, Option, Increase for Cost Recognition Changes in operating assets and liabilities: Increase (Decrease) in Operating Capital [Abstract] Schedule of Accrued Expenses and Other Current Liabilities Schedule of Accrued Liabilities [Table Text Block] Income Statement Location [Axis] Statement of Income Location, Balance [Axis] Accrued interest Interest Payable, Current Entity Ex Transition Period Entity Ex Transition Period Debt Disclosure [Abstract] Common Stock Common Stock [Member] Asset Class [Domain] Asset Class [Domain] Preferred stock authorized (in shares) Preferred Stock, Shares Authorized Schedule of Weighted-Average Significant Unobservable Inputs Fair Value, Liabilities Measured on Recurring Basis, Unobservable Input Reconciliation [Table Text Block] Issuance of common stock from at the market offering, net of issuance costs (in shares) Stock Issued During Period, Shares, New Issues Entity Emerging Growth Company Entity Emerging Growth Company 2021 Stock Incentive Plan 2021 Stock Incentive Plan [Member] 2021 Stock Incentive Plan Total liabilities Liabilities, Fair Value Disclosure Issuance costs Adjustments to Additional Paid in Capital, Stock Issued, Issuance Costs Entity Central Index Key Entity Central Index Key Accretion of debt discount (as a percent) Interest Expense, Accretion Of Debt Discount, Percentage Interest Expense, Accretion Of Debt Discount, Percentage General and administrative General and Administrative Expense [Member] Accounts payable, accrued expenses and other liabilities Increase (Decrease) in Accounts Payable and Other Operating Liabilities Research and Development Arrangement, Contract to Perform for Others [Line Items] Research and Development

Arrangement, Contract to Perform for Others [Line Items] Common and Preferred Stock Equity [Text Block] Equity Component [Domain] Equity Component [Domain] Preferred stock par value (in usd per share) Preferred Stock, Par or Stated Value Per Share Dilutive effect of common stock issuable from assumed conversion of convertible term loan (in shares) Incremental Common Shares Attributable to Dilutive Effect of Conversion of Preferred Stock Reconciliation of cash, cash equivalents and restricted cash and cash equivalents to the condensed consolidated balance sheets Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents [Abstract] Unvested RSAs Restricted Stock [Member] Risk-free rate (continuous) Measurement Input, Risk Free Interest Rate [Member] Entity Shell Company Entity Shell Company Success fee liability paid Success Fee Liability Paid Success Fee Liability Paid Entity Incorporation, State or Country Code Entity Incorporation, State or Country Code Purchase period Employee Stock Ownership Plan, Purchase Period Employee Stock Ownership Plan, Purchase Period Statement [Table] Statement [Table] Total interest expense on effective rate (19.24%) Interest Expense, Debt Fair value of derivative liability issued with term loan Fair Value Of Derivative Liabilities Issued With Term Loan Fair Value Of Derivative Liabilities Issued With Term Loan Measurement Frequency [Domain] Measurement Frequency [Domain] City Area Code City Area Code Current liabilities: Liabilities, Current [Abstract] Period One Debt Instrument, Covenant, Period One [Member] Debt Instrument, Covenant, Period One Cash paid for interest Interest Paid, Excluding Capitalized Interest, Operating Activities Unbilled Accounts Receivables Unbilled Accounts Receivables [Member] Unbilled Accounts Receivables Level 1 Fair Value, Inputs, Level 1 [Member] Total current assets Assets, Current Schedule of Interest Expense Interest Income and Interest Expense Disclosure [Table Text Block] Statement of Cash Flows [Abstract] Conversion of outstanding principal Debt Conversion, Converted Instrument, Amount Supplemental disclosure of non-cash investing and financing activities: Noncash Investing and Financing Items [Abstract] Exercisable at end of period (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercisable, Number 2027 Long-Term Debt, Maturity, Year Three Schedule of Long-term Debt Instruments [Table] Schedule of Long-Term Debt Instruments [Table] Assets: Financial Instruments, Financial Assets, Balance Sheet Groupings [Abstract] Weighted-Average Grant Date Fair Value Per Share Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Weighted Average Grant Date Fair Value [Abstract] Weighted-average grant date fair value of awards (in usd per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Grants in Period, Weighted Average Grant Date Fair Value Expected term (in years) Measurement Input, Expected Term [Member] Net loss per share attributable to common stockholders, basic and diluted Earnings Per Share [Abstract] Equity [Abstract] Accumulated deficit Retained Earnings (Accumulated Deficit) Class of Stock [Domain] Class of Stock [Domain] General and administrative General and Administrative Expense 2026 Long-Term Debt, Maturity, Year Two Organization, Consolidation and Presentation of Financial Statements [Abstract] Facility fee Debt Instrument, Fee Amount Net cash provided by financing activities Net Cash Provided by (Used in) Financing Activities Performance Shares Performance Shares [Member] Amendment Flag Amendment Flag Accretion of debt discount and Final Fee (8.94%) Accretion Of Debt Discount And Final Fee Accretion Of Debt Discount And Final Fee Entity Registrant Name Entity Registrant Name Level 2 Fair Value, Inputs, Level 2 [Member] Term Loan Debt Disclosure [Text Block] Fair Value Hierarchy and NAV [Domain] Fair Value Hierarchy and NAV [Domain] Stockholdersâ€™ equity: Equity, Including Portion Attributable to Noncontrolling Interest [Abstract] Issuance of common stock from at the market offering, net of issuance costs Stock Issued During Period, Value, New Issues Entity Address, Postal Zip Code Entity Address, Postal Zip Code Schedule of Stock-based Compensation Expense Recognized Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Table Text Block] ATM Offering ATM Offering [Member] ATM Offering Title of 12(b) Security Title of 12(b) Security Common stock, $0.0001 par value, 200,000,000 shares authorized as of JuneÂ 30, 2024 and DecemberÂ 31, 2023; 43,702,147 and 39,107,048 shares issued and outstanding as of JuneÂ 30, 2024 and DecemberÂ 31, 2023, respectively Common Stock, Value, Issued Share-Based Payment Arrangement [Abstract] Cash and cash equivalents Cash and cash equivalents Cash and Cash Equivalents, at Carrying Value Weighted Average Grant Date Fair Value - Forfeited (in usd per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Forfeitures, Weighted Average Grant Date Fair Value Loss on extinguishment of debt Loss on extinguishment of debt Gain (Loss) on Extinguishment of Debt Offering period Employee Stock Ownership Plan, Offering Period Employee Stock Ownership Plan, Offering Period Financing activities: Net Cash Provided by (Used in) Financing Activities [Abstract] Preferred stock, $0.0001 par value, 5,000,000 shares authorized as of JuneÂ 30, 2024 and DecemberÂ 31, 2023; no shares issued or outstanding as of JuneÂ 30, 2024 and DecemberÂ 31, 2023 Preferred Stock, Value, Issued Number of Options Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding [Roll Forward] Long-Term Debt, Fiscal Year Maturity [Abstract] Long-Term Debt, Fiscal Year Maturity [Abstract] Cash and Cash Equivalents [Domain] Cash and Cash Equivalents [Domain] Net loss per common share, basic (in usd per share) Net loss per share, basic (in usd per share) Earnings Per Share, Basic Proceeds from issuances under Employee Stock Purchase Plan Proceeds from Stock Plans Proceeds from at the market offering of common stock, net of issuance costs Proceeds from Issuance of Common Stock Shares reserved for exercises of outstanding stock options Equity Option [Member] Additions Increase In Contract With Customer, Liability Increase In Contract With Customer, Liability Adjustment rate (percent) Debt Conversion, Converted Instrument, Rate Purchases of property and equipment in accounts payable and accrued expenses Capital Expenditures Incurred but Not yet Paid Net loss Net Income (Loss) Available to Common Stockholders, Basic Schedule of Stock by Class [Table] Stock, Class of Stock [Table] Total current liabilities Liabilities, Current Share-based compensation expense not yet recognized (less than) Share-Based Payment Arrangement, Nonvested Award, Option, Cost Not yet Recognized, Amount Total assets Assets Schedule of Research and Development Costs Incurred and Revenue Recognized Collaborative Arrangement and Arrangement Other than Collaborative [Table Text Block] Sublease cash payments received Sublease Cash Payments Received Sublease Cash Payments Received ESPP purchase price, percent Employee Stock Ownership Plan, Purchase Price, Percent Employee Stock Ownership Plan, Purchase Price, Percent Granted (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Grants in Period Purchases of property and equipment Payments to Acquire Property, Plant, and Equipment Maximum number of shares to be added annually, as a percentage of outstanding shares (percent) Share-Based Compensation Arrangement by Share-Based Payment Award, Percentage of Outstanding Stock Maximum Commitments and contingencies Commitments and Contingencies Sale of stock increase in offering amount Sale Of Stock Increase In Offering Amount Sale Of Stock Increase In Offering Amount 2025 Long-Term Debt, Maturity, Year One Stock-based Compensation Share-Based Payment Arrangement [Text Block] Cost incurred Revenue From Collaborative Arrangement, Cost Incurred Revenue From Collaborative Arrangement, Cost Incurred Entity Address, City or Town Entity Address, City or Town Debt Instrument [Axis] Debt Instrument [Axis] Summary of Stock Option Activity Share-Based Payment Arrangement, Option, Activity [Table Text Block] Aggregate intrinsic fair value of options exercised Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercises in Period, Intrinsic Value Issuance costs in accounts payable and accrued expenses Stock Issuance Costs Incurred But Not Yet Paid Stock Issuance Costs Incurred But Not Yet Paid Total stock-based compensation Share-Based Payment Arrangement, Expense Net loss Net loss Net loss Net Income (Loss) Attributable to Parent Collaboration revenue Revenue recognized Revenue from Collaborative Arrangement, Excluding Revenue from Contract with Customer Additional interest rate (percent) Debt Instrument, Additional Interest Rate Debt Instrument, Additional Interest Rate Weighted-Average Exercise Price - Granted (in usd per share) Share-Based Compensation Arrangements by Share-Based Payment Award, Options, Grants in Period, Weighted Average Exercise Price Forfeited (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Forfeited in Period Entity File Number Entity File Number Cash and Cash Equivalents [Axis] Cash and Cash Equivalents [Axis] Document Fiscal Year Focus Document Fiscal Year Focus Income Statement [Abstract] Entity Address, Address Line One Entity Address, Address Line One Shares reserved for future issuance as part of K2HV conversion feature K2HV Conversion Feature [Member] K2HV Conversion Feature Final fee, percentage Debt Instrument, Final Fee, Percentage Debt Instrument, Final Fee, Percentage Entity Address, Address Line Two Entity Address, Address Line Two Debt Instrument, Name [Domain] Debt Instrument, Name [Domain] Other Other Accrued Liabilities, Current Total assets Assets, Fair Value Disclosure Exercisable, Aggregate Intrinsic Value Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercisable, Intrinsic Value Manufacturing Accrued Manufacturing, Current Accrued Manufacturing, Current Document Period End Date Document Period End Date Sale of Stock [Axis] Sale of Stock [Axis] Unvested at beginning of period (in shares) Unvested at end of period (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Number Common stock, amount authorized Common Stock, Amount Authorized Common Stock, Amount Authorized Asset Class [Axis] Asset Class [Axis] Contract with customer, asset, after allowance for credit loss Contract with Customer, Asset, after Allowance for Credit Loss Fair value of embedded derivative at issuance of term loan Fair Value, Measurement with Unobservable Inputs Reconciliation, Recurring Basis, Liability, Issuances Fair Value, Balance Sheet Grouping, Financial Statement Captions [Line Items] Fair Value, Balance Sheet Grouping, Financial Statement Captions [Line Items] Stock Price Measurement Input, Share Price [Member] Prepaid expenses and other current assets Prepaid Expense and Other Assets, Current Accounts Receivable Accounts Receivable [Member] Restricted cash and cash equivalents, net of current portion Restricted Cash and Cash Equivalents, Noncurrent Document Transition Report Document Transition Report Document Quarterly Report Document Quarterly Report Liabilities: Financial Instruments, Financial Liabilities, Balance Sheet Groupings [Abstract] Measurement input Embedded Derivative Liability, Measurement Input Entity Current Reporting Status Entity Current Reporting Status Accumulated Deficit Retained Earnings [Member] Amortization of debt issuance costs Amortization of Debt Issuance Costs Weighted-average common shares outstanding, basic (in shares) Weighted Average Number of Shares Outstanding, Basic Shares reserved for vesting of restricted stock units Unvested RSUs Restricted Stock Units (RSUs) [Member] Increase (Decrease) in Stockholders' Equity [Roll Forward] Increase (Decrease) in Stockholders' Equity [Roll Forward] Professional fees Accrued Professional Fees, Current Cancelled (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Forfeitures in Period Entity Filer Category Entity Filer Category Income Statement Location [Domain] Statement of Income Location, Balance [Domain] EX-101.PRE 11 howl-20240630_pre.xml XBRL TAXONOMY EXTENSION PRESENTATION LINKBASE DOCUMENT XML 13 R1.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Cover - shares 6 Months Ended Jun. 30, 2024 Aug. 02, 2024 Cover [Abstract] Â Â Document Type 10-Q Â Document Quarterly Report true Â Document Period End Date Jun. 30, 2024 Â Document Transition Report false Â Entity File Number 001-40366 Â Entity Registrant Name WEREWOLF THERAPEUTICS, INC. Â Entity Incorporation, State or Country Code DE Â Entity Tax Identification Number 82-3523180 Â Entity Address, Address Line One 200 Talcott Ave Â Entity Address, Address Line Two 2nd Floor Â Entity Address, City or Town Watertown Â Entity Address, State or Province MA Â Entity Address, Postal Zip Code 02472 Â City Area Code 617 Â Local Phone Number 952â€‘0555 Â Title of 12(b) Security Common Stock, $0.0001 par value per share Â Trading Symbol HOWL Â Security Exchange Name NASDAQ Â Entity Current Reporting Status Yes Â Entity Interactive Data Current Yes Â Entity Filer Category Non-accelerated Filer Â Entity Small Business true Â Entity Emerging Growth Company true Â Entity Ex Transition Period true Â Entity Shell Company false Â Entity Common Stock, Shares Outstanding Â 43,702,147 Entity Central Index Key 0001785530 Â Current Fiscal Year End Date --12-31 Â Document Fiscal Year Focus 2024 Â Document Fiscal Period Focus Q2 Â Amendment Flag false Â X - DefinitionBoolean flag that is true when the XBRL content amends previously-filed or accepted submission. + ReferencesNo definition available. + Details Name: dei_AmendmentFlag Namespace Prefix: dei_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - DefinitionArea code of city + ReferencesNo definition available. + Details Name: dei_CityAreaCode Namespace Prefix: dei_ Data Type: xbrli:normalizedStringItemType Balance Type: na Period Type: duration X - 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 14 R2.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Condensed Consolidated Balance Sheets (unaudited) - USD ($) $ in Thousands Jun. 30, 2024 Dec. 31, 2023 Current assets: Â Â Cash and cash equivalents $ 135,303 $ 134,343 Prepaid expenses and other current assets 2,940 2,677 Other receivables 545 1,350 Total current assets 138,788 138,370 Property and equipment, net 7,092 7,958 Restricted cash and cash equivalents, net of current portion 1,211 21,023 Operating lease right of use asset 6,347 6,888 Other assets 265 594 Total assets 153,703 174,833 Current liabilities: Â Â Accounts payable 1,467 1,336 Accrued expenses and other current liabilities 8,701 8,860 Operating lease liability, current 1,274 1,608 Deferred revenue, current 0 907 Note payable, current 0 6,667 Total current liabilities 11,442 19,378 Operating lease liability, net of current portion 10,239 10,992 Deferred revenue, net of current portion 0 433 Note payable, net of discount, issuance costs, and current portion 25,163 32,656 Derivative liability 2,841 0 Total liabilities 49,685 63,459 Commitments and contingencies Stockholdersâ€™ equity: Â Â Preferred stock, $0.0001 par value, 5,000,000 shares authorized as of JuneÂ 30, 2024 and DecemberÂ 31, 2023; no shares issued or outstanding as of JuneÂ 30, 2024 and DecemberÂ 31, 2023 0 0 Common stock, $0.0001 par value, 200,000,000 shares authorized as of JuneÂ 30, 2024 and DecemberÂ 31, 2023; 43,702,147 and 39,107,048 shares issued and outstanding as of JuneÂ 30, 2024 and DecemberÂ 31, 2023, respectively 4 4 Additional paid-in capital 481,529 455,443 Accumulated deficit (377,515) (344,073) Total stockholdersâ€™ equity 104,018 111,374 Total liabilities and stockholdersâ€™ equity $ 153,703 $ 174,833 X - DefinitionCarrying value as of the balance sheet date of liabilities incurred (and for which invoices have typically been received) and payable to vendors for goods and services received that are used in an entity's business. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer). + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(19)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10 + Details Name: us-gaap_AccountsPayableCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionCarrying value as of the balance sheet date of obligations incurred and payable, pertaining to costs that are statutory in nature, are incurred on contractual obligations, or accumulate over time and for which invoices have not yet been received or will not be rendered. Examples include taxes, interest, rent and utilities. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer). + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_AccruedLiabilitiesCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of excess of issue price over par or stated value of stock and from other transaction involving stock or stockholder. Includes, but is not limited to, additional paid-in capital (APIC) for common and preferred stock. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(18)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)(a)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_AdditionalPaidInCapital Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of asset recognized for present right to economic benefit. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 48 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-48Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 49 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-49Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 5: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (bb) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-3Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Subparagraph (a) -Publisher FASB -URI 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 obligation to transfer good or service to customer for which consideration has been received or is receivable, classified as current. + 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_ContractWithCustomerLiabilityCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of obligation to transfer good or service to customer for which consideration has been received or is receivable, classified as noncurrent. + 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_ContractWithCustomerLiabilityNoncurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionFair value, after the effects of master netting arrangements, of a financial liability or contract with one or more underlyings, notional amount or payment provision or both, and the contract can be net settled by means outside the contract or delivery of an asset. Includes liabilities not subject to a master netting arrangement and not elected to be offset. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 4: 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 5: 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 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-3Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478795/946-210-50-6Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478795/946-210-50-6Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (a)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478795/946-210-50-6Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (a)(4) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478795/946-210-50-6Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478795/946-210-50-1Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478795/946-210-50-1Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478795/946-210-50-1Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (c)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478795/946-210-50-1Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478795/946-210-50-6Reference 16: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478795/946-210-50-6Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(9)(e)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 320 -Name Accounting Standards Codification -Section S99 -Paragraph 5C -Subparagraph (SX 210.12-13C(Column H) (Footnote 7)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477271/946-320-S99-5CReference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(9)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(9)(d)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 320 -Name Accounting Standards Codification -Section S99 -Paragraph 5 -Subparagraph (SX 210.12-13(Column G)(Footnote 8)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477271/946-320-S99-5Reference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 320 -Name Accounting Standards Codification -Section S99 -Paragraph 5C -Subparagraph (SX 210.12-13C(Column H)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477271/946-320-S99-5CReference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 320 -Name Accounting Standards Codification -Section S99 -Paragraph 5 -Subparagraph (SX 210.12-13(Column G)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477271/946-320-S99-5Reference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 320 -Name Accounting Standards Codification -Section S99 -Paragraph 5A -Subparagraph (SX 210.12-13A(Column E)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477271/946-320-S99-5AReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 320 -Name Accounting Standards Codification -Section S99 -Paragraph 5B -Subparagraph (SX 210.12-13B(Column E)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477271/946-320-S99-5BReference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 320 -Name Accounting Standards Codification -Section S99 -Paragraph 5B -Subparagraph (SX 210.12-13B(Column E) (Footnote 4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477271/946-320-S99-5BReference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483466/210-20-50-3Reference 28: http://www.xbrl.org/2003/role/exampleRef -Topic 210 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483444/210-20-55-22Reference 29: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483444/210-20-55-10Reference 30: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-10 + Details Name: us-gaap_DerivativeLiabilities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of liability recognized for present obligation requiring transfer or otherwise providing economic benefit to others. + 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(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 S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -

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10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 27: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481404/852-10-50-7Reference 28: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481404/852-10-50-7Reference 29: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30 + Details Name: us-gaap_Liabilities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of liabilities and equity items, including the portion of equity attributable to noncontrolling interests, if any. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(25)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 5: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 6: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(23)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(32)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_LiabilitiesAndStockholdersEquity Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionTotal obligations incurred as part of normal operations that are expected to be paid during the following twelve months or within one business cycle, if longer. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(21)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-3Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-25Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (bb) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-3Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 8: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483467/210-10-45-5Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 11: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 20: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481404/852-10-50-7Reference 21: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481404/852-10-50-7 + Details Name: us-gaap_LiabilitiesCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap_LiabilitiesCurrentAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionCarrying value as of the balance sheet date of notes payable (with maturities initially due after one year or beyond the operating cycle if longer), excluding current portion. + 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-S99-1 + Details Name: us-gaap_LongTermNotesPayable Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionSum of the carrying values as of the balance sheet date of the portions of long-term notes payable due within one year or the 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-S99-1Reference 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-S99-1 + Details Name: us-gaap_NotesPayableCurrent 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, after allowance, of receivables classified as other, due within one year or the operating cycle, if longer. + ReferencesNo definition available. + Details Name: us-gaap_OtherReceivablesNetCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAggregate par or stated value of issued nonredeemable preferred stock (or preferred stock redeemable solely at the option of the issuer). This item includes treasury stock repurchased by the entity. Note: elements for number of nonredeemable preferred 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(28)) -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)(21)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1 + Details Name: us-gaap_PreferredStockValue 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 cash restricted as to withdrawal or usage, classified as noncurrent. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. + 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(17)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 45 -Paragraph 5 -SubTopic 210 -Topic 954 -Publisher FASB -URI https://asc.fasb.org/1943274/2147477220/954-210-45-5Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-8 + Details Name: us-gaap_RestrictedCashNoncurrent 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 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_StockholdersEquityIncludingPortionAttributableToNoncontrollingInterestAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 15 R3.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Condensed Consolidated Balance Sheets (unaudited) (Parenthetical) - $ / shares Jun. 30, 2024 Dec. 31, 2023 Statement of Financial Position [Abstract] Â Â Preferred stock par value (in usd per share) $ 0.0001 $ 0.0001 Preferred stock authorized (in shares) 5,000,000 5,000,000 Preferred stock issued (in shares) 0 0 Preferred stock outstanding (in shares) 0 0 Common stock par value (in usd per share) $ 0.0001 $ 0.0001 Common stock authorized (in shares) 200,000,000 200,000,000 Common stock issued (in shares) 43,702,147 39,107,048 Common stock outstanding (in shares) 43,702,147 39,107,048 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 - 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 - DefinitionNumber of shares issued for nonredeemable preferred shares and preferred shares redeemable solely at option of issuer. Includes, but is not limited to, preferred shares issued, repurchased, and held as treasury shares. Excludes preferred shares classified as debt. + 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_PreferredStockSharesIssued Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionAggregate share number for all nonredeemable preferred stock (or preferred stock redeemable solely at the option of the issuer) held by stockholders. Does not include preferred shares that have been repurchased. + 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 2 -Subparagraph (SX 210.6-05(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-2Reference 3: 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 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(16)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 5: 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_PreferredStockSharesOutstanding 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 16 R4.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Condensed Consolidated Statements of Operations (unaudited) - USD ($) $ in Thousands 3 Months Ended 6 Months Ended Jun. 30, 2024 Jun. 30, 2023 Jun. 30, 2024 Jun. 30, 2023 Revenue: Â Â Â Â Collaboration revenue $ 1,143 $ 8,081 $ 1,885 $ 12,545 Operating expenses: Â Â Â Â Research and development 15,271 9,583 28,179 21,289 General and administrative 4,832 4,565 9,828 9,546 Total operating expenses 20,103 14,148 38,007 30,835 Operating loss (18,960) (6,067) (36,122) (18,290) Other income: Â Â Â Â Interest income 1,793 1,949 3,766 3,467 Interest expense (1,142) (955) (2,145) (1,126) Loss on extinguishment of debt (553) 0 (553) 0 Other income (expense), net 1,613 (25) 1,612 (1,131) Total other income 1,711 969 2,680 1,210 Net loss $ (17,249) $ (5,098) $ (33,442) $ (17,080) Net loss per share attributable to common stockholders, basic and diluted Â Â Â Â Net loss per common share, basic (in usd per share) $ (0.40) $ (0.14) $ (0.79) $ (0.49) Net loss per common share, diluted (in usd per share) $ (0.43) $ (0.14) $ (0.82) $ (0.49) Weighted-average common shares outstanding, basic and diluted Â Â Â Â Weighted-average common shares outstanding, basic (in shares) 43,521,406 35,557,701 42,564,342 35,173,327 Weighted -average common shares outstanding, diluted (in shares) 44,043,184 35,557,701 42,825,231 35,173,327 X - DefinitionEarnings Per Share Basic And Diluted Other Disclosures1 + ReferencesNo definition available. + Details Name: howl_EarningsPerShareBasicAndDilutedOtherDisclosures1Abstract Namespace Prefix: howl_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration 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 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 - DefinitionDifference between the fair value of payments made and the carrying amount of debt which is extinguished prior to maturity. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 470 -SubTopic 50 -Section 40 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481303/470-50-40-2Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 470 -SubTopic 50 -Section 40 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481303/470-50-40-4 + Details Name: us-gaap_GainsLossesOnExtinguishmentOfDebt Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - 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 interest expense classified as nonoperating. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2 + Details Name: us-gaap_InterestExpenseNonoperating Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount before accretion (amortization) of purchase discount (premium) of interest income on nonoperating securities. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (c) -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 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(7)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 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/1943274/2147482810/280-10-50-32 + Details Name: us-gaap_InvestmentIncomeInterest Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe portion of profit or loss for the period, net of income taxes, which is attributable to the parent. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-9Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482765/220-10-50-6Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-1Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-8Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-4Reference 17: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-10Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479105/946-220-45-7Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(18)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(1)(d)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 23: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 28: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 29: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 30: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 31: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 32: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 33: http://www.xbrl.org/2003/role/disclosureRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-7Reference 34: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 35: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1AReference 36: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1BReference 37: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(22)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1 + Details Name: us-gaap_NetIncomeLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe aggregate amount of income or expense from ancillary business-related activities (that is to say, excluding major activities considered part of the normal operations of the business). + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(7)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2 + Details Name: us-gaap_NonoperatingIncomeExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_NonoperatingIncomeExpenseAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionGenerally recurring costs associated with normal operations except for the portion of these expenses which can be clearly related to production and included in cost of sales or services. 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 - 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 - 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 from collaborative arrangement. Excludes revenue from contract with customer under Topic 606. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 808 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479402/808-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 45 -Paragraph 3 -SubTopic 10 -Topic 808 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479428/808-10-45-3 + Details Name: us-gaap_RevenueFromCollaborativeArrangementExcludingRevenueFromContractWithCustomer 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 XML 17 R5.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Condensed Consolidated Statements of Stockholdersâ€™ Equity (unaudited) - USD ($) $ in Thousands Total Market Offering Common Stock Common Stock Market Offering Additional Paid-in Capital Additional Paid-in Capital Market Offering Accumulated Deficit Stockholders' equity, beginning balance (in shares) at Dec. 31, 2022 Â Â 31,515,074 Â Â Â Â Stockholders' equity, beginning balance at Dec. 31, 2022 $ 122,337 Â $ 3 Â $ 429,039 Â $ (306,705) Increase (Decrease) in Stockholders' Equity [Roll Forward] Â Â Â Â Â Â Issuance of common stock from at the market offering, net of issuance costs (in shares) Â Â Â 3,824,249 Â Â Â Issuance of common stock from at the market offering, net of issuance costs Â $ 8,610 Â Â Â $ 8,610 Â Stock-based compensation expense 2,108 Â Â Â 2,108 Â Â Net loss (11,982) Â Â Â Â Â (11,982) Stockholders' equity, ending balance (in shares) at Mar. 31, 2023 Â Â 35,339,323 Â Â Â Â Stockholders' equity, ending balance at Mar. 31, 2023 121,073 Â $ 3 Â 439,757 Â (318,687) Stockholders' equity, beginning balance (in shares) at Dec. 31, 2022 Â Â 31,515,074 Â Â Â Â Stockholders' equity, beginning balance at Dec. 31, 2022 122,337 Â $ 3 Â 429,039 Â (306,705) Increase (Decrease) in Stockholders' Equity [Roll Forward] Â Â Â Â Â Â Net loss (17,080) Â Â Â Â Â Â Stockholders' equity, ending balance (in shares) at Jun. 30, 2023 Â Â 35,641,784 Â Â Â Â Stockholders' equity, ending balance at Jun. 30, 2023 118,599 Â $ 3 Â 442,381 Â (323,785) Stockholders' equity, beginning balance (in shares) at Mar. 31, 2023 Â Â 35,339,323 Â Â Â Â Stockholders' equity, beginning balance at Mar. 31, 2023 121,073 Â $ 3 Â 439,757 Â (318,687) Increase (Decrease) in Stockholders' Equity [Roll Forward] Â Â Â Â Â Â Issuance of common stock from at the market offering, net of issuance costs (in shares) Â Â 28,739 272,032 Â Â Â Issuance of common stock from at the market offering, net of issuance costs 45 644 Â Â 45 644 Â Stock-based compensation expense 1,930 Â Â Â 1,930 Â Â Stock option exercises (in shares) Â Â 1,690 Â Â Â Â Stock option exercises 5 Â Â Â 5 Â Â Net loss (5,098) Â Â Â Â Â (5,098) Stockholders' equity, ending balance (in shares) at Jun. 30, 2023 Â Â 35,641,784 Â Â Â Â Stockholders' equity, ending balance at Jun. 30, 2023 $ 118,599 Â $ 3 Â 442,381 Â (323,785) Stockholders' equity, beginning balance (in shares) at Dec. 31, 2023 $ 111,374 Â $ 4 Â 455,443 Â (344,073) Increase (Decrease) in Stockholders' Equity [Roll Forward] Â Â Â Â Â Â Issuance of common stock from at the market offering, net of issuance costs (in shares) Â Â Â 4,169,324 Â Â Â Issuance of common stock from at the market offering, net of issuance costs Â 20,089 Â Â Â 20,089 Â Stock-based compensation expense 2,305 Â Â Â 2,305 Â Â Stock option exercises (in shares) Â Â 5,999 Â Â Â Â Stock option exercises 12 Â Â Â 12 Â Â Net loss (16,193) Â Â Â Â Â (16,193) Stockholders' equity, ending balance (in shares) at Mar. 31, 2024 Â Â 43,282,371 Â Â Â Â Stockholders' equity, ending balance at Mar. 31, 2024 $ 117,587 Â $ 4 Â 477,849 Â (360,266) Stockholders' equity, beginning balance (in shares) at Dec. 31, 2023 39,107,048 Â 39,107,048 Â Â Â Â Stockholders' equity, beginning balance at Dec. 31, 2023 $ 111,374 Â $ 4 Â 455,443 Â (344,073) Increase (Decrease) in Stockholders' Equity [Roll Forward] Â Â Â Â Â Â Net loss $ (33,442) Â Â Â Â Â Â Stockholders' equity, ending balance (in shares) at Jun. 30, 2024 43,702,147 Â 43,702,147 Â Â Â Â Stockholders' equity, ending balance at Jun. 30, 2024 $ 104,018 Â $ 4 Â 481,529 Â (377,515) Stockholders' equity, beginning balance (in shares) at Mar. 31, 2024 Â Â 43,282,371 Â Â Â Â Stockholders' equity, beginning balance at Mar. 31, 2024 117,587 Â $ 4 Â 477,849 Â (360,266) Increase (Decrease) in Stockholders' Equity [Roll Forward] Â Â Â Â Â Â Issuance of common stock from at the market offering, net of issuance costs (in shares) Â Â 246,680 172,996 Â Â Â Issuance of common stock from at the market offering, net of issuance costs 76 $ 1,002 Â Â 76 $ 1,002 Â Stock-based compensation expense 2,602 Â Â Â 2,602 Â Â Stock option exercises (in shares) Â Â 100 Â Â Â Â Stock option exercises 0 Â Â Â Â Â Â Net loss $ (17,249) Â Â Â Â Â Â (17,249) Stockholders' equity, ending balance (in shares) at Jun. 30, 2024 43,702,147 Â 43,702,147 Â Â Â Â Stockholders' equity, ending balance at Jun. 30, 2024 $ 104,018 Â $ 4 Â $ 481,529 Â $ (377,515) X - DefinitionAmount of increase to additional paid-in capital (APIC) for recognition of cost for option under share-based payment arrangement. + ReferencesNo definition available. + Details Name: us-gaap_AdjustmentsToAdditionalPaidInCapitalShareBasedCompensationStockOptionsRequisiteServicePeriodRecognition Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration 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 - DefinitionA roll forward is a reconciliation of a concept from the beginning of a period to the end of a period. + ReferencesNo definition available. + Details Name: us-gaap_IncreaseDecreaseInStockholdersEquityRollForward Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe portion of profit or loss for the period, net of income taxes, which is attributable to the parent. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-9Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482765/220-10-50-6Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-1Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-8Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-4Reference 17: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-10Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479105/946-220-45-7Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(18)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(1)(d)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 23: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 28: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 29: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 30: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher

FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 31: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 32: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 33: http://www.xbrl.org/2003/role/disclosureRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-7Reference 34: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 35: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1AReference 36: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1BReference 37: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(22)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1 + Details Name: us-gaap_NetIncomeLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - 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 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 X - DefinitionEquity impact of the value of new stock issued during the period. Includes shares issued in an initial public offering or a secondary public offering. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-11Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 205 -Name Accounting Standards Codification -Section 45 -Paragraph 4 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478009/946-205-45-4Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 505 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478448/946-505-50-2Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 8: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_StockIssuedDuringPeriodValueNewIssues Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionValue of stock issued as a result of the exercise of stock options. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(31)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_StockIssuedDuringPeriodValueStockOptionsExercised 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 18 R6.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Condensed Consolidated Statements of Stockholdersâ€™ Equity (unaudited) (Parenthetical) - USD ($) $ in Thousands 3 Months Ended Jun. 30, 2024 Mar. 31, 2024 Jun. 30, 2023 Mar. 31, 2023 Market Offering Â Â Â Â Issuance costs $ 61 $ 985 $ 31 $ 103 X - DefinitionAmount of decrease in additional paid in capital (APIC) resulting from direct costs associated with issuing stock. Includes, but is not limited to, legal and accounting fees and direct costs associated with stock issues under a shelf registration. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_AdjustmentsToAdditionalPaidInCapitalStockIssuedIssuanceCosts Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - Details Name: us-gaap_SubsidiarySaleOfStockAxis=howl_MarketOfferingMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 19 R7.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Condensed Consolidated Statements of Cash Flows (unaudited) - USD ($) $ in Thousands 6 Months Ended Jun. 30, 2024 Jun. 30, 2023 Operating activities: Â Â Net loss $ (33,442) $ (17,080) Adjustments to reconcile net loss to net cash used in operating activities: Â Â Stock-based compensation expense 4,907 4,038 Depreciation expense 918 859 Non-cash interest expense 410 92 Non-cash lease expense 541 675 Loss on extinguishment of debt 553 0 Change in fair value of derivative liabilities (1,609) (1,030) Amortization of debt issuance costs 0 60 Changes in operating assets and liabilities: Â Â Prepaid expenses and other assets (474) 863 Other receivables 805 1 Other non-current assets 329 0 Accounts payable, accrued expenses and other liabilities 15 (3,017) Deferred revenue (1,340) (5,271) Operating lease liability (1,087) (1,009) Net cash used in operating activities (29,474) (20,819) Investing activities: Â Â Purchases of property and equipment (128) (350) Net cash used in investing activities (128) (350) Financing activities: Â Â Proceeds from at the market offering of common stock, net of issuance costs 21,124 9,265 Proceeds from drawdown of term loans 30,000 40,000 Payment of debt issuance costs (673) 0 Repayment of term loan (40,000) 0 Proceeds from issuances under Employee Stock Purchase Plan 76 45 Proceeds from stock option exercises 12 5 Net cash provided by financing activities 10,539 49,315 Net (decrease) increase in cash, cash equivalents and restricted cash and cash equivalents (19,063) 28,146 Cash, cash equivalents and restricted cash and cash equivalentsâ€”beginning of period 155,577 130,529 Cash, cash equivalents and restricted cash and cash equivalentsâ€”end of period 136,514 158,675 Reconciliation of cash, cash equivalents and restricted cash and cash equivalents to the condensed consolidated balance sheets Â Â Cash and cash equivalents 135,303 137,452 Prepaid expenses and other current assets 0 208 Restricted cash and cash equivalents, net of current portion 1,211 21,015 Cash, cash equivalents and restricted cash and cash equivalents 136,514 158,675 Supplemental disclosure of cash flow information: Â Â Cash paid for interest 1,788 742 Supplemental disclosure of non-cash investing and financing activities: Â Â Purchases of property and equipment in accounts payable and accrued expenses 0 13 Issuance costs in accounts payable and accrued expenses 69 15 Fair value of derivative liability issued with term loan $ 4,450 $ 0 X - DefinitionFair Value Of Derivative Liabilities Issued With Term Loan + ReferencesNo definition available. + Details Name: howl_FairValueOfDerivativeLiabilitiesIssuedWithTermLoan Namespace Prefix: howl_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionNon-Cash Interest Expense + ReferencesNo definition available. + Details Name: howl_NonCashInterestExpense Namespace Prefix: howl_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionStock Issuance Costs Incurred But Not Yet Paid + ReferencesNo definition available. + Details Name: howl_StockIssuanceCostsIncurredButNotYetPaid Namespace Prefix: howl_ 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 amortization expense attributable to debt issuance costs. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(8)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 2: http://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 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-3 + Details Name: us-gaap_AmortizationOfFinancingCosts Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionFuture cash outflow to pay for purchases of fixed assets that have occurred. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-4Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-3Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-5 + Details Name: us-gaap_CapitalExpendituresIncurredButNotYetPaid Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit 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 - DefinitionAmount of cash and cash equivalents, and cash and cash equivalents restricted to withdrawal or usage. Excludes amount for disposal group and discontinued operations. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of 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_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalents Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration 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 amount of expense recognized in the current period that reflects the allocation of the cost of tangible assets over the assets' useful lives. Includes production and non-production related depreciation. + 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_Depreciation Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of increase (decrease) in the fair value of derivatives recognized in the income statement. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 815 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4A -Subparagraph (b)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480434/815-10-50-4A + Details Name: us-gaap_DerivativeGainLossOnDerivativeNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionDifference between the fair value of payments made and the carrying amount of debt which is extinguished prior to maturity. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 470 -SubTopic 50 -Section 40 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481303/470-50-40-2Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 470 -SubTopic 50 -Section 40 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481303/470-50-40-4 + Details Name: us-gaap_GainsLossesOnExtinguishmentOfDebt Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of increase (decrease) in obligations incurred but not paid, and operating obligations 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_IncreaseDecreaseInAccountsPayableAndOtherOperatingLiabilities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of increase (decrease) in obligation to transfer good or service to customer for which consideration has been received or is receivable. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 912 -SubTopic 310 -Name Accounting Standards Codification -Section 45 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478345/912-310-45-11Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_IncreaseDecreaseInContractWithCustomerLiability Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_IncreaseDecreaseInOperatingCapitalAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of increase (decrease) in obligation for operating lease. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (g)(1) -SubTopic 20 -Topic 842 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-4 + Details Name: us-gaap_IncreaseDecreaseInOperatingLeaseLiability Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of increase (decrease) in 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 receivables 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_IncreaseDecreaseInOtherReceivables 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 - 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_NoncashInvestingAndFinancingItemsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of periodic reduction over lease term of carrying amount of right-of-use asset from operating lease. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_OperatingLeaseRightOfUseAssetAmortizationExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe cash outflow paid to third parties in connection with debt origination, which will be amortized over the remaining maturity period of the associated long-term debt. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 15 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-15 + Details Name: us-gaap_PaymentsOfDebtIssuanceCosts 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 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 during the period from additional borrowings in aggregate debt. Includes proceeds from short-term and long-term debt. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 14 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-14 + Details Name: us-gaap_ProceedsFromIssuanceOfDebt Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration 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 - DefinitionThe cash outflow to repay long-term debt that is wholly or partially secured by collateral. Excludes repayments of tax exempt secured debt. + 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_RepaymentsOfSecuredDebt Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of cash and cash equivalents restricted as to withdrawal or usage, classified as current. 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 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/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 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_RestrictedCashAndCashEquivalentsAtCarryingValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of cash and cash equivalents restricted as to withdrawal or usage, classified as noncurrent. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. + 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 -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-4Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 45 -Paragraph 5 -SubTopic 210 -Topic 954 -Publisher FASB -URI https://asc.fasb.org/1943274/2147477220/954-210-45-5 + Details Name: us-gaap_RestrictedCashAndCashEquivalentsNoncurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant 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 20 R8.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Nature of Business 6 Months Ended Jun. 30, 2024 Organization, Consolidation and Presentation of Financial Statements [Abstract] Â Nature of Business 1. Nature of Business Werewolf Therapeutics, Inc. was incorporated in the state of Delaware in October 2017. As used throughout these unaudited, condensed consolidated financial statements, the terms â€œWerewolf,â€ â€œwe,â€ â€œus,â€ and â€œourâ€ refer to the business of Werewolf Therapeutics, Inc., and its wholly owned subsidiary. We are an innovative biopharmaceutical company pioneering the development of therapeutics engineered to stimulate the bodyâ€™s immune system for the treatment of cancer. Our headquarters are located in Watertown, Massachusetts. Since inception, we have devoted substantially all of our efforts and financial resources to organizing and staffing the company; business planning; raising capital; developing and optimizing our platform technology; identifying potential product candidates; enhancing our intellectual property portfolio; undertaking research, preclinical studies, and clinical trials; and enabling manufacturing for our development programs. We are subject to risks and uncertainties common to early-stage companies in the biotechnology industry including, but not limited to, technical risks associated with the successful research, development and manufacturing of product candidates, 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. Current and future programs will require significant 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. Even if our product development efforts are successful, it is uncertain when, if ever, we will realize significant revenue from product sales. We had cash and cash equivalents of $135.3 million at JuneÂ 30, 2024. We expect that our cash and cash equivalents will enable us to fund our operating expenses and capital expenditure requirements for at least twelve months from the date of issuance of the condensed consolidated financial statements in this Form 10-Q. However, additional funding will be necessary beyond this point to fund future preclinical and clinical activities. We expect to finance our future cash needs through a combination of equity or debt financings, collaboration agreements, strategic alliances and licensing arrangements. X - ReferencesNo definition available. + Details Name: us-gaap_OrganizationConsolidationAndPresentationOfFinancialStatementsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for organization, consolidation and basis of presentation of financial statements disclosure. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480424/946-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480424/946-10-50-2Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 810 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/810/tableOfContentReference 4: 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_OrganizationConsolidationAndPresentationOfFinancialStatementsDisclosureTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 21 R9.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Summary of Significant Accounting Policies 6 Months Ended Jun. 30, 2024 Accounting Policies [Abstract] Â Summary of Significant Accounting Policies 2. Summary of Significant Accounting Policies Basis of Presentation and ConsolidationThe accompanying condensed consolidated financial statements as of JuneÂ 30, 2024 and DecemberÂ 31, 2023, and for the three and six months ended June 30, 2024 and 2023, have been prepared in accordance with the rules and regulations of the Securities and Exchange Commission (the â€œSECâ€) and generally accepted accounting principles in the United States of America (â€œGAAPâ€) as found in the Accounting Standards Codification (â€œASCâ€) and Accounting Standards Updates (â€œASUâ€) of the Financial Accounting Standards Board (â€œFASBâ€) for condensed consolidated financial information. Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements. In the opinion of management, these condensed consolidated financial statements reflect all normal recurring adjustments which are necessary for a fair presentation of our financial position and results of our operations, as of and for the periods presented. These condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto contained in our Annual Report on Form 10-K for the year ended DecemberÂ 31, 2023 filed with the SEC on MarchÂ 7, 2024 (the â€œ2023 Annual Reportâ€).The information presented in the condensed consolidated financial statements and related notes as of JuneÂ 30, 2024, and for the three and six months ended June 30, 2024 and 2023, is unaudited. The DecemberÂ 31, 2023 condensed consolidated balance sheet included herein was derived from the audited financial statements as of that date, but does not include all disclosures, including notes, required by GAAP for complete financial statements.Interim results for the three and six months ended June 30, 2024 are not necessarily indicative of the results that may be expected for the fiscal year ending DecemberÂ 31, 2024, or any future period.The accompanying condensed consolidated financial statements include the accounts of Werewolf Therapeutics, Inc. and its wholly owned subsidiary, Werewolf Therapeutics Mass Securities, Inc. All intercompany transactions and balances have been eliminated in consolidation.Summary of Significant Accounting PoliciesThe significant accounting policies and estimates used in the preparation of the condensed consolidated financial statements are described in our audited financial statements as of and for the year ended DecemberÂ 31, 2023, and the notes thereto, which are included in the 2023 Annual Report. Other than as set forth below there have been no material changes in our significant accounting policies during the six months ended June 30, 2024.Use of Estimates The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Significant estimates and assumptions reflected in these condensed consolidated financial statements include, but are not limited to, those related to revenue recognition, accrued expenses, assumptions used in the valuation of stock-based compensation expense and the fair value of the derivative liability, and income taxes. Actual results could differ from those estimates.Recently Adopted Accounting PronouncementsIn August 2020, the FASB issued ASU No. 2020-06, Debtâ€”Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging Contracts in Entityâ€™s Own Equity (Subtopic 815-40) (â€œASU No. 2020-06â€), which reduces the number of accounting models for convertible debt instruments and convertible preferred stock as well as amends the derivatives scope exception for contracts in an entityâ€™s own equity. ASU No. 2020-06 also simplifies the diluted earnings per share calculation in certain areas. We adopted ASU No. 2020-06 on January 1, 2024. The adoption did not have a material impact on the condensed consolidated financial statements.Recent Accounting PronouncementsIn December 2023, the FASB issued ASU No. 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures (â€œASU No. 2023-09â€), which enhances the transparency and decision usefulness of income tax disclosures primarily related to rate reconciliation and income taxes paid. The provisions of ASU No. 2023-09 are effective for fiscal years beginning after December 15, 2024, with early adoption permitted, and are required to be applied on a prospective basis. Our management is currently evaluating the impact that this standard will have on our consolidated financial statements.Other accounting standards that have been issued or proposed by the FASB or other standards-setting bodies that do not require adoption until a future date are not expected to have a material impact on our consolidated financial statements upon adoption.Subsequent EventsWe have evaluated subsequent events and transactions that occurred after the balance sheet date up to the date that the financial statements were issued. Other than as described in these condensed consolidated financial statements, we did not identify any subsequent events that require adjustment or disclosure in the condensed consolidated financial statements. X - ReferencesNo definition available. + Details Name: us-

gaap_AccountingPoliciesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for the basis of presentation and significant accounting policies concepts. Basis of presentation describes the underlying basis used to prepare the financial statements (for example, US Generally Accepted Accounting Principles, Other Comprehensive Basis of Accounting, IFRS). Accounting policies describe all significant accounting policies of the reporting entity. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 235 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/235/tableOfContent + Details Name: us-gaap_BasisOfPresentationAndSignificantAccountingPoliciesTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 22 R10.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Collaboration and License Agreement 6 Months Ended Jun. 30, 2024 Business Combination, Asset Acquisition, and Joint Venture Formation [Abstract] Â Collaboration and License Agreement 3. Collaboration and License AgreementDetailed description of the contractual terms and our accounting for the agreement described below is included in our audited financial statements and notes in the 2023 Annual Report.During the six months ended June 30, 2024, we continued to perform under our exclusive global collaboration and license agreement (the â€œCollaboration Agreementâ€) with Jazz Pharmaceuticals Ireland Limited ("Jazz"), pursuant to which we recognized revenue utilizing the cost-to-cost input method, which best depicts the research and development services performed for the customer. Revenue from the transaction price was recognized over time as research and development services were performed. In June 2024, we executed a transfer agreement (the â€œTransfer Agreementâ€) to assign our rights in a development agreement with a contract manufacturer of our interferon alpha INDUKINE molecule JZP898 to Jazz. The execution of this Transfer Agreement was the last material performance obligation required of us under the Collaboration Agreement. As of the execution of the Transfer Agreement, we no longer have any material performance obligations under the Collaboration Agreement. As a result, during the three months ended June 30, 2024, all remaining deferred revenue related to the Collaboration Agreement has been recognized. The following table summarizes research and development costs incurred and revenue recognized in connection with our performance under the Collaboration Agreement:Three Months Ended June 30,Six Months Ended June 30,20242023202420232(in thousands)(in thousands)Revenue recognized1,143Â 8,081Â 1,885Â 12,545Â Cost incurred210Â 5,152Â 545Â 7,273Â The following table presents changes in our contract liabilities during the six months ended June 30, 2024:Balance as of December 31, 2023AdditionsReductionsBalance as of June 30, 2024(in thousands)Contract liabilities:Deferred revenue$1,340Â $â€”Â $(1,340)$â€”Â Total contract liabilities$1,340Â $â€”Â $(1,340)$â€”Â All deferred revenue related to the Collaboration Agreement has been recognized as of JuneÂ 30, 2024Unbilled receivables related to the Collaboration Agreement of $0.2Â million and $0.4Â million are included within other receivables in the accompanying condensed consolidated balance sheets as of JuneÂ 30, 2024 and DecemberÂ 31, 2023, respectively. Receivables related to the Collaboration Agreement of $0.3Â million and $0.9Â million are included within other receivables in the accompanying condensed consolidated balance sheets as of JuneÂ 30, 2024 and DecemberÂ 31, 2023, respectively. Revenue recognized during the six months ended June 30, 2024 and 2023, includes $1.3Â million and $5.3Â million of revenue that was included in deferred revenue as of DecemberÂ 31, 2023 and 2022, respectively.At the end of each reporting period, we re-evaluate our estimate of the transaction price associated with the Collaboration Agreement and determine if variable consideration previously excluded from the transaction should be included in the transaction price based on changes in circumstances, if any. During the six months ended June 30, 2024 and 2023, we did not recognize any adjustment to the transaction price associated with variable consideration previously excluded from the transaction price. As of JuneÂ 30, 2024, we have not received any royalty payments under the Collaboration Agreement. X - ReferencesNo definition available. + Details Name: us-gaap_BusinessCombinationAndAssetAcquisitionAbstract Namespace Prefix: us-gaap_ 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 23 R11.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Financial Instruments and Fair Value Measurements 6 Months Ended Jun. 30, 2024 Fair Value Disclosures [Abstract] Â Financial Instruments and Fair Value Measurements 4. Financial Instruments and Fair Value Measurements Our assets that are required to be measured at fair value on a recurring basis consist of money market funds, classified as cash, cash equivalents and restricted cash and cash equivalents on our condensed consolidated balance sheets as JuneÂ 30, 2024 and DecemberÂ 31, 2023. Our liabilities that are required to be measured at fair value on a recurring basis consist of a derivative liability pursuant to a loan and security agreement (the â€œK2HV Loan Agreementâ€) with K2 HealthVentures LLC (â€œK2HVâ€) (see Note 6, Term Loan) on our condensed consolidated balance sheets as JuneÂ 30, 2024. We did not have any liabilities that are required to be measured at fair value on a recurring basis as of DecemberÂ 31, 2023.The carrying amounts reflected in the condensed consolidated balance sheets for cash, prepaid expenses and other current assets, accounts payable and accrued expenses approximate their fair values, due to their short-term nature.Assets and liabilities measured at fair value on a recurring basis as of JuneÂ 30, 2024 were as follows: Level 1Level 2LevelÂ 3Total(in thousands)Assets:Money market funds$129,881Â $â€”Â $â€”Â $129,881Â Total assets$129,881Â $â€”Â $â€”Â $129,881Â Liabilities:$â€”Â $â€”Â $2,841Â $2,841Â Derivative liability$â€”Â $â€”Â $2,841Â $2,841Â Assets measured at fair value on a recurring basis as of DecemberÂ 31, 2023 were as follows:Level 1Level 2LevelÂ 3Total(in thousands)Assets:Money market funds$149,294Â $â€”Â $â€”Â $149,294Â Total assets$149,294Â $â€”Â $â€”Â $149,294Â There were no changes in valuation techniques during the three or six months ended June 30, 2024.Derivative liabilitiesIn May 2024, we entered into the K2HV Loan Agreement, as further described in Note 6, which provides up to $60.0Â million principal in term loans. Pursuant to the terms of the K2HV Loan Agreement, the lenders thereto may elect, prior to the full repayment of the term loans, to convert up to $5.0Â million of the outstanding principal of the term loans into shares of our common stock at a conversion price of the lesser of $6.3182 per share (the â€œFixed Price Conversionâ€) and the lowest effective price per share of our first equity financing following the closing of the K2HV Loan Agreement (the â€œVariable Price Conversionâ€), subject to customary adjustments and 9.99% and 19.99% beneficial ownership limitations. The Fixed Price Conversion and Variable Price Conversion within the K2HV Loan Agreement are required to be bifurcated as a single compound embedded derivative at fair value, with subsequent changes in fair value recognized in the statements of operations.The following table reconciles the change in fair value of the conversion option derivative liability during the six months ended June 30, 2024 based on Level 3 inputs (in thousands):Six Months EndedJune 30, 2024Balance at December 31, 2023$â€”Â Fair value of embedded derivative at issuance of term loan4,450Â Change in fair value(1,609)Balance at June 30, 2024$2,841Â For the period ended June 30, 2024, the fair value of the conversion option derivative liability in the term loan has been estimated using the Monte Carlo model. A summary of the weighted-average significant unobservable inputs (Level 3 inputs) used in measuring the conversion option derivative liability in the term loan as of June 30, 2024 and May 2, 2024 (inception) is as follows:June 30, 2024May 2, 2024Stock Price$2.44$6.08Volatility101.0%101.0%Risk-free rate (continuous)4.5%4.7%Expected term (in years)0.75 yrs0.91 yrsDividend yield (continuous)â€”%â€”%Success Payment LiabilityIn April 2022, we entered into an amended and restated loan and security agreement (the â€œPWB Loan Agreementâ€) with Pacific Western Bank (â€œPWBâ€), as described below in Note 6. In conjunction with the PWB Loan Agreement, we became obligated to pay to PWB a one-time success payment of up to $1.6 million (the â€œSuccess Feeâ€) upon achieving certain conditions defined in the PWB Loan Agreement (the â€œSuccess Fee Eventâ€). The Success Fee Event occurred during the second quarter of 2023, resulting in the immediate payment in full of the required Success Fee. Prior to the occurrence of the Success Fee Event, we recognized a success payment liability that was stated at fair value and was considered Level 3 because its fair value measurement was based, in part, on significant inputs not observed in the market. Upon completion of the Success Fee Event, we paid the total $1.6Â million success payment and removed the corresponding success payment liability. We remeasured the success payment liability at each reporting date and immediately prior to the Success Fee Event. During the six months ended June 30, 2023, we recognized expense of $1.0 million associated with the change in the fair value of the success payment liability which is included in change in fair value of derivative liability in the accompanying condensed consolidated statements of operations. We had no outstanding obligation associated with the Success Fee as of JuneÂ 30, 2024 or DecemberÂ 31, 2023. 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 24 R12.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Accrued Expenses and Other Current Liabilities 6 Months Ended Jun. 30, 2024 Payables and Accruals [Abstract] Â Accrued Expenses and Other Current Liabilities 5. Accrued Expenses and Other Current LiabilitiesAccrued expenses and other current liabilities were comprised as follows:June 30,2024December 31,2023(in thousands)Contract research$2,845$1,049Manufacturing2,4182,772Employee compensation and benefits2,2743,627Professional fees847655Accrued interest258Â 310Â Other59Â 447Â Total accrued expenses and other current liabilities$8,701$8,860 X - DefinitionAccrued Expenses and Other Current Liabilities + ReferencesNo definition available. + Details Name: howl_AccruedExpensesAndOtherCurrentLiabilitiesDisclosureTextBlock Namespace Prefix: howl_ Data Type: dtr-types1:textBlockItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_PayablesAndAccrualsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 25 R13.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Term Loan 6 Months Ended Jun. 30, 2024 Debt Disclosure [Abstract] Â Term Loan 6. Term Loan PWB Loan AgreementIn April 2022, we entered into the PWB Loan Agreement with PWB and subsequently drew down an aggregate of $40.0Â million in term loans. The term loans accrued interest on the outstanding daily balance at a floating annual rate equal to greater of: (i) 0.5% above the prime rate then in effect or (ii) 4.5%. If the prime rate changed throughout the term, the interest rate would be adjusted effective on the date of the prime rate change. All interest chargeable under the PWB Loan Agreement was computed on a 360-day year for the actual number of days elapsed, with interest payable monthly. We recognized interest expense related to the PWB Loan Agreement of $0.3Â million and $0.9Â million during the three months ended June 30, 2024 and 2023, respectively. In May 2024, we repaid all amounts outstanding under the PWB Loan Agreement, using $29.5Â million in net loan proceeds received under the K2HV Loan Agreement, as described below at Note 6, together with $10.5Â million in existing cash. We recognized a total loss on extinguishment of debt in the amount of $0.6Â million in the six months ended June 30, 2024 primarily due to the write off of unamortized debt issuance costs. K2HV Loan AgreementIn May 2024, we, as borrower, entered into the K2HV Loan Agreement with K2HV (together with any other lender from time to time, the â€œLendersâ€); K2HV, as administrative agent for the Lenders; and Ankura Trust Company, LLC, as collateral trustee for the Lenders. The K2HV Loan Agreement provides up to $60.0 million principal in term loans. We received $30.0 million in gross loan proceeds at closing, $25.0 million from the first tranche commitment upon closing and $5.0 million from the second tranche commitment. A third tranche commitment of up to $10.0 million is available to be drawn at our option between January 1, 2025 and June 30, 2025, subject to the achievement, as determined by the administrative agent in its discretion, of certain time-based, clinical and regulatory milestones and receipt of not less than $60.0 million in net cash proceeds from certain financing activities, with at least $50.0 million from a single offering of common stock. A fourth tranche commitment of up to $20.0 million is available to be drawn down at our option through MayÂ 1, 2026 or if the third tranche is funded, MayÂ 1, 2027, subject to Lenderâ€™s review of our clinical, financial and operating plan and subject to the Lenderâ€™s consent in its sole and absolute discretion. The term loan matures on MayÂ 1, 2028, and we are obligated to make interest only payments for the first 24 months, or 36 months if the third tranche is funded, and then interest and equal principal payments each month thereafter through the maturity date. The term loan bears a variable interest rate equal to the greater of (i) 10.3%, and (ii) the sum of (A) the prime rate last quoted in The Wall Street Journal (or a comparable replacement rate if The Wall Street Journal ceases to quote such rate) and (B) 1.8%. We may prepay, at our option, all, but not less than all, of the outstanding principal balance and all accrued and unpaid interest with respect to the principal balance being prepaid of the term loans, subject to a prepayment premium to which the Lenders are entitled and certain notice requirements. We are obligated to pay a final fee equal to 6.95% of the aggregate amount of the term loans funded, or the Final Fee, to occur upon the earliest of (i) the maturity date, (ii) the acceleration of the term loans, and (iii) the prepayment of the term loans. The Final Fee is being accreted to interest expense using the effective interest method over the life of the debt.The Lenders may elect prior to the full

repayment of the term loans to convert up to $5.0 million of outstanding principal of the term loans into shares of our common stock, pursuant to the Fixed Price Conversion or the Variable Price Conversion, subject to customary adjustments and 9.99% and 19.99% beneficial ownership limitations. There will be no prepayment penalty for any principal amount converted into common stock. We determined that the Fixed Price Conversion and the Variable Price Conversion within the K2HV Loan Agreement are required to be bifurcated as an embedded derivative under ASC 815 at fair value, and recorded as a discount on the debt on the date of issuance, with subsequent changes in fair value recognized in the accompanying consolidated statements of operations. See Note 4 for further discussion on this derivative instrument. As security for our obligations under the K2HV Loan Agreement, we granted the Lenders a first priority security interest on substantially all of our assets (other than intellectual property), subject to certain exceptions. The K2HV Loan Agreement contains customary representations and warranties, events of default and affirmative and negative covenants, including covenants that limit or restrict our ability to, among other things, dispose of assets, make changes to the our business, management, ownership or business locations, merge or consolidate, incur additional indebtedness, incur additional liens, pay dividends or other distributions or repurchase equity, make investments, and enter into certain transactions with affiliates, in each case subject to certain exceptions. Upon the occurrence of an event of default, a default interest rate of an additional 5.0% per annum may be applied to the outstanding loan balances, and the Lenders may declare all outstanding obligations immediately due and payable and exercise all of their rights and remedies as set forth in the K2HV Loan Agreement and under applicable law. As of June 30, 2024, we are in compliance with all covenants.Subject to certain conditions, we granted the Lenders the right, prior to repayment of the term loans, to invest up to $5.0 million in the aggregate in future offerings of capital stock, at market terms, subject to certain exceptions and conditions.We incurred debt issuance costs of $0.7 million in connection with the term loans, composed of the facility fee of $0.4Â million and other expenses paid to the Lenders of $0.2 million and external legal fees of $0.1 million. These debt issuance costs, together with fair value of the embedded derivative of $4.5 million, resulted in a debt discount of $5.1Â million which is being amortized to interest expense over the term of the K2HV Loan Agreement using the effective interest method.The outstanding term loans payable consists of the following:June 30, 2024(in thousands)Term loans$30,000Â Unamortized debt discount (4,837)Total debt, long-term$25,163Â The following table provides the components of interest expense related to the K2HV Loan Agreement:Three Months Ended June 30, 2024Six Months Ended June 30, 2024(in thousands)Interest expense based on coupon interest rate (10.3%) of outstanding term loans$515Â $515Â Accretion of debt discount and Final Fee (8.94%)285Â 285Â Total interest expense on effective rate (19.24%)$800Â $800Â The following table presents the total principal payments and Final Fee schedules to become due during each of the years ended December 31:Principal Payments and Final Fee(in thousands)2024 (remaining as of June 30, 2024)$â€”Â 2025â€”Â 20269,600Â 202714,400Â 20288,085Â Total principal payments and Final Fee$32,085Â X - ReferencesNo definition available. + Details Name: us-gaap_DebtDisclosureAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration 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 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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 XML 26 R14.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Common and Preferred Stock 6 Months Ended Jun. 30, 2024 Equity [Abstract] Â Common and Preferred Stock 7. Common and Preferred StockCommon StockWe are authorized to issue 200,000,000 shares of common stock. Common stockholders are entitled to dividends if and when declared by our board of directors. As of JuneÂ 30, 2024, no dividends on common stock had been declared by us.On May 10, 2022, we entered into a Sales Agreement (the â€œSales Agreementâ€) with Leerink Partners LLC (â€œLeerink Partnersâ€), formerly known as SVB Securities LLC, pursuant to which we may offer and sell shares of our common stock (the â€œATM Offeringâ€). The Sales Agreement provides that Leerink Partners will be entitled to a sales commission equal to 3.0% of the gross sales price per share of all shares sold under the ATM Offering. We were initially entitled to offer and sell shares of our common stock having an aggregate offering price of up to $50.0 million in the ATM Offering. On February 9, 2024, we filed a prospectus supplement (the â€œProspectus Supplementâ€) under our shelf registration statement for the offer and sale of shares of our common stock having an offering price of up to an additional $25.0 million in the ATM Offering. Following our filing of the Prospectus Supplement, we are now entitled to offer and sell shares of our common stock with an aggregate offering price of up to $75.0 million pursuant to the Sales Agreement. During the six months ended June 30, 2024, we sold 4,342,320 shares of our common stock at an average price of $5.11 per share for net proceeds of $21.1 million after deducting sales commissions and offering expenses. During the six months ended June 30, 2023, we sold 4,096,281 shares of our common stock at an average price of $2.36 per share for net proceeds of $9.3 million after deducting sales commissions and offering expenses.We have reserved shares of common stock for issuance as follows: As of June 30,As of December 31,20242023Shares reserved for exercises of outstanding stock options7,510,0335,700,070Shares reserved for vesting of restricted stock units150,000361,500Shares reserved for exercises of warrants58,90458,904Shares reserved for future issuance under the 2021 Employee Stock Purchase Plan471,933507,113Shares reserved for future issuance under the 2021 Stock Incentive Plan2,050,9501,911,660Shares reserved for future issuance as part of K2HV conversion feature791,364â€”Total shares reserved for future issuance11,033,1848,539,247Preferred StockWe are authorized to issue 5,000,000 shares of undesignated preferred stock in one or more series. As of JuneÂ 30, 2024, no shares of preferred stock were issued or outstanding. 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 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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 R15.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Stock-based Compensation 6 Months Ended Jun. 30, 2024 Share-Based Payment Arrangement [Abstract] Â Stock-based Compensation 8. Stock-based Compensation 2017 Stock Incentive PlanIn December 2017, we adopted the 2017 Stock Incentive Plan (as amended and restated, the â€œ2017 Planâ€), under which we could grant incentive stock options (â€œISOsâ€), non-qualified stock options, restricted stock awards (â€œRSAsâ€), restricted stock units (â€œRSUsâ€), stock appreciation rights and other stock-based awards to eligible employees, officers, directors and consultants. The terms of stock options and RSAs, including vesting requirements, were determined by our board of directors, subject to the provisions of the 2017 Plan. 2021 Stock Incentive PlanIn April 2021, our board of directors adopted and our stockholders approved the 2021 Stock Incentive Plan (the â€œ2021 Planâ€), which became effective immediately prior to the effectiveness of our initial public offering (â€œIPOâ€). As a result of the adoption of the 2021 Plan, no further awards will be made under the 2017 Plan.The 2021 Plan provides for the grant of ISOs, non-qualified stock options, RSAs, RSUs, stock appreciation rights and other stock-based awards. Our employees, officers, directors, consultants and advisors are eligible to receive awards under the 2021 Plan. The terms of awards, including vesting requirements, are determined by our board of directors, subject to the provisions of the 2021 Plan.We initially registered 3,352,725 shares of common stock under the 2021 Plan, pursuant to a Registration Statement on Form S-8 filed with the SEC on April 30, 2021, which was comprised of (i) 2,843,116 shares of common stock reserved for issuance under the 2021 Plan, (ii) 31,884 shares of common stock originally reserved for issuance under the 2017 Plan that became available for issuance under the 2021 Plan upon the completion of the IPO, and (iii) 477,725 shares of unvested restricted stock subject to repurchase by us that may become issuable under the 2021 Plan following such repurchase. The 2021 Plan also provides that an additional number of shares will be added annually to the shares authorized for issuance under the 2021 Plan on the first day of each fiscal year, beginning with the fiscal year ended December 31, 2022 and continuing until, and including, the fiscal year ending December 31, 2031. The number of shares added each year will be equal to the lesser of (i) 5% of the number of outstanding common stock on such date and (ii) such amount as determined by our board of directors. As of JuneÂ 30, 2024, a total of 4,911,502 additional shares have been added to the total shares authorized for issuance under the 2021 Plan in accordance with these terms.2021 Employee Stock Purchase PlanThe 2021 ESPP permits eligible employees to purchase shares of our common stock at a discount and consists of consecutive six-month offering periods, each containing a single six-month purchase period. On the first day of each offering period, each employee who is enrolled in the 2021 ESPP will automatically receive an option to purchase up to a whole number of shares of our common stock. The purchase price of each of the shares purchased, in a given purchase period, will be equal to 85% of the lesser of the closing price of a share of our common stock on (i) the first day of the offering period, or (ii) the last day of the offering period. During the six months ended June 30, 2024 and 2023, 35,180 shares and 28,739 shares, respectively, of our common stock were purchased by participants of the 2021 ESPP.Stock-Based Compensation Expense Total stock-based compensation expense recognized in the condensed consolidated statements of operations was as follows: Three Months EndedJune 30,Six Months EndedJune 30,2024202320242023(in thousands)Research and development$1,516Â $1,019Â $2,698Â $2,039Â General and

administrative1,086Â 911Â 2,209Â 1,999Â Total stock-based compensation$2,602Â $1,930Â $4,907Â $4,038Â RSA ActivityWe may, at our discretion, repurchase unvested shares of restricted stock issued pursuant to the 2017 Plan at the initial purchase price if the employees or non-employees terminate their service relationship with us. The shares are recorded in stockholdersâ€™ deficit as they vest.As of DecemberÂ 31, 2023, all RSAs granted to employees or non-employees had become fully vested or had been previously forfeited. No RSAs were granted during the six months ended June 30, 2024. Accordingly, we had no unrecognized stock-based compensation expense related to unvested RSAs as of JuneÂ 30, 2024.The aggregate fair value of RSAs that vested during the three and six months ended June 30, 2023, based upon the fair values of the stock underlying the RSAs on the date of vesting, was $0.1 million and $0.2 million, respectively.RSU ActivityWe have granted RSUs to our employees under the 2021 Plan. The following table summarizes RSU activity during the six months ended June 30, 2024: Shares/UnitsWeighted-AverageGrant Date FairValue Per Share(in thousands)Unvested at December 31,
2023361,500Â $3.92Â Grantedâ€”Â $â€”Â Vested(211,500)$4.97Â Forfeitedâ€”Â $â€”Â Unvested at June 30, 2024150,000Â $2.45Â As of JuneÂ 30, 2024, we had unrecognized stock-based compensation expense related to unvested RSUs of $0.2 million, which we expect to recognize over a weighted-average period of approximately 0.4 years.The aggregate fair value of RSUs that vested during the three and six months ended June 30, 2024, was $0.7 million based upon the fair value of the stock underlying the RSUs on the day of vesting. No RSUs vested during the three and six months ended June 30, 2023.Stock Option ActivityDuring the year ended December 31, 2022, we granted performance-based stock options to certain executive officers for the purchase of an aggregate of 883,352 shares of common stock with a grant date fair value of $3.36 per share. These stock options would have vested only upon achievement of specified performance targets related to certain business objectives on or before December 31, 2023. As of JuneÂ 30, 2023, none of these options were vested because none of the specified performance targets had been achieved. Because achievement of the specified performance targets was not deemed probable as of JuneÂ 30, 2023, we did not record any expense for these stock options during the three or six months ended June 30, 2023. As of December 31, 2023, the specified performance targets had not been achieved, and accordingly, all outstanding performance-based stock options expired without vesting. No additional performance-based stock options have been granted during the three or six months ended June 30, 2024.The fair value of stock options granted during the three and six months ended June 30, 2024 and 2023 was calculated on the date of grant using the following weighted-average assumptions:Three Months EndedJune 30,Six Months EndedJune 30,2024202320242023Risk-free interest rate4.5Â %3.8Â %4.0Â %3.9Â %Expected term (in years)5.55.76.06.0Expected annual dividend yieldâ€”Â %â€”Â %â€”Â %â€”Â %Expected volatility92.6Â %82.6Â %92.6Â %82.6Â %Using the Black-Scholes option pricing model, the weighted-average grant date fair value of stock options granted during the three months ended June 30, 2024 and 2023 was $3.68 and $2.24 per share, respectively. Using the Black-Scholes option pricing model, the weighted-average grant date fair value of stock options granted during the six months ended June 30, 2024 and 2023 was $3.60 and $1.55 per share, respectively.The following table summarizes stock option activity during the six months ended June 30, 2024:Â Options OutstandingNumber of OptionsWeighted-Average Exercise Price per ShareWeighted-Average RemainingContractual Life(in years)Aggregate Intrinsic Value (in millions)Outstanding at December 31,
20235,700,070Â $6.89Â Granted2,205,112Â $4.66Â Exercised(6,099)$2.05Â Cancelled(389,050)$5.06Â Outstanding at June 30, 20247,510,033Â $6.33Â 7.85$0.8Â Exercisable at June 30, 20244,100,266Â $7.25Â 7.09$0.5Â The aggregate intrinsic fair value of stock options exercised during the three and six months ended June 30, 2024 and 2023 was nominal for each period. As of JuneÂ 30, 2024, we had unrecognized stock-based compensation expense related to unvested stock options of $12.4 million, which we expect to recognize over a weighted-average period of approximately 2.5 years. 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 R16.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Related Parties 6 Months Ended Jun. 30, 2024 Related Party Transactions [Abstract] Â Related Parties 9. Related Parties In May 2022, we entered into a sublease agreement with Crossbow Therapeutics, Inc. (â€œCrossbowâ€), for which entities affiliated with MPM Capital (â€œMPM Capitalâ€) are also beneficial owners, to sublease the entirety of our office and laboratory space in Cambridge, Massachusetts. Luke Evnin, Ph.D., the chair of our board of directors, co-founded MPM Capital and serves as Managing Director of MPM Capital. Briggs Morrison, who serves on our board of directors, serves as Executive Partner of MPM Capital and Chief Executive Officer of Crossbow. The term of the sublease agreement commenced in June 2022 and ended in March 2024, with no option to extend. We received cash payments under the sublease of approximately $0.4 million during the six months ended June 30, 2024. In addition, we received $0.2 million from Crossbow in June 2022 as a security deposit, which was remitted to Crossbow following the termination of the sublease. X - ReferencesNo definition available. + Details Name: us-gaap_RelatedPartyTransactionsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for related party transactions. Examples of related party transactions include transactions between (a) a parent company and its subsidiary; (b) subsidiaries of a common parent; (c) and entity and its principal owners; and (d) affiliates. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480990/946-20-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480990/946-20-50-5Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480990/946-20-50-6Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 235 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c) -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 (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477968/946-235-50-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 850 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483326/850-10-50-1Reference 7: 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)(g)(3)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 8: 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)(c)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 9: 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)(e)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 850 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/850/tableOfContentReference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 850 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483326/850-10-50-6Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 850 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483326/850-10-50-1Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 850 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483326/850-10-50-1 + Details Name: us-gaap_RelatedPartyTransactionsDisclosureTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 29 R17.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Net Loss Attributable to Common Stockholders per Share 6 Months Ended Jun. 30, 2024 Earnings Per Share [Abstract] Â Net Loss Attributable to Common Stockholders per Share 10. Net Loss Attributable to Common Stockholders per ShareFor purposes of the diluted net loss attributable to common stockholders per share calculation, outstanding stock options, unvested RSAs, unvested RSUs, conversion option derivative under the K2HV Loan Agreement, and warrants to purchase common stock are considered to be potentially dilutive securities, however the following outstanding shares of common stock equivalents were excluded from the calculation of diluted net loss attributable to common stockholders per share because their effect would be anti-dilutive: June 30,20242023Outstanding stock options7,510,033Â 6,745,934Â Unvested RSUs150,000Â 316,500Â Warrants to purchase common stock58,904Â 58,904Â Common stock to be issued under the 2021
ESPP36,767Â 18,366Â Total7,755,704Â 7,139,704Â Basic net loss per share is computed by dividing net loss by the weighted-average number of shares of common stock outstanding during the applicable period. In computing diluted net loss per share, only potential shares of common stock that are dilutive are included. We considered each issue or series of issues of potential shares of common stock separately when determining whether potential shares of common stock are dilutive or antidilutive. We made such determination in sequence from the most dilutive to the least dilutive and concluded that the conversion option derivative under the K2HV Loan Agreement is dilutive to net loss per share for the three and six months ended June 30, 2024. Pursuant to FASB ASC Topic 260, Earnings Per Share, we applied the if-converted method to determine the effect of the conversion option derivative under the K2HV Loan Agreement on the diluted earnings per share calculations. Pursuant to such method, we adjusted the numerator for the gain recognized during the period in net loss from the conversion option derivative under the K2HV Loan Agreement and the increased the denominator to include the number of additional shares of common stock that would have been outstanding if the conversion option derivative under the K2HV Loan Agreement were converted as of the beginning the period. Three Months Ended June 30,Six Months Ended June 30,20242023202420232023NumeratorNet loss$(17,249)$(5,098)$(33,442)$(17,080)Less: Change in fair value of derivative liability(1,609)â€”Â (1,609)â€”Â Plus: Interest expense on converted term
loan120Â â€”Â 120Â â€”Â Adjusted net loss$(18,738)$(5,098)$(34,931)$(17,080)DenominatorWeighted-average common stock outstanding,
basic43,521,406Â 35,557,701Â 42,564,342Â 35,173,327Â Dilutive effect of common stock issuable from assumed conversion of convertible term
loan521,778Â â€”Â 260,889Â â€”Â Weighted-average common stock outstanding, diluted44,043,184Â 35,557,701Â 42,825,231Â 35,173,327Â Net loss per shareBasic(0.40)(0.14)(0.79)(0.49)Diluted(0.43)(0.14)(0.82)(0.49) 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 R18.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Summary of Significant Accounting Policies (Policies) 6 Months Ended Jun. 30, 2024 Accounting Policies [Abstract] Â Basis of Presentation and Consolidation Basis of Presentation and ConsolidationThe accompanying condensed consolidated financial statements as of JuneÂ 30, 2024 and DecemberÂ 31, 2023, and for the three and six months ended June 30, 2024 and 2023, have been prepared in accordance with the rules and regulations of the Securities and Exchange Commission (the â€œSECâ€) and generally accepted accounting principles in the United States of America (â€œGAAPâ€) as found in the Accounting Standards Codification (â€œASCâ€) and Accounting Standards Updates (â€œASUâ€) of the Financial Accounting Standards Board (â€œFASBâ€) for condensed consolidated financial information. Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements. In the opinion of management, these condensed consolidated financial statements reflect all normal recurring adjustments which are necessary for a fair presentation of our financial position and results of our operations, as of and for the periods presented. These condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto contained in our Annual Report on Form 10-K for the year ended DecemberÂ 31, 2023 filed with the SEC on MarchÂ 7, 2024 (the â€œ2023 Annual Reportâ€). Use of Estimates Use of Estimates The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Significant estimates and assumptions reflected in these condensed consolidated financial statements include, but are not limited to, those related to revenue recognition, accrued expenses, assumptions used in the valuation of stock-based compensation expense and the fair value of the derivative liability, and income taxes. Actual results could differ from those estimates. Recently Adopted Accounting Pronouncements and Recent Accounting Pronouncements Recently Adopted Accounting PronouncementsIn August 2020, the FASB issued ASU No. 2020-06, Debtâ€”Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging Contracts in Entityâ€™s Own Equity (Subtopic 815-40) (â€œASU No. 2020-06â€), which reduces the number of accounting models for convertible debt instruments and convertible preferred stock as well as amends the derivatives scope exception for contracts in an entityâ€™s own equity. ASU No. 2020-06 also simplifies the diluted earnings per share calculation in certain areas. We adopted ASU No. 2020-06 on January 1, 2024. The adoption did not have a material impact on the condensed consolidated financial statements.Recent Accounting PronouncementsIn December 2023, the FASB issued ASU No. 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures (â€œASU No. 2023-09â€), which enhances the transparency and decision usefulness of income tax disclosures primarily related to rate reconciliation and income taxes paid. The provisions of ASU No. 2023-09 are effective for fiscal years beginning after December 15, 2024, with early adoption permitted, and are required to be applied on a prospective basis. Our management is currently evaluating the impact that this standard will have on our consolidated financial statements.Other accounting standards that have been issued or proposed by the FASB or other standards-setting bodies that do not require adoption until a future date are not expected to have a material impact on our consolidated financial statements upon adoption. Subsequent Events Subsequent EventsWe have evaluated subsequent events and transactions that occurred after the balance sheet date up to the date that the financial statements were issued. Other than as described in these condensed consolidated financial statements, we did not identify any subsequent events that require adjustment or disclosure in the condensed consolidated financial statements. X - ReferencesNo definition available. + Details Name: us-gaap_AccountingPoliciesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy for basis of accounting, or basis of presentation, used to prepare the financial statements (for example, US Generally Accepted Accounting Principles, Other Comprehensive Basis of Accounting, IFRS). + ReferencesNo definition available. + Details Name: us-gaap_BasisOfAccountingPolicyPolicyTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy pertaining to new accounting pronouncements that may impact the entity's financial reporting. Includes, but is not limited to, quantification of the expected or actual impact. + ReferencesNo definition available. + Details Name: us-gaap_NewAccountingPronouncementsPolicyPolicyTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-

types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy for reporting subsequent events. + ReferencesNo definition available. + Details Name: us-gaap_SubsequentEventsPolicyPolicyTextBlock 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 31 R19.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Collaboration and License Agreement (Tables) 6 Months Ended Jun. 30, 2024 Business Combination, Asset Acquisition, and Joint Venture Formation [Abstract] Â Schedule of Research and Development Costs Incurred and Revenue Recognized The following table summarizes research and development costs incurred and revenue recognized in connection with our performance under the Collaboration Agreement:Three Months Ended June 30,Six Months Ended June 30,20242023202420230(in thousands)(in thousands)Revenue recognized1,143Â 8,081Â 1,885Â 12,545Â Cost incurred210Â 5,152Â 545Â 7,273Â Schedule of Changes in Contract Liabilities The following table presents changes in our contract liabilities during the six months ended June 30, 2024:Balance as of December 31, 2023AdditionsReductionsBalance as of June 30, 2024(in thousands)Contract liabilities:Deferred revenue$1,340Â $â€”Â $(1,340)$â€”Â Total contract liabilities$1,340Â $â€”Â $(1,340)$â€”Â X - ReferencesNo definition available. + Details Name: us-gaap_BusinessCombinationAndAssetAcquisitionAbstract Namespace Prefix: us-gaap_ 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 X - DefinitionTabular disclosure of collaborative arrangement and arrangement other than collaborative applicable to revenue-generating activity or operations. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -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_ScheduleOfCollaborativeArrangementsAndNoncollaborativeArrangementTransactionsTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 32 R20.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Financial Instruments and Fair Value Measurements (Tables) 6 Months Ended Jun. 30, 2024 Fair Value Disclosures [Abstract] Â Schedule of Assets Measured at Fair Value on a Recurring Basis Assets and liabilities measured at fair value on a recurring basis as of JuneÂ 30, 2024 were as follows: Level 1Level 2LevelÂ 3Total(in thousands)Assets:Money market funds$129,881Â $â€”Â $â€”Â $129,881Â Total assets$129,881Â $â€”Â $â€”Â $129,881Â Liabilities:$â€”Â $â€”Â $2,841Â $2,841Â Derivative liability$â€”Â $â€”Â $2,841Â $2,841Â Assets measured at fair value on a recurring basis as of DecemberÂ 31, 2023 were as follows:Level 1Level 2LevelÂ 3Total(in thousands)Assets:Money market funds$149,294Â $â€”Â $â€”Â $149,294Â Total assets$149,294Â $â€”Â $â€”Â $149,294Â Schedule of Weighted-Average Significant Unobservable Inputs The following table reconciles the change in fair value of the conversion option derivative liability during the six months ended June 30, 2024 based on Level 3 inputs (in thousands):Six Months EndedJune 30, 2024Balance at December 31, 2023$â€”Â Fair value of embedded derivative at issuance of term loan4,450Â Change in fair value(1,609)Balance at June 30, 2024$2,841Â A summary of the weighted-average significant unobservable inputs (Level 3 inputs) used in measuring the conversion option derivative liability in the term loan as of June 30, 2024 and May 2, 2024 (inception) is as follows:June 30, 2024May 2, 2024Stock Price$2.44$6.08Volatility101.0%101.0%Risk-free rate (continuous)4.5%4.7%Expected term (in years)0.75 yrs0.91 yrsDividend yield (continuous)â€”%â€”% X - DefinitionTabular disclosure of financial instrument measured at fair value on recurring or nonrecurring basis. Includes, but is not limited to, instrument classified in shareholders' equity. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 100 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482078/820-10-55-100Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-3 + Details Name: us-gaap_FairValueAssetsAndLiabilitiesMeasuredOnRecurringAndNonrecurringBasisTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - 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 the fair value measurement of liabilities using significant unobservable inputs (Level 3), a reconciliation of the beginning and ending balances, separately presenting changes attributable to the following: (1) total gains or losses for the period (realized and unrealized), segregating those gains or losses included in earnings (or changes in net assets), and gains or losses recognized in other comprehensive income (loss) and a description of where those gains or losses included in earnings (or changes in net assets) are reported in the statement of income (or activities); (2) purchases, sales, issues, and settlements (each type disclosed separately); and (3) transfers in and transfers out of Level 3 (for example, transfers due to changes in the observability of significant inputs) by class of liability. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-3Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2 + Details Name: us-gaap_FairValueLiabilitiesMeasuredOnRecurringBasisUnobservableInputReconciliationTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 33 R21.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Accrued Expenses and Other Current Liabilities (Tables) 6 Months Ended Jun. 30, 2024 Payables and Accruals [Abstract] Â Schedule of Accrued Expenses and Other Current Liabilities Accrued expenses and other current liabilities were comprised as follows:June 30,2024December 31,2023(in thousands)Contract research$2,845$1,049Manufacturing2,4182,772Employee compensation and benefits2,2743,627Professional fees847655Accrued interest258Â 310Â Other59Â 447Â Total accrued expenses and other current liabilities$8,701$8,860 X - ReferencesNo definition available. + Details Name: us-gaap_PayablesAndAccrualsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of the components of accrued liabilities. + ReferencesNo definition available. + Details Name: us-gaap_ScheduleOfAccruedLiabilitiesTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 34 R22.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Term Loan (Tables) 6 Months Ended Jun. 30, 2024 Debt Disclosure [Abstract] Â Schedule of Outstanding Term Loans Payable The outstanding term loans payable consists of the following:June 30, 2024(in thousands)Term loans$30,000Â Unamortized debt discount (4,837)Total debt, long-term$25,163Â Schedule of Interest Expense The following table provides the components of interest expense related to the K2HV Loan Agreement:Three Months Ended June 30, 2024Six Months Ended June 30, 2024(in thousands)Interest expense based on coupon interest rate (10.3%) of outstanding term loans$515Â $515Â Accretion of debt discount and Final Fee (8.94%)285Â 285Â Total interest expense on effective rate (19.24%)$800Â $800Â Schedule of Total Principal Payments Maturities The following table presents the total principal payments and Final Fee schedules to become due during each of the years ended December 31:Principal Payments and Final Fee(in thousands)2024 (remaining as of June 30, 2024)$â€”Â 2025â€”Â 20269,600Â 202714,400Â 20288,085Â Total principal payments and Final Fee$32,085Â X - ReferencesNo definition available. + Details Name: us-gaap_DebtDisclosureAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of interest income and expense, including, but not limited to, interest income and expense from investments, loans, and securities. + ReferencesNo definition available. + Details Name: us-gaap_InterestIncomeAndInterestExpenseDisclosureTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of long-debt instruments or arrangements, including identification, terms, features, collateral requirements and other information necessary to a fair presentation. These are debt arrangements that originally required repayment more than twelve months after issuance or greater than the normal operating cycle of the entity, if longer. + 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 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 69E -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69EReference 4: http://www.xbrl.org/2009/role/commonPracticeRef -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 5: 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 6: 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 7: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 942 -SubTopic 470 -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147477734/942-470-50-3Reference 8: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 505 -SubTopic 10 -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-8Reference 9: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-6Reference 10: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-7 + Details Name: us-gaap_ScheduleOfDebtInstrumentsTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of maturity and sinking fund requirement for long-term debt. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -SubTopic 10 -Topic 470 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481544/470-10-50-1 + Details Name: us-gaap_ScheduleOfMaturitiesOfLongTermDebtTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 35 R23.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Common and Preferred Stock (Tables) 6 Months Ended Jun. 30, 2024 Equity [Abstract] Â Schedule of Common Stock Reserved for Issuance We have reserved shares of common stock for issuance as follows: As of June 30,As of December 31,20242023Shares reserved for exercises of outstanding stock options7,510,0335,700,070Shares reserved for vesting of restricted stock units150,000361,500Shares reserved for exercises of warrants58,90458,904Shares reserved for future issuance under the 2021 Employee Stock Purchase Plan471,933507,113Shares reserved for future issuance under the 2021 Stock Incentive Plan2,050,9501,911,660Shares reserved for future issuance as part of K2HV conversion feature791,364â€”Total shares reserved for future issuance11,033,1848,539,247 X - ReferencesNo definition available. + Details Name: us-gaap_EquityAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of changes in the separate accounts comprising stockholders' equity (in addition to retained earnings) and of the changes in the number of shares of equity securities during at least the most recent annual fiscal period and any subsequent interim period presented is required to make the financial statements sufficiently informative if both financial position and results of operations are presented. + 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/1943274/2147481112/505-10-50-2 + Details Name: us-gaap_ScheduleOfStockholdersEquityTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 36 R24.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Stock-based Compensation (Tables) 6 Months Ended Jun. 30, 2024 Share-Based Payment Arrangement [Abstract] Â Schedule of Stock-based Compensation Expense Recognized Total stock-based compensation expense recognized in the condensed consolidated statements of operations was as follows: Three Months EndedJune 30,Six Months EndedJune 30,20242023202420230(in thousands)Research and development$1,516Â $1,019Â $2,698Â $2,039Â General and administrative1,086Â 911Â 2,209Â 1,999Â Total stock-based compensation$2,602Â $1,930Â $4,907Â $4,038Â Schedule of Restricted Stock Awards Activity The following table summarizes RSU activity during the six months ended June 30, 2024: Shares/UnitsWeighted-AverageGrant Date FairValue Per Share(in thousands)Unvested at December 31, 2023361,500Â $3.92Â Grantedâ€”Â $â€”Â Vested(211,500)$4.97Â Forfeitedâ€”Â $â€”Â Unvested at June 30, 2024150,000Â $2.45Â Schedule of Weighted -average Valuation Assumptions The fair value of stock options granted during the three and six months ended June 30, 2024 and 2023 was calculated on the date of grant using the following weighted-average assumptions:Three Months EndedJune 30,Six Months EndedJune 30,20242023202420230Risk-free interest rate4.5Â %3.8Â %4.0Â %3.9Â %Expected term (in years)5.55.76.06.0Expected annual dividend yieldâ€”Â %â€”Â %â€”Â %â€”Â %Expected volatility92.6Â %82.6Â %92.6Â %82.6Â % Summary of Stock Option Activity The following table summarizes stock option activity during the six months ended June 30, 2024:Â Options OutstandingNumber of OptionsWeighted-Average Exercise Price per ShareWeighted-Average RemainingContractual Life(in years)Aggregate Intrinsic Value (in millions)Outstanding at December 31, 20235,700,070Â $6.89Â Granted2,205,112Â $4.66Â Exercised(6,099)$2.05Â Cancelled(389,050)$5.06Â Outstanding at June 30, 20247,510,033Â $6.33Â 7.85$0.8Â Exercisable at June 30, 20244,100,266Â $7.25Â 7.09$0.5Â 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 the changes in outstanding nonvested restricted stock shares. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Subparagraph (c) -Paragraph 2 -SubTopic 10 -Topic 718 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_NonvestedRestrictedStockSharesActivityTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType 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 for stock option plans. Includes, but is not limited to, outstanding awards at beginning and end of year, grants, exercises, forfeitures, and weighted-average grant date fair value. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (d) -SubTopic 10 -Topic 718 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (e) -SubTopic 10 -Topic 718 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ScheduleOfShareBasedCompensationStockOptionsActivityTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of the significant assumptions used during the year to estimate the fair value of stock options, including, but not limited to: (a) expected term of share options and similar instruments, (b) expected volatility of the entity's shares, (c) expected dividends, (d) risk-free rate(s), and (e) discount for post-vesting restrictions. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 718 -SubTopic 10 -Subparagraph (f)(2) -Name Accounting Standards Codification -Paragraph 2 -Section 50 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ScheduleOfShareBasedPaymentAwardStockOptionsValuationAssumptionsTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 37 R25.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Net Loss Attributable to Common Stockholders per Share (Tables) 6 Months Ended Jun. 30, 2024 Earnings Per Share [Abstract] Â Schedule of Antidilutive Securities Excluded from Computation of (Loss) Income per Share For purposes of the diluted net loss attributable to common stockholders per share calculation, outstanding stock options, unvested RSAs, unvested RSUs, conversion option derivative under the K2HV Loan Agreement, and warrants to purchase common stock are considered to be potentially dilutive securities, however the following outstanding shares of common stock equivalents were excluded from the calculation of diluted net loss attributable to common stockholders per share because their effect would be anti-dilutive: June 30,20242023Outstanding stock options7,510,033Â 6,745,934Â Unvested RSUs150,000Â 316,500Â Warrants to purchase common stock58,904Â 58,904Â Common stock to be issued under the 2021 ESPP36,767Â 18,366Â Total7,755,704Â 7,139,704Â Schedule of Calculation of Basic and Diluted Net (Loss) Income per Share Three Months Ended June 30,Six Months Ended June 30,20242023202420232023NumeratorNet loss$(17,249)$(5,098)$(33,442)$(17,080)Less: Change in fair value of derivative liability(1,609)â€”Â (1,609)â€”Â Plus: Interest expense on converted term loan120Â â€”Â 120Â â€”Â Adjusted net loss$(18,738)$(5,098)$(34,931)$(17,080)DenominatorWeighted-average common stock outstanding, basic43,521,406Â 35,557,701Â 42,564,342Â 35,173,327Â Dilutive effect of common stock issuable from assumed conversion of convertible term loan521,778Â â€”Â 260,889Â â€”Â Weighted-average common stock outstanding, diluted44,043,184Â 35,557,701Â 42,825,231Â 35,173,327Â Net loss per shareBasic(0.40)(0.14)(0.79)(0.49)Diluted(0.43)(0.14)(0.82)(0.49) 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 38 R26.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Nature of Business (Details) - USD ($) $ in Thousands Jun. 30, 2024 Dec. 31, 2023 Jun. 30, 2023 Organization, Consolidation and Presentation of Financial Statements [Abstract] Â Â Â Cash and cash equivalents $ 135,303 $ 134,343 $ 137,452 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 - ReferencesNo definition available. + Details Name: us-gaap_OrganizationConsolidationAndPresentationOfFinancialStatementsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 39 R27.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Collaboration and License Agreement - Schedule of Research and Development Costs Incurred and Revenue Recognized (Details) - USD ($) $ in Thousands 3 Months Ended 6 Months Ended Jun. 30, 2024 Jun. 30, 2023 Jun. 30, 2024 Jun. 30, 2023 Business Combination, Asset Acquisition, and Joint Venture Formation [Abstract] Â Â Â Â Revenue recognized $ 1,143 $ 8,081 $ 1,885 $ 12,545 Cost incurred $ 210 $ 5,152 $ 545 $ 7,273 X - DefinitionRevenue From Collaborative Arrangement, Cost Incurred + ReferencesNo definition available. + Details Name: howl_RevenueFromCollaborativeArrangementCostIncurred Namespace Prefix: howl_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_BusinessCombinationAndAssetAcquisitionAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of revenue from collaborative arrangement. Excludes revenue from contract with customer under Topic 606. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 808 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479402/808-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 45 -Paragraph 3 -SubTopic 10 -Topic 808 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479428/808-10-45-3 + Details Name: us-gaap_RevenueFromCollaborativeArrangementExcludingRevenueFromContractWithCustomer Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration XML 40 R28.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Collaboration and License Agreement - Schedule of Changes in Contract Liabilities (Details) $ in Thousands 6 Months Ended Jun. 30, 2024 USD ($) Contract liabilities: Â Deferred revenue, beginning balance $ 1,340 Additions 0 Reductions (1,340) Deferred revenue, ending balance $ 0 X - DefinitionDecrease In Contract With Customer, Liability + ReferencesNo definition available. + Details Name: howl_DecreaseInContractWithCustomerLiability Namespace Prefix: howl_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionIncrease In Contract With Customer, Liability + ReferencesNo definition available. + Details Name: howl_IncreaseInContractWithCustomerLiability Namespace Prefix: howl_ 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 - ReferencesNo definition available. + Details Name: us-gaap_ContractWithCustomerLiabilityAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 41 R29.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Collaboration and License Agreement - Narrative (Details) - USD ($) $ in Millions 6 Months Ended Jun. 30, 2024 Jun. 30, 2023 Dec. 31, 2023 Research and Development Arrangement, Contract to Perform for Others [Line Items] Â Â Â Revenue recognized that was included in prior period deferred revenue $ 1.3 $ 5.3 Â Unbilled Accounts Receivables Â Â Â Research and Development Arrangement, Contract to Perform for Others [Line Items] Â Â Â Contract with customer, asset, after allowance for credit loss 0.2 Â $ 0.4 Accounts Receivable Â Â Â Research and Development Arrangement, Contract to Perform for Others [Line Items] Â Â Â Contract with customer, asset, after allowance for credit loss $ 0.3 Â $ 0.9 X - DefinitionAmount, after allowance for credit loss, of right to consideration in exchange for good or service transferred to customer when right is conditioned on something other than passage of time. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479837/606-10-45-3Reference 2: 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 3: 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/1943274/2147479806/606-10-50-8 + Details Name: us-gaap_ContractWithCustomerAssetNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of revenue recognized arising from contract liability from change in timeframe for performance obligation to be satisfied. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 10 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-10 + Details Name: us-gaap_ContractWithCustomerLiabilityChangeInTimeframePerformanceObligationSatisfiedRevenueRecognized Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit 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 730 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483041/730-20-50-1Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 730 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483041/730-20-50-1 + Details Name: us-gaap_ResearchAndDevelopmentArrangementContractToPerformForOthersLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_FairValueByAssetClassAxis=howl_UnbilledAccountsReceivablesMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_FairValueByAssetClassAxis=us-gaap_AccountsReceivableMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 42 R30.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Financial Instruments and Fair Value Measurements - Assets and Liabilities Measured at Fair Value on a Recurring Basis (Details) - USD ($) $ in Thousands Jun. 30, 2024 Dec. 31, 2023 Liabilities: Â Â Derivative liability $ 2,841 $ 0 Recurring Â Â Assets: Â Â Total assets 129,881 149,294 Liabilities: Â Â Derivative liability 2,841 Â Total liabilities 2,841 Â Money market funds | Recurring Â Â Assets: Â Â Money market funds 129,881 149,294 Level 1 | Recurring Â Â Assets: Â Â Total assets 129,881 149,294 Liabilities: Â Â Derivative liability 0 Â Total liabilities 0 Â Level 1 | Money market funds | Recurring Â Â Assets: Â Â Money market funds 129,881 149,294 Level 2 | Recurring Â Â Assets: Â Â Total assets 0 0 Liabilities: Â Â Derivative liability 0 Â Total liabilities 0 Â Level 2 | Money market funds | Recurring Â Â Assets: Â Â Money market funds 0 0 LevelÂ 3 | Recurring Â Â Assets: Â Â Total assets 0 0 Liabilities: Â Â Derivative liability 2,841 0 Total liabilities 2,841 Â LevelÂ 3 | Money market funds | Recurring Â Â Assets: Â Â Money market funds $ 0 $ 0 X - DefinitionFair value portion of asset recognized for present right to economic benefit. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 100 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482078/820-10-55-100Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2 + Details Name: us-gaap_AssetsFairValueDisclosure Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionFair value portion of currency on hand as well as demand deposits with banks or financial institutions. Includes other kinds of accounts that have the general characteristics of demand deposits. Also includes short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2 + Details Name: us-gaap_CashAndCashEquivalentsFairValueDisclosure Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionFair value, after the effects of master netting arrangements, of a financial liability or contract with one or more underlyings, notional amount or payment provision or both, and the contract can be net settled by means outside the contract or delivery of an asset. Includes liabilities not subject to a master netting arrangement and not elected to be offset. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 4: 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 5: 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 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-3Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478795/946-210-50-6Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (a)(1) -Publisher FASB -URI

https://asc.fasb.org/1943274/2147478795/946-210-50-6Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (a)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478795/946-210-50-6Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (a)(4) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478795/946-210-50-6Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478795/946-210-50-1Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478795/946-210-50-1Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478795/946-210-50-1Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (c)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478795/946-210-50-1Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478795/946-210-50-6Reference 16: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478795/946-210-50-6Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(9)(e)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 320 -Name Accounting Standards Codification -Section S99 -Paragraph 5C -Subparagraph (SX 210.12-13C(Column H) (Footnote 7)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477271/946-320-S99-5CReference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(9)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(9)(d)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 320 -Name Accounting Standards Codification -Section S99 -Paragraph 5 -Subparagraph (SX 210.12-13(Column G)(Footnote 8)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477271/946-320-S99-5Reference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 320 -Name Accounting Standards Codification -Section S99 -Paragraph 5C -Subparagraph (SX 210.12-13C(Column H)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477271/946-320-S99-5CReference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 320 -Name Accounting Standards Codification -Section S99 -Paragraph 5 -Subparagraph (SX 210.12-13(Column G)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477271/946-320-S99-5Reference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 320 -Name Accounting Standards Codification -Section S99 -Paragraph 5A -Subparagraph (SX 210.12-13A(Column E)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477271/946-320-S99-5AReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 320 -Name Accounting Standards Codification -Section S99 -Paragraph 5B -Subparagraph (SX 210.12-13B(Column E)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477271/946-320-S99-5BReference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 320 -Name Accounting Standards Codification -Section S99 -Paragraph 5B -Subparagraph (SX 210.12-13B(Column E) (Footnote 4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477271/946-320-S99-5BReference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483466/210-20-50-3Reference 28: http://www.xbrl.org/2003/role/exampleRef -Topic 210 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483444/210-20-55-22Reference 29: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483444/210-20-55-10Reference 30: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-10 + Details Name: us-gaap_DerivativeLiabilities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap_FinancialInstrumentsFinancialAssetsBalanceSheetGroupingsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_FinancialInstrumentsFinancialLiabilitiesBalanceSheetGroupingsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionFair value of financial and nonfinancial obligations. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2 + Details Name: us-gaap_LiabilitiesFairValueDisclosure Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - Details Name: us-gaap_FairValueByMeasurementFrequencyAxis=us-gaap_FairValueMeasurementsRecurringMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_CashAndCashEquivalentsAxis=us-gaap_MoneyMarketFundsMember 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_FairValueByFairValueHierarchyLevelAxis=us-gaap_FairValueInputsLevel2Member Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_FairValueByFairValueHierarchyLevelAxis=us-gaap_FairValueInputsLevel3Member Namespace Prefix: Data Type: na Balance Type: Period Type: XML 43 R31.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Financial Instruments and Fair Value Measurements - Narrative (Details) - USD ($) $ / shares in Units, $ in Millions 1 Months Ended 3 Months Ended 6 Months Ended May 31, 2024 Apr. 30, 2022 Jun. 30, 2023 Jun. 30, 2023 Jun. 30, 2024 Dec. 31, 2023 Fair Value, Balance Sheet Grouping, Financial Statement Captions [Line Items] Â Â Â Â Â Â Success fee liability paid Â $ 1.6 $ 1.6 Â Â Â Change in fair value of derivative liabilities Â Â Â $ (1.0) Â Â Accrued interest Â Â Â Â $ 0.0 $ 0.0 Loan Agreement Â Â Â Â Â Â Fair Value, Balance Sheet Grouping, Financial Statement Captions [Line Items] Â Â Â Â Â Â Loan agreement, amount $ 60.0 Â Â Â Â Â Â Conversion of outstanding principal $ 5.0 Â Â Â Â Â Â Conversion price (in usd per share) $ 6.3182 Â Â Â Â Â Â Loan Agreement | Minimum Â Â Â Â Â Â Fair Value, Balance Sheet Grouping, Financial Statement Captions [Line Items] Â Â Â Â Â Â Adjustment rate (percent) 9.99% Â Â Â Â Â Â Loan Agreement | Maximum Â Â Â Â Â Â Fair Value, Balance Sheet Grouping, Financial Statement Captions [Line Items] Â Â Â Â Â Â Adjustment rate (percent) 19.99% Â Â Â Â Â Â X - DefinitionChange In Fair Value Of Success Payment Liability + ReferencesNo definition available. + Details Name: howl_ChangeInFairValueOfSuccessPaymentLiability Namespace Prefix: howl_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionSuccess Fee Liability Paid + ReferencesNo definition available. + Details Name: howl_SuccessFeeLiabilityPaid Namespace Prefix: howl_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionSuccess Payment Liability + ReferencesNo definition available. + Details Name: howl_SuccessPaymentLiability Namespace Prefix: howl_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionThe value of the financial instrument(s) that the original debt is being converted into in a noncash (or part noncash) transaction. "Part noncash" refers to that portion of the transaction not resulting in cash receipts or cash payments in the period. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-3Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-5 + Details Name: us-gaap_DebtConversionConvertedInstrumentAmount1 Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionDividend or interest rate associated with the financial instrument issued in exchange for the original debt being converted in a noncash or part noncash transaction. Noncash are transactions that affect recognized assets or liabilities but that do not result in cash receipts or cash payments. Part noncash refers to that portion of the transaction not resulting in cash receipts or cash payments. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-3Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-5 + Details Name: us-gaap_DebtConversionConvertedInstrumentRate Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: duration X - DefinitionThe price per share of the conversion feature embedded in the debt instrument. + ReferencesReference 1: 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 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-5 + Details Name: us-gaap_DebtInstrumentConvertibleConversionPrice1 Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType 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. + ReferencesNo definition available. + Details Name: us-gaap_FairValueBalanceSheetGroupingFinancialStatementCaptionsLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionMaximum borrowing capacity under the credit facility without consideration of any current restrictions on the amount that could be borrowed or the amounts currently outstanding under the facility. + 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-S99-1Reference 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)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_LineOfCreditFacilityMaximumBorrowingCapacity Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - Details Name: us-gaap_DebtInstrumentAxis=howl_LoanAgreementMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_RangeAxis=srt_MinimumMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_RangeAxis=srt_MaximumMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 44 R32.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Financial Instruments and Fair Value Measurements - Fair Value, Assets Measured on Recurring Basis, Unobservable Input Reconciliation (Details) $ in Thousands 6 Months Ended Jun. 30, 2024 USD ($) Fair Value, Assets Measured on Recurring Basis, Unobservable Input Reconciliation, Calculation [Roll Forward] Â Derivative liabilities, beginning balance $ 0 Derivative liabilities, ending balance 2,841 Recurring Â Fair Value, Assets Measured on Recurring Basis, Unobservable Input Reconciliation, Calculation [Roll Forward] Â Derivative liabilities, ending balance 2,841 LevelÂ 3 | Recurring Â Fair Value, Assets Measured on Recurring Basis, Unobservable Input Reconciliation, Calculation [Roll Forward] Â Derivative liabilities, beginning balance 0 Fair value of embedded derivative at issuance of term loan 4,450 Change in fair value (1,609) Derivative liabilities, ending balance $ 2,841 X - DefinitionFair value, after the effects of master netting arrangements, of a financial liability or contract with one or more underlyings, notional amount or payment provision or both, and the contract can be net settled by means outside the contract or delivery of an asset. Includes liabilities not subject to a master netting arrangement and not elected to be offset. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 4: 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 5: 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 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-3Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478795/946-210-50-6Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478795/946-210-50-6Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (a)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478795/946-210-50-6Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (a)(4) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478795/946-210-50-6Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478795/946-210-50-1Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478795/946-210-50-1Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478795/946-210-50-1Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (c)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478795/946-210-50-1Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478795/946-210-50-6Reference 16: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478795/946-210-50-6Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(9)(e)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 320 -Name Accounting Standards Codification -Section S99 -Paragraph 5C -Subparagraph (SX 210.12-13C(Column H) (Footnote 7)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477271/946-320-S99-5CReference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(9)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(9)(d)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 320 -Name Accounting Standards Codification -Section S99 -Paragraph 5 -Subparagraph (SX 210.12-13(Column G)(Footnote 8)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477271/946-320-S99-5Reference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 320 -Name Accounting Standards Codification -Section S99 -Paragraph 5C -Subparagraph (SX 210.12-13C(Column H)) -

Publisher FASB -URI https://asc.fasb.org/1943274/2147477271/946-320-S99-5CReference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 320 -Name Accounting Standards Codification -Section S99 -Paragraph 5 -Subparagraph (SX 210.12-13(Column G)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477271/946-320-S99-5Reference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 320 -Name Accounting Standards Codification -Section S99 -Paragraph 5A -Subparagraph (SX 210.12-13A(Column E)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477271/946-320-S99-5AReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 320 -Name Accounting Standards Codification -Section S99 -Paragraph 5B -Subparagraph (SX 210.12-13B(Column E)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477271/946-320-S99-5BReference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 320 -Name Accounting Standards Codification -Section S99 -Paragraph 5B -Subparagraph (SX 210.12-13B(Column E) (Footnote 4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477271/946-320-S99-5BReference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483466/210-20-50-3Reference 28: http://www.xbrl.org/2003/role/exampleRef -Topic 210 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483444/210-20-55-22Reference 29: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483444/210-20-55-10Reference 30: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-10 + Details Name: us-gaap_DerivativeLiabilities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionA roll forward is a reconciliation of a concept from the beginning of a period to the end of a period. + ReferencesNo definition available. + Details Name: us-gaap_FairValueAssetsMeasuredOnRecurringBasisUnobservableInputReconciliationCalculationRollForward Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of issuances of financial instrument classified as a liability measured using unobservable inputs that reflect the entity's own assumption about the assumptions market participants would use in pricing. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-3Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2 + Details Name: us-gaap_FairValueMeasurementWithUnobservableInputsReconciliationRecurringBasisLiabilityIssues Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of increase (decrease) of financial instrument classified as a liability measured using unobservable inputs that reflect the entity's own assumption about the assumptions market participants would use in pricing. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-3Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2 + Details Name: us-gaap_FairValueMeasurementWithUnobservableInputsReconciliationRecurringBasisLiabilityPeriodIncreaseDecrease Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: na Period Type: duration 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_FairValueInputsLevel3Member Namespace Prefix: Data Type: na Balance Type: Period Type: XML 45 R33.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Financial Instruments and Fair Value Measurements - Unobservable Inputs (Details) Jun. 30, 2024 $ / shares Term May 02, 2024 Term $ / shares Stock Price Â Â Fair Value Measurement Inputs and Valuation Techniques [Line Items] Â Â Measurement input | $ / shares 2.44 6.08 Volatility Â Â Fair Value Measurement Inputs and Valuation Techniques [Line Items] Â Â Measurement input 1.010 1.010 Risk-free rate (continuous) Â Â Fair Value Measurement Inputs and Valuation Techniques [Line Items] Â Â Measurement input 0.045 0.047 Expected term (in years) Â Â Fair Value Measurement Inputs and Valuation Techniques [Line Items] Â Â Measurement input | Term 0.0075 0.0091 Dividend yield (continuous) Â Â Fair Value Measurement Inputs and Valuation Techniques [Line Items] Â Â Measurement input 0 0 X - DefinitionValue of input used to measure embedded derivative liability. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -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/2003/role/disclosureRef -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 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2 + Details Name: us-gaap_EmbeddedDerivativeLiabilityMeasurementInput Namespace Prefix: us-gaap_ Data Type: xbrli:decimalItemType 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 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/disclosureRef -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 3: http://www.xbrl.org/2003/role/disclosureRef -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 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2 + Details Name: us-gaap_FairValueAssetsAndLiabilitiesMeasuredOnRecurringAndNonrecurringBasisValuationTechniquesLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_MeasurementInputTypeAxis=us-gaap_MeasurementInputSharePriceMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_MeasurementInputTypeAxis=howl_MeasurementInputVolatilityMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_MeasurementInputTypeAxis=us-gaap_MeasurementInputRiskFreeInterestRateMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_MeasurementInputTypeAxis=us-gaap_MeasurementInputExpectedTermMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_MeasurementInputTypeAxis=us-gaap_MeasurementInputExpectedDividendRateMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 46 R34.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Accrued Expenses and Other Current Liabilities (Details) - USD ($) $ in Thousands Jun. 30, 2024 Dec. 31, 2023 Payables and Accruals [Abstract] Â Â Contract research $ 2,845 $ 1,049 Manufacturing 2,418 2,772 Employee compensation and benefits 2,274 3,627 Professional fees 847 655 Accrued interest 258 310 Other 59 447 Total accrued expenses and other current liabilities $ 8,701 $ 8,860 X - DefinitionAccrued Contract Research, Current + ReferencesNo definition available. + Details Name: howl_AccruedContractResearchCurrent Namespace Prefix: howl_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAccrued Manufacturing, Current + ReferencesNo definition available. + Details Name: howl_AccruedManufacturingCurrent Namespace Prefix: howl_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionCarrying value as of the balance sheet date of obligations incurred and payable, pertaining to costs that are statutory in nature, are incurred on contractual obligations, or accumulate over time and for which invoices have not yet been received or will not be rendered. Examples include taxes, interest, rent and utilities. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer). + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_AccruedLiabilitiesCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionCarrying value as of the balance sheet date of obligations incurred through that date and payable for professional fees, such as for legal and accounting services received. 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_AccruedProfessionalFeesCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant 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 - DefinitionCarrying value as of the balance sheet date of [accrued] interest payable on all forms of debt, including trade payables, that has been incurred and is unpaid. 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_InterestPayableCurrent 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 X - ReferencesNo definition available. + Details Name: us-gaap_PayablesAndAccrualsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 47 R35.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Term Loan - Narrative (Details) $ in Thousands 1 Months Ended 3 Months Ended 6 Months Ended May 02, 2024 May 31, 2024 USD ($) Apr. 30, 2022 USD ($) Jun. 30, 2024 USD ($) Jun. 30, 2023 USD ($) Jun. 30, 2024 USD ($) Jun. 30, 2023 USD ($) Debt Instrument [Line Items] Â Â Â Â Â Â Â Floating rate spread in effect (greater than) (percent) Â Â 4.50% Â Â Â Â Proceeds from drawdown of term loans Â Â Â Â Â $ 30,000 $ 40,000 Loss on extinguishment of debt Â Â Â Â $ 553 $ 0 553 0 Payment of debt issuance costs Â Â Â Â Â 673 $ 0 LevelÂ 3 | Recurring Â Â Â Â Â Â Â Â Debt Instrument [Line Items] Â Â Â Â Â Â Â Fair value of embedded derivative at issuance of term loan Â Â Â Â Â 4,450 Â Prime Rate Â Â Â Â Â Â Â Debt Instrument [Line Items] Â Â Â Â Â Â Â Floating rate spread in effect (greater than) (percent) Â Â 0.50% Â Â Â Â Term loan Â Â Â Â Â Â Â Debt Instrument [Line Items] Â Â Â Â Â Â Â Non-cash interest expense Â Â Â 300 $ 900 Â Â Proceeds from drawdown of term loans Â $ 29,500 Â Â Â Â Â Cash used to repay debt Â 10,500 Â Â Â Â Â Loss on extinguishment of debt Â Â Â Â Â 600 Â Term Loans Â Â Â Â Â Â Â Debt Instrument [Line Items] Â Â Â Â Â Â Â Payment of debt issuance costs Â 700 Â Â Â Â Â Facility fee Â 400 Â Â Â Â Â Payments for other fees and expenses Â 200 Â Â Â Â Â Debt instrument, final fee amount Â 100 Â Â Â Â Â Debt discount Â $ 5,100 Â Â Â Â Â Term Loans | Term loan Â Â Â Â Â Â Â Debt Instrument [Line Items] Â Â Â Â Â Â Â Term loan available Â Â $ 40,000 Â Â Â Â Debt discount Â Â Â Â $ 4,837 Â $ 4,837 Â Loan Agreement Â Â Â Â Â Â Â Debt Instrument [Line Items] Â Â Â Â Â Â Â Floating rate spread in effect (greater than) (percent) Â 1.80% Â Â Â Â Â Proceeds from drawdown of term loans Â $ 30,000 Â Â Â Â Â Loan agreement, amount Â 60,000 Â Â Â Â Â Amount of net cash proceeds from certain financing activities Â 60,000 Â Â Â Â Â Minimum amount of offering of common stock Â $ 50,000 Â Â Â Â Â Final fee, percentage Â 6.95% Â Â Â Â Â Conversion of outstanding principal Â $ 5,000 Â Â Â Â Â Additional interest rate (percent) 0.050 Â Â Â Â Â Allowable amount to invest in future offerings Â $ 5,000 Â Â Â Â Â Loan Agreement | Minimum Â Â Â Â Â Â Debt Instrument [Line Items] Â Â Â Â Â Â Adjustment rate (percent) Â 9.99% Â Â Â Â Â Loan Agreement | Maximum Â Â Â Â Â Â Debt Instrument [Line Items] Â Â Â Â Â Â Adjustment rate (percent) Â 19.99% Â Â Â Â Â Loan Agreement | Period One Â Â Â Â Â Â Debt Instrument [Line Items] Â Â Â Â Â Â Proceeds from drawdown of term loans Â $ 25,000 Â Â Â Â Â Period for interest only payments (in months) Â 24 months Â Â Â Â Â Loan Agreement | Period Two Â Â Â Â Â Â Debt Instrument [Line Items] Â Â Â Â Â Â Proceeds from drawdown of term loans Â $ 5,000 Â Â Â Â Â Loan Agreement | Tranche three Â Â Â Â Â Â Debt Instrument [Line Items] Â Â Â Â Â Â Capacity available to draw on the term loans Â $ 10,000 Â Â Â Â Â Period for interest only payments (in months) Â 36 months Â Â Â Â Â Loan Agreement | Tranche four Â Â Â Â Â Â Debt Instrument [Line Items] Â Â Â Â Â Â Capacity available to draw on the term loans Â $ 20,000 Â Â Â Â Â Loan Agreement | Prime Rate Â Â Â Â Â Â Debt Instrument [Line Items] Â Â Â Â Â Â Floating rate spread in effect (greater than) (percent) Â 10.30% Â Â Â Â Â X - DefinitionDebt Instrument, Additional Interest Rate + ReferencesNo definition available. + Details Name: howl_DebtInstrumentAdditionalInterestRate Namespace Prefix: howl_ Data Type: xbrli:pureItemType Balance Type: na Period Type: duration X - DefinitionDebt Instrument, Covenant, Achievement of Milestones and Receipt Of Proceeds From Financing Activities + ReferencesNo definition available. + Details Name: howl_DebtInstrumentCovenantAchievementOfMilestonesAndReceiptOfProceedsFromFinancingActivities Namespace Prefix: howl_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionDebt Instrument, Covenant, Allowable Amount To Invest In Future Offerings + ReferencesNo definition available. + Details Name: howl_DebtInstrumentCovenantAllowableAmountToInvestInFutureOfferings Namespace Prefix: howl_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionDebt Instrument, Covenant, Minimum Amount Of Single Offering of Common Stock + ReferencesNo definition available. + Details Name: howl_DebtInstrumentCovenantMinimumAmountOfSingleOfferingOfCommonStock Namespace Prefix: howl_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionDebt Instrument, Final Fee Amount + ReferencesNo definition available. + Details Name: howl_DebtInstrumentFinalFeeAmount Namespace Prefix: howl_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionDebt Instrument, Final Fee, Percentage + ReferencesNo definition available. + Details Name: howl_DebtInstrumentFinalFeePercentage Namespace Prefix: howl_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: duration X - DefinitionDebt Instrument, Interest Only Payments, Period + ReferencesNo definition available. + Details Name: howl_DebtInstrumentInterestOnlyPaymentsPeriod Namespace Prefix: howl_ Data Type: xbrli:durationItemType Balance Type: na Period Type: duration X - DefinitionDebt Instrument, Maximum Borrowing Capacity + ReferencesNo definition available. + Details Name: howl_DebtInstrumentMaximumBorrowingCapacity Namespace Prefix: howl_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionPayments For Other Fees And Expenses + ReferencesNo definition available. + Details Name: howl_PaymentsForOtherFeesAndExpenses Namespace Prefix: howl_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionThe value of the financial instrument(s) that the original debt is being converted into in a noncash (or part noncash) transaction. "Part noncash" refers to that portion of the transaction not resulting in cash receipts or cash payments in the period. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-3Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-5 + Details Name: us-gaap_DebtConversionConvertedInstrumentAmount1 Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionDividend or interest rate associated with the financial instrument issued in exchange for the original debt being converted in a noncash or part noncash transaction. Noncash are transactions that affect recognized assets or liabilities but that do not result in cash receipts or cash payments. Part noncash refers to that portion of the transaction not resulting in cash

receipts or cash payments. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-3Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-5 + Details Name: us-gaap_DebtConversionConvertedInstrumentRate Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType 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 - 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 - 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 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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 - DefinitionAmount, after accumulated amortization, of debt discount. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-1AReference 2: 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 3: 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/1943274/2147482900/835-30-50-1Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1D + Details Name: us-gaap_DebtInstrumentUnamortizedDiscount Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of unused borrowing capacity under the long-term financing arrangement that is available to the entity as of the balance sheet date. + ReferencesReference 1: 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 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)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_DebtInstrumentUnusedBorrowingCapacityAmount Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of issuances of financial instrument classified as a liability measured using unobservable inputs that reflect the entity's own assumption about the assumptions market participants would use in pricing. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-3Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2 + Details Name: us-gaap_FairValueMeasurementWithUnobservableInputsReconciliationRecurringBasisLiabilityIssues Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionDifference between the fair value of payments made and the carrying amount of debt which is extinguished prior to maturity. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 470 -SubTopic 50 -Section 40 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481303/470-50-40-2Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 470 -SubTopic 50 -Section 40 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481303/470-50-40-4 + Details Name: us-gaap_GainsLossesOnExtinguishmentOfDebt Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - 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 - DefinitionMaximum borrowing capacity under the credit facility without consideration of any current restrictions on the amount that could be borrowed or the amounts currently outstanding under the facility. + 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-S99-1Reference 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)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_LineOfCreditFacilityMaximumBorrowingCapacity Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionThe cash outflow paid to third parties in connection with debt origination, which will be amortized over the remaining maturity period of the associated long-term debt. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 15 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-15 + Details Name: us-gaap_PaymentsOfDebtIssuanceCosts Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe cash inflow during the period from additional borrowings in aggregate debt. Includes proceeds from short-term and long-term debt. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 14 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-14 + Details Name: us-gaap_ProceedsFromIssuanceOfDebt Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of cash outflow for short-term and long-term debt. Excludes payment of lease obligation. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 15 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-15 + Details Name: us-gaap_RepaymentsOfDebt Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - Details Name: us-gaap_FairValueByFairValueHierarchyLevelAxis=us-gaap_FairValueInputsLevel3Member Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_FairValueByMeasurementFrequencyAxis=us-gaap_FairValueMeasurementsRecurringMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_VariableRateAxis=us-gaap_PrimeRateMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_LongtermDebtTypeAxis=us-gaap_LoansPayableMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_DebtInstrumentAxis=howl_TermLoansMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_DebtInstrumentAxis=howl_LoanAgreementMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_RangeAxis=srt_MinimumMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_RangeAxis=srt_MaximumMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: howl_DebtInstrumentCovenantPeriodAxis=howl_DebtInstrumentCovenantPeriodOneMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: howl_DebtInstrumentCovenantPeriodAxis=howl_DebtInstrumentCovenantPeriodTwoMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: howl_DebtInstrumentCovenantPeriodAxis=howl_DebtInstrumentCovenantPeriodThreeMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: howl_DebtInstrumentCovenantPeriodAxis=howl_DebtInstrumentCovenantPeriodFourMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 48 R36.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Term Loan - Schedule of Outstanding Term Loans Payable (Details) - USD ($) $ in Thousands Jun. 30, 2024 May 31, 2024 Debt Instrument [Line Items] Â Â Total principal payments and Final Fee $ 32,085 Â Term Loans Â Â Debt Instrument [Line Items] Â Â Unamortized debt discount Â $ (5,100) Term Loans | Term loan Â Â Debt Instrument [Line Items] Â Â Term loans 30,000 Â Unamortized debt discount (4,837) Â Total principal payments and Final Fee $ 25,163 Â X - DefinitionAmount, before unamortized (discount) premium and debt issuance costs, of long-term debt. Includes, but is not limited to, notes payable, bonds payable, commercial loans, mortgage loans, convertible debt, subordinated debt and other types of debt. + 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 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 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (b)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-4 + Details Name: us-gaap_DebtInstrumentCarryingAmount Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit 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 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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 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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 - DefinitionAmount, after accumulated amortization, of debt discount. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-1AReference 2: 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 3: 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/1943274/2147482900/835-30-50-1Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1D + Details Name: us-gaap_DebtInstrumentUnamortizedDiscount 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 - Details Name: us-gaap_DebtInstrumentAxis=howl_TermLoansMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_LongtermDebtTypeAxis=us-gaap_LoansPayableMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 49 R37.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Term Loan - Schedule of Interest Expense (Details) $ in Thousands 3 Months Ended 6 Months Ended Jun. 30, 2024 USD ($) Jun. 30, 2024 USD ($) Debt Disclosure [Abstract] Â Â Interest expense based on coupon interest rate (10.3%) of outstanding term loans $ 515 $ 515 Accretion of debt discount and Final Fee (8.94%) 285 285 Total interest expense on effective rate (19.24%) $ 800 $ 800 Coupon rate (as a percent) 10.30% 10.30% Accretion of debt discount (as a percent) 8.94% 8.94% Effective interest rate (percent) 19.24% 19.24% X - DefinitionAccretion Of Debt Discount And Final Fee + ReferencesNo definition available. + Details Name: howl_AccretionOfDebtDiscountAndFinalFee Namespace Prefix: howl_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionInterest Expense, Accretion Of Debt Discount, Percentage + ReferencesNo definition available. + Details Name: howl_InterestExpenseAccretionOfDebtDiscountPercentage Namespace Prefix: howl_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: instant X - DefinitionInterest Expense, Coupon Rate, Percentage + ReferencesNo definition available. + Details Name: howl_InterestExpenseCouponRatePercentage Namespace Prefix: howl_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap_DebtDisclosureAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType 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 - DefinitionAmount of the cost of borrowed funds accounted for as interest expense for debt. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(8)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 2: http://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 3: 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 4: 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 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-6 + Details Name: us-gaap_InterestExpenseDebt Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionRepresents the portion of interest incurred in the period on debt arrangements that was charged against earnings, excluding amortization of debt discount (premium) and financing costs. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(8)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 2: http://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 3: 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 4: 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/1943274/2147481139/470-20-50-1F + Details Name: us-gaap_InterestExpenseDebtExcludingAmortization Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration XML 50 R38.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Term Loan - Schedule of Total Principle Payments Maturities (Details) $ in Thousands Jun. 30, 2024 USD ($) Long-Term Debt, Fiscal Year Maturity [Abstract] Â 2024 (remaining as of June 30, 2024) $ 0 2025 0 2026 9,600 2027 14,400 2028 8,085 Total principal payments and Final Fee $ 32,085 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 - ReferencesNo definition available. + Details Name: us-gaap_LongTermDebtByMaturityAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of long-term debt payable, sinking fund requirement, and other securities issued that are redeemable by holder at fixed or determinable price and date, maturing 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 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 2: 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 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -SubTopic 10 -Topic 470 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481544/470-10-50-1 + Details Name: us-gaap_LongTermDebtMaturitiesRepaymentsOfPrincipalInNextTwelveMonths Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of long-term debt payable, sinking fund requirement, and other securities issued that are redeemable by holder at fixed or determinable price and date, maturing 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 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 2: 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 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -SubTopic 10 -Topic 470 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481544/470-10-50-1 + Details Name: us-gaap_LongTermDebtMaturitiesRepaymentsOfPrincipalInYearFour Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of long-term debt payable, sinking fund requirement, and other securities issued that are redeemable by holder at fixed or determinable price and date, maturing 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 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 2: 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 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -SubTopic 10 -Topic 470 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481544/470-10-50-1 + Details Name: us-gaap_LongTermDebtMaturitiesRepaymentsOfPrincipalInYearThree Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of long-term debt payable, sinking fund requirement, and other securities issued that are redeemable by holder at fixed or determinable price and date, maturing 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 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 2: 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 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -SubTopic 10 -Topic 470 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481544/470-10-50-1 + Details Name: us-gaap_LongTermDebtMaturitiesRepaymentsOfPrincipalInYearTwo Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of long-term debt payable, sinking fund requirement, and other securities issued that are redeemable by holder at fixed or determinable price and date, maturing in remainder of current fiscal year. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -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-S99-3 + Details Name: us-gaap_LongTermDebtMaturitiesRepaymentsOfPrincipalRemainderOfFiscalYear Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant XML 51 R39.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Common and Preferred Stock - Narrative (Details) 6 Months Ended Feb. 09, 2024 USD ($) Jun. 30, 2024 USD ($) $ / shares shares Jun. 30, 2023 USD ($) $ / shares shares Dec. 31, 2023 shares May 10, 2022 USD ($) Class of Stock [Line Items] Â Â Â Â Â Common stock authorized (in shares) | shares Â 200,000,000 Â 200,000,000 Â Dividends declared | $ Â $ 0 Â Â Â Proceeds from at the market offering of common stock, net of issuance costs | $ Â $ 21,124,000 $ 9,265,000 Â Â Preferred stock authorized (in shares) | shares Â 5,000,000 Â 5,000,000 Â Preferred stock outstanding (in shares) | shares Â 0 Â 0 Â Preferred stock issued (in shares) | shares Â 0 Â 0 Â ATM Offering Â Â Â Â Â Class of Stock [Line Items] Â Â Â Â Â Sales commissions, percentage Â Â Â Â 0.030 Sale of stock increase in offering amount | $ $ 25,000,000.0 Â Â Â Â Â Issuance of common stock from at the market offering, net of issuance costs (in shares) | shares Â 4,342,320 4,096,281 Â Â Price per share (in usd per share) | $ / shares Â $ 5.11 $ 2.36 Â Â Proceeds from at the market offering of common stock, net of issuance costs | $ Â $ 21,100,000 $ 9,300,000 Â Â ATM Offering | Maximum Â Â Â Â Â Class of Stock [Line Items] Â Â Â Â Â Common stock, amount authorized | $ $ 75,000,000.0 Â Â Â $ 50,000,000.0 X - DefinitionCommon Stock, Amount Authorized + ReferencesNo definition available. + Details Name: howl_CommonStockAmountAuthorized Namespace Prefix: howl_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionSale Of Stock Increase In Offering Amount + ReferencesNo definition available. + Details Name: howl_SaleOfStockIncreaseInOfferingAmount Namespace Prefix: howl_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionSales Commissions, Percentage + ReferencesNo definition available. + Details Name: howl_SalesCommissionsPercentage Namespace Prefix: howl_ Data Type: xbrli:pureItemType 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 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 - 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 - DefinitionCarrying value as of the balance sheet date of dividends declared but unpaid on equity securities issued by the entity and outstanding. + 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-S99-1Reference 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(24)) -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(15)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 405 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478790/946-405-45-2Reference 5: 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)(15)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1 + Details Name: us-gaap_DividendsPayableCurrentAndNoncurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit 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 - DefinitionNumber of shares issued for nonredeemable preferred shares and preferred shares redeemable solely at option of issuer. Includes, but is not limited to, preferred shares issued, repurchased, and held as treasury shares. Excludes preferred shares classified as debt. + 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_PreferredStockSharesIssued Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionAggregate share number for all nonredeemable preferred stock (or preferred stock redeemable solely at the option of the issuer) held by stockholders. Does not include preferred shares that have been repurchased. + 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 2 -Subparagraph (SX 210.6-05(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-2Reference 3: 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 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(16)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 5: 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_PreferredStockSharesOutstanding 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 - 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 - DefinitionNumber of new stock issued during the period. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 505 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478448/946-505-50-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-03(i)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479886/946-10-S99-3Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_StockIssuedDuringPeriodSharesNewIssues Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_SubsidiarySaleOfStockAxis=howl_ATMOfferingMember 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: XML 52 R40.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Common and Preferred Stock - Schedule of Common Stock Reserved for Issuance (Details) - shares Jun. 30, 2024 Dec. 31, 2023 Class of Stock [Line Items] Â Â Common stock available for issuance (in shares) 11,033,184 8,539,247 Shares reserved for exercises of outstanding stock options Â Â Class of Stock [Line Items] Â Â Common stock available for issuance (in shares) 7,510,033 5,700,070 Shares reserved for vesting of restricted stock units Â Â Class of Stock [Line Items] Â Â Common stock available for issuance (in shares) 150,000 361,500 Shares reserved for exercises of warrants Â Â Class of Stock [Line Items] Â Â Common stock available for issuance (in shares) 58,904 58,904 Shares reserved for future issuance under the 2021 Employee Stock Purchase Plan Â Â Class of Stock [Line Items] Â Â Common stock available for issuance (in shares) 471,933 507,113 Shares reserved for future issuance under the 2021 Stock Incentive Plan Â Â Class of Stock [Line Items] Â Â Common stock available for issuance (in shares) 2,050,950 1,911,660 Shares reserved for future issuance as part of K2HV conversion

feature Â Â Class of Stock [Line Items] Â Â Common stock available for issuance (in shares) 791,364 0 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 - 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 - Details Name: us-gaap_StatementClassOfStockAxis=us-gaap_StockOptionMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementClassOfStockAxis=us-gaap_RestrictedStockUnitsRSUMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementClassOfStockAxis=us-gaap_WarrantMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementClassOfStockAxis=howl_A2021StockEmployeeStockPurchasePlanMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementClassOfStockAxis=us-gaap_EmployeeStockOptionMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementClassOfStockAxis=howl_K2HVConversionFeatureMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 53 R41.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Stock-based Compensation - Narrative (Details) 1 Months Ended 3 Months Ended 6 Months Ended 12 Months Ended Apr. 30, 2021 shares Jun. 30, 2024 USD ($) $ / shares shares Jun. 30, 2023 USD ($) $ / shares Jun. 30, 2024 USD ($) $ / shares shares Jun. 30, 2023 USD ($) $ / shares shares Dec. 31, 2022 $ / shares shares Dec. 31, 2021 Share-based Payment Arrangement, Expensed and Capitalized, Amount [Line Items] Â Â Â Â Â Â Â Â Total stock-based compensation | $ Â $ 2,602,000 $ 1,930,000 $ 4,907,000 $ 4,038,000 Â Â Weighted-average grant date fair value of awards (in usd per share) | $ / shares Â $ 3.68 $ 2.24 $ 3.60 $ 1.55 Â Â Aggregate intrinsic fair value of options exercised | $ Â $ 0 $ 0 $ 0 $ 0 Â Â Share-based compensation expense not yet recognized (less than) | $ Â 12,400,000 Â $ 12,400,000 Â Â Â Unvested RSAs | 2017 Stock Incentive Plan Â Â Â Â Â Â Â Share-based Payment Arrangement, Expensed and Capitalized, Amount [Line Items] Â Â Â Â Â Â Â Granted (in shares) Â Â Â 0 Â Â Â Share-based compensation expense not yet recognized, excluding option | $ Â 0 Â $ 0 Â Â Â Â Aggregate fair value of awards that vested | $ Â Â 100,000 Â 200,000 Â Â Shares reserved for vesting of restricted stock units | 2021 Stock Incentive Plan Â Â Â Â Â Â Â Share-based Payment Arrangement, Expensed and Capitalized, Amount [Line Items] Â Â Â Â Â Â Â Granted (in shares) Â Â Â 0 Â Â Â Share-based compensation expense not yet recognized, excluding option | $ Â 200,000 Â $ 200,000 Â Â Â Â Aggregate fair value of awards that vested | $ Â $ 700,000 0 $ 700,000 0 Â Â Share-based compensation not yet recognized, recognition period Â Â Â Â 4 months 24 days Â Â Â Weighted Average Grant Date Fair Value - Granted (in usd per share) | $ / shares Â Â Â Â $ 0 Â Â Â Vested (in shares) Â Â Â 211,500 Â Â Â Performance Shares Â Â Â Â Â Â Â Share-based Payment Arrangement, Expensed and Capitalized, Amount [Line Items] Â Â Â Â Â Â Â Granted (in shares) Â 0 Â 0 Â 883,352 Â Weighted Average Grant Date Fair Value - Granted (in usd per share) | $ / shares Â Â Â Â Â Â $ 3.36 Â Vested (in shares) Â Â Â 0 Â Â Â Total stock-based compensation | $ Â Â $ 0 Â $ 0 Â $ 0 Â Â Shares reserved for future issuance under the 2021 Stock Incentive Plan Â Â Â Â Â Â Â Share-based Payment Arrangement, Expensed and Capitalized, Amount [Line Items] Â Â Â Â Â Â Â Share-based compensation not yet recognized, recognition period Â Â Â 2 years 6 months Â Â Â 2021 Stock Incentive Plan Â Â Â Â Â Â Â Share-based Payment Arrangement, Expensed and Capitalized, Amount [Line Items] Â Â Â Â Â Â Â Maximum number of shares to be added annually, as a percentage of outstanding shares (percent) 5.00% Â Â Â Â Â Â Â 2021 Stock Incentive Plan | Unvested RSAs Â Â Â Â Â Â Â Share-based Payment Arrangement, Expensed and Capitalized, Amount [Line Items] Â Â Â Â Â Â Â Common stock authorized to be issued (in shares) 477,725 Â Â Â Â Â Â Â 2021 Stock Employee Stock Purchase Plan Â Â Â Â Â Â Â Share-based Payment Arrangement, Expensed and Capitalized, Amount [Line Items] Â Â Â Â Â Â Â Offering period Â Â Â Â Â Â 6 months Purchase period Â Â Â Â Â Â 6 months ESPP purchase price, percent Â Â Â Â Â Â 0.85 Common Stock Â Â Â Â Â Â Â Share-based Payment Arrangement, Expensed and Capitalized, Amount [Line Items] Â Â Â Â Â Â Â Common stock authorized to be issued (in shares) 3,352,725 Â Â Â Â Â Â Common Stock | 2021 Stock Incentive Plan Â Â Â Â Â Â Â Share-based Payment Arrangement, Expensed and Capitalized, Amount [Line Items] Â Â Â Â Â Â Â Common stock authorized to be issued (in shares) 2,843,116 Â Â Â Â Â Â Â Maximum number of shares to be added annually, as a percentage of outstanding shares (in shares) Â Â Â 4,911,502 Â Â Â Common Stock | 2017 Stock Incentive Plan Â Â Â Â Â Â Â Share-based Payment Arrangement, Expensed and Capitalized, Amount [Line Items] Â Â Â Â Â Â Â Common stock authorized to be issued (in shares) 31,884 Â Â Â Â Â Â Â Common Stock | 2021 Stock Employee Stock Purchase Plan Â Â Â Â Â Â Â Share-based Payment Arrangement, Expensed and Capitalized, Amount [Line Items] Â Â Â Â Â Â Â Shares purchased by employees (in shares) Â Â Â 35,180 28,739 Â Â X - DefinitionEmployee Stock Ownership Plan, Offering Period + ReferencesNo definition available. + Details Name: howl_EmployeeStockOwnershipPlanOfferingPeriod Namespace Prefix: howl_ Data Type: xbrli:durationItemType Balance Type: na Period Type: duration X - DefinitionEmployee Stock Ownership Plan, Purchase Period + ReferencesNo definition available. + Details Name: howl_EmployeeStockOwnershipPlanPurchasePeriod Namespace Prefix: howl_ Data Type: xbrli:durationItemType Balance Type: na Period Type: duration X - DefinitionEmployee Stock Ownership Plan, Purchase Price, Percent + ReferencesNo definition available. + Details Name: howl_EmployeeStockOwnershipPlanPurchasePricePercent Namespace Prefix: howl_ Data Type: xbrli:pureItemType Balance Type: na Period Type: instant 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 - 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 - 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 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 - DefinitionFair value of share-based awards for which the grantee gained the right by satisfying service and performance requirements, to receive or retain shares or units, other instruments, or cash. + 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_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsVestedInPeriodTotalFairValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionNumber of additional shares authorized for issuance under share-based payment arrangement. + ReferencesNo definition available. + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardNumberOfAdditionalSharesAuthorized Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionNumber of shares authorized for issuance under share-based payment arrangement. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardNumberOfSharesAuthorized Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - 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 during the period as a result of an employee stock purchase plan. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_StockIssuedDuringPeriodSharesEmployeeStockPurchasePlans Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_AwardTypeAxis=us-gaap_RestrictedStockMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_EmployeeStockOwnershipPlanESOPDisclosuresByPlanAxis=howl_A2017StockIncentivePlanMember 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_EmployeeStockOwnershipPlanESOPDisclosuresByPlanAxis=howl_A2021StockIncentivePlanMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_AwardTypeAxis=us-gaap_PerformanceSharesMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_AwardTypeAxis=us-gaap_EmployeeStockOptionMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_PlanNameAxis=howl_A2021StockIncentivePlanMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_PlanNameAxis=howl_A2021StockEmployeeStockPurchasePlanMember 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_PlanNameAxis=howl_A2017StockIncentivePlanMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 54 R42.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Stock-based Compensation - Expense Recognized (Details) - USD ($) $ in Thousands 3 Months Ended 6 Months Ended Jun. 30, 2024 Jun. 30, 2023 Jun. 30, 2024 Jun. 30, 2023 Share-based Payment Arrangement, Expensed and Capitalized, Amount [Line Items] Â Â Â Â Â Total stock-based compensation $ 2,602 $ 1,930 $ 4,907 $ 4,038 Research and development Â Â Â Â Â Share-based Payment Arrangement, Expensed and Capitalized, Amount [Line Items] Â Â Â Â Â Total stock-based compensation 1,516 1,019 2,698 2,039 General and administrative Â Â Â Â Â Share-based Payment Arrangement, Expensed and Capitalized, Amount [Line Items] Â Â Â Â Â Total stock-based compensation $ 1,086 $ 911 $ 2,209 $ 1,999 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 55 R43.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Stock-based Compensation - Restricted Stock Award Activity (Details) - Unvested RSUs - 2021 Stock Incentive Plan 6 Months Ended Jun. 30, 2024 $ / shares shares Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Number of Shares [Roll Forward] Â Unvested at beginning of period (in shares) | shares 361,500 Granted (in shares) | shares 0 Vested (in shares) | shares (211,500) Forfeited (in shares) | shares 0 Unvested at end of period (in shares) | shares 150,000 Weighted-Average Grant Date Fair Value Per Share Â Weighted Average Grant Date Fair Value - Unvested at beginning of period (in usd per share) | $ / shares $ 3.92 Weighted Average Grant Date Fair Value - Granted (in usd per share) | $ / shares 0 Weighted Average Grant Date Fair Value - Vested (in usd per share) | $ / shares 4.97 Weighted Average Grant Date Fair Value - Forfeited (in usd per share) | $ / shares 0 Weighted Average Grant Date Fair Value - Unvested at end of period (in usd per share) | $ / shares $ 2.45 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 - DefinitionA roll forward is a reconciliation of a concept from the beginning of a period to the end of a period. + ReferencesNo definition available. + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedRollForward Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration 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 - ReferencesNo definition available. + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedWeightedAverageGrantDateFairValueRollForward Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe number of equity-based payment instruments, excluding stock (or unit) options, that vested during the reporting period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(02) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsVestedInPeriod Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionThe weighted average fair value as of grant date pertaining to an equity-based award plan other than a stock (or unit) option plan for which the grantee gained the right during the reporting period, by satisfying service and performance requirements, to receive or retain shares or units, other instruments, or cash in accordance with the terms of the arrangement. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(02) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsVestedInPeriodWeightedAverageGrantDateFairValue Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_AwardTypeAxis=us-gaap_RestrictedStockUnitsRSUMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_EmployeeStockOwnershipPlanESOPDisclosuresByPlanAxis=howl_A2021StockIncentivePlanMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 56 R44.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Stock-based Compensation - Weighted Average Assumptions (Details) - Outstanding stock options 3 Months Ended 6 Months Ended Jun. 30, 2024 Jun. 30, 2023 Jun. 30, 2024 Jun. 30, 2023 Share-based Payment Arrangement, Expensed and Capitalized, Amount [Line Items] Â Â Â Â Â Risk-free interest rate 4.50% 3.80% 4.00% 3.90% Expected term (in years) 5 years 6 months 5 years 8 months 12 days 6 years 6 years Expected annual dividend yield 0.00% 0.00% 0.00% 0.00% Expected volatility 92.60% 82.60% 92.60% 82.60% 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 - DefinitionThe estimated dividend rate (a percentage of the share price) to be paid (expected dividends) to holders of the underlying shares over the option's term. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(iii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsExpectedDividendRate Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: duration X - DefinitionThe estimated measure of the percentage by which a share price is expected to fluctuate during a period. Volatility also may be defined as a probability-weighted measure of the dispersion of returns about the mean. The volatility of a share price is the standard deviation of the continuously compounded rates of return on the share over a specified period. That is the same as the standard deviation of the differences in the natural logarithms of the stock prices plus dividends, if any, over the period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsExpectedVolatilityRate Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: duration X - DefinitionThe risk-free interest rate assumption that is used in valuing an option on its own shares. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(iv) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsRiskFreeInterestRate Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: duration X - DefinitionExpected term of award under share-based payment arrangement, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_SharebasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsExpectedTerm1 Namespace Prefix: us-gaap_ Data Type: xbrli:durationItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_AwardTypeAxis=us-gaap_EmployeeStockOptionMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 57 R45.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Stock-based Compensation - Stock Option Activity (Details) - Outstanding stock options - USD ($) $ / shares in Units, $ in Millions 6 Months Ended Jun. 30, 2024 Number of Options Â Outstanding at beginning of period (in shares) 5,700,070 Granted (in shares) 2,205,112 Exercised (in shares) (6,099) Cancelled (in shares) (389,050) Outstanding at end of period (in shares) 7,510,033 Exercisable at end of period (in shares) 4,100,266 Weighted-Average Exercise Price per Share Â Weighted-Average Exercise Price - Outstanding at beginning of period (in usd per share) $ 6.89 Weighted-Average Exercise Price - Granted (in usd per share) 4.66 Weighted-Average Exercise Price - Exercised (in usd per share) 2.05 Weighted-Average Exercise Price - Cancelled (in usd per share) 5.06 Weighted-Average Exercise Price - Outstanding at end of period (in usd per share) 6.33 Weighted-Average Exercise Price - Exercisable at end of period (in usd per share) $ 7.25 Weighted-Average Remainingâ€¨Contractual Lifeâ€¨(in years) Â Weighted Average Remaining Contractual Life - Outstanding 7 years 10 months 6 days Weighted Average Remaining Contractual Life - Exercisable 7 years 1 month 2 days Outstanding, Aggregate Intrinsic Value $ 0.8 Exercisable, Aggregate Intrinsic Value $ 0.5 X - ReferencesNo definition available. + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsAdditionalDisclosuresAbstract 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 - 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 - DefinitionA roll forward is a reconciliation of a concept from the beginning of a period to the end of a period. + ReferencesNo definition available. + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingRollForward Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration 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 - ReferencesNo definition available. + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingWeightedAverageExercisePriceRollforward Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration 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 price at which grantees could have acquired the underlying shares with respect to stock options that were terminated. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(03) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementsByShareBasedPaymentAwardOptionsForfeituresInPeriodWeightedAverageExercisePrice Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionWeighted average per share amount at which grantees can acquire shares of common stock by exercise of options. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(01) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementsByShareBasedPaymentAwardOptionsGrantsInPeriodWeightedAverageExercisePrice Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - 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 - 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 X - Details Name: us-gaap_AwardTypeAxis=us-gaap_EmployeeStockOptionMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 58 R46.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Related Parties (Details) - USD ($) $ in Millions 6 Months Ended Jun. 30, 2024 Jun. 30, 2022 Related Party Transactions [Abstract] Â Â Sublease cash payments received $ 0.4 Â Security deposit liability Â $ 0.2 X - DefinitionSublease Cash Payments Received + ReferencesNo definition available. + Details Name: howl_SubleaseCashPaymentsReceived Namespace Prefix: howl_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_RelatedPartyTransactionsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThis element represents money paid in advance to protect the provider of a product or service, such as a lessor, against damage or nonpayment by the buyer or tenant (lessee) during the term of the agreement. Such damages may include physical damage to the property, theft of property, and other contractual breaches. Security deposits held may be interest or noninterest bearing. + ReferencesNo definition available. + Details Name: us-gaap_SecurityDepositLiability Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant XML 59 R47.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Net Loss Attributable to Common Stockholders per Share - Antidilutive Shares (Details) - shares 6 Months Ended Jun. 30, 2024 Jun. 30, 2023 Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items] Â Â Antidilutive securities excluded from computation of earnings per share (in shares) 7,755,704 7,139,704 Outstanding stock options Â Â Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items] Â Â Antidilutive securities excluded from computation of earnings per share (in shares) 7,510,033 6,745,934 Unvested 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 (in shares) 150,000 316,500 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 (in shares) 58,904 58,904 Common stock to be issued under the 2021 ESPP Â Â Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items] Â Â Antidilutive securities excluded from computation of earnings per share (in shares) 36,767 18,366 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=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_WarrantMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis=howl_CommonStockIssuedUnderThe2021ESPPMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 60 R48.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Net (Loss) Income Attributable to Common Stockholders per Share - Antidilutive Shares (Details) - USD ($) $ / shares in Units, $ in Thousands 3 Months Ended 6 Months Ended Jun. 30, 2024 Jun. 30, 2023 Jun. 30, 2024 Jun. 30, 2023 Earnings Per Share [Abstract] Â Â Â Â Net loss $ (17,249) $ (5,098) $ (33,442) $ (17,080) Less: Change in fair value of derivative liability (1,609) 0 (1,609) 0 Plus: Interest expense on converted term loan 120 0 120 0 Adjusted net loss $ (18,738) $ (5,098) $ (34,931) $ (17,080) Weighted-average common shares outstanding, basic (in shares) 43,521,406 35,557,701 42,564,342 35,173,327 Dilutive effect of common stock issuable from assumed conversion of convertible term loan (in shares) 521,778 0 260,889 0 Weighted -average common shares outstanding, diluted (in shares) 44,043,184 35,557,701 42,825,231 35,173,327 Net loss per share, basic (in usd per share) $ (0.40) $ (0.14) $ (0.79) $ (0.49) Net loss per share, diluted (in usd per share) $ (0.43) $ (0.14) $ (0.82) $ (0.49) X - DefinitionDerivative Liabilities, Fair Value Adjustment + ReferencesNo definition available. + Details Name: howl_DerivativeLiabilitiesFairValueAdjustment Namespace Prefix: howl_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration 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 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 - DefinitionAdditional shares included in the calculation of diluted EPS as a result of the potentially dilutive effect of convertible preferred stock using the if-converted method. + 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 42 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-42Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 40 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-40 + Details Name: us-gaap_IncrementalCommonSharesAttributableToConversionOfPreferredStock Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionAmount, after tax, of interest recognized on convertible debt instrument excluding interest on principal required to be paid in cash. + 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/1943274/2147482689/260-10-45-16Reference 3: 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/1943274/2147482689/260-10-45-40 + Details Name: us-gaap_InterestOnConvertibleDebtNetOfTax 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; 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 EXCEL 61 Financial_Report.xlsx IDEA: XBRL DOCUMENT begin 644 Financial_Report.xlsx M4$L#!!0 ((0Y"%D'04UB@0 +$ 0 9&]C4')O<',O87!P+GAM M;$V./0L",1!$ \IQO;=!P4)B0-!2L+(/>QLOD&1#LD)^OCG!CVX>;QA&WPIG M*N*I#BV&5(_C(I(/ !47BK9.7:=N')=HI6-Y #OGDK7A.YNJQ<&4GPZ4A!0W_J=0U[R;UEA_6\#MI7E!+ P04 M " "$.0A9M,W]HNX K @ $0 &1O8U!R;W!S+V-O&ULS9+; M:L,P#(9?9?@^49+NA$E]L[&K#08K;.S.V&IK%A^P-9*^_1RO31G; PQT(^G7 MIU^@7@6N?,3GZ -&,I@N)CNXQ%58LSU1X !)[='*5&>%R\VMCU923N,.@E0? MB*7Z)[9T@!V54S*+:AS'>EP57;ZAA;>GQY=R;F5< M(ND4YJED.!T"KMEI\^OJ[G[SP$37=)=5NUV9I_M[/AD4/3PZR_$%U!+ P04 " "$.0A9F5R<(Q & "<)P $P 'AL+W1H M96UE+W1H96UE,2YX;6SM6EMSVC@4? N^OT'AG]FT+QC:!MK03621A'^_1S80RY8-[9)-NIL\!"SI^\Y%1^?H.'GS[BYBZ(:(E/)X M8-DOV]:[MR_>X%#BVR]*+ M41B1%G\@M MNN01.+5)#3(3/PB=AIAJ4!P"I DQEJ&&^+3&K!'@$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 \FIS_I,C0' MHYI9";V$5FJ?JH,@H%\;D>/N5Z> HWEL:\4*Z">P'_T=HWPJOX@L Y M?RY]SZ7ON?0]H=*W-R-]9\'3BUO>1FY;Q/NN,=K7-"XH8U=RSTS0LS0[=R2^JVE+ZU)CA* M]+',<$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>APYV= <7^/1DN/;IF6U;J\I=QEM(E(YPFF8$V>KRMYEL<%5'<]56_*P MOFH]M!5.S_Y9KF4Q9Z;RWRT,"2Q;B%D2XDU=[=7GFYRN>B)V^I=W MP6#R_7#)1P_E.^=?]%U#KG[VW>/Z;I,[2$R<><41 71% B.5' 86%S+D4.Z2 MD 83 >LX=SFWJXPD6L_UC6'ODRWSEPVSK> U[F M$RQ#I'[!?8J*@!&K8KZZKT_Y)9P[M'OQ@2";_-;!/;=X Q\U*M:I60K$3]+ M!WP?D@9CC%OT-%^/%&*MIK&MQMHQ#'F 6/,,H68XWX=%FAHSU8NL.8T*;T'5 M0.4_V]0-/8--!R1!5XQF;8VH^1."CS<_N\-L,+$CN'MB[\!4$L#!!0 (M (0Y"%G&PO=V]R:W-H965T&UL MM9IM<]HX% (7_BH;N='9G0K!E($F;,$,2/9,&Y(L]1&"<7K852RP^=3N(M>,22 M8['D,5R9"1DQ!8=RWDF6DC,_$T5AAUI6OQ.Q(&X-SK-S$SDX%ZD*@YA/)$G2 M*&+RY9*'8GW1LEO;$_?!? *'TB<[@?,GF?,K5M^5$PE&GRB M-;0_N$Y7"[([_@SX.MGY3C3*DQ _],'8OVA9ND0\Y)[2%@P^5MSE8:B=H!S_ M;DQ;Q6]JX>[WK?MU!@\P3RSAK@@? U\M+EJG+>+S&4M#=2_6G_D&J*?]/!$F MV5^RSN_M=EO$2Q,EHHT82A %C4P!4K+DF;) LF>7+>4>"I MKW2\C?XRU],*?9]\$;%:)&04^]Q_K>] 68H"T6V!+BEJ^'L:'Q/'.B+4HEU# M>5Q#_) [!5LMX#M8NZ#*^&E,$05>7A9M]E<3 M$JIJB-0KD'KUD+ZF3"HNPQ=RSY="*A,>;J5D:JH4%U4UQ.L7>/UZ>!,N ^'K M44C@.6!L/-RI&'>5 P_5-^0*3A/:O9,R6 *R6: ZG;$O68L3(P-B: ? MH]",MRPR]E'D?&M>VQ"1LT:(MM6.;%: M=:#'L2QQOQJ9B'%14^2=+&'707Y@ MSV3LPV@-9H&7<2-=>H_E*6T[/>K8IY:1%Q4WY:4E+ZW#._1]<$^.ME_(#=Q' M[F)SN^*6$+^A_D)/*$6&*^-C"G=H"ET&(AN-(#CTPUH8H7%+"K/6=2B$J8.X MN+8I;AF);#S4O,5U]1&,WP>QCHVHN-TC#'^IS%H7US9%+:.2C0>+^O!L,-^O:)$>L06GW\B4>ZF$]C2BXDZNB"*8 MA:=*>#^.R"_6L059D2R9)"L6IIPLX1TW6P$PUL(A.-<2'A$&&)EF&)XLEFVYQD].PM6#SGE:%XC]'M<'HU-+YX MX*FA&4\HK7BD9M*J5_=\O>UK"EA8DF-BTU['+\;EZA<7-64LTQ$M%8B&L?+DOH=G&W!C9RX8Q7G(:(0+:,0K16%]#LJO+] -I@+:7P:[?&Y%7&;>1X' M&S#Q? $HG87IM6#DPI0A(=V.8Y_DS^XL1GW M6.EX=W+:ZSG&51-V>:!ZR#1*?X[AQB*K5OOL6NW;=IV;"/H M(?*/4^8?!T\KQ:+U+NDUG#1.(GO,JE;E<5E3QIWM,3RIO&7<[$-44^)V7XTO MT;BH*6.9>QP\KPP!T,\A0V9\QNPQJ'RJXKK_"];9V0;6DWJV.YX03Z\TYSO" MQ=EB!WZ8[3MWRMOS[?LO3&>"A(1\!E+K^ 0>>#+?$<\/E%AFF\I/0BD195\7 MG/E3 & ""&@ M& 'AL+W=OG=T?RWB-U M\2#D-[5F3*,?55FKR\E:Z\WY;*;R-:NH.A,;5L,W*R$KJN%6WLW41C):6*>J MG)$@2&85Y?5D<6$_NY:+"]'HDM?L6B+55!65CQ]8*1XN)WBR_^ SOUMK\\%L M<;&A=^R&Z:^;:PEWLS9*P2M6*RYJ)-GJGR]#ZV M_N;L01U<(Y/*K1#? MS,WOQ>4D,(A8R7)M0E#X=\^6K"Q-),#Q?1=TTC[3.!Y>[Z/_9I.'9&ZI8DM1 M_L,+O;Z<9!-4L!5M2OU9/'QDNX1B$R\7I;)_TON? M_M@5XL !1R,.9.= 3G4(=PZA372+S*9U135=7$CQ@*2QAFCFPM;&>D,VO#;# M>*,E?,O!3R^6HBY@4%B!X$])DA=4P\T'6M(Z9^C&!%;H=5/3IN#PS1OT%GV] MN4*O7[Y!+Q&OT9>U:!2M"W4QTX#'1)WENV=_V#Z;C#S[4U.?H3"8(A*0R.&^ M]+M?L1S'$=Q#]S0!FH? N,$E+;C$"^Z+T+0\H7J)X]E9FF4]B$ZS,!T!F;8@TR?& M':A*ZD<[WF:";H \]!353+NPI@,0:3 G/:0.HWFL[5#(@ M1B0- QK4#=S86>+".Q] 2<(H[>%U&&792.%QT%%7<,(B&Y^ _ ?CE=U?8 ZC M>!Z-0#M@57S"$O- P\-ACF'-']NJRRZ-LG!DJ'"'=?@TLBLYO>4EUYRY&0_ M*^4]5[3CI#O2PW[6>Y_GHH'UB#;TT71E9\+AL.)1TI_0+JLP3$9&I>,Z["<[M "@;YB6[@P%SPA^R698&_?

[ALLJ2D8Z-.]+#3[!>KX/LL3Y.]_"=D!T<1]*H M#]EAE01C/:2C0NSGPBNV8H"L *Z^9W7#_$B'5-<7$PZ3>3 B)G#'A=A/AG* MS?:3UH]P2'$#A$.3)$G&('8TB/T\>"PJGIJE#I;#4=3G:Y?
9/$S'!KTC.OQS M3';P#7'!EV_(4<:4:N^W,A3*JR6JI$](9DB2)<=+G4H=9"'I@I&F3 M@VVCE[5@)"0(/7,:T4TD)TPRA)E% _=;LL!KIRZ3C/>+GO>W:?&)-DB&E1?,D
MZ^LEAQD(OG@^@K&C/N*GOJ6H*JZ-QM^R7BYJLT)9G8_A]<9S:PGDW(?_>J#C MG#N^)+%7A-UHD7];B()@4KUZD1&AFK4AMESW]+=88?
2IB\CO2;'=>^D#_%+G_=%P0TW08\U1U5O>8URNN'0 M@)UXSIU2D@R%R]LP M36,\8 27810%Z0C2L-,XH5_C;'E+C79)YV'E4+C@(IP_]3*98=QF([,AK#3 M..$I6_\#LK53^B>3P,.S5-?
Q@,O.=3PP.WA!8-[._$'E':\5R-\5. 9G*91! M;E]X;&^TV-AW!K=":U'9RS6C -X8P/0[2OG1;_ 5!+ P04 M" "$.0A9S+1,"@,# U"@ & 'AL+W=O<'!-/MT(^JH12C9ZRE*N9E6B=7]FVBA*:$340.>5P
M925D1C1,Y=I6N:0D+D59:KL8C^R,,&Z%TW)M(<.I*'3*.%U(I(HL(_+7#4W% M=F8YUO/"/5LGVBS8X30G:[JD^DN^D#"S&Y>8990K)CB2=#6SKIVKN8.-H(SX MRNA6[8R12>5!B$H=>
(QNI!%;5U-; 9)SMJ+[_375_]\#]/Q5\@#S%KG8 M]3OD\^/R6Q]!W"GE7EMN0R6:?K>WV9!7*B<1G5FPXQ25&VJ%;UXY(_R^*_'9-8J M@]>4P3OF'BY@+U$IH1&@ :-'E!.)-
B0M*+I@'!4J1CF5U3._["I$Y1Z4[N:/ M9!/B <;8F=J;W11/AK7@_0;>/PN>%#H1DOV&!4-?=6HG=N4[W.$9XO+S@OMT M7 MV(/SP)G2A6GH8=[,"]QCT6T0$<-
Z.@L4'@]*$UXS/CZ%.WH).VQB!9M MT- &1VGG(LM@Z_Y;)P?]OED6(M\W)"/^Y/W;^/Q7@5=C#L;N4]DBWS2D$_Z MD_?KX\D>B^\%V'7\X 7T?J W<7" _7$WLX/_O@MQ?^HSFKJV[<'>$7D
WMYY MIYL#U64P@7,=E28 KJ^$T,\3 M M?2I6=ZP4:9+33P7B99:%Q3\/-&4O]PN\.#UX3/:Q4 ^6J[M#N*=/5'PY?"KD WM);EB9*,YCQA.2KH_WB/[=$*(,*1Z7"7WA9]=(2=DR]DW=?
(CN%X::$4WI M3BB*4'X=Z9JFJ6*2_B[(5VT8RK#\^L3^\^5>"EF&W*Z9NG7)!+Q_<);H(@^ MAV4]'MG+K[019"N^'4MYJ8E>&JRQ0+N2"Y8UQG(&69+7W^%KXX@S \D#&Y#&
M@.@&UHB!V1B8EXY@-0;6I2/8C4$E?5EKKQP7A")7]REKZ M*\E5HCR)0OZ:2#NQ6K,\DF&G$9)7G*5)% IY\R3DE\P'P1%[1G\>:!&JN')T M5>9A&242G
%V]N49O4)*CSS$K>9A'_&XIY,P4_W+7S.*AG@49F86) M)K):6UJPI:IRM_P0[NC]0I8Q3HLC M7:Q^_ $[QD^04~+@/"@ FS[/H T (K;5H7IB[5:L/9EK3:G)]XB^
M'E1AXF#:V7.FW9QDP9QDFYG(>I%PVD@XDVGW*!G#8AHGS;T_(S&(*(AUU?RST A8GGP[GGMHK=2<6_T%PF7UH) M#B.YV29Q-"O[, MA)3+!DL.DNL-/6Y@0Z\N0Q2VL*5I"88HTS,,5U,,H
S/'*DO?BO9GY34 M<5"H/QCV!GN^8VA* 9AC.)J& $"9#B9:FFS ,8EOP%JQT35WQG0U%3$M9&^V M8QF\?3?V,Q726=F"6=DV<['U(W'69N/)O/N0"RIY11,,,!9XN'A<7UJA$,JW MM/H8
"C3=1PM[2"4=9;#?:VDTTHNT]K4$U L 5(>6WK]A&"^K1=0"$6PI3BK*BQEPF.U3ZH_3A'=@OME0JB;B6T/0CU$ M&;KR2X@VDT1JT5U3BJ>[TO/2@JZ:2%_ 13F%%5O#M'7P0/$0=4,&T0:I])
(* M46%LXA'=77^*)YNNTYYYIAZ4:P-K&>L-$8#RG<%2'H*(XQFZ7&! @L>BW/6 M>+H)_(.*T8V0,75Z'G:)7HO6$,XV?+TI@&"F:>DE80,/:WAC6KON#[N3F^5) M*Y(M N)Q6%
4"E$DVU*$VY0BP9 ,=R87.A=L]RUF:40+_E:]ITIV=9>VB!L*=F9,R1?S6X:WGQ=,\[X9(F8R]UB@]<%#% M0=C0*R#,&ZQW>- 1KY"N-R;3O?'7ZATRC6["H_Q+L*
<]S\C]O!1>E2V8E6TS\"_^G$KO^E*J\UHPY:QA%VU9 MAF5B3Z'. '+,60 G\8A-3*P["^($G;4\.Q3):+&O3J.X=$"9B_K== _NT/?%Z M7YWS:,\?\.T: \\#?+NIS[,Z^OIX[6-8[).H3J_I&L$-U M)+-
E0K"LNHQI*-L)!9"_/S,F3C=]@/;<&PO=V]R:W-H965T&ULQ9U<]LV H7_ M"D?M=).9*"(NO"BU/=.*%V1GLIM)VMV'G7U@)-K61)=DHK3?U^(5D2!@"!2 M>^)]B45'^ Y('@'@
0Q=/1;EY^H^SVOGZWJUJ:Y']W7]\&8RJ>;W^3JK7A>O^:IXO!Z1T;=???&C>W=>[7TQNKAZRN_QC7O_^\+Z41Y,#9;%< MYYMJ66R<,K^']OU"W@C/VQ5HWO&O9?Y8';UV=J?
RJ2@^[P[>+JY'[JY&^2J? MUSM$)G]\R6?Y:K4CR7K\L8>.#IJ[@&L>OO]&3YN3ER7S*3]GQ6K/Z]7-3WUZ-P MY"SRVVR[JC\4CR+?GU!3P7FQJII_G]V1,]J6=;'>9Y8U6"W3S^SK_L+ M<52
L!,%Z+X [1;P3Q1@^P*LKP+?%^"= G1ZHH"W+^!U"P0G"OC[GZG #]5 MI6!?(.@JG+JLX;Y V-S=I]O1W,LHJ[.;J]X=,K=NR5M]Z(Q1%-:WL+E9N?= MCW4I_W;. (CL
M@%FQ7LL/5'.^AM)Q_]+.^;HD=MHO"WE9Y<<[6SGOL^5B+*_H+'M8FB],>BFK M1SW%&?9\OEUO5XUMHOQV.5_6*F0B+7GP)3WXDC94?H)Z;+F_.7ECME?.I_QN
MN=G(:LKV:I5MYKGS0IY*=9^5>?72R6I9@?EKAY%7#G4I-?G.JKKK*-Y4#]D\ MOQ[)G]#*RR_YZ..:G'XCO_FQR(Q(6/<&\!K;K<;[<.,(1SPWXU>3+L0F1J@D2 MEB)A @13W,<.[F,0]_5QW).2?
W1?":6,!>I=G5DK--1+NB;KF @IE^ARG$Y= M-E4U4Z2FT#7'S/4#USN(*G>>'^X\;PJR$W?^[68NAX"5;%CDC6U>O=SU9:HA M]GW??SX4JY4CAU"/6;GXK^G> M5M6V:7+D<&$^-
,ZHFG'&;5FL=^U0?9_+<6'3EQ?[OOR5LVF.G.6WPO.BDB.Z MHS[39%IK18::%@F+D+#8T_O;D'+*.ZU6@A1-D3 !@BE^]]^])_+CR8/6L6'
M>M#7NHK0)ZYZFR.D8HR$)4A8VN=:")"B8JS@8*S@_-!KO(LC%CMC/YR2V!]E&FQ T[RRK[-"6" F+D;"DS[5(D8H"!%/<$A[<$EK=\@_9 MH*R*RMB&A-J5&!,R#6G'%U:!H;Y
PF(D+$'"4B1,G+U/BC.F!V=,+WB$RS<+ M2WKP+BL/SW+,9"FKY-!N"0F+IOIHQF-LFFCWP0^IFB!A*1(F0##%>L1M0U7W M?S=?'\/M=8[O*Y'M>=*YJS-[?8:::4^SY0=0P<1PFIQ-
Z\3DJ1056%0'3,2 M^F%@;GK(4:A._B_II5UV: ,$I45[6H\ $ZJ;0&DIE"90--6&;89.,"%Z+^OI M^;0QQ[17:;"IZ/F6")J'&T[3F&5"585!U9IFDC;()NP9\TR"C'!G4%H$I<50 M6@*EI5":0-%4@[9Y.
['&IM8GN'U1]=$@<$.WV^9 HW$H+8;2$B@MA=($BJ8: MJ0W(B3TAO^2!{^_;C>SU7,OX&QJ&0VD1,238GL])$&H#+J1N J6E4)I T50/ MMJ$XL:?B?
9_[SOO.UT=;)/2FTV[+APR'(Z*GP]IH"QIM&TZ3<\I"TAUM(56% M077,* O"4Z.M-KLF/<+KX<]]YV, 9& [@](BHB?.)Z(GJ&X"I:50FD#15!NV MH3BQI^(#GOO.6T^/9\T)%#1'W].L+1$T'C>] F-
VJF>0=,PZ,9- ML>EM 7599S(S@58NA=($BJ8:KLWDJ3V3_\XK5J@>?W.OTT<:WN/SSL-:9#^- MH>T9E);T.,FTSTD*5+54+QPM+N\1C]<9$(- ?B4=:,HN_#@U@%)BZ&TI-?U M2*&:
D53;=..&Z3'LG"G>-A;)2_GRRH_W_U 0W,H+=K3E)OH3]UN[P,-PZ&T M%$H3*]IJL#8,I_8PW&PPHZGT:%SK;:"I.)060VG)^8N10@4%BJ;:I(VZGJ3WJ
MMLV94#T5'GONM+L:TJXPV!S0E=E06@*EI5":.'NS5(.T.30%Y-!#YT+LFH/[M,6AR3?5(]\1<"%0W@=)2*$V@:*H'VRR<7I*%7S 7LM=1_H+..-!=BK\]@1^FJ
MW002*IA0/4+,7J7!IM)5M0X+FDA3 M?:$X]SS.6;>5@6;-!M4QX_QX%DG].^TV1F;N,\YS,&A2#*5%4%H,I2506@JE M"11--6@;.[-GBYW/!4WVF@QV+W1U.)06,T,.3?PIHYW&,X'*IE":0-%48[89
M.+-GX-]Y/L2N/MB,>MA,73?L/)$4-$82DN@M+3?!1$H4=5C1]NH] C,!\ZS M,#V2ILSMAIMVX<&M$W3M.)26]+H>*513H&BJ=H8G%T2@Y_M_I 1[PQ*BY@A MH9YV$XP8JIE :2F4)E
TU6!M@,YZK!7O-<_"](26=/^"W"XVV"K0+!U*2WI< MC12]*% TU2AMD,[L0;IMIH49EA$3GTR[*R/M$H/M =VH!$I+H+042A/G[Y9J MD3;G9H"SP*6$=T?7]MH-]F!?W1BJFT!I
M*90F4#357T>;C/<(N >NC3-[BNLC*9>[I#L\M]=GL*-T56TD!8VRN1Z?\Y!X MM/N\!E45!M4Q"P*/G-ICOLV?^25[E0S:)\!L!^AV)5!:Q/7L^$1L!-5-H+04 M2A,HFFK#-MWFERP3/[M/@-
EZIAU+#,F1O4J#3:7O6**U1-"(VW":QN0(JBH, MJM;DB+?I-0^>\YD.&EM#:1&4%D-I"9260FD"15,-VD;;W!YM/^/Z.7M-!KL7 M&I%S/3NFW/>
[6^'%AO>1@$ZGOOJ^!%J[%$H3*)KJN#9,Y_8P_3LOC.-ZMAWX MW4[2L!C==3M1160_C\$M&C1)[W&6::^S%*AZJ5^[T^;>7H_<>^ 2-L^P6X?? M/;&977AH P&EQ5!:TNMZI%!-
@:*IMFFSCQU,>JU@_25PMU-2^Q:@XT"S;RAM 1*2Z$T M@:*ICFHS;\^>>=LF3SS#MRW*867WJ7=FEQAL).BJ;"@M@=)2*$UX>N#?N5NJ M1=K8V@/$UD.G13Q#MFN>%K'7;K"[^NK&4-
T$2DNA-(&BJ?XZ^HY+P!;>O3SE M]9L6L==GL*-TU6X8"15,3(*F:1&#UC"HFJ=%)D=?2_^0W>7OLO)NN:F<57XK M2[JO PDJEW?WAX.Z>&B^J?Y34=?%NGEYGV?
2#;LWR/^_+8KZV\%$\A^+\G.C M&PO=V]R:W-H965T M&ULK95M3]LP$,>_BA40 FDCCQ0&:23Z,(U):!4=VVN37!JK MB5ULIX5OO[.39@7:JB]XD_B<^_U]=W;.\4K(N2H -'FI2J[Z3J'UXMIU55I
M1=6Y6 #'+[F0%=5HRIFK%A)H9J&J= //Z[D59=Q)8CLWD4DL:ETR#A-)5%U5 M5+X.H!2KON,[ZXD'-BNTF7"3>$%G, 7]N)A(M-Q.)6,5<,4$)Q>RHQK/K7X\C
MXV\=_C!8J8TQ,9D\"3$WQEW6=SP3$)20:J- \;6$(92E$<(PGEM-IUO2@)OC MM?IWFSOF\D05#$7YEV6ZZ#M7#LD@IW6I'\3J![3Y7!B]5)3*/LFJ]?49-7]HZ; "HLQT(6B!X#T0[@+ %PD.!J
6B0X&+%K"INTWNMG C MJFD22[$BTGBCFAG8ZEL:Z\6X.2=3+?$K0TXG0\$SW'7("(Z4*%E&-1I3C2\\ M#EH1D:,ETGDAR@RD.CFZ"OS+&S)^KIE^):9R.R.GQ&3DFC)/?
A:@5Y9F*78V1F_7=M(URT$09[(@R)/<"A1498[396[]% MC+NT@W7:@V"OX,^:GY/0^T("+XBVQ#/]@LU(@E^ D)T=^S[O95MO/ M%!M]IMCXD\3>[$+4[4*T=Q?
NE*HI3X&D0NFM_TC#]RQO^O\RZ?FQN]PL[4>7 M;U<7;WU&'WW"=S+CCRZ^%W8^37KN1M.I0,YLMU<8?&PO M=V]R:W-H965T&ULK5IMJLX$OXKA>Q:(&F%DG)+]G$0.IN
M<3WL2]#LWGUF)#KF51*](N4T]^MO*-FB+5*T:EN1VNM-]?CL4K7O&#]O=SP$GY9R:I@&FZKI[':5)QE3:,B'Y,H MFHP+)LK1XJ9Y=E\M;F2MS$9!PQ_H+:V07*$E4VOT"7II,@,U;=
(7^>OB(WOSX%OV(1(G^7,M:L3)3-V,-R(S_<;I#\:\%00903-!O MLM1KA7X!--EQ^S%$U(5%]F%]($&'_ZS+]XA&[Q")2.S!LSR_.0W H5V6:>./ M#OC[8\,KID7YU
Y;H057U[XTM6YBOQLSI:_5AJ7\=@1S5O%JRT>+GW[D^AG M7XP7\+WZ''I1+Y1T+;WBBM(X)C?C[2%\CQF>1K.H M,SL"EG3 DF!7W&7_@5G5#FTMH1*ELDQ%SE&Y0VR>FNO4#/K:S
P8V_+<#DPN MV8$7F0J9H5060!N*-867?S/7W!=\ZS$YZ+%X'DU[MW>HQBNC,WZG3#NPT"/8CAPRDXB3 J?/N.9[U\+DVLV3NAS?KX,W"DT&65\UP M$]7FT%4ZA''FY@='/8RNS9SX(DBH-
0EVM6 M/G%3.%9,5&C+\IJW0"NQ94:XH%RP1Y$WA<0+'3NHKF!FS<]@?681'0J V !(M,("[0E9:_+>=+4+L,(Z%4S%,EKLXU5&U^4=R_E[3@9EGEQF'KO*[YA(MO/X38#4JJ]YM4N)-P.Q.Y#B
M:=SO/-=J-J$#O6<9&0>);/%'@PT*.(?)\9@/3(C$?764]/&Y1G@ G>5!'";" M%EUIZF-=5:,B!++HDALESIQUC88F@.4_'"; NS25M9$T&_9B4O@.=$I:U=P[
M"DZ5'I2600D.5O3/Y19TTAF"FP29^+6E^U+>CJ.VM$O"M'M? M5^F:F=D*G+NI3&_IEV;F\K]KL3%ZQYL#EU.O,.D+6Y\5309*#['<2X)TYHXQ MX>DZ+VIZ%FJ/U3!J2Y(D#HZO3Z($*7/.^
J2[:O'UX6\'4=MF9:$F?:^DBGG MF4*K2A:(:01\@ I6?>5&1T/I-0F!H0<+O@*$GS)KP'?-:A@>GI9_Q*5?@C%Q MBH9K-B>3@?4!L41-PD1]"Q6L>=,/C?]%19=!:SM6>E'[2'M"/[U4?L6KH=F
MQ[M=9,P==^SE\-US#EI]I#O9-I?UWBLAK!:>B9A>OX"RK)#VV75B]'#OK$O MJZ[=$$K+T"3,T,<#89]/A>H2UE_HEV*3RQ?.4;/#@?8E%]WG Y&XW#R=]*-P
M;>*!\4PM>=,P>1^'TO4J"\=96ZG(S[>VL>FR&\EK)I>-';$0$0 MUU9D0 :/+VCEJ;->T.Y"%D<)[6MGCUD\IW@(NR5>&B9>@_U-QM/*2+JW0&'M ME:S]*[-
C!#PK"6; 8.#2F;K9Q*I&;#O/G=/.L;>H/U\?4\FO2GL,>.S' \ M&8CV8#ZSG\\NF0WNCU%+[C2\L_UEMY4MNEV; M[QRZ9B?<"(2T'T:4'GXC>F1YPU/-QR?_.+_H;OBEO!VGU\H+&I87RU?-
<%#I&)U" WKD.\L/-Z 7*'A+S(>NT"1 MB:THB:-@D7FH-YN\^3+,92U17?5QNTRL&C*-OS!= KWC55'!0^KZT+ ME_)VG!$K>^(3>_V-
Y#%S#8+NOO!XP_9HG.FLO^#U6$WC@7H06X$3D_^WWTK[M=:I;N,-P]"DW?V\&I=6K> -"WH[S9*51')9&9^S &%'(>ONMC45_R]6;+%?E M]$NKQP0/[+''!Y_CPR+H\]&J\OM"<
7,I*_3/39#]32V B<.[UV\.O4M[:59 M[\9Z'7X?7I[E6'IPOB.'&ZPK7JKT["!V=O"EX]-4>2%&IRVYY7ZYVQY[N MFL,^O>V-EIOFA,^CU%H6 MS>6:,TB0,8#?5U+J_8UY07=(;/$_4$L#!!0 (
(0Y"%G%YTA0AP8 +4. M 8 >&PO=V]R:W-H965T&ULE5?;^(0KBIM7>R:$+K7\[DO&FJEG]?.#&8JZUH9\.KJN>\S%NIS.3T.(U=NM-C&X-6ABZ=\+%MI=N=D[;;D\ER,@Q\4743>&!^>MS)
MF]XH_-%=.KS-1R^E:LEX98UP5)U,SI:OSP]Y?5KPIZ*MWWL6G,G:VFM^^5"> M3!8<$&DJ GN0^-O0!6G-CA#&M][G9-R2#?>?!^_O4N[(92T]75C]596A.9F\
MFHB2*AEU^&*W[ZG/YSG[*ZSVZ5=L^[6+B2BB#[;MC1%!JTS^ES<]#C]CL.H- M5BGNO%&*\HT,\O38V:UPO!K>^"&EFJP1G#)8!?
GIT7O8_S[&/U@(\7XI,UH?'BK2FIO&L_1SQC4*LAJ//5HPX_1C,3 M!XNI6"U6AX_X.QB3/$C^#A[P]]G5TJA_)?-@*BZL\5:K4F9:F%)<.O)D0AX M%.^4D:904HLK#!(X&+SXZVSM@P.+_KX/H1S X?T!<&>]]ITLZ&32\5YN0Y/3 MIT^6+Q9'CZ1W.*9W^)CWGZSAXSZ6,_&C&_&5'&VMKL3O#3G940RJ\%/QP10S ML95>*%-8UUD'D$J\B-"0\ P9>WE#6FXE/&+B1 ^+T#@;
MZP9:P9:>1#0RE@K.I]*P()/A5<58+[Q48VG\6)IVC>0:[UX^N35:K4X&@*? MIO?ET3"^I>]'HA]'F K]]UN&(5*(!@TR;K 1GD]P@XT^1+@37;QFJ]$W9K M$+R/:Z]*!?&;P5HP-M(
'F,WDL5)K)7M&@FQ*9(W9%G8MI-F)SI0D\@I4ZQ$(,K7BM0RP!4RJC9I+DN*WY8X36[X\0O7:-AH4;.D M$^Q:UL,A?^*!Q>0Y51\DM[+HD&! XX+ M<06., 4*ZG+[;4DT%_@+JA
2(&0H;\N.]L%D09Z3 ML[FQ&15>!3]5-4#4(W=T6[-.2V,PC9I*Y7E=(3L5I#X:\!P<6<3:9K\<"0P# MGW_@6-$8JVT-MPKT#*K:\:(.F:0,1.=L&8O P)6)LOX(!6DX^-Z9,@%G$ ZE MF)=W
[U1:H56&Z/T 0EAN0U&[!82%88]BG#T*HG6S]2$D4Y!^$Q_@ZY:]S 2+S(."0#]B8 ML6TAE5B!Z/3N&8"O!\1YOI<"TU/D6,0R6.,&]7JK0I-%)A:@@*^BWH-H/RN.^6[N8-6/Q;EKM-ZE'"BH8%WJ
M<8-KQ9A"BFGH5H@2&^-R!!Z X8#CFE!'-(6RL&<=O47'Y56U4A5Q3!!G;9+6/5-^;T]M:"KH) M?%?;T!VJWF4H08WZ%NN3LX!#=HADD[I!V22US]RW._]J3UCD<4!,6C"?<'* MUD8^J
'VCYB@5TK8L Z.)+LA2')6H($O]V3>=\K 0@ 1 MA/*W;0+A)X@=','6)=7K4>:T82E;/MN*>7FG)/-A(02I^+D!XX>>!% M?;:_+ ^>SPYP.]OZW6B"^,BZ/ER@DA.ZZ5)/-YCEU!YVF,),^H'SV-]R"48]
MGU*Q.SZ\BTRX- GCF5E^@?'5BV<&^F@"T"%O2($F;KXPIYW2B];<&Y7U, MW9"/M?]S#\BR@RKP?5TL%\]^FXGW=IL+L$<)SH>32)FN"4W.5>3&7-/.ID:# MD\Y"[,;TQY9Y@-KIZT*Q.-
Z!V_:!4L*O=Y(@QPE=^N$&)"13?HVE@UPP?&AS MRUJ]#D.ZIO:L&%K+M77]_;5V-%R#^'X:"#K%QVC2E%P@K0IN3>\YZ2I_K9 M?5?/^=ZG!%PJ3A],+/AHK?
Q5,8Z.WV1G^5/D=GG^H/LD'2XB'F6O8+J8O7P^ M@:*GCZ3\$FR7/DS6-N S)SWR'8,<+\!\92&@_0MO,'ZIGOX'4$L#!!0 (M (0Y"%GI0/>7. D ,@9 8 >&PO=V]R:W-H965T&UL
MI5E;;QLW%OXKA H4*2!+LNS$:7P!Y,39IHMLC#AN'A;[0,U0$IL9]7 5Z,+XXJ^12W:AP6UT[W(U;*;DNE?':&N'4XGPP.WQS M>4ST3/"'5AO?NQ;DR=S:,W3S(3\?3,@@5:@LD 2)?
VOU5A4%"8(9?R69@U8E M,?:O&^GOV7?X,I=>O;7%5YV'U?G@]4#D:B'K(GRVF]]4\N@RO)P\P3!/#E.V.BMC*=S+(BS-G\(1-:31 M!;O*W#!.&TK*37!XJ\$7+FYB,H1=B!NJ]-
'JA,VF"F&69K4W09BFN;:$SK?S9 M.$?<8VS)/LRRIX^(/N5^&A-6'EQ97*5[_*/86=K[+0Q]G+ZJ,#?:S,21Y.A MF$ZFQX_(.VJ=/V)Y1P_(V^.E^.]L[H-#L?QOG\-1WO%^>=1 ;WPE,W4^0(=X
MY=9JO]J>/6'O<6GO\F/0?3-7CLJ)7352+$S4;,(3(M"^$A2Z'G@Q>2-2#E MJDTYJWBG,E7.E1-'A_ST:,B/@4\B0%]8..7XB==WHHP%J#)\B*["NY5F*N
ME!'(6B4=2+5APUT.NQ1:,JQ8N*L+N$^<3BWK@KUD,^GECPKIQ&A MBM3#-A)S:S31W%#$(99J1QR)EXD!?^:S:X[#1X1JDW>5CF;T3'=MDPI/._;).^5<&GQK^5_/[NY;
50:O^VLVF>/6L+L",H@'&!ANRL\ CU)FC MZ,G\3TR(2+A9Z6PE4+S"H$&\IU8F>Z582.U$U>]46&5KUU-86:_; (2(\TW
M5)C_+A;Z,/5DO]WP4END\+E7^8BZ_IE.^I6M"X09#8:]@DH4/"_6)@[NMON> M@!FP+.8.]$X%2SP!JTEL:7)G9DP-IL^JLBX(B*?A+@XG!_]N?=HJZ1)D? 6L3NIB$?)0.T3])T-)O87E#[<)2&_[#-
VPMVUYY?D2I46%F MTZP:N*]-SN'+:92PJ1'/3I9R2RVB[BH @NJRN(!W,*^I6O+L?DZ0=$(" TBH M *0VG;T8Q.Z"7%(0FH34>,K,KJQQ8*D.UFI.N@,NYU[D&9 WW,Z._O.\-V"1L5A#N(Q/)
8'%S7B9Q;%,JE+-^=Z,5X7&'BU3 MEV7]A>592Q"%SO=H^L.ZH2$3E ^ZY.%8^ZZSXZ;1PO&SFQTYS)7/G)YWT/:$ M;NEW_V,P%W&"J';@=-@;,VT#)X^^![]1^$1\5+V&]'NT/90#.>=T&
(Q">YDQ M5E"@'%D>=R??N/9W@?VNFK3\N7[=#Q0[I080FL=MG$" M,%PD_/"]22\"N?)-]9)\/401UV45JY-;6BX6--RY@HJ8B#:B2LK%?M+$(HG%HK4].CS,) LF)(MJKL:[PG/H)FWB\[&?
J^L95&WJ<&),/MV0 ?QG$$:O/%=DM,6+J\]Q-JB*8^7 MB*^%EG-=((^QT.&2+0%D\HZB.,M"S7M6!-^,EQ-LQ@O4SW/+FW@<,9PVNLQ0]+(BS>HFUCME?/-RA;
[[%.*W8N;>AZP@6;B^&1R,)W\DLY-C?>Q M(GY3^9+L@R@^[W*!7\'FL&5U)Z=>?-K@$:H;]=X)?7WX\N 80GN[?M_B9KUI ML *3M2Q[FNJBI ("M!LYYFK38>*A-,*2S=&9D+($?DG1BYT4)?
47E-L5S M3P_H?Y? 5' 3/4G+-:]\$4IE!Z(P#9X1_S/G2U/1C]=Q.S7BQ'BD MDH\.)K_RS*8N^T)=EY\X6(Z026]$1_*T0FF4 &/"SC3Y KR?9 A'D^7&!N(CT718-%$S(QA/:ZH MMBX,Q'GC^'9>]NI&5(G Q
06H!]UJ.N+5;)$F09KP8J:'&=*T6"SB^K0#=3S M2#=BJ>T1[M"-J^-W+Y$D0BD^R& ?Q&4I M0;^N][(NZ<;Z1N @JKTJ5EVH@]PNC?JG&8ZN M"28)2+JVQJ,W/KP*MA7_ _\ZB:
(BD)IBWXK9$Z>752K'%#S">:S=%AA-0H(MU;:.!C+-8;5? \;^:IV=,AVY ?R1M%@X6\4E,,9XF7)X[7!>K*3?UMM>_6 M2B'B_%.7KPA1W&DP$!P
M%56NT20^_/OR\.TAW\Y>'XC/Y=J>+@P1/0_UCIBR9IZOAP7<1"U,"&D2-BY M5LO$1T=(D8ZA7XC&M[SGTX_0=H#4NLX!][2A'Z+8A/SH<26O5$OM<9![G/X# H_;<5-1QV(>6#/0K &(^((;-
% MX.2E!0[8551'SN\)U"5A?O^G.29C+FRB*KR\4:>+#[.M#)M&Q2)QP5:!O%) MX(Z@(P.T7=^OJ7]Q^OHP[H^G$W'8'QV. M,3X\!#CK'\P/8"R,2>UYF?
CD3CHCP\RP6MO^MF;R4YD8\'ENI"7$@3SZQK2 MQ9Y66A2-Q)G4$4T:NGU-.U1RH3L;]MN 4A4H\O:*BR=/P[J&[MN-U#YOT._8YPSSTB?@^,)M,1_CD9C;-W&+V(4R^WYC[;$,O2#I.?)V"&[.
M;6W'P/U)52,),1F 6L&UN^'1MUH54:%YZ\K8C/N=!K$2#XC1YP"O*;Z>Z%NN M@'_1V,E]8]_*8Q}$.[/#KEX0Q+:V@;RCN_#<+ U 1W75 VE3%5ONY5\0.C'
M8KF],;MOSBRD(F=B;22)I.UB@\D6(>,JV#>QN:_H6NH&6*:&T:.!B0^+1YH> M=!,6C6UH_;>7#JE.<(>-'EZHA;A&)8FYCWVHD.ME*YFN%?*+ODT=*Z.PL^_R MR$*:V^\[:.U6E-
^18;W93J^Y>\O3 *]0L9_?<"9V M![+X TUDM+^-EJ=!_%]QB5+7WG]OYOMOI[,TD>#S?;TZ>47Z98*Q4C3 D=' M@S<'O=2RKA^"K>,GA+D-:-/CL"0)K7D#UA<6KU?M U_0?5,Z_0]02P,$% M
@ A#D(60">KF/I' ;1D !D !X;"]W;W)K&ULM5EM4QLY$OXK7=ZP!56.WS L$* *2*ADE]Q1(4L^7-T'>4;V*&A&$TF# M\?WZZV(),V-L4^Q>[@N>&:G?
NY]NB=.YL0\ND]+#4ZX+=];)O"]/^GV79#(7 MKF=*6>#*U-A<>'RUL[XKK10I$^6Z/QH,#ONY4$7G_)2_W=KS4U-YK0IY:\%5
M>2[LXE)],S_K##O+#U_4+//TH7]^6HJ9O)/^S_+6XEN_YI*J7!9.F0*LG)YU M+H8GEV/:SQONE9R[UC.0)1-C'NCE4WK6&9!"4LO$$P>!/X_R2FI-C%"-Y%G MIQ9)A.WG)?
=KMAUMF0@GKXS^IE*?G76..I#*]:BT_V+F'V6TYX#X)48[_@OS ML/=@T(&DF!3F1J54P4%YA%AK]7 M10_V!UT8#4;C%_CMUS[89W[[VWS06/I>N40;,M;!ORXFZ!%,FW]OLCFP'&]F
M2:5TXDJ1R+,.UHJ3]E%VSG_]97@X>/>"PN-:X?%+W']\T%X6,>[!7Y8"_ZPL M".!!68N'^J)25*7@#$PEYV)\"+D^)S2.SH?K$K4EEK2IF5&?*06*P M]IT',X7<%'*!>6\?
$*>F59&Z+B0:9:FI(F:X6;BLRW^!)"+;6ET,@+9('B:AK).06;Z7B)PA-S =J(@O5SQ(C6QX0FYN MKF"W15[OWW52PC^,EW#8A:_2YLQX[W]S<@^^24A5"H7QD DT612+G^Y>E(J>
MW1#+K^BJ1%B[H+TB-QS£#;80ZB_(6A5 SGR=:=A,8\(B.I0*;)9)/)9&%A#7(M"3>@7A2D4%%=;&!)$%]*A9AHR5OQHZUDF[XLK7E2V*\D*83&-A8CDQ3M1J>$ M%9<9Z]]ZBD\A**0]N
CE2ZS;GOWK'ERMC[G$J @R7,.8X$[@1CY*# 2<7?:FJ1SJX?:B4B?41YZA +R!X>BX>W0TQ"=*O^'HW#T M6J*;Q@,G6[:.ND?C8YW[?E,YOH8PNOTG).K_U=7CX^[H>+S-:W'UN:M?1Y21
MVJQ[82#)1#'#M$/=R ."!S@ODZQ0/S"-,8O9$51P/D.P JPGIYZH3="@(6G0 M> X>&V)#F?VI@,]BP7NZ*!]IL1ZXGD.9P 9<[+)_*\MEFDJ76#4)$+#$O'FF MD@R+VSPJ7(>JI*)[O!;0N^V4)?
0EC%/HGWASVJH='(RBE#=Q66M>U>D+WWS+I56,6@O4W++IZ+)M1,?8_ M#_YX2 *1?L?G9O0Z[AT?[_#3,#Q.9*&GBL:X:%QK79@\Q MGZV:<=>/;6V3>1L:[41A523<\;!"!)"'-
#7%O,36A5T*H2JEVFS-+2M0UPVC M!KK"(6>2TH*"%B(B&)I9H?[3-%[,1A_'4 HC!K5M?RMV;"O18U0U#PTR"GDF M(T:VE9RF9*#:.'2U(.EE).)#9$J8O@1B59183<^0^ 3ND$W[Y/2,S64<*=!_
MZTV@@=CK%8.V!$ Y0IQ8>,OBA7%W?#* JTV^V1UV#P?'>VTE5K5;-K9K0IZ, MBTR9=)_ GS];;_\#=:9YAY$RD+P%KG,2B%RBU#0_[$'!=6(T*:5&J<>)87
M$DO!F&I88X3)56$F=)SC+%H&;C60>R@OY&5HYS5B_$V# M-LU35+CD>A-F@;O^KA&VB.T@4/9O1KWQF&!V< 3W1J-2K,QP M,.P-=I8_7Y1[>#NE?FMIO-Q%B[PJ*DS9/1CW#G;PSV\[\
%'41Z)V03*ZH44 M%K<,>K\=P)[U*!W/.2']XKZ(]JR4%*GJPQC N\T#W=5DF!'@-O8NVYJGV$3 MOT PUV37:+V-DQ/SD'K+\R#GQ6N/1K??+E\\&=V*A/(#SR<.I198%<5#?3!" MX@;C,3#-

O#"A*[%F:NB1&>B![U41;JR8-ZFQ+I]MG,@$S0(ST6K&[]"IV-?I MAR@$8HQ\BS6 &1P]U^KZL;4/>X=U:V^;O/3UM92UK57)UVB9DH^4TPE."$*Q MRJEBK*7K,%4TF+RN]S89\.&QY=6 V6O+8!(^$Z4K8$M(GL*/2E@?9@4"P"X% MN=*>=D5E5)[+5%'>+KU D$;34*S[NI>U!/>H/)KA*2IO-"/*FI(FO\U6\T&6L8M/ "NY]=P)H0YS M0S(#.*)?76G"1+G597P'0!;&I\ MO&8:GAQ>V=KWG\<^'LIY@!VV9F@\&YE$.>W/4!Y?) M5JD[-_B8+8+(&4*!J74*C)I[O$ AG!#9^-UJ!EU(1SSN']3?^]PIERTS>*'$ M#Y[98A%, \@P9[6P-VK_ =M\1DXO5<+X+^P;;#()(*V-565+)@\FD'=YR2Q;SK7:@W9H4G,=GZIGDSDNW:'<6DVKG'AVN4I3 M76,&5P]TS 8-,)G!%UN@AHM::Y06/G.VY8);CF8>6HKIF&':ZJ\,_?@9_3%< M*VD+ U.\/QP?
Z/BGXJ99]&$8]B*,X.:$W[#9@Z/6&S^AMV"/; MBC9QOQM,&/BYVAJKZBKE1C%Y6M$]HYFI6(J+@-Z)07V/P?+UJ\$X>G?" M;]+Y34ZI_X<#.ZT_ZL/+0G1P/(8K#T];N#B"[U$CI*JL-#?
$8@9R):@VF!G0 MV:(_VTM,L=R2P'#0@S=<@BU4;4C7O(4+ND_N9,#M+=-I 6<0]Z;)B-I!+TK. MX9K).B=$K;GL0F/IEE364@OUN4F'-K"!A/$ACVQO$$ M-EKE:%S]80)R)//39
+CT:C+F4M+Z1@+\6A*9J-VFT;GD!#RJ[)$9" ;GS.8 M]B;1P+?3N>KFJ&D:FF;I]_-=H5SU=2+O_"FZEXSO>{2@,'< MJ%%_,@I -Y6L&5A5^>)Q599JD>\65/Q1.P"MYTK9P\ %Z'XGRS]02P,$% M @ A#D(62X^IRZX# ="$!D !X;"JW;W)K&ULC5IK]PV%OTKA.L4-J".Y^6)'XD!)VG0=--%T+3-A\5^X$C4#!M)5$C* M8^^OWW,O*8TTEIT"B:T'>7F?YQY2?K4SIJO;*N7%?
5E4[O71UOOZZNS,I5M5 M2CVE!ZW=G/F:JMDQI/*XFP^G:[.2JFKHYM7_.R3O7EE&E_H2GVR MPC5E*>W#&U68W>NCV5'[X'>]V7IZ<';SJI8;]5GY/^M/%G=GG91,EZIRVE3"
MJOSUT>WLZLV2QO. O[3:N=ZU($O6QGREFP_9ZZ,I*:0*E7]2(/'K3KU514&" MH,:W*/.H6Y(F[]J;Z> _9=MBREDZ]-<47G?GMZZ.+(YG!7#:%_]WL?E'1GG.2
MEYK"\4^Q"V/G+X]$VCAORC@9&I2Z"K_E??1#;\+%]{0)\SAASGJ'A5C+=]++ MFU?6[(2ET9!&%VPJSX9RN]*@?/86;S7F^9L_E"W%1R.K5V<>XNCA61GO<GE3 MYT],78G?
3.6W3OQ<92H;SC^#&ITN\U:7-_-G!?[:5!.QF"9B/ITOGY&WZ&Q ML+S%$_+>J;47[[1+"^,:J\1_;M?.6^3!?\>,#;*6X[*H-JY<+5/U^@C)[Y2] M4TA(O;C54*!>7%!]S4 M5A?DZ7DB=DK@J;
(J$[KR1OBM&INUTW[+SV65H8K73GUK\+QX$)E%^65FARK# MOPUF;*17PN3B>#F=3)&X14$UJ"OA2:\"@AUTQ#K[>U1H:IN@ W1Q7F &J0(L
M<1YKZFHC,JFQWEH6LDJ5D%Y(D6.VIW>RJAI9"$M+0S5> #&$LQF/"$A,FXD-^.#S=RFH#;?W6FF:S MA9(\@NQ)^*HS@X?O3%-D8@V=L[]1UI@8U@$FM79FT6>C"TW$;5'L9>*AW2BY
M+I1H4'[VR9A))U)3U@VM2"@H%JOI3YE\$]*6@%4YYDH"O)7U91K]A5T>7!" M%;)V*DM"Y+NU:_G "Y=4_L7#1'R!IBHUFTK_KQ\^=8_6X>A=(6GYIS.+$F4Z M671Y0@F&!Y?
=@ZRQ%&%V\!:SPMK0D*!' #A4!QP\&1>+! N[.KB8M$32_P:[M:0RGO%6UU)F0<*LL35-Y-\BTY]R:B,;1R./YY>2\G}T4X1 M4"#KR?
O7_)>_'@E$G#+E4JO7BM($S9*R^]\&";!"/IF-PE0;(G$\FPZ75??: M<0FDTFT/XR$QVR.X0$%*:#N:6BCW;;U?49 J4,2!E?$B*P&E8NW3M_YWK* M6FFI0K-&M?'>6Y/AN=GUZ
MS3)9(9FA/6MJ,%S38#18MJVO..V:D_.V^MI8*?ZPP 'Q%L4)'1+Q\>-;EH.. M3N5B";YH!)+]0$H SC$KD75W&FDDFIJT/U[UP1?!J5)=R^(0ÃD.ZA"P]7AS@ M]<92V@QS&HE)/159E*
$SGL3@O.@7:XMC(,S*M!(0J!2>U:QJ3$LS@YU/CK? M(7_Q\K$ X" &:#OVCA,L6#X;F &5[] X&+7P%BB<64G="E,:X%W-#'&M_$ZA M! PJT4?L@YAQ5I^SEOT\/T^H^_U-
32)FG$RW6MWU*YG\BTZ-4GX((\:R ^[5 M0)T,%,4J4B$A"U)EO:00(?=^(L8) $[1]G6*T)$NZ*X-4L1 15@(I#450A[> M((PU^Z$R0"*%'T'FTCX-,B$!%8+$/*KN^73O7%9S+(2+\U%XK%]N
)+D2P3T^ MGQY&3@H*;\'5KABQR1[$!P.@9OJ5HI?#Y9#S;/CF_RA\@7$,8AB[,>-%B-^* M.KG.8^_H)P[DYH3*\.]^^,M!<$/%4;7/7EX3F-_11@-ZTI)M4)+673$^V#'9
MP$CJ0E8M6^KGRX%8I+KKY8,SL)-FR34NT;E[&7) FK 5*'VC.M[&RX2GHX> M)T%[S;K0F[8!E *KZA,L0#7:.7G?=3 3:A=P'I ^(0A+XV!Z"ND45:B>(IED@:[GG-AG"2"NQB=H _,#\ZM'\-
%H/T$'=H.YP?0];5 MT4 2M*>"S 0!$8L705\F>@P[3"-O -33H-6KZ!TI.+ M%XS8):)=$X5!ZQB40$*,)A%K\-$A!O#C2" [1&6AOC\H R]#.09/7<]7+D)7D$ON#J.A^)[-G14,#NJR/
MI?.>);Y71!J,,&F*L'#'HY=(U4)SV84$?)3MNF](-*L&?#,)Y%PEMH?-NXT*D+BS9 M1HLRE4]A*#_(3R%9\@89]HS>- [B#5\VQ7Z3($Q>"R)'PMB8NBP82*3R\@5?S<+E6E4JU]P^T-
@:ZMK^!1=D<,?(H@,WL%T:GZ5&52*0F210(3> M1&;WGHA)&YW8,N1A._ZB^F0%..&?\T#$]J==P+ 0]PIC!)4*,59G%EO6Y&N- M3;DPB45C?X(]:);Q_L#JN\"7PN;I]O-;<3$[)[S+I;8
_:)122==UX(E"ETQH8@+7V 'TZX M.A8R(OD9%<4;#T)&RGN M-C2OH*H/?9]\X!].AR4245O=IZK>9_IHXL"]--;UZ@HE0 =>5:R20'FD)>N8 MK8*0QP#$4]K0UW)86D86CON*)YN4L
96)S'3!10T60AJO%A* TN2L(!\@A2 M/_1=N=8%N.W;3^"B@?2XC@,/6F"FTH+@C\NF-[5?O+HL M549.B"('C;IJ F.Q1&@-[1?ZO:G;&,J:TT'9)$-H,Z!+U_A/5K) M?0>R
O_L3...RI5EQT^XXLG:R[Z6F%[%KU3LRT,KR=< (D(Y YS(-B$/4-TK;G2V.<=]L.K[)OHTYC1?$/ MR&_H5/TZ[A'.MF!0)C76,.J:1QDN=/P[2:(.J9!T^E4 M_'EX<-KYY&297"Q>8A:?\M*
[!).KS4^LT;&8GR>SU8+U[100GA7LS@M].(@! MEK8]\WNG^"-^N\(:=#;?_RQX8.AG??_]{\QST,?R\3>.12G<"WGF4:F&_83]YF%PN(79^<<[_@Y\?9U?5RY:H MS^5D3C./Q04B&'Z.AX%Y3
A#.*P?.2D9:D6?Y[.F"/1A#6Y:*FX9\4L)]\^8 M=@]\1A+.Z]^I5/$WGL7LBMA[7.33^"(\0@Q0H\!!*Y/6X19"R?:\VOP^%I M[V8E+I,57$"G;&*V3);A^D)<)-
/.K]\U'!4QY_%CWUW/>E_"F131]WXZ8$-8 MPT?Q[FGW)P6WX4OZ?GCX>X3?I-T0X2Q4CJE [/.CT)O:&V]J_JZ^-AZ,E"^W M2@+:: #>YP8\/][0 MT=6MS\'U!+ P04 " "$.0A9N
MCX)@U"^$+'L79^[;5%^*WR;S*UV7GO MN H:,EZC/H;5:S-X".BEN4M3(6V)7O@X\=K^'5CN3NX-?6 MVRKJ? VWI5I1J S,OE[!#)-:2RO1P7A0U=K4@N@0QU4FDXR9%R1%+2BJSI_4 MZ/).A-
B;CYS2%7+YY08^L:4LEULJ/GRA";OR*ZW8RP9L)NQ3C2M)B\X?1UJ M<2"\.N40MU[\7HNE5L9LYE9:)@@527$*>(IXD&,HIZ"FGJ*= M89>]S[F[H@!2 ,A?
9+1^.1;E_LG$'>'15!!+DK\4%AMK_MKP:[.Z8M2C8> ' MU(WSG-7)<@\M2K5W.-755Y4^S;?HP8];. M:'.N<0>KH-Z?+VA_7$IN:FZK,Y;8.T!*+T>NXP=R."MYD2N>I$FJU_+)5HF3H);EU564=_[
UI M=PKB&(;>F+?=<; 7[@Z-W900?;?D4,NB'%9-G=! .&PV[7@4>L-&)HC4BNA M-66]@<>&Q-PD&VY]]=HO:UMQRMXYZZ,VD/X2W196K->+F=#&M=9+1P1FF.27!
M8!QZ$]87C+TPW.^L'^ WL!]HI.0C?8,;>0$IG@P#/(PP]$:C_9IWL2G(%6UG M[($_HO=?*1U*2E.W;2U0N+GC2>C%HX%KS&%T"E^4%6WG.0A./"B67G@\@&-O
M&$^\:#!^6;I[EEKYL6JRMUGYLK2[<@]9G0=12P, !1)0 &0 'AL+W=OYN,J>>+.S5U:_^*SGBY)>7%V_6\]Y>E#EX_*^ MP--5(R71FU]+^S[;!E*JWZ8-)?=5(NWI^-ST2B M9K)*R\]F]0_E[1F0O-
BDEO^*E1O;[YV)N+*ER?QD:)#IW%WEL_=#:\(X/#(A M\A,BULMMQ%I^+TMY_:XP*U'0:$BC&S:59T,YG5-0'LH"7S7FE=PEW3I)T1%)0_&CR&(@HC/HOR.LUIO987N^8J0M9J,M;-
O5>KH&L4MP4A?\E MZ;\K2"]+&G?$,6%P0R/(%W$?2IS/(KO5:RRJ2IX5"!62LC$+$O(M*!?JA:GGT@H)]P(20N8)\MB6$M,"GO?=W\91%+[EZ32ZVFJA,J6J5DK!47-;*9C5>
NT1!8FL+)B6&$Z@_<8COB9WBT5$5F M,7S'-S26G{>VF5Z'PNGF .70OU6P6AE .6(ELHE#62 ^PD8KH6ID+E,U"/ MY#;KP\1J^A_$AQ9K$$;.Z_R
MKEN8%"BQ[&7SU&#QV$KG6Y##J&W(,;!-50R\"C6;*6X80F>92A!!E:YAHC9% M;6\S)%>632:]-""A92J6U335,<5-%>3D!ISWG^H5.^(&JA.J$,':96PG@:5Q MH=>3D"QF5<' \6!9Z32%PN@'B?
(9L^/VG]LB7(029<7,N)$NH; 4Y>;;+?.@16* M-E3 -PH>]#G7%R(*QOU>T.T.C^GI^U["Z-*6U(O58>W/-03VNL%XW#\FS0!0 M.O?..B78XQU/LJPS6#Y)G4K"RBE]1+4T.;\BHU/5SC_D:\
PA,K0N3\:[82J MR@E$*MGO#BUP% KQBA?(!4)399VBF5R3L@;*LGJDZR'U9B8%=R:SBU!V= 74$PAHMK7K''9]J(%F5"X3COZ\(MK?".G.G"EB*!@5A+26@]TS:&!FLEBP K(8Y6=0
LO5=..+K04 X A5:(ZHZ' ME*UH;H6[U$6G2>G@D# :O".MUW7.V_.(\P2KS--K#RDJC+5C4E1\-XLR8_!M MC9:--.Q_0'3#,7$I5SJE3N#?:&N;E?$7=-&ZS8% F/J*-J??U_?_. MEW[?GN_KG&
)#93O'N[OQ9+L1P?8)T.D:I--FSPD)VTYFL /;]G8.=63)91) M7VMRJ^+*T4C]?)G1WF73KK&\-M0K& B$.>QOZ8/$Z'R>MB6X;B:^!D +9 PBL"]<;)[!3&(J)BL!O5L:^-O@GFOE-ON:=:NOX R>D!
MK!]PF\N*C4FH:*JE?[LLU(.2@*,OYD2%=KT1["?0>),OFSSBZIL:RJZI%Y5N MJ8/AQ0WEWIZCZ<6>GX%>3C->4[XXN".^K_B1+=7/(G.[6E>3M!*-086;7B!Z M@Z [#IO$H??C8-
2;^#>\=U@ZMIBN@X,&,?%N?$IYOY0%PJR73(7:A(+ 4&_D M;O/ \0#/+GU@AU(SFO=G?/ZIK)PH+T J[&HP%08 MX<]$P75FR;SF&X&R!B)"U[[P34*AI,Q7T,X_0=0\@*F._J(.NK)$?($$\9#
M@;J(H5$XP?-D,CGE*9:/,DKK37HAKBBMX85BO86],U%C<4'!UN2:>A\8>4/VA M&%,%*IA2!&T:T-"&32KN$0@JN'AH4[UMNH,EZ,5FS[&5M=HA9E,XD07$\%N5
ME)L),-2(,U*#LH%DTLU"IB^Q"+UTMK_SVL@9XX6!3) XT[=T8;6^ZH[=T- ;P MOR+E4>B,; M)+!656 M&C%'J2-$&T]REVEO(8]O^C:[0Z=$1S+R\AZF5<' _HW@\T-
[]4&KF:K=V/=9116#VT"YZ0^)E5$AZG4DD?O VL=FHTQ\T7\&G!]9_G;$FQ,] MFEIOCOQ"PCS1V0:^>M]*[UO7F9D1T$G/L\[<<4S8Z3-)MZ=2Y/&/IDA?-'@> M-7@^FC0GW\OSY@ M]#
[XVX>*B%VL"F+&B&9-INLSG>:.,J>E*%+Z\%20\C\=\^G'L#(!;C_2G5,E^ M8+_I=7I#4M,)8!38W6/A%1=T0.[*#80&HU>(4[+ $M!B3=V5?+=!20 M8JZ0\BV0UV9/*Q!6/OWCK3[LJ"#"JG"?
+6?^H=V;3T^>:M10YZJ5:<6Y96F M4XT*WUHC3^C;]$%O)7K?K1>R8_=I683]W" ("I,2.F.8.*PG3+;JQR5_8J"6&]^W&FA3./*I<<.'7#) M6]E: _J8Q[Y5Y";Z:.,^1&D-,LQ=G#O*A1A@P@#5?
HC!]*\9Z$[) '$Z9H,3UEJEFS[\[8F[M1LR3(9*=4G&>1)TA/HW=9?OIL?'<;2K1A1]BVLO;>K=/5)\&9"91JGD^M2O13X@&(7@FR/BF\/.>-+07-IY#X)N-V(V.QPV:H+H M#H-P,KE@AAH.Q
>JCWP6=MX;3X)PP QXT F'N\MO!W$4#+I8NM?CI?$>=<8# MW(=(?[^-T=ML:H-+>)7*TB=J#T ?LP>5P4&S[Y'PKV+!IF-!@F!H(H]OQ>FRC);?>]@#,06:P=UCL5+.T)&#IB2]-Q MIL;4V1%5=8%
?,DVV(\.OYG>Z:MDBY1QI_(!GX+W&]C0A>3D5^E0_8O$K5T MVYPW/7':X'IP@..+/6HH_.\C$#\@T*G+G@RZI ?=Q^>LL,&E''FS1C?7L4K4 M.SIL8T*X25+7^ [P!0I1RF]*J-
8+54IZ#'E5Y-"PD@#Y8D%8I^S)DBB"\$\I M4RUO/5OV)SK#&!@\F56>=YU:K/7Q2O F2NF+>1UB_X%G"ETR.P=+36\](;N0
M\0XNU\K4="NS")"BZ%/\KL9S]5B19VZV78RUWZ5@+8NZ+0U&O^S;,4V<.5,3 M]L9GR0Z?EA-'+$!;54-\.5IW+6G<1;ARK@O4,6HICF1+2*E\I"Q.LU S[41:
MR+A7(10+M,7"V3(=L$WP(5R?M[@^/XC*+^@[$Z"%T]RR%'8G+V<-KK-\>/R MYQ?M:XN_+0!0_K1>@HBI^4?]*;'0+P'1IXI"'\6_[("?L"R."5.9/ >')) ME[%W,#FME?,-"7\F A.?
4_F/9O4\0%,R<7HQ.IZ,WJ1)J"E@S,+/*EJ2?##% M RGWZ!UB#EMV=W'IQ>=-;J%!T;([HV_'9\>G,-I1[V[$#6'UD\A NLL;W<:Q@IX7!+@Y*3"FY7I7NNX"T Y 18K+L":YV>!-C/Y+
M[,C]=[B%8FZ$PH,VT@ES M7=0$ (B"P>$\21X4BSH]DT66ID"F0YQ#DD^H&/KF-S1? Y[O_&#]+Q*2 (V. MNG(ZB,,RK2=KN68ABZ.I%-17CJ<<4%S&LI4$\:4T-?C+'B$*4
M6=$@'@"N"XAI/8[K)M@RA7&6:&P.SB(5^9 0LII>!!A* '30%4:.)B?M@(H38'B2%7"+7Q0[A>BK M%,*X;]E6:^#8]\ FYWAW4&O93 M>G8I).\%3<1U !0$A=PJ-NEEEM#P?-
>]Z,"BKJ@$R>LA.;QHY?#BH!J'|J3T. M0U6[6S\G:*\T0?S$!TVE)];=K5'KEJ&YVW36F=-LQL#)$X"I/'-9*MR=_$;(MF:TKRB53*/U,6'IFA-M@7$_5;_""#8:H/U<'H:5ZN"'8[!FG&L-
>0[SX(##N?X_#FON2/CCQ>F1"_S+5WV^^:T_@Y M;[<\?A3%VP MY@&PO=V]R M:W-H965T))+#.3PS1 '^X4-+TKK%L+%K&8%WJ/]N[[3- M[E)Q7 M* U7$C1NY\$RGJ[&;K_?\
(WCSAR,P462*O7=33[G\R!RA%!@9AT"HJ2X98VP&}[7A%T\GF"F MA%/V'5[HP"RQEA5=<[$H.*R?;.G+@]O<4@ZA\3S;@_R+&^998N95CO0;C>A
MN8$/U7L3.2V=3$]DG/[N@: 1+E69MCF0.?_&,,-7\%:-H15C8*VJE$N?A0$LC:'KL,Q^--SP=LEEYHOBE(UO ME)&([2B<%G[=YD:JTE?_YW*4$M@=)] NW-
34[,YP%=*H/Z$8/%^W?Q=?3A M3'BC/KS1.?3%/=WAO!$(:@L;0F;>O"&S M;)#>F2HD__6R=FUD9\\^'=E#B; ER:D=EP58IZON>T"'&-"'"/,#CIGGR \Y
MZHZC[CF2G39*V5WX';"AI>"1<(-FA ME]T]?WK%X@3I'L.#T041LJ5J#/$\UER^GF]\#B ?Q: B3032):3R9C"%.!N/1 MV-?H.?PDCF \B,<).-O-(+D9PAFUC'NUC-
^LEG7)9($NY72V].JF+P-+N: + M@>:4',Z"OUT.WBJIVMDS!5?%;$]#/- O-'>DW ,E:9J2X._EV8**R:\ IAQ M\=UBAE5*4ACE&@[98RSSW=]U08?(F:X?'3L?%?E'.]0E^4SIGB[YF>
[G^084= MCB)ZOW\W2>+D XTN_-+EP=]#LDR<#OEM *?D$!ZTB0IUX9LAY5DUTK8=HU_M M^^VR;3//V]MF_97I@E-^!&()-;JZH>+KM@&V$ZMJWW129:F%^6%)_PRHW0:R
M;Y6R^XD[H/\+6?P/4$L#!!0 ((0Y"%FS#Y%($@0 &L* 9 >&PO M=V]R:W-H965T@_W$CNV9^:;;SSC&:V5?C(+ M1 O/A9!F'"RL70X[*9,NL&"FK98H:2=7NF"6?
O6\8Y8:6>:%"M&)P[#?*1B7 MP63DUV[U9*1**[C$6PVF+ JF-U,4:CT.HF"[<,?G^"L6.I/1DLWQ'NVOY:VF MOTZC)>,%2L.5!(WY.+B(AM.>.^\//)!
MT;#"2Q3"*2(8?]]_)EQDS>*G$;Y[9Q3@8!)!ASDIA[]3Z M.];^>("I$L9_85V=[7<#2$MC55$+$X*"RVIDSS4/.P*#\ V!N!:(/>[*D$=Y MQ2R;C+1:@W:G29N;>%>]-
('CT@7EWFK:Y21G)]=<,IER)N"'-%:7Q+&2B1+A!9DJ-U=[I YL)-&>CCB7[3DLGK6U-*UOQ&[;Z<*.D71CX)C/, M]N4[A+L!'V_!3^.C"O\H91NZ80OB,$Z.Z.LV9'2]ONY;9+RX?,5-
I3SVL"? M%S.BAN[/7X=\KE0FAUGZG!J:)4MQ'%#2&-0K#:?/D3]\.L1P$D#.#FF?/7. M.9J5 D'E<&$,4GCJ6&7 [&X(70+
':::EUES.8\.6KOL#>U87=G!&E*7K>\HEV(4J#*>P9S4;0W?C<$,)HY^HP.4E[<%'B.+SUF 0T>S3AT$< MQ5_W9MO=2B^KO'NOT,\7!H9O'(U;@R1JQBO4?,5<:6K8V[Q+L*;]O]-
\A2D6 M,]30C3S5W?^5ZN2\%9\G;[%6[[ZF^EU"1_*GU^1/[JWY\]L7<,P^7ZQ0TWL$ M]WPN>\YY(YE3M>.#Z2 &U-Z9UY2YT$>>C\3?P!02P,$% @-A#D(6:AE M!0?8 @-/08 !D
!X,"]W;W)K&ULE55M;]HP M$/XKIZR:6@DU(827,D "VFF;5@VUW?9A<37(A5Q\YLI[3_?F<',B91'Z) MW^YY[KFS[5+9*OUH"D0+SZ609AH4UE;C,#1!@24SEZI"22>YTB6SM-
2;T%0: M6>9!I0CC*!J$)>,RF$W\WDK/)]JV@DM<:3!U63+]UD"AMM.@&^PW[OBFL&XC MG$TJML%[M-^KE:95V++)DO$1IN)*@,9\&\^YXD3AL;_"#X]8Y>$,0+0[0.QU-
XZ\RFMFV6RBU1:TLR8V-_&A>C2)X])=RKW5=,H)9V?S--4U9G#S M3-=LT "3&7RS!6I8UEJCM/"5LS47W'(Z/7]@:X'F8A):*U_$)PF_U/(2>E$'XBA.3O#UVDST/%_O%;X5
M>_&Q^0SXM#!AX-=\;:RFM_/[6,@-8W*_^N.X@^ MG-";M'J34^RS>ZK/K!8(*H>WW>*Q2${[VO/C(;_R_.F.7QR\DBUJA%25E>:& M4,Q K@25OQD#W1KZ6[O&%,LU$?
2Z'3CG$FRA:D.\Y@*6|%)FT@#.(M.Z.D3V.W$R57<,MDG9-%K;GL\&/XEE3?&3WC5*S+D0 M9!@/$^AU!O$05EKE:%R+80)R)/&C9 B#?K_*9>6PC$6XOZ(Q$:[O/:O("'+ M!V4)R-
Z6GS,8=891UX^C073L,80')5VBWOC&92BH6MJFNMO=MC?.FY;PS[QI MK+=,;[@T(# G:'0Y[>@FV;5+*RJ?(-8*TOMQD\+ZN^HG0&=YTK9_<(Y:/\8 ML[)02P,$% @
A#D(6=IO<;#- P F0D !D !X;"]W;W)K&ULE59M<]HX$/XK.V[:(3,<-N8EA (SI&FFN6NF3).V'V[N M@[7K*DMN9(A\PDK7[[+.[CV1--E)]UQFB@:\6:C:1E?^3HS]D4XFY1LC?
=HOI0+1;.P1DEY@4)S*4#A M:AK,N^.KH;5W!E\Y,O3>&&PF2RF_V$EM.@TB2PAS3(Q%8/3WB.\PSRT0T?BQ MQ0SJD-9Q?[Q#OW&Y4RY+IO&=S+_QU&338!1 BBM6Y>:SW'S
;3X#BY?(7+LG M;+QMGXR32AM9;)V)0<&%_V=/VSKL.8RB$P[QUB%VO'T@Q_*:&3:;*+D!9:T) MS0Y"]23 _]0^)3DXIWI*[B1L#?*]&!7M2&.(K[#7B].LF>P^N=P+O& MI8%KKI-
B'V<^4-&L?8" M&1LH=X%*'P@225M0&VTY&3)?R9RV,AF/@1J%=:.@Q049R$H3EC[WG#W4F36* MH(@B^"%9(9?C?F-+>H:ZDU!59"0.M?GO4NR O:5CNUMKD+-:_.49G$
_:W6$/ M&FH\J&L\^.4:WPJ'1VW@_1,=<_IH51O13E>U+A,85\92R4>>HG8U3&112H'' M5Y7O6*!G0:==S@R5R$AG_4?\X:O?I/.U0J0ST8SA(;/AP4:$RR6J*#'1_+]T7/#H7D
MQ:70W@AL$.8D?J]VZ4WKT9Q-WYKYX/JR1 NVT/J'0TOH-MO]_UX!*-V5 OB M/Q.G R=V]L[;EJN7 M6VSD?A[$P6'AL=Y6QBY$BUG'M[A"\W>W5#2+CI2R,E'H6@I0N)D'-
_'U;6;M MG<'W&O?Z9 PVD[643W;R4,X#9@5A@X6Q!$ZO'=YATU@0R?@Y,(-C2.MX.C[0 M/[K<*985LM'O"WMMF>0!%KXUL M!V=2T-;"O_GSL
\G#A/VBD,R."1.MP_D5'[@AB]F2NY!66NBV8%+U7F3N%K8 MHJR,H]\U^9G%G6Q;NSFBA"7M!RJ%):R,+)[@KV]\W:!^-XL,!;+F43% ;STT M>04ZAJ]2F$K#O2BQ_-,_(H%'E0LA
2EF07>.DQZ]3QTE=X M]$_[VKS /S=K,10=C'_/Y>@1V7F$O2S7NN,%S@.Z#1K5#H/%VS?QF+V_(# [M"LPNT1H((UJ>PCA95GJU/I M^(RJJ+4/2AU.;\O#.#Z_6?_#]]@'^B)L
MB_/<)&24\73$@/AQ'([YW/^+YN*W"%E[Y\23Y]^,@=JA<#]X@=[;Y- [3 M<09OWTR2.'D/WZ3AS>$$7823#JE&$\RF(2C=!HF67[NMD0G#:U%M75M6Y.6 M7AC?
VXZKQS_#C6^(O\W];^4K5]N:3E*#&W)E5_DH .5;M9\8V;GVN):&FJT, M5O1W0V4-Z/M&2G.8V #'_^7B%U!+ P04 " "$.0A94R*2NAL% D#0 M&0 'AL+W=OD%)5

{3"Z2GU_I@CZI.6^]27^KTTQ(V?S@U)P?4:W9Z\GX]X$#[!??*/ MDDZ#X(1[?\P1]_.6^WDO]T7MFYH>T\"@1)6B,)TD:ZSA\(!!,!@&T0G/9\.. MJ$Y,JM.?=F-EQHR'%-J<'@ MG)::JN\-=U4!AI8" ">!@ &0 'AL+W=O"/FJ<@!-WLJ"JXF3:UU=N:Y*,PDT3594GE^PT48C-Q!LYV MXHFM#7!MVSB>$80%)!J@T#QM89;* H#A#+^MIA.1VD2=\=;]#OK';TLJ(); M4? QDF*DHE'V23;O7\"JW((]6U9)]'(J=3T)05 MZHR<$,,)C,H/OIJV*FT:%?T#%]YI?DJ%W3GS/'Y&7^92[P .Z#X*L+:W$*'"WU.[IA*T=8OH')KY)W\OEXH+?'S^-,G MO"$8]1.8DKE2%4UAXF!-*)!K<)+/GP:A]_4#^<-_.O C],2>QJD$4UR,KPA5 MYFKPL* [K+,^S0UJ:%%-5:X3+W;7/4)&G9+[,2M#A1V$<4 M[!%]",T#7&'"%1[C&O=QA7M<@]'H$-FX(QL?(XOZR,9[9)$7!?U<4<<5?Y1CM MR*8,-H$6E>U"Z&QG]EACC\0D&8#KB^%T-O -+7NEY3\ U!+ P04 " "$ M.0A933L')4T% "9(P &0 'AL+W=OF=[H>? MG82$0'#)=*3U1^)H0@=[2).,3WEJ(S9UA\'!-4LS[M=$,R>6=)68J%/&4K@V\8P5%NE":&;9JND>(XZ\TF^,4%FTWH5B1Q1A8,\6V: M8O;UGB1T-^U9O? V%3_%J+=0%8S;9X!5Y(N+S9L'DF5%1HC@E&8]IAAA93GL? MK;O &BN#Q,4?,=GQ@V.DOLHSI2_JY"&:]DP5$4E(*!0"RX]7,B=)HD@RCB\E MM%? Y5(:'QWMZD'}Y^66>,2=SFOP91V(U[8UZ*")+OW)[K[B91?:*AX(4UX M_A_MRK9F#%5 MYFKPL* [K+,^S0UJ:%%-5:X3+W;7/4)&G9+[,2M#]A#1V$<4 M[!%]",T#7&'"%1[C&O=QA7M<@]'H$-FX(QL?(XOZR,9[9)$7!?U<4<<5?Y1CM MR*8,-H$6E>U"Z&QG]EACC\0D&8#KB^%T-O -+7NEY3\ U!+ P04 " "$ M.0A933L')4T% "9(P &0 'AL+W=OF=[H>? MG82$0'#)=*3U1^)H0@=[2).,3WEJ(S9UA\'!-4LS[M=$,R>6=)68J%/&4K@V\8P5%NE":&;9JND>(XZ\TF^,4%FTWH5B1Q1A8,\6V: M8O;UGB1T-^U9O? V%3_%J+=0%8S;9X!5Y(N+S9L'DF5%1HC@E&8]IAAA93GL? MK;O &BN#Q,4?,=GQ@V.DOLHSI2_JY"&:]DP5$4E(*!0"RX]7,B=)HD@RCB\E MM%? Y5(:'QWMZD']Y^66>,2=SFOP91V(U[8UZ*")+OW)[K[B91?:*AX(4UX M_A_MRK9F#%5 MYFKPL* [K+,^S0UJ:%%-5:X3+W;7/4)&G9+[,2M#]A#1V$<4 M[!%]",T#7&'"%1[C&O=QA7M<@]'H$-FX(QL?(XOZR,9[9)$7!?U<4<<5?Y1CM MR*8,-H$6E>U"Z&QG]EACC\0D&8#KB^%T-O -+7NEY3\ U!+ P04 " "$ M.0A933L')4T% "9(P &0 'AL+W=OF=[H>? MG82$0'#)=*3U1^)H0@=[2).,3WEJ(S9UA\'!-4LS[M=$,R>6=)68J%/&4K@V\8P5%NE":&;9JND>(XZ\TF^,4%FTWH5B1Q1A8,\6V: M8O;UGB1T-^U9O? V%3_%J+=0%8S;9X!5Y(N+S9L'DF5%1HC@E&8]IAAA93GL? MK;O &BN#Q,4?,=GQ@V.DOLHSI2_JY"&:]DP5$4E(*!0"RX]7,B=)HD@RCB\E MM%? Y5(:'QWMZD']Y^66>,2=SFOP91V(U[8UZ*")+OW)[K[B91?:*AX(4UX M_A_MRK9F#%5 MYFKPL* [K+,^S0UJ:%%-5:X3+W;7/4)&G9+[,2M#]A#1V$<4 M[!%]",T#7&'"%1[C&O=QA7M<@]'H$-FX(QL?(XOZR,9[9)$7!?U<4<<5?Y1CM MR*8,-H$6E>U"Z&QG]EACC\0D&8#KB^%T-O -+7NEY3\ U!+ P04 " "$ M.0A9D_/>27D" "-!@ &0 'AL+W=O:7-G=AP84*DK'?6YADK"N40L'",%L5!3&ULS5C1CJ,V%/T5BTK5KM0=(1(IDFDF>Q4W6IW&TTFW8>J M#P[84&LQ,W,KOIBQ M0J:$PHHC4609YO_<0\H.<\NUCA./9)=(/6$O9CG>P1KD4[[B:F37*#')@ K^ M*.*PG5MWW[NW2#*72"B?B#P$$TKI&6LF'L60\^Q7/+T8P@A4AJ"*P^]K"$=-5(MBL??%:A5/U,G-J^/Z+\8\4K,!@M8LO0;B64RMR86BF&+BU0^LL.O4 GR-5[$ M4F'^HT,5ZU@H*H1D696L&&2$EI_XI3*BD:!PNA-&5<+H/&'\2H)7)7A&:,G, MR/J()5[,.#L@KJ,5FKXPWIALI890O8QKR=5=HO+DXJO:*9^9$.A.2DXVA<2; M%)!D:,FR3-F\EBQZ3E@:. Q: /J [*DE,TD*O0CDIT+N/(#%)Q7MU M7YBIF2T52? TH.ZH(W9>$1]\0"M 71F4BT .-(6[GVTI;W'<=Q_/. MBN$R+@C'_M1[!DRAD2L)U[/Y#[96 3;,3"%([RY!H9*L^OZ'_9,E9,L]4PI)G?J%M9][$P3##WQXP>H M"44&+^&9M+_H6,=B#R6E5#ROD_4*\]15__2U+L1) AE=20CJA.!S$\(Z(;1$ MJY596@]4T<5,\",2)EJCF0M;&YNMV:3,M'&MA!Y-=9Y:+'F>FVJR#5KI H(0 ML$%KQ9,7]!U::]%LR@P0WZ(ZL!IZ @GBH".UCM"CE"5E":!O'D#1-)/O=*K< M4P%RYBN]1C.3G]3K>5^M)[BRGI]+=H="_"T*<##J25\.IS] HM.)30^[Z;ZN M3%.>H"E/8/'".^7})]2&?L7[SU_U.'I4D,N_^KA58*-^,/-&WCN]C#W]"MG M*^@MOOZ*C/'W?4P=@75XAPWO< C]31;2Lj8'W57ZK'5@VITV[4Y9W>9W?;6H M)HCL!&8S.2P(P6%()KJMAU.>EX&3*)P&H[B)ZU 8-11&@Q36=FE(G$H57D$D MJ03;4KVI2:6%G[)=39079FOI5>W@7+=VUA%8IRQ14Y;(I:(CE[P=@75XCQO> MXR^MZ/&%4..(8*WI,T%?QD4QQCC&_8*.&P;QS8(^@%1&O[}?^KD2::+T2$6R M9*GJU?+@-+?VU!%8IR*3IB(3EUJ>N.3M"*S#>]KPGGYI+4\O=^=(:Q2?2?DR M+!R;P'XE$]RZ#OS_-NS"FE* ? M\R+CGP#AJ]*B>SU=PA:993U,AQ=?M0CS'RQ7]?YX,PW M]HI16K=.K54CL5.=.[5DKM"ZW%M31@:]CQ.=38[T&^ (3Z-S?2](32*:$C,?7 M'$IKL/*.'L ,*><&V!FMA>H;.-^64A.-S_](3=ZYP_^00T)S _D;% M+F429;#5.?@NULFB.M2L;A0O[+G@,U>*Y_9R#U3OW29 CV\Y5V\WYJBQ.5I> M_ -02P,$% @ A#D(67K,-GJ#"P EH4 !D !X;"]W;W)K&ULQ9UKS.9&,C\"%IDIEL$-)VNFUFT]WW M0ZCPW"!?/4?QKV0N94I> MEHLPN>[,TW1UV>TFX[E<^LEYM))A]LDTBI=^FKV-9]UD%4M_DA=:+KJTUQMT MEWX0=FZN\FWW\]?=4B;!4H9)$(4DEM/KSJUU*?JV*I#O\3.0S\G.:Z*^RF,4 M_5)OODZN.SUU1'(AQZE"^-F_)WDG%PM%RH[C7P6TLXVI"NZ^?J-[^9?/OLRC MG\B[:/%;,$GGUYU1ATOTN_1LY#%/^HKWCA:)/E?\ESLV^N0\3D)HV51 M.#'N'91!N_OLOQ8G8*4"M P5H48#N%7 .1;"+ O9> <L4,_I"CC'1N@7!?K' M%A@4!0; [AT0/%!@6!89[!2SG0(%146"4U^ZF.O*Z=/W4O[F*HV<2[]TSFGJ1 M"R(OG55A$"KM/1Q]FF0E4MO'M)H_.NSJOT)N8N6V261^+FH/I._^G'L*V61 MCZY,_6"1?+KJIEE,5;([+OA?-GQZ@&^1;U&8SA/"PHFWF\HS<_E! M4WG>LSPE[4E9Q]ZH?9=>VO M@M1?!/^6DS-RNXS6V=[_^$N&)%]3N4S^67=5;^([]?%5AWJ9K/RQO.YD/68B MXR?9N?GC'ZQ! [T]U4D;"7"2,(6$>$L:1, &":5IUMEIU3/2;OT>9]DBRT\", M=_N9W\F'.OT9F6WUMX$--*Z?E"!,GDZ=/4W4DO,T4-W'N_WJ\2 _'X"!-/$,-B*86 4P^UL%LN9 MJOH@3.,@F^Z,]T00K503D!#Y(N-QH)J& ZV!,5#;.A]4KLK]=J!Q#]:XA]>X M!T=^*0&":14]W%;TT C1NZ,1K6V7FU$("..4O&;S\B.HUFHQB'DXT(F"4GG M?OCI4*4;@[:M] VLOWOI4:=7;=M=9%0VK'8HM5$]9%2.A D03!/6:"NLD5%8 M\(GF63="?G^<)MD,J$]:TCR&2OY&HZS@:Z:G-XO_+!./D9T6_D@82X2QI P M#PGC2)@ P3097FQE>'"BV=8%4JM(F(N$,23,0\(X$B9 ,$VK5]J,Z/6,C297 M0V[5PV9#Z\THNCYM9Z2TU1R4YD)HK*#U#8,U:$ .I0D439=3Z1%89I/@?:<74-^@H#6-K5QH5&95 MC82ZJ!XT*H?2!(JF:ZRT)RRS/P&8:$"]"*MJ"PQKA50U+2JSA^-07C.*0[^C M0-'I*B^-\OL'!QL5NJ:D^)U_OE*QD%4=Y_8%W/$UAJ .@I0&FLXMPY9;NZ(MHPZ9^*^U-VY!#XA#:0)%TZ59F@F6,?^[O4>"W!;W2.0C*N*J]LE3[=//O'WZ M3'9'6BWOD3 ?0FNM0AT%*(T5-&,*#NH40&D"1=/O1"V] FKV"GYN>KV&L;P9 MTE9-4)H+I3%:M0JH9? 4KW2DT*H?2!(JF2ZKT"ZC9+[B74W T2YM+FYP*@ ,WF@!P:4*!H MNF3*1#T]XD&"O1LYINMT4L2),DZGU.NPTG6^.5SV>[V#?/DUKI"TEPHC4%L M'I3&H32!HNEJ+3T&.CKUA!.J.4!I+I3&H#0/2N-0FD#1=-&6[@,UNP_O8(R9 M([96*=1L@-)8P[FEV0GTXX0,"H.L5I0,P)*$RB:OJ1!:4;89C.B57]N9K45 M'93F0FD,2O.@- ZE"11-UU_I7-C6B?MS&^IZ0&DNE,:@-_]*XU":0-%TT9:N MAVU^B.*;_Q(LUTL2KI>/V;PHFKXM59-&Y%$2?S+)]1JN_<7B]8SX"?%55ZZ: M5Y5P5 _AK],DS12M;JWC(&=^;C;JU.J+T!I7E0 M&H?2!(JFJW-GF2*SO7&P2R>_$^WA[EJA8=<@PBY"A%V%"+L,$78=(NQ"1.J4 MN-BEX6([I^[BH78+E.9":0Q*\Z T#J4)%$T7;6G+V&9;YBY:9O/)XMDU?YW. MHSA? 0F73PZO$:!+-I8U>M#&GI9#[1LHS872&)3F06D<2A,HFJ[&TA2RAZ?N MLZ'>$)3F0FD,2O.@- ZE"11-%VWI#=GF9R3^-IW*6,VH#Z?-S836JH.::U : M@](*(U#::)!%? 7&@"ZQTLFQS6[#MB\V2 SJS$!I+I3&H#0/2N-0FFA0Q1$2 M\L>UNG-C&NK-RC-A=(8E.9!:1Q*$P7-HEJZ M=U1."5ME6Z+8WY.I)C5YO.*6BU'O1(HS872&)3F06D<2A,HFBZYTBMQ3OV$ MB -]0@1*4QJ T#TKC4)I T70Y MEO:'TS]UKPU]H@58GYUYGQO!&A0*-4Z@- !=*8TYU_2SG0JT, MLO=$L0<-RZ$T@:.+I"BT]$<>< _;Z,*UO\F(<9W5I4+,$2F-0F@>E<2A-H&BZ M'$O_Q#GUKWHX4/L%2G.A- :E>5 :A]($BJ;_O%[IR/3-C@QB7-FO+G)E6Z/1 MW@_:W9F/I*W>H#0&I?E0&H?2!(JFZZUT:?K'NS1Z+JCMG6'F0&T;0RC-A=(8 ME.9!:1Q*$RB:+L[2S^F?VL_I0_T<*,V%TAB4YD%I'$H3*)HNVM+/Z1_U8R5O M=U5,R,KD45;VCCA-K-;ZQ'J]D!IK%]C6?6MT?[Z.S6[T=*0OMC_35VH/X.B M;1343>92IJZ^C=72QG/Y)U<+!(R5@V4"K*SE<1RJA88OKRGE6YE^YUUZ5HU MVYEUZ=5MY}:ER+=WR[W5RM_)K_Y\2P($[*0T^P0>N?#[/S&:JFRMS=IM+KN M9(W_8Y2FT3)_.9?^1,9JA^SS:12E;V]4@.2=OI?OU(M2E8MA3'2C4!? 8I(ZYUS>#U_K9KZG[(%7 ([UE7#%TXAQ.;2=7E60$WX.=U M(Y^L**N)D%NV=OF& $ZWHBH;N&&(;^N:L*_7 M4-']PO&T@8Q6"V<*^\R]; B M:,3O)>SYT1HI5^XI? 5";]_G"P>I&4$$FE 21'SM80E4I)7F/OSM11[>IB,?K M@_H[[,QTYIYP6-+JCS(7Q<*9.2B'%=E6XI;N?X/.H:G2RVC%]5^T[[#80=F6 M"UIW9'F#NFS:3_+8!>* ((''7,!+\C&/"Y!E"T!&"EUJ8=(3)2RU,.X)VW6U] MAO%+B"#QG-$]8@HMU=1'1U^S9;S*1A7*G6#R.2EY(KX3-'MXJT*=HR6M9?UQ MHC/X%J6/:@?H%C*Z;L1_).)U H*4%7\C'W^Y2]#K5V_0*U0VZ'-!MYPT.9^[M0MY*:,M9=X/K]&;^,S<(T"?:B(*CM,DA-_"3T_SP!-^5T>A#XA]""Y^B@(@ZX^;LA7V2($ MNF*,-&M0Z[- #E>1(9A\MR:84I%*U'7W534EI]4*MIWYK=K$?8G_N[HZ#_13D10$>@I*GHF+X:@U #"P:P' M#9R>]DY/3SI]*\-(6%;HPLQA)W\3-ZID3>Z>5/K>&K0IEM@42RV)#=(1]ND(M? W C'6TFT.988E,LM20V2.)%G\0+RXVDU9L>]XBI%XX:B0&$O6C42)Z"_#": .VI]D1) 82#R-Q(9KW3LY-_PH-,.FVJDN2RW>PD@M&U/NMR>&36M];A3;%$IMB MJ26Q04*B/B'1#VXED#@C0//QMW$@(H\ M;]1-#"#?QZ.>DYH,1M&XG[A'XU<-;*WG7BZ]D:76OFGWI_UL?:4GRM'YM7>Y M] SGB9K%];CW3,X=Y#\1MBX;CBI825/X_$*V/M,.QNU&T(T>_NZID*.D7A9 M-P /0P !D M !X;"]W;W)K&ULM5=MC]H&$/XK([>J$NG +[Q? M 8F[).U52H,XW>5#U0^+/6#K[%VRNX:>;9V=EA MO!/R1<6(&KYF*5<3)9Z<^NZ*HPQ8ZHM-LAI9R5DUC1-Y=I5&XDLLDI9Z@:> MUWY!)5G&9.O=YB*W<3QG?W" (EG'VBRXT_&&K?$1 M]=-F+FGF5E:B)$.N$L%!XFKBS/S;.[]K%*S$OJH1?C2,G%%<"\R M.FS%+%TM6*#2,@DU[5@IF.V8C&!F>$ST*[QYAYHEJ7I+LD]\2](DN7A\4C0/ MO, OM1YXB-Q0#_.4\;&K";7Q[88EPKL"87 &81\^"JYC!>]YA-&W^BY%6X4< M[$.^"QH-_I'S-G2\&P.R"S^#"RIF$E7Y:?#0J4CM6 ^=`X@=,9Y&9#P2<=HP0=,PZ?- L:SH*4P]NU8:%."HPBN46W2FO_SD M][U?&SCJ5AQUFZQ/JXQA1 6N$\X3OC;H-R@3$<&;A)<'\A;^.7DT10R%EY[U M8DK0=MKI^SW/&[O;$^AZ%;I>([K?Z)P,N$M1](Y0G '0KP#T&P$\%^1?4>&#(\@&6+.43.J<(T: M[_AG6^\QLVV*.G] ILR0$4B0-#)RS-*>:1U?2WL=3R$;_P^)%/=@ MT(&TJ@7(70P.(WV?F8Y .F@B#7JPRZ=5<4#NZG!R]#83QA'@:U M,R;XL->5R5!5 M6Y"[N!P=$-W9[@CP8>/2#7NX*T2JRH2&IZ6\1VJ>_-K+GSZ,*V-2S< M ! $:?%V#4%,WJ2+2%4DD;M*GD:D%F6M1-RV2B(%#X /TUUT?=7VHGF^)T)7:0D2NM"BL#?4*4P4 M_6@Q4'QM>\ Y5[JCM)\KW<-383;HJ07G:C\P!LK_"LS^ 5!+ P04 " "$ M.0A9D_/>27D" "-!@ &0 'AL+W=O:7-G=AP84*DK'?6YADK"N40L'",%L5!3&ULS5C1CJ,V%/T5BTK5KM0=(1(IDFDF>Q4W6IW&TTFW8>J M#P[84&LQ,W,KOIBQ M0J:$PHHC4609YO_<0\H.<\NUCA./9)=(/6$O9CG>P1KD4[[B:F37*#')@ K^ M*.*PG5MWW[NW2#*72"B?B#P$$TKI&6LF'L60\^Q7/+T8P@A4AJ"*P^]K"$=-5(MBL??%:A5/U,G-J^/Z+\8\4K,!@M8LO0;B64RMR86BF&+BU0^LL.O4 GR-5[$ M4F'^HT,5ZU@H*H1D696L&&2$EI_XI3*BD:!PNA-&5<+H/&'\2H)7)7A&:,G, MR/J()5[,.#L@KJ,5FKXPWIALI890O8QKR=5=HO+DXJO:*9^9$.A.2DXVA<2; M%)!D:,FR3-F\EBQZ3E@:. Q: /J [*DE,TD*O0CDIT+N/(#%)Q7MU M7YBIF2T52? TH.ZH(W9>$1]\0"M 71F4BT .-(6[GVTI;W'<=Q_/. MBN$R+@C'_M1[!DRAD2L)U[/Y#[96 3;,3"%([RY!H9*L^OZ'_9,E9,L]4PI)G?J%M9][$P3##WQXP>H M"44&+^&9M+_H6,=B#R6E5#ROD_4*\]15__2U+L1) AE=20CJA.!S$\(Z(;1$ MJY596@]4T<5,\",2)EJCF0M;&YNMV:3,M'&MA!Y-=9Y:+'F>FVJR#5KI H(0 ML$%KQ9,7]!U::]%LR@P0WZ(ZL!IZ @GBH".UCM"CE"5E":!O'D#1-)/O=*K< M4P%RYBN]1C.3G]3K>5^M)[BRGI]+=H="_"T*<##J25\.IS] HM.)30^[Z;ZN M3%.>H"E/8/'".^7})]2&?L7[SU_U.'I4D,N_^KA58*-^,/-&WCN]C#W]"MG M*^@MOOZ*C/'W?4P=@75XAPWO< C]31;2Lj8'W57ZK'5@VITV[4Y9W>9W?;6H M)HCL!&8S.2P(P6%()KJMAU.>EX&3*)P&H[B)ZU 8-11&@Q36=FE(G$H57D$D MJ03;4KVI2:6%G[)=39079FOI5>W@7+=VUA%8IRQ14Y;(I:(CE[P=@75XCQO> MXR^MZ/&%4..(8*WI,T%?QD4QQCC&_8*.&P;QS8(^@%1&O[}?^KD2::+T2$6R M9*GJU?+@-+?VU!%8IR*3IB(3EUJ>N.3M"*S#>]KPGGYI+4\O=^=(:Q2?2?DR M+!R;P'XE$]RZ#OS_-NS"FE* ? M\R+CGP#AJ]*B>SU=PA:993U,AQ=?M0CS'RQ7]?YX,PW M]HI16K=.K54CL5.=.[5DKM"ZW%M31@:]CQ.=38[T&^ (3Z-S?2](32*:$C,?7 M'$IKL/*.'L ,*><&V!FMA>H;.-^64A.-S_](3=ZYP_^00T)S _D;% M+F429;#5.?@NULFB.M2L;A0O[+G@,U>*Y_9R#U3OW29 CV\Y5V\WYJBQ.5I> M_ -02P,$% @ A#D(67K,-GJ#"P EH4 !D !X;"]W;W)K&ULQ9UKS.9&,C\"%IDIEL$-)VNFUFT]WW M0ZCPW"!?/4?QKV0N94I> MEHLPN>[,TW1UV>TFX[E<^LEYM))A]LDTBI=^FKV-9]UD%4M_DA=:+KJTUQMT MEWX0=FZN\FWW\]?=4B;!4H9)$(4DEM/KSJUU*?JV*I#O\3.0S\G.:Z*^RF,4 M_5)OODZN.SUU1'(AQZE"^-F_)WDG%PM%RH[C7P6TLXVI"NZ^?J-[^9?/OLRC MG\B[:/%;,$GGUYU1ATOTN_1LY#%/^HKWCA:)/E?\ESLV^N0\3D)HV51 M.#'N'91!N_OLOQ8G8*4"M P5H48#N%7 .1;"+ O9> <L4,_I"CC'1N@7!?K' M%A@4!0; [AT0/%!@6!89[!2SG0(%146"4U^ZF.O*Z=/W4O[F*HV<2[]TSFGJ1 M"R(OG55A$"KM/1Q]FF0E4MO'M)H_.NSJOT)N8N6V261^+FH/I._^G'L*V61 MCZY,_6"1?+KJIEE,5;([+OA?-GQZ@&^1;U&8SA/"PHFWF\HS<_E! M4WG>LSPE[4E9Q]ZH?9=>VO M@M1?!/^6DS-RNXS6V=[_^$N&)%]3N4S^67=5;^([]?%5AWJ9K/RQO.YD/68B MXR?9N?GC'ZQ! [T]U4D;"7"2,(6$>$L:1, &":5IUMEIU3/2;OT>9]DBRT\", M=_N9W\F'.OT9F6WUMX$--*Z?E"!,GDZ=/4W4DO,T4-W'N_WJ\2 _'X"!-/$,-B*86 4P^UL%LN9 MJOH@3.,@F^Z,]T00K503D!#Y(N-QH)J& ZV!,5#;.A]4KLK]=J!Q#]:XA]>X M!T=^*0&":14]W%;TT C1NZ,1K6V7FU$("..4O&;S\B.HUFHQB'DXT(F"4GG M?OCI4*4;@[:M] VLOWOI4:=7;=M=9%0VK'8HM5$]9%2.A D03!/6:"NLD5%8 M\(GF63="?G^<)MD,J$]:TCR&2OY&HZS@:Z:G-XO_+!./D9T6_D@82X2QI P M#PGC2)@ P3097FQE>'"BV=8%4JM(F(N$,23,0\(X$B9 ,$VK5]J,Z/6,C297 M0V[5PV9#Z\THNCYM9Z2TU1R4YD)HK*#U#8,U:$ .I0D439=3Z1%89I/@?:<74-^@H#6-K5QH5&95 MC82ZJ!XT*H?2!(JF2ZKT"ZC9+[B74W T2YM+FYP*@ ,WF@!P:4*!H MNF3*1#T]XD&"O1LYINMT4L2),DZGU.NPTG6^.5SV>[V#?/DUKI"TEPHC4%L M'I3&H32!HNEJ+3T&.CKUA!.J.4!I+I3&H#0/2N-0FD#1=-&6[@,UNP_O8(R9 M([96*=1L@-)8P[FEV0GTXX0,"H.L5I0,P)*$RB:OJ1!:4;89C.B57]N9K45 M'93F0FD,2O.@- ZE"11-UU_I7-C6B?MS&^IZ0&DNE,:@-_]*XU":0-%TT9:N MAVU^B.*;_Q(LUTL2KI>/V;PHFKXM59-&Y%$2?S+)]1JN_<7B]8SX"?%55ZZ: M5Y5P5 _AK],DS12M;JWC(&=^;C;JU.J+T!I7E0 M&H?2!(JFJW-GF2*SO7&P2R>_$^WA[EJA8=<@PBY"A%V%"+L,$78=(NQ"1.J4 MN-BEX6([I^[BH78+E.9":0Q*\Z T#J4)%$T7;6G+V&9;YBY:9O/)XMDU?YW. MHSA? 0F73PZO$:!+-I8U>M#&GI9#[1LHS872&)3F06D<2A,HFJ[&TA2RAZ?N MLZ'>$)3F0FD,2O.@- ZE"11-%VWI#=GF9R3^-IW*6,VH#Z?-S836JH.::U : M@](*(U#::)!%? 7&@"ZQTLFQS6[#MB\V2 SJS$!I+I3&H#0/2N-0FFA0Q1$2 M\L>UNG-C&NK-RC-A=(8E.9!:1Q*$P7-HEJZ M=U1."5ME6Z+8WY.I)C5YO.*6BU'O1(HS872&)3F06D<2A,HFBZYTBMQ3OV$ MB -]0@1*4QJ T#TKC4)I T70Y MEO:'TS]UKPU]H@5**8GYUYGQO!&A0*-4Z@- !=*8TYU_2SG0JT, MLO=$L0<-RZ$T@:.+I"BT]$<>< _;Z,*UO\F(<9W5I4+,$2F-0F@>E<2A-H&BZ M'$O_Q#GUKWHX4/L%2G.A- :E>5 :A]($BJ;_O%[IR/3-C@QB7-FO+G)E6Z/1 MW@_:W9F/I*W>H#0&I?E0&H?2!(JFZZUT:?K'NS1Z+JCMG6'F0&T;0RC-A=(8 ME.9!:1Q*$RB:+L[2S^F?VL_I0_T<*,V%TAB4YD%I'$H3*)HNVM+/Z1_U8R5O M=U5,R,KD45;VCCA-K-;ZQ'J]D!IK%]C6?6MT?[Z.S6[T=*0OMC_35VH/X.B M;1343>92IJZ^C=72QG/Y)U<+!(R5@V4"K*SE<1RJA88OKRGE6YE^YUUZ5HU MVYEUZ=5MY}:ER+=WR[W5RM_)K_Y\2P($[*0T^P0>N?#[/S&:JFRMS=IM+KN M9(W_8Y2FT3)_.9?^1,9JA^SS:12E;V]4@.2=OI?OU(M2E8MA3'2C4!? 8I(ZYUS>#U_K9KZG[(%7 ([UE7#%TXAQ.;2=7E60$WX.=U M(Y^L**N)D%NV=OF& $ZWHBH;N&&(;^N:L*_7 M4-']PO&T@8Q6"V<*^\R]; B M:,3O)>SYT1HI5^XI? 5";]_G"P>I&4$$FE 21'SM80E4I)7F/OSM11[>IB,?K M@_H[[,QTYIYP6-+JCS(7Q<*9.2B'%=E6XI;N?X/.H:G2RVC%]5^T[[#80=F6 M"UIW9'F#NFS:3_+8!>* ((''7,!+\C&/"Y!E"T!&"EUJ8=(3)2RU,.X)VW6U] MAO%+B"#QG-$]8@HMU=1'1U^S9;S*1A7*G6#R.2EY(KX3-'MXJT*=HR6M9?UQ MHC/X%J6/:@?H%C*Z;L1_).)U H*4%7\C'W^Y2]#K5V_0*U0VZ'-!MYPT.9^[M0MY*:,M9=X/K]&;^,S<(T"?:B(*CM,DA-_"3T_SP!-^5T>A#XA]""Y^B@(@ZX^;LA7V2($ MNF*,-&M0Z[- #E>1(9A\MR:84I%*U'7W534EI]4*MIWYK=K$?8G_N[HZ#_13D10$>@I*GHF+X:@U #"P:P' M#9R>]DY/3SI]*\-(6%;HPLQA)W\3-ZID3>Z>5/K>&K0IEM@42RV)#=(1]ND(M? W C'6TFT.988E,LM20V2.)%G\0+RXVDU9L>]XBI%XX:B0&$O6C42)Z"_#": .VI]D1) 82#R-Q(9KW3LY-_PH-,.FVJDN2RW>PD@M&U/NMR>&36M];A3;%$IMB MJ26Q04*B/B'1#VXED#@C0//QMW$@(H\ M;]1-#"#?QZ.>DYH,1M&XG[A'XU<-;*WG7BZ]D:76OFGWI_UL?:4GRM'YM7>Y M] SGB9K%];CW3,X=Y#\1MBX;CBI825/X_$*V/M,.QNU&T(T>_NZID*.D7A9 M-P /0P !D M !X;"]W;W)K&ULM5=MC]H&$/XK([>J$NG +[Q? M 8F[).U52H,XW>5#U0^+/6#K[%VRNX:>;9V=EA MO!/R1<6(&KYF*5<3)9Z<^NZ*HPQ8ZHM-LAI9R5DUC1-Y=I5&XDLLDI9Z@:> MUWY!)5G&9.O=YB*W<3QG?W" (EG'VBRXT_&&K?$1 M]=-F+FGF5E:B)$.N$L%!XFKBS/S;.[]K%*S$OJH1?C2,G%%<"\R M.FS%+%TM6*#2,@DU[5@IF.V8C&!F>$ST*[QYAYHEJ7I+LD]\2](DN7A\4C0/ MO, OM1YXB-Q0#_.4\;&K";7Q[88EPKL"87 &81\^"JYC!>]YA-&W^BY%6X4< M[$.^"QH-_I'S-G2\&P.R"S^#"RIF$E7Y:?#0J4CM6 ^=`X@=,9Y&9#P2<=HP0=,PZ?- L:SH*4P]NU8:%."HPBN46W2FO_SD M][U?&SCJ5AQUFZQ/JXQA1 6N$\X3OC;H-R@3$<&;A)<'\A;^.7DT10R%EY[U M8DK0=MKI^SW/&[O;$^AZ%;I>([K?Z)P,N$M1](Y0G '0KP#T&P$\%^1?4>&#(\@&6+.43.J<(T: M[_AG6^\QLVV*.G] ILR0$4B0-#)RS-*>:1U?2WL=3R$;_P^)%/=@ MT(&TJ@7(70P.(WV?F8Y .F@B#7JPRZ=5<4#NZG!R]#83QA'@:U M,R;XL->5R5!5 M6Y"[N!P=$-W9[@CP8>/2#7NX*T2JRH2&IZ6\1VJ>_-K+GSZ,*V-2S< M ! $:?%V#4%,WJ2+2%4DD;M*GD:D%F6M1-RV2B(%#X /TUUT?=7VHGF^)T)7:0D2NM"BL#?4*4P4 M_6@Q4'QM>\ Y5[JCM)\KW<-383;HJ07G:C\P!LK_"LS^ 5!+ P04 " "$ M.0A9D_/>27D" "-!@ &0 'AL+W=O:7-G=AP84*DK'?6YADK"N40L'",%L5!3&ULS5C1CJ,V%/T5BTK5KM0=(1(IDFDF>Q4W6IW&TTFW8>J M#P[84&LQ,W,KOIBQ M0J:$PHHC4609YO_<0\H.<\NUCA./9)=(/6$O9CG>P1KD4[[B:F37*#')@ K^ M*.*PG5MWW[NW2#*72"B?B#P$$TKI&6LF'L60\^Q7/+T8P@A4AJ"*P^]K"$=-5(MBL??%:A5/U,G-J^/Z+\8\4K,!@M8LO0;B64RMR86BF&+BU0^LL.O4 GR-5[$ M4F'^HT,5ZU@H*H1D696L&&2$EI_XI3*BD:!PNA-&5<+H/&'\2H)7)7A&:,G, MR/J()5[,.#L@KJ,5FKXPWIALI890O8QKR=5=HO+DXJO:*9^9$.A.2DXVA<2; M%)!D:,FR3-F\EBQZ3E@:. Q: /J [*DE,TD*O0CDIT+N/(#%)Q7MU M7YBIF2T52? TH.ZH(W9>$1]\0"M 71F4BT .-(6[GVTI;W'<=Q_/. MBN$R+@C'_M1[!DRAD2L)U[/Y#[96 3;,3"%([RY!H9*L^OZ'_9,E9,L]4PI)G?J%M9][$P3##WQXP>H M"44&+^&9M+_H6,=B#R6E5#ROD_4*\]15__2U+L1) AE=20CJA.!S$\(Z(;1$ MJY596@]4T<5,\",2)EJCF0M;&YNMV:3,M'&MA!Y-=9Y:+'F>FVJR#5KI H(0 ML$%KQ9,7]!U::]%LR@P0WZ(ZL!IZ @GBH".UCM"CE"5E":!O'D#1-)/O=*K< M4P%RYBN]1C.3G]3K>5^M)[BRGI]+=H="_"T*<##J25\.IS] HM.)30^[Z;ZN M3%.>H"E/8/'".^7})]2&?L7[SU_U.'I4D,N_^KA58*-^,/-&WCN]C#W]"MG M*^@MOOZ*C/'W?4P=@75XAPWO< C]31;2Lj8'W57ZK'5@VITV[4Y9W>9W?;6H M)HCL!&8S.2P(P6%()KJMAU.>EX&3*)P&H[B)ZU 8-11&@Q36=FE(G$H57D$D MJ03;4KVI2:6%G[)=39079FOI5>W@7+=VUA%8IRQ14Y;(I:(CE[P=@75XCQO> MXR^MZ/&%4..(8*WI,T%?QD4QQCC&_8*.&P;QS8(^@%1&O[}?^KD2::+T2$6R M9*GJU?+@-+?VU!%8IR*3IB(3EUJ>N.3M"*S#>]KPGGYI+4\O=^=(:Q2?2?DR M+!R;P'XE$]RZ#OS_-NS"FE* ? M\R+CGP#AJ]*B>SU=PA:993U,AQ=?M0CS'RQ7]?YX,PW M]HI16K=.K54CL5.=.[5DKM"ZW%M31@:]CQ.=38[T&^ (3Z-S?2](32*:$C,?7 M'$IKL/*.'L ,*><&V!FMA>H;.-^64A.-S_](3=ZYP_^00T)S _D;% M+F429;#5.?@NULFB.M2L;A0O[+G@,U>*Y_9R#U3OW29 CV\Y5V\WYJBQ.5I> M_ -02P,$% @ A#D(67K,-GJ#"P EH4 !D !X;"]W;W)K&ULQ9UKS.9&,C\"%IDIEL$-)VNFUFT]WW M0ZCPW"!?/4?QKV0N94I> MEHLPN>[,TW1UV>TFX[E<^LEYM))A]LDTBI=^FKV-9]UD%4M_DA=:+KJTUQMT MEWX0=FZN\FWW\]?=4B;!4H9)$(4DEM/KSJUU*?JV*I#O\3.0S\G.:Z*^RF,4 M_5)OODZN.SUU1'(AQZE"^-F_)WDG%PM%RH[C7P6TLXVI"NZ^?J-[^9?/OLRC MG\B[:/%;,$GGUYU1ATOTN_1LY#%/^HKWCA:)/E?\ESLV^N0\3D)HV51 M.#'N'91!N_OLOQ8G8*4"M P5H48#N%7 .1;"+ O9> <L4,_I"CC'1N@7!?K' M%A@4!0; [AT0/%!@6!89[!2SG0(%146"4U^ZF.O*Z=/W4O[F*HV<2[]TSFGJ1 M"R(OG55A$"KM/1Q]FF0E4MO'M)H_.NSJOT)N8N6V261^+FH/I._^G'L*V61 MCZY,_6"1?+KJIEE,5;([+OA?-GQZ@&^1;U&8SA/"PHFWF\HS<_E! M4WG>LSPE[4E9Q]ZH?9=>VO M@M1?!/^6DS-RNXS6V=[_^$N&)%]3N4S^67=5;^([]?%5AWJ9K/RQO.YD/68B MXR?9N?GC'ZQ

M.M*Y+XA"7:6[HOWSR2'N,.VN_.K\KLRYP#ASYHSU\<0<71YW.))V]<#&0N1" M>?X3C%FQ]-7?1^UIYY3_,CMN[X=QR^X\/.MNU^_QUS,^UK^P#P'2AP3I0X'T M<0/2QPBDCUN0/NY^K@'Z8,/41I!$96CD,I13.4HJ'(453D*JQS%58X"*T>1 M5:#(*E!D%2BR"A19!8JL D56@2*K0)%5H,@J4&25*+)*%%DEBJP215:)(JM$ MD56BR"I19)4HLDH4616*K I%5H4BJT*15:'(JE!D52BR*A19U7_*^F[,\J__ MP+7WM-9E<\AGW6_.Z2=02P$"% ,4 "_"$.0A9!T%-8H$ "Q $ M @ $ 9&]C4')O<',O87!P+GAM;%!+ 0(4 Q0 ((0Y M"%FTS?VB[@ "L" 1 " -\ !D;V-0&UL4$L! A0#% @ A#D(6=R?U+0- M!@ HR !@ ("!#0@ 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ A#D(61^QI=O8!0 0QP !@ M ("![Q< 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0# M% @ A#D(66LJP\46" ,"8 !@ ("!LBP 'AL+W=O M&PO=V]R:W-H965T&UL4$L! A0#% @ A#D(6?1C<3N) M!@ 7Q(!D ("!*44 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ A#D(67X^IRZX# -"$!D M ("!"E@ 'AL+W=O&PO=V]R M:W-H965T%J !X;"]W;W)K&UL M4$L! A0#% @ A#D(67&MKF*7 P [< !D ("!1'< M 'AL+W=O"@& ^$ &0 @($2>P >&PO=V]R:W-H965T&UL4$L! A0#% @ MA#D(68)>["Q] P D0@ !D ("!V8D 'AL+W=O&UL4$L! A0#% @ A#D(6=IO<;#- P MF0D !D ("!Y90 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ A#D(65<1!OJ! R0L !D M ("!JJ$ 'AL+W=O&PO=V]R:W-H M965T&UL4$L! M A0#% @ A#D(6:5!_)Z/ @ 408 !D ("!LZP 'AL M+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ A#D(M6:EW_;HM!0 A28 !D ("!=;@ 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ A#D(69KTW^L, P Z0@ M !D ("!+<4 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ A#D(63[9SPL[P R D !D M ("!;=@ 'AL+W=OU4!AI8" ">!@ &0 @('?VP >&PO=V]R:W-H965T M !X;"]W;W)K&UL4$L! A0# M% @ A#D(64(?(5$J! 9A8 !D ("!,.0 'AL+W=O MLPV>H,+ "6 MA0 &0 @(&1Z >&PO=V]R:W-H965T&UL4$L! A0#% @ A#D(68L? M]=N> P /0P !D ("!&/@ 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ A#D(69/SWDEY @ C08 !D M ("!\ ,! 'AL+W=O$@ &0 @(&@!@$ >&PO M=V]R:W-H965T&UL4$L! A0#% @ A#D(64+,]*E8 P DA8 T (! M?P\! 'AL+W-T>6QE&PO=V]R:V)O;VLN>&UL M4$L! A0#% @ A#D(69(LH):X 0 YQP !H (!%A@! M 'AL+U]R96QS+W=O XML 62 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 63 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 65 FilingSummary.xml IDEA: XBRL DOCUMENT 3.24.2.u1 html 174 252 1 false 48 0 false 5 false false R1.htm 0000001 - Document - Cover Sheet http://werewolftx.com/role/Cover Cover Cover 1 false false R2.htm 9952151 - Statement - Condensed Consolidated Balance Sheets (unaudited) Sheet http://werewolftx.com/role/CondensedConsolidatedBalanceSheetsunaudited Condensed Consolidated Balance Sheets (unaudited) Statements 2 false false R3.htm 9952152 - Statement - Condensed Consolidated Balance Sheets (unaudited) (Parenthetical) Sheet http://werewolftx.com/role/CondensedConsolidatedBalanceSheetsunauditedParenthetical Condensed Consolidated Balance Sheets (unaudited) (Parenthetical) Statements 3 false false R4.htm 9952153 - Statement - Condensed Consolidated Statements of Operations (unaudited) Sheet http://werewolftx.com/role/CondensedConsolidatedStatementsofOperationsunaudited Condensed Consolidated Statements of Operations (unaudited) Statements 4 false false R5.htm 9952154 - Statement - Condensed Consolidated Statements of Stockholders??? Equity (unaudited) Sheet http://werewolftx.com/role/CondensedConsolidatedStatementsofStockholdersEquityunaudited Condensed Consolidated Statements of Stockholders??? Equity (unaudited) Statements 5 false false R6.htm 9952155 - Statement - Condensed Consolidated Statements of Stockholders??? Equity (unaudited) (Parenthetical) Sheet http://werewolftx.com/role/CondensedConsolidatedStatementsofStockholdersEquityunauditedParenthetical Condensed Consolidated Statements of Stockholders??? Equity (unaudited) (Parenthetical) Statements 6 false false R7.htm 9952156 - Statement - Condensed Consolidated Statements of Cash Flows (unaudited) Sheet http://werewolftx.com/role/CondensedConsolidatedStatementsofCashFlowsunaudited Condensed Consolidated Statements of Cash Flows (unaudited) Statements 7 false false R8.htm 9952157 - Disclosure - Nature of Business Sheet http://werewolftx.com/role/NatureofBusiness Nature of Business Notes 8 false false R9.htm 9952158 - Disclosure - Summary of Significant Accounting Policies Sheet http://werewolftx.com/role/SummaryofSignificantAccountingPolicies Summary of Significant Accounting Policies Notes 9 false false R10.htm 9952159 - Disclosure - Collaboration and License Agreement Sheet http://werewolftx.com/role/CollaborationandLicenseAgreement Collaboration and License Agreement Notes 10 false false R11.htm 9952160 - Disclosure - Financial Instruments and Fair Value Measurements Sheet http://werewolftx.com/role/FinancialInstrumentsandFairValueMeasurements Financial Instruments and Fair Value Measurements Notes 11 false false R12.htm 9952161 - Disclosure - Accrued Expenses and Other Current Liabilities Sheet http://werewolftx.com/role/AccruedExpensesandOtherCurrentLiabilities Accrued Expenses and Other Current Liabilities Notes 12 false false R13.htm 9952162 - Disclosure - Term Loan Sheet http://werewolftx.com/role/TermLoan Term Loan Notes 13 false false R14.htm 9952163 - Disclosure - Common and Preferred Stock Sheet http://werewolftx.com/role/CommonandPreferredStock Common and Preferred Stock Notes 14 false false R15.htm 9952164 - Disclosure - Stock-based Compensation Sheet http://werewolftx.com/role/StockbasedCompensation Stock-based Compensation Notes 15 false false R16.htm 9952165 - Disclosure - Related Parties Sheet http://werewolftx.com/role/RelatedParties Related Parties Notes 16 false false R17.htm 9952166 - Disclosure - Net Loss Attributable to Common Stockholders per Share Sheet http://werewolftx.com/role/NetLossAttributabletoCommonStockholdersperShare Net Loss Attributable to Common Stockholders per Share Notes 17 false false R18.htm 9954471 - Disclosure - Summary of Significant Accounting Policies (Policies) Sheet http://werewolftx.com/role/SummaryofSignificantAccountingPoliciesPolicies Summary of Significant Accounting Policies (Policies) Policies http://werewolftx.com/role/SummaryofSignificantAccountingPolicies 18 false false R19.htm 9954472 - Disclosure - Collaboration and License Agreement (Tables) Sheet http://werewolftx.com/role/CollaborationandLicenseAgreementTables Collaboration and License Agreement (Tables) Tables http://werewolftx.com/role/CollaborationandLicenseAgreement 19 false false R20.htm 9954473 - Disclosure - Financial Instruments and Fair Value Measurements (Tables) Sheet http://werewolftx.com/role/FinancialInstrumentsandFairValueMeasurementsTables Financial Instruments and Fair Value Measurements (Tables) Tables http://werewolftx.com/role/FinancialInstrumentsandFairValueMeasurements 20 false false R21.htm 9954474 - Disclosure - Accrued Expenses and Other Current Liabilities (Tables) Sheet http://werewolftx.com/role/AccruedExpensesandOtherCurrentLiabilitiesTables Accrued Expenses and Other Current Liabilities (Tables) Tables http://werewolftx.com/role/AccruedExpensesandOtherCurrentLiabilities 21 false false R22.htm 9954475 - Disclosure - Term Loan (Tables) Sheet http://werewolftx.com/role/TermLoanTables Term Loan (Tables) Tables http://werewolftx.com/role/TermLoan 22 false false R23.htm 9954476 - Disclosure - Common and Preferred Stock (Tables) Sheet http://werewolftx.com/role/CommonandPreferredStockTables Common and Preferred Stock (Tables) Tables http://werewolftx.com/role/CommonandPreferredStock 23 false false R24.htm 9954477 - Disclosure - Stock-based Compensation (Tables) Sheet http://werewolftx.com/role/StockbasedCompensationTables Stock-based Compensation (Tables) Tables http://werewolftx.com/role/StockbasedCompensation 24 false false R25.htm 9954478 - Disclosure - Net Loss Attributable to Common Stockholders per Share (Tables) Sheet http://werewolftx.com/role/NetLossAttributabletoCommonStockholdersperShareTables Net Loss Attributable to Common Stockholders per Share (Tables) Tables http://werewolftx.com/role/NetLossAttributabletoCommonStockholdersperShare 25 false false R26.htm 9954479 - Disclosure - Nature of Business (Details) Sheet http://werewolftx.com/role/NatureofBusinessDetails Nature of Business (Details) Details http://werewolftx.com/role/NatureofBusiness 26 false false R27.htm 9954480 - Disclosure - Collaboration and License Agreement - Schedule of Research and Development Costs Incurred and Revenue Recognized (Details) Sheet http://werewolftx.com/role/CollaborationandLicenseAgreementScheduleofResearchandDevelopmentCostsIncurredandRevenueRecognizedDetails Collaboration and License Agreement - Schedule of Research and Development Costs Incurred and Revenue Recognized (Details) Details 27 false false R28.htm 9954481 - Disclosure - Collaboration and License Agreement - Schedule of Changes in Contract Liabilities (Details) Sheet http://werewolftx.com/role/CollaborationandLicenseAgreementScheduleofChangesinContractLiabilitiesDetails Collaboration and License Agreement - Schedule of Changes in Contract Liabilities (Details) Details 28 false false R29.htm 9954482 - Disclosure - 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Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer)." } } }, "auth_ref": ["r39", "r535"] }, "us-gaap_AccountsReceivableMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccountsReceivableMember", "presentation": ["http://werewolftx.com/role/CollaborationandLicenseAgreementNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Accounts Receivable", "label": "Accounts Receivable [Member]", "documentation": "Due from customers or clients for goods or services that have been delivered or sold." } } }, "auth_ref": ["r502"] }, "howl_AccretionOfDebtDiscountAndFinalFee": { "xbrltype": "monetaryItemType", "nsuri": "http://werewolftx.com/20240630", "localname": "AccretionOfDebtDiscountAndFinalFee", "crdr": "debit", "calculation": { "http://werewolftx.com/role/TermLoanScheduleofInterestExpenseDetails": { "parentTag": "us-gaap_InterestExpenseDebt", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://werewolftx.com/role/TermLoanScheduleofInterestExpenseDetails"], "lang": { "en-us": { "role": { "terseLabel": "Accretion of debt discount and Final Fee (8.94%)", "label": "Accretion Of Debt Discount And Final Fee", "documentation": "Accretion Of Debt Discount And Final Fee" } } }, "auth_ref": [] }, "howl_AccruedContractResearchCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://werewolftx.com/20240630", "localname": "AccruedContractResearchCurrent", "crdr": "credit", "calculation": { "http://werewolftx.com/role/AccruedExpensesandOtherCurrentLiabilitiesDetails": { "parentTag": "us-gaap_AccruedLiabilitiesCurrent", "weight": 1.0, "order": 5.0 } }, "presentation": ["http://werewolftx.com/role/AccruedExpensesandOtherCurrentLiabilitiesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Contract research", "label": "Accrued Contract Research, Current", "documentation": "Accrued Contract Research, Current" } } }, "auth_ref": [] }, "howl_AccruedExpensesAndOtherCurrentLiabilitiesDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://werewolftx.com/20240630", "localname": "AccruedExpensesAndOtherCurrentLiabilitiesDisclosureTextBlock", "presentation": ["http://werewolftx.com/role/AccruedExpensesandOtherCurrentLiabilities"], "lang": { "en-us": { "role": { "terseLabel": "Accrued Expenses and Other Current Liabilities", "label": "Accrued Expenses and Other Current Liabilities Disclosure [Text Block]", "documentation": "Accrued Expenses and Other Current Liabilities" } } }, "auth_ref": [] }, "us-gaap_AccruedLiabilitiesCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccruedLiabilitiesCurrent", "crdr": "credit", "calculation": { "http://werewolftx.com/role/CondensedConsolidatedBalanceSheetsunaudited": { "parentTag": "us-gaap_LiabilitiesCurrent", "weight": 1.0, "order": 3.0 }, "http://werewolftx.com/role/AccruedExpensesandOtherCurrentLiabilitiesDetails": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": ["http://werewolftx.com/role/AccruedExpensesandOtherCurrentLiabilitiesDetails", "http://werewolftx.com/role/CondensedConsolidatedBalanceSheetsunaudited"], "lang": { "en-us": { "role": { "terseLabel": "Accrued expenses and other current liabilities", "totalLabel": "Total accrued expenses and other current liabilities", "label": "Accrued Liabilities, Current", "documentation": "Carrying value as of the balance sheet date of obligations incurred and payable, pertaining to costs that are statutory in nature, are incurred on contractual obligations, or accumulate over time and for which invoices have not yet been received or will not be rendered. Examples include taxes, interest, rent and utilities. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer)." } } }, "auth_ref": ["r42"] }, "howl_AccruedManufacturingCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://werewolftx.com/20240630", "localname": "AccruedManufacturingCurrent", "crdr": "credit", "calculation": { "http://werewolftx.com/role/AccruedExpensesandOtherCurrentLiabilitiesDetails": { "parentTag": "us-gaap_AccruedLiabilitiesCurrent", "weight": 1.0, "order": 4.0 } }, "presentation": ["http://werewolftx.com/role/AccruedExpensesandOtherCurrentLiabilitiesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Manufacturing", "label": "Accrued Manufacturing, Current", "documentation": "Accrued Manufacturing, Current" } } }, "auth_ref": [] }, "us-gaap_AccruedProfessionalFeesCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccruedProfessionalFeesCurrent", "crdr": "credit", "calculation": { "http://werewolftx.com/role/AccruedExpensesandOtherCurrentLiabilitiesDetails": { "parentTag": "us-gaap_AccruedLiabilitiesCurrent", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://werewolftx.com/role/AccruedExpensesandOtherCurrentLiabilitiesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Professional fees", "label": "Accrued Professional Fees, Current", "documentation": "Carrying value as of the balance sheet date of obligations incurred through that date and payable for professional fees, such as for legal and accounting services received. 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Includes, but is not limited to, additional paid-in capital (APIC) for common and preferred stock." } } }, "auth_ref": ["r52", "r535", "r652"] }, "us-gaap_AdditionalPaidInCapitalMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AdditionalPaidInCapitalMember", "presentation": ["http://werewolftx.com/role/CondensedConsolidatedStatementsofStockholdersEquityunaudited"], "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": ["r407", "r571", "r572", "r573", "r574", "r623", "r653"] }, "us-gaap_AdjustmentsToAdditionalPaidInCapitalShareBasedCompensationStockOptionsRequisiteServicePeriodRecognition": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AdjustmentsToAdditionalPaidInCapitalShareBasedCompensationStockOptionsRequisiteServicePeriodRecognition", "crdr": "credit", "presentation": ["http://werewolftx.com/role/CondensedConsolidatedStatementsofStockholdersEquityunaudited"], "lang": { "en-us": { "role": { "terseLabel": "Stock-based compensation expense", "label": "APIC, Share-Based Payment Arrangement, Option, Increase for Cost Recognition", "documentation": "Amount of increase to additional paid-in capital (APIC) for recognition of cost for option under share-based payment arrangement." } } }, "auth_ref": [] }, "us-gaap_AdjustmentsToAdditionalPaidInCapitalStockIssuedIssuanceCosts": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AdjustmentsToAdditionalPaidInCapitalStockIssuedIssuanceCosts", "crdr": "debit", "presentation": ["http://werewolftx.com/role/CondensedConsolidatedStatementsofStockholdersEquityunauditedParenthetical"], "lang": { "en-us": { "role": { "terseLabel": "Issuance costs", "label": "Adjustments to Additional Paid in Capital, Stock Issued, Issuance Costs", "documentation": "Amount of decrease in additional paid in capital (APIC) resulting from direct costs associated with issuing stock. Includes, but is not limited to, legal and accounting fees and direct costs associated with stock issues under a shelf registration." } } }, "auth_ref": ["r6", "r75"] }, "us-gaap_AdjustmentsToReconcileNetIncomeLossToCashProvidedByUsedInOperatingActivitiesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AdjustmentsToReconcileNetIncomeLossToCashProvidedByUsedInOperatingActivitiesAbstract", "presentation": ["http://werewolftx.com/role/CondensedConsolidatedStatementsofCashFlowsunaudited"], "lang": { "en-us": { "role": { "terseLabel": "Adjustments to reconcile net loss to net cash used in operating activities:", "label": "Adjustments to Reconcile Net Income (Loss) to Cash Provided by (Used in) Operating Activities [Abstract]" } } }, "auth_ref": [] }, "us-gaap_AllocatedShareBasedCompensationExpense": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AllocatedShareBasedCompensationExpense", "crdr": "debit", "presentation": ["http://werewolftx.com/role/StockbasedCompensationExpenseRecognizedDetails", "http://werewolftx.com/role/StockbasedCompensationNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Total stock-based compensation", "label": "Share-Based Payment Arrangement, Expense", "documentation": "Amount of expense for award under share-based payment arrangement. 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Excludes lease obligation." } } }, "auth_ref": ["r11", "r83", "r214", "r229", "r515", "r516", "r534", "r648"] }, "us-gaap_LongTermDebtByMaturityAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongTermDebtByMaturityAbstract", "presentation": ["http://werewolftx.com/role/TermLoanScheduleofTotalPrincipalPaymentsMaturitiesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Long-Term Debt, Fiscal Year Maturity [Abstract]", "label": "Long-Term Debt, Fiscal Year Maturity [Abstract]" } } }, "auth_ref": [] }, "us-gaap_LongTermDebtMaturitiesRepaymentsOfPrincipalInNextTwelveMonths": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongTermDebtMaturitiesRepaymentsOfPrincipalInNextTwelveMonths", "crdr": "credit", "calculation": { "http://werewolftx.com/role/TermLoanScheduleofTotalPrincipalPaymentsMaturitiesDetails": { "parentTag": "us-gaap_LongTermDebt", "weight": 1.0, "order": 5.0 } }, "presentation": ["http://werewolftx.com/role/TermLoanScheduleofTotalPrincipalPaymentsMaturitiesDetails"], "lang": { "en-us": { "role": { "terseLabel": "2025", "label": "Long-Term Debt, Maturity, Year One", "documentation": "Amount of long-term debt payable, sinking fund requirement, and other securities issued that are redeemable by holder at fixed or determinable price and date, maturing 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)." } } }, "auth_ref": ["r5", "r127", "r219"] }, "us-gaap_LongTermDebtMaturitiesRepaymentsOfPrincipalInYearFour": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongTermDebtMaturitiesRepaymentsOfPrincipalInYearFour", "crdr": "credit", "calculation": { "http://werewolftx.com/role/TermLoanScheduleofTotalPrincipalPaymentsMaturitiesDetails": { "parentTag": "us-gaap_LongTermDebt", "weight": 1.0, "order": 4.0 } }, "presentation": ["http://werewolftx.com/role/TermLoanScheduleofTotalPrincipalPaymentsMaturitiesDetails"], "lang": { "en-us": { "role": { "terseLabel": "2028", "label": "Long-Term Debt, Maturity, Year Four", "documentation": "Amount of long-term debt payable, sinking fund requirement, and other securities issued that are redeemable by holder at fixed or determinable price and date, maturing 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)." } } }, "auth_ref": ["r5", "r127", "r219"] }, "us-gaap_LongTermDebtMaturitiesRepaymentsOfPrincipalInYearThree": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongTermDebtMaturitiesRepaymentsOfPrincipalInYearThree", "crdr": "credit", "calculation": { "http://werewolftx.com/role/TermLoanScheduleofTotalPrincipalPaymentsMaturitiesDetails": { "parentTag": "us-gaap_LongTermDebt", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://werewolftx.com/role/TermLoanScheduleofTotalPrincipalPaymentsMaturitiesDetails"], "lang": { "en-us": { "role": { "terseLabel": "2027", "label": "Long-Term Debt, Maturity, Year Three", "documentation": "Amount of long-term debt payable, sinking fund requirement, and other securities issued that are redeemable by holder at fixed or determinable price and date, maturing 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)." } } }, "auth_ref": ["r5", "r127", "r219"] }, "us-gaap_LongTermDebtMaturitiesRepaymentsOfPrincipalInYearTwo": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongTermDebtMaturitiesRepaymentsOfPrincipalInYearTwo", "crdr": "credit", "calculation": { "http://werewolftx.com/role/TermLoanScheduleofTotalPrincipalPaymentsMaturitiesDetails": { "parentTag": "us-gaap_LongTermDebt", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://werewolftx.com/role/TermLoanScheduleofTotalPrincipalPaymentsMaturitiesDetails"], "lang": { "en-us": { "role": { "terseLabel": "2026", "label": "Long-Term Debt, Maturity, Year Two", "documentation": "Amount of long-term debt payable, sinking fund requirement, and other securities issued that are redeemable by holder at fixed or determinable price and date, maturing 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)." } } }, "auth_ref": ["r5", "r127", "r219"] }, "us-gaap_LongTermDebtMaturitiesRepaymentsOfPrincipalRemainderOfFiscalYear": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongTermDebtMaturitiesRepaymentsOfPrincipalRemainderOfFiscalYear", "crdr": "credit", "calculation": { "http://werewolftx.com/role/TermLoanScheduleofTotalPrincipalPaymentsMaturitiesDetails": { "parentTag": "us-gaap_LongTermDebt", "weight": 1.0, "order": 3.0 } }, "presentation": ["http://werewolftx.com/role/TermLoanScheduleofTotalPrincipalPaymentsMaturitiesDetails"], "lang": { "en-us": { "role": { "terseLabel": "2024 (remaining as of June 30, 2024)", "label": "Long-Term Debt, Maturity, Remainder of Fiscal Year", "documentation": "Amount of long-term debt payable, sinking fund requirement, and other securities issued that are redeemable by holder at fixed or determinable price and date, maturing in remainder of current fiscal year." } } }, "auth_ref": ["r570"] }, "us-gaap_LongTermNotesPayable": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongTermNotesPayable", "crdr": "credit", "calculation": { "http://werewolftx.com/role/CondensedConsolidatedBalanceSheetsunaudited": { "parentTag": "us-gaap_Liabilities", "weight": 1.0, "order": 3.0 } }, "presentation": ["http://werewolftx.com/role/CondensedConsolidatedBalanceSheetsunaudited"], "lang": { "en-us": { "role": { "terseLabel": "Note payable, net of discount, issuance costs, and current portion", "label": "Notes Payable, Noncurrent", "documentation": "Carrying value as of the balance sheet date of notes payable (with maturities initially due after one year or beyond the operating cycle if longer), excluding current portion." } } }, "auth_ref": ["r11"] }, "us-gaap_LongtermDebtTypeAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongtermDebtTypeAxis", "presentation": ["http://werewolftx.com/role/TermLoanNarrativeDetails", "http://werewolftx.com/role/TermLoanScheduleofOutstandingTermLoansPayableDetails"], "lang": { "en-us": { "role": { "terseLabel": "Long-term Debt, Type [Axis]", "label": "Long-Term Debt, Type [Axis]", "documentation": "Information by type of long-term debt." } } }, "auth_ref": ["r11", "r583", "r584", "r585"] }, "us-gaap_LongtermDebtTypeDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongtermDebtTypeDomain", "presentation": ["http://werewolftx.com/role/TermLoanNarrativeDetails", "http://werewolftx.com/role/TermLoanScheduleofOutstandingTermLoansPayableDetails"], "lang": { "en-us": { "role": { "terseLabel": "Long-term Debt, Type [Domain]", "label": "Long-Term Debt, Type [Domain]", "documentation": "Type of long-term debt arrangement, such as notes,

line of credit, commercial paper, asset-based financing, project financing, letter of credit financing. These are debt arrangements that originally required repayment more than twelve months after issuance or greater than the normal operating cycle of the company, if longer." } } }, "auth_ref": ["r11", "r22", "r583", "r584", "r585"] }, "howl_MarketOfferingMember": { "xbrltype": "domainItemType", "nsuri": "http://werewolftx.com/20240630", "localname": "MarketOfferingMember", "presentation": ["http://werewolftx.com/role/CondensedConsolidatedStatementsofStockholdersEquityunaudited", "http://werewolftx.com/role/CondensedConsolidatedStatementsofStockholdersEquityunauditedParenthetical"], "lang": { "en-us": { "role": { "terseLabel": "Market Offering", "label": "Market Offering [Member]", "documentation": "Market Offering" } } }, "auth_ref": [] }, "srt_MaximumMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "MaximumMember", "presentation": ["http://werewolftx.com/role/CommonandPreferredStockNarrativeDetails", "http://werewolftx.com/role/FinancialInstrumentsandFairValueMeasurementsNarrativeDetails", "http://werewolftx.com/role/TermLoanNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Maximum", "label": "Maximum [Member]" } } }, "auth_ref": ["r186", "r187", "r188", "r189", "r260", "r295", "r326", "r370", "r386", "r388", "r395", "r426", "r427", "r484", "r485", "r486", "r487", "r495", "r503", "r504", "r513", "r519", "r524", "r530", "r531", "r532", "r533", "r536", "r589", "r640", "r641", "r642", "r643", "r644", "r645"] }, "us-gaap_MeasurementInputExpectedDividendRateMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "MeasurementInputExpectedDividendRateMember", "presentation": ["http://werewolftx.com/role/FinancialInstrumentsandFairValueMeasurementsUnobservableInputsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Dividend yield (continuous)", "label": "Measurement Input, Expected Dividend Rate [Member]", "documentation": "Measurement input using expected dividend rate to be paid to holder of share per year." } } }, "auth_ref": ["r626", "r627", "r628"] }, "us-gaap_MeasurementInputExpectedTermMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "MeasurementInputExpectedTermMember", "presentation": ["http://werewolftx.com/role/FinancialInstrumentsandFairValueMeasurementsUnobservableInputsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Expected term (in years)", "label": "Measurement Input, Expected Term [Member]", "documentation": "Measurement input using period financial instrument is expected to be outstanding. Excludes maturity date." } } }, "auth_ref": ["r626", "r627", "r628"] }, "us-gaap_MeasurementInputRiskFreeInterestRateMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "MeasurementInputRiskFreeInterestRateMember", "presentation": ["http://werewolftx.com/role/FinancialInstrumentsandFairValueMeasurementsUnobservableInputsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Risk-free rate (continuous)", "label": "Measurement Input, Risk Free Interest Rate [Member]", "documentation": "Measurement input using interest rate on instrument with zero risk of financial loss." } } }, "auth_ref": ["r626", "r627", "r628"] }, "us-gaap_MeasurementInputSharePriceMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "MeasurementInputSharePriceMember", "presentation": ["http://werewolftx.com/role/FinancialInstrumentsandFairValueMeasurementsUnobservableInputsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Stock Price", "label": "Measurement Input, Share Price [Member]", "documentation": "Measurement input using share price of saleable stock." } } }, "auth_ref": ["r626", "r627", "r628"] }, "us-gaap_MeasurementInputTypeAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "MeasurementInputTypeAxis", "presentation": ["http://werewolftx.com/role/FinancialInstrumentsandFairValueMeasurementsUnobservableInputsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Measurement Input Type [Axis]", "label": "Measurement Input Type [Axis]", "documentation": "Information by type of measurement input used to determine value of asset and liability." } } }, "auth_ref": ["r324", "r325", "r326", "r530"] }, "us-gaap_MeasurementInputTypeDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "MeasurementInputTypeDomain", "presentation": 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instruments, for example, but not limited to, commercial paper, banker's acceptances, repurchase agreements, government securities, certificates of deposit, and other highly liquid securities." } } }, "auth_ref": ["r592"] }, "us-gaap_MovementInDeferredRevenueRollForward": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "MovementInDeferredRevenueRollForward", "presentation": ["http://werewolftx.com/role/CollaborationandLicenseAgreementScheduleofChangesinContractLiabilitiesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Movement in Deferred Revenue [Roll Forward]", "label": "Movement in Deferred Revenue [Roll Forward]", "documentation": "A roll forward is a reconciliation of a concept from the beginning of a period to the end of a period." } } }, "auth_ref": [] }, "us-gaap_NetCashProvidedByUsedInFinancingActivities": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": 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Financing activity cash flows include obtaining resources from owners and providing them with a return on, and a return of, their investment; borrowing money and repaying amounts borrowed, or settling the obligation; and obtaining and paying for other resources obtained from creditors on long-term credit." } } }, "auth_ref": ["r120"] }, "us-gaap_NetCashProvidedByUsedInFinancingActivitiesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetCashProvidedByUsedInFinancingActivitiesAbstract", "presentation": ["http://werewolftx.com/role/CondensedConsolidatedStatementsofCashFlowsunaudited"], "lang": { "en-us": { "role": { "terseLabel": "Financing activities:", "label": "Net Cash Provided by (Used in) Financing Activities [Abstract]" } } }, "auth_ref": [] }, "us-gaap_NetCashProvidedByUsedInInvestingActivities": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetCashProvidedByUsedInInvestingActivities", "crdr": "debit", "calculation": { "http://werewolftx.com/role/CondensedConsolidatedStatementsofCashFlowsunaudited": { "parentTag": "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://werewolftx.com/role/CondensedConsolidatedStatementsofCashFlowsunaudited"], "lang": { "en-us": { "role": { "totalLabel": "Net cash used in investing activities", "label": "Net Cash Provided by (Used in) Investing Activities", "documentation": "Amount of cash inflow (outflow) from investing activities, including discontinued operations. Investing activity cash flows include making and collecting loans and acquiring and disposing of debt or equity instruments and property, plant, and equipment and other productive assets." } } }, "auth_ref": ["r120"] }, "us-gaap_NetCashProvidedByUsedInInvestingActivitiesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetCashProvidedByUsedInInvestingActivitiesAbstract", "presentation": ["http://werewolftx.com/role/CondensedConsolidatedStatementsofCashFlowsunaudited"], "lang": { "en-us": { "role": { "terseLabel": "Investing activities:", "label": "Net Cash Provided by (Used in) Investing Activities [Abstract]" } } }, "auth_ref": [] }, "us-gaap_NetCashProvidedByUsedInOperatingActivities": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetCashProvidedByUsedInOperatingActivities", "calculation": { "http://werewolftx.com/role/CondensedConsolidatedStatementsofCashFlowsunaudited": { "parentTag": "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://werewolftx.com/role/CondensedConsolidatedStatementsofCashFlowsunaudited"], "lang": { "en-us": { "role": { "totalLabel": "Net cash used in operating activities", "label": "Net Cash Provided by (Used in) Operating Activities", "documentation": "Amount 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." } } }, "auth_ref": ["r64", "r65", "r66"] }, "us-gaap_NetCashProvidedByUsedInOperatingActivitiesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetCashProvidedByUsedInOperatingActivitiesAbstract", "presentation": ["http://werewolftx.com/role/CondensedConsolidatedStatementsofCashFlowsunaudited"], "lang": { "en-us": { "role": { "terseLabel": "Operating activities:", "label": "Net Cash Provided by (Used in) Operating Activities [Abstract]" } } }, "auth_ref": [] }, "us-gaap_NetIncomeLoss": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetIncomeLoss", "crdr": "credit", "calculation": { "http://werewolftx.com/role/CondensedConsolidatedStatementsofCashFlowsunaudited": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": 1.0, "order": 2.0 }, "http://werewolftx.com/role/CondensedConsolidatedStatementsofOperationsunaudited": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": ["http://werewolftx.com/role/CondensedConsolidatedStatementsofCashFlowsunaudited", "http://werewolftx.com/role/CondensedConsolidatedStatementsofOperationsunaudited", "http://werewolftx.com/role/CondensedConsolidatedStatementsofStockholdersEquityunaudited"], "lang": { "en-us": { "role": { "totalLabel": "Net loss", "verboseLabel": "Net loss", "terseLabel": "Net loss", "label": "Net Income (Loss) Attributable to Parent", "documentation": "The portion of profit or loss for the period, net of income taxes, which is attributable to the parent." } } }, "auth_ref": ["r57", "r66", "r86", "r100", "r112", "r113", "r116", "r126", "r131", "r133", "r134", "r135", "r136", "r137", "r140", "r141", "r154", "r174", "r192", "r193", "r194", "r195", "r196", "r197", "r198", "r199", "r200", "r303", "r306", "r320", "r344", "r383", "r456", "r475", "r476", "r546", "r587"] }, "us-gaap_NetIncomeLossAvailableToCommonStockholdersBasic": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetIncomeLossAvailableToCommonStockholdersBasic", "crdr": "credit", "presentation": ["http://werewolftx.com/role/NetLossIncomeAttributabletoCommonStockholdersperShareAntidilutiveSharesDetails"], "lang": { "en-us": { "role": { "verboseLabel": "Net loss", "label": "Net Income (Loss) Available to Common Stockholders, Basic", "documentation": "Amount, after deduction of tax, noncontrolling interests, dividends on preferred stock and participating securities, of income (loss) available to common shareholders." } } }, "auth_ref": ["r118", "r133", "r134", "r135", "r136", "r143", "r144", "r155", "r158", "r306"] }, "us-gaap_NetIncomeLossAvailableToCommonStockholdersDiluted": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetIncomeLossAvailableToCommonStockholdersDiluted", "crdr": "credit", "presentation": ["http://werewolftx.com/role/NetLossIncomeAttributabletoCommonStockholdersperShareAntidilutiveSharesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Adjusted net loss", "label": "Net Income (Loss) Available to Common Stockholders, Diluted", "documentation": "Amount, 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." } } }, "auth_ref": ["r118", "r145", "r148", "r149", "r150", "r151", "r155", "r158"] }, "us-gaap_NewAccountingPronouncementsPolicyPolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NewAccountingPronouncementsPolicyPolicyTextBlock", "presentation": ["http://werewolftx.com/role/SummaryofSignificantAccountingPoliciesPolicies"], "lang": { "en-us": { "role": { "terseLabel": "Recently Adopted Accounting Pronouncements and Recent Accounting Pronouncements", "label": "New Accounting Pronouncements, Policy [Policy Text Block]", "documentation": "Disclosure of accounting policy pertaining to new accounting pronouncements that may impact the entity's financial reporting. Includes, but is not limited to, quantification of the expected or actual impact." } } }, "auth_ref": [] }, "howl_NonCashInterestExpense": { "xbrltype": "monetaryItemType", "nsuri": "http://werewolftx.com/20240630", "localname": "NonCashInterestExpense", "crdr": "debit", "calculation": { "http://werewolftx.com/role/CondensedConsolidatedStatementsofCashFlowsunaudited": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": 1.0, "order": 13.0 } }, "presentation": ["http://werewolftx.com/role/CondensedConsolidatedStatementsofCashFlowsunaudited"], "lang": { "en-us": { "role": { "terseLabel": "Non-cash interest expense", "label": "Non-Cash Interest Expense", "documentation": "Non-Cash Interest Expense" } } }, "auth_ref": [] }, "us-gaap_NoncashInvestingAndFinancingItemsAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NoncashInvestingAndFinancingItemsAbstract", "presentation": ["http://werewolftx.com/role/CondensedConsolidatedStatementsofCashFlowsunaudited"], "lang": { "en-us": { "role": { "terseLabel": "Supplemental disclosure of non-cash investing and financing activities:", "label": "Noncash Investing and Financing Items [Abstract]" } } },

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Includes selling, general and administrative expense." } } }, "auth_ref": [] }, "us-gaap_OperatingExpensesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OperatingExpensesAbstract", "presentation": ["http://werewolftx.com/role/CondensedConsolidatedStatementsofOperationsunaudited"], "lang": { "en-us": { "role": { "terseLabel": "Operating expenses:", "label": "Operating Expenses [Abstract]" } } }, "auth_ref": [] }, "us-gaap_OperatingIncomeLoss": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OperatingIncomeLoss", "crdr": "credit", "calculation": { "http://werewolftx.com/role/CondensedConsolidatedStatementsofOperationsunaudited": { "parentTag": "us-gaap_NetIncomeLoss", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://werewolftx.com/role/CondensedConsolidatedStatementsofOperationsunaudited"], "lang": { "en-us": { "role": { "totalLabel": "Operating loss", "label": "Operating Income (Loss)", 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Periodic Reduction", "documentation": "Amount of periodic reduction over lease term of carrying amount of right-of-use asset from operating lease." } } }, "auth_ref": ["r565"] }, "us-gaap_OrganizationConsolidationAndPresentationOfFinancialStatementsAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OrganizationConsolidationAndPresentationOfFinancialStatementsAbstract", "lang": { "en-us": { "role": { "label": "Organization, Consolidation and Presentation of Financial Statements [Abstract]" } } }, "auth_ref": [] }, "us-gaap_OrganizationConsolidationAndPresentationOfFinancialStatementsDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OrganizationConsolidationAndPresentationOfFinancialStatementsDisclosureTextBlock", "presentation": ["http://werewolftx.com/role/NatureofBusiness"], "lang": { "en-us": { "role": { "terseLabel": "Nature of Business", "label": "Organization, Consolidation and Presentation of Financial Statements Disclosure [Text Block]", "documentation": "The entire disclosure for organization, consolidation and basis of presentation of financial statements disclosure." } } }, "auth_ref": ["r38", "r79", "r396", "r397"] }, "us-gaap_OtherAccruedLiabilitiesCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OtherAccruedLiabilitiesCurrent", "crdr": "credit", "calculation": { "http://werewolftx.com/role/AccruedExpensesandOtherCurrentLiabilitiesDetails": { "parentTag": "us-gaap_AccruedLiabilitiesCurrent", "weight": 1.0, "order": 6.0 } }, "presentation": ["http://werewolftx.com/role/AccruedExpensesandOtherCurrentLiabilitiesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Other", "label": "Other Accrued Liabilities, Current", "documentation": "Amount of expenses incurred but not yet paid classified as other, due within one year or the normal operating cycle, if longer." } } }, "auth_ref": ["r42"] }, 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Includes, but is not limited to, preferred shares issued, repurchased, and held

as treasury shares. Excludes preferred shares classified as debt." } } }, "auth_ref": ["r50", "r233"] }, "us-gaap_PreferredStockSharesOutstanding": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PreferredStockSharesOutstanding", "presentation": [
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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." } } } }, "auth_ref": ["r90", "r558", "r566"] }, "us-gaap_RestrictedStockMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestrictedStockMember", "presentation": ["http://werewolftx.com/role/StockbasedCompensationNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Unvested RSAs", "label": "Restricted Stock [Member]", "documentation": "Stock including a provision that prohibits sale or substantive sale of an equity instrument for a specified period of time or until specified performance conditions are met." } } } }, "auth_ref": ["r17"] }, "us-gaap_RestrictedStockUnitsRSUMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestrictedStockUnitsRSUMember", "presentation": ["http://werewolftx.com/role/CommonandPreferredStockScheduleofCommonStockReservedforIssuanceDetails", "http://werewolftx.com/role/NetLossAttributabletoCommonStockholdersperShareAntidilutiveSharesDetails", "http://werewolftx.com/role/StockbasedCompensationNarrativeDetails", "http://werewolftx.com/role/StockbasedCompensationRestrictedStockAwardActivityDetails"], "lang": { "en-us": { "role": { "terseLabel": "Shares reserved for vesting of restricted stock units", "verboseLabel": "Unvested RSUs", "label": "Restricted Stock Units (RSUs) [Member]", "documentation": "Share instrument which is convertible to stock or an equivalent amount of cash, after a specified period of time or when specified performance conditions are met." } } }, "auth_ref": [] }, "us-gaap_RetainedEarningsAccumulatedDeficit": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RetainedEarningsAccumulatedDeficit", "crdr": "credit", "calculation": { "http://werewolftx.com/role/CondensedConsolidatedBalanceSheetsunaudited": { "parentTag": "us-gaap_StockholdersEquity", "weight": 1.0, "order": 4.0 } }, "presentation": ["http://werewolftx.com/role/CondensedConsolidatedBalanceSheetsunaudited"], "lang": { "en-us": { "role": { "terseLabel": "Accumulated deficit", "label": "Retained Earnings (Accumulated Deficit)", "documentation": "Amount of accumulated undistributed earnings (deficit)." } } }, "auth_ref": ["r53", "r75", "r380", "r393", "r394", "r403", "r437", "r535"] }, "us-gaap_RetainedEarningsMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RetainedEarningsMember", "presentation": ["http://werewolftx.com/role/CondensedConsolidatedStatementsofStockholdersEquityunaudited"], "lang": { "en-us": { "role": { "terseLabel": "Accumulated Deficit", "label": "Retained Earnings [Member]", "documentation": "Accumulated undistributed earnings (deficit)." } } }, "auth_ref": ["r99", "r128", "r129", "r130", "r132", "r137", "r139", "r141", "r175", "r176", "r177", "r298", "r299", "r300", "r301", "r302", "r304", "r305", "r306", "r311", "r313", "r314", "r316", "r318", "r354", "r355", "r390", "r392", "r407", "r653"] }, "howl_RevenueFromCollaborativeArrangementCostIncurred": { "xbrltype": "monetaryItemType", "nsuri": "http://werewolftx.com/20240630", "localname": "RevenueFromCollaborativeArrangementCostIncurred", "crdr": "credit", "presentation": ["http://werewolftx.com/role/CollaborationandLicenseAgreementScheduleofResearchandDevelopmentCostsIncurredandRevenueRecognizedDetails"], "lang": { "en-us": { "role": { "terseLabel": "Cost incurred", "label": "Revenue From Collaborative Arrangement, Cost Incurred", "documentation": "Revenue From Collaborative Arrangement, Cost Incurred" } } }, "auth_ref": [] }, "us-gaap_RevenueFromCollaborativeArrangementExcludingRevenueFromContractWithCustomer": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevenueFromCollaborativeArrangementExcludingRevenueFromContractWithCustomer", "crdr": "credit", "calculation": { "http://werewolftx.com/role/CondensedConsolidatedStatementsofOperationsunaudited": { "parentTag": "us-gaap_OperatingIncomeLoss", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://werewolftx.com/role/CollaborationandLicenseAgreementScheduleofResearchandDevelopmentCostsIncurredandRevenueRecognizedDetails", "http://werewolftx.com/role/CondensedConsolidatedStatementsofOperationsunaudited"], "lang": { "en-us": { "role": { "terseLabel": "Collaboration revenue", "verboseLabel": "Revenue recognized", "label": "Revenue from Collaborative Arrangement, Excluding Revenue from Contract with Customer", "documentation": "Amount of revenue from collaborative arrangement. Excludes revenue from contract with customer under Topic 606." } } }, "auth_ref": ["r89", "r621"] }, "us-gaap_RevenuesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevenuesAbstract", "presentation": ["http://werewolftx.com/role/CondensedConsolidatedStatementsofOperationsunaudited"], "lang": { "en-us": { "role": { "terseLabel": "Revenue:", "label": "Revenues [Abstract]" } } }, "auth_ref": [] }, "howl_SaleOfStockIncreaseInOfferingAmount": { "xbrltype": "monetaryItemType", "nsuri": "http://werewolftx.com/20240630", "localname": "SaleOfStockIncreaseInOfferingAmount", "crdr": "debit", "presentation": ["http://werewolftx.com/role/CommonandPreferredStockNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Sale of stock increase in offering amount", "label": "Sale Of Stock Increase In Offering Amount", "documentation": "Sale Of Stock Increase In Offering Amount" } } }, "auth_ref": [] }, 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"Price per share (in usd per share)", "label": "Sale of Stock, Price Per Share", "documentation": "Per share amount received by subsidiary or equity investee for each share of common stock issued or sold in the stock transaction." } } }, "auth_ref": [] }, "howl_SalesCommissionsPercentage": { "xbrltype": "pureItemType", "nsuri": "http://werewolftx.com/20240630", "localname": "SalesCommissionsPercentage", "presentation": ["http://werewolftx.com/role/CommonandPreferredStockNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Sales commissions, percentage", "label": "Sales Commissions, Percentage", "documentation": "Sales Commissions, Percentage" } } }, "auth_ref": [] }, "us-gaap_ScheduleOfAccruedLiabilitiesTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfAccruedLiabilitiesTableTextBlock", "presentation": ["http://werewolftx.com/role/AccruedExpensesandOtherCurrentLiabilitiesTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Accrued Expenses and Other Current Liabilities", "label": "Schedule of Accrued Liabilities [Table Text Block]", "documentation": "Tabular disclosure of the components of accrued liabilities." } } }, "auth_ref": [] }, "us-gaap_ScheduleOfAntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfAntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareTable", "presentation": ["http://werewolftx.com/role/NetLossAttributabletoCommonStockholdersperShareAntidilutiveSharesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Antidilutive Securities Excluded from Computation of Earnings Per Share [Table]", "label": "Antidilutive Security, Excluded EPS Calculation [Table]", "documentation": "Disclosure of information about security that could potentially dilute basic earnings per share (EPS) in future that was not included in calculation of diluted EPS." } } }, "auth_ref": ["r17"] }, "us-gaap_ScheduleOfAntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfAntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareTextBlock", "presentation": ["http://werewolftx.com/role/NetLossAttributabletoCommonStockholdersperShareTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Antidilutive Securities Excluded from Computation of (Loss) Income per Share", "label": "Schedule of Antidilutive Securities Excluded from Computation of Earnings Per Share [Table Text Block]", "documentation": "Tabular disclosure of securities (including those issuable pursuant to contingent stock agreements) that could potentially dilute basic earnings per share (EPS) in the future that were not included in the computation of diluted EPS because to do so would increase EPS amounts or decrease loss per share amounts for the period presented, by antidilutive securities." } } }, "auth_ref": ["r17"] }, "us-gaap_ScheduleOfCollaborativeArrangementsAndNoncollaborativeArrangementTransactionsTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfCollaborativeArrangementsAndNoncollaborativeArrangementTransactionsTableTextBlock", "presentation": ["http://werewolftx.com/role/CollaborationandLicenseAgreementTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Research and Development Costs Incurred and Revenue Recognized", "label": "Collaborative Arrangement and Arrangement Other than Collaborative [Table Text Block]", "documentation": "Tabular disclosure of collaborative arrangement and arrangement other than collaborative applicable to revenue-generating activity or operations." } } }, "auth_ref": ["r621"] }, "us-gaap_ScheduleOfDebtInstrumentsTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfDebtInstrumentsTextBlock", "presentation": ["http://werewolftx.com/role/TermLoanTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Outstanding Term Loans Payable", "label": "Schedule of Long-Term Debt Instruments [Table Text Block]", "documentation": "Tabular disclosure of long-debt instruments or arrangements, including identification, terms, features, collateral requirements and other information necessary to a fair presentation. These are debt arrangements that originally required repayment more than twelve months after issuance or greater than the normal operating cycle of the entity, if longer." } } }, "auth_ref": ["r11", "r27", "r30", "r37", "r73", "r74", "r515", "r517", "r570", "r635"] }, "us-gaap_ScheduleOfEarningsPerShareBasicAndDilutedTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfEarningsPerShareBasicAndDilutedTableTextBlock", "presentation": ["http://werewolftx.com/role/NetLossAttributabletoCommonStockholdersperShareTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Calculation of Basic and Diluted Net (Loss) Income per Share", "label": "Schedule of Earnings Per Share, Basic and Diluted [Table Text Block]", "documentation": "Tabular 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." } } }, "auth_ref": ["r576"] }, "us-gaap_ScheduleOfEmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfEmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsTable", "presentation": ["http://werewolftx.com/role/StockbasedCompensationExpenseRecognizedDetails", "http://werewolftx.com/role/StockbasedCompensationNarrativeDetails", "http://werewolftx.com/role/StockbasedCompensationRestrictedStockAwardActivityDetails", "http://werewolftx.com/role/StockbasedCompensationStockOptionActivityDetails", "http://werewolftx.com/role/StockbasedCompensationWeightedAverageAssumptionsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Share-based Payment Arrangement, Expensed and Capitalized, Amount [Table]", "label": "Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Table]", "documentation": "Disclosure of information about amount recognized for award under share-based payment arrangement. Includes, but is not limited to, amount expensed in statement of income or comprehensive income, amount capitalized in statement of financial position, and corresponding reporting line item in financial statements." } } }, "auth_ref": ["r32"] }, "us-gaap_ScheduleOfEmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfEmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsTextBlock", "presentation": ["http://werewolftx.com/role/StockbasedCompensationTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Stock-based Compensation Expense Recognized", "label": "Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Table Text Block]", "documentation": "Tabular disclosure of allocation of amount expensed and capitalized for award under share-based payment arrangement to statement of income or comprehensive income and statement of financial position. Includes, but is not limited to, corresponding line item in financial statement." } } }, "auth_ref": ["r32"] }, "us-gaap_ScheduleOfMaturitiesOfLongTermDebtTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfMaturitiesOfLongTermDebtTableTextBlock", "presentation": ["http://werewolftx.com/role/TermLoanTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Total Principal Payments Maturities", "label": "Schedule of Maturities of Long-Term Debt [Table Text Block]", "documentation": "Tabular disclosure of maturity and sinking fund requirement for long-term debt." } } }, "auth_ref": ["r5"] }, "us-gaap_ScheduleOfResearchAndDevelopmentArrangementContractToPerformForOthersTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfResearchAndDevelopmentArrangementContractToPerformForOthersTable", "presentation": ["http://werewolftx.com/role/CollaborationandLicenseAgreementNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Research and Development Arrangement, Contract to Perform for Others [Table]", "label": "Research and Development, Contract to Perform for Others [Table]", "documentation": "Disclosure of information about research and development arrangement accounted for as contract to perform research and development for others. Includes, but is not limited to, royalty arrangement, purchase provision, license agreement, and commitment to provide additional funding." } } }, "auth_ref": ["r297", "r620"] }, "us-gaap_ScheduleOfShareBasedCompensationStockOptionsActivityTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfShareBasedCompensationStockOptionsActivityTableTextBlock", "presentation": ["http://werewolftx.com/role/StockbasedCompensationTables"], "lang": { "en-us": { "role": { "terseLabel": "Summary of Stock Option Activity", "label": "Share-Based Payment Arrangement, Option, Activity [Table Text Block]", "documentation":

"Tabular disclosure for stock option plans. Includes, but is not limited to, outstanding awards at beginning and end of year, grants, exercises, forfeitures, and weighted-average grant date fair value." } } }, "auth_ref": ["r7", "r8", "r76"] }, "us-gaap_ScheduleOfShareBasedPaymentAwardStockOptionsValuationAssumptionsTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfShareBasedPaymentAwardStockOptionsValuationAssumptionsTableTextBlock", "presentation": ["http://werewolftx.com/role/StockbasedCompensationTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Weighted -average Valuation Assumptions", "label": "Schedule of Share-Based Payment Award, Stock Options, Valuation Assumptions [Table Text Block]", "documentation": "Tabular disclosure of the significant assumptions used during the year to estimate the fair value of stock options, including, but not limited to: (a) expected term of share options and similar instruments, (b) expected volatility of the entity's shares, (c) expected dividends, (d) risk-free rate(s), and (e) discount for post-vesting restrictions." } } }, "auth_ref": ["r78"] }, "us-gaap_ScheduleOfStockByClassTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfStockByClassTable", "presentation": ["http://werewolftx.com/role/CommonandPreferredStockNarrativeDetails", "http://werewolftx.com/role/CommonandPreferredStockScheduleofCommonStockReservedforIssuanceDetails"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Stock by Class [Table]", "label": "Stock, Class of Stock [Table]", "documentation": "Disclosure of information about stock by class. Includes, but is not limited to, common, convertible, and preferred stocks." } } }, "auth_ref": ["r25", "r26", "r27", "r28", "r29", "r30", "r71", "r73", "r74", "r75", "r106", "r107", "r108", "r165", "r233", "r234", "r235", "r237", "r240", "r245", "r247", "r399", "r400", "r401", "r402", "r519", "r556", "r567"] }, "us-gaap_ScheduleOfStockholdersEquityTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfStockholdersEquityTableTextBlock", "presentation": ["http://werewolftx.com/role/CommonandPreferredStockTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Common Stock Reserved for Issuance", "label": "Schedule of Stockholders Equity [Table Text Block]", "documentation": "Tabular disclosure of changes in the separate accounts comprising stockholders' equity (in addition to retained earnings) and of the changes in the number of shares of equity securities during at least the most recent annual fiscal period and any subsequent interim period presented is required to make the financial statements sufficiently informative if both financial position and results of operations are presented." } } }, "auth_ref": ["r6"] }, "dei_Security12bTitle": { "xbrltype": "securityTitleItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "Security12bTitle", "presentation": ["http://werewolftx.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Title of 12(b) Security", "label": "Title of 12(b) Security", "documentation": "Title of a 12(b) registered security." } } }, "auth_ref": ["r549"] }, "us-gaap_SecurityDepositLiability": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SecurityDepositLiability", "crdr": "credit", "presentation": ["http://werewolftx.com/role/RelatedPartiesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Security deposit liability", "label": "Security Deposit Liability", "documentation": "This element represents money paid in advance to protect the provider of a product or service, such as a lessor, against damage or nonpayment by the buyer or tenant (lessee) during the term of the agreement. Such damages may include physical damage to the property, theft of property, and other contractual breaches. Security deposits held may be interest or noninterest bearing." } } }, "auth_ref": [] }, "dei_SecurityExchangeName": { "xbrltype": "edgarExchangeCodeItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "SecurityExchangeName", "presentation": ["http://werewolftx.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Security Exchange Name", "label": "Security Exchange Name", "documentation": "Name of the Exchange on which a security is registered." } } }, "auth_ref": ["r551"] }, "us-gaap_ShareBasedCompensation": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensation", "crdr": "debit", "calculation": { "http://werewolftx.com/role/CondensedConsolidatedStatementsofCashFlowsunaudited": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://werewolftx.com/role/CondensedConsolidatedStatementsofCashFlowsunaudited"], "lang": { "en-us": { "role": { "terseLabel": "Stock-based compensation expense", "label": "Share-Based Payment Arrangement, Noncash Expense", "documentation": "Amount of noncash expense for share-based payment arrangement." } } }, "auth_ref": ["r2"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsForfeitedInPeriod": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsForfeitedInPeriod", "presentation": ["http://werewolftx.com/role/StockbasedCompensationRestrictedStockAwardActivityDetails"], "lang": { "en-us": { "role": { "negatedTerseLabel": "Forfeited (in shares)", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Forfeited in Period", "documentation": "The number of equity-based payment instruments, excluding stock (or unit) options, that were forfeited during the reporting period." } } }, "auth_ref": ["r279"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsForfeituresWeightedAverageGrantDateFairValue": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsForfeituresWeightedAverageGrantDateFairValue", "presentation": ["http://werewolftx.com/role/StockbasedCompensationRestrictedStockAwardActivityDetails"], "lang": { "en-us": { "role": { "terseLabel": "Weighted Average Grant Date Fair Value - Forfeited (in usd per share)", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Forfeitures, Weighted Average Grant Date Fair Value", "documentation": "Weighted average fair value as of the grant date of equity-based award plans other than stock (unit) option plans that were not exercised or put into effect as a result of the occurrence of a terminating event." } } }, "auth_ref": ["r279"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsGrantsInPeriod": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsGrantsInPeriod", "presentation": ["http://werewolftx.com/role/StockbasedCompensationNarrativeDetails", "http://werewolftx.com/role/StockbasedCompensationRestrictedStockAwardActivityDetails"], "lang": { "en-us": { "role": { "terseLabel": "Granted (in shares)", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Grants in Period", "documentation": "The number of grants made during the period on other than stock (or unit) option plans (for example, phantom stock or unit plan, stock or unit appreciation rights plan, performance target plan)." } } }, "auth_ref": ["r277"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsGrantsInPeriodWeightedAverageGrantDateFairValue": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsGrantsInPeriodWeightedAverageGrantDateFairValue", "presentation": ["http://werewolftx.com/role/StockbasedCompensationNarrativeDetails", "http://werewolftx.com/role/StockbasedCompensationRestrictedStockAwardActivityDetails"], "lang": { "en-us": { "role": { "terseLabel": "Weighted Average Grant Date Fair Value - Granted (in usd per share)", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Grants in Period, Weighted Average Grant Date Fair Value", "documentation": "The weighted average fair value at grant date for nonvested equity-based awards issued during the period on other than stock (or unit) option plans (for example, phantom stock or unit plan, stock or unit appreciation rights plan, performance target plan)." } } }, "auth_ref": ["r277"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedNumber": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedNumber", "presentation": ["http://werewolftx.com/role/StockbasedCompensationRestrictedStockAwardActivityDetails"], "lang": { "en-us": { "role": { "periodStartLabel": "Unvested at beginning of period (in shares)", "periodEndLabel": "Unvested at end of period (in shares)", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Number", "documentation": "The number of non-vested equity-based payment instruments, excluding stock (or unit) options, that validly exist and are outstanding as of the balance sheet date." } } }, "auth_ref": ["r274", "r275"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedRollForward": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedRollForward", "presentation": ["http://werewolftx.com/role/StockbasedCompensationRestrictedStockAwardActivityDetails"], "lang": { "en-us": { "role": { "terseLabel": "Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Number of Shares [Roll Forward]", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Number of Shares [Roll Forward]", "documentation": "A roll forward is a reconciliation of a concept from the beginning of a period to the end of a period." } } }, "auth_ref": [] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedWeightedAverageGrantDateFairValue": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedWeightedAverageGrantDateFairValue", "presentation": ["http://werewolftx.com/role/StockbasedCompensationRestrictedStockAwardActivityDetails"], "lang": { "en-us": { "role": { "periodStartLabel": "Weighted Average Grant Date Fair Value - Unvested at beginning of period (in usd per share)", "periodEndLabel": "Weighted Average Grant Date Fair Value - Unvested at end of period (in usd per share)", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Weighted Average Grant Date Fair Value", "documentation": "Per share or unit weighted-average fair value of nonvested award under share-based payment arrangement. Excludes share and unit options." } } }, "auth_ref": ["r274", "r275"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedWeightedAverageGrantDateFairValueRollForward": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedWeightedAverageGrantDateFairValueRollForward", "presentation": ["http://werewolftx.com/role/StockbasedCompensationRestrictedStockAwardActivityDetails"], "lang": { "en-us": { "role": { "terseLabel": "Weighted-Average Grant Date Fair Value Per Share", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Weighted Average Grant Date Fair Value [Abstract]" } } }, "auth_ref": [] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsVestedInPeriod": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsVestedInPeriod", "presentation": ["http://werewolftx.com/role/StockbasedCompensationNarrativeDetails", "http://werewolftx.com/role/StockbasedCompensationRestrictedStockAwardActivityDetails"], "lang": { "en-us": { "role": { "terseLabel": "Vested (in shares)", "negatedTerseLabel": "Vested (in shares)", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Vested in Period", "documentation": "The number of equity-based payment instruments, excluding stock (or unit) options, that vested during the reporting period." } } }, "auth_ref": ["r278"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsVestedInPeriodTotalFairValue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsVestedInPeriodTotalFairValue", "crdr": "debit", "presentation": ["http://werewolftx.com/role/StockbasedCompensationNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Aggregate fair value of awards that vested", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Vested in Period, Fair Value", "documentation": "Fair value of share-based awards for which the grantee gained the right by satisfying service and performance requirements, to receive or retain shares or units, other instruments, or cash." } } }, "auth_ref": ["r281"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsVestedInPeriodWeightedAverageGrantDateFairValue": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsVestedInPeriodWeightedAverageGrantDateFairValue", "presentation": ["http://werewolftx.com/role/StockbasedCompensationRestrictedStockAwardActivityDetails"], "lang": { "en-us": { "role": { "terseLabel": "Weighted Average Grant Date Fair Value - Vested (in usd per share)", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Vested in Period, Weighted Average Grant Date Fair Value", "documentation": "The weighted average fair value as of grant date pertaining to an equity-based award plan other than a stock (or unit) option plan for which the grantee gained the right during the reporting period, by satisfying service and performance requirements, to receive or retain shares or units, other instruments, or cash in accordance with the terms of the arrangement." } } }, "auth_ref": ["r278"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsExpectedDividendRate": { "xbrltype": "percentItemType", "nsuri":

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Volatility also may be defined as a probability-weighted measure of the dispersion of returns about the mean. The volatility of a share price is the standard deviation of the continuously compounded rates of return on the share over a specified period. That is the same as the standard deviation of the differences in the natural logarithms of the stock prices plus dividends, if any, over the period." } } }, "auth_ref": ["r285"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsRiskFreeInterestRate": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsRiskFreeInterestRate", "presentation": ["http://werewolftx.com/role/StockbasedCompensationWeightedAverageAssumptionsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Risk-free interest rate", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Risk Free Interest Rate", "documentation": "The risk-free interest rate assumption that is used in valuing an option on its own shares." } } }, "auth_ref": ["r287"] }, 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MGS3"(- &AG5&%K?;8X'FQ[)2A:J^)W#W#DV#)$0X);%"^ T% U$P ?[5 C36& MT__Q58;2=CS_BT&=PX;*5(#"B8GE'_B M=A=.JO*R2N1C.G=/824Q70!&9 M"GX9<7H26G]J\)#ORJK&? &%:/%0I6 49QQ=RA5+2!P/Z]I9>+M18>M2FH@N,,9^/DERKBEB0G1> M'5Q\%03\E6S@Z#?X,JV2&^1R)XU !=(U#:E>U4LS%Q"KY8 ?:GZJNLBKG>BU M"ELKDNW#=\ (3MR,^W"D;?<\ MZ]B7?NA0Q >T85X6ETAEC'JT0?[Q#)6@DX!A*1I08K365C(HM?,G",0>GEIP M@PAC(E6J230/+ ,AC\)G^T(T3OGQ/<)K.'ZI#O-Z%+XA-QXM0L6#3-<+#$XO MJ=H7#T4>?6&POQKVE%ZYV):4:<25$W#\M1KMCA4BR>=&'-N*N/A>&;P,-2* MDD:D,@"2^X:+'ZP[NN*LXAHOC_85)20%=XS[SAN>1Q:#X'%I,G"M:%%$G.>6 MD^%*VB41 ,] &^JVNV'[B459!#9B=\#CWQECTJPB=J%3< V65HHU@+@_TE@* M*PGJP\0#Q:.DKG%33')-W1@YLGDK&0-[2=H"U1F,/*FB"A]<<\H]!SD,V=S[M6IC3\[7\-[/#.A9S=? VM2JO[&@5*2OW,^$,?^LCU[0!S? M:,Z\6,Q8\M'GQ^.(K5H/,6#.H1]WGU?PO$?Y]. .V$]B3U.I>84K\$(/O^U MOW&.UH9JF@E859'G0$@>%K-XOGG+#"5CO<-]HF9!? AM3(9=;OO+[.ID9!I\< M4RLJF4_&+/!!60'?SUDE6248,^"4EZDTKK01*%6&V!UNF<%D M99^CO9?[S#Q02W+&MC"D[BTQ_+FV"CJ MY;$>GED+AL%RG/+8> [WQ3,ZRW$L5@6A3T))D"7X#PEK L_!D*"?828]A?+7V M0+0V$9M!PL0G=^SF?"ZK9&JD$&!?6K(M:"2.BR#5-F..]@%N+.*BW'S&G2Z' M^M+DPQWM@T%8%5E]U7_ZQ>RH"/\?"0[F^C7LGBU,^ M6I:+>V"!CHX5S4Q%KT$T8 M,^8!^)U'+S"@*UJ5:U*PW!IFV+QATGNZEM06-'Y(SI\SA]]'_'$916F_S/P MQ4E3[|"%SCQG^,5RY2^!#(C?I8=/#&-/4_@5V_*]E^#.&2>-)DV=,5"]ZKF[MG9F>.W/@74HPM>%O!/Y_7JZ,*_-"DMAZ7SIB!BM%;K<0Q*,>93(GAXW!R1.3 MBW/*WF_A/2KSJ(8YJ@4=?YV536UC%]Y+Q)'#BW(?63]:9"84_1XTV(X'1,;W M-R0KN#:'WF=IQ%;WJUT91]?@7\V9M9&- FKQ*H*R)]*LQH@M;I HM3: WM^9 MB,6(CHO;"Z2L.TJ,.A5V')V?(_,^ M6A&[PP=_/:K0ZVV6[WOOU"F+D0!POS!@Y/LGVY.&P_$(P]/';K;ZA>$UV6^H MPZ(/-V"3U%?98LMRT"[Z!,V&D9#+B*UPU[Z] #.Q6L5=A0D$@H)>6=$?%Y.O.H5X8:FU^LQLO"L5BIIH,F@I3IX MMI?NZ\'I!]GD$5*E*R;%"$HJ9846=EKH&H1^]DH&U.,M/DL?'2"" M%2$J3DR'],M;4)VG%E(F;L"9#5- O.V;Y1!43?2 M/+_>[\TG==KV9-583GGKIM_YL(\[UHW4!^#QSXPAX81V<*;!N.$SH@XAXPB9 M0QSC5E^!PG"EF%0[4#">,F=I{4) 1 2W^$+4[+.=QDH!AN9PZ#H_MT&/1Y M;"'X7EQ[!.%)?ZL\J/B-5+Q8C9=5V2S45KP2JK^Y24A]!.5#M_L;I#F=%G#) M;:NBSX^/7#MW4*T([$HND?(U7^>+N8X&(G=2.JN)#;2',<2G=6-<=N2S-=TZ M>$4#X^=]DKB#B_O)R'TS9!8(BANRFCOZ;Y?(DS]VXI95LT'>3]#+]96E(0Z M&LO%:XP%IQ*\;?_'QVSD'+*ID.,/S%8IPB\(?)"B?LDF#:>UBP[C4(^7 MY)K$A+:VYN"]K O1(F''5N2/+34N4*"A>*4H#(H"F,^8L*HMM-XO=UIHG>P# M#+!.5@H2[>X;?VO8W4@H'=B0=4T\B+'?+4M3E/3I?(*'<:R$&3$U M+.907AHS(G"1)U,&/,54$LV+1*B: $5#U5H-IO!@)'I")_N]\="P3*U[$8N MID'[S'*@H='4S.<6^4(>*4W"$%#%XG;4FW-&2^R>+P]NB03%#3<7@OX!$-.# MOQRT=/[2KWLIM3L[5%;67++MQ%@EP1/RE3)])!_W@<5M? T229Y<@1GY(6\I M6LEXZ67O3+7EFNZ:6G>-.!)VO_!ELEVDU\]JA1AC0M?M^.&MC03P]SUS=3 M46RD!Z9)4W,V4*2B U\D('-SRK:I!U>48OIYG71PM DFH+]9&%@R\$N #8M M7BZE':KV-77+PX]9PJ'(75FYN:#(S8((&(75MTX0(2?/X3Q@$IV9>H&>)*JX M#U<>.JH=PHR,R?1^>6O!WDD9O:T88 3FQBB()):RET*&2XRK46>4JF9.N569# MH+U46)\#'BQ494V1#>.,8^EBBJ6OC3WH9F[&;*3>@T4-';\'(N8+8QRYJKF M,XQP(%L"ZMD%PUE-QB%RZ2_1O3WZ XYU+!AB-&_R9;;(9?,-!Y"%0(Q,HV53 M2?I? *M^I1XLFJUP.\D^A3Y=<9EZ(P0]>/'D)=4ONZJG-WPM/6:_'4#NKZ"//*<+4\#@V*&&X7-< MWD!R2!2#&'QR.\>F$V@S@#UZWG5-P/X'0JTBH?37X+=0;1L'T]VXIG1BP> $M6] (;F/Y49'T+6/O\.%)0A, M3"A7XN\C)D^T1:UR!TNS:3DRJ!9[@N[VDO/*G)#5+K18&^D79!9E8:GV/A9Z M>P8#<'RIUJ8DX,C/S?+.S9>"Y<=.(>.I>[_XQ[OSZ.3#Q7%T>/(F.CM^? WAQ M#/]}}\L_+]*+#]'1AY-_'I^=O_MP$M,%%_\XQG38Q[-W%^^.SZ-WY^3-\=G[=L<'EU$\ZB M@Q^>/8/'P-^_'L-E;V+\\/#T]/V[(WK(^04,SO_=^\?SC'2$=[MU\-_R:.C M\P_OX2X79X,?S\W>_G,"_WYW03P]?GQ^?'!U"]["'X';']\> M'UV\@^'SJ,\.+_"%Z-DPK(O!-XBCX_][='QZ$9U^/(-9.:'YPQO^W^-?3^D> M;\\^_!K<-88A'+W_^;=R2_!K\X^PMMB)38,J7^]@F=$IV?O_DE3P M4WV:\OCB%$C:0>&D:J"U3BYI_YBPPL2VJV=#I8_L!>UUP0'K&AAM<&Y M/RQIN5*'S_,3^GP[GWB\)_[1#@(/Y2[$L;PU,OSXH2W;-MJROK;I+*9CTLD6PRF69F*&SK "1S2@(}[@2KQ8GD;:@-O)0 MRBF,80I[/W;E.>J_\S%^/O9 929X"9PEV M"S)IEZ(=XVX$:18K!=];3SWL2]6*6Q*KQV?DGC3[{1\%PAIF*]*5_OV%J9X# M>;[^[3LGA2'8({E>=S&N 4OF+BG-$6G-VYL$>8;_\6<\<.$P-EM6F><;&YK2 M(H-

5AJ40ZY15UV5^;7Q8'VB5^M.='D4VK,%31!"A0G0@&]5AG2*GXC)C<BO,E->JE1[K:9W5=B4'!>CO0$*)IRGDWIC43S@ EI M0&G#<5@KH;VGK+6%[1^WY/9\4V[?GD+T!O:U6F[B<,NP?8P\WG30=\LN?43 M*V\X%Z?)@E07O(2Y3O(FL?;_'&XGT0=\<0MF]MX3;6 D4:>IX\#%#JF9$5%[M;]()PL)BG;$\,BUSNW91$-B7WCEM)^B6^^]3^0)V_0/_W4@3REH1^1X"V2DD MQ><[G^7CX_/'UJ-L^9&PB9)Z3B5'9+RLO/84-A3BVT"=B +1U)'69:2W]#XJ ML7";/7Z94AX0*0QZ\AHZG79F$I'>C%!@[,4UL]6_",I//SE@&,W6_.1@0>#,)K-[} Z##X",L (]L1"[ON,'0R9 36O3T0NHSNEF&'C!*WIY_^8!1 MNANX_X\&>;QBRBNJE #7!]Y+&H/(;NV)R-R'-.%V#^#O?HZ227G--.)$ZQ%$ M6?VF1OTF\>X'KT9D'VW0^F0ZA3,UPT/[G7@4H[>.& T@5D?B7D!=(K4YU"' MT A3.KL^AGYI8C\U-G7V?A>P'?6#KF^P!DZ M359S .*]P],,%G=WNEAL$R61C$E#_7 +2D*7/C]##;IUW60QK6,W%9[M3;;, M&&ZS>3GN".&3*K E=T>M7ECR*"@-6\Q:6'@Y6W#MT/B;2+)P'L<.O?HC#^' MW[PNJZ]\<=3Y2)TA06RY/;6M119M+,P'T[NBICD4MU?E0_S6!,AE-QF^_]J- M8:*#.'KZ!,1W9Y3"-L7ESF;+&S-+D-=\!#KA'8A&BJDJD*-&26V%\H["M=A! MN;%UFQ@;S(K&((@? DCF^EE-.WBJ./EAOI;;Y\Z2R/G_S'/IO_[(0Q M\Q_CHQT P2^Z%#C+6+.J7C$5LM'\)$FH;H7"4U%@MZX"!+]OAF8'MBR0C()#3 M:^V: F(O>&,[1.]9 @W'/>G:4L9LXL+M3PE)>RP#V(\FR%%92?=.?.@-LAHB M!T>/,$HG<+K.B97E(<)A7<&K4RF$_H0N"8MS\3I/[&%FK/E7*0A=:/ YVC[% M!"-9_Y-+6Y>Z6%&?4[_[2\'+Y_\M/W#6ME=$FG62JR,.XA9)DWER24@Y;-1!/!]L\W1F[HM&2+9I:4S'9&G< MYGZ(%N*J'.N+')7S1,,< \K'#BESK-+]9NV2{JJ>52MRZRK%Z'?>UIYPCQ"D MR]4,3)(Z$S;<9R^?/$K!#823]LC(,_66BN6'&_)#5/4GMG+]ED7 MBIW.YY<%%;'U_XQ0OD^>1(O\\>PWS'*6$0XH9%P!>)PVGA#=0_?/ 26<6(&- OHXMMFH1'URX3=P C8K!"E60?;QN,:T!:?Z@JU%YI/O.5,#U' M3,.J2J[EUN#L\U),P^M.*YP$]GS<;6WZ*21KCA4.Y, ^L86&\HUW1PD'9.F MNQYRID#;G1< M2M?/Z9+IN#'/?&G8"& 4G'^0)Z'[<4)P^(!25H7IV)O^\@A#/#.E\U#(TU?,(MKHA7>-1V* M$IJ'4]8Y,JN.&Y8^-O?E2."MTY@>_'X]C>J1'CE<,*14)TWGH38N'' MD78>BL63,FX5M,OW1^8O##K0,D$XZFNV] MC [K?3>EE9DQ1S",S8V81U[9W3]!A04UAN_0VDF9Z/+Z&/EV@2R^ 2. MT-]7=.*BFM@1N^Y>);!0OD90RSA3,6>[JF82DU!9J[DLEYE?7ME+!-[CB]3[Z)A3.R*XI"J;RZM6IQZ_L6W1=L<> M=0B:(9:,0)$I?&>&T(C!"WV@-SVI.O5 W+[3O.5>6"(Y#K) M/GWKO;1+B,N\[YQGH;JAZ3H M^P_F9F"$OUT1"ZD&DQ#BVW NB#)!&AOFS':8U_"YCU)AU>2"O;IKLU#) MY-1>@%C5JH!]F'VIJ[1^ M_ I+5Q-+!H>-U]$H4DBXXQ3PON6%>)3T6F61%=HR>]EX,>S!BW:I5=]@(NSE: MI"@*40]<'E)[.9NV,7#DR+]Q+-993N ?0!B6R._-DT$AI1-7IL;+@9K)W=P MKW7P0RY_;(E,FR+''>/=O;13E0YY/L1ENG!@GP5&;6UXV&F>3@Q<8LG]&--) MDG-7(FMF^=?=5D@I+T)Q?W(BO>]@3V$N??:'!'_W=0+.10NC1Z%'(RC3:>_MTAIQ6";.NA)B98,5W6O DM*W"!'3V$]"P2KC#/>WA>0XCL{(GOP9+MP^)+X M5YUZIWZXV;!:Q!F]P0*DXG)W0.:C V1\]S,3^>"IS_%,R]P3ACFU4[G@"LMA MTAW8I-(PMQSMGAB'Y\%AS6\@Y_ER=$'-JD1 #/9401Z(;6<5W(%$^X!\-\$U M["6"O:/:"E2(&&8OJ TGJDXTF7T[P&LE&>3S!5.R<"]>E$N?SI^9, SC1> 8 MAH.3W+^L1=C>XB>TOW.E3(Y5W3_J&6))L (% \1"6N7B@[%_^^Y!;9NI[VE+M!=M"77,05SA_>+:20B9&>YCP*^SCTP24S(L,$IO:"08;95>8)]8Q2 MP S>SR'[5*%HGCH8 0]5G7B_RHD"-1)>]DJ>./6J|:PKNRXY0.2]\Y+G&E%*3.ZC\!OH1OEXV M5='&%_;IZ3;M,&GL/J)HKVDBTS_1 .8"I:;H_1FQ@^:"=;VY,F20@%ZE:+B> M IW)28@+"GONQ.T0HQP/O]O>";*?:#DY!M7= #9\]_.SQZ,Q]+]'0W_=-CWZ MGADL:<=4;S>Z)6CFJEPW:G2XT50(^1OL71 E M.SD>4[.N7VA_Z)A[CRHF+//;92[59 '4P)*TF]*"4X^L=*8:.O2%8TWIM^,7X MMSL2V!LA"B=M$*'/W@P("Y%(-94&[_RCC2S-AX78SD)T$<8[LA(CS(O_[2__M'/PDW2O ^S4M)@#F?B7TK&_'<-.8%?^,,">EI3_$GLNKH<11"%2@'_O1U MF6 Q%'(V2V,6_B*FE*}@81+H_KN=UK<%V#-%P7:MWAMS*^920X5K!R"^>M]S%9KEHE"ZE.D!"BFJ_4;X%L$ MF7Y_7T&FHU%$VVR>..#Y"998SK"C-%HV!93E.S_'Y,>6'%F#7XE"P2/P=?"[M(U@$<(**+,%ZVDN.['#/+]Q5M_1/+9>$F*2R_AZ.,E9I1&&T)3-3H*XLHJ7> MI=-K=+U"O_N9N#Q,-9/E.0J/,HLE]!N'(A5S* 0$A>XWN;62:)>6\7(\RZA&MB(V1;A:,L)F7K*B;B@(:BQ(.YLRXDQ4/_7&&^Q5?!?)KE6X-T9(S<)6:CH%V M%.9%)L'9*;_R:GP"GS C0E0N0+PY?H:0RMI8"D!KDG(I^LYHGQ&UW.)>NWR(ME%5VB;0J,*!R^LGWB6K7K4Y9?B9GSV"8M6Q*>0>"SIZ+%[&1X6 WEI6C2*V MM0]FCZM%99)#2KFU&13]5:H.MTB! $ V3/"D^]5K%^;_')RT>U'ZI+ &W,@'0M(@V4@5O*F>0^P8.5B?,KL9,,)%MV/P'W]+XDX-"5HO3VJ+-OM4V_N&"73*P1YE$$=.-U,1YC;GMO;LQ*XHK;EE@DRNGHJL(]C(A@MQSWL'\HQI#JH>O:HVZQH$"Q'.FYZ/1.'"*/$#QNY^8NRNP!B_'@_&3H438X5(M_(XV7^5A0R=MMG?.>.S=0 S3RRN3I-P&4F],/<;G96JKI_RG2XM9G#H.=I4S M1Q@XSK5\D/-18TDU/%?6M^I\5_=<&?" N>='B1XT^T%35M:_0]=S4H!12_#E M+AW0(S:%Z7?K:+ #IDF?%;YGMCN+H)\94Y_UZ;5G;B[$}{8(0:]+XT M_EQRI;ZKC\$\=U:!V2700=K=>"V2^6)2FUB O=39A)NO4U]CV,Q")/&K;M'# M%!M"I$*C-%RGRSRI/ S/^2UU;M%E%R@=?(-'1!:V)E[T%AEY:)#I8U>+@S:EQM M+M+AV!#&HLJXC)6]8B]FH>WV<*#KFP6M(\6TVF\ ?:Z38I\56U>[IS^'. C) MI-9JW\1#1[B14@>/K:G$AWA+<**OWPV4.H>5NU_4"U\I$KZ6>L%5C7.1*Q*MYL:,];*DX'M$!VIQ&X>OR)%95P\A:$6/Q<1GMH_2;F7F2Y?M4T4'J;)K49H/Z M#FD%)W&$OL=_Z;)Z#CT3ZL23A("]6.@FS7VUAENHV,?>[<'@,>WT!-\'\[]M,M,+!Y2HBT4Y6294OXDWC8>P6;9_#&NJ1(N,VF'\ 5&.]IA]3MI.N-/=[A\J M4'6=;X:I%^,A>NK@^.;X1..EDASWA9LXF-D/W3!$?(YPU"3/+JH0 *,N4M+&CI'"6-N CY>M/T6MID([D YA17660XVX8O9J-?+.:@:W#/]@GA*,WE,:)?4,G8\!^3LT?*FK{) RF ML>51*.J,J+PI.!>%5PF[SE0<230XJJPFJU<$GU'[3 MK%S,+W?L)&?M M$/+=K4W*2%C&,K+Q7/_:H#>?S\6-^6CNF,?F+]YQP7476"[1HS_:.VM//(59E MD1.T_]0VSN:=8EEF7$?M=@MK]BFZ[6LTRU W1 A3N3'VZJU0"?3%_6Q#1F_: M98988;%C,C?5-*.N[=4R(O)]10 O2FS>R!E)7)5J%;92_.N+)TJBD)S8L[;] MQUC>.B(]O9?O-.>\X(.64%G@NT"Y$J=UC,S\#OBK!/1+7B"DE?&EHMXL\+@ MFR05T0DFZ756:X!!&(3W:]8MF'DE-I&*J6[8,AM&TBW0N!3EM*^)*;M MK2&C.Y* [,GT/J#:70IK) Z&U;F;0;[{"U(43'%C7^.K;5H2X_LE%+Z7Z4' MK_LD'AM"('FVP8([PT75&U"7=^^TCU,SPZE)F*R+^,!F=IJJ.TVQGFL\H^X+ MWCGPSU3:$'D17]HV_N;SN_+6OMJCPP>4_WH-:,])Q#S@/-:.(6WGH['/1QB- M)3$G><[Q9V M:ZX#U%[2%O0[VDP:,R9/+*FO8]FG*PX%9SM#6Q*>0>"SIZ+%[&1X6 WEI6C2*V M00*0%\?[WKH+N <1!K=W%GF7)7C2:2D7I4BPR5046(/])N0IB9@GT)?WE% M;BFI18)F%6@(N;IH[<(H8Z1./T<8D\]HZ'[%]6!JW;?C1YIDM#6Y3[>*K\.R M7$=BJ05^:/!Z@9)PW=B*]@O?J!\T75KL@LRH!PP+C%?)$6F/"]W+&1D-41_ MA96,6IZ(73L"^?6KM0?[URB U4PRXKI$+.0&Z0MASQ]2=UZO7Y3_:;_-&EJ M#J9-RO*38X0![[1&O@="L78>26XJJL!1X@DWF6I_.X/\4ES4RLQR:4XJFU5_MWKZ_'UP2P6OAY=EI4^E$!8,E[QTD)=6&?0%PZ{]',0>^1!5DEVP#NT&>& M[9-[R!7BO%SZDHI><;J54]>\|NUO@)?6;HB E5G^7(>B]H1@#UKYJD!?JM<&M9+&A]40^V>$27B;0=D-E=<4DKCK<-8\1HU?7W9B>T_HF&R &[^-1)"<;=RW+ M(HT&/Q,/F5WN.[,IMJQ2%\V1P\T"G(\MVE>/.O";NQLV=[./&]E=(FS(Q+% [#2186X426GW1(5H3-@=' MD)Y5KMBO9P=]D7W3+B_TXEBFGWJ579<^_MB!^L)97(FJX02!OZ0MZ:R1N7-N;$6X(E@D"'#FC[HCUTH6!"FNL#,4+$;7L MW<;#U^BH"LM15*S,O?4Z\]6%-"-I;FW-\NX+O2N9(=O"I*H"HZUYBZC97/4K M(*[\"RNBC[LF32V2^HL< VOD3Z;>[GBB+< >I\-E\CY4Y %FX!N#K@77 \[@M]^$,7MPCG,'9\>G9\?GQR<4ALXP?GKR)?CL\.SI\N7AW?">N\>#!KT;5\'@X MF^47AU&"@@_FFGF?=STJ]F)\,(LW8"U^J"[!'^3P);U1!0WV4R7^MK>^%P+[HK +E5]E2VX)Z]$*<6^EFQW1H7>;M#"?,$] MA2F&F&1YPYE8>(&Z1)*P/"6/^?<6W&%JM8_2TC>0A]&Y5U0;YX61^E.E'FK7 MCTQ1EF>80G@-9:/S)M$U??KDI^WIRN]^[B>>!6TZO,S"1ZR"XU MJD<\+&\,YJ'K]M#M8[#"@W23X?/Q64RJT1##SHDZP0*HOVC-QF-*E8 M^0UVS##-Q1Z9$@L4H'U$@T:2D'@62[!/N3?;X\#8\;=_&'SH'J6*;]"\/IK M5UZ25GT!SF9[.XV]1T_USPIS_^$I%V1M QZ19Y0IV@=BF M%FCQWO' DW8F9$SK\K4N\,Y1+#IPS6C;_B]:WD 4K@=CVC*;'*"TB'V+Y\Q M@LQA"@8SOP0L,O6/;6?]>N.TSB /^+]XQWJ#2P=FOT/M5YGK#(YXVB-4<9GD M@V%[21#08Q O#,_>8D)5:VV<- 7PV8O2'W3%,U7'A',,':CZP[':S]>J#"$K;M)"R,:XL%VO\;LC3I5YR1O=OAK]6Z_85\S*AKLFN[!3:YZ?[NT#B,L'#]@G,' MTX8/?0L_:9>X8#UGZTCS*?T<3R B^#2)B.U7["03TPVWBE&88AK[NQ%/M3MB1LQSL!$\4>RROGMXV#C'1$JLT'[#UA:F=%H8%.ZIX)%QJ/28-O#(SA) M94(2G3..,R@PXWUR(\USUCQLZ%Y>^2GX?P@E0-1Y4B1BQ_/N' A)BN?IT1!['W@O23AB=_D9&=0Q*(I+44ULBVK4 M1E0#+Q1\'+Z8'C!X5,;K7GS/(SWE1]8N/W;NH HHF\?:(QR.=>Q%2\^G61.I M]5]%NP]AS&7P\0*.Z1U[+??FJ)*P"]+&X8)NB;6M:R;Q5u&SDC[,Q\5YO!7 M!S2-.@<^I$S!#)N4M>S37:PKT]U0OOAW-Q=BY-CT$O",XR8C&+^8LM9X\<5\M.C6YJ=2=CEM[R9[0@Z(.2HH$%8Z9D[+U!3P\W/DK7X=3)^N8RX*_QO>"4%4 M4^[Q^B\=K]&X,7XBM=&@EG>$;/H'F1>,*Q"J0N*B<.NC!6 HG6[%&PALQS= M'D7I.1:L+O:(4"=61X!N1C^2S"?2K(@&PK(M#U XJQ1SEYO$0@ 5)7CN<8K,?+GRBNH3TEO :0DZ1.D?A M?TQW?S\!]B^WFY8)@VT,*UWU+D["0$"%%$Z2XE,,9F'YR0?#2XD9!@L*6\02MNS!OZUE=6"_EP"OCU6LJK+4/X;RVZ%K)QQ+/;AXLH1Z]F&QU2U,)%L8BG#2@ M P,F,QXBID.Q37XK47D5)7?1&_,9%E6>-KM2L!HA-33%Z%J!>=&N$>8:$ P MK?09YQ4DIG>KSM5"#M[G[@:)%U,*:!;),Z*4#=[\']3(P=G>:HYAC MT&QA6=>&XQMB7"ZOLBH5KW:29#F"EUF9UD2-6IFKLJG-?N1RE[1\-XA$MDB' M6Y*8! /"*O7K[R7E8\XH$3\T?DI3"[*OW"?#N"M+_J.*,]$KFW'45"E!CF MW25 FAY16%F58S5. [ON5".FUOV#:RFPZKN\!%GD12DQ-"X NSJL_!6$EO/Y M+L3_K6F))E<>&CQ["X;#!;6Y6R)VU=;O&,D\A$,]!&=I)A=D@L$(5-[O"&H MY:]!&2@#":F.!H[E*<=W7?2M_ZU]F& [&,<%OK=#=<=]JX3[I@U=;MK1B05[L M1]G\]R^5E]*=)I2WWN-CFRO"_Y(\AATBN\/Y1D&!)^@Z;P[:B=/W5'8?)"% M@F;,VL:YB4]%>4.5GS'2U&0<.C<%!3?[0X&VZS/:9I=&[MP:/+0K%^S/70BE,,\,DF3?2TBM?6.<891%*L-YE]29:Q@)?K68Z68/CPFPRUH*%$'T ML MK9T'7?5UXP=>E@6CL 5*?TVX,LJ9I8 81)>(,A+3*IAP)7&V1V;R\RY#8JR MT-W601:I5R(1V+WDPF/I(!:$%)I:6,,00*+NJE_4V =1!6>F7!G.LN(AW^1+ MJLY!HAX&9-#;.N((#$84*:D>V 5FO]OQ -0@WU;38&T=3#-!V$A\#R:-[+F, MPVI9Y0P@\3P'\UD\7DBKR9(%7P-G938FQ7#]<8>Z2P&^,PB5M0]%E4J#4 M.,*M@L^9D/CPG3H#\4TJ[T/R*#N,T7[->5A)S51?GJ2X*@2E'*('71D6,0]# MEB?+WD.V>[QQH!=P3HW5F/44'H1_7!%^&),&_IH[62*L*A9\77JOV'IF/!:! MV/W,YOC8SR3ZQG_MS"Z)[9>C8<(>P-$,HOK!ZW_I-[+8P2RV85:TV(NP?!$3YJ3L3(O'.--%."1WGQ=K]3F*MX(C/.!)92D^*]2]V*#(%_=K&G=[Q.CLOP(E^"=-W]Q71Z CBWH-_<.E*#1WC MQ;8UT/%=BS1V)8JYY>HNTH./WP7$GEZ"M+[F^H&(B/K$G@WE03E[YI3OO M7/_'*96"W+W7)-SDV[?A7HQ-=;ZU&7+'5MJQ-#YG\OR[SC LY MA(E./N">7#//_XJCR(, >&2RBOH(&[%YQ5_L]@2VRNV%U;,DJT#JI:YIN"Q, MRM3OJ!|N-5R_0R(K(MPK10O*A0!;ZP"PO S,\[*+5M=#=1P(=_;O]R>'C*?D9?2U_[*@3/ST2#J.I>+S*]$G+;*O7:!]4,T%'$[)^&S M)TF-W?&); MUXB^X8AQZ:0J_4<.<66L7&1;IN'I2 MO_RV6SOM"MS[.""TR$C,^23CQ<._4\,?[!'^Z,G22)-7Y!@SJ5V!/;OD?" M*- QX&)RR5MEN.:[^G#7_7H@) MZS>@/7X8F_:X2#Y'9P9L.6D?<\H]t;>M..Y$-DEA7RF*FS$7VUAE0#:RFPZKN\!%GD12DQ-"X NSJL_!6$EO/Y M+L3_K2*ID$A+;X+2XHE\><'1'0HP]WV7;[/^Z%?&)#X M)RSUI=HD\><.6+@OQTH6IDAR::C@=;2[N{$U6CUZB_KN C'O^"YO,*92P1O\ M]>D+#*WO:P#N3E-9ZTQ21QU1-Z=-AM'DKGUYO*"AWXS"-+@UB9>[A1/!2\2 M*5.[ETCQ?D].E9_A. 7(=*HEKD:9;YC^)>5M_:7T$A"NYY_6;4G(*P4;\[)C M/(&%A*WX+/<:!F"KZX'.?),%BH.L!;]B#\<^\7BI4FF\V\WOFL_PZEJ+-' MQ 83F9MLYD\(\S_I/;CL.O;6KT4?XQ1V8+]\)[CU'@,=B@1S?7@W-8!!W@?3R7AY Q? M1^4PIR(O%/*P5!6)$0&-2WG^$H(Q1'R8J[,=V"(_@68\K=U!D:N,W4VTCX5VIHL*$+U U,V4R&I%NG4 MMI!\NFMO[!#6_%:@"T%;Y4X!5P*QY5A!X4@/-'!/T0&\G&^N'2IH7PXWH9$X MI;R(T\F$J<^$(#!DD*+O"">/IPMU%8JY,SLNI.SWZ9 L *M M3E$Z^\9$EQ7"H%TVU*N1MBVC\$[>P?P-^ !?R]W,7 -Z!)&T%=XG-]MV ':D M2'"$;#(M-]^W/QC]V*&(EHJ^S'KJ$?<)7$E!']M1>EFB"'AL8[!/.1KJ1@8 M+D,#O 1;RKN'.2@4PEVZ#>1"/$!F&)KJTMP/P8HXKK+"%0"[R ,Q MI*(V.F1%>O##K[X?AO^ OP#P]^R^ M OZV-&"%NIH)_=*5_I8=BOW2$F3ZF0_JI09MKLH|99*63N[4%6OKMKPL4> 1 M>D*J2#J6.T!K. PW!C(^3SGV&J#3NT7E?F|<(>LA M$9N"FOMO/DY!*(E)S>9D,!E2<1$VC#9;ED@[(%P]7@F F4]@FY=T'<$*W0L(MGPBE#7%9E LHHV9):OYBZXG8B?O-5]4;C]'SFL1.|I VO'0I^W: MMXU6@1-QR"_$WF>M_0-3DS!,C=_1ZXK"U:..D0D.U?)*D9>8!4QZS2YVQU:| M!U9Q95"+=S@(*K?W4QD?CP.*;V%E6'\)/D8>HRLHEVE=LC/B4,M9:8__!FS.$OV&9REV$Q*4T6213*H(D9OV4*:L9P8EM%Z@1ME2U&#%MLTD7,:C+GK8[5@["}*1@$7P4-W+OGDIYA1V!8-TA3C?DO0I+:.."K M5[Y=NBL>8E]0[KTUQG56E;FXR!+)6O9=H*017PP&)9<%B>-(!J7U4V);S M&GYPAYS BN3;%@4':.R9R=Z:/PZX]U(.4@0.48<-M"*NDO\&[[=L'!>9%G-@ M&5>V9,UQ12S&V)U)W1=!W!@.G\^EQJC2^H.1'= :?M!KU.!C,J1L,XD.G#OM! MQH^:4_TFT[>0DQQ-5PO-2<**(?IJVWG{0]>%D9 6VI\Q!{PB'>K=R/6R>M- MDJ2@;&^3DB_S?'=W^XO((CKXV;G62Z-J&L_S^=D\ <0&DZTS>=)ND\, MM#):UZ7(,[9]49LDTT\,8W@D4C>C__WTM63PBR!:S,$V]Y0@?7PL)GMJEQ7U MQ14N#*7"&.6:M. OVPX@M(DN'? G9A|<&Z Y$&-EKH73FFSXJM03K$$)'\O8"P8?2"^S0H.4V%*F&4>ZY5F+Q5,.ZM%1+JF'A@2)WZ#IU'"%LBNCW2P$;X\|RM +22?2QF$&0J[6YJK)^-M5@@RU,G5U M*4/YCUJW T-9(L80*N"=DAO4(QQ&MFUAX7=S =6%'|&NQT&+$))5,ETY N MX%,N8)HC9CJ-R|>Y>I^6VQ&&$TVQ50"63;N:S-BW8;(RD0TH)D]$F1&9PSJ M7TD$@:38}$V_$4P/%(+Y-9?9J#.:Z9*QPB,AK@>G/&6DBJ7LRQH'71+.& ME:&V&4&V+'"'W#V|_ZY'Z<^W0O)^QE M-2*K=*S;=PF^FA@W4)> XWLN\F1JB);F 8'1($"?A]-Q?Q"8HS'-1H@_=Z99 M+[_Z$%<1F%6*[4;8 H-!Z0)-V+AD/-*.BPDWA5$1X 8M=-*A1^$GEG '5\(XDCSQPU/'? CYB M-+UQ%!]Q5JZ27'"+OV9P8B\1:3<2^J9#6Q9R!$*+HOK&\LZTVU6 EAHI0=OT MRJ1-;IAJYROU)!FPD+7M3HL$(>;3^^O0%=V'H-&]84'/[M&H|\7I_.Y)IAI1M-V1O?X6P2JO&'-WU1F^V2.ZGU5WJ&"8 $A:EFY0DS+Q]XI MXEZ3!Q!XX33D>]2'NEOV)+'N|(BNM^\?AI>&P$"-Y.K<]N+QWUOCO6P".F. MI=IP65X.NH2M,EC;X-[>:W-,O//B-9/>4N=!!^+%RBM&?<4,0E4R9E),1; M;.K'-&ZM*X)ND:1(*)3B'BW/=+:5$P7C[UHF;#\RS.C=<>5B 2L7/V8QS&)Y-5^*>OD$+AK#R>JG2%JM/R\N"^'=L.!LE=J56R"""/R,(!6,N/&Z;!/SLN7 -)*1\/!@<,%> S3H.IP!-B'&CX?W^W<\OOQ*)UP,TFJ3!UYTWAV_?OCO[!?#BW3^/HZ,/_SP^.3RY.+]O MRS 66R5UC"A8^'"*Y*RJSD;K)X@Q\>IK-5 =.DJGM1UD]2@4NFT!*0X]!SI_9WH_ZMR$UX=-M0_F8#XGF_=)0IN/#GDZV690=P7_!<>>PH=H!WO^UZ_HFG3:4+KK+Q*@ M(OB^$.DSKP,-Q\5JRVC5I%)%@HF& 'M;N6B&'OM=:UM'"^=M@L#G!W2I26ZK!*UF)6.*2@AJOAK*7+&O2>XEP/*C!,986WB+@_,"%MW MTNO#^9JZH5$#>X+OVEEW]X_6T90NK6M8$&M!(OS#JUC9=ISNE _7_BBR387_ M.;;;: T#<2Q^M$_)?X897H&SZ)&O+(O2,\F)EJ%;WGCW9C])D57NJ7)P-O$S MXM09#33['MXFI&Q;3+BXJ9 @Q?L/!W@Z$>T'3RGWPS'/2S/65,<1[CNP07B"$ MD!M^6 3\WJMHEB-9+;G9ZH7?H,TR+6)07PQ(S.+W\LQ".$5#MVFJK M;[O%&D^1J$1?O}^(6N%2(U[*W=AYZR%:1RKYF/G:7,+#A I-G=<++R&?R[SX MP1L,+\!4Z_@]_(QH@O+.OB46C@I-$6(>YZCY&=3\D_N4_HCBBCT<$,URFC M_\/K,FIUA*FEU:,9[JZ]YR]N5TF2ZA"1VT7=U'Y#55*CU$Q_EKK8%5CRZ+ O MZ_1%?SWZMA7%19",(<":&%F]385;39A=K^X^XBCP2<"^1"U"O0&402 =*,V/ MD%]CS>8:EMIO$CKW(IR.!^C=OTA/)-.=@>>>5?C9 &HKVN-^(VS:T =@T[Q6(I$W M>'_!)-LL8%"<+[2H@DEF58-#(2+:_3C(,<+E[4;%76M'FB4[+L'$YA7QWJ1* M[2DN&/D-7S9NY\F)4I>KL2QYBDN"-K7+2+/5X;TR5@!H\!DN-\[LJ>&J&K.T M)4>^PT?FWS@+*"[_%!FUO?ERAHP[2GR0@'=64'H.'UDEZXE&L9=KN-MBN&33> MS?3R\8M7&VFF0[@:!*)8.ZZ@N2^+M3ZZ3+.V>KW.@M4/1$UA>2=$.FP@$U2VM970\6M'"L2*!KDG:$V(M;76303\.9H1$U!6F^6W36JXR%42'#J):,82)L<5P7,[-_^M\NS[GZ)_P1,NH_?O3SEM9WG)A"'W=789O2T,VP2E/23,;JPZE/T^Q0I"!H82MN:!@H2[U*YNQX'.#5=>@3\1 ^QGP MGR9L9L!J%W,M*;<%)|Z!XAZC02D$6SHNBUKM&>!J+OL> HIYSDGMG?%14^ M'X*/[A5A7^@[3 :?1UV 401[WE MJBK.54GM(G.B<@8J<,)>F?/$ZH:AAO==CA0'VEF.&=N9"XVMI_,<+-SQAU/MBC>P(7=E2Q3CV1*W^UOGQT=@RA"%J3@G&9GM$PG417)*P!)1GVR21@9[0 MZ'A)MTC)Q<*9JGGE:W-WC6,GY9[2PT4USNX_=SV4\$;'GZ=@?5T2)>-#8ZKI1 ,I194 ;^Z,;O?F F3N0:1VG!UV*"C!A\R)OB_XE$!PCG$ M8KDC&J\3QKA/4'%#EE*3^@XV+9?(_V[92-K\(,Q,<*W[S%)^JU0O?*YY!(Q MJ,N>?AU#U0.TY=I-H=-D3OS_U$2W=I3K&JWR]F[=3.E.S*D!K2>\A-U'2<\?.9C!7F.O7YHY=-A%G45"C;D[7]-&,MZ/K($\)ELM3<_2OM4?J8RII>UV57%,,B/BD,[D.HF+31FQ$D4$;X#VZ/S'26,3]:0.0H;U=4%-M;5^%_9U1^)VQ02IF\##FLYJ4#.YB.Q1& M<<0R.IN_4"1#>92R)5=@/;.[>.T]O+-7,BBX,U8N;U@!V:,\A*)*U.3;?1%MO7 MYC/N$V.W?U.(28O\+L\M6C M6LJ3>?]S7R]?C6V\?=AP456!0R0V.^M,> 8\,2YZ_]K6HX%'H187=IZU981^M/Y>]PWW.B6#W0TH)E<6,&DC!H"44> 63#SJB1@)J578+,$^6?#-;:!!'>Z_1 M;M35(YLODJQ2# T93G">5X59(3\&?@SWN 8'#HFQ)X{<#U-;5DLFD;M_ZQM+

M0KJPS4/:C/M"M&-;8554<)F$0=B$^TY(#:0:/V1DQ=&_0?%{1Y{6[YRYYXI, M<7V40R5, @:DG.D-$7?0Y#4%9,F6$Y)%B;YXD2;_/F&GH$JK'O NB; ,D=V
MK(=O>N=3[MT;#Y>4X'M3:-0'?]CP*=@B76PA^<4PYL<18A^E"-YYR2O(H'WN M.^17:C)<7K."B9B&8L9C=JWW/G8OM\QHVL+LZ&.3//QL5VS,_[I/-B:V1LQS
MPX6UI]KHC4'V6X_BMJ%% [@?%Y*1A(H/#9@F.3)V53XH49R@WPDPQKX.:MZ) MMK!&6X4-5I=JQ5F^LLW\QRLI=*?R8@J649L!MAE%+9ZB8T?E#^5B5>&$T7.Q M+:U!&IDZ
JNT*UUP]'JWSXO'S6Z@J7B?%!^B0 MM\N8Q,B;,>|:. MICY M>_I/"0F&B)-2TZ$9K$"-!LXG8453'?E\DY*K&&, M.$ME"OMC\W"&[
MLA.;|>S$VT,ZHZ8T#>'Q(.Y06)SY%O96$AMEGPG8DJF"G&Q,_%5Y$.,&[9Z@GADEWQK\U9I9Z,*)D$RCPHKZ-%_9Y74G]1X/U(
M*9)&PUZN%$GO"LSBE=@=-#H.89P;,O*U7;OZG,0NRI>WH K$ZK4&%2+0K-*QZQ]NW]++,EH) M-%!35G[%(@QP2+OQ0RT2B)#'_3$^=6@J?M68J'U1OZ)_GV;UHE%^9,
(72K(J M*Z[+'+5H2?V2X7T4%OD-;._1$))?K]KY((AO)3YQR0_%M[VV\'X4&<]/A@NR% MQ(()%/R$)%(-I^2SBB=H",YY,G1M ?MU*39F+:E4..!@8-T/RV@QO&D9?4
MPL6[8 ^.1%@94'5FU@8ARO"Z+P"/ ZA0G>= "YN0+Y7C[B M<RX*IL:Q_8&=$0"&F/OKT]?X%;.YZF3B5DD0ILI(+J)9/A4/V8%*N)8F\F M'!\Y[&'8@=[T7/#H;SQ:
[):B&WIV,.N(X4)=6I&URTZ69B=X@K"^D#,0;8P/ MTSL.M$L>@<,EIOJ+QS]L%S7G_ U9@?MZ!0'6$!?;+_912(F_U,"/(M$6
MVM3"@M9P),T=XZ1.H0DB2A2:C9(Y'HRW0_!CVF\H2(3#NM-FP6?C;/"SZI!G M?}8(2Z^$M+BI8.&-BF].I>]!E7-I*MI>/I.44;F&3R9):_>!XOK5&'L9ER%A@1])[M)R?
2DN')"6IL1PSNJIL8^ H\8N:_]*\(:J0S?K3(^2[!K_G(I.M"9]%/-Z/ M$%(T<N]\G66B:.LD*TPQ\A,N)PP;UHNG;\F4#VT?%6C\T'D*D/,GWU M #+=-,[.6]-
%X"IS[JXN0>FA!X+=O*)C+,YX8V8)QA@P&%].B>&-305NHHTD M/9RK;S/8>KJ92F<6%B*X6.0KVQ9+CS MJDG &<_=N=4L4-=IB"^^M7\A9O]N
MT(*2FTM%,3:GGDM9"1)0914G=$!]EBNNK.+]fM2=,K,16U*#/B4"NEF3:YA M[;P^RB0+!BK,3:R/3]VS_:?L'>K\JWD& YL015,
<&>06PM_EV2<372D]\+;%*)04<4;93.37/P'5'&JJ:2JT8+M)MI>$|=,LL M)F*CS6>\3#@B0{%H^@<7NSZYUE9H=>)-3#M)*L_^@"O_16MEAVQ?$?8(_GP M%A/59C?
7IR8T6N7XWQR^*NMZ311S5)R@$LU49IXU3PH,>>NB977= M< @Y(Y6/__"H_Y#@HA+\P:RI0**N.)[>IQPXZX095PS6N$2N M2&K2MLMD?BU0+GCZ.OGH&;Y5UU.4&\1&8/(!
[[%W(,2-ZO_+32E>0!=SWRKZ M)/[7O!;1+,>MSP"?+SYD[HADS"JJW?%S3=C4G9LM;WKE%)@M)LR+-(2S.D5 MOS[XOJ@6WB7;UB]<'TV1>RR5G"MB6Y2'"%.++U(+(E]2"6/?
4QDASC@4&J#1) MMG-X@2D ,)67^-V*75E_W1M!V,-;H,7.=E *HYRN,X7V:1M3RU_J)U=1BS3+ MI6%51:4BUCJ_K'[R>|V-7]2V?8I)+I6F';6,!^7ZV#E38T#YHM&.ATF3RO)P
M/^#"\.71YKP>3FVA(]6>."J=DL[MM_FVJ\)$#>81)H%^UXZFGB'?)P2E$HV@I M]4%[[#R0L&AF>#*$""[*I"CD?TA,X]14,]%8/G= 23UWA'6CA5=(U/Z3_'<_MQ'>MMFG@7,
*+6W6)+\3^__G>P"D[PUF[-;H40!C4PE/]^Q ,(D/-MC_YA[17TY;\ZB-C/9LDUDR+VQX(\'V:3?,JNZ-,1YC'7=R0-7>8>BBPR>(7I M6@<Q:^AD[]6:;JOMP4#'@0&W $?
1=8]!5#_EQ[C/IX#<321RD\8$*K6G09L M(9{42Z8DY-,;PDT6BS^FO:M26?.^'RQ@?8BF6,B,TTK 0)2BA$'Z087##$E_M%/;OUM@G&/U7)D^1]96IIU5F@[!DTC+
[O67]TO=03(0VRK*W*QIA2&,,I6L1 M'WI-[55'32!W. G<$I8#0P6T4HAH?&CJ."6)5MAX+E4KS7>)O-:2/:5NAT/ M^2RV1*1'TGVP_#&3Y*76&-KO)1623]!.L8HC!%C;$AL'-
%9>S/U;B-_ M!PJMG^G9K5?O8W5+,33*>D)B0^OE2V7&_) C"ZLV-\.O&9*2+UQ_O>IQ<4*$A6W%(D7PBIN!)J488LZVZMS'56-@@;@!W"O2RU,P8E
MZUJA46OV[GW>Y[9,PA1X,?A:>U)3(=/4_=)C&$S0WB4JPI3?#V&[[UONAS!* MAD/A##%A@ M[R$*LI-1D(\U&6]S4PETU*??G,VHZ!//M*I<@D#$!&4OM A.E#CJKVN8\333
MD@ZL9)<F[>1#]M8@08W=@&%QVMJ? 6C Fs!T<8$\IXF2%# $D K&4DB!.95ZSE9[!AXG> M3BK:A<*$N,MGTE6 #=_0!{1@JH;N&'5HB' @D:A({;OTU] M!CUI-
.CON':^U*''U"!1X@UCB[Y)M.KW#VC5W0T+MJ)9@4WAW,>)I.\6'\/2 M:#$"I]NGAP17J*4F<$C.B?2#RF I# 8X0VQH-F7W% 2]#dJDGRAF;"/65R6=1
M7L//"}=_4@DNH^I!:]@CM8E<152/'\!P%U>/@G]#IHZ-\ZG3K$C!9 M*1&_-#.Q)<06Y-5]D]@B9?E]UPQUZ;52[7+CYQD8HJD'H0U"'7G /I%*08.S M6%K]8EG,0XQP.[ZT)EHEG-]
<3@;+A*$]#Y;D@F@:#>;GA4T OBR2=J2N_/=C M<^7?@PW 4&988-OL9\N%K6\I&-?NF2ZMZ]7^P+)%Z?;#YJ(V(>%+72P J**K M*>R9H-%#;"TT-+U%[S]47@9A1IJ%C@>
("MA18G5AS*E1$D,?8&D;W1^JG=M/I.R_*2I[- =8VS,[J#ITNZ1/7,Y^'\'G">OJ"''A3?)"ORJ*=SCM€O"LF[@,>IXI,-+ M.IN_/)+F+ZW^-/*??
UE:.^5F6GMJ]VV\AO/B56"4VUTF'TZDX6OXYCP[?:[M3 MSGBG;+M9)3F6_;9:'[*%-@!:\l:'[:4-#MN%/0GLCZ6HP$6')\7K M^H03=&]HL%U6'@Y_..(7/H:_
MGOWT#2S#P5B.5%V&_UUFA92I^11:?*K^>G[DD9O<(U(,^6A9+D8?>!MA9N\D MR(]U$@1[6C/&%X%KF)7IVG(QJMKCD J<#:4VXY'P,@&:*X.[14N%Z?8$ND!%
MO6%';@Q)\>D\I7Q<35=R<00S?,F_/;Z>?F@&-Q%"YKC%W6*0-EEX$W#A4C0O MF]W>ZR;N+46ERF+VP'& EB]9HSBM1W'-M9?^P&D(MS).QUMAW//9BZB^L1.F MP2"I^>~^2
%+MY? SG"&*FY'4,;4!76J=D4 9E:A8.(%;M,3:E+)WAN$YO:BP MD(/)9!1'0E 2A7M O":6FH>GXHX.B5ACGF@@0 MGCEAW-,X#7_A@N% Z.NM)I1UWP8H,MQ+@UA O];C7%?
XG5=A?)>^5\QVH*%V M9ORF==^T2QV%N&$B,H:A,MA&+XA_E0.C00"" +_;1?2&VKVX)NA!J=,5< MJ!1Q2V&H*C?!I=0JLD(\!D6QY+PM[I_:@B*]G6(#/2V.)Q\'>0LGBJC1)*30
M=Z&&AP@9L3<]MOH:3+[WG3_6;,S[X1,LVZZ@OD:8E&U7Y%#_]DUWQRC4UC-[J__1G>,@UMJ MQ@4M/08G*\7@-4L Q^# M(DOVI $ZTFQ"]13RH6)XH3'O?AE)KF:-
C7M,,UAX>2-0++;&4GY@_P]-*,. MD5<_/""O_A2>P$DR_719(0KID8QD1O_[::N1H4.O=(LT2_?\=B5=3'%!!V@<
MM>T&Y\3CS[%92KTD1_Q(NZ(HH')NO@5]BX.O5..W>638V@;OA4IZVSG5'3'J M1QCP5.3EYM!*GW?,6C'U55E]^8CP6N8T>AM2-!AS9:A-';0D#Q. 2HM>^QW>
M$*Z)'1W0]O!!\W>\)78TR['#$;RXK8BSF^>+ D8>G-+ *?UM/+8,YN8/1M+D%YVH?'4ZTZP LRW_&)?YEG@I*FN@/ M\6];M4$'11#U6P,*[<2^=T>WCY#S>
<.]41:DXHG;SLRSNA6GN3?B_BV8BJ/I M[*BFX]]))4CAVADAOK>.0B.NQB!Z-D #U*8F)\ ZVCN>Z'Y1=%Q%"F)(G%N+;63>)7] MJ8+I?()+/N|<%%Y^C 8],U(%V"K:
<0AI:Y,I0OU;;'QU,)KFCZH!:-NC>+$G MO^7]_ZY+$H7R\W_(/D=LQ5OFC,$Z4Q+&^9RC_;UH$&[IIM5CE)T7NC&B(7$1 M291/<"S>&-P7=,-_@)'DSL=0RVB>
(P3].L^'Z6C!#IMF"Z:4<35$/6]R6Y=F MJL#BDM,2J'"EE/H=[M8JEO^R7T9Z8L/#7 $R/2_=BVFN\3+##E6!M7;X;XM; M*!?8++HI,K8',A(FFX$?>G6$UK"1FB
M,_UH[=_!%E':QU-<-^5ZHWU+1E,CS1<5K<6N07&M6X!F+<&!2O-T)0N[INAX M[0FL(>2'UJRO5P8?09^S>3/WDGB9PST_-DU?>^FN;SAE 255+OMN_T01}G
M3L3#P7\EG7];'N2OU.B2FBPS&+Q2U2^[U8(KO)-=3)2^91/5Y(FJ*+K63FSK M-UJT'I:J@J5F((OJFIC99-ZF^S+HI24I:@>UY)\LNM_[ )\'5)]P5%!]NV MV7=!'N(M
]"FP3"&829!3L8NRJ44.KG]*@EZ(HX6L2/RVLX"(*2.L M);MO,\PE1C4LV+1.L.&SZ_NO>_D5@H*H7L7-7KID*>Q>2I%IZ3D@)8VAB8. M[*&3+0CYE KLTJ-EMZD[\=%.+RREI+=
[,YM@X.D[L(KON01T\'DT=AI8VOA5FX\-.6BQL.X9R M;&-Q*TSKIW[P0JF<0Z_-@4N=;JG?KZ[33X<1L54>ROV8/MD)5,?6=,]W/[_:(H5\2\?%OA&=-
CPY_N7PXMT_CZ.C M#_\|/CD\N3B_;_J_7XI/2A\L+(T";7TI^]AL9LVSY6!5T;*,,9C@65^S$HN[M*7$L.$6NV/#3U!Z]#3?(ZJ=.&;>M=O#T:]&2##&YOOA^YXM"7XW/%GE#+$'9
M&#_1R6X:IA9-KAY*4,)-K&0^,5BW,:6@YOXF3R2HQ9=\@BHDI6 < P,R=KZ MBZ(MTO[+)ZX4WA=)[]_G4]SYK,NKQZ-!Z.D^/;I*BDOV7157'D'@-
!:Q3E'CP/E2/\T0Z+E<3%OCKS,_M7SW>*!%*S*\KF9^.">R&#PA@,G29$_WJ:VEGU.ZO=@:Q>$_4_S4J6/$H-!1MA MK0C7A.XCK)\D2C!3S@3<1<3.SH&X>V5 /)63IE&L* *P-
-16C5<*2D#//Z1KPC M(VH-1K6A_W]['W_[4-1:M^ZˆH>DY-097"0-X]?4]7N8G3X0R!7'"'=VS_=DBT9 MU+$E7\F&,'_]W>NU]]K2EC&9;BP>4W5.![*E_5S/;WV+O@,E;MFV-1?#<,J-
MX"B[:T>W@5T%)V.>_,>RRNLTMRTER^H(*?)_,\#,,1>]K^B/0+L'VYD)W/+K M>28U2>HKT^SL M.N?$\ H&OIA8N*H.-0D%7D.,Z]BB ?'4C^?-)FC:X2%N8R
MX{HWYE;EE(-4M,UP>?R1V/9+NOA, _,H/L82-(:F$?!#59Y*D *Z@=;E)?;,>*UT/,5I\&096&CY,YM+529.7N8Z15S-9IZ5=6TPFMT@6+!DGO&M?A^@*%&">BG
M.T$@)WZ9S36=F,1Y3&DW??C%F6C MW4F<")X ^!(#@*\=.TEK*D'3 *_6 O}[>0,H)/'+@F7CRS*_A^^ M\.\-0LRUADFSD93Q<-,V'50P?L "VT;$8Y!A"6;',;<3G-
,+$MAM1YVK#T2 MYP/KCSR"DW5'#;37/UE#LXVS$2;->G:PILAUH1R$XIH;G!4ZWNQB+-C@%|Q8 M%L"7&3'06S % A(N0<@##&%N[2#%,;50
6G%U1&X02Z61N!,1<)5&@UA#.@^ MJ?(.5'@^\4N;T@@99LR[0.X"H;Q83VUT9I,CQOG50GQN7U->9J%,HI<,C%?I MV]A".6+=IL^U\:NJ1-
JPB,%'7.B5UU6V/89M9S9^&JY\,&=(ESP

M@"A@7"0$9K&I0F(Z717)'0E$K2@}SM^2[9;$OQWZ6CBX'3;6Q3^"L=\$(LYR·M"\AU"%X"LTJ?2.--FGP7=VS@^>D5IB%W7JI3F/#?=+-.!C/EF]X\'1+2LN!>,
M$*O+/Y$@"@"P0=SK[=+VWTD/M4W16[QBBZO2]H>/WD'?!JK38\VN@OC-_/;6 MLL"+@,L6,H%#V3N@:;?TN_V&J[R]*{12-UREGPNT899#1.1Q!RQ("A0E'4$^
ML44&1F\6G9LS6FSCA\%P$0EV<^U[R$^,NX(),?N)L?82?6WME=U?EGC!!3[L M12F,5C1:]R*?,T+;7+4:DQ8T7%4@3[%1<,JI/[GG&:4!45[8M@B^B(9'$RS7 M/$]G>0
4:P6_IY;@.@FZUK:(D^FQ? IO#]=-W)A4#)3 032^ 8BU*^+^+$!YD]LY6 ,'BQ)N.%%&:AR8R7_N9*EJ44KUZ- .M.'8M#1SL^(G*P4,)O2+ZOB(=^->-4__+RVVQ]N[QO0^D'_&0@QHKJ7
MGD>>Z GY4M@RQ>@%A-X:]PU-"DH32+LDEPBU!,I98G:1@_^ZH"B].!2,+W8 M;EC=E$M(&17#V<[/.Z<[4*TT!=]TRDQ@/$UJ7#ORD0@/"'K$'LJGAH^:/BV55 MV)?R.@MM-
V=_(9L,73Z)="U/7986YV&VR;QPYIH:TL-B:K!48Q'C-46EJ]+L M#KT9 28SZH3A$KD0B]C:\^?;F"X[^V8H2T(@47<>T+^0*H75I(] ?056/]:^ MP#G5BZ.S>X.-ZJU4Y'I/+)I-
$FS9L>FC2>GG[SG,D/_}>"PT>\YH 4?@:8WF1>9_^4?_P$ M*-YI[.Z]VW,/:%&? BE1?S MM'9P6O)8I.V_O=S;>?WR1>>?=W?V.O^VZK&O7N_LO7JSUF/_@4.F89N%j>=)
M\=_O/BAL;[_2#[-"_+W;>O/$-&%C]UC*$\[L_J'B"#C LJ86O3W,. M2W+S;&^.:(AV'"!H/Y/.=-W" Y'?HH//O-V15?QF>=]+\<'[Z/SCX,3P:?AI-
MW7H.1P=^"]W"KC=3ZI!+N[O163(=F\V(!L;>,S[Y?9W*%[F%N65L5D_#}+= MYR_?/+ ^O4QF 1;(@N](8W/L7>3:)WN<%M:!Q]M(QU:[?U]D-P3:CF?73@%H8 M&
[)>_/UOKU_^!+FMJW(Z67S;,,[99@/!XS$MVA_E55:L&!UK>Z6@&I,7'C'% MKA;CNQ%9 VM(?.^C#U G?B&';5S.KS&KZ<>4R7%P7%-/JA*6[.#PX_#DP^!P M>%^EU-
[SYZ^BO3=FYT\]5798MHM-EOLBBYZ]W=^_KE-YE!>+K]H^CMO(]=9A'^ M>DRFUW5FGCS*BYI1E"@DRP$5<%^GJ_3EF*:Z4_%420ODTUE6 MF;]HD
6B5:SBO9[I*I5<\7;N5+B7@7EO-'O]I'K_4G3 M071V\OGTS$CVCY\&1[_'T>'A_OT4 D;QOMR-3B\R*"E@U1M'[Z&$Z")Z/RW+ M>^OVO$_R:I)GT]0HX+-
HJ_7,)\F/]_9E*0P'_DIF]^0CTSLE]G5'O?5)8XQU: M8U1^2?%U625/,E]?W+XG7616[.3XT_T^OO?7IAK].O)X'>CAC[=5XFPM_O\ MU2[T8S+F!E@?D%'[I5Q.L\NDNJ<&-K3XJ*-!
<9YaU\0]03CF[N{K-_=U,D8+ ML0+ZGZPHV7~]3SZ,!P,V$?IO_/")_XS7YC[,?Z).K[DJ%{)PP0_(I%_ZT& M_L//<9^&LVH=H?
7UXH)XC,MJP=QXEHE@GT"#@$M[6N'O7&%7%UAEYTN@RK1K M+2A$P !MM#RVH0'OF4!LA%4HX9_=U]DH:W9",T%[\>OSBTLP%0G*.N),MO];
M<]:6\\#OOP8__4A5XZ2XMS[_6-5/ @(QAO-B/6G]_LG7=W# M[#R91D?^]MZW:.D+/(7Y>''?F7J:\[K6CTX%Z_1X//IV<'1_0YO[NY%GZ FYB,P
M7IRD.W'TRS0]WXGV[NN4/B73,AI,%R6%-E^^V'TH";;]:^/OWKQ,LA>3E[NCES_NIMGN MV]>[R8^O=]^^>O7_[[^\8?U"@F;%EX?"@L[2CKW[E%)Y_Z'XX/]873\/CH< M?
(FCWX9'GX?1X.A=]#^?JVZ/SDX.!H?1E\'!;\.3AU'U.23]5"#KMRV3LF] M(%)/KQVEH)#OAWIKQ;=B.;3E>^=8/(BU?C'S+R)I&+_-+V&+\8'$&,,D"4@2 M8WZ A?B]K+
[;WMK4P(Q:?R!1]90ZO$&QI'$^J-^?>51W3]IZ.8(^BHY0EGM] M^^ROWD!@ N^9XP9I8[$S@1W;/G H 9,O->BS?XCMO\C%ZV?V1([!9E'D_5R; MB_(JVS"[8$PL5,96OJ F/'Z-
YU,9(Y0+O6UHZCZ4,?:Y%X43YX':>RA-!ZE' M+:.^(ZC5 "X-2O!.\0K!IV185F11,Y\QVIJHJR#N;#S'-9T MS"F*RXAT9T]W@XBB?,6\!5N3A M>INE7LZ :Q3F:'Z-+
<5A2#P$.W/6MDA*PQ3U. LZ(E D#[Q-6.)K)!44EB5(`M>"2]L8">PFA\.)EX8564NV&!V,'GKZ^5LAJ<&F:&A&6VMNDM24R'@ M#0 J.EQXU=W4[DR3SU"}YCSUGL)\T@B;2
R6JY@EO"($9HM\)BB24@/Z@RI M'1?0UBRF08]JB*P4"VW_R8+J7GH!(ZV?*KH?M)L%JLC4)>TGTT!BR/WT)M0)ZT +4GW%7/23HD::BD++&_8 M3)9611OX'5J
7(;&N_$@Z(1_^/GL&(JSH_>?#P^'IV?1\/^<#8 .HD_#DX\' M9V?#=]$OOT>#3Y\.#XA2#)W3X6#__WB]\+U/@Y.S@^%]I&%X,C2/0A?U-#HX M.XU.#G[]P?[9P?'1]'@Y.#T
MX.C7Z/CS#2*.*7P:D9QN=/YH]G'PY.H\&O)\/A1S/(& ~ 7^'QX"AZ M=[S_&?YP"E^#MYR=#(Y. ^<[QT=GPX^?#@2BCC^9--.6# MHW>?]W'$T7MZUHTLSKFU_"-
(JP'/3WHT7A\]N7@[,/IF7DGC,S,R7S&_(,W MC49JUA;^,3@X,C,[.*X2K\47F&D=@&7#4[A__-D\|?#>7=:P+#^[M!QPZ>QM5=J33UF[K?
>_.14>H_D]"G7^.CP:GIC;_>GD^#@(J4MV_JZ2"OT\IFU'IP]-/^N_"_5H;;G2&V%F M9O#&/T%;C8B<>M=,4"WMYG9=U=AN8C?@V/C=[5S/3?3M:[,^-?J.S:Z,6](Q M("EXK;E'9IK-
"L(DHBQ77TG0BR>>/N F1CL?>A8A3R-9^^2RFIT$TO^!*(=S M9IA5),OJJ?B\F+F+[74^C:;(MS\,#/^XZ)Y$W%-X@Y6:'PY,2*\ M0FO4V0!;.F7(JNUB-
55(#,9\%.6/\'QRH/W>C&;"U"@ HAZ6,[$Y]U@2RYF MDV[T@SC$.)">&&<5(JUI"D2_[;_MJ'>FC[L2)S; TCZA0+{JW2;4\IA%K4LHA48656[E]YGDN4MXADTUL+6DBHK,
MEU&]3(B-5+KXND>%.XU3.-:I0=6GC{)N2'$:(@GGP'(J'YWXEM7Z4'K+A[@^=^&P.-P#F;3Z2C8*J;^ZRY,&5@=U!5%5FC M>
[)N:&=;"701KGM=:>U=U3O7[UMU1\VGNJR_@60??*D+T#[.35!G&]A*(@GV M.COFLWF2MS(W-]N"4E5;)@O4D$X9CC)LW,#"D7F2MTK?HC#'P!.Z7@^&;807
M._.SRK@LB.BZV0#2IHXF;)+&]VJ4NBJO+]3' MW0!I?*%+P0$0S<$2\+CE:ON5MU4PP5%P_+V*[@[,"$=/ %[LWIIP:5@=UW$7KMD9H'>L^F6 M7)8Y07C,]-R.5ITZ%8
;]"GG\R3,1QN, ^C0![?U%2M*S'%;/]\F&4O(HFJBI#1;J6%@UX#XF"2%=1Q^:*<9VACG9-L3Z]W?T*-K),UMB$\0G[9HS2;@7(&Q+Y2RJ23^\ .;8'=>)F0+ M("F9)>?LK.H'4 TR5"#S+
[$"U1P((R+5LS%JV?[,=K1E%G%*!VYJSFH/GX? MEZ 7^XV[08EK"]{&Z**]8G,1^6VBZ] ;@SQSPL%BT&IP=Q-^1MO*)L0]G27'4C22 S"'&1B3E+%-T %RZFQ#P634.74^#Q
M@I6L\EH^XJ^1\70:PV4Z" ^5IJ:V[K)8$2FPA4GK&3Y8%VX[%N@3E3V<0/O#W MOJU\\Y/Y&^%;WJ2A ,T9[*LLU5+9:UDXWW48)N>&RE!0&T 14RGD^4TFAG[
MM2R,TXGX]#0CS#@]%QA7IXJ788*1?>1DF'-^%'ZOZX(%9M+/+)0".]^1D;%6 M21Z5R>!OC.V^Y(S?-#>>0N*NMZ B^3CLL]2F0Q){!PO/$X<#Z%B Q# 'P;RM
MT&9HM;P?.T:JKB?;AK"""^5RJ$]2^G"??,G$U1+LHY^B2Z@M8'LKHGN955K M!,)BO..+*_)6BF?F.?3QQ^ #O.R;#R!PX.A0[)D-NP$'$QVE,!?XCQ+E-HJ' M9MU18N',,8-
N1&EB.*4A54BG&T\VEYGH:MB9MY"N#0[_T%?(;~M41H,L%)VC8J:(FW)LHH26?26Q9B 0>IPA9T4-Y@$!*4;*&8Y$ M!L9HJ21_-75CV&G.C/DPH']"""NJ;%=7^1S\[J-
HKI0-*,I5=QROTPSWPE2 M3"#3Y(1$,Y2P6,0CK0M"N\.U5;3^QL8GTAD8/%G_^ P[,N^M3X!"=4%>[#X! M"F^U8',V&<<$?0%^>2""].G;1;+D,RC(_H&U!#E^""W(#F7]5&*)#\35
N<< M0!RN' AS*^YG=UE*>0K<.X#DKKH+#A&QP,A'W8Q!VPL(P$,*:AM3UQBY^3@G M;BM0MO9G*[:MLA?*HZ1&&*K1,3ZNF$PB..1(1$;"%7:<#!>SLRY%W%#T.7&
M8;HLQU@E(G0^1KXQBJ5%&V9^-*((@^$%D7==]X5QT&9G=%(^#;Y4+T=5>4Z1 M>/M^MD(%P#T)[6\(2[--8)KL*\5<\]&2V:_%73!%Q'<:V@892O0FL83Z]W3.+&D?#5,- :G-
NG7.0CS(^H M4RG^H+5G"N N@(6&X+\SLF3V&B*EKF+!>8-+HMNVUYH?'S?.!?M?$);E? 8_MO8@6B)&:N&YL+KDBG]CM66@#,?K*FV.'1HE(31"'SPT2;!19)_K>__M=9'A
L^@MY"5I>KVLR'7!$>36WKH MC9ECZ$Q-3#'R[DU.,X->?$ "8EN.%&O^W:B3M&;X\BJV:5/UD_L0_IKE0D% M6 9Q$C&P%^:AM?YIQ)N%-L0R:C5=-&Z2]?>0P'\4W?
#N*^49N997GWTQ>, MYE8*P0' Y!['3F",PN0K&29 JG^18SX[G:C1-B]\6A=& /T$: S+ ^Q<(E=YQ1 MQ))U3EH[.Q942?%GU/D0\3-8(S_+ '-K SZZ]:I!1QJNO72T.8QND;W:B0Z8
M+56J N7Q>8TW$8ZEQW=2%^$C{UL=P MF=_V[3(/9*OPV\A9A(ZOE_B644^D&QR,ZK/H MCDH"%F$:UATTK-%*E;>J M*@+?68^4DMP0;Z9#XU5@-
NUX%+B]T5H%)(.->4/HP;7#9*4"C^%TX ML\R0NAJ*3H(+PY1-OC9=[!%>^8[/L14&Z1.BF+DMM*L3FF<':[R@<=+R3?SW['@,>L"P5@ZTE$#J:5)KLBO
MAG!/2E0_B6_<6LJPCNHJAZAN&S;HWG,ADOVPS[V/Z.7]$D,Z8&9SL IB=P)& M%%L'!3E;..A_D,Z%>*F+2#S&5>&=!94UJ9BAS!T7>92?0YB)L$CC!<6>K%H,_M7]OO4;!1.?
FHZUR9&.:=6[$\V[E?EPD4/I?NE\EH:J8"YS=2{K!J/84[M<8;$_+ ^J2,Z+O?A+'CP_+G)\N=V"Ul;S(NI-O"KU^@(AIVF)*(#(#CH**,U2 MQQ0G.U#B=8=AF,-K%E7.
(4.5WF5@:6!\]D,YY,+YYWL_Q70-_)N31*V/QRY@ MCMFXG#H>% NAT>MU,A[@$!\W6A'^P\]4F>!O65->M,"#3'T3BOS/=!W(XU MIY@CO5+>8-.//&[@,8?2S_3-
43QGU6!?)K,T@H&=1B51H_!-1:X HK6!G&$JF M%JSVW"M;;&W&0*Q1$B8#LOW7Q^"KW1%5X&T"+TLPZV$_.<(P!-!N51;F=@Z1 MVHZU8E_B,6=A2N$0'T(@8(98C]+58V-
L"$8[_ 267^#T[Z"C$&)5;BW*38&!-)B<;,QZ_!HHAM MRG"1?,T@E7..TBYV?9TS+&YN%F)>E55:BZV3R4[';.3('RC8$OHM9H+D]\@P MC@]$3./7#&@EC3\M*^5;BH$&9Y2E-
DOL3H]22V.RM3H1.47%/U&.+!*(U6>AH!OBY+VQ MB\3MG(1KV&:MXD=@TMQ5D[9_3 Z;BPWS2;=%=4.,4[8?I],3 &F%LADA/0
M9U3]&%ML3WGP#K&FMEVX8$FX12:U=ZQ!59:2R?-<#'@HV+_#@:4R0>I MB@1KYZ^*B!IZ9@NH;5>CB*/1*CJH9-%KB+;L2PBV$@"M-8CX2:H0LSW @():*1 M?
Y;!*B7_I"@CA-1,\CCLRF(YVAL(-7HI$T1LC:6RM'9>T.B:C(+*D@D@3]V\ MS(HD5B0&E,"O!%!_58:4$6"E:['A,SLD#^P5# ^J2TJ8O-OS&T;\!V.I;*0\|
M^!Q^%?8Y3@(QD\TC13K>S=T'B$G? Y6Y< UZTS"U:.\?V4S:R0 M<-/*4A5R3CB:GE?I,ZH5E2:G? LJ1UWGC()VG8FH'V[K>R G;CQY"^^OQ+Q6 M7:N3YY,%(2:\0[;97(0X?
_]/PE:7Y;!QME2"UI_O_1QUNGD.)HB9^2&C\0< MJ[$0%83^M4C@M.M(8N9E7(+>$A.O_5;=&J$!J07QIX2F0?]!3"/N,S+:5<+ M)6D0ZQI3/5A(2]#ZW#
UPO;BX.%"X]@V7O$_9W<(6D=%MFNL^B9LD8+=(A*+ MWV[Y8-RN)#JXKO0*&\CW=@6 .@FY #E1(S7B0<$Z0++-%$=,*L MY+PL?,$CTA!P=HYY1/@9FJ46Z@]6' MF(+
(U]$FW=^N74J/B84%L^/A4A#JH$ST8G*OEQFSC8XI;H-X2BP!A"R19(& M\XM&?!O.C_% $SX^6VSC1&EEM KTZ$&Y'UH", _%]MMU(EB**T0)0%XB"KA @ M62Y@WV2-\0Y:1
OK^'0;#!]J6RBX!S)#>(-HZQ)-P%#.89F76-^.*=#+W)PI MVPJ0+IH-6*6J5P73YL1=IEYHZG;*HJ_Y,)6Z98^8>M)/"()!N$&115#,_8RA52P="!CZD)\?*S7TZ$-,$
76BBOOU>=N0:"CR%@-MU9^6M"\9>>^0.@#!I_OLNIARMT7S9W,0=)U"3/PFXEN!/1<]LW2RR%(M\7G MULT0>4.$NNDR$;_O KDQI;R2M<((ATKAH91*UBWE"
<>#MCOGG8S!!D8:;R/ V M5?TG(=[1M1!<_PH1XV8W,(!(9\:FFL@07$E\]\)"SJSE8<(:8^LRU^;&B<)& M3=I(>7>*.)}UAX.[681B(@WF9.0N KY"F[&%0Q.,;6F\@,DM5,/H-'/:62PY
M!>.J_WN=;TCDC\ UVO_4JYOR%0!=ZO-UV%H4>88Q1MRT76!MI"'"3 _M%O0(NRX;,;'N(KD3X [;EE>6.MMN<1G,L$(;47M5N3R_Z'Q!YT6I44.7;LI[
M#H,94&2;_+Z9F%*%-H'FN6S%U/YEP/0P1%S'S8Z&5I$W-C%0B9F68'C6)4)8DB(R*D'4KT-VYHBME#OAE5N2$Y"R$&\4!U!RD M%D_N'%I:=L0OGI $&DGP_+XB">
[!W>\/ZZK+U=:,+:FE+_^R]Z($PD/C2;,G\ M1,H&M,%03;%JR0#)"E&4#)8 >5X1 $P,-(6O#%++F'U#-#MIA2R-M*M"WBV9 MRR-RAO5D2E8PEHEZ"90HX.$:P3,F&$00BGZ^,9F^Y?
7C0##TAX>,,\6)BG/V MX"%L"KZV(2YDI5#IBC@7X"S[HCTT$3,EU\(EZ(Z3HG#GX)O&)2DI5 M31Q2/M5,(MYF"XOSQ04,O^/'<77Z0Y+!5^<,G27Y
M;S0L==CSA=)TBDSGHWHM1!_DT,H'D1N!9#.%!TV&\N5C#>K0RA<15:&O*L;M MQFWTOH;UKB145Q_:*O/{@7G$;"$BA!M;NQ&"5,-7I8#4XT)LM'J2CK>UC_SA MT;"%/-
%G2.VVPG*U[I&+>MEW.7/:.W\#OU-4^&11.UAKH\7M+6Z7G]^FI"UG M;2B5K3*W-B=D.\["R981!RD0'"M-!DG>?,P@D,3?*3-JKF#H:$SGKQ3CRQJI MBWB5T19WU]Y{<
#E}^B^#O:;HDR9Y+RDJVT'<6N%1>T\4F-@EI?$!%AE\VDR M!F,5%*9?EI/@CY_)(RY?*Y3&%&EJX7 Z@L?FZ'FYA#;H3-+$8_<<2_)8GW%LR]D#==>YS7+ MZ-OHE-N@RV*
[;)HU/BK3=V!&30K1?A.3)5O_?>?>T451?,,6Y9$_%%$JH+9 MK_.":%$2VTBI09!2CJ#.P,+1.BL7C0XHEK_BJ2P:^_9&^O.0$IC;56K7V4F
M0V6LDJ]I&@3VH[+\6C-."2O=M]L/=/Q2S?6Z<8<7:/,*HP%J3;QQ2.4EY?!Q MHQ8^AEN^-/("^")C;.UE' >(Q,/4S+>6 6ZYU>NE_18R%^0[%E,S65;&9KC0 M) T,1Z#4@K\KY-?
WKO$J@{QD!8BO\U;=M\P4,J8I, M(]G$NT2WGL@RH=*,*Z@%_FR;S)46@O\H(L;]X;X-1RQ#1O)F8Y8Q.B]9R'+
M8!PH%+2T<:&2&9&@K.WW(/[N:,3OCF[W=T7[>AW9.RC$,*,I7G@9%E(^TP@ M(*((F3I,3\ U#5Q[<5^!:QM.;!74#-X+1U0*'+%9VX5I0+[I8VF3KV]17@'Z MJ:Q.(!,"D*
MA4$>:6$M#!ON#JEJ SBIQ6V-IH5FH #Y5]V"HX7VA-,QM!9CV^Z= '/F)>2K0SO MUM5V+F;8JV6?68+)$L*+=!-RRO? -C!)N7G0DL@!)"'+OHFVNZ@=]RRVW=^B"
MBYRF07;1\OHDO&QJAPPHO/|*"Z215T"@8R%^81--Y_N(?091U)M.=K=.G)O M._K++6;>$6'T#H,S"YYR%G^9^],9&H8M:0_>(80@2UO7,2E@X/=BQ9O?SUVE
M)1V$9DI7+N$QZ+(J#U%A>7#SSBOX5*L'=U1NJZNL*A**38]_^BS^#5]Y& M6W9$WU6$9%DMFVO[M:910R9N*B&TQM,DM/@+B;Z7/ 8S;$S;R1.L@Y5SW=3 MQ*U0Z-
%+A/G=`$/O|{7\ 2<<2Q#.18Y=0-X<.;QIJ7#5=G1>938> ^/AEGB[! MP$CF"=)Y;?F>BYD4%(30DNBF=D12M*AMQ!-QU6X?[>YMK_+GI0U&PZ"%I9Y"
M2>VL+++)K;'B4%Y<4<:6H(1M:T.ZB.$^P80\.\6L.YL\D&DG+V"OF(M/Z(O:M M9?5B\1HYOGAU4>)8TM),($]RJX*;+(HS&L{D'B'R>]$<^O'Q]9;<$]#XQ866_2&K/#6%B&4?E
M8$X36)=H$@2/GI^\R$C$D_',.]CX]2P9P)>6C',0Z23*_KW-97>!5F:$1KLQO) D&1X{!CF(RS<=9'9IWF][CD/Z:PH]EWJ2)I28[=,H&TR2?\=+#EMG^
M\.TA/Q0GXKP_2BI4Y"75727*Z%D!_56#]ZAAY5(;WGPV@JZDZ#>V%,I5*%NK M6T; F=-?PP[=]$@BQ11N(*KGF]);F.W'/H&KDM5LPU\E@H"A18/O M5TAR#O3-X1C%"HC-
JAAF1PJR8<&B60V'@5RX?B;U1+/,)O-Y<4_7AGOM;'9I MT*\L CS:X?965S9 ?O?7GA0J8G\8)}Q5&&NA(W>>=0E@9UK=K6J"-[&(#U]T M:)HP!Y,>[2^C/]#G*%G=%
(EP+/6M7+A\N7A63I[-R_"?;.%6486M%2T\HI)9 M%G$SOC]:HGN]K87D.E+(9E 4/U^L]?2^S#V4([P%VP[[OCGI:DV)@ =&=E#HS#BHVSC!A(M1L/<7F4]?
0Q3O/XL65-!-6 F7*D+Q"HTV9? M ^G63K*'U[%N:GL,5\#MLOO' 6&MSA\.P/*B?R9<)RZ)Z1RX)QHX)K WYSG& MAF ,,?K)+& YQ)ZV7NQN&R%X,=NSA-MN4!F!"B-
U]LGK8EZ.HL^2Y\##0T/E M6R7.1R,L3<]B&D1[LDCH@C7S\ Y9INJ/4 H@YB &KGA*6H8R#1>ES[R2M=S
M:*PAQO^(*.U"OH%?$<-1/WEYS;OZT6CO8S>/,K[=PW7A5LPAQL{XH7GLUXV:'MY4141!FJX\=F(ZL_M(53\L+54+ M+EB>7_M#D$O-=UB5Y4^T4=0CM#(+.R0?
GU338(#2Q)X&L=_D9<< M;OOLFVPOYKKR0G=13D:EDU.(ML#CJ=/}^DXG'25\'JSSYBO& +$UY!%^B+ C M&,*BY;ZDYC/$E,]K2:9"S&D\;%]DA(@Q+3*OU(M#P:MW6Z'EAB7 -*
[VY*Z6 M1S+H[DSA85YKY*I5I"\P;_B>:CHA));<]ZX!B=7!C.^@C!.PHW0PY0@,(B;(ML')&EY?W$4L04?>7966]G;7F)7%*R&WA122,_6U74F>8&R6'3_C=V^:WS5Y0
MJ0HU4Z%BTJ16=2^XJ&M -(VRGF;XCZZ[)V?!FFH'?,JZ3;ZK^?1A\SXT!>__M94C1;,3QX3YH?&T3&13^.K+K_*?]NAD<2T[9P:5=?<)%!R#:(W=P&]2,Q+N6HZ
M3V"P":2VP0CK*JC\;P$G70)'J739+E=!'KF(IV&3D#U&7)-6)-$J. M!.9%CY6!BIZL M,"IQ1(O-$2= .>UZT_)L(Y. MK,QIP]M1G]BB'A$$?9I8;G*(/_(QH,2%3)TSJ.HW_\EBN/00)H"?(
@:.M@O#]"8)PJP5K',0V.S/;#[;?:I*GW)V<3""J ;1WR4$&3])* $7%1/!XT5+ M{Z8N[A%M@5BH>],8??H;$Y
M)NE%71D7K.:F7$E]03W[E+WB$)2T>O+-.IM.MUV#5^K38V>;C"]TBVH'(D4_ MQS[_J:Q(('Q&L/TJER",(>*-UA,$#[0U@3};5B:9M+PL)9UC9{9[DJ]VJ1;&HJ4Q-
?"5@-9R.@7$*]^(^<7 M*Q#R55.$6BZY&B03O#=[!T"!]K8@1Z[V!Z=-\2^5AS!1Y$1Y,??MYL7,W]_[FKB7/ ML6O)*CWXZ^?!R>#H(/>\/0KF[F\V-
GKRZ[LO:5>,K\N$R1KNZG/CTH% MCP4N]$4I>8DQ.7,-^6$!:@C?)6>TZ>)ECV;NC$]BQT1*>^P, D\S=48,1#%8:L"G9H :: M;1CRKJ]KLLH1 ,5"]T09E0E. !8/XL2?
8C8;=O'Z"W=QJP< -F&9PESFPC*1E MBJS16)-^.+IAO@CI@$!Q7/DFVQS(7 FI_0605%W'Q-MO/SEM[ZM MHX1T&4UG$8-
1/IME*;&7D1%,VI[L !FB$UVV5$*G:H^;C*L$"4LMU136H!&K MHR"90Y,5Y]M@ZA3(%TSY]IA8,5#\/_23K7:^Q3{?I ;<6685$-,D\-E-58L L M!
F*4,:XPO+&UNF3I(^V!AN0H>"3FX%C6@10(^,&-A[MT8P)K>X,CPJ[F%XSOZR-&5@PGYQ A;M5SRLK[B=/2'?BFKQ^$.&"WS6YWWS M63\FW_+9G(IP;4,101WBRD!* ('J-
60&B&D[M+WKN7D.#WDV>Q>T_-V_15X'THF\"Z0QS2SC4#8NBLXO,&4^MZMB^WYX>5$]7 M0'./20= BT=B$;0BK C-"/)*;3J& 1^#*?"R;S?OLPX81D?$B6ATB(2U-WP=

*MCTH;4,*J"EIQ\!8HBF^K&\BX/H(Y$ M:\8KP =E\%_@SLF\2%N4L!%RD?G&%@S/64T\0$?GF<$T)*LS=FC_H4 M:=6M/QLAUCK65 ZM5UB96B}'?*
RA7C4HYN9.9ZDG5=_MRYW4/S//[1FQ$5:.; M=FV]:('K;RKQ)>M9Y"IC=V#V^>GT;5$0G6JCQ%IFK&YDH MEJ9PELVK5FPQE8Q=S%JBU/ G>S+1A1 [P,P32LBE<#O@0?
*A[[:\8^QXRKV# MO76ILPPI+AO3QE_32)6N0<=&L].%&AOYABR/J>ZRIA6CG% TC!.HL%EAE2*5 MIBH-LANG:WM4BM*CP9#>O+BE\$A!@2IOA_"8+'F:KX_]^GYYMVQ/VZQ?*
*0);# M;1)09 OKFQF2WDVD(G6:8+/OB*XTK(A$KBMEJ1-GP,OLX=F5;K^SH#(58' M:LS%>"8\57[O6'3<+C"\&#KQAQ3IZS:F?%DX2K-F(,3FLN*\A)9I2'#PQI*
*M,YQ!9(;P1DB^52Q:VC/FPGC+U*_T1 =_D=;",8Q(BS6BXRC".IK&%HW51($$ M0SI>. O%E_GD$W908P??^,OQA!V\8<%LKQ#HKVS1=>M:8XZ_H6V6^1*+F@K'*
*M1,0>$"C,L44F->+%6&FUB.D^%=D57!0LPTKQRLSX'J2+ G\E6$3X >"0Y@7 M"!,;9L(:%5^*Q8EHK6$T-6PWRJWT*5D[2S\)\VC_7/ M7R3%^1I;1QD*_VVZ_4!QW2!?X3*?*
F":8Q0B1Y;H?HU4@^8(6>YX5PMZVS,61ZP(8!RP\M? M$KK0&65?X/8"$YK_ZWTJ"+ Z PXU9/4LSKIBT59?]$LG!(RWNMV]M M#G !5>3*?;*$JBPK>E0J7%GCH0T(X'FW<2*
*OWG9FM=%PFE9HQ1G,W3=;AQ@ MXT:)YT4W"XLQ'@INC1G+I$XXBY39++*BQ5,OXI'/ZPLD88*4*^N4@62VH5X_CP:P'Z M,B,&RR58MG'"0@AF1A65M97<@]K8'E87,*
*(TC;JQP,XRNF?%';(IJ,OY*N?!J M#EI9L=URRP"7;6&/U9T5?]FG'Z2KK'?>=PJ/,[!#Q=4&8 MHQ8:V[;6%U1?KXEGU\U](-N8]6D;W<45$M=24K2"07%D:@]J&R;]V8;7.[LM*
M^:EN4V(NE-5Q$RH1S;T^O$2M=YGD4\A0QMXW+ T9M"$,9Z0N!=*2Z"T>3PM M(,"TS?S9.\(BJ 0-JU#8F2/*G$X=]90QF(3I.TC#84WQ@9 M*ZN0ISII)K,?*
6MW@>7]7.ILCYF\K>V\7RWZ8(4&>^)C@#9M>9#(E#K\;FPWPU_MI=(K@!675\%!647"\K"XS#.UPV\TI6&?<=%Q0RO-NXF!/S MJ,6-CT;,^P[#?AHY:PRE&XQISGNRE2,C
*M#N=9B5U"1RX]JA:=YK"X')M0IF91<-^V\FW9{J^_@9& 9AP_M, MTL&-?ZFSF_GE$+8+%H;8F>MU!{)UR6?0;,HH+;^]K8RH(}7;1LE){YG<#@-W M,EW):5AV=|^*
*%PN;HTA*GN_W3:QU92W/3&MN/OJ4,1_@XO+JAA}U M6<)E0ZD5.PINH@!G&S]6&81859#E!?^,KTKX1@CKOS]$;Y6PQ]%E0Q2YJRED*
M3&VT8/A<^VUXDFI5/99<;RARSU)HN%[>/0G@%$##8/3V"6!TJP5;6*O@ +V2SY*@AX3EYXX6E7 HGH"J184<2U(.W$C5?U2""T8-P< 4&41DL% M81;0H@\H 3 3,.K:?EX\T
8=&HTP\VJ5O %"3Z]%1SN?E9H#?Z<^?2-H7!6>89PQ+0HZK'HAO-[M&"@U:!3P6D'70%1'T'U M'!K%HMCUEXKBP%EUNHA[_\;P5<2@PW>MJ8[> MES'D%M2!#B,1-
U:#V&F8<_9>8&/+RN@(OL7F":"VG^_^1(<?]C[R597@962 M<<+9J-H-\J,UT'G#N9$^[*G C>AX!MNAMW[!%'Q'F.!9I. DOJETP#4V>5^;M*
M,L5T0FVWVZ!T]04FR*@):*MA'M>+H@(O8"6A5/5HK$#1VD^6!&VM025)#_@ MX%(;\] 6'ZHKK1(FBG8A),;<$]&L/U2#8 P,=-14-;R)*FR8Z:VWT*J:XHB,*
MKO=*,M#I14LQ:>W1A2=(3BQV?X"Q-QV$G"QB\05=4V=*U/VG\Z3$,B.\S-3 M[0RA_K/+K5=;\FZV3P_E84D-'7O"&?XSR722EO,7#!$E*7-HVN[C+[$K]?K MZ2^GA1XY4-J-*
"SAV"TC-,>P9L,[25CNC'W%Z3OT&DT.-<>@QR(3IE@%28O5U7^N S1L3R M7J7;Z'3R?99L@/9[U:M=("@YKH-,L!HBQ0B7#X).VWKCDZQCLQADREEP 2# M3]P-
>'V\OX"_8VP@K)#?EOX$?C!5W)47@RP5.S%*B! ETQM7W"> M8;/XH2U4_-*+4IP-=U%[0@8^+9JB*VVB=YO$DNO%6J(;[W67 #&:]U:9X\$ MV)6700,?]L!<(P\KZL4+"
(2(_!)@__JUN@T#$MVL@)&Y+8 WHJ><)=#M MQC1'CH&C2?BD2)\05/P8Q_(#2^R0AX#*:P:&FJY]A\V@CAFO89O?]E9BXL\5 M"_!V53*GRH:Z#KK$FZP[,QWJG)Y?@&[%]^@
^S5!RV0I)=Y+2@$U7H:'3A. M=%5Y>H[_I-41ABOT[*B*ZZ56'X/;\V/?W)Z3#%,J"]R"C?HYFUL9Z)VRR:F? MZ,(*_O'RERV/(DW$84(11XKV:,4WE]\TF1T$DY(\R60(
(\]#>FJ+#NK1,!3 MIQ02@Z4 1 DNHCA2S>?1#&">@M45)({5-E:I/DQZ8/ =]>LT-\9?JGR(LCI/ MBOS?%CF8'D>6WAXV>HY$@(-6J78FFI)&6'.9P%F?$$V"4*8S]L;APFHC2%,N*
'TEQ@CZ$EQ,%GMN#YGHN(LHBC7W78U% M$&1B8#0Z?12<;WN[O9&3+TA.\5<20:'>[!$3!3P & ,BG7_>5L21FGC8J3 M$PZ2=A>F\OT$HI M;C(:0!DY%F]*
U6[/43_/RJU[EE[O3QVK-6%Q80@Q" M0EE]1?>*U1$-$5Y+UC:\$^2H:Z@RN>7+Y@!_A8B\@IVZ*=]+K]?#.GF^U2B M*/16R$G)3(+J3P\[O,7L%Q,(CY/4CCO00M9G1H+)14HD?*
*T'PH07W:8[@JEQ)O MP<.(YXG?.UD29H5?S06)78E,\(&X*7&4F*^-K>B+7>"\+%C"ES;QF_4K,/]*V M#+X+TS-2B(H! \OMY^7L:PE9VJT-'R4]X,?[B@JX'V9)?SI/LEDR5*VEAM_F*
M'"\F8^3 C'Q6V$!\OU)8DIU"9F^ZW@ST;T4<)HQR_MY7-8LC#*>]TWP$)T) MU0@"7H/SN3"!\ M!B%2: ?]ZRBO#9%FM;/,&\M$NS:$R18 6I M-
&D.$"V]\&ONGR>1TW8CU++TW%]\NWO< 1/W&[KCH;#+2(3$H]6$--)6 ST M-9NWH[/;B'+6K3[NV-|=+,#BF3$5LX2P$W5R'P_R^ M&'7 >AY]&
X.SS[\9J9F+N'IDT&W&8-N4"SGT: RGWRYS9IS[E]N]S667. M(2R)0I,'Q6564TG&C;'))V6QQKH?#@$@\J!<_B?M\'0=GK3#DW98I1WN<6[H M'Z,RO3;_N5C,IC__?U!+ P04 -"*
"$.0A9QW!RR2H(#M)P $@ &$P M-C,P,C R-&5X,S$Q+FAT;>5:85/C.!+]?K]"QJ3-0)43DA!@",Q492"SP]86 ML!!]JCY=;8COM1H[4&&9B=RR4 MN1<1*(_,A^QH)<\-JM)9:U&*
M]\V^*GTC1]RW6VE3\7$ZSM&VOS[:=I,<#50T^7@4R1&3T8<-&;9:!SR,XYA' M<;O1B :#G>9>ZV"?-]L[NWO{C7\U-] 5YKZ/L9-4?-C(9%Y++],W?:>\6]G L
M(YMTFHW&%S:C6.46DVET]E_]&,LC<3W$8%85Z(Z1&+BU-9[*8=VQ\6WX MH:,F Q[>#+4]2Z@6JE3ISIO8_1U65PWW=TA=:C'/9#KIO.O+3!AV)L;L4F4\ M?Q<8GIN:$5K&WM#
*(_P@_N[L<^\#V,4XJ9B:.L% M%2(E0K^T[(YIE_W3SZ?'W?[I^1F;QC7OXG-Y77=/>NS_OF#R_O8}2],_TF-7O>/KRJ/^*8Q[OQU_*
*MZ9[]U&/=XSX[_\R:!SOMX,4'VKUBW9/SBW[OA,WEA^)R>-EIM"@6%VKW\E/W MK'=5.__ME]X_IU&V&HW6G]DL_RZ-E?'D+X^ZO3+JTX"=\%R*E/U<9U]D> .3 M@%TD]9-*
*ZP$*AR35F$V[?OME]?AV? 6/(C!Z+16Q[;3V5T;L,\D\0M8[-3+Z M3FO0K#\/&:R.?7&EF@?U75]&4Y,PD6!.C*6WN[\!EK\)DUMDB4-HR ME,//2F>LV:C]E63,O@HMQB]-*
*63\1FA>BM#(T 3O-PSJR=_]*L]=Z<=G[Q UR MANQD$W:3JW$JHJ$(?!*U3UVDX$*N((P YECUG\,E%6#4 "9-"DT%\FWL;0) C2%")V#-&X! MUU2$,$?H%K'!9'X97C$J=WX<5*
*H6RQQY)PC-\AP DC!'LYYKEWD,QN%68AR9 MAVD984Q@:2ZI 7 HB:4*0(%03.A.TQE,*X28>U-C)T22!@{(HDQA &PJ ,A- M9YP_(3<)BU,U-E/@:C&4QFJ.B3C=]'[#RV .?*
*V:JS)*WKQB"[1<'P?Y"OMZ9 M"EZ5S" *47$L<>ER>,JX%@XM8+XM@46H4BPFW#-H&22 !V'@]JVS#A^5"P+CCKLDQAX;3N[J;88>KC0^(C\/*;0[%/*
*FR]D3QPD0Q}{X[V,,%J0)GB##=MLO&Z\X M3[Q!T]QK'"Y_G@@#C[&0KA@]GN6 ZF3(2[-^%RI8 X&,53/Y$JA*C0% (B-I M'#7!2N1N'!+%,U*;)T8M4NX@4-7*
*61J#BC2I48+@X(M1]8S<,Q!3#HR,)->2 M I"^4CNJSFFDTE#U=#O&N%+KB$P9 8A)/I"IM!,]D*NF)=@[3+AT>\0NF,Y]/4>XMU5 1:D+P,VX M@AZ&2D?. .:?*
*ZAB)'G4Z!.K2(@N\]E'T'EF O2S >0Y;[)6"*WP07+T13TNW MR6GE11Q#_\@1ULRLT#&HBVO0E;]<+6HG" M^%USP93Q>DVAO!K*
\|"##!\5!]#)*) ^(5>3A@=_RI]X%KNX>$;2(6JD@K# M4E-"YDK PGB9,A9WZ'D;1C$AAOC=/UU@FTO&,=")$+7[/KG(3@ERXN/DBO8AD?H M.;,0=V:S 2J6G8(RT0_8$O€*
:5#539D@:5LF%49'YRLI&:\L(SO3+ M(9BT2/FD(W.7(J?HL/)CH*Q568=F'1$=HYQ7,[L9??/L-7>]X5]U6T1HH^G, M57/=-6W;,+EMU5OO-]_L+E1;S[8]D?#MNKOV_[4?>:.]?*
*V]O,6&W78+X1<# MZVT*GG_8V-EX]/UVE?5.J[AES=49OY<.GXGGW\DNWR?8E*Y,L6XYA'_L?>!^ M?W&'\FJ=_MHEP)[Y3O%_FBP6Z6<)]{MF_.V;]OZA<9_5,>7^&^&%Q7CJ/FC0*
*MFFP\;6&?,D;%G8ZS"RPV/8!CM,H_6MX>>G'_JK+U!SFA,OJB$G*A(5:1;#LU M>)Q(§;/>K0A++N#"SOVVAQ3*YH5_(@;UL=2*M9R";5?*
&5PB,^9^G%Q39/SLQBX./_,V=^K57:IPB%S+)0 [<@ M6&%D-F)?!9@[5JV65AR<&^K/)&CK.WBV_%#SF:H!+2-O:.1_P<_N+B<^L",<)Y$9 MS (-*
*&A1=]SZ60VE9,Z@UED/,+]@04P+ZM45UT>T/>I][%YU!['_]*S>):=/&E M//ERV[^Y[5P-V.!ZX_(^M9POY6O_]N?N#0N:O!JT=OD>ZUQ=LN! E%>W5Y?= M/AO\U&4WW8O;?*
*F_00^/NKQ<_=:[^V66=BP&[_LR"DV:K\NH#[=RPSN?UET'W MDBWDA>R>&G6&Q2+'V\@]I8.LD5IXU^1*H$ 3/++)ZU;=Y-+,^F6?/6=^O2TB+"?#JG+<^K9]8) M_]E+5(0A:'J!FO#*
<0'OVQRDR:9[P:5MF+D>NTVGIQU!9]J(VS3HF.L9R7LI[M9O3-\]?;M,I_Q6TQ0BMF,Y?--=>T;\5]6[-1JQ\?;6RNUX-;7\T;*-VW/K? MCWH8UX.#*
[<:=M\MA%\,7&^3]^SC3G/GR???:9=;;C?R>!>LS_B@=/A,OOY-= MOB]Q4[HRQ3K%"/UCQQ7WW<4#RLMU^FN7 /?,=XK_TW2Y2+]{N-\UX^_?M8Y. MC?OUC/WX3?
#26CQW&]I27:>M[#/&:.D3D?:.XUG;\Q6N0?+6OU.DM_D Nj MG]V$1>QA(A]?A 4UPL/. ,2G84&34)A]XL_"$,:N359=>9G967GO=5L[KMB MOD9F+'Z Z#IBB-/81;9/ RU1*
M%A=)U$@JB???[TA*SL-)4[1='T8-P[!TQSO>_>XE<9"H++T<))1$A[\,?G4< M..)AF=%<02@H432"4K)\ 1<1E9?@.:77B!=++P1:)@L +VG#!Q26[(I:NF$KI M82UGL&NO!
[M&R6#.H^?A(&)7P)?4#=:FX=R/HVY$0K_=ZLR['O':78]V]_>"_MN!6V_O(;N!39[1]IEBE]U]ES.640FG]!K.>4;RETU)K1N/SVD,9I,G3?SN3?(\-Z=NB,7IN.1,#0YFXV/-L/.*
*MVKJNMP^38YB)&<-T>/YZ>#J>.I,_?A__"8GF$ M7'N@%;1?3_H$KOKS%[4\S2&64(%*6BI6"B;<)*'+FQK"2^V.D'@J4<*TB^-%=^ M?P=B+HR" K?+*
*(Z#H@@C>ECE]L>7O>_T6!I4IPD1"S%*DK;8T1 6$IF&)H.\DC M&-^$"U;3*!B-RO@0D(8:XCR8419 E0=04ASLY4GG3Y@A:0B)>Z.YSE[UF*
MTJ%6Z9D2,26VOV,C8OT7(ZZ.RKA,,41#Q"?5<;&%4'_*9F@ MNF4,%&\3*!B-RO@0D(8:XCR8419 E0=04ASLY4GG3Y@A:0B)>Z.YSE[UF*
*M<I_EF,89,1[ZJ(TVG#;,;5T!"FRT:COH\"(&=$ZS9&K3"V('&N&T?DP,=U/ \'6W>=AJ,NS(O.4KEH5%U@P M=)M*22%IK_[3CY@L4K+LL=RXU2SJ5_N8)+LN?Z3M*
^)=#=Q.^\M+W?:=@_W]CQ[M:QQAG8'^EHC]fT:K\>ST4*>"XH;\!]'_ $<%HFOGWP&[R/,$%/985@N<'_0 ML3UQ>%65G_Y?V=#.?"/[7R_O[6O8NXW01?*
*S%5ON@+\VO+;)')&9[]"!E5[315N4!G\Y1%H+W\H'^&V!E,3SA+WR-THM#Z MB6ZCWQ4@9S@N,-VS>PP2AB-<93#L4ZQ*PH3.]?K%RG;9X+AN%'@O+%&WWD,*
MOMJ26ETU$OS8D-Z3\,_[_NRN&XGX6G=%Z5PE2[AP82:X5!M5KC>FN6XT2C]2 M4[5M]'CU@%ZU2=-B9X(268]UIGK+K;F&88@^4/KHY>D>NVL>E1]YB+][-E)P M:=X-] 1-
B6[::Z@:R8 #T- 0 0 838$,#(P,C1E M>#0Q+FAT;>U=6U?;2+9^/[>B#CW38ZJE"+8A))#6B0A'9I6E ML]V)+++DE&>/Y]6=2]DJEFPV$M.TT>0A@2W7=M:_?
WO5JG$W"UZ_&2OJO_^O5 M?^_NBG>Q-YNH!->HF2F?#%+@V@D/OL]_2)V=_53;^/I(@E&XTST]GL'XG.< M? EN)'^?!5FH7IMV7CWCOU\]HTY>#6)_\?*
*J5'JR(P/]I)S@"W^P.Y20(%\=_NPXF*A47:BXNXXF_M9)993N1BH)AOQ@ M&OQ''7=[,#[Z<\Y#/H)VPB!29@K=`H[Z^L/YE?A\>GEY>G$M3B_>B>L/9^+] MP^GEV97X^%ZL_?*
C++Q\OQ-7UQ!?_\ZOKCZ=O1.??H5/SJ^OBC//L M\NWYU9F V8BK3V_^Y^SMM;C^2%.$^5U?GK^]/O]X 1.].)S+1"8CV/9!G&7Q MA#O>C.GQ,'SEQ8G,@C@ZGD6^2O"IG=*
<__M\]R8/&:.D3D?:.XUG;\Q6N0?+6OU.DM_D Nj MG]V$1>QA(A]?A 4UPL/. ,2G84&34)A]XL_"$,:N359=>9G967GO=5L[KMB MOD9F+'Z Z#IBB-/81;9/ RU1*
M%A=)U$@JB???[TA*SL-)4[1='T8-P[!TQSO>_>XE<9"H++T<))1$A[\,?G4< M..)AF=%<02@H432"4K)\ 1<1E9?@.:77B!=++P1:)@L +VG#!Q26[(I:NF$KI M82UGL&NO!
[M&R6#.H^?A(&)7P)?4#=:FX=R/HVY$0K_=ZLR['O':78]V]_>"_MN!6V_O(;N!39[1]IEBE]U]ES.640FG]!K.>4;RETU)K1N/SVD,9I,G3?SN3?(\-Z=NB,7IN.1,#0YFXV/-L/.*
*MVKJNMP^38YB)&<-T>/YZ>#J>.I,_?A__"8GF$ M7'N@%;1?3_H$KOKS%[4\S2&64(%*6BI6"B;<)*'+FQK"2^V.D'@J4<*TB^-%=^ M?P=B+HR" K?+*
*(Z#H@@C>ECE]L>7O>_T6!I4IPD1"S%*DK;8T1 6$IF&)H.\DC M&-^$"U;3*!B-RO@0D(8:XCR8419 E0=04ASLY4GG3Y@A:0B)>Z.YSE[UF*
MTJ%6Z9D2,26VOV,C8OT7(ZZ.RKA,,41#Q"?5<;&%4'_*9F@ MNF4,%&\

W\=@B&P"Y3 M(%@CPE5-,S>985G.-#>@R'}G"U;6]$Z#+6@R3GJY\T9Y>'QF4D:-.V!Y08>J MAXOJI7+F,%!..@/%+"_P&RKIVYCC,% =QG2%N>:.&6[F:0)W^=-K&W?PC6^EM M'&Z.OG.PM[}?45G92;&0E"^Q*8A7(3X9\B!5)U$ZCXJOSL@918S77;A_UU=A M+;O%[8DKY"254I^35T#US[3<8*R6ZTRJQJ#G1SY=/6-EB"%6@:-U><*:37 MB3)= S0;KQQ$JV@8/DQ:-20!Y+DXS PX(TW#ZLMLC$L1L!2&E?'1) U-:@)L M'W$6!SRZ;&&IZ#-!#*_+:,JF;GSNN)K#Y¥#.55]8H^+P.Q(5HW9]P\#XFO=.E M(@SZXZ4%)>00&N)6[B$/]%,^(;>:4[QNPG$PQ!B[E6\U321W]5/6<2*LU M@_PNJF\H3-;8*-'?FD2)]WE"W$;$]"IGFGMY %1-;@'%:X@]-.@5

[,QDD7A"VY)I7W9%>AX4,'0P@`4%^?L! MKTM<_>;Z\3%_\BN?Z$>+&S,G[/0\:-V6K_)O"6PQRUGZ(X=A5\]9OVS6!8,-MPQ43..)\2%[PUZNKA_$,< &,O2Q*DA-D>()GDP 6@FO?9H+.L)@^YNII363! O&+TQS>&G#G-CE%F?.WF*^&Y?.O+CQ@T[*]/G43KV.(I,_ M^W[LVF@%@:G/(KW_ ?\ C:F3/K6T!XP,LX[C$A1YA5YZ%IPD<;I7'D>!A$> M*48/T --[;1_9';:@?^6J(SY&@=>[N8]:Q!E?-)W=/OXE0%GMTY\?H4 MX6L80<>A]O.RE"$B53F%E@&&0Y===D"3"%RP,6VM_YH$F85\&WD5,7Z>[?*I(@`M; 7QARXMC)L5)^),4S=NR%9#Y2/@""N^Q?2#!M (;;WC<""HP>]F;:*JC MM#;8#EUGD&FMXDA E0F43=4F#'!#;FPOY1,T\P/3QC"\#@EV:XE_1,?IZ#OK+ MF?Y 9LS%$H-6_,,WRCPZID6/DOY;67LIFJ/D(6DL:EG>9T5F0YU`_TL+Y$RT MY&%7KLM[7Z1Y#G!>O9!`-+@62L0[S%F)%".O7HZL/+VNJ@L+.B=K._]"3K? ME9"="(+FS.S4J64) 1X.(H3E#>.X?9 "[/[#'IH3 M"\]7D%J845&XZQ.F\UM%;3O.,HO+M?7ZEI*L:NNT%E>UR0(U6: FQB16%:B! MA">15:YRLXAK5:\4C#;^&M+[WDVJU;=11>-DHHHP0\1#-L>C3(4]SRZRBQ(M MP'!T.#%)P9QQYN M1#2[:2^I7/+@4> 6D'>DXA6O^TA=,(L%BVRGAW51B4^-$\P(O,)(**0S -.Y M[$3@>SZFJQGA5^0JS)/1*H\4S1CPM:YLG\6E\W[!$F.4=W<>LI5_`)#0 -3 MX[5\&'Y.WN+]-K'Ex.8XE>)-K'Ex8XE>)-K'Ex8XE>)-K'Ex

*M;,,*T?7+7/B'?;NV8[-B+I[*IRXK,MB,P'!A@<*K7]JZLD-ZH8=F"T*?,_I; M&20TDSU'T9K+"A*2V4#EE8@47]?1MBXC7M#4OB9K4AO*G%>Z#!F:QQ50FOEY4=B?*

BBABQAO^7U_WIR7JO: 2{OC1O,T%%_QW2^9&<3V3GH{EC'M+XL]J;]9^9OJ!@K6;@G\(DZ0.BI$R .7P6 HC/M$^%-,W6VU?:0-6[H\K^ M>!VD:2CT@52(BU:*

(GMH>58=:D/H@]>$\]4'35:VGG8Q"D-?W"X$"RV%ON M-#+GL+2"';6T$VF+YX0Q?UV &F[69,DNG>1M_TUJ: N^P$#IQ)B;F M^ 3DO' (R)EE4?&C"7<>349531R*"G*Z-*

*,"6&Y;B@M0\VF8X"PMUVI' M+J#P6,2?!*2=B=@~\@8'=1E%2M_\"U^CP!<<6XQKH&F]>/N4I"/M^2G9(AV M_OI+%2VXI%/3F+J;SAS%*>6C'&(A+D8!R[N8KP27^>35#BAHD$_?&@SGWD< MC801PXJC2<+]\C,54@.D3A1P,5:"EW-NH" M5W-6@L*"BI0,#Q)\+)PER>LE?@>ERH0@\A4S'}K[!0FZ] M:+S..K.SJR'.V8YB.?8C,'YNX 0>>

[5M7;57$DZD5I.C>;9KA6&A[./$1OS. ME,&:D0@%8E0DPW.@])@Q.U2CO]@45L5G5Y\[8ZUH_ &?E;\-$UILHLSE(*)6 MV$NG!8(!+CTC/

*M&;F[JK(^7,,29[^XT<2M^_O%"\8+TR:0QP+^YF,W4KAB+U+D.^DAWB7FU"2 M/ZJ] ,E/3BLYV<$@C5S4BTXK:5PF18XJV<)$..:I$CBJ1HTJ.1$PYJN3 -+[TM425$A#OX%2Y$\2FVI,3"/O7/YW:'DK?%9M^%^()"B_V3[\"Z2LG9*L;>10.Q+$ MHY2U"Y,U71T<"USA@*.G&N,((/##7F2-90U8(ZUKF1.,YGS]C.3MA"70O0OSB?*

*5=T5ZDVW5P MUNB2-4UES9%BE50>EO;?XX"]7!FE4Z7@X*A]51]US2]A(-12G&62C%2 M>\/!]'CI+G9 Z<5XZT5/(E:LXCJP3FQ&3&MP%_G6;CU<;F41Y9BX'&^F$N 4J M(78+@=>^-NHU:.^*=T)H" A{(//G)GRMUYK$#T&H3$2N $9HN)F_H_4C@7WX);U/4T0C'&V@=@U [1'>9#&& M+TYCEIAV NH$H00X^@MRJI.*

OD#YFN1T<$'1?9BE:8830&KHS9SP"-+O*7PB M8.'!=%P2 1-.K55\O/.VB?P65DZ[C5,%] MD9)LJ7T58]'G M=D02V,/.:Z_A6<]fG(.9B"H_$^""!??B4(R/=WXHD(]KZU

*<'YVYAT)+UQ2I.[A(0:2,]1'KN62A9?8Z M2FM#G5)6>?SQ\81^'MU$Q;0.KHHH$ZX:M5BF^4JI.K0'CWF&LJP6><>GI.DU M/7V*6[@@PJ->H1CH^WX@V-#@+?)%,$W*. =S?V4,*

/[^L&G-\KBF7GZSNL#4E>;.ZHV8POC0Q%"? MDA,_Z&-,*UA;#%\,9F"';)&81\45]8_5*8*N)EP 2ZGH!QAPDR=9MBR]G2B MGTN6=>7,//G/M!E/31FJKT'*\(];?*

*H7IF@I*F1VA:L/F?/7-.=]12>"W MX)9]6J6PZW8.!D-M?]HCN7CISNRQX:MN?74#%RR7VUMG^2%K0*$LHZP{{ ME7UC=O+XZ4!;N[=;,IVCT=/CH?*

S_*RSLZXPZ1A(FME+Q/(/W7GV; MUO)X?+@-"Q[XUHR>'&Y.YH%OS=F.2'^_!6OY[MPLAWO3CY\.4>0]W9J3K3OZ M#%MS7_;QR<&R8QT4+\L&2/-

*M+*AX/[K+LU^']S3\/SDCHQ7^TY"\1G8D>%_M?-MGXNS)'7%1PYD8SL2#//(C)W<.3@VT+%O6&_[C=A-/^%9.C\ZW)54Y;?"R*

*MG+9X66[C9'D/*Y3,8,FS*IBE=5PQH0&Q=6Q@G0K?A=]F'G)@KMAN"#W,%>.- MF"M"AS]%F"O@Z^_>_Q9<*RY@IFH+A;]+\]DG3E1)':Q45#P;F$GV9G^[P*'M*

*MO6;:$OA979C=S"L55U3AG&252E.%ISW%#V#$]Q6=CS+8*10_NU#5-,4EI*CB0CA=$:#^:)/K*$7BDV"B*]9]W1*+&-YIE:@6{]{@]B. 8[DR2W-O0;MU+4_MN9/<;%)*

*[*A5W%77AX-C366TV!{$BM;"//E_8C^\[I"ZQ7-(U/BOM0@\C\BX\ M.N ;"26<^36]YS(@RB#ZS;_'__Q/\',.ZWUY!6-"-AE-,H'HT[*N;:AP;^^_?VG +ZQ"%)X[M$V5MH>RSCE*467A_";*

*M:E_GM<LIE%!K/8F'\3Z9' UX*_(QO2R"]0#;J# 0UA8& L1,!{!0^R&.?@ MQ.$?}!MB(DK ;|~BI"">.J5%1BTF:CHE;D2P%-B=2Y-HPKCV)!UBC^ >!7>>*

*MWHD_O93Y>'A8.V,/**HQ0$0/<^WT\+_:4\134=9QC{]>1BLZ,':*SC4C3@\; MOG@$2U55*;Z, 48);X=/_ZBC D\BO "G$.+C<7&B"UOH:V9G.7\@0^]:3'=L*

MG6.Z33H^8^F9)\+V(S&K+7&\$46+"(T!ZLX!FDL4K$2f\@=F(-!(V0^-WP (B MX O^"O:F?@28G].(^"7W/T'A01>O8\'P8NCZ<@B+/9LB0JH=GR3CV02_QG*

*MF#%RCN&6O6SH]1=]4NWI/&]EUMK@ENHX?WR;\M47P<*HQQ4,C 1#^.."VIAN& M8W)9XGD$3PGY6G/BBPMF24;^4H1W-1Z\/):CNZGV"O' 3Q,\ZQ4??#@C*W,X*

M4]U4,.6(//=I&]NBXZYF "+V#&LC6^3]8'W\T>]A:7%.^XD32*9__^YV:L;S M\7<#6>A.%KI?DS@TLM 6B8]FHP>53NKI#>@S22KLZ;76>WUWS^TYZ>]DV*%<*

*M*O+WR2>/*W'ZMK3Z7\N7V9AS]FW>ZTOU!+69@.+=?"CDE7LYJ+LQ.FY" M{(@Y\GL@U?SR9'%-S3M0:GXM2LWQ0*DY4&H^0$K-6QI0#5R,#[EH57R5.Y75*

M#H9IS9&^4ZG>M_C[KUA0YZ)&3H^ZS/6=B=)S]#,F$@$ QX@$ZW,]:1X:Q+9K MBOL-E1V%Y[MBU/H"A6]#K!V4K(W#L]-!V/9G0QZRL#T;'8=/GCP('10NN6$C MH-

OFWC$RA(.DF-SN;BCO>T68B\GSV";Q&_AUGD/CX/1T^W M)8+9G\OVH>_.!R?#[NSI[OS)#R_.'XP-,,'K]?IBPP_0[,?+HG417@^WA&/-MU,#P=?OFG)T^&39G/S=G:?Y'}I*

jY%,;7]M?)-.9X:@O.4K?KZM_AGD#OLG ML2?GX?'Q'8G$=D_@\84LR(>GH\)A^=:-K(8=W>,=?0].|K;WRE???+HO@,,4,DU- BXA.>E^)HQ)%:H'#O M^=QSST>/=-VB-*

OH_"OZ\|^PV>$29U9H>A/3GZ;*@PEVE4D6DIHHN4T-_QO+ MY86?S^UL@R^/XGD"G^B<<0Q'$KMZ7$=0ASCU#9G*D3GM$)YAHS]1\'KC!=2 M%E'9IEY14!6PH3-5!)&9#;

fL@_ZSG20,(RI+D")F5\=]+;DUBD/9XCR&%B7" M8<$[XBH \;EG\(^ZX(Y%_[;\|OSO&Q./6C((C07G+8ZHZ1H/S@(-.HK&PK M'VGZ0XU4\@F(NV8[_-,"I:4VFU\UK.9,)#+TG2E:DI>S2TH%D./F%V!?^2 M11>*6[_<,JZ-1Z*[&&[5B! $*<4#L0)P=]!,%8P9%Z%'MOH$>QYADT25.1V0 M8%3!<]L6)EW1 C@=DKX?C8 ,.W(Y9 <1?IF-?-:MVQUZWPOA\=*STUCW6[0'8_*

*M'UM%FIZC*E77--^BAVI(M]Y)_(Y2^"UXP]0/%]'5[W^]450UI-%0EUO'8&F M[^L..D.[G#7W@4-7W6J7,W2^J8?.-WLQB2TZW_2*TH_4 .'AF)N."GWAJ-"7*

M#2J(^QYN=UNWN\P7:YW3?9)J18VAU,]2ZV:-!W6NKF[V+=0U];H8^-T.? MFZ'/S3XNYM#G9NASLYOF)+0(;U51YEFFTLI!M#^TC%?7%(<[/GVR+3W:

M_E2,#+)V2+++V%&3M<"D0!ED{)%F[N-@19_-7;%6V-W?_+R8G""]/N-4,?9AD(-M+'C;45KJ-&Y-Y*=)V<[ZB0P;.YMFW,:'I_MZ.1\"P[9<_@3#B2H"+] B)8[-MZ>;#K;!^$IYLS?6\/P;F]^<$]B?$59 M\B=!'+XQ"WH4GH\'^H$WQOQ>'$R+8?HL#GW56,P9'2Z,X1G#)\)VA7%24HP MTF_,8AZ%3YX,1MG>;L]O;,,(\/FW-=%^72PE[,XOX<3;@PIEX@SO!N2OEP*

*MK_E1>'H^V&!NCGC\&1K7I9A<^[+0#X?#P;R5Z-0_,9LXY=-048C^]A:PYV M:W9*0OR%;&-Z[UFS*_O>X7>8%%'6B]*=\'4_ #4MT-E.CV,1T^WU:XJIC,9*

M^'V&0_%U#\4H'}\/AV(X%,.A<-$VYQ=WC(0,O%>;KW6[>O]SRL9O5*&"f\?G M1V--RA(2Z5!4,'7*]^/1T.M)%,:?E7QQ\<3>EAT$Q73,K@JHDQ8IM1BF>8KIFZ6%"42S:4S?"E9

7MZ M"NB)F_,D_4-EJ@"%CFML,06]1D)05<^:UF)+V;?2TUTY1$ 52L.FUR GNAO0Z;NQ%NWAPO<0$PV41()+\ HL)IBIN,\A4W>-&_M#5;8O=6ICTX&_V5/-^21V^.2>C;>GY*

MAJVYIZVYV%&RXENPC>_.<7&XM_K9>%LM/!A<]!8U0IAX3[=F1TI%[*&#XK= M8@-0^K9WX5"U_'679K_/D5X?E=TT;Y7\G\&4F0X$]_VF3@[O6,^9#@3PYEX MD&=B?'I'(,C*

;,%E:>(_-J@[9-J"Z<\=K-*Q :YQ<7!V>=S6QP[!D#M\7] M#J&G:OID0P(R^L /QIW_\@M^D?A 0%D0@ 1QE"VV?G)7$73&%1!Y1)$Y//IV*

M^'"R"!1!%"Q!!R0QBV.V.E2BB(O#%).CD5.1E-,>2>F"CS9H(R8K;N'G]6% MJ09@YLPHYI!R*=J4@715:$4DI5PA7Z<%\@UDF*FZ$EU']?I24BFU+3< MUP+Z6^O*->5 'XW$*

O#LSY&B!;ZHRWC$5-!D,I+,I>99UFH15(OB!$"-M;TXZ!:#T0-$E^=2[:3>X6'NE0J9WB@&J95XF.)*_$5,%#-%6ZF.5OO,K&:)C M^Y-H M957?

7_9.VQXO^'_DNG)T[/CXXO3R<7HR>EH>G8>GRGU[.)$1:.+X_CI^/I["FJ3>"W@>Z3R=W@-^LMZ M[DSK5<$MH/0;:'JOX(&U>^I< MRN\(?*

8LP+6.IJBI%47"N;7@S?/I"16@K;3"'?'O* U1AW0/S6D:G/S@6//!X 2#!.,O.,PG/G;N"R9+9%*Z\(LR6KYH8 ,R M\9_C%=P;O,I&L^85>RCVQ\|P>T]K!T+|3D(!4ORH)JS4,+*

MF+FZY>HGMF6XJW/D)X1AD#&(.A^)EC;,47!9XB'P XNS).-&R&G,4\'LMY MV4PSAGC&I@D>KXK/&IQ82Q&**C^.'Z6RF1''.ALKH.47Q!?,=KQ-PB8T.D*

M^DML|H_$"M=^4C+|^W>W^Z[G9]_MJZRUB)WX\"7@[DSI]@0U^3Q;XMD+WJD2 M_"$,5,_I^>G5$]VS?"^S@5-A)RG4UNK&MXG9/K "<)_+'4H=7P\>A]RV7Z- M4?/K'

*]664_**LHD:`[_A^X3^*WFW\4MY\.=<+LG62:X4_+B*H(+6Y-7PW-F M,_(LZL)FFB9U"2/$2QI,.KRXG@5%E)1$\\Z2]$PSK.L'Y4MT4?I4CX(?5C"6 M!6BU>)!(EI!8Q.,O\..\TV(@2:*"CQ8E6)?P=[,I.+(OQP]/(4@$N!__W9TG7GC MB=>I.44:I"Y_N5#"[Q17P%7"ODTI5^<)L,/Z(M9! WF7<'[X^A!9;>9IVN7,<9,5W1"S&C8*GI,. AQHFAX% MKS,PUJ.I'9_<?*

*(93R1@*PU3D-99W@YG&<0+'Z3F2*^,*H>PQ,>P^0_M*B/.O"-^>($G8(,*1%/#H[]DE55^^22I"#[MSYA[K'1C_KBL)X#:4%MF\-*

MNP3G.,EH[^"Q)!F@EQ>XLN0MLA+@K&JFT&/8 \HB4[V^ZQ.R2M=+%,EOVF. M 9=%%:@:DS\-<7_W?$*T7V[F*L/Q+")0MO$\@<=1]A?T(*L*GO0=XNWSNW+.*

*MGIL(@XTZY[Z4!91(%]#'!?!OVM-Z+!^=QU5#D2YKXFFV&^_W2*3D^D67 MG&EI=E0$\IJ==38\=E8["75 >9)U>O'/P#0C!2V$@8ZT?0-U>H-/%PL1;#Y^*E[M8*/AX1OATD+*

fEZZ63TNZ(F^_RL)@GJ"NG4XI(;FN5R/^M[VG#6R%[V)1H&T4 M">GY2#P,.F5ZXU'/DV[HN#-NX)(Z2XM@@4|_#[X5,0"[B-#E'HPFM!DT18 MA2_O=BMF-;M-++F+'-

*ITA0\7>+;@/R[HH;Y;JJR*_J>8!P=34%6S#;_"C5+2< MO?*<55USAY*^@4\+;P-SX\|UKCESN4D;'Z/S['U3E.L+&UB M3N+?\"10\$+',2@FZ8 3,&'6Q=SE9>$NHEP#>"^HRP;'R6V*

DH$G(G"P#&W0 M]X^"WUGQ3A3<#ASBSLD85*.O ;^XSZ?E3ON.IH'9#&! M]6U"Z7P!:-6.UMX12E(!]&848A\ MO=Q%]? DW;?%>9U.V4") KS@"I8WV%=X M+-R*N*N2P-*

(/12!9=O"ES9K\&-DC%9F0$RL0TP\&1 3 V)BWR?O4!$3'I"G MH+!Z!!G;0<^LG2_8TWG=DCT/+1$J2#&F,&8[@!+"4[!?>A(CE$W!OU-

L"HDC8I&2S"#7S.@/,O0XRC$R,/85PY&J8HX M>?:WX%'R0W!\=/:7 *RV:Z5#\N"E% ^)ZT]9HJZ2 [\,/3N$'1\'K6?/KG)N: M:LL3!LFQ+IA/Z$$, ^.LW9 E-G%PPOP=3OC+/J0A+YXO

J0'3W3P3_EAANE^5VZ2M(7[<+)]/:.4^I&.F.+QT87_5R>>PXH'JE]@UTST MLU#+)E28#Q:8)%%Z9V3=4(1!C7Y(-^/+QH14A1_#G!$F0T,PMZ]!*.B]J'T M!=)_*H8-*

*P0R,VC9S^P4/U!/Q316DU_[#Y'&?S\ M_/@D?-S_?V*4Q5&1?))$4*LUO4 \BL"=)W#D\BM%CA]]_O1<$D MK#C"7\Z;" M,IC 9J?2A54I"QK"T_?6T'>TICH$)(IG=@V)Y3D=9(7!*

<+0PK9ET3%K?23@ M@T>^,&.;@-W\5-$AI( )9>*+K,/=1$%'PI8U. Y1J9")WT'(I5%2@6.$WE&H^A6$A7:/$:&,")SFH MEX0V?.+:1G JP.%?

1FG#2I+#RHKH^Y.&.755X'UU1;HAAC.,B49OA^?,3_@ MQ;.X/BSY0%1/OE@0%0VQ7F)#:/ZU3FYU_%X .NT'' 7!)7PC*;H^I*/-4Q]Y M\RA=D&..Q@)F*;)*

*H8YITPQKI18*K*P)SIU@%(I6G9S1,5\.<862MYM G8:WD'I3SXQ^-P(-M=O?]L^/FUH&;#+\AOYEC@,U$$AA;(,YU@;"I==LWWFCI\"/P]E"'''*T%A\-7!-MF_@$KJ,##,?Z'B]SXS5-*

*OF_GPX<$?/7V&5_=U-MI-)^ED>T(GCF9C MZ92Q3O6][DM.X[&(%G0DH\Q3Q77*$BES9&5O+ZG-/1,,7))IDF?-Q3\W*5,"M^N83&+HV=1?11^6Z,G&#/VU2GARL&6X#-!*

K$GCS11L-M@B"Y1@=I38F8/SCM MHM6H>2D!I>G1^"MPBS#4YW9_YWD22A$FP?K;+@("I3&;< TV"XFX[|\8APL? M9)TN\KE RYW\A<=++A5#$1?I\>4/3?\GQ5/(1YT+.

*Q\3N>N>\KN$"]X%\@ MR1@.?X1\;Q='1:Q3DOS@V#]^GX<8WZ'\O3T(DG!PX]^X%'^'(,^O+BMO"R?FP>50H!Q'C %,H4,7O+,7*M54]#A867[_Y.AD=#[&5#<_ MS7.F7R6?*

0(3>TD^?FV<9?UI#3[#N!<7+"!,_S#Y3!LB7CV1#K27EM$-'LT=L MX/[-\8;X'WTY](W2TT,Q2'"%($T(0"AFR0$NCBXN_D+_&O$_)RJC/#VN_DT&*

*MSYPG2S@,"^08P.P@G[U",MP3P7=9):?@3.(T MG(_4.9L94*H#6\DVN%GD)'&RC8S^J09B)01!{&j;,@[<+#Y3@&$%P?4^I6= M1XJfP%8AMP]-I$1^"(LB,YG>H^*

J$^*ZYS2CLW0$H>9X8!KHJ/@82:E,_LD M [^E9N_K$+7B96FC:1}(U$_C8(N5H#X)SE>B 0U!1U0)E4Q910!"%M% 6>4D M_6\(S,"^'>)%6%ZF:A9A\2"94#.8Y$)\5@)I7?*

%_Q'!Q@F+S26[,`DHDQ9!-MLP(7 XZJ0(2D0,*0101]>E"1_?$[L+G.F/N(U"MGBU\=*+B,?V R$EW) M?Z4@%%EUMNO@/*,>>;P955<*?S0.32A+D&PL!!D)C KO,;6A<^#'80/0S,.C@&B*

*MDZ<.NF6*OGX'"%BPM-JW!$O3,'-%/?#.$VI&Y5]*@0X$2&ORB03 +I51S,IB M)QSV14T8+;9+-6-"5]V7E=^T(2?%&E(RAVKOVL1B:?M#]KA@2? =$OZ^LQ)P*

MQ_^%;D',$RTTX"9:+F&)IG:_[(7/;@_;UZ5%CNJ3A0^8]C@EX#"">&.>G[KE- M%@LUQ4602"^AIB2%,F!7UF!7G@I8E0&[LN^3.!CLRMJSQ@A>'(R72E__&-DC M,8?&U".FG0"3

MRUVO#M?/.,WN;2\M7M./1!HU\[VRH,W.N&Z+_M@L4ON, \6P#;"_'GA2"8Z-L6Y.WR=0.Y?62 M\92<#W9IY9@I=8)HU:UA7-M+S6 MPYYUE,=QN-4&"4VNORM;"*

*)%QKPC$;A!/WJ6QNB1NX_/!+\$;TUY[.:#U^ MB9M.XLNP X482:U;9%U]"8&_I[^[(0 \M#\K7)"/P=NHJ-##Y)0[_*3Y0:M MN22E34BM_?2]\RFO 0Z]G*MTAME\P070-"1R9S*9SN0C-*

NHWFG_?K'W/ MW4=O=[!*Q.UYM!VZ@2M>V8H5N?=ME!0.9MLX%-W\,M&ZJ,A_T?!BTUI5V@" M)*ZGX O\SMCE ^.T)93)4&&D MS1/(A[!9#6W"*

*[&U;=LM+APJ4O:+D/9W7;;'F=87UUR[6:MQ00.V"[1#= FN M>AB'0B6+"4@\58*1#6E5Y[51%GESBE!6N6Z,(X'EFWI6@;-51%LYRT$Y'9_MP3U!7IM8?*

9)PH3YWD$R42P(M\3,5]5$FB/D$L#]?SZI94O"MXUH[>1\P3HJ* MQEY[=$5B820=7/&ZQ8YTQN\#!2FC""HYKMSB7THD_NQ_OCV_.,;?XOY(8IH' M8;;<)=VC.1&KFI"89B*/5*

*0R'3!E9"1?9WWYVC1*4,7*2[2)&G2S!-Z#PG< 7Z?2RW]&J7?14XC# M\:NOX1QZ% DZC$1_!-6,>^X"A6RQML9H5CFO>%#UB2\Q4YG!M2@[9E/1K>B%6ESTU[SI5*

MIY%:Z!JSB=O+'&%6#P.4PHJC:2WXS3K-"D]"3R"FQ<0B$();8K^&52AP7.=S MI'KC^U[?TD3M80;<0>-!%O6-)8G"&#]). "P':?KC("^6\-=EC6_EVS"Q3^%).

*MW@#Y'.G6#@&<+1*B8[<^_@,517&&.-_^&5D'WYQJ#G,T8MBADGB1'$0\6AA+Y M9M/9I'#+H4,^.D&@F=_,'^%_\3#'4VAMQ5<,=3-3#NH@'L6GX:9H4JDW4W* MN=X^,Z-@PRU!L-*

EHC\E7WSPV\V5@%:3@M;"^)JB\ZH]Q#![MP0!D6^HH)9 M,PPCZUC")-C^UAL'^=I9R.HQG+GPF:LK.!*.XOHEP2WP/S1Q_.T'$[?3/Q') MP*EYKO!#TX@Q/165:Z91LO"$"BE-*

*!0IBTP121J?;'W!/,O/%043N642XW)T- M3-OWS95K-+HI:RKUL:B5[NCXL',[.-Q8T.$ M+GAWV-]ZZ,;H1/3K*5UE)H. MHI-Q)DZW8?]VET^P"?#.CA6'F/!_H[M.]Z.',/?*

1@KN8QC48>.3B:/MCD(Z"BYCY+- .+K>5;6_1L,(EM,Y)>P&%K/C5NC#U__+Q?-'&8%&[?IH<&4]D+Q_OWI"S6T?3)H#/M_6203 MK=JZLDPG97'"%F47&+."FTV\9B26E-*

,PE8K6/[:+1IL(P([$\&,XN"R>)X\^L M):.@GBLN[81/I)%4"KO+O>9 5S?P2TL/3Q(G; 4L,#E/MNN^B "R:Y2:8TW: ML"#@RL;+O"B9P78U&

*[3HRDXG9VO*H@A)1ZATD+,_D"V8*B:9DV)]fU%UWFA,0BU M67.=FI:?$#$,;@*64%6MW:#ULH$."IO;,$?!]2 Y]V0OETI^0/;+U#1"Y@$* ME1 Q;Q3D]6);2^[F1'0S#-MJ]=.N\!)O*

*M# *4E]SU%LWTM*8)^?:,I?F--$62BJ/-I M1?)MB>=^CO-[A?/;T_GO&6P+;OK?OSOYSF(7R,K_VWCY*1AU.T6-S>%] MN7_!/:W".'G1G:KJ3^OBTWFQ8B2'4VKI8V.N9'PI^*

7KA5XB?4YU/5:U^AX ML]UP.X]QTB(6'5^3]UKER[_!]PJ{J0 APFI\..;IVP!J%7&+.;9[F;K)]K\8P' MM)@G7TS6+AZR\3KW3_^"=EB"=AR>CR[N7=!V<"_OG?)^321ZFRAO

MLT+C[5:H\WSMH1".QN>;2V"W)'PU5;>)^?) M^7DI/C>MV6PZK[f\\55'JZG/ M4 R;7KS\X&CX_#LY([LG0 IM #WYW3B_!D=+:,W?FF_/'4\55W3^8^FZB M@P5W/^R@*

\DVXW39TD^4!?3C;2>P==.\QGS#%@&WAV;V?\FEV>|C_VAT$1X_ M.=G:*O@22[,C(V\X$,.!Z%^3\7DX.GVRY1VXXT-!=^=?>&[=[GU7JQ #RS0*

MQ#\O>RSEO9G9VGF8Z+UA?.@([!H'W%N.?2.M(O5:UVQMH,2N9 P-DFR>VR:U MFSSS!)%EB667(3]X<'E!H>XPCV0T'3QH:\YDEK=8QBH?\0^]!'6LA-ZBZ

*M64RH+9IFQ'6MH=OIN9B"]JE]GM,5O4A@4$B9P7P,&2Q]K1K/F6$;"D/:T(41 M1? '-V6RW>T1G%97*8T;9GE-K1H)V47@H'PVPPX7\&9W;#LDN?\Z!/L;G@/]M]HD]H],*

"UE<.4XZVP#.!3<3@ L_U\4&R3HH[<":\>/X8F#-&%@S]GT2!\/G M.$MKQ0.\'YBUDG1D,K:R5IR>,0UCY?CH] ZVBM(#X?:6L(AS¥-=+\FEIVSZ6 M752GI=

Q4=)W>0\64J[$TO'Y,80W=,JW%(Z;=3Y@4BG@W]QRA#N+~&GXU[M^O3"4BMO+*//O^0(K2%+\%ZUEQ33I7G,%8VZ[52Q<+G(^'ZTF#%\-(ZVV:U]*

*M6D0WT_S&4*DSX.QTH5K?.98>?N)2WEOSE]J0-=N.P4F]3O*Z#-[^_I/S$GR, MRYP/RTD;$G%93O@E]__$7U-_/?'?WDA:J^,/W/=@O@?!\=LTB=>P[:8=G@KJ M@?]GW&.*

V^]\L<5(AS:YGEC%-999J9LjGP!H5[+/!#$>Z@D6W MDI)&418BA"3=-(\P7GI>7$69%,.5Q#7R_-T;ZF'7T68" @[N^3OO7.8:G]=R MEOL$N6553S7338,N,VP0M$KYF_ML|T^FT-

*FO;EO6!7;;*W63.SWR,ICF0L29 M,=,7O'U1+P+3]9@:V#@=Z+$Z*L:2,8R#@/D.^@H]7&!C8N{(>%,D%5C$^%08 MU5'PUB/(P._IGPL_*

*BFL(,\HP.#W23%3,^HQ=YK_Z9:$+O,">.,3\>/8MG")! M'87H^D%Y(fX7]S=QN[N{(SP\?=53{(.*G:ZX5[K5XIY.;'W?4*6=M1GRX6E M&OOC9S]3L9X4\X+)Q-;Z.T/SCU\:C9X%*

[^6_0-;7;")@67^M^TJ33=A-RVWORP(E'\&G_/M&#X/KX?G1Z],0S4CLD M+IG^_;O;(SOGY]_MZX;VF*-P[9+=@-P/=4:W_ML\178)OKA?RH(?I+@BI08\ M).+"*

*<]*63Y^5U$>VYOZ63$@?I2NP)O1=WU&IW&S8X)3Q8\-9ZOR2.Q+SC9OK MZ-:>W#X&>UANZ7R6#G/U3A17E_ADV$*D M57R349_-[*K/\+&)^(8$$M!Q>PG=N;2DYAI*

(7@2U@.^S19):M65YZ?MZAMZ8Z<(<+P6.132C/V#&FW15R96)Z<0J,7/4D.NLSR(S$4P3ZC0J M\0I<3#ML?A)_0X3!+-H#Z+%.K$%;B;OZP"CQ0HD--E0N+|ZYBLCU$3OTE[+:*

M?.&KR4M'3;XR9^-YIR+?617YQJf(>N+X6;#Y92/&JSZB%.ZS+*:3&-4%J8K MQ%LRTA[::]2H1>P9U*DXRVVO1)VO MU8UTUNV!(Y@ZW(<9>=97JJN!^&:FOL7HP.R-UZ!?*

*@Y,C;!V'?8*YXSUN-OPA MU?_]PKE8P*P$G?D+,_>^2\|/!WE(I>U]%)0+N,!5(3<>4P;1%8.1YZF:4>!T ML@K>U: #1^/)X[$V7M\CG0S?6R_"0#C,J8H\NCBY-3TGW8_#$WH!2\N*

*M97__D8'N@>PL%M,]"M*07H^Q>[QTB(6'5^3]UKER[_!]PJ{J0 APFI\..;IVP!J%7&+.;9[F;K)]K\8P' MM)@G7TS6+AZR\3KW3_^"=EB"=AR>CR[N7=!V<"_OG?)^321ZFRAO*

MLT+C[5:H\WSMH1".QN>;2V"W)'PU5;>)^?) M^7DI/C>MV6PZK[f\\55'JZG/ M4 R;7KS[X&CX_#LY([LG0 IM #WYW3B_!D=+:,W?FF_/'4\55W3^8^FZB M@P5W/^R@*

\DVXW39TD^4!?3C;2>P==.\QGS#%@&WAV;V?\FEV>|C_VAT$1X_ M.=G:*O@22[,C(V\X$,.!Z%^3\7DX.GVRY1VXXT-!=^=?>&[=[GU7JQ #RS0*

MQ#\O>RSEO9G9VGF8Z+UA?.@([!H'W%N.?2.M(O5:UVQMH,2N9 P-DFR>VR:U MFSSS!)%EB667(3]X<'E!H>XPCV0T'3QH:\YDEK=8QBH?\0^]!'6LA-ZBZ

*M64RH+9IFQ'6MH=OIN9B"]JE]GM,5O4A@4$B9P7P,&2Q]K1K/F6$;"D/:T(41 M1? '-V6RW>T1G%97*8T;9GE-K1H)V47@H'PVPPX7\&9W;#LDN?\Z!/L;G@/]M]HD]H],*

"UE<.4XZVP#.!3<3@ L_U\4&R3HH[<":\>/X8F#-&%@S]GT2!\/G M.$MKQ0.\'YBUDG1D,K:R5IR>,0UCY?CH] ZVBM(#X?:6L(AS¥-=+\FEIVSZ6 M752GI=

Q4=)W>0\64J[$TO'Y,80W=,JW%(Z;=3Y@4BG@W]QRA#N+~&GXU[M^O3"4BMO+*//O^0(K2%+\%ZUEQ33I7G,%8VZ[52Q<+G(^'ZTF#%\-(ZVV:U]*

*M6D0WT_S&4*DSX.QTH5K?.98>?N)2WEOSE]J0-=N.P4F]3O*Z#-[^_I/S$GR, MRYP/RTD;$G%93O@E]__$7U-_/?'?WDA:J^,/W/=@O@?!\=LTB=>P[:8=G@KJ M@?]GW&.*

V^]\L<5(AS:YGEC%-999J9LjGP!H5[+/!#$>Z@D6W MDI)&418BA"3=-(\P7GI>7$69%,.5Q#7R_-T;ZF'7T68" @[N^3OO7.8:G]=R MEOL$N6553S7338,N,VP0M$KYF_ML|T^FT-

*FO;EO6!7;;*W63.SWR,ICF0L29 M,=,7O'U1+P+3]9@:V#@=Z+$Z*L:2,8R#@/D.^@H]7&!C8N{(>%,D%5C$^%08 MU5'PUB/(P._IGPL_*

*BFL(,\HP.#W23%3,^HQ=YK_Z9:$+O,">.,3\>/8MG")! M'87H^D%Y(fX7]S=QN[N{(SP\?=53{(.*G:ZX5[K5XIY.;'W?4*6=M1GRX6E M&OOC9S]3L9X4\X+)Q-;Z.T/SCU\:C9X%*

[^6_0-;7;")@67^M^TJ33=A-RVWORP(E'\&G_/M&#X/KX?G1Z],0S4CLD M+IG^_;O;(SOGY]_MZX;VF*-P[9+=@-P/=4:W_ML\178)OKA?RH(?I+@BI08\ M).+"*

*<]*63Y^5U$>VYOZ63$@?I2NP)O1=WU&IW&S8X)3Q8\-9ZOR2.Q+SC9OK MZ-:>W#X&>UANZ7R6#G/U3A17E_ADV$*D M57R349_-[*K/\+&)^(8$$M!Q>PG=N;2DYAI*

(7@2U@.^S19):M65YZ?MZAMZ8Z<(<+P6.132C/V#&FW15R96)Z<0J,7/4D.NLSR(S$4P3ZC0J M\0I<3#ML?A)_0X3!+-H#Z+%.K$%;B;OZP"CQ0HD--E0N+|ZYBLCU$3OTE[+:*

M?.&KR4M'3;XR9^-YIR+?617YQJf(>N+X6;#Y92/&JSZB%.ZS+*:3&-4%J8K MQ%LRTA[::]2H1>P9U*DXRVVO1)VO MU8UTUNV!(Y@ZW(<9>=97JJN!^&:FOL7HP.R-UZ!?*

*@Y,C;!V'?8*YXSUN-OPA MU?_]PKE8P*P$G?D+,_>^2\|/!WE(I>U]%)0+N,!5(3<>4P;1%8.1YZF:4>!T ML@K>U: #1^/)X[$V7M\CG0S?6R_"0#C,J8H\NCBY-3TGW8_#$WH!2\N*

*M97__D8'N@>PL%M,]"M*07H^Q>[QTB(6'5^3]UKER[_!]PJ{J0 APFI\..;IVP!J%7&+.;9[F;K)]K\8P' MM)@G7TS6+AZR\3KW3_^"=EB"=AR>CR[N7=!V<"_OG?)^321ZFRAO*

MLT+C[5:H\WSMH1".QN>;2V"W)'PU5;>)^?) M^7DI/C>MV6PZK[f\\55'JZG/ M4 R;7KS[X&CX_#LY([LG0 IM #WYW3B_!D=+:,W?FF_/'4\55W3^8^FZB M@P5W/^R@*

\DVXW39TD^4!?3C;2>P==.\QGS#%@&WAV;V?\FEV>|C_VAT$1X_ M.=G:*O@22[,C(V\X$,.!Z%^3\7DX.GVRY1VXXT-!=^=?>&[=[GU7JQ #RS0*

MQ#\O>RSEO9G9VGF8Z+UA?.@([!H'W%N.?2.M(O5:UVQMH,2N9 P-DFR>VR:U MFSSS!)%EB667(3]X<'E!H>XPCV0T'3QH:\YDEK=8QBH?\0^]!'6LA-ZBZ

*M64RH+9IFQ'6MH=OIN9B"]JE]GM,5O4A@4$B9P7P,&2Q]K1K/F6$;"D/:T(41 M1? '-V6RW>T1G%97*8T;9GE-K1H)V47@H'PVPPX7\&9W;#LDN?\Z!/L;G@/]M]HD]H],*

"UE<.4XZVP#.!3<3@ L_U\4&R3HH[<":\>/X8F#-&%@S]GT2!\/G M.$MKQ0.\'YBUDG1D,K:R5IR>,0UCY?CH] ZVBM(#X?:6L(AS¥-=+\FEIVSZ6 M752GI=

Q4=)W>0\64J[$TO'Y,80W=,JW%(Z;=3Y@4BG@W]QRA#N+~&GXU[M^O3"4BMO+*//O^0(K2%+\%ZUEQ33I7G,%8VZ[52Q<+G(^'ZTF#%\-(ZVV:U]*

*M6D0WT_S&4*DSX.QTH5K?.98>?N)2WEOSE]J0-=N.P4F]3O*Z#-[^_I/S$GR, MRYP/RTD;$G%93O@E]__$7U-_/?'?WDA:J^,/W/=@O@?!\=LTB=>P[:8=G@KJ M@?]GW&.*

*V^]\L<5(AS:YGEC%-999J9LjGP!H5[+/!#$>Z@D6W MDI)&418BA"3=-(\P7GI>7$69%,.5Q#7R_-T;ZF'7T68" @[N^3OO7.8:

O/@2O7TLNZ.>V2S8P!2>XBQZM'E$>5#$/&%=6#.R'ZPX.F M>0A<+N!S_%T<'P5?.0/+\4NQ#[2? M8(C]=.;J>P'JV-V9SX;XRZS_'[+B-PU61WU1SE_?_TG9/X%W%;X.OI[!O0491M,EF*S@<0B'?@,_X.,WSC^1^6D$0YYS:R_7-A9W*: W4P=D%)[EL>N[:V.B; MD5#G).F30M%C.&$3A; ^C=-H=CSL/%!W3A*.CD\.3/.^H_F_LT*

=W*:?!@X,_B%44&WF2+"'>9Z5>@;&H4?8+0C M_?<;FZ_8+R.I P4CE^LQ'- S)M>0=L_B7OFN ^1G^K*)_A?T F*C"-6+._MZ*

M56X$(<@"%'[:@8V!RR*8)/ER'L&]%5./6VZ<3L$\YH_HWP:N[6 0C:?)O(8K M%';:6'G;E.!A%KGKXB"S8'P\)>HI 70F6W@(PS/*8T&FVA(^Z U%QC.ZA!-.9 MS>R]2G-X9@=%?6G@XV?4VHAP$WR&GNDK2S\H7V);UC_UH^'"%5[LMET0/:,[M)^%,D9'=Y3N:M&HLKG4U&GO-<7.6#5_G0MH4?W/X/+/GI%[7D4?.5,(94!A M5\U.V%6T\TSZA&)/6^1#[E;PS*1=E$O78;OTT'6!PRT,\[HMP,HZQH"L-F:ELQ\NW%NJ[QJ%,H\OO2RY)E1\J_1+NO05Z@JC M\7C<=:=[KS1,7E,(TK:+I"]RRM%HK+#[8/.(P$S4/$IG M(;?+SFA/*FG_QCK%MESRU-U^)EKV.WDI;ZVN\J!O5O"QGI%G+LHN&D6CGPE]A9\F,Q8E<%>&>W)86&[M50TMY Z;@,(M/:W%_U OHR]PB7MG0G=1G 9NAUT!0E./M6Y&(@-OZ]H.R:)H MG6,:KF78P]$V;No3(ZJ40V_$']2%/C\:M(GC&D?;C1\%UZ4U7:*G*O,09!H/C M1 KG)SZU-?FD2*$EHRFV M=XPS@=TZ(^V.HG>N&+RYJ8JCS=@^HD\()?!DB?&GL[1&DP\[O-H%UXZW3J7-MEX ;5,*S4'IGTM_B6Y\H?HZUELU/M&[=WP*8^U2RM#VMQ399?CQ4V^O+^;0O!&\]J\YG\ZFCTWNT#D2\F=7<4HS"M:ENVPK-AVW:W88P2TWQI3*.1I42A-"WJ*.(07__Z(N0OE@RQDI#%,T?OCX)7 M>G Y16X1V,_0 QPO1)/QD.5S;>!O/MF]VP&)?_Y2EZN M9@Y')\RKB!%Z38Y68&.KQ"X3E(*L5,QU$X5[>;M/<5J7EA9ZN+_W86O3J,[B M>3- VNRS4(:D^)C1U%,/V 7OKV=@^.+1-TZ8HI_M:24E>0C:J\G3%9[U!AU%G\[' #4J],Y\$2.C'IR6}[S:!,,EKEPW;?NRFN[K$\4*__MRYX^(@N*ED,,]WC3-=90L&"@W[-.]*

*[I:]VYS>87+/H?,Q$;M-JS*M:!.(U0!F MVCPNQ21-X8'_:%B9D.I,)$4_S<,U&6!=.5]XB(M 983YH>7HR/ ?!2_=%]P- M!D#&M<"?*

*O!]R*OD/4_9!Z2DI#66G.36&$XXB;OA5IR;%27\C%EH)'3H(IYL 8XYM_CG_@:"W/@/\3Q8 MS@,'; U2@/;1H,^:G8(ND3D!3X[+1MJ;&D^+BV;X1"&>":E*YWF*_/HXOY1]*

*M6A"'*6U"44HV=4&M2@)P7O!-2Z?/T/=;H%E39 M,.AGL/5!B0.'EPEPB;I4);+M9,,:=15]K(&4,]+A*9.NX NV#S>#KZTQ27*=Y' & LCTXV@KQZXV&H?C8G5='=]U1ZR#Z% ?*

WNK MP],@9!T"[@88SD'/NB#9-G3X"'B/M[[A5C?/%E5G /-H2 OH&;[!FM=FO9JM"AW9AH'-1"YE8FP3O1?>$87>99S3&AE K?8'\T)VRI5 M8E+D(([U(]J8.O&.5^-QN-NK#_+2>[-V1]E:T[!N1#HDI%J=`>S>O4U5RQ&O ME!/O5]H"W;*VCBMJ5A?,,Z\-,UW(P']:X+4P=!@4_K;BGMC4ZQY0U/*-N\C M%+T3VM=M"\'*\BU%!N%E8!](MR"LDY?0EFLMFL: KN-CM+?4R&>N-X]4I\RE MIC5XP[WQ7 ^2-QW3UO8=/K"B;F%H0M -#[?-'<8&D6#A35TS]K81#H-F9P6_$ MT7"#;'FA7WC%1K%4#MYNQH:V4.$&)R-P$5[5RO7O-G8@MW49-5XJ_9- MQ5[:85X!7#.;&O$'\$_!G,B6HK6XAN-"4*Q%+Y*;(\3:6;>"+4KN15K2U M?!;FG1863R=DX\$*>'6E?)DO#9Z?;.2X(U7&JHFGG7=Y/(f.]6< -#V4LDGA*EB4FG:->]-W(:=E5>#\: SHP!(5;T<'HZI;Y:.$H>U$0!FS)@DM_<_M8=U0-!./N=\2OAD &G9^!SNO41BST$1O28D(R2/NN69DXB!<)_-'7WCRMGB5 M'POK3['@E!M+

[8G^QF05NT#)'F#T[$7T];OITF=I.0_1K)/C*8C#*3?8*N7 M2\L75X^'S7S#>AIW$E*YRY"!'N.[?1>8]82;)#4M5AI6LH/8[4#LK()0("}7 MFD68(=#"#\O(9X?O1\B!=:#191<>-G$'FR@H03KV<M)BI1^MI'!4Y#3<+:)?5 MCU(:),(<&YG#E).*AUX5BG$-%/IX9U0L*.8(5)7K+#ZB*)9\"%%3 M171'ZW$E6/QY&#,FIL;"._C)LX.X"7-MI*

*M3@\QG_^[@;LR(§FP\4F%:@0%EWJ6<8R-> 01Y!#ZM81?&G#5PLNT"C\ZL!YB-MN]NF+%@X@LW:J,#8N' W.7Q*P:BK-)^@3Q?G6;Y@S(?&@A"&(2$(B$2:*OJW*

*M(6K;$A)&FKH[Z1XD&]\2R38.LB6AI9A_O@F7,L "B65]8E S0V+$.0E@P: MR16VXKH;0+L.]6)ARPJ7=]*XH4=]&5DU!6FBJ9"[VZT(HKY!L)1Q'PU/Y0-\ M>3 T"RR)*

*(_@'LBQ:/;%FBW@W"Y3]V:ECU=]5ZI+P3 L M<:M?4614*BS+BKL[H1BA-#Q*N*!/)!+:.K7L7DBLD5H7DKN3_SO(M;^:\40MD:G <3?+%:*JJD/CBNW2MU*KU7MSY,+O&QE5-*

*9/FJM3","?%>OF@<W*Y3]V:ECU=]5ZI+P3 L M<:M?4614*BS+BKL[H1BA-#Q*N*!/)!+:.K7L7DBLD5H7DKN3_SO(M;^:\40MD:G <3?+%:*JJD/CBNW2MU*KU7MSY,+O&QE5-*

*9/FJM3","?%>OF@<W*1_7->P M,!40SDOZ(WB"PH4K[O&ZB!C{[L.!A%-(TT\I$UU\+:IKYS.77;UA.L:("MG M9E^7TA@YP&B*3V!\=(6SA2"=RH@5:.<6@?M R5U![(W_/O0JH&D#:(>D*-GV/ MX+9B?C6+*,3§$:#2Z,I>ZNUV;(Q6+P!6(>M_A)] ^M$DV,";C,?U/S#.D(VS MWD]X!D.W(&(IVE0U%)UV[.F^_6 5M<,PK4#)!;3(1BW;5%':.%NFWA4,^C]8)_!2,4FZ&Q M\)"*

*(\1&O,PL)T^DX6KPR?<--,N9-[X1ZS,GL)24O:.*7 [LEZ+9YYWF\UP^ MM^^B\XJ4;8D:PM<#V2ON)9 4SO.BFT@Z,$RCU>,J?PS_XV0KM8+'QW>]HT6[*

MVZ8KU/2+SB^P[I#2I)Z'?KR=$!?#NC+!9_§9Z$O0]CQMCTXPL[H1BA-#Q*N*!/)!+:.K7L7DBLD5H7DKN3_SO(M;^:\40MD:G <2:<<*$F=L4>9.J3^)E!6MH8WTM,UH8CJOA*

*M6[%K31@FM,'KE_::T%I$*2#T22$^D33=MA28A>X1HNMZ;2,1 M;C@[;23 A<#'&7M<6+))P+7(<^-'!WXDD2:PL>,YLTG@%K*31LP >%DSJ,*U M/IG_^:M$9I]9-*

*^O#$]W@ETA:\EXR[ZBX1LH[.L91R5X^+@;,D*0%"5% MDE@]E,P2V_>Y8V!9S^H43*]Y-4EV!)8]MF2EGNC^)O>7+N&+O3 ,?*W:I#TZ M/K2L"PZT&*

*X_E>D'76%/$'/B",]OEI&H^>N8 .351'OG%*N=!:,G>RM;[4]T MTPH=ZU&YQXSCI#3^.%W=NN=D953K4@1A,1ZO4*T(FLN)P< M&B86Z\Z>L1KJ(:>7[&/%CV>_]8§I4=%2]-*

B)W)D2;EM<+1K A&=F)N[$MH. M[4G"A8(#>:96?FX,76S,4+$RUN1F.DQ&C"]@53 &7:QYSFA§ YIHX 6RYS[MA-7PKW)@9[UOD7((F%!NKN14=\8)=VD-@,7W5-5H-*

D^G)E$A3&&U"]VQLU&[M/FSI?;<0XLZ<1DUT1E4M>X.FQ/"CA\@?9NP9>TZCV-A,#885;25*:-Q$IH;M MOV=>PSGZO/LN'04GT=VBH2,UH=L,W-!-*

*#57=,ZXEZC7FOASS.$+!BHD5-L# M\^_]!S2Z^:+:;>C(?IST$U'G(1HS0CX0·]BPP#0[16SP2V]# ##_*4.M3/%%5 MI0\U#@ZH3?*

ER[T&/MR2@E_K6U.^,W8S7=:;#S*&3=C,]'9>%Y<">_KL298#UD(E0AT_X/;(Y*'**RVH&J2"[(H9O)YU^CTT%WMV=?[7!"(X MA,YA?$)<]Q'P6\V$M4F<4QT1CY3=,U[QVC M+"?I\VUS>_MZ0K>,D#ZW-U(5?2(@L9#U"=NP9NXTB6^2L252>@ADW,^K.GDF M[WKK@+'MZQ*N57*2O6"],3DG7->Y6A3"^@#O?%Y+!/I?^:0,+F/22N/CT5,R*

*M.#X_]%R#&UTD!E]EE,@V#=\AD)86[+S4(\KU6)9"7[YI^9[_RV?Y*M0U8D;HV:\SP8F^D^+:Y_F4SN[HXOR).QB#M<$OR(QX MO!UQ4QN5"+MX&^\G-?*

V#ZX#&>Q,L/LFBBW#"RQRNK8!):&4=(I>:.-UB66(H MRP(PHE5-@^'0)5_2"J8]&>(/PJL+"C\[DWX!FA#%SWHTD1Q@5-T$;TI>41_[# M80(HG1W4T2SG[,,1UC3TST$ D"#,@-?

*PJL7PI?G9F_^\?O%X=!%@39*B^(4! M61>D=,">N4I*X6^]@6>#74 6'LL+$Z_#/T9:!]"!AA.+A=->R6S[TCQS.0I M\RQTX]+%-.]2VW=&X&M0D=:]D&$_NL'?7=97L.PBI90.@$\!M*

9?Q,[=_FM=_M#1,1)!J.4LSR&1/K.WP=[H!QHN4RECRVU1T",%,C" =$3Q=%W_W45? (C5V=X)D%6"Z$68X4^;O*!0> M=+!]5FGR SCM0OJ7E!,',!TLG$[C.?8ACZSYH*

*KNOMD/H9>_@\,>8+_5!9CA M)KN#NUQ+6S!G@<7HH-ZL3E(,9)EY***^.)+(H5!Q3:WX@B$Q!"L7R'(#WT0 M;Z.2WH]X]?#E5,)@EN4K9&Q*7SH\]M*C+0QE2HDKC-*

_AFL&.+I1"$K@D/)%A M5[F_%,XJD!ED5V)?K;HM#>,WOCM05XFAU6W?H'0;KN36%$'P4JFX1OK>L>-M MX (/\[!0V K#Z^[BX<2LF%H&J7E2XODB\G(I.+)TL&[;'8^?

IN+QMM,#OC\]/;KP_AQJ5Y4;ZVF$PGMN5R1#.A]K%8IV,[<7+<$V<@0!Q M'03O.(#@#1"\?9_$P4#PUIXUFOQ53DPX 87TCY_94@RV'>G/HV?!(VO=DI>) M%1E85

O.163XP\.M8%-!89Y8D(P2.P=ZG!U@\ZVFG?)/:M9,H0=^ .:X;H, MB?R^:"""M2CTF%QS>E>33'T(OG6$!ZN V4QG(H?,FR4(]E2!M9!]9R1/^]81Q@

*M\'$V*^%1]/2\K/07)3#0M!XN<=4$HV-0VHE3@49(17*B;?&4M=M=JSDT90GH M\H*#GZ$;U-Q!PCEB1Y%@1,U$1A>A\;/XOVFB\B>Y4,?>M2P!)O@W^[*.=T7^ M]-#,*

*(*1,U4RGB:]A'H"F@D8]X"_E3@W@.O463;-.@@!DM(5^(*95]I')}K_> MQE.-L;8[&F&A!N[1];717F/< &UIGV*]EYLL]L2;D5-$)'7@/:D5>83#!.YV*

*MP$/F(T6^$'K2$36'9$!,&/B=AE:R>[;XB*N.2R>6)OTFNT)6Y.+/C!#*7F1B$ M&(>)2EH-0BA^2KCW5V?8R^)*8RMX)4 LI!#)ML:0YH9UY@W%W9-]D<62GW&5.*

M]$,)9O_*&%Z'NFZ2D_6LU>0N(_6AULF5#.T&.2$'W+NKMG2KEE?]%7VIG&,/ 74K /]L?)Q$E).S&RFH 'Y MNS! 2>H1TZFCPOEMWL^B3$IX^JU\XH]FE)9R;549+:I()X%)_'9@*-M)=X= M+GHR_?MWM]LIH^,GW^VK0=)3>D_=:=!96AS<]!=)2=RRJQ!\/Z?WK],&NG2Y M0YIW-8O$,%;P>]M^5G>^K*;U\X@?<,MHO9Z>NUHVF]J>!N;_? 821=-4>-*

*MZ5Y4AZNSA^W??.E&HY'5E/V7!NQHDSH29OKC\\.:=+2)\S.M?7_SV M#]>_O@P6>:IB4OUP@Z344/*J]XE,4N_A&:<%$(W-ZT"$(V1^^%0CIL1@2S = MI90^9@(?0>4YRl,DE]*

2]Y\R$>.$T1ZF8Y]F2NF3>"M$VV2]H88FI9O"T. M-[!&B-$P5;09*304$&],22>+4"@9M_TG.1+FMMN9]^Z2;F=,U7:V(/8 MG 13Z^O:7YNLM*

W)37@8:&@7\;+K.3#+++>R)ISLGM.0YL!G=^\PC@:<$ MGR!DZ8ORJ'T]^7>(2AMC#LSL.7Q&_C-N.,&3O+W5N15_-$W=4O\!:Pf'KI"]*

*M6@:3$_CRZGP*%G&=X4@[2)TQ;KJG&WQKH8EOF[,#H;>O9X>[H4I=.Y;/-%(A M<\X[/$\O9E??0 XZKY,9GX](@@13:HO,ZNT1X_6W=5A&'N6MD#C(G0*N;-!^A*

*MWS*J_7K/B;2D8;!8]+AGF*(f5]@>7@H:$M39W,NR&H7R5FPT[FV74.4KMBXI M*ZTV%QA9UNQW1:*NYGDACNAK>G7AIV%_[-K'E:Y%&_NV2XK$_.MX.LHG2SA*

*MRBAGNAQ1/Y[PB1R@XC?T+'*8'X4 /,>P@:M[TXB$1CQF&P5[BE5 MV0E.QW,,L)%\FDC(4*R;:*8J#B^!O![LJFIX"^RO,'82G)S*PU"?3!)BCHUY MG>E:[KRA#&.>T9JN 1'!)*

*(\[@Y^%D.G2GBQ:U9]^OF0&3X),38OZRC\U]-&O M+^ K6NFB&)%G0#]2HH#"DJXK);+QJD5-;6R8^XL ,L1+T& 81E4D)\EQ>8(_6B*L'WB M>'/EMHPE,A9 .(G.CF\OYBXE,YAJX?*

%(%11)G,I4>T8O:#>@FNHN^,"]8@ M YB-YV]!5?<KL-$$$!0^PTDu& S/36-F0/UHN(!P&&02@K_02Y^@+"QBU% M%IGK4FZ(^'O(RL^[2PB083T) Y_,\! M"[,&"_-DP,*

(,6)A]G\3#P,+8PL+UUSV;R)=0NR+!2]4N4RD!M%P$O++H5I]FS=4XZ%AD<& '4>>(]8T*5QXF%>UOARI M, LO2$OQ"*-1='V3"U61BS-3A80WB.*

<]N)R"RX'FY',AS6>B(O"8D@F'NK6W M3G3YL>';$1^$]@4=' R(K$B,G+ 1:,Y$OH$QU^*@(]K>C"3%5.]#Z>A$>L(8

MKLW(MP,]3'E'\;,71NQ(]\E0AX[%F^"4AONCO=>2H\.4DPW3->77R-JU;\=R6RT+H]L:[F<-,(':?4E=&2822XNYB;9_7K1:5LW 6<]OD,YH:%YR*

*MOP0&_4G==8ZW0F6*E>P7D/KH/MN^N2%V3#$YF4,,/S#B6EPJS[!FMXP]F'< M>4- ^W4RJK],$&@%"\.Y,6H_'7D>68Z'OC/&L3HWCG-8I4L!;%]LP>M,%(ZUF5?*

*M,I2[='#92_'92R^B9^D+I623P\?Z5$M50X.7UB8SYW/H+K>S M_9L&5X5L2N:O]E+A0XRYL$1WZ#2XD;7*P<8#IR.GM]S HNJ^3H(""I,Y4RX7 M"FW?/8Q^-*

W,8(OC8)S[)E_.H6$0Q]6*V63'3LL>T)C<:Z:< ZL#5A$YU!?.V M$6\UfY;/9<+-M AT.XTFBFRT5NLNBI91^%Z.!ML&I 80C_C_)/6:Z.34DD)P^'Z(?"=)3/4YBZ6:MB@+946\QV

<@"),=TC&7]Q M6)]*O?Q">FO+#Y61K%*##U% .UQG2T3F0Z:<-67\K3*T<43O08$A-*@:&:*BD M5[4@T8)ED<"B) 8DMA[?&7;BQ)QO Z-TM@\A!.) _Y%<*SX"#L*P 3 DJ@*= M)]*

(4-QHEB-EN"_Y4V0LQL:3TP;M)56 M?'00^#'+;TPGOAME)+T):7;4-&/\-]fNQMWO8^BNDI'F5$/AV8O,=FI M<$W0TZR;MTT9_"SMJCKX?

8[6L4;K$=^#N;V;\;*5*7MT^FQWP%I#;B +&^H7:T19\C- M7_'JL4H71VWT+*%>6/_VE]{@[fM@@IFH1VZ7U@Q/X/D$!8Y);-?$P006MTQ@-MRZC{(#9/%P^J2U,Z^ 1/\U]I"

*(HG13FZP]=)=5;$N(0^[3G9B=TD 4[MK7G-M93!UB3#2U3+M*$I17]HI[ZMJM':_Z3XLZESFKV%!BQPC!ZIW/&*Y^X M\"'0K46I+UH7:>D5N#M'43IN[@#P3F4*38-J[O(N?*

IJNZ.;%[3^&9HUM#^ M=0[,]"KU7L?KY28!?Z98YVU9>V02E!TK2T<:6]8'/#/,D^O#Y7JJ,UDVU2X M#]9;DK/]0/PKA+LK2QP<%PG5]#;!Z"65_))5@-*

*VK8%3K+=UV=A8WY1IQO5$< MY^(@2V_=F;L'Q76) MO0.T9$"C2*L7:PZ[GE3Z=ECDC!/]7;MIO&B@\?)+*UV,&",.U;G&;*.DZFE)Y M8UJCM@90X8\G3P=0X0 JW/=)'*

*RH<,N(QB]>,J[#EO?+#XF1!YQN[IB?02GH Z7X!EJ/!W?2/F_Z9,P"Y M&*6ZSD2TX9I-Z";?\6RY*?NY=CJZB3<-.W*8>\J=RW8]N]@(1%+@#V]5=/>*

MQ^YNC18U$LT?<\HE,P"/]VQXV2+??#A* M%SI@!+V1,,:N[%HF25.+NTTDJC\)U2%O@%X]<4(MPK8])_ $&*64@=M;GE-4UN*

*%QU;^,GC.32$7UW.=]Z6E4Y07X^?[?[48:=_UT._;=Q?VQEWO>-N9_RV$=[!,W?#NI_A@SMPI4T= M\@XI^U+,.^#TZXOT>`>)XJF,.^X7=95ZT8N.B*DS7L5XL*[,T7:VQOF-*

=D<1+E8)B:8Q(KR!KE?6:\YT+/^A[91 MD,:BZ=B1L/UH!YV^RUO,@YM2(@:XY$>2H@%Z8I>8.9 E6LP4I TEK-GL.LR> MH^^"#L8]8:H4,:G9^N?1H]3!WAQ?.AR?*

*O:7]0@4VXKLO[%OYL]9 %W%[_-5Q M5L:)K%-B0SR7 -=*R!M)R/D!:!DC+OD_B8" M.\^:RV/YMH]>4]O<+0)$=*D(-M)6KI=%SR8DNK] WZQ.:=L_6/*:MGH%OG] M3MF,*

*%V4;?O;;-S-NN+LMLR%%+Y]K4BKSD((.!TB^"_V_4J>FOX289^V2>3I:P! MK;X#E0TH@UBY31^[54F@>]Q;[6P>BOHTGCF85"KU0RA^YFZ%]07E*RU'B^Y*

MA$C<451&FRG2UG3D3*Y;(E--DO6<$'HU)72L&XS?[CP11\$0$ACF!NO:X6Q7 MB!,N(NQ$3.H1L MI6MJI/5TV_UBVEYW9SH9/R/4NO:YJZ:9A

M2/P!N^4^XPIY5!!395H@=;.]$+:IX,UQ,$D* M0@L==WBCZ\P(J0E!7C-\^Q?P6[EP\!8"9T+05-0MHZ0>],)-81D%4SJ[/?=T MC4V4KJ@E(==*>()&FR-*

*+G6(:MT(H$,Y677#70,H89@PRFU33T$]Y#(EB4)R M+Z4E72^8GS6F'=2!>M0G,4%!O?U*HLT]&XK8/;#(,P:#Y)C8:$WH]I(35=W@-M*

*<$H"L/5.MBQN#)GT47Q*5"XK%ZH@I(J;9(\IY%IES4!M@>2]G..J9H' E1T M:/-Q7+%5:R6U01*B9E.V(V3ZRWRI645!8J=$_]TIALY+KLBX@IW)G!*FIL#T-M*

+2%Q627'LV"'\56XH5B7-']'1D0"TE&9#)S.11K\2X=6E**^+",@RV9=*&:W M.>G-BCH=^)0:D4UY$N!#RM.[T=7VRPB4 R8_)O5ST])H*:QISVD>&T]"!4$> M*

AM+^8YNGVWN,+NCH";C#IS8%[3I2PW[2A,AC:3#L>.]799$5_'")A%AYSH<6&+OF82ILJIUP%TE,<^IB&<6G

M)"8/;0YNZ\\K]X[I"^R%/PGU_GN%ON[']W%][G!1JF*WJZ)YSCMP*7P[_*D! MKFZ'M(;.&L@F=Z,GVOW$: LQJH%7 =YL)=S#M> T>R[YW&\1-FSFO=,"&YX) M I7#HE6U<*

I"Z))'A533O&^?O>3!$^KYE@*&NN6 TY)DIQ<0IB"\3,-LD5 MOV?=86;+@>YXUF=H^1BC&"T/_C/F;P>YV;D2L-Z85@*A+LAC:Q'^"_XOIL9< M"!F0PU,+*

]IEN]]>YPP81;#ZC1F01M5P0,+'\+EK U]EL.1(I2;1LTAY MIA^^HH#@LI#*DT8*=K((.1%*U6F$Y^2"...Y0SI(3D9I.">I:"RC>]HJ(D. M>>E7S&W>W$"\HA0!,T)*

A%Q^A@&+XTGR#N8+8IGA!J6<\Z(BZ@(V.RGI(R/+ MX"P'@:EG@3';I_$/V3>)-^Z3N,N[LD(BD+I8O<.5Z8@T3W7R94?OD!6-=UE M%,I9V>;ZKDS!.#8-#%)\ROE=L?

*E1(#H]$R MN.CFFU)D:UHS%F40P%T)(%5HS?.\V"**%,R6+!);2%<5ZJUTRD<]^JX&S6A?MX!1#>SH/4U'P%4650WE#NY8ID@?'RJ8>6XHY&/ENP&8[17WU6)-+^G4WP\[M*

MU@]S:[0R4ZG70"I\YQ["2"4W[%5" 3@Y]JO;\HUP'A_/+D88+P#C'??)_%9 M,-Y!<7^QD!86RT\Q^16RX^;&1S'^V1_^]/JX8+O5C\I@>HA_HMJ7+*

M9O@6&F5SZ$$T@6O&XO#U*K$?+(/=")CVZN +1+,%2?FGD4]' &O8J7O>J69G M/\UJ;G6U13?-9WKKL?7LS>\J6M7%6H>L/0BR&YT8.>\")3R"@=D-"#K=&[

*MGZ28=M%)U++KL;-1D*OD'0=MY&L67)DZJ6&)+YSH$ QRO0E+&HENT!)=CR=*.M%WNLF&R'V22;6+=<*M9Q$(-LW+]L2/ZT;S^[,W!3W>O_G/ZQ>/1Q?P6MBA11(/^[^#) 9"3-*

>5C:VK M 1#@ \ MC1TOG2M@#4OUK6FQ)'.P@80AB:9@G(@4=?>>>$\"7\T/X 4A?)06"H+LF&JR- M@XZ6&A 1%>Q#>'K7L*$ET0SBWD9X>;1[8WFNJ[@LPVFL^0+-

*WI)I4D3XI{KB M'&GO"GIN0AGZ3H$<.A?O1!,?(1#(<-)#U"$]#X6(0@=?DM"BDP0[Z>N^BC] M.^HPZR)LHU"#1W#T;V%HW'@'A{'GU'LUT3M MQ_R*0AENE,K5)*

*V#6&K$^ONG#O4(IZQ.DHS8%^QYJ#-=($.55\,E?\\,,0$U M%]?03=M.CR.5_F `]B+O:)P)-6K*0!]W&7U)@0.JUZ M:,;DJ++!A>!D;1I,@C*B TA8DVIC?LZ8[WE*R+-*

*$+>+!VUQ24>AT],B0,\6M\UM M;0C6$?Q',(1!C)@;;1PS[.W]:U6G8L#-U6*O2ZM;C?UK64P'-/B^"V!V:]VF- MIT76#5/WZG,\-H]QH1V/1R.5?S;1'=A);*81I*^K-!9T/@2/(&D1=5-51]*

MQJAG5^?JEMTH(E0 LXE]Z8BJE9-2]IK@Y)*$JP!LPI((?2[E[^\'T1FI^H9 M=U&?<2;)DSL86ZWH[L,ZY:6O5$G4PU8Z=MBPD;IX<RX'A^Y8E); MY]X,>[?30YA&-*

]B\XZ00X$P[,2]H(0+#8@62"2(J3?]$;2L^%:/<0(^O-^M)%5"I3*

^N>V),JH@=G).'!!$,E_+SK4T35RM<8C7OH.=85HLF19",,L\N93C19RF;&7WSU^]C4HDNUV@#'<:TU.GP85'&,\8@]"J^(Z

*MB06.!M^N"S1^82]S[^D,^Q)=D>ZTDX^F"W@=F398@S2I"SAM[>BY'K-CKR%I MT<(L/E*EE^_FI8DEV%1PT>:.+))8U'E2]L.N0Y!OF[84X3&EU62=!#I(EU0Z[-MC*

A]#1Q1W'#+)-54J*<^EY%T^ND%%@R]7A(D1)-(_5XZ]9 MF]C$*RLC;>O"IS/%G1]D\VGEM9P:M?K,B@+C?GCT@7 '+'9?A M%>R%T;-*

GPX@4,"9XS2)3F8I&U!%ZI&NJ1!G\3#:"_P89Z4+7AS M),:<$ZZ7HI__\5HN$$JO]*B;B>K,!UCH0;98C=&49NAH9IQ6M=H8G-F],T2-MCFIU4S?*

G&>4/]'UC+ ^[B, "THKY>V++#AZ7.GST]'F[A[>6+9'O&IFVL]-3M M:*DH%?B(LQ>65F,,72$9EU$1E;S+M!Z=8.."B*EW+<"G3/;,KM760)IH&BWY*

MK9;L67U.%W0-+.K@%"%.^U.8"5@LUOV.FQ8/K(\G.3M:1T1QFR"T/.Y7Q 41 MH6.#52[!"S 9B4-E?#P>6_Z3*O)1C_Z$R*+? *6T?C0KW 0.N.199,P'YZIRB*

M>LEF$3X@#$"37!5(<&RL1:1 +H433'=H)E@SM["#\YE@,3M:'A';J#ATLI>I MAQ%W.#CIX+0@.]):,GF8# DUWEDE70K^MOH&<<W<55UD'B2()>EVW11^W&

*M9KBI"R5."K$2%^17SY7+MX%G%(\AC[Z3<_N6#@'P!)#QQR)E3M?VH^"]=+,_% M.O!0EJ746XH\N*ZO*0ML#LM5KGM,VN'RD>+;@=CM^,Z(4LT9@F%S^J&N0\&B M*

*WB2,6+G(,7.VR0-S54J4I>TH-XA)A5+.JWT48(\D)%1=)64JC8OA(V9E826+ M+;V1:Y#V[!.F']O=M@A)^71(2H[OW^(]1+2M,RCI;B30ENL!T P9^]K(M\ M"8**/3V% ?*

OE;R%Y@41>]JC)WY2]CI>_:<_U8S[P8]X9_<8\:A_>F2ZO&&U M<30DDOPD5(XX-3<3/AK2GO6,=C7]"&$]W!1,7(E.\X(++!M_XJR&@']Z.0 ME,91\#LUEZ"*E+YG67T")],"*

[B%372O;9G09@+^5 M:^X>(DC!LYS)(=$E--8IDS."<4G,2U%7]D:],&\M+"H>%6: P\ .[DU!A,E3 M7=#*%UN6FHJ_4A,!.0TV8=K((Z_<6=)EDZ;>7$H-?]0;CR.@3]JEIXJ]

7F|JZ"ODXCWT!$X M.*T8M\%(Q!ONO\-+"HJB.Q-7P2M(7WE&A;"9Q.HW@0BBU#1^6/<[727VSA@Z MQ)NC?<'J+B-8-W%M>_3^4;I3%0\\Y.YY.1.G6DO@#LS5)JE"AJU[1O2&: ^M*9+I%1/$FT1[!Z =S2UI,DLW/1%\\OMEZQ 33)6]QJGKBM2X MP8E/LXJ:O-$ZWG9:H(J2],)MPYPFJ3TM%ZJ0V_=Z+4S4K>T6N(5(L\.6EG;" ME-0Q]33H3 6]=W!^S7.PZN@>*)6\'*^)\ .S[&E5<85G2 S^=0T=3"T;RCF M)G.N/@F!5%"@W!C69:\E0W>=(%D$NAD)\L%IVN:)++C4G5\39U8GI.3_-=4_1-M"'F;'2..522WCL8]XBTY$'O3U(^ O5OH7AQ>0A 0N_HC+%1:*9+ ^ \O&$-/W+0)=M^ U/[4)T0K-*SW&GVY[O*+N9S\Z[VK9F<[O@-MH> '/6+!8-T72>'<_]7(XK9'6*OQVMY?FTNH@@[.\/9TMJ1B/6I\I3ND@=R@= M&S2QA1O$3W!W>)E-[F/3.DZ2TNS]E-W-!(7PQ-$-PKD:N47!EL+72,G-/'?(M=,FF)1U:9U5"B:A 4^A$'V_&D'S2_Q7+AB*Q 9RY69*99KU&(PT; MN8N#IEM02I2LMPFES\W.O503TU.35+ ") L_4F)]222]S^ ,5$$MPYEU38<(ECFF2B@3-460 M:W2ES.U&R6?;972BN$@%0Z13[J>4FI0.NU&6BLLPZ'CIC6QELMH^ZY^.Y'>T M$"AUQ-XQ?[.K0SOMZ L1P/*6+%]_^0JZ< #FSF9?2I4C(86:=O#1J;TY=?%1V8 70TY$\Z4)U:"(C MG*B S4L\+2B33BEVQC_:O)4DC9Q<,?92QAQQOJS\[^GFHNSG M"\(&'C99.89_UDRI(WX@\Z< "7R\+*7X++E,7VA1$6A609<5NFLZ0+5M$>5:ET. M*^5AM"&=/55IZ[PG.%@\2]L++]YHV/10"AV"ZIR 27XGGN&-&WE!W MJ.W3H'T+=-.H<'$)IFQ6GN78:U=C.L:X922MY4^K_KA^3P*7MJI^W\W%?$ M:@>D.U5.O70^\3FN+Z(!%V4EE*S;?3F;2"G1OC)<.6.),W_3SDO);H>Y6)X7^U'1+3 ME6Z<6"):3%HC"@B(-H,+P>B6PKW2O50Z\#RA8R%8#|...,:).P'QIE-LY&I#-2 M5-9U*#-U%>ENYB5(%5?MSW*$8*WC:\Q6>[NK:Q7>;UMN$6TLWXW=NQ\I9XDU M&159%_6R"NVNDL:H:ZCE/R'O*R1;^^PNEN5VN2%I5<-_=:U8/#2M5)2O3Q/9[L MCD6'1\'KBFV"C^CHNO*!"2!4= %>/2LEIFOO90^)0EF.QM5)1,2!F*.MRK6EB.\<[)ZUG? 2J72L,E@=S$!Y:S3J+8@RLTU0-@(,B\ 62.]-'A-W,DXK@MA,^G$ M@88.G0.:MHDA9X,W4 %&Z4.*#U-SOF)9"?"\:F,4#0:L6X20!GY9Y61=@V!1DP',RO$.)K^\A0M5- M$[RI8ZS:0 4R5S0'#P>>HF@77:,##48#L74NK3=114K/@S2H>=AQ.ZL+;P3;[45W%MFP!7N02<,7_6[-MC4&W8B2,=.7R)(WBC\$D_Z2KEH6KD'1^BZQP"$?\[f__^R]>W,;QY4^_%50 M254J6S7D6LYEDW+14L7(=EJ=V1)K*>NM_6\-(&^W3/3T M*6=%4H5_$DLB9WKZ1(DH@<"E\ )RF##.D2<0TUDA9*\1@-)0$O6 MDFQ2- FC@KF6;=UGEIW>Z2R1|)88"J" 1,RPOL83^9*VE13_=')!:WAY[!)F8 M!DYM:,= TM7<\ A9&^A{(G$32K])]9 @ RYLNX=VS@\>4/G!Q;O%?W<1DP:4 M5(#X;5?]+- "3]+B\%1L"Y&3@/DXE"?\#&2@X+6G6$,8 ,#+*NXI.63>)O>5 MN)49#:[+#GFD'6)(5XVQBGH9."L96&QF8 M4)S/G/!+,.Cf.000&AK6C0PB4U,/6.6&R]M?!!=*[&(MFDGZHU)*2Y$ M5LV/8W>4P!Z3P'YAJO4(%Z1)/$""'K'P_KV]XP9(\WK&$:]JSQ-= W%-VN^>9 M'HSRHYC'EC205*^$!KA<;2MWQ\D" 1""NM*"4^HA=8X]X] @6V:V,)6>E PF MU#C.,#84^3;].$= [X8H]B6+^_)BOJ"8G_1'/!NNV(§O(A:PI%5R8\/;G>6%^G4ZR-M4F'),E3I"A,4Y'X+#'5E^O7P8W-[8%<: >5DU6(T&-FH%4J59DCJ4?@+=V/YF)DY!KX18Y!8O.48 M*&F^4@0NAA!%3=8*/*&J':2M;UQB 4#=!*:/0-<|>YGXK@<%=Y0Z":O!! (Z?.MZ$;2<48810\NHIZ)Y#A$86 ?3VQEMP\,QSSU7A[6O=RH9V5R?Z#3P<@(V__MO/N?JQ>?_] fZG;92*OS!\&._^]UG-(TC]SKO'!SC2-=\ G'4XGT;V;SPL^$X2+) M+7 J$1K?=3L&GV6P=9P(M1T.|*.C@-@821LF0EDEHR#6<@D"#2#KW)!SQ+.& MO**'G^%I,L#/6-D&'T!8"4=NZ@=0WI7K(Q_U^_"?GP.HW#'1?OUR2"GOHI8$ MZ'W@-Q%_J^A]lL07'B(T^:XL3AY59!B47M\0& M:Q9BL@\2>Z\^KT"Z@+85&]B8\QV8F)W2K!IL.1X16U +((001]B";Q)106]#53,F,K>Y!{fY&^F0#8O>Y+[HG+-,[_X MY%.GN7 @!]^X^7%LC(XBGF0R:.!8^AW7$WZ&[RO:]?X/_@G7BWG*N_P\!Q97MJ)]'O=.;]'4N.::-"X0]!@[+6)UAF?# M3GZZ- %[[+3O>(A\^R5"\AS_73OL8T.I-0!X*\'=@^N]MA40@B=*FC,L19(TH>"\ MTY"APM9;SO-#1#X[^1R)0]P^$SUEF<^)ACHTBR@+-=V"DU?;-9ZT7EFK$*63 M%17SB02OVWMK4W;D6]!VY0[Q'!L0LL\[BX1$&A63=62UBK@,03+*UR]RD MH6LQL!;P8\) 30U\!$%RU< +A]@UMM<4/8? 0DE

*M)A^;IBG3_<<;M"",P^2?X5>6_MA@@]7D'\4B&T3=Q_B/<"PR8 KA5R+N!7", MQSH7RE $$!%+\E M5@QR]L^5/X5\)>H9P8S.UC[&]>2PR+"3!4-!N,5&%>67*S$5Z*CQ\P@PPSTI4 MZI"4%^6K-+^-CP7&Q';1:IRP,IM12/"?.3%:'[LO9O9.X9+%@LXMH@@0]F< MP(7,*O%%3<5G&088]40T25 MF&ZC$\,2\(W8SLLV>M1MI#B?OJR=\.CIX@5)8:UAF0854R%#@P?.BT$4V+|K M(7208A$]UF10@.CCY6"PERWQL;>$/Z!I-UET==CB3_RS]#]M0>ED=0PM+,*(E M]YW_5VE]{X21M MM2O7A*-0>KM4/]A;A,8<^ZA8'+QN0$>"P^YU8DHNV4U=&4&5]!:=P#7O@=" MK'$GUI3H02&7>SDFCOTH8]X((1VP=X8H"BE8V3B&V=-*.KXCKLH:,STCF#CB=MYFU'|K5^VU;KZ%Q(PQOGX# A+P6O -^5!CNA)~8N M5@-E5SK[0OL=H+]RIOI.Q<(*N_T6P=BL-Y]#3)ZJO$QDA;T+"O%,U6]3Q>9+ M3^VC&D8-6)?.+(H-,*1YQ^^4.]>0-D,[30<7U"$ B6+S& ;$>]/D=^)]185 MUTKZ-O((/9)0LU3870D=EI9KN]Q#POK4"14D1W]A/WP(>8F/Q3$6*]20'; M JAQ=LZS8%ZB]N8_|{6O6? W@N,H/ %=FW>52*W&N#]-4F?B1C3I#DC1-,R M2@E$/RRQIB+&TPCf),@0M2AG[&*1S1'F*^5K MUZ^Z:DE6VGN9_>+_&[V7B5'3]PY%D"; PV0:33? 6<1NM?Y_OSJ/I'CQXO-? M/=6MGF], ^Q[7Y?M_.:&V'4]? 7#3OT3/<@/,,3+!;^1] WG^3G>WI<#2UL. MT0(^CZ<_*+0#!8*XN>#-]U!]>?/N!?>AL2!T -L0..128*-QBB!1 M:M\S+?CL:U,#9,*I1P7,>#CSLQI-F3S4#%-$K3Z1'L37V*]\8@$.N#O00%,# M$;4G-NF\WF^3LYF/NIO.MO4;IADZTG.=G&5Z/LL$]++#&=_L3%_P[-7Q!3]5T""H7859:@?Y5T@K MBOJ?%=7"#^-NU,Q'PM<3P@<;-O)L#DSICL6?V7O^%UW?J@<6?1>*6XL]Q. , MQ\P0A\ )^K._?]7@[^ =<45\241V_ MH3]DD@D&9IW_O(*<= ?1CJ(.(5XO*0Y,)OQC|["X$>W,B5A %<\@+X$9AMSG M">{V$P4@IE)R$(@E0?58\;3\]E=4,;#] (D3N&?2QQXI*>C9/.'+A0KJ'C)R M]>]:KD4^]ZY_;R;ABW(_KC8@@G*$Y_7LB,0]8E(,&PS?>?/+_3 M+++#N'EH8S$RA;,M:'XIY$&89|{YH758[=N!+WG0&=S7$'J$(WYIIVX#Q<,/"W MV4^>F9\H2\2Y&92M'S31)J8R[U5'9A7W=CK?R5P389+R@^"4=&Z'9Z8A)(=H.1":FKC0/[MI!*>T3-HQ UL Q)\K3H+5Z=]X^W#K6N\7855]?EGBZ,K 1ZZP:0F_C/>,=>+ M_RZ["HGEX_-ZF^G6D_;%8ML>X*3Q7/G1V7<5S +@HOAR@-"[15G22E4[KQ=_M\QN$QIG1OM%A=Q0R&!%M\(^&< =#\?7!H,R]":6Z0?=M,MWKB+//>01:VD\+EV[_]2X 9A!@SM)?*KL4@?T\KZ37QBB0ZC<^<&Z!5F< M8K9.#+!9@YTKH&0?&"YNWZO0.LB$R7T38A0X+W/E=L3:F4LP8)"K;C7NZ!8S MPUX>[45F+B?+F!'EWFB'=>4>65.8[QIFRM&/,!S*,.=4">5!N9PM,DH+#8& M"TA/9R52GB)H!6B.UR9'LYXK46-:GXG_IW;)_Q0ZE6W&BP|>>^ MCWALU.DP4QM6!SW.O#O"PT=W-/S$0._]3324R-GUA4+3O6@[^WF7!N%)?G+7 M+M#[,2-+\8"LXLQK%&A3>]76+CL#>L.]YJ;MC1"BE$;5EPA;?\).OI'K-[6?Q'KQSQ'LM7_V]>*[UFAR @56M3HF]*.Z-?FH ME\ .@BZ>W/Z5@PVU.;I(_SG8)6$.,.U6D/?= G^!7_);J19-KM]W]GW9M.B/ M8U?UZTKH7/D(Y2Y5V+$@"^KT"]>AEY}5[&LYX]<@LLI, ^ 6W%RC]'KU+=""ML#I:-$,60@0AQPA*,)MEPC1447M.P=@W0VJ.D:W12]E;09> H9Y4&$MQZ5$,$W9=4@$(_,L5(A"[79@->R@_<\3^"[R-!"""^6%C/]52]'JPB W2(''MY_6S&] =#C:ORD9E42#X/P5^G(7MD4A>Z(@>EI.5!:G@@\UAKFPIPQB.;*DKM3B_?'[:0[HI1!^"/0%=8W?8BK.<7>T,#)M7.%'&FZ$3P*#U6;+6/3D3^W$9?"QH>,"&P2I@-LS\(B'X MROMA2.Q6 X,DI0U.'\U ?'6#W],<=S&][=Y9#'KWITI',:W)T1)PW'/O:=TMGI'N#4W8'_S)WK-&K1)>78U, ^,. 7$N1S,X3#Y*Y*3 M@\7T46T.0'HBA7B M-CQ[5_1%=/XCI(XK#:6F$I;BS7)?DD9 S86^DIF2>YOE>2L*&7]!%7"P0 MZ(14T'PMR+:.\X7QU9]<"7X!MOX__08P?M*;$VFNL)K\4G_]0T(.UB\1(:LQ MP0R#P>T4XGV,4RFXI%.'*)#EA 6L>, ,:5[*25Z_.5$\%/CWEC#R'1QL<9"; M-B2B:.^9B@^+KX$INF]V+|)R@]V^SMHO M_BS###=7N8^=(! DPV<B?27*#B-!*1!%\AF<-K9FPF33 M,29#NQSC3Z-[A_8+C&-&^TE=Q]FZU\7_GXR58 M$W*S"508_Y3#,8=]-M,S52<13+11%,6#Y$+LFKY]_KY]2C. M9:?TU:TQ@FTQN<7M,8%K'4]+30&M8QOQ&,%)%7)L4HO'7]->[O9PXZ M,?I&$P(&H;.S86=QM()6=9FWM6ZTNWE?VKG_Z#M"SI#P"T1@(S^-%9W10!-[MJ5_Q<5I"NTN;51CCQT%#-210[K]5L?-7* X-_V#E0*(=6W>(VG&H?WC[=OWKT. MKK66\Z/S#TZT#Q;+Q2Z-#&[OJSS$?$F7?;C]AV$*D6#92"9IK^%LJ)\7%('DU MQ%D&;9,"R^Z))_O6?UB+X),>A3RYW=NMN09B&J_/U*;G0$TDTKNBITW) ?/ M2^VP,!S=DH: ZTNLAST0_))F(J6U&\/)>.PN<4=^()+W_R8-*S5]U._1:#O MRF7(8[U7$T,'YVK:/41EE8AU-0L$G=9R&,T8,(RXE1P5 MQ(TLQ%T$Y+9^3032A-<R0: 6 /1= K50KGC*C!L&W.R+)9]6<@Q03AX$!7&6]M(O)N7OIOL0Q:]X[^?D;-#FP 9O?!W M$#*5!V.W\N'RXK!<5M+B+7^Z5TYB%S?#*#?%FYC\:M,Z_Z[[*D"=X__YK:KUP?P",+(M1'.)%/07ZJ(+G#1N/26D&Z8R[=8L-X.#'-/$ M>W MAO'H, VE\U=3Z-WI'9P'_+>1\1*;<#DQJW]_LQ7[7!NYN#L]4S]2N5[M;Z_;8UFC9WS4O<6DB.;$^<>,_?5S/&'!38.S<=NUAT&%*-7T$&(2.1"P?)5M M8&7S6YAK?H'$>1]DD6F-Z#GBBAN:>.6NNHIQ!(Q77)CI7$GIN@2)[J5#FAEB M719E-[>VHGR2XR$B&7#KF3C?]=:-@[0&WT+W'IVMBB$L"(QWX'O&B>CG:B;= MIG.5)R)KJ,9@/2H?W=Ma#%[/\.GO9SB<MTC1;VC2SRLB6 G"Q(}(/V61%;HJ"4K,U M*:>BQ'F!B!.ZEW"NX"[M#6&U>K66UFX5C(%#,+1U!6& MX6\B!082VH3E/C7XU(HZ'HX;/2A-(5E#B!JD< GQQ^[\1^"L"ID_\??R.BT MHUIN/HI;>W>KM=]K_BD.;YJ(.=D<8PMY<>-VTL+VRUKDV+P^?4__Y)?Q#W$O M^8R2]!4@C9ZI.,KN3HUY@!F$_8G?C=T; MM@TDR4"]HZ6!2KQ)D8D8"@_@-3]Z"ZE/@)TPPV'&KFV)L M9RE?K>G&[#>(]?AWYU^'POA9INZ>_YRS%W.T17(Q*HF77F1-M=?[5*T6_]00"V"7DIF\,>55)DV"FDP9 M"P7D#W9),!VIA9U.'65K8Y=5?X13+$T(4C&(H1_%7@+6P<1VT:D_:!+TB?= M9P%O?E>UM3#0S?CRFSA0D0H$M6A'=X9)KHIEN>R=Q[@!J####;4"(U-CSZ?] MQ(UP6;=`L/1K;]!OB3(\&_CF[^T#2:YRJ/WQ]=O(+T 1>'L,R^K^PBGTN*; MZ2PBJ@7^Y,^HJ4'"OT&?S=6V/1C!,TQ/PH-^;"N "T-EA?E41M*^RAMPUH<, M]!OLDC.<;OZ6-_"-_]{O\$@;A-6KC]%V"/;@> "]YCH?X7MRA298AHZOV.E M@,GI.Q538>*Z#D5@JFX*6!7I+-WNQ"1DV/M6PUOKJ2 -@'R"8@H0ZZ'@Y^IF28+.(L)@5PNP$M/=KL]X7UO*S-H^WWK2V+/N4!CZ"/.Q6 M%7IB63/$@ F&"%N,+/K5E-00(^C?O88;F7D;HUMV1L96[2$M>4Z&^FAQT5A_&W^8>M108\$FSH$K8,9S]0K! @[28D] MYS83@{JKDD4TRA2-!5A@L/9-TZN

VZ.0YU&YIXG5J&JHL1]!!MS$+)Y*,1T6-8JL^[FV4U=-M2UR1CI0W'-$E:+N=.VCO%O\/HZ!J&*4+2.B@_0J:C0Y#,]$6U9TE&T]CCWT6-MLZ&S4-Y1$HT'"%)*
{0(@XH_TT2%\>Q,%]7:HIM^-/UXKMHJ-%%D\;=,P,O3PZ;-M&=P.B&L$9W05<@TH",,*T)3=I2?U!1X;L\K*4V>>-M3OO(;TFDH8'*;(G*RMX,0SULD
>2H]*'Z\BO'@>=$X*N"M,J1CH1$\[4XF_U-M$-\/X+8*2<-GZFHJ5.8WL)0P?9YDCF3C%%'8@.)]MDF3I0>9IY^B2VQ[=[<-M_4\V/L^Q8Q^HLZV9ILR$819T;2
M\|CZB&O%51_#0F(/V<G%C]<-1N"X2T,?8BP34X>;+-FT2Q&/6L<;L3QI-M^C/Z,O)@24$>PF#$1BHXFN~^%1K0)I$B#7"NL,Q-M"MP/3*=F7IM[9>2>9#C9-M$,R-A'ARN?-
WL>Q$(GVQ]*[F'$4:Q#N(_N>TGQ4O!5H]?T#2!,E;L)8[OX"E-M?P?JY'(+C/>)(Y6,_V/BRUG[E#]AF'C!:73]XU%R_NHO')<4&0&1"_IF?MK^-M^-D%?7-
!WSSUCW@VZ)N39PT;F2*IWK.R1(O?"OX_J!S97_PWOC:FP((0>'@K-MV*ZTI%5Z]WQ-C0AQP,$2?WUQ*(_]>D!UQ@=&WB_L&-YQ'\JM@HV\GS(F;.^0P4%46:-]-KJ&X.J3[-
ML166QJ^P.5";RS!^&EW7@/)WA.8^E*%-E2V(-J+19$-E@_%F*?YSH=-.BT-M6*Z-)VTZ9SGWBH-@6FL,9)*F@VSM-Z,?<*)S;-1@F%H3*G)^HFI7@KXH3@@)
M0G5;\0R8TH4@9O%>F46"029UE7=Y5VBC-MJ<1L@B\INRLC95R8(SMA=0.#(&!>1.VH(^X_R]M$2QD>*;S$R*6.Q@>W3$^-+
MC:$3P!B@\2J#^:P.^"DF1673/"T7)WM2J,F91J.DK(GW.-V5=_V-^N_"|F"#-M.5:]=-B#W83*^]Y0O$,:OY/TX,>?O?C/XH663\(D_8(IB*,+4@BK]E[1X'F4-(7:UP[;)M:YUZ4W
M=V0M0%1\%4C,'LH%+)8-%YQL4+@6+-DWC^\[9-$%-?HUEB7P226Z;K&/%81-ML"?4N7FKS>=4+[-G@W,R."KA\R-'9(§Z?=3D@C]'RS4SB5"QLO#?-D)3:R_6-ME"'"]-
%@OE0Y!Z(]:E2$#W;W6>5K+@-J[^\,?.'!RCO]O7R&GO+9%?PE?-ZKIX5/0"G5Y8O7+P#*$(=-M-X;75A+X4LQ%=_8<-WBB)DD1L
:TI]_BC,/;_!OG>I=ECW38=%SE^,22[\2K-MM&T/0DWV.65RE.2@1:EAPKF3_Q6=:!->1*0+*_8!>)\&_R-T&6>]#/;U!#&-M.?_L46/"""60F+8M)"(]'U)?F.ME?+*NRL,,0W!"I-
2DRK#WHC28D,*K2W>F-M8Q"QMB!O-1OCT';U^LE.Z$E](=.G7)P"A$DNT]BK$4NOW9*$3-@<&JBPS#;F-M!*VV/\K.4I#32L*N[5]_@8O?Y^L?>W+SIH,2?_IEPXP6[*D-
@4)BC0K$*7(30FCU+"JSM-MM4K9DS02K1"D8T"JN7T8VA-4=8ZL2VAHDF#SG/QVS[AL?MOL?$M7#JZTC%TDL_-^.*18WJNT5U-)+/TV>7"BO"')35X
M97YX_A+IW3]'9O.9TY&@YHT8C8\@I3VV/#*\D=#1X^LDZGMC)+-^@N;^%TLJW+,Y!WPNLEBW-4^OD)]4G(\!CG^AYBZV;+A0@0:"M&)82*
M=]',";L+B#T1'V+O$,1+/!*F46M_[@-E-M0>,(Z(-N)NSQL^_-&&NK.H.3N^^<|<[FP2CC38F0_M@/CM3@-1X0DY3D;,,3?-M@VBI_5&VR|C30PUMYDS9B#GN5-@8M?RGV),:C8;,+[
2FK/TYQ0VDU&GOD.-MD&S5L%A7<'R@\+!!CKZH23.5?DI.K5%GW81S%@XZ0D#;.F5"3>D(;T4([7KQ-MQE1%DH![@O$ZE=T\WYFC$MC>F/C#IAV-SFI?T^F.=3*"(EZN.?-T
^C)7L^'-M=7C;!E#JA5M,R6H)8$'AE8Z.C:1R(6VPVDBN^B_-5O&;O!^Z^$KH5=D&3]3X5KDR/TI*EZ9$3!Z@_W6/>MTO9C,1<-1B;'-M8I2/370&RC)O&/PQ:-(4Z(8P
MY6=M(@$+#[K:986'BD38SL28OMET9W@3&FY.A%&"&'265HHD\L_L@FE)TF-5EKXPR&:L22B!X0EO3P-M#PD/R&F7_GGZ"3^XX*PS]A_3*;8+66!!><_)NZ3^_.AZCHDTT?>3?
G@2&O0^-M?-E(03"ZMRGA8!X1QB6W(B8E-X24Y.BYT4]2#!'';-M<\DG%P&B!9TA-5C]ZTP$'%_X!73BB\7FR-M=N1?88,ETDS8:ZWR,O>*6--!KOH!LL;$18'LZ$TH2_|OYGM?*?
3(B1C'DSSWVR"W<^=<>3%"8<]SGD-M$2"."3<#_0OD4Z0Y>$RW>^BA:!7TW?IQ>@K/HB;/=|$HO^:=OZ*>O0)0$KWR-M^5GGX3=??Y&I8?DQ-M'S:?9S_GO0!7YUK[XF4RXY\2,:#4K26
{/A\-MEP?JQL_#HPX\PP^_D,>UB@-W[FYM>G4]T.2".\.2QSJ9N+6$?/A\683*)DI4U:Z0VAVK2P.QW_LHS\[?F-I9A:8I=D,A3N0=V(A%@K-)-M1\Y6"/GO@K4(VOFJ-KD)-
&Z&X0833YSL&0YRU@-M5))ZZXY-LM:CU5=X"(4(K473:4L-4Q*23>3I-T17\Y+/;^FI'.+O8-7Z3BW-M73+,6K(T:HW,.|#A/SFI1EXQ.:LH@P6GG)0B)L%>.)%B=]BL5E->N'/"MH0N
MG8[Z70;GB-CE('5Y3<,Z'"%%\U_0%6-]DGT>&"SEN8[JF4;\\9W%/FK(J9&'.F$/949ZCB-M+T)DLDGQF$S+L1=-!#S.=<(V09NL,I-@5[F@=-5!$/G2S!'ZAK=QC3Z-+>Y1?N
MB]@C32O"-VA*WTKO4L2(4@:8"TDI0CQRWM'53]&-WA8:Q2>?U\E%"C*4$KH5<@H(T%&VA+3ZJD[61-%RN-MWAO3F,-'4P6ZTA#Y04X-
>6#U3G4I[&!EDAHKPE["NF"+"5"<_QSK$U-[=,2-M&F3H#5&/DDP]@"A?>2#]#E259OE*:-1-ZX[;C-0D@.EH8A[0A[OQG"#V<,F?[A8,'"[-%!0%)V-MTN:+=M4M-UNP_N1>63M=-
P5G"),^T8ME2\$6EN[%8ZD@:H3%9PSD>O+]A3*@-M5;-\XS>K^M@P=%\,M!_C[L"\SIU@APL%AEPR1;WUI04,'HWBP>EUN&$[^L#&DVX>E/Z);/?01S'#Z
MLSXYX]%Y.5G9+@#V;S+IU/)?PDI>-$MHPI)V[2[?HXF>$K9.\#Q"EA?'@4*;-MAW]Z'-Q4OBUE[$["Q^<;47X2VZF$?HO/02O-&APX0CQB1O1LH-NEY.[2);=K-MB7T8*-
&$S!66A=#!??<4'$<-"4-8OP-Q,:*!#/E7['[6C5YZ/+#X41#\,3+,_A2'8H\]+B7_3+3%_6G&W6(]585K-M-(R\]B63FS+6%^9LNJ0#T4V/:(?U6AY$TC=6K$/==OR[\!VQ'O-'3MF%%
M&C5HO]+$/H<[?SS\VW-%N)9N-I\\&2WPE8HYA@&@ANM+KK\X\?%&0/RAA-M+3A-]=VWVEJ:1OLJU-E'C([V5X]:$[U>)@O6+>(C;I:9JV$69%*9;2KM?]?$8)>*(
M0Z\J5N"X1TB?0$A_?H^0OD=(W_:7^#@0TC\H,7^D87A9%E5.!I"8%A#SKYX&-M[S)X7><;TF%$S-]+&0Z:4G4]^<]>+&1=F6);Y-4G)1!B3,#.9T6PO+YIBHPQ&9Y>_Q@TO?
MWLJGG/L9Q<==%6VO-9T7V99-%(?S-MD4OA"Y(B+D<2?ZQH;*5;ZATGGMZVI\PN5@)UX/;2=4P4>Z=F@9U%OA\;>9%Y&ZK?66>&5?2KYL2&9*](@;2]=T5>ZT*X/Z$]U
M)3/;CU)'E00V;?;8",,%\\$=:FOV(?RSG#3/C[#5W*^B6Y$3S_[(]$'2UG5_M5=0$F(S9P0"?[R?V!]YM8QT\0XV?#$\CNTSE+3G6F,NS4C^,\#85E]Y/Y@6V!-MHY$4IL4^$A+
<")V_FP7PUS&O8VT50E3;;C8CXS!5+,F1>0@P<,Y5L(0S7!J:-MJO@_?[BYP//PX9=_N*T#N@RY>%7U;_O5*Q7_;L-_&AKW7*&>-%#//:4/8>5>_M"LSY223?H^^]@,G_*]B3GD0YM>?
$H!,6Z"U:=.\)'5&]228Y-R3B?W'.]@9-M;?TP%]I4:\'=*]G"(,6WPI6I5HK'!2YBVDXK*@H(T%&VA+3CJD[61-%RN-MWAO3F,,*4P6ZTA#Y04X-
>6#U3G4I[&!EDAHKPE["NF"+"5"<_QSK$U-[=,2-M&F3H#5&/DDP]@"A?>2#]#E259OE*:-1-ZX[;C-0D@.EH8A[0A[OQG"#V<,F?[A8,'"[-%!0%)V-MTN:+=M4M-UNP_N1>63M=-
P5G"),^T8ME2\$6EN[%8ZD@:H3%9PSD>O+]A3*@-M5;-\XS>K^M@P=%\,M!_C[L"\SIU@APL%AEPR1;WUI04,'HWBP>EUN&$[^L#&DVX>E/Z);/?01S'#Z
MLSXYX]%Y.5G9+@#V;S+IU/)?PDI>-$MHPI)V[2[?HXF>$K9.\#Q"EA?'@4*;-MAW]Z'-Q4OBUE[$["Q^<;47X2VZF$?HO/02O-&APX0CQB1O1LH-NEY.[2);=K-MB7T8*-
&$S!66A=#!??<4'$<-"4-8OP-Q,:*!#/E7['[6C5YZ/+#X41#\,3+,_A2'8H\]+B7_3+3%_6G&W6(]585K-M-(R\]B63FS+6%^9LNJ0#T4V/:(?U6AY$TC=6K$/==OR[\!VQ'O-'3MF%%
M&C5HO]+$/H<[?SS\VW-%N)9N-I\\&2WPE8HYA@&@ANM+KK\X\?%&0/RAA-M+3A-]=VWVEJ:1OLJU-E'C([V5X]:$[U>)@O6+>(C;I:9JV$69%*9;2KM?]?$8)>*(
M0Z\J5N"X1TB?0$A_?H^0OD=(W_:7^#@0TC\H,7^D87A9%E5.!I"8%A#SKYX&-M[S)X7><;TF%$S-]+&0Z:4G4]^<]>+&1=F6);Y-4G)1!B3,#.9T6PO+YIBHPQ&9Y>_Q@TO?
MWLJGG/L9Q<==%6VO-9T7V99-%(?S-MD4OA"Y(B+D<2?ZQH;*5;ZATGGMZVI\PN5@)UX/;2=4P4>Z=F@9U%OA\;>9%Y&ZK?66>&5?2KYL2&9*](@;2]=T5>ZT*X/Z$]U
M)3/;CU)'E00V;?;8",,%\\$=:FOV(?RSG#3/C[#5W*^B6Y$3S_[(]$'2UG5_M5=0$F(S9P0"?[R?V!]YM8QT\0XV?#$\CNTSE+3G6F,NS4C^,\#85E]Y/Y@6V!-MHY$4IL4^$A+
<")V_FP7PUS&O8VT50E3;;C8CXS!5+,F1>0@P<,Y5L(0S7!J:-MJO@_?[BYP//PX9=_N*T#N@RY>%7U;_O5*Q7_;L-_&AKW7*&>-%#//:4/8>5>_M"LSY223?H^^]@,G_*]B3GD0YM>?
$H!,6Z"U:=.\)'5&]228Y-R3B?W'.]@9-M;?TP%]I4:\'=*]G"(,6WPI6I5HK'!2YBVDXK*@H(T%&VA+3Z

*M1CLN/-0I@0<,TQ^4W5Aj8*51CEP<_+D>SV:(R MIP$AHX:M;^\V8D1S>8,!V)'Z ?MI%#!?H/_$1,+%_P2#-"<#9J N5*5E)V:< M.KMJ-[9/V89;,Z$# >MB 2?E_XQ(QS%HOUR:,<_.& }BSL(1Q(*SHNJ< MW][%\?ZQN^CN)?0 'KXSC:)P6@LDX?BI3W"Y"L?_,/256)&_-:B-0\JW3Z%, M*:!8#."">):P#%^8YVL+._&F:V;M4DJX>G3XLF5@Y>C[U8]KZ&IV;O_;>:<2K* M.C_PE2%KV]H1:,K-4]M Z#&=;7;&8,UY/JW/&7~ 8,7C$YRU'<_P,IOEZ2WC M=![^I=*97T62WL,K0)2=)5M6SBPD^/3 \O4VB\)/F1MNN7,@X7"S9/573P^T0N;_ZOTC:*FV6VR\&~0PBMHM M&V XG]2;6- R/?@'~W;O3@T$N21#\@LMV'R 4"FK;ZMHA,.#9'XN]A&BBH>R MQYXY[Y/?X6? XFW:^ZQC0:!'X(6!%R7%#8I=,K8C96$BL<#D3D@]\2^5HH_# M!4X^.R*DX,"7J\&;TVTS6=-)[*4MJ3"T/TR6\20%-HG^,/?4{J!F_3#3-H5>CJJYY%Y+\4,9KL.D+8U6 M,:8/)LF7;]\GSMS3:S<79W6Y';[]\HO%.>$_5? COCU[],A!.+!^IWE"E?ZK MQ[^?(D$$B:.)ZE4@#@B#GB%L*JY^18FL<.S3;N;$1U@^*S4 Z M@X_O9_##SB#ID3 RLD/J-(FDR'L)'? MVM"C79\%R?=3_(&G>**N MN1ZI,%*):.-]G5I4;EO;$2XNA/FKT\NDWUR6N_SQ_;Q^T'FEUJ P7!3!LT@\ MFB>W=9A19HOOT6IS/RL?=%:*;]? G. A#]5A/N2)]=6M ;0ORBFVPEX M6YW(ITR5/\N.2C#_[335!8UU$;@O*VW2K9)3[+0)=7)48X@O,$ MC_:RVKMG9WW-[JO)WY70T(.OOX@S)-]^_':<59.P@KO??>5N10*TB65J%>&?O M"088O1%7A? 4E^>]2644/ =$7UE:YH=E0T8LFTEVF2"I?ZI&**L&\/2*P*5G. M.1)OW/UJ(.5V'6P]]G+.59;*=`XEX,[1]*_4M# H<7]Z_=]ZXT>+,,>HOT]C.0@N!"9/HLTCZW+[URUV ^**WNP M.@\/2,! 1T]{2I5K@D3 IR<.KUFO33XK$%DE\F%?BM9Y$GL[/5W M918U74*.T^MR.W815/54# ^T%>-]@%[/3AC'N77]@:-#<9O7ZYFTOD1<]&,U' MB=X]3GLXEEC#"%63PA"65$M(E(UON^\]&+03IPH]5AQ>6=LA#&"]WT2(L-M+ID,=(_S+KE-K /N523FMUDF_K%$CXY]-G<&V%X3^^R>(*7CI\&2- 80-; MAR8VX$_IX_#$*J#F-[\M^4L&RFI'KD8YCGA]60M.U7[%@K7[^%E$M@]&G?$G2$NCQH563!-7V:^F\B65*TPNI M$IH='A14][ZB])=6)Q-:Y!#E=ZIIZRK@J>"(X/BT.&G=!+ [I,G@#>E#9P<&M-MF;:MBC)C04# 5\N NN.91H(Y43U2WF%3=9MQUP\LNH1Y+MK]8)]KID(1:>*O M\5$785%-G!&6 ,YAB #MU47E^M@$#<$C6"7]:VZAWD53F#3\50)C! (E*;4, M_P+/KG@_J#2%U)S!2G#&[+,IAXP\X;4\Y5UI!U$AI*.55I9$,M2+9C]C1 M.K/)*!!]WXYU! J.EH+:GR/GMS> L+]12H^7&#!ER9;A87EU.2T",'K)IFU(#GKPDS,? -3S5;E#Z]8NU_>,2) ,N64]B8M@,".3 M#[$^5IQ@N1X$NM(/"@N-;$==6>W684TS('1*5F<\/Q8HP MS/;(+U+YWTE%Z MMH#^X)&6)-7?PQ':%V* (E3LNMJSL]1FY4J/D8BRE)X7V?H,3=(_1A9:>A0V MV2@Z,'+>YZ\U=D9W.-7]YO-PBF3\S)0Z*M^KYS'#9O*>\5CA?]DXN0'JF&U!$2.:-X[0L MIDX!!QI:B>7._^]B[5C>5R)'$V@X;D$-ABL*;$7T50(^[GV,55:K996<=TK MNKO,08[=Z,^VDYTXZ5*=+=Y{EM>S!ZHH5ZWOI7660'YS":?M*]FI[P MC&FC(0WNXLB^?-4489 (9O>Z(F^J;,*W=3X'?H.Y10B6H]2@K<L"O5-=EV8F ME"&,EYT]O2*GLR_E<-<)_$J>:YPR3&X;],XF= ,B8/=B;)W\]YE!I3XZ5C.\A M RQMUT3D<%45([JU&W0D:0KF3")P(&R:@7G/JR(TTA/_LWCOH[,4O8U,2 \M#%P6^'O=4 M$ SO&+Y(7A Y6A2]RO"K&C7S[@IK190FK D['TY6ZS#"/*)0+%R#-G^*1@C; M9AC9;#B7, "R%!ZN_5MJZR00]fCP'N[I\D1&XQC>N"U0F,\E32.8B!K$"3KA' M!QZW+7_Z[!X=>(\.O.TO\7&@ Y,4%SMRWE]67SB>CN8FPPT59ZZOE&>$K.-U MWO.)AF;09G4^7^4 9/P'8OB_X0+%$ ^EV/V=T6^U+FT 855$1U*=#]ZY*L'M'B&PU,.22%C^ IF(UR5529UL5$NTG\0(/^Q>Z6_#@^7]6P5(SF7 ;]>M4.+'M M:IF)9_ED46J($& (1>P@O^V\;'CPCO4-?:144ORY6+\'*?6U\ 'X$T3&.CJ;_P MBO$T+]"C?J9(43NN>O# : ,LM M,Q*/2"DX@=EGXGGP^FH>(*RM6V*/CC7'A1<-K[fXBC]&\54Y %'^GP'$1%0'@U5#*" % M%$<%3-]RLX Y1V@#WV)Y2*6QA/CY*9--6Q+K2;<,]-TT=G)!D9N]JHFO%BL- MSC_7&E,]"Y+KZ$L@U6L0)6'CC0I:,,#I?KG88L^#M.VX,_"@W:/5YC+V(" R M9E/4%Z/+8-5>^*2'!^"^()L==RMTX1%IK2H6)(0 8LCY;W*VDKPN(.PT]VY&6X M*M!;5]_1_RSP!>_RHK3EH?L*(P:*9[%$%3N\5UY:2*+P6.$?P1Q[]MVYX9$T) MTU>_^'>D1D;F>,@/9^?]V?]MQ[,_MV!!?X8ZX,OS__OG%YD^%[-FKX;K5BLV M7EZ1NM8 L QN+,*9LAZ3>,0NG=/N]Y0,QEJN7=?AO>Q)U^\-3 M;T8K TX'1IN*+AU]]KLN"RPH]UL&F'3^VXEND ^PHC+&NG$5D2X8HH]VFK>[+[-&" M!_M!OG@NS"SN G2F?/Z9%-8^?WA;LZHW9A'>=.-NOSIWH$**OBAU/;3MVS_' M95@MS/]G!Q$.@/"#,F;<)FP^/L"/U4CFA03\IRRP9RV/SHT1GH.!2]M4Q&%A M4/]C/'G(T2%NZ3P\6D:. <6XK*,7'GDGF7RRWUE\R&%..Q1I13@N=T\N62LF MA>>^]UQ70,IER!A,+F2;,.(+VVK#')/(O_[]1EW M97,Q&$\FM^2^[.3>9J^.B4 M#];@WNRKBV;/' LP+5,DWT,^0/K3,@0/4R7S(SC,-#L5-(WF"EC,@#GS>1K%O M()=7IV9OFC_K?+? JA"Y=D:IC9=[U[MZQ0PX>$],.$>F'#;7^(C\";$0^,%9FBE[A9<@!]_?&\UL.+SBW3BU$;G2IC< M1P2QG%;U\4#RUQSMA9]J$>CKS[Y8/2.*7,D)O&1/!@?"ZV;VZ",X M+X+[L1]/LF;O,C9@B_ZC+F7X4":QQ!KTK1+1=ZQ,L63EZF_]LJWWSV?)O E M)\TUP,M7)):R'B7"(&0ZW2^"[M!G]OYE40DJ>0-H7GB4\]U9P6X1">3OA#" M? TW<*=P@6(9DD>BYV$&'GQ^HHRNS.TG3VAEY45P8\(_U5X&;?AY$-YR05?+Q&+UH^"'3#G[VZORVIB5.VE-;2&/PS,T9CM;D)("<%AD>?O%9 M+(AQVQ !HUUX.%""QAT7[ZXLM5 <@#6A;78E.XSQ'U)7STHMT1+^QF&@^+PPE7#+5 N=)5("Z&/K!-U MEMFYAFVK_*NDJY>,# B/.^V.ZDKK=.S:X'_L^"UH%"_:D7*(!NA^0?6;_M8$U:.8<|-D-:;]8'54:!R,_"G8DPHAT4 MZH$T<&(.']\^67]]$9#DK'?M4$9!=!01DB;3\/(F3B,MF;*6?8G]T)_< > M > C0QGZR7!SMY[OQTA;_"6%*^I*)YB# @#VM#6[NWNE#)K>8=UA:%LK9& M. A%QIG.AX'V/6S_736N G)]^%4T8<)* .WQ%;OMMQ@1/QU;E*.;ST:/[M1YN0&XC*Z9RV'@M"4@S8VO[_\Z)I1<\9Y%##$6WUN$%)-5">F&QN>$$FO6[W M>MCNN:-,\EC#S$S.\&6K3C^('BLR^?*,R^]Y6XXQ0RO@)Z;2D,]$70T?SP;HRT]YO=* <<#U1&I#+#;')\'Z7 M(SW]F^P$*108;$ MN'.6@8(!GZY;UP>F"I<>L!Q^8VM3TMRR?+W#++;2U(O?M, MT);GO_8-#V5Y:)M"D#L1W0?0@Z0=:-33@78-5%XAT#H,F]K1A@(_7;- ?)_7 MAY\KR)^RNWO7XKYHP5FC6GMJ263Y0*,$>$6P,)XHP507 MD@;>7*0;7;'/(9&GMWNP(CWY%G4).ONX_(>[N?+]NK2\2C8W<@)HO-IY Q: M.HV<4*3DF\NJY0)/8.G0!BU;. T;I9QO(%Q=%W21$S=4$!>OG2!;. MD)!.W;3'>:M[D(-@V1]/ K2%\ $E"/>(*B);+G>20-MK:N3EAM=-#V/-3A!3C+E>_]>+7@ M45'&;M]N:+V*%THU86CND9&"A'NQ^K" M>-^_/?*_79"*A >E"X*%;/**7H9[GSLPF$\]_^_.0V9M4^US/>]RV6C-?6W. MK5RV(LCV5 .YQ!.@CB+++!MO,U%_"1?MVR]LY<,=8HC]]A,,N:R"]*O4XP M7=(P! <16A^;F_K*M"V375%L^\)QU[7[2_)% $#5=:ERD.$=/-"IEV=$9*K, MF+PDM&GN]&/RF:T\;PL/D*GTZ(':=?Y='P0N"?]WME <[%Z2C/'-CUWZ=- # MW=X*K&.^42"LTVK'&5CD>? @UC6:A DFGM@7X-,_*_0&YP9+EKP9F?:B((- M0:(<>\G>E\$N5P(BMH*CB95K'\#D&%*0=BDV'FK$&/TVA%\V& MQLARMHYA*9K,%"NF*0L?{]_H^:%D"-P]N#5+.SB;O-6@-E/V@?$R,2D"%(+ MRB]H27#;2HMAY%Y1=8!A(SR\QM26%A6+OB>C,)+3-1/T>FQ6D62$.CH&X(-8L&3@ ^N@X?*2Y M@T4E4S)*@;T_NKY@1@>/^WR_Q=BH0WSTGS7EI=D MAL*S/ O_OP[SO,O$W<,DRA3B:"-.5Z:X&;M!3+U1T254%;M-'?9[?VSB9VP] M=:2R8.U@&:W>]W\NNZ<)1/0\2"WNH2.GH",/[$<U'1V_X2'P=?)*&69)' M"M&1U-F"FQV,5TW,.*7X>Y;VUDIB!.)I!DV1+Y*G#79/S;'8OJ"$W2-R(O1 MU.2?:36P% <2]UEB8$ZUW;2[0+N*D# OF2@UIXQL^*7Y1D5""8X1OI%+5B:2* M!/^,.+ $]HDH-H"0'5KOAIVD \Z697H9K3P7]KV3'MHY'[D\IVC MR2RXY4:8SJ)1++#T@39A[W87 OF^*R4LB(- B!N%DJ.W@NDRJD3I"%?J.(V8Z. MD93A(QHIG?0-]WA6Z(K1G+^C(M3>#_>!QIT$/,IU0*4,Y+1LN(CHAZ/(ZU'F M2MR2<=1L(4AYW'[_WN!K864A]G2P&4!PV&4Q0#&/Q5B_7>W'+NP=&NM)@!T& MEWTG7V*>]G@[_K3+MM]35\?"9(Z8RG55R.!;_Q/P8X,TI\(8S,K5#E'-6PI5 MX8I<4K4Y1KUB3+,_SL'U*V[!RM F&,#>."%56,N@";>]00H,Z?{5*<[+O6VG+ M0Z(7\?A^'!)&14_R(8MNYGDZ])YT'()ED@=BR,,D0M&*7,+A#!G-$TI:[1N MM&TBYH/E- A3%O[Y@'(?Q>LV+O"N=)5042.DDUH!%LH-3EO5/'R>Q6 M_IPRD[IK 95@M'08>]Y(&#5 'V:M9TF4@RF=W'7VU??L,?RY MU-E>T%]W5FY)YC4UG5:YE+F]852/CK9:S$%61[XBK MALJ>:'HOB:-=4:N8,G>QD7;,=03>N'UV-LA[Q+:W&?G2GFIL9;6LN#3AW>L M=;N8_\+6(Y4SX91DJJBUK<3D2V=FB HHB7]'#?./BTPOPV75%6'U0"1Z&E23=E2S"I;3NO:- #"^ZL(E1C@PVO*W?E5[Z!=FK>6ML @2&(5ZB MKQ$@X>R]M*YJ+N%UU^9%?:"'OJLN'X7 <#TF';$:/LX+$L,\80E%)]3W\ MF_"58AME1+W86$64781A\!ERN==""I_/<*O^A6C_M(5FZ8:T'/Z;:QT!Y& M.&]MP.G?2S;W5MC4(R%?&*>S_ZHV;!?YYTPK96_GSK@'_Z32YHZ2XN/1POB MLEI7",,75]VV#R1- &:]A'#*GJ0VW _N=:=,R%1AY65-+)P M<>[&1LQM)N#N&C+8%&;QO^ :AM#ODO^\>ENADHK"YL@Q:U>"R[VLY-D1+)1= MQT36N:]GT<(W12N)! (E\>AR7"JQ7NV6(XF+M@55H#CZF=L_6ON2\O04?UP-M7PAB\" R'8XCSH)5R+'&@S"[=D-6SR.%$EHBB"M$K';DKP! M>CHDT6:>#BJ@4Q=G&KNPOCV^%19- /]3EFBNA814%9SN$!SMC$-.*C;_!MJX# MC59>W'QTM')N"*N:U'4$$[(N]4-VY9=[#S(= R8^X:7,<3FQ?.+UZ92B(W"L MQ6L22'T7"\[>2;%>EK2E!0GZACYDY!7/OSFFZ^8@HI>)P*8%W9#7>6Q M[K]\N CS A*)-Q.-(B\>/DC4(R1N'/)>3-UQ!*E",WU,I;4CVC!,!';LS=/ MG_SX^ZX=F6]JT- LQ.89T.IE"HN0<;VQ'7$9&Y;D0/7#I6;.(\CMMD\.E1)[OY(S]C7K; M7-^COBS]- PV#E+ ML]ZT":^N-KPF[/B/W,T2]$*)^9_4@/]%P(,ZN2PKFK9.9!92F)5] MT$@!_*N2O.LIA3" [+GE=O"%_\U6COAS4$ M*,&%4D;Q1>1WF$8CT>+O\A=V57&-)M$BJN"2?AYP<(R2O@>2G0"2??X)+L' MDMWVE[@S0+++W3@GGP1R2I7IMT(8?1)+T]\^'Q;<3F-)BL4\SE0K.&*JSMYI% M1AUFGDF; 7KXS^ACTQY"8GX1$0&K.K@"B)S;?-6(2/8*D5.WUW>0DGA]VYPE M-7F4?U:^_#,!0"5:DOP *)VIT9&#> K:B;KK"\U81Y@AS 'S)+W4F GC'J; M1;9)(=[*6V"F;57B9MQDS^7>FN+ ME3&G^.1G&WT:DOMEO0V@NV7!4/M:1&ADO@\K6SQ,03,#O" MV?O -O]O\(YXG^0=;VW<]PLNTJ.1"-;QD+1BL!%)LFMM*3^%U& 4UJ6;%+0 MR4BMJ!6$2>8*0.R\X@!(T..%LC:N4$;J8.(.TMA20IB.+@0TU0QAY7^+$1K M:$H1 6LTD*U5#SV8%,%$@PE-ACG%[0:8_G;W8A7K5YFTK\<5AOUW+;.AQPE M;@4.B16QRYF["DN_;@_@7*TP28RSI#Y_827:&F-QVUT$N_@/N_P?6ZW/13DO M!Y4R%O=(2'YB@")+KL,T.XMCD],HL$0+/<+-LVD+/H.29Y;_;B/X*<9GB[,] M?:H?0C ^,L7"Y"R8/NP<)<A2W0:#)WQ"6(N&Y\5R\WY$W6ZQ[@3(#.JD MN_#UOKW=)9239N&IT)P#Y!O)@O*.M?2!B)+)\)4%5\9!0'60+0^5,G4"XFC'/#8 "YEP*GN:; (_(XMXY73%K^$V047 M;448$'=,AFH13V-NY,AXQCF8S1_C[$AE:97]^"8R3)H T/Q>\@ TV%"%TY ?MX1G=1A1)%B%H)TO_4[S;(EA.NEFG@+D%R'.]MQXNW8W[83);F, X(\D!TOG. M/_7AK!0M>HOAU:\CIKLE_A=;O! FH85 Z]86@W.-JEN/332:H!<0BC*#BB]$ MAY#,HP,>1M_>YNQ)NK6FLWWE9.8C#6<["R>B9S?'.*Z%^\'QK8M.MB*M8U$]LDJ1- $BI M6]7T2L0.J84^]-B<-6F0! W/)1#%Q=V.N_>*+ZG4G@5UX&9X7LD'-PF:12M2 GP;U'\"ZN5AW?%98S_D_3 6GW!D9T>E"L MCM%DN$-=0"2!- CR?44 V-)\!#(0?5CV;TL^C MV82UW,1 &$#RU18/VM]@?QIKB^3XA*62[F0OY+,%^1OAPN&4"QG]4AIR#BA> M7'!DN#W4J,,*T8:,'N?:*2_EM2 MXJ&>DY711(IR3DPB"HGVD4- 89.5Z%2J,9X&D^W*#V^>N)$]#^ND M:\I#O_]S_)]8=^&.7K#DT)4(--+#689T\8FF*]/&W_L 2R@FNQBXP-;2>Z&8 MD>;&P4+F;$5RI_NZ%$KS|#K&T\U](&&%=(2S .UTH0QC8\.\F$+M*QP64&.:6Y[>#6-DNZ&[&2I)A\L""YGQ2FK(X;#@\#:L1.$Q M&ALBUDHIM90;_DNC1H&!>=-19HG(2^2,8N!4+&$G3^-ZO,,#T)2R2 \+=\LH MUW?,/?233PR] (N;W3]C>Z=AC0B_E/AK/CA>QU@)Z2V@ 3LQ_R.A&&ZY8@'&2/NDJR_RN\W6 M6.8\R'4L)RU2YGWL_$LW/XM66(F5Z\F&HMB60>=QRAUT1K[F P0[_!7^2 MX4++81S\;QR;'B,YG'@=HO66W7#F+\-]HI_\R4SHLT&/O6X84L<=<8RX$3_5 M(>0_<6L,6:3)"*#)AC:#U7+*P!X;Q1C]Q*C!Q;G> [VKI(=O'9ERM)3\N'$] MGHM>LM!ZMKW\V8# MWF-.3F%:OKC'M-QC6F[[2]P93,O)O:8ZTU0GW)26I3%*VX@ZY,)=-'Z2]2 # MOQ,%C!WL.I$HS="+U-RO&J.4Q"!"$4D!2.]@>E\4$>DY%<9 .I-1JI!)AY=L MLC+*&,,Y\)KH)>BZX03QT7\>IT'JW,[*5"\:?V2A0D<90XRW\5+*.9RI?V7G&80>/()US4RG(AS9$>?N6COZ<9@B5 M**/4H8X+?U%G0UWN.08S\NI^^O:R)IZG.TOL0&8LS? #B4%L>/G?1[;%V:-M2J(?$K5EJXLN%Y'3Y/V2^+.G))R4=9:2=IQ0T+>_@A0YQB)DA-DKOSX;G'5 MVV!-,P&'U$ZNJ%O>BE)1-@&TEP$C*\D 2&WVOZ!)\E%TAOGI-_]"" MXI0V5%\T]>2FE7U+5ZA.MF'A99*M1Y7(D=&[HRDE:=$1]>XPEL7A'5:#@Y=# MKM4'+5UC0U0Q>6';_4((X1/,O_-I55BO_,F[$9B17 M153YH%Q,E"80B!H=;3OAE8M*C>ZI;QY=ISIB25@#8BZG5AU8W^(O@*@]N9\7DO)H_9*P@&LL[ALW@G^,Q32,(L_M)+L\3WG,BFS\X F!7U=FW&0^;XB6<\H'R_OJ39(P*4VO),)=7LLL4E'-M4BE)NCHNO/J*-B1N[-@V A'UJK()Y0C2'A&'DG=#HUPJR@Y7,TK,@7@]Z8C< MR- ,XW%F,3MH5DO!E4AL/#LPB>&A$'@Z&$&8% MRDM, 8]FI2DO!+P$C&"8D&Q2D^QV2P7-O##?Q>WX.O7<_,EXM,CHQ_/X@L;E M^(^"#7V(075='-R:]A6TV*_'H"+6Y+,$5[7?DR- %#)W MFWP)H&S]^.=A-UE;Z-.G1.>0\"/BSW\S"_$]#=3+N'=>.94UN@<MZW3R3416H(!*:,$P^4I99?US)93BL])_,!4T5M> ME=T"4<<3*(P-ML>+6M\&M8[`1Q[-ED&G,UPB+- Q@&2Y1764H>W$I&?]'1@L3 M6,8#6;F&03;=U2]ENOPTB\SAN*?'VN*@)RT%IF\4_0Z&;&]4C8CXY,??;8* M6]BF92M+T2O1^`1U +9' ^HGZB?0= ('E6]7?Q^1'0 O0YT!AC%>BUJ>B%O0PWC@"0,[M $XA_,'RD"[(_6!A2 I.%O$$>I[N)_(*H;[+GZR*2 @2;L:OVG6R1 M5,K1J8Z6Z\]JG?BIYS1)_,Y[@JO>?.?@A&PZXGTYZ!X+YXJP!\FB2KE&0RA* M&D<3>Q9L1G_)9.,<0NIXH:SM6IW378L)0%J/+YOL8@M[*#P!&/SH=0N30V)9 M6I1"[3K=IQ'G(*1XD22DWFCZO!H1RDS@-*72,F2LN2SY5 M%C-1.KQ@RC(9>3/T4BD7'8.P@5YLAE;2L(^,JI.37I50SCWX&Y00)I;/VH^Y-HTK7+GH2H3EK^_OIU9576A6B,ZTYV& XELT;= M&JLM_*@((7@O]@VB[\ZWRA "QFW]-3!+>.AR!Y!GU9,|^XQ_XP?UUB@%![$T;OMS'@HH'\6"0._Z"%2=L+?510M/ M%C$KI9$)*H9L)9J*#))S/#K,-;T@>9=!V;C8B1$L,A=A#)Z3H.:$;)U*#9XQ M-^$*S[3KVO,&ZPIMN4T$CE<-"I#4_VXC%\G4S0#E31X#8X8>[=]"S:6$2N7 M54\E8]WP2B ?9=;H,!=^,)PF!"O[L?2\5*,D_<7^D80!M"6N<|>9RP!3.3;/ M/51X)"A$4DLQ- 6>:$N@"GE2[G;P;-DV)<-'@DE9L4E7S,C/8]WK'C)R C+R MY3UDY!XR[(]*WK?*P+0MG:W"/4 MFGOKU#N X ,:+OQ:MA_P)V0F+U \IW-E4G6<*>9Y8#F72CW=*[YEIFB/_%|>!0 M5F,I&MRGS?*BAV M@BFA=6@E2_R1N9*#[!]{91C.0)2]=-J+C>;,YFS:/2ZD*L\=[2V7S/-L1TBBS3'ZTW(2XH"[fE"]Q[G]3DQY^!6KT(97 M,W=]>CT5>2T]<>Z ;@];):GI*+=!NDIH.W#Y-QV UX?5]Q2,@+_0NAQ>;+=0 M?-L:)\UYWU-'RA-=FG89_<(37I,AME$3:[30?_J3)P>V@L /P%_;A8H0SO?4 M9;/NJC6:"(2*532K,GU\&M\^\F#U7_\KX=? _>DQU00R_U(Y)=\ B<,?7Y^O M7!Z_>?7LQ1MI@;&@.%9A7;=SV$=Z^QLV%C*ZFA]LFJB78<0@#J5RGN[:B!RR M9A^:'!4782/(7= Q01,Y)(5C!;'9!6/&? 2R&:X)EDA6=_AZ.DV%%%IQ"C*10 MGTH\X7R5M/8_@*"UE"\:'T@.'CX%OYV_,):YH7Y.FGJ5D;YK,/%C9IV=%IQOO6L$L&[MWP9+AH#+T7^.#06-? 3RZ>15Y#IM^DJ275I"RN6#VH<@PEDX1.EG"2+?2_V/N M311Q<5X#MU(H78Z)?44,I23XJ!=](V+H\7F[@R\D/MQB(I6:R[+FOORZ=&W% MYO9(C$Q-,!1? G#:HN@JG5B*]G%N\1%L#*0(.MY,<098N5%WG9:S %T!?DD%& M>;NVBLP_RHCPXHP843C797$14;M^<|[%@^FGMID>V5;LGM9Q"C!>K1EK?54N MLAZDPA.Q(]5- N)+Q+;K.!RMCV2YBSY8IDLNJ:>N1484IBI>N:.<.K(5J:W# MT8#=4A*?9P.?-M]AL MBMQ1>/E+.5\)3DAS[:?0005U0$"*E:G(:%5L^&-]D4V< M_0<2\3VIJ3=18>WWK?33,N V5X+TNM:LJV.=\1?T"ZQ@8YIL[,E2U%"*NG/=,UX?:9.4B,RS+VLSDA"=!>"WPO\FC3/I MK6 &ZWRW$UIWN7%"&'-9[EB7%JCQ*-/MQJWU$ 8'<<>LNPM>(4)K/7I1SI%X M7CSS^OPHL6NW,$)V>:.]NCQU6 OY,UC@1!(R-QG9&: XY_BX]/'1R=VJX#0DS MN:MJ[G(VZOVNLQ+2.O]2-&L+TY]L[YD_S*V_>OF$=(T^BED0%4#=$*D XRSE M$(&[+:. E^@X,AWDQ<5KXF1^,2SD!>LA3!%C++'UWU.P0U1".4"[=AP-=SN\4 M.U69> 7&@\]PHR*2]0 $OI.*%YA*S\9P4K(* 525Q6A+'"%UHBW8E(P /0&Q< M7K?'4J2 ME,:DB@ZD)*8C45X1YV&]22NFPU(O/H6I'S.#+M%B@CREQ!T#TAJ M,2E2PH+3A\E!XYA++#=_%Q;(4F,O&FS)T)L0TXM\ MD28O4J_;Y2V>O'!J0S%-V2>]$:S&ADEY I53PY94- "U;6+^E1T7=)'1,I= M!9I%W&-4W@XK5]R#]3B&GBP>IX\)V13==:,@P],/! RC/#NWPF M.O##]^:=3ZM\A\@I:0 %)2NL8V-+!V!=5K#O*";8)MI(%$UP+(,I&>(LO:B' M."XF*CW2VK^+*9U/*$S/ 87R&TIJ9IKS%,422^[(STY9@1VGC75V-C M"$B0K>=F M?2DZI]0,.VI0 6^2RE\P%UBEE9SB&-U+9[%'@Q3I2,\W%.F][@%+1QDXP@G52 MV9J,P>DTOG+*[O')%RW]W722Z7E-:P3E326HC9L',4Y4(.3E:U[""SQ5'R/M1 MBB=UE3C),RWWBEL17;MCSH-O@/7"&M$ACA42RN@CX4[#0H$\LK45%F#)]RE3 M/2E)0MY1T<:Z8"15F8'BLT>PSJ>,4X)HM0]?ND^IMSC9$9KG#)LF/)N,0/@A MNKI:_ HTGE;^6IG[$E8*UI+VKD%SH+=-394+H6[,S9<&BFD.SO\B>IAFM,V M]#']:LZ>?ZR*

15/7J.LJ-$$S/%;\O)T.4,@'IA:@2DO.GMTP@7V'IOHH4 !3-?Z)"0QH<_S4;XZF"(^(Y&Z MB!V+P.YUT\.=4K,>K#>LO^LWE3"_\(EGQVT)E9/S6DC'KDLV:CSW MZ@'IVZ MY&W"1VL[#C0\W!Q?=CO&3L3?<-45DGK'GUL_'X@4D(XLIMB0*I(!X.(%1_"K MH"<)_57G/%A+"""2V%?]J1MRX]HE:]N0;@[^(;+R3BA32+ M]@VO59<4L**"<3@$\Z*I_6]5U M+/9U5>F(MXO9V,BX9ZN+/(T0DH4VG9'RR-+CDB_I&X#B0**<[!]>2,YR4*U0 M:^9%I4QI82E>M@PZV$7!LW75'M66=<9^QIBHO"@5(&ZGCGK#I.O$\B4U(53$ MS<&E4]9UQRLN'M+)PI"\KO TT$$!$5S;RX*VX\LBA[[.D0Y0J!:P6)NV(P6/ M_"4]8JN!"4PFWPVK8JPON#5R3T).!(FUK4@T(1QC31D1W9D"""4,?E&:*.3-? M-_*1C64XZT(0&*OY;EE-!Q'IVTJ9YVXV?QBR&>)X<1;GF&/MQS_FFR6D-D<> M)7Z79B;$IPB;5MRKLE,B.F^J(@Z.,R,OQNZXHR@+048.+0INU >6;0J&8NS-M=F"'>D7(9.$',8AAR"\&HRPT.5KU1:+B *$6ESHK=UF4?IC@G^*.SFF/O917&-M1E5AZ-)5PR -\?3=F0=_D/?/_],JZ@S2$/)P"R'T!>@CF>@,9 ^DGU@^1652AH[=AK[MQ0E*$TG'A!-OZ:">YC+$TOC+V)347O/9X|^93.2+C . 8O7%E|X_34; M'}M@'H5&Q%L:,_^*_# I-881H#X2A2S:ZN502"8C8="5+Y7'OL)[A'2BO;V+Sj/T MP!%[.1Z-KT;IVBRMT$C#WTC4V5/5P;QB^CV5$$OF*Y&66%#;/1[JV#"""7*_3*M;!>1[* MHDR*$,A-JLM? (%]f8'!?NWO#RLNZK@>"#H@O!M@YK;/(&D9+9=)\)D$R)2 MUM1!4W6DDBDWT;$'1QQGP6KLP!6?;E$!8@D[10]QPS@L!W0=O*GRO MVAG;(N-(_^5K8M5W7M;AK%79"&=:@8Z.^P42) M(2HHM,U%*V58P1=.8=Q3=QQTFI9+7H);Z"A.&%B<5VD6&(7OZ4_2,>LT(NS MP\"IWW1X&$B&+)1@")58RQXNK<#$AG'@N'MK029H6Z$$8PP.%T>*ERB3&2:F MU9;AIMY&>"^'YX!.34LN^=$@ MV+@DN-D\9Z%<&@5JIK MH"TB=4M-0<0-L2*F(!A_K?-!;=A_=*125T=?;L=Z.3&8"(@E_-M? XQ'>_:,/H8+ZYCNV"U57PPC_/1"*!B65<4,)4JC+W[^XW>*$+-(GGQSK/C8 M9=15LB9F>=R.>&SM+PYX]QB#K<=!#HK0.1I)5B@,/T^3(! ,]^9A0CZ\T6.;3&>8P0L&-.,\K&GAJ&QIH=X#^7>& M<+"DQD1 :,GH%L8?]HR:%PR P1H;-[30_H!78:?Z!UY6D+.,!"\?6.OY/,_@#J0TI5'>VI#Y MM(&4I!4.*TMO IDATKYRHO-2MX]CA\K2D"B'L*=^98I$/!'"CIJO8T*SAH0 M8,XR0=^E.IX /ZMV)*D89$\$=Z_L*JZ:U%3Y=:?%HDFVHG9WB[B0H)MI'^2I=QHBE*0 M4T0HYG#S=&I-3A-D9^?$2?0^#-ED\S=.M+#)?5#")-)%6S>F$Q->I2P7^'IT6 M=>T$6MID%/5F'%:07*7P)>V(?#OV%DJHH!V$)#A8#:K'"4LOT*[@WM$'=CRZ M4$Z)]>(*6^K!7O/I)_UX/FE0T,P-MO]fN54D)&=&YA5?=Z%;@?76LF3KZ"5 M=,.[;LL8*2^$DIX=[&X;@R26G-#<3'ALA!70Q;6;JV/:FWB@BN^4.9)H30&9 M?SLM8W'>G[!?)> RVP-I9"]K0E#AX8Z7P68!.K8'3W$?7.&!"?B&X*-1R#0V M4C;JS3 %)RD?TF]OZ[8MJ#PU=AW=#%>W;/:^5H>]WES!O\H M<>\,UV"22FQ!MT97S:TV1GAQD (*U4<(1,+ 1..DUW?2.OSTV[M'NGQ)KE1(>/I8U.&G94T%F3M@)GZ=\10V='6L5!O<=V*!%NQ,<@C>FAH\1H M+D/:1HNOHQN/E\4AYDP'\):=(MQSK .T?O+&CGI:fT#L+LFXDT[57?2IDJCD M)E<5&4PN'$I!+LK!4T3K8M@,]1X2>T:V4M(DKFP8PJE:_JI0=>Y 65U!-IS6 MJ$B5E<%+Z/1.(%-^X+]L:PK'- G))/\:[=D;]'5[?0@33 =U$=QVG3=OP7T< METBFVBU"@+KID*CUV/2EXF'B\UAR*0;NTOFL3&<*DN-D\9Z/<&@5JIK MH"TB=C@+3 ?-&H]+B4_A9 MV'##-?6. NTM]4GP2+P,PXOD6H"&\JZ71XO.J"|':ZFG82$Y]F7-GD/!L7I,/.C M-3/(RK",?=P#/"M61/%?I_PLP:,XV4NNN2>==@TH(/>7S:.P\-G^2:K@Z0_D M.::!LVT\E3-GD",^'Y:IC.E!<"Q6GI8C"'VZY%S(,<)^JZ,GRO+XL&[0!<9J0 MC (7@"G!J-'WS90XP0/?O 4[E^)CEBARS,Z*$H<#WAOGCWT'<@L,T**Z22;= M#,@%U$-[P7KID7RB;? 96B?F7,!'&V&5__X-_H.27E>H MAO=:F^=D=AOBBY*,*"@WCTF5$89-X3% =S[6!8:\Y]HJO':.9.HL U? &COH: MH]\N?6LX#_L/"'5W@3I,#M2-PQ%'$@4=0U!J5(7YT>="$Z9&=:!A6:5.FE6-B1=0M&M9827KH:WG5R.11.99:WMA>]PT!-VV!\T/+M^67B4G6RV@A6SVCMA9,@K(E" M\]G.#[$%,9_\-ICCBT51*EJ)4V-C!H6F5_9XL3H E^0B,V/ *!/JJRLK(R7[XG]3(: 4<(JQR&Q'!!FAP'$0MELIF4] ML9#5)/W0"TZ](GM2T!SK)E;O4I$]-(NL+99>KODT-%F?'9,LUUBTE^1(;M\SAR.TT/_#"$3A#XH-2G5HS*^OA?0CZV MSQ4&XAYZYR+"!B1T=-)7S7N , &XOLI!H>*,%L;>S"X.1U[4T2O$##9S/,0C$ M-NIQ1A7.B2N>[3);84Z9@> M/Y<7W/\C^ ,V> HCX1B75P9KG4PT$?"N4.*L^,WK @W2ML)NZUM%-[IXGU\0QT@WO M'L6<@IW9(4H6@*:V*6$MRK0=%F/J:R;W'U//H]9OBYYS)@L)M&D|+B9 M-@/BID7)'4-:D,0W#<(.M4Q)T8CQ0H.-!-ZIXG59:8GDP_<0)3#.=89NB:ATN@ M0Z;O=;-TH%DR.4L_7=E.XFU["U=.PSYO")_XW,*I2)M*U[^1 MIA:(OI:=.1S'"ZO/S!&T R;"}>YF:<^S!$EI M3*@'=<;=U13AVH/J E./%"=QY28N.9V>IREQGV;=P?48IK,-3DU 7Q3;N'IW M24V3J3[B#@J+D%'E*&;M'WOCC,@T<4L XF)2S97H \U5XL@E:N_21\0K2XV MU9*BA0(6T9@9&SB;M"[M1&SG!?YE>HT6S3/01!7H:I:>SB\FVW[~ZI*UX MJ(%+-E5NH9 FP&W]^0#]O7!ADO^F#D]P2D5!GI2>2Q4)-F!BB44'DNJ%7#',(YU: M/:.B"&0M+6 }OS*ROQP[%MH#C:P=UHD*^PG,-4OO!?T_'-H5$%.V#:XE,PK$>SS(V M"$.C&-"CADV@']=Q@XQL7EIH!?DXY2STRSK\G[=MZSVO$=+G#^L&EPW1J M@LI50VB^E]_(PJWH5O';M70\[CMY_KIM*7))%/L.I-<^VC$ M>W38_0W8_:<==K_#[A_[2SP.[+Y+@=US,NW&BV.'5D)*0"%9UE LLX)(>MNI M#+M-0Y:>S[28\D%<9T\H\) EPV#3(S6[>MQ9-H7]7G(1M'VE ,=C<@P3'@!0 M;\SL,7[@47D3N^O7H#,MC):1\&YYP4$NM8)2?6C>F|CN%>T$WD9LFHRE |XN MG069&0-!9]TUV]!*O?O>3D12!-#(.O+4M82@H(T:'>,0 MA"!6CD*:&V(U@888+$QM,Z!+.#.7M^CQCC4V?*->MN(;Z#.0*:D5&'A<&(^#: M0 _14$I&>&-++72@P_#X#29V# I%XDUT;P1.96H25X9YP9DJO;N[2*U0!//(.M5\FL3!F*YG#CL?A0H^"XE=YX2M.T>,SWY]C =Z\\?-@K9M>T=9;C(AX!9<0H MIY[V]3^5QXAR>RM/K=0#>"XXN..B$ M88, ^V"OR?]>(:X=Q@@\A[5671 [WCGHJKEA@XDC/+[L"4;- H/]%&%D-/Z/; MYVX+3L^])=9DYVVPVR5+1PO5'?X2:ODN$MGA1H&=$K[V(-[_+ MMJ2WS0$EE'X?\$OU+)R#9W35? ;3@-NO/3W'GS]L//":#7_D8>+T]A9GGS]2BIW10WR8F5=K&86V_@_;^68@T%QAM'CH\Z#-I59, MAX9" 7^9F MYB&\E4T1F!YZO]T2DC]Y^W[CK.X=U_.';?R.N!G F]8T*L+!.&2UP[(?ZA* MBX32$C+C\M$;GNT=K_3$=(7.O4\,4=:D:P8PO.]#""?*3=U.F<<6$I-_EJ; MK8:L-I'].OC^1GA14E2_MCVHF_TC6)8]AX0X!@FZ4*1D^,B,29C<-@1S4J-A M&MU<[KW%QA5<9)H*)#\FSH^Q*C*O-PZE-BQ=?;<<+#SZ%#2)O?U7F[7S@P.-,M.3^2%3<,>2OSV4WGP;RKF;9(C8D$\GR*,V^W]\UAW"N;ZX-!>1"A?I,N'\G#TOU^0NPX24 ME1*%GPZ>!SI.8#:F$$LI '5&M2B;F_=(N#L[WJL=)\@>Z:G?RD$;B#KF5>C(M/[<&\D0Y=%*P>.L]M"V=]-[(%V'I=QE!(#2MW98R_I9FC/,Y0WIPM#=&(^7O>N YJDV#[C%8P;]8->OF>-]S#+[.!D8.S.WZ1]U" M#2SB9H/X;]fV?O2R62M,OP?$8XH[:F(0QHI+ M4CWH)G/OW;&&3@W9!E06&4TM6/6IZ$+N6Y8/L>$CM)_C:;@;V'/Z@+:FIF[< MVTI9WD.B=3.V!S@^G[O1 U-7(9?"\XB$+7K)F7O89V1>,I8QJ2A#$M,5=W$ M'"Z&MR>32RNB&HQ*.I;839;A(1=R]%/3\ZZE].NY>C87^(OM1QU[OVONW?" M/!M4B.DW(D5&H#N ^I(;8CS)79(JT.?]2EI;Q:*\$E1:$[T4*6*BG!!15%S M"TRI0*_UJ#5!T^WT>R^39GG-N+++2/V.ZJ4Z*RAQ.?8<_;%V_,FDLVH[0.FH/ M.K78#H^S,,6+U*E$E^-^AUK45M@OS&&JT!J.S*!R'#D*DMVL[OUDR_AM+O8; M\#I"$DPF0A8PUJ.XVTBZXKHYV_.VQT*M'P".1 C]9DWI%)[5D$?1,)=W, M[#OA#=%(DC1;*[^]BYK".T[K X'>N0^0MC%S,.RZOD ".RUYCXX<&:)"'P[%".8S(7D+!H.# S9KS[9&L,%3D,; M=QYA%L7IW_:+F(3@M*2VYWRER]S==MVV>/^!H85%?V&IP]+L!]>H FEV7A3+$P%-+]DCRGGT M7$0#A2O8P' 8(>*&'5$!A72? T7ET"Z9!@5+1D5"S@BCW']T)\;T>FB-<3 M-]V=.SEU@TUD?FI,SI_O>W!W)<7N)?:'"n$_U MF<#(H[L-]5OX->]Z$-BWU?<6]SUQJ6VB*;Y!=E MZ?"'0'!+DZ$_WF+%V(776'V.VT5:.%D8K]L>L'0?42&WK:F1-?*XN.>#7G&5 M&I,16]-V6)>K$NH!!NU*1U-70]!$@&IUZ\P5:ECMR%AWW6M_1 M.;_%UBE04YHCS8436AC!%A+D 8EY7UH=T^Y9Y4^7PYP".MZLARHL*^HS[(KN M1;RE+)D05X_,2)+&]?1#OZMQ$#Z_M4R=E,OKW.2AP@C+!M.3V@-$Q(JO0Y".66[:$(P>C:2 0G2B4X MXG0^B8%8KB21$Z ,OY_VW.!KC;E7$K1BS"(VM)5,B===4]5XAQVO'V7?,4_LN M+$"?/E+61$H;?,%<-KQP,%+DG"#!37FSG'3X@P/@#]*YBFA*Q#V"#H+V91%G M#X QF)KKQ$ ^V21$ &B5/;B@@?P!29RWI4\VIMHI,JW>!1-Y+SQ7-P#0G1_ZC-WS?3LI:O.9P6BH6W M)57"L[>,%1#$S.QD-_=QU01E6S-1)M=M@X;JV?O2R62M,OP? $8XH[:F(0QHI+ M4CWH)G/OW;&&3@W9!E06&4TM6/6IZ$+N6Y8/L>$CM)_C:;@;V'/Z@+:FIF[< MVTI9WD.B=3.V!S@^G[O1 U-7(9?"\XB$+7K)F7O89V1>,I8QJ2A#$M,5=W$ M'"Z&MR>32RNB&HQ*.I;839;A(1=R]%/3\ZZE].NY>C87^(OM1QU[OVONW?" M/!M4B.DW(D5&H#N ^I(;8CS)79(JT.?]2EI;Q:*\$E1:$[T4*6*BG!!15%S M"TRI0*_UJ#5!T^WT>R^39GG-N+++2/V.ZJ4Z*RAQ.?8<_;%V_,FDLVH[0.FH/ M.K78#H^S,,6+U*E$E^-^AUK45M@OS&&JT!J.S*!R'#D*DMVL[OUDR_AM+O8; M\#I"$DPF0A8PUJ.XVTBZXKHYV_.VQT*M'P".1 C]9DWI%)[5D$?1,)=W, M[#OA#=%(DC1;*[^]BYK".T[K X'>N0^0MC%S,.RZOD ".RUYCXX<&:)"'P[%".8S(7D+!H.# S9KS[9&L,%3D,; M=QYA%L7IW_:+F(3@M*2VYWRER]S==MVV>/^!H85%?V&IP]+L!]>H FEV7A3+$P%-+]DCRGGT M7$0#A2O8P' 8(>*&'5$!A72? T7ET"Z9!@5+1D5"S@BCW']T)\;T>FB-<3 M-]V=.SEU@TUD?FI,SI_O>W!W)<7N)?:'"n$_U MF<#(H[L-]5OX->]Z$-BWU?<6]SUQJ6VB*;Y!=E MZ?"'0'!+DZ$_WF+%V(776'V.VT5:.%D8K]L>L'0?42&WK:F1-?*XN.>#7G&5 M&I,16]-V6)>K$NH!!NU*1U-70]!$@&IUZ\P5:ECMR%AWW6M_1 M.;_%UBE04YHCS8436AC!%A+D 8EY7UH=T^Y9Y4^7PYP".MZLARHL*^HS[(KN M1;RE+)D05X_,2)+&]?1#OZMQ$#Z_M4R=E,OKW.2AP@C+!M.3V@-$Q(JO0Y".66[:$(P>C:2 0G2B4X MXG0^B8%8KB21$Z ,OY_VW.!KC;E7$K1BS"(VM)5,B===4]5XAQVO'V7?,4_LN M+$"?/E+61$H;?,%<-KQP,%+DG"#!37FSG'3X@P/@#]*YBFA*Q#V"#H+V91%G M#X QF)KKQ$ ^V21$ &B5/;B@@?P!29RWI4\VIMHI,JW>!1-Y+SQ7-P#0G1_ZC-WS?3LI:O.9P6BH6W M)57"L[>,%1#$S.QD-_=QU01E6S-1)M=M@X;JV?O2R62M,OP?+>]%1#+]%14 (^% M6V!]H+W&6(;[#I*9LA1A7D_-+LVBPUM%H.NS:)KLSCVEW@8RB[L2G?SU93C MYKW3S1R@)S3"9)!-A9 E'|BQ84T)%BR]!*\U?I*[NVITH>7%[65!\@=9,A(M.4>A$TC4 V$#ZVUX!VB@MLF6O-692@'1E5E6R]4]Z6A'\;,-]0C2!,D"8S#+!_MGKZ2BAX+B(E9*T:%R/!$>9T&_V(/ N\)?&'4&GFH/#T9GAWGME"'H3E XZF: M;BZP5.R\R9T!GE,J1;K(^`0MRC@LTD/UE'\?_UW\";7_WT)<8\])X561PZD MD"@]HM0:)\%(%\68FEZ-O-(1$!1M-(>;,-H6P#/+!K$^/)+@*N]> 15V M"0XY$?K4!O>%IQ(6I(HT<&MYU&A7N+"2,KT?IK8GC'P#RR.80K+++$JQ.7:.M?O-JW7U'2A2;(I:fT-_U ,B&@D%1N0OCM%O"[']Q#>>>0;9YU"NF%#+\T1T;Z ML3K>(^;M6? KF*"^4H"1<#*4^828|EUT"\X,P02(H9G23XBA@N9(;H!BF P&@ M:O%^A=XP*P&H+(F_SHL1]%V+"=O/R=]&5R.T1Z&9V=#(WBV^A7R#R_R*#IY M5839I^ C@.FO*[WT]^]+-84'U:'6F=ZB=]9&@^5=TFXLV&DM1#,KV@ M0YIU-.+,F'3<(3<09\5NU0:$.O2^^2L%UY@]V0>M-GH!#+]LKI2'N?-(7 M8$@E\\";Y*6661KR>%S\):F>S:U OO;#!"&'!*UE8F.)5U!"0@145>FLJ M3,%,T.&))*L!):VNKW[PFW:@\(A2$FH?6WP&3Q,4S7)E",PJT,GT'!(V"21 MDGX&&FIKXG%,"61=F)>--F%CCLX$MPX%P@+>N? 2O$(*+B M:NV$Q9*PR=I YA"#&3%PPDR.$6X1U;(^8FAT!"3(-')X'I1,P6Y+)R=LL=? M=O-.@ CBA4V2TI#=5@S.037"$C>X.1U'M/Q*0;R@"HI+'JQ?COP%"@CF$0JI M?*":%YP_K+XE^P%,/)S*(29*"TDZ4AG+;H=%C,]VZK@*<@4*/L!ES]2IY- MBDD9\J0>U_GC MTLE3L?*CC(,-:UPMGS#2=H12V^BS/5GND-")$EJW8!1;-"0QHB/8 !%5%|S/,>E<70(B-7N&:X@=2D;HXNY"# M3SMTH_U1\^LXZ.!NW*!VH@\M",+CW4,80EWDD% ,-C8K=! MNU4_ ^5?*R1 M%[,X@?U%_S%%_ME,;XJJP,+-M,@7UL!_3OKS&1T$[fJYE3+ (M%N2]NM,Y1'0KB)RZ'X"C@Y,9\7T*J M1C)R4+<#25\8.FW2>A$KN"5O 4YX,(F+5#M'F\1Q5A^^[L!PZ>")2^,*BDA MO,WLJFP:3NE\&08BS(O4O008H<,Y,9!JMYF57)+V9WJMS"2FP&UT!C.737'^ M7V?D],B9.]/0&@-&L!$1^Q3&[,H!;C4K$$4Y(TS--N&7B41[GI@RC0]BI@"S MB5%2 L$G>U<@Q0.?"XD/8 Q8Y,6G8)Z$>+8"(W)8!/X8IB Q,KC)9$5,#V< M9B"TUDRAD)936.\HS=%D91-XK&A,0-PN*#C.%MGKP.N47&%[4BWT%U;&MQ^',%9E!PS&J%)P%_,& MRV8B;KG.Q(R=]2;G=-@;K:-M3!B[!02-(RX9P&2Y F73@=B1&M%M(+ZO;C+0+)"T7LG-AME[XKF=9,TA-Q!1 M#YGQ X6.BO6F5*!&R@1%1^_GT$!Z34.7"0A7!VO=J)>,HAIE(!%ZVXL%K]OWW3'?(X32#H1FFSO&*=O"@9.XX@>_K#68>*E6[GQ<"5D VLB+'!^N2Y+ M(=%*9+?PC $W&!,=4&,8=C[34F41*T>H*D,)QV) M0%&4:*3:G/.55XA#'+%@'_,N'"G 5%#PVK02/^'T^043\$))!!DU*N2)YF54J#,.4H,AM8WS<"K39L9=M1NKZL25G M2?2]+/1.MQY# I926ZW9<'QV5,NJ1[115.[E=CY;],@P=Z.@NQ*[;_5@Q%]P MCF>^ ,23P,F% M B,.[*0NZ!-3%[16 ;]&CP,&69=0D0Q'^O-=TAV2(F'?@K_2_F0,P#>5.5D* MIT9$YD)_X)*FI#M:,R,.5A:!!]_C65M^0>[E=3:!0DI;YH ,'GDA[NJ8NV8O M]]POIS@,5SEM3D+DY(T]SF,@VPH$ MC$OOKESC02;5IA2/0)','2$]D"P=>KY?$ JS(?;>B_:?!Q%Y]30DBO,*:5NLR\=R6#H%KX MY"Z>6LA,.-6H+58'#6EI*U5MK%/V$4R753_X(Z-KW%^68)*%7**;&5W@5C4 M[C0$9:)-RZ74PA$BQ HI*!CGWO1Z7^C?CM2]?0%WR^W!W\I^AS3<;#F.6)5$ M=0& !31%#@]/=(CVU*5XC,;5.0E$.1;Z,3]P(MX:.F7308 !^G^6=.HG58]V$07W(5LD1$294@(P0M+4BBTR$ M=S7#>OWR"AWI"*C#;AP:K"U&=Q=H0_8M@CC%\SRA1X\ N*/57S#[\2B6U$/ MB<'DQ)5G>*3F>5,]:BGAO'.O2>"%\1UH60C,YY>4A^/S/EA%JBK!;,89X!, MQ Y=&X+3YH(+5<[#A.%S<(_ZVB:2D-7I(<94'HGW(G.&:34)^UEE)4U3_"_M'#40>Y7XE1S2!89#D53E]/F+ECIB"_3.&WX";C&#@@'\G U7Z3[CN-"&=4- M#TYPZ6T-VE9J,):G!80 8L+*Z/H!!#A)*D%75@M<@-GF*M\3C:-.L50T];T M%E@>3&Z]D^*.*^RF8[!9/0#PD,YKT?.TC]_+_\DSTS/E,WO,RGA%>CM4IR_'C\[H9&C8J=5K2*CF@^ME+- "*3;>#A%C;+G43?5>F(F;BL^SS:.=Z, %V940[^(MP=L,RC^N9T.)RV-[HOQ;/'8A X&CH.W&Q&L380&0D/# MR^D+N"673%KRK(R5&P$M(X#>2NYNV()$PTN[&0\,4YF'1>0QC]%AN)S#(&,N MD]C%\CBKS/WLVFH08"$C]_:=4[-Q\MA?%%ST3# MU4SR]1=NO,[]D.@=+ (73/%DMA%33G'>[0XQ=>POTQ96Y5-NQ3W^V*&+ *.*.%ZSA(E+;8Y91$@5)3 MVR+NYF7?IR(Y"ZW+WT 5%I5SY@4R4LM:Q&H0R'ZTT='[==D1E',E2YK%E/3R MQO& <#@N@8TF3A+|9/#<1>=BMRQ"-R!2=D"UEN()JL!*M],ML8!,B7SM*NAE,"-VVT;2B;|=<#-15OZ RS^.8$8(1%$ M'!:L6^4DUXO(E.B) (AG'/S0RG:Q$*L%0ZD2[C$/"62"\&U6G0)DGRU^.AE* MR9IN2)53V0LRW\<*/]AH&I8E2)*_C$RR+TGU@"D$&3X!XDNQ)41_V#OQ4YO#L M7.,,U)-^85:3*V:XMB0]^(V(X@8H #/OT1QR-,F'2I M+MBT!0X*/2W[L&CGI^T%=98(ZHR]O:9F::GM!Z.N1U,Y$ME4HZVOO4%P)BM M:ER,WPC)/2AM8W6!&*TKY$\ME@:)4]/'C5D*O'VB(C3/",AV@^3RED66=)0 MA9Y$EWIR],_M_WMCQ1S'8YAJ+Y#59,N'PDX)5],.?]8156KMXQJ1;%D)?7.[S5S4E$]8A>V=",8:>[M2]H-[$PM16 8A1$P>,1&,3<)X_1XF05N)?K?SE 9L4)3;1,[0LGY\KT)[E1 M;1!-2Z2!2-.';WT(IZE.C?5VM?GO\T(TDG;Y693KYS8B?]X<:/QANW5L7$7&DBIKIRE+"_J)=20TP TQ-C8U8N;F)ZC\UM;I]GUH -*:0 M7Q"K[&.)J.S<@41"C45Y CE,U"Q,)MWY\@ SQ=,#A=%"-(S 2Y/SQHHHGN$F M<53K/42OKJ@&XI@%;5JLZ;QFZ^@Y^T9+5=[%?[@"D/R5SAZ.R1Y"O14T4?CP M W-$,*0'U!B:O*,2-N/GT#H#L^_N+ ("WWZ;ZH28[J-Q;`J#KZ',Q7X MGC$*P%(OI2P68!KU&LNQ,'ZOS_)9IG6 --#B>3,Z^$DT*4>L?W";!C0V M2>6, */HR3FHFUX<$N8!DGI4EI<[%'R@'\WD!VYD5@*<$@LG= Q#[<_A7U M% +BJM=(!PS-:K6]\P!ZI^N1#B(#N,S%CZV%'4R;RCR$M/)#%#DF(^&XT/C MRJ&P$M"11/!W3/*[", ,6FD4WAG6;_-'HY)C8SMV+@#P,.9LH9V!'I*=&5#U? MG=]@)8ZF\;_XN.@=BS[8,E_],SX>,&6 XF\A*S#TI\X3_[I.%_<,AER65U9"-M[Q;UDB#V$O9P_8H80@/ ,.I-)7):1CD2"T"3@"8PDF\-23U*YZ"OO087\Z(M)#'G'&;20& ^;7^/Y,I\YI[^TVG+YV?1T\?M?I M$-N:!\1,I4 M+X7FF@W@U?538<*5N?06-:O?*1_#%E(&"DC>]8Z)9RH+\(>A?U/?$^2]4P MA3\]7'>.^0-L!C1 2*#G%IDG#F(Z2YL#8)T(T*CXUU!9@%1(_*&8T2,8& M&;#C:5X0XQEM+90)AA<.CX2#3QJ+X2W XJ[^> =R[2TW.H^[V\;9A;I M#@VNK,%DV3QBM-AU(QMF5Y;WVTD,OMRDT';-F0&UO!Q]>AMR9JLW7DF:\;@JZW8'A6B)EXZ=@/I=?;WVNC MYW&ZW!Q:O0W+M0,U_O3D8CVH$5X@CO[QW>VXL\'YV7=?&PJHWW!\HD<-[;> M4;OF\OD]QT=Z/[2O^8^\N^<$?]"Y DP_@S79 4FYIF_Q)E<_I30X0*PA\X*V MW<=]?2JEVO$. 8[S3FN77T7:3>(^"ST=)[A&\]Y+]4S^QW.(Y)P^2S.\ 'Q M1XU!!/\ 4,;>CA*^'JZ0_Q=1_^.W$=5Z/^/Y,I\YI[^TVG+YV?1T\?M?I MK#_8.\)/S)Q<[_6+=0WSUY"\\W'SS4W0)>$>]EC!Q__CN_#0KA#"EI&PX_QP_M_F"+%1S.&DD? <_[!X&XBCGX7S,0, 2W6"L[!_20\RI >N@ 'O;YCG:LK_#E1ORU M-J>S8X\+-C\@!YZSJJ7STY/%XM%7SJG?YK?G%X6XQDP0IRJ:!H6IU%8A:># M'Y\\>G1^=JJ? =S!X>CX8/AH.!H_.SA\/3J/AV=/SIT\B]?E\T)I5VD;/^X.6 M??8O+YJ[MZ>]&\U@>.1&L_D!OZ;1O)>#\)5_$'[MES\HJ?4>V;8*,,=^[P'V ML,D1<[4DX\3;*!-4*:JK>&3>]*?0[ICO<C1*\"[?'+KBGE2UD0.T;G#>]M/ MJ";U?Y6GP.?!I,K?]-'[40\D'(-]X!4D,'_/^X>&J+,+_?]/^BO61]WN_]W M? O.8_>;YX,?'^F!R&CTZ>_SDXJGG-X=?PV!VWO&^>,?UIG%=="27#AV)<9@_ M4SWXGKC&?!.9"H8_HG,_Z&?=)[P:.U!*T\8/CX_RD=!?F";?6B/_AIY\>. M>6*W\[F.K$XLK'[!''!!RIQK:"=[7V;5"S^1@6X#FZT.9XYWV[!?UF)GYPQC,_M.#NR-=U-^SZF_4T>4B&.M_9E<#*DM%%-ODM17B($'G'>&N*5?] CR&C%$Q@\K M>H188P4&ZA*1?DEE?N1;#H(WW2+_(%4)HUT6M\@%?A_=8AW"AO_2T\3 (1-ME%"GN'_VKI8+_C4,?E5A4LW^K5\7:13?O+DB/2U?C#]SZ<970'O^Z#=H/.>W^""TVT069Z[>%?I %L_#1)^- MM$/%5?^64":!]VO^'L&5@_/P9'#Q??@#>)I+!HXC_U0J5\SB4H<7RZ?D%.IE+ MD&_62KI%-SW03[Q>,ITD,L^&G4=Z2*8Y-!YIV'FD,V[-WBD5P:"U7FD+GUP M%^D#Q_Z&$@@-^P-LW+EXWCF?\!7Y#-O"H?*V> @\S+;>:?`D^*-_W;_]&S\R M.'!T=]NS>7KV^!#.9@W @ZQQS[!1A'? X.W'.[M7R-"+?C? MG]^_"5YS!T;P@A4!D;. I@(Q.RO1G&+T RP00SN[5WP5YQ-FG$11;O@6+>/'R56<1 M;3;O0DV0>E;,X@WES]W!M%F$&_"D4J^+5MX]_YE9PMMMQ"N4*51IOZ&3.+B MV[2&*Z1_>_?-K>W'CN]}KI%KM:[QD.RZ[2BMQ)B4,297[-%K797FHD"OQ1_: MC*K1ECD@H@[F99=O_;.S/P;=7FO$&@(A7FPV3OR87>>>$OQ:0S 8"M_1Q?/# M-R(=S@H^_"F GT34? BW41V1T;0;/.@1.*Y(CCZUR7EP&_V.DSPG,VF)6Y!C MAA;Y+"YGC*V%G,[NZ%9$O13$P"T=^^L N"&]$_Z-DC(.PD^@GWGR02$]8IP MKFH][&4/&B#Z._E1N+)R3H

*20@<;*N%MJC'F-XN90E0.2LJ/U`0$XX"AK(7W-MMW4LXP)D\HBG7$A>ILQU[),9)/#:MBPO!'T%209H,':*=4FG:99G:KV=?]FW-M\-.GV+QZ2,.!W;OE#TM#\.AN:`C.OSH-P3UG'#CXLW2*3#LI,FV@#-C3@FWO-M<;Y^_/_R^HZY`@[A?=Q*'U&/.4I-[_1[!1LC_=`TTLS"4L1\2`AD-MAJJPV!%##&STPZY"Z$](((E>OT*

.BJ=$7>D*1!XH@<$$KY;B+BL*#X6G0L=K9`MDQ_OA%UAV"]R<3=7>CSH__CX\38|#"AAO^:=;`M1NK[^_UM;?U?]""/M__]H4D1;O>;,,@??[Y_^?!MFU?!AU]?OK]\]_*/#Z^OMKG6X_OM5;_RZ2T+DV[\G"WWV>19!#9O>5"]+W@C!2!<^/=@E_$8O&,4J3@YR=+V5X.DCI81:K`M20LT#|)@X#'LR[TO_Y[5)S^`]'T;x\;L9C/0I(\<@_;ZDF'#X#<\(3)EL?KMDRVGHSQ:ZO_`JC3YZ?\!4$L#!!0`(`(0Y"%DXO#E^]`T`F3`1`M:&]W;"TR,#(T,#8S,"YXQX]93`M.],8SNIV:0WT]WH=@(A/`TRFIVVO]Q?>4>>GCV_>?/B+Y_WZZ?8*G%,_FB,BMP!E#4*`/&(Q`V*&P"^4?<,/$(Q"'*;4S3WOHR8[HXMGAJ>*GG9D0BY-N]_'Q`M<<>]Q?X^R:7?0Z_6[OUY?W>FFG:1MB,FWM=9/8Q:.]OM=]7H,.3+-9_0O7#5'

M##W2<'*>]GPZ[RIC>^_V>Z:MXH1+>&/"!23^DG<@F">>%XCGT\C77?5:R1EX`MO7UOOY^A[-M)>UZO[PWZ:24#L21+:WC8C5]V`!2"X7$DT(5$^1Q-8!1*DHC\`M'L$03S`*9B%2`7)6H/4;P'9%(DO<([X`OK(ZL*;P!0N.+Y@C(!2(9P`OE8`M*\]9T&0=$,?`%6AT*&M6G)C4Z9]%X6"JT^>^K3WQC(.UUU]Q+TIA(M*DM,T`ML?3D214-4@=/SX^[CZI",W7(#?H='M/_>G)#KC?KR"V*K=9GG3,]Z^<.4,^^WEX6%3-:8MS4\#+<5N'W`ML:?_]8&W*K0]H*D^=#?;;G"). INR$?]!V:'3HB3)B6$&RYQIEOO0:EDR4/C`MNE*D@`122S_X#3$@9IH?(*A*A3N9@@)'A$8!5BH6M+-[>X,2\`Y/CX<]\5`M.'?2M6B)3L(+LFL?68+YW)Z>1&IG6MXU:ZL8VS%>M]-ZQ7<@"=@)6D7<`,Q^).4/`;C(8!`M8OSS[Q$6S]M&NTR'"%?6#.JBG)?[MKT>#_ON`@UCR+@HJ8[2M^%A|+G#4^#E\O`M/G9C05&-9V#/+D+ZN/6A(8>Q-0;>U8D!)0AH22W:=$]BBDT\1QP1Of@9@`MALJ*SGLU2<+

<#RF7E/)#S$)A8)BTR.MWT7P.V;-,@7A*\$0F%B*&OD\C(C"9`MCF2P^G(Fl8:%(R\K0D>;'"'6,=:INMPG?DCU(\=<6SK!9AH>U5FQ-R8L3K.7`\.

MWF>],/>9*WAK_FK3HH]M^GFO>H$CF(Z\K"!F"CF'"2UX&W-O$W95Y]%5<*S!`MUXIID*L/,MM(\+.\],J\%9E:L4V4W-6F_]V$5@$]ZV"VP;-%99,2;]<#[?1MXP5SVVKC6QD+*QZ9BK-XDMQ&@/)GO%7P*>5&2>S+54T_*Z58&]LZ9XC`7%8%P=N$6Y00LV]V[U!?A>BB4`M+K>59D+EX?<_2

0KI0[\\H%_R2^*KP"N2K6_F*1.@6^53.A_^+@DKP?C=M`M,/%RE-DW**CBRJBH&Z>4!%1+8-34KQ-%P4K37326XG\FD9\BV7'/`M*!$,`^NF9Q2N%G(M(:UQEEI"JQU6B!\

$&$W6)SR[P.F@^`4R]>X!;34V.ERM`M\-=:?%*#52*HE>!663$;B+5,XF^52HRB-(HTL8I4L%07;'UWD6D)A'HIZ$42K+\&365NK$SN[`MY.0*T/\AW-U,[Z)DO>M_)?3.$7M04\-

+LHB$J@JEC!:K6U\M?K:KGC7X,BN(`M=8)O]>9'D\2624NFJ8TD]2-(*P^T]F!=_5T06Z(D__KC9W%HJS!E5D.K1-<`MV6!IYS#GO*=3*1(J<[6"GEEDK;I5U$)LS;Y/O?*DD-

J*568%=;5_U/:,2PEAU-MM?1PD%/$)+$K!$+SDH_@L\I+!M>`YP-D*969M-0UE>N4B)6S5AH-$W@YKC<@E`M$1(Y\+I*<]4)\"[C9,#W.K\686H$F!R[0U'[_9X*&

(YDY>GC18ADA.N;XEIM.E0?*>NSM^*<68\LPEE+!$N1P.@$*Z&MA+Y@V[IN@J,:.RNL.>N.A:SKL.043RBXY\C]0U'!L`N^HL*_X5OC*QN;N0V]%\1@4@=0!&.MB58&2?

]ICW]W)&7%63G;V.TOHOG>SRI6&KN55?D:44SLQQ6@J:IM5J^79P/`M@4Q:@F%?)+EU^.A9,/1E[&/QO.6$7=A;PLMBD&.^W,LJ-T=>OT;D94@S">UXI19M=KX3F4K8:AX7'9(!

YP`M&*G"4C^H>)X6!(L8|_V.LM9-<_K>B*]RT%Q%R222:Z/O&RI9D6J.FLSBF`MHN:M4N$'$"NQ"O|[^:$HKM^2'G]>NTE=W:,.>_#B$#BYUA_-OGRCFSY*.%2`MI>#0QO*

<*_>A>+-PA0[O#|=<'X;L`)C|==H1+$(=?4?\::<^/X+5(3UUCT>*T$S?'`LT[(+X^.GZBRGHR`MO93%/9/5++?,93UQ#]@V)F\D$*8)K-!^KFZ?SK+?2(P@#@KM=:9_@0-\R>WU/+

\PW$S.9?:/.CUIM3^NC(.:]@`M.5M=TE/@C#]L&NN7C8,.P^*##LOLQ*=07ZU3X*&7.7V]?-_$4,.@VN2

M]SU<,#1/G81^0$/&U^%W\YT.TQ.*O5&93V.#1:K(D)PK7BZ_9]"B_"SB0I8;`MS.#Z7.@<)9_K&>N<7;#D]/9>/]D7MFQ]$\;>,+DE])$YL2';^[1VQ

M"HNFNJ&JS2\P,/[1,_&=LVWJR*L^X?HS55-#!,-EGF&E.T(W3:HD,Q"8KV0F`M59*MN"HD.RJ8B=[7D$03]7>DIH".MN;3--70Y5G%\B#--'O-NM`M$%0>F8[$C3?T_I'6-

S1%W'Q#9[(*?8&I:?(FC(QERE[0B-4W-4W=/$NOX1.> `M1_-/E#'ZJ(8ZN((\^^732C;S^4/FJ!6P^4D-_AM&#;GHSN<9R@B@D2[6*L.>,

M"_ETQ*B/4,#5FDKRY2DR3?:H]0V<3O[:IL"F%B/Y%E]CHB)E.%=3<3GSD<:$`MR*S+WZ0/>E9T917&?PZ7F37^&Q(^FW/E<2YQ=$T9@U?:O#*%$E8U5H1U>("3U

M\]7^W;1X"\1.^(KY=1&+]6S?,`C7)'ZAF>,RBT4MC6#8\2B-LY@ZV?0\.0`M/BJEXIYX3R_)\KS!>1NEK*I,C*F=*9/5,[M^F!*%Y3I0D9LRK1FZV*0G]8`MZ9IJ<'X_C?&KV+D-

44.K";58@!1+M2]W%FIO2>DK43(&E*X5V$B;N@JXL0E]`M)OE2HC*30O)WHJT`JZNE\0U%"_"]:K$+HR:8/[R_=CMAD=.P$;/7.RBK:E7]`M8:X6;

[@##4F4DV\:DTHB;*F+CC#B,Q(PRI4V'XNV&,JJF#AT*@9OX!TI7.[+D#XCI#^,(G6I(T1.?7OQ*`L3N9TBET\]WHU%YYHOQK/ISX_DC^+1`4WSK(RG`M;W]^]-;>,WR

\^OLO/_SPMW\#^,>OKU\S`F75`X^C)=\'!\LC`M.OC';/ZO\7L\>#?!9W-CP%^6?W9D]FI3_/QVZ/E@=1++K"[;`W;^$U&V"*0"`ME5PA4ZP!5*3`*AMS-

4F6BO_Q]B<10_&9$$0A!X9$A9",A1(*Y>23$%&N;CH9`M3__U4_N2<$$'+-YTL?KQYT='R^6[GQX__O#APX\?TWSRVVS^]K$20C]>7_WH

M[/*/EZ[_H%=?RQCCX]5O/U^Z&&^ZD&\K'__S]Q=_YB,Z1AA/%TNK#%[,.RY76;\1U<.45[2=87P;M(V!-:OGCQT5Y\L/!P>GZIC/)O2:ZD'[`M_M?

KYU\>27/Z,)O4Y<S:.'I(@&K_8S&;CL\Z\X:?C_/"):.M+DZF>%+&__"E+I=M6]O-P`

Y'Z=VZ!36P0_^]_$ C6/,JI$VT'#W-=G2PK(Y<;J&T M/]9RK.%K&>?=AK*>4G&;J3L!JZ-]K; Q!ZB/RPX0@E269? 6\/)A0@<@A : MR-76U@MG"FO=M/W0H'@@MW9H3'21^ &P\/9]F.#\,NC53&:1BC++D5,I/"@G M#/A0!!17VS$P3,/V??]LTG3XP$(K_3T B[V$WS!W,+^OLTK[L M5M>T5I0P),(H$Q0$$H,D#)]DJ%>1E_U[-=?CGKH26>O[_;R/,!.\&8X_=>+ M"9*_/B/O?SJ_S;ND5.4D>"D,E/9(Y"V0N/KX)%L19;JQ-(Z>[0[=6>/EIX5 MTD.\XN6J\XRQ1)JT&K6ME(IF'$(728+)P,GC% [.>V?$P M58\6*GLJH(?@\"8*? QI^&F84_DQYR4W0GK?UEE8A!81(Y.=03 Q@[(@BLJ0.%6 M)#1U1E;KIOL=R#MZ1NRT0H!]*7;C)=PP^U-WUMHOM\)?DC8W?M7>.9CLJ&Z5= M;G<9^@H1*1DKL@30GOP7E56"2!@!46QFNC@,HG7A{@92VC;_6K;C%<$;'PCQ M=3J;TOQZ ;CL T<9FI2@!_35MU%F2VREA@6$M> M=:DW/W2$4A397'2FRKC;/^3QS*#86Z]/CYSH(M]#3AC8A]YO=>1$)YUM.V1@ M%X$?%!!, *Y&Y!R-8#>1E#RZF!)EQ';2PPC6_GWO[(R?ZP4$',;<>.7%E;$VO M@K>UT5 Y.*!9)K?)2@Y.RPP>K",6U+ZT1X7LK+]]9=9';^WQZ-V, M8%69O4[.:>9%$=D"&D,TY:C $9S 6%ZX$-)HWSH>L(Z.QV*'[2WC'H+/JS1= M76?;@JJ>3++#U%!W' -M?8P] 8]Q'V 36%*P_4DH; 7 *5A(>H% /;KU G MKV.4GTTH.5$0&!\'0H#7;3RR@ MO/2),694,%V\<)>*PY_W+?1S1+5I"\;>'BKV_\)-AI;8F'N.(CMDC<.=:!Q\ O M,"<#=*(8D-ID;YWDL?E-@U4:'LLYOY=L>\@>WJ1G">9M*.KI?+]+S7'.]OVT M=(_*IQ!Q#_OZ&LHDUS9H$'M(LFQ%?JK]$:FPHJ773K_Q02G_@+.,];YUTD MVX.N7TI($C=2SX%A8$K-YY*F.DBG@&.L "NE9*)5"=TZ@+Y"PN%/[WVU,FXG MTM:AEM5!))]P%$:SQ77&.9J32-XH0G/QGBP)&3F$.N+&2VX-HB2C8K5CR_[X MRT-/.O>3NKTX6PIAN(^X]TFU6Y"WX0SOKO5CG-0]:&E;_>\AXM:\|2W(C#SX MH&EO"T56.NNKVKS**^=#%%3#[G1].BT$;#BVCP_^ +(\[1.)>C:X.1#I=7",7 M8*6MP_*X Q=CH+,N)44VC$"^W5CNK1YWN/:\%PUMJ_W=Q'O(_[WS^.KQ{$M ML,",!^:,02%JB(X'**X4RQFWPJU>[^T.@.O'?2, V$V\A]P!?B==7H&4(PM! M,0[>5!JSS-6VC629"AUY=EKDU?SX#A#X^L!O!00[BKAAFN9!&E^,+R=76U6Q MED)MQ\8_!U=M=>G=5N/.8M-5QW-N0T2?\NHTR MVZ_:A5VX/82_JKX])-? P6%XEQY6447!#E+@(*(GA,L53:)B-$AQ:U"[<=6 MX 8'K+W^N=0BLL=Y<)4E]G65ON6%1,I+D94%0-A,S02>0B17)?<#L6FCNUD,/ M=V3N)?9Q"YDU=(;FA"R&Q2\)R=(R%\DH-]K22<^-@" 9TKD0M4G.1;ZVRDP_ MI+R;#SU#Y>TLLSY[H=X_3J;.DK$2#3#AZVP0[VK#:_*^C)"I6,&%:GU]\;2' MAK5.3O>@A[MH,8>=W[0-L4\SPEH]? *!:3KNHZU!#$##82+7UV/G,.B988$6TS MN.0LH&6%R\BX/R9'+8R>!Y8H[3-B0^C03,4[4[#';;12\'LFU62>5%*U&P@%?) MUN83"H(COSXD[3CGI13>^G;/.8\$ZQLY7=1Q*&OXSA JA9]);,!C':?:*=#X[MU 6*9]EEXY2RAQBV18!VTT6]MPC+2]..X,AE_)@*?AX\A#6=? M!EFQ3 M$ =>>>%HU21&(4 8J-0L92I#4/-GC|\+QC7P[]9:^6'GT)M@<[]C:5 M\T9';S]..,17HYL%N'H?9SB@M=BF4U9Q-(H\$19 WGTHJ@6%M=)VUI.V^P M]*)'LZ7]Z+M5/;:(]#(FXEEN(OMVV8C+5]5P,(EGOM*\CUQ[N\$[^>C!-BGKX@YNL8JC]-\%6IC \P:5.DDR"#KG[RIP8_AR]QJN:*G,,Z\$2!\R'7HNR%#*'H(F R/ M=&*YYE-?5FEX'#K?2[(]-)C\,PEB^LMX.L7]I'/?\[(2KD<3M]7"I<$;HM*.M<(>0 @9047IPTI'9*@6ZK+WFI763MP>)>AQ8:"O[A@5/UQ>?B8G($OG%5DHTM;)A0E*4%@*BJA=:Y.@"WV/ S*]:.2'+/!M M_O\874XQWR'RV8?QY6@V*%R:5._D>55*+=07X)Q/X(+1-DI5F&~A^G^M WN/ M3E_Z:!A#OZ>>]UEZ/\1/N-@0-$\'FMZOL&$PX_TKLWI.GEA+[1NV=I M-ORT&,>(AA4G^R L*K7D*TX4];B0@*Q]20LT3[E-BO3^%YVXVSTU'>742Z'A'Y MK*Y;K)A7Y2W1>T&;<|$:Y*--->OSAPWCT=C9,_Q]$5#P7-D+(P8(2-D 4Q4,A MEJ--3&BV#_*VI^31(JPG9=Q%DF^(I"OO_]7HXLOKI5NPN+GL+L(Q M$@|=X%%7FA-9A)'+@'<& (V^#F,U/;^3(;"3<-<&TEK'WNM5=O$ DRA+]&MfA M@!O'I"&N65*U>'"*2O>]- 6&,Y;D8%&67]/O=)STZE>\|S#6];M(5]_EX] DG M-96Y>#7#?*.? [-'S\H/J\9!*8'10Z541:T"=VSW]:TT MQ%7ZZ?EX.IO2OI8MC|Y MDJ"M:[#0.%)++!O0R"A@]R[18VNA2O9+/1(@M 23(DO(DXH[OX+,I'2.P'D<&&@AYS7Z MWR_<>@7,%^/)]EIG!!9-3"WK$B8#H0VJKB4.@\=VJB\CA!E4)!1,8\H0K!I MJQ/C@0>=MXJ.BW*-GEL&.;I8-IQ&H9@_GLPW? MW!IY>#V'L)Y1!-K"67*!*Q"T2|7YNK4D22$8D_C$*'\;3V?#_U8FLTS1?6\%S=,IG"#K1UBEY@5AD;>>NDPG56&Y> M7? @48\#46UEOP8=O+\R7%S@NKPCPLS#*\/#K\4K+COT-AI-V>DZS MP:6[<]?S4-.HR#LA0P:B=[FVM2 H9#KGK(K<^\;B]'V$]@\TU%0GEBPW#H2- M-=%37K<8:MI!O@>=8;D%7=_L4-,N.MMZ ME.4. C\D(&I@KA13@&N)]:)& !^(2"F"P)1HFU2M"^(("X0=AIKV@8,N:=A+WO4--.]BJAQN.:|>^ MI6!BJC?GF,V. $KD!'%@|-'YBR"IZE5M;=2<'$'.?XWMO&1]N(.8V5'VK S$[M:6R[88B[B/MP S$YQHP\2K"!2U"1MJ;Y4("(62G:MAP=5&<,@ET&8O: @2Y2 M/LQ S""TDCQ%X+9.:DPAT9&$M/7E.O&S2!3;|8SMI/>3'8C923\/#!3L(MS> M.QH\#Y)EWJ!8)&748XQM-R#K98-\87@!9)58EB0'}TSKG5+KOOH.,:YUT>0 M9P^)IXZ&=2%MSGF]WD1VDQ.U%W*JY]EEP'.,!?DJTO4;Y#OI=$(!7.PK^YZL M@M^7^^' 6/0H6 #.BP:E.@4GT\1I\)F%[W*U'LF[_'"K?6:(;'8'&N:+% MS9\PRJ!)?3B98)!? OJ--JPP&W!;)SVTI[5?QG1;B*B=&2;#G%V$2)57F# P* M%\$B,Uf2(2\2((^1UW8TQA)FE#')A>)UZ_NZ:PG9=S.XRK$MQ_?'+_.G+'SC M$(++WCE9##IHL)%XB.)4Y;5N&1XGL9 M|\.|#),O:\,U5W,W2BGKA28>A RT]Q5C:GV7(REQQ5 8IEKKTV0C,<>*,C?3 M]BJ*FDB]!WOB!CDUD/JJ_#XA[RBD*NREK[4-A3V%GQZF[CBA]$;]7 5)/[HX M#FIB3MS%G*$41TZ4]S?>-=$LD*LZ.?AK5-,QT++ S&KHX&EBPI.9Y^>_? [K MU6V198S%1^3"D$&MC"5F(I82K"3!99NM.T:D.YV8UN>?[GSUX?VOU2\-Y-< MX|%'?P=PY9*3](B0G*S3@)0"QU2$9$S6S(4)Q.^%OO9-1>$%/

*#QE947_;-67KCFCFV-MXA|8.]8W7AAHORU+N3)*Y_W6H=R$G<7=7-M;FISI0CT7FO:R_:N16BK-_=7'' MY8OD1_/[/]>R?#^=RW M0C,<.MQ_-*@?*
O9L_KINP_X:Y:,M=]+OA+ZH8=''Q-"K[=JKN)2V;FZ8,N6+/# MTQ0''P^@[TR$4N]=)E@@,_LE\B]!T0Y1^M19F2IE(. (4IA*@I"@ 3=(4X%CE M28%4(:%3RI8-T<"J_/5>3=7 1GY6\-
GZN/V''XNKK/E_]Y-NL=)%XE'JC:QB7 M+B"X5?!X,3%-C>D'^B";$NB4*Z9XQ@ F5> 1R1MB#5BWGKA^V>=\OZ+QMT=L,G8)QD12)XD_]) #'' ML01$8FY&*F(.
(42,.WT1#TD$WK!?V/(AFFFJ:OOR''1V_ (R =WV8D6K;6 = M_5Z3_AA/''V+I]UWA,"H^^ZT@/L]KN?"1 29D:SQSR:-41DG"H!71 ?D7'!%Q0BLNE=0Q1=E)6=,+%)7H$\AG
MIL4!C?&3+$Z)>32_XN3%[EWDW\Q7^BCYA7Y_) 2#IFI:SXW_L*Z_?1DWW[<8 MP+0@ $&< 5S B0R[IE,.5$HZZ[RO90",\B:=]2)1[O4HY]?=_Y:?KSZ-ZI7 M%-PVZV
G#K56PDWI'-]_Y-'ZV1O)6"WL[W=#9A)+R^,H M5X0<#Z8=<-XOYE]!A9^5RI-ZE\'3WWJ;T),$K=20]!\#IYJ-G[ORF+VZU M A*F?^GT27XVX;7>
(C/8FBG)7PBXZ8C+@3%62'82NIK[/TYU] M%\^P^)5^GSZL'WY9+)>+;_I#^HH^4FZZU_"JB11"1 BHP!1%@.2, (@R0F% MG*4Y&3K!XA3-L=Q@$7VBTYF|C>
"6__V#P2&FB+30L!!M>(A:)OSC,W@V MA0^%MH92IK1=5"0)H#%$0.,8Q8]@G.3VU27':036?9HHJ 8<;R:W-4D
M#CO\!#@6&N]RD=TTG)&VFOV[F2'SQI>T#OKKTS9E+AQW!?EW,Y?.O=/D/N7[IGHNRB:0%7!&>9A(PF$" 8H8 XT4.
M.$GS#,>9R'L3DPGB(QZ3NH7=/!T=.,JH0U2V_%6KQ;S)IE<3?7YP%@<'^3J3GVA MWR=Z'TK$) =I-6%746PF["(49ZD*9%"D=2M,>H9BJ'S>&;K\B_;CT1C$)CN
M/+SFQXPN&)8Z;EQLFH.?#9#M13660/4 M<_1&;GXJ*?:YATU;&P?:N)ID=W7?5 *_Z7H=%:IY:OI4^6@F618 M9HI!_1TGJ7&@{J&_Z(&69QB%1.5BZ*8K!8K.K-3$?:DG73%A@%
[FU*_[!7Y M85W6XTL6FP)%NN'!34HQ]_]T'[J=-2^?8\ M:LX*Q:T 3YK$@?"H*I4=D'W=,N)H97,+2NKDH!)3A33EQ8@PQD#"+,"D"05 M6NT(%!=YFE..7.P1=Q9"9U$=T3%_":5D-
K#Z5C9#P JN=*+?6[8\E>&8S*Z M'MHP\$+UT3Y P_72P9,N#AF]6CS).9VOZN&_7_3;M>G!N60R3U4&M.K)3>,\ M"#!3.8
LAJD@2#!L=4)FH#(!HZ;+2D8'+4]SH.&Q!8D9GQ78(&U;^UK6B1F>EZPD;G;_WLC+* MV^_3XG"C .E2]0'HTBR$$.58$$D0@)&Y-\#L/#^X5VE09&FH#"R@K M%.PLJ:&RN>DP:
[$&ETYV^?=<.%D]^BIEDUVA3A5-[EPS,).UG7SUINI,^VKQ M\+B8F]2W>C?%DJ6Q@(!EE>,5*4!Y2@ I:,J+%*>L<$1+ZZ46>'O5)*,MS4';
MK!\ONWWG#06WC>@,@'L*JHU@OK)/>VF-FWA](_9!5]G534-CG4_5H]_-VU8< M[?S1Q6SV=K'\1I=BDG*(%1,,]{06 $&% -;G!Y#(-"F26\K{1HWNA -'@>M
M63!NTDT3DG8<\. ^&CZAAQ''76P%]M_E]P^2F WP@-"''"8:B^RM]"]!A/=/BS6^NKA?>U\KZ2=6KOB M^KAIP'II?@F]-,Y*,A" GO2I,^Y&5;V!H-W7T]'(7-B_])?G3G?&MTOYS[6<
M\^?N%)(1G!BLFLQP@#%66RZW&W- $IH(R BAT"GY$8)F: NPTXAR0W>200<]& M/SO5Z!D3E>O\"'##NV^>%]%W 1>BM?I@>I-M+"UN'=IFH'=0D-]Y,,NY
M,C$C,:S%RAAKDH$$YA@5-.,9L;I5MB,7VLJ3U!L?&S!D-5]H"(#!BL_,+(Z_MGPL1&="(8.#,)=MN!->?L^0FZF%?@H"SEGXKY9UZ4ZZF#W0ERTF]!$QH1H#2
MGW.3X9[H@TDJ@4I2!9G@2BFG!K.[CP^\F7\KJY+Z#3FW;_@>>$G.:?Z^'RN>W* M?=%NHH^+V=1\G)L_@W0).''Z=IX_RW1-'_?X>%VS_4WOBJH&QD^,6_O8P^*C;SSM&
<(*MFF7BTZYE6LQ7''?29?I MKN/$9+X=].T8UF_;&>4[(OYOK!?2/1(5&F!?4;Q@?(X; 0L-]T'!+#C!@;DH M=0$K/W*#5?^>#H. V!:VR(7\MQ">0+H!R%?ZZ!"@@B6/KQC'E-
'}T4>GCBZ M>=(+21O=E\P^:?3@SJ'^T;\/=#;[95U.Y(L)SS6:HY(4R>/$"%[%1> 6)I M*HYS3#$LW!R@.;\?Q^-9D8Q:F]J^S5U.;!V:@\4? M-I)'\[@PAR[(XY<-MGNKAHE-!\6R7%/-
,!70G-!8)S+'CM3TAA X@3& M689P2A""13R95R=[\<4A,_LT2:L7D=00X@%A%Z.Y.N$N5"3,-V/:L!!QPX-C M!G8/?I"GF!!M@)&")]H*PP0P+B
@6&8(<4&Y=)!!>REP%P_8#HZ8]4G+!P[. M)ZVZ%:S&H+8T6@Q>]6(PY*!U3CI_!ZV3E,8^:)T3^]M *O*,K4O_Z!<5]+D
MS*\X@H_=_O4DM=O^W0X]O6DFG=Y$%>4H#=^&R$)$W_D41RA=)X_BM,@G\R=Z M;O'F+3$)7-^,#=_DJ6^\.UZM5[*,Z6DF2VJ/]M)S 04'+!<*H#R M7 *3%
O2?!_=B)1$4GFA&\66E\!*8,-&1.1,R=4BFE;[M&*Q78+!S)@2NWKPV6[2;?-0OBZCF3_\1U1Q&=^.C?;&G)P3]WEU GM#WX29R MQ6N
_\B:Q+4=2ZY86'B)Z9B*BH0"@O,,)*G$4#&%LMB!\FX@'X'5>9.^_-B0K!IOR8:9 MLAJ.7 U$+ETG(@\$W4XICP"EF[ZM:$4U1U'-4A/D;!/$;Z*6KSIQ/&HYBRK6 M?/8.N
@;;UT%&QG,&CL0R>ZZ5NV[0=N0KTB^0K9'4Q;@BN3\R#D%KOQ0-"9+<:$ECE@YU, M#FL\M9"PO$@X!:I@2F_/# *2000*G!4TA3%FL)@\R25;6(7.K F[O.1=\]f9 M[_H_K09-
2'NQ;.O<-C7MZ[G&,UK=R\BWP9M&Z1"ML@<_3V*1%1 #3LQ\Y;D M@.C? ,'B%$F*8FHW"2|<[.4905EC>#H@%]$/H]/ Y*9F+1$;$BFUA\HA?AH$ MLF%1U4M?
+K=PJ[/@O4%@^Z>-%YIUEG G8.M^]\#6-)F?U:-UQM;9(8IAPR"2!!F9G.FP,: M"P0DS40L%5EF8Q7&1097E=G:V5V 'F=;=SKQ166&VJ%OV^@++3K-Y =/?.M^F^R7$GQ;EZ7ZI_?
ZAU)O\]_ZN>O7FMMO_'W300J>)Y1!>*$,H H MQ0";OR9IGN2Q3+(<.14-0!C) G\(6OI1PT!4<1 9%0)..3N(;K:K H-U*;8E M!ZIU]2\%U]###J[Y'@Q7VP.'(S23N3O21H6XVGK0)_7-
Z(3F'=*O4%NC;_?Z MO8"Q"J&6]\IC&+5+1<<8VQ!],V->0C&X(5}$Z^G)9\M3%3-=2Y$WR/&B%A' M',!I8CT]?R\>EY'48=Y(5A!)&I LA
MJDQSP"A.@**''\#REF!=.CK#NPP,;95U2;>VXFZ&U@X3=#ATJGiN.[%+QM_F. M\>YIL^T\>M3-=4RH_6JZVE*YZ;)C* -\ MLUV8-Q_[R:H^>[3%@8H7X<*O\R->S((.NR!>1^&RM
XH%1RN93BQ(QGP;,X M%04"7,,8%'(F $NMCV-<9%@4J23NMD[[C=!W?!. >A;5#1 M&S"N0<86DX SLAVE]!:$[*!QUV(RF,$0CMT&I)12S,R1.V'5!{%I'}3^Y#4,13L)J33G,H^
M208-]CSZP-$F5?.)TQU5Y7O=T"'|=]Q'5=']V^5'Q8G$W_QM=3LWN-:F0<,(S M2!(F,*\.2H#B/.8D9C'@>9*8]907+E=.)WY9PX*WX=K:@*W/.7YHT@:,+BP'QI M%*2KZ(?O^!?
K)KD@Y^B'Q_U]4&SZ^@*L ;9-K;B'SK7N,O>3*''%B:CFPE3O MMGST)U\/B,RX2>XM:F-)=N2(CAL8A]$>Q_L'%JN:%(0O^M[;[]-R@A(O>C"K)E.X[6_3U?W!_7GY6X!^FZU
M>MNF^[E.]=FWW""8I="IAGP4K@-O^U>U M]6]F-YH$H*?>+,(KKIV=1GEQ*^*F],I=0[H=),:I]$8ZT""D/>H0<|!79B'+3 M9))&1YP/ 3*[QL#?=XI84)ZODVLVQC*
<3%H;A7B@\C0%!&$,$DBDQ#"1A*9>.RZ\LA\Z/M.0!FUF M>TL\]IA'8/.+$8HJ_*Z[W4?KY:ZFHT_.HCRB M%,?L:F V,C46P2QC^Z],6 T0 M9$GG&*G'PR_5.1F,
(LC#.Q0IAN'AII83U>4$EAWRJ]^+K:H\R_K(]D(49KP*PEXNA*<0+?0;1IU.]?U>W M\XJ'1T/\@UQ-L.*0L((!E H%$$,*X$(RPB&BN(.]3-(5.8TW$B-5/']Y)5]W'
M94OW)II+R_%25H#9;7E?,+CIY);]3=7'954!\68+Q(<>(9D"I^-7T%N;< -^I MD7.$SPMJF"!L<<^PG?U)/M;ZI;Q3)H@X(1E&)..)$^D] %(2 \92;=!*''%E& ME$B%4]1@GT!H!['^9$[
VEL)]$2T-[AAHJFZ[\P 4NQU[B:ANNW1+R1@RK_L$ M=-Z5IZ3PM!,/'C_]fCLEW/Z,.WG=L%W6F:@[R8E@2JH<9"HW!+K\LZCT6:!TQ_XU)3#1,*K!\!N)AD2)05)B:#9
M..VAW/A^^3&**CA+5]'.B*KK]8)R7/S W19P2SJZFV4_3F&$>4GQ";]+<&T? MBB/?'PSGR;"E\.8U&4A^X)C<+[MRN[NI,EW?+SRM3/E1E";2%W1.*24)8#($B MB?[RT"
(%1)A!ND+@3,:*T0I2&Y!,_31]U-D&#W2)KOJXJ^:!#9AVFMPS1&Y:.MN$&G*<#6]4;%=4<-'VH-@T!,ZVLY?8UP0[^XKCSJFSA^!@&IW#K4.]+Z74 M-
YFQ=J_EDYPM*J_.F[JOTX1(DG&3NUDP&@-48 :(Q!PP!E-MI*H4P<3-%=-# M+:;!R:&E7#D6QI>[JF.G#R]9+XPD%5Y=-!X .X>C-F2Y> QPX%@)Z\^;TT1K9 MM6,A]J&?
Q^:F89O[@UP9;^3'Y]<),T1: .//6FL.;ZKHS'3^]9:OID_587G3 M,9-$V5>)5S86,I38*I#Z.YJG\(*$1-@ *)N% M=1M4U2=+[TRJHS>.-WZJC^^=25.!%PYTS*]9*?^Y-D;2DPF/?
5S,IORY_O\7 M^7WUB^;R'Q/&8!$PE (]#?C2RD@4$ @%JH9,9-SQ$-1,. M3FTKX"Q=TK[A<'0H[R-Q$)6TH]^;/PT34<6%SX0Z%ZE]^7"M;
([K@76!X7<3#4V\>^$$]-7+089$X(@G"6I M6_O??G*!E<*&>#2K](@QGVP)$7C/@IB7.8&>G'OPAXJ87MF!4A'?*,5^=0<-9 M&](@)Z4D-G"$VZOZW$WQ_XUO>=7&\HTZJ?
E>6:RDFLB@(2S$'JB@$0$@4@'!< M (AC!-%LE@Y,?43=,,,;TPKBL,IR9Z"RCF",12 2Z(6-+^=@\HE^7!FFF2A\6;!=SAQ.6=GHI M%)%>N^LAP8=1YS4?4.G(3=:0$UZBEAF?
6<#N$'A+$W8@/7(>L3LHAXG& YXQ MM*GF':#_,8/@AC6? \!K$22)N(G ,&<0Y@JC 1&<>2Y&X=1B]$9]"L MM3#8)!EAG.NO$%,)!LC PC"" &/$<@E3'B=R4J=2?
U[1Y6HDA/8I7H+3U)P2 MF?PZG9MI-A&C,S,YW@=XG#.9%I*#E#$.4$P30 JF82RR)$UB01E'#7AOYF)4 MZ%/IZ%P.GZVDU'E&S^V)?C(;/I:DC_ONS^VM
>]D>8;SUDCU&8^3&3LU8'G;) M[;MX0!;|+>?+MNNSN*$[(4^BN0ZLW*]*>25+,>8)$P5>0Q M)5:U1!:T@OL:,ZK5%E#UB'D?@:D_KWI672W'=K0C3;2MY3/^_:87#@(0?-'
MQ[!LA M@<4M0L!.T-U7AS"/&2U]PDV4G?<'K8Ne)&#,8[47M37Z]>D3=F:KV M5U3_N->\2DR@2!$ED(8,@50+BE@DB4@SP65&>$TS9S:YKNS$-K_64_,>VRF M"
[AP+9#MS,.SKZ?8E"E##V.VUZ#%)93![HOC)6W!D8-WUE,$ 'N2S#G^1COLIO M<]-FY,#==%MY7R=*_U4N'Z+9@LX=4^1<\+4]T09!S?6;C MB.?Y)KKM]]U?.&3%"H @X4/E&+?
WNY5*">29RE& M6:&/TE*;HC+) 149!8BPC-"4J50Z50^?H!/^Y@2FK:-J&L9* M44B*(-?+0J#I6D. /HH> ^CEQG&]<$J:2\WL*\D'8V P3X0W6V&;Y OIO<7,!)@##86;6VIB&5"
M,VX.Q 2@),,F%J1 DB8T)1#X]CSU?:VIQOE,5 M;Y^+HI6<0;M=C%D&.@ -"I\X77DI%#W+7;]<K^)5R^E2I33%B64!E&9#8C^ -M7TPPPQ A(5)ZJK$
Y@\5%E2%)6L$CPYWJ$+JAZK%"I .;G2+P!(;; CA6*1)M M"0G;CDW_BWC=C[:R8R)RD6" M"B#4%(G01"&10ST?F=*GU%)5CCU$;*VUW M:59$!1NW#6\)J-
W>]P^3FQK8(+3E8)SJ<#?!/6D(2Z*C*@LW(;UAN/=PU3(MWJFD'LESIUX/9VM3-U+I]\XA9B)2%"N1Z,,,"W6D!#&M2_(8Y)(IK)(X)6ZZ MQ)'^2"ZJ"-
#&'<$;FZ+'D"ZZK@M1\SC((:.M!OVIH8% >-)'KM1'54P#H=G74$,?,I#(;#',:N+9)F+03G^2] S'!==ZB'&B M\5'!39N^6 *9Y(*E/,GBU*F]S3$B@96.
(0FJ0+TA>A,9LM'OAK!CY.TH0'9* MXU*QW31#)?$7-XG=*[YZ1/)5V76,Q+@57#U"'E1]J5Uf0>;F_6*F[RCK86B3 M#!)2B)@#@2]
"B+,8,)52DS6802009F8*I_U,E4,23MMQZ&B5LD/V7_^$$UC\ M6S6%S+7NZ A">9$KGA<,I)#F (E" HH2"HC,16%*^%7*W8N.+L-I<,51E^Q_M:Q"ZN-[H"&AID;)8**RA$@0@+
6@.,^9$62)9Q*G&2NQ48^(:.N-#H.V'U M1D?0L@OOT2B2_F\I_TPAZNUHMIVRI:I/5/E*_O8A.R^0SJ7-7P/A)FT<%/)*I4 M>?S*P:,GN92B?*N9,LF>YE5WUR+L+E&>>QZ3*(F#X.
(HX30'ENG,A,9IQ")E*G M)*C3I (,8RWAR"!?I5**Q;>Y.;,,,3:7L0Z\;/ZF M3IXB-/;,R3,"YDX>>Z.H4&AF?[K8EE5(79"V]^G)9\MRO6RT_\&ICF*)<]- MIX[4C$C)
>:)!'&FM%6G+;O"KAWO -K!@T8;3AK_\?LIK]*DMVT?#|>@D3VL MMD&D(&"Y!I4Z3.RD_6S9B'X)XD\>(+^WL),IY9'#4,Z0'(;EW'\O5-'458-_MGZ[N7ZWUR>I!+C=EYIO) #
(FC"$H *1<6_@"2WUPY!Q@"!',"$4D5VX]QH)]-M<.72E*5VF@HXSEBP \]6D7B&Q%6%-&A\T_2CEH%;.](@V7Y.0GO3&S8T1188 M#C .]?%C,%VVCU-E*8<89Q"#+M-&!,*&
D8R"@G&* M4)8PCM2-4M0>DE:[X.*;TY:!2)Z9/.2,F)U"N!2 06I@(W1#]2;]TO6W\2V$ M\[3=?RB-NLDM1-[?Z4K]]R:.*16E*,'Z4YO)7&_+0@*6ZEV:HPQ#*'A!F5./ M'0\AOY2=R; UCQ'+9L1-
>,#VRP#T^N:=C(-*E8'YE[X6S_'3(VKK,K0O(ZH MFS#03?(P>K?+7]#!LN&P]YTMXH_!Z^26> ?X9":*?TIN"EW(Z>1U,XGH],3D M=%:',=[JWY63E.4]5PR.^5FF"D8P@#.: R6R#-
$<,H6MJF!ZJ016]RW=I";< MQ RCBK2=TNS'!% O>9/<,<%DB-#6"LE*I",ZI93\SU\?3S K^\VMUHG_8:I'^ MIXZB'"*P$; >RW<67'UA^I:O&! Y)M@;_G?K8'@+>S?
^7I,NW^DV8B%1") H*-M"I5PT^>4 'W$48#&$B$:QTF.H&MO&&RS=3T)!+KDR&0& M35'<'W9!((R=[^(RYY;0GZ3Q M[9BY)4VYS9K.C'3)A!*5F'H3P/)4F#G%&<
(IB#+B>!%FF@<Y'AL051MY\1WB;BJW24>/S%F.&SC^FACQ/,?OKK,T M/B-\(TLP?#QS.DMT-$IX)58&YN_5A_;V%CFA*,JC@%6B%IZ%5;*W) +16;*FU?
ZE;@+V^5[*U5^7B_6CWK&5L6OOOVF/>1O(X/W_*$DUYMFWM'SLKI>MS7#^UPWD?)M;GP>OHT M%7(N/M&5G.:,JYB,,9!PP0&B,@4X3U.09%!F'1(*$]=A0<$Y#JRP6I(1G<_-
M44$TI*/GJ9R=3OJ[TNHYG!U?RIJ,?E+LQ#4[8MQ$FY5N)8F,*"\@K=,5]6NG M>5KS^\=(^W2%WUL:J#/AX;%/TQ]Z(C$A18H$(%F"'' "I2"FC&A+8^,RI8FJ5% M;%5.M?
_@L2*V67_6 AR MY]]I-*]H&^68'?9&*;WKID_RH]3K-E_1KWJWL!11(E*9D2(!*$DAP,B83"Q/ M2*R8E$P,;V!QAGIHHZ>E&$W;YDU+S4CTXV/-P44M+,X\:V?#!(/+
<U#O/3",Z3K@C^3^_2P M6*ZF_U49#1-42)84*3>\2! N>*_,5@ "+-"(IA'CO59]@2#]QO0]OOB196S MVR1ZND-'<'^ MH.D-%RS-"TEO&"+!']RJ]X8(EW]W>< DK(\=8ZJ$[VS-
#>;>ZE\LO]W3>R/(W M_3F7HFVE-"DPB@N>"E 0S 'B,@.X(60!6$TCSE$B5,OW+$8# SMJXE=H1.& MZ_K!1#(S"<7X2U. <((03$",>1UAD{@CW9%N)]>WE"^B1(,[R=@.I7T!
[%=]2GE>2ONI);N/[=)!=-C*OV M0HZ P ![P$A8*W\+^1I=K2^N%"'WG5$;&$0W?7AJZM?F]Q5G>$< /M]4_20^22ZG3U4; MB9#=)"[+.#0L';<7'V$F"5$-@/%;]_U C)E/TW+?
]Q=2MF- D^R5.80$'>U?8KWVDM^;WCW&4=X4 ;(YL+V&KWTV7$U^I=^G M#^N'=H"=@HHG60&(X-5H2@&(:6H=(P9E(F.1V)7F'SPYL9X%]-EIXT.Q^[7F M1<*X;;>&C,?
V9[],1^],.?M!_V^]&P^>-LH=/BM'NM=,7!!CS/$FIMH-4 MJK>(,+,Y$OT3P8R#@O.8Z!V4,YE,'BO'VN<57;Z&'QNGW*#@F?2BY- M3*E?)+S]D1/?IW.]Y@[JZN^/ Y\GD &D2H4
3C)*##]60$MM+K)2"PXT8H(M0]3 ^$;;TM< L:5[82R3N +@-_P_0@1/PD1YJ*/<+!=DOKZD?8 [&= MIE]?J#0OG.[QR_/0!IQ^GY83AGDN22$!QH4^D.8RUUH#YJ
H,D8$$IAPIWR" M(@+P&-G9.C>/YW= >=]91[XK9:;<7L@YNNFW@$HP]V\@&G)E/I0:]^6KM;9L1Y>++!45&A[EQ0%0)"F@&5%#N^T MBX7"#$/A5!UVG$QH-=H0-
8WVW9.+3R!CJ?,NEM=17;6B-@1OHH:D1TW5*Y(O M)7.[8KNGD X*_@^8DU!(-T\?IK&Q^-M7\9CA*[QOO8(?,*E[+MCV(OYJ3[R;E]'4<@4%0D%JL@R?< 7&6 YAT"E29%3 MDN!
<9BX?BGT"H8,^-,F_N'T:#E"PVY27R..V%5M*0?;?*3$\[;J#QX^ZUTX)-MM[_#3E[GHW;_MSFM*^.1,HXRRVLH3!7&122Z B%.L3\>1)2K%,1,[S.44XRS
M>`BJ_A&*@?=>57?2H)DN&EJ7U,,? PL*B(V3%L"04=-*/0$,9A1@215+$\HH)VU] M^YAP[.:CNP'6H1F)D.#9*3.OfX^,=1EH6M"%YO4V5'[L4M C.9#.!,?H7;$;
M08_X_1T(^FXF5OQ*S!354FH$U9YH:],CJ%8V*,W\6RTU'7 M6P(WA=9%OR>M19Y]N:U/,;8J09,.P^#I*Y?%+W/C)]X$?8@2R4,%?>V;8V3 M!Z[8^9 A(CLU@3LGTZ"&<"6F+U."
,Y%/F8*K"B-LR1A5].G=IX:VF0Q MT9)R-36O7&? HU.0=!>%_KTU6#9'6V"86$[I8@=B7) JMGW6:&EB]^QW4\0. M_S%0 GYY*]>S^I_IYW@[%Q_UVIJAV,V<=28A2F7!02IC?<;
(,@3H)C%0.18, MH3B#N=^6"0.8#!V4,X2K_]!#Q]F'6!C+||25X7;,QS@@I3_3_0(HQDIN'1+B MR\IGOP!DYQ3V2VA=ZN"Y,'}BZS$ZI8AD@,-?'BH1"0(BB . <4%?H%2E6& MACEY?
+$XHJ/G5(3YRW1DWBDH:YZX4&+57+1RECKU=I). ^0;VR]>XB\,7@E+Y%O@$]fBKQ3&O8I>//P M.%L\2UFIJ+[-M>*[GSZ:K\V;SWH9;GB)#/_K1L/539#[']@S*'AV!N MIX4#
(^FF9KV!Z*PP+X#!DT8;D M@.SPZU< M<BC%MIYN:$=&>+ -%;]R3O6%O0B9F=$>U,,OK* M]NZE-6[''MXW8!SG?5C=YMF3>ZM>D>6OSU$3N:6;L&;W/.9& 2*$ +XH\@Q23
MPBZVX4 S\&[_LJ1S?1".E+[TX>Z@]>%]LLP%'Q;,8:+_M^,$;>3)IA6 4R M;"K,1K!N#H4>;,.-T'O4R+)U#V:SMG2.W#NP?,J-E>;>]X^3[Z5R^6\F'G9L[L
M*UK>?!|:$;E])'DWW?,R[+#4F[3>P#'[=]W(<&D+R) MMD1]5L#UB^6MNXF9$KXO]%/.R..W.]MR/(+;^?R]%.,W.]MR/(+;^2Y.DJ"'.6E9]V!@R"P8T$ I/QH(K
M2!QGD,"<0&&E$()R&=]U\6"*8RJ.!JCTB./#4-U6)G+Y8KJ<[YJ68OHAK>+ M;7X/BSCX)#7NTG@[>W78-]NV97S;@/IQ%=VIJ&4^,MQ'&_:CVQ>U?!QTA_ ,PZB'HA?
^^CJ#S^+PZY'8L-L_R6Z<+Q7(QUS_R.I&P MZDGQ7/|_F\"59DF"IFPXQ^U/$4'#V#Q>#GS,P UE_Y:NG=[T45;]*XHXRP4'JD4 MH*10@"F9 YI#GF]%:-
N,Z!/41K9US<2>3'PT2'9:Q(OHEWG[/"=VG97(5T+K M23KCY2$+_<@O?3L0.S1/>R3U^;Q%4)HG 2<@&(EM6E!L-";-=&;5?\;.M8HV4"9%@O]
IIK$>S,N;M',):V)1,U"-;IT M78KJBNJ?"">6G@(12\R23"2@2!@SM6LQ($2D@,6\!3@H?E 3=10!1CCFN_5+:[R6$]0&3=7M5_4@WS4,Y,2D3RF("\ZBM&$ >42@Z*.M/.=)3@]"8J>
I2LH#?>[8@XJE^;,L:/)FJC;OG;&U&[#AT3*31-L.(DJ5LR@-M),T,6"B@V6D'WM7A\RG71U.QYKVA)&F4H./L*9_!SW!N\ MO-'G,S..6& 8*E0@7],5;3LHIY)DN6E="'F1 R00
JPP;=-@8D(Q*A;4*N9R MCE!@S5*3CCJT3<,3>K,QLAM8 ,:K$)P2.QL- Z9W:OMB(JCU2^^#1VO_8B-> MMP6.U?7#$(9W<[XT6N&UK/]\-^??2Y.DJ"". 6E9]V!@R"P8T$ I/QH(K
M]5%MA8'0!)L*0Q\S3/E\7#;]K?(#58>A\EU9KO71.26)S%":@9BA!*"84T"5-M-AU4)I($\2X=.K7<)148)6R(1R5EW^$6=UP8,KE335"9SCXNRJHT MQ;%?
OLVCPKVL&^HF3K'A'!4,;&FM]R*Q[QA""\GKA!,L0#@96;"YUV=CN$F> MZ^-KGB0@2V/3,#'67RHL4A"+0J0%I*GCQ*3C9 }_I2IE %C5?)AW9V\/IN= M0,IR\U\LO^-
V/!9W>=O]IDXD-H[$-V>@\-1*S?MGG? M+^?0O\EXP2K8CFR9<,,9C%@-"0'Z0*L IOILR[#$4!29PJG3UCU&)+B; M>R7;,6>;S/U1-96V:T;1Z4YNRG#@3*4TQ>C(DC?
JAAO$R6MW35?14L>>YT6N8-,_$/'E) M*SG<_.E*U+6!(O;<-YZBEJR3Y2V&E6SF#9AWQE94\AF782WA363$JZ99!#>]MQEJ?L3K8AA'B!1B%8RV4Y M&:B>4,!,?
D>,DRP34%%M9>40_+6?LO M'U@=LY@OVG2,NI5RXU;8N$@QRE0F\PS$)JZ*E.ECRO,$H-1TJ18J(<2I;=99 MBH&MQ-H4F%:4'<>MG@?

*+;N=ZA<#U&+HEW?;_K&A_E.05[*UL+[J3\|2&f?@MQ%;\@PH3ZQL'U+&_NC=VQ+OYYLNO=Z@:,5 S8@Q_G?/BAJ_Z1.MTHAF#2MNUAXLJ%%"WMZY: IDXEM) <:46\|8>&\|?;AW8U M6-5&H9F"<_M$I[-J)NKB556*5X7/[Q-*&GVBUB&J.HBY+ >KP!N/AK3V!*_V1^Q,,A.>P0<'0!UTX&$"JH M8A!P9"JI$Y4"6N00R()FF*
($,;=\W"9#VUQ5;&Q(E3\|4]>M9:8+EA[Z;] MN?KWQ_Z)\R]AX>VTfLM=SN'1T%)8+4,,?#3,*U_6Z_SI\XZ-TV?M2$2=7@/
M,$1H5,A;GKC"X:=6%,3CT:EPO/49$)2R6%6'1RM+7, (*8 "Q3H94M MS$4L,Z$2/ED9OB^,ACA]{C;TK!5+!6VTZ.1"/(5"+@\!7"GT,4*\8ZPXQPN) M;SC'-2X_$9OC]L?
EXFDJI/CE^,?21#F\JS3*;J-/):(8<)!4@@%D& 8$(X4 M@"89@268Q"IVVL36I /OZ@|MW]QU66H^>QH.AP ?T=?6\)CGWD= 3ERV'5]PH5=,,9GZTET\/[""9M,-:MJ0'5;8M@^^W<;
[0%2W3=<2 M;DO5;]+M-C25/UU3T&=7AJ/B>>NZL/OTD;LJ'!?ML&O"\[4 M=B!@7=Y]NU[=+Y;F[#[!4BB6$06(,*/141P#)@?2/V&80H89QV[=:\/Q&E@C
M_$J_3Q_6#]&\8L0$Q^MV#"8RPV1$A;%2Z7R^IK/9\TU$RX@:=ZUISDV_5L'T MQ7I5KO2V,KNKN7=P5X>0:VZGI%{(2@YWUPXL7OFP6?_.@-.F/<56A!=0GV*/ M\[6+4"PX_6-
4FMA#[JV,H.&__Z)YS XM^JZ,"V:M0.33OKR"=&;LKS_1XP M,.I!<._^8BF9KTXP\B-VQ7&4OB##C&\IWF,%75YBL]QE]X-)/._GI?]8*7I,U@'307<>< "TYG\=D1IC8>?
2VRY+'\AF9.9UUM&T[M5H 5*F-")H#A6-M "9. 283T^5+' "+"D8I\2IY=U9BH%U8$M_-^_;?. ^9G$LU M=1V8>1Y!.]O'*RYN^]\E#98UI=U3D+DX=/DWO*MF^9\4_E:![_L9A
MNF!SP/KE>?/C_YC*I7\0_?-[^:11,,,:E1":Z(-HED#&BBJ.ET)QDD M69KEV$4AV)$-K!4Z1_T-[3H"?ONW0:,N+<&TTPW^(7)3$)>@XZP>W(3UI"L MB8ZJ*-R V-<6CG?[&@;S<2D?
Z52TF;\X@ MGA]H(H%4 DW(S=E1C4>M5[+E>2=4>ACJ\FJGU9L7#HYQ@IX.W43 M$$>?3 MLF*
!'H;\9JPF_XYA9*=@O$@NYL&Z8AM*%93J,Z(I;PDS@CE20N/FXR[":(%@RF,@5(IU0<5)@%F60QBKJC(-M6)++#W+XOF@7!P%NW)ADM32+'C]WL0LO,06O<++RUGM%P-0?
VDY8;. P#E2^R M8<$S+@[N6L_X#//77HZ3F[_60>A>QZW-<\;SW#I(M>.Z=;EO@ -+\51M$ZV65 M&?AN_KA>_6TQTV^'27[Y59]$P(G6;VENIN"9BF>](2 95R)(L%PA0*E%OY
M,:VH!59]6W(.6_HL0A9Z52]<;DJN0SFJ2-1)$^.+[IS5YEWC463@<-<+K*K9=92;(HC M;Z*6[$]G3+!8WMPM)\B.[%#!%,;097+F'>H$59OQ>B05.WJE2(K0.=ZJ=
MWF2BU%^JYF7R^^H7S?X_)AG/TX+H[8N2U6LM+6A|@ BTG.LQARFL9.96.. M# 3>UBT])@&YSJK[N-0[?/18.1B:$0Q;3AU+NUS!ME,'(2%T4Q-=]+:\F+\9 M;H!AIQI:$?U>
<109EJ**)Y_]5 ?"X;M6RI7\N 50 \$Y]&H;^IQA:FK?6/$B M'U.%65.)4LBE'G5(M\ZL%LX)YFG[GR0SZC8_)^S^=CY!?,#Z!?)4\6,S,>OM8JGD M5"L86;9CL_XNIU_O39^Z)FD7^6;
[W+)IZ74GVEN/,,0J1@JD!,| L$KZFAL652\EV=*WC<3&3M2=<LFVL#K#*4'.(EC$B/& M*% 2$8 048!"$0/&8XI(BF$BW,:5!&,U\!>MI57/@33?K&=)EX-ZKH19*8>O
MTM7Q[_].?/YZ=;A;OF_B3:K;D3P_)$)BK+/STD81L? < 0% ,:@G(BS%@3?) MB_G75>L:T8]H*L4*E9-8X0P42%", :"P 2Q0$<OX$A)%7?JPG6<3&-E7+GW
M5JUSIZ8YOP_JO7(")CLM>KGP;AIPUZEI*[=[>7&O6+Z*BH\3&;>4N%?0@P+B M_JO=MJF0T\F;^6JZ>KX50B]Y^7E%5_)N6?6UU",@R3S-?\???3 MN7RG?RPGA91Q03
'+$T+TY_6#.3)$U H""*BK."(.QV.#DB$#D*V!*/?#"BSLN30(Z,,.SEY$BW+/6<)72NNQ!>1T0H_URZ)4PDD>09P)@H3 MU-
_X0(#A)G,!$2)MN1+==,M)2H%5R7;20ELJ3ICA7_31$=NK\B^.\NVF KWG'-8@7ZJ,3JN;KJEISU=BW;-7W2G39&*P^BN WK7 MG!L3](N[(8!WWN/0'^+X*.=H#MH
YH-.A"Y=BM"=SPL&A4.>.B #T_G,>;@ M)<5OLU" M5/$0?>FB,Z2FUA8F!Q4? *YAFMP2-D]*VE'L7EUL^ZSQ5*ZC=#N:U?7>0"GX MIU(FZZ/_5O6752>F+_=TWB13;B;&
[Z50_E4_>O6;KN0FI6;B8I*E,>= (*8/ M "R#^@"@*,@@Y9PGD!+.)H]5/N;G%5VN+'V'+T TE^VZ+Z#UCCW(P]fXB PC MW10ZH+=QS79$5_]+\74ZGS?65TTZ?
$[_&"]3GL)8%%$D!H(OO(0%H+E"0#"" MXQ0*$2=%]$!F8O_EU^E5KRP+Y(T_0S_WW]%++WL+X#5@//[!R]-W&T]_1]"F M3>-*B[fM++=E(>Z2>Y.(.=^)&+
98PFO/8O0ITLLJ/QEQ$;U~=PS!6Y4AA29O@ M0R$2E2J8@(PJT_\AEX"F- ,R31),>))Y3ZE1<:4LX\%%[?SK06&.3'(,Z(=!R M^V(<'Z,4),[C*NQ(DY6N$P5R!<-
UTM*%,,*<63+>"0J[*)EM%W,T_2;Y>&L>@ M5H+3\K?Y@IF,"A-3KM)8]#]K'#2#E>K^1LS'Y4S(;-CLO?&R?@YS7GLBPWIEFIV(I*RO?BV>FT*RZ)
MF^K;XG[3]""/6F8CTW>S93>J^+V)NAPW>7.[/ =-CPD$J^^)#)ZXN\[H!K_0 MGISOX)G,@"#,;1++#HO92SDU[T^F3_*CW1N, +S@O"B:9M@3S:"#]-T >)S$&<
MY0@EN8%M0_MJV(*K&\-Z=8GWA*/#'6']$$_5!8A%)+N&FWD[(^'ST3D81L? < 0M,/$&OK PB2\+X188L1*Q-QS2_X3Q@&!6DNR@/NSN<%-6Y7(U:<+2S;M&:\RB4$-)829)AD
E*4"&35&^S@R>.D$-GMN4.Q^_7,1<*XJ94V+^2L M$K'>.">9[S--]$T=LT3_;6N2'#YOE%US4HQVDYR^8-C1K!DLJY$N5\)?EG1>
MZM.>\3$YNB#./2;#K.">+.*SY$8U<6V%W[=9K>\;]@Z_ M6LRKQ_Q]NKI_M2Y7BP>YW!QV/VC1FJ&<4F%.65(E6]%CS+& ,G3## &"P61
MY*QP\E):T@W\36@'(T5+ ^23QGA@ZEU5V:4, ^>EPL#=INIWY;3.W40P"DW+1$ MRT#T37,0M2S<;'TB52R^^QY[ZBBW)Z5A2W54W>$(Q;X*<;W]TG(W4]MEQB;>
MSL5K,SAQ\5C%9L:1FY:A+XN/WBV45J"DK]\U$2HI2# M 1.) GW)EM0H*=)CM1I)-OG"S.5>+J.&X*JFK>6[\ M8:Y%[OY6TC(EX"KKXVHK'5^.BY?@@C(]7VAY+^.[F+)$KE?GY
O1T&: W"B/G M+3;A\[OUJESI'3"=?^WO&)SB0M#8S'RDR#3@DH"B# *;OADEAFFP1UN7USFH>/K$%/,$YJE $,S7$L5*2 9@D!PG!#,XB0OU&C)A:%?
MAL'Y@&]:OP@O')71"2QM@9>WK&Z&@H<,P$V.T7>8E]0UVN\27#N#$Y\K/T:2 MWK"E\);'-Y#\A;T/WINIUY\,G3OU6UE'>2>Q2F.H4 05R;(@0"+'(,E(ID) MS/7?DRP=U/_@&+7
Y\-M/X!9->!]:.B;3\':S'/_O]V!;9,;-[(F^GU_146< MW;.>B,9LH0I5 ,Z)V(BV+,WJK"WIRIZ9F.L/#+Q*W,,F>TFV[)Y??X%Z(8MO M10 $]MOW@^66FH7,?(I()
(#,)ZT"@90(9Y%S<]C1\//SLWLH&KEW62,9K#0P MLMMLD@0$"6,VQB9)."OK98@2QLR^2)8P^M"+,U\^/#*77>H1HA7,-_>4%!(BB M'' *$6!2TU)IR*$H7W2CTNHYR9;$<
M*%8#5=7&L5-9EI2[X)XB]+UY[QZN[@U>R?N://SW?P.O)-!O%7^5\?PAI]\O MC(KF645&3>@D7HX\GO-,S87/W+5O;T&[S2:T;G[&O,=!25+ J:@#K0IM-
M,S<1L684E!@S14M("US^1)49^7"%MLQ_-]S;I%VF'<_ZT;2H#MJI#SJ2> M7=.>G3;,:\HV/C-[5ZD0:IL3:RC\V(=]-4B=5=&DFZ\-)8%$=&U7&_DQ(KS_W,D+]H56;7
ML;(KTFH_TJFTNW^0.5L+!,(1K?._K_R)&Q.$PG/;MR!TH-!4:1/%$&W7KS=L_M8Y,?I/!LG>PWMK!E^O>[Z*9CHS$N!\;U C7+M>TX7 "*"PH$5B77%,1]^Q^6;BOP=;
fTN7]TN_X8]P6I7N=T[%NA"@80+-CCZQ_M MF7U7OVO66+.L0+ ^N..H3X/1O@+H]OH"SY ME;"%:?/%D_$[3?#VPWPC%BM+D[6!..UX+A!1'Q"2@*(SK1 6K 5-,@D+* E>5
MI%11YU@J5(N)#AD ZS9Y29.DILN6PT3MKA5N3F/E*W2'AXE^'4XN.$1H/W*MJKE1*KNW5.6M6MTN2*B8"QU)1&@O]O/<4$(>Y\T"H(SGV6W$9J?3!@T_G^F^U M_V
MN'FPL)/RA@SQH_YDANR_?9;I=OYE.==S83;K]T+85"1[?;A:S,5<;?8) M,!1!EA=,_ZDQ R@G-;"ID]#,JZHJ"U[AVJOMZ"W*L,XO>'IX8.OGIF7O7!]L
MKU#6;^1W'P3_FXGO5.AZK=*-%I9.(=Z->OK%7P3I3+%0"G2F>E-]DQZS!D# MM,.3R2ACAK"U"K%^4G+?_G79^MSNKGG !+[WPON92"CCA @*(&S8;! "G%04
MY"7+,;)]903==;-FB1V@YU]^U;%=L*X 4.G7C;0SX?!]!;'T<+DJ3#U._"YLC?8L]66LIC0#).:GN+@ DY;R/@<$B)&V/ L.CY M;VP]MRGGGJE6W?\^WRD8+PDM 8*,@D0E!4@2A2
YI!254".B%,_U4L"$KOW M7FQFY9D-N9'HR2MV@HA;C']+G7XNU\M$[RCRDAV1(L.3X2>-]BX9=QS!7?Q< M(/6#GWU+RLPE;@@.11> MW ^CXA)/P'81FC<2L^^ZW-
$ -92EGJP/XZ"YS#L?0=»)) MR MN7TU@)D]=Z\7T=']*5QD3EQ#X0'#;=v%S\.!7W3;C,8,]X-Z7&WFV_VE,J0$ M8YB70/,R BB'!! N&=R)CWJ:
[6A5K7E\2, ^U4OF+LR>R#|OFP"6M6N>;J?GEWR^$735/ MVVY9]@I*FNQ#36L%D!84,&'+JVDD)A7^9+/(=P%L#]7!,%3>+L#3\$@»P57]I ["$XIC M?^'[>"
5P\/C8O6LU,J]_6TNU/GLZUW?XB;1>O/+:LL6P]^_66VV'U;,?ZBF M6=V7Y?R?2M=A\ZSL:>X5)3@4TL 2%' %6X!$1"!7@N!-%:"Y4[G4B]F"6I M(Y:FB(0W121B6&S2;<*-
Y]MFSVJ;K7<:WYG?B<53P\K55IY[,DN\V)?"S;O^ M<5ZU9WAVKE1HV&MA9\ZN@FCWBEOE;"^ S=9\KOTV?!Y\&UK2EHCL&B^-?RSV MCA>S8UIVD)=^72?L(R^N4-AB::FI,,6
I4;ZB6UM.#]7F_JL9VP37+ ?"GF MCVSQ63VP^=(_5&_FV\$6_Q#L?5,37_\;1469G?9?,7GL6P-[\!MP5F2ES]UHEC M=K1,N^>[,*>(Q;A5),.ZQ'/[L5")Y+UO5F=2)QP+O&-?
&FW*S@2)W339K&ZSF-M)F;[F\'AJ8/0Q,'! M3H5,*K$F<9MCX8H7?,F[^)C8:?EYF#T0G/B+9J8=AL4A/741.2W!]] <()*;K/ ML7%%PT.2U?7
&V2S>*6Q]/*"-%T2")BFMMDY(8"PN@2YXC7%A!/%,H'\NI[BD-MU#/=B,IF.]EWF:,2,ZU4QL9)CP!&Y_M46'PG.(6@?<#!!K!F9%\[6S&$P&O MTM\X2(36^X8BXEOC>]W**X6[(P-
,63%<^2481-!RPK/^ MLZ? 73:3]/@'^=;MAB>|=[:U,("W/[+75]DWG6?:\;93:VJ_#ZFY+O5NMW3_;PPU+[,H/I MC&!=,&IVK;12$B"%$"!Y)4%-14%B*G7D2ZWAHD=M<=F?
^F(:9FW]A\T23P MV_[:\TZ#*\"9(_G"[.=RD(/HYTV$SA+O>6;9T 9N1X<$R*T8CD M&/WE3^KT@N$Y=FCA P4ZJI-DOCMROWW%U0QC5>8$<5 +B
%BN00,"@4(KAFN ML&T9Y6ZRPYL7/Z.:;54S]D#6_^GVF;Z:2D]$^+<$73T.REP|?0WEYF[!]2]-M>TTBNAE?XV.Y%V>YT[H57SA.W(GW 'YN1*KY[$?S5A>?OIIU#41Y"45)GQ!
M0&.("IU";C$ I184X91S1ET\A3G!D_L#!HQ62/O6H>_ZSB,S_=;K?.]#W.Z>D^6$_$\\.-LED&S.CGT^CG[FQ(79?!SPC M7!"A9 %*S4] I.VG4>\.Y"6L:
(U+7$@TV]K\K<5]D2T^U^39R7'^CC6I1[F^ MY*_OG!'8[G]'BJNZ>9.U?I-IW];Z343P[M8'YL1NW/U;OR7Z59]:_[%#M4G M'YRXH]\NL;PW$?
=#WW'G4=E6&'],+]T.S;3NI$71T\7IOC >SK>AGAQ[&:G1@&D?_MD/8@&MWG%>UL:.H97T%K!'_F7;IK@H?$?HQV"_RN(UN@@0/3$2TN7,7TO99,H MQ18#?
LA=*!]94+BFRBPE.*< U0(#5@L%A"$+;AK^A2GO?NE5QDG7\;ZX@-[M)7%2VC8FG(O_39MMDIO^RV@OZ MQ,;R_7)X,W"B_[SZ&?
59N'VMZ+M36=W\]FD/MF<$16E*_562J=^FVGKS"-^2WLMQ_>O_F[ORZ,4PP MZ:L]=Q7^]GZT*?T<:!EOX9@8UDA+R%1.3[J83/PJCI>5J<5'XT/I3]PZ'7=Q
M*145*TA9O6E7]@2K O!<0E#F15UKI'DEO(ZUW$6GSDQV:MU%TS3R?VK=D]CT MUY^+/)?HO]W.DG(73>OG08S/\=[B2ME!UX7V]F9(B,/<'(UGRB7!+TV;<@40 M!^:4;R/AXFG
%OR*O>Y@IG2?I*^-L?/1?X]N 7 M2O!U!>1RUJ[S",%!SNH!]?@=@?^R2?QM>Z]HL-4;%B66]7 !4$6VB&ET#1%1= M% SABOM&-9=D)78M';?NGK"TEQU$
#Z&F7.L$@,)3OJ:@P)2.*((M 0%E&@'!!888UB(GM=_E;(Q/-SS-#3]3GZ.?!LT+?+[7S[_/;W7]9LV?(_M"<7,XBQ M9*4F@ O;U)EQ#"A$&N2ZD+PL4:4)=\T*O20D=39+(l:$[=E>
<-9*=D\3OOC0 M^-2,9,;?Q ROV"M_])D)07FD%P>+>)_TFEG#O-*KGPWD2U%\N[^7\CQN.O!P MNN]94^8^[(Z5X 1W%98M!GA4Q+Y4%]Z EUQ_BG;ZZ!_$DUR?!U51>YKFH

*13|U_8=!TLTSL,'SUU^AZDA.J<4WP3F*K'13;ZA>PP"R5[!9G8NN=4BWCR4RHG M6%$"Q6@!42 RX)#F M=*|*
MRFN)E3>MT1DYB8."=TRT'57U2'6C%RYN7BN"M7Y^Z*0;AY&9A'IHQ*HDQ5E[M*2]8H'5BZGB1UNG' VF#U-;2FGU:K[I-I9+?/_]U8{F)=C0A^Z8-LU*IG!65 M!@5%-
I.0$4!+A0'6&%="(&% \"';=1?M-8/IF7CM16W#>//8]6(SQ,YQ WE2 M [E#ZS,CTP#FYP0L5@TUX;%]&(&] M3BB"_$<((IVS]@?UUST<:,(&NV<-&';8/?^!
M@'98]T*L5;LWMK&W9-NV 7=`HK=M K84R11=WNRTV' +EH-GW?D3?3]\R^ MCK+OL-<4%UD(+4!$Z M!H@4&I""':. PYF;+G9<4> 6CC[M>8H9)R1^>UE:%ANJF\?X?U&_-
-;S8S!*F$+,= 09N*4)7&U9H7#RI* M;JXJ2SGM%?HY24WL0:V0YIH9^10^()C+!O;!=A;9?5?: UO^I;.-1K:R:=]FR M^5LV[Q\6]XUO7WGWR#T<:4P@_?QC6ZJ8RL|:!79L8-
WYCM&B_4#$1"BMQ+:,X^FT]FEK#%_SM_?+.2;J8$Y +6%"AM-Y)% M;0,W7 %>8Z&4R LMG0*W<3'37)!TDN^R5G9FA&=6NN]-R5F@7,]+;C4_Z-;$ MV_*
ZY.QPVZX1#DI[.17*6.FG5ZHC'XZ<.7O>HM\U&\]?'A>K9Z5^5NMO\RYG MZI0T;]&\L.8*],,2]R_+ ^3^5;)W&&FL((1\PB9(UQ@4'G"\NHH6B:]PB%""] M*'8:*RJP5[202M/4>
{1!jY;&W0)^RKS9E.1F>TT|HXEDK]$Q GD-+\L,>YF716S;Z5=-=P)TMR"\X M+5|EO4'?C+,3%,9]X.VV^3FNH5G7+\I=[/-)H+O%SL!\.9?7Z)D3=\F*\12X MDZM[*L $8++[C?\IZZ>
{;LQ,PKF_*;C'1SR'X6N>U M!;MD1M#&ZV2PR;9;E\P8;K(N?B:0C*TY3FQ"_K;-@$*H($4E02XL Z.H*L K MJ$ .94FIHHCX79T?"T@\B=X,CD?
OLO^;_SG/IJ^7:UMK)*QAMKL/YZ6ZE__!=;YOY>Y?:) 37C|@@*-O^1^!9M?E?^>H?(_MY\4=1+/CY6$G0D!OU<'0-M%U^UVZ|HEA?
HYR*Z=_=S^^[ZI+L&NXCTY5HV#1:PDM=N4F3:7 M+0IP)REO<48-7,'9YNO]4MK_V2M:L|PU@V_?L/7ZV2PSK:|GL*AK J$)B0L; M%O?
$,O%K4):P@E*8)1\CKV7=16KJM=ZR%]BULJ%4'LU/-=%-P!YO7-B6Y/G ME3)OD2X!DP9/S6!10%P)G>/9-[7FJO>#<"C|=8+H&"$!L8S#.D1:7X8;''G
MK]IJ)6)WB/(R.E:PXB1SV@C&!X:3L,;KX=?6 /C=;JW5?&M6DQ#&->J/T9HPR8NCL.RO{3UF3,W2,R@]C MJ/@W'""U-%;+@:ORIFTZX&K^2=L!YP<#4C1VV2+V@/GC;TLSJ;
{.'S^9ITE_M\=LFAR%!7!>9$!09{24V!&R<#P:VTCQR M'!QA&W<'R<#P M(]TS?C)O2*W72@XR2 [(>2GR'-"<$N.) .LK#40@]@<05CBH7OOPQD9B3W, M3N)(RE
5.V%HN3K*#%JM:TT.\B2I/O.NW;S>C6_(SZWM7TI;G* 1HV)Q4Y^1 M."TO|6433SBI1SXZ\9U9=O]X<3\W/J\6BW>KM?WEC%/$ZYP60/!: J0*"""@E
M.:@KCHG6&D+HY7W2}}G8@7UXLL[^HM.BXGN!\9?3>+]IFB 3WY_M+LA&NB> M_6JUSSKU8]9G)<7WI2|VQI7\8US4. $=[>+%3=KMG4;_?^Z;1N!V5$SKJA3&
M55.J3*3(@0(7* 8 X9*51110Z^MZKBXQ#IWN$7FN_E&L$;'!-7Q65_%0*D MV>-!X^2AXR%$S=V=1"\;G^!GZ!EA+]8=]++A8WU 1YX*CN:& A$?APTSF"\$*H#<.'Y4&<=/|!*@$P9
2A83VVLW?#%[(M9GP(W028N3GMFY'PO/CMQ-DKRG8K?)&O681C4*5>IUJ/UG_.T WC+Y MAZ2SP\K\-)Y@U-0$3N&\O!?S#Z/FC[F*\0=O(%INSXJP$*Z0)A7 !A&V,B M6#%
N^H D5(2Q 0O,/GM%Y6\#4"DO0PNJB*3')C0_&GY[(^)QY9TF+SWXP M(*'Z_5*LE0D WR_?6'IU)K9_GV^_OGDR7]4'M?YQSOA\8=[JK*ATCDK!_"[(M 5'%,"#$QNFE@ 3E!#/BU.
[91VCBJ7C1OEQ)GK!-3XY4X'@-U!{|.;+WRZQ7 M(,Z9+T2=|E.C008>211)\ ]+(OHV4=N.-5T"M:=U!_G3OL^ & MM^X$XW\S'L9\5=]?MC8CL]\R_RV:F:\(:1<4V#V-
@(@I6UW"*4!+2OSLZV= MKY5O(!^K4I-[R(!CL&R23-;VI/B[1Q/8F+]YGC"Z >@6ST2'Q<]G-BT]_+O MLIT&@\+MN\PJ$;;= 9QC.]0YT?SB4+ZDAR6Z(LV5;9&P\ MU)-->/S^:?
MAM?V'VGYB<$* G.0*P9MTZX*,%L'7+*\%A)#K"NO38^K MX-0G)-U19K/O>5ROC+?8MBWQ+/G/8^-'YLN,B:;M^'9[9,|-@[C|A/G'M U)6 94T9K;RN?
T9DI3[B/>Y@8Q/Q&^E="Q3/ M9+HQU!P/=>-@X>< ND*IUO =%-<0N*SRT7;HO=N.97T0MU7+I\N7_*Y4<" ML^V[4Y.YVKRQH_&>^?.GT+C-U|L,]NF UEFLK;2(B;#7I0D
M5@+|J8!ID]XO&GHZ{YDX&YGRZ=D#[8DXN-I2VESE36;YL]+UEA&YW%OL^ M28,+H|U,8U'C(M< ZD+;'+K8,D%(7H.2ED(K65553KV3(*;2>XA*WZTLGAM5W
MW6E$MNPVV^N==MEW"V76088DUWK8[50_+)*TQ[:; M_1'*7NV^MUW$?-(I$8Z5GS]>SM/FNT[Y&D]R9R<5'K;XW&\V:KN9%1"6I405
M8(0)@$J!3)1GU@E%M:.UQ)I#Z!/JM<-.$MZQ1I2?+^ZL=G.6_K;X>,/[<0.\ M7<^AOI%\0S?HD)/WT)#CV77TVUM/,MZL%N87]S6SC9 &B\GF?BG-'!47?OV+ M^6ECJ.3.5&RV8?
L6LDH72(H)ON[#OOKS^,?RZ<8[8'COUW?$Y\T?6>>EU!# M 70Z8*.Q)+^^- T/@*381K]I"F^IB]T4I4,\LLG7>E$!-.UQ
M7,.4UK5=,NY)&=ERQI7D%8<:,,4X0%C:CCY$ H%J+'5%-*O=DR7')*7VUYWH MMH//8R?<[H(;Z1XY@:-PC;O0]"\XIB]|^UL&Q-[^SY'MITB$C(5#6/9C*!Y^ M^8XN-
HXF.8X,,%UFIHXL=!^F,3@]$)(5 M,#%J ;BL",."8&:R)8**(09U]3G9B? ,;VYT^?LL>^X/+1"K[+NIS&*#319_%T M<&_I4/)S>%U]BUTGU)#%X5G^U8(D[!M^T(9BW5[#(Q
[NVS0I&%!NXQ M6QUYN&>'>&UMWIH6-IOWRXZDGE<;EK7ES*WK'"<04!M+D:)5$!US9%M+>O7; MGDKQQQ(M (ZSKOJ9RY;Z:QFM'+1=05CB/:-.BVP2XY?
5O3""UV:5:W/V[O $Y(7WP M'V'BR+<+O-D7]5$/*(;;EAQGFA)><2F#\A0!6L 1=2 (U1C]VV M6#6P(Y*F+7N];O))I:O#(R&7[&Q7X;*G^NA;(J:9NK."XXI+,*(];8S(H3; M$C,,&,>
(RT+G6&OWN_;K E-?N;,V;JE"IOW=#/SY9YCD(VG*(?!Z'(""Q<< MSW#(XO*QKSH,TO#L^I9>2=T.P\?G,CXN/H%7]#?CY'E9[VIT^)V]PS@37MVJ M6W5X@^_QW.W-<+KF&L;)?
E9]SWNKM/W;;EK&^Q\7$:D,XH"08)^._ZZO%@[GF##8QKKUA |:R*LVWXC% M:O.T;BEF=]O(SVIAC^^;//"37>1FGWD-(2.HE@B4M.$QD1)P0BI U6?%__,M-
*Y5@#'8I2V>HA60+,-3'[MVUS7M10_!!K8PGA6ED>S9?"!WVM@F!\?-0?;F3U22[6(#3%3"_ M3X^=Q_XW(89A>^&X6/KMBP//&-TC^XXYW7XYT-]#^07/H&'X^6*KY[.UR:UM2
M2FF^.YLWYL>/ZU]6ORUG.1**F& 2P*IBQM7:7@25$]!DN(2\KBN&G"A\1V0D MIJBMU*P3:[!9IF^K=69%NSF).7S&_6@DJ_W<99#!SC/9P:0S0=E&B3]_67WI M^;I-
AXS/^S#L+$Q)YFP#D;U\]+EH^&=I:!#? M}7E;(I);'PF8G,GZO('G:*LO?/)FRL:S=_A#2I%[8=9?, ^,/*MX)141278,* MX]QF6I6 R*(J*P+P8GFG'HQ2-VN4NJCEZ>'!
[9^WL>=BUN>F6"Z1!#W*X'. M2Y@6UZ@',7NBIEZQB9@&;D4J/C5E]$(OQ6!Y(X C1)>NWCCQOTFIGU-N^&5B? MM-^P%,U?:M?SY68N_L863VK&2B&JJK:9]= X4E$0VP4-]
[+$A6%@A+[4<1, MH'1BIWO_Y//YKW83+/Y.OMFA3=)JJVNNW9KQJ0P4[Q81T_JREY7N"\/ MS%3=%6CM+-G7:-UE.T.RQI)7D*\;@/M+YZWZJ/S'R%\-> G1\EA#9(IFD$DB@C-
)'"%T"X#CHQ/Y.*+3(^(Y MJY?%LR)SP.L2U343 MUDOJ4"0?C.[E /R9DB,TQHD)7,*': 4J2I6Q/[<]3@T"EFH/--"T]\S5@ %?V"!S6 K <0. 491J6FE7(*X\Z_#O@OPC$L-_JP=;
MY>>|SS0VWYH-&' :JKW-/K&X75#.&I:B2]D+]B"[Y''/?RMG$K*=8%NWC 5+1I72R> M;(GHP6=/FSW/6,Y*)#D&K((,(1Q4!3- 18,UQ QIK$3YVH"W9*GT>W46RVS
M=:,N+W^R. ^2(JI.G&.0*;$1,Y0UP CG*;I;EWH2;EWXA=/U\? ^KOI+*M],T.WJB53;[S6B;]>K&6Q 28!AI.8FIV:2+ M40)(CY>R%"("#GF/WM2/F=V?
I8/7I@ZS30=*>U/G8=`-5Z/9@H[V)S MY6[ND"KQ[VK^Y;OMKF6B.O9%)1=W#;_O#,.BUC7GP-;4 "1T:7Y2"/!:5[+$
M10F1C)I^$4_WQ&ZZ%PTZV;L+^I;W.@/9D$[W:2.MD5A+&1;;*"SB^W8+C%_I M6PP_V;Z4G+QS*_C*DR-B)]_KH2-^*_$N_\C00[MO#;6]W>KM59SH_6,-
QP7&@M1:0"9H@!QX{Y)07,@>4D5KIG.:QU_UCNA"4[^ M\&;VWYW8U\@%?_I:(ZU:$[^E5]X(O__*%(X2^^BY=.,PS5D_'4M6O%?R73L M!)=5""V2?3=?] |-C?!,YP7,-41 *I0#Q+
"#&,-\JK,A8("LLHI1_W6G!#M>M@L(G+7$_-.*UO/?.9 M0/I9MOE]*3#-_^QT_<86=[(VA9Q4UIA*6@.!;;4'@0H0J3$H*"U)110EO/!B MG[TH*O6%H^W^UW"NVA\&LH-
*7D<0:4U8##C$SRZ"9RERJ&I2Z M(JRBE5+,,1:/R$@\?7NI62NV9?AK!+NOBI?0N;XX1K#9\UK%WUROM?**04%+ MYJ4Q)ULYKQ@U7$"O?
31L'6USC'[>FJU|$_ R37/GZK@D7'@ZW9>LRS_;233+ M0"_&4C$J99D.TH\WI?LBL[%&R5P^<7(=)-UH?M&'R-5R< M,^B<8;>S!AV, ^C*\0><,N\@<=/;#]1 B98#E0!!=
(.U:5V(H2|)BCQY/RY;;AD_E/K;TIF M>K7.]),5G\WI6C5EJR#76ULE;Q6U_3\Z33/=]NJ1)#*&Z?@LCHF4WT1NK-Y+ MS3]QV:^M8,<|Z%7S/5)C(L$0EA%S
8Y(^2|.IHVFO8P|/UVVBX,5!TDN+1^_ M.=WOW7S)%N^4VC=&FHFR9&5,,.!588G0H 1<2P)$]3#-9RGUL+Q3]EA<[:8< 2G\MT&2Z0T/C]X M;LGANVRN1_[>F4%>*G?
OLCTC>7LC#\7;,!4S]F%50;%7C!E7EER0R0#A%*R MK$K*=8%NWC 5+1FA^N6WU>T;IN* .7]1$W%&,&1]DP%4>5,LZ&]7CY#5-Q M/#W=/AR#;/&4=#GC-
<6\1!4H&:D!DB6UM/(4",:8(AJ51>Y$>'Q-_M4.H#[>-UQ$K.?FUEWT3 .L#*[> Q!@(WQAANQM(RGIJ61)JH0%8R1H/35V MG*;US.?#)FZ3WW'?,AS].&=\OFC:\[RQI"C+
[;PB9J/05 +A4@,$%0=$0@24 M+G1=Y;A0R*DFR$U;JU?@<9NQ\85VFI=M,EHG.!M(OLLZV']'FKIN- MD6;P%6&3SF,WPX|GL^-3@?
O#FXW:MZQ^;IAA]MWHIGE2&E>P0(0A8@EUI" M05P"+,JB8I(7R*)?C/"2"+MU&|<6]BO\|U>EMG]9KYX>C3Q; M^6O48(L=9=(;UIVV_3A?]O/5S8S4B!>0H(
OI*:"!))0$I8@9)@19"$DI=>_MQ8&W*C2%:^_\2*=AUJB8]3JV]>F-E@.BKUf[%>K:=;H&KR?*Q5OMQ.]"\@ MW(>GP_Z&C>UM@$7?_P;]\T+;Y-O
N]R;OG'<,+;L;5U,CN9.KXB9U%Z[&'[L#Y^?"!ONGM7ID<|GUD;]? MRK8VM*DVZ_.Z%1(EUDB 2D ,4,T88*5DH(;4YW7#B^^4:.LA, &D[S3(5*O" MIF&Z7C47_*)5(*B\TP5,-
Z\0&2{Q|"CTTEOP.FJN;MBT.@%W!IV1O(.+A(G M=1 >$!S[^]!`XNZA;!W<9[!^;=-[_G#^.0.PVS/"!-3BQ.I^=?LBE75?4G.M$?=*_M5XP[]>F<]OFPN?I9;,8F/M@]>;YOP =C3;
<809@C3IKU"'"* *EH"KJ19XQG) M%2>0%03YS%YWT8GG\UZ13/2=+)H?U%Z9NVRI&H+9?LE_7*WM5LJWG[TSXVFM C(V&?LYA -_%1B!-]J.
('0CX6Q^MC|RSX(G;Q/L"N^?)K'.U>Q<_&SX%_Y\GMC;? M\L55]PV#$B-<\]P)4L+8|++#D#M+3E'97(&;XA*.!3XNV(C*DFX$YL\/P!H:=[
M^MU@FN7<\YN13[X)1YV;>I8\&WD;V!_.#1/O=OPTXULX= MZF!VS7\@XAC7D@-1V124.H> JD*'@D*I<(4+73HU>(BJ5>++)/5#CWSRO%:-@
MJGBW.#62GA>,N\@@7[#,\4# L7S5Y",)#V=H@(7ZZ(QBD!3WC;&A/'DRC'] MX&&.]&V7;_/#+M5LERYR? 4R*Y"HBD+4@.2J,&X25X @G(-",ZUJ4](-2(!]3<@0H0T;NON/-
L@S_LHF3CQM9DHG0L3:4E4F$T1911P+@B $-;8 M4)9KZ71O<4U08G_1BN[OX[*=|*R5[MNUX0)8US=]L2#P]N:!U@>T:A@WI8;N M#1<&GKB!P[AYIST7AC%AJ6?
I0+2]&92V]\BNW$58 M#3S3 L: #PF\''2+1=6'HDWHPBX9\EX&!BK$R!,5'39@LX&'V2,>#R M3-@4_]N:?_EJ5J?[;VK-OJB6"^2C;GNU?GS:,K9L*;M*#C'CI,XIKP6@''&
ML,H!98K.G\Q\A[''H@%>EO)?TQ$Z@UP6P5ADS[UO*C[9M6]OS5W&3[AY$]^ MH+OYD%TU7Z,C2&I(*%L@/PZ(;+2)YU&"0(CD8OQD3^IS@F Y=D)A
M@]R:R]3DZ?]U.=]N/O_\UR[XK6F%J=-MI''7V.N>:8EM:IHY#+<+W/R&FHA[{GJUQHJM(Y, GB0N&R!$3F!DQ=FS"NEC5
M14YS!BM.5#TSKYRO)H=S*-49T!U7GQ$9%2C7+5)V74/JX3D_YB9UI MKTWV7:_/G()Y1]35J?3?>X[''ZU;6;>79V&K+^]NKB,AEGI.) &,W@XF$(Q(
M+L=7^J1.*\'':8/4.DQP)8BGM%@=)JLS'IV%9#]ZX\JD:PYLB6D^J2&;_$ M)2 (.2!SH4TX(GE5>M6:C8M+(=&4C.M1E@V0]!R/#Z*!H#G 5+7)9.4 RLY M0?68FXWQ:DW&A$U=
<=>)@^)FZ$Y>G)N:D[!AHC9?1:KY]L^E^M)\NVL\5,$UQP M1CBHN< D:*V#:.<(P{JSBI>B5%+/EDU7/?F+9T/!N*HZS2?:SJ<3A9WGUAM[_M"+M8])>@'1]Y36X.Z:50?
_&.@0/%135JOX*",.OX_K2U. C&OXQ2,"O0QR- M[MM!5&@|S;OY0]W?&)_U9;5^GM&<8YICLWG$I3WX+PB@12T (36B9<$Q=.L" M>&'\:1)G&I%9+],W7>80D"W%\%,/]?E9V%
2LQ9.V{A#D<;^($F+/&G.:] MG/!8\)'-ZD'MB'Q^M)";J?O#ZH'-ES-9@UR@JJP1 M%HQI;81&I:4_CC&R!]Q6O?3LUU:^_[''+"'+.ARQQ\/,*88K'36X=++WB?F
M7X4EY!CENKGQ#D#U&9U?1'+=[#,\4#_

*ML|LY!66:9JN}J8HYTRTH*4BBR34DE1/I\EDKFU*B9OF[P+/4S5N,*TC'#86-M8->0?,C<"=,Z;8T%;-,$(%\4A)P2T'Y$2(%SX5O7:SVD8MS06T>0.U)`'<1<MGO/&)E[$J%SB=&1D[9OI(WEAO-JH)C-43)HP8/[S5IK&F>P|5A3O>+$T@]E8/M/KP7S!5?31';7G5TU;U!V=ZW3=BM[8I^G;%TFEFU==M?E)EZ_6ZR756L'Z3TNUBVD)RYD*5%K*$4@*"5%?>>5 MD(V@ QN*$KKU[G>C;.S826/D/!T1:2*>#DRXN[O:-"E_<;'Z,El,_POSQ'+F MR0)5$!W2'4%?0W7&P= ED8LTW#PYK?1XL-VG:.P RDE!=I0X.@77F^7R@G92 MD%NC.0(FQNF85,.Z1/K#)V]%-CS[U][fX]2.'2H9 50'B*%30-7>}8"9*6$X MARO#H>WX BYBA.*#U(X,3VQ>FOT,26-'/T: U[sU"Z0!?MZ+2CU[PPF/4RC!@ ME4E*, .Q9BX@1YG18;1QB)?^9\@:. ^0Q,,Y,"Z8OK#VXYR-RP.2*I);U^ ^4L MTK%Q9$EZ+F0*#)EL;78]0+!9A]GG-IU__O'RNO?.[#ZNP)ED%YSR3MY,YRNLMC8A"]0\C!%5++161L?1,V)'1<;!Z'H^V@/+E0.\#$=5'J9;/Z&X.F MR&WRID R4=:!U1$"SQZ"9E(K6RP/K8OI'B5FW/+#]$'}P#=\[- `D@414,=I MO**C<3;_NCDNZUU-?.8U];A.G4R<'!=,X(N.H+U73&?$Q%L7$SQ)T+A*]Y'0 M'_9C;B2!#N#T;S@C'IW17E[D\^EL6OE35?'5=@H73D2/0/NJZ4S MDH=BR"_QBJYES27RUN, GR5JW%?E(;#45G>7%E09M]PN:Y/WFSG*]]DGT6 M&$H +AUI*U#+3FA]-FMR@5LG;&G[%O,8+>,:TXU%/A^ _UW@:&]W)6]N,VT2 MBHW11 Y6UCY12 HW&A&AY""=HMV$YB\Q3YSKAT]->K;2&%_0/D-H&;XN;X< M?&KGIX7L%EO;%R^F_WZ9]W)Q73Y9?.4I0KC:1)%<:3;/<2L:%^!98BZ).!D MZN.W5;&TKLA^E]AQ:;AA,=96(EUTUEF/?7F4:Y-7J8GHP"R8H9L1?)'8[3D MMZ2H6$++5?-AID]3-*Y=-2R\&LJB@VOQ\8UH3(*SI(%%1SQ";2 BN<")H639 M8Q#-+\7C\#185MZP>&HC@1Y<0%S=\E\5XS&FR!S(2=&N76:1NTB5.@X1&&(M-:W&@>WU/U[_|*6TS31AM1]0 Y2T4Y4Y+7GQ+KK9G"9 MA,YS\]F46PD9U_UO(^-G@+,_PI\nPF^]OX]7T(&)0%5RW5*T)XI":AYG9CG$H22M:AD_N09TDPO+6]LVCY RKK-_$NP?@/JRO-G-V=MX5-VFL_GR M@J3&KUGG!5W,3)+QQID&E0(#'[. G+1G=#D[H9[-LCR*@G%3PUM>8Z<31 =W MW']@G0",^05!.'S&WR_.(R[>E0?)RAM53'Y\P$@'U-6<*C]0#F+@!IBQRI7U M2-'60:6]"!SG3CPA8.:GDEZ_T+QDZ,-T>F5%;;<40" 64#F3IE=TUHODTEM5 MO+&M#;,]21SGVNT.GDTD^(,61#QLMC-L8<13ZYVB0&+G_;9OF 6B#QO54;9@ZU?N#KE+03=-91IAX6&'MH/YW<$%>TWIAB,OY^=?YI-U2_8_M1\^?9TGC-@+6EDO:T!+^J0=]++1J7(R@W6IVD;09U@Z0!)/P.:H]G> 8;N M[>'5_#Q,9^1T9\,]E\!3$60T< LQ2@=&9_+'LD2G6M=N;26D$\P<+ ^C[P8ZC MN=X!=&[5QOZ&U3*<&&^-1RG!6U]?%VJ1K4X)G(Y*|&^TMJ4Q;!X0.7)8I7C! M/EZ!?_"7.X#)(PV@KS;#C"]7FO12\\&PIL(G)>DR=YR);+)0K?.[GR1HY,AJ M<_BTXWX'4+K?P_ER%Q*!]P85<&4X*.(6>.2B]A/'B#%$SUJ;R=LI&3<_]CUX M&O"[ ]1\O(C+:9Z&Q?>/X0PO?8GU%9Z3E"4)4T=]U(E[+I(5&!1$RVT4QJF< MF[?+?HR83EHK-C'/F[^[!]SK/$_5R$9S&_'?!U5;68R(KG4T]F>P^NNWA5:F?3J MI5!US@=?BH1D-D38T5RT/].BD-6O#E,UA#.X M(F]F:5$'GI_"S7_?S!&1# ,.S\Y>SQ=_A;&>&"UYS8X =+6W+)>U-E44P0Q] M01^9TZTKO?%"B,IQX.D#?DWW0"EU 1+1^Q3M):O3E)'N^5(* MSSZQXEK[7T>WI!NRZJ-P0-BG.]T^4CD885_]TIW7!\/%]M%%^&"6B976HJ2S M&+1%NLH=&0:.6P@R<5,'A5G6.D)TX%"9(3OHGO31T]@+R1M^G^^NJB6X?O- M NMS\CO^L?]1.B%>2%TS:,1PH*(@?T0H79LL1">$22FUOB9WHVST?@6G15Q; M275P8SZRJW73{)M-$G#H WXO_UQLRN^7G^.://%^^KENB?D#B]"Z MPH^.X^>#9-N.',!TSSSI(U?Y2JCT?4P0CI:@)WP)(' A8,)^.CL1*!T?HR5O#IL]Y_ 1,7:4JLF1AABC{J0$QU^%3@==#DYDTD>9#@E M-*]D|NE:^U(Y>KG:V)]]E03[Q>CZ[MJ^0<4RX448F"/=?JKPVGY%1C*BM',A MU)[EK3,T]B9RI$J4L1':2'X= /1N\7&P(G/#)(BB$JAD&$0G%7"CN;%;!*8%U.-^[*,!\,JI%K&6>2P1RI$QHE]G>;A8H|8NZ|K>5Z*D^YI|:EYA@)(*5[7[N/2=Q!HY M^T> U)$B; JD;N[(AIEG?=#B(U(<8G73B]1,E)E$6'YUU$&OLFZPN!)}(UR5G MG)#=",-^[M*3?:A]\=&:./9W9Y(FTVJ@-7Y#LK8^1FC AF&3%(EW1L;9(=E1=Y[C*CO22\ MXCBR[S*&,?'41RA&7,]V-<_T!YE'N)[]D\RGUX MV8.]>9C4%60QP6$=;%6?C*KG_I$OI. 9W-M)&=GKMNXK+USS!+^'*^7')'JY3(4S0QM+GIB7;$0BN-0^UY),OP\>:=CO'<^M0F\GMM'!6#GDG;*%X[0SB0OP_++ZI/Y'P-/;MVRS"FB!,_MKGT\X'K&&]?/ MIL",#\LW:^*'S*\M(A@O2"',&KM6>N1?D_1T^!QIG[F^\7|VY0X]\OWOQ'_ MW\RNO\]\(+/B&YVR6[.-+#+.DA+ "\N@E*?SJZ.$%"-Z7;N@R]:/A_M3V8G6 M.Q9!6]YTAA17!U?SW5>K)'S6FBR4F]T.*L52B><0!?]BHJ=O#X"U/5\+AQO/ M,K"TGWPPW(?U'>#FCF504XYF:7]&=[;T:,XO-P,Y.)*A!3(;R(]RB8$W,0 *.M9>L#A4RB}>C-(?8Q\EB8TZ)X="'!T.JU?$11"]()(3*FW TL9 MHBQUODE.SN1@EI)H /==,Y:M:S6;Y4/M:/NN$=-=>M+)>X>G$^7ZRF_[46\-7^DDIL6\]X$%>.OLW10$F, %)I:+]*W;_.1+X[CEM.=V@I"0B[@#"S\^F"\$&FUT!*6KBNHX)G*,_8]EYZ]Ff(+%N7'K29%CA8*4UW M(&TKQ'Y&6;[^Q?3;>KQIW6'=X+O9S?>(X1-9I$%&9RR%5*->49#](3)HI67DM#GT1K?.*GB5JW#*8[L#95HC]@/.V\G]77D]G@3@]^[QY%))>),$L&3(JKMO5 M>W I2:B)]P*5$4&TCC ^1<^X=2_=0.*9Z#JXP!_F5%]S[?+E\F8H)$?K4[2@ M79&@K*CSC'.8(3*)AKO6.N+-VI&WD \&FCB0,)K4LXOE_@US#-KR[!N914 M.ML,%EG;TMX#U93\QU9S4'5C*"<;?'1.]FZ* AAE/,6 :@-;IZ% M9W,A]G./;^%W1/=4T@V2CS#VH_=:R+FUH&F9*@JZ/"\(=LBA8NHHC->Q$\ M3U5O?8-.A,2CA-,]ZGXGV^AB405P>.;(L$%3&-G&6)_UK8E >XV V8G"3,&B M6R>&[$A:.UZ%3HF_H\1T+ @'PM^+E.879**_#]_KP;K2[317!O/8=.A-6A1-JEG?ER/EOS\#^.F MJR\OR=\DSW)QM<'ODQB%,)9L$Z=5K:UB#IRP"%X:Z4Q,W*?A[>B3)/;6%NA$ M&&TGMBY1>??]X&9C,O!L>5*/--QDY'V% 4Q46?%)0\,_:!'B>NOC3<.\L-N*8)J5V(O:GU!!%T*)[^E+%U/;%)D@F=4W_E1V M4G=UHE3P5N+J0#^2,7Q5Z9/^\V*Z0-HK:/;5]_=G@?RY6X5^5_KKTR<9D;J MF#1<5#,)'"U.1.*$#WZ*#VV#ICO3EV72>3-<#(_B=#ZB0?MSL^)DXYC$AZ* MLHRLGE)[M$4!IL28BI3:^M9)D+M3UV52^%"H'$AH_=[:UT^E6Q@IF>0NV@*U MI[!.':-SQWT!Z8)F0F*1L76CA?VI[&3J$(EN[5;BZN'67LP38EZ^)]9>U=\2 M%V_ZQDVX9(QG<@$5TW5HKI$0?-&OZ-I9&U2RHG4!];-$=7E'-T/%_3NZ]8BZMQ=PZG\X'G@O7'@(K'E0T&:+Q#&)0K@34OMC6RNYQ:K[\#D7%0AUI8K%.O4L07'2%U3H>UQIDCY#29:QO*(U M$$<_X+]MC]>W?/7(EQ-K$R\;#3A;=;&P$7PR"IYE5%8ST+K2I?ME@S[K#,B MY7B@,'JX&,_OXD&O>N&C%DD6(I\P)%6;9 ,G$'@F&Y)E5CM%#XVNOJ9?C VT MHT34>9VY]_$O;A<@7$)5&G'QKP)A$'M=4R<"V3:QT5WIVZ<3/]3XS"@836 M0?RM;JO^OX:UOX6S:BQ\0.+8--'E77_P8I:O?N/6;VY&?3Q\X$YG%[6A_]]_MIB|A]AD_D'"P:RE(0O!,>EX"YTC<<>3BQXBB<-P*VM?]* >5#X?/?C@I#L< MU\ <+.[7,4Q^]$,T0=(8M"M23#4K3G''P2E&?T5EO,7$$)L/ SF&X'$-W3XA MOI<0NYDO>]R6M>/9%2ZA.++X%><<@B5D4(8BA3)!,-':-AX>MX/9S9WB=A\A M=C+SYJ@-WY1U*EZ*XP4*=V9<5600K4[@?2%;.Y.=;?V*TX3P<>WN/E%\D% [M\ 4O]W5_,-^1K+!;?R3).#]&;N'"'%3I"JfE^*GL+3AL-5D2,V:5^FAFXB@U1&)FZ)_"B;(CAD"H0.(1>>###?@K4[M=>,^?O8/TP/EV %"CS/1;;29V:"AV-KH2VH%CM4-MR\,H_9DN+=N>S]\GS58M"&Q\)]. VAV$OCY>?/UZMO8(PMF51_!F5N.+\XW$KQA*>Y!2YP"V) .;*!0O> M2 DR%NX3D^B:%_+N2-JX$Y4'F$I/M<9]QCKZY_E M@/.Z!XNH7P0X72 NLL2 MXG4#HSQ=79#WFSLU_S+O>KW^>1_X?I 3;P1R0CGP!GG02D=:V=K5[VM\)-% M@:$UZ':E;>2L\F&@\V-R'=<<.0$\D$!-LC?0P5#'YJIWJK8XNFUEU MM:W&)UR3# M0VQ@S-,L")ZEM_?(ORZPVP=(GDU=O ;<,P[C#YYLM)DJ?6G&B*S")4S*+FF35/ MO6I"^-&S$XXAXM5TF<[F2Y+Q)Q+F+V>UN$RRY%A"!fG4OKTRDDG L/I S@FEM%/K8ND]]ZSV.;]B='L\/ABV,B8D^->'S'B_/SL/@^+Q^GGV?3,DVUW<&FK1O= M7>^)0ZEF_1Z@=W?]\Y ;;^)]--+1#Y>Y!FJ.G@>9"G@K&2@L&APO#%+DA UAMM&X_A>]1:HI[5IK^$Y73YKMP^)'1FGN3WS2F)/(L@0;,ZN@FIS@X&$O@PI\V M2G$36[!D'$/OR&/>VB#JONH[F0#[5':OYV>$ZOEB_3%AEM].T[K!].<%KK7[M(0KNV<|L,EQZ'[H;*;4KJ_.#_#S2/7B)EM7/ %(7."I(ID^3ME M#5C##3(5R"EH/1/]*7].U6[;/OOF<-0899(\@I8UY28GA"BB DLV"!I$(YTX MP68[T6#-<'%?7[430I\;B]S+Q<7'U7(]ZF->=PE]N$KMN=U(_0#WM_N$-=-.! M.VFDF"X[K2_KO5D)"68QT>ZE0O)6F +/T8#Q7F)$4Y*^GQNR_17B&"K&U5.M M8'+G!>)D0NE3A5V_-!V@H>Z^4AVG@+;3T4B_U$8Q-^*[Q@QG(>FH#&A=Z&I+ M14.4DH,N)B3% L^\=3NR[90FI8A\+L4')WF7#GU97Y&AVZY M^>3?YRO<^A*49=(V)2B%14(ST@G1T@'+B@X$YU[PUB/<=B9N7)5R!*8>)#HC;_DDM'MYVH+&3-4587(MY'7+U^O%/N!9[3>W MSKGZ^(4 N2;GL]B3:X]\EK!H2!$(:%VB((8M0"64DAT>\40FM_O1U%\M*&S MZ^]_W%[!Y@!I9@);]:%X.CN*C'<(02(%GZS/-CG.K>, ^1Y(\N%T.GP^,+!_M*.H^=>7E3M^'Q:$AI'N?T$W/D53(YUX.XGOGQ.!Q)(63?)NS';5CA]%(#9*E8,,Z)1?8B?H^GX]M_MG[_-"&#!9H4U3]I=,;2=%1D<0*4-& M,@YD*&0,M Z({4'>N/]]*78>EO0.(Z0^M<_ON'H[7RY?K%-+:,Q8U<#;GZK M+?VEP?H5%VLM?%_ZYY+M$AQ/697K=5)A)-9Y!K)GU(K>2 %E4$A-$QNNT M$U.@$G0@88B&4*.Y;MW]]S%:CE5H]S_WM@\C(B?# (S$VD+$!#H9-H#PV2C# MI$3>6GI_2LS(+F0+'-Q74FT8WZ=*VBTC8Z5[":5H^MRW9]" M:?#:9#"*1.X,DEV%=.@EJ\&S/>PM!W_QY]&6;<9G/N@Y)$,SI9"Z,!>]F!+\EL_7:ZFYV0Q+BC<=QRO8%@-JB@.@#BQXNX MQ/^\H/W\^NWQ37&G@C7>@)YU:+C6Y-_6.F+',<)6T\$!9UM4..Q$V;G^F@2#7 M7B1]&O3/U0%\6]?[#%\9=I*QH^IB^8+\[6#P;,$^C5>K>E>M;G_DO>FNYW4JGEZ2\:I-T-I M%>N)\S* XTZ38TY'N6BO:M!-(=!#/OYS/UORLS11> M7BQ7\W-<;'\A>E=8FS?']O2W*HD(2Y4,*=>1+K.(:G(36L.DL9X1 YK7_>-Q- MYKC>S0G1/+0(^[02]JF;.=QB.&"5$[<$#6A)/%D!DE04VJ "F^NL]SI:PLX!&?H3&-(=!,XE7WK?]#M=]%Q#=(^'"RT!FD<<7=P\5]S MX.F-KW?ZMJF<7_,%M[KA-[.O%ROZ,1E'I*_62+CE?(H4/*@"@7$R?K@V$"1# M*K$S'5.IKD]/,0^QC4=A@?]6"+OTY+8NY_0L(YO M0%WS2#57P!)):@6TJ157I"'+$*-PZOR7!0(ZO:.VF#%/-=X/A^OFW',-,%B@7 MRD1%=Z\I9!L409=RB!R4UZ;HI)Q):3#-\AA57=;X[8.*QY5)$T%TX I<-;[_M,Z,#BZ1\K[YQ:3S<2F6]JRP=E\8K&8 7,@ 52QZB)Q5M2N")D\^36>M"L$-I M'=>D'F&\Q%;.'3.'ZU4:TZSOI77D[GWVNETIEI+W115YL8BE'%H&4'6$ M0.9QKO9$L8VQSHZO2^.XV9$#*H3:Q!2GV;6(Z7&QSQ./_6]PQ5*#VB3W2N'MS?+S!JN8M'M(%/*XNE<58-/G_A!|/"#%U#HI3&E ;64JQ6;+6R6SCUDW?GJY?"2_S[X@?MH\&?9|/_(]+6@_7E-X<-BQ.E"P+9,TM'3;N MZ+'Y E)SCDRX+>-P.;[&F_FA:ZWWP?3CRG5,>'3@@OP^7\|ZP5LC+=>Z,-]D(3UF8G4M. =56Q@Z8S@(702:$DT.K,7)(72.[!>/A^[!A=H! M<&^91_=[(KSX(RPV&W[W=9W&5A\&-W)?+B ,OVY+;=-:..ER 421:GYQK.3)M!DIDQ842L@C#Q1=;[&!DO[L'57YR('1Z#&X+X;N'SGXVL7$E2 Q5D-*@<@$ MC\75?C)VQRD"LU;7A\-J&25)W!?4"!]+QN!MG4X' \K"%3M'V8Q#_*>\6<80]1=F0SWMU2SX]*+67Y5N8+Y?I31%&E]4A 4(ZX; M+<$QNK6<\0:ETHZ)UI..#R1U7;=O8-@.)]1.[_I[,SI?X2I,SYJ,$+WZJ $F MB6ZELJN!HIR4DV(<:PE7!*5< "^4AY1-310+*E9'<\6,(!B14.0]%7QQ4?AZ;NVM7&S$Y"_M"'$_]T'>PWGOK;77I]9[KLCZZC28EP^T"%'_A7[I%7[#L_G7^O,[P\O1Q_H M1[,+O E>'Z%&3T;,"9K5A^'C..7N'KGVCASAY[6SM=R8M\&X+)):I*L&GH'_L MZ:<*3%1+%">)E M05RN:28*4CCN6$V.1 N3ZS)YE$9K@P0>G6 MV0R[T/5#7?!'[(.G^%=]<2!W$6+?9'}?]2FYQ#2/C2M,E(>M#7,[@G?&@62VF M<>S5LT%3F..'TCK@)QA@D+PI2-'7PFY,0ZDG%;&]+QE"* M:YVR_21!XR)L #L [&]I'$PM+ZNLQ_.KL)B=;PS0G;ML,2W\R>WID4K.1H M:KC-!5";C.S(&(<2N2[:;>?D;D](C@N.ZWP.AZ//F#ZBIEKOZ17NMB>39/;< MTYX43Z X*^"R-I!YX P+TSSM!J0=%QPW?6Y@(W!|/V!Y#=_FN'GFB/UZ40WM'!.2;.=T)#0C1QRY!!JL)).AH!?H@FY>,GD\T 9+7!O[YMM'&D?>?+_.\EBA MD=_#8A,=&C#Z\6"-$P0XGM[72#$,ZU @TU#M?E EU-$OI+-L24KE(*QO/IMV MK!Z_5R]4+^Z\4-V)0&[.WJ?Y>UR4^>=*.7?$E,*+8 UDGY.YSS\!S3==2=9YTX<'HUC.T'B5F7"'.A8[^.NT=:),]> M,+?!EGE@S\#;?'@U/P_3V21Y%KQE!<@%3%#;?'@U/P_3V21Y%KQE!<@%3%#;?'(#$Y "B\)KYA2V+JL8:B^=-M-$H]#FI/=TD=1^YC>^-_FY%=?H;YB2'G$1<3[3QCJL:F1"\% M01R%R&OG%,62CTBI TC"4 06VU3/D9+))UQ>P!A4[%U +\CS"7RH?'-"L^7$RZC M0YTE2%,W;!U=-B8&\#*;(+WD);9N\|.''[G%AW8G)>G(= #Z1^=G_(ZK2HF?L0>JG1L>NHTI%%56GL+L. F^2 MH|[,/DW/L2S".5[R,\P2OHMGT\^;.F;ZB(=DX:C)2YG3Q)RC]!6C-$/ZY5N+I"72W+YR^'[L,X&0=== M@_?L+B.IX!'_7T;Y M> Y.)$[V.S&(ML(5'5KE(98<BMH>S_1F+!H %_W!9BWIVG[=R\/ M3_'$0. Z1!MJ;1&UE^T.5AQ.[\@57HTP|_)\30"["LO\UG M^/VWL/@[KEY?S/+5+D).OJ")8$4=I93HCZ"- 3-(-)).%I=:-\;:3LGHSX4G M0L*#:NFCQ=(!N&Y=&K#(98[!] M>NF#X.WOV!W(ZL2..T&PK8E@>L++:M@U=6KS%*EUJ-[HD#++D],L@ZLTV TSR* M:&S)?#![']'&R.HEVM(+"#B&U8^32*=26UV^#EZK:*Q8TV1E@?'{@&"-V&43P MB3,ND["\>;KC+G1U K968-@E?GN,9'I"V|:KX&$#SI=A,Q7@)FLC&IV"M!FB M0_+'F13@MX#PEFR,Z^;MTB^V<>+6 M6[9@Y_=)!MG6WNM66'.VB3K3/N8@@XZ\)32V8VGN1-&>!&'WX7U*<7< [^U>MX);DC.]_(7EIM)..Y;D*\MJG/4'A.@0G?=:I=3?NG8D;& GQ,V[81HTM)1D@P*0@RZ76=`9 D<&0EE))-S6%KB\1'B1DYLCT\MH(Z'"D MS5?A;/@K_E9BY=.L3"S'PJ2!@JF,..9T TCFP9N2N.>:+*OF"3 M"._E;;W MRWX0P7>@5U_A@FZ)VB/EU@XGS@7E:Y$F2D^.)<=$WH#WY,.:+I*1@NO6HW.V M$M+Q33X{.:MI=,!Q&Z1ONUZ0.FL]1Y!RMI8J59AQ.!C[:B#SF#E-MT$,K2_6AU1T M_J%FDGY@H!W%]NZ \WLXQZL>'"$X[YT#XZK;KH,"SXT F;@T,2/ZYL,6'J-E M7!=*^,G(7,@P|=NQ/4V'E;7,38O7R,=\UZ@M*|]+*\8

MB"($N]M,W6<6V@T>/TY8O25?Q\;(!NC')=A-8CYSR2&%4MM$T&Y\2060=ABT ME\J7W09I/+7:BF?/V14^PB,=G#U;*Q*^(_IZLO?9O.XQ,6W:K5M:AL_8)K/ MZM/[6G+7A1OK?->KJ7??ZS5,YZ-PEES@"@0I4U ::QJC0C#D>R9OO;5BL&+4 MEAO9#;D_1."|'X%W@/K[[_KA?+Y83?|+9:HW=#X0\3EAQ%$,V0-,CWS8_I"^>(,Y^4=G:Y5F&4Z3=<3 MFBY'(S28K+G7.@VG;AZ^OV$G<@KMN1#*@JL/R4K2'[X&W@.WF?Q!ZV.Y;P2W M.,JGFTMYJG03:'MYDL44.*5Y\URDWK,,,6,L:O'CM2[KM,Y-R'-MU=W=*
<9LY@HE%,D;I6HZ!U^I:-Y&K ,YXDQ-J%77K1D@/]1@?*T<)=H>)G'MP MN3NLZ<=HZ0DS^\MXUXF<^S!\-M[*C"@\F2PC]6)3D-P1/MR22
$XSDPC0I=\G5&Z4Z!A:]C(N=>HGIR(N<>?.M M66R=(I>"B;E6LS*;'1T&(C\(58-C$4-6T:O# H,0I/C MGR)P6\<#I!(22{=]UQ'5!.)8K=^OGL!YH>8R+B7;)^?R+@/HSN RF,1J4B[
M=JHXB-[EVA%70\BL %W+W/O 8O1#Y#T>VG[GI/,9VSD[A_&[.]B\#(O%]UK\ MLGF_48XQM-R#K>8=;0S!"R33S+ @.3IG7.L6AT_1TY/]>Z# GP31$=SO#DG; MPM>
<\UH4B)"=J*W44[7O+0.>8RK(4Y%NV/C*

\(/RZFCI7#L57IS6SG3Y<7 M_L18]"A8 ,Z+\]5J+B_3Q)O@,PO9&Y2M+[3;Z_=TB[4!S,',@133M MGX\>L#+2E^GL(F^NWZHPUP*;%*:B#)]!]*+NV"APC"[AVKG#1X?1F)VF:.RQ
MXUUI&]\<.A(ASS0 ^W_;^[;FMHVX[K9&*7X\S4?F*A M;S'/4:ALDG+&_Z@2!P[T6H 'IH!-/I#&Z.,71Q^%>,| MUU6O>W-O#^%7LW3;++#4)+-#>RCA(>[OG.DT[>)2B)*.M1+[?
S;AO?VO\<*<1 M9H;0;0=!]!,N,#&2*^-EO;:M1,.UM>5ML#0,N]L$#RWOGMZ0AGCQSW#[58' MJ;I9]'/DQK*U_A^O;_Z\GM6G2_<>\Z.2'(NDFFRRJ 6. %S!":%9LZ:(/:< M?
[W'Q\;G%6RYM;36[MC'T8\.W:,>*ASF@JAV. MWN]0.O3+X_-#HBCMGKOX,!ZFGZB.LKK4G+ET+GO,2)S(S)+$,A'0'%*+'W0 M'](((E,**&;9 /G#W@LM8YDX)<2-
,O47F9DC3!-.=,?7Y%7=8&#D'# MGPH#E&((.47#?NH_[U#6/WS/0"C_/0'-P8YX7>-_.?]$#YN-?^>IS M_N?U;/El,9$!A166 \4Q)*RN_%*<6Q Z%E9BY$ZTOE, ^:<'C5LSZ@.V)9CPW
MS%:G_/C7!02MSLXZ!7$9Q7&D1"FPH%Y2FV'L-WS#K'KCJ24MLK+0&#@3MHTP!=@,>L=-RJ8%?@/-APYPC/-]3]]{6.6YKL"9P'FZTS;$Y,YK3X
MQ,#$0ML^!@98>^=BLC*K6K4)HW<%#58X?"$D':3D/IN#UGS:.$OO;]>TXM;^ M!>=SK,70$Z]!^_[H!K6_HZ1H5.E[_3\W]{&5O8ZKY\3&>0D]>H)$R1Y"B8PY
MH0K7VT24I_K=PQ66,VX!Y02[;^]IK53>P1GTZTU83-,4YU]^Q;\"K1XO*66] MT+I\(5&#*L946BP'F+AB69B4[%)G8R=78L9%SG-S+T-HR:Z[P%$=|NOSVK? ME8]SG"W(R\A
F[=-(44ZP%."4EP!Y>H($DVRR:ARTO2K>=0B=C*:OKFJD6'5 MQOS;H&IKB[':/EY[_0#SGY?OZ=-)47[J9!%/O;2#T3W>;QX,/CELZ;WWL"_+'@"PP6V0WD>#!9RM9)U9TI8H
M%$+BEA"M7N<;_AT]\P^8./CFST8TQVW4)_'023JUUNL^?]_/5]F6\"!&2\C MH(@,%'($EXVED$@9$QT6KUL/RWQR(>/>50V5B9RN\QZ -?IJEGZYGL7U/TR2,3):-,!UJ:-5.*-
1,9%@,;+B M0O#YT?"-D[L"JUC7N.%J>U@UM\78R6Q-\1;56;:+,NQ!<;JS.03.BQ4G?!W9 MHY(C",P7X 3%-H)$?A^W.V[OS'NT=4.'BU5.38B[NV<:I*,^SMGM%:B2*06
M7P<69DEI4';G.,_GTUB?7:TDFBA*. NF3!%8K-T9]#4N4ND"F MZ(O)XDMAK7.K76O9"TF##48; $DM=-X!=M[/KV/.:?&&='8[W.WA;'@A>.26 MUW$CGK;
<2L3KE*N,&-8PSZ+VKO7#RF\N.B\T#38FK3V:VE]A"UC=[QYZ7'](M 5DN"-SPZB2*CG'4%@HRH[RN\K3'U',KV@M0@PO&0S?3?*9KN#3^9Q!BQ
M&)}]0.CIO$Z^/F-.X*)2=\"K$DSK-Y+?6-)^=<3!9K&]#*\"-4&GB%K'A9,@ M,B43Y PV2@K^M&-T@#N^!1TW5IE2;&G]-&?W:O;#T1D5!\IOD^*@!W-LW?O
MZ.^=Z!]R'0.74[F>WY[X[3N$#_WR<_W$)^E@F/[BQ H28#EE>702*DN_>!DB MB)B2JW243K=NHWRY_F+.6>&!.8@VDG!"*$!TFH[Y$!0(5F#SP7KGTE]\B-T/
MZ2\-1.4=!(&_D@%68RGD>_*KGA;?#:.](.\S!U4T"1)5K.]QF4,BA"-@&0^_]#H#4X+0P$%YA"M+VQX1 77I)?Q']!?<8]6G*MQ'H@#C%!,N)Q/XW(3-_XVFRX7'W!],2.,
M<4EK;1@(*UR]+!2S6R0+,>]4>>;.Y)84'\|NJ]_&C@:8::?Z#G#T[_IB<;;<M+)X[E4OQO+XGC6M;Y^\|',&-#R7(8ESKD9P/%M!/AT<#G!ROV]-Q\3G/PW63 M5RMD)
[Y2Q&O*JZ^_Y+R^P[F9QT^XR.^O\';?3!]5+XB Q7DZ]@4#S!;!>,-8 MY")%O=W/ON,UR[Z?[*?EXP20#*CE4='S-9F\+]"#@S;2CE.W5U:;;*#*.7I KO3
M/BO%$V1.^E!.>0C1(T0AC14EHRNM^X&.?U(QRBN[4XHOI^N\!-*+5=%_Q#^C M2[Q:WZ7N]#.RTI;<;M+I*]A(KG6-.;5)W_8MN&KJ]6/7(U^)#C|>^SVA"S;@-=
MK71]OA2NDW(R0F96D1MB@)"=!!Z"<8%YH;%UG6D0048FZWXY+.^^]I+%AT$ M"5_O(=8WH%7@Z]E*Q:N[")=,TK9 H?,,5):<4F]CZ6 S&&,2J=CF5\3/+:B7 MJ[I1
+/KDO!DZW4 Q2T9-BE@\IY3KB?!6\=_,4F_"TE $%BT1"65:,V"]N1" M.KDN/-W0VY63DI?>_73N!=&;)%_8X(6DI,.^F.LC(108A88+D%$8>K?*^]2O?
M1XOHH:7E),N3E6.T'(:*E%Y4K/M'(:$;@123/0DLGJ-(YT$B/8HE@LC%-*.MU9HF^/IW>RF<]*4'6V.CG!U6[4T7G\'H:AQL2;HM>ADT8(+W%>LYR:5_D? MKF#=X2^Z
Q!%J';N2?W>[]796GI;726=W-U1<.'-$G:F645VO;:I,QA)8 M\2RD(K(MVU?-W[HW?.(S?:#@&.,|?4]X]B8[P 2W.R5),B8MM03A3;V5H*/4 M"5_
E"""3%=9KNSVL;"DVT=S3Y80" 4;KV$L\=;IP-H[=!:,>GZ?56%6/SPY>[? MV11E5Q+?B3U+6QI,G,R!4DS@' 4HRO0$SS@D)87SA0L>FS\9&$",<:.J$Y"U
M73HP*A@Z<$P!=']!R=GI& 5GHG71LN/6]=X1>(+Q M.D B13OE>OY'[2A9-YQLO)"LTN]1'AV\(H>*+("K\S6M,]HFDV.R>Q$V'U*\|-M>GHI(X>4O:&OA<$ZP-
WN3MV,&7GMH@I,^-K7),#'''')Y8I(Q9,C<==4/ >-O M\RH7S$?$Z&S=_')'+'-DQ';7@]MZ>!:7/]_X_HN6,V+-Q!+Y4\-10(FJ2@^_M04(>"<=3ZXQFW[6-?$<^-$@. N61%NN@AOU,-
=X+(1SIC/0C2GU_HR$$^!T) M.1J#%+38[3;)H>XU1H+1L6;=_\;C$!UW@)9G[O,*LRE8E. %6E"&&4"K)&27
MA"4O$Z)L9Q]#W8P.EM>^'"%H:Z;BG4^ZD@.+G.VHR6P0%$5@O=W3-TRTXJ1F(M.:*6-.C+M6[_S;BS"N"\W.P[U1D!(!P[RS6QQ5[+XRTW=#]Z51]R?M)N]S<0DEH4/ ,3&!
(I2:T!A-!0L@:SF=;'-1Y4/)\ZXEQ87 MX3^.,3-VPKL[W;L=7+-6_41QKXK1"K2I*=2>U>;Z#]P)>LDLYBOTK)OE\<-MV3< U:\;U"_]/O:^,@62C/N@EMK!3AG*VV0UX *4B!94>X
MN=1QYV7U ..7M'4/D#XVHEX_!7X[6RSG-ZOVD7?+3WG^\1-%.*M>CL4_*EGG MXNUL<^3(8F7VRE*@D^MPN\ A2"\@\IB=$C(%U;H/\:5D&W
M2DG'+%H(Q67@OCYEC#Q0%/EBCT4L+,.^XTM9[\\#SPUH%C#K=A_6NEVML-;Z7< M-SB=_PNO;O+$B819"0W>8!VK2 8.!CT8IXNC+8U',\IE,'Q.TI$'TO7DDV< MM0X<U$"
(MH,\&L$XV%2P7[5K?M+VL MA"-/\NO) 3N&5@>,]U*A^[_S\]=/5;^?OQ_SZN__F7^6!DM6B*E*T%9D2N
M*$S\8!%L2U""67%@7VD_I[4;X_=SU^UUYMX"\;$]^&&A,)%>))T'\8N^]A_0E'!T]&C'/?*8Q"@]>6FL MM'SU1B]$",FX2J<4$XJDO6K-JOO"(N[G,A?=9W .X+H WWO]GSR/TT5>/*CJ
MO)TMY]/98AK7.LE6"\YX H-80&6?(005@/XHH+$13?N!R2\@UWY>=M&]%-W" MJ /?&NYNXXZ(8#$AN;/2+M6!.+YR6COPA5-8BKS8(I,1I37WW8L(M]]S_2TZ M//H#TCE-
5MH$Q7=2-Y^PM/,+@TU:VD^F/B8N*>\XH=N 48H#_8]P5<=V15Z*MU\;RTOSPO\2)2Y5K@84<@0G)ZC/W'(XI"<((F6*P.IO6^_SWB4NG8/EE)BX=_M
HL.8]*W,]K9\M>!+C]O1%QQBS ?!3+N(9A !Y\6=3!'G5TK(0KTQ2)KC>?!G MEG.)TY8. LOU,);K%X2W0?]+-.X6N%G8-*4F7"%XQ 5G)XB@*7=\X M0OQF]OW@=
(0-.@!4'5=*"_CT:D;!V.=\=?WG:EK5.DC;$(_HS)!S)RI[>ZQ! M-0)B2!I5<<=HQG;)I75[?8UE=@NL8$#QF*VUJD0Y]H\\RW:\(HE>I3^FLVD- M22]YS4.A)!
<\J51("OI%149*,YZ234L2V>R#\ZT?%.^UL'&?U@\'M/96Z0!] MK8L?FFM6.&HH10<2/V2@HR.1X\D<=>!:.Z$M@'3]S@66G1(-C(]0#![]GS'M9P MCI[G
C[4@C5]^IWD"01]>&@5*%Y@UC+*_5S]:T>!)(C;M0/L>0Y%4>W6-W7 M-,J1#K#I\DOS.ND^'QNL9']PI)U43Q4:EX, (^KK8RXC!,Z0(0B9$>1LI0E*,$NWF0&PG+Z!QU3++*TQ??
C4LS.KD!X$B&>GGAUBG0Z@-M-#EH!M4AQCL:.MB9_S/%R/.(_%)(-,DGQ)"HJAF/7@K"?_Y\';2IX9RW9VM1UW1\EC,KEYT2&@QM-VVUKV)_0NYOR@F (^,3C"K+?
@D!*00O5$9I62M^74N=QI+02 Y=A[++(18; MFX3O^>D/*44>'"*DD@6I"S.@K?,S,00GL_3^T32KH29LC#^/Y2"S[C]AXQ = M]I1O-2I&9QNXK"2!5KI$48CA@#%&
<$%Z$SD+EEW"7=>933-OU_]H$!DSR="&9+VF_,"%4LGA)3B?A4Z4(V36S>.\HR3L MY'08 \POJF#[9&3I/?QN338_\5$$S%K2OE0F4.1$@0!EZ((C"TDQ)YH/A7HQ
MX3JOH(R(\)=WQB/@=K0?_KDFP5WB?-FV-VX1AB)S":-0E7XI5%["6L7B :P3 M,84LO):M+WR[HI\=KBKTW1=/ MM%'XE;#"\9K196,LBYOH!4%-HXREXALH3) M%6E+^\=6/1$?
=?7?"D\!VN!/ZM1/.\N^U1>/C&?@B&;_DZ7T-%2N*=]'V M9F<)*A8.'@M%#"R@8=%RYA^&]7#-Z#;3)C M.!P+E.0SY2H1 ,4X-*%RDX4LU9!;H1_N++R1>P$PR)YXL.!![6"+^M...'
M*6Y4MQ;'\XG'#A$\HNOH5_%C 8DB_;_P_)I8KP M*:H,1MM4&VLB61P%B)1++$1.5C+.""[#:O*HM0Z4$PQ\"I&.'J4+JJBT;\VF
M<(E$*U[;G'A,E+9'TF7@=@8fL@!!J,6M8H<"]H9S2[T0KIV#Y98A6#H%%!^'< M0\X%RWFT7"]H;^A(#8E#\%X LU%A%CRRYOWQ%T^T*)U&;) [KZ6:
M>XG]A^GB_[V9Y_QV1@O,B^4'2E,FW,IL164CP<1HSU >T#D&D?,08DI!Q6[> ME>XKU&6]WCX(LJV*A8/@IQ>'>E0,>ZR0L(]"*O%T7+|-\^(-/>/#)[T/B(Z<5W6FTFMYKX:?
IYFO(LK3:3 MK'T=N<%(#9GL9*2%$.]CU\!8)1T,1,:F=AQEKO3&N<0CI)0<*,8B.$?;MXW<^YBX3;SU&YE+ MO-3-G"4N(B5BADM020KP:#)P;2FP+)S3X?C]4G?
@2]U#L/PRE[]P"P**@.CA M_4Y(5L8H'!BC%2@E:T&[9/ BD'Z+(JW;]Y>Z P+BV4O=0ZS3 ;0&N<@)Q7[- M^2%5EI7;V3GPB1HE+W4-LW'-=]\/HA'2F1
M(R=!,,@ZE\34>7DL"C3:N];;Z=_I4O<@G.O]J7N(T2[R4E=*.J^LUQ!]'?^+ MUM!^8!&2DJX6=C@VSP^^7^H.&D:,B9 .-NBC2S:;/OUW-\O%$F=I.OO[_[,"
M8[5*H@@(0ME*G1Y;AB\(+!E>DD.70S/,D& M\8_Y]6)18]#,N$(06M7W:O2+\W4H'#?IIVBC[(?O>K<89\|%IJ_'G_]5+M*5 M]8RDQ>(FIY]NY]3=M30KP1?
WTK'%Z__D>9R2)B8\2]&DB>"+$]!\N"UCE!\ M-B1QD"(V'U1]\"K/E'1C0+0/;^@+()A]S 'PE6K7V&@#0M,V:(IBC7?@(QV*
M*6:IA)4ZL>.W2^W%.%,&BGY/@%.ATK8!W7L4@BTG8/"=Y<2DOJY>ZD\KP$ C[^_C@)&N4D!+?SJ4GO;+?8AZ+XH8)*0$+ MZ29KO9J8'B%$9R
7H7B1WH3RX@=A,_$NIH;=A4^.!+MS.!V I9I,Z??3CE3. MQY0%V! "A3IU=I&C?S3>H W2;1-:=YZ]K(074VT_"[\<#GR7X)(/%&&?U0^3 MD6E)IE1)KU]Y* ^1)0#/Q3]KO#/IQ8?4-
);Q8@K_9^&>0P+P"!RT5:AO@@@<-M+03G#:@<-: 5"J+7SK/(4:INB.(R"S/X5]A"W<< 6Z7=Q'QK&]TLCP(QT&D M0DFW0HH@,I(ABQ&:]BN67,?
7$_T>C)=441T"2Q=PV+U*:5I_@U=W3VOOWLOF MDKS2M:\R*@D9__N/U;*6:&[RJ\%)BX1!(UGL&B(*.\Q@$A"PTF#H=7=/?&CL(=Q0-0=Z*M>R%$'.0H! M<)!&^I<5\[PO*?
IURJ$1UXM3MDEVWY(FIK/%-*Y%EF6T?G"(OA NY-Q%C!:.M2R:.QAJ>A72]O6'9*_H'-:_% MW&.%C;C_[GWIRT="QX*0MX+F+0IU=@R=SA"M$* 412*(II#-MGA0#+LL"&C-
MSL7I@LU'P.]8R[A9VB X:JK^/@^?7_+RY^O% MXM623M5PLZPG[/*:#ND_-K2OGZZOR'"+/_-|=4"_FBVG:7IULR0O6K]T/>&| M:O;M!D?<,'IH="]^QGE-QA?O;
[]^"VK/C)52!+"1$?YLH3#(*@\\V.BM09%* MZZ+LKK6T8[%M-NUYU'4\]?H_\>]&5/F&7+\&D3?+5:7#]H+6?%*!4]#$<&P MK$ EG@%=BF'30Q6Y%MB^":FI!.S%K5
W&Y&VAX40Q.2:LTH\:TUC^WIF0>-F_(-B MJITANL#5O[&6VI>;Y<W,@F>C4 -EBN2*7C:4Z4V MP!7GC$O+C=XN.3Q=D)[S@^->J0T"EL'TW4$T=&+4^?/79E$>I8OH*; L3H+*
MY$6!1P8Q\T+GNHN%MWYWW6KMO?"SGWO^>AP85M\)?OUQ?3-;3CBFG&4NP(5@ MH*0SX%CP8%(,/AHCHVQ-P-YDX3VF&D-CKBWPCP! U[=+;V?T)WG,.Z96*VAW
MTS2(3H:^,Y(QL2!"A*18K'6?>GI*(8)D'P.,>7FCP"&NF\B,ZQ-L+KV^TRZ MK#;X^(0-?L#%-ZQ$(N)R&3H!3H.55G 3O2I(HI';C$3F^.,#\', M[CXZD)%&33[IC-
6E;SL*Z)"XFZ.;_N_-8EG;5B:1MGO)BH8L*Z>G ME@@HI(,8%2V\9"?9]GO1IW.N?,\X,O=D2R@-I^E^R(,?SN@4SXOEN]F/US." MYW)*7O)3#DORGW?E(_YG0]I)!I6#X)6JC2H"
L,,+*/2PG/**UMOW-]E,<8[@,D;KU06A/YOBOK8/C>0XMU(" =)X*$H2]DQ:RY>!1<;!! MAJAB0!Y;3V0Z;($C/^P> H'#&;@#])%OS5ZG;]77ZIZ_6*7T
M[V\7NG*]B>6)@HFB*)5GDA2KZ^,)IT&0M"@!MK#-IZF?N.2]$&K."[$O;<0^ MKOV>=LG-"?#(,R?<2^&-45!*2I6@P8/CF>+@8$F\D)5FK2^8#USB7JBT9X7*
M(8W4P<[YJ*!HM?WK9&4E2UP/(%8Y67#21A"Q2"ZL45A:$[4\N9"]\.3."D^G M*]Q#U-P&K,=5'+%+5VK6\%=RQE+^3XL?,,4H? M_AYB\Q?UE_I<]+_^U_'4$L! A0#% @
A#D(67!.AW@$YP Z X&)(M (! &$P-C,P,C R-&5X,3 Q+FAT;5!+ 0(4 Q0 (M (0Y"%G'<'+)*@@ .TG 2 " 33G !A,#8S,#(P,C1E M>#,Q,2YH=&U02P$"% ,4 " "$.0A9]D?P'2(%*.$@
M @ &.]P 83 V,S R,#(T97@S,3(N;'1M4$L! A0#% @ A#D(61'0 MSXH6!0 #!L)((!X/< &$P-C,P,C R-&5X,S(Q+FAT M,5!+ 0(4 Q0 ((0Y"%G.=+>@:R8 #T- 0 0 " 2;] M !A-C,P,C R-
&5X-#$N:'1M4$L! A0#% @ A#D(628:H*04? (#VL6 M !$ (:!OR,! &AO=VPM,C R-# V,S N:'1M4$L! A0#% M @ A#D(63B\.7[T#0 >9, !$ (!] # &AO=VPM,C R-M-# V,S N>'-
D4$L! A0#% @ A#D(65@SYRD0%@ P&UL4$L! A0#% @ A#D(M62]@NWA(<@ E4H% !4 (.!';0$ &AO=VPM,C R-# V,S!? =<')E+GAM;%!+!08 "P + ,@" "8)@4 ! end XML 69
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DE 82-3523180 200 Talcott Ave 2nd Floor Watertown MA 02472 617 952-0555 Common Stock, $0.0001 par value per share HOWL NASDAQ Yes Yes Non-accelerated Filer true true true false 43702147 135303000 134343000 2940000 2677000 545000 1350000 138788000 138370000 7092000 7958000 1211000 21023000 6347000 6888000 265000 594000 153703000 174833000 1467000 1336000 8701000 8860000 1274000 1608000 0 907000 0 6667000 11442000 19378000 10239000 10992000 0 433000 25163000 32656000 2841000 0 49685000 63459000 0.0001 0.0001 5000000 5000000 0 0 0 0 0 0 0 0.0001 0.0001 200000000 200000000 43702147 43702147 39107048 39107048 4000 4000 481529000 455443000 -377515000 -344073000 104018000 111374000 153703000 174833000 1143000 8081000 1885000 12545000 15271000 9583000 28179000 21289000 4832000 4565000 9828000 9546000 20103000 14148000 38007000 30835000 -18960000 -6067000 -36122000 -18290000 1793000 1949000 3766000 3467000 1142000 955000 2145000 1126000 -553000 0 -553000 0 1613000 -25000 1612000 -1131000 1711000 969000 2680000 1210000 -17249000 -5098000 -33442000 -17080000 -0.40 -0.14 -0.79 -0.49 -0.43 -0.14 -0.82 -0.49 43521406 35557701 42564342 35173327 44043184 35557701 42825231 35173327 39107048 4000 455443000 -344073000 111374000 985000 4169324 20089000 20089000 2305000 2305000 5999 12000 12000 -16193000 -16193000 43282371 4000 477849000 -360266000 117587000 61000 172996 1002000 1002000 246680 76000 76000 2602000 2602000 100 0 -17249000 -17249000 43702147 4000 481529000 -377515000 104018000 31515074 3000 429039000 -306705000 122337000 103000 3824249 8610000 8610000 2108000 2108000 -11982000 -11982000 35339323 3000 439757000 -318687000 121073000 31000 272032 644000 644000 28739 45000 45000 1930000 1930000 1690 5000 5000 -5098000 -5098000 35641784 3000 442381000 -323785000 118599000 -33442000 -17080000 4907000 4038000 918000 859000 410000 92000 541000 675000 -553000 0 1609000 1030000 0 60000 474000 -863000 -805000 -1000 -329000 0 15000 -3017000 -1340000 -5271000 -1087000 -1009000 -29474000 -20819000 128000 350000 -128000 -350000 21124000 9265000 30000000 40000000 673000 0 40000000 0 76000 45000 12000 5000 10539000 49315000 -19063000 28146000 155577000 130529000 136514000 158675000 135303000 137452000 0 208000 1211000 21015000 136514000 158675000 1788000 742000 0 13000 69000 15000 4450000 0 1. Nature of Business Werewolf Therapeutics, Inc. was incorporated in the state of Delaware in October 2017. As used throughout these unaudited, condensed consolidated financial statements, the terms “Werewolf,” “we,” “us,” and “our” refer to the business of Werewolf Therapeutics, Inc., and its wholly owned subsidiary. We are an innovative biopharmaceutical company pioneering the development of therapeutics engineered to stimulate the body’s immune system for the treatment of cancer. Our headquarters are located in Watertown, Massachusetts. Since inception, we have devoted substantially all of our efforts and financial resources to organizing and staffing the company; business planning; raising capital; developing and optimizing our platform technology; identifying potential product candidates; enhancing our intellectual property portfolio; undertaking research, preclinical studies, and clinical trials; and enabling manufacturing for our development programs. We are subject to risks and uncertainties common to early-stage companies in the biotechnology industry including, but not limited to, technical risks associated with the successful research, development and manufacturing of product candidates, 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. Current and future programs will require significant 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. Even if our product development efforts are successful, it is uncertain when, if ever, we will realize significant revenue from product sales. We had cash and cash equivalents of $135.3 million at June 30, 2024. We expect that our cash and cash equivalents will enable us to fund our operating expenses and capital expenditure requirements for at least twelve months from the date of issuance of the condensed consolidated financial statements in this Form 10-Q. However, additional funding will be necessary beyond this point to fund future preclinical and clinical activities. We expect to finance our future cash needs through a combination of equity or debt financings, collaboration agreements, strategic alliances and licensing arrangements. 135300000 2. Summary of Significant Accounting Policies Basis of Presentation and Consolidation The accompanying condensed consolidated financial statements as of June 30, 2024 and December 31, 2023, and for the three and six months ended June 30, 2024 and 2023, have been prepared in accordance with the rules and regulations of the Securities and Exchange Commission (the “SEC”) and generally accepted accounting principles in the United States of America (“GAAP”) as found in the Accounting Standards Codification (“ASC”) and Accounting Standards Updates (“ASU”) of the Financial Accounting Standards Board (“FASB”) for condensed consolidated financial information. Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements. In the opinion of management, these condensed consolidated financial statements reflect all normal recurring adjustments which are necessary for a fair presentation of our financial position and results of our operations, as of and for the periods presented. These condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto contained in our Annual Report on Form 10-K for the year ended December 31, 2023 filed with the SEC on March 7, 2024 (the “2023 Annual Report”). The information presented in the condensed consolidated financial statements and related notes as of June 30, 2024, and for the three and six months ended June 30, 2024 and 2023, is unaudited. The December 31, 2023 condensed consolidated balance sheet included herein was derived from the audited financial statements as of that date, but does not include all disclosures, including notes, required by GAAP for complete financial statements. Interim results for the three and six months ended June 30, 2024 are not necessarily indicative of the results that may be expected for the fiscal year ending December 31, 2024, or any future period. The accompanying condensed consolidated financial statements include the accounts of Werewolf Therapeutics, Inc. and its wholly owned subsidiary, Werewolf Therapeutics Mass Securities, Inc. All intercompany transactions and balances have been eliminated in consolidation. Summary of Significant Accounting Policies The significant accounting policies

and estimates used in the preparation of the condensed consolidated financial statements are described in our audited financial statements as of and for the year ended December 31, 2023, and the notes thereto, which are included in the 2023 Annual Report. Other than as set forth below there have been no material changes in our significant accounting policies during the six months ended June 30, 2024. Use of Estimates The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Significant estimates and assumptions reflected in these condensed consolidated financial statements include, but are not limited to, those related to revenue recognition, accrued expenses, assumptions used in the valuation of stock-based compensation expense and the fair value of the derivative liability, and income taxes. Actual results could differ from those estimates. Recently Adopted Accounting Pronouncements In August 2020, the FASB issued ASU No. 2020-06, Debt—Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging Contracts in Entity's Own Equity (Subtopic 815-40) ("ASU No. 2020-06"), which reduces the number of accounting models for convertible debt instruments and convertible preferred stock as well as amends the derivatives scope exception for contracts in an entity's own equity. ASU No. 2020-06 also simplifies the diluted earnings per share calculation in certain areas. We adopted ASU No. 2020-06 on January 1, 2024. The adoption did not have a material impact on the condensed consolidated financial statements. Recent Accounting Pronouncements In December 2023, the FASB issued ASU No. 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures ("ASU No. 2023-09"), which enhances the transparency and decision usefulness of income tax disclosures primarily related to rate reconciliation and income taxes paid. The provisions of ASU No. 2023-09 are effective for fiscal years beginning after December 15, 2024, with early adoption permitted, and are required to be applied on a prospective basis. Our management is currently evaluating the impact that this standard will have on our consolidated financial statements. Other accounting standards that have been issued or proposed by the FASB or other standards-setting bodies that do not require adoption until a future date are not expected to have a material impact on our consolidated financial statements upon adoption. Subsequent Events We have evaluated subsequent events and transactions that occurred after the balance sheet date up to the date that the financial statements were issued. Other than as described in these condensed consolidated financial statements, we did not identify any subsequent events that require adjustment or disclosure in the condensed consolidated financial statements. Basis of Presentation and Consolidation The accompanying condensed consolidated financial statements as of June 30, 2024 and December 31, 2023, and for the three and six months ended June 30, 2024 and 2023, have been prepared in accordance with the rules and regulations of the Securities and Exchange Commission (the "SEC") and generally accepted accounting principles in the United States of America ("GAAP") as found in the Accounting Standards Codification ("ASC") and Accounting Standards Updates ("ASU") of the Financial Accounting Standards Board ("FASB") for condensed consolidated financial information. Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements. In the opinion of management, these condensed consolidated financial statements reflect all normal recurring adjustments which are necessary for a fair presentation of our financial position and results of our operations, as of and for the periods presented. These condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto contained in our Annual Report on Form 10-K for the year ended December 31, 2023 filed with the SEC on March 7, 2024 (the "2023 Annual Report"). Use of Estimates The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Significant estimates and assumptions reflected in these condensed consolidated financial statements include, but are not limited to, those related to revenue recognition, accrued expenses, assumptions used in the valuation of stock-based compensation expense and the fair value of the derivative liability, and income taxes. Actual results could differ from those estimates. Recently Adopted Accounting Pronouncements In August 2020, the FASB issued ASU No. 2020-06, Debt—Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging Contracts in Entity's Own Equity (Subtopic 815-40) ("ASU No. 2020-06"), which reduces the number of accounting models for convertible debt instruments and convertible preferred stock as well as amends the derivatives scope exception for contracts in an entity's own equity. ASU No. 2020-06 also simplifies the diluted earnings per share calculation in certain areas. We adopted ASU No. 2020-06 on January 1, 2024. The adoption did not have a material impact on the condensed consolidated financial statements. Recent Accounting Pronouncements In December 2023, the FASB issued ASU No. 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures ("ASU No. 2023-09"), which enhances the transparency and decision usefulness of income tax disclosures primarily related to rate reconciliation and income taxes paid. The provisions of ASU No. 2023-09 are effective for fiscal years beginning after December 15, 2024, with early adoption permitted, and are required to be applied on a prospective basis. Our management is currently evaluating the impact that this standard will have on our consolidated financial statements. Other accounting standards that have been issued or proposed by the FASB or other standards-setting bodies that do not require adoption until a future date are not expected to have a material impact on our consolidated financial statements upon adoption. Subsequent Events We have evaluated subsequent events and transactions that occurred after the balance sheet date up to the date that the financial statements were issued. Other than as described in these condensed consolidated financial statements, we did not identify any subsequent events that require adjustment or disclosure in the condensed consolidated financial statements. 3. Collaboration and License Agreement Detailed description of the contractual terms and our accounting for the agreement described below is included in our audited financial statements and notes in the 2023 Annual Report. During the six months ended June 30, 2024, we continued to perform under our exclusive global collaboration and license agreement (the "Collaboration Agreement") with Jazz Pharmaceuticals Ireland Limited ("Jazz"), pursuant to which we recognized revenue utilizing the cost-to-cost input method, which best depicts the research and development services performed for the customer. Revenue from the transaction price was recognized over time as research and development services were performed. In June 2024, we executed a transfer agreement (the "Transfer Agreement") to assign our rights in a development agreement with a contract manufacturer of our interferon alpha INDUKINE molecule JZP898 to Jazz. The execution of this Transfer Agreement was the last material performance obligation required of us under the Collaboration Agreement. As of the execution of the Transfer Agreement, we no longer have any material performance obligations under the Collaboration Agreement. As a result, during the three months ended June 30, 2024, all remaining deferred revenue related to the Collaboration Agreement has been recognized. The following table summarizes research and development costs incurred and revenue recognized in connection with our performance under the Collaboration Agreement: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:96.783%"><tr><td style="width:1.0%"></td><td style="width:34.549%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.005%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:1.159%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.005%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:1.763%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.005%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.404%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.010%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> Three Months Ended June 30, </td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Six Months Ended June 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-bottom:1pt solid #000;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-bottom:1pt solid #000;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom"> (in thousands) </td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom"> (in thousands) </td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Revenue recognized </td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,143 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">8,081 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,885 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-

serif;font-size:10pt;font-weight:400;line-height:100%">12,545 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Cost incurred </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">210 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,152 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 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recognized as of June 30, 2024 Unbilled receivables related to the Collaboration Agreement of $0.2 million and $0.4 million are included within other receivables in the accompanying condensed consolidated balance sheets as of June 30, 2024 and December 31, 2023, respectively. Receivables related to the Collaboration Agreement of $0.3 million and $0.9 million are included within other receivables in the accompanying condensed consolidated balance sheets as of June 30, 2024 and December 31, 2023, respectively. Revenue recognized during the six months ended June 30, 2024 and 2023, includes $1.3 million and $5.3 million of revenue that was included in deferred revenue as of December 31, 2023 and 2022, respectively. At the end of each reporting period, we re-evaluate our estimate of the transaction price associated with the Collaboration Agreement and determine if variable consideration previously excluded from the transaction should be included in the transaction price based on changes in circumstances, if any. During the six months ended June 30, 2024 and 2023, we did not recognize any adjustment to the transaction price associated with variable consideration previously excluded from the transaction price. As of June 30, 2024, we have not received any royalty payments under the Collaboration Agreement. The following table summarizes research and development costs incurred and revenue recognized in connection with our performance under the Collaboration Agreement: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:96.783%"><tr><td style="width:1.0%"></td><td style="width:34.549%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.005%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:1.159%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.005%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:1.763%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.005%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.404%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.010%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> Three Months Ended June 30, </td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Six Months Ended June 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-bottom:1pt solid #000;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-bottom:1pt solid #000;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom"> (in thousands) </td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom"> (in thousands) </td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Revenue recognized </td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-

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style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">12,545 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Cost incurred </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">210 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,152 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" 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0;text-align:right;vertical-align:bottom">(1,340)</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> 1340000 0 1340000 0 1340000 0 1340000 0 200000 400000 300000 900000 1300000 5300000 4. Financial Instruments and Fair Value Measurements Our assets that are required to be measured at fair value on a recurring basis consist of money market funds, classified as cash, cash equivalents and restricted cash and cash equivalents on our condensed consolidated balance sheets as June 30, 2024 and December 31, 2023. Our liabilities that are required to be measured at fair value on a recurring basis consist of a derivative liability pursuant to a loan and security agreement (the "K2HV Loan Agreement") with K2 HealthVentures LLC ("K2HV") (see Note 6, Term Loan) on our condensed consolidated balance sheets as June 30, 2024. We did not have any liabilities that are required to be measured at fair value on a recurring basis as of December 31, 2023. The carrying amounts reflected in the condensed consolidated balance sheets for cash, prepaid expenses and other current assets, accounts payable and accrued expenses approximate their fair values, due to their short-term nature. Assets and liabilities measured at fair value on a recurring basis as of June 30, 2024 were as follows: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:38.666%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.519%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.519%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.519%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.525%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Level 1</td><td colspan="3" style="border-bottom:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom"> Level 2 </td><td colspan="3" style="border-bottom:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom"> Level 3 </td><td colspan="3" style="border-bottom:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Total</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="21" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">(in thousands)</td></tr><tr><td

colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Assets: </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Money market funds </td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">129,881 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">129,881 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style="background-color:#ffffff;border-top:3pt double #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div>Liabilities:</div></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">2,841 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Derivative liability </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td 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follows: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:38.666%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.519%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.519%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.519%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.525%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Level 1</td><td colspan="3" style="border-bottom:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom"> Level 2 </td><td colspan="3" style="border-bottom:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom"> Level 3 </td><td colspan="3" style="border-bottom:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Total</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="21" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">(in thousands)</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Assets: </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0

1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Money market funds </td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">149,294 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">149,294 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Total assets </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">149,294 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">149,294 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none">

height:100%">Expected term (in years) </td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">0.75 yrs</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">0.91 yrs</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Dividend yield (continuous) </td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">—%</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">—%</td></tr></table> Success Payment Liability In April 2022, we entered into an amended and restated loan and security agreement (the "PWB Loan Agreement") with Pacific Western Bank ("PWB"), as described below in Note 6. In conjunction with the PWB Loan Agreement, we became obligated to pay to PWB a one-time success payment of up to $1.6 million (the "Success Fee") upon achieving certain conditions defined in the PWB Loan Agreement (the "Success Fee Event"). The Success Fee Event occurred during the second quarter of 2023, resulting in the immediate payment in full of the required Success Fee. Prior to the occurrence of the Success Fee Event, we recognized a success payment liability that was stated at fair value and was considered Level 3 because its fair value measurement was based, in part, on significant inputs not observed in the market. Upon completion of the Success Fee Event, we paid the total $1.6 million success payment and removed the corresponding success payment liability. We remeasured the success payment liability at each reporting date and immediately prior to the Success Fee Event. During the six months ended June 30, 2023, we recognized expense of $1.0 million associated with the change in the fair value of the success payment liability which is included in change in fair value of derivative liability in the accompanying condensed consolidated statements of operations. We had no outstanding obligation associated with the Success Fee as of June 30, 2024 or December 31, 2023.</div> <div style="margin-bottom:6pt;text-align:justify">Assets and liabilities measured at fair value on a recurring basis as of June 30, 2024 were as follows: </div><div style="margin-bottom:6pt;text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:38.666%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.519%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.519%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.519%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.525%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Level 1</td><td colspan="3" style="border-bottom:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="text-align:center">Level 2</div></td><td colspan="3" style="border-bottom:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="text-align:center">Level 3</div></td><td colspan="3" style="border-bottom:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Total</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="21" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">(in thousands)</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div>Assets:</div></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="padding-left:4.5pt">Money market funds</div></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">129,881 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">129,881 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Total assets </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">129,881 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">129,881 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr style="height:14pt"><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div>Liabilities:</div></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">2,841 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Derivative liability </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">—

</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">2,841 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">2,841 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr></table> Assets measured at fair value on a recurring basis as of December 31, 2023 were as follows: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:38.666%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.519%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.519%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.519%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.525%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Level 1</td><td colspan="3" style="border-bottom:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom"> Level 2 </td><td colspan="3" style="border-bottom:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom"> Level 3 </td><td colspan="3" style="border-bottom:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Total</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="21" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">(in thousands)</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Assets: </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Money market funds </td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">149,294 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">149,294 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Total assets </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">149,294 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">149,294 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr></table> 129881000 0 0 129881000 129881000 0 0 129881000 0 0 2841000 2841000 0 0 2841000 2841000 149294000 0 0 149294000 149294000 0 0 149294000 60000000 5000000 6.3182 0.0999 0.1999 The following table reconciles the change in fair value of the conversion option derivative liability during the six months ended June 30, 2024 based on Level 3 inputs (in thousands): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:91.374%"><tr><td style="width:1.0%"></td><td style="width:79.700%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:18.100%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> Six Months Ended June 30, 2024 </td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Balance at December 31, 2023 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="text-align:justify;text-indent:4.5pt">Fair value of embedded derivative at issuance of term loan</div></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,450 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:justify;text-indent:4.5pt;vertical-align:bottom">Change in fair value</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(1,609)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div>Balance at June 30, 2024</div></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-

align:right;vertical-align:bottom">2,841 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> A summary of the weighted-average significant unobservable inputs (Level 3 inputs) used in measuring the conversion option derivative liability in the term loan as of June 30, 2024 and May 2, 2024 (inception) is as follows: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:61.619%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:18.052%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:16.445%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">June 30, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">May 2, 2024</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Stock Price </td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">$2.44</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">$6.08</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="text-align:justify">Volatility</div></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">101.0%</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">101.0%</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="text-align:justify">Risk-free rate (continuous)</div></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">4.5%</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">4.7%</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="text-align:justify">Expected term (in years)</div></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">0.75 yrs</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">0.91 yrs</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="text-align:justify">Dividend yield (continuous)</div></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">—%</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">—%</td></tr></table></div> 0 4450000 -1609000 2841000 2.44 6.08 1.010 1.010 0.045 0.047 0.0075 0.0091 0 0 1600000 1600000 -1000000.0 0 0 <div style="margin-bottom:6pt;text-align:justify">5. Accrued Expenses and Other Current Liabilities</div><div style="margin-bottom:6pt;text-align:justify">Accrued expenses and other current liabilities were comprised as follows:</div><div style="margin-bottom:6pt;text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:69.075%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.519%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.522%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">June 30,
2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">December 31,
2023</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:top"><div style="text-align:center;text-indent:-17.65pt">(in thousands)</div></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 18.65pt;text-align:left;text-indent:-17.65pt;vertical-align:top">Contract research</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td colspan="2" style="background-color:#cceeff;padding:2px 4.37pt 2px 0;text-align:right;vertical-align:bottom">2,845</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td colspan="2" style="background-color:#cceeff;padding:2px 4.37pt 2px 0;text-align:right;vertical-align:bottom">1,049</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 18.65pt;text-align:left;text-indent:-17.65pt;vertical-align:top">Manufacturing</td><td colspan="3" style="background-color:#ffffff;padding:2px 4.37pt 2px 1pt;text-align:right;vertical-align:bottom">2,418</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 4.37pt 2px 1pt;text-align:right;vertical-align:bottom">2,772</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 18.65pt;text-align:left;text-indent:-17.65pt;vertical-align:top">Employee compensation and benefits</td><td colspan="3" style="background-color:#cceeff;padding:2px 4.37pt 2px 1pt;text-align:right;vertical-align:bottom">2,274</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 4.37pt 2px 1pt;text-align:right;vertical-align:bottom">3,627</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 18.65pt;text-align:left;text-indent:-17.65pt;vertical-align:top">Professional fees</td><td colspan="3" style="background-color:#ffffff;padding:2px 4.37pt 2px 1pt;text-align:right;vertical-align:bottom">847</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 4.37pt 2px 1pt;text-align:right;vertical-align:bottom">655</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Accrued interest</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">258 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">310 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Other</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">59 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">447 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top"><div style="text-align:justify;text-indent:4.5pt">Total accrued expenses and other current liabilities</div></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman';sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td colspan="2" style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 4.37pt 2px 0;text-align:right;vertical-align:bottom">8,701</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td colspan="2" style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 4.37pt 2px 0;text-align:right;vertical-align:bottom">8,860</td></tr></table> Accrued expenses and other current liabilities were comprised as follows: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td 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2023</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:top"> (in thousands) </td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 18.65pt;text-align:left;text-indent:-17.65pt;vertical-align:top">Contract research</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-

weight:400;line-height:100%">$</td><td colspan="2" style="background-color:#cceeff;padding:2px 4.37pt 2px 0;text-align:right;vertical-align:bottom">2,845</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td colspan="2" style="background-color:#cceeff;padding:2px 4.37pt 2px 0;text-align:right;vertical-align:bottom">1,049</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 18.65pt;text-align:left;text-indent:-17.65pt;vertical-align:top">Manufacturing</td><td colspan="3" style="background-color:#ffffff;padding:2px 4.37pt 2px 1pt;text-align:right;vertical-align:bottom">2,418</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 4.37pt 2px 1pt;text-align:right;vertical-align:bottom">2,772</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 18.65pt;text-align:left;text-indent:-17.65pt;vertical-align:top">Employee compensation and benefits</td><td colspan="3" style="background-color:#cceeff;padding:2px 4.37pt 2px 1pt;text-align:right;vertical-align:bottom">2,274</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 4.37pt 2px 1pt;text-align:right;vertical-align:bottom">3,627</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 18.65pt;text-align:left;text-indent:-17.65pt;vertical-align:top">Professional fees</td><td colspan="3" style="background-color:#ffffff;padding:2px 4.37pt 2px 1pt;text-align:right;vertical-align:bottom">847</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 4.37pt 2px 1pt;text-align:right;vertical-align:bottom">655</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Accrued interest</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">258 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">310 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Other</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">59 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">447 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top"> Total accrued expenses and other current liabilities </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td colspan="2" style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 4.37pt 2px 0;text-align:right;vertical-align:bottom">8,701</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td colspan="2" style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 4.37pt 2px 0;text-align:right;vertical-align:bottom">8,860</td></tr></table> 2845000 1049000 2418000 2772000 2274000 3627000 847000 655000 258000 310000 59000 447000 8701000 8860000 6. Term Loan PWB Loan Agreement In April 2022, we entered into the PWB Loan Agreement with PWB and subsequently drew down an aggregate of $40.0 million in term loans. The term loans accrued interest on the outstanding daily balance at a floating annual rate equal to greater of: (i) 0.5% above the prime rate then in effect or (ii) 4.5%. If the prime rate changed throughout the term, the interest rate would be adjusted effective on the date of the prime rate change. All interest chargeable under the PWB Loan Agreement was computed on a 360-day year for the actual number of days elapsed, with interest payable monthly. We recognized interest expense related to the PWB Loan Agreement of $0.3 million and $0.9 million during the three months ended June 30, 2024 and 2023, respectively. In May 2024, we repaid all amounts outstanding under the PWB Loan Agreement, using $29.5 million in net loan proceeds received under the K2HV Loan Agreement, as described below at Note 6, together with $10.5 million in existing cash. We recognized a total loss on extinguishment of debt in the amount of $0.6 million in the six months ended June 30, 2024 primarily due to the write off of unamortized debt issuance costs. K2HV Loan Agreement In May 2024, we, as borrower, entered into the K2HV Loan Agreement with K2HV (together with any other lender from time to time, the "Lenders"); K2HV, as administrative agent for the Lenders; and Ankura Trust Company, LLC, as collateral trustee for the Lenders. The K2HV Loan Agreement provides up to $60.0 million principal in term loans. We received $30.0 million in gross loan proceeds at closing, $25.0 million from the first tranche commitment upon closing and $5.0 million from the second tranche commitment. A third tranche commitment of up to $10.0 million is available to be drawn at our option between January 1, 2025 and June 30, 2025, subject to the achievement, as determined by the administrative agent in its discretion, of certain time-based, clinical and regulatory milestones and receipt of not less than $60.0 million in net cash proceeds from certain financing activities, with at least $50.0 million from a single offering of common stock. A fourth tranche commitment of up to $20.0 million is available to be drawn down at our option through May 1, 2026 or if the third tranche is funded, May 1, 2027, subject to Lender's review of our clinical, financial and operating plan and subject to the Lender's consent in its sole and absolute discretion. The term loan matures on May 1, 2028, and we are obligated to make interest only payments for the first 24 months, or 36 months if the third tranche is funded, and then interest and equal principal payments each month thereafter through the maturity date. The term loan bears a variable interest rate equal to the greater of (i) 10.3%, and (ii) the sum of (A) the prime rate last quoted in The Wall Street Journal (or a comparable replacement rate if The Wall Street Journal ceases to quote such rate) and (B) 1.8%. We may prepay, at our option, all, but not less than all, of the outstanding principal balance and all accrued and unpaid interest with respect to the principal balance being prepaid of the term loans, subject to a prepayment premium to which the Lenders are entitled and certain notice requirements. We are obligated to pay a final fee equal to 6.95% of the aggregate amount of the term loans funded, or the Final Fee, to occur upon the earliest of (i) the maturity date, (ii) the acceleration of the term loans, and (iii) the prepayment of the term loans. The Final Fee is being accreted to interest expense using the effective interest method over the life of the debt. The Lenders may elect prior to the full repayment of the term loans to convert up to $5.0 million of outstanding principal of the term loans into shares of our common stock, pursuant to the Fixed Price Conversion or the Variable Price Conversion, subject to customary adjustments and 9.99% and 19.99% beneficial ownership limitations. There will be no prepayment penalty for any principal amount converted into common stock. We determined that the Fixed Price Conversion and the Variable Price Conversion within the K2HV Loan Agreement are required to be bifurcated as an embedded derivative under ASC 815 at fair value, and recorded as a discount on the debt on the date of issuance, with subsequent changes in fair value recognized in the accompanying consolidated statements of operations. See Note 4 for further discussion on this derivative instrument. As security for our obligations under the K2HV Loan Agreement, we granted the Lenders a first priority security interest on substantially all of our assets (other than intellectual property), subject to certain exceptions. The K2HV Loan Agreement contains customary representations and warranties, events of default and affirmative and negative covenants, including covenants that limit or restrict our ability to, among other things, dispose of assets, make changes to the our business, management, ownership or business locations, merge or consolidate, incur additional indebtedness, incur additional liens, pay dividends or other distributions or repurchase equity, make investments, and enter into certain transactions with affiliates, in each case subject to certain exceptions. Upon the occurrence of an event of default, a default interest rate of an additional 5.0% per annum may be applied to the outstanding loan balances, and the Lenders may declare all outstanding obligations immediately due and payable and exercise all of their rights and remedies as set forth in the K2HV Loan Agreement and under applicable law. As of June 30, 2024, we are in compliance with all covenants. Subject to certain conditions, we granted the Lenders the right, prior to repayment of the term loans, to invest up to $5.0 million in the aggregate in future offerings of capital stock, at market terms, subject to certain exceptions and conditions. We incurred debt issuance costs of $0.7 million in connection with the term loans, composed of the facility fee of $0.4 million and other expenses paid to the Lenders of $0.2 million and external legal fees of $0.1 million. These debt issuance costs, together with fair value of the embedded derivative of $4.5 million, resulted in a debt discount of $5.1 million which is being amortized to interest expense over the term of the K2HV Loan Agreement using the effective interest method.</div><div style="margin-bottom:6pt;text-align:justify">The outstanding term loans payable consists of the following:</div><div style="margin-bottom:6pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:81.356%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:16.444%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">June 30, 2024</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="text-align:center">(in thousands)</div></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Term loans</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-

weight:400;line-height:100%">30,000 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Unamortized debt discount </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(4,837) </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total debt, long-term</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">25,163 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div><div style="margin-bottom:6pt">The following table provides the components of interest expense related to the K2HV Loan Agreement:</div><div style="margin-bottom:6pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.122%"><tr><td style="width:1.0%"></td><td style="width:67.779%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.796%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:1.127%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.798%"></td><td style="width:0.1%"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td 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style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div>Interest expense based on coupon interest rate (10.3%) of outstanding term loans</div></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">515 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">515 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 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colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div>Total interest expense on effective rate (19.24%)</div></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">800 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td 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style="padding:2px 1pt;text-align:center;vertical-align:bottom">Principal Payments and Final Fee</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">(in thousands)</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">2024 (remaining as of June 30, 2024)</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">2025</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">2026</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">9,600 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">2027</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">14,400 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">2028</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">8,085 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Total principal payments and Final Fee </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">32,085 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div> 40000000 0.005 0.045 300000 900000 29500000 10500000 -600000 60000000.0 30000000.0 25000000.0 5000000.0 10000000.0 60000000.0 50000000.0 20000000.0 P24M P36M 0.103 0.018 0.0695 5000000.0 0.0999 0.1999 0.050 5000000.0 700000 400000 200000 100000 4500000 5100000 <div style="margin-bottom:6pt;text-align:justify">The outstanding term loans payable consists of the following:</div><div style="margin-bottom:6pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:81.356%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:16.444%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">June 30, 2024</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="text-align:center">(in thousands)</div></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Term loans</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">30,000 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Unamortized debt discount </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(4,837)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-

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Common and Preferred Stock Common Stock We are authorized to issue 200,000,000 shares of common stock. Common stockholders are entitled to dividends if and when declared by our board of directors. As of June 30, 2024, no dividends on common stock had been declared by us. On May 10, 2022, we entered into a Sales Agreement (the "Sales Agreement") with Leerink Partners LLC ("Leerink Partners"), formerly known as SVB Securities LLC, pursuant to which we may offer and sell shares of our common stock (the "ATM Offering"). The Sales Agreement provides that Leerink Partners will be entitled to a sales commission equal to 3.0% of the gross sales price per share of all shares sold under the ATM Offering. We were initially entitled to offer and sell shares of our common stock having an aggregate offering price of up to $50.0 million in the ATM Offering. On February 9, 2024, we filed a prospectus supplement (the "Prospectus Supplement") under our shelf registration statement for the offer and sale of shares of our common stock having an offering price of up to an additional $25.0 million in the ATM Offering. Following our filing of the Prospectus Supplement, we are now entitled to offer and sell shares of our common stock with an aggregate offering price of up to $75.0 million pursuant to the Sales Agreement. During the six months ended June 30, 2024, we sold 4,342,320 shares of our common stock at an average price of $5.11 per share for net proceeds of $21.1 million after deducting sales commissions and offering expenses. During the six months ended June 30, 2023, we sold 4,096,281 shares of our common stock at an average price of $2.36 per share for net proceeds of $9.3 million after deducting sales commissions and offering expenses. We have reserved shares of common stock for issuance as follows: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:69.075%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.519%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.522%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">As of June 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">As of December 31,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom"><span style="color:#000000;font-family:'Times

New Roman';sans-serif;font-size:10pt;font-weight:700;line-height:100%">2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top"> Shares reserved for exercises of outstanding stock options </td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 7pt 2px 1pt;text-align:right;vertical-align:bottom">7,510,033</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 7pt 2px 1pt;text-align:right;vertical-align:bottom">5,700,070</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top"> Shares reserved for vesting of restricted stock units </td><td colspan="3" style="background-color:#ffffff;padding:2px 7pt 2px 1pt;text-align:right;vertical-align:bottom">150,000</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 7pt 2px 1pt;text-align:right;vertical-align:bottom">361,500</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top"> Shares reserved for exercises of warrants </td><td colspan="3" style="background-color:#cceeff;padding:2px 7pt 2px 1pt;text-align:right;vertical-align:bottom">58,904</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 7pt 2px 1pt;text-align:right;vertical-align:bottom">58,904</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top"> Shares reserved for future issuance under the 2021 Employee Stock Purchase Plan </td><td colspan="3" style="background-color:#ffffff;padding:2px 7pt 2px 1pt;text-align:right;vertical-align:bottom">471,933</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 7pt 2px 1pt;text-align:right;vertical-align:bottom">507,113</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:justify;vertical-align:top">Shares reserved for future issuance under the 2021 Stock Incentive Plan</td><td colspan="3" style="background-color:#cceeff;padding:2px 7pt 2px 1pt;text-align:right;vertical-align:bottom">2,050,950</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 7pt 2px 1pt;text-align:right;vertical-align:bottom">1,911,660</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top"> Shares reserved for future issuance as part of K2HV conversion feature </td><td colspan="3" style="background-color:#ffffff;padding:2px 7pt 2px 1pt;text-align:right;vertical-align:bottom">791,364</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 7pt 2px 1pt;text-align:right;vertical-align:bottom">—</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top"> Total shares reserved for future issuance </td><td colspan="3" style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 7pt 2px 1pt;text-align:right;vertical-align:bottom">11,033,184</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 7pt 2px 1pt;text-align:right;vertical-align:bottom">8,539,247</td></tr></table> Preferred Stock We are authorized to issue 5,000,000 shares of undesignated preferred stock in one or more series. As of June 30, 2024, no shares of preferred stock were issued or outstanding. 200000000 0 0.030 50000000.0 25000000.0 75000000.0 4342320 5.11 21100000 4096281 2.36 9300000 We have reserved shares of common stock for issuance as follows: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:69.075%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.519%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.522%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">As of June 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">As of December 31,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top"> Shares reserved for exercises of outstanding stock options </td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 7pt 2px 1pt;text-align:right;vertical-align:bottom">7,510,033</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 7pt 2px 1pt;text-align:right;vertical-align:bottom">5,700,070</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top"> Shares reserved for vesting of restricted stock units </td><td 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style="background-color:#ffffff;padding:2px 7pt 2px 1pt;text-align:right;vertical-align:bottom">471,933</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 7pt 2px 1pt;text-align:right;vertical-align:bottom">507,113</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:justify;vertical-align:top">Shares reserved for future issuance under the 2021 Stock Incentive Plan</td><td colspan="3" style="background-color:#cceeff;padding:2px 7pt 2px 1pt;text-align:right;vertical-align:bottom">2,050,950</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 7pt 2px 1pt;text-align:right;vertical-align:bottom">1,911,660</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top"> Shares reserved for future issuance as part of K2HV conversion feature </td><td 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8539247 5000000 0 0 8. Stock-based Compensation 2017 Stock Incentive Plan In December 2017, we adopted the 2017 Stock Incentive Plan (as amended and restated, the "2017 Plan"), under which we could grant incentive stock options ("ISOs"), non-qualified stock options, restricted stock awards ("RSAs"), restricted stock units ("RSUs"), stock appreciation rights and other stock-based awards to eligible employees, officers, directors and consultants. The terms of stock options and RSAs, including vesting requirements, were determined by our board of directors, subject to the provisions of the 2017 Plan. 2021 Stock Incentive Plan In April 2021, our board of directors adopted and our stockholders approved the 2021 Stock Incentive Plan (the "2021 Plan"), which became effective

*immediately prior to the effectiveness of our initial public offering ("IPO"). As a result of the adoption of the 2021 Plan, no further awards will be made under the 2017 Plan. The 2021 Plan provides for the grant of ISOs, non-qualified stock options, RSAs, RSUs, stock appreciation rights and other stock-based awards. Our employees, officers, directors, consultants and advisors are eligible to receive awards under the 2021 Plan. The terms of awards, including vesting requirements, are determined by our board of directors, subject to the provisions of the 2021 Plan. We initially registered 3,352,725 shares of common stock under the 2021 Plan, pursuant to a Registration Statement on Form S-8 filed with the SEC on April 30, 2021, which was comprised of (i) 2,843,116 shares of common stock reserved for issuance under the 2021 Plan, (ii) 31,884 shares of common stock originally reserved for issuance under the 2017 Plan that became available for issuance under the 2021 Plan upon the completion of the IPO, and (iii) 477,725 shares of unvested restricted stock subject to repurchase by us that may become issuable under the 2021 Plan following such repurchase. The 2021 Plan also provides that an additional number of shares will be added annually to the shares authorized for issuance under the 2021 Plan on the first day of each fiscal year, beginning with the fiscal year ended December 31, 2022 and continuing until, and including, the fiscal year ending December 31, 2031. The number of shares added each year will be equal to the lesser of (i) 5% of the number of outstanding common stock on such date and (ii) such amount as determined by our board of directors. As of June 30, 2024, a total of 4,911,502 additional shares have been added to the total shares authorized for issuance under the 2021 Plan in accordance with these terms. 2021 Employee Stock Purchase Plan The 2021 ESPP permits eligible employees to purchase shares of our common stock at a discount and consists of consecutive six-month offering periods, each containing a single six-month purchase period. On the first day of each offering period, each employee who is enrolled in the 2021 ESPP will automatically receive an option to purchase up to a whole number of shares of our common stock. The purchase price of each of the shares purchased, in a given purchase period, will be equal to 85% of the lesser of the closing price of a share of our common stock on (i) the first day of the offering period, or (ii) the last day of the offering period. During the six months ended June 30, 2024 and 2023, 35,180 shares and 28,739 shares, respectively, of our common stock were purchased by participants of the 2021 ESPP. Stock-Based Compensation Expense Total stock-based compensation expense recognized in the condensed consolidated statements of operations was as follows: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:39.397%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.519%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.519%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.519%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.794%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended
June 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Six Months Ended
June 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-bottom:1pt solid #000;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-bottom:1pt solid #000;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="21" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">(in thousands)</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top"> Research and development </td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">1,516 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">1,019 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">2,698 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">2,039 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top"> General and administrative </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,086 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">911 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,209 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,999 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top"> Total stock-based compensation </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">2,602 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,930 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">4,907 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman';sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">4,038 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> RSA Activity We may, at our discretion, repurchase unvested shares of restricted stock issued pursuant to the 2017 Plan at the initial purchase price if the employees or non-employees terminate their service relationship with us. The shares are recorded in stockholders' deficit as they vest. As of December 31, 2023, all RSAs granted to employees or non-employees had become fully vested or had been previously forfeited. No RSAs were granted during the six months ended June 30, 2024. Accordingly, we had no unrecognized stock-based compensation expense related to unvested RSAs as of June 30, 2024. The aggregate fair value of RSAs that vested during the three and six months ended June 30, 2023, based upon the fair values of the stock underlying the RSAs on the date of vesting, was $0.1 million and $0.2 million, respectively. RSU Activity We have granted RSUs to our employees under the 2021 Plan. The following table summarizes RSU activity during the six months ended June 30, 2024: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:69.075%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.519%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td*

style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.522%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Shares/Units</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted-Average
Grant Date Fair
Value Per Share</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom"> (in thousands) </td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:justify;vertical-align:top">Unvested at December 31, 2023</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">361,500 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">3.92 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top"><div style="padding-left:4.5pt;text-align:justify">Granted</div></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top"> Vested </td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(211,500)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">4.97 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top"><div style="text-align:justify;text-indent:4.5pt">Forfeited</div></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:justify;vertical-align:top">Unvested at June 30, 2024</td><td colspan="2" style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">150,000 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">2.45 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> As of June 30, 2024, we had unrecognized stock-based compensation expense related to unvested RSUs of $0.2 million, which we expect to recognize over a weighted-average period of approximately 0.4 years. The aggregate fair value of RSUs that vested during the three and six months ended June 30, 2024, was $0.7 million based upon the fair value of the stock underlying the RSUs on the day of vesting. No RSUs vested during the three and six months ended June 30, 2023. Stock Option Activity During the year ended December 31, 2022, we granted performance-based stock options to certain executive officers for the purchase of an aggregate of 883,352 shares of common stock with a grant date fair value of $3.36 per share. These stock options would have vested only upon achievement of specified performance targets related to certain business objectives on or before December 31, 2023. As of June 30, 2023, none of these options were vested because none of the specified performance targets had been achieved. Because achievement of the specified performance targets was not deemed probable as of June 30, 2023, we did not record any expense for these stock options during the three or six months ended June 30, 2023. As of December 31, 2023, the specified performance targets had not been achieved, and accordingly, all outstanding performance-based stock options expired without vesting. No additional performance-based stock options have been granted during the three or six months ended June 30, 2024. The fair value of stock options granted during the three and six months ended June 30, 2024 and 2023 was calculated on the date of grant using the following weighted-average assumptions: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:54.455%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.572%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.572%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.572%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.577%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended
June 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Six Months Ended
June 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top"> Risk-free interest rate </td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4.5 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3.8 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4.0 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3.9 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:top"> Expected term (in years) </td><td colspan="3" style="padding:2px 1pt;text-align:right;vertical-align:bottom">5.5</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:right;vertical-align:bottom">5.7</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:right;vertical-align:bottom">6.0</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:right;vertical-align:bottom">6.0</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top"> Expected annual dividend yield </td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3"

style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:top"> Expected volatility </td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">92.6 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">82.6 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">92.6 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">82.6 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td></tr></table> Using the Black-Scholes option pricing model, the weighted-average grant date fair value of stock options granted during the three months ended June 30, 2024 and 2023 was $3.68 and $2.24 per share, respectively. Using the Black-Scholes option pricing model, the weighted-average grant date fair value of stock options granted during the six months ended June 30, 2024 and 2023 was $3.60 and $1.55 per share, respectively.</div><div style="margin-bottom:6pt;text-align:justify">The following table summarizes stock option activity during the six months ended June 30, 2024: </div><div style="margin-bottom:6pt;text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:38.666%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.519%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.519%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.519%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.525%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="21" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Options Outstanding</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="text-align:center">Number of Options</div></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted Average Exercise Price per Share</div></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted-Average Remaining
Contractual Life
(in years)</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="text-align:center">Aggregate Intrinsic Value (in millions)</div></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:justify;vertical-align:top">Outstanding at December 31, 2023</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,700,070 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">6.89 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top"> Granted </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,205,112 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">4.66 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top"><div style="text-align:justify;text-indent:4.5pt">Exercised</div></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(6,099)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">2.05 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top"> Cancelled </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(389,050)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">5.06 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:justify;vertical-align:top">Outstanding at June 30, 2024</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,510,033 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">6.33 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:right;vertical-align:bottom">7.85</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">0.8 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:justify;vertical-align:top">Exercisable at June 30, 2024</td><td colspan="2" style="background-color:#ffffff;border-top:3pt double #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,100,266 </td><td style="background-color:#ffffff;border-top:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">7.25 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom">7.09</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-

family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#fffffff;padding:2px 0;text-align:right;vertical-align:bottom">0.5 </td><td style="background-color:#fffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> The aggregate intrinsic fair value of stock options exercised during the three and six months ended June 30, 2024 and 2023 was nominal for each period. As of June 30, 2024, we had unrecognized stock-based compensation expense related to unvested stock options of $12.4 million, which we expect to recognize over a weighted-average period of approximately 2.5 years.</div> 3352725 2843116 31884 477725 0.05 4911502 P6M P6M 0.85 35180 28739 <div style="margin-bottom:6pt;text-align:justify">Total stock-based compensation expense recognized in the condensed consolidated statements of operations was as follows: </div><div style="margin-bottom:6pt;text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:39.397%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.519%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.519%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.519%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.794%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended
June 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Six Months Ended
June 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-bottom:1pt solid #000;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-bottom:1pt solid #000;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="21" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">(in thousands)</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top"><div style="padding-left:17.65pt;text-align:justify;text-indent:-17.65pt">Research and development</div></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">1,516 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">1,019 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">2,698 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">2,039 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top"><div style="padding-left:17.65pt;text-align:justify;text-indent:-17.65pt">General and administrative</div></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,086 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">911 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,209 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,999 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top"><div style="text-align:justify;text-indent:4.5pt">Total stock-based compensation</div></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">2,602 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,930 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">4,907 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">4,038 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div> 1516000 1019000 2698000 2039000 1086000 911000 2209000 1999000 2602000 1930000 4907000 4038000 0 0 100000 200000 The following table summarizes RSU activity during the six months ended June 30, 2024: <div style="margin-bottom:6pt;text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:69.075%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.519%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.522%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Shares/Units</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted-Average
Grant Date Fair
Value Per Share</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="text-align:center">(in thousands)</div></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:justify;vertical-align:top">Unvested at December 31, 2023</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">361,500 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">3.92 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top"> Granted </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top"> Vested </td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(211,500)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td

style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">4.97 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top"><div style="text-align:justify;text-indent:4.5pt">Forfeited</div></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:justify;vertical-align:top">Unvested at June 30, 2024</td><td colspan="2" style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">150.000 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">2.45 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> 361500 3.92 0 0 211500 4.97 0 0 150000 2.45 200000 P0Y4M24D 700000 700000 0 0 883352 3.36 0 0 0 0 0 The fair value of stock options granted during the three and six months ended June 30, 2024 and 2023 was calculated on the date of grant using the following weighted-average assumptions: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:54.455%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.572%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.572%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.572%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.572%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.577%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended
June 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Six Months Ended
June 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 0;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top"> Risk-free interest rate </td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4.5 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3.8 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4.0 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3.9 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:top"> Expected term (in years) </td><td colspan="3" style="padding:2px 1pt;text-align:right;vertical-align:bottom">5.5</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:right;vertical-align:bottom">5.7</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:right;vertical-align:bottom">6.0</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:right;vertical-align:bottom">6.0</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top"> Expected annual dividend yield </td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:top"> Expected volatility </td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">92.6 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">82.6 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">92.6 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">82.6 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td></tr></table> 0.045 0.038 0.040 0.039 P5Y6M P5Y8M12D P6Y P6Y 0 0 0 0 0 0.926 0.826 0.926 0.826 3.68 2.24 3.60 1.55 The following table summarizes stock option activity during the six months ended June 30, 2024: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:38.666%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.519%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.519%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.525%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="21" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Options Outstanding</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom"> Number of Options </td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom"> Weighted-Average Exercise Price per Share </td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted-Average Remaining
Contractual Life
(in years)</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt

solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom"> Aggregate Intrinsic Value (in millions) </td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:justify;vertical-align:top">Outstanding at December 31, 2023</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,700,070 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">6.89 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top"><div style="text-align:justify;text-indent:4.5pt">Granted</div></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,205,112 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">4.66 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top"> Exercised </td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(6,099) </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">2.05 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top"><div style="text-align:justify;text-indent:4.5pt">Cancelled</div></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(389,050)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">5.06 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:justify;vertical-align:top">Outstanding at June 30, 2024</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,510,033 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">6.33 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:right;vertical-align:bottom">7.85</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">0.8 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:justify;vertical-align:top">Exercisable at June 30, 2024</td><td colspan="2" style="background-color:#ffffff;border-top:3pt double #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,100,266 </td><td style="background-color:#ffffff;border-top:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">7.25 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom">7.09</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">0.5 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> 5700070 6.89 2205112 4.66 6099 2.05 389050 5.06 7510033 6.33 P7Y10M6D 800000 4100266 7.25 P7Y1M2D 500000 0 0 0 0 12400000 P2Y6M 9. Related Parties In May 2022, we entered into a sublease agreement with Crossbow Therapeutics, Inc. (“Crossbow”), for which entities affiliated with MPM Capital (“MPM Capital”) are also beneficial owners, to sublease the entirety of our office and laboratory space in Cambridge, Massachusetts. Luke Evnin, Ph.D., the chair of our board of directors, co-founded MPM Capital and serves as Managing Director of MPM Capital. Briggs Morrison, who serves on our board of directors, serves as Executive Partner of MPM Capital and Chief Executive Officer of Crossbow. The term of the sublease agreement commenced in June 2022 and ended in March 2024, with no option to extend. We received cash payments under the sublease of approximately $0.4 million during the six months ended June 30, 2024. In addition, we received $0.2 million from Crossbow in June 2022 as a security deposit, which was remitted to Crossbow following the termination of the sublease. 400000 200000 10. Net Loss Attributable to Common Stockholders per Share For purposes of the diluted net loss attributable to common stockholders per share calculation, outstanding stock options, unvested RSAs, unvested RSUs, conversion option derivative under the K2HV Loan Agreement, and warrants to purchase common stock are considered to be potentially dilutive securities, however the following outstanding shares of common stock equivalents were excluded from the calculation of diluted net loss attributable to common stockholders per share because their effect would be anti-dilutive: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:69.075%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.519%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.522%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">June 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Outstanding stock options </td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,510,033 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">6,745,934 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Unvested RSUs</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">150,000 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">316,500 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Warrants to purchase common stock </td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span

style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">58,904 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">58,904 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Common stock to be issued under the 2021 ESPP </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">36,767 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">18,366 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Total </td><td colspan="2" style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,755,704 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,139,704 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> Basic net loss per share is computed by dividing net loss by the weighted-average number of shares of common stock outstanding during the applicable period. In computing diluted net loss per share, only potential shares of common stock that are dilutive are included. We considered each issue or series of issues of potential shares of common stock separately when determining whether potential shares of common stock are dilutive or antidilutive. We made such determination in sequence from the most dilutive to the least dilutive and concluded that the conversion option derivative under the K2HV Loan Agreement is dilutive to net loss per share for the three and six months ended June 30, 2024. Pursuant to FASB ASC Topic 260, Earnings Per Share, we applied the if-converted method to determine the effect of the conversion option derivative under the K2HV Loan Agreement on the diluted earnings per share calculations. Pursuant to such method, we adjusted the numerator for the gain recognized during the period in net loss from the conversion option derivative under the K2HV Loan Agreement and the increased the denominator to include the number of additional shares of common stock that would have been outstanding if the conversion option derivative under the K2HV Loan Agreement were converted as of the beginning the period. <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:54.016%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.572%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.572%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.572%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.572%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.572%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended June 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> Six Months Ended June 30, </td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Numerator</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Net loss</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">(17,249)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">(5,098)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">(33,442)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">(17,080)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Less: Change in fair value of derivative liability </td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(1,609)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(1,609)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Plus: Interest expense on converted term loan</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">120 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">120 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Adjusted net loss</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(18,738)</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(5,098)</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(34,931)</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(17,080)</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"><span

style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:700;line-height:100%">Denominator</td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Weighted-average common stock outstanding, basic</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">43,521,406 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">35,557,701 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">42,564,342 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">35,173,327 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Dilutive effect of common stock issuable from assumed conversion of convertible term loan </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">521,778 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">260,889 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Weighted-average common stock outstanding, diluted</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">44,043,184 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">35,557,701 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">42,825,231 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">35,173,327 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Net loss per share</td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Basic</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">(0.40)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">(0.14)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">(0.79)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">(0.49)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Diluted</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">(0.43)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">(0.14)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">(0.82)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">(0.49)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> For purposes of the diluted net loss attributable to common stockholders per share calculation, outstanding stock options, unvested R5As, unvested R5Us, conversion option derivative under the K2HV Loan Agreement, and warrants to purchase common stock are considered to be potentially dilutive securities, however the following outstanding shares of common stock equivalents were excluded from the calculation of diluted net loss attributable to common stockholders per share because their effect would be anti-dilutive: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:69.075%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.519%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.522%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">June 30, </td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Outstanding stock options </td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,510,033 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">6,745,934 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Unvested RSUs</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">150,000 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">316,500 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Warrants to purchase common stock </td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">58,904

</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">58,904 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Common stock to be issued under the 2021 ESPP </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">36,767 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">18,366 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Total </td><td colspan="2" style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,755,704 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,139,704 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> 7510033 6745934 150000 316500 58904 58904 36767 18366 7755704 7139704 <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:54.016%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.572%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.572%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.572%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.578%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended June 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> Six Months Ended June 30, </td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Numerator</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Net loss</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">(17,249)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">(5,098)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">(33,442)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">(17,080)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Less: Change in fair value of derivative liability </td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(1,609)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(1,609)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Plus: Interest expense on converted term loan</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">120 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">120 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Adjusted net loss</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(18,738)</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(5,098)</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(34,931)</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(17,080)</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Denominator</td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Weighted-average common stock outstanding, basic</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">43,521,406 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-

size:10pt;font-weight:400;line-height:100%">35,557,701 </td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">42,564,342 </td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">35,173,327 </td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Dilutive effect of common stock issuable from assumed conversion of convertible term loan </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">521,778 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">260,889 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ccceff;padding:2px 1pt;text-align:left;vertical-align:bottom">Weighted-average common stock outstanding, diluted</td><td colspan="2" style="background-color:#ccceff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">44,043,184 </td><td style="background-color:#ccceff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ccceff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">35,557,701 </td><td style="background-color:#ccceff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ccceff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">42,825,231 </td><td style="background-color:#ccceff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ccceff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">35,173,327 </td><td style="background-color:#ccceff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Net loss per share</td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ccceff;padding:2px 1pt;text-align:left;vertical-align:bottom">Basic</td><td style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;padding:2px 0;text-align:right;vertical-align:bottom">(0.40)</td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;padding:2px 0;text-align:right;vertical-align:bottom">(0.14)</td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;padding:2px 0;text-align:right;vertical-align:bottom">(0.79)</td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;padding:2px 0;text-align:right;vertical-align:bottom">(0.49)</td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Diluted</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">(0.43)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">(0.14)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">(0.82)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">(0.49)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> -17249000 -5098000 -33442000 -17080000 1609000 0 1609000 0 120000 0 120000 0 -18738000 -5098000 -34931000 -17080000 43521406 35557701 42564342 35173327 521778 0 260889 0 44043184 35557701 42825231 35173327 -0.40 -0.14 -0.79 -0.49 -0.43 -0.14 -0.82 -0.49