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UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, DC 20549 FORM 10-Q (Mark One) â˜’ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 For the quarterly period ended September 30, 2024 OR â˜ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 For the transition period from _____ to _____ Commission File Number: 001-41942 Fractyl Health, Inc. (Exact Name of Registrant as Specified in its Charter) Delaware 27-3553477 (State or other jurisdiction ofincorporation or organization) (I.R.S. EmployerIdentification No.) 3 Van de Graaff Drive, Suite 200Burlington, MA 01803 (Address of principal executive offices) (Zip Code) (781) 902-8800 (Registrantâ€™s telephone number, including area code) N/A (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 class Trading Symbol(s) Name of each exchange on which registered Common Stock, $0.00001 par value per share GUTS The Nasdaq Global Market Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes 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 S-T (Â§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes â˜’ No â˜ Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act. Large accelerated filer â˜ Accelerated filer â˜ Non-accelerated filer â˜’ Smaller reporting company â˜’ Emerging growth company â˜’ If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. â˜ Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes â˜ No â˜’ As of November 1, 2024, the number of shares of the registrantâ€™s common stock outstanding was approximately 48,098,944. Â Â BASIS OF PRESENTATION Except where the context otherwise requires or where otherwise indicated, the terms "Fractyl," "Fractyl Health," "we," "us," "our," "our company," "Company" and "our business" refer to Fractyl Health, Inc. and its subsidiaries. The unaudited condensed consolidated financial statements include the accounts of Fractyl Health, Inc. Our unaudited condensed consolidated financial statements have been prepared in accordance with generally accepted accounting principles in the United States, or GAAP. Our fiscal year ends on December 31 of each year. Our most recent fiscal year ended on December 31, 2023. Certain monetary amounts, percentages and other figures included in this Quarterly Report on Form 10-Q have been subject to rounding adjustments. Percentage amounts included in this Quarterly Report on Form 10-Q have not in all cases been calculated on the basis of such rounded figures, but on the basis of such amounts prior to rounding. For this reason, percentage amounts in this Quarterly Report on Form 10-Q may vary from those obtained by performing the same calculations using the figures in our unaudited condensed consolidated financial statements included elsewhere in this Quarterly Report on Form 10-Q. Certain other amounts that appear in this Quarterly Report on Form 10-Q may not sum due to rounding. 1 Â TRADEMARKS AND TRADENAMES This Quarterly Report on Form 10-Q includes our trademarks and trade names, including, without limitation, REVITA, REJUVA and our logo, which are our property and are protected under applicable intellectual property laws. This Quarterly Report on Form 10-Q also contains trademarks, trade names and service marks of other companies, which are the property of their respective owners. Solely for convenience, trademarks, trade names and service marks referred to in this Quarterly Report on Form 10-Q may appear without the Â®, â„¢ or SM symbols, but such references are not intended to indicate, in any way, that we or the applicable owner will not assert, to the fullest extent permitted under applicable law, our or its rights or the right of any applicable licensor to these trademarks, trade names and service marks. We do not intend our use or display of other partiesâ€™ trademarks, trade names or service marks to imply, and such use or display should not be construed to imply, a relationship with, or endorsement or sponsorship of us by, these other parties. 2 Â

FORWARD-LOOKING STATEMENTS This Quarterly Report on Form 10-Q contains forward-looking statements that can involve substantial risks and uncertainties. All statements other than statements of historical facts contained in this Quarterly Report on Form 10-Q, including statements regarding our future results of operations and financial position, our ability to continue as a going concern, business strategy, prospective products or product candidates, plans regarding or status of clinical trials or studies and their design, our plans for readouts of interim of final results, product approvals, research and development costs, future revenue, timing and likelihood of success, plans and objectives of management for future operations, future results of anticipated products and prospects, plans and objectives of management, and the timing of any of the foregoing are forward-looking statements. These statements involve known and unknown risks, uncertainties and other important factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. In some cases, you can identify forward-looking statements by terms such as "anticipate," "believe," "contemplate," "continue," "could," "estimate," "expect," "intend," "may," "plan," "potential," "predict," "project," "should," "target," "will," or "would" or the negative of these terms or other similar expressions, although not all forward-looking statements contain these words. Forward-looking statements contained in this Quarterly Report on Form 10-Q include, but are not limited to, statements about: â€¢the timing, progress and results of preclinical and clinical studies for our current and future product candidates, including statements regarding the timing of initiation and completion of studies and related preparatory work, the period during which the results of the studies will become available and our research and development programs; â€¢the timing, scope or likelihood of regulatory submissions, filings, clearances and approvals, including final regulatory approval or clearance of our product candidates; â€¢our ability to develop and advance product candidates into, and successfully complete, clinical studies; â€¢our expectations regarding the size of the patient populations for our product candidates, if approved or cleared for commercial use; â€¢the implementation of our business model and our strategic plans for our business, product candidates and technology; â€¢our commercialization, marketing and manufacturing capabilities and strategy, as well as our product development strategy; â€¢the pricing and reimbursement of our product candidates, if approved or cleared; â€¢the scalability and commercial viability of our manufacturing methods and processes, including our plans to maintain our in-house manufacturing facility, even after commercialization of any of our product candidates; â€¢the rate and degree of market acceptance and clinical utility of our product candidates; â€¢our ability to establish or maintain collaborations or strategic relationships or obtain additional funding; â€¢our competitive position; â€¢the scope of protection we and/or any future licensors are able to establish and maintain for intellectual property rights covering our product candidates; â€¢developments and projections relating to our competitors and our industry; â€¢our expectations related to the use of proceeds from our initial public offering ("IPO"); â€¢our estimates regarding expenses, future revenue, capital requirements and needs for additional financing; â€¢our ability to continue as a going concern; â€¢the period over which we estimate our existing cash and cash equivalents will be sufficient to fund our future operating expenses and capital expenditure requirements; â€¢the impact of laws and regulations; 3 Â â€¢our expectations regarding the time during which we will be an emerging growth company and smaller reporting company under the JOBS Act; and â€¢the impact of adverse macroeconomic conditions, geopolitical events, and potential future public health crises, including epidemics and pandemics. We have based these forward-looking statements largely on our current expectations and projections about our business, the industry in which we operate and financial trends that we believe may affect our business, financial condition, results of operations and prospects, and these forward-looking statements are not guarantees of future performance or development. These forward-looking statements speak only as of the date of this Quarterly Report on Form 10-Q and are subject to a number of risks, uncertainties and assumptions, described in Part II. Item 1A. Risk Factors and elsewhere in this Quarterly Report on Form 10-Q. Because forward-looking statements are inherently subject to risks and uncertainties, some of which cannot be predicted or quantified, you should not rely on these forward-looking statements as predictions of future events. The events and circumstances reflected in our forward-looking statements may not be achieved or occur and actual results could differ materially from those projected in the forward-looking statements. Except as required by applicable law, we do not plan to publicly update or revise any forward-looking statements contained herein, whether as a result of any new information, future events or otherwise. In addition, statements that "we believe" 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 on Form 10-Q, and while we believe such information forms a reasonable basis for such statements, such information may be limited or incomplete, and 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 upon these statements. 4 Â Â SUMMARY RISK FACTORS Â Our business is subject to numerous risks and uncertainties, including those described in Part II, Item 1A. Risk Factors. You should carefully consider these risks and uncertainties when investing in our common stock. The principal risks and uncertainties affecting our business include the following: â€¢We have a limited operating history in developing medical devices and biopharmaceutical products, have not completed any pivotal clinical studies and have no products approved from commercial sale in the United States, which may make it difficult for you to evaluate our current business and predict our future success and viability; â€¢We have incurred significant net losses since inception and we expect to continue to incur significant net losses for the foreseeable future and may never achieve or sustain profitability; â€¢We will require substantial additional capital or must implement other business strategies to execute our operating plan and continue to operate as a going concern. If we are unable to raise such capital when needed, or on acceptable terms, we may be forced to delay, reduce and/or eliminate one or more of our research and drug development programs or future commercialization efforts; â€¢The regulatory approval process of the U.S. Food and Drugâ€¯Administration (the "FDA"), comparable foreign regulatory authorities and notified bodies, are lengthy, time-consuming and inherently unpredictable, and even if we complete the necessary clinical studies, we cannot predict when, or if, we will obtain regulatory approval or certification for any of our product candidates, and any such regulatory approval or certification may be for a more narrow indication than we seek; â€¢Clinical studies are expensive, time-consuming, difficult to design and implement, and have an uncertain outcome. Further, we may encounter substantial delays in our clinical studies; â€¢We currently conduct and may in the future conduct clinical studies for our product candidates outside the United States, and the FDA or comparable foreign regulatory authorities may not accept data from such studies; â€¢We may not be able to file investigational device exemptions ("IDEs") or IDE supplements or comparable documents in foreign jurisdictions to commence additional clinical studies on the timelines we expect, and even if we are able to, the FDA or comparable foreign regulatory authorities may not permit us to proceed; â€¢We are substantially dependent on the success of our lead product candidate, Revita, and if we are unable to obtain marketing approval or certification for and commercialize any of our current or future product candidates in a timely manner, our business will be harmed; â€¢Our long-term prospects depend in part upon discovering, developing and commercializing product candidates, which may fail in development or suffer delays that adversely affect their commercial viability. We intend to identify and develop novel product candidates, which makes it difficult to predict the time, cost and potential success of our current product candidates, and other product candidates we may develop in the future; â€¢Additional time may be required to develop and obtain regulatory approval or certification for our Rejuva gene therapy candidates because we expect them to be regulated as a combination product; â€¢We cannot be certain that our Rejuva gene therapy candidates will successfully complete preclinical and clinical studies, or that they will not cause significant adverse events or toxicities. There can be no assurance that any development problems we experience in the future related to our Rejuva gene therapy candidates or any of our research programs will not cause significant delays or unanticipated costs, or that such development problems can be solved; â€¢We may not be able to gain the support of leading hospitals and key thought leaders, or to publish the results of our clinical studies in peer-reviewed journals, which may make it difficult to establish the Revita DMR Procedure and/or our Rejuva gene therapy candidates as a standard of care, if approved, and may limit our revenue growth and ability to achieve profitability; 5 Â â€¢We have not yet studied the ability of Revita to be used in repeated procedures. If we are unable to demonstrate the safety and improved glycemic effects of Revita for repeat use, it could have a material adverse effect on the clinical utility and commercial adoption of the device; â€¢We have never obtained marketing approval for a product candidate in the United States and we may be unable to obtain, or may be delayed in obtaining, marketing approval for any product candidate in the United States; â€¢We substantially rely, and expect to continue to rely, on third parties, including independent clinical investigators and contract research organizations ("CROs"), to conduct certain aspects of our preclinical studies, and clinical studies. If these third parties do not successfully carry out their contractual duties, comply with applicable regulatory requirements or meet expected deadlines, we may not be able to obtain marketing authorization of or commercialize our product candidates and our business could be substantially harmed; â€¢If we decide to establish new collaborations in the future, but are not able to establish those collaborations on commercially reasonable terms, we may have to alter our development and commercialization plans; â€¢We contract with third parties for the manufacture of sub-assembly components for Revita and for the materials for our Rejuva gene therapy platform for preclinical studies and our ongoing clinical studies, and expect to continue to do so for additional clinical studies and ultimately for commercialization. This reliance on third parties increases the risk that we will not have sufficient quantities of our product candidates or such quantities at an acceptable cost, which could delay, prevent or impair our development or commercialization efforts; â€¢If we or our suppliers fail to comply with the FDAâ€™s quality system and/or good manufacturing practice regulations, this could impair our ability to market our products in a cost-effective and timely manner; â€¢We face the risk of product liability claims that could be expensive, divert managementâ€™s attention and harm our reputation and business. We may not be able to maintain adequate product liability insurance; â€¢We rely on a variety of intellectual property rights, and if we are unable to obtain, maintain or protect our intellectual property, our business, financial situation, results of operations, and prospects will be harmed. If we are unable to obtain and maintain patent protection for our current product candidate, any future product candidates we may develop and our technology, or if the scope of the patent protection obtained is not sufficiently broad, our competitors could develop and commercialize products and technology similar or identical to ours, and our ability to successfully commercialize our current product candidate, any future product candidates we may develop and our technology may be adversely affected; and â€¢If we are unable to establish sales or marketing capabilities or enter into agreements with third parties to sell or market our product candidates, we may not be able to successfully sell or market our product candidates that obtain regulatory approval. 6 Â Â Â Table of Contents Â Â Â Page PART I FINANCIAL INFORMATION Item 1. Financial Statements (unaudited) 8 Â Condensed Consolidated Balance Sheets as of September 30, 2024 and December 31, 2023 8 Â Condensed Consolidated Statements of Operations and Comprehensive Loss for the three and nine months ended September 30, 2024 and 2023 9 Â Condensed Consolidated Statements of Convertible Preferred Stock and Stockholders' Equity (Deficit) for the three and nine months ended September 30, 2024 and 2023 10 Â Condensed Consolidated Statements of Cash Flows for the nine months ended September 30, 2024 and 2023 11 Â Notes to Condensed Consolidated Financial Statements 12 Item 2. Managementâ€™s Discussion and Analysis of Financial Condition and Results of Operations 24 Item 3. Quantitative and Qualitative Disclosures About Market Risk 35 Item 4. Controls and Procedures 35 Â Â Â PART II OTHER INFORMATION Â Item 1. Legal Proceedings 36 Item 1A. Risk Factors 36 Item 2. Unregistered Sales of Equity Securities and Use of Proceeds 95 Item 3. Defaults Upon Senior Securities 95 Item 4. Mine Safety Disclosures 95 Item 5. Other Information 95 Item 6. Exhibits 96 Â Signatures 97 Â Â 7 Â PART Iâ€”FINANCIAL INFORMATION Item 1. Financial Statements. Â Fractyl Health, Inc. Condensed Consolidated Balance Sheets (in thousands, except for share and per share information) (unaudited) Â Â September 30, Â Â December 31, Â Â 2024 Â Â 2023 Â Assets Â Â Â Â Â Â Current assets: Â Â Â Â Â Â Cash and cash equivalents Â $ 84,664 Â Â $ 33,209 Â Accounts receivable Â Â â€” Â Â Â Â 22 Â Inventory Â Â 73 Â Â Â Â 73 Â Restricted cash, current Â Â â€” Â Â Â Â 315 Â Prepaid expenses and other current assets Â Â 2,914 Â Â Â Â 2,029 Â Total current assets Â Â 87,651 Â Â Â Â 35,648 Â Restricted cash, long-term Â Â 4,255 Â Â Â Â 4,255 Â Property and equipment, net Â Â 3,000 Â Â Â Â 490 Â Right-of-use lease assets, operating Â Â 28,787 Â Â Â Â 30,282 Â Other long-term assets Â Â 3,231 Â Â Â Â 5,537 Â Total assets Â $ 126,924 Â Â $ 76,212 Â Liabilities, Convertible Preferred Stock and Stockholdersâ€™ Equity (Deficit) Â Â Â Â Â Â Current liabilities: Â Â Â Â Â Â Accounts payable Â $ 1,767 Â Â $ 553 Â Accrued expenses and other current liabilities Â Â 9,030 Â Â Â Â 7,331 Â Operating lease liabilities, current Â Â 4,920 Â Â Â Â 2,731 Â Warrant liabilities, current Â Â â€” Â Â Â Â 573 Â Total current liabilities Â Â 15,717 Â Â Â Â 11,188 Â Notes payable, long-term Â Â 30,317 Â Â Â Â 55,152 Â Operating lease liabilities, long-term Â Â 27,694 Â Â Â Â 28,508 Â Warrant liabilities, long-term Â Â 1,802 Â Â Â Â 19,096 Â Other long-term liabilities Â Â 1,072 Â Â Â Â â€” Â Total liabilities Â Â 76,602 Â Â Â Â 113,944 Â Commitments and contingencies Â Â Â Â Â Â Convertible preferred stock (Series A, B, C-1, C-2, D, E and F), $0.00001Â par value; noÂ shares authorized and noÂ shares issued or outstanding at September 30, 2024; 78,112,639Â shares authorized and 77,994,156Â shares issued and outstanding at December 31, 2023; aggregate liquidation preference of $0Â and $379,081Â at September 30, 2024 and December 31, 2023, respectively Â Â â€” Â Â Â Â 287,330 Â Stockholdersâ€™ equity (deficit): Â Â Â Â Â Â Preferred stock, $0.00001Â par value; 10,000,000Â shares authorized, noÂ shares issued or outstanding at September 30, 2024; noÂ shares authorized, issued or outstanding at December 31, 2023 Â Â â€” Â Â Â Â â€” Â Common stock, $0.00001Â par value; 300,000,000Â shares authorized, 48,089,625Â shares issued and outstanding at September 30, 2024; 107,000,000Â shares authorized, 2,105,815Â shares issued and outstanding at December 31, 2023 Â Â â€” Â Â Â Â â€” Â Additional paid-in capital Â Â 440,662 Â Â Â Â 21,554 Â Accumulated deficit Â Â (390,340) Â Â (346,616) Total stockholdersâ€™ equity (deficit) Â Â 50,322 Â Â Â Â (325,062) Total liabilities, convertible preferred stock and stockholdersâ€™ equity (deficit) Â $ 126,924 Â Â $ 76,212 Â See accompanying notes to condensed consolidated financial statements (unaudited). 8 Â Fractyl Health, Inc. Condensed Consolidated Statements of Operations and Comprehensive Loss (in thousands, except for share and per share information) (Unaudited) Â Three Months Ended September 30, Â Â Nine Months Ended September 30, Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Revenue Â $ 14 Â Â $ 36 Â Â $ 90 Â Â $ 113 Â Cost of goods sold Â Â 7 Â Â Â Â 25 Â Â Â Â 50 Â Â Â Â 75 Â Gross profit Â Â 7 Â Â Â Â 11 Â Â Â Â 40 Â Â Â Â 38 Â Operating expenses: Â Â Â Â Â Â Â Â Â Â Â Â Â Â Research and development Â Â 19,004 Â Â Â Â 9,382 Â Â Â Â 50,190 Â Â Â Â 27,872 Â Selling, general and administrative Â Â 4,797 Â Â Â Â 4,502 Â Â Â Â 18,171 Â Â Â Â 10,021 Â Total operating expenses Â Â 23,801 Â Â Â Â 13,884 Â Â Â Â 68,361 Â Â Â Â 37,893 Â Loss from operations Â Â (23,794) Â Â (13,873) Â Â (68,321) Â Â (37,855) Other income (expense), net: Â Â Â Â Â Â Â Â Â Â Â Â Â Â Interest income, net Â Â 947 Â Â Â Â 226 Â Â Â Â 3,420 Â Â Â Â 797 Â Change in fair value of notes payable Â Â (2,610) Â Â (1,065) Â Â 3,772 Â Â Â Â (19,676) Change in fair value of warrant liabilities Â Â 2,293 Â Â Â Â (1,027) Â Â 17,442 Â Â Â Â (1,161) Other expense, net Â Â (9) Â Â (8) Â Â (37) Â Â (16) Total other income (expense), net Â Â 621 Â Â Â Â (1,874) Â Â 24,597 Â Â Â Â (20,056) Net loss and comprehensive loss Â Â (23,173) Â Â (15,747) Â Â (43,724) Â Â (57,911) Accretion of dividends on convertible preferred stock Â Â â€” Â Â Â Â (4,331) Â Â (1,737) Â Â (12,850) Net loss attributable to common stockholders Â $ (23,173) Â $ (20,078) Â $ (45,461) Â $ (70,761) Net loss per share attributable to common stockholders, basic and diluted Â $ (0.48) Â $ (9.61) Â $ (1.09) Â $ (34.11) Weighted-average number of common shares outstanding, basic and diluted Â Â 47,973,951 Â Â Â Â 2,089,932 Â Â Â Â 41,892,347 Â Â Â Â 2,074,223 Â Â Â Â See accompanying notes to condensed consolidated financial statements (unaudited). 9 Â Fractyl Health, Inc. Condensed Consolidated Statements of Convertible Preferred Stock and Stockholdersâ€™ Equity (Deficit) (in thousands, except for share information) (Unaudited) Â Series A, B, C-1, C-2, D, E and FConvertible Preferred Stock Â Â Â Common Stock Â AdditionalPaid-in Â Accumulated Â TotalStockholdersâ€™ Â Shares Â Amount Â Â Â Shares Â Amount Â Capital Â Deficit Â Equity (Deficit) Â Balance at December 31, 2023 Â 77,994,156 Â $ 287,330 Â Â Â Â 2,105,815 Â $ - Â $ 21,554 Â $ (346,616) $ (325,062) Issuance of common stock in initial public offering, net of underwriting discounts, commissions and offering costs of $11,223 Â â€” Â Â â€” Â Â Â Â 7,433,332 Â Â â€” Â Â 100,277 Â Â â€” Â Â 100,277 Â Conversion of convertible preferred stock into common stock upon initial public offering Â (77,994,156) Â (287,330) Â Â Â Â 36,343,909 Â Â â€” Â Â 287,330 Â Â â€” Â Â 287,330 Â Conversion of 2022 Convertible Notes into common stock upon initial public offering Â â€” Â Â Â â€” Â Â Â Â 1,841,321 Â Â â€” Â Â 19,150 Â Â â€” Â Â 19,150 Â Reclassification of warrant liability to equity upon initial public offering Â â€” Â Â â€” Â Â Â Â 425 Â Â â€” Â Â 425 Â Exercise of common stock warrants Â â€” Â Â â€” Â Â Â Â 38,544 Â Â â€” Â Â â€” Â Â â€” Â Exercise of common stock options Â â€” Â Â â€” Â Â Â Â 133,987 Â Â â€” Â Â 163 Â Â â€” Â Â 163 Â Share-based compensation expense Â â€” Â Â â€” Â Â Â Â â€” Â Â â€” Â Â 5,217 Â Â â€” Â Â 5,217 Â Net loss Â â€” Â Â â€” Â Â Â Â â€” Â Â â€” Â Â â€” Â Â â€” Â Â (3,322) Â (3,322) Balance at March 31, 2024 Â â€” Â $ â€” Â Â Â Â 47,896,908 Â $ â€” Â $ 434,116 Â $ (349,938) $ 84,178 Â Exercise of common stock options Â â€” Â Â â€” Â Â Â Â 16,327 Â Â â€” Â Â 16 Â Â â€” Â Â 16 Â Share-based compensation expense Â â€” Â Â â€” Â Â Â Â â€” Â Â â€” Â Â 3,790 Â Â â€” Â Â 3,790 Â Net loss Â â€” Â Â â€” Â Â Â Â â€” Â Â â€” Â Â â€” Â Â â€” Â Â (17,229) Â (17,229) Balance at June 30, 2024 Â â€” Â $ â€” Â Â Â Â 47,913,235 Â $ â€” Â $ 437,922 Â $ (367,167) $ 70,755 Â Exercise of common stock options Â â€” Â Â â€” Â Â Â Â 135,561 Â Â â€” Â Â 220 Â Â â€” Â Â 220 Â Issuance of common stock from restricted stock units vesting Â â€” Â Â â€” Â Â Â Â 40,829 Â Â â€” Â Â â€” Â Â â€” Â Â â€” Â Stock-based compensation expense Â â€” Â Â â€” Â Â Â Â â€” Â Â â€” Â Â 2,520 Â Â â€” Â Â 2,520 Â Net loss Â â€” Â Â â€” Â Â Â Â â€” Â Â â€” Â Â â€” Â Â â€” Â Â (23,173) Â (23,173) Balance at September 30, 2024 Â â€” Â $ â€” Â Â Â Â 48,089,625 Â $ â€” Â $ 440,662 Â $ (390,340) $ 50,322 Â Â Â Series A, B, C-1, C-2, D, E and FConvertible Preferred

Stock Â Â Â Common Stock Â AdditionalPaid-in Â Accumulated Â TotalStockholdersâ€™ Â Shares Â Amount Â Â Â Shares Â Amount Â Capital Â Deficit Â Deficit Â Balance at December 31, 2022 Â 77,994,156 Â $ 287,330 Â Â Â Â 2,055,399 Â $ - Â $ 17,206 Â $ (269,525) $ (252,319) Stock-based compensation expense Â â€” Â Â â€” Â Â Â Â â€” Â Â â€” Â Â 857 Â Â â€” Â Â 857 Â Net loss Â â€” Â Â â€” Â Â Â Â Â â€” Â Â â€” Â Â â€” Â Â (11,932) Â (11,932) Balance at March 31, 2023 Â 77,994,156 Â $ 287,330 Â Â Â Â 2,055,399 Â $ â€” Â $ 18,063 Â $ (281,457) $ (263,394) Exercise of common stock options Â â€” Â Â â€” Â Â Â Â 33,899 Â Â â€” Â Â 30 Â Â â€” Â Â 30 Â Stock-based compensation expense Â â€” Â Â â€” Â Â Â Â â€” Â Â â€” Â Â 1,073 Â Â â€” Â Â 1,073 Â Net loss Â â€” Â Â â€” Â Â Â Â â€” Â Â â€” Â Â â€” Â Â (30,232) Â (30,232) Balance at June 30, 2023 Â 77,994,156 Â $ 287,330 Â Â Â Â 2,089,298 Â $ â€” Â $ 19,166 Â $ (311,689) $ (292,523) Exercise of common stock options Â â€” Â Â â€” Â Â Â Â 5,831 Â Â â€” Â Â 5 Â Â â€” Â Â 5 Â Stock-based compensation expense Â â€” Â Â â€” Â Â Â Â â€” Â Â â€” Â Â 1,090 Â Â â€” Â Â 1,090 Â Net loss Â â€” Â Â â€” Â Â Â Â â€” Â Â â€” Â Â â€” Â Â (15,747) Â (15,747) Balance at September 30, 2023 Â 77,994,156 Â $ 287,330 Â Â Â Â 2,095,129 Â $ â€” Â $ 20,261 Â $ (327,436) $ (307,175) Â Â See accompanying notes to condensed consolidated financial statements (unaudited). 10 Â Fractyl Health, Inc. Condensed Consolidated Statements of Cash Flows (in thousands) (Unaudited) Â Â Nine Months Ended September 30, Â Â 2024 Â Â 2023 Â Cash flows from operating activities: Â Â Â Â Â Â Net loss Â $ (43,724) Â $ (57,911) Adjustments to reconcile net loss to net cash used in operating activities: Â Â Â Â Â Â Depreciation Â Â 454 Â Â Â 248 Â Non-cash interest expense Â Â 275 Â Â Â â€” Â Non-cash operating lease expense Â Â 1,496 Â Â Â â€” Â Loss on disposal of fixed assets Â Â 1 Â Â Â â€” Â Stock-based compensation expense Â Â 11,527 Â Â Â 3,020 Â Change in fair value of warrant liabilities Â Â (17,442) Â Â 1,161 Â Change in fair value of notes payable, non-cash Â Â (5,685) Â Â 19,526 Â Issuance costs related to notes payable Â Â â€” Â Â Â 1,934 Â Changes in operating assets and liabilities: Â Â Â Â Â Â Accounts receivable Â Â 22 Â Â Â (24) Inventory Â Â â€” Â Â Â (76) Prepaid expenses and other current assets Â Â (885) Â Â 464 Â Accounts payable Â Â 1,181 Â Â Â (504) Accrued expenses and other current liabilities Â Â 3,036 Â Â Â 176 Â Operating lease liabilities Â Â 1,374 Â Â Â (241) Other long-term assets and liabilities Â Â (117) Â Â 3 Â Net cash used in operating activities Â Â (48,487) Â Â (32,224) Cash flows from investing activities: Â Â Â Â Â Â Purchases of property and equipment Â Â (1,532) Â Â (223) Net cash used in investing activities Â Â (1,532) Â Â (223) Cash flows from financing activities: Â Â Â Â Â Â Proceeds from initial public offering, net of underwriting discounts and commissions Â Â 103,695 Â Â Â â€” Â Proceeds from issuance of notes payable, net Â Â â€” Â Â Â 28,432 Â Proceeds from exercise of stock options Â Â 399 Â Â Â 35 Â Payments related to debt issuance costs Â Â â€” Â Â Â (327) Payments related to offering costs Â Â (2,854) Â Â (66) Repayment of notes payable Â Â â€” Â Â Â (75) Principal payments on finance lease obligations Â Â (81) Â Â (6) Net cash provided by financing activities Â Â 101,159 Â Â Â 27,993 Â Net increase (decrease) in cash, cash equivalents and restricted cash Â Â 51,140 Â Â Â (4,454) Cash, cash equivalents and restricted cash at beginning of period Â Â 37,779 Â Â Â 53,524 Â Cash, cash equivalents and restricted cash at end of period Â $ 88,919 Â Â $ 49,070 Â Supplemental disclosure of cash flow information: Â Â Â Â Â Â Interest paid Â $ 1,992 Â Â $ 150 Â Payment for operating leases within operating activities Â $ 1,749 Â Â $ 1,427 Â Non-cash investing and financing activities: Â Â Â Â Â Â Conversion of convertible preferred stock into common stock upon initial public offering Â $ 287,330 Â Â $ â€” Â Conversion of 2022 Convertible Notes into common stock upon initial public offering Â $ 19,150 Â Â $ â€” Â Reclassification of warrant liability to equity upon initial public offering Â $ 425 Â Â $ â€” Â Finance lease right-of-use asset obtained in exchange for lease liability Â $ 1,401 Â Â $ â€” Â Reclassification of deferred offering costs to additional paid-in capital Â $ 3,418 Â Â $ â€” Â Purchases of property and equipment included in accounts payable Â $ 32 Â Â $ 21 Â Debt issuance costs included in accrued expenses Â $ â€” Â Â $ 39 Â Deferred offering costs included in accounts payable or accrued expenses Â $ â€” Â Â $ 1,287 Â Fair value of warrant liabilities recognized in connection with amendment of convertible notes payable Â $ â€” Â Â $ 9,876 Â Fair value of warrant liabilities recognized in connection with issuance of notes payable Â $ â€” Â Â $ 2,592 Â Â Â See accompanying notes to condensed consolidated financial statements (unaudited). 11 Â Fractyl Health, Inc. Notes to Condensed Consolidated Financial Statements (in thousands, except share and per share information) (Unaudited) 1. Nature of the BusinessFractyl Health, Inc. (the "Company") was incorporated on August 30, 2010 under the name MedCatalyst, Inc. The Company subsequently changed its name to Fractyl Laboratories Inc. on January 10, 2012 and subsequently to Fractyl Health, Inc. on June 9, 2021. The Company is a metabolic therapeutics company focused on pioneering new approaches to the treatment of metabolic diseases, including obesity and type 2 diabetes ("T2D"). The Companyâ€™s goal is to transform metabolic disease treatment from chronic symptomatic management to durable disease modifying therapies that target the organ level root causes of obesity and T2D. The Revita DMR System ("Revita"), the Companyâ€™s lead product candidate, is an outpatient procedural therapy designed to durably modify duodenal dysfunction, a major pathologic consequence of a high fat and high sugar diet, which can lead to obesity and T2D in humans. The Company is evaluating Revita in the REMAIN-1 study, a randomized, double-blind study of Revita versus sham in patients who have lost at least 15% total body weight on tirzepatide therapy. In parallel to the randomized portion of the REMAIN-1 study, the Company has an open label cohort, REVEAL-1, that follows a similar patient population and management protocol with open label data updates. The Company is also evaluating Revita in its pivotal Revitalize-1 study, a randomized, double-blind crossover, sham-controlled, multi-center study of Revita, and is currently enrolling patients with inadequately controlled T2D despite being on at least one glucose lowering agent ("GLA"). In addition, the Company is developing Rejuva, a novel, locally administered, adeno-associated virus delivered pancreatic gene therapy platform. Rejuva is designed to enable long term remission of obesity and T2D by durably altering metabolic hormone function in the pancreatic islet cells of patients. The Company believes Revita and Rejuva, if approved, have the potential to revolutionize treatment across the spectrum of obesity and T2D, align the clinical and economic interest of key stakeholders around the long-term regression of metabolic disease, and, at their fullest potential, significantly reduce the burden of metabolic disease globally.Initial Public Offering ("IPO")On February 6, 2024, the Company completed its IPO, pursuant to which it issued and sold 7,333,333 shares of its common stock at a price to the public of $15.00 per share, resulting in gross proceeds of approximately $110,000 and net proceeds of approximately $98,882, after deducting the underwriting discount of approximately $7,700 and offering expenses of approximately $3,418.On March 5, 2024, the Company issued an additional 99,999 shares of its common stock pursuant to the partial exercise of the underwritersâ€™ option to purchase additional shares at the IPO public price of $15.00 per share, for additional gross proceeds of approximately $1,500 and net proceeds of approximately $1,395, after deducting the underwriting discounts and commissions of approximately $105. LiquidityUnder ASC 205-40, Going Concern, management must evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Companyâ€™s ability to continue as a going concern within one year after the date that the financial statements are issued. This evaluation initially does not take into consideration the potential mitigating effect of managementâ€™s plans that have not been fully implemented as of the date the financial statements are issued. When substantial doubt exists, management evaluates whether the mitigating effect of its plans sufficiently alleviates substantial doubt about the Companyâ€™s ability to continue as a going concern. The mitigating effect of managementâ€™s plans, however, is only considered if both (1) it is probable that the plans will be effectively implemented within one year after the date that the financial statements are issued, and (2) it is probable that the plans, when implemented, will mitigate the relevant conditions or events that raise substantial doubt about the entityâ€™s ability to continue as a going concern within one year after the date that the financial statements are issued. Generally, to be considered probable of being effectively implemented, the plans must have been approved by the Companyâ€™s Board of Directors ("Board") before the date that the financial statements are issued.The future success of the Company is dependent on its ability to develop its product candidates and ultimately upon its ability to attain profitable operations. The Company is subject to a number of risks similar to other early-stage life science companies, including, but not limited to, successful discovery and development of its product candidates, raising additional capital with favorable terms, development by its competitors of new technological innovations, protection of 12 Â proprietary technology and market acceptance of the Companyâ€™s products. The successful discovery and development of product candidates requires substantial working capital which may not be available to the Company on favorable terms or not at all. The Company has a history of operating losses and had an accumulated deficit of $390,340 as of September 30, 2024. The Company has financed its operations to date primarily through sales of its convertible preferred stock, sales of its common stock in the IPO and debt financings. While a pilot commercial launch was initiated in Germany in the first quarter of 2023, the Company does not anticipate generating revenue from product sales in the United States unless and until it successfully completes clinical development and obtains marketing approvals from one or more of the product candidates. As a result, management expects continuing operating losses in the future. As of September 30, 2024, the Company had available cash and cash equivalents of $84,664, which is not sufficient to fund the Companyâ€™s current operating plan for at least twelve months from the issuance date of this Quarterly Report on Form 10-Q. The Company expects to seek additional funds through equity or debt financings or through collaboration or licensing transactions or other sources. The Company may be unable to obtain equity or debt financings or enter into collaboration or licensing transactions and, if necessary, the Company will be required to implement cost reduction strategies which could curtail or delay its current operating plans. As a result, substantial doubt exists about the Companyâ€™s ability to continue as a going concern within twelve months from the issuance date of this Quarterly Report on Form 10-Q. The accompanying unaudited interim condensed consolidated financial statements have been prepared on a going concern basis, which contemplates the realization of assets and satisfaction of liabilities in the ordinary course of business. The unaudited interim condensed consolidated financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or the amounts and classification of liabilities that might result from the outcome of this uncertainty. 2. Summary of Significant Accounting Policies Basis of PresentationThe accompanying unaudited interim condensed consolidated financial statements have been prepared by the Company in accordance with accounting principles generally accepted in the United States, or GAAP, for interim financial reporting and as required by Regulation S-X, Rule 10-01. The unaudited interim condensed consolidated financial statements have been prepared in accordance with GAAP and include the accounts of the Company and its wholly owned subsidiary. All intercompany balances and transactions have been eliminated. These interim financial statements, in the opinion of management, reflect all adjustments, which include only normal recurring adjustments, necessary for a fair presentation of the Companyâ€™s financial position and results of operations for the three and nine months ended September 30, 2024 and 2023. The results of operations for the interim periods are not necessarily indicative of results to be expected for the year ending December 31, 2024, any other interim periods, or any future year or period. Certain information and footnote disclosures normally included in financial statements prepared in accordance with U.S. GAAP have been condensed or omitted from this report, as is permitted by such rules and regulations. Accordingly, these unaudited interim condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements as of and for the year ended December 31, 2023 and notes thereto, included in the Companyâ€™s Annual Report on Form 10-K filed with the U.S. Securities and Exchange Commission ("SEC") on April 1, 2024. The accompanying unaudited interim condensed consolidated financial statements have been prepared on the same basis as the audited consolidated financial statements.Use of Estimates The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the condensed consolidated financial statements and the reported amounts of expenses during the reporting periods. Significant estimates relied upon in preparing these condensed consolidated financial statements include, but are not limited to, the fair value of common stock, the fair value of preferred and common stock warrants, the fair value of convertible notes payable, the fair value of stock-based awards, the incremental borrowing rate for lease accounting and the accrual of research and development expenses. Estimates are periodically reviewed in light of changes in circumstances, facts and experience. Actual results could differ materially from those estimates. Deferred Public Offering Costs Deferred public offering costs, which primarily consist of direct, incremental legal and accounting fees relating to the planned IPO, are capitalized within other long-term assets. The deferred public offering costs are offset against IPO 13 Â proceeds upon the consummation of the offering. As of December 31, 2023, the Company had deferred offering-related costs of $2,180. Upon closing of the Companyâ€™s IPO in February 2024, total deferred offering costs of $3,418 were transferred to additional paid-in capital to offset the IPO proceeds. The Company had no deferred offering costs as of September 30, 2024.LeasesThe Company has entered into operating leases for office and laboratory spaces and finance leases for certain laboratory equipment, which are accounted for in accordance with ASC 842, Leases. The Company determines whether an arrangement is or contains a lease based on the unique facts and circumstances present in the arrangement at inception. Operating leases are included in right-of-use lease assets ("ROU assets") and current and long-term lease liabilities on the Companyâ€™s condensed consolidated balance sheets. Lease expenses for operating leases are recognized on a straight-line basis over the lease term as an operating expense. Assets subject to finance leases are included in property and equipment, net, on the Companyâ€™s condensed consolidated balance sheets. Current and long-term portion of the related lease liabilities of the finance leases are included in accrued expenses and other current liabilities and other long-term liabilities, respectively, on the Companyâ€™s condensed consolidated balance sheets. Lease expenses for finance leases consist of depreciation of the assets, which is recognized on a straight-line basis over the useful life of the assets as an operating expense, and interest expense using the effective interest method over the lease term.At the lease commencement date, the Company recognizes an ROU asset and a lease liability based on the present value of fixed lease payments over the expected lease term. The Company typically only includes an initial lease term in its assessment of a lease arrangement. Options to renew a lease are not included in the Companyâ€™s assessment unless there is a reasonable certainty that the Company will renew. Certain adjustments to the ROU asset may be required for items such as incentives received. The interest rate implicit in the lease contracts is typically not readily determinable. As a result, the Company utilizes its incremental borrowing rate to discount lease payments, which reflects the fixed rate at which the Company could borrow on a collateralized basis the amount of the lease payments in the same currency, for a similar term, in a similar economic environment.The Company has elected the short-term lease recognition exemption for short-term leases, which allows the Company not to recognize lease liabilities and ROU assets on the condensed consolidated balance sheets for leases with an original lease term of twelve months or less. Rent expenses for short-term leases are directly expensed as operating expenses in the condensed consolidated statements of operations and comprehensive loss.The Company has elected to not separate lease and non-lease components. Only the fixed costs for lease components and their associated non-lease components are accounted for as a single lease component and recognized as part of the ROU asset and lease liability. Variable lease costs such as taxes, operating expenses and other expenses are based on actual costs incurred and are directly expensed as operating expenses in the condensed consolidated statements of operations and comprehensive loss.Assumptions made by the Company at the commencement date are re-evaluated upon occurrence of certain events, including lease modification. A lease modification results in a separate contract when the modification grants the lessee an additional right of use not included in the original lease and when lease payments increase commensurate with the standalone price for the additional right of use. When a lease modification results in a separate contract, it is accounted for in the same manner as a new lease.Stock-Based Compensation The Company measures all stock options and other stock-based awards based on their fair value on the date of the grant. Those awards typically have a graded vesting schedule and compensation expense for awards with only service conditions is recognized on a straight-line basis over the requisite service period, which is generally the vesting period of the respective award. Compensation costs recognized for performance-based awards reflect the number of awards that are expected to vest during the requisite service period and are recognized using an accelerated attribution method. Upon final determination of the performance conditions achieved, the compensation costs are adjusted to reflect those awards that ultimately vest. Historical performance patterns, to the extent that they are indicative to the performance conditions to be achieved, are used in developing estimates for the probability of attaining these performance conditions. 14 Â The Company classifies stock-based compensation expense in its condensed consolidated statements of operations and comprehensive loss in the same manner in which the award recipientâ€™s payroll costs are classified or in which the award recipientâ€™s service payments are classified. Prior to the completion of the Companyâ€™s IPO, the Company determined the fair value of the underlying common stock by taking into consideration the results obtained from third-party valuations and additional factors that are deemed relevant, which incorporates significant judgments and estimates. After the completion of the Companyâ€™s IPO, the Company considers the fair value of its common stock to equal to the closing price of its common stock traded on the Nasdaq Global Market.The Company uses the Black-Scholes option pricing model, which incorporates assumptions and estimates, to measure the fair value of its option awards on the date of grant of each stock option award. Prior to February 2024, the Company had been a private company and lacked company-specific historical and implied volatility information. The Company estimated its expected stock volatility based on an analysis of reported data for a publicly traded peer group of companies that granted options with substantially similar terms and expects to continue to do so until such time as it has adequate historical data regarding the volatility of its own traded stock price. The expected term assumption for employee grants is determined by using the "simplified" method for awards that qualify as "plain-vanilla" options. The risk-free interest rate is based on the rate of the U.S. Treasury yield curve in effect at the time of grant of the award for time periods approximately equal to the expected term of the award. Expected dividend yield is based on the fact that the Company has never paid cash dividends on common stock and does not expect to

pay any cash dividends in the foreseeable future. Forfeitures are accounted for as they occur.Recently Adopted Accounting PronouncementsThe Company has not adopted any accounting pronouncements during the nine months ended September 30, 2024.Recently Issued Accounting PronouncementsIn November 2023, the Financial Accounting Standards Board (â€œFASBâ€) issued Accounting Standard Update (â€œASUâ€) 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures (â€œASU 2023-07â€), which requires all public entities, including public entities with a single reportable segment, to provide in interim and annual periods one or more measures of segment profit or loss used by the chief operating decision maker to allocate resources and assess performance. Additionally, the standard requires disclosures of significant segment expenses and other segment items as well as incremental qualitative disclosures. The guidance in this update is effective for fiscal years beginning after December 15, 2023, and interim periods after December 15, 2024. The Company is currently in the process of evaluating the effects of this pronouncement on its related disclosures. 3. Fair Value Measurements The following tables present information about the Companyâ€™s financial assets and liabilities measured at fair value on a recurring basis and indicate the level of fair value hierarchy utilized to determine such fair values: Â Â Fair Value measurements as ofSeptember 30, 2024 Â Â Level 1 Â Â Level 2 Â Â Level 3 Â Â Total Â Assets: Â Â Â Â Â Â Â Â Â Â Â Â Â Cash equivalentsâ€”money market funds Â $ 66,622 Â Â $ â€” Â Â $ â€” Â Â $ 66,622 Â Â $ 66,622 Â Â $ â€” Â Â $ â€” Â Â $ 66,622 Â Liabilities: Â Â Â Â Â Â Â Â Â Â Â Â Â Warrant liabilities, long-term Â Â â€” Â Â Â Â â€” Â Â Â Â 1,802 Â Â Â Â 1,802 Â Notes payable, long-term Â Â â€” Â Â Â Â â€” Â Â Â 30,317 Â Â Â 30,317 Â Â $ â€” Â Â $ â€” Â Â $ 32,119 Â Â $ 32,119 Â Â 15 Â Â Â Fair Value measurements as ofDecember 31, 2023 Â Â Level 1 Â Â Level 2 Â Â Level 3 Â Â Total Â Assets: Â Â Â Â Â Â Â Â Â Â Â Â Â Cash equivalentsâ€”money market funds Â $ 9,779 Â Â $ â€” Â Â $ â€” Â Â $ 9,779 Â Â $ 9,779 Â Â $ â€” Â Â $ â€” Â Â $ 9,779 Â Liabilities: Â Â Â Â Â Â Â Â Â Â Â Â Â Warrant liabilities, current Â $ â€” Â Â $ â€” Â Â $ 573 Â Â $ 573 Â Warrant liabilities, long-term Â Â â€” Â Â Â Â â€” Â Â Â 19,096 Â Â Â 19,096 Â Notes payable, long-term Â Â â€” Â Â Â Â â€” Â Â Â 55,152 Â Â Â 55,152 Â Â $ â€” Â Â $ â€” Â Â $ 74,821 Â Â $ 74,821 Â During the nine months ended September 30, 2024 and 2023, there were no transfers between Level 1, Level 2 and Level 3.See Note 5â€™â€™Notes Payable" for the discussion of the fair value methodology of the notes payable and a rollforward of the fair value. See Note 6â€™â€™Warrant Liabilities" for the discussion of the fair value methodology of the stock warrants and a rollforward of the fair value. 4. Accrued Expenses and Other Current Liabilities Accrued expenses and other current liabilities consisted of the following: Â Â September 30, Â Â December 31, Â Â 2024 Â Â 2023 Â Payroll and payroll-related expenses Â $ 4,288 Â Â $ 3,500 Â External research and development services Â Â 3,621 Â Â Â 1,711 Â Professional fees and consulting services Â Â 676 Â Â Â 2,118 Â Other current liabilities Â Â 445 Â Â Â 2 Â Â $ 9,030 Â Â $ 7,331 Â Â 5. Notes Payable Notes payable, long-term consisted of the following:Â Â September 30, Â Â December 31, Â Â 2024 Â Â 2023 Â 2022 Convertible Notes Â $ â€” Â Â $ 27,162 Â 2023 Notes Â Â 30,317 Â Â Â 27,990 Â Â $ 30,317 Â Â $ 55,152 Â 2022 Convertible NotesOn January 11, 2022, the Company entered into a financing arrangement with certain lenders (the "2022 Lenders") in which the Company issued convertible promissory notes in exchange for an aggregate principal amount of $20,075 (the "2022 Convertible Notes"). Under the original terms of the 2022 Convertible Notes, interest accrued on the unpaid principal balance of the 2022 Convertible Notes at the rate of 3% per year until paid or converted in full. Subject to the conversion provisions, all principal and accrued interest on the 2022 Convertible Notes was to be due and payable on July 11, 2023 (the "Original Maturity Date"). On July 11, 2023 (the "reissuance date"), the Company paid $78 to settle in full the outstanding principal and accrued interest owed to one of the lenders under the 2022 Convertible Notes and issued amended and restated convertible promissory notes to certain of the lenders (the "Continuing 2022 Lenders") in replacement of, but not in payment of, the remainder of the 2022 Convertible Notes. As part of these amendments, among other changes, the Continuing 2022 Lenders agreed to extend the maturity date of the outstanding principal and accrued but unpaid interest on the 2022 Convertible Notes to December 31, 2024. Following these amendments, $20,899 in aggregate principal under the 2022 Convertible Notes remained outstanding and accrued interest at the rate of 10% per year until they were paid or converted 16 Â in full. In connection with entering into these amendments, the Company issued to the Continuing 2022 Lenders warrants to purchase shares of the Companyâ€™s common stock with par value of $0.00001 per share. The warrants were recorded as part of the warrant liabilities on the condensed consolidated balance sheet.The Company elected to apply the fair value option ("FVO") to the 2022 Convertible Notes in accordance with ASC 825. Accordingly, the 2022 Convertible Notes are marked to market at the end of each reporting period, with changes in fair value recognized as a component of other income (expense) in the condensed consolidated statements of operations and comprehensive loss. Prior to the Company's IPO in February 2024, the fair value had been estimated using a Monte Carlo simulation model to calculate equity values at different points in time leading up to a conversion event. The Company assessed the assumptions and estimates used in the valuation model at each financial reporting period as additional information impacting the assumptions is obtained. Assumptions and estimates impacting the fair value measurement included the fair value per share of the underlying shares, the expected time to conversion events (IPO or non-IPO), risk-free interest rate, expected volatility of the price of the underlying shares and scenario weightings. The Company determined the fair value per share of the underlying shares by taking into consideration the most recent sales of its convertible preferred stock, results obtained from third-party valuations and additional factors that are deemed relevant. The Company historically had been a private company and lacked company-specific historical and implied volatility information of its stock. Therefore, it estimated its expected stock volatility based on the historical volatility of publicly traded peer companies for a term equal to the expected time to conversion events. The risk-free interest rate was determined by reference to the U.S. Treasury yield curve for time periods approximately equal to the expected time to conversion events. Scenario weightings were based on management's best estimate of the probabilities of the occurrence of each conversion event considered.Upon the closing of the IPO on February 6, 2024, all of the outstanding principal plus accrued interest under the 2022 Convertible Notes were converted into 1,841,321 shares of the Companyâ€™s common stock at a conversion price of $12.00 per share, which is 80% of the IPO price of $15.00 per share. The 2022 Convertible Notes were marked to market to its fair value as of the time of the conversion before being reclassified to equity. The fair value at the time of the conversion was calculated by multiplying the number of shares of common stock that the 2022 Convertible Notes were converted into by the fair value per share on the conversion date, which is the closing price of the Company's common stock on the NASDAQ Global Market on that date.The following table provides a rollforward of the fair value of the 2022 Convertible Notes: Â Â Fair Value Â Balance as of December 31, 2023 Â $ 27,162 Â Decrease in fair value Â Â (8,012) Conversion into common stock Â Â (19,150) Balance as of September 30, 2024 Â $ â€” Â 2023 NotesOn September 7, 2023, the Company entered into a credit agreement with certain lenders (the "2023 Lenders") that provides for term loans in an aggregate principal amount of $45,000 (the "Applicable Commitments") in two tranches (the "2023 Notes"). The first tranche with a principal amount of $30,000 was extended on September 7, 2023. The second tranche with a principal amount of $15,000 would have been extended upon the Companyâ€™s achievement of certain operating and funding milestones as defined in the 2023 Notes, by July 31, 2024. The 2023 Notes also provide for a third tranche with an uncommitted principal amount of $20,000 that may be extended to the Company, subject to the lendersâ€™ prior written consent in their sole discretion. Due to a shift in business strategy expansion to include the weight maintenance study, the Company decided not to pursue the milestones required to access the second tranche. As a result, the second tranche was not extended.The outstanding balances under the 2023 Notes bear interest at a floating annual rate equal to the greater of 5.5% above the Wall Street Journal prime rate or 13.25%. On and prior to September 30, 2024, 6.0% of the interest is payable in kind (the "PIK interest") and added to the outstanding principal amount of the loans. Beginning September 30, 2026, the Company is required to make principal payments in the amount of 1.5% of the aggregate principal amount outstanding, including accrued PIK interest, each month. Under the terms of the credit agreement, the first principal payment date can be extended to September 30, 2027, at the Company's option, if certain financing milestones as defined in the 2023 Notes are achieved on or prior to September 30, 2026. As of June 30, 2024, the Company achieved the defined milestones and elected to extend the first principal payment date to September 30, 2027. In addition, upon any principal payment, the Company is 17 Â required to make an additional payment to the 2023 Lenders a 6.0% fee (the "Exit Fee") over the principal and accrued PIK interest paid. The aggregate Exit Fee of the 2023 Notes should equal to 6.0% of the total Applicable Commitments of $45,000 plus all accrued PIK interest. All remaining outstanding principal balance, accrued interest and Exit Fee on the 2023 Notes shall be due and payable on the maturity date of September 7, 2028.In connection with the issuance of the 2023 Notes, the Company issued to the 2023 Lenders warrants to purchase, at the holdersâ€™ choice, shares of the Companyâ€™s Series F Convertible Preferred Stock, the most senior series of Preferred Stock of the Company that is then authorized, or the Companyâ€™s common stock. The warrants were recorded as part of the warrant liabilities on the condensed consolidated balance sheet. The Company elected to apply the FVO to the 2023 Notes in accordance with ASC 825. Accordingly, the 2023 Notes are marked to market at the end of each reporting period, with changes in fair value recognized as a component of other income (expense) in the condensed consolidated statements of operations and comprehensive loss. The fair value was estimated using a discounted cash flow model by discounting projected future cash flows associated with the 2023 Notes to their present value. The discount rate used in the model is based on observable market yields for similarly rated instruments, adjusted for any specific risks inherent in the 2023 Notes. Accrued interest on the 2023 Notes is incorporated into the determination of the fair value of the 2023 Notes.This fair value measurement is based on significant inputs that are not observable in the market and represent a Level 3 measurement. The following table provides a rollforward of the fair value of the 2023 Notes: Â Fair Value Â Balance as of December 31, 2023 Â $ 27,990 Â Increase in fair value Â Â 4,240 Â Payment of interest Â Â (1,913) Balance as of September 30, 2024 Â $ 30,317 Â The 2023 Notes are subject to specific financial covenants, which include a minimum liquidity covenant that requires the Company to maintain a minimum $10,000 balance in cash and/or certain permitted cash equivalent investments, subject to certain exceptions. In addition, the 2023 Notes also contain customary events of default, subject to rights and remedies generally applicable to federal law or the laws of the State of Delaware. As of September 30, 2024, the Company was in compliance with the financial covenants and other terms of the arrangement. 6. Warrant Liabilities 2014 WarrantIn January 2014, the Company issued a fully vested warrant to purchase 118,483 shares of the Companyâ€™s Series B convertible preferred stock (the "2014 Warrant") in connection with a loan and security agreement entered into in January 2014. The 2014 Warrant was immediately exercisable at an exercise price of $1.266 per share and has a contractual term of ten years from issuance. The fair value of the 2014 Warrant at issuance was $48 and was recorded as part of the warrant liabilities in the condensed consolidated balance sheet.In January 2024, the 2014 Warrant was amended to extend the expiration date to the earlier of (i) the date that is 30 calendar days after the closing of the Companyâ€™s IPO and (ii) July 31, 2024. Upon the closing of the Company's IPO on February 6, 2024, the amended expiration date of the 2014 Warrant was determined to be March 7, 2024.The Company remeasures the fair value of the 2014 Warrant at the end of each reporting period, with any adjustments being recorded as a component of other income (expense) in the condensed consolidated statements of operations and comprehensive loss. Upon the closing of the IPO on February 6, 2024, the warrant to purchase 118,483 shares of the Company's Series B convertible preferred stock was converted to a warrant to purchase 55,211 shares of the Company's common stock. Accordingly, the 2014 Warrant was remeasured upon the closing of the IPO and marked to market to its fair value before being reclassified to equity. The fair value of the 2014 Warrant was determined using the Black-Scholes valuation model with the following assumptions: 18 Â Â February 6, Â Â December 31, Â Â 2024 Â Â 2023 Â Risk-free interest rate Â 4.8% Â Â 4.7% Â Expected term (in years) Â 0.1 Â Â 0.1 Â Expected volatility Â 38% Â Â 47% Â Expected dividend yield Â 0% Â Â 6% Â Fair value of common stock per share Â $10.40 Â Â Â â€” Â Fair value of Series B convertible preferred stock per share Â Â â€” Â Â $6.12 Â This fair value measurement of the 2014 Warrant was based on significant inputs that are not observable in the market and represented a Level 3 measurement. The following table provides a rollforward of the fair value of the Companyâ€™s warrant liability: Â Fair Value Â Balance as of December 31, 2023 Â $ 573 Â Change in fair value Â Â (148) Reclassification to equity Â Â (425) Balance as of September 30, 2024 Â $ â€” Â The 2014 Warrant was fully cashless exercised on the amended expiration date of March 7, 2024, as a result of which a total of 38,544 shares of common stock were issued to the warrant holder.July 2023 WarrantsIn July 2023, the Company issued fully vested warrants to purchase shares of the Companyâ€™s common stock in connection with the issuance of the amended and restated 2022 Convertible Notes (the "July 2023 Warrants"). The July 2023 Warrants were immediately exercisable for a variable number of shares based on the principal amount of the 2022 Convertible Notes, as amended, of $20,899, and an exercise price, at the holdersâ€™ choice, of (a) $17.9927 per share, (b) the lowest original issue price of shares of Preferred Stock of the Company issued in the Companyâ€™s next bona fide private preferred equity financing round, (c) in the event of any convertible note or similar convertible security financing, the conversion price contemplated by such convertible security, or (d) in the event of an IPO, the per share offering price to the public in such IPO. The July 2023 Warrants have a contractual term of ten years from issuance. They were not exercised from their inception through September 30, 2024.The fair value of the July 2023 Warrants at issuance was $9,876 and was recorded as part of the warrant liabilities on the condensed consolidated balance sheet. The Company remeasures the fair value at the end of each reporting period, with any adjustments being recorded as a component of other income (expense) in the condensed consolidated statements of operations and comprehensive loss. Prior to the Company's IPO in February 2024, the fair value was determined using the Monte-Carlo simulation model, which was based on significant inputs that are not observable in the market and represented a Level 3 measurement. After the completion of its IPO, the fair value of the July 2023 Warrants was determined using the Black-Scholes valuation model with the following assumptions:Â Â September 30, Â 2024 Risk-free interest rate Â 3.7% Expected term (in years) Â 8.8 Expected volatility Â 58% Expected dividend yield Â 0% The following table provides a rollforward of the fair value of the July 2023 Warrants: Â Fair Value Â Balance as of December 31, 2023 Â $ 16,419 Â Decrease in fair value Â Â (14,844) Balance as of September 30, 2024 Â $ 1,575 Â Â 19 Â September 2023 WarrantsIn September 2023, in connection with the issuance of the 2023 Notes, the Company issued fully vested warrants to purchase, at the holdersâ€™ choice, shares of the Companyâ€™s Series F Convertible Preferred Stock, the most senior series of Preferred Stock of the Company that is then authorized, or the Companyâ€™s common stock (the "September 2023 Warrants"). The September 2023 Warrants are immediately exercisable for a variable number of shares based on a total fixed dollar value of $4,200, and an exercise price, at the holdersâ€™ choice, of (a) $17.9927 per share of common stock or $8.3843 per share of Series F Convertible Preferred Stock, (b) the lowest original issue price of any series of Preferred Stock issued by the Company after the issuance date of the September 2023 Warrants, (c) the conversion or exercise price of any convertible debt security, option, or warrant issued by the Company after the issuance date of the September 2023 Warrants, or (d) the price at which the Companyâ€™s common equity was first sold to the public by the Company in a firm-commitment underwritten offering or otherwise. The September 2023 Warrants have a contractual term of ten years from issuance. They were not exercised from their inception through September 30, 2024. The fair value of the September 2023 Warrants at issuance was $2,592 and was recorded as part of the warrant liabilities on the condensed consolidated balance sheet. The Company remeasures the fair value at the end of each reporting period, with any adjustments being recorded as a component of other income (expense) in the condensed consolidated statements of operations and comprehensive loss.Prior to the Company's IPO in February 2024, the fair value was determined using the Monte-Carlo simulation model, which was based on significant inputs that are not observable in the market and represented a Level 3 measurement. After the completion of its IPO, the fair value of the September 2023 Warrants was determined using the Black-Scholes valuation model with the following assumptions: Â September 30, Â 2024 Risk-free interest rate Â 3.7% Expected term (in years) Â 8.9 Expected volatility Â 58% Expected dividend yield Â 0% The following table provides a rollforward of the fair value of the September 2023 Warrants: Â Fair Value Â Balance as of December 31, 2023 Â $ 2,677 Â Decrease in fair value Â Â (2,450) Balance as of September 30, 2024 Â $ 227 Â Â 7. Commitments and Contingencies Â LeasesThe following table summarizes the future minimum lease payments for operating and finance leases as of September 30, 2024:Â Year Ending December 31, Â Â Â 2024 (Remaining) Â $ 1,436 Â 2025 Â Â 5,822 Â 2026 Â Â 5,979 Â 2027 Â Â 5,817 Â 2028 Â Â 5,735 Â Thereafter Â Â 34,767 Â Total future minimum lease payments Â Â 59,556 Â Â 20 Â Please see Note 7â€™â€™Leases" in the Notes to Consolidated Financial Statements included in Item 8 of the Companyâ€™s Annual Report on Form 10-K for the year ended December 31, 2023 for further discussion of the Company's material lease agreements.Â Guarantees and Indemnification Obligations The Company enters into standard indemnification agreements in the ordinary course of business. Pursuant to these agreements, the Company indemnifies and agrees to reimburse the indemnified party for losses and costs incurred by the indemnified party in connection with any patent, copyright, trade secret or other intellectual property or personal right infringement claim by any third party with respect to the Companyâ€™s technology. The term of these indemnification agreements is generally perpetual after execution of the agreement. In addition, the Company has entered into indemnification agreements with members of its board of directors that will require the Company, among other things, to indemnify them against certain liabilities that may arise by reason of its status or service as directors or officers. The maximum potential amount of future payments the Company could be required to make under these indemnification agreements is unlimited. To date, the Company has not incurred any losses or any material costs related to this indemnification obligation and no claims with respect thereto were outstanding. The Company does not believe that the outcome of any claims under indemnification arrangements will have a material effect on its financial position, results of operations and cash flows, and it has not accrued any liabilities related to such obligations in its condensed consolidated financial statements as of September 30, 2024 and December 31, 2023. 8. Convertible Preferred Stock

The Company issued Series A, Series B, Series C-1, Series C-2, Series D, Series E and Series F convertible preferred stock (collectively, the "Convertible Preferred Stock"). The holders of Convertible Preferred Stock had liquidation rights in the event of a deemed liquidation that, in certain circumstances, is not solely within the control of the Company. Therefore, the Convertible Preferred Stock was classified outside of stockholdersâ€™ deficit at December 31, 2023. The Company had authorized 78,112,639 shares of $0.00001 par value convertible preferred stock as of December 31, 2023. Upon the closing of the IPO on February 6, 2024, all of the Companyâ€™s Convertible Preferred Stock shares were automatically converted into 36,343,909 shares of the Companyâ€™s common stock.As of December 31, 2023, Convertible Preferred Stock consisted of the following: Â Â December 31, 2023 Â Â ConvertiblePreferredSharesAuthorized Â Â ConvertiblePreferredSharesIssued andOutstanding Â Â CarryingValue Â Â LiquidationPreference Â Â CommonStockIssuableUponConversion Â Series A Convertible Preferred Stock Â Â 5,500,000 Â Â Â 5,500,000 Â Â $ 6,510 Â Â $ 9,633 Â Â Â 2,562,900 Â Series B Convertible Preferred Stock Â Â 11,451,453 Â Â Â 11,332,970 Â Â Â 15,459 Â Â Â 23,659 Â Â Â 5,280,969 Â Series C-1 Convertible Preferred Stock Â Â 9,064,640 Â Â Â 9,064,640 Â Â Â 20,114 Â Â Â Â 31,644 Â Â Â Â 4,223,960 Â Series C-2 Convertible Preferred Stock Â Â 15,336,464 Â Â Â 15,336,464 Â Â Â 47,129 Â Â Â 70,214 Â Â Â 7,146,525 Â Series D Convertible Preferred Stock Â Â 11,994,461 Â Â Â 11,994,461 Â Â Â 43,899 Â Â Â 61,098 Â Â Â 5,589,207 Â Series E Convertible Preferred Stock Â Â 12,838,573 Â Â Â 12,838,573 Â Â Â 54,373 Â Â Â 67,527 Â Â Â 5,982,550 Â Series F Convertible Preferred Stock Â Â 11,927,048 Â Â Â 11,927,048 Â Â Â 99,846 Â Â Â 115,306 Â Â Â 5,557,798 Â Â Â 78,112,639 Â Â Â 77,994,156 Â Â $ 287,330 Â Â $ 379,081 Â Â Â 36,343,909 Â Â Upon the closing of the IPO, all the warrants to purchase the Company's Convertible Preferred Stock were converted into warrants to purchase the Company's common stock. Please see Note 10â€""Convertible Preferred Stock" in the Notes to Consolidated Financial Statements included in Item 8 of the Companyâ€™s Annual Report on Form 10-K for the year ended December 31, 2023 for further discussion of the convertible preferred stock. 9. Preferred and Common Stock Preferred StockOn January 26, 2024, the Company's board of directors approved an Amended and Restated Certificate of Incorporation, authorizing the Company to issue 10,000,000 shares of undesignated preferred stock at $0.00001 par value per share. There were no shares of such preferred stock outstanding as of September 30, 2024. 21 Â Common StockAs of December 31, 2023, the Companyâ€™s then effective certificate of incorporation, as amended and restated, authorized the Company to issue 107,000,000 shares of $0.00001 par value common stock. On January 26, 2024, the Company's board of directors approved an Amended and Restated Certificate of Incorporation, authorizing the Company to issue 300,000,000 shares of common stock at $0.00001 par value per share.On January 26, 2024, the Company's board of directors also approved a 1-for-2.146 reverse stock split of its issued and outstanding shares of common stock. Accordingly, all share and per share amounts for all periods presented in the accompanying unaudited interim condensed consolidated financial statements and notes thereto have been adjusted retroactively, where applicable, to reflect the reverse common stock split and adjustment of the Convertible Preferred Stock conversion ratios. 10. Stock-Based Compensation 2011 Stock Incentive PlanThe Companyâ€™s 2011 Stock Incentive Plan, as amended, (the "2011 Plan") provided for the Company to grant restricted stock, restricted stock units, incentive stock options and nonqualified stock options with respect to shares of common stock to employees, officers, directors, consultants and advisors of the Company. Incentive stock options could only be granted to employees. The 2011 Plan is administered by the board of directors, or at the discretion of the board of directors, by a committee of the board of directors. The exercise prices, vesting schedules and other restrictions of awards were determined at the discretion of the board of directors or by a committee of the board of directors if so delegated, except that the exercise price per share of stock options could not be less than 100% of the fair market value of a share of common stock on the date of grant and the term of stock option could not be greater than ten years. Upon the effective date of the 2024 Incentive Award Plan, as discussed below, the Company ceased granting equity awards under the 2011 Plan.2024 Incentive Award PlanOn January 26, 2024, the Company's board of directors adopted the 2024 Incentive Award Plan (the "2024 Plan"), which became effective on February 1, 2024. The 2024 Plan provides for the grant of restricted stock, restricted stock units, incentive stock options, nonqualified stock options, stock appreciation rights and other stock or cash-based awards with respect to shares of common stock to employees, officers, directors, consultants and advisors of the Company. The 2024 Plan is administered by the board of directors, or at the discretion of the board of directors, by a committee of the board of directors. The exercise prices, vesting schedules and other restrictions on awards are determined at the discretion of the board of directors or by a committee of the board of directors if so delegated, except that the term of any stock option may not be greater than ten years. The number of shares of the Company's common stock initially reserved for issuance under the 2024 Plan was 4,298,825 shares plus the number of shares subject to awards outstanding under the 2011 Plan that expire, terminate or are otherwise surrendered, cancelled, forfeited or repurchased by the Company on or after the effective date of the 2024 Plan. In addition, the number of shares of common stock available for issuance under the 2024 Plan is subject to an annual increase on the first day of each calendar year beginning on January 1, 2025 and ending on and including January 1, 2034 equal to the lesser of (i) 5% of the aggregate number of shares of Common Stock outstanding on the final day of the immediately preceding calendar year and (ii) such smaller number of shares of Common Stock as determined by the Board.2024 Employee Stock Purchase PlanOn January 26, 2024, the Company's board of directors adopted the 2024 Employee Stock Purchase Plan (the "2024 ESPP Plan"), which became effective on February 1, 2024. The number of shares of the Company's common stock initially reserved for issuance under the 2024 ESPP Plan was 487,070 shares, which is eligible for an annual increase on the first day of each calendar year beginning on January 1, 2025 and ending on and including January 1, 2034 equal to the lesser of (i) 1% of the shares of Common Stock outstanding on the final day of the immediately preceding calendar year and (ii) such smaller number of shares of Common Stock as determined by the Board. 22 Â Stock-Based Compensation ExpenseThe Company recorded stock-based compensation expense related to stock options and restricted stock units ("RSUs") in the following expense categories within its condensed consolidated statements of operations and comprehensive loss: Â Â Three Months Ended September 30, Â Â Nine Months Ended September 30, Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Research and development Â $ 1,716 Â Â $ 683 Â Â $ 5,271 Â Â $ 1,868 Â Selling, general and administrative Â $ 804 Â Â $ 407 Â Â Â 6,256 Â Â Â 1,152 Â Â $ 2,520 Â Â $ 1,090 Â Â $ 11,527 Â Â $ 3,020 Â During the year ended December 31, 2023, the Company granted certain RSUs which have a one-year cliff vesting with performance conditions based on the timing of occurrence of certain changes in control or a financing event. Upon the completion of the Company's IPO in February 2024, the performance condition was achieved. During the nine months ended September 30, 2024, the Company recognized stock-based compensation expense of $4,462 related to these RSUs. No RSUs with performance based conditions were granted during the nine months ended September 30, 2024.During the nine months ended September 30, 2024, the Company granted to its employees and directors stock options to purchase a total of 2,977,736 shares of common stock, of which options to purchase 1,157,600 shares of common stock were performance-based awards with the number of shares eligible to vest determined based on the achievement of certain operational metrics. During the nine months ended September 30, 2024, the Company recognized stock-based compensation expense of $2,260 related to these performance-based awards using an accelerated attribution method based on estimated probability of attaining the operational metrics as of September 30, 2024. 11. Net Loss Per Share The following securities that could potentially dilute basic net loss per share in the future were not included in the computation of diluted net loss per share for the periods presented, because to do so would have been antidilutive: Â Â Three And Nine Months Ended September 30, Â Â 2024 Â Â 2023 Â Series A Convertible Preferred Stock Â Â â€” Â Â Â 2,562,900 Â Series B Convertible Preferred Stock Â Â â€” Â Â Â 5,280,969 Â Series C-1 Convertible Preferred Stock Â Â â€” Â Â Â 4,223,960 Â Series C-2 Convertible Preferred Stock Â Â â€” Â Â Â 7,146,525 Â Series D Convertible Preferred Stock Â Â â€” Â Â Â 5,589,207 Â Series E Convertible Preferred Stock Â Â â€” Â Â Â 5,982,550 Â Series F Convertible Preferred Stock Â Â â€” Â Â Â 5,557,798 Â Outstanding stock options Â Â 10,727,247 Â Â Â 8,897,841 Â Outstanding restricted stock units Â Â 586,180 Â Â Â â€” Â Common stock warrants Â Â 161,616 Â Â Â 161,616 Â Series B Convertible Preferred Stock warrants Â Â â€” Â Â Â 55,211 Â Total Â Â 11,475,043 Â Â Â 45,458,577 Â The table presented above does not include the number of shares that may be issued upon exercises of the common stock or preferred stock warrants issued in connection with the 2022 Convertible Notes and the 2023 Notes because the number of shares to be issued under these warrants are variable based on a variable exercise price at the warrant holders' option. 23 Â Item 2. Managementâ€™s Discussion and Analysis of Financial Condition and Results of Operations. The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our unaudited condensed consolidated financial statements and related notes and other information included elsewhere in this Quarterly Report on Form 10-Q. In addition to historical data, this discussion contains forward-looking statements about our business, results of operations, cash flows, financial condition and prospects based on current expectations that involve risks, uncertainties, assumptions, and other important factors. Our actual results could differ materially from such forward-looking statements. Factors that could cause or contribute to those differences include, but are not limited to, those identified below and those discussed in Part II, Item 1A. Risk Factors of this Quarterly Report on Form 10-Q and the section titled "Forward-Looking Statements" included elsewhere herein. Additionally, our historical results are not necessarily indicative of the results that may be expected for any period in the future. We use words such as "anticipate," "believe," "continue," "could," "estimate," "expect," "intend," "may," "plan," "predict," "project," "potential," "seek," "should," "will," "would," and similar expressions to identify forward-looking statements. Business Overview We are a metabolic therapeutics company focused on pioneering new approaches to the treatment of metabolic diseases, including obesity and type 2 diabetes. We aim to develop durable disease-modifying therapies that are designed to provide long-term maintenance of metabolic health without requiring lifetime treatment by targeting the organ-level root causes of obesity and T2D. Since our formation in 2010, we have devoted substantially all of our efforts and financial resources to organizing and staffing our company, business planning, raising capital, acquiring or discovering product candidates, securing related intellectual property rights and conducting discovery, research and development activities for our product candidates. The Revita DMR System, or Revita, is approved in Europe under a ConformitÃ¨ EuropÃ«enne, or CE mark and has received reimbursement authorization through NUB in Germany for the treatment of T2D. In the first half of 2023, we initiated a limited commercial pilot in a single center in Dusseldorf, Germany. We do not have any products approved for sale in the United States. To date, we have financed our operations primarily through the proceeds from sales of our convertible preferred stock, sales of our common stock in our IPO and debt financings. In September 2024,â€¯the FDA approved an amendment to the clinical study protocol for the REMAIN-1 study of our Revita device, which aligns the co-primary endpoint with FDA expectations for a weight maintenance indication for Revita and adds a midpoint analysis at 3 months allowing us to analyze and report on approximately 45 randomized subjects. We have completed enrollment of a sufficient number of patients for the midpoint analysis of the REMAIN-1 study. We will continue to enroll this study and anticipate reporting open label data from the REVEAL-1 cohort of REMAIN-1 beginning in the fourth quarter of 2024 and anticipate a mid-point data analysis of the REMAIN-1 cohort in the second quarter of 2025. We are currently enrolling the REVITALIZE-1 study of our Revita device for patients with T2D who are inadequately controlled on at least one glucose lowering agent and expect to report topline data in mid-2025. We recently nominated our first smart GIP/GLP-1 pancreatic gene therapy lead candidate, RJVA-002, designed for the treatment of obesity. RJVA-002 is a locally administered AAV9 viral vector that expresses human GLP-1 and GIP hormones from a human insulin promoter. RJVA-002 is designed to activate both GIP and GLP-1 receptors, which play crucial roles in regulating blood sugar and body weight. We anticipate completing key in vivo studies to support the submission of a Clinical Trial Application (â€œCTAâ€) for RJVA-001, our first nominated GLP-1 pancreatic gene therapy candidate designed for the treatment of T2D, by the end of the year. If the CTA for RJVA-001 is approved, we plan to initiate a first-in-human study in the first half of 2025. We have incurred significant operating losses since our inception. Our ability to generate product revenue sufficient to achieve profitability will depend heavily on the successful development and commercialization of one or more of our current or future product candidates in the United States. For the three and nine months ended September 30, 2024, we incurred net losses of $23.2 million and $43.7 million, respectively. Our net loss was $15.7 million and $57.9 million for the three and nine months ended September 30, 2023, respectively. As of September 30, 2024, we had an accumulated deficit of $390.3 million. As discussed further in Liquidity and Capital Resourcesâ€”Funding Requirements and Going Concern, substantial doubt exists about our ability to continue as a going concern. The accompanying unaudited interim condensed consolidated financial statements in this Quarterly Report on Form 10-Q have been prepared on a going concern 24 Â basis, which contemplates the realization of assets and satisfaction of liabilities in the ordinary course of business. We expect to continue to incur significant losses for the foreseeable future and we expect these losses to increase substantially if and as we: â€¢advance the development of Revita and Rejuva through preclinical and clinical development, and, if approved by the FDA or other comparable foreign regulatory authorities, commercialization; â€¢incur manufacturing costs for our product candidates; â€¢increase our manufacturing capacity; â€¢seek regulatory approvals for any of our product candidates that successfully complete clinical studies; â€¢increase our research and development activities to identify and develop new product candidates; â€¢hire additional personnel; â€¢expand our operational, financial and management systems; â€¢invest in measures to protect and expand our intellectual property; â€¢establish a sales, marketing, medical affairs and distribution infrastructure to commercialize any product candidates for which we may obtain marketing approval and intend to commercialize; â€¢expand our manufacturing and develop our commercialization efforts; and â€¢operate as a public company. We do not anticipate generating revenue from product sales in the United States unless and until we successfully complete clinical development and obtain marketing approvals for one or more of our product candidates, if ever. We are currently establishing our commercial infrastructure to support the anticipated marketing and distribution of our product candidates. Subject to receiving marketing approval, we may need to enter into arrangements with third parties for the sale, marketing and distribution of our product candidates. Accordingly, if we obtain marketing approval for any of our product candidates, we will incur significant additional commercialization expenses related to product manufacturing, marketing, sales and distribution. As a result, we will need substantial additional funding to support our continuing operations and pursue our growth strategy. Until such time as we can generate significant revenue from product sales, we expect to finance our operations through a combination of equity offerings, debt financings, collaborations with other companies and strategic alliances. We may not be able to raise additional funds or enter into such other agreements or arrangements when needed on favorable terms, or at all. If we fail to raise capital or enter into such agreements as and when needed, we would have to significantly delay, reduce or eliminate the development and commercialization of one or more of our product candidates or delay our pursuit of potential in-licenses or acquisitions. Recent Developments IPO We completed our IPO on February 6, 2024, in which we issued and sold 7,333,333 shares of our common stock at a price to the public of $15.00 per share, resulting in gross proceeds to us of approximately $110.0 million and net proceeds to us of approximately $98.9 million, after deducting the underwriting discounts and commissions of approximately $7.7 million and offering expenses of approximately $3.4 million. On March 5, 2024, we issued an additional 99,999 shares of our common stock pursuant to the partial exercise of the underwritersâ€™ option to purchase additional shares from us at the IPO price to the public of $15.00 per share, resulting in additional net proceeds of approximately $1.4 million, after deducting the underwriting discounts and commissions of approximately $0.1 million. Ongoing Germany Real-World Registry In 2023, we initiated the Germany Real-World Registry, a prospective, post-market, clinical follow-up study to evaluate the Revita DMR Procedure in patients with inadequately controlled T2D. Our target inclusion criteria includes patients ages 18 and over, with a baseline HbA1c between 7.0% and 10.0%, a BMI of less than or equal to 45 and on at least one GLA. The study will assess change in HbA1c, change in number of GLAs, safety and tolerability, quality of life 25 Â and patient reported outcomes, and healthcare utilization expenditure over five years in patients with T2D after receiving the Revita DMR Procedure in a real-world setting. As of October 5, 2024, we have treated 37 patients with DMR and enrolled 31 patients in the registry study with 12-month follow-up data from 12 patients. At baseline, prior to Revita, these patients were a mean age of 61 years, with obesity and advanced T2D, a mean body weight of 102 kilograms (225 pounds; BMI 33 kg/m2) and mean baseline fasting blood glucose (FBG) and HbA1c of 169 mg/dL and 8.8%, respectively, despite using up to three GLAs. Approximately 60% of these patients were male. At 3 (n=24), 6 (n=18), and 12 (n=12) months post procedure, patient mean weight decreased by 7.7, 7.5, and 9.2 kilograms (17, 17, 20 pounds, respectively) (see the table below for absolute values). Nearly all participants lost weight with 42% losing >10% of their body weight at 12 months post-DMR. Weight loss was observed as early as 1-month post-Revita procedure, and weight loss was generally maintained through 1 year of follow-up, which demonstrates in a real-world setting the potential for a single Revita procedure to be a durable weight maintenance solution. Â FBG and HbA1c also improved, with mean decreases of 34 (n=24), 46 (n=18), and 58 (n=12) mg/dL and 1.2 (n=24), 1.3 (n=18), and 1.5% (n=11), at 3, 6, and 12 months, respectively. In addition, at 12 months post-procedure, 83% of patients had stabilized or reduced their GLA usage in addition to losing weight and improving their hyperglycemia. Patient reported outcomes (PROs) revealed that Revita was valued by patients and improved T2D management. At 12 months post-procedure, 100% of participants reported they would undergo the Revita procedure again and 100% would recommend the procedure to a family member or friend (n=12). Revita scored a 9.8 and 9.3 (1-10, 10 highest) for its ability to improve T2D management and quality of life, respectively (n=12). To date, no device or procedure-related serious adverse events have been reported. The following table reflects German Real-World Registry Weight and Blood Sugar Data Over Time Post-Revita Procedure: Â Endpoint Baseline 3 Months 6 Months 12 Months Weight (kg) 102 98 100 96 FBG (mg/dL) 169 135 131 128 HbA1c (%) 8.8 7.8 8.0 7.9 Mean values shown. Fractyl Health data on file, n=31, 24, and 12

for 3, 6, and 12 month post-procedure, except for HbA1c at 12 months, n=11. NCT06256497. HbA1c=glycated hemoglobin. We plan to continue to enroll more patients in the Germany Real-World Registry across several centers and will continue to report on clinical, health economic, and patient-relevant outcomes from this study on an ongoing basis. We are planning to disclose additional registry data from a larger number of patients in the first quarter of 2025. Germany Pilot Commercial Launch of Revita We initiated a pilot commercial launch of Revita in Germany in the first quarter of 2023, which has since generated insignificant revenue due to the limited scope of the launch. Revita is approved in Europe under a CE Mark and has received reimbursement authorization through NUB in Germany for the treatment of T2D. By the end of October 2024, multiple hospitals had submitted applications for reimbursement authorization for NUB and we plan a controlled expansion of our presence in Germany in 2025. Components of our Condensed Consolidated Results of Operations There have been no material changes to the components of our results of operations described in Part II, Item 7. Managementâ€™s Discussion and Analysis of Financial Condition and Results of Operations of our Annual Report on Form 10-K for the year ended December 31, 2023 filed with the SEC on April 1, 2024 (our "Annual Report"), except as stated below. 26 Â The following table reflects our research and development expense, including direct program-specific expense summarized by program, indirect expenses, and personnel-related expenses recognized during each period presented: Â Â Three Months Ended September 30, Â Â Nine Months Ended September 30, Â (in thousands) Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Direct program-specific expenses: Â Â Â Â Â Â Â Â Â Â Â Â Revita Â $ 7,770 Â Â $ 3,291 Â Â $ 18,282 Â Â $ 9,130 Â Rejuva Â Â 2,272 Â Â Â 487 Â Â Â 4,507 Â Â Â 1,795 Â Total direct program-specific expenses Â Â 10,042 Â Â Â 3,778 Â Â Â 22,789 Â Â Â 10,925 Â Indirect expenses Â Â 1,780 Â Â Â 1,009 Â Â Â 6,239 Â Â Â 2,935 Â Personnel-related expenses (including stock-based compensation) Â Â 7,182 Â Â Â 4,595 Â Â Â 21,162 Â Â Â 14,012 Â Total research and development expenses Â $ 19,004 Â Â $ 9,382 Â Â $ 50,190 Â Â $ 27,872 Â Â Critical Accounting Policies and Significant Estimates Our managementâ€™s discussion and analysis of our financial condition and results of operations is based on our unaudited condensed consolidated financial statements, which have been prepared in accordance with generally accepted accounting principles in the United States, or GAAP. The preparation of unaudited condensed consolidated financial statements requires us to make estimates and assumptions that affect the reported amounts of assets, and liabilities and the disclosure of contingent assets and liabilities at the date of the condensed consolidated financial statements, as well as the reported expenses incurred during the reporting periods. Our estimates are based on our historical experience, known trends and events, and various other factors that we believe are reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities and recorded amounts of expenses that are not readily apparent from other sources. We evaluate our estimates and assumptions on an ongoing basis. Our actual results may differ from these estimates under different assumptions or conditions. Our significant accounting policies are described in more detail in Note 2 to our unaudited condensed consolidated financial statements appearing elsewhere in this Quarterly Report on Form 10-Q as well as Note 2 to our audited financial statements as of and for the year ended December 31, 2023 included in our Annual Report. There have been no material changes to the accounting policies most critical to aid in fully understanding and evaluating our unaudited condensed consolidated financial condition and results of operations contained in our Annual Report. Results of Operations Comparison of three months ended September 30, 2024 and 2023 The following table summarizes our condensed consolidated results of operations for the three months ended September 30, 2024 and 2023. Â Â Three Months Ended September 30, Â Â Change Â (in thousands) Â 2024 Â Â 2023 Â Â Amount Â Â % Â Revenue Â $ 14 Â Â $ 36 Â Â $ (22) Â Â (61.1 %) Cost of goods sold Â Â 7 Â Â Â 25 Â Â Â (18) Â Â (72.0 %) Gross profit Â Â 7 Â Â Â 11 Â Â Â (4) Â Â (36.4 %) Operating expenses: Â Â Â Â Â Â Â Â Â Â Â Â Research and development Â Â 19,004 Â Â Â 9,382 Â Â Â 9,622 Â Â Â 102.6 % Selling, general and administrative Â Â 4,797 Â Â Â 4,502 Â Â Â 295 Â Â 6.6 % Total operating expenses Â Â 23,801 Â Â Â 13,884 Â Â Â 9,917 Â Â 71.4 % Loss from operations Â Â (23,794) Â Â (13,873) Â Â (9,921) Â Â 71.5 % Other income (expense), net Â Â 621 Â Â Â (1,874) Â Â 2,495 Â Â Â (133.1 %) Net loss and comprehensive loss Â $ (23,173) Â $ (15,747) Â $ (7,426) Â Â 47.2 % Â 27 Â Revenue and Cost of Goods Sold Revenue and cost of goods sold during the three months ended September 30, 2024 and 2023 was related to our pilot commercial launch in Germany. Research and Development Expenses Research and development expenses increased by $9.6 million, or 102.6%, during the three months ended September 30, 2024 as compared to the three months ended September 30, 2023, primarily due to the advancement made in our Revita and Rejuva programs, increased facilities expenditures, as well as personnel-related expenses. Revita related expenses increased by $4.5 million primarily due to a $4.1 million increase in clinical expenses due to progress made in our Remain-1 and Revitalize-1 studies, as well as a $0.3 million increase in device development effort. Rejuva-related expenditures increased by $1.7 million due to continued development in our Rejuva program, primarily due to a $1.5 million increase in gene therapy research expenses and a $0.2 million increase in device development effort. In addition, allocated facilities expenses increased by $0.9 million as our new office and laboratory space lease in Burlington, MA, commenced on November 1, 2023. Personnel-related expenses, including salaries, bonuses and other compensatory benefits, increased by $1.5 million as a result of the expansion of our workforce and our effort to bring certain clinical and scientific resources in house. In addition, stock-based compensation increased by $1.0 million primarily due to new options and RSUs issued. Selling, General and Administrative Expenses Selling, general and administrative expenses increased by $0.3 million, or 6.6%, during the three months ended September 30, 2024 as compared to the three months ended September 30, 2023, primarily due to increased professional services, insurance and facilities expenditures, as well as personnel-related expenses, partially offset by the absence of debt issuance costs in the current period. Professional services expenses increased by $0.7 million primarily due to the increased legal, investor relations and other administrative expenses incurred to operate as a public company. Insurance expenses increased by $0.3 million mainly due to a higher public company director and officer ("D&O") insurance premium. Allocated facilities expenses increased by $0.2 million as our new office and laboratory space lease in Burlington, Massachusetts, commenced on November 1, 2023. Personnel-related expenses, including salaries, bonuses and other compensatory benefits, increased by $0.6 million as a result of the expansion of our workforce. In addition, stock-based compensation increased by $0.4 million primarily due to new options and RSUs issued. These increases were partially offset by $1.9 million in debt issuance costs associated with the re-issuance of the 2022 Convertible Notes and issuance of the 2023 Notes that occurred in the third quarter of 2023 while there were no debt issuance costs during the three months ended September 30, 2024. Other Income (Expense), Net Other income, net, of $0.6 million during the three months ended September 30, 2024 was primarily attributable to a $2.3 million gain from the change in fair value of warrant liabilities and $0.9 million in net interest income, offset by a $2.6 million loss from the change in fair value of notes payable. Other expense, net, of $1.9 million during the three months ended September 30, 2023 was primarily attributable to a $1.1 million loss from the change in fair value of notes payable and a $1.0 million loss from the change in fair value of warrant liabilities, offset by $0.2 million in net interest income. We recognized a gain of $2.3 million from the decrease in fair value of warrant liabilities during the three months ended September 30, 2024, which consisted of a $2.0 million gain related to the July 2023 Warrants and a $0.3 million gain related to the September 2023 Warrants. The decrease in the fair value of these warrants was mainly due to the decrease in the fair value of the underlying shares of common stock. We recognized a loss of $1.0 million from the change in fair value of warrant liabilities during the three months ended September 30, 2023 related to the July 2023 Warrants, which was due to an increase in estimated underlying equity value due to reduced remaining estimated time to assumed conversion events. We recognized a loss of $2.6 million from the increase in fair value of the 2023 Notes during the three months ended September 30, 2024, which was due to a combination of the fluctuation of market interest rate and the accrual of the interests. No gain or loss was recognized for the 2023 Notes during the three months ended September 30, 2023 because the 2023 Notes were not entered into until September 2023. We recognized a loss of $1.1 million from the increase in fair value of the 2022 Convertible Notes during the three months ended September 30, 2023, which was primarily due to a combination of changes in estimates and assumptions 28 Â used in the valuation model such as equity value, volatility, time to conversion event (IPO or non-IPO), scenario weightings and risk-free rate. No gain or loss was recognized for the 2022 Convertible Notes during the three months ended September 30, 2024 because all of the outstanding principal plus accrued interest under the 2022 Convertible Notes were converted into our common stock upon the closing of the IPO on February 6, 2024. In addition, interest income earned from our cash deposits increased by $1.0 million mainly due to higher deposit balances upon the completion of our IPO. Comparison of nine months ended September 30, 2024 and 2023 The following table summarizes our condensed consolidated results of operations for the nine months ended September 30, 2024 and 2023. Â Â Nine Months EndedSeptember 30, Â Â Change Â (in thousands) Â 2024 Â Â 2023 Â Â Amount Â Â % Â Revenue Â $ 90 Â Â $ 113 Â Â $ (23) Â Â (20.4 %) Cost of goods sold Â Â 50 Â Â Â 75 Â Â Â (25) Â Â (33.3 %) Gross profit Â Â 40 Â Â Â 38 Â Â Â 2 Â Â 5.3 % Operating expenses: Â Â Â Â Â Â Â Â Â Â Â Â Research and development Â Â 50,190 Â Â Â 27,872 Â Â Â 22,318 Â Â 80.1 % Selling, general and administrative Â Â 18,171 Â Â Â 10,021 Â Â Â 8,150 Â Â 81.3 % Total operating expenses Â Â 68,361 Â Â Â 37,893 Â Â Â 30,468 Â Â 80.4 % Loss from operations Â Â (68,321) Â Â (37,855) Â Â (30,466) Â Â 80.5 % Other income (expense), net Â Â 24,597 Â Â Â (20,056) Â Â 44,653 Â Â Â (222.6 %) Net loss and comprehensive loss Â $ (43,724) Â $ (57,911) Â $ 14,187 Â Â (24.5 %) Â Revenue and Cost of Goods Sold Revenue and cost of goods sold during the nine months ended September 30, 2024 and 2023 was related to our pilot commercial launch in Germany. Research and Development Expenses Research and development expenses increased by $22.3 million, or 80.1%, during the nine months ended September 30, 2024 as compared to the nine months ended September 30, 2023, primarily due to the advancement made in our Revita and Rejuva programs, increased facilities expenditures, as well as personnel-related expenses. Revita related expenses increased by $9.2 million primarily due to a $8.8 million increase in clinical expenses due to progress made in our Remain-1 and Revitalize-1 studies, as well as a $0.3 million increase in device development effort. Rejuva-related expenditures increased by $2.7 million due to continued development in our Rejuva program, primarily due to a $2.2 million increase in gene therapy research expenses and a $0.5 million increase in device development effort. In addition, allocated facilities expenses increased by $3.3 million as our new office and laboratory space lease in Burlington, MA, commenced on November 1, 2023. Personnel-related expenses, including salaries, bonuses and other compensatory benefits, increased by $3.7 million as a result of the expansion of our workforce and our effort to bring certain clinical and scientific resources in house. In addition, stock-based compensation increased by $3.4 million primarily due to new option and RSUs issued. Selling, General and Administrative Expenses Selling, general and administrative expenses increased by $8.2 million, or 81.3%, during the nine months ended September 30, 2024 as compared to the nine months ended September 30, 2023, primarily due to increased professional services, insurance and facilities expenditures, as well as personnel-related expenses, partially offset by the absence of debt issuance costs in the current period. Professional services expenses increased by $1.8 million primarily due to the increased legal, audit, accounting, investor relations and other administrative expenses incurred to operate as a public company. Insurance expenses increased by $0.8 million mainly due to a higher public company D&O insurance premium. Allocated facilities expenses increased by $0.6 million as our new office and laboratory space lease in Burlington, Massachusetts, commenced on November 1, 2023. Personnel-related expenses, including salaries, bonuses and other compensatory benefits, increased by $1.6 million as a result of the expansion of our workforce. In addition, stock-based compensation 29 Â increased by $5.1 million primarily due to new options and RSUs issued. These increases were partially offset by $1.9 million in debt issuance costs associated with the re-issuance of the 2022 Convertible Notes and issuance of the 2023 Notes that occurred in the third quarter of 2023, while there were no debt issuance costs during the nine months ended September 30, 2024. Other Income (Expense), Net Other income, net, of $24.6 million during the nine months ended September 30, 2024 was primarily attributable to a $17.4 million gain from the change in fair value of warrant liabilities, $3.8 million gain from the change in fair value of notes payable and $3.4 million in net interest income. Other expense, net, of $20.1 million during the nine months ended September 30, 2023 was primarily attributable to a $19.7 million loss from the change in fair value of notes payable and $1.2 million loss from the change in fair value of warrant liabilities, offset by $0.8 million in net interest income. We recognized a gain of $17.4 million from the decrease in fair value of warrant liabilities during the nine months ended September 30, 2024, which consisted of a $14.8 million gain related to the July 2023 Warrants, $2.5 million gain related to the September 2023 Warrants and $0.1 million gain related to the 2014 Warrant. The decrease in the fair value of these warrants was mainly due to the decrease in the fair value of the underlying shares of common stock to be purchased under these warrants. We recognized a loss of $1.2 million from the change in fair value of warrant liabilities during the nine months ended September 30, 2023 related to the July 2023 Warrants, which was due to an increase in estimated underlying equity value due to reduced remaining estimated time to assumed conversion events. We recognized a gain of $8.0 million from the decrease in fair value of 2022 Convertible Notes during the nine months ended September 30, 2024, which was primarily driven by the decline in our common stock value after the IPO. Upon the closing of the IPO on February 6, 2024, all of the outstanding principal plus accrued interest under the 2022 Convertible Notes were converted into our common stock. The 2022 Convertible Notes were marked to market to its fair value as of the time of the conversion before being reclassified to equity. The gain from the decrease in fair value of the 2022 Convertible Notes was offset by a loss of $4.2 million from the increase in fair value of the 2023 Notes during the nine months ended September 30, 2024 due to a combination of the fluctuation of market interest rate and the accrual of the interests. We recognized a loss of $19.4 million from the increase in fair value of the 2022 Convertible Notes during the nine months ended September 30, 2023, which was primarily driven by the consideration of known and knowable terms of the subsequent amendments to the convertible notes along with the concurrent issuance of warrants to purchase common stock to the lenders. In addition, we also recognized a loss of $0.3 million from the increase in fair value of the 2023 Notes during the nine months ended September 30, 2023 related to interests accrued on the 2023 Notes. In addition, interest income earned from our cash deposits increased by $2.9 million mainly due to higher deposit balances upon the completion of our IPO. Liquidity and Capital Resources We believe that we maintain a level of liquidity sufficient to allow us to meet our cash needs in the short-term. Over the long-term, we manage our cash and capital structure to maximize shareholder return, maintain our financial condition and maintain flexibility for future strategic initiatives. We continuously assess our working capital needs, debt and leverage levels, debt maturity schedule, capital expenditure requirements and future investments. As of September 30, 2024, we had approximately $84.7 million of cash and cash equivalents. On February 6, 2024, we completed our IPO, in which we issued and sold 7,333,333 shares of our common stock at a price to the public of $15.00 per share, resulting in net proceeds to us of approximately $98.9 million, after deducting the underwriting discounts and other offering expenses. On March 5, 2024, we issued an additional 99,999 shares of our common stock pursuant to the partial exercise of the underwritersâ€™ option to purchase additional shares at the IPO public price of $15.00 per share, for additional net proceeds of approximately $1.4 million, after deducting the underwriting discounts and commissions. 30 Â Loan and Security Agreements 2022 Convertible Notes On January 11, 2022, we entered into a financing arrangement with certain lenders in which we issued the 2022 Convertible Notes in exchange for an aggregate principal amount of $20.1 million. On July 11, 2023, we repaid $0.1 million in cash to one of the original lenders and issued amended and restated convertible notes to certain of the lenders in replacement of, but not in payment of, the remainder of the 2022 Convertible Notes. Following these amendments, $20.9 million in aggregate principal under the 2022 Convertible Notes remained outstanding, accruing interest at the rate of 10% per year until they were paid or converted in full. Pursuant to the terms of the Convertible Notes, effective upon the closing of our IPO on February 6, 2024, all of the outstanding principal plus accrued interest under the 2022 Convertible Notes of $22.1 million automatically converted into 1,841,321 shares of our common stock at a conversion price equal to 80% of the public offering price per share of $15.00, or $12.00. 2023 Notes On September 7, 2023, we entered into a credit agreement, as amended from time to time, with Symbiotic Capital Opportunities Holding, L.P. and Catalio Structured Opportunities AIV I LP, or the Lenders, that provides for term loans in an aggregate principal amount of $45.0 million, or the 2023 Notes, payable in two tranches. The first tranche, with a principal amount of $30.0 million, was extended on September 7, 2023, resulting in net proceeds of approximately $28.4 million. The second tranche, with a principal amount of $15.0 million, would have been extended upon our achievement of certain operating and funding milestones as defined in the 2023 Notes, by July 31, 2024. The 2023 Notes also provide for a third tranche with an uncommitted principal amount of $20.0 million that may be extended to us, subject to the Lendersâ€™ prior written consent in their sole discretion. Due to a shift in business strategy expansion to include the weight maintenance study, we decided not to pursue the milestones required to access the second tranche. As a result, the second tranche was not extended. The credit agreement, as amended, contains financial covenants including a minimum liquidity covenant requiring us to maintain a minimum $10.0 million balance in cash and cash equivalents on deposit in accounts, subject to certain exceptions. As of September 30, 2024, we were in compliance with the financial covenants and other terms of the arrangement. The outstanding balances under the 2023 Notes bear interest at a floating annual rate equal to the greater of 5.5% above the Wall Street Journal prime rate or 13.25%. On and prior to September 30, 2024, 6.0% of the interest is payable in kind and added to the outstanding principal amount of the 2023 Notes. Beginning September 30, 2026, we are required to make principal payments in the amount of 1.5% of the aggregate principal amount outstanding, including accrued PIK interest, each month. Under the terms of the credit agreement, the first principal payment date can be extended to September 30, 2027, at our election, if certain financing milestones as defined in the 2023 Notes are achieved on or prior to September 30, 2026. As of June 30, 2024, we achieved the defined milestones and elected to extend the first principal payment date to September 30, 2027. In addition, upon any principal payment, we are required to make an additional

payment to the Lenders of a 6.0% fee, or the Exit Fee, over the principal and accrued PIK interest paid. The aggregate Exit Fee of the 2023 Notes should equal to 6.0% of the total commitment of $45.0 million plus all accrued PIK interest. All remaining outstanding principal balance, accrued interest and Exit Fee on the 2023 Notes shall be due and payable on the maturity date of September 7, 2028. As of September 30, 2024, the balance of the 2023 Notes was carried at its fair value of $30.3 million. Funding Requirements and Going Concern We expect our expenses to increase in connection with our ongoing research and development activities, particularly as we advance our product candidates. Identifying potential product candidates and conducting preclinical testing and clinical studies 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 in the United States or elsewhere. Revita is approved in Europe under a CE mark and has received reimbursement authorization through NUB in Germany for the treatment of T2D. We initiated a pilot commercial launch of Revita in Germany in the first quarter of 2023. In the United States, we do not have any products approved for sale and have not generated any revenue from any sources, including product sales. Our product candidates, if approved, may not achieve commercial success. In addition, we expect to incur additional costs associated with operating as a public company. As a result, we expect to incur substantial 31 Â operating losses and negative operating cash flows for the foreseeable future, and we will need to obtain substantial additional funds to achieve our business objectives. Our future success is dependent on our ability to develop product candidates, generate significant revenue, and ultimately upon our ability to attain profitable operations. We are subject to a number of risks similar to other early-stage life science companies, including, but not limited to, successful discovery and development of our product candidates, raising additional capital with favorable terms, development by our competitors of new technological innovations, protection of proprietary technology and market acceptance of our products. The successful discovery and development of product candidates requires substantial working capital which may not be available to us on favorable terms or not at all. To date, we have financed our operations to date primarily through sales of convertible preferred stock, sales of common stock in the IPO and debt financings. We have a history of operating losses and had an accumulated deficit of $390.3 million as of September 30, 2024. As of September 30, 2024, we had cash and cash equivalents of $84.7 million and net working capital of $71.9 million, which is not sufficient to fund our current operating plan for at least twelve months from the issuance date of this Quarterly Report on Form 10-Q. We expect to seek additional funds through equity or debt financings or through collaboration or licensing transactions or other sources. We may be unable to obtain equity or debt financings or enter into collaboration or licensing transactions and, if necessary, we will be required to implement cost reduction strategies which could curtail or delay our current operating plans. As a result, substantial doubt exists about our ability to continue as a going concern. The accompanying unaudited interim condensed consolidated financial statements in this Quarterly Report on Form 10-Q have been prepared on a going concern basis, which contemplates the realization of assets and satisfaction of liabilities in the ordinary course of business. The unaudited interim condensed consolidated financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or the amounts and classification of liabilities that might result from the outcome of this uncertainty. Our estimate as to how long we expect our existing cash and cash equivalents will be able to continue to fund our operating expenses and capital expenditures requirement is based on assumptions that may prove to be wrong, and we could exhaust our available capital resources sooner than we expect. Because of the numerous risks and uncertainties associated with product development, and because the extent to which we may enter into collaborations with third parties for the development of our product candidates is unknown, we may incorrectly estimate the timing and amounts of increased capital outlays and operating expenses associated with completing the research and development of our product candidates. Our funding requirements and timing and amount of our operating expenditures will depend on many factors, including, but not limited to: â€¢the scope, progress, results and costs of research and development for our current and future product candidates, including our current and planned Revita clinical studies, and ongoing preclinical development for our current and future product candidates; â€¢the scope, prioritization and number of our research and development programs; â€¢the scope, costs, timing and outcome of regulatory review of our product candidates; â€¢the costs of securing manufacturing materials for use in preclinical and clinical studies and, for any product candidates for which we receive regulatory approval, use as commercial supply; â€¢our ability to seek, establish and maintain a collaboration to develop our product candidate with a collaborator, including the financial terms and any cost-sharing arrangements of any such collaboration; â€¢the costs and timing of future commercialization activities for any of our product candidates for which we receive regulatory approval; â€¢the amount and timing of revenue, if any, received from commercial sales of any product candidates for which we receive regulatory approvals; â€¢the costs and timing of preparing, filing and prosecuting patent applications, maintaining and enforcing our intellectual property and proprietary rights and defending any intellectual property-related claims; â€ ¢the extent to which we may acquire or in-license other products, product candidates, technologies or intellectual property, as well as the terms of any such arrangements; and 32 Â â€¢the costs of continuing to expand our operations and operating as a public company. Our expectation with respect to our ability to fund current planned operations is based on estimates that are subject to risks and uncertainties. Our operating plan may change as a result of many factors currently unknown to management and there can be no assurance that the current operating plan will be achieved in the time frame anticipated by us, and we may need to seek additional funds sooner than planned. Adequate additional funds may not be available to us on acceptable terms, or at all. Market volatility resulting from pandemics, monetary policy changes, or other factors could also adversely impact our ability to access capital as and when needed. To the extent that we raise additional capital through the sale of equity or convertible debt securities, your ownership interest will be diluted, and the terms of these securities may include liquidation or other preferences that adversely affect your rights as a common stockholder. Additional debt financings and convertible preferred equity financing, if available, may involve agreements that include covenants limiting or restricting our ability to take specific actions, such as incurring additional debt, making capital expenditures or declaring dividends and may require the issuance of warrants, which could potentially dilute your ownership interest. If we raise additional funds through collaborations, strategic alliances 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 unable to raise additional funds through equity or debt financings when needed, we may have to significantly delay, reduce or eliminate some or all of our product development or future commercialization efforts, or grant rights to develop and market product candidates that we would otherwise prefer to develop and market ourselves. For additional information on risks associated with our substantial capital requirements, please see Part II. Item 1A. Risk Factorsâ€”Risks Related to Financial Condition and Capital Requirements. Cash Flows The following table summarizes our sources and uses of cash for each of the periods presented: Â Â Nine Months Ended September 30, Â (in thousands) Â 2024 Â Â 2023 Â Net cash used in operating activities Â $ (48,487) Â $ (32,224) Net cash used in investing activities Â Â (1,532) Â Â (223) Net cash provided by financing activities Â Â 101,159 Â Â Â 27,993 Â Net increase (decrease) in cash, cash equivalents and restricted cash Â $ 51,140 Â Â $ (4,454) Â Operating Activities Cash used in operating activities of $48.5 million for the nine months ended September 30, 2024 was primarily driven by spending on our ongoing clinical studies, Rejuva-related research activities, professional services related to our corporate and general administrative activities, as well as personnel-related expenses, including salaries, bonuses, and other compensatory benefits. Cash used in operating activities resulted primarily from our net loss of $43.7 million adjusted for net non-cash income of $9.4 million, primarily consisting of a $17.4 million gain from change in fair value of warrant liabilities and $5.7 million gain from change in fair value of notes payable (non-cash portion), offset by $11.5 million in stock-based compensation, a $1.5 million non-cash operating lease expense, a $0.5 million depreciation and a $0.3 million non-cash interest expense. Cash used in operating activities was also impacted by changes in working capital and other assets and liabilities of $4.6 million. Cash used in operating activities of $32.2 million for the nine months ended September 30, 2023 was primarily driven by spending on our ongoing clinical study, Rejuva-related research activities, professional services related to our corporate and general administrative activities, as well as personnel-related expenses, including salaries, bonuses, and other compensatory benefits. Our net loss of $57.9 million was partially offset by non-cash items totaling $23.9 million, primarily consisting of a $19.5 million loss from change in fair value of the 2022 Convertible Notes payable, $3.0 million in stock-based compensation, a $1.2 million loss from change in fair value of warrant liabilities and $0.2 million of depreciation. In addition, $1.9 million of the net loss was related to debt issuance costs that were presented in cash used in 33 Â financing activities. Cash used in operating activities was also impacted by changes in working capital and other assets and liabilities of 0.2 million. Investing Activities Cash used in investing activities for the nine months ended September 30, 2024 and 2023 were related to the purchase of property and equipment. The increase in the nine months ended September 30, 2024 compared with the nine months ended September 30, 2023 was primarily due to our spending on leasehold improvement, office furniture and information technology equipment as we moved into our new office and laboratory space in Burlington, MA. Financing Activities Cash provided by financing activities of $101.2 million for the nine months ended September 30, 2024 was primarily driven by the $103.7 million capital raised from the IPO, net of discounts and commissions, partially offset by $2.9 million payments of public offering costs made to third-party service providers. We also received proceeds of $0.4 million from stock option exercises. Cash provided by financing activities of $28.0 million for the nine months ended September 30, 2023 was primarily driven by the $28.4 million capital raised from the issuance of the 2023 Notes, net of issuance costs, partially offset by additional issuance costs of $0.3 million such as legal fees paid to third party service providers, and a $0.1 million partial repayment of the 2022 Convertible Notes. Contractual Obligations and Commitments We have entered into arrangements that contractually obligate us to make payments that will affect our liquidity and cash flows in future periods. As of September 30, 2024, our lease commitments reflect payments due for our operating and finance leases. The operating leases include our corporate office and laboratory space in Burlington, MA that will expire in June 2034. The finance leases represent leases of laboratory equipment used in our Rejuva pre-clinical activities. As of September 30, 2024, our future contractual commitments for our leases were $59.6 million. For additional information on our leases and timing of future payments, please see Note 7â€” "Commitments and Contingencies" to the unaudited condensed consolidated financial statements included in this Quarterly Report on this Form 10-Q. We have also entered into contracts in the normal course of business with various third parties for clinical trials, preclinical research studies, manufacturing, and other services and products for operating purposes. These contracts typically do not contain any minimum purchase commitments and provide for termination upon notice. Payments due upon cancellation generally consist only of payments for services provided or expenses incurred, including non-cancellable obligations of our service providers, up to the date of cancellation. Recent Accounting Pronouncements See Note 2â€”"Summary of Significant Accounting Policies" to our unaudited condensed consolidated financial statements included elsewhere in this Quarterly Report on Form 10-Q for more information. JOBS Act Accounting Election We are an "emerging growth company" within the meaning of the Jumpstart Our Business Act of 2012, or JOBS Act. Section 107(b) of the JOBS Act provides that an emerging growth company can leverage the extended transition period, provided in Section 102(b) of the JOBS Act, for complying with new or revised accounting standards. Thus, an emerging growth company can delay the adoption of new or revised accounting standards that have different effective dates for public and private companies until those standards apply to private companies. We have elected to use this extended transition period and, as a result, our financial statements may not be comparable to companies that comply with public company effective dates. We have also elected to rely on other exemptions provided by the JOBS Act, including without limitation, not being required to comply with the auditor attestation requirements of Section 404(b) of the Sarbanes-Oxley Act of 2002. 34 Â We would cease to be an emerging growth company on the date that is the earliest of (1) the last day of the fiscal year in which we have total annual gross revenues of $1.235 billion or more; (2) the last day of our fiscal year following the fifth anniversary of the date of the completion of our IPO; (3) the date on which we have issued more than $1.0 billion in non-convertible debt during the previous three years or (4) the date on which we are deemed to be a large accelerated filer under the rules of the SEC. Item 3. Quantitative and Qualitative Disclosures About Market Risk. We are exposed to interest rate risk, credit risk, foreign currency risk, and inflation risk. These market risks arise in the normal course of business. There have been no material changes to the information included under Part II, Item 7A, Quantitative and Qualitative Disclosures About Market Risk, in our Annual Report. Item 4. Controls and Procedures. Limitations on Effectiveness of Controls and Procedures In designing and evaluating our disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. In addition, the design of disclosure controls and procedures must reflect the fact that there are resource constraints and that management is required to apply judgment in evaluating the benefits of possible controls and procedures relative to their costs. Evaluation of Disclosure Controls and Procedures Our management, with the participation of our principal executive officer and principal financial officer, evaluated, as of the end of the period covered by this Quarterly Report on Form 10-Q, the effectiveness of our disclosure controls and procedures (as defined in Rules 13a 15(e) and 15d 15(e) under the Exchange Act). Based on that evaluation, our principal executive officer and principal financial officer concluded that, as of September 30, 2024, our disclosure controls and procedures were effective at the reasonable assurance level. Changes in internal control over financial reporting There were no changes in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the quarter ended September 30, 2024 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting. 35 Â PART IIâ€”OTHER INFORMATION Item 1. Legal Proceedings. We are not subject to any material legal proceedings. Item 1A. Risk Factors. Â You should carefully consider the risks and uncertainties described below and the other information in this Quarterly Report on Form 10-Q, including our unaudited condensed consolidated financial statements and related notes appearing elsewhere in this Quarterly Report on Form 10-Q and in Part I. Item 2. Managementâ€™s Discussion and Analysis of Financial Condition and Results of Operations. Our business, financial condition, results of operations or prospects could be materially and adversely affected if any of these risks occurs. This Quarterly Report on Form 10-Q also contains forward-looking statements that involve risks and uncertainties. See "Forward-Looking Statements." Our actual results could differ materially and adversely from those anticipated in these forward-looking statements as a result of certain important factors, including those set forth below. Â Risks Related to Our Financial Condition and Capital Requirements Â We have a limited operating history in developing medical devices and biopharmaceutical products, have not completed any pivotal clinical studies and have no products approved for commercial sale in the United States, which may make it difficult for you to evaluate our current business and predict our future success and viability. Â Medical device and biopharmaceutical product development is a highly speculative undertaking and involves a substantial degree of risk. We are an organ-editing metabolic therapeutics company with a limited operating history in developing medical devices and biopharmaceutical products, which makes it difficult to evaluate our business and prospects in future product development. We have no products approved for commercial sale in the United States and have not generated any revenue from product sales. We received a CE mark for Revita in Europe in 2016, and have received reimbursement authorization through NUB in Germany for the treatment of T2D. To date, we have devoted substantially all of our resources and efforts to increasing our manufacturing capacity, raising capital, discovering, identifying and developing potential product candidates, securing related intellectual property rights and undertaking preclinical and clinical studies of our product candidates, including the ongoing Revitalize-1 pivotal clinical study of Revita in patients with inadequately controlled T2D despite being on at least one GLA, as well as the Remain-1 pivotal clinical study of Revita in patients with obesity who have lost at least 15% total body weight on GLP-1RA therapy and wish to discontinue their GLP-1RA without weight regain. We have not yet demonstrated our ability to successfully complete any pivotal clinical studies, submit a Premarket Approval application, or PMA, a new drug application, or NDA, or biologic license application, or BLA, or similar marketing authorization application, manufacture a commercial-scale product or arrange for a third party to do so on our behalf, or conduct sales and marketing activities necessary for successful product commercialization. As a result, it may be more difficult for you to accurately predict our future success or viability to develop new medical devices and biopharmaceutical products than it could be if we had a longer operating history. Â In addition, we may encounter unforeseen expenses, difficulties, complications, delays and other known and unknown factors and risks frequently experienced by medical device and biopharmaceutical companies developing products in rapidly evolving fields. We also may need to transition from a company with a research focus to a company capable of supporting commercial activities. If we do not adequately address these risks and difficulties or successfully make such a transition, our business will suffer. Â We have incurred significant net losses since inception and we expect to continue to incur significant net losses for the foreseeable future and may never achieve or sustain profitability. Â We have incurred net losses since inception, have not generated any significant revenue from product sales to date and have financed our operations primarily through the proceeds from sales of our convertible preferred stock, sales of our common stock in our initial public offering and debt financings. We have incurred a net loss of approximately $43.7 million and $57.9 million for the nine months ended September 30, 2024 and 2023, respectively. As of September 30, 2024, we had an accumulated deficit of approximately $390.3 million. As noted elsewhere in this Quarterly Report on Form 10-Q, we have identified conditions and events that raise substantial doubt about our ability to continue as a going concern. Our losses have resulted principally from expenses incurred in research and development of our product candidates, as well as management and administrative costs and other expenses that we have incurred while building our 36 Â business infrastructure. Our lead product candidate, Revita, is currently undergoing a pivotal clinical study in patients with inadequately controlled T2D despite being

on at least one GLA. The Company is also evaluating Revita in the REMAIN-1 clinical study, a randomized, double-blind trial of Revita versus sham in patients who have lost at least 15% total body weight on tirzepatide therapy and wish to discontinue their GLP-1RA without weight regain. We expect that it will be several years, if ever, before we have a commercialized product in the United States and generate significant revenue from product sales. Even if we succeed in receiving marketing approval or certification for and commercializing one or more of our product candidates, we expect that we will continue to incur substantial research and development and other expenses as we discover, develop and market additional potential product candidates. Â We expect to continue to incur significant losses for the foreseeable future, and we expect these losses to increase substantially if and as we: â€¢advance the development of our lead product candidate, Revita, and our Rejuva gene therapy candidates through preclinical and clinical development, and, if approved or certified by the FDA, other comparable foreign regulatory authorities or notified bodies, commercialization; â€¢incur manufacturing costs for our product candidates; â€¢increase our manufacturing capacity; â€¢seek regulatory approvals or certifications for any of our product candidates that successfully complete clinical studies; â€¢increase our research and development activities to identify and develop new product candidates; â€¢hire additional personnel; â€¢expand our operational, financial and management systems; â€¢invest in measures to protect and expand our intellectual property; â€¢establish a sales, marketing, medical affairs and distribution infrastructure to commercialize any product candidates for which we may obtain marketing approval and intend to commercialize; â€¢expand our manufacturing and develop our commercialization efforts; and â€¢operate as a public company. Â To date, we have generated revenue from our pilot commercial launch of Revita in Germany. To become and remain profitable, we must succeed in developing and eventually commercializing product candidates that generate significant revenue. This will require us to be successful in a range of challenging activities, including completing preclinical and clinical studies of our product candidates, obtaining regulatory approval, and manufacturing, marketing and selling any product candidates for which we may obtain regulatory approval, as well as discovering and developing additional product candidates. We may never succeed in these activities and, even if we do, may never generate any revenue in the United States or revenue that is significant enough to achieve profitability. Â The net losses we incur may fluctuate significantly from quarter to quarter such that a period-to-period comparison of our results of operations may not be a good indication of our future performance. The size of our future net losses will depend, in part, on the rate of future growth of our expenses and our ability to generate revenue. Our prior losses and expected future losses have had and will continue to have an adverse effect on our working capital and our ability to achieve and maintain profitability. Â Even if we 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 development efforts, obtain product approvals, diversify our offerings or continue our operations. A decline in the value of our company could also cause you to lose all or part of your investment. Â We require substantial additional capital or must implement other business strategies to execute our operating plan and continue to operate as a going concern. If we are unable to raise such capital when needed, or on acceptable terms, we may be forced to delay, reduce and/or eliminate one or more of our research and drug development programs or future commercialization efforts. Â 37 Â Developing medical devices or biopharmaceutical products, including conducting preclinical and clinical studies, is a very time-consuming, expensive and uncertain process that takes years to complete. Our operations have consumed substantial amounts of cash since inception, and we expect our expenses to increase in connection with our ongoing activities, particularly as we initiate and conduct clinical studies of, and seek marketing approval or certification for our current and any future product candidates. Even if one or more of the product candidates that we develop is approved or certified for commercial sale, we anticipate incurring significant costs associated with commercializing any approved or certified product candidate. Our expenses could increase beyond expectations if we are required by the FDA or other comparable foreign regulatory authorities or notified bodies to perform clinical studies or preclinical studies in addition to those that we currently anticipate. Other unanticipated costs may also arise. In addition, if we obtain marketing approval or certification for any of our product candidates, we expect to incur significant commercialization expenses related to product sales, marketing, manufacturing and distribution. Because the design and outcome of our anticipated clinical studies are highly uncertain, we cannot reasonably estimate the actual amounts necessary to successfully complete the development and commercialization of any product candidate we develop. We also expect to incur additional costs associated with operating as a public company. Accordingly, it is likely that we will need to obtain substantial additional funding beyond the proceeds from our IPO in order to maintain our continuing operations in the future. Â As of September 30, 2024, we had approximately $84.7 million in cash and cash equivalents, which is not sufficient to fund our current operating plan for at least twelve months from the issuance date of this Quarterly Report on Form 10-Q. We expect to seek additional funds through equity or debt financings or through collaboration or licensing transactions or other sources. We may be unable to obtain equity or debt financings or enter into collaboration or licensing transactions and, if necessary, we will be required to implement cost reduction strategies which could curtail or delay our current operating plans. As a result, substantial doubt exists about our ability to continue as a going concern. Substantial doubt about our ability to continue as a going concern may materially and adversely affect the price per share of our common stock, and it may be more difficult for us to obtain financing. If potential collaborators decline to do business with us or potential investors decline to participate in any future financings due to such concerns, our ability to increase our cash position may be limited. Â Our estimate as to how long we expect our existing cash and cash equivalents to be able to continue to fund our operating expenses and capital expenditures requirements is based on assumptions that may prove to be wrong, and we could use our available capital resources sooner than we currently expect. Changing circumstances, some of which may be beyond our control, could cause us to consume capital significantly faster than we currently anticipate, and we may need to seek additional funds sooner than planned. Â Our future funding requirements will depend on many factors, including, but not limited to: â€¢the initiation, progress, timeline, cost and results of our clinical studies for our product candidates; â€¢the initiation, progress, timeline, cost and results of additional research and preclinical studies related to pipeline development and other research programs we initiate in the future; â€¢the cost and timing of manufacturing activities as we advance our product candidates through clinical development and commercialization; â€¢the potential expansion of our current development programs to seek new indications; â€¢the potential negative impact of future health crises, including epidemics and pandemics, on our business; â€¢the outcome, timing and cost of meeting regulatory requirements established by the FDA and other comparable foreign regulatory authorities or notified bodies; â€¢the ability of healthcare providers to obtain coverage and adequate reimbursement by third-party payors for procedures using our products, if approved (or certified), and any additional products we commercialize, as well as any future changes to coverage or reimbursement policies that may increase our competition or reduce reimbursement for procedures using our products, if approved (or certified); â€¢the cost of filing, prosecuting, defending and enforcing patent claims and other intellectual property rights, in-licensed or otherwise; â€¢the effect of competing technological and market developments; â€¢the payment of licensing fees, potential royalty payments and potential milestone payments; 38 Â â€¢the cost of general operating expenses; â€¢the cost and timing of completion of commercial-scale manufacturing and product development activities; â€¢market acceptance of our product candidates, if cleared, approved or certified; â€¢the cost of establishing sales, marketing, and distribution capabilities for any product candidates for which we may receive regulatory approval or certification in regions where we choose to commercialize our products, if approved (or certified), on our own; and â€¢the cost of operating as a public company. Â We plan to use our existing cash and cash equivalents to complete the ongoing Revitalize-1 pivotal clinical study of Revita and fund the Remain-1 study; fund the continued preclinical development of our Rejuva gene therapy candidates; and for working capital and other general corporate purposes, including medical education and other commercial readiness activities. Advancing the development of our product candidates will require a significant amount of capital. Our existing cash and cash equivalents will not be sufficient to fund all of the activities that are necessary to complete the development and commercialize our product candidates, if approved (or certified). Â We will be required to obtain further funding through public or private equity offerings, debt financings, collaborations and licensing arrangements or other sources, which may dilute our stockholders or restrict our operating activities. Other than our credit agreement, we do not have any committed external source of funds. Adequate additional financing may not be available to us on acceptable terms, or at all. Additionally, the impact of global macroeconomic events on the capital markets may affect the availability, amount and type of financing available to us in the future. 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 studies or future commercialization efforts. Â Our credit agreement contains restrictive and financial covenants that may limit our operating flexibility. Â Our credit agreement contains certain restrictive covenants that either limit our ability to, or require a mandatory prepayment in the event that we (i) engage in businesses other than businesses in which we are currently engaged or businesses reasonably related or complementary thereto, or (ii) subject to certain baskets and exceptions, incur additional indebtedness or liens, make certain investments, make certain payments of indebtedness, pay dividends or make any other distributions, merge with other companies or consummate certain changes of control, acquire other companies, transfer or dispose of certain assets, and enter into transactions with affiliates, among other things. We therefore may not be able to engage in any of the foregoing transactions unless we obtain the consent of all or a majority of the lenders under the credit agreement or prepay our outstanding obligations under the credit agreement. The credit agreement contains financial covenants including a minimum liquidity covenant requiring us to maintain a minimum $10.0 million balance in cash and cash equivalents on deposit in accounts, subject to certain exceptions. Our obligations under the credit agreement are collateralized by substantially all of our assets, including our intellectual property, but excluding certain customary and agreed upon assets. Additionally, we may not be able to generate sufficient cash flow or sales to pay the principal and interest under the credit agreement. Furthermore, our future working capital, borrowings or equity financings could be unavailable to repay or refinance the amounts outstanding under the credit agreement. In the event of a liquidation, the lenders and the agent under the credit agreement would be repaid all outstanding principal and interest prior to distribution of assets to unsecured creditors, and the holders of our common stock would receive a portion of any liquidation proceeds only if all of our creditors then existing, including the agent and lenders under the credit agreement, were first repaid in full. Â Raising additional capital may cause dilution to our existing stockholders, restrict our operations or require us to relinquish rights to our product candidates on unfavorable terms to us. Â We may seek additional capital through a variety of means, including through public or private equity offerings, debt financings, including our credit agreement, or other sources, including up-front payments and milestone payments from strategic collaborations. To the extent that we raise additional capital through the sale of equity or convertible debt or equity securities, your ownership interest will be diluted, and the terms may include liquidation or other preferences that adversely affect your rights as a stockholder. Such financing may result in dilution to stockholders, imposition of debt covenants, increased fixed payment obligations or other restrictions that may affect our business. If we raise additional funds through up-front payments or milestone payments pursuant to strategic collaborations with third parties, we may have to relinquish valuable rights to our product candidates, or grant licenses on terms that are not favorable to us. In 39 Â 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. Â Unfavorable global economic conditions, including any adverse macroeconomic conditions or geopolitical events, including the conflict between Ukraine and Russia, the conflict between Israel and Hamas, and recent bank failures affecting the financial services industry, have affected and could further adversely affect our business, financial condition, results of operations or liquidity, either directly or through adverse impacts on certain of the third parties on which we rely to conduct certain aspects of our preclinical studies or clinical studies. Â Our results of operations could be adversely affected by general conditions in the global economy and in the global financial markets. Global economic and business activities continue to face widespread uncertainties, and global credit and financial markets have experienced extreme volatility and disruptions in the past several years, including severely diminished liquidity and credit availability, rising inflation and monetary supply shifts, rising interest rates, labor shortages, declines in consumer confidence, declines in economic growth, increases in unemployment rates, recession risks, and uncertainty about economic and geopolitical stability. A severe or prolonged economic downturn, or additional global financial or political crises, could result in a variety of risks to our business, including delayed clinical studies or preclinical studies, delayed approval (or certification) of our product candidates, delayed ability to obtain patents and other intellectual property protection, weakened demand for our product candidates, if approved (or certified), or our ability to raise additional capital when needed on acceptable terms, if at all. The extent of the impact of these conditions on our operational and financial performance, including our ability to execute our business strategies and initiatives in the expected timeframe, as well as that of third parties upon whom we rely, will depend on future developments which are uncertain and cannot be predicted. A weak or declining economy also could strain our suppliers, possibly resulting in supply disruption. Any of the foregoing could harm our business and we cannot anticipate all of the ways in which the current economic climate and financial market conditions could adversely impact our business. Furthermore, our stock price may decline due in part to the volatility of the stock market and the general economic downturn. Â Actual events involving limited liquidity, defaults, non-performance or other adverse developments that affect financial institutions, transactional counterparties or other companies in the financial services industry or the financial services industry generally, or concerns or rumors about any events of these kinds or other similar risks, have in the past and may in the future lead to market-wide liquidity problems. For example, on March 10, 2023, Silicon Valley Bank was closed by the California Department of Financial Protection and Innovation, which appointed the Federal Deposit Insurance Corporation, or FDIC, as receiver. Similarly, on March 12, 2023, Signature Bank and Silvergate Capital Corp. were each swept into receivership, and on May 1, 2023, First Republic Bank was also swept into receivership. Although a statement by the Department of the Treasury, the Federal Reserve and the FDIC indicated that all depositors of Silicon Valley Bank would have access to all of their money after only one business day of closure, including funds held in uninsured deposit accounts, borrowers under credit agreements, letters of credit and certain other financial instruments with Silicon Valley Bank, Signature Bank or any other financial institution that is placed into receivership by the FDIC may be unable to access undrawn amounts thereunder. If any of the banks which hold our cash deposits were to be placed into receivership, we may be unable to access such funds. As of September 30, 2024, substantially all of our cash on deposit was maintained at two financial institutions in the United States, and our current deposits are in excess of federally insured limits. If further failures in financial institutions occur where we hold deposits, we could experience additional risk. Any such loss or limitation on our cash, cash equivalents and short-term investments would adversely affect our business. In addition, if any of the third parties on which we rely to conduct certain aspects of our preclinical studies or clinical trials are unable to access funds pursuant to such instruments or lending arrangements with such a financial institution, such partiesâ€™ ability to fulfill their obligations to us could be adversely affected. Â Our ability to utilize our net operating loss carryforwards, research and development tax credit carryforwards, and certain other tax attributes to offset taxable income or taxes may be limited. Â As of December 31, 2023, we had U.S. federal and state net operating loss carryforwards of approximately $230.5 million and $220.9 million, respectively, which begin to expire at various dates beginning in 2030. Portions of these net operating loss carryforwards could expire unused and be unavailable to offset future income tax liabilities. Under the legislation enacted in 2017, commonly referred to as the Tax Cuts and Jobs Act, or the Tax Act, as modified by the Coronavirus Aid, Relief, and Economic Security, or the CARES Act, U.S. federal net operating losses incurred in taxable years beginning after December 31, 2017, may be carried forward indefinitely, but the deductibility of such federal net operating losses in taxable years beginning after December 31, 2020, is limited. It is uncertain how various states will respond to the Tax Act and the CARES Act. Â 40 Â In addition, as of December 31, 2023, we had U.S. federal and state research and development tax credit carryforwards of $10.6 million and $4.4 million, respectively. The federal research and development tax credit carryforwards will expire at various dates beginning in 2031. The state research and development tax credit carryforwards will expire at various dates beginning in 2027. We may not be able to utilize these credits for federal and state income tax purposes before they expire. Â In addition, under Sections 382 and 383 of the Internal Revenue Code of 1986, as amended, and corresponding provisions of state law, if a corporation undergoes an "ownership change," which is generally defined as a greater than 50% change, by value, in its equity ownership over a three-year period, the corporationâ€™s ability to use its pre-change net operating loss carryforwards and other pre-change tax attributes to offset its post-change income or taxes may be limited. The completion of our IPO, together with other transactions that have occurred since our inception, may trigger such an ownership change pursuant to Section 382. To date, we have not completed an analysis under Section 382. We may experience ownership changes as a result of subsequent shifts in our stock ownership, some of which may be outside of our control. If an ownership change occurs and our ability to use our net operating loss carryforwards is materially limited, it would harm our future results of operations by effectively increasing our future tax obligations. Â Risks Related to Development, Regulatory Approval and Commercialization The regulatory approval process of the FDA, comparable foreign regulatory authorities and notified bodies, are lengthy, time-consuming and inherently unpredictable, and even if we complete the necessary clinical studies, we cannot predict when, or if, we will obtain regulatory approval or certification for any of our product candidates, and any such regulatory approval or certification may be for a more narrow indication than we seek. Â The research, testing, manufacturing, labeling, approval, certification, selling, import, export, marketing, and distribution of medical devices and

biopharmaceutical products are subject to extensive regulation by the FDA and other regulatory authorities in and outside the United States. We are currently in clinical-stage development of Revita, which is an investigational medical device, and are conducting preclinical development of our Rejuva PGTx candidates along with a device delivery system, which together with the gene therapy candidates, we anticipate will be regulated as a combination biologic-device. Â In the United States, before we can market a new medical device, we must first receive either clearance under Section 510(k) of the Federal Food, Drug, and Cosmetic Act, or the FDCA, or approval of a PMA, from the FDA, unless an exemption applies. We expect Revita to be subject to the requirement for approval of a PMA. In the process of obtaining PMA approval, the FDA must determine that a proposed device is safe and effective for its intended use based, in part, on extensive data, including, but not limited to, technical, preclinical, clinical, manufacturing and labeling data. The PMA process is typically required for devices that are deemed to pose the greatest risk, such as life sustaining, life supporting or implantable devices. We plan to seek approval of a PMA from the FDA for the Revita DMR Procedure to improve glycemic control and eliminate insulin needs in T2D patients who are inadequately controlled on insulin. Â Modifications to products that are approved through a PMA generally require FDA approval. Both the PMA approval and the 510(k) clearance process can be expensive, lengthy and uncertain. The process of obtaining a PMA is costly and uncertain and generally takes from one to three years, or even longer, from the time the application is submitted to the FDA. In addition, a PMA generally requires the performance of one or more clinical studies. Despite the time, effort and cost, a device may not be approved by the FDA. Any delay or failure to obtain necessary regulatory approvals could harm our business. Furthermore, even if we are granted regulatory approvals, they may include significant limitations on the indicated uses for the device, which may limit the market for the device. Similarly, we are not permitted to market any biological product in the United States or in foreign jurisdictions until we receive approval of a biologics license application, or BLA, from the FDA or approval of similar foreign applications from comparable foreign authorities. We anticipate that each of our Rejuva gene therapy candidates will be regulated as a biological product or biological product-device combination product, requiring approval of a BLA or a similar approval from comparable foreign authorities, and as the case may be, certification from a notified body. We have not previously submitted a BLA to the FDA, or similar approval filings to comparable foreign authorities. A BLA and similar approval filings must include extensive preclinical and clinical data and supporting information to establish the product candidateâ€™s safety and effectiveness for each desired indication. The BLA must also include significant information regarding the chemistry, manufacturing and controls for the product, including with respect to chain of identity and chain of custody of the product. Similar requirements may apply in foreign jurisdictions. Â 41 Â To the extent we intend to sell medical devices in member states of the European Union, or EU, our products must comply with the general safety and performance requirements of the Medical Devices Regulation, or MDR (Regulation (EU) No 2017/745), which repeals and replaces the Medical Devices Directive, or the MDD. Compliance with these requirements is a prerequisite to be able to affix the European conformity, or CE mark to our products, without which they cannot be sold or marketed in the EU. All medical devices placed on the market in the EU must meet the general safety and performance requirements laid down in Annex I to the MDR, including the requirement that a medical device must be designed and manufactured in such a way that, during normal conditions of use, it is suitable for its intended purpose. Medical devices must be safe and effective and must not compromise the clinical condition or safety of patients, or the safety and health of users and â€“ where applicable â€“ other persons, provided that any risks which may be associated with their use constitute acceptable risks when weighed against the benefits to the patient and are compatible with a high level of protection of health and safety, taking into account the generally acknowledged state of the art. To demonstrate compliance with the general safety and performance requirements, we must undergo a conformity assessment procedure, which varies according to the type of medical device and its (risk) classification. Except for low risk medical devices (Class I), where the manufacturer can self-assess the conformity of its products with the general safety and performance requirements (except for any parts which relate to sterility, metrology or reuse aspects), a conformity assessment procedure requires the intervention of a notified body. Notified bodies are independent organizations designated by EU member states to assess the conformity of devices before being placed on the market. The notified body would typically audit and examine the technical file and the manufacturerâ€™s quality system (notified bodies must presume that quality systems which implement the relevant harmonized standardsâ€”ISO 13485:2016 for Quality Management Systemsâ€”conform to these requirements), design and final inspection of our devices. If satisfied that the relevant product conforms to the relevant general safety and performance requirements, the notified body issues an EU certificate, which the manufacturer uses as a basis for its own declaration of conformity. The manufacturer may then apply the CE mark to the device, which allows the device to be placed on the market throughout the EU. If we fail to comply with applicable laws and regulations, we would be unable to affix the CE mark to our products, which would prevent us from selling them within the EU. See Part I, Item 1. Businessâ€”Government Regulationâ€”Regulation of Medical Devices in the European Union in our Annual Report for more information. Â The CE mark for Revita was issued under the MDD, which has now been superseded by the MDR and we are currently working on obtaining MDR certification. Under the recently extended MDR transitional provisions, both (i) devices lawfully placed on the market pursuant to the MDD prior to May 26, 2021 and (ii) legacy devices lawfully placed on the market after May 26, 2021, in accordance with the transitional provisions of the MDR, may generally continue to be made available on the market or put into service, provided that the requirements of the transitional provisions are fulfilled. In particular, no substantial change must be made to the device as such a modification would trigger the obligation to obtain a new certification under the MDR and therefore to have a notified body conducting a new conformity assessment of the devices. Once our devices are certified under the MDR, we must inform the notified body that carried out the conformity assessment of the medical devices that we market or sell in the EU, of any planned substantial changes to our quality system or substantial changes to our medical devices that could affect compliance with the general safety and performance requirements laid down in Annex I to the MDR or cause a substantial change to the intended use for which the device has been CE marked. The notified body will then assess the planned changes and verify whether they affect the productsâ€™ ongoing conformity with the MDR. If the assessment is favorable, the notified body will issue a new certificate or an addendum to the existing certificate attesting compliance with the general safety and performance requirements and quality system requirements laid down in the Annexes to the MDR. The notified body may disagree with our proposed changes and product introductions or modifications could be delayed or canceled, which could adversely affect our ability to grow our business. Â The aforementioned EU rules are generally applicable in the European Economic Area, or EEA (which consists of the 27 EU member states plus Norway, Liechtenstein and Iceland). Non-compliance with the above requirements would therefore also prevent us from selling our products, if approved, in Norway, Liechtenstein and Iceland. We cannot be certain that transitioning towards the MDR will not have any material impact on our sales in the EU and EEA and, if we were considered noncompliant and unable to sell our products in the EU and EEA, it could harm our business, operating results, prospects and financial condition. Â As a result of the UK leaving the EU, since January 1, 2021, the regulatory framework and regimes for medical devices in the UK and EU have diverged. Northern Ireland has adopted a hybrid approach as a result of the divergence in accordance with the Northern Ireland Protocol. Great Britainâ€™s national legislation remains based on the (EU) MDD as implemented nationally, however, amendments to the existing legislation are being drawn up by the Government, the core elements of which are expected to apply from July 1, 2025. The Medicines and Healthcare products Regulatory Agency, or MHRA, has stated that specific rules relating to post-market surveillance will be introduced in advance of the 42 Â broader legislative overhaul, with such changes expected to apply from mid-2024. The MHRA has also recently confirmed that, subject to certain conditions, general medical devices compliant with the (EU) MDD or EU active implantable medical devices directive, or AIMDD, with a valid declaration and CE marking can be placed on the Great Britain market up until the sooner of expiry of certificate or June 30, 2028. The MHRA has indicated that the legislative amendments will include a requirement for newly certified devices to carry a UKCA mark. Â The UKCA mark is not recognized in the EU, EEA or Northern Ireland markets, so relevant products require a CE mark for sale in these markets. Â Our product candidates could fail to receive regulatory approval or certification from the FDA, a comparable foreign regulatory authority or notified body for many reasons, including: â€¢disagreement with the design or conduct of our clinical studies; â€¢failure to demonstrate to the satisfaction of regulatory agencies or notified bodies that our product candidates are safe and effective, or have a positive benefit/risk profile for its proposed indication; â€¢serious and unexpected adverse device effects experienced by participants in our clinical studies; â€¢failure of clinical studies to meet the level of statistical significance required for approval or certification; â€¢disagreement with our interpretation of data from preclinical or clinical studies; â€¢the insufficiency of data collected from clinical studies of our product candidates to support the submission and filing of a CTA, IND, PMA or BLA or other submission or to obtain regulatory approval or certification; â€¢failure to obtain approval of our manufacturing processes or facilities of third-party manufacturers with whom we contract for clinical and commercial supplies or our own manufacturing facility; or â€¢changes in the approval or certification policies or regulations that render our preclinical and clinical data insufficient for approval or certification. Â This lengthy approval process as well as the unpredictability of future clinical study results may result in our failing to obtain regulatory approval or certification to market our product candidates, which would significantly harm our business, results of operations and prospects. The FDA, a comparable foreign regulatory authority or notified body may require more information, including additional preclinical or clinical data to support approval or certification, which may delay or prevent approval or certification and our commercialization plans, or we may decide to abandon the development program. If we were to obtain approval or certification, regulatory authorities or notified bodies may approve or certify any of our product candidates for fewer or more limited indications than we request (including failing to approve or certify the most commercially promising indications), may grant approval contingent on the performance of costly post-marketing clinical studies, or may approve or certify a product candidate with a label that does not include the labeling claims necessary or desirable for the successful commercialization of that product candidate. Even if our product candidates meet their safety and efficacy endpoints in clinical studies, the regulatory authorities or notified bodies may not complete their review processes in a timely manner, or we may not be able to obtain regulatory approval or certification. Â We expect the novel nature of certain of our product candidates to create further challenges in obtaining regulatory approval or certification. The FDA may also require a panel of experts to deliberate on the adequacy of the safety and efficacy data to support approval. The opinion of the panel, although not binding, may have a significant impact on our ability to obtain approval of the product candidates based on the completed clinical studies, as the FDA often adheres to the panelâ€™s recommendations. In addition, we may experience delays or rejections based upon additional government regulation from future legislation or administrative action, or changes in regulatory authority policy during the period of product development, clinical studies and the review process. Accordingly, the regulatory approval pathway for our product candidates may be uncertain, complex, expensive and lengthy, and approval may not be obtained. Â In addition, the FDA and comparable 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 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 (not expected before early 2025) and may have a significant impact on the biopharmaceutical industry in the long term. 43 Â Â Clinical studies are expensive, time-consuming, difficult to design and implement, and have an uncertain outcome. Further, we may encounter substantial delays in our clinical studies. Â Before obtaining regulatory approvals or certification for the commercial sale of any of our product candidates, we must demonstrate through lengthy, complex and expensive preclinical and clinical studies that our product candidates are both safe and effective for use in each target indication. Clinical testing is expensive and takes many years to complete, and is subject to uncertainty. Our clinical studies may not be conducted as planned or completed on schedule, if at all. Failure can occur at any time during the clinical study process. Even if our clinical studies are completed as planned, their results may not support the safety and effectiveness of our product candidates for their targeted indications or support continued clinical development of such product candidates. Our future clinical study results may not be successful. In addition, even if our planned studies are successfully completed, the FDA or foreign regulatory authorities or notified bodies may not interpret the results as we do, and more studies could be required before we submit our product candidates for approval or certification. To the extent that the results of the studies are not satisfactory to the FDA or foreign regulatory authorities or notified bodies for support of a marketing application or certification, we may be required to expend significant resources, which may not be available to us, to conduct additional studies in support of potential approval of our product candidates. Â We may experience delays in conducting any clinical studies and we do not know whether our clinical studies will begin on time, need to be redesigned, recruit and enroll patients on time or be completed on schedule, or at all. Events that may prevent successful or timely completion of clinical development include: â€¢inability to generate sufficient data to support the initiation of clinical studies; â€¢delays in sufficiently developing, characterizing or controlling a manufacturing process suitable for advanced clinical studies; â€¢delays in reaching agreement with the FDA or other regulatory authorities as to the design or implementation of our clinical studies; â€¢delays in or failure to obtain regulatory clearance to commence a clinical study; â€¢delays in or failure to reach an agreement on acceptable terms with clinical study sites or prospective CROs, the terms of which can be subject to extensive negotiation and may vary significantly among different clinical study sites; â€¢delays in or failure to obtain IRB or ethics committee approval at each site; â€¢delays in or failure to recruit suitable patients to participate in a clinical study; â€¢delays in or failure to have patients complete a clinical study or return for post-treatment follow-up; â€¢clinical sites, CROs or other third parties deviating from study protocol or dropping out of a study; â€¢failure to perform in accordance with the FDAâ€™s good clinical practice, or GCP, requirements, or applicable regulatory guidelines in other countries; â€¢failure in addressing patient safety concerns that arise during the course of a study, including occurrence of adverse events associated with the product candidate; â€¢failure to add a sufficient number of clinical study sites; or â€¢failure to manufacture sufficient quantities of product candidates for use in clinical studies. Â If we are required to conduct additional clinical studies or other testing of our product candidates beyond those that we currently contemplate, if we are unable to successfully complete clinical studies of our product candidates or other testing, if the results of these studies or tests are not positive or are only modestly positive or if there are safety concerns, we may: â€¢incur unplanned costs; â€¢be delayed in obtaining marketing approval or certification for our product candidates or not obtain marketing approval or certification at all; 44 Â â€¢obtain marketing approval or certification in some countries and not in others; â€¢obtain marketing approval or certification for indications or patient populations that are not as broad as intended or desired; â€¢obtain marketing approval or certification with labeling that includes significant use or distribution restrictions or safety warnings, including boxed warnings; â€¢be subject to additional post-marketing testing requirements; or â€¢have the product removed from the market after obtaining marketing approval or certification. We could encounter delays if a clinical study is suspended or terminated by us, by the IRBs of the institutions in which such studies are being conducted, by the Data Safety Monitoring Board, or DSMB, for such study or by the FDA or other regulatory authorities. These authorities may impose such a suspension or termination due to a number of factors, including failure to conduct the clinical study in accordance with regulatory requirements or our clinical protocols, inspection of the clinical study operations or study site by the FDA or other regulatory authorities resulting in the imposition of a clinical hold, unforeseen safety issues or adverse side effects, failure to demonstrate a benefit, changes in governmental regulations or administrative actions or lack of adequate funding to continue the clinical study. We may also seek feedback from the FDA or other regulatory authorities on our clinical development program, and the FDA or such regulatory authorities may not provide such feedback on a timely basis, or such feedback may not be favorable, which could further delay our development programs. We also cannot with any certainty whether or when we might complete a given clinical study. If we experience delays in the commencement or completion of our clinical studies, or if we terminate a clinical study prior to completion, the commercial prospects of our product candidates could be harmed, and our ability to generate revenues from our product candidates may be delayed. In addition, any delays in our clinical studies could increase our costs, slow down the development and approval or certification process and jeopardize our ability to commence product sales and generate revenues. Any of these occurrences may harm our business, financial condition and results of operations. In addition, many of the factors that cause, or lead to, a delay in the commencement or completion of clinical studies may also ultimately lead to the denial of regulatory approval of our product candidates. Â We currently conduct and may in the future conduct clinical studies for our product candidates outside the United States, and the FDA or comparable foreign regulatory authorities may not accept data from such studies. Â We are currently engaging in clinical studies that involve clinical sites in the United States and EU. We could also in the future plan to conduct one or more future clinical studies of our product candidates outside the United States, including in Europe and Australia. The acceptance of study data from clinical studies conducted outside the United States or another jurisdiction by the FDA or comparable foreign regulatory authorities or notified bodies may be subject to certain conditions or may not be accepted at all. In cases where data from clinical studies conducted outside the United States are intended to serve as the sole basis for marketing approval in the United States, the FDA will generally not approve the application on the basis of foreign data alone unless (i) the data are applicable to the United States population and United States medical practice; (ii) the studies were performed by clinical investigators of recognized competence and (iii) the data may be considered valid without the need for an on-site inspection by the FDA or, if the FDA

considers such an inspection to be necessary, the FDA is able to validate the data through an on-site inspection or other appropriate means. Additionally, the FDAâ€™s clinical study requirements, including sufficient size of patient populations and statistical powering, must be met. Many foreign regulatory bodies have similar approval requirements. In addition, such foreign studies would be subject to the applicable local laws of the foreign jurisdictions where the studies are conducted. There can be no assurance that the FDA or any comparable foreign regulatory authority or notified body will accept data from studies conducted outside of the United States or the applicable jurisdiction. If the FDA or any comparable regulatory authority or notified body does not accept such data, it would result in the need for additional studies, which would be costly and time-consuming and delay aspects of our business plan, and which may result in our product candidates not receiving approval or clearance for commercialization in the applicable jurisdiction. Â We may not be able to file IDEs or IDE supplements or comparable documents in foreign jurisdictions to commence additional clinical studies on the timelines we expect, and even if we are able to, the FDA or comparable foreign regulatory authorities may not permit us to proceed. Â In order to conduct a clinical investigation involving human subjects for the purpose of demonstrating the safety and effectiveness of a medical device, if necessary, for a PMA, 510(k) premarket notification or de novo classification 45 Â request, a company must, among other things, apply for and obtain institutional review board, or IRB, approval of the proposed investigation. In addition, if the clinical study involves a "significant risk" (as defined by the FDA) to human health, the sponsor of the investigation must also submit and obtain FDA approval of an IDE application and follow applicable IDE regulations. Unless IDE-exempt, nonsignificant risk devices are still subject to certain abbreviated IDE requirements; however, an IDE application is not required if such abbreviated requirements are met. We may not be able to obtain any necessary FDA and/or IRB approval to undertake clinical studies in the United States for future devices we develop and intend to market in the United States. If we do obtain such approvals, the FDA may find that our studies do not comply with the IDE or other regulations governing clinical investigations or the data from any such studies may not support marketing authorization of the investigational device. Moreover, certainty that clinical studies will meet desired endpoints or produce meaningful or useful data and be free of unexpected adverse effects cannot be assured, and such uncertainty could preclude or delay marketing authorization resulting in significant financial costs and reduced revenue. Similar requirements may apply in jurisdictions outside the United States. While we plan to submit IDEs or comparable documents for Revita, we may not be able to file such IDEs or comparable documents on the timeline we expect. For example, we may experience manufacturing delays or other delays. Moreover, we cannot be sure that submission of an IDE or comparable document will result in the FDA or other comparable foreign regulatory authorities allowing further clinical studies to begin, or that, once begun, issues will not arise that suspend or terminate clinical studies. Additionally, even if such regulatory authorities agree with the design and implementation of the clinical studies set forth in an IDE, we cannot guarantee that such regulatory authorities will not change their requirements in the future. In addition, the FDA may disapprove of our IDE or withdraw approval of a previously-approved IDE if it finds that: â€¢we have not complied with certain requirements of the IDE regulations, any other applicable regulations or statutes, or any condition of approval imposed by an IRB or the FDA; â€¢the application or a report contains untrue statements or omits required material information; â€¢we fail to respond to a request for additional information within the time prescribed by the FDA; â€¢there is reason to believe that the risks to the human subjects are not outweighed by the anticipated benefits to the subjects or the importance of the knowledge to be gained; â€¢the informed consent is inadequate; â€¢the investigation, as proposed, is scientifically unsound; â€¢there is reason to believe that the device as used is ineffective; or â€¢it is unreasonable to begin or to continue the investigation due to the way in which the device is used or the inadequacy of: â€¢the report of prior investigations or the investigational plan; â€¢the methods, facilities, and controls used for the manufacturing, processing, packaging, storage, and, where appropriate, installation of the device; or â€¢the monitoring and review of the investigation. Â Although we would expect to submit a compliant, truthful and complete application, we cannot guarantee that the FDA would approve it. If the FDA were to disapprove our IDE application or propose to withdraw prior approval, we would have the right to request a regulatory hearing. However, we cannot guarantee what the outcome of such a hearing would be. If are required and fail to obtain approval of an IDE, the FDA may prohibit us from conducting our investigation, or place us on a "clinical hold," which could result in significant delay to our clinical studies or prevent us from completing them at all. Â We may not be able to file INDs or IND amendments, CTAs or comparable documents in foreign jurisdictions to commence additional clinical studies on the timelines we expect, and even if we are able to, the FDA may not permit us to proceed. Â While we plan to submit INDs, CTAs or comparable documents for our Rejuva gene therapy candidates, we may not be able to file such INDs or comparable documents on the timeline we expect. For example, we may experience manufacturing delays or other delays with IND-enabling studies. Moreover, we cannot be sure that submission of an IND, CTA or comparable document will result in the FDA or other comparable foreign regulatory authorities allowing further 46 Â clinical studies to begin, or that, once begun, issues will not arise that suspend or terminate clinical studies. Additionally, even if such regulatory authorities agree with the design and implementation of the clinical studies set forth in an IND, CTA or other comparable documents, we cannot guarantee that such regulatory authorities will not change their requirements in the future. These considerations also apply to new clinical studies we may submit as amendments to existing INDs or to a new IND. Any failure to file INDs, CTAs or other comparable documents on the timelines we expect or to obtain regulatory approvals for our study may prevent us from completing our clinical studies or commercializing our product candidates on a timely basis, if at all. Â Interim, topline and preliminary data from our clinical studies 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. Â From time to time, we may publicly disclose preliminary or topline data from our preclinical and clinical studies, which is based on a preliminary analysis of then-available data, and the results and related findings and conclusions are subject to change following a more comprehensive review of the data related to the particular study or study. We also make assumptions, estimations, calculations and conclusions as part of our analyses of data, and we may not have received or had the opportunity to fully and carefully evaluate all data. As a result, the topline or preliminary results that we report may differ from future results of the same studies, or different conclusions or considerations may qualify such results, once additional data have been received and fully evaluated. Topline and preliminary data also remain subject to audit and verification procedures that may result in the final data being materially different from the topline or preliminary data we previously published. As a result, topline and preliminary data should be viewed with caution until the final data are available. Â From time to time, we may also disclose interim data from our preclinical and clinical studies. Interim data from clinical studies 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. Adverse differences between interim data and final data could significantly harm our business prospects. Further, disclosure of interim data by us or by our competitors could result in volatility in the price of our common stock. Â In addition, the information we choose to publicly disclose regarding a particular study or clinical study is based on what is typically extensive information, and you or others may not agree with what we determine is material or otherwise appropriate information to include in our disclosure. If the interim, topline, or preliminary data that we report differ from actual results, or if others, including regulatory authorities, disagree with the conclusions reached, our ability to obtain approval for, and commercialize, our product candidates may be harmed, which could harm our business, operating results, prospects or financial condition. Â Our product candidates may cause serious adverse events or undesirable side effects or have other properties which may cause us to suspend or discontinue clinical studies, delay or prevent regulatory approval or certification, limit the commercial profile of an approved label, or result in significant negative consequences following marketing approval, if any. Â Undesirable side effects that may be caused by our product candidates could cause us or regulatory authorities to interrupt, delay or halt clinical studies and could result in a more restrictive label than anticipated or the delay or denial of regulatory approval or certification by the FDA or comparable foreign regulatory authorities or notified bodies. Results of our clinical studies could reveal a high and unacceptable severity and prevalence of side effects or unexpected characteristics. Â If unacceptable side effects or deaths arise in the development of our product candidates, we, the FDA, the IRBs at the institutions in which our studies are conducted, DSMB or other regulatory authorities could suspend or terminate our clinical studies or the FDA or other regulatory authorities could order us to cease clinical studies or deny approval or certification of our product candidates for any or all targeted indications. Undesirable side effects or deaths in clinical studies with our product candidates may cause the FDA or comparable foreign regulatory authorities to place a clinical hold on the associated clinical studies, to require additional studies, or otherwise to delay or deny approval or certification of our product candidates for any or all targeted indications. Such side effects could also affect patient recruitment or the ability of enrolled patients to complete the study or result in potential product liability claims. In addition, these side effects may not be appropriately recognized or managed by the treating medical staff. We expect to have to train medical personnel using our product candidates to understand the side effect profiles for our clinical studies and upon any commercialization of any of our product candidates. Inadequate training in recognizing or managing the potential side effects of our product 47 Â candidates could result in patient injury or death. Any of these occurrences may harm our business, financial condition and prospects significantly. Â Additionally, if one or more of our product candidates receives marketing approval or certification and we or others later identify undesirable side effects or adverse events caused by such products, a number of potentially significant negative consequences could result, including but not limited to: â€¢regulatory authorities or notified bodies may suspend, limit or withdraw approvals or certifications of such product, or seek an injunction against its manufacture or distribution; â€¢regulatory authorities or notified bodies may require additional warnings on the label, or issue safety alerts, Dear Healthcare Provider letters, press releases or other communications containing warnings or other safety information about the product; â€¢we may be required to change the way the product is administered or conduct additional clinical studies or post-approval studies; â€¢we may be required to create a risk evaluation and mitigation strategy, or REMS, or similar mitigation plans in the case of our Rejuva gene therapy candidates, which could include a medication guide outlining the risks of such side effects for distribution to patients; â€¢we may be subject to fines, injunctions or the imposition of criminal penalties; â€¢we could be sued and held liable for harm caused to patients; and â€¢our reputation may suffer. Â Any of these events could prevent us from achieving or maintaining market acceptance of the particular product candidate, if approved or certified, and could seriously harm our business. Â In previous clinical studies conducted by third parties involving viral vectors for gene therapy, some patients experienced serious adverse events, including the development of leukemia due to vector-related insertional oncogenesis. If our vectors demonstrate a similar effect, we may be required to halt or delay clinical development of our Rejuva gene therapy candidates or future gene therapy candidates. Â A significant risk in any gene therapy product based on viral vectors is that the vector will insert in or near cancer-causing oncogenes leading to uncontrolled clonal proliferation of mature cancer cells in the patient. For example, in 2003, clinical studies using early versions of murine gamma-retroviral vectors, which integrate with, and thereby alter, the host cellâ€™s DNA, have led to several well-publicized adverse events, including reported cases of leukemia. The cause of these adverse events was shown to be insertional oncogenesis, which is the process whereby the corrected gene inserts in or near a gene that is important in a critical cellular process like growth or division, and this insertion results in the development of a cancer, often leukemia. Using molecular diagnostic techniques, it was determined that clones from these patients showed retrovirus insertion in proximity to the promoter of the LMO2 proto-oncogene. Earlier generation retroviruses like the one used in these two studies have been shown to preferentially integrate in regulatory regions of genes that control cell growth. Â These well-publicized adverse events led to the development of new viral vectors, such as AAV vectors, which is what we use for our planned Rejuva gene therapy candidates, with the goal of potentially improved safety profiles, as well as the requirement of enhanced safety monitoring in gene therapy clinical studies, including routine performance of vector copy number analysis on all production lots to monitor the number of insertion events per cell. Notwithstanding the potential safety improvements of AAV vectors, the risk of insertional oncogenesis remains a significant concern for gene therapy, and we cannot be certain that it will not occur in any of our clinical studies. There is also the potential risk of delayed adverse events following exposure to gene therapy products due to persistent biological activity of the genetic material or other components of products used to carry the genetic material. The FDA has stated that AAV vectors possess characteristics that may pose risks of delayed adverse events. If any such adverse events occur, advancement of our preclinical and clinical studies could be halted or delayed, which would have a material adverse effect on our business and operations. Although Revita has received Breakthrough Device designation, there can be no guarantee that the designation will benefit the development and regulatory approval process. 48 Â Â Revita has received Breakthrough Device designation from the FDA for the hydrothermal ablation of the duodenal mucosa to improve glycemic control and eliminate insulin needs in T2D patients who are inadequately controlled on long-acting insulin therapy. Additionally, the FDA granted Breakthrough Device designation for the Companyâ€™s Revita System for use in the maintenance of weight loss after discontinuation of GLP-1 drugs. Breakthrough Device designation is available to medical devices that meet certain eligibility criteria, including that there is a reasonable expectation that the device will provide for more effective treatment or diagnosis of life-threatening or irreversibly debilitating diseases or conditions, and that the device meets one of the following criteria: (i) the device represents a breakthrough technology, (ii) no approved or cleared alternatives exist, (iii) the device offers significant advantages over existing approved or cleared alternatives, or (iv) the availability of the device is in the best interest of patients. In granting breakthrough device designation to Revita, the FDA found the following: there is a reasonable expectation that Revita will provide for more effective treatment or T2D patients who are inadequately controlled on long-acting insulin therapy; Revita represents a breakthrough technology; Revita, if found to be safe and effective, could offer significant advantages over existing approved or cleared alternatives; and the availability of Revita, if found to be safe and effective, would be in the best interest of patients. Breakthrough Device designation provides certain benefits to device developers, including more interactive and timely communications with FDA staff, use of post-market data collection, when scientifically appropriate, to facilitate expedited and efficient development and review of the device, opportunities for efficient and flexible clinical study design, and prioritized review of premarket submissions. Â However, we may not experience a faster development process or review, and Breakthrough Device designation has no bearing on whether or not we will obtain approval, as compared to conventional FDA procedures. Breakthrough Device designation does not alter or convey any advantage in the regulatory review and approval standard for medical devices. Further, the FDA may rescind Breakthrough Device designation if it believes that the designation is no longer supported by data from our clinical development program. Â If healthcare providers are unable to obtain coverage or adequate reimbursement for procedures performed with our products, if approved, such products will not likely be widely used. Â In the United States, the commercial success of Revita and any future products will depend, in part, on the extent to which governmental payors at the federal and state levels, including Medicare and Medicaid, private health insurers and other third-party payors provide coverage for and establish adequate reimbursement levels for procedures utilizing our products, if approved. Â Hospitals and other healthcare providers that purchase our product, if approved, for treatment of their patients generally rely on third-party payors to pay for all or part of the costs and fees associated with our products, if approved, as part of a "bundled" rate for the associated procedures. The existence of coverage and adequate reimbursement for our products, if approved, and the procedures performed with them by government and private payors is critical to market acceptance of our existing and future products. Neither hospitals nor physicians are likely to use our product, if approved, and any future products if they do not receive adequate reimbursement for the procedures utilizing such products. Many private payors currently base their reimbursement policies on the coverage decisions and payment amounts determined by the Centers for Medicare & Medicaid Services, or CMS, which administers the Medicare program. Others may adopt different coverage or reimbursement policies for procedures performed with our products, if approved, while some governmental programs, such as Medicaid, have reimbursement policies that vary from state to state, some of which may not pay for the procedures performed with our products in an adequate amount, if at all. A Medicare national or local coverage decision denying coverage for our products or for procedures using our products could result in private and other third-party payors also denying coverage for our products or procedures using our products. Third-party payors also may deny reimbursement for our products or procedures using our products if they determine that a product used in a procedure was not medically necessary, was not used in accordance with cost-effective treatment methods, as determined by the third-party payor, or was used for an unapproved use. Unfavorable coverage or reimbursement decisions by government programs or private payors underscore the uncertainty that our product face in the market and could have a material adverse effect on our business. Many hospitals, clinics and other health care providers in the United States participate in group purchasing organizations, or GPOs, which may incentivize their members to make a relatively large proportion of purchases of medical technology from a limited number of vendors of similar products that have contracted with the GPO to offer discounted prices to the GPOâ€™s members. Accordingly, the commercial success of our products may also depend to some extent on our ability to either negotiate favorable purchase contracts with key group purchasing organizations and/or persuade hospitals and clinics to purchase our product "off contract." The healthcare industry in the United States has experienced a trend 49 Â toward cost containment as government and private payors seek to control healthcare costs by paying service providers lower rates. While we believe that hospitals will be able to obtain coverage for procedures using our products, the level of payment available to them for such procedures may change over time. State and federal healthcare programs, such as Medicare and Medicaid, closely regulate provider payment levels and have sought to contain, and sometimes reduce, payment levels. Private payors frequently follow government payment policies and are likewise

interested in controlling increases in the cost of medical care. In addition, some payors are adopting pay-for-performance programs that differentiate payments to healthcare providers based on the achievement of documented quality-of-care metrics, cost efficiencies, or patient outcomes. These programs are intended to provide incentives to providers to deliver the same or better results while consuming fewer resources. Because of these programs, and related payor efforts to reduce payment levels, hospitals and other providers are seeking ways to reduce their costs, including the amounts they pay to medical device manufacturers. We may not be able to sell our product profitably if third-party payors deny or discontinue coverage or reduce their levels of payment below that which we project, or if our production costs increase at a greater rate than payment levels. Adverse changes in payment rates by payors to hospitals could adversely affect our ability to market, sell our products, and negatively affect our financial performance. Â In international markets, medical device regulatory requirements and healthcare payment systems vary significantly from country to country, and many countries have instituted price ceilings on specific product lines. We cannot assure you that our products will be considered cost-effective by international third-party payors, that reimbursement will be available or, if available, that the third-party payorsâ€™ reimbursement policies will not adversely affect our ability to sell our product profitably. Any failure to receive regulatory or reimbursement approvals would negatively affect market acceptance of our products in any international markets in which those approvals are being sought. Â Additional time may be required to develop and obtain regulatory approval or certification for our Rejuva gene therapy candidates because we expect it to be regulated as a combination product. Â We expect our Rejuva gene therapy candidates to require the development of a drug delivery device, such that the gene therapy candidate and drug delivery device may be regulated as a biologic-device combination product that requires coordination within the FDA and similar foreign regulatory agencies and notified bodies for review of its device and biologic components. Although the FDA and similar foreign regulatory agencies and notified bodies have systems in place for the review and approval or certification of combination products such as our Rejuva gene therapy candidates, we may experience delays in the development, approval or certification, and commercialization of our Rejuva gene therapy candidates due to regulatory timing constraints and uncertainties in the product development and approval or certification process. Â Obtaining and maintaining regulatory approval or certification of our product candidates in one jurisdiction does not mean that we will be successful in obtaining regulatory approval or certification of our product candidates in other jurisdictions. Â Obtaining and maintaining regulatory approval, clearance, or certification of our product candidates in one jurisdiction does not guarantee that we will be able to obtain or maintain regulatory approval, clearance, or certification in any other jurisdiction, while a failure to obtain or delay in obtaining regulatory approval, clearance, or certification in one jurisdiction may have a negative effect on the regulatory approval, clearance, or certification process in others. For example, even if the FDA grants marketing approval of a product candidate, comparable regulatory authorities in foreign jurisdictions must also approve the manufacturing, marketing and promotion of the product candidate in those countries. Approval or certification procedures vary among jurisdictions and can involve requirements and administrative review periods different from, and greater than, those in the United States, including additional preclinical or clinical studies as clinical studies conducted in one jurisdiction may not be accepted by regulatory authorities or notified bodies in other jurisdictions. In some cases, the price that we intend to charge for our products, if approved, is also subject to approval. We may also submit marketing applications or certifications in other countries. Regulatory authorities and notified bodies in jurisdictions outside of the United States have requirements for approval and certification of product candidates with which we must comply prior to marketing in those jurisdictions. Obtaining foreign regulatory approvals or certifications and compliance with foreign regulatory requirements could result in significant delays, difficulties and costs for us and could delay or prevent the introduction of our products, if approved, in certain countries. If we fail to comply with the regulatory requirements in international markets and/or receive applicable marketing approvals and/or certifications, our target market will be reduced and our ability to realize the full market potential of our product candidates will be harmed. 50 Â Even if we receive regulatory approval or certification of our product candidates, we will be subject to ongoing regulatory obligations and continued regulatory review, which may result in significant additional expense and we may be subject to penalties if we fail to comply with regulatory requirements or experience unanticipated problems with our product candidates. Â The regulations to which we are subject are complex and have become more stringent over time. Regulatory changes could result in restrictions on our ability to continue or expand our operations, higher than anticipated costs, or lower than anticipated sales. Even after we have obtained the proper approval or certification to market a device, biological product, or combination product, we will have ongoing responsibilities under FDA regulations and applicable foreign laws and regulations. Â Any regulatory approvals or certifications that we receive for our product candidates will require surveillance to monitor the safety and efficacy of the product candidate. In addition, if the FDA or a comparable foreign regulatory authority or notified body approves or certifies our product candidates, the manufacturing processes, labeling, packaging, distribution, adverse event reporting, storage, advertising, promotion, import, export and recordkeeping for our product candidates will be subject to extensive and ongoing regulatory requirements. These requirements include submissions of safety and other post-marketing information and reports, registration, as well as continued compliance with current good manufacturing practice requirements, or cGMPs, or similar foreign requirements, good clinical practice requirements, or GCPs, for any clinical studies that we conduct post-approval, and applicable product tracking and tracing requirements for certain drug and biological products. As such, we and our contract manufacturers will be subject to continual review and inspections to assess compliance with cGMP or similar foreign requirements and adherence to commitments made in any marketing application and previous responses to inspectional observations. Accordingly, we and others with whom we work must continue to expend time, money and effort in all areas of regulatory compliance, including manufacturing, production and quality control. In addition, the FDA and foreign regulatory authorities could require us to conduct another study to obtain additional safety or biomarker information. Â Further, we will be required to comply with FDA and other regulatory authoritiesâ€™ promotion and advertising rules, which include, among others, restrictions on promoting products for uses or in patient populations that are not described in the productâ€™s approved uses (known as "off-label use"), limitations on industry-sponsored scientific and educational activities and requirements for promotional activities involving the internet and social media. Although the FDA and other regulatory authorities do not regulate a physicianâ€™s choice of drug treatment made in the physicianâ€™s independent medical judgment, they do restrict promotional communications from companies or their sales force with respect to off-label uses of products for which marketing clearance or certification has not been issued. Later discovery of previously unknown problems with our product candidates, including adverse events of unanticipated severity or frequency, or with our third-party suppliers or manufacturing processes, or failure to comply with regulatory requirements, may result in revisions to the approved labeling to add new safety information; imposition of post-market studies or clinical studies to assess new safety risks; or imposition of distribution restrictions or other restrictions under a REMS or similar program for our gene therapy candidates, if approved. Â Other potential consequences include, among other things: â€¢restrictions on the marketing or manufacturing of our product candidates, withdrawal of the product from the market or product recalls; â€¢fines, untitled letters, warning letters or holds on clinical studies; â€¢refusal by the FDA or similar foreign authorities to approve pending applications or supplements to approved applications filed by us or suspension or revocation of license approvals or similar approvals; â€¢product seizure or detention, or refusal to permit the import or export of our product candidates; and â€¢injunctions or the imposition of civil or criminal penalties. Â FDA and other regulatory authoritiesâ€™ policies may change and additional government regulations may be enacted that could prevent, limit or delay regulatory approval or certification of our product candidates. We cannot predict the likelihood, nature or extent of government regulation that may arise from future legislation or administrative or executive action, either in the United States or abroad. If we are slow or unable to adapt to changes in existing requirements or the adoption of new requirements or policies, or if we are not able to maintain regulatory compliance, we may lose any marketing approval or certification that we may have obtained and we may not achieve or sustain profitability. 51 Â For instance, the regulatory landscape related to clinical trials in the 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 in which the clinical trial takes place, 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 for multi-center trials. 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. The CTR foresees a three-year transition period. The extent to which ongoing and new clinical trials will be governed by the CTR varies. Since January 31, 2023, submissions for all new clinical trials must be made under the CTR. Clinical trials for which an application was submitted (i) prior to January 31, 2022 under the Clinical Trials Directive, or (ii) between January 31, 2022 and January 31, 2023 and for which the sponsor has opted for the application of the EU Clinical Trials Directive remain governed by said Directive until January 31, 2025. After this date, all clinical trials (including those which are ongoing) will become subject to the provisions of the CTR. Compliance with the CTR requirements by us and our third-party service providers, such as CROs, may impact our developments. The EU landscape concerning medical devices recently evolved. On May 25, 2017, the MDR entered into force, which repeals and replaces the MDD and the AIMDD. Unlike directives, which must be implemented into the national laws of the EU member states, regulations are directly applicable (i.e., without the need for adoption of EU member state laws implementing them) in all EU member states and are intended to eliminate current differences in the regulation of medical devices among EU member States. Â The MDR, among other things, is intended to establish a uniform, transparent, predictable and sustainable regulatory framework across the EU and EEA for medical devices and to ensure a high level of safety and health while supporting innovation. See Part I, Item 1. Businessâ€”Government Regulationâ€”Regulation of Medical Devices in the European Union in our Annual Report for more information. Â These modifications may have an effect on the way we intend to develop our business in the EU and EEA. For example, as a result of the transition towards the new regime, notified body review times have lengthened, and product introductions could be delayed or canceled, which could adversely affect our ability to grow our business. Â We expect our Rejuva gene therapy candidates will be, and future gene therapy candidates may be, regulated as biological products, or biological product-device combination products, and therefore may be subject to competition sooner than anticipated. Â The Biologics Price Competition and Innovation Act of 2009, or BPCIA, was enacted as part of the Affordable Care Act to establish an abbreviated pathway for the approval of biosimilar and interchangeable biological products. The regulatory pathway establishes legal authority for the FDA to review and approve biosimilar biologics, including the possible designation of a biosimilar as "interchangeable" based on its similarity to an approved biologic. Under the BPCIA, an application for a biosimilar product may not be submitted to the FDA until four years following the date that the reference product was first licensed by the FDA. In addition, an application for a biosimilar product cannot be approved by the FDA until 12 years after the reference product was approved under a BLA. The law is complex and is still being interpreted and implemented by the FDA. As a result, its ultimate impact, implementation, and meaning are subject to uncertainty. While it is uncertain when processes intended to implement BPCIA may be fully adopted by the FDA, any of these processes could have a material adverse effect on the future commercial prospects for our biological products. We believe that any of the product candidates we develop that is approved in the United States as a biological product under a BLA, if any, 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 the subject product candidates to be reference products for competing products, potentially creating the opportunity for generic competition sooner than anticipated. Moreover, the extent to which a biosimilar, once approved, will be substituted for any one of the reference products in a way that is similar to traditional generic substitution for non-biological products is not yet clear, and will depend on a number of marketplace and regulatory factors that are still developing. Â In addition, the approval of a biologic product biosimilar to one of our product candidates could have a material adverse impact on our business as it may be significantly less costly to bring to market and may be priced significantly lower than our products. Â 52 Â Disruptions at the FDA and other government agencies or notified bodies caused by funding shortages or global health concerns could hinder their ability to hire, retain or deploy key leadership and other personnel, or otherwise prevent new or modified products from being developed, cleared or approved, or commercialized in a timely manner or at all, which could negatively impact our business. Â The ability of the FDA, similar foreign regulatory authorities and notified bodies to review and authorize or certify new products can be affected by a variety of factors, including government budget and funding levels, statutory, regulatory, and policy changes, the FDAâ€™s ability to hire and retain key personnel and accept the payment of user fees, and other events that may otherwise affect the FDAâ€™s ability to perform routine functions. Average review times at the agency have fluctuated in recent years as a result. In addition, government funding of other government agencies that fund research and development activities is subject to the political process, which is inherently fluid and unpredictable. Disruptions at the FDA and other agencies, such as the European Medicines Agency, or the EMA, following its relocation to Amsterdam and corresponding staff changes, may also slow the time necessary for new products or modifications to cleared or approved products to be reviewed and/or approved by necessary government agencies, which would adversely affect our business. For example, over the last several years, the U.S. government has shut down several times and certain regulatory agencies, such as the FDA, have had to furlough critical employees and stop critical activities. Â Separately, in response to the COVID-19 pandemic, the FDA postponed most inspections of domestic and foreign manufacturing facilities at various points. Even though the FDA has since resumed standard inspection operations of domestic manufacturing facilities where feasible, the FDA has continued to monitor and implement changes to its inspectional activities to ensure the safety of its employees and those of the firms it regulates as it adapts to the evolving COVID-19 pandemic, and any resurgence of the virus or emergence of new variants may lead to further inspectional delays. Regulatory authorities outside the United States have adopted similar restrictions or other policy measures in response to the COVID-19 pandemic. If a prolonged government shutdown occurs, or if global health concerns continue to prevent the FDA or other regulatory authorities or notified bodies from conducting their regular inspections, reviews, or other regulatory activities, it could significantly impact the ability of the FDA or other regulatory authorities or notified bodies to timely review and process our regulatory submissions, which could have a material adverse effect on our business. Â For instance in the EU, notified bodies must be officially designated to certify products and services in accordance with the MDR. However, the COVID-19 pandemic has significantly slowed down their designation process and the current designated notified bodies are facing a large amount of requests with the new regulation and notified body review times have lengthened. This situation could impact our ability to grow our business in the EU and EEA and the ability of the notified body to timely review and process our regulatory submissions and perform its audits. Â A recall of our products, if approved, either voluntarily or at the direction of the FDA or another governmental authority, or the discovery of serious safety issues with our products, could have a significant adverse impact on us. Â The FDA and similar foreign governmental authorities have the authority to require the recall of commercialized medical devices in the event of material deficiencies or defects in design or manufacture or in the event that a product poses an unacceptable risk to health. Manufacturers may, under their own initiative, recall a product if any material deficiency in a device is found. A government-mandated or voluntary recall by us or one of our distributors could occur as a result of an unacceptable risk to health, component failures, manufacturing errors, design or labeling defects or other deficiencies and issues. Recalls of any of our products would divert managerial and financial resources and have an adverse effect on our reputation, results of operations and financial condition, which could impair our ability to produce our products in a cost-effective and timely manner in order to meet our customersâ€™ demands. We may also be required to bear other costs or take other actions that may have a negative impact on our future sales and our ability to generate profits. Â Further, under the FDAâ€™s medical device reporting regulations, we are required to report to the FDA any incident in which a commercialized medical device product may have caused or contributed to a death or serious injury or in which our product malfunctioned and, if the malfunction were to recur, would likely cause or contribute to death or serious injury. Repeated product malfunctions may result in a voluntary or involuntary product recall, which could divert managerial and financial resources, impair our ability to manufacture our products in a cost-effective and timely manner and have an adverse effect on our reputation, results of operations and financial condition. Â In the EU, we must comply with the EU medical device vigilance system. Under this system, serious incidents and Field Safety Corrective Actions, or FSCAs must be reported to the relevant authorities of the EU. These reports will have to be submitted through EUDAMEDâ€”once functionalâ€”and aim to ensure that, in addition to reporting to the relevant 53 Â authorities of the EU member states, other actors such as the economic operators in the supply chain will also be informed. Until EUDAMED is fully functional, the corresponding provisions of the MDD continue to apply. FSCAs must be communicated by the manufacturer or its legal representative to its customers and/or to the end users of the device through Field Safety Notices, or FSNs. For similar serious incidents that occur with the same device or device type and for which the root cause has been identified or a FSCA implemented or where the incidents are common and well documented, manufacturers may provide periodic summary reports instead of individual serious incident reports. Any adverse event involving our products, whether in the United States or abroad, could result in future voluntary corrective actions, such as recalls or customer notifications,

or agency action, such as inspection, mandatory recall or other enforcement action. Any corrective action, whether voluntary or involuntary, as well as defending ourselves in a lawsuit, will require the dedication of our time and capital, distract management from operating our business and may harm our reputation and financial results. Â If we obtain approval or certification of any of our product candidates, we may be subject to enforcement action if we engage in the off-label promotion of our products. Â If we obtain approval or certification for any product candidates, our promotional materials and training methods must comply with FDA and other applicable laws and regulations, including the prohibition on the promotion of off-label use. Physicians may use our products off-label, as the FDA does not restrict or regulate a physicianâ€™s choice of treatment within the practice of medicine. For example, we are pursuing market authorization for Revita to improve glycemic control and eliminate insulin needs in T2D patients inadequately controlled on insulin, but physicians may decide to use Revita for other, non-approved, T2D patient populations. If the FDA determines that our promotional materials or training constitutes promotion of an off-label use, it could request that we modify our training or promotional materials or subject us to regulatory or enforcement actions, including the issuance of an untitled letter, a warning letter, injunction, seizure, civil fine and criminal penalties. It is also possible that other federal, state or foreign enforcement authorities might take action if they consider our promotional or training materials to constitute promotion of an unapproved use, which could result in significant fines or penalties under other statutory authorities, such as laws prohibiting false claims for reimbursement. In that event, our reputation could be damaged and adoption of the products would be impaired. Although our policy is to refrain from statements that could be considered off-label promotion of our products, the FDA or another regulatory agency could disagree and conclude that we have engaged in off-label promotion. In addition, the off-label use of our products may increase the risk of injury to patients, and, in turn, the risk of product liability claims. Product liability claims are expensive to defend and could divert our managementâ€™s attention, result in substantial damage awards against us and harm our reputation. Risks Related to Our Business and Strategy Â We are substantially dependent on the success of our lead product candidate, Revita. If we are unable to obtain marketing approval or certification for and commercialize any of our current or future product candidates in a timely manner, our business will be harmed. Â Our future success is dependent on our ability to timely advance and complete clinical studies, obtain marketing approval or certification for and successfully commercialize Revita. In 2016, Revita was CE marked under the MDD. The certificate was renewed under the MDD on March 8, 2021. However, we have only received reimbursement authorization for this product in Germany for the treatment of T2D. We are investing significant efforts and financial resources in the research and development of Revita as well as our Rejuva gene therapy candidates. We are currently conducting a pivotal clinical study of Revita in patients with inadequately controlled T2D despite being on at least one GLA. We also initiated a pivotal clinical study of Revita in patients with obesity who have lost at least 15% total body weight on GLP-1RA therapy and wish to discontinue their GLP-1RA without weight regain. Revita will require additional clinical development, evaluation of clinical manufacturing activities, marketing approval from government regulators, substantial investment and significant marketing efforts before we can generate any revenues from product sales in the United States. We are not permitted to market or promote Revita or any other product candidate, before we receive marketing approval or certification from the FDA or comparable foreign regulatory authorities or notified bodies, and we may never receive such marketing approvals or certifications. Â The success of Revita will depend on several factors, including the following: â€¢the successful and timely completion of our ongoing or planned clinical studies; â€¢the initiation and successful patient enrollment and completion of additional clinical studies on a timely basis; 54 Â â€¢maintaining and establishing relationships with CROs and clinical sites for clinical development, both in the United States and internationally; â€¢the frequency and severity of adverse events in the clinical studies; â€¢the efficacy, safety and tolerability profiles that are satisfactory to the FDA or any comparable foreign regulatory authority or notified bodies for marketing approval or certification; â€¢the timely receipt of marketing approvals or certifications from applicable regulatory authorities or notified bodies; â€¢the extent of any required post-marketing approval commitments to applicable regulatory authorities; â€¢maintaining our manufacturing facility and certain regulatory requirements thereof; â€¢the maintenance of existing or the establishment of new supply arrangements with third-party drug product suppliers and manufacturers for clinical development; â€¢the maintenance of existing, or the establishment of new, scaled production arrangements with third-party manufacturers to obtain finished products that are appropriate for commercial sale of our product candidates, if approved or certified; â€¢the protection of our rights in our intellectual property portfolio; â€¢the successful launch of commercial sales following any marketing approval or certification; â€¢a continued acceptable safety profile following any marketing approval; â€¢commercial acceptance by patients, the medical community and third-party payors; and â€¢our ability to compete with other therapies. Â We do not have complete control over many of these factors, including certain aspects of clinical development and the regulatory submission process, potential threats to our intellectual property rights and the manufacturing, marketing, distribution and sales efforts of any future collaborator. If we are not successful with respect to one or more of these factors in a timely manner or at all, we could experience significant delays or an inability to successfully commercialize Revita, which would materially harm our business. If we do not receive marketing approvals or certification under the MDR for Revita, we may not be able to continue our operations. Â Our long-term prospects depend in part upon discovering, developing and commercializing product candidates, which may fail in development or suffer delays that adversely affect their commercial viability. We intend to identify and develop novel product candidates, which makes it difficult to predict the time, cost and potential success of our current product candidates, and other product candidates we may develop in the future. Our future results of operations are dependent on our ability to successfully discover, develop, obtain regulatory approval or certification for and commercialize product candidates beyond those we currently have in preclinical studies and clinical development. A product candidate can unexpectedly fail at any stage of preclinical and clinical development. The historical failure rate for product candidates is high due to risks relating to safety, efficacy, clinical execution, changing standards of medical care and other unpredictable variables. The results from preclinical or early clinical studies of a product candidate may not be predictive of the results that will be obtained in later stage clinical studies of the product candidate. Â The success of the product candidates we have or may develop will depend on many factors, including the following: â€¢the success of our research methodology in identifying potential indications or product candidates; â€¢generating sufficient data to support the initiation or continuation of clinical studies; â€¢obtaining regulatory permission to initiate clinical studies; â€¢contracting with the necessary parties to conduct clinical studies; â€¢successful enrollment of patients in, and the completion of, clinical studies on a timely basis; 55 Â â€¢the timely manufacture of sufficient quantities of the applicable product candidate for use in clinical studies; â€¢the possible occurrence of adverse events in our clinical studies; and â€¢any potential interruptions or delays resulting from factors related to the COVID-19 pandemic or any future public health crises, including epidemics and pandemics. Â In addition, our strategy includes identifying, developing and commercializing our Rejuva gene therapy candidates by using an AAV vector for endoscopic delivery of transgenes, such as GLP-1 receptor analog, to the pancreas to enable long-term remission of T2D by potentially restoring insulin production in patients with advanced disease. Our future success depends on the successful development of our Rejuva gene therapy platform. To date, very few products that utilize gene transfer have been approved in the United States or Europe and no gene therapy products that utilize an endoscopic method of administration have been approved. In addition, there have been a limited number of clinical studies of gene transduction technologies as compared to other, more conventional forms of therapy. Â Although several AAV vectors have been tested in numerous clinical studies and are currently used in FDA-approved products, we cannot be certain that our Rejuva gene therapy candidates will successfully complete preclinical and clinical studies, or that it will not cause significant adverse events or toxicities. We also cannot be certain that we will be able to avoid triggering toxicities in our future preclinical or clinical studies or that our endoscopic method of administration will not cause unforeseen side effects or other challenges. Any such results could impact our ability to develop a product candidate, including our ability to enroll patients in our clinical studies. As a result of these factors, it is more difficult for us to predict the time and cost of our Rejuva gene therapy candidatesâ€™ development, and we cannot predict whether the application of our approach to gene therapy, or any similar or competitive programs, will result in the identification, development, and regulatory approval of Rejuva, or that other gene therapy programs will not be considered better or more attractive. There can be no assurance that any development problems we experience in the future related to our Rejuva gene therapy candidates or any of our research programs will not cause significant delays or unanticipated costs, or that such development problems can be solved. We may also experience delays and challenges in achieving sustainable, reproducible, and scalable production. Any of these factors may prevent us from completing our preclinical or clinical studies or commercializing any gene therapy candidates we may develop on a timely or profitable basis, if at all. Â Even if we successfully advance any other product candidates into clinical development, their success will be subject to all of the clinical, regulatory and commercial risks described elsewhere in this "Risk Factors" section. Accordingly, we cannot assure you that we will ever be able to discover, develop, obtain regulatory approval or certification of, commercialize or generate significant revenue from our other product candidates. Â We may not be able to gain the support of leading hospitals and key thought leaders, or to publish the results of our clinical studies in peer-reviewed journals, which may make it difficult to establish the Revita DMR Procedure and/or our Rejuva gene therapy candidates as a standard of care, if approved, and may limit our revenue growth and ability to achieve profitability. Â Our strategy includes developing relationships with leading hospitals and key thought leaders in the industry. If these hospitals and key thought leaders determine that the Revita DMR Procedure and/or our Rejuva gene therapy candidates are not clinically effective, or that alternative technologies or products are more effective, or if we encounter difficulty promoting adoption of or establishing the Revita DMR Procedure and/or our Rejuva gene therapy candidates as a standard of care, once approved or certified, our revenue growth and our ability to achieve profitability could be significantly limited. Â We believe that the successful completion of our clinical studies of the Revita DMR Procedure and our Rejuva gene therapy candidates, publication of scientific and medical results in peer-reviewed journals, and presentation of data at leading conferences are critical to the broad adoption of the Revita DMR Procedure and our Rejuva gene therapy candidates. Publication in leading medical journals is subject to a peer-review process, and peer reviewers may not consider the results of studies involving the Revita DMR Procedure and/or our Rejuva gene therapy candidates sufficiently novel or worthy of publication. Â 56 Â We have not yet studied the ability of Revita to be used in repeated procedures. If we are unable to demonstrate the safety and improved glycemic effects of Revita for repeat use, it could have a material adverse effect on the clinical utility and commercial adoption of the device. Â We have not yet studied the ability of Revita to be used in repeat procedures. Although, in a long-term follow-up study of the PP population in our Revita-1 study, we observed a statistically significant mean HbA1c reduction of 1.0% (n=27) at 24 months in patients who underwent the Revita DMR Procedure, in combination with at least one ongoing OAD and lifestyle counseling, we cannot be certain that patients will be able to have repeat procedures in the future. If we are unable to demonstrate the safety of Revita for repeat use, it could have a material adverse effect on the clinical utility and commercial adoption of Revita because providers, referring physicians, payors and patients may not find the product to be a compelling treatment option for T2D patients. To the extent any of the aforementioned groups do not accept Revita as a compelling treatment option for T2D patients, it could significantly harm our business, financial condition and prospects. Â We have never obtained marketing approval for a product candidate in the United States and we may be unable to obtain, or may be delayed in obtaining, marketing approval for any product candidate in the United States. Â We have never obtained marketing approval for a product candidate in the United States. It is possible that the FDA may refuse to accept for substantive review any PMAs, BLAs or similar applications that we submit for our product candidates or may conclude after review of our data that our applications are insufficient to obtain marketing approval of our product candidates. We believe our proposed approach of treating obesity and T2D through the Revita DMR Procedure and our Rejuva gene therapy candidates is novel and, as a result, the process for, and the outcome of, our efforts to seek FDA approval is especially uncertain. If the FDA does not accept or approve our PMAs or BLAs for our product candidates, it may require that we conduct additional clinical, preclinical, or manufacturing validation studies and submit that data before it will reconsider our applications. Depending on the extent of these or any other FDA-required studies, approval of any PMA or BLA that we submit may be delayed or may require us to expend more resources than we have available. It is also possible that additional studies, if performed and completed, may not be considered sufficient by the FDA to approve our PMAs or BLAs. Â Any delay in obtaining, or an inability to obtain, marketing approvals would prevent us from commercializing our product candidates, generating revenues, and achieving and sustaining profitability. If any of these outcomes occur, we may be forced to abandon our development efforts for our product candidates, which could significantly harm our business. Â If we are unable to obtain a billing code from the U.S. Department of Health and Human Services so that procedures using Revita, if approved, are covered under Medicare and Medicaid, this could have a negative impact on our intended sales and would have a material adverse effect on our business, financial condition and operating results. Â We plan to submit an application to the U.S. Department of Health and Human Services for a billing code so that procedures using Revita, if approved, are covered under Medicare and Medicaid. However, there can be no assurance that our application will be successful, or that we will be able to obtain a code in a timely manner. In the event that we do not obtain a billing code for Revita, our customers may be unable to obtain reimbursement to cover the cost of their purchases under private or government-sponsored insurance plans, which could have a negative impact on our sales and have a material adverse effect on our business, financial condition and operating results. In addition, Medicare and its administrative contractors as well as other insurers must find that Revita meets their medical necessity requirements for the treatment of patients with T2D on long-acting insulin or they will not pay for the treatment. In addition, there is a risk that the payment amount for Revita could be too low or too high to incentivize customer adoption. Â If Revita, our Rejuva gene therapy candidates or any of our other future product candidates is approved or certified and fail to achieve and sustain sufficient market acceptance, we will not generate expected revenue and our business may be harmed. Â Commercialization of Revita, our Rejuva gene therapy candidates and any of our other future product candidates in the United States and other jurisdictions in which we intend to pursue marketing approval or certification for such product candidates is a key element of our strategy. To be commercially successful, we must establish through clinical studies and convince physicians, hospitals and other healthcare providers, as well as potential patients, that the Revita DMR Procedure and our Rejuva gene therapy candidates are superior and attractive alternatives to currently available treatment options. Acceptance of our Rejuva gene therapy candidates and the Revita DMR Procedure depends on establishing their safety and effectiveness, including the Revita DMR Procedureâ€™s durability in treating obesity or T2D, and educating our target audience about their distinct characteristics, potential benefits, safety and ease-of-use. If we are not successful in 57 Â establishing safety, effectiveness and ease of use, and conveying that our product candidates, if approved or certified, or the procedures and treatment they enable, provide superior results compared to existing technologies, practices and/or therapies, or that these product candidates improve patient outcomes, we may experience reluctance or refusal on the part of physicians, hospitals and other healthcare providers to accept and order, and third-party payors to pay for the treatment or procedures performed with, our product candidates, or patients may elect not to undergo the Revita DMR Procedure or take our Rejuva gene therapy candidates. Â We believe that physicians, hospital and other healthcare providers will not widely accept our product candidates unless they are able to determine that our product candidates provide a benefit to patients and are a superior alternative to currently available interventions and easily integrated into their current endoscopy suite. Physicians, hospitals and other healthcare providers may be hesitant to change their medical treatment practices for the following reasons, among others: â€¢comfort and experience with current treatment regimens; â€¢long-standing relationships with competitors and distributors that sell other products and such partiesâ€™ negative selling efforts; â€¢perceived liability risks generally associated with the use of new products and procedures; â€¢lack or perceived lack of long-term clinical data relating to safety or effectiveness, including durable effectiveness; â€¢difficulty in using Revita; â€¢higher cost or perceived higher cost of our product candidate compared to currently available treatments; and â€¢the additional time commitment that may be required for training. Â These hurdles may make it difficult to demonstrate to physicians, hospitals and other healthcare providers that the Revita DMR Procedure and our Rejuva gene therapy candidates are an appropriate option for treating metabolic diseases, such as obesity and T2D, may be superior to available treatments and may be more cost-effective than alternative technologies. Furthermore, we may encounter significant difficulty in gaining inclusion in metabolic disease treatment guidelines and gaining broad market acceptance by healthcare providers, third-party payors and patients for our products, if approved, or procedures in which our products are used. Â In addition, patient satisfaction with the Revita DMR Procedure and our Rejuva gene therapy candidates will be an important factor in providersâ€™ decisions to use our products. The success of any particular procedure using our products, and a patientâ€™s satisfaction with the procedure, is dependent on the technique and execution of the procedure by the endoscopist. Even if our products are manufactured exactly to specification, there is a risk that the endoscopist may not perform the procedure to specifications, leading to patient dissatisfaction with the procedure. If patients do not have a good outcome following procedures conducted using our products, providersâ€™ views of our products may be negatively impacted. Â If we fail to successfully commercialize our products, if approved or certified, we may never receive a return on the significant investments in product development, sales and marketing, regulatory, manufacturing and quality assurance we have made, or further investments we intend to make, and we may fail to generate revenue or gain economies of scale from such investments. Â Our future growth depends on physician awareness and adoption of the Revita DMR Procedure. Â We intend to focus our sales, marketing and training efforts on diabetologists, gastroenterologists and interventional endoscopists. However, the initial point of contact for many patients suffering from

obesity and/or T2D may be primary care physicians, or PCPs, or other referring medical professionals, such as nurse practitioners or physician assistants, who commonly see patients who have, or who are at risk of developing, obesity and/or T2D. We believe that education of PCPs, and other medical professionals caring for patients with metabolic diseases, about the clinical merits and patient benefits of the Revita DMR Procedure and our Rejuva gene therapy candidates is an important element of the adoption and market acceptance of our product candidates. If we fail to educate PCPs and other medical professionals, or if we educate them but they disagree with the clinical merits, patient benefits and ease-of-use of the DMR procedure using Revita and/or our Rejuva gene therapy candidates, or do not modify their current referral pattern to refer obesity and/or 58 Â T2D patients to diabetologists, gastroenterologists and interventional endoscopists to perform the DMR procedure using Revita, our ability to achieve our projected revenues may be impaired. Â The training required for endoscopists to use Revita could reduce the market acceptance of our products. Â As with any new method or technique, endoscopists must undergo a training program before they are qualified to perform DMR procedure using Revita and administer our Rejuva gene therapy candidates. Endoscopists may not achieve the technical competency necessary to perform the procedure. We could also experience difficulty in meeting expected levels of endoscopistsâ€™ completing our training program. This could happen due to there being less demand than expected, the length of time necessary to train each endoscopist being longer than we anticipate and/or the capacity of our future sales representatives to train endoscopists being lower than expected. Â We have never commercialized a product candidate before and may lack the necessary expertise, personnel and resources to successfully commercialize any products on our own or together with suitable collaborators. Â We have never commercialized a product candidate, and we currently have no sales force, marketing or distribution capabilities. We will have to develop our own sales, marketing and supply organization or outsource these activities to a third party to commercialize our products. If we decide to license our product candidate to others, we may need to rely on the marketing assistance and guidance of those collaborators. Â Factors that may affect our ability to commercialize our product candidates on our own include recruiting and retaining adequate numbers of effective sales and marketing personnel, obtaining access to or persuading adequate numbers of physicians to prescribe our product candidates and other unforeseen costs associated with creating an independent sales and marketing organization. Developing a sales and marketing organization will be expensive and time-consuming and could delay the launch of our product candidates. We may not be able to build an effective sales and marketing organization. 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 not generate revenues from them or be able to reach or sustain profitability. Â The medical device, diabetes management and biopharmaceutical markets are highly competitive. We face significant competition, and if our competitors develop and market technologies or products more rapidly than we do or that are more effective, safer or less expensive than the product candidates we develop, our commercial opportunities will be negatively impacted. Â If our device product candidates receive marketing authorization or are cleared, approved or certified by regulatory authorities or notified bodies, when we commercialize our products we will compete with commercial medical device and diabetes management companies that offer a wider variety of products, services and procedures within the diabetic care categories. Some of these product offerings include: lifestyle and diet services, pharmaceuticals, and bariatric surgeries, in particular gastric bypass surgeries. Most of our expected competitors are either publicly traded or are divisions of publicly traded companies and have a number of competitive advantages over us, including: â€¢greater name and brand recognition, and financial and human-capital resources; â€¢longer commercial histories and better-established, broader operations and product lines and pipelines; â€¢larger sales forces and more established distribution networks; â€¢greater experience in conducting research and development, manufacturing, clinical studies, preparing regulatory submissions and obtaining regulatory clearance, approval or certification for product candidates; â€¢substantial intellectual property portfolios; â€¢larger and better-established customer bases and more extensive relationships with physicians, including diabetologists and endoscopists, providing them with more opportunities to interact with stakeholders involved in purchasing decisions; and â€¢better-established, larger-scale and lower-cost manufacturing capabilities and supplier relationships. Â We believe that the principal competitive factors in our target markets include: 59 Â â€¢safety and impact of products and procedures on the health of the patient; â€¢acceptance by diabetologists, endoscopists, endocrinologists, PCPs and other healthcare providers; â€¢reputation among physicians, hospitals and other healthcare providers; â€¢effectiveness, ease-of-use and reliability of the Revita DMR Procedure; â€¢capital and per-procedure economics of the DMR procedure using Revita; â€¢capital and per-treatment economics of our Rejuva gene therapy candidates; â€¢ability to implement a consumables-based model for product candidates; â€¢innovation in product candidate offerings; â€¢effective manufacturing, sales, marketing and distribution channels; and â€¢technical superiority of the Revita DMR Procedure in comparison to current treatment options. Â We cannot assure you that we will effectively compete or that we will be successful in the face of increasing competition from existing and new products and technologies introduced by competitors, including pharmaceutical therapies to treat the same metabolic diseases as those targeted by our product candidates. We cannot assure you that our future competitors do not have or will not develop products or technologies that enable them to produce competitive products with greater capabilities or at lower costs than our product candidates. Any failure to compete effectively could materially and adversely affect our business, financial condition and operating results. Â In addition, the biotechnology and biopharmaceutical industries are characterized by rapidly advancing technologies, intense competition and a strong emphasis on proprietary and novel products and product candidates. Our competitors have developed, are developing or may develop products, product candidates and processes competitive with our product candidates. Any product candidates that we successfully develop and commercialize, such as our Rejuva gene therapy candidates, will compete with existing therapies and new therapies that may become available in the future. We believe that a significant number of products are currently under development, and may become commercially available in the future, for the treatment of conditions for which we may attempt to develop product candidates. Â In particular, there is intense competition in the field of gene therapy we are pursuing. We have competitors both in the United States and internationally, including major multinational biopharmaceutical companies, established biotechnology companies, specialty biopharmaceutical companies, emerging and start-up companies, universities and other research institutions. We also compete with these organizations to recruit management, scientists and clinical development personnel, which could negatively affect our level of expertise and our ability to execute our business plan. We will also face competition in establishing clinical study sites, enrolling subjects for clinical studies and in identifying and in-licensing new product candidates. Â We have chosen to initially address a well-validated biochemical target, and therefore expect to face competition from existing products and products in development for each of our product candidates. There are a large number of companies developing or marketing gene therapies, including many major pharmaceutical and biotechnology companies. Many of these current and potential competitors have significantly greater financial, manufacturing, marketing, drug development, technical and human resources and commercial expertise than we do. Large pharmaceutical and biotechnology companies, in particular, have extensive experience in clinical testing, obtaining regulatory approvals, recruiting patients and manufacturing biotechnology products. These companies also have significantly greater research and marketing capabilities than we do and may also have products that have been approved or are in late stages of development, and collaborative arrangements in our target markets with leading companies and research institutions. Established biopharmaceutical and biotechnology companies may also invest heavily to accelerate discovery and development of novel compounds or to in-license novel compounds that could make the product candidates that we develop obsolete. Smaller or early-stage companies may also prove to be significant competitors, particularly through collaborative arrangements with large and established companies, as well as in acquiring technologies complementary to, or necessary for, our programs. As a result, our competitors may succeed in obtaining approval from the FDA or other comparable foreign regulatory authorities or in discovering, developing and commercializing products in our field before we do. Â Our commercial opportunity could be reduced or eliminated if our competitors develop and commercialize products that are safer, more effective, have fewer or less severe effects, are more convenient, have a broader label, are marketed more effectively, are reimbursed or are less expensive than any products that we may develop. Our competitors 60 Â also may obtain marketing approval from the FDA or other comparable foreign regulatory authorities for their products more rapidly than we may obtain approval for ours, which could result in our competitors establishing a strong market position before we are able to enter the market. Even if the product candidates we develop achieve marketing approval, they may be priced at a significant premium over competitive products if any have been approved by then, resulting in reduced competitiveness. Technological advances or products developed by our competitors may render our technologies or product candidates obsolete, less competitive or not economical. If we are unable to compete effectively, our opportunity to generate revenue from the sale of our products we may develop, if approved, could be adversely affected. We may not be able to develop new product candidates or enhance the capabilities of our existing product candidates to keep pace with our industryâ€™s rapidly changing technology and customer requirements, which could have a material adverse impact on our revenue, results of operations and business. Â Our industry is characterized by rapid technological changes, frequent new product introductions and enhancements and evolving industry standards. Our success depends on our ability to develop new product candidates and applications for our technology in new markets that develop as a result of technological and scientific advances, while improving the performance and cost-effectiveness of our existing product candidates. New technologies, techniques or products could emerge that might offer better combinations of price and performance than the products and systems that we plan to sell. Existing markets for our intended product candidates are characterized by rapid technological change and innovation. It is critical to our success that we anticipate changes in technology and customer requirements and physician, hospital and healthcare provider practices and successfully introduce new, enhanced and competitive technologies to meet our prospective customersâ€™ needs on a timely and cost-effective basis. At the same time, however, we must carefully manage our introduction of new product candidates. If potential customers believe that such product candidates will offer enhanced features or be sold for a more attractive price, they may delay purchases until such product candidates are available. We may also have excess or obsolete inventory of older products as we transition to new product candidates, and we have no experience in managing product transitions. If we do not successfully innovate and introduce new technology into our anticipated product lines or manage the transitions of our technology to new product offerings, our revenue, results of operations and business will be adversely impacted. Â Competitors may be able to respond more quickly and effectively than we can to new or changing opportunities, technologies, standards or customer requirements. We anticipate that we will face strong competition in the future as expected competitors develop new or improved products and as new companies enter the market with new technologies. Â If the market opportunity for any product candidate that we develop is smaller than we believe, our revenue may be adversely affected and our business may suffer. Â Our projections of addressable patient populations that may benefit from treatment with our product candidates are based on our estimates. These estimates, which have been derived from a variety of sources, including scientific literature, surveys of clinics, patient foundations and market research, may prove to be incorrect. Further, our internal estimates are based in large part on current patterns of treatment selection by diabetologists. Additionally, the potentially addressable patient population for our product candidates may not ultimately be amenable to treatment with our product candidates. Our market opportunity may also be limited by future competitor treatments that enter the market. If any of our estimates prove to be inaccurate, the market opportunity for any product candidate that we develop could be significantly diminished and have an adverse material impact on our business. Â If the quality of our product candidates does not meet the expectations of diabetologists, gastroenterologists, interventional endoscopists, endocrinologists, PCPs or other referring physicians, or patients, then our brand and reputation could suffer and our business could be adversely impacted. Â In the course of conducting our business, we must adequately address quality issues that may arise with our product candidates, as well as defects in third-party components included in our product candidates. Although we have established internal procedures to detect and address quality issues, there can be no assurance that we will be able to eliminate or mitigate risks that may arise from these issues. If the quality of our product candidates does not meet the expectations of diabetologists, gastroenterologists, interventional endoscopists, endocrinologists, PCPs or other referring physicians, or patients, then our brand and reputation could suffer, and our business could be adversely impacted. Â 61 Â Our sales cycle will be lengthy and variable, which makes it difficult for us to forecast revenue and other operating results. Â If Revita is approved, we expect that our sales process will involve numerous interactions with multiple individuals within an organization and will often include in-depth analysis by potential customers of our products, performance of proof-of-concept studies, preparation of extensive documentation and a lengthy review process. As a result of these factors and the budget cycles of our potential customers, the time from initial contact with a customer to our receipt of a purchase order will vary significantly and could be up to 12 months or longer. Given the length and uncertainty of our anticipated sales cycle, we likely will experience fluctuations in our product sales on a period-to-period basis. Expected revenue streams are highly dependent on adoption of our consumables-based business model, and we cannot assure you that our potential clients will follow a consistent purchasing pattern. Moreover, it is difficult for us to forecast our revenue from product candidates that are not yet approved for commercialization, as such revenue is dependent upon our ability to establish, and then convince the medical community and third-party payors of, the clinical utility and economic benefits of our product candidates. Â Third-party payors may choose not to cover the DMR procedure using Revita or they may require extensive and/or independently performed clinical studies prior to covering or maintaining coverage of the DMR procedure using Revita. Â Our success depends on the medical and third-party payor communitiesâ€™ acceptance of our product candidates as tools and/or therapies that are useful to diabetologists, gastroenterologists and interventional endoscopists in treating patients with obesity, T2D and other metabolic diseases. The safety and effectiveness of the Revita DMR Procedure and our Rejuva gene therapy candidates have not been established, and we cannot assure you that any data that we or others generate will be consistent with the preclinical and clinical studies we have completed, or those we intend to complete. Even if our clinical studies demonstrate safety and effectiveness sufficient to gain regulatory approval for Revita or our Rejuva gene therapy candidates, certain diabetologists, gastroenterologists, interventional endoscopists, hospitals, ambulatory surgery centers and third-party payors may not find data from our clinical studies compelling or may prefer to see longer-term effectiveness data before adopting or covering the DMR procedure using Revita and/or our Rejuva gene therapy candidates. If providers do not adopt or third-party payors do not provide coverage for the DMR procedure using Revita and/or our Rejuva gene therapy candidates, our business will be materially and adversely affected. Â We depend on our information technology systems, and any failure of these systems could harm our business. Â We depend on information technology systems for significant elements of our operations, including the storage of data and retrieval of critical business information. We have installed, and expect to expand, a number of enterprise software systems that affect a broad range of business processes and functional areas, including systems handling human resources, financial controls and reporting, contract management, regulatory compliance and other infrastructure operations. These information technology systems may support a variety of functions, including storage of clinical data, laboratory operations, test validation, quality control, customer service support, billing and reimbursement, research and development activities and general administrative activities. Â Information technology systems are vulnerable to damage from a variety of sources, including network failures, malicious or accidental human acts and natural disasters. Despite network security and back-up measures, some of our servers are potentially vulnerable to physical or electronic break-ins, computer viruses and similar disruptive problems. Failures or significant downtime of our information technology systems or those used by our third-party service providers could prevent us from conducting our general business operations. Any disruption or loss of information technology systems on which critical aspects of our operations depend could have an adverse effect on our business. Further, we store highly confidential information on our information technology systems, including information related to clinical data, product designs and plans to create new products. If our systems are compromised by a physical or electronic break-in, computer virus or other malicious or accidental human action, our confidential information could be compromised, stolen or destroyed. Â Negative public opinion and increased regulatory scrutiny of gene therapy may damage public perception of the safety of our Rejuva gene therapy candidates, and any of our potential future gene therapy candidates, and adversely affect our ability to conduct our business or obtain regulatory approvals for our Rejuva gene therapy candidates. Â Our Rejuva PGTx candidate involves introducing genetic material into a patientâ€™s pancreas via endoscopic administration. Gene therapy remains a novel technology, with only a limited number of gene therapy approved to date. 62 Â Public perception may be influenced by claims that gene therapy is unsafe, and gene therapy may not gain the acceptance of the public or the medical community. In particular, our success will depend upon physicians who specialize in the treatment of metabolic diseases targeted by our current or future gene therapy candidates, prescribing treatments that involve the use of our current or future gene therapy candidates in lieu of, or in addition to, existing treatments with which they are familiar and for which greater clinical data may be available. More restrictive government regulations or negative public opinion would have an adverse effect on our business, financial condition, results of operations and prospects and may delay or impair the development, commercialization or demand of our current and future gene therapy candidates we develop. Potential serious adverse events in our clinical studies, or other clinical studies involving gene therapy or our competitorsâ€™ products, even if not ultimately attributable to the relevant product candidates, and the resulting publicity, could result in increased government regulation, unfavorable public perception, potential regulatory delays in the testing or approval of our current and future gene therapy candidates, stricter labeling requirements for those product candidates that are approved and a decrease in demand for any such product candidates. Â

Risks Relating to Our Dependence on Third Parties Â We substantially rely, and expect to continue to rely, on third parties, including independent clinical investigators and CROs, to conduct certain aspects of our preclinical studies, and clinical studies. If these third parties do not successfully carry out their contractual duties, comply with applicable regulatory requirements or meet expected deadlines, we may not be able to obtain marketing authorization of or commercialize our product candidates and our business could be substantially harmed. Â We substantially rely, and expect to continue to rely, on third parties, including independent clinical investigators and third-party CROs, to conduct certain aspects of our preclinical studies and to monitor and manage data for our ongoing preclinical programs. We rely on these parties for execution of our preclinical and clinical studies, and control only certain aspects of their activities. Nevertheless, we are responsible for ensuring that each of our studies and studies is conducted in accordance with the applicable protocol, legal, regulatory and scientific standards, and our reliance on these third parties does not relieve us of our regulatory responsibilities. We, our third-party contractors and CROs are required to comply with GCP requirements, which are regulations and guidelines enforced by the FDA and comparable foreign regulatory authorities for all of our products candidates in clinical development. Regulatory authorities enforce these GCPs through periodic inspections of study sponsors, principal investigators and study sites. If we or any of these third parties or our CROs fail to comply with applicable GCPs, the clinical data generated in our clinical studies may be deemed unreliable and the FDA or comparable foreign regulatory authorities may require us to perform additional clinical studies before approving our marketing applications. We cannot assure you that upon inspection by a given regulatory authority, such regulatory authority will determine that any of our clinical studies comply with GCP regulations. In addition, our clinical studies must be conducted with product produced under cGMP or similar foreign regulations. Our failure to comply with these regulations may require us to repeat clinical studies, which would delay the regulatory approval process. Moreover, our business may be adversely affected if any of these third parties violates federal or state fraud and abuse or false claims laws and regulations. Â In addition, the FDA or comparable foreign regulatory authority may conclude that our financial relationships with principal investigators, some of whom we engage as consultants, have created a conflict of interest or otherwise affected interpretation of the study. The FDA or comparable foreign regulatory authority may therefore question the integrity of the data generated at the applicable clinical study site and the utility of the clinical study itself may be jeopardized. This could result in a delay in approval, or rejection, of our marketing applications by the FDA or comparable foreign regulatory authority, as the case may be, and may ultimately lead to the denial of marketing approval of one or more of our product candidates. Â Further, there is no guarantee that any such CROs, investigators or other third parties on which we rely will devote adequate time and resources to our development activities or perform as contractually required. These third parties may also have relationships with other commercial entities, including our competitors, for whom they may also be conducting clinical studies or other product development activities, which could affect their performance on our behalf. If independent investigators or CROs fail to devote sufficient resources to the development of our product candidates, or if CROs 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, regulatory requirements or for other reasons, our clinical studies may be extended, delayed or terminated and we may not be able to obtain regulatory approval for or successfully commercialize our product candidates. As a result, our results of operations and the commercial prospects for our product candidates would be harmed, our costs could increase and our ability to generate revenues could be delayed or precluded entirely. 63 Â Â Our CROs have the right to terminate their respective agreements with us in the event of an uncured material breach. In addition, some of our CROs have an ability to terminate their respective agreements with us if it can be reasonably demonstrated that the safety of the subjects participating in our clinical studies warrants such termination, if we make a general assignment for the benefit of our creditors or if we are liquidated. Â If any of our relationships with these third-party CROs terminate, we may not be able to enter into arrangements with alternative CROs 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 commences work. As a result, delays occur, which can materially impact our ability to meet our desired clinical development timelines. Additionally, CROs may lack the capacity to absorb higher workloads or take on additional capacity to support our needs. Though we carefully manage our relationships with our CROs, there can be no assurance that we will not encounter similar 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. Â If we decide to establish new collaborations in the future, but are not able to establish those collaborations on commercially reasonable terms, we may have to alter our development and commercialization plans. Â Our development programs and the potential commercialization of our product candidates will require substantial additional cash to fund expenses. We may seek to selectively form collaborations to expand our capabilities, potentially accelerate research and development activities and provide for commercialization activities by third parties. Any of these relationships may require us to incur non-recurring and other charges, increase our near and long-term expenditures, issue securities that dilute our existing stockholders, or disrupt our management and business. Â We may face significant competition in seeking appropriate collaborators and the related negotiation process is time-consuming and complex. Whether we reach a definitive agreement for a collaboration will depend, among other things, upon our assessment of the collaboratorâ€™s resources and expertise, the terms and conditions of the proposed collaboration and the proposed collaboratorâ€™s evaluation of a number of factors. Those factors may include the design or results of clinical studies, the likelihood of approval by the FDA or comparable foreign regulatory authorities, the potential market for the subject product candidate, the costs and complexities of manufacturing and delivering such product candidate to patients, the potential of competing drugs, the existence of uncertainty with respect to our ownership of intellectual property and industry and market conditions generally. The potential collaborator may also consider alternative product candidates or technologies for similar indications that may be available to collaborate on and whether such collaboration could be more attractive than the one with us for our product candidate. Further, we may not be successful in our efforts to establish a collaboration or other alternative arrangements for future 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 them as having the requisite potential to demonstrate safety and efficacy. Â In addition, there have been a significant number of recent business combinations among large companies in our industry that have resulted in a reduced number of potential future collaborators. Even if we are successful in entering into a collaboration, the terms and conditions of that collaboration may restrict us from entering into future agreements on certain terms with potential collaborators. Â If and when we seek to enter into collaborations, we may not be able to negotiate collaborations on a timely basis, on acceptable terms, or at all. If we are unable to do so, we may have to curtail the development of a product candidate, reduce or delay its development program or one or more of our other development programs, delay its potential commercialization or reduce the scope of any sales or marketing activities, or increase our expenditures and undertake development or commercialization activities at our own expense. If we elect to increase our expenditures to fund development or commercialization activities on our own, we may need to obtain additional capital, which may not be available to us on acceptable terms or at all. If we do not have sufficient funds, we may not be able to further develop our product candidates or bring them to market and generate product revenue. Â We may enter into collaborations in the future with third parties for the development and commercialization of product candidates. If those collaborations are not successful, we may not be able to capitalize on the market potential of these product candidates. Â We may seek third-party collaborators in the future for the development and commercialization of one or more of our product candidates. Our likely collaborators for any future collaboration arrangements include large and mid-size 64 Â pharmaceutical companies, regional and national pharmaceutical companies and biotechnology companies. We will likely have limited control over the amount and timing of resources that our collaborators dedicate to the development or commercialization of our product candidates. Our ability to generate revenues from these arrangements will depend on our collaboratorsâ€™ abilities and efforts to successfully perform the functions assigned to them in these arrangements. Â Collaborations involving our product candidates could pose numerous risks to us, including the following: â€¢collaborators have significant discretion in determining the efforts and resources that they will apply to these collaborations and may not perform their obligations as expected; â€¢collaborators may deemphasize or not pursue development and commercialization of our product candidates or may elect not to continue or renew development or commercialization programs based on clinical study results, changes in the collaboratorsâ€™ strategic focus, including as a result of a sale or disposition of a business unit or development function, or available funding or external factors such as an acquisition that diverts resources or creates competing priorities; â€¢collaborators may delay clinical studies, provide insufficient funding for a clinical study program, stop a clinical study or abandon a product candidate, repeat or conduct new clinical studies 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€¢a collaborator with marketing and distribution rights to multiple products may not commit sufficient resources to the marketing and distribution of our product relative to other products; â€¢collaborators may not properly obtain, maintain, defend or enforce our intellectual property rights or may use our proprietary information and intellectual property in such a way as to invite litigation or other intellectual property related proceedings that could jeopardize or invalidate our proprietary information and intellectual property or expose us to potential litigation or other intellectual property related proceedings; â€¢disputes may arise between the collaborators and us that result in the delay or termination of the research, development or commercialization of our product candidates or that result in costly litigation or arbitration that diverts management attention and resources; â€¢collaborations may be terminated and, if terminated, may result in a need for additional capital to pursue further development or commercialization of the applicable product candidates; â€¢collaboration agreements may not lead to development or commercialization of product candidates in the most efficient manner or at all; and â€¢if a collaborator of ours were to be involved in a business combination, the continued pursuit and emphasis on our drug development or commercialization program could be delayed, diminished or terminated. Â Our employees, independent contractors, consultants, commercial collaborators, principal investigators, CROs, suppliers and vendors may engage in misconduct or other improper activities, including noncompliance with regulatory standards and requirements. Â We are exposed to the risk that our employees, independent contractors, consultants, commercial collaborators, principal investigators, CROs, suppliers and vendors may engage in misconduct or other improper activities. Misconduct by these parties could include failures to comply with FDA or foreign regulations, provide accurate information to the FDA or comparable foreign regulatory agencies or notified bodies, comply with federal, state and foreign health care fraud and abuse and compliance laws and regulations, accurately report financial information or data or disclose unauthorized activities to us. In particular, sales, marketing and business arrangements in the health care industry are subject to extensive laws and regulations intended to prevent fraud, submission of false claims, misconduct, kickbacks, self-dealing and other abusive practices. These laws and regulations may restrict or prohibit a wide range of pricing, discounting/rebating, marketing and promotion, consulting, sales commission, customer incentive programs and other business arrangements. Misconduct by these parties could also involve the improper use of information obtained in the course of clinical studies, which could result in regulatory sanctions and serious harm to our reputation. It is not always possible to identify and deter misconduct by these parties, and the precautions we take to detect and prevent this activity may not be effective in 65 Â controlling unknown or unmanaged risks or losses or in protecting us from governmental investigations or other actions or lawsuits stemming from a failure to comply with these laws or regulations. If any such actions are instituted against us, and we are not successful in defending ourselves or asserting our rights, those actions could have a significant impact on our business, including the imposition of significant penalties, including civil, criminal and administrative penalties, damages, fines, disgorgement, individual imprisonment, exclusion from participation in government funded healthcare programs, such as Medicare and Medicaid, integrity oversight and reporting obligations, contractual damages, reputational harm, diminished profits and future earnings and the curtailment or restructuring of our operations. Â Risks Related to Manufacturing Â We contract with third parties for the manufacture and supply of sub-assembly components for Revita and for the materials for our Rejuva gene therapy platform for preclinical studies and our ongoing clinical studies, and expect to continue to do so for additional clinical studies and ultimately for commercialization. This reliance on third parties increases the risk that we will not have sufficient quantities of our product candidates or such quantities at an acceptable cost, which could delay, prevent or impair our development or commercialization efforts. Â We do not currently have the infrastructure or internal capability to manufacture supplies of our product candidates for use in development and commercialization. We rely, and expect to continue to rely, on third-party manufacturers for the production of sub-assembly components for Revita and for the materials for our Rejuva gene therapy platform for preclinical and clinical studies under the guidance of members of our organization. We do not have long-term supply agreements. We currently manage the final assembly and testing of Revita at our headquarters located in Burlington, Massachusetts, except for the sterilization of the Revita DMR catheter, which is outsourced to a third party. Furthermore, the materials for our product candidates are sourced, in some cases, from a single-source supplier. If we were to experience an unexpected loss of supply of any of our product candidates or any of our future product candidates for any reason, whether as a result of manufacturing, supply or storage issues or otherwise, we could experience delays, disruptions, suspensions or terminations of, or be required to restart or repeat, any pending or ongoing clinical studies. For example, the extent to which any future public health crises, including epidemics and pandemics, such as COVID-19, impact our ability to procure sufficient supplies for the development of our products and product candidates will depend on the severity and duration of the spread of the disease and the actions undertaken to contain the disease or treat its effects. Â We expect to continue to rely on third-party manufacturers for the commercial supply of any of our product candidates for which we obtain marketing approval. We may be unable to maintain or establish required agreements with third-party manufacturers or to do so on acceptable terms. Even if we are able to establish agreements with third-party manufacturers, reliance on third-party manufacturers entails additional risks, including: â€¢the failure of the third party to manufacture our product candidates according to our schedule, or at all, including if our third-party contractors give greater priority to the supply of other products over our product candidates or otherwise do not satisfactorily perform according to the terms of the agreements between us and them; â€¢the reduction or termination of production or deliveries by suppliers, or the raising of prices or renegotiation of terms; â€¢the termination or nonrenewal of arrangements or agreements by our third-party contractors at a time that is costly or inconvenient for us; â€¢the breach by the third-party contractors of our agreements with them; â€¢the failure of third-party contractors to comply with applicable regulatory requirements; â€¢the failure of the third party to manufacture our product candidates according to our specifications; â€¢the mislabeling of clinical supplies, potentially resulting in the wrong dose amounts being supplied or study drug or placebo not being properly identified; â€¢clinical supplies not being delivered to clinical sites on time, leading to clinical study interruptions, or of drug supplies not being distributed to commercial vendors in a timely manner, resulting in lost sales; and â€¢the misappropriation of our proprietary information, including our trade secrets and know-how. Â 66 Â We do not have complete control over all aspects of the manufacturing process of, and are dependent on, our contract manufacturing partners for compliance with cGMP or similar foreign regulations for manufacturing both active drug substances and finished drug products. For example, we are dependent on our contract manufacturing partners for the production of sub-assembly components of Revita, such as the Revita DMR catheter and Revita console. We rely on a third party manufacturer to manufacture and supply cGMP-grade RJVA-001 for Fractylâ€™s first-in-human clinical trials. Third-party manufacturers may not be able to comply with cGMP regulations or similar regulatory requirements outside of the United States. If our contract manufacturers cannot successfully manufacture material that conforms to our specifications and the strict regulatory requirements of the FDA others, they will not be able to secure and/or maintain marketing approval for their manufacturing facilities. In addition, we do not have control over the ability of our contract manufacturers to maintain adequate quality control, quality assurance and qualified personnel. If the FDA or a comparable foreign regulatory authority does not approve these facilities for the manufacture of our product candidates or if it withdraws any such approval in the future, we may need to find alternative manufacturing facilities, which would significantly impact our ability to develop, obtain marketing approval for or market our product candidates, if approved. Our failure, or the failure of our third-party manufacturers, to comply with applicable regulations could result in sanctions being imposed on us, including fines, injunctions, civil penalties, delays, suspension or withdrawal of approvals, license revocation, seizures or recalls of product candidates or drugs, operating restrictions and criminal prosecutions, any of which could significantly and adversely affect supplies of our product candidates or drugs and harm our business and results of operations. Our current and anticipated future dependence upon others for the manufacture of our product candidates or drugs may adversely affect our future profit margins and our ability to commercialize any product candidates that receive marketing approval on a timely and competitive basis. Â If we or our suppliers fail to comply with the FDAâ€™s good manufacturing practice regulations, this could impair our ability to market our products in a cost-effective and timely manner. Â We and our third-party suppliers and manufacturers are required to comply with the FDAâ€™s cGMPs, which in the case of medical devices is known as the Quality System Regulation, or QSR. The QSR covers the methods and documentation of the design, testing, production, control, quality assurance, labeling, packaging, sterilization, storage and shipping of our device product candidates. The FDA audits compliance with the QSR and similar cGMPs for biologics through periodic announced and unannounced inspections of manufacturing and other

facilities. The FDA may conduct inspections or audits at any time. If we or our suppliers or manufacturers have significant non-compliance issues or if any corrective action plan that we or our suppliers propose in response to observed deficiencies is not sufficient, the FDA could take enforcement action, including any of the following sanctions: â€¢untitled letters, warning letters, fines, injunctions, consent decrees and civil penalties; â€¢customer notifications or repair, replacement, refunds, recall, detention or seizure of our products; â€¢operating restrictions or partial suspension or total shutdown of production; â€¢refusing or delaying approval of a PMA, BLA or supplements thereto for new products or modified products; â€¢withdrawing approvals that have already been granted; â€¢refusal to grant export approval for our products; or â€¢criminal prosecution. Â Any of these sanctions could have a material adverse effect on our reputation, business, results of operations and financial condition. Â Outside the United States, our products and operations are also often required to comply with standards set by industrial standards bodies, such as the International Organization for Standardization, or ISO. Foreign bodies may evaluate our products or the testing that our products undergo against these standards. The specific standards, types of evaluation and scope of review differ among foreign bodies. We intend to comply with the standards enforced by such foreign bodies as needed to commercialize our products. If we fail to adequately comply with any of these standards, a foreign body may take adverse actions similar to those within the power of the FDA. Any such action may harm our reputation and business, and could have an adverse effect on our business, results of operations and financial condition. Â 67 Â We depend on third-party sole-source suppliers for certain sub-assembly components of Revita, and any interruption in our relationship with such third-party sole-source suppliers may materially adversely affect our business. Â We rely upon third-party suppliers for the manufacture of sub-assembly components of Revita. We do not have long-term supply agreements with any of our suppliers, some of which are single- or sole-source suppliers of the relevant sub-assembly component. For example, we order sub-assembly components on a purchase-order basis from several key suppliers. We have not yet identified and qualified second-source replacements for many of our critical single-source suppliers. Thus, in the event that our relationship with any of our single- or sole-source suppliers terminates in the future, we may have difficulty maintaining sufficient supplies of key sub-assembly components of our product candidate. We may also have difficulty obtaining similar sub-assembly components from other suppliers that are acceptable to the FDA or other regulatory agencies or notified bodies, and the failure of our suppliers to comply with strictly enforced regulatory requirements could expose us to regulatory action including warning letters, product recalls, termination of distribution, product seizures or civil penalties. Where practicable, we are currently seeking, or intend to seek, second-source manufacturers for our single-source components. Â Changes in methods of our Rejuva gene therapy candidate manufacturing or formulation may result in additional costs or delay. Â As gene therapy candidates proceed through preclinical studies to late-stage clinical studies towards potential approval and commercialization, it is common that various aspects of the development program, such as manufacturing methods and formulation, are altered along the way in an effort to optimize processes and product characteristics. Such alterations can also occur due to changes in manufacturers. Such changes carry the risk that they will not achieve our intended objectives. Any such changes could cause our Rejuva gene therapy candidates to perform differently and affect the results of planned clinical studies or other future clinical studies conducted with the materials manufactured using altered processes. Such changes may also require additional testing, FDA notification or FDA approval. This could delay completion of clinical studies, require the conduct of bridging clinical studies or the repetition of one or more clinical studies beyond those we currently anticipate, increase clinical study costs, delay approval of our Rejuva gene therapy candidates and jeopardize our ability to commence sales and generate revenue. In addition, we may be required to make significant changes to our upstream and downstream processes across our pipeline, which could delay the development of any future gene therapy candidates. Â Any contamination or interruption in our Rejuva gene therapy candidatesâ€™ manufacturing process, shortages of raw materials or failure of our suppliers of plasmids and viruses to manufacture and deliver necessary components could result in delays in our Rejuva gene therapy candidatesâ€™ preclinical and clinical development or marketing schedules. Â Given the nature of gene therapy manufacturing, there is a risk of contamination. Any contamination could adversely affect our ability to produce our Rejuva gene therapy candidates or future gene therapy candidates on schedule and could, therefore, harm our results of operations and cause reputational damage. Additionally, although our Rejuva gene therapy candidates will be tested for contamination prior to release, if a contaminated product was administered to a patient in any future clinical studies, it could result in harm to the patient. Some of the raw materials required in the manufacturing process are derived from biologic sources. Such raw materials are difficult to procure and may be subject to contamination or recall. A material shortage, contamination, recall or restriction on the use of biologically derived substances in the manufacture of our Rejuva gene therapy candidates could adversely impact or disrupt the commercial manufacturing or the production of preclinical and clinical material, which could adversely affect our development timelines and our business, financial condition, results of operations and prospects. Â If our facilities are damaged or become inoperable, we will be unable to continue to research, develop and manufacture our product candidates and, as a result, there will be an adverse impact on our business until we are able to secure a new facility. Â We do not have redundant facilities. We currently perform substantially all of our research and development, manufacturing and back office activity and maintain most of our raw material and finished goods inventory in a single location in Burlington, Massachusetts. Our facility and equipment would be costly to replace and could require substantial lead time to repair or replace. The facility may be harmed or rendered inoperable by natural or man-made disasters, including, but not limited to, tornadoes, flooding, fire and power outages, which may render it difficult or impossible for us to perform our research, development, manufacturing and commercialization activities for some period of time. The 68 Â inability to perform those activities, combined with our limited inventory of reserve raw materials and finished product candidates, may result in the inability to manufacture our product candidates during such periods and the delay of our ongoing or future clinical studies, including our ongoing Revitalize-1 pivotal clinical study of Revita and the Remain-1 pivotal clinical study. Although we possess insurance for damage to our property and the disruption of our business, this insurance may not be sufficient to cover all of our potential losses and this insurance may not continue to be available to us on acceptable terms, or at all. Â Risks Related to Legal and Regulatory Compliance Matters Â We face the risk of product liability claims that could be expensive, divert managementâ€™s attention and harm our reputation and business. We may not be able to maintain adequate product liability insurance. Â Our product candidates may contain undetected defects. Any such defects may prevent or impair our customersâ€™ ability to use our product candidates, if approved, and may damage our customersâ€™ businesses and could harm our reputation. If that occurs, we may incur significant costs, the attention of our key personnel could be diverted or other significant customer relations problems may arise. We may also be subject to warranty and liability claims for damages related to defects in our product candidates. A material liability claim or other occurrence that harms our reputation or decreases market acceptance of our product candidates could harm our business and operating results. Â Our business exposes us to the risk of product liability claims that are inherent in the testing, manufacturing and marketing of medical devices or biopharmaceutical products. This risk exists even if a device is cleared, approved or certified for commercial sale by the FDA, foreign regulatory authorities or notified bodies and manufactured in facilities licensed and regulated by the FDA or an applicable foreign regulatory authority. Our products are designed to affect, and any future products will be designed to affect, important bodily functions and processes and may contain undetected defects. Any side effects, manufacturing defects, misuse or abuse associated with our products or our products in development could result in patient injury or death. The medical device and biopharmaceutical industries have historically been subject to extensive litigation over product liability claims, and we cannot offer any assurance that we will not face product liability suits. We may be subject to product liability claims if Revita or other products or product candidates cause, or merely appear to have caused, patient injury or death. In addition, an injury that is caused by the activities of our suppliers, such as those who provide us with sub-assembly components necessary to manufacture Revita, may be the basis for a claim against us. Product liability claims may be brought against us by consumers, healthcare providers or others selling or otherwise coming into contact with our products, among others. If we cannot successfully defend ourselves against product liability claims, we will incur substantial liabilities and reputational harm. In addition, regardless of merit or eventual outcome, product liability claims may result in: â€¢costs of litigation; â€¢distraction of managementâ€™s attention from our primary business; â€¢the inability to commercialize our product candidates; â€¢decreased demand for our products or, if cleared, approved or certified, products in development; â€¢damage to our business reputation; â€¢product recalls or withdrawals from the market; â€¢withdrawal of clinical study participants; â€¢substantial monetary awards to patients or other claimants; or â€¢loss of revenue. Â While we may attempt to manage our product liability exposure by proactively recalling or withdrawing from the market any defective products, any recall or market withdrawal of our products may delay the supply of those products to our customers and may impact our reputation. We can provide no assurance that we will be successful in initiating appropriate market recall or market withdrawal efforts that may be required in the future or that these efforts will have the intended effect of preventing product malfunctions and the accompanying product liability that may result. Such recalls and withdrawals may also be used by our competitors to harm our reputation for safety or be perceived by patients as a safety risk when considering the use of our products, either of which could have an adverse impact on our business. 69 Â In addition, although we have product liability and clinical study liability insurance that we believe is appropriate, this insurance is subject to deductibles and coverage limitations. Our current product liability insurance may not continue to be available to us on acceptable terms, if at all, and, if available, coverage may not be adequate to protect us against any future product liability claims. If we are unable to obtain insurance at an acceptable cost or on acceptable terms or otherwise protect against potential product liability claims, we could be exposed to significant liabilities. A product liability claim, recall or other claim with respect to uninsured liabilities or for amounts in excess of insured liabilities could have an adverse impact on our business. Â We are subject to applicable fraud and abuse, transparency, and other healthcare laws and regulations. If we are unable to comply, or have not fully complied, with such laws, we could face substantial penalties. Â There are numerous U.S. federal and state, as well as foreign, laws pertaining to healthcare fraud and abuse, including anti-kickback, false claims and physician transparency laws. Our business practices and relationships with physicians, hospitals and other healthcare providers are subject to scrutiny under these laws. The laws that may affect our ability to operate include, but are not limited to: Â â€¢the federal Anti-Kickback Statute, which prohibit any person or entity from, among other things, knowingly and willfully soliciting, receiving, offering or paying any remuneration, directly or indirectly, overtly or covertly, in cash or in kind, to induce or reward either the referral of an individual for, or the purchase, order or recommendation of an item or service reimbursable, in whole or in part, under a federal healthcare program, such as the Medicare and Medicaid programs. In addition, a person or entity does not need to have actual knowledge of the statute or specific intent to violate it in order to have committed a violation. The U.S. government has interpreted this law broadly to apply to the marketing and sales activities of manufacturers. Violations of the federal Anti-Kickback Statute may result in significant civil monetary penalties, plus up to three times the remuneration involved. Civil penalties for such conduct can further be assessed under the federal False Claims Act. Violations can also result in criminal penalties, including significant criminal fines and imprisonment of up to 10 years. Similarly, violations can result in exclusion from participation in government healthcare programs, including Medicare and Medicaid. Moreover, the government may assert that a claim including items or services resulting from a violation of the federal Anti-Kickback Statute constitutes a false or fraudulent claim for purposes of the federal civil False Claims Act; â€¢the federal civil and criminal false claims laws and civil monetary penalties laws, including the federal civil False Claims Act, which prohibit, among other things, individuals or entities from knowingly presenting, or causing to be presented, claims for payment from Medicare, Medicaid or other federal healthcare programs that are false or fraudulent. These laws can apply to manufacturers who provide information on coverage, coding, and reimbursement of their products to persons who bill third-party payors. Private individuals can bring FCA "qui tam" actions, on behalf of the government and such individuals, commonly known as "whistleblowers," may share in amounts paid by the entity to the government in fines or settlement. When an entity is determined to have violated the federal civil FCA, the government may impose significant civil fines and penalties for each false claim, plus treble damages, and exclude the entity from participation in Medicare, Medicaid and other federal healthcare programs; â€¢the federal Civil Monetary Penalties Law, which prohibits, among other things, offering or transferring remuneration to a federal healthcare beneficiary that a person knows or should know is likely to influence the beneficiaryâ€™s decision to order or receive items or services reimbursable by the government from a particular provider or supplier; â€¢the Health Insurance Portability and Accountability Act of 1996, or HIPAA, which created additional federal criminal statutes that prohibit, among other things, executing a scheme to defraud any healthcare benefit program and making false statements relating to healthcare matters. Similar to the federal Anti-Kickback Statute, a person or entity does not need to have actual knowledge of the statute or specific intent to violate it to have committed a violation; â€¢the federal transparency requirements under the Physician Payments Sunshine Act, created under the Affordable Care Act, which requires, among other things, certain manufacturers of drugs, devices, biologics and medical supplies reimbursed under Medicare, Medicaid, or the Childrenâ€™s Health Insurance Program to report to CMS information related to payments and other transfers of value provided to physicians (defined to include doctors, dentists, optometrists, podiatrists and chiropractors), certain non-physician providers 70 Â (physician assistants, nurse practitioners, clinical nurse specialists, anesthesiologist assistants, certified registered nurse anesthetists, anesthesiology assistants and certified nurse midwives), and teaching hospitals and physician ownership and investment interests, including such ownership and investment interests held by a physicianâ€™s immediate family members; â€¢the FDCA, which prohibits, among other things, the adulteration or misbranding of drugs, biologics and medical devices; â€¢federal and state consumer protection and unfair competition laws, which broadly regulate marketplace activities and activities that potentially harm consumers; â€¢state and foreign law equivalents of each of the above federal laws, such as anti-kickback and false claims laws, that may impose similar or more prohibitive restrictions, and may apply to items or services reimbursed by any non-governmental third-party payors, including private insurers; and â€¢state and foreign laws that require companies to implement compliance programs, comply with the pharmaceutical industryâ€™s voluntary compliance guidelines and the relevant compliance guidance promulgated by the federal government, or to track and report pricing, gifts, compensation and other remuneration provided to physicians and other health care providers or marketing expenditures; and state and local laws that require the registration of medical device sales representatives. Â These laws and regulations, among other things, constrain our business, marketing and other promotional and research activities by limiting the kinds of financial arrangements we may have with hospitals, physicians, and other healthcare providers and potential purchases of our products, when approved. We have entered into consulting agreements with physicians, including some who have ownership interests in us, which could be viewed as influencing the purchase of or use of our products in procedures they perform. Compensation under some of these arrangements includes the provision of stock or stock options. Due to the breadth of these laws, the narrowness of statutory exceptions and regulatory safe harbors available, and the range of interpretations to which they are subject, it is possible that some of our current or future practices might be challenged under one or more of these laws. Â To enforce compliance with the healthcare regulatory laws, certain enforcement bodies have recently increased their scrutiny of interactions between medical device and pharmaceutical manufacturers and healthcare providers, which has led to a number of investigations, prosecutions, convictions and settlements in the healthcare industry. Responding to investigations can be time-and resource-consuming and can divert managementâ€™s attention from the business. Additionally, as a result of these investigations, manufacturers may have to agree to additional compliance and reporting requirements as part of a consent decree or corporate integrity agreement. Any such investigation or settlement could increase our costs or otherwise have an adverse effect on our business, financial condition and results of operations. Even an unsuccessful challenge or investigation into our practices could cause adverse publicity, and be costly to respond to. Â Any action brought against us for violations of these laws or regulations, even if successfully defended, could cause us to incur significant legal expenses and divert our managementâ€™s attention from the operation of our business. We may be subject to private qui tam actions brought by individual whistleblowers on behalf of the federal or state governments, with potential liability under the federal False Claims Act including mandatory treble damages and significant per-claim penalties. Â If our operations are found to be in violation of any of the federal, state and foreign laws described above or any other current or future fraud and abuse or other healthcare laws and regulations that apply to us, we may be subject to significant penalties, including significant criminal, civil, and administrative penalties, damages, fines, exclusion from participation in government programs, such as Medicare and Medicaid, imprisonment, contractual damages, reputation harm and disgorgement and we could be required to curtail, restructure or cease our operations. Any of the foregoing consequences will negatively affect our business, financial condition and results of operations. Â Healthcare reform initiatives and other administrative and legislative proposals in the United States may adversely affect our business, financial condition, results of operations and cash flows. Â There have been and continue to be proposals by the federal government, state governments, regulators, and third-party payors to control or manage the increased costs of healthcare and, more generally, to reform the United States healthcare system. Outside of the United States, foreign governments and regulatory authorities may implement new requirements that could impact our business and market acceptance. Certain of these proposals could limit the prices we are able to charge for our products or limit coverage of, or lower reimbursement for, procedures associated with the use of our 71 Â products , once approved, and could limit the acceptance and availability of our products. The cost containment measures that payors and providers are instituting and the effect of any healthcare reform initiative implemented in the future could impact our revenue from the sale of our products. The

Affordable Care Act, or ACA, made a number of substantial changes in the way healthcare is financed by both governmental and private insurers. Among other ways in which it may affect our business, the ACA: â€¢imposed a new federal excise tax on the sale of certain medical devices, which was suspended, effective January 1, 2016, and permanently repealed in December 2019; â€¢established a new Patient-Centered Outcomes Research Institute to oversee and identify priorities in comparative clinical effectiveness research in an effort to coordinate and develop such research; â€¢implemented payment system reforms including a national pilot program on payment bundling to encourage hospitals, physicians and other providers to improve the coordination, quality and efficiency of certain healthcare services through bundled payment models; and â€¢expanded the eligibility criteria for Medicaid programs. Â Certain provisions of the ACA have been subject to judicial and Congressional challenges. While Congress has not passed comprehensive repeal legislation, bills affecting the implementation of certain taxes under the ACA have been signed into law, including the Tax Cuts and Jobs Act, enacted on December 22, 2017, or TCJA), which includes a provision repealing, effective January 1, 2019, the tax-based shared responsibility payment imposed by the ACA on certain individuals who fail to maintain qualifying health coverage for all or part of a year that is commonly referred to as the "individual mandate." Since its enactment, there have been judicial, executive and Congressional challenges to certain aspects of the ACA. On June 17, 2021, the U.S. Supreme Court dismissed the most recent judicial challenge to the ACA brought by several states without specifically ruling on the constitutionality of the ACA. Additionally, earlier in 2021, President Biden issued an executive order to initiate a special enrollment period to allow people to obtain health insurance coverage through the ACA marketplace, and instructs certain governmental agencies to review and reconsider their existing policies and rules that limit access to healthcare, among others. We cannot predict how the Supreme Court ruling, other litigation, or the healthcare reform measures of the Biden administration will impact our business. Â In addition, other legislative changes have been proposed and adopted since the ACA was enacted. On August 2, 2011, the Budget Control Act of 2011 was signed into law, which, among other things, includes reductions to Medicare payments to providers of, on average, 2% per fiscal year, which went into effect on April 1, 2013, which, due to subsequent legislative amendments, will stay in effect through 2032, unless additional congressional action is taken. Â Additionally, 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. The Medicare Access and CHIP Reauthorization Act of 2015, or MACRA, enacted on April 16, 2015, repealed the formula by which Medicare made annual payment adjustments to physicians and replaced the former formula with fixed annual updates and a new system of incentive payments that are based on various performance measures and physiciansâ€™ participation in alternative payment models such as accountable care organizations. It is unclear what effect new quality and payment programs, such as MACRA, may have on our business, financial condition, results of operations, or cash flows. These new laws may result in additional reductions in Medicare and other healthcare funding, which could have a material adverse effect on customers for our products, once approved, and accordingly, our financial operations. We cannot assure you that the ACA, as currently enacted or as amended in the future, will not harm our business and financial results, and we cannot predict how future federal or state legislative or administrative changes relating to healthcare reform will affect our business. Â There has been increasing legislative and enforcement interest in the United States with respect to specialty drug pricing practices. Specifically, there have been several recent U.S. Congressional inquiries and proposed federal and state legislation designed to, among other things, bring more transparency to drug pricing, reduce the cost of prescription drugs under Medicare, review the relationship between pricing and manufacturer patient programs, and reform government program reimbursement methodologies for drugs. Although a number of these and other proposed measures may require authorization through additional legislation to become effective, and the current administration may reverse or otherwise change these measures, Congress has indicated that it will continue to seek new legislative measures to control drug costs. The continuing efforts of the government, insurance companies, managed care organizations and other payors of healthcare services to contain or reduce costs of healthcare and/or impose price controls may adversely affect: 72 Â â€¢the demand for our product candidates, if we obtain regulatory approval; â€¢our ability to set a price that we believe is fair for our approved products; â€¢our ability to generate revenue and achieve or maintain profitability; â€¢the level of taxes that we are required to pay; and â€¢the availability of capital. Â We expect that other healthcare reform measures that may be adopted in the future may result in more rigorous coverage criteria and lower reimbursement and downward pressure on the price that we receive for our products, once approved. Any reduction in reimbursement from Medicare or other government-funded programs may result in a similar reduction in payments from private payors. The implementation of cost-containment measures or other healthcare reforms may prevent us from being able to generate revenue, attain profitability or commercialize our products, once marketing clearance is obtained. We may not be able to successfully commercialize our product candidates due to unfavorable pricing regulations or third-party coverage and reimbursement policies, which could make it difficult for us to sell our product candidates profitably. Â Patients who receive treatment for their conditions, and their prescribing physicians, generally rely on third-party payors to reimburse all or part of the costs associated with those treatments. Patients are unlikely to use our product candidates, once approved, unless coverage is provided and reimbursement is adequate to cover all or a significant portion of the cost of our product candidates. Therefore, coverage and adequate reimbursement are critical to a new productâ€™s acceptance. Coverage decisions may depend upon clinical and economic standards that disfavor new products when more established or lower cost therapeutic alternatives are already available or subsequently become available. Third-party payors, whether foreign or domestic, or governmental or commercial, are developing increasingly sophisticated methods of controlling healthcare costs. There is significant uncertainty related to the insurance coverage and reimbursement of newly approved products or procedures using these products. In the United States, there is no uniform policy among third-party payors for coverage and reimbursement. Third-party payors often rely upon Medicare coverage policy and payment limitations in setting reimbursement policies, but also have their own methods and approval processes apart from Medicare coverage and reimbursement determinations. Therefore, one third-party payorâ€™s determination to provide coverage for a product does not assure that other payors will also provide coverage for the product or procedures that use the product. Â Coverage and reimbursement by a governmental and other third-party payors may depend upon a number of factors, including the third-party payorâ€™s determination that use of a product or service and its use for a particular patient is: â€¢a covered benefit under its health plan; â€¢safe, effective and medically necessary; â€¢appropriate for the specific patient; â€¢cost-effective; and â€¢neither experimental nor investigational. Â Obtaining coverage and reimbursement approval for a product or procedure from a government or other third-party payor is a time-consuming and costly process, with uncertain results, that could require us to provide supporting scientific, clinical and cost effectiveness data for the use of our product candidates to the payor. We may not be able to provide data sufficient to satisfy governmental and third-party payors that procedures using our products should be covered and reimbursed. There may be significant delays in obtaining such coverage and reimbursement for newly approved product candidates or the related procedures, and coverage may not be available, or may be more limited than the purposes for which the product is approved by the FDA or comparable foreign regulatory authorities. Â Reimbursement may not be available for procedures using any product that we commercialize and, if coverage and reimbursement are available, the level of reimbursement may not be adequate. Our inability to promptly obtain coverage and adequate reimbursement rates from both government-funded and private payors for procedures using any approved 73 Â product candidates that we develop could have a material adverse effect on our operating results, our ability to raise capital needed to commercialize product candidates and our overall financial condition. Â Outside of the United States, many countries require approval of the sale price of a product before it can be marketed, and the pricing review period only begins after marketing or product licensing approval is granted. To obtain reimbursement or pricing approval in some of these countries, we may be required to conduct a clinical study that compares the cost-effectiveness of our product candidate to other available therapies. In some foreign markets, pricing remains subject to continuing governmental control even after initial approval is granted. As a result, we might obtain marketing approval for a product candidate in a particular country, but then be subject to price regulations that delay our commercial launch of the product, possibly for lengthy time periods, and negatively impact the revenue, if any, we are able to generate from the sale of the product in that country. Adverse pricing limitations may hinder our ability to recoup our investment in one or more product candidates, even if such product candidates obtain marketing approval. Â Changes in and actual or perceived failures to comply with U.S. and foreign privacy and data protection laws, regulations and standards may adversely affect our business, operations and financial performance. Â We and our partners may be subject to federal, state, and foreign data protection laws and regulations (i.e., laws and regulations that govern data privacy and security). The legislative and regulatory landscape for privacy and data protection continues to evolve, and there has been an increasing focus on privacy and data protection issues, which may affect our business and may increase our compliance costs and exposure to liability. In the United States, numerous federal and state laws and regulations, including state security breach notification laws, federal and state health information privacy laws (including HIPAA), and federal and state consumer protection laws, govern the collection, use, disclosure, and protection of personal information. Each of these laws is subject to varying interpretations by courts and government agencies, creating complex compliance issues. If we fail to comply with applicable laws and regulations we could be subject to penalties or sanctions, including criminal penalties if we knowingly obtain or disclose individually identifiable health information from a covered entity in a manner that is not authorized or permitted by HIPAA or applicable state laws. Â We are subject to rapidly evolving data protection laws, rules and regulations in foreign jurisdictions. For example, the European Union General Data Protection Regulation, or the EU GDPR, governs certain collection and other processing activities involving personal data about individuals in the European Economic Area, or the EEA, and the UK General Data Protection Regulation and UK Data Protection Act 2018, or the UK GDPR, governs similar collection and other processing activities involving personal data about individuals in the United Kingdom. References to the GDPR in this Annual Report on Form 10-K include both the EU GDPR and the UK GDPR. Among other things, the GDPR imposes requirements regarding processing health and other sensitive data, obtaining informed consent of individuals, providing notice to individuals regarding data processing activities, responding to data subject requests, taking certain measures when engaging third-party processors, notifying data subjects and regulators of data breaches, implementing safeguards to protect the security and confidentiality of personal data, and strict rules and restrictions on the international transfers of personal data. The GDPR imposes substantial fines for breaches and violations, which can be up to the greater of â‚¬20 million (Â£17.5 million for the UK) or 4% of our annual global revenue and 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. Further, the GDPR regulates transfers of personal data subject to the GDPR to third countries that have not been found to provide adequate protection to such personal data, including the United States in certain circumstances, unless a valid GDPR transfer mechanism (e.g., the European Commission approved Standard Contractual Clauses, or the EU SCCs, and the UK International Data Transfer Agreement/Addendum, or the UK IDTA) has been put in place. Where relying on the EU SCCs or UK IDTA for data transfers, we may also be required to carry out transfer impact assessments to assess whether the recipient is subject to local laws which allow public authority access to personal data, The efficacy and longevity of current transfer mechanisms between the EEA and the United States remains uncertain. The international transfer obligations under the EEA and UK data protection regimes will require significant effort and cost, and may result in us needing to make strategic considerations around where EEA and UK personal data is located and which service providers we can utilize for the processing of EEA and UK personal data. If we are unable to transfer personal data between and among countries and regions in which we operate, it could affect the manner in which we provide our services, the geographical location or segregation of our relevant systems and operations, and could adversely affect our financial results. Â Although the UK is regarded as a third country under the EU GDPR, the European Commission has adopted an adequacy decision in favor of the UK, enabling data transfers from EEA member states to the UK without additional safeguards. The UK government has confirmed that personal data transfers from the UK to the EEA remain free flowing. 74 Â The relationship between the UK and the EU in relation to certain aspects of data protection law remains unclear, and it is unclear how UK data protection laws and regulations will develop in the medium to longer term, and how data transfers to and from the UK will be regulated in the long term. Further, the UK Government has introduced a Data Protection and Digital Information Bill ("UK Bill") into the UK legislative process. The aim of the UK Bill is to reform the UKâ€™s data protection regime following Brexit. If passed, the final version of the UK Bill may have the effect of further altering the similarities between the UK and EEA data protection regime and threaten the UK adequacy decision from the European Commission. The respective provisions and enforcement of the EU GDPR and UK GDPR may further diverge in the future and create additional regulatory challenges and uncertainties. This lack of clarity on future UK laws and regulations and their interaction with EU laws and regulations could add legal risk, complexity and cost to our handling of personal data and our privacy and data security compliance programs and could require us to implement different compliance measures for the UK and the EEA. Â Compliance with U.S. and foreign privacy and security laws, rules and regulations could require us to take on more onerous obligations in our contracts, require us to engage in costly compliance exercises, restrict our ability to collect, use and disclose data, or in some cases, impact our or our partnersâ€™ or suppliersâ€™ ability to operate in certain jurisdictions. Each of these constantly evolving laws can be subject to varying interpretations. If we fail to comply with any such laws, rules or regulations, we may face government investigations and/or enforcement actions, fines, civil or criminal penalties, private litigation or adverse publicity that could adversely affect our business, financial condition and results of operations. Â Risks Related to Our Intellectual Property Â We rely on a variety of intellectual property rights, and if we are unable to obtain, maintain or protect our intellectual property, our business, financial situation, results of operations, and prospects will be harmed. If we are unable to obtain and maintain patent protection for our current product candidate, any future product candidates we may develop and our technology, or if the scope of the patent protection obtained is not sufficiently broad, our competitors could develop and commercialize products and technology similar or identical to ours, and our ability to successfully commercialize our current product candidate, any future product candidates we may develop and our technology may be adversely affected. Â Our commercial success will depend, in part, on our ability to obtain and maintain intellectual property protection for our product candidates and related technologies, including Revita, both in the United States and elsewhere, successfully defend our intellectual property rights against third-party challenges and successfully enforce our intellectual property rights to prevent third-party infringement. As with other medical device companies, we rely primarily upon a combination of patents, trademarks and trade secret protection, as well as nondisclosure, confidentiality and other contractual agreements, to protect the intellectual property related to our brands, products and other proprietary technologies. Â We cannot provide any assurances that any of our pending patent applications will mature into issued patents and, if they do, that such patents will include, claims with a scope sufficient to protect our product candidates or otherwise provide any competitive advantage. Our patents and any patent issuing from any of our patent applications would not prevent third-party competitors from creating, making and marketing alternative systems, devices and/or methods capable of performing similar procedures that fall outside the scope of our patent claims. There can be no assurance that any such alternative systems, devices and methods will not be equally effective as ours or that we will be able to obtain or maintain patent protection at all. Moreover, other parties have developed technologies that may be related to or competitive with our approach, and may have filed or may file patent applications and may have received or may receive patents that may overlap or conflict with our patents or patent applications. Such third-party patent positions may limit or even eliminate our ability to obtain or maintain patent protection for certain inventions. Additionally or alternatively, such third-party patent rights may represent alternative or pre-existing technologies not protected by our own intellectual property that could be used to compete with us. Â Our success depends, in part, on our ability to obtain, maintain, expand, enforce, and defend the scope of our patent portfolio or other intellectual property rights, including the amount and timing of any payments we may be required to make in connection with the filing, defense and enforcement of any patents or other intellectual property rights. The process of obtaining patent protection is expensive and time-consuming, and we may not be able to file or prosecute all necessary or desirable patent applications at a reasonable cost or in a timely manner. We may choose not to seek patent protection for certain innovations or product candidates and may choose not to pursue patent protection in certain jurisdictions. It is also possible that we will fail to identify patentable aspects of our research and development output before it is too late to obtain patent protection. Moreover, under the laws of certain jurisdictions, patents or other intellectual property rights may be unavailable or limited in scope and, in any event, any patent protection we obtain may 75 Â be limited. For example, under the laws of many jurisdictions, patent protection is not available or is limited for surgical methods and certain other medical procedures. As a result, some of our product candidates may not be protected by patents in one or more jurisdictions, or, possibly, in any jurisdiction. We generally apply for patents in those countries where we intend to make, have made, use or sell product candidates and where we assess the risk of infringement to justify the cost of seeking patent protection. However, we do not and will not seek protection in all countries where we intend to sell product candidates and we may not accurately predict all the countries where patent protection would ultimately be desirable. If we fail to timely file a patent application in any such country or major market, we may be precluded from doing so at a later date. 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 in which we have patent protection that may not be sufficient to terminate infringing activities. Several of our pending

patent applications are in the early stages, and the deadline for deciding whether and in which jurisdictions to pursue protection has not yet expired for those applications. Prior to the applicable deadlines, we will need to decide whether and where to pursue protection, and we will not have the opportunity to obtain protection in jurisdictions where we elect not to seek protection. For other of our pending applications, the applicable timelines for deciding where to seek protection have passed, and we have made decisions, on an application-by-application basis, to pursue protection for each of those applications in a limited number of jurisdictions. Furthermore, we cannot guarantee that any patents will be issued from any pending or future patent applications, or that any current or future patents, will provide us with any meaningful protection or competitive advantage. Even if issued, patents may be challenged, including with respect to ownership, narrowed, invalidated, held unenforceable or circumvented, any of which could limit our ability to prevent competitors and other third parties from developing and marketing similar products or limit the duration of patent protection we may have for our product candidates and technologies. Other companies may also design around technologies we have patented or developed. In addition, the issuance of a patent does not give us the right to practice the patented invention. Third parties may have blocking patents that could prevent us from marketing our product candidates or practicing our own patented technology, including Revita. The risks described herein with respect to patents and patent applications we own similarly apply to any patents or patent applications that we may license in the future. These and other factors may prevent us from realizing any competitive advantage from patents. Â The strength of patent rights generally, and particularly the patent positions of medical device companies, can be highly uncertain and involve complex legal, scientific and factual questions for which important legal principles remain unresolved. The standards that the United States Patent and Trademark Office, or the USPTO, and its foreign counterparts use to grant patents are not always applied predictably or uniformly. Changes in either the patent laws, implementing regulations or the interpretation of patent laws may diminish the value of our rights. The legal systems of certain countries do not protect intellectual property rights to the same extent as the laws of the United States, and many companies have encountered significant problems in protecting and defending such rights in foreign jurisdictions. Â Because patent applications in the United States, Europe and many other jurisdictions are typically not published until 18 months after filing, or in some cases not at all, and because publications of discoveries in scientific literature lag behind actual discoveries, we cannot be certain that we were the first to make the inventions claimed in our pending patent applications, or that we were the first to file for protection of the inventions set forth in our applications. We can give no assurance that all of the potentially relevant prior art relating to our patents or patent applications has been found; overlooked prior art could be used by a third-party to challenge the validity, enforceability and scope of our patents, or prevent a patent from issuing from a pending patent application. As a result, we may not be able to obtain or maintain protection for certain inventions. Therefore, the validity, enforceability and scope of our patents in the United States, Europe and in other countries cannot be predicted with certainty and, as a result, any patents that we own or license may not provide sufficient protection against our competitors. Â The issuance of a patent is not conclusive as to its inventorship, ownership, scope, validity or enforceability. Third parties may challenge any existing patent or future patent we own or license through adversarial proceedings in the issuing offices or in court proceedings, including as a response to any assertion of our patents against them. In any of these proceedings, a court or agency with jurisdiction may find our patents invalid and/or unenforceable, or even if valid and enforceable, insufficient to provide protection against competing products and services to achieve our business objectives. We may be subject to a third-party pre-issuance submission of prior art to the USPTO, or reexamination by the USPTO if a third-party asserts a substantial question of patentability against any claim of a U.S. patent we own or license. The adoption of the Leahy-Smith America Invents Act, or the Leahy-Smith Act, in September 2011 established additional opportunities for third parties to invalidate U.S. patent claims, including inter partes review and post-grant review proceedings. Outside of the United States, patents we own or license may become subject to patent opposition or similar proceedings, which may result in loss of scope of some claims or the entire patent. Competitors may claim that they invented the inventions claimed in our patents or pending applications prior to the inventors of our intellectual property, or may have filed for protection for certain inventions before we did. We may need to participate in interference or derivation proceedings, which may result in 76 Â the loss of some or all of the patent protection at issue. Furthermore, an adverse decision in an interference or derivation proceeding can result in a third party receiving the patent right sought by us, which in turn could affect our ability to develop, market or otherwise commercialize our product candidates. Any of these proceedings may be very complex and expensive, and may divert our managementâ€™s attention from our core business. If any of our patents, should they issue, are challenged, invalidated, circumvented by third parties or otherwise limited or expire prior to the commercialization of our product candidates, and if we do not own or have exclusive rights to other enforceable patents protecting our product candidates or other technologies, competitors and other third parties could market products and use processes that are substantially similar or identical to, or superior to, ours and our business would suffer. Â We will not seek to protect our intellectual property rights in all jurisdictions throughout the world and we may not be able to adequately enforce our intellectual property rights even in the jurisdictions where we seek protection. Â Filing, prosecuting and defending patents on product candidates or the related technologies in all countries and jurisdictions throughout the world would be prohibitively expensive, and we will only pursue patent protection in selected jurisdictions outside the United States. The requirements for patentability differ in various countries. 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, and the laws of some foreign countries do not provide patent protection for certain types of inventions that are patentable in the United States. As a result, certain aspects of our technology may not be protectable by patents or may be difficult to protect in certain jurisdictions outside the United States, including in Europe, and our intellectual property rights outside the United States could be less extensive than those 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. The statutory deadlines for pursuing patent protection in individual foreign jurisdictions are based on the priority date of each of our patent applications. For some of the patent families owned by us, the relevant statutory deadlines have not yet expired, and we will need to decide whether and where to pursue protection outside the United States before expiration of the applicable deadlines. For other of the patent families owned by us, the relevant statutory deadlines have expired, and thus, we will only have the opportunity to pursue protection in the limited jurisdictions previously selected. Competitors may use our technologies in jurisdictions where we do not pursue and obtain 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, if approved, and our patents or other intellectual property rights may not be effective or sufficient to prevent them from competing. Even if we pursue and obtain issued patents in particular jurisdictions, our patent claims or other intellectual property rights may not be effective or sufficient to prevent third parties from so competing. Â The laws of some foreign countries do not protect intellectual property rights to the same extent as the laws of the United States. Many companies have encountered significant problems in protecting and defending intellectual property rights in certain foreign jurisdictions. The legal systems of some countries, particularly developing countries, do not favor the enforcement of patents and other intellectual property protection, especially those relating to medical technology. For example, an April 2021 report from the Office of the United States Trade Representative identified a number of countries, including India and China, where challenges to the procurement and enforcement of patent rights have been reported. Several countries, including India and China, have been listed in the report every year since 1989. This could make it difficult for us to stop the infringement of our patents or the misappropriation or other violation of our other intellectual property rights. For example, many foreign countries have compulsory licensing laws under which a patent owner must grant licenses to third parties. In addition, many countries limit the enforceability of patents against third parties, including government agencies or government contractors. In these countries, patents may provide limited or no benefit. Patent protection must ultimately be sought on a country-by-country basis, which is an expensive and time-consuming process with uncertain outcomes. Accordingly, we may choose not to seek patent protection in certain countries, and we will not have the benefit of patent protection in such countries. Â Furthermore, 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, could put 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. We may choose not to initiate lawsuits because the expected benefit is not sufficient. Accordingly, our efforts to enforce our intellectual property rights outside the United States may be inadequate to obtain a significant commercial advantage from the intellectual property. Â 77 Â Intellectual property litigation could cause us to spend substantial resources and distract our personnel from their normal responsibilities. Â The medical device industry has been characterized by extensive litigation regarding patents, trademarks, trade secrets, and other intellectual property rights, and companies in the industry have used intellectual property litigation to gain a competitive advantage. Litigation or other legal proceedings related to intellectual property claims, with or without merit, is unpredictable and generally expensive and time-consuming. Competitors may infringe our patents, should they issue, or other intellectual property, or we may be required to defend against claims of infringement, misappropriation or other violation of third party intellectual property. To counter infringement or unauthorized use, we may be required to file infringement claims, which can be expensive and time-consuming. Any claims we assert against perceived infringers could provoke these parties to assert counterclaims against us alleging that our patents are invalid or unenforceable or that we infringe their intellectual property. In addition, in a patent infringement proceeding, a court may decide that a patent of ours is invalid or unenforceable, in whole or in part, construe the patentâ€™s claims narrowly or 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 proceeding could put one or more of our patents at risk of being invalidated, held unenforceable or interpreted narrowly, which could adversely affect our competitive business position, business prospects and financial condition. Â Even if resolved in our favor, litigation or other legal proceedings relating to intellectual property claims may cause us to incur significant expenses and could distract our technical and management personnel from their normal responsibilities. 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 and 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. Such litigation or proceedings could substantially increase our operating losses and reduce the resources available for development activities or any future sales, marketing or distribution activities. Â We may not have sufficient financial or other resources to adequately conduct such litigation or proceedings. Some of our competitors may be able to sustain the costs of such litigation or proceedings more effectively than we can because of their greater financial resources and more mature and developed intellectual property portfolios. Accordingly, despite our efforts, we may not be able to prevent third parties from infringing, misappropriating, or otherwise violating, or successfully challenging our intellectual property rights. Uncertainties resulting from the initiation or continuation of patent litigation or other proceedings could have a material adverse effect on our ability to compete in the marketplace. Â Our commercial success depends significantly on our ability to operate without infringing, misappropriating or otherwise violating the intellectual property rights of third parties. Â The medical device industry is subject to rapid technological change and substantial litigation regarding patent and other intellectual property rights. Our competitors in both the United States and abroad, many of which have substantially greater resources and have made substantial investments in patent portfolios and competing technologies, may have applied for or obtained or may in the future apply for and obtain, patents that will prevent, limit or otherwise interfere with our ability to make, use, market and sell our product candidates and technology. Â Numerous third-party patents exist in the fields relating to our product candidates, and it is difficult for industry participants, including us, to identify all third-party patent rights relevant to our product candidates and technologies. There may be issued U.S. or European patents of which we are not aware, held by our competitors or third parties that, if found to be valid and enforceable, could be alleged to be infringed by some of our product candidates or technologies, including Revita. There may be patents of which we are not aware, that if they result in issued patents, could be alleged to be infringed by some of our product candidates or technologies, including Revita. Moreover, because some patent applications are maintained as confidential for a certain period of time, we cannot be certain that third parties have not filed patent applications that cover our product candidates and technologies. Â It is also possible that we have failed to identify relevant third-party patents or applications. For example, it is difficult for industry participants, including us, to identify all third-party patent rights that may be relevant to our product candidates or technology because database searching is imperfect due to differences in terminology among patents, incomplete databases and the difficulty in assessing the meaning of patent claims. We may fail to identify relevant patents or patent applications or may identify pending patent applications of potential interest but incorrectly predict the likelihood that such patent applications may issue with claims of relevance to our product candidates or technology. In addition, we 78 Â may be unaware of one or more issued patents that would be infringed by the manufacture, sale or use of a current or future product candidate, or we may incorrectly conclude that a third-party patent is invalid, unenforceable or not-infringed by our activities. Additionally, pending patent applications that have been published can, subject to certain limitations, be later amended in a manner that could cover our product candidates and technologies. After issuance, the scope of patent claims remains subject to construction as determined by an interpretation of the law, the written disclosure in a patent and the patentâ€™s prosecution history. Our interpretation of the relevance or the scope of a patent or a pending application may be incorrect, which may negatively impact our ability to market our product candidates. Our determination of the expiration date of any patent in the United States, the European Union or elsewhere that we consider relevant may be incorrect, which may negatively impact our ability to develop and market our product candidates. Â Patents could be issued, now or in the future, to third parties that we may ultimately be found to infringe. Third parties may have or obtain valid and enforceable patents or proprietary rights that could block us from developing product candidates using our technology. Our failure to obtain or maintain a license to any technology that we require may materially harm our business, financial condition, results of operations and prospects. Furthermore, we would be exposed to a threat of litigation. In addition, we may be required or choose to enter into a license agreement to avoid or settle litigation. Â Intellectual property rights of third parties could adversely affect our ability to commercialize our product candidates, and we might be required to litigate or obtain licenses from third parties in order to develop or market our product candidates. Such litigation or licenses could be costly or not available on commercially reasonable terms. Â From time to time, we may be party to, or threatened with, litigation or other proceedings with third parties, including non-practicing entities, who allege that our product candidates, components of our product candidates and/or proprietary technologies infringe, misappropriate or otherwise violate their intellectual property rights. The types of situations in which we may become a party to such litigation or proceedings include: â€¢we may initiate litigation or other proceedings against third parties seeking to invalidate the patents held by those third parties or to obtain a judgment that our product candidates, technologies, or processes do not infringe those third partiesâ€™ patents; â€¢we may participate at substantial cost in International Trade Commission proceedings to abate importation of products or product candidates that would compete unfairly with our product candidates; â€¢if our competitors file patent applications that claim technology also claimed by us, we may be required to participate in interference, derivation or opposition proceedings to determine the priority of invention, which could jeopardize our patent rights and potentially provide a third-party with a dominant patent position; â€¢if third parties initiate litigation claiming that our processes or product candidates infringe their patent or misappropriate or otherwise violate other intellectual property rights, we will need to defend against such proceedings; â€¢if third parties initiate litigation or other proceedings seeking to invalidate patents owned by us or to obtain a declaratory judgment that their product or technology does not infringe our patents, we will need to defend against such proceedings; â€¢we may be subject to ownership disputes relating to intellectual property, including disputes arising from conflicting obligations of employees or consultants or others who are involved in developing our product candidates; and â€¢if a license to necessary technology is terminated, the licensor may initiate litigation claiming that our processes or product candidates infringe their patent or misappropriate or otherwise violate other intellectual property rights and/ or that we breached our obligations under the license agreement, and we would need to defend against such proceedings. Â These lawsuits and proceedings, regardless of merit, are time-consuming and expensive to initiate, maintain, defend or settle, and could divert the time and attention of managerial and technical personnel, which could materially adversely affect our business. Any such claim could also force use to do one or more of the following: â€¢incur substantial monetary liability for infringement, appropriation or other violations of intellectual property rights, which we may have to pay if a court decides that the product candidate or technology at issue infringes, 79 Â misappropriates 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 third partyâ€™s attorneysâ€™ fees; â€¢pay substantial damages to our customers or end users to discontinue use or replace infringing technology with non-infringing technology; â€¢stop manufacturing, selling, using, exporting or licensing the product candidate or technology incorporating the allegedly infringing technology or stop incorporating the allegedly infringing technology into such product candidate or technology; â€¢obtain from the owner of the infringed intellectual property right a license, which may require us to pay

substantial upfront fees or royalties to sell or use the relevant technology and which may not be available on commercially reasonable terms, or at all; â€¢redesign our product candidates and technology so they do not infringe, misappropriate or violate the third partyâ€™s intellectual property rights, which may not be possible or may require substantial monetary expenditures and time; â€¢enter into cross-licenses with our competitors, which could weaken our overall intellectual property position; â€¢lose the opportunity to license our technology to others or to collect royalty payments based upon successful protection and assertion of our intellectual property against others; â€¢find alternative suppliers for non-infringing product candidates and technologies, which could be costly and create significant delay; or â€¢relinquish rights associated with one or more of our patent claims, if our claims are held invalid or unenforceable. Â The medical device industry is characterized by extensive litigation regarding patents and other intellectual property rights. As we continue to develop and, if approved, commercialize our current product candidates and future product candidates, competitors may claim that our products, product candidates or technology infringe, misappropriate or otherwise violate their intellectual property rights as part of business strategies designed to impede our successful commercialization. As we gain greater visibility and market exposure as a public company, the risk increases that our product candidates or technologies may be subject to claims of infringement, misappropriation or other violation of the intellectual property rights of third parties. There may be third-party patents or patent applications with claims related to a product candidate or our technology, such as to Revita. Because patent applications can take many years to issue, third parties may have currently pending patent applications that may later result in issued patents that our product candidates may infringe, or which such third parties claim are infringed by our technologies. The outcome of intellectual property litigation is subject to uncertainties that cannot be adequately quantified in advance. The coverage of patents is subject to interpretation by the courts, and the interpretation is not always uniform. If we are sued for patent infringement, to prevail, we would need to demonstrate that our product candidates, products, technologies or methods either do not infringe the patent claims of the relevant patent or that the patent claims are invalid or unenforceable, and we may not be able to do this. Even if we are successful in these proceedings, we may incur substantial costs and the time and attention of our management and scientific personnel could be diverted in pursuing these proceedings. Some of our competitors may be able to sustain the costs of complex intellectual property litigation more effectively than we can because they have substantially greater resources. In addition, intellectual property litigation, regardless of its outcome, may cause negative publicity, adversely impact prospective customers, cause shipment delays of product candidates, or prohibit us from manufacturing, marketing or otherwise commercializing our product candidates and technology. Any uncertainties resulting from the initiation and continuation of any litigation could have a material adverse effect on our ability to raise additional funds or otherwise have a material adverse effect on our business, results of operation, financial condition or cash flows. Â In addition, we may indemnify our customers and distributors against claims relating to the infringement of intellectual property rights of third parties related to our product candidates or technologies. Third parties may assert infringement claims against our customers or distributors. These claims may require us to initiate or defend protracted and costly litigation on behalf of our customers or distributors, regardless of the merits of these claims. If any of these claims succeed, we may be forced to pay damages on behalf of our customers, suppliers or distributors, or may be required to obtain licenses for the products they use. If we cannot obtain all necessary licenses on commercially reasonable terms, our customers may be forced to stop using our product candidates. Â Furthermore, because of the substantial amount of discovery required in connection with intellectual property litigation, there is a risk that some of our confidential information could be compromised by disclosure during this type of 80 Â litigation. There could also be public announcements of the results of hearings, motions or other interim proceedings or developments. If securities analysts or investors perceive these results to be negative, it could have a material adverse effect on the price of our common stock. The occurrence of any of these events may have a material adverse effect on our business, results of operation, financial condition, prospects or cash flows. Â Changes in patent law could diminish the value of patents in general, thereby impairing our ability to protect our existing and future product candidates and technologies. Â Patent reform legislation could increase the uncertainties and costs surrounding the prosecution of our patent applications and the enforcement or defense of our patents. On September 16, 2011, the Leahy-Smith America Invents Act or the Leahy-Smith Act was signed into law. The Leahy-Smith Act includes a number of significant changes to U.S. patent law. These include provisions that affect the way patent applications are prosecuted, redefine prior art, and may also affect patent litigation. The USPTO developed new regulations and procedures to govern administration of the Leahy-Smith Act, including switching the United States patent system from a "first-to-invent" system to a "first-to-file" system. Under a "first-to-file" system, assuming the other requirements for patentability are met, the first inventor to file a patent application generally will be entitled to the patent on an invention regardless of whether another inventor had made the invention earlier. For example, a third party that files a patent application before us at the USPTO could therefore be awarded a patent covering an invention of ours even if we had made the invention before it was made by such third party. This will require us to be cognizant going forward of the time from invention to filing of a patent application and be diligent in filing patent applications, but circumstances could prevent us from promptly filing patent applications on our inventions. Additional provisions of the Leahy-Smith Act allow third-party submission of prior art to the USPTO during patent prosecution and set forth additional procedures to attack the validity of a patent through various proceedings, including post-grant review and inter partes review proceedings, administered by the USPTO. Because of a lower evidentiary standard in USPTO proceedings compared to the evidentiary standard in U.S. federal courts necessary to invalidate a patent claim, a third party could potentially provide evidence in a USPTO proceeding sufficient for the USPTO to hold a claim invalid even though the same evidence would be insufficient to invalidate the claim if first presented in a district court action. Accordingly, a third party may attempt to use the USPTO procedures to invalidate our patent claims that would not have been invalidated if first challenged by the third party as a defendant in a district court action. It is not clear what, if any, impact the Leahy-Smith Act will have on the operation of our business. The Leahy-Smith Act and its implementation could increase the uncertainties and costs surrounding the prosecution of our patent applications and the enforcement or defense of our patents, should they issue, all of which could have a material adverse effect on our business, results of operation, financial condition or cash flows. Â In addition, patent reform legislation may pass in the future that could lead to additional uncertainties and increased costs surrounding the prosecution, enforcement and defense of our patents and applications. Furthermore, the U.S. Supreme Court and the U.S. Court of Appeals for the Federal Circuit have made, and will likely continue to make, changes in how the patent laws of the United States are interpreted. Similarly, foreign courts have made, and will likely continue to make, changes in how the patent laws in their respective jurisdictions are interpreted. We cannot predict future changes in the interpretation of patent laws or changes to patent laws that might be enacted into law by United States and foreign legislative bodies. Those changes may materially affect our patents or patent applications and our ability to obtain additional patent protection in the future. Â Obtaining and maintaining 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. Â The USPTO and various foreign patent offices require compliance with a number of procedural, documentary, fee payment and other similar provisions during the patent application process. Periodic maintenance fees, renewal fees, annuity fees and various government fees are due to be paid to governmental patent agencies over the lifetime of a patent. Future maintenance fees will also need to be paid on other patents that may be issued to us. We have systems in place to remind us to pay these fees, and we employ outside firms to remind us or our licensor to pay annuity fees due to patent agencies on our patents and pending patent applications. In certain cases, an inadvertent lapse can be cured by payment of a late fee or by other means in accordance with the applicable rules. However, 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. In such an event, our competitors might be able to enter the market and this circumstance would have a material adverse effect on our business, results of operation, financial condition, prospects or cash flows. Â 81 Â Patent terms may not be sufficient to effectively protect our product candidates and business for an adequate period of time. Â Patents have a limited lifespan. In the United States, the natural expiration of a utility patent is generally 20 years after its first effective non-provisional filing date. Although various extensions may be available, the term of a patent, and the protection it affords, is limited. Even if patents covering our product candidates, proprietary technologies and their uses are obtained, once the patent has expired, we may be open to competition, which may harm our business prospects. In addition, although upon issuance in the United States a patentâ€™s term can be extended based on certain delays caused by the USPTO, this extension can be reduced or eliminated based on certain delays caused by the patent applicant during patent prosecution. Given the amount of time required for the development, testing and regulatory review of new products, patents protecting such products might expire before or shortly after such products are commercialized. If we do not have sufficient patent terms to protect our products, proprietary technologies and their uses, our business would be seriously harmed. As our patents expire, the scope of our patent protection will be reduced, which may reduce or eliminate any competitive advantage afforded by our patent portfolio. As a result, our reduced patent portfolio may not provide us with sufficient rights to exclude others from commercializing products similar or identical to ours. Â If our trademarks and trade names are not adequately protected, then we may not be able to build name recognition in our markets of interest and our business may be adversely affected. Â We rely on trademarks and tradenames to distinguish our product and technology from the products of our competitors. Our registered or unregistered trademarks or trade names may be challenged, opposed, infringed, circumvented or declared generic or determined to be infringing on other marks. We may not be able to protect our rights to these trademarks and trade names, which we rely on to build name recognition among potential partners and customers in our markets of interest. At times, competitors may adopt trade names or trademarks similar to ours, thereby impeding our ability to build brand identity and possibly leading to market confusion. In addition, there could be potential trade name or trademark infringement claims brought by owners of other registered trademarks or trademarks, such as those that incorporate variations of our registered or unregistered trademarks or trade names. An adverse decision in a trademark or trade name suit may subject us to damages, and may result in the need to redesign or rename the infringing brand, which could be costly and time-consuming. Over the long term, if we are unable to establish name recognition based on our trademarks and trade names, then we may not be able to compete effectively and our business may be adversely affected. Moreover, as our products mature, our reliance on our trademarks to differentiate us from our competitors will increase, and as a result, if we are unable to prevent third parties from adopting, registering or using trademarks and trade dress that infringe, dilute or otherwise violate our trademark rights, or engaging in conduct that constitutes unfair competition, defamation or other violation of our rights, our business could be materially adversely affected. We may license our trademarks and trade names to third parties, such as distributors. Though these license agreements may provide guidelines for how our trademarks and trade names may be used, a breach of these agreements or misuse of our trademarks and tradenames by our licensees may jeopardize our rights in or diminish the goodwill associated with our trademarks and trade names. Our efforts to enforce or protect our proprietary rights related to trademarks and trade names, may be ineffective and could result in substantial costs and diversion of resources and could adversely impact our financial condition or results of operations. Â If we are unable to protect the confidentiality of our trade secrets and other proprietary information, our business and competitive position may be harmed. Â In addition to patent protection, we also rely on confidential proprietary information, including trade secrets and know-how, to develop and maintain our competitive position. However, trade secrets and other proprietary information can be difficult to protect and some courts are less willing or unwilling to protect trade secrets and proprietary information. We seek to protect our confidential proprietary information, in part, by entering into confidentiality agreements with our employees, consultants, vendors, collaborators and others, upon the commencement of their relationships with us. These agreements require that all confidential information developed by the individual or made known to the individual by us during the course of the individualâ€™s relationship with us be kept confidential. Our agreements with employees, business consultants, and our personnel policies, also provide that any inventions conceived by the individual in the course of rendering services to us shall be our exclusive property. However, we may not obtain these agreements in all circumstances, the assignment of intellectual property rights may not be self-executing, and individuals with whom we have these agreements may not comply with their terms or may have preexisting or competing obligations to third parties of which we are not aware. Thus, despite such agreements, such inventions may become assigned to third parties. Monitoring unauthorized uses and disclosures of our intellectual property is difficult, and we do not know whether the steps we have taken to protect our intellectual property will be effective. In the event of unauthorized use or disclosure of our trade secrets 82 Â or proprietary information, these agreements, even if obtained, may not provide meaningful protection, particularly for our trade secrets or other confidential information. To the extent that our employees, consultants or contractors use technology or know-how owned by third parties in their work for us, disputes may arise between us and those third parties as to the rights in related inventions. To the extent that an individual who is not obligated to assign rights in intellectual property to us is rightfully an inventor of intellectual property, we may need to obtain an assignment or a license to that intellectual property from that individual, or a third-party or from that individualâ€™s assignee. Such assignment or license may not be available on commercially reasonable terms or at all, and the failure to obtain rights in such intellectual property by assignment or license could have a material adverse effect on our business. Â Adequate remedies may not exist in the event of unauthorized use or disclosure of our proprietary information. We may not prevail in any lawsuits that we initiate and the damages or other remedies awarded, if any, may not be commercially meaningful. We and our contractors and partners operate in certain countries that are at heightened risk of theft of technology, data and intellectual property through direct or indirect intrusion by private parties or international actors, including those affiliated with or controlled by state actors. The disclosure of our trade secrets would impair our competitive position and may materially harm our business, financial condition and results of operations. Further, it is possible that others will independently develop the same or similar technology or otherwise obtain access to our unpatented technology, and in such cases we could not assert any trade secret rights against such parties. Costly and time consuming litigation could be necessary to enforce and determine the scope of our proprietary rights, and failure to maintain trade secret protection could adversely affect our competitive business position. In addition, others may independently discover or develop our trade secrets and proprietary information, and the existence of our own trade secrets affords no protection against such independent discovery. Â We also seek to preserve the integrity and confidentiality of our data and other confidential information by maintaining physical security of our premises and physical and electronic security of our information technology systems. While we have confidence in these individuals, organizations and systems, agreements or security measures may be breached and detecting the disclosure or misappropriation of confidential information and enforcing a claim that a party illegally disclosed or misappropriated confidential information is difficult, expensive and time-consuming, and the outcome is unpredictable. Further, we may not be able to obtain adequate remedies for any breach. Â We may be subject to claims asserting that our employees, consultants or advisors have wrongfully used or disclosed alleged trade secrets of their current or former employers or claims asserting ownership of what we regard as our own intellectual property. Â We may also employ individuals, such as employees, consultants or advisors, who were previously or are concurrently employed at or providing consulting services for research institutions and/or other medical device companies, including our competitors or potential competitors. Although we try to ensure that our employees, consultants and advisors do not use the intellectual property, proprietary information, know-how or trade secrets of others in their work for us, we may be subject to claims that these employees, consultants or advisors, or we, have inadvertently or otherwise used or disclosed trade secrets or other proprietary information of their former or concurrent employers, or that patents and applications we have filed to protect inventions of these employees, consultants or advisors, even those related to one or more of our product candidates or technologies, are rightfully owned by their former or concurrent employer. Additionally, we may be subject to claims from third parties challenging our ownership interest in intellectual property we regard as our own, based on claims that our employees, consultants or advisors have breached an obligation to assign inventions to another employer, to a former employer, or to another person or entity. 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 be a distraction to management. If we fail in defending any such claims, in addition to paying monetary damages, we may lose valuable personnel or intellectual property rights. An inability to incorporate such technologies or features would have a material adverse effect on our business and may prevent us from successfully commercializing our product candidates. Moreover, any such litigation or the threat thereof may adversely affect our ability to hire employees or contract with independent contractors. A loss of key personnel or their work product could hamper or prevent our ability to commercialize our product candidates, which would have an adverse effect on our business, results of operations and financial condition. Â 83 Â We may enter into licenses to intellectual property. If we were to lose our rights to licensed intellectual property, we may not be able to continue developing or commercializing a product candidate, if approved, that relied on such licensed intellectual property. Â We may in the future be party to license agreements under which we are granted rights to material intellectual property that is important to our business. We would expect any such license agreements to impose various obligations on us, including but not limited to, diligence obligations and the payment of milestones and/or royalties. If we fail to comply with our obligations under these agreements, or we are subject to a bankruptcy, the licensor may have the right to terminate the license, in which event we would not be able to market products covered by the license. Our business could suffer, for example, if any material licenses terminate, if the licensors fail to abide by the terms

of the license, 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. Â We may need to obtain licenses from third parties to advance our research or allow commercialization of our product candidates, and we cannot provide any assurances that third-party patents or other forms intellectual property do not exist that might be enforced against our current product candidates or future products in the absence of such a license. We may fail to obtain any of these licenses on commercially reasonable terms, if at all. 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 or necessary. 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. 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. If we are unable to do so, we may be unable to develop or commercialize the affected product candidates, which could materially harm our business and the third parties owning such intellectual property rights could seek either an injunction prohibiting our sales, or, with respect to our sales, an obligation on our part to pay royalties or other forms of compensation. Â Additionally, we may collaborate with academic institutions to accelerate our preclinical research or development under written agreements with these institutions. 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. 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. Â We may not have the right to control the preparation, filing, prosecution, maintenance, enforcement, and defense of patents and patent applications covering the drug candidates that we license from third parties. It is possible that the licensorsâ€™ infringement proceeding or defense activities may be less vigorous than if we conduct them ourselves. Therefore, we cannot be certain that these patents and patent applications will be prepared, filed, prosecuted, maintained, enforced, and defended in a manner consistent with the best interests of our business. If our licensors fail to prosecute, maintain, enforce and defend such patents, or lose rights to those patents or patent applications, the rights we have licensed may be reduced or eliminated, and our right to develop and commercialize any of our drugs that are subject of such licensed rights could be adversely affected. Â Licensing of intellectual property involves complex legal, business and scientific issues. Disputes may arise between us and our licensors regarding intellectual property subject to a license agreement, including: â€¢the scope of rights granted under the license agreement and other interpretation-related issues; â€¢whether and the extent to which our technology and processes infringe on intellectual property of the licensor that is not subject to the licensing agreement; â€¢our right to sublicense patent and other rights to third parties under collaborative development relationships; â€¢our right to transfer or assign the license; 84 Â â€¢our diligence obligations with respect to the use of the licensed technology in relation to our development and commercialization of our product candidates, and what activities satisfy those diligence obligations; â€¢the priority of invention of patented technology; and 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 our partners. Â In addition, license agreements are often complex, and certain provisions in such agreements may be susceptible to multiple interpretations. The resolution of any contract interpretation disagreement that may arise could narrow what we believe to be the scope of our rights to the relevant intellectual property or technology or broaden what we believe to be the scope of a licensorâ€™s rights to our intellectual property and technology, or increase what we believe to be our financial or other obligations under a relevant agreement, any of which could have a material adverse effect on our business, financial condition, results of operations, and prospects. If disputes over intellectual property impair our ability to maintain any future licensing arrangements on acceptable terms, we may be unable to successfully develop and commercialize the affected product candidates. Furthermore, certain of our future agreements with third parties may limit or delay our ability to consummate certain transactions, may impact the value of those transactions, or may limit our ability to pursue certain activities. For example, we may in the future enter into license agreements that are not assignable or transferable, or that require the licensorâ€™s express consent in order for an assignment or transfer to take place. Â Numerous factors may limit any potential competitive advantage provided by our intellectual property rights. Â The degree of future protection afforded by our intellectual property rights is uncertain because intellectual property rights have limitations, and may not adequately protect our business, provide a barrier to entry against our competitors or potential competitors, or permit us to maintain any competitive advantage. Moreover, if a third party has intellectual property rights that cover a product candidate or the practice of our technology, such as Revita, we may not be able to fully exercise or extract value from our intellectual property rights. We cannot ensure that: â€¢any of our pending patent applications, if issued, will include claims having a scope sufficient to protect our product candidates or otherwise provide any competitive advantage; â€¢any of our pending patent applications will issue as patents at all; â€¢we were the first to make inventions covered by any of our existing patent applications; â€¢we were the first to file patent applications for our inventions; â€¢we have not omitted that should be listed as inventors or included individuals that should not be listed as inventors in our patents and patent applications, which may cause these patents or patents issuing from these patent applications to be held invalid or unenforceable; â€¢others will not develop similar or alternative technologies that do not infringe our intellectual property, incorporate technology from the public domain, or will otherwise be able to design around our patents, should they issue; â€¢others will not use preexisting technology to effectively compete against us; â€¢any of our patents, if issued, will ultimately be found to be valid and enforceable; â€¢there are no prior public disclosures that could invalidate our patents, or parts of our patents; â€¢that there are no unpublished, third-party patent applications or applications maintained in secrecy that may later issue with claims covering our product candidate or technology; â€¢third parties will not compete with us in jurisdictions where we do not pursue and obtain patent protection; â€¢the laws of foreign countries will protect our proprietary rights to the same extent as the laws of the United States; â€¢the inventors of our patents or patent applications will not become involved with competitors to develop products or processes that design around our patents; â€¢any patents issued to us will provide a basis for an exclusive market for our commercially-viable products, if approved, or provide us with any competitive advantages, or will not be challenged by third parties; or 85 Â â€¢our commercial activities or products will not infringe upon the patents or proprietary rights of others. Â Should any of these events occur, they could significantly harm our business and results of operations. Â Risks Related to Employee Matters and Managing Our Growth Â If we are unable to establish sales or marketing capabilities or enter into agreements with third parties to sell or market our product candidates, we may not be able to successfully sell or market our product candidates that obtain regulatory approval. Â We currently have a Chief Commercial Officer and a small marketing and market development team. In order to commercialize any product candidates, if approved, we must build marketing, sales, distribution, managerial and other non-technical capabilities or make arrangements with third parties to perform these services for each of the territories in which we may have approval to sell or market our product candidates. We may not be successful in accomplishing these required tasks. Establishing an internal sales or marketing team with technical expertise and supporting distribution capabilities to commercialize our product candidates will be expensive and time-consuming, and will require significant attention of our executive officers to manage. Any failure or delay in the development of our internal sales, marketing and distribution capabilities could adversely impact the commercialization of any of our product candidates that we obtain approval or certification to market, if we do not have arrangements in place with third parties to provide such services on our behalf. Alternatively, if we choose to collaborate, either globally or on a territory-by-territory basis, with third parties that have direct sales forces and established distribution systems, either to augment our own sales force and distribution systems or in lieu of our own sales force and distribution systems, we will be required to negotiate and enter into arrangements with such third parties relating to the proposed collaboration. If we are unable to enter into such arrangements when needed, on acceptable terms, or at all, we may not be able to successfully commercialize any of our product candidates that receive regulatory approval or certification or any such commercialization may experience delays or limitations. If we are unable to successfully commercialize our approved product candidates, either on our own or through collaborations with one or more third parties, our future product revenue will suffer and we may incur significant additional losses. Â Our success is highly dependent on our ability to attract and retain highly skilled executive officers and employees. Â To succeed, we must recruit, retain, manage and motivate qualified clinical, scientific, technical and management personnel, and we face significant competition for experienced personnel. We are highly dependent on the principal members of our management and scientific and medical staff. In particular, we are highly dependent on the management and business expertise of Harith Rajagopalan, M.D., Ph.D., our Chief Executive Officer, Jay D. Caplan, our President and Chief Product Officer, and Lisa A. Davidson, our Chief Financial Officer, each of whom is employed by us at will. If we do not succeed in attracting and retaining qualified personnel, particularly at the management level, it could adversely affect our ability to execute our business plan and harm our results of operations. In particular, the loss of one or more of our executive officers could be detrimental to us if we cannot recruit suitable replacements in a timely manner. The competition for qualified personnel in the medical device and pharmaceutical industries is intense and as a result, we may be unable to continue to attract and retain qualified personnel necessary for the future success of our business. We could in the future have difficulty attracting experienced personnel to our company and may be required to expend significant financial resources in our employee recruitment and retention efforts. Â Many of the other medical device and pharmaceutical companies that we compete against for qualified personnel have greater financial and other resources, different risk profiles and a longer history in the industry than we do. They also may provide more diverse opportunities and better prospects for career advancement. Some of these characteristics may be more appealing to high-quality candidates than what we have to offer. If we are unable to continue to attract and retain high-quality personnel, the rate and success at which we can discover, develop and commercialize our product candidates will be limited and the potential for successfully growing our business will be harmed. Â In order to successfully implement our plans and strategies, we will need to grow the size of our organization, and we may experience difficulties in managing this growth. Â As of September 30, 2024, we have 122 full-time employees, including 94 employees engaged in research and development. In order to successfully implement our development and commercialization plans and strategies, and as we are operating as a public company, we expect to need additional managerial, operational, sales, marketing, financial and other personnel. Future growth would impose significant added responsibilities on members of management, including: 86 Â â€¢identifying, recruiting, integrating, maintaining and motivating additional employees; â€¢managing our internal development efforts effectively, including the clinical, FDA and other comparable foreign regulatory agenciesâ€™ or notified bodiesâ€™ review process of our current product candidates and any other product candidate we develop, while complying with any contractual obligations to contractors and other third parties we may have; and â€¢improving our operational, financial and management controls, reporting systems and procedures. Â Our future financial performance and our ability to successfully develop and, if approved, commercialize Revita and any other product candidate will depend, in part, on our ability to effectively manage any future growth, and our management may also have to divert a disproportionate amount of its attention away from day-to-day activities in order to devote a substantial amount of time to managing these growth activities. Â We currently rely, and for the foreseeable future will continue to rely, in substantial part on certain independent organizations, advisors and consultants to provide certain services, including key aspects of clinical development and manufacturing. We cannot assure you that the services of independent organizations, advisors and consultants will continue to be available to us on a timely basis when needed, or that we can find qualified replacements. In addition, if we are unable to effectively manage our outsourced activities or if the quality or accuracy of the services provided by third party service providers is compromised for any reason, our clinical studies may be extended, delayed or terminated, and we may not be able to obtain marketing approval of any current or future product candidates or otherwise advance our business. We cannot assure you that we will be able to manage our existing third party service providers or find other competent outside contractors and consultants on economically reasonable terms, or at all. Â If we are not able to effectively expand our organization by hiring new employees and/or engaging additional third party service providers, we may not be able to successfully implement the tasks necessary to further develop and commercialize Revita and any other current or future product candidates and, accordingly, may not achieve our research, development and commercialization goals. Â Risks Related to Ownership of Our Common Stock Â The price of our stock may be volatile, and you could lose all or part of your investment. The trading price of our common stock may be highly volatile and subject to wide fluctuations in response to various factors, some of which we cannot control. The stock market in general, and pharmaceutical and biotechnology companies in particular, have experienced extreme price and volume fluctuations that have often been unrelated or disproportionate to the operating performance of these companies. The trading prices for common stock of other pharmaceutical and biotechnology companies have also been highly volatile as a result of the COVID-19 pandemic. Broad market and industry factors may negatively affect the market price of our common stock, regardless of our actual operating performance. In addition to the factors discussed in this Part II. Item 1A. Risk Factors and elsewhere in this Quarterly Report on Form 10-Q, these factors include: â€¢the timing and results of preclinical and clinical studies of our product candidates or those of our competitors; â€¢the success of competitive products or announcements by potential competitors of their product development efforts; â€¢regulatory actions with respect to our product candidates or our competitorsâ€™ products; â€¢actual or anticipated changes in our growth rate relative to our competitors; â€¢regulatory or legal developments in the United States and other countries; â€¢developments or disputes concerning patent applications, issued patents or other proprietary rights; â€¢the recruitment or departure of key personnel; â€¢announcements by us or our competitors of significant acquisitions, strategic collaborations, joint ventures, collaborations or capital commitments; 87 Â â€¢actual or anticipated changes in estimates as to financial results, development timelines or recommendations by securities analysts; â€¢fluctuations in the valuation of companies perceived by investors to be comparable to us; â€¢market conditions in the pharmaceutical and biotechnology sector; â€¢changes in the structure of healthcare payment systems; â€¢share price and volume fluctuations attributable to inconsistent trading volume levels of our shares; â€¢announcement or expectation of additional financing efforts; â€¢sales of our common stock by us, our insiders or our other stockholders; â€¢expiration of market stand-off or lock-up agreements; â€¢the impact of the COVID-19 pandemic, or any future public health crises, including epidemics and pandemics, and actions taken to slow their spread; and â€¢general economic, industry and market conditions. Â The realization of any of the above risks or any of a broad range of other risks, including those described in this Part II. Item 1A. Risk Factors, could have a dramatic and adverse impact on the market price of our common stock. Â If securities or industry analysts do not publish research or reports, or if they publish adverse or misleading research or reports, regarding us, our business or our market, our stock price and trading volume could decline. Â The trading market for our common stock will be influenced by the research and reports that securities or industry analysts publish about us, our business or our market. If any of the analysts who cover us issue adverse or misleading research or reports regarding us, our business model, our intellectual property, our stock performance or our market, or if our results of operations fail to meet the expectations of analysts, our stock price would likely decline. If one or more of these analysts cease coverage of us or fail to publish reports on us regularly, we could lose visibility in the financial markets, which in turn could cause our stock price or trading volume to decline. Â Our principal stockholders and management own a significant percentage of our stock and will be able to exert significant control over matters subject to stockholder approval. Â As of September 30, 2024, our executive officers, directors, holders of 5% or more of our capital stock and their respective affiliates beneficially owned approximately 56% of our voting stock. Therefore, these stockholders are able to influence us through this ownership position. These stockholders may be able to determine all matters requiring stockholder approval. For example, these stockholders may be able to control elections of directors, amendments of our organizational documents or approval of any merger, sale of assets or other major corporate transaction. This may prevent or discourage unsolicited acquisition proposals or offers for our common stock that you may feel are in your best interest as one of our stockholders. The interests of this group of stockholders may not always coincide with your interests or the interests of other stockholders and they may act in a manner that advances their best interests and not necessarily those of other stockholders, including seeking a premium value for their common stock, and might affect the prevailing market price for our common stock. Â Sales of a substantial number of shares of our common stock in the public market could cause our stock price to fall. Â Our common stock price could decline as a result of sales of a large number of shares of common stock or the perception that these sales could occur. These sales, or the possibility that these sales may occur, might also make it more difficult for us to sell equity securities in the future at a time and price that we deem appropriate. Â As of September 30, 2024, we had outstanding a total of 48,089,625 shares of our common stock. All shares of our common stock that were sold in our IPO are freely tradable without restriction or further registration under the Securities Act of 1933, as amended, or the Securities Act, unless held by our "affiliates" as defined in Rule 144 under the Securities Act. Subject to applicable securities law restrictions, starting from July 31, 2024, shares previously subject to lock-up agreements in connection with our IPO are now able to be sold in the public market. We have filed a registration statement on Form S-8 under the Securities Act to register shares issued upon the exercise of stock options, RSUs and

warrants 88 Â outstanding under our equity incentive plans or pursuant to future awards granted under those plans. Accordingly, shares registered under the registration statement on Form S-8 will become available for sale in the public market to the extent permitted by the provisions of applicable vesting schedules and subject, in the case of affiliates, to volume, manner of sale and other limitations under Rule 144. Â Upon the completion of our IPO in February 2024, the holders of approximately 38,518,563 shares of our common stock as of the effective date of the IPO, which was approximately 80% of our outstanding shares as of September 30, 2024, will have rights, subject to some conditions, to require us to file registration statements covering the sale of their shares (including additional shares of our common acquired by such holders after the IPO, subject to the terms of our fifth amended and restated investorsâ€™ rights agreement) or to include such shares in registration statements that we may file for ourselves or our other stockholders. Once we register the offer and sale of shares for the holders of registration rights, these shares will be able to be sold in the public market. Â In addition, in the future, we may issue additional shares of common stock, or other equity or debt securities convertible into common stock, in connection with a financing, acquisition, employee arrangement or otherwise. Any such issuance could result in substantial dilution to our existing stockholders and could cause the price of our common stock to decline. Â We do not currently intend to pay dividends on our common stock and, consequently, your ability to achieve a return on your investment will depend on appreciation of the value of our common stock. Â We have never declared or paid any cash dividends on our equity securities. 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. Any return to stockholders will therefore be limited to any appreciation in the value of our common stock, which is not certain. Furthermore, we are a party to a credit agreement that contains negative covenants that limit our ability to pay dividends. For more information, see Part I. Item 2. Managementâ€™s Discussion and Analysis of Financial Condition and Results of Operationsâ€”Liquidity and Capital Resources. Â Provisions in our certificate of incorporation and bylaws and Delaware law might discourage, delay or prevent a change in control of our company or changes in our management and, therefore, depress the market price of our common stock. Our certificate of incorporation and bylaws contain provisions that could depress the market price of our common stock by acting to discourage, delay or prevent a change in control of our company or changes in our management that the stockholders of our company may deem advantageous. These provisions, among other things: â€¢establish a classified board of directors so that not all members of our board are elected at one time; â€¢permit only the board of directors to establish the number of directors and fill vacancies on the board; â€¢provide that directors may only be removed "for cause" and only with the approval of two-thirds of our stockholders; â€¢authorize the issuance of "blank check" preferred stock that our board could use to implement a stockholder rights plan (also known as a "poison pill"); â€¢eliminate the ability of our stockholders to call special meetings of stockholders; â€¢prohibit stockholder action by written consent, which requires all stockholder actions to be taken at a meeting of our stockholders; â€¢prohibit cumulative voting; â€¢authorize our board of directors to amend the bylaws; â€¢establish advance notice requirements for nominations for election to our board or for proposing matters that can be acted upon by stockholders at annual stockholder meetings; and â€¢require a super-majority vote of stockholders to amend some provisions described above. Â In addition, Section 203 of the General Corporation Law of the State of Delaware, or the DGCL, prohibits a publicly-held Delaware corporation from engaging in a business combination with an interested stockholder, generally a person which together with its affiliates owns, or within the last three years has owned, 15% of our voting stock, for a 89 Â period of three years after the date of the transaction in which the person became an interested stockholder, unless the business combination is approved in a prescribed manner. Â Any provision of our certificate of incorporation, bylaws or Delaware law that has the effect of delaying or preventing a change in control could limit the opportunity for our stockholders to receive a premium for their shares of our capital stock and could also affect the price that some investors are willing to pay for our common stock. Â Our amended and restated certificate of incorporation and amended and restated bylaws provide for an exclusive forum in the Court of Chancery of the State of Delaware for certain disputes between us and our stockholders, which could limit our stockholdersâ€™ ability to obtain a favorable judicial forum for disputes with us or our directors, officers or employees. Â Our amended and restated certificate of incorporation and amended and restated bylaws provide that the Court of Chancery of the State of Delaware (or, in the event that the Court of Chancery does not have jurisdiction, the federal district court for the District of Delaware or other state courts of the State of Delaware) is the exclusive forum for any derivative action or proceeding brought on our behalf, any action asserting a claim of breach of fiduciary duty, any action asserting a claim against us arising pursuant to the DGCL, our amended and restated certificate of incorporation or our amended and restated bylaws, or any action asserting a claim against us that is governed by the internal affairs doctrine; provided that, the exclusive forum provision will not apply to suits brought to enforce any liability or duty created by the Exchange Act or any other claim for which the federal courts have exclusive jurisdiction; and provided further that, if and only if the Court of Chancery of the State of Delaware dismisses any such action for lack of subject matter jurisdiction, such action may be brought in another state or federal court sitting in the State of Delaware. Our amended and restated certificate of incorporation and amended and restated bylaws also provide that the federal district courts of the United States of America will be the exclusive forum for the resolution of any complaint asserting a cause or causes of action against any defendant arising under the Securities Act. Such provision is intended to benefit and may be enforced by us, our officers and directors, employees and agents, including the underwriters and any other professional or entity who has prepared or certified any part of this prospectus. Nothing in our amended and restated certificate of incorporation or amended and restated bylaws precludes stockholders that assert claims under the Exchange Act from bringing such claims in state or federal court, subject to applicable law. Â We believe these provisions may benefit us by providing increased consistency in the application of Delaware law and federal securities laws by chancellors and judges, as applicable, particularly experienced in resolving corporate disputes, efficient administration of cases on a more expedited schedule relative to other forums and protection against the burdens of multi-forum litigation. This choice of forum provision may limit a stockholderâ€™s ability to bring a claim in a judicial forum that it finds favorable for disputes with us or any of our directors, officers, other employees or stockholders, which may discourage lawsuits with respect to such claims or make such lawsuits more costly for stockholders, although our stockholders will not be deemed to have waived our compliance with federal securities laws and the rules and regulations thereunder. Furthermore, the enforceability of similar choice of forum provisions in other companiesâ€™ certificates of incorporation has been challenged in legal proceedings, and it is possible that a court could find these types of provisions to be inapplicable or unenforceable. 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, and there can be no assurance that such provisions will be enforced by a court in those other jurisdictions. If a court were to find the choice of forum provision that will be contained in our amended and restated certificate of incorporation and amended and restated bylaws to be inapplicable or unenforceable in an action, we may incur additional costs associated with resolving such action in other jurisdictions, which could adversely affect our business and financial condition. Â General Risks Â Our information technology systems, or those of any of our CROs, manufacturers, other contractors, consultants, collaborators or potential future collaborators, may fail or suffer security or data privacy breaches or other unauthorized or improper access to, use of, or destruction of our proprietary or confidential data, employee data, or personal data, which could result in additional costs, loss of revenue, significant liabilities, harm to our brand and material disruption of our operations. Â Despite the implementation of security measures, our information technology systems and those of our current and any future CROs and other contractors, consultants, collaborators and third-party service providers, are vulnerable to damage from computer viruses, cybersecurity threats, unauthorized access, natural disasters, terrorism, war and 90 Â telecommunication and electrical failure. The size and complexity of our information technology systems make such systems potentially vulnerable to service interruptions or to security breaches from inadvertent or intentional actions by our employees or vendors, or from attacks by malicious third parties. Such attacks are increasing in their frequency, levels of persistence, levels of sophistication and intensity, and are being conducted by sophisticated and organized groups and individuals with a wide range of motives and expertise, especially given increased vulnerability of corporate information technology systems as distributed work environments have become prevalent. In addition to unauthorized access to or acquisition of personal data, confidential information, intellectual property or other sensitive information, such attacks could include the deployment of harmful malware and ransomware, and may use a variety of methods, including denial-of-service attacks, social engineering and other means, to attain such unauthorized access or acquisition or otherwise affect service reliability and threaten the confidentiality, integrity and availability of information. Like many other companies, we experience attempted cybersecurity actions on a frequent basis, and the frequency of such attempts could increase in the future. While we have invested in the protection of data and information technology, there can be no assurance that our efforts will prevent or quickly identify service interruptions or security breaches. The techniques used by cybercriminals change frequently, may not be recognized until launched and can originate from a wide variety of sources, including outside groups such as external service providers, organized crime affiliates, terrorist organizations or hostile foreign governments or agencies. We cannot assure that our data protection efforts and our investment in information technology will prevent significant breakdowns, data leakages or breaches in our systems or those of our third-party services providers or partners. Â If such an event were to occur and cause interruptions in our operations or result in the unauthorized acquisition of or access to health-related or other personal information, it could result in a material disruption of our drug discovery and development programs and our business operations, whether due to a loss of our trade secrets or other similar disruptions. Some of the federal, state and foreign government requirements include obligations of companies to notify individuals of security breaches involving particular personally identifiable information, which could result from breaches experienced by us or by our vendors, contractors, or organizations with which we have formed strategic relationships. Notifications and follow-up actions related to a security breach could impact our reputation, cause us to incur significant costs, including legal expenses and remediation costs. For example, the loss of clinical study data from completed or future clinical studies could result in delays in our regulatory approval or certification efforts and significantly increase our costs to recover or reproduce the lost data. We also rely on third parties to manufacture our product candidates, and similar events relating to their computer systems could also have a material adverse effect on our business. To the extent that any disruption or security breach were to result in a loss of, or damage to, our data, or inappropriate disclosure of confidential or proprietary information, we could be exposed to litigation and governmental investigations, the further development and commercialization of our product candidates could be delayed, and we could be subject to significant fines or penalties for any noncompliance with certain state, federal and/or international privacy and security laws. Â Our insurance policies may not be adequate to compensate us for the potential losses arising from any such disruption, failure or security breach. 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 could have high deductibles in any event, and defending a suit, regardless of its merit, could be costly and divert management attention. Â Our operations are vulnerable to interruption by fire, severe weather conditions, power loss, telecommunications failure, terrorist activity, future pandemics and other events beyond our control, which could harm our business. Â Our facilities are located in regions which experience severe weather from time to time. We have not undertaken a systematic analysis of the potential consequences to our business and financial results from a major tornado, flood, fire, earthquake, power loss, terrorist activity, future pandemics or other disasters and do not have a recovery plan for such disasters. In addition, we do not carry sufficient insurance to compensate us for actual losses from interruption of our business that may occur, and any losses or damages incurred by us could harm our business. The occurrence of any of these business disruptions could seriously harm our operations and financial condition and increase our costs and expenses. Â We are an "emerging growth company," and we cannot be certain if the reduced reporting requirements applicable to emerging growth companies will make our common stock less attractive to investors. Â We are an "emerging growth company," as defined in the JOBS Act. For as long as we continue to be an emerging growth company, we intend to take advantage of exemptions from various reporting requirements that are applicable to other public companies that are not emerging growth companies, including: 91 Â â€¢not being required to comply with the auditor attestation requirements of Section 404 of the Sarbanes-Oxley Act; â€¢not being required to comply with any requirement that may be adopted by the Public Company Accounting Oversight Board regarding the communication of critical audit matters in the auditorâ€™s report on financial statements; â€¢reduced disclosure obligations regarding executive compensation in this Annual Report on Form 10-K and our other periodic reports and proxy statements; and â€¢exemptions from the requirements of holding nonbinding advisory stockholder votes on executive compensation and stockholder approval of any golden parachute payments not previously approved. Â We cannot predict if investors will find our common stock less attractive because we rely on these exemptions. If some investors find our common stock less attractive as a result, there may be a less active trading market for our common stock and our stock price may be more volatile. We will remain an emerging growth company until the earliest to occur of: (1) the last day of the fiscal year in which we have more than $1.235 billion in annual revenue; (2) the date we qualify as a "large accelerated filer," with at least $700 million of equity securities held by non-affiliates; (3) the date on which we have issued more than $1.0 billion in non-convertible debt securities during the prior three-year period; and (4) the last day of the fiscal year ending after the fifth anniversary of our IPO. Â Under the JOBS Act, emerging growth companies can also delay adopting new or revised accounting standards until such time as those standards apply to private companies. We intend to take advantage of the extended transition period for adopting new or revised accounting standards under the JOBS Act as an emerging growth company. As a result of this election, our financial statements may not be comparable to companies that comply with public company effective dates. Â We are a "smaller reporting company" and the reduced disclosure requirements applicable to smaller reporting companies may make our common stock less attractive to investors. We are considered a "smaller reporting company." We are therefore entitled to rely on certain reduced disclosure requirements for as long as we remain a smaller reporting company, such as being permitted to provide only two years of audited financial statements, in addition to any required unaudited interim financial statements, with correspondingly reduced Part I. Item 2. Managementâ€™s Discussion and Analysis of Financial Condition and Results of Operations disclosure in this Quarterly Report on Form 10-Q and scaled executive compensation information. If we qualify as a smaller reporting company because we meet the revenue limits under the definition of a smaller reporting company, we will be a "low-revenue smaller reporting company." Low-revenue smaller reporting companies are not required to obtain an external audit on the effectiveness of their internal control over financial reporting under Section 404 of the Sarbanes-Oxley Act of 2002, or Section 404. These exemptions and reduced disclosures may make it harder for investors to analyze our results of operations and financial prospects. We cannot predict if investors will find our common stock less attractive because we may rely on these exemptions. If some investors find our common stock less attractive as a result, there may be a less active trading market for our common stock and our stock prices may be more volatile. Â The requirements of being a public company may strain our resources, result in more litigation and divert managementâ€™s attention. Â As a public company, we are subject to the reporting requirements of the Exchange Act, the Sarbanes-Oxley Act, the Dodd-Frank Wall Street Reform and Consumer Protection Act, or the Dodd-Frank Act, the listing requirements of Nasdaq and other applicable securities rules and regulations. Complying with these rules and regulations has increased and will increase our legal and financial compliance costs, make some activities more difficult, time consuming or costly and increase demand on our systems and resources. The Exchange Act requires, among other things, that we file annual, quarterly and current reports with respect to our business and results of operations. The Sarbanes-Oxley Act requires, among other things, that we maintain effective disclosure controls and procedures and internal control over financial reporting. We are required to disclose changes made in our internal control and procedures on a quarterly basis. In order to maintain and, if required, improve our disclosure controls and procedures and internal control over financial reporting to meet this standard, significant resources and management oversight may be required. As a result, managementâ€™s attention may be diverted from other business concerns, which could adversely affect our business and results of operations. We may also need to hire additional employees or engage outside consultants to comply with these requirements, which will increase our costs and expenses. Â 92 Â In addition, changing laws, regulations and standards relating to corporate governance and public disclosure are creating uncertainty for public companies, increasing legal and financial compliance costs and making some activities more time consuming. These laws, regulations and standards are 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 our efforts to comply with new laws, regulations and standards differ from the activities intended by regulatory or governing bodies due to ambiguities related to their application and practice, regulatory authorities may initiate legal proceedings against us and our business may be adversely affected. Â These new rules and regulations may make it more expensive for us to obtain director and officer liability insurance and, in the future, we may be required to accept reduced coverage or incur substantially higher costs to obtain coverage. These factors could also make it more difficult for us to attract and retain qualified members of our board of directors, particularly to serve on our audit committee and compensation committee, and qualified executive officers. By disclosing information in this

Quarterly Report on Form 10-Q and in future filings required of a public company, our business and financial condition will become more visible, which we believe may result in threatened or actual litigation, including by competitors and other third parties. If those claims are successful, our business could be seriously harmed. Even if the claims do not result in litigation or are resolved in our favor, the time and resources needed to resolve them could divert our managementâ€™s resources and seriously harm our business. Â 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. Â Effective internal controls over financial reporting are necessary for us to provide reliable financial reports and, together with adequate disclosure controls and procedures, are 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 Section 404, or any subsequent testing by our independent registered public accounting firm, may reveal deficiencies in our internal controls 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. Inferior internal controls could also cause investors to lose confidence in our reported financial information, which could have a negative effect on the trading price of our stock. We will be required to disclose changes made in our internal controls and procedures on a quarterly basis and our management will be required to assess the effectiveness of these controls annually. However, for as long as we are a smaller reporting company, our independent registered public accounting firm will not be required to attest to the effectiveness of our internal controls over financial reporting pursuant to Section 404. An independent assessment of the effectiveness of our internal controls over financial reporting could detect problems that our managementâ€™s assessment might not. Undetected material weaknesses in our internal controls over financial reporting could lead to restatements of our financial statements and require us to incur the expense of remediation. Â Changes in our effective tax rate or tax liability may have an adverse effect on our results of operations. Â We are subject to income taxes in the United States. Our effective tax rate could be adversely affected due to several factors, including: â€¢changes in the relative amounts of income before taxes in the various jurisdictions in which we operate that have differing statutory tax rates; â€¢changes in the United States tax laws and regulations or the interpretation of them, including the Tax Act, as modified by the CARES Act; â€¢changes to our assessment about our ability to realize our deferred tax assets that are based on estimates of our future results, the prudence and feasibility of possible tax planning strategies, and the economic and political environments in which we do business; â€¢the outcome of current and future tax audits, examinations, or administrative appeals; and 93 Â â€¢limitations or adverse findings regarding our ability to do business in some jurisdictions. Â New income or other tax laws or regulations could be enacted at any time, which could adversely affect our business operations and financial performance. Further, existing tax laws and regulations could be interpreted, modified, or applied adversely to us. For example, the Tax Act enacted many significant changes to the U.S. tax Laws. Future guidance from the IRS and other tax authorities with respect to the Tax Act may affect us, and certain aspects of the Tax Act could be repealed or modified in future legislation. For example, the CARES Act and the Inflation Reduction Act modified and introduced certain provisions to the Tax Act. Changes in corporate tax rates, the realization of net operating losses, and other deferred tax assets relating to our operations, the taxation of foreign earnings, the deductibility of expenses under the Tax Act, the corporate minimum tax and excise tax under the Inflation Reduction Act or future reform legislation could have a material impact on the value of our deferred tax assets and could increase our future U.S. tax expense. Â If our product candidates are approved, we expect to generate a portion of our future revenue internationally and are subject to various risks relating to international operations, which could adversely affect our operating results. Â We believe that a portion of our future revenue will come from international sources as we plan to seek regulatory approvals of our product candidates in international markets and, if approved, to establish overseas operations. Engaging in international business involves a number of difficulties and risks, including: â€¢required compliance with existing and changing foreign healthcare and other regulatory requirements and laws, such as those relating to patient privacy or handling of bio-hazardous waste; â€¢required compliance with anti-bribery laws, such as the U.S. Foreign Corrupt Practices Act and U.K. Bribery Act, data privacy requirements, labor laws and anti-competition regulations; â€¢export or import restrictions; â€¢various reimbursement and insurance regimes; â€¢laws and business practices favoring local companies; â€¢longer payment cycles and difficulties in enforcing agreements and collecting receivables through certain foreign legal systems; â€¢political and economic instability; â€¢potentially adverse tax consequences, tariffs, customs charges, bureaucratic requirements and other trade barriers; â€¢foreign exchange controls; â€¢difficulties and costs of staffing and managing foreign operations; â€¢difficulties protecting or procuring intellectual property rights; and â€¢existence of additional third-party intellectual property rights of potential relevance. Â If the value of the U.S. dollar increases relative to foreign currencies in the future, in the absence of a corresponding change in local currency prices, our future revenue could be adversely affected as we convert future revenue from local currencies to U.S. dollars. Â If we dedicate resources to our international operations and are unable to manage these risks effectively, our business, operating results and prospects will suffer. Â New tax legislation may impact our results of operations and financial condition. Â The U.S. government may enact significant changes to the taxation of business entities including, among others, an increase in the corporate income tax rate and the imposition of minimum taxes or surtaxes on certain types of income. For example, the recently enacted Inflation Reduction Act, among other changes, introduced a 15% corporate minimum tax on certain U.S. corporations and a 1% excise tax on certain stock redemptions by U.S. corporations. If such changes are enacted or implemented, we are currently unable to predict the ultimate impact on our business. Â 94 Â Taxing authorities may successfully assert that we should have collected or in the future should collect sales and use, value added or similar taxes, and any such assessments could adversely affect our business, financial condition, and results of operations. Â Sales and use, value added and similar tax laws and rates vary greatly by jurisdiction. Certain jurisdictions in which we do not collect such taxes may assert that such taxes are applicable or that our presence in such jurisdictions is sufficient to require us to collect taxes, which could result in tax assessments, penalties and interest, and we may be required to collect such taxes in the future. Such tax assessments, penalties and interest or future requirements may adversely affect our financial condition and results of operations. Further, in June 2018, the Supreme Court held in South Dakota v. Wayfair, Inc. that states could impose sales tax collection obligations on out-of-state sellers even if those sellers lack any physical presence within the states imposing the sales taxes. Under the Wayfair decision, a person requires only a "substantial nexus" with the taxing state before the state may subject the person to sales tax collection obligations therein. An increasing number of states (both before and after the publication of the Wayfair decision) have considered or adopted laws that attempt to impose sales tax collection obligations on out-of-state sellers. The Supreme Courtâ€™s Wayfair decision has removed a significant impediment to the enactment and enforcement of these laws, and it is possible that states may seek to tax out-of-state sellers on sales that occurred in prior tax years, which could create additional administrative burdens for us, put us at a competitive disadvantage if such states do not impose similar obligations on our competitors, and decrease our future sales, which could adversely affect our business, financial condition, and results of operations. Â Item 2. Unregistered Sales of Equity Securities and Use of Proceeds. Recent Sales of Unregistered Securities None. Use of Proceeds On February 6, 2024, in connection with our IPO, we issued and sold 7,333,333 shares of our common stock at a price to the public of $15.00 per share. All shares issued and sold were registered pursuant to a registration statement on Form Sâ€‘1 (File No. 333-276046), as amended (the "Registration Statement"), which was declared effective by the SEC on February 1, 2024. Information related to our intended use of the net proceeds from our IPO is included in the "Use of Proceeds" section of our final prospectus filed with the SEC on February 2, 2024 pursuant to Rule 424(b)(4) under the Securities Act, and there has been no material change in the expected use of the net proceeds from our IPO from that described in such prospectus. Purchases of equity securities by the issuer and affiliated purchasers None. Item 3. Defaults Upon Senior Securities. None. Item 4. Mine Safety Disclosures. Not applicable. Item 5. Other Information. (a)Disclosure in lieu of reporting on a Current Report on Form 8-K. None. 95 Â (b)Material changes to the procedures by which security holders may recommend nominees to the board of directors. None. (c)Insider Trading Arrangements and Policies. During the three months ended September 30, 2024, (i) Timothy Kieffer, Chief Scientific Officer, adopted a Rule 10b5-1 trading arrangement on September 11, 2024 that is intended to satisfy the affirmative defense of Rule 10b5-1(c) for the sale of up to 227,198 shares of the Companyâ€™s common stock until September 15, 2025, (ii) Harith Rajagopalan, Chief Executive Officer and Director, adopted a Rule 10b5-1 trading arrangement on September 12, 2024 that is intended to satisfy the affirmative defense of Rule 10b5-1(c) for the sale of up to 438,420 shares of the Companyâ€™s common stock until March 31, 2025, and (iii) Jay Caplan, President and Chief Product Officer, adopted a Rule 10b5-1 trading arrangement on September 13, 2024 that is intended to satisfy the affirmative defense of Rule 10b5-1(c) for the sale of up to 159,173 shares of the Companyâ€™s common stock until March 31, 2025.Other than as described above, no director or officer of the Company adopted or terminated a "Rule 10b5-1 trading arrangement" or "non-Rule 10b5-1 trading arrangement," as each term is defined in Item 408(a) of Regulation S-K. Item 6. Exhibits. Â Â Â Incorporated by Reference Â ExhibitNumber Exhibit Description Form File No. Exhibit FilingDate Filed/FurnishedHerewith 3.1 Amended and Restated Certificate of Incorporation of Fractyl Health, Inc. 8-K 001-41942 3.1 2/6/2024 Â 3.2 Amended and Restated Bylaws of Fractyl Health, Inc. 8-K 001-41942 3.2 2/6/2024 Â 4.1 Specimen Stock Certificate evidencing the shares of common stock. Sâ€‘1 333â€‘276046 4.1 12/14/2023 Â 4.2 Fifth Amended and Restated Investorsâ€™ Rights Agreement, dated June 9, 2021, by and among Fractyl Health, Inc. and certain of its stockholders. S-1 333-276046 4.2 12/14/2023 Â 31.1 Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer Â Â Â Â * 31.2 Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer Â Â Â Â * 32.1 Section 1350 Certification of Chief Executive Officer Â Â Â Â ** 32.2 Section 1350 Certification of Chief Financial Officer Â Â Â Â ** 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 With Embedded Linkbase Documents * 104 Cover Page Interactive Data File (embedded within the Inline XBRL document) * * Filed herewith ** Furnished herewith 96 Â SIGNATURES Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized. Â Â Fractyl Health, Inc. Date: November 12, 2024 By: /s/ Harith Rajagopalan Harith Rajagopalan, M.D., Ph.D. Co-Founder, Chief Executive Officer and Director Â Â Â Â Â Date: November 12, 2024 By: /s/ Lisa A. Davidson Lisa A. Davidson Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer) Â Â Â Â Â 97 EX-31.1 2 guts-ex31_1.htm EX-31.1 EX-31.1 Exhibit 31.1 CERTIFICATIONS I, Harith Rajagopalan, certify that: 1.I have reviewed this Quarterly Report on Form 10-Q of Fractyl Health, Inc.; 2.Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report; 3.Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report; 4.The registrantâ€™s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13aâ€‘15(e) and 15dâ€‘15(e)) for the registrant and have: (a)Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared; (b)[omitted]; (c)Evaluated the effectiveness of the registrantâ€™s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and (d)Disclosed in this report any change in the registrantâ€™s internal control over financial reporting that occurred during the registrantâ€™s most recent fiscal quarter (the registrantâ€™s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrantâ€™s internal control over financial reporting; and 5.The registrantâ€™s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrantâ€™s auditors and the audit committee of the registrantâ€™s board of directors (or persons performing the equivalent functions): (a)All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrantâ€™s ability to record, process, summarize and report financial information; and (b)Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrantâ€™s internal control over financial reporting. Â Date: November 12, 2024 By: /s/ Harith Rajagopalan Harith Rajagopalan, M.D., Ph.D. Co-Founder, Chief Executive Officer and Director Â Â Â EX-31.2 3 guts-ex31_2.htm EX-31.2 EX-31.2 Exhibit 31.2 CERTIFICATIONS I, Lisa Davidson, certify that: 1.I have reviewed this Quarterly Report on Form 10-Q of Fractyl Health, Inc.; 2.Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report; 3.Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report; 4.The registrantâ€™s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13aâ€‘15(e) and 15dâ€‘15(e)) for the registrant and have: (a)Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared; (b)[omitted]; (c)Evaluated the effectiveness of the registrantâ€™s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and (d)Disclosed in this report any change in the registrantâ€™s internal control over financial reporting that occurred during the registrantâ€™s most recent fiscal quarter (the registrantâ€™s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrantâ€™s internal control over financial reporting; and 5.The registrantâ€™s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrantâ€™s auditors and the audit committee of the registrantâ€™s board of directors (or persons performing the equivalent functions): (a)All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrantâ€™s ability to record, process, summarize and report financial information; and (b)Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrantâ€™s internal control over financial reporting. Â Date: November 12, 2024 By: /s/ Lisa A. Davidson Lisa A. Davidson Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer) Â EX-32.1 4 guts-ex32_1.htm EX-32.1 EX-32.1 Exhibit 32.1 CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANESâ€‘OXLEY ACT OF 2002 In connection with the Quarterly Report on Form 10-Q of Fractyl Health, Inc. (the â€œCompanyâ€) for the period ended September 30, 2024 as filed with the Securities and Exchange Commission on the date hereof (the â€œReportâ€), I certify, pursuant to 18 U.S.C. Â§ 1350, as adopted pursuant to Â§ 906 of the Sarbanesâ€‘Oxley Act of 2002, that: (1)The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and (2)The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company. Â Date: November 12, 2024 By: /s/ Harith Rajagopalan Harith Rajagopalan, M.D., Ph.D. Co-Founder, Chief Executive Officer and Director Â Â Â EX-32.2 5 guts-ex32_2.htm EX-32.2 EX-32.2 Exhibit 32.2 CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANESâ€‘OXLEY ACT OF 2002 In connection with the Quarterly Report on Form 10-Q of Fractyl Health, Inc. (the â€œCompanyâ€) for the period ended September 30, 2024 as filed with the Securities and Exchange Commission on the date hereof (the â€œReportâ€), I certify, pursuant to 18 U.S.C. Â§ 1350, as adopted pursuant to Â§ 906 of the Sarbanesâ€‘Oxley Act of 2002, that: (1)The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and (2)The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company. Â Date: November 12, 2024 By: /s/ Lisa A. Davidson Lisa A. Davidson Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer) Â EX-101.SCH 6 guts-20240930.xsd XBRL TAXONOMY EXTENSION SCHEMA WITH EMBEDDED LINKBASES DOCUMENT 100000 - Document - Document and Entity Information link:presentationLink link:calculationLink link:definitionLink 100010 - Statement - Consolidated Balance Sheets (Unaudited) link:presentationLink link:calculationLink link:definitionLink 100020 - Statement - Consolidated Balance Sheets (Unaudited) (Parenthetical) link:presentationLink link:calculationLink link:definitionLink 100030 - Statement - Consolidated Statements of Operations and Comprehensive Loss (Unaudited) link:presentationLink link:calculationLink link:definitionLink 100040 - Statement - Consolidated Statements of Convertible Preferred Stock and Stockholders' Equity (Deficit) (Unaudited) link:presentationLink link:calculationLink link:definitionLink 100050 - Statement - Consolidated Statements of Convertible Preferred Stock and Stockholders' Equity (Deficit) (Unaudited) (Parenthetical) link:presentationLink link:calculationLink link:definitionLink 100060 - Statement - Consolidated Statements of Cash Flows (Unaudited) link:presentationLink link:calculationLink

link:definitionLink 995455 - Disclosure - Nature of the Business link:presentationLink link:calculationLink link:definitionLink 995465 - Disclosure - Summary of Significant Accounting Policies link:presentationLink link:calculationLink link:definitionLink 995475 - Disclosure - Fair Value Measurements link:presentationLink link:calculationLink link:definitionLink 995485 - Disclosure - Property and Equipment, Net link:presentationLink link:calculationLink link:definitionLink 995495 - Disclosure - Accrued Expenses and Other Current Liabilities link:presentationLink link:calculationLink link:definitionLink 995505 - Disclosure - Notes Payable link:presentationLink link:calculationLink link:definitionLink 995515 - Disclosure - Warrant Liabilities link:presentationLink link:calculationLink link:definitionLink 995525 - Disclosure - Commitments and Contingencies link:presentationLink link:calculationLink link:definitionLink 995535 - Disclosure - Convertible Preferred Stock link:presentationLink link:calculationLink link:definitionLink 995545 - Disclosure - Preferred and Common Stock link:presentationLink link:calculationLink link:definitionLink 995555 - Disclosure - Stock-Based Compensation link:presentationLink link:calculationLink link:definitionLink 995565 - Disclosure - Income Taxes link:presentationLink link:calculationLink link:definitionLink 995575 - Disclosure - Net Loss Per Share link:presentationLink link:calculationLink link:definitionLink 995585 - Disclosure - Summary of Significant Accounting Policies (Policies) link:presentationLink link:calculationLink link:definitionLink 995595 - Disclosure - Fair Value Measurements (Tables) link:presentationLink link:calculationLink link:definitionLink 995605 - Disclosure - Accrued Expenses and Other Current Liabilities (Tables) link:presentationLink link:calculationLink link:definitionLink 995615 - Disclosure - Notes Payable (Tables) link:presentationLink link:calculationLink link:definitionLink 995625 - Disclosure - Warrant Liabilities (Tables) link:presentationLink link:calculationLink link:definitionLink 995635 - Disclosure - Commitments and Contingencies (Tables) link:presentationLink link:calculationLink link:definitionLink 995645 - Disclosure - Convertible Preferred Stock (Tables) link:presentationLink link:calculationLink link:definitionLink 995655 - Disclosure - Stock-Based Compensation (Tables) link:presentationLink link:calculationLink link:definitionLink 995665 - Disclosure - Income Taxes (Tables) link:presentationLink link:calculationLink link:definitionLink 995675 - Disclosure - Net Loss Per Share (Tables) link:presentationLink link:calculationLink link:definitionLink 995685 - Disclosure - Nature of the Business - Additional Information (Details) link:presentationLink link:calculationLink link:definitionLink 995695 - Disclosure - Summary of Significant Accounting Policies - Additional Information (Details) link:presentationLink link:calculationLink link:definitionLink 995705 - Disclosure - Fair Value Measurements - Schedule of Financial Assets and Liabilities Measured at Fair Value on Recurring Basis (Details) link:presentationLink link:calculationLink link:definitionLink 995715 - Disclosure - Fair Value Measurements - Additional Information (Details) link:presentationLink link:calculationLink link:definitionLink 995725 - Disclosure - Accrued Expenses and Other Current Liabilities - Schedule of Accrued Expenses and Other Current Liabilities (Details) link:presentationLink link:calculationLink link:definitionLink 995735 - Disclosure - Notes Payable - Schedule of Notes Payable, Long-Term (Details) link:presentationLink link:calculationLink link:definitionLink 995745 - Disclosure - Notes Payable - Additional Information (Details) link:presentationLink link:calculationLink link:definitionLink 995755 - Disclosure - Notes Payable - Schedule of Rollforward of Fair Value of 2022 Convertible Notes (Details) link:presentationLink link:calculationLink link:definitionLink 995765 - Disclosure - Notes Payable - Schedule of Rollforward of Fair Value of 2023 Notes (Details) link:presentationLink link:calculationLink link:definitionLink 995775 - Disclosure - Warrant Liabilities - Additional Information (Details) link:presentationLink link:calculationLink link:definitionLink 995785 - Disclosure - Warrant Liabilities - Summary of Fair Value of Warrant Determined Using Black Scholes Valuation Model (Details) link:presentationLink link:calculationLink link:definitionLink 995795 - Disclosure - Warrant Liabilities - Summary of Fair Value of warrant liability (Details) link:presentationLink link:calculationLink link:definitionLink 995805 - Disclosure - Commitments and Contingencies - Summary of Future Minimum Lease Payments for Operating and Finance Leases (Details) link:presentationLink link:calculationLink link:definitionLink 995815 - Disclosure - Commitments and Contingencies - Additional Information (Details) link:presentationLink link:calculationLink link:definitionLink 995825 - Disclosure - Convertible Preferred Stock - Additional Information (Details) link:presentationLink link:calculationLink link:definitionLink 995835 - Disclosure - Convertible Preferred Stock - Summary of Convertible Preferred Stock (Details) link:presentationLink link:calculationLink link:definitionLink 995845 - Disclosure - Preferred and Common Stock - Additional information (Details) link:presentationLink link:calculationLink link:definitionLink 995855 - Disclosure - Stock-Based Compensation - Additional Information (Details) link:presentationLink link:calculationLink link:definitionLink 995865 - Disclosure - Stock-Based Compensation - Summary of Share-Based Compensation Expense Related to Stock Options and Restricted Stock Units (Details) link:presentationLink link:calculationLink link:definitionLink 995875 - Disclosure - Income Taxes - Additional Information (Details) link:presentationLink link:calculationLink link:definitionLink 995885 - Disclosure - Income Taxes - Summary of Effective Income Tax Rate Reconciliation (Details) link:presentationLink link:calculationLink link:definitionLink 995895 - Disclosure - Income Taxes - Summary of Net Deferred Tax Assets (Details) link:presentationLink link:calculationLink link:definitionLink 995905 - Disclosure - Income Taxes - Summary of Valuation Allowances (Details) link:presentationLink link:calculationLink link:definitionLink 995915 - Disclosure - Net Loss Per Share - Summary of Securities That Could Potentially Dilute Basic Net Loss Per Share in Future Were Not Included in Computation of Diluted Net Loss Per Share (Details) link:presentationLink link:calculationLink link:definitionLink Statement [Line Items] Liabilities: Liabilities, Fair Value Disclosure [Abstract] Ending balance Beginning balance Fair Value of Warrant Liability Fair value of warrant liability. Debt Instrument [Axis] Conversion of convertible preferred stock into common stock upon initial public offering Conversion of Stock, Amount Converted Accounts receivable Increase (Decrease) in Accounts Receivable Plan Name [Domain] Liquidation preference Convertible preferred stock, liquidation preference Temporary Equity, Liquidation Preference Entity Address, Postal Zip Code Summary of Valuation Allowance Summary of Valuation Allowance [Table Text Block] Fair value of warrant liabilities recognized in connection with issuance of notes payable Fair Value of Warrants Liabilities Recognized in Connection With Issuance of Notes Payable Fair value of warrants liabilities recognized in connection with issuance of notes payable. Fair Value, Recurring and Nonrecurring [Table] Entity Incorporation, State or Country Code Series E Convertible Preferred Stock Series E Convertible Preferred Stock [Member] Series E convertible preferred stock. Total future minimum lease payments Finance Lease, Liability, to be Paid Capitalized patent and trademark costs Deferred tax assets, capitalized patent and trademark costs. Interest paid Interest Paid, Excluding Capitalized Interest, Operating Activities Financial covenants, Description Debt Instrument, Covenant Description Tranche One Share-Based Payment Arrangement, Tranche One [Member] Reverse stock split, description Stockholders' Equity, Reverse Stock Split Ending Balance (in shares) Beginning Balance (in shares) Shares, Outstanding Fair Value Hierarchy and NAV [Axis] Convertible preferred shares issued Convertible preferred stock, shares issued Temporary Equity, Shares Issued Level 2 Fair Value, Inputs, Level 2 [Member] Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items] Notes payable, long-term Notes Payable, Fair Value Disclosure Long-Term Debt, Type [Domain] Tax return open year Open Tax Year Stock-based compensation expense recognized Share-Based Payment Arrangement, Amount Capitalized Conversion of convertible preferred stock into common stock upon initial public offering Conversion of convertible preferred stock into common stock upon initial public offering Temporary Equity Value Conversion Of Convertible Securities Temporary equity value conversion of convertible securities. 2024 (Remaining) Lessee, Operating Lease, Liability, to be Paid, Remainder of Fiscal Year Income tax examination, description Income Tax Examination, Description Commitments and Contingencies Commitments and Contingencies Disclosure [Text Block] Stock, Class of Stock [Table] Schedule of Rollforward of Fair Value of Notes Fair Value, Liabilities Measured on Recurring Basis, Unobservable Input Reconciliation [Table Text Block] 2024 Employee Stock Purchase Plan Two Thousand And Twenty Four Employee Stock Purchase Plan [Member] Two thousand and twenty four employee stock purchase plan. Collaborative Arrangement and Arrangement Other than Collaborative [Domain] Non-cash investing and financing activities: Noncash Investing and Financing Items [Abstract] Preferred and Common Stock Common Stock Equity [Text Block] First Tranche First Tranche [Member] First tranche. Series F Convertible Preferred Stock Series F Convertible Preferred Stock [Member] Series F convertible preferred stock. Class of Warrant or Right [Axis] Sale of Stock [Domain] Cash and Cash Equivalents [Domain] Class of Stock Disclosures [Abstract] Entity Central Index Key Reclassification of deferred offering costs to additional paid-in capital Reclassification of deferred offering costs to additional paid-in capital Reclassification of deferred offering costs to additional paid-in capital. 2019 Note Two Thousand and Nineteen Note [Member] 2019 Note. Extended maturity date Debt Instrument, Maturity Date Range, End Changes in operating assets and liabilities: Increase (Decrease) in Operating Capital [Abstract] Remeasurement of right of use asset on lease modifications. Remeasurement Of Right Of Use Asset On Lease Modifications Remeasurement of right-of-use asset on lease modification Fair Value, Liabilities Measured on Recurring Basis, Unobservable Input Reconciliation [Table] Number of shares to be issued Common stock, shares issued Common Stock, Shares, Issued Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Table] Prepaid expenses and other current assets Increase (Decrease) in Prepaid Expense and Other Assets Income Statement [Abstract] Entity Address, State or Province 2025 Finance Lease, Liability, to be Paid, Year One Class of Warrant or Right [Table] Outstanding principal balance Notes payable, long-term Notes payable, long-term Notes Payable, Noncurrent Accretion of dividends on convertible preferred stock Accretion of dividends on convertible preferred stock Temporary Equity, Dividends, Adjustment Research and development tax credit carryforwards expiration year Research and Development Tax Credit Carryforwards Expiration Year Research and development tax credit carryforwards expiration year. Unrecognized tax benefits, interest, or penalties Unrecognized Tax Benefits, Income Tax Penalties and Interest Expense Unrecognized Tax Benefits, Income Tax Penalties and Interest Expense, Total Payments related to debt issuance costs Payments of Debt Issuance Costs Convertible preferred stock converted to warrant Preferred Stock, Convertible, Shares Issuable Cover [Abstract] Net loss per share attributable to common stockholders, basic Earnings Per Share, Basic Earnings Per Share, Basic, Total Increases recorded to income tax provision Valuation Allowance, Deferred Tax Asset, Increase (Decrease), Amount Income Tax Contingency [Line Items] Income Tax Contingency [Table] Operating expenses: Operating Expenses [Abstract] Principal payments on finance lease obligations Finance Lease, Principal Payments Private Financing Round Private Financing Round [Member] Private financing round. Warrant liabilities Warrant Liabilities Warrant liabilities. Stock-based compensation expense Share-Based Payment Arrangement, Expense Conversion into common stock Fair Value Measurement With Unobservable Inputs Reconciliation Recurring Basis Conversion In To Common Stock Fair value measurement with unobservable inputs reconciliation recurring basis conversion in to common stock. Deferred tax assets: Deferred Tax Assets, Net [Abstract] Accumulated deficit Accumulated deficit Retained Earnings (Accumulated Deficit) Retained Earnings (Accumulated Deficit), Total Third Tranche Third Tranche [Member] Third tranche. Plan Name [Axis] Series C-1 Convertible Preferred Stock Series C-1 Convertible Preferred Stock [Member] Series C-1 Convertible Preferred Stock. Current assets: Assets, Current [Abstract] Net cash used in operating activities Net Cash Provided by (Used in) Operating Activities Thereafter Lessee Operating Lease Liability Payments Due After Year Four Amount of lessee's undiscounted obligation for lease payment for operating lease due after 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). Debt Instrument [Line Items] Property and equipment, net Property and equipment, net Property, Plant and Equipment, Net 2028 Lessee, Operating Lease, Liability, to be Paid, Year Four Summary of Convertible Preferred Stock Temporary Equity [Table Text Block] Cash flows from operating activities: Net Cash Provided by (Used in) Operating Activities [Abstract] Fair Value on Recurring Basis Fair Value, Recurring [Member] Schedule of Financial Assets and Liabilities Measured at Fair Value on Recurring Basis Schedule of Fair Value, Assets and Liabilities Measured on Recurring Basis [Table Text Block] Exercise of common stock warrants (in shares) Exercise of Common Stock Warrants Shares Exercise of common stock warrants shares. Vesting [Axis] Common stock, Par value Common stock, par value Common Stock, Par or Stated Value Per Share Accrued expenses and other current liabilities Accrued expenses and other current liabilities Accounts Payable and Other Accrued Liabilities, Current Stock Options Amount paid off Repayment of notes payable Repayments of Notes Payable 2011 Stock Incentive Plan Two Thousand And Eleven Stock Incentive Plan [Member] Two thousand and eleven stock incentive plan. Convertible preferred stock (Series A, B, C-1, C-2, D, E and F), $0.00001 par value; no shares authorized and no shares issued or outstanding at September 30, 2024; 78,112,639 shares authorized and 77,994,156 shares issued and outstanding at December 31, 2023; aggregate liquidation preference of $0 and $379,081 at September 30, 2024 and December 31, 2023, respectively Carrying value Ending Balance Beginning Balance Temporary Equity, Carrying Amount, Attributable to Parent Statement of Cash Flows [Abstract] Antidilutive Securities, Name [Domain] Issuance of shares Warrants to purchase common stock Class of Warrant or Right, Number of Securities Called by Warrants or Rights Selling, General and Administrative Selling, General and Administrative Expenses Selling, General and Administrative Expenses [Member] Other Deferred Tax Assets, Other Equity Components [Axis] Entity Address, Address Line One Subsequent Event Type [Axis] Total other income (expense), net Other expense, net Nonoperating Income (Expense) Summary of Securities That Could Potentially Dilute Basic Net Loss Per Share in Future Were Not Included in Computation of Diluted Net Loss Per Share Schedule of Antidilutive Securities Excluded from Computation of Earnings Per Share [Table Text Block] Maximum borrowing capacity under loan and security agreement Line of Credit Facility, Maximum Borrowing Capacity Risk-free interest rate Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Risk Free Interest Rate Claims outstanding Claims outstanding. Amendment Flag Operating lease liabilities Increase (Decrease) in Operating Lease Liability Operating lease liabilities, long-term Operating Lease, Liability, Noncurrent Federal Domestic Tax Jurisdiction [Member] Debt Instrument, Name [Domain] Series A Convertible Preferred Stock Series A Convertible Preferred Stock [Member] Series A convertible preferred stock. Sale of Stock, Price Per Share Net loss Net loss and comprehensive loss Payment for operating leases within operating activities Payment for operating leases within operating activities Payment for operating leases within operating activities. Number of Shares, Exercised Exercise of common stock options (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercises in Period Variable Rate [Domain] Research and Development Research and Development Expenses Research and Development Expense [Member] Interest rate terms Debt Instrument, Interest Rate Terms Equity Component [Domain] Statistical Measurement [Domain] Other expense, net Other expense, net Other Nonoperating Income (Expense) Other Nonoperating Income (Expense), Total Net loss Net loss Net Income (Loss), Including Portion Attributable to Noncontrolling Interest Preferred stock, shares issued Preferred Stock, Shares Issued Proceeds from exercise of stock options Proceeds from Stock Options Exercised Restricted cash, current Restricted Cash, Current Restricted cash, long-term Restricted Cash, Noncurrent Collaborative Arrangement and Arrangement Other than Collaborative [Axis] Class of Stock [Domain] Common stock, shares outstanding Common Stock, Shares, Outstanding Common Stock, Shares, Outstanding, Ending Balance Common Stock, Shares, Outstanding, Beginning Balance Preferred stock, par value Preferred Stock, Par or Stated Value Per Share Capitalized research and development Deferred Tax Asset, In-Process Research and Development Plan effective date Plan Effective Date Plan effective date. Accounts Payable and Accrued Liabilities, Current [Abstract] Antidilutive Securities [Axis] Proceeds from equity financing or series of financings Proceeds from Issuance or Sale of Equity Proceeds from Issuance or Sale of Equity, Total Entity Interactive Data Current Warrant liabilities, long-term Warrant Liabilities Long term Warrant liabilities long term. Document Quarterly Report Cash, cash equivalents and restricted cash at end of period Cash, cash equivalents and restricted cash at beginning of period Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Total Issuance costs related to notes payable Debt Related Commitment Fees and Debt Issuance Costs Statistical Measurement [Axis] Assets Assets, Fair Value Disclosure 2022 Convertible Notes Convertible Debt [Member] Basis of Presentation Basis of Presentation and Significant Accounting Policies [Text Block] External research and development services Accrued External Research And Development Services Current Accrued external research and development services current. Net deferred tax assets Deferred Tax Assets, Net Statement of Income Location, Balance [Axis] Cash and Cash Equivalents [Axis] Total assets Assets Expected term (in years) Weighted average expected term (in years) Expected term of stock option Partial repayment of notes Fair Value, Measurement with Unobservable Inputs Reconciliation, Recurring Basis, Liability, Settlements Valuation Allowance [Abstract] Schedule of Long-Term Debt Instruments [Table] Original maturity date Debt Conversion, Original Debt, Due Date of Debt Plan adoption date Plan Adoption Date Plan adoption date. Periodic payment percentage of principal Debt Instrument Periodic Payment Percentage of Principal Debt instrument periodic payment percentage of principal. Recently Adopted/Issued Accounting Pronouncements New Accounting Pronouncements, Policy [Policy Text Block] Entity Address, City or Town Equity [Abstract] Harith Rajagopalan Harith Rajagopalan [Member] Harith Rajagopalan. Assets: Assets, Fair Value Disclosure [Abstract] Payments related to offering costs Payments of Stock Issuance Costs Conversion of convertible preferred stock into common stock upon initial public offering (in shares) Conversion of convertible preferred stock into common stock upon initial public offering (in shares) Temporary Equity Shares Conversion Of Convertible Securities Temporary equity shares conversion of convertible securities Effective Income Tax Rate Reconciliation, Percent [Abstract] 2026 Finance Lease, Liability, to be Paid, Year Two Thereafter Finance Lease, Liability, to be Paid, after Year Four Amount of lessee's undiscounted obligation for lease payment for finance lease to be paid after 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). Principal amount of convertible notes Principal amount Debt Instrument, Face Amount Reclassification of warrant liability to equity upon initial public offering Reclassification Of Warrant Liability To Equity Upon Initial Public Offering Reclassification of warrant liability to equity upon initial public offering. Depreciation Depreciation Depreciation, Total Fair value of common stock per share Price per share Share Price Deferred Public Offering Costs Deferred Charges, Policy [Policy Text Block] 2014 Warrant Two Thousand Fourteen Warrant [Member] Two Thousand Fourteen Warrant

[Member] Other long-term assets and liabilities Increase (Decrease) in Other Noncurrent Assets and Liabilities, Net Non-deductible stock compensation Effective Income Tax Rate Reconciliation, Nondeductible Expense, Share-Based Payment Arrangement, Percent Stock-Based Compensation Share-Based Payment Arrangement [Text Block] Fair Value Disclosures [Abstract] Non-IPO Non I P O [Member] Non-IPO. Finance Lease Issuance of common stock in initial public offering, net of underwriting discounts, commissions and offering costs Stock Issued During Period, Value, New Issues Exercise of common stock options Stock Issued During Period, Value, Stock Options Exercised Current liabilities: Liabilities, Current [Abstract] Change in fair value of notes payable Change in fair value of notes payable Fair Value Adjustment Of Notes Payable Fair value adjustment of notes payable. Document Type Transfers between level 1, level 2 and level 3 Fair Value Measurements Inter Transfers Between Levels Amount of transfers of financial instruments classified as an asset or liability between level 1, level 2, and level 3 of the fair value hierarchy. Title of 12(b) Security Cash and/or certain permitted cash equivalent investments Cash and cash equivalents Cash and Cash Equivalents, at Carrying Value Cash and Cash Equivalents, at Carrying Value, Total Statement of Stockholders' Equity [Abstract] Balance Balance Fair Value, Measurement with Unobservable Inputs Reconciliation, Recurring Basis, Liability Value Document Fiscal Period Focus Research and development tax credit carryforwards Deferred Tax Assets, Tax Credit Carryforwards, Research Research and development Research and Development Expense Research and Development Expense, Total Interest rate paid in kind Debt Interest Rate Paid In Kind Debt interest rate paid in kind. Number of Shares, Grant Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Grants in Period, Gross Series D Convertible Preferred Stock Series D Convertible Preferred Stock [Member] Series D convertible preferred stock. Underwriting discount Underwriting Discount Underwriting discount. Subsequent Event Type [Domain] Leases Lessee, Leases [Policy Text Block] Exercise price of warrants Weighted average exercise price Class of Warrant or Right, Exercise Price of Warrants or Rights Class of Warrant or Right [Line Items] Sale of Stock [Axis] Cash flows from investing activities: Net Cash Provided by (Used in) Investing Activities [Abstract] Operating loss carryforwards not subject to expiration Deferred Tax Assets, Operating Loss Carryforwards, Not Subject to Expiration Income Taxes Income Tax Disclosure [Text Block] Summary of Effective Income Tax Rate Reconciliation Schedule of Effective Income Tax Rate Reconciliation [Table Text Block] Warrant Liabilities [Abstract] Warrants and Rights Note Disclosure [Abstract] Selling, general and administrative Selling, General and Administrative Expense Selling, General and Administrative Expense, Total Short-Term Debt, Type [Axis] Reclassification of warrant liability to equity upon initial public offering Stock Issued During Period, Value, Other Short-Term Debt, Type [Domain] Other current liabilities Other Accrued Liabilities, Current Accounts payable Accounts payable Increase (Decrease) in Accounts Payable Increase (Decrease) in Accounts Payable, Total Deferred tax liabilities: Deferred Tax Liabilities, Net [Abstract] Entity Address, Address Line Two Payment of interest Fair Value Measurement With Unobservable Inputs Reconciliation Recurring Basis Liability Payment Of Interest Fair value measurement with unobservable inputs reconciliation recurring basis liability payment of interest. Liabilities, Convertible Preferred Stock and Stockholders' Equity (Deficit) Liabilities and Equity [Abstract] Document Period End Date Net Cash Provided by (Used in) Financing Activities Net cash provided by financing activities Effective income tax rate Effective Income Tax Rate Reconciliation, Percent Decrease in fair value Fair Value Measurement With Unobservable Inputs Reconciliation Recurring Basis Liability Decrease Fair value measurement with unobservable inputs reconciliation recurring basis liability decrease. Antidilutive shares Antidilutive Securities Excluded from Computation of Earnings Per Share, Amount Warrant Liabilities Warrant Liabilities [Text Block] Warrant liabilities. Share-based compensation expense APIC, Share-Based Payment Arrangement, Increase for Cost Recognition APIC, Share-Based Payment Arrangement, Increase for Cost Recognition, Total Conversion of 2022 Convertible Notes into common stock upon initial public offering Debt Conversion, Converted Instrument, Amount Income tax benefits Income Tax Expense (Benefit) Income Tax Expense (Benefit), Total 2023 Notes Notes Payable to Bank, Noncurrent Prepaid expenses and other current assets Prepaid Expense and Other Assets Loss on disposal of fixed assets Loss on disposal of fixed assets Gain (Loss) on Disposition of Property Plant Equipment Gain (Loss) on Disposition of Property Plant Equipment, Total Components of Deferred Tax Assets [Abstract] Trading Symbol Variable Rate [Axis] Total stockholders' equity (deficit) Ending Balance Beginning Balance Equity, Attributable to Parent Percentage of initial public offering per share Percentage of initial public offering per share Percentage of initial public offering per share. Total deferred tax assets Deferred Tax Assets, Gross Warrant purchase Issued fully vested warrant to purchase convertible preferred stock Class of Warrant or Right, Outstanding Other long-term liabilities Other Liabilities, Noncurrent Stock-Based Compensation Share-Based Payment Arrangement [Policy Text Block] Convertible price Conversion price considered Debt Instrument, Convertible, Conversion Price Restricted Stock Units Restricted Stock Units (RSUs) [Member] Sale of Stock, Number of Shares Issued in Transaction Common stock issuable upon conversion Conversion of Stock, Shares Issued Convertible preferred shares authorized Convertible preferred stock, shares authorized Temporary Equity, Shares Authorized Fair value of warrants issued in connection with the reissuance of 2022 Convertible Notes Fair Value, Measurement with Unobservable Inputs Reconciliation, Recurring Basis, Liability, Issuances Summary of Share-Based Compensation Expense Related to Stock Options and Restricted Stock Units Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Table Text Block] Nature of the Business Nature of Operations [Text Block] Debt issuance costs included in accrued expenses Debt Issuance Costs Included in Accrued Expenses Debt issuance costs included in accrued expenses. 2027 Finance Lease, Liability, to be Paid, Year Three Leases [Abstract] Second Tranche Second Tranche [Member] Second tranche. Use of Estimates Use of Estimates, Policy [Policy Text Block] Share-Based Payment Arrangement, Additional Disclosure [Abstract] Conversion of convertible preferred stock into common stock upon initial public offering Stock Issued During Period, Value, Conversion of Convertible Securities Return to provision Effective Income Tax Rate Reconciliation Return To Provision Effective income tax rate reconciliation return to provision. Right-of-use lease assets Right-of-use lease assets Deferred Tax Liabilities, Leasing Arrangements Class of Stock [Line Items] Scenario [Axis] Expected dividend yield Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Expected Dividend Rate Security Exchange Name Total operating expenses Operating Expenses Research and development tax credits Effective Income Tax Rate Reconciliation, Nondeductible Expense, Research and Development, Percent Class of Stock [Axis] Percentage of common stock shares outstanding Percentage of Common Stock Shares Outstanding Percentage of common stock shares outstanding. Fair Value Measurements Fair Value Disclosures [Text Block] 2027 Lessee, Operating Lease, Liability, to be Paid, Year Three Weighted average grant-date fair value, granted Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Grants in Period, Weighted Average Grant Date Fair Value Shares converted Conversion of Stock, Shares Converted Subsequent Event [Member] Maximum Maximum [Member] Total liabilities, convertible preferred stock and stockholders' equity (deficit) Liabilities and Equity Right-of-use lease assets, operating Operating Lease, Right-of-Use Asset Supplemental disclosure of cash flow information: Supplemental Cash Flow Information [Abstract] Wall Street Journal Prime Rate Prime Rate [Member] After Amendments After Amendments [Member] After amendments. Net loss per share attributable to common stockholders, diluted Earnings Per Share, Diluted Earnings Per Share, Diluted, Total Entity Ex Transition Period Total liabilities Liabilities Fair value of warrant liabilities recognized in connection with amendment of convertible notes payable Fair Value of Warrant Liability Recognized in Connection with Amendment of Convertible Notes Payable Fair Value Hierarchy and NAV [Domain] Total current assets Assets, Current Net cash used in investing activities Net Cash Provided by (Used in) Investing Activities Scenario Forecast Forecast [Member] Issuance of common stock in initial public offering, net of underwriting discounts, commissions and offering costs (in shares) Number of shares issued Stock Issued During Period, Shares, New Issues Unrecognized tax position Unrecognized Tax Benefits Unrecognized Tax Benefits, Ending Balance Unrecognized Tax Benefits, Beginning Balance Increase in fair value Fair Value Measurement With Unobservable Inputs Reconciliation Recurring Basis Liability Increase Fair value measurement with unobservable inputs reconciliation recurring basis liability increase. Change in valuation allowance Effective Income Tax Rate Reconciliation, Change in Deferred Tax Assets Valuation Allowance, Percent Entity Filer Category Property, Plant and Equipment [Abstract] Other income (expense), net: Nonoperating Income (Expense) [Abstract] Convertible Preferred Stock Convertible Preferred Stock Disclosure [Text[Block] Convertible preferred stock disclosure. Current Fiscal Year End Date September 2023 Warrants September Two Thousand Twenty Three Warrants [Member] September Two Thousand Twenty Three Warrants. Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items] Beginning September 30, 2026 Beginning September 30, 2026 [Member] Beginning September 30, 2026. Convertible preferred stock, original issuance price Convertible preferred stock, par value Temporary Equity, Par or Stated Value Per Share Stock-based compensation expense Share-Based Payment Arrangement, Noncash Expense Share-Based Payment Arrangement, Noncash Expense, Total Net proceeds from issuance of common stock Proceeds from issuance of common stock net Proceeds From Issuance Of Common Stock Net Proceeds from issuance of common stock net. Entity Registrant Name Gross Profit Gross Profit Cost of goods sold Cost of Revenue Cost of Revenue, Total Schedule of Share-Based Compensation Arrangements by Share-Based Payment Award [Table] Net Loss Per Share Earnings Per Share [Text Block] Maturity date Debt Instrument, Maturity Date Entity Emerging Growth Company Money Market Funds Money Market Funds [Member] Weighted-average number of common shares outstanding, basic Weighted Average Number of Shares Outstanding, Basic Weighted Average Number of Shares Outstanding, Basic, Total Vesting [Domain] Operating Lease Common stock, shares authorized Common Stock, Shares Authorized Schedule of Notes Payable, Long-Term Schedule of Long-Term Debt Instruments [Table Text Block] Level 1 Fair Value, Inputs, Level 1 [Member] Issuance of common stock from restricted stock units vesting, (in shares) Issuance Of Common Stock From Restricted Stock Units Vesting Issuance of common stock from restricted stock units vesting. Debt Disclosure [Abstract] IPO closing date IPO Closing Date IPO closing date. Weighted Average Exercise Price, Grant Share-Based Compensation Arrangements by Share-Based Payment Award, Options, Grants in Period, Weighted Average Exercise Price Warrant liabilities, current Warrant Liabilities Current Warrant liabilities current. On and prior to September 30, 2024 On and Prior to September 30, 2024 [Member] On and prior to September 30, 2024. Timothy Kieffer Timothy Kieffer [Member] Timothy Kieffer. Share-Based Payment Arrangement [Abstract] Accounting Policies [Abstract] 2024 (Remaining) Finance Lease, Liability, to be Paid, Remainder of Fiscal Year Income Tax Disclosure [Abstract] Stockholders' equity (deficit): Equity, Attributable to Parent [Abstract] Operating loss carryforward expiration year Operating Loss Carryforwards Expiration Year Operating loss carryforwards expiration year. Statement [Table] Preferred stock, shares authorized Preferred Stock, Shares Authorized Summary of Fair Value of Warrant Liability Fair Value, Assets Measured on Recurring Basis, Unobservable Input Reconciliation [Table Text Block] Change in fair value of warrant liabilities Change/Decrease in fair value Estimated fair value of warrants Change in fair value of warrant liabilities Fair Value Adjustment of Warrants Revenue Revenue from Contract with Customer, Including Assessed Tax Entity File Number Net increase (decrease) in cash, cash equivalents and restricted cash Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Period Increase (Decrease), Including Exchange Rate Effect Earnings Per Share [Abstract] Accrued expenses and other Deferred tax assets, accrued expenses and other. Stock-based compensation expense Deferred Tax Assets, Tax Deferred Expense, Compensation and Benefits, Share-Based Compensation Cost State income taxes, net of federal benefit Effective Income Tax Rate Reconciliation, State and Local Income Taxes, Percent Underwriting discount and commissions Underwriting Discount and Commissions Underwriting discount and commissions. Summary of Future Minimum Lease Payments for Operating and Finance Leases Contractual Obligation, Fiscal Year Maturity [Table Text Block] Statement of Financial Position [Abstract] IPO IPO [Member] Loss from operations Loss from operations Operating Income (Loss) Change in fair value of notes payable, non-cash Fair Value Adjustment of Notes Payable Noncash Fair value adjustment of notes payable noncash. Sale of stock issue price per share Shares Issued, Price Per Share Expected volatility Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Expected Volatility Rate Entity Shell Company Professional fees and consulting services Accrued Professional Fees, Current Summary of Fair Value of Warrant Determined Using Black Scholes Valuation Model Fair Value Measurement Inputs and Valuation Techniques [Table Text Block] Interest rate Debt Instrument, Interest Rate, Effective Percentage Entity Tax Identification Number Assets Assets [Abstract] Class of Warrant or Right [Domain] 2024 Incentive Award Plan Two Thousand And Twenty Four Incentive Award Plan [Member] Two thousand and twenty four incentive award plan. Entity Current Reporting Status Net loss attributable to common stockholders Net Income (Loss) Available to Common Stockholders, Basic 2028 Finance Lease, Liability, to be Paid, Year Four Schedule of Accrued Expenses and Other Current Liabilities Schedule of Accounts Payable and Accrued Liabilities [Table Text Block] Property and Equipment, Net Property, Plant and Equipment Disclosure [Text Block] Long-Term Debt, Type [Axis] Document Fiscal Year Focus Warrant liabilities, long-term Warrant liabilities, non-current fair value disclosure Warrant liabilities, non-current fair value disclosure. Preferred stock, $0.00001 par value; 10,000,000 shares authorized, no shares issued or outstanding at September 30, 2024; no shares authorized, issued or outstanding at December 31, 2023 Preferred Stock, Value, Issued Purchases of property and equipment included in accounts payable Capital Expenditures Incurred but Not yet Paid Proceeds from initial public offering, net of underwriting discounts and commissions Proceeds from issuance of common stock Proceeds from Issuance Initial Public Offering City Area Code Reclassification to equity Fair Value Warrants Reclassified To Equity Fair value warrants reclassified to equity. Total current liabilities Liabilities, Current Inventory Inventory, Net Inventory, Net, Total Federal statutory income tax rate Effective Income Tax Rate Reconciliation, at Federal Statutory Income Tax Rate, Percent Outstanding Restricted Stock Units Outstanding restricted stock units [Member] Outstanding restricted stock units. Conversion of convertible preferred stock into common stock upon initial public offering (in shares) Convertible notes converted into common stock Stock Issued During Period, Shares, Conversion of Convertible Securities Organization, Consolidation and Presentation of Financial Statements [Abstract] Local Phone Number Preferred stock, shares outstanding Preferred Stock, Shares Outstanding Preferred Stock, Shares Outstanding, Ending Balance Preferred Stock, Shares Outstanding, Beginning Balance Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items] First Amendment First Amendment [Member] First amendment. Additional paid-in capital Additional Paid in Capital Additional Paid in Capital, Total Income Tax Jurisdiction [Axis] Outstanding Stock Options Outstanding stock options [Member] Outstanding stock options. Commitments and Contingencies Disclosure [Abstract] Temporary Equity [Abstract] Series A, B, C-1, C-2, D, E and F Convertible Preferred Stock Convertible Preferred Stock Convertible Preferred Stock [Member] Summary of Net Deferred Tax Assets Schedule of Deferred Tax Assets and Liabilities [Table Text Block] Operating lease liabilities, current Operating Lease, Liability, Current Finance lease right-of-use asset obtained in exchange for lease liability Right-of-Use Asset Obtained in Exchange for Finance Lease Liability Income Tax Jurisdiction [Domain] Interest rate upon amendments Debt Instrument, Interest Rate, Stated Percentage Fair value of Series B convertible preferred stock per share Warrants And Rights Outstanding Per Share Warrants and rights outstanding per share. Accumulated Deficit Retained Earnings [Member] Purchases of property and equipment Payments to Acquire Property, Plant, and Equipment Payments to Acquire Property, Plant, and Equipment, Total Warrant liabilities, current Warrant liabilities, current fair value disclosure Warrant liabilities, current fair value disclosure. Nature of Business and Organization Details [Table] Nature of business and organization details. Document Transition Report First principal payment date Debt Instrument, Date of First Required Payment Exercise price per share of stock options as percentage of fair market value of common stock Share-Based Compensation Arrangement by Share-Based Payment Award, Purchase Price of Common Stock, Percent 2026 Lessee, Operating Lease, Liability, to be Paid, Year Two Antidilutive Security, Excluded EPS Calculation [Table] Series B Convertible Preferred Stock Warrants Series B Convertible Preferred Stock warrants [Member] Series B convertible preferred stock warrants. Fair Value, Liabilities Measured on Recurring Basis, Unobservable Input Reconciliation [Line Items] Minimum Minimum [Member] Common Stock Common Stock [Member] Common Stock [Member] Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Line Items] Additional Paid-in Capital Additional Paid-in Capital [Member] Number of common stock reserved for issuance Number of Common Stock Reserved For Issuance Number of common stock reserved for issuance. Series C-2 Convertible Preferred Stock Series C-2 Convertible Preferred Stock [Member] Series C-2 convertible preferred stock. 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] Statement of Income Location, Balance [Domain] 2025 Lessee, Operating Lease, Liability, to be Paid, Year One Other long-term assets Other Assets, Noncurrent Permanent differences Effective Income Tax Rate Reconciliation Permanent Differences Effective income tax rate reconciliation permanent differences. Performance-Based Awards Performance Shares [Member] Entity Common Stock, Shares Outstanding Lease liabilities Deferred Tax Assets, Lease Liabilities Deferred Tax Assets, Lease Liabilities Accrued expenses and other current liabilities Increase (Decrease) in Accrued Liabilities and Other Operating Liabilities 2023 Notes Two Thousand And Twenty Three Notes [Member] 2023 Notes. Common Stock Warrants Common stock warrants [Member] Common stock warrants. Operating loss carryforward, subject to expiration Deferred Tax Assets, Operating Loss Carryforwards, Subject to Expiration Financial covenants, Compliance Debt Instrument, Covenant Compliance Scenario [Domain] Issuance of common stock in initial public offering, net of underwriting discounts, commissions and offering costs Offering costs Adjustments to Additional Paid in Capital, Stock Issued, Issuance Costs Nature of Business and Organization Details [LIne items] Nature of business and organization details. Immediately exercisable warrants amount Warrants and Rights Outstanding Common stock, $0.00001 par value; 300,000,000 shares authorized, 47,913,235 shares issued and outstanding at September 30, 2024; 107,000,000 shares authorized, 2,105,815 shares issued and outstanding at December 31, 2023 Common Stock, Value, Issued Interest income, net Investment Income, Interest Cash equivalents Cash and Cash Equivalents, Fair Value Disclosure Jay Caplan Jay Caplan [Member] Jay Caplan. Payroll and payroll-related expenses Accrued Payroll Taxes, Current Measurement Frequency [Axis] Net operating loss carryforwards Deferred Tax Assets, Operating Loss Carryforwards Deferred Tax Assets, Operating Loss

Carryforwards, Total Commitments and contingencies Commitments and Contingencies July 2023 Warrants July Two Thousand Twenty Three Warrants [Member] July two thousand twenty three warrants. Weighted-average number of common shares outstanding, diluted Weighted Average Number of Shares Outstanding, Diluted Weighted Average Number of Shares Outstanding, Diluted, Total Summary of Significant Accounting Policies Significant Accounting Policies [Text Block] Series B Convertible Preferred Stock Series B Convertible Preferred Stock [Member] Series B convertible preferred stock. Accounts receivable Accounts Receivable, after Allowance for Credit Loss, Current Accounts Receivable, after Allowance for Credit Loss, Current, Total Total future minimum lease payments Lessee, Operating Lease, Liability, to be Paid Inventory Increase (Decrease) in Inventories Increase (Decrease) in Inventories, Total Interest accrued on the unpaid principal balance, Rate Debt Conversion, Original Debt, Interest Rate of Debt Entity Small Business Interest rate margin Debt Instrument, Basis Spread on Variable Rate Exit fee percentage Exit Fee Percentage Exit fee percentage. Notes Payable Debt Disclosure [Text Block] Change in fair value of convertible notes payable Effective Income Tax Rate Reconciliation Change In Fair Value Of Convertible Notes Payable Effective income tax rate reconciliation change in fair value of convertible notes payable. Reverse stock split conversion ratio Stockholders' Equity Note, Stock Split, Conversion Ratio Liabilities related to obligation Contractual Obligation Cash flows from financing activities: Net Cash Provided by (Used in) Financing Activities [Abstract] Change of Control Change of Control [Member] Change of control. Accrued Expenses and Other Current Liabilities Accounts Payable, Accrued Liabilities, and Other Liabilities Disclosure, Current [Text Block] Outstanding principal amount 2022 Convertible Notes Convertible Notes Payable, Noncurrent Deferred offering costs included in accounts payable or accrued expenses Deferred Offering Costs Included in Accounts Payable orAccrued Expenses Deferred offering costs included in accounts payable or accrued expenses. Non-cash interest expense Non-cash operating lease expense Non-cash operating lease expense. State State and Local Jurisdiction [Member] Measurement Frequency [Domain] Share-Based Payment Arrangement, Recognized Amount [Abstract] Valuation allowance at end of year Valuation allowance at beginning of year Valuation allowance Valuation allowance Deferred Tax Assets, Valuation Allowance Convertible preferred shares outstanding Beginning Balance (in shares) Ending Balance (in shares) Convertible preferred stock, shares outstanding Temporary Equity, Shares Outstanding Level 3 Fair Value, Inputs, Level 3 [Member] Proceeds from issuance of notes payable, net Proceeds from Notes Payable Proceeds from Notes Payable, Total Accounts payable Accounts Payable, Current Accounts Payable, Current, Total Deferred offering costs Deferred Offering Costs Liabilities Liabilities, Fair Value Disclosure Loss or material costs related to indemnification obligation Loss or material costs related to indemnification obligation. Non-cash interest expense Non Cash Interest Expense Non cash interest expense. XML 8 R1.htm IDEA: XBRL DOCUMENT v3.24.3 Document and Entity Information - shares 9 Months Ended Sep. 30, 2024 Nov. 01, 2024 Cover [Abstract] Â Â Document Type 10-Q Â Amendment Flag false Â Document Quarterly Report true Â Document Period End Date Sep. 30, 2024 Â Document Fiscal Year Focus 2024 Â Document Fiscal Period Focus Q3 Â Document Transition Report false Â Current Fiscal Year End Date --12-31 Â Entity File Number 001-41942 Â Entity Registrant Name Fractyl Health, Inc. Â Entity Central Index Key 0001572616 Â Entity Incorporation, State or Country Code DE Â Entity Tax Identification Number 27-3553477 Â Entity Address, Address Line One 3 Van de Graaff Drive Â Entity Address, Address Line Two Suite 200 Â Entity Address, City or Town Burlington Â Entity Address, State or Province MA Â Entity Address, Postal Zip Code 01803 Â City Area Code 781 Â Local Phone Number 902-8800 Â Title of 12(b) Security Common Stock, $0.00001 par value per share Â Trading Symbol GUTS 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 false Â Entity Shell Company false Â Entity Common Stock, Shares Outstanding Â 48,098,944 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 9 R2.htm IDEA: XBRL DOCUMENT v3.24.3 Consolidated Balance Sheets (Unaudited) - USD ($) $ in Thousands Sep. 30, 2024 Dec. 31, 2023 Current assets: Â Â Cash and cash equivalents $ 84,664 $ 33,209 Accounts receivable 0 22 Inventory 73 73 Restricted cash, current 0 315 Prepaid expenses and other current assets 2,914 2,029 Total current assets 87,651 35,648 Restricted cash, long-term 4,255 4,255 Property and equipment, net 3,000 490 Right-of-use lease assets, operating 28,787 30,282 Other long-term assets 3,231 5,537 Total assets 126,924 76,212 Current liabilities: Â Â Accounts payable 1,767 553 Accrued expenses and other current liabilities 9,030 7,331 Operating lease liabilities, current 4,920 2,731 Warrant liabilities, current Â 573 Total current liabilities 15,717 11,188 Notes payable, long-term 30,317 55,152 Operating lease liabilities, long-term 27,694 28,508 Warrant liabilities, long-term 1,802 19,096 Other long-term liabilities 1,072 Â Total liabilities 76,602 113,944 Commitments and contingencies Convertible preferred stock (Series A, B, C-1, C-2, D, E and F), $0.00001 par value; no shares authorized and no shares issued or outstanding at September 30, 2024; 78,112,639 shares authorized and 77,994,156 shares issued and outstanding at December 31, 2023; aggregate liquidation preference of $0 and $379,081 at September 30, 2024 and December 31, 2023, respectively Â 287,330 Stockholders' equity (deficit): Â Â Preferred stock, $0.00001 par value; 10,000,000 shares authorized, no shares issued or outstanding at September 30, 2024; no shares authorized, issued or outstanding at December 31, 2023 Common stock, $0.00001 par value; 300,000,000 shares authorized, 47,913,235 shares issued and outstanding at September 30, 2024; 107,000,000 shares authorized, 2,105,815 shares issued and outstanding at December 31, 2023 0 0 Additional paid-in capital 440,662 21,554 Accumulated deficit (390,340) (346,616) Total stockholders' equity (deficit) 50,322 (325,062) Total liabilities, convertible preferred stock and stockholders' equity (deficit) $ 126,924 76,212 Series A, B, C-1, C-2, D, E and F Convertible Preferred Stock Â Â Current liabilities: Â Â Convertible preferred stock (Series A, B, C-1, C-2, D, E and F), $0.00001 par value; no shares authorized and no shares issued or outstanding at September 30, 2024; 78,112,639 shares authorized and 77,994,156 shares issued and outstanding at December 31, 2023; aggregate liquidation preference of $0 and $379,081 at September 30, 2024 and December 31, 2023, respectively Â $ 287,330 X - DefinitionWarrant liabilities current. + ReferencesNo definition available. + Details Name: guts_WarrantLiabilitiesCurrent Namespace Prefix: guts_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionWarrant liabilities long term. + ReferencesNo definition available. + Details Name: guts_WarrantLiabilitiesLongTerm Namespace Prefix: guts_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of liabilities incurred to vendors for goods and services received, and accrued liabilities classified as other, payable within one year or the normal operating cycle, if longer. + ReferencesNo definition available. + Details Name: us-gaap_AccountsPayableAndOtherAccruedLiabilitiesCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionCarrying value as of the balance sheet date of liabilities incurred (and for which invoices have typically been received) and payable to vendors for goods and services received that are used in an entity's business. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer). + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(19)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10 + Details Name: us-gaap_AccountsPayableCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount, after allowance for credit loss, of right to consideration from customer for product sold and service rendered in normal course of business, classified as current. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481990/310-10-45-2 + Details Name: us-gaap_AccountsReceivableNetCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of 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 after valuation and LIFO reserves of inventory expected to be sold, or consumed within one year or operating cycle, if longer. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483467/210-10-45-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(6)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_InventoryNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit 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)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 27: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481404/852-10-50-7Reference 28: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481404/852-10-50-7Reference 29: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30 + Details Name: us-gaap_Liabilities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of liabilities and equity items, including the portion of equity attributable to noncontrolling interests, if any. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(25)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 5: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 6: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(23)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(32)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_LiabilitiesAndStockholdersEquity Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionTotal obligations incurred as part of normal operations that are expected to be paid during the following twelve months or within one business cycle, if longer. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(21)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) 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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 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-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 - DefinitionPresent value of lessee's discounted obligation for lease payments from operating lease, classified as current. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479041/842-20-45-1 + Details Name: us-gaap_OperatingLeaseLiabilityCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionPresent value of lessee's discounted obligation for lease payments from operating lease, classified as noncurrent. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479041/842-20-45-1 + Details Name: us-gaap_OperatingLeaseLiabilityNoncurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of lessee's right to use underlying asset under operating lease. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479041/842-20-45-1 + Details Name: us-gaap_OperatingLeaseRightOfUseAsset Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of noncurrent assets classified as other. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(17)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_OtherAssetsNoncurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of liabilities classified as other, due after one year or the normal operating cycle, if longer. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(24)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_OtherLiabilitiesNoncurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - 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. + ReferencesNo definition available. + Details Name: us-gaap_PrepaidExpenseAndOtherAssets 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 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. + 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(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: 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_RestrictedCashCurrent 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_StockholdersEquityAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionCarrying amount, attributable to parent, of an entity's issued and outstanding stock which is not included within permanent equity. Temporary equity is a security with redemption features that are outside the control of the issuer, is not classified as an asset or liability in conformity with GAAP, and is not mandatorily redeemable. Includes any type of security that is redeemable at a fixed or determinable price or on a fixed or determinable date or dates, is redeemable at the option of the holder, or has conditions for redemption which are not solely within the control of the issuer. Includes stock with a put option held by an ESOP and stock redeemable by a holder only in the event of a change in control of the issuer. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(23)(a)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 14.E.Q2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479830/718-10-S99-1Reference 3: 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 4: 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 5: 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 6: 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 7: 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 8: 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-S99-1B + Details Name: us-gaap_TemporaryEquityCarryingAmountAttributableToParent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - Details Name: us-gaap_StatementClassOfStockAxis=us-gaap_ConvertiblePreferredStockMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 10 R3.htm IDEA: XBRL DOCUMENT v3.24.3 Consolidated Balance Sheets (Unaudited) (Parenthetical) - USD ($) $ in Thousands Sep. 30, 2024 Dec. 31, 2023 Temporary Equity [Abstract] Â Â Preferred stock, par value $ 0.00001 $ 0.00001 Preferred stock, shares authorized 10,000,000 0 Preferred stock, shares issued 0 0 Preferred stock, shares outstanding 0 0 Common stock, par value $ 0.00001 $ 0.00001 Common stock, shares authorized 300,000,000 107,000,000 Common stock, shares issued 48,089,625 2,105,815 Common stock, shares outstanding 48,089,625 2,105,815 Series A, B, C-1, C-2, D, E and F Convertible Preferred Stock Â Â Temporary Equity [Abstract] Â Â Convertible preferred stock, par value $ 0.00001 $ 0.00001 Convertible preferred stock, shares authorized 0 78,112,639 Convertible preferred stock, shares issued 0 77,994,156 Convertible preferred stock, shares outstanding 0 77,994,156 Convertible preferred stock, liquidation preference $ 0 $ 379,081 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_TemporaryEquityAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe aggregate liquidation preference (or restrictions) of stock classified as temporary equity that has a preference in involuntary liquidation considerably in excess of the par or stated value of the shares. The liquidation preference is the difference between the preference in liquidation and the par or stated values of the share. Temporary equity is a security with redemption features that are outside the control of the issuer, is not classified as an asset or liability in conformity with GAAP, and is not mandatorily redeemable. Includes any type of security that is redeemable at a fixed or determinable price or on a fixed or determinable date or dates, is redeemable at the option of the holder, or has conditions for redemption which are not solely within the control of the issuer. If convertible, the issuer does not control the actions or events necessary to issue the maximum number of shares that could be required to be delivered under the conversion option if the holder exercises the option to convert the stock to another class of equity. If the security is a warrant or a rights issue, the warrant or rights issue is considered to be temporary equity if the issuer cannot demonstrate that it would be able to deliver upon the exercise of the option by the holder in all cases. Includes stock with put option held by ESOP and stock redeemable by holder only in the event of a change in control of the issuer. + ReferencesNo definition available. + Details Name: us-gaap_TemporaryEquityLiquidationPreference Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionPer share amount of par value or stated value of stock classified as temporary equity. Temporary equity is a security with redemption features that are outside the control of the issuer, is not classified as an asset or liability in conformity with GAAP, and is not mandatorily redeemable. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(27)) -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 -Name Accounting Standards Codification -Topic 480 -SubTopic 10 -Section S99 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480244/480-10-S99-1 + Details Name: us-gaap_TemporaryEquityParOrStatedValuePerShare Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X -

DefinitionThe maximum number of securities classified as temporary equity that are permitted to be issued by an entity's charter and bylaws. Temporary equity is a security with redemption features that are outside the control of the issuer, is not classified as an asset or liability in conformity with GAAP, and is not mandatorily redeemable. Includes any type of security that is redeemable at a fixed or determinable price or on a fixed or determinable date or dates, is redeemable at the option of the holder, or has conditions for redemption which are not solely within the control of the issuer. If convertible, the issuer does not control the actions or events necessary to issue the maximum number of shares that could be required to be delivered under the conversion option if the holder exercises the option to convert the stock to another class of equity. If the security is a warrant or a rights issue, the warrant or rights issue is considered to be temporary equity if the issuer cannot demonstrate that it would be able to deliver upon the exercise of the option by the holder in all cases. Includes stock with put option held by ESOP and stock redeemable by holder only in the event of a change in control 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(27)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_TemporaryEquitySharesAuthorized Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionThe number of securities classified as temporary equity that have been sold (or granted) to the entity's shareholders. Securities issued include securities outstanding and securities held in treasury. Temporary equity is a security with redemption features that are outside the control of the issuer, is not classified as an asset or liability in conformity with GAAP, and is not mandatorily redeemable. Includes any type of security that is redeemable at a fixed or determinable price or on a fixed or determinable date or dates, is redeemable at the option of the holder, or has conditions for redemption which are not solely within the control of the issuer. If convertible, the issuer does not control the actions or events necessary to issue the maximum number of shares that could be required to be delivered under the conversion option if the holder exercises the option to convert the stock to another class of equity. If the security is a warrant or a rights issue, the warrant or rights issue is considered to be temporary equity if the issuer cannot demonstrate that it would be able to deliver upon the exercise of the option by the holder in all cases. Includes stock with put option held by ESOP and stock redeemable by holder only in the event of a change in control 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(27)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_TemporaryEquitySharesIssued Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionThe number of securities classified as temporary equity that have been issued and are held by the entity's shareholders. Securities outstanding equals securities issued minus securities held in treasury. Temporary equity is a security with redemption features that are outside the control of the issuer, is not classified as an asset or liability in conformity with GAAP, and is not mandatorily redeemable. Includes any type of security that is redeemable at a fixed or determinable price or on a fixed or determinable date or dates, is redeemable at the option of the holder, or has conditions for redemption which are not solely within the control of the issuer. If convertible, the issuer does not control the actions or events necessary to issue the maximum number of shares that could be required to be delivered under the conversion option if the holder exercises the option to convert the stock to another class of equity. If the security is a warrant or a rights issue, the warrant or rights issue is considered to be temporary equity if the issuer cannot demonstrate that it would be able to deliver upon the exercise of the option by the holder in all cases. Includes stock with put option held by ESOP and stock redeemable by holder only in the event of a change in control 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(27)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_TemporaryEquitySharesOutstanding Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - Details Name: us-gaap_StatementClassOfStockAxis=us-gaap_ConvertiblePreferredStockMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 11 R4.htm IDEA: XBRL DOCUMENT v3.24.3 Consolidated Statements of Operations and Comprehensive Loss (Unaudited) - USD ($) $ in Thousands 3 Months Ended 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Income Statement [Abstract] Â Â Â Â Revenue $ 14 $ 36 $ 90 $ 113 Cost of goods sold 7 25 50 75 Gross Profit 7 11 40 38 Operating expenses: Â Â Â Â Research and development 19,004 9,382 50,190 27,872 Selling, general and administrative 4,797 4,502 18,171 10,021 Total operating expenses 23,801 13,884 68,361 37,893 Loss from operations (23,794) (13,873) (68,321) (37,855) Other income (expense), net: Â Â Â Â Interest income, net 947 226 3,420 797 Change in fair value of notes payable (2,610) (1,065) 3,772 (19,676) Change in fair value of warrant liabilities 2,293 (1,027) 17,442 (1,161) Other expense, net (9) (8) (37) (16) Total other income (expense), net 621 (1,874) 24,597 (20,056) Net loss and comprehensive loss (23,173) (15,747) (43,724) (57,911) Accretion of dividends on convertible preferred stock Â (4,331) (1,737) (12,850) Net loss attributable to common stockholders $ (23,173) $ (20,078) $ (45,461) $ (70,761) Net loss per share attributable to common stockholders, basic $ (0.48) $ (9.61) $ (1.09) $ (34.11) Net loss per share attributable to common stockholders, diluted $ (0.48) $ (9.61) $ (1.09) $ (34.11) Weighted-average number of common shares outstanding, basic 47,973,951 2,089,932 41,892,347 2,074,223 Weighted-average number of common shares outstanding, diluted 47,973,951 2,089,932 41,892,347 2,074,223 X - DefinitionFair value adjustment of notes payable. + ReferencesNo definition available. + Details Name: guts_FairValueAdjustmentOfNotesPayable Namespace Prefix: guts_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe aggregate cost of goods produced and sold and services rendered during the reporting period. + 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://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 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/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 7: 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 8: 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 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)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 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)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 11: 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 12: 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 13: 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 14: 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 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)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1B + Details Name: us-gaap_CostOfRevenue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe amount of net income (loss) for the period per each share of common stock or unit outstanding during the reporting period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 52 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482635/260-10-55-52Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 15 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482635/260-10-55-15Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (e)(4) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-7Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-2Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-4Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-10Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(25)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(27)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(23)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-7 + Details Name: us-gaap_EarningsPerShareBasic Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - 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 - DefinitionAmount of expense (income) related to adjustment to fair value of warrant liability. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 25 -Paragraph 13 -SubTopic 10 -Topic 480 -Publisher FASB -URI

https://asc.fasb.org/1943274/2147481766/480-10-25-13 + Details Name: us-gaap_FairValueAdjustmentOfWarrants Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAggregate revenue less cost of goods and services sold or operating expenses directly attributable to the revenue generation activity. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 48 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-48Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30Reference 5: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 6: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 7: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (c) -Publisher FASB -URI 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210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 16: 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 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)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 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)(i)) -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 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-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_GrossProfit Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_IncomeStatementAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na 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 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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 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http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(22)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1 + Details Name: us-gaap_NetIncomeLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount, after 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 - 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, including tax collected from customer, of revenue from satisfaction of performance obligation by transferring promised good or service to customer. Tax collected from customer is tax assessed by governmental authority that is both imposed on and concurrent with specific revenue-producing transaction, including, but not limited to, sales, use, value-added and excise. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 41 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-41Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 4: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 5: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 924 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 11.L) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479941/924-10-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-5Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 42 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-42Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-40Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-4 + Details Name: us-gaap_RevenueFromContractWithCustomerIncludingAssessedTax Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe aggregate total costs related to selling a firm's product and services, as well as all other general and administrative expenses. Direct selling expenses (for example, credit, warranty, and advertising) are expenses that can be directly linked to the sale of specific products. Indirect selling expenses are expenses that cannot be directly linked to the sale of specific products, for example telephone expenses, Internet, and postal charges. General and administrative expenses include salaries of non-sales personnel, rent, utilities, communication, etc. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2 + Details Name: us-gaap_SellingGeneralAndAdministrativeExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAccretion of temporary equity during the period due to cash, stock, and in-kind dividends. This item is an adjustment to net income necessary to derive net income apportioned to common stockholders and is to be distinguished from Temporary Equity, Accretion of Dividends (Temporary Equity, Accretion of Dividends). + ReferencesNo definition available. + Details Name: us-gaap_TemporaryEquityDividendsAdjustment Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit 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 12 R5.htm IDEA: XBRL DOCUMENT v3.24.3 Consolidated Statements of Convertible Preferred Stock and Stockholders' Equity (Deficit) (Unaudited) - USD ($) $ in Thousands Total Series A, B, C-1, C-2, D, E and F Convertible Preferred Stock 2022 Convertible Notes Common Stock Common Stock 2022 Convertible Notes Additional Paid-in Capital Additional Paid-in Capital 2022 Convertible Notes Accumulated Deficit Beginning Balance (in shares) at Dec. 31, 2022 Â 77,994,156 Â Â Â Â Â Â Beginning Balance at Dec. 31, 2022 Â $ 287,330 Â Â Â Â Â Â Beginning Balance (in shares) at Dec. 31, 2022 Â Â Â 2,055,399 Â Â Â Â Beginning Balance at Dec. 31, 2022 $ (252,319) Â Â Â Â $ 17,206 Â $ (269,525) Share-based compensation expense 857 Â Â Â Â 857 Â Â Net loss (11,932) Â Â Â Â Â Â (11,932) Ending Balance (in shares) at Mar. 31, 2023 Â 77,994,156 Â Â Â Â Â Â Ending Balance at Mar. 31, 2023 Â $ 287,330 Â Â Â Â Â Â Ending Balance (in shares) at Mar. 31, 2023 Â Â Â 2,055,399 Â Â Â Â Ending Balance at Mar. 31, 2023 (263,394) Â Â Â Â 18,063 Â (281,457) Beginning Balance (in shares) at Dec. 31, 2022 Â 77,994,156 Â Â Â Â Â Â Beginning Balance at Dec. 31, 2022 Â $ 287,330 Â Â Â Â Â Â Beginning Balance (in shares) at Dec. 31, 2022 Â Â Â 2,055,399 Â Â Â Â Beginning Balance at Dec. 31, 2022 (252,319) Â Â Â Â 17,206 Â (269,525) Net loss (57,911) Â Â Â Â Â Â Ending Balance (in shares) at Sep. 30, 2023 Â 77,994,156 Â Â Â Â Â Â Ending Balance at Sep. 30, 2023 Â $ 287,330 Â Â Â Â Â Â Ending Balance (in shares) at Sep. 30, 2023 Â Â Â 2,095,129 Â Â Â Â Ending Balance at Sep. 30, 2023 (307,175) Â Â Â Â 20,261 Â (327,436) Beginning Balance (in shares) at Mar. 31, 2023 Â 77,994,156 Â Â Â Â Â Â Beginning Balance at Mar. 31, 2023 Â $ 287,330 Â Â Â Â Â Â Beginning Balance (in shares) at Mar. 31, 2023 Â Â Â 2,055,399 Â Â Â Â Beginning Balance at Mar. 31, 2023 (263,394) Â Â Â Â 18,063 Â (281,457) Exercise of common stock options (in shares) Â Â Â 33,899 Â Â Â Â Exercise of common stock options 30 Â Â Â Â 30 Â Â Share-based compensation expense 1,073 Â Â Â Â 1,073 Â Â Net loss (30,232) Â Â Â Â Â Â (30,232) Ending Balance (in shares) at Jun. 30, 2023 Â 77,994,156 Â Â Â Â Â Â Ending Balance at Jun. 30, 2023 Â $ 287,330 Â Â Â Â Â Â Ending Balance (in shares) at Jun. 30, 2023 Â Â Â 2,089,298 Â Â Â Â Ending Balance at Jun. 30, 2023 (292,523) Â Â Â Â 19,166 Â (311,689) Exercise of common stock options (in shares) Â Â Â 5,831 Â Â Â Â Exercise of common stock options 5 Â Â Â Â 5 Â Â Share-based compensation expense 1,090 Â Â Â Â 1,090 Â Â Net loss (15,747) Â Â Â Â Â Â (15,747) Ending Balance (in shares) at Sep. 30, 2023 Â 77,994,156 Â Â Â Â Â Â Ending Balance at Sep. 30, 2023 Â $ 287,330 Â Â Â Â Â Â Ending Balance (in shares) at Sep. 30, 2023 Â Â Â 2,095,129 Â Â Â Â Ending Balance at Sep. 30, 2023 (307,175) Â Â Â Â 20,261 Â (327,436) Beginning Balance (in shares) at Dec. 31, 2023 Â 77,994,156 Â Â Â Â Â Â Beginning Balance at Dec. 31, 2023 287,330 $ 287,330 Â Â Â Â Â Â Beginning Balance (in shares) at Dec. 31, 2023 Â Â Â 2,105,815 Â Â Â Â Beginning Balance at Dec. 31, 2023 (325,062) Â Â Â Â 21,554 Â (346,616) Issuance of common stock in initial public offering, net of underwriting discounts, commissions and offering costs (in shares) Â Â Â 7,433,332 Â Â Â Â Issuance of common stock in initial public offering, net of underwriting discounts, commissions and offering costs 100,277 Â Â Â Â 100,277 Â Â Conversion of convertible preferred stock into common stock upon initial public offering (in shares) Â (77,994,156) Â Â Â Â Â Â Conversion of convertible preferred stock into common stock upon initial public offering Â $ (287,330) Â Â Â Â Â Â Conversion of convertible preferred stock into common stock upon initial public offering (in shares) Â Â Â 36,343,909 1,841,321 Â Â Â Conversion of convertible preferred stock into common stock upon initial public offering 287,330 Â $ 19,150 Â Â 287,330 $ 19,150 Â Reclassification of warrant liability to equity upon initial public offering 425 Â Â Â Â 425 Â Â Exercise of common stock warrants (in shares) Â Â Â 38,544 Â Â Â Â Exercise of common stock options (in shares) Â Â Â 133,987 Â Â Â Â Exercise of common stock options 163 Â Â Â Â 163 Â Â Share-based compensation expense 5,217 Â Â Â Â 5,217 Â Â Net loss (3,322) Â Â Â Â Â Â (3,322) Ending Balance (in shares) at Mar. 31, 2024 Â Â Â 47,896,908 Â Â Â Â Ending Balance at Mar. 31, 2024 84,178 Â Â Â Â 434,116 Â (349,938) Beginning Balance (in shares) at Dec. 31, 2023 Â 77,994,156 Â Â Â Â Â Â Beginning Balance at Dec. 31, 2023 287,330 $ 287,330 Â Â Â Â Â Â Beginning Balance (in shares) at Dec. 31, 2023 Â Â Â 2,105,815 Â Â Â Â Beginning Balance at Dec. 31, 2023 (325,062) Â Â Â Â 21,554 Â (346,616) Net loss (43,724) Â Â Â Â Â Â Ending Balance (in shares) at Sep. 30, 2024 Â 0 Â Â Â Â Â Â Ending Balance (in shares) at Sep. 30, 2024 Â Â Â 48,089,625 Â Â Â Â Ending Balance at Sep. 30, 2024 50,322 Â Â Â Â 440,662 Â (390,340) Beginning Balance (in shares) at Mar. 31, 2024 Â Â Â 47,896,908 Â Â Â Â Beginning Balance at Mar. 31, 2024 84,178 Â Â Â Â 434,116 Â (349,938) Exercise of common stock options (in shares) Â Â Â 16,327 Â Â Â Â Exercise of common stock options 16 Â Â Â Â 16 Â Â Share-based compensation expense 3,790 Â Â Â Â 3,790 Â Â Net loss (17,229) Â Â Â Â Â Â (17,229) Ending Balance (in shares) at Jun. 30, 2024 Â Â Â 47,913,235 Â Â Â Â Ending Balance at Jun. 30, 2024 70,755 Â Â Â Â 437,922 Â (367,167) Exercise of common stock options (in shares) Â Â Â 135,561 Â Â Â Â Exercise of common stock options 220 Â Â Â Â 220 Â Â Issuance of common stock from restricted stock units vesting, (in shares) Â Â Â 40,829 Â Â Â Â Share-based compensation expense 2,520 Â Â Â Â 2,520 Â Â Net loss (23,173) Â Â Â Â Â Â (23,173) Ending Balance (in shares) at Sep. 30, 2024 Â 0 Â Â Â Â Â Â Ending Balance (in shares) at Sep. 30, 2024 Â Â Â 48,089,625 Â Â Â Â Ending Balance at Sep. 30, 2024 $ 50,322 Â Â Â Â $ 440,662 Â $ (390,340) X - DefinitionExercise of common stock warrants shares. + ReferencesNo definition available. + Details Name: guts_ExerciseOfCommonStockWarrantsShares Namespace Prefix: guts_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionIssuance of common stock from restricted stock units vesting. + ReferencesNo definition available. + Details Name: guts_IssuanceOfCommonStockFromRestrictedStockUnitsVesting Namespace Prefix: guts_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionTemporary equity shares conversion of convertible securities + ReferencesNo definition available. + Details Name: guts_TemporaryEquitySharesConversionOfConvertibleSecurities Namespace Prefix: guts_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionTemporary equity value conversion of convertible securities. + ReferencesNo definition available. + Details Name: guts_TemporaryEquityValueConversionOfConvertibleSecurities Namespace Prefix: guts_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of increase to additional paid-in capital (APIC) for recognition of cost for award under share-based payment arrangement. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 35 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480483/718-10-35-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 718 -SubTopic 20 -Section 55 -Paragraph 13 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481089/718-20-55-13Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 718 -SubTopic 20 -Section 55 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481089/718-20-55-12 + Details Name: us-gaap_AdjustmentsToAdditionalPaidInCapitalSharebasedCompensationRequisiteServicePeriodRecognitionValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe portion of profit or loss for the period, net of income taxes, which is attributable to the parent. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-9Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482765/220-10-50-6Reference 10:

http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-1Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-8Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-4Reference 17: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-10Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479105/946-220-45-7Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(18)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(1)(d)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 23: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 28: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 29: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 30: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 31: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 32: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 33: http://www.xbrl.org/2003/role/disclosureRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-7Reference 34: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 35: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1AReference 36: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1BReference 37: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(22)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1 + Details Name: us-gaap_NetIncomeLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionNumber of shares issued which are neither cancelled nor held in the treasury. + ReferencesNo definition available. + Details Name: us-gaap_SharesOutstanding Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionNumber of shares issued during the period as a result of the conversion of convertible securities. + 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://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 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-S99-1Reference 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/1943274/2147481112/505-10-50-3 + Details Name: us-gaap_StockIssuedDuringPeriodSharesConversionOfConvertibleSecurities Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na 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 - DefinitionThe gross value of stock issued during the period upon the conversion of convertible securities. + 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_StockIssuedDuringPeriodValueConversionOfConvertibleSecurities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionEquity impact of the value of new stock issued during the period. Includes shares issued in an initial public offering or a secondary public offering. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-11Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 205 -Name Accounting Standards Codification -Section 45 -Paragraph 4 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478009/946-205-45-4Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 505 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478448/946-505-50-2Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 8: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_StockIssuedDuringPeriodValueNewIssues Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionValue of shares of stock issued attributable to transactions classified as other. + ReferencesNo definition available. + Details Name: us-gaap_StockIssuedDuringPeriodValueOther 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 X - DefinitionCarrying amount, attributable to parent, of an entity's issued and outstanding stock which is not included within permanent equity. Temporary equity is a security with redemption features that are outside the control of the issuer, is not classified as an asset or liability in conformity with GAAP, and is not mandatorily redeemable. Includes any type of security that is redeemable at a fixed or determinable price or on a fixed or determinable date or dates, is redeemable at the option of the holder, or has conditions for redemption which are not solely within the control of the issuer. Includes stock with a put option held by an ESOP and stock redeemable by a holder only in the event of a change in control of the issuer. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(23)(a)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 14.E.Q2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479830/718-10-S99-1Reference 3: 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 4: 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 5: 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 6: 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 7: 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 8: 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-S99-1B + Details Name: us-gaap_TemporaryEquityCarryingAmountAttributableToParent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionThe number of securities classified as temporary equity that have been issued and are held by the entity's shareholders. Securities outstanding equals securities issued minus securities held in treasury. Temporary equity is a security with redemption features that are outside the control of the issuer, is not classified as an asset or liability in conformity with GAAP, and is not mandatorily redeemable. Includes any type of security that is redeemable at a fixed or determinable price or on a fixed or determinable date or dates, is redeemable at the option of the holder, or has conditions for redemption which are not solely within the control of the issuer. If convertible, the issuer does not control the actions or events necessary to issue the maximum number of shares that could be required to be delivered under the conversion option if the holder exercises the option to convert the stock to another class of equity. If the security is a warrant or a rights issue, the warrant or rights issue is considered to be temporary equity if the issuer cannot demonstrate that it would be able to deliver upon the exercise of the option by the holder in all cases. Includes stock with put option held by ESOP and stock redeemable by holder only in the event of a change in control 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(27)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_TemporaryEquitySharesOutstanding Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant XML 13 R6.htm IDEA: XBRL DOCUMENT v3.24.3 Consolidated Statements of Convertible Preferred Stock and Stockholders' Equity (Deficit) (Unaudited) (Parenthetical) $ in Thousands 3 Months Ended Mar. 31, 2024 USD ($) Statement of Stockholders' Equity [Abstract] Â Issuance of common stock in initial public offering, net of underwriting discounts, commissions and offering costs $ 11,223 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 - ReferencesNo definition available. + Details Name: us-gaap_StatementOfStockholdersEquityAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 14 R7.htm IDEA: XBRL DOCUMENT v3.24.3 Consolidated Statements of Cash Flows (Unaudited) - USD ($) $ in Thousands 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Cash flows from operating activities: Â Â Net loss $ (43,724) $ (57,911) Adjustments to reconcile net loss to net cash used in operating activities: Â Â Depreciation 454 248 Non-cash interest expense 275 Â Non-cash operating lease expense 1,496 Â Loss on disposal of fixed assets 1 Â Stock-based compensation expense 11,527 3,020 Change in fair value of warrant liabilities (17,442) 1,161 Change in fair value of notes payable, non-cash (5,685) 19,526 Issuance costs related to notes payable Â 1,934 Changes in operating assets and liabilities: Â Â Accounts receivable 22 (24) Inventory Â (76) Prepaid expenses and other current assets (885) 464 Accounts payable 1,181 (504) Accrued expenses and other current liabilities 3,036 176 Operating lease liabilities 1,374 (241) Other long-term assets and liabilities (117) 3 Net cash used in operating activities (48,487) (32,224) Cash flows from investing activities: Â Â Purchases of property and equipment (1,532) (223) Net cash used in investing activities (1,532) (223) Cash flows from financing activities: Â Â Proceeds from initial public offering, net of underwriting discounts and commissions 103,695 Â Proceeds from issuance of notes payable, net Â 28,432 Proceeds from exercise of stock options 399 35 Payments related to debt issuance costs Â (327) Payments related to offering costs (2,854) (66) Repayment of notes payable Â (75) Principal payments on finance lease obligations (81) (6) Net cash provided by financing activities 101,159 27,993 Net increase (decrease) in cash, cash equivalents and restricted cash 51,140 (4,454) Cash, cash equivalents and restricted cash at beginning of period 37,779 53,524 Cash, cash equivalents and restricted cash at end of period 88,919 49,070 Supplemental disclosure of cash flow information: Â Â Interest paid 1,992 150 Payment for operating leases within operating activities 1,749 1,427 Non-cash investing and financing activities: Â Â Conversion of convertible preferred stock into common stock upon initial public offering 287,330 Â Conversion of 2022 Convertible Notes into common stock upon initial public offering 19,150 Â Reclassification of warrant liability to equity upon initial public offering 425 Â Finance lease right-of-use asset obtained in exchange for lease liability 1,401 Â Reclassification of deferred offering costs to additional paid-in capital 3,418 Â Purchases of property and equipment included in accounts payable $ 32 21 Debt issuance costs included in accrued expenses Â 39 Deferred offering costs included in accounts payable or accrued expenses Â 1,287 Fair value of warrant liabilities recognized in connection with amendment of convertible notes payable Â 9,876 Fair value of warrant liabilities recognized in connection with issuance of notes payable Â $ 2,592 X - DefinitionDebt issuance costs included in accrued expenses. + ReferencesNo definition available. + Details Name: guts_DebtIssuanceCostsIncludedInAccruedExpenses Namespace Prefix: guts_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionDeferred offering costs included in accounts payable or accrued expenses. + ReferencesNo definition available. + Details Name: guts_DeferredOfferingCostsIncludedInAccountsPayableOraccruedExpenses Namespace Prefix: guts_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionFair value adjustment of notes payable noncash. + ReferencesNo definition available. + Details Name: guts_FairValueAdjustmentOfNotesPayableNoncash Namespace Prefix: guts_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionFair Value of Warrant Liability Recognized in Connection with Amendment of Convertible Notes Payable + ReferencesNo definition available. + Details Name: guts_FairValueOfWarrantLiabilityRecognizedInConnectionWithAmendmentOfConvertibleNotesPayable Namespace Prefix: guts_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionFair value of warrants liabilities recognized in connection with issuance of notes payable. + ReferencesNo definition available. + Details Name: guts_FairValueOfWarrantsLiabilitiesRecognizedInConnectionWithIssuanceOfNotesPayable Namespace Prefix: guts_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionNon cash interest expense. + ReferencesNo definition available. + Details Name: guts_NonCashInterestExpense Namespace Prefix: guts_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionNon-cash operating lease expense. + ReferencesNo definition available. + Details Name: guts_NonCashOperatingLeaseExpense Namespace Prefix: guts_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionPayment for operating leases within operating activities. + ReferencesNo definition available. + Details Name: guts_PaymentForOperatingLeasesWithinOperatingActivities Namespace Prefix: guts_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionReclassification of deferred offering costs to additional paid-in capital. + ReferencesNo definition available. + Details Name: guts_ReclassificationOfDeferredOfferingCostsToAdditionalPaidInCapital Namespace Prefix: guts_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionReclassification of warrant liability to equity upon initial public offering. + ReferencesNo definition available. + Details Name: guts_ReclassificationOfWarrantLiabilityToEquityUponInitialPublicOffering Namespace Prefix: guts_ Data Type: xbrli:monetaryItemType Balance Type: debit 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 - 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 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 - 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 value of the stock converted in a noncash (or part noncash) transaction. Noncash is defined as transactions during a period that do not result in cash receipts or cash payments in the period. "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 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_ConversionOfStockAmountConverted1 Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration 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 - DefinitionRepresents the charge against earnings during the period for commitment fees and debt issuance expenses. + 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-S99-2 + Details Name: us-gaap_DebtRelatedCommitmentFeesAndDebtIssuanceCosts 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 expense (income) related to adjustment to fair value of warrant liability. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 25 -Paragraph 13 -SubTopic 10 -Topic 480 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481766/480-10-25-13 + Details Name: us-gaap_FairValueAdjustmentOfWarrants Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of cash outflow for principal payment on finance lease. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (g)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-4Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 5 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479041/842-20-45-5 + Details Name: us-gaap_FinanceLeasePrincipalPayments Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type:

credit Period Type: duration X - DefinitionAmount of gain (loss) on sale or disposal of property, plant and equipment assets, including oil and gas property and timber property. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_GainLossOnSaleOfPropertyPlantEquipment Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe increase (decrease) during the reporting period in the aggregate amount of liabilities incurred (and for which invoices have typically been received) and payable to vendors for goods and services received that are used in an entity's business. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_IncreaseDecreaseInAccountsPayable Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe increase (decrease) during the reporting period in amount due within one year (or one business cycle) from customers for the credit sale of goods and services. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_IncreaseDecreaseInAccountsReceivable Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of increase (decrease) in accrued expenses, and 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_IncreaseDecreaseInAccruedLiabilitiesAndOtherOperatingLiabilities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe increase (decrease) during the reporting period in the aggregate value of all inventory held by the reporting entity, associated with underlying transactions that are classified as operating activities. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_IncreaseDecreaseInInventories Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_IncreaseDecreaseInOperatingCapitalAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of increase (decrease) in obligation for operating lease. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (g)(1) -SubTopic 20 -Topic 842 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-4 + Details Name: us-gaap_IncreaseDecreaseInOperatingLeaseLiability Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of increase (decrease) in noncurrent operating assets after deduction of noncurrent operating liabilities classified as other. + ReferencesNo definition available. + Details Name: us-gaap_IncreaseDecreaseInOtherNoncurrentAssetsAndLiabilitiesNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of increase (decrease) in prepaid expenses, and assets classified as other. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_IncreaseDecreaseInPrepaidDeferredExpenseAndOtherAssets Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of cash paid for interest, excluding capitalized interest, classified as operating activity. Includes, but is not limited to, payment to settle zero-coupon bond for accreted interest of debt discount and debt instrument with insignificant coupon interest rate in relation to effective interest rate of borrowing attributable to accreted interest of debt discount. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 17 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-17Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-25Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-2 + Details Name: us-gaap_InterestPaidNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of cash inflow (outflow) from financing activities, including discontinued operations. Financing activity cash flows include obtaining resources from owners and providing them with a return on, and a return of, their investment; borrowing money and repaying amounts borrowed, or settling the obligation; and obtaining and paying for other resources obtained from creditors on long-term credit. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-24 + Details Name: us-gaap_NetCashProvidedByUsedInFinancingActivities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_NetCashProvidedByUsedInFinancingActivitiesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of cash inflow (outflow) from investing activities, including discontinued operations. Investing activity cash flows include making and collecting loans and acquiring and disposing of debt or equity instruments and property, plant, and equipment and other productive assets. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-24 + Details Name: us-gaap_NetCashProvidedByUsedInInvestingActivities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_NetCashProvidedByUsedInInvestingActivitiesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of cash inflow (outflow) from operating activities, including discontinued operations. Operating activity cash flows include transactions, adjustments, and changes in value not defined as investing or financing activities. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-24Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-25 + Details Name: us-gaap_NetCashProvidedByUsedInOperatingActivities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_NetCashProvidedByUsedInOperatingActivitiesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_NoncashInvestingAndFinancingItemsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - 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 for cost incurred directly with the issuance of an equity security. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 15 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-15 + Details Name: us-gaap_PaymentsOfStockIssuanceCosts 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 associated with the amount received from entity's first offering of stock to the public. + 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_ProceedsFromIssuanceInitialPublicOffering Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe cash inflow from a borrowing supported by a written promise to pay an obligation. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 14 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-14 + Details Name: us-gaap_ProceedsFromNotesPayable 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 consolidated profit or loss for the period, net of income taxes, including the portion attributable to the noncontrolling interest. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-9Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-8Reference 11: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-11Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 205 -Name Accounting Standards Codification -Section 45 -Paragraph 3 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478009/946-205-45-3Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479105/946-220-45-7Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(16)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(1)(d)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 19 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-19Reference 18: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482765/220-10-50-6Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 20: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI 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-Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 29: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 235 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-05(b)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477314/942-235-S99-1Reference 30: http://www.xbrl.org/2003/role/disclosureRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-7Reference 31: http://www.xbrl.org/2003/role/exampleRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 4J -Publisher FASB -URI https://asc.fasb.org/1943274/2147481175/810-10-55-4JReference 32: http://www.xbrl.org/2003/role/exampleRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 4K -Publisher FASB -URI https://asc.fasb.org/1943274/2147481175/810-10-55-4KReference 33: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1AReference 34: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic

10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1BReference 35: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-2Reference 36: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1A -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-1AReference 37: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1A -Subparagraph (c)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-1A + Details Name: us-gaap_ProfitLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe cash outflow for a borrowing supported by a written promise to pay an obligation. + 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_RepaymentsOfNotesPayable Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of increase in right-of-use asset obtained in exchange for finance lease liability. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 53 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479589/842-20-55-53Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (g)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-4 + Details Name: us-gaap_RightOfUseAssetObtainedInExchangeForFinanceLeaseLiability Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of noncash expense for share-based payment arrangement. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_ShareBasedCompensation Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_SupplementalCashFlowInformationAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 15 R8.htm IDEA: XBRL DOCUMENT v3.24.3 Pay vs Performance Disclosure - USD ($) $ in Thousands 3 Months Ended 9 Months Ended Sep. 30, 2024 Jun. 30, 2024 Mar. 31, 2024 Sep. 30, 2023 Jun. 30, 2023 Mar. 31, 2023 Sep. 30, 2024 Sep. 30, 2023 Pay vs Performance Disclosure Â Â Â Â Â Â Â Â Â Net Income (Loss) $ (23,173) $ (17,229) $ (3,322) $ (15,747) $ (30,232) $ (11,932) $ (43,724) $ (57,911) X - ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 402 -Subsection v -Paragraph 1 + Details Name: ecd_PvpTable Namespace Prefix: ecd_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe portion of profit or loss for the period, net of income taxes, which is attributable to the parent. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: 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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 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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 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Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 31: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 32: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 33: http://www.xbrl.org/2003/role/disclosureRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-7Reference 34: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 35: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1AReference 36: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1BReference 37: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(22)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1 + Details Name: us-gaap_NetIncomeLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration XML 16 R9.htm IDEA: XBRL DOCUMENT v3.24.3 Insider Trading Arrangements 3 Months Ended Sep. 30, 2024 shares Trading Arrangements, by Individual Â Material Terms of Trading Arrangement During the three months ended September 30, 2024, (i) Timothy Kieffer, Chief Scientific Officer, adopted a Rule 10b5-1 trading arrangement on September 11, 2024 that is intended to satisfy the affirmative defense of Rule 10b5-1(c) for the sale of up to 227,198 shares of the Companyâ€™s common stock until September 15, 2025, (ii) Harith Rajagopalan, Chief Executive Officer and Director, adopted a Rule 10b5-1 trading arrangement on September 12, 2024 that is intended to satisfy the affirmative defense of Rule 10b5-1(c) for the sale of up to 438,420 shares of the Companyâ€™s common stock until March 31, 2025, and (iii) Jay Caplan, President and Chief Product Officer, adopted a Rule 10b5-1 trading arrangement on September 13, 2024 that is intended to satisfy the affirmative defense of Rule 10b5-1(c) for the sale of up to 159,173 shares of the Companyâ€™s common stock until March 31, 2025.Other than as described above, no director or officer of the Company adopted or terminated a "Rule 10b5-1 trading arrangement" or "non-Rule 10b5-1 trading arrangement," as each term is defined in Item 408(a) of Regulation S-K. Rule 10b5-1 Arrangement Adopted false Non-Rule 10b5-1 Arrangement Adopted false Rule 10b5-1 Arrangement Terminated false Non-Rule 10b5-1 Arrangement Terminated false Timothy Kieffer Â Trading Arrangements, by Individual Â Name Timothy Kieffer Title Chief Scientific Officer Rule 10b5-1 Arrangement Adopted true Adoption Date September 11, 2024 Aggregate Available 227,198 Harith Rajagopalan Â Trading Arrangements, by Individual Â Name Harith Rajagopalan Title Chief Executive Officer and Director Rule 10b5-1 Arrangement Adopted true Adoption Date September 12, 2024 Aggregate Available 438,420 Jay Caplan Â Trading Arrangements, by Individual Â Name Jay Caplan Title President and Chief Product Officer Rule 10b5-1 Arrangement Adopted true Adoption Date September 13, 2024 Aggregate Available 159,173 X - ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 408 -Subsection a -Paragraph 1 + Details Name: ecd_MtrlTermsOfTrdArrTextBlock Namespace Prefix: ecd_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 408 -Subsection a -Paragraph 1 + Details Name: ecd_NonRule10b51ArrAdoptedFlag Namespace Prefix: ecd_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 408 -Subsection a -Paragraph 1 + Details Name: ecd_NonRule10b51ArrTrmntdFlag Namespace Prefix: ecd_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 408 -Subsection a -Paragraph 1 + Details Name: ecd_Rule10b51ArrAdoptedFlag Namespace Prefix: ecd_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 408 -Subsection a -Paragraph 1 + Details Name: ecd_Rule10b51ArrTrmntdFlag Namespace Prefix: ecd_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 408 -Subsection a -Paragraph 2 -Subparagraph A + Details Name: ecd_TradingArrByIndTable Namespace Prefix: ecd_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 408 -Subsection a -Paragraph 2 -Subparagraph B + Details Name: ecd_TrdArrAdoptionDate Namespace Prefix: ecd_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 408 -Subsection a -Paragraph 2 -Subparagraph A + Details Name: ecd_TrdArrIndName Namespace Prefix: ecd_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 408 -Subsection a -Paragraph 2 -Subparagraph A + Details Name: ecd_TrdArrIndTitle Namespace Prefix: ecd_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 408 -Subsection a -Paragraph 2 -Subparagraph D + Details Name: ecd_TrdArrSecuritiesAggAvailAmt Namespace Prefix: ecd_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - Details Name: ecd_IndividualAxis=guts_TimothyKiefferMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: ecd_IndividualAxis=guts_HarithRajagopalanMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: ecd_IndividualAxis=guts_JayCaplanMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 17 R10.htm IDEA: XBRL DOCUMENT v3.24.3 Nature of the Business 9 Months Ended Sep. 30, 2024 Organization, Consolidation and Presentation of Financial Statements [Abstract] Â Nature of the Business 1. Nature of the BusinessFractyl Health, Inc. (the "Company") was incorporated on August 30, 2010 under the name MedCatalyst, Inc. The Company subsequently changed its name to Fractyl Laboratories Inc. on January 10, 2012 and subsequently to Fractyl Health, Inc. on June 9, 2021. The Company is a metabolic therapeutics company focused on pioneering new approaches to the treatment of metabolic diseases, including obesity and type 2 diabetes ("T2D"). The Companyâ€™s goal is to transform metabolic disease treatment from chronic symptomatic management to durable disease modifying therapies that target the organ level root causes of obesity and T2D. The Revita DMR System ("Revita"), the Companyâ€™s lead product candidate, is an outpatient procedural therapy designed to durably modify duodenal dysfunction, a major pathologic consequence of a high fat and high sugar diet, which can lead to obesity and T2D in humans. The Company is evaluating Revita in the REMAIN-1 study, a randomized, double-blind study of Revita versus sham in patients who have lost at least 15% total body weight on tirzepatide therapy. In parallel to the randomized portion of the REMAIN-1 study, the Company has an open label cohort, REVEAL-1, that follows a similar patient population and management protocol with open label data updates. The Company is also evaluating Revita in its pivotal Revitalize-1 study, a randomized, double-blind crossover, sham-controlled, multi-center study of Revita, and is currently enrolling patients with inadequately controlled T2D despite being on at least one glucose lowering agent ("GLA"). In addition, the Company is developing Rejuva, a novel, locally administered, adeno-associated virus delivered pancreatic gene therapy platform. Rejuva is designed to enable long term remission of obesity and T2D by durably altering metabolic hormone function in the pancreatic islet cells of patients. The Company believes Revita and Rejuva, if approved, have the potential to revolutionize treatment across the spectrum of obesity and T2D, align the clinical and economic interest of key stakeholders around the long-term regression of metabolic disease, and, at their fullest potential, significantly reduce the burden of metabolic disease globally.Initial Public Offering ("IPO")On February 6, 2024, the Company completed its IPO, pursuant to which it issued and sold 7,333,333 shares of its common stock at a price to the public of $15.00 per share, resulting in gross proceeds of approximately $110,000 and net proceeds of approximately $98,882, after deducting the underwriting discount of approximately $7,700 and offering expenses of approximately $3,418.On

March 5, 2024, the Company issued an additional 99,999 shares of its common stock pursuant to the partial exercise of the underwritersâ€™ option to purchase additional shares at the IPO public price of $15.00 per share, for additional gross proceeds of approximately $1,500 and net proceeds of approximately $1,395, after deducting the underwriting discounts and commissions of approximately $105. LiquidityUnder ASC 205-40, Going Concern, management must evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Companyâ€™s ability to continue as a going concern within one year after the date that the financial statements are issued. This evaluation initially does not take into consideration the potential mitigating effect of managementâ€™s plans that have not been fully implemented as of the date the financial statements are issued. When substantial doubt exists, management evaluates whether the mitigating effect of its plans sufficiently alleviates substantial doubt about the Companyâ€™s ability to continue as a going concern. The mitigating effect of managementâ€™s plans, however, is only considered if both (1) it is probable that the plans will be effectively implemented within one year after the date that the financial statements are issued, and (2) it is probable that the plans, when implemented, will mitigate the relevant conditions or events that raise substantial doubt about the entityâ€™s ability to continue as a going concern within one year after the date that the financial statements are issued. Generally, to be considered probable of being effectively implemented, the plans must have been approved by the Companyâ€™s Board of Directors ("Board") before the date that the financial statements are issued.The future success of the Company is dependent on its ability to develop its product candidates and ultimately upon its ability to attain profitable operations. The Company is subject to a number of risks similar to other early-stage life science companies, including, but not limited to, successful discovery and development of its product candidates, raising additional capital with favorable terms, development by its competitors of new technological innovations, protection of proprietary technology and market acceptance of the Companyâ€™s products. The successful discovery and development of product candidates requires substantial working capital which may not be available to the Company on favorable terms or not at all. The Company has a history of operating losses and had an accumulated deficit of $390,340 as of September 30, 2024. The Company has financed its operations to date primarily through sales of its convertible preferred stock, sales of its common stock in the IPO and debt financings. While a pilot commercial launch was initiated in Germany in the first quarter of 2023, the Company does not anticipate generating revenue from product sales in the United States unless and until it successfully completes clinical development and obtains marketing approvals from one or more of the product candidates. As a result, management expects continuing operating losses in the future. As of September 30, 2024, the Company had available cash and cash equivalents of $84,664, which is not sufficient to fund the Companyâ€™s current operating plan for at least twelve months from the issuance date of this Quarterly Report on Form 10-Q. The Company expects to seek additional funds through equity or debt financings or through collaboration or licensing transactions or other sources. The Company may be unable to obtain equity or debt financings or enter into collaboration or licensing transactions and, if necessary, the Company will be required to implement cost reduction strategies which could curtail or delay its current operating plans. As a result, substantial doubt exists about the Companyâ€™s ability to continue as a going concern within twelve months from the issuance date of this Quarterly Report on Form 10-Q. The accompanying unaudited interim condensed consolidated financial statements have been prepared on a going concern basis, which contemplates the realization of assets and satisfaction of liabilities in the ordinary course of business. The unaudited interim condensed consolidated financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or the amounts and classification of liabilities that might result from the outcome of this uncertainty. X - DefinitionThe entire disclosure for the nature of an entity's business, major products or services, principal markets including location, and the relative importance of its operations in each business and the basis for the determination, including but not limited to, assets, revenues, or earnings. For an entity that has not commenced principal operations, disclosures about the risks and uncertainties related to the activities in which the entity is currently engaged and an understanding of what those activities are being directed toward. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Topic 275 -Publisher FASB -URI https://asc.fasb.org/275/tableOfContentReference 2: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -SubTopic 10 -Topic 275 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482861/275-10-50-1 + Details Name: us-gaap_NatureOfOperations Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_OrganizationConsolidationAndPresentationOfFinancialStatementsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 18 R11.htm IDEA: XBRL DOCUMENT v3.24.3 Summary of Significant Accounting Policies 9 Months Ended Sep. 30, 2024 Accounting Policies [Abstract] Â Summary of Significant Accounting Policies 2. Summary of Significant Accounting Policies Basis of PresentationThe accompanying unaudited interim condensed consolidated financial statements have been prepared by the Company in accordance with accounting principles generally accepted in the United States, or GAAP, for interim financial reporting and as required by Regulation S-X, Rule 10-01. The unaudited interim condensed consolidated financial statements have been prepared in accordance with GAAP and include the accounts of the Company and its wholly owned subsidiary. All intercompany balances and transactions have been eliminated. These interim financial statements, in the opinion of management, reflect all adjustments, which include only normal recurring adjustments, necessary for a fair presentation of the Companyâ€™s financial position and results of operations for the three and nine months ended September 30, 2024 and 2023. The results of operations for the interim periods are not necessarily indicative of results to be expected for the year ending December 31, 2024, any other interim periods, or any future year or period. Certain information and footnote disclosures normally included in financial statements prepared in accordance with U.S. GAAP have been condensed or omitted from this report, as is permitted by such rules and regulations. Accordingly, these unaudited interim condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements as of and for the year ended December 31, 2023 and notes thereto, included in the Companyâ€™s Annual Report on Form 10-K filed with the U.S. Securities and Exchange Commission ("SEC") on April 1, 2024. The accompanying unaudited interim condensed consolidated financial statements have been prepared on the same basis as the audited consolidated financial statements.Use of Estimates The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the condensed consolidated financial statements and the reported amounts of expenses during the reporting periods. Significant estimates relied upon in preparing these condensed consolidated financial statements include, but are not limited to, the fair value of common stock, the fair value of preferred and common stock warrants, the fair value of convertible notes payable, the fair value of stock-based awards, the incremental borrowing rate for lease accounting and the accrual of research and development expenses. Estimates are periodically reviewed in light of changes in circumstances, facts and experience. Actual results could differ materially from those estimates. Deferred Public Offering Costs Deferred public offering costs, which primarily consist of direct, incremental legal and accounting fees relating to the planned IPO, are capitalized within other long-term assets. The deferred public offering costs are offset against IPO proceeds upon the consummation of the offering. As of December 31, 2023, the Company had deferred offering-related costs of $2,180. Upon closing of the Companyâ€™s IPO in February 2024, total deferred offering costs of $3,418 were transferred to additional paid-in capital to offset the IPO proceeds. The Company had no deferred offering costs as of September 30, 2024.LeasesThe Company has entered into operating leases for office and laboratory spaces and finance leases for certain laboratory equipment, which are accounted for in accordance with ASC 842, Leases. The Company determines whether an arrangement is or contains a lease based on the unique facts and circumstances present in the arrangement at inception. Operating leases are included in right-of-use lease assets ("ROU assets") and current and long-term lease liabilities on the Companyâ€™s condensed consolidated balance sheets. Lease expenses for operating leases are recognized on a straight-line basis over the lease term as an operating expense. Assets subject to finance leases are included in property and equipment, net, on the Companyâ€™s condensed consolidated balance sheets. Current and long-term portion of the related lease liabilities of the finance leases are included in accrued expenses and other current liabilities and other long-term liabilities, respectively, on the Companyâ€™s condensed consolidated balance sheets. Lease expenses for finance leases consist of depreciation of the assets, which is recognized on a straight-line basis over the useful life of the assets as an operating expense, and interest expense using the effective interest method over the lease term.At the lease commencement date, the Company recognizes an ROU asset and a lease liability based on the present value of fixed lease payments over the expected lease term. The Company typically only includes an initial lease term in its assessment of a lease arrangement. Options to renew a lease are not included in the Companyâ€™s assessment unless there is a reasonable certainty that the Company will renew. Certain adjustments to the ROU asset may be required for items such as incentives received. The interest rate implicit in the lease contracts is typically not readily determinable. As a result, the Company utilizes its incremental borrowing rate to discount lease payments, which reflects the fixed rate at which the Company could borrow on a collateralized basis the amount of the lease payments in the same currency, for a similar term, in a similar economic environment.The Company has elected the short-term lease recognition exemption for short-term leases, which allows the Company not to recognize lease liabilities and ROU assets on the condensed consolidated balance sheets for leases with an original lease term of twelve months or less. Rent expenses for short-term leases are directly expensed as operating expenses in the condensed consolidated statements of operations and comprehensive loss.The Company has elected to not separate lease and non-lease components. Only the fixed costs for lease components and their associated non-lease components are accounted for as a single lease component and recognized as part of the ROU asset and lease liability. Variable lease costs such as taxes, operating expenses and other expenses are based on actual costs incurred and are directly expensed as operating expenses in the condensed consolidated statements of operations and comprehensive loss.Assumptions made by the Company at the commencement date are re-evaluated upon occurrence of certain events, including lease modification. A lease modification results in a separate contract when the modification grants the lessee an additional right of use not included in the original lease and when lease payments increase commensurate with the standalone price for the additional right of use. When a lease modification results in a separate contract, it is accounted for in the same manner as a new lease.Stock-Based Compensation The Company measures all stock options and other stock-based awards based on their fair value on the date of the grant. Those awards typically have a graded vesting schedule and compensation expense for awards with only service conditions is recognized on a straight-line basis over the requisite service period, which is generally the vesting period of the respective award. Compensation costs recognized for performance-based awards reflect the number of awards that are expected to vest during the requisite service period and are recognized using an accelerated attribution method. Upon final determination of the performance conditions achieved, the compensation costs are adjusted to reflect those awards that ultimately vest. Historical performance patterns, to the extent that they are indicative to the performance conditions to be achieved, are used in developing estimates for the probability of attaining these performance conditions. The Company classifies stock-based compensation expense in its condensed consolidated statements of operations and comprehensive loss in the same manner in which the award recipientâ€™s payroll costs are classified or in which the award recipientâ€™s service payments are classified. Prior to the completion of the Companyâ€™s IPO, the Company determined the fair value of the underlying common stock by taking into consideration the results obtained from third-party valuations and additional factors that are deemed relevant, which incorporates significant judgments and estimates. After the completion of the Companyâ€™s IPO, the Company considers the fair value of its common stock to equal to the closing price of its common stock traded on the Nasdaq Global Market.The Company uses the Black-Scholes option pricing model, which incorporates assumptions and estimates, to measure the fair value of its option awards on the date of grant of each stock option award. Prior to February 2024, the Company had been a private company and lacked company-specific historical and implied volatility information. The Company estimated its expected stock volatility based on an analysis of reported data for a publicly traded peer group of companies that granted options with substantially similar terms and expects to continue to do so until such time as it has adequate historical data regarding the volatility of its own traded stock price. The expected term assumption for employee grants is determined by using the "simplified" method for awards that qualify as "plain-vanilla" options. The risk-free interest rate is based on the rate of the U.S. Treasury yield curve in effect at the time of grant of the award for time periods approximately equal to the expected term of the award. Expected dividend yield is based on the fact that the Company has never paid cash dividends on common stock and does not expect to pay any cash dividends in the foreseeable future. Forfeitures are accounted for as they occur.Recently Adopted Accounting PronouncementsThe Company has not adopted any accounting pronouncements during the nine months ended September 30, 2024.Recently Issued Accounting PronouncementsIn November 2023, the Financial Accounting Standards Board (â€œFASBâ€) issued Accounting Standard Update (â€œASUâ€) 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures (â€œASU 2023-07â€), which requires all public entities, including public entities with a single reportable segment, to provide in interim and annual periods one or more measures of segment profit or loss used by the chief operating decision maker to allocate resources and assess performance. Additionally, the standard requires disclosures of significant segment expenses and other segment items as well as incremental qualitative disclosures. The guidance in this update is effective for fiscal years beginning after December 15, 2023, and interim periods after December 15, 2024. The Company is currently in the process of evaluating the effects of this pronouncement on its related disclosures. X - ReferencesNo definition available. + Details Name: us-gaap_AccountingPoliciesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for all significant accounting policies of the reporting entity. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483426/235-10-50-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 235 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/235/tableOfContent + Details Name: us-gaap_SignificantAccountingPoliciesTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 19 R12.htm IDEA: XBRL DOCUMENT v3.24.3 Fair Value Measurements 9 Months Ended Sep. 30, 2024 Fair Value Disclosures [Abstract] Â Fair Value Measurements 3. Fair Value Measurements The following tables present information about the Companyâ€™s financial assets and liabilities measured at fair value on a recurring basis and indicate the level of fair value hierarchy utilized to determine such fair values: Â Â Fair Value measurements as ofSeptember 30, 2024 Â Â Level 1 Â Â Level 2 Â Â Level 3 Â Â Total Â Assets: Â Â Â

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 20 R13.htm IDEA: XBRL DOCUMENT v3.24.3 Accrued Expenses and Other Current Liabilities 9 Months Ended Sep. 30, 2024 Accounts Payable and Accrued Liabilities, Current [Abstract] Â Accrued Expenses and Other Current Liabilities 4. Accrued Expenses and Other Current Liabilities Accrued expenses and other current liabilities consisted of the following: Â Â September 30, Â Â December 31, Â Â 2024 Â Â 2023 Â Payroll and payroll-related expenses Â $ 4,288 Â Â $ 3,500 Â External research and development services Â Â 3,621 Â Â Â 1,711 Â Professional fees and consulting services Â Â 676 Â Â Â 2,118 Â Other current liabilities Â Â 445 Â Â Â 2 Â Â $ 9,030 Â Â $ 7,331 Â X - DefinitionThe entire disclosure for accounts payable, accrued expenses, and other liabilities that are classified as current at the end of the reporting period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 720 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483384/720-30-45-1 + Details Name: us-gaap_AccountsPayableAccruedLiabilitiesAndOtherLiabilitiesDisclosureCurrentTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_AccountsPayableAndAccruedLiabilitiesCurrentAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 21 R14.htm IDEA: XBRL DOCUMENT v3.24.3 Notes Payable 9 Months Ended Sep. 30, 2024 Debt Disclosure [Abstract] Â Notes Payable 5. Notes Payable Notes payable, long-term consisted of the following:Â Â September 30, Â Â December 31, Â Â 2024 Â Â 2023 Â 2022 Convertible Notes Â $ â€” Â Â $ 27,162 Â 2023 Notes Â Â 30,317 Â Â Â 27,990 Â Â $ 30,317 Â Â $ 55,152 Â 2022 Convertible NotesOn January 11, 2022, the Company entered into a financing arrangement with certain lenders (the "2022 Lenders") in which the Company issued convertible promissory notes in exchange for an aggregate principal amount of $20,075 (the "2022 Convertible Notes"). Under the original terms of the 2022 Convertible Notes, interest accrued on the unpaid principal balance of the 2022 Convertible Notes at the rate of 3% per year until paid or converted in full. Subject to the conversion provisions, all principal and accrued interest on the 2022 Convertible Notes was to be due and payable on July 11, 2023 (the "Original Maturity Date"). On July 11, 2023 (the "reissuance date"), the Company paid $78 to settle in full the outstanding principal and accrued interest owed to one of the lenders under the 2022 Convertible Notes and issued amended and restated convertible promissory notes to certain of the lenders (the "Continuing 2022 Lenders") in replacement of, but not in payment of, the remainder of the 2022 Convertible Notes. As part of these amendments, among other changes, the Continuing 2022 Lenders agreed to extend the maturity date of the outstanding principal and accrued but unpaid interest on the 2022 Convertible Notes to December 31, 2024. Following these amendments, $20,899 in aggregate principal under the 2022 Convertible Notes remained outstanding and accrued interest at the rate of 10% per year until they were paid or converted in full. In connection with entering into these amendments, the Company issued to the Continuing 2022 Lenders warrants to purchase shares of the Companyâ€™s common stock with par value of $0.00001 per share. The warrants were recorded as part of the warrant liabilities on the condensed consolidated balance sheet.The Company elected to apply the fair value option ("FVO") to the 2022 Convertible Notes in accordance with ASC 825. Accordingly, the 2022 Convertible Notes are marked to market at the end of each reporting period, with changes in fair value recognized as a component of other income (expense) in the condensed consolidated statements of operations and comprehensive loss. Prior to the Company's IPO in February 2024, the fair value had been estimated using a Monte Carlo simulation model to calculate equity values at different points in time leading up to a conversion event. The Company assessed the assumptions and estimates used in the valuation model at each financial reporting period as additional information impacting the assumptions is obtained. Assumptions and estimates impacting the fair value measurement included the fair value per share of the underlying shares, the expected time to conversion events (IPO or non-IPO), risk-free interest rate, expected volatility of the price of the underlying shares and scenario weightings. The Company determined the fair value per share of the underlying shares by taking into consideration the most recent sales of its convertible preferred stock, results obtained from third-party valuations and additional factors that are deemed relevant. The Company historically had been a private company and lacked company-specific historical and implied volatility information of its stock. Therefore, it estimated its expected stock volatility based on the historical volatility of publicly traded peer companies for a term equal to the expected time to conversion events. The risk-free interest rate was determined by reference to the U.S. Treasury yield curve for time periods approximately equal to the expected time to conversion events. Scenario weightings were based on management's best estimate of the probabilities of the occurrence of each conversion event considered.Upon the closing of the IPO on February 6, 2024, all of the outstanding principal plus accrued interest under the 2022 Convertible Notes were converted into 1,841,321 shares of the Companyâ€™s common stock at a conversion price of $12.00 per share, which is 80% of the IPO price of $15.00 per share. The 2022 Convertible Notes were marked to market to its fair value as of the time of the conversion before being reclassified to equity. The fair value at the time of the conversion was calculated by multiplying the number of shares of common stock that the 2022 Convertible Notes were converted into by the fair value per share on the conversion date, which is the closing price of the Company's common stock on the NASDAQ Global Market on that date.The following table provides a rollforward of the fair value of the 2022 Convertible Notes: Â Â Fair Value Â Balance as of December 31, 2023 Â $ 27,162 Â Decrease in fair value Â Â (8,012) Conversion into common stock Â Â (19,150) Balance as of September 30, 2024 Â $ â€” Â 2023 NotesOn September 7, 2023, the Company entered into a credit agreement with certain lenders (the "2023 Lenders") that provides for term loans in an aggregate principal amount of $45,000 (the "Applicable Commitments") in two tranches (the "2023 Notes"). The first tranche with a principal amount of $30,000 was extended on September 7, 2023. The second tranche with a principal amount of $15,000 would have been extended upon the Companyâ€™s achievement of certain operating and funding milestones as defined in the 2023 Notes, by July 31, 2024. The 2023 Notes also provide for a third tranche with an uncommitted principal amount of $20,000 that may be extended to the Company, subject to the lendersâ€™ prior written consent in their sole discretion. Due to a shift in business strategy expansion to include the weight maintenance study, the Company decided not to pursue the milestones required to access the second tranche. As a result, the second tranche was not extended.The outstanding balances under the 2023 Notes bear interest at a floating annual rate equal to the greater of 5.5% above the Wall Street Journal prime rate or 13.25%. On and prior to September 30, 2024, 6.0% of the interest is payable in kind (the "PIK interest") and added to the outstanding principal amount of the loans. Beginning September 30, 2026, the Company is required to make principal payments in the amount of 1.5% of the aggregate principal amount outstanding, including accrued PIK interest, each month. Under the terms of the credit agreement, the first principal payment date can be extended to September 30, 2027, at the Company's option, if certain financing milestones as defined in the 2023 Notes are achieved on or prior to September 30, 2026. As of June 30, 2024, the Company achieved the defined milestones and elected to extend the first principal payment date to September 30, 2027. In addition, upon any principal payment, the Company is required to make an additional payment to the 2023 Lenders a 6.0% fee (the "Exit Fee") over the principal and accrued PIK interest paid. The aggregate Exit Fee of the 2023 Notes should equal to 6.0% of the total Applicable Commitments of $45,000 plus all accrued PIK interest. All remaining outstanding principal balance, accrued interest and Exit Fee on the 2023 Notes shall be due and payable on the maturity date of September 7, 2028.In connection with the issuance of the 2023 Notes, the Company issued to the 2023 Lenders warrants to purchase, at the holdersâ€™ choice, shares of the Companyâ€™s Series F Convertible Preferred Stock, the most senior series of Preferred Stock of the Company that is then authorized, or the Companyâ€™s common stock. The warrants were recorded as part of the warrant liabilities on the condensed consolidated balance sheet. The Company elected to apply the FVO to the 2023 Notes in accordance with ASC 825. Accordingly, the 2023 Notes are marked to market at the end of each reporting period, with changes in fair value recognized as a component of other income (expense) in the condensed consolidated statements of operations and comprehensive loss. The fair value was estimated using a discounted cash flow model by discounting projected future cash flows associated with the 2023 Notes to their present value. The discount rate used in the model is based on observable market yields for similarly rated instruments, adjusted for any specific risks inherent in the 2023 Notes. Accrued interest on the 2023 Notes is incorporated into the determination of the fair value of the 2023 Notes.This fair value measurement is based on significant inputs that are not observable in the market and represent a Level 3 measurement. The following table provides a rollforward of the fair value of the 2023 Notes: Â Fair Value Â Balance as of December 31, 2023 Â $ 27,990 Â Increase in fair value Â Â 4,240 Â Payment of interest Â Â (1,913) Balance as of September 30, 2024 Â $ 30,317 Â The 2023 Notes are subject to specific financial covenants, which include a minimum liquidity covenant that requires the Company to maintain a minimum $10,000 balance in cash and/or certain permitted cash equivalent investments, subject to certain exceptions. In addition, the 2023 Notes also contain customary events of default, subject to rights and remedies generally applicable to federal law or the laws of the State of Delaware. As of September 30, 2024, the Company was in compliance with the financial covenants and other terms of the arrangement. 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 https://asc.fasb.org/1943274/2147477092/405-40-50-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 405 -SubTopic 40 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477092/405-40-50-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 405 -SubTopic 40 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477092/405-40-50-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 405 -SubTopic 40 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477092/405-40-50-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(c)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 10: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 470 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/470/tableOfContentReference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-2Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1C -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1CReference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1C -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1CReference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1C -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1CReference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1I -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1IReference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1I -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1IReference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1I -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1I + Details Name: us-gaap_DebtDisclosureTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 22 R15.htm IDEA: XBRL DOCUMENT v3.24.3 Warrant Liabilities 9 Months Ended Sep. 30, 2024 Warrants and Rights Note Disclosure [Abstract] Â Warrant Liabilities 6. Warrant Liabilities 2014 WarrantIn January 2014, the Company issued a fully vested warrant to purchase 118,483 shares of the Companyâ€™s Series B convertible preferred stock (the "2014 Warrant") in connection with a loan and security agreement entered into in January 2014. The 2014 Warrant was immediately exercisable at an exercise price of $1.266 per share and has a contractual term of ten years from issuance. The fair value of the 2014 Warrant at issuance was $48 and was recorded as part of the warrant liabilities in the condensed consolidated balance sheet.In January 2024, the 2014 Warrant was amended to extend the expiration date to the earlier of (i) the date that is 30 calendar days after the closing of the Companyâ€™s IPO and (ii) July 31, 2024. Upon the closing of the Company's IPO on February 6, 2024, the amended expiration date of the 2014 Warrant was determined to be March 7, 2024.The Company remeasures the fair value of the 2014 Warrant at the end of each reporting period, with any adjustments being recorded as a component of other income (expense) in the condensed consolidated statements of operations and comprehensive loss. Upon the closing of the IPO on February 6, 2024, the warrant to purchase 118,483 shares of the Company's Series B convertible preferred stock was converted to a warrant to purchase 55,211 shares of the Company's common stock. Accordingly, the 2014 Warrant was remeasured upon the closing of the IPO and marked to market to its fair value before being reclassified to equity. The fair value of the 2014 Warrant was determined using the Black-Scholes valuation model with the following assumptions: Â February 6, Â Â December 31, Â Â 2024 Â Â 2023 Â Risk-free interest rate Â 4.8% Â Â 4.7% Â Expected term (in years) Â 0.1 Â Â 0.1 Â Expected volatility Â 38% Â Â 47% Â Expected dividend yield Â

0% Â Â 6% Â Fair value of common stock per share Â $10.40 Â Â Â â€” Â Fair value of Series B convertible preferred stock per share Â Â â€” Â Â $6.12 Â This fair value measurement of the 2014 Warrant was based on significant inputs that are not observable in the market and represented a Level 3 measurement. The following table provides a rollforward of the fair value of the Companyâ€™s warrant liability: Â Fair Value Â Balance as of December 31, 2023 Â $ 573 Â Change in fair value Â Â (148) Reclassification to equity Â Â (425) Balance as of September 30, 2024 Â $ â€” Â The 2014 Warrant was fully cashless exercised on the amended expiration date of March 7, 2024, as a result of which a total of 38,544 shares of common stock were issued to the warrant holder.July 2023 WarrantsIn July 2023, the Company issued fully vested warrants to purchase shares of the Companyâ€™s common stock in connection with the issuance of the amended and restated 2022 Convertible Notes (the "July 2023 Warrants"). The July 2023 Warrants were immediately exercisable for a variable number of shares based on the principal amount of the 2022 Convertible Notes, as amended, of $20,899, and an exercise price, at the holdersâ€™ choice, of (a) $17.9927 per share, (b) the lowest original issue price of shares of Preferred Stock of the Company issued in the Companyâ€™s next bona fide private preferred equity financing round, (c) in the event of any convertible note or similar convertible security financing, the conversion price contemplated by such convertible security, or (d) in the event of an IPO, the per share offering price to the public in such IPO. The July 2023 Warrants have a contractual term of ten years from issuance. They were not exercised from their inception through September 30, 2024.The fair value of the July 2023 Warrants at issuance was $9,876 and was recorded as part of the warrant liabilities on the condensed consolidated balance sheet. The Company remeasures the fair value at the end of each reporting period, with any adjustments being recorded as a component of other income (expense) in the condensed consolidated statements of operations and comprehensive loss. Prior to the Company's IPO in February 2024, the fair value was determined using the Monte-Carlo simulation model, which was based on significant inputs that are not observable in the market and represented a Level 3 measurement. After the completion of its IPO, the fair value of the July 2023 Warrants was determined using the Black-Scholes valuation model with the following assumptions:Â Â September 30, Â 2024 Risk-free interest rate Â 3.7% Expected term (in years) Â 8.8 Expected volatility Â 58% Expected dividend yield Â 0% The following table provides a rollforward of the fair value of the July 2023 Warrants: Â Fair Value Â Balance as of December 31, 2023 Â $ 16,419 Â Decrease in fair value Â Â (14,844) Balance as of September 30, 2024 Â $ 1,575 Â Â September 2023 WarrantsIn September 2023, in connection with the issuance of the 2023 Notes, the Company issued fully vested warrants to purchase, at the holdersâ€™ choice, shares of the Companyâ€™s Series F Convertible Preferred Stock, the most senior series of Preferred Stock of the Company that is then authorized, or the Companyâ€™s common stock (the "September 2023 Warrants"). The September 2023 Warrants are immediately exercisable for a variable number of shares based on a total fixed dollar value of $4,200, and an exercise price, at the holdersâ€™ choice, of (a) $17.9927 per share of common stock or $8.3843 per share of Series F Convertible Preferred Stock, (b) the lowest original issue price of any series of Preferred Stock issued by the Company after the issuance date of the September 2023 Warrants, (c) the conversion or exercise price of any convertible debt security, option, or warrant issued by the Company after the issuance date of the September 2023 Warrants, or (d) the price at which the Companyâ€™s common equity was first sold to the public by the Company in a firm-commitment underwritten offering or otherwise. The September 2023 Warrants have a contractual term of ten years from issuance. They were not exercised from their inception through September 30, 2024. The fair value of the September 2023 Warrants at issuance was $2,592 and was recorded as part of the warrant liabilities on the condensed consolidated balance sheet. The Company remeasures the fair value at the end of each reporting period, with any adjustments being recorded as a component of other income (expense) in the condensed consolidated statements of operations and comprehensive loss.Prior to the Company's IPO in February 2024, the fair value was determined using the Monte-Carlo simulation model, which was based on significant inputs that are not observable in the market and represented a Level 3 measurement. After the completion of its IPO, the fair value of the September 2023 Warrants was determined using the Black-Scholes valuation model with the following assumptions: Â September 30, Â 2024 Risk-free interest rate Â 3.7% Expected term (in years) Â 8.9 Expected volatility Â 58% Expected dividend yield Â 0% The following table provides a rollforward of the fair value of the September 2023 Warrants: Â Fair Value Â Balance as of December 31, 2023 Â $ 2,677 Â Decrease in fair value Â Â (2,450) Balance as of September 30, 2024 Â $ 227 Â X - DefinitionWarrant liabilities. + ReferencesNo definition available. + Details Name: guts_WarrantLiabilitiesTextBlock Namespace Prefix: guts_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_WarrantsAndRightsNoteDisclosureAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 23 R16.htm IDEA: XBRL DOCUMENT v3.24.3 Commitments and Contingencies 9 Months Ended Sep. 30, 2024 Commitments and Contingencies Disclosure [Abstract] Â Commitments and Contingencies 7. Commitments and Contingencies Â LeasesThe following table summarizes the future minimum lease payments for operating and finance leases as of September 30, 2024:Â Year Ending December 31, Â Â Â 2024 (Remaining) Â $ 1,436 Â 2025 Â Â 5,822 Â 2026 Â Â 5,979 Â 2027 Â Â 5,817 Â 2028 Â Â 5,735 Â Thereafter Â Â 34,767 Â Total future minimum lease payments Â Â 59,556 Â Â Please see Note 7â€™"Leases" in the Notes to Consolidated Financial Statements included in Item 8 of the Companyâ€™s Annual Report on Form 10-K for the year ended December 31, 2023 for further discussion of the Company's material lease agreements.Â Guarantees and Indemnification Obligations The Company enters into standard indemnification agreements in the ordinary course of business. Pursuant to these agreements, the Company indemnifies and agrees to reimburse the indemnified party for losses and costs incurred by the indemnified party in connection with any patent, copyright, trade secret or other intellectual property or personal right infringement claim by any third party with respect to the Companyâ€™s technology. The term of these indemnification agreements is generally perpetual after execution of the agreement. In addition, the Company has entered into indemnification agreements with members of its board of directors that will require the Company, among other things, to indemnify them against certain liabilities that may arise by reason of its status or service as directors or officers. The maximum potential amount of future payments the Company could be required to make under these indemnification agreements is unlimited. To date, the Company has not incurred any losses or any material costs related to this indemnification obligation and no claims with respect thereto were outstanding. The Company does not believe that the outcome of any claims under indemnification arrangements will have a material effect on its financial position, results of operations and cash flows, and it has not accrued any liabilities related to such obligations in its condensed consolidated financial statements as of September 30, 2024 and December 31, 2023. X - ReferencesNo definition available. + Details Name: us-gaap_CommitmentsAndContingenciesDisclosureAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for commitments and contingencies. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 405 -SubTopic 30 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/405-30/tableOfContentReference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 440 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482648/440-10-50-4Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 450 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/450/tableOfContentReference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 954 -SubTopic 440 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478522/954-440-50-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 440 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482648/440-10-50-4Reference 6: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 440 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/440/tableOfContent + Details Name: us-gaap_CommitmentsAndContingenciesDisclosureTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 24 R17.htm IDEA: XBRL DOCUMENT v3.24.3 Convertible Preferred Stock 9 Months Ended Sep. 30, 2024 Class of Stock Disclosures [Abstract] Â Convertible Preferred Stock 8. Convertible Preferred Stock The Company issued Series A, Series B, Series C-1, Series C-2, Series D, Series E and Series F convertible preferred stock (collectively, the "Convertible Preferred Stock"). The holders of Convertible Preferred Stock had liquidation rights in the event of a deemed liquidation that, in certain circumstances, is not solely within the control of the Company. Therefore, the Convertible Preferred Stock was classified outside of stockholdersâ€™ deficit at December 31, 2023. The Company had authorized 78,112,639 shares of $0.00001 par value convertible preferred stock as of December 31, 2023. Upon the closing of the IPO on February 6, 2024, all of the Companyâ€™s Convertible Preferred Stock shares were automatically converted into 36,343,909 shares of the Companyâ€™s common stock.As of December 31, 2023, Convertible Preferred Stock consisted of the following: Â Â December 31, 2023 Â Â ConvertiblePreferredSharesAuthorized Â Â ConvertiblePreferredSharesIssued andOutstanding Â Â CarryingValue Â Â LiquidationPreference Â Â CommonStockIssuableUponConversion Â Series A Convertible Preferred Stock Â Â 5,500,000 Â Â Â 5,500,000 Â Â $ 6,510 Â Â $ 9,633 Â Â Â 2,562,900 Â Series B Convertible Preferred Stock Â Â 11,451,453 Â Â Â 11,332,970 Â Â Â 15,459 Â Â Â 23,659 Â Â Â 5,280,969 Â Series C-1 Convertible Preferred Stock Â Â 9,064,640 Â Â Â 9,064,640 Â Â Â 20,114 Â Â Â 31,644 Â Â Â 4,223,960 Â Series C-2 Convertible Preferred Stock Â Â 15,336,464 Â Â Â 15,336,464 Â Â Â 47,129 Â Â Â 70,214 Â Â Â 7,146,525 Â Series D Convertible Preferred Stock Â Â 11,994,461 Â Â Â 11,994,461 Â Â Â 43,899 Â Â Â 61,098 Â Â Â 5,589,207 Â Series E Convertible Preferred Stock Â Â 12,838,573 Â Â Â 12,838,573 Â Â Â 54,373 Â Â Â 67,527 Â Â Â 5,982,550 Â Series F Convertible Preferred Stock Â Â 11,927,048 Â Â Â 11,927,048 Â Â Â 99,846 Â Â Â 115,306 Â Â Â 5,557,798 Â Â Â 78,112,639 Â Â Â 77,994,156 Â Â $ 287,330 Â Â $ 379,081 Â Â Â 36,343,909 Â Â Upon the closing of the IPO, all the warrants to purchase the Company's Convertible Preferred Stock were converted into warrants to purchase the Company's common stock. Please see Note 10â€™"Convertible Preferred Stock" in the Notes to Consolidated Financial Statements included in Item 8 of the Companyâ€™s Annual Report on Form 10-K for the year ended December 31, 2023 for further discussion of the convertible preferred stock. X - DefinitionConvertible preferred stock disclosure. + ReferencesNo definition available. + Details Name: guts_ConvertiblePreferredStockDisclosureTextBlock Namespace Prefix: guts_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_ClassOfStockDisclosuresAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 25 R18.htm IDEA: XBRL DOCUMENT v3.24.3 Preferred and Common Stock 9 Months Ended Sep. 30, 2024 Equity [Abstract] Â Preferred and Common Stock 9. Preferred and Common Stock Preferred StockOn January 26, 2024, the Company's board of directors approved an Amended and Restated Certificate of Incorporation, authorizing the Company to issue 10,000,000 shares of undesignated preferred stock at $0.00001 par value per share. There were no shares of such preferred stock outstanding as of September 30, 2024.Common StockAs of December 31, 2023, the Companyâ€™s then effective certificate of incorporation, as amended and restated, authorized the Company to issue 107,000,000 shares of $0.00001 par value common stock. On January 26, 2024, the Company's board of directors approved an Amended and Restated Certificate of Incorporation, authorizing the Company to issue 300,000,000 shares of common stock at $0.00001 par value per share.On January 26, 2024, the Company's board of directors also approved a 1-for-2.146 reverse stock split of its issued and outstanding shares of common stock. Accordingly, all share and per share amounts for all periods presented in the accompanying unaudited interim condensed consolidated financial statements and notes thereto have been adjusted retroactively, where applicable, to reflect the reverse common stock split and adjustment of the Convertible Preferred Stock conversion ratios. X - ReferencesNo definition available. + Details Name: us-gaap_EquityAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for equity. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-13Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-13Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 14 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-14Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 235 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477968/946-235-50-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 235 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477968/946-235-50-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 505 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478448/946-505-50-6Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480237/815-40-50-6Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(e)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 10: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/505/tableOfContentReference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-13Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-13Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-13Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 14 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-14Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 14 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-14Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 16 -Subparagraph (b) -Publisher FASB -URI 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Compensation 9 Months Ended Sep. 30, 2024 Share-Based Payment Arrangement [Abstract] Â Stock-Based Compensation 10. Stock-Based Compensation 2011 Stock Incentive PlanThe Companyâ€™s 2011 Stock Incentive Plan, as amended, (the "2011 Plan") provided for the Company to grant restricted stock, restricted stock units, incentive stock options and nonqualified stock options with respect to shares of common stock to employees, officers, directors, consultants and advisors of the Company. Incentive stock options could only be granted to employees. The 2011 Plan is administered by the board of directors, or at the discretion of the board of directors, by a committee of the board of directors. The exercise prices, vesting schedules and other restrictions of awards were determined at the discretion of the board of directors or by a committee of the board of directors if so delegated, except that the exercise price per share of stock options could not be less than 100% of the fair market value of a share of common stock on the date of grant and the term of stock option could not be greater than ten years. Upon the effective date of the 2024 Incentive Award Plan, as discussed below, the Company ceased granting equity awards under the 2011 Plan.2024 Incentive Award PlanOn January 26, 2024, the Company's board of directors adopted the 2024 Incentive Award Plan (the "2024 Plan"), which became effective on February 1, 2024. The 2024 Plan provides for the grant of restricted stock, restricted stock units, incentive stock options, nonqualified stock options, stock appreciation rights and other stock or cash-based awards with respect to shares of common stock to employees, officers, directors, consultants and advisors of the Company. The 2024 Plan is administered by the board of directors, or at the discretion of the board of directors, by a committee of the board of directors. The exercise prices, vesting schedules and other restrictions on awards are determined at the discretion of the board of directors or by a committee of the board of directors if so delegated, except that the term of any stock option may not be greater than ten years. The number of shares of the Company's common stock initially reserved for issuance under the 2024 Plan was 4,298,825 shares plus the number of shares subject to awards outstanding under the 2011 Plan that expire, terminate or are otherwise surrendered, cancelled, forfeited or repurchased by the Company on or after the effective date of the 2024 Plan. In addition, the number of shares of common stock available for issuance under the 2024 Plan is subject to an annual increase on the first day of each calendar year beginning on January 1,

2025 and ending on and including January 1, 2034 equal to the lesser of (i) 5% of the aggregate number of shares of Common Stock outstanding on the final day of the immediately preceding calendar year and (ii) such smaller number of shares of Common Stock as determined by the Board.2024 Employee Stock Purchase PlanOn January 26, 2024, the Company's board of directors adopted the 2024 Employee Stock Purchase Plan (the "2024 ESPP Plan"), which became effective on February 1, 2024. The number of shares of the Company's common stock initially reserved for issuance under the 2024 ESPP Plan was 487,070 shares, which is eligible for an annual increase on the first day of each calendar year beginning on January 1, 2025 and ending on and including January 1, 2034 equal to the lesser of (i) 1% of the shares of Common Stock outstanding on the final day of the immediately preceding calendar year and (ii) such smaller number of shares of Common Stock as determined by the Board.Stock-Based Compensation ExpenseThe Company recorded stock-based compensation expense related to stock options and restricted stock units ("RSUs") in the following expense categories within its condensed consolidated statements of operations and comprehensive loss: Â Â Three Months Ended September 30, Â Â Nine Months Ended September 30, Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Research and development Â $ 1,716 Â Â $ 683 Â Â $ 5,271 Â Â $ 1,868 Â Selling, general and administrative Â $ 804 Â Â $ 407 Â Â Â 6,256 Â Â Â 1,152 Â Â $ 2,520 Â Â $ 1,090 Â Â $ 11,527 Â Â $ 3,020 Â During the year ended December 31, 2023, the Company granted certain RSUs which have a one-year cliff vesting with performance conditions based on the timing of occurrence of certain changes in control or a financing event. Upon the completion of the Company's IPO in February 2024, the performance condition was achieved. During the nine months ended September 30, 2024, the Company recognized stock-based compensation expense of $4,462 related to these RSUs. No RSUs with performance based conditions were granted during the nine months ended September 30, 2024.During the nine months ended September 30, 2024, the Company granted to its employees and directors stock options to purchase a total of 2,977,736 shares of common stock, of which options to purchase 1,157,600 shares of common stock were performance-based awards with the number of shares eligible to vest determined based on the achievement of certain operational metrics. During the nine months ended September 30, 2024, the Company recognized stock-based compensation expense of $2,260 related to these performance-based awards using an accelerated attribution method based on estimated probability of attaining the operational metrics as of September 30, 2024. 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 27 R20.htm IDEA: XBRL DOCUMENT v3.24.3 Net Loss Per Share 9 Months Ended Sep. 30, 2024 Earnings Per Share [Abstract] Â Net Loss Per Share 11. Net Loss Per Share The following securities that could potentially dilute basic net loss per share in the future were not included in the computation of diluted net loss per share for the periods presented, because to do so would have been antidilutive: Â Â Three And Nine Months Ended September 30, Â Â 2024 Â Â 2023 Â Series A Convertible Preferred Stock Â Â â€” Â Â Â 2,562,900 Â Series B Convertible Preferred Stock Â Â â€” Â Â Â 5,280,969 Â Series C-1 Convertible Preferred Stock Â Â â€” Â Â Â 4,223,960 Â Series C-2 Convertible Preferred Stock Â Â â€” Â Â Â 7,146,525 Â Series D Convertible Preferred Stock Â Â â€” Â Â Â 5,589,207 Â Series E Convertible Preferred Stock Â Â â€” Â Â Â 5,982,550 Â Series F Convertible Preferred Stock Â Â â€” Â Â Â 5,557,798 Â Outstanding stock options Â Â 10,727,247 Â Â Â 8,897,841 Â Outstanding restricted stock units Â Â 586,180 Â Â Â â€” Â Common stock warrants Â Â 161,616 Â Â Â 161,616 Â Series B Convertible Preferred Stock warrants Â Â â€” Â Â Â 55,211 Â Total Â Â 11,475,043 Â Â Â 45,458,577 Â The table presented above does not include the number of shares that may be issued upon exercises of the common stock or preferred stock warrants issued in connection with the 2022 Convertible Notes and the 2023 Notes because the number of shares to be issued under these warrants are variable based on a variable exercise price at the warrant holders' option. 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 28 R21.htm IDEA: XBRL DOCUMENT v3.24.3 Summary of Significant Accounting Policies (Policies) 9 Months Ended Sep. 30, 2024 Accounting Policies [Abstract] Â Basis of Presentation Basis of PresentationThe accompanying unaudited interim condensed consolidated financial statements have been prepared by the Company in accordance with accounting principles generally accepted in the United States, or GAAP, for interim financial reporting and as required by Regulation S-X, Rule 10-01. The unaudited interim condensed consolidated financial statements have been prepared in accordance with GAAP and include the accounts of the Company and its wholly owned subsidiary. All intercompany balances and transactions have been eliminated. These interim financial statements, in the opinion of management, reflect all adjustments, which include only normal recurring adjustments, necessary for a fair presentation of the Companyâ€™s financial position and results of operations for the three and nine months ended September 30, 2024 and 2023. The results of operations for the interim periods are not necessarily indicative of results to be expected for the year ending December 31, 2024, any other interim periods, or any future year or period. Certain information and footnote disclosures normally included in financial statements prepared in accordance with U.S. GAAP have been condensed or omitted from this report, as is permitted by such rules and regulations. Accordingly, these unaudited interim condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements as of and for the year ended December 31, 2023 and notes thereto, included in the Companyâ€™s Annual Report on Form 10-K filed with the U.S. Securities and Exchange Commission ("SEC") on April 1, 2024. The accompanying unaudited interim condensed consolidated financial statements have been prepared on the same basis as the audited consolidated financial statements. 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 reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the condensed consolidated financial statements and the reported amounts of expenses during the reporting periods. Significant estimates relied upon in preparing these condensed consolidated financial statements include, but are not limited to, the fair value of common stock, the fair value of preferred and common stock warrants, the fair value of convertible notes payable, the fair value of stock-based awards, the incremental borrowing rate for lease accounting and the accrual of research and development expenses. Estimates are periodically reviewed in light of changes in circumstances, facts and experience. Actual results could differ materially from those estimates. Deferred Public Offering Costs Deferred Public Offering Costs Deferred public offering costs, which primarily consist of direct, incremental legal and accounting fees relating to the planned IPO, are capitalized within other long-term assets. The deferred public offering costs are offset against IPO proceeds upon the consummation of the offering. As of December 31, 2023, the Company had deferred offering-related costs of $2,180. Upon closing of the Companyâ€™s IPO in February 2024, total deferred offering costs of $3,418 were transferred to additional paid-in capital to offset the IPO proceeds. The Company had no deferred offering costs as of September 30, 2024. Leases LeasesThe Company has entered into operating leases for office and laboratory spaces and finance leases for certain laboratory equipment, which are accounted for in accordance with ASC 842, Leases. The Company determines whether an arrangement is or contains a lease based on the unique facts and circumstances present in the arrangement at inception. Operating leases are included in right-of-use lease assets ("ROU assets") and current and long-term lease liabilities on the Companyâ€™s condensed consolidated balance sheets. Lease expenses for operating leases are recognized on a straight-line basis over the lease term as an operating expense. Assets subject to finance leases are included in property and equipment, net, on the Companyâ€™s condensed consolidated balance sheets. Current and long-term portion of the related lease liabilities of the finance leases are included in accrued expenses and other current liabilities and other long-term liabilities, respectively, on the Companyâ€™s condensed consolidated balance sheets. Lease expenses for finance leases consist of depreciation of the assets, which is recognized on a straight-line basis over the useful life of the assets as an operating expense, and interest expense using the effective interest method over the lease term.At the lease commencement date, the Company recognizes an ROU asset and a lease liability based on the present value of fixed lease payments over the expected lease term. The Company typically only includes an initial lease term in its assessment of a lease arrangement. Options to renew a lease are not included in the Companyâ€™s assessment unless there is a reasonable certainty that the Company will renew. Certain adjustments to the ROU asset may be required for items such as incentives received. The interest rate implicit in the lease contracts is typically not readily determinable. As a result, the Company utilizes its incremental borrowing rate to discount lease payments, which reflects the fixed rate at which the Company could borrow on a collateralized basis the amount of the lease payments in the same currency, for a similar term, in a similar economic environment.The Company has elected the short-term lease recognition exemption for short-term leases, which allows the Company not to recognize lease liabilities and ROU assets on the condensed consolidated balance sheets for leases with an original lease term of twelve months or less. Rent expenses for short-term leases are directly expensed as operating expenses in the condensed consolidated statements of operations and comprehensive loss.The Company has elected to not separate lease and non-lease components. Only the fixed costs for lease components and their associated non-lease components are accounted for as a single lease component and recognized as part of the ROU asset and lease liability. Variable lease costs such as taxes, operating expenses and other expenses are based on actual costs incurred and are directly expensed as operating expenses in the condensed consolidated statements of operations and comprehensive loss.Assumptions made by the Company at the commencement date are re-evaluated upon occurrence of certain events, including lease modification. A lease modification results in a separate contract when the modification grants the lessee an additional right of use not included in the original lease and when lease payments increase commensurate with the standalone price for the additional right of use. When a lease modification results in a separate contract, it is accounted for in the same manner as a new lease. Stock-Based Compensation Stock-Based Compensation The Company measures all stock options and other stock-based awards based on their fair value on the date of the grant. Those awards typically have a graded vesting schedule and compensation expense for awards with only service conditions is recognized on a straight-line basis over the requisite service period, which is generally the vesting period of the respective award. Compensation costs recognized for performance-based awards reflect the number of awards that are expected to vest during the requisite service period and are recognized using an accelerated attribution method. Upon final determination of the performance conditions achieved, the compensation costs are adjusted to reflect those awards that ultimately vest. Historical performance patterns, to the extent that they are indicative to the performance conditions to be achieved, are used in developing estimates for the probability of attaining these performance conditions. The Company classifies stock-based compensation expense in its condensed consolidated statements of operations and comprehensive loss in the same manner in which the award recipientâ€™s payroll costs are classified or in which the award recipientâ€™s service payments are classified. Prior to the completion of the Companyâ€™s IPO, the Company determined the fair value of the underlying common stock by taking into consideration the results obtained from third-party valuations and additional factors that are deemed relevant, which incorporates significant judgments and estimates. After the completion of the Companyâ€™s IPO, the Company considers the fair value of its common stock to equal to the closing price of its common stock traded on the Nasdaq Global Market.The Company uses the Black-Scholes option pricing model, which incorporates assumptions and estimates, to measure the fair value of its option awards on the date of grant of each stock option award. Prior to February 2024, the Company had been a private company and lacked company-specific historical and implied volatility information. The Company estimated its expected stock volatility based on an analysis of reported data for a publicly traded peer group of companies that granted options with substantially similar terms and expects to continue to do so until such time as it has adequate historical data regarding the volatility of its own traded stock price. The expected term assumption for employee grants is determined by using the "simplified" method for awards that qualify as "plain-vanilla" options. The risk-free interest rate is based on the rate of the U.S. Treasury yield curve in effect at the time of grant of the award for time periods approximately equal to the expected term of the award. Expected dividend yield is based on the fact that the Company has never paid cash dividends on common stock and does not expect to pay any cash dividends in the foreseeable future. Forfeitures are accounted for as they occur. Recently Adopted/Issued Accounting Pronouncements Recently Adopted Accounting PronouncementsThe Company has not adopted any accounting pronouncements during the nine months ended September 30, 2024.Recently Issued Accounting PronouncementsIn November 2023, the Financial Accounting Standards Board (â€œFASBâ€) issued Accounting Standard Update (â€œASUâ€) 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures (â€œASU 2023-07â€), which requires all public entities, including public entities with a single reportable segment, to provide in interim and annual periods one or more measures of segment profit or loss used by the chief operating decision maker to allocate resources and assess performance. Additionally, the standard requires disclosures of significant segment expenses and other segment items as well as incremental qualitative disclosures. The guidance in this update is effective for fiscal years beginning after December 15, 2023, and interim periods after December 15, 2024. The Company is currently in the process of evaluating the effects of this pronouncement on its related disclosures. 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 X - DefinitionDisclosure of accounting policy for deferral and amortization of significant deferred charges. + 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_DeferredChargesPolicyTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy for leasing arrangement entered into by lessee. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-1 + Details Name: us-gaap_LesseeLeasesPolicyTextBlock 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 award under share-based payment arrangement. Includes, but is not limited to, methodology and assumption used in measuring cost. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(1) -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 (f)(2)(i) -Publisher FASB -URI

https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(v) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 14.C.Q3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479830/718-10-S99-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 14.D.1.Q5) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479830/718-10-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 14.D.3.Q2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479830/718-10-S99-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 14.D.2.Q6) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479830/718-10-S99-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/718/tableOfContentReference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationOptionAndIncentivePlansPolicy 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 29 R22.htm IDEA: XBRL DOCUMENT v3.24.3 Fair Value Measurements (Tables) 9 Months Ended Sep. 30, 2024 Fair Value Disclosures [Abstract] Â Schedule of Financial Assets and Liabilities Measured at Fair Value on Recurring Basis The following tables present information about the Companyâ€™s financial assets and liabilities measured at fair value on a recurring basis and indicate the level of fair value hierarchy utilized to determine such fair values: Â Â Fair Value measurements as ofSeptember 30, 2024 Â Â Level 1 Â Â Level 2 Â Â Level 3 Â Â Total Â Assets: Â Â Â Â Â Â Â Â Â Â Â Â Cash equivalentsâ€”money market funds Â $ 66,622 Â Â $ â€” Â Â $ â€” Â Â $ 66,622 Â Â $ 66,622 Â Â $ â€” Â Â $ â€” Â Â $ 66,622 Â Liabilities: Â Â Â Â Â Â Â Â Â Â Â Â Warrant liabilities, long-term Â Â â€” Â Â Â Â â€” Â Â Â Â 1,802 Â Â Â Â 1,802 Â Â Â Â Notes payable, long-term Â Â â€” Â Â Â Â â€” Â Â Â Â 30,317 Â Â Â Â 30,317 Â Â $ â€” Â Â $ â€” Â Â $ 32,119 Â Â $ 32,119 Â Â Â Â Â Fair Value measurements as ofDecember 31, 2023 Â Â Level 1 Â Â Level 2 Â Â Level 3 Â Â Total Â Assets: Â Â Â Â Â Â Â Â Â Â Â Â Cash equivalentsâ€”money market funds Â $ 9,779 Â Â $ â€” Â Â $ â€” Â Â $ 9,779 Â Â $ 9,779 Â Â $ â€” Â Â $ â€” Â Â $ 9,779 Â Liabilities: Â Â Â Â Â Â Â Â Â Â Â Â Warrant liabilities, current Â $ â€” Â Â $ â€” Â Â $ 573 Â Â $ 573 Â Warrant liabilities, long-term Â Â â€” Â Â Â Â â€” Â Â Â Â 19,096 Â Â Â Â 19,096 Â Â Notes payable, long-term Â Â â€” Â Â Â Â â€” Â Â Â Â 55,152 Â Â Â Â 55,152 Â Â $ â€” Â Â $ â€” Â Â $ 74,821 Â Â $ 74,821 Â X - ReferencesNo definition available. + Details Name: us-gaap_FairValueDisclosuresAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of assets and liabilities, including [financial] instruments measured at fair value that are classified in stockholders' equity, if any, that are measured at fair value on a recurring basis. The disclosures contemplated herein include the fair value measurements at the reporting date by the level within the fair value hierarchy in which the fair value measurements in their entirety fall, segregating fair value measurements using quoted prices in active markets for identical assets (Level 1), significant other observable inputs (Level 2), and significant unobservable inputs (Level 3). + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2 + Details Name: us-gaap_ScheduleOfFairValueAssetsAndLiabilitiesMeasuredOnRecurringBasisTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 30 R23.htm IDEA: XBRL DOCUMENT v3.24.3 Accrued Expenses and Other Current Liabilities (Tables) 9 Months Ended Sep. 30, 2024 Accounts Payable and Accrued Liabilities, Current [Abstract] Â Schedule of Accrued Expenses and Other Current Liabilities Accrued expenses and other current liabilities consisted of the following: Â Â September 30, Â Â December 31, Â Â 2024 Â Â 2023 Â Payroll and payroll-related expenses Â $ 4,288 Â Â $ 3,500 Â External research and development services Â Â 3,621 Â Â Â Â 1,711 Â Professional fees and consulting services Â Â 676 Â Â Â Â 2,118 Â Other current liabilities Â Â 445 Â Â Â Â 2 Â Â $ 9,030 Â Â $ 7,331 Â X - ReferencesNo definition available. + Details Name: us-gaap_AccountsPayableAndAccruedLiabilitiesCurrentAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of the (a) carrying value as of the balance sheet date of liabilities incurred (and for which invoices have typically been received) and payable to vendors for goods and services received that are used in an entity's business (accounts payable); (b) other payables; and (c) accrued liabilities. 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). An alternative caption includes accrued expenses. + ReferencesNo definition available. + Details Name: us-gaap_ScheduleOfAccountsPayableAndAccruedLiabilitiesTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 31 R24.htm IDEA: XBRL DOCUMENT v3.24.3 Notes Payable (Tables) 9 Months Ended Sep. 30, 2024 Debt Instrument [Line Items] Â Schedule of Notes Payable, Long-Term Notes payable, long-term consisted of the following:Â Â September 30, Â Â December 31, Â Â 2024 Â Â 2023 Â 2022 Convertible Notes Â $ â€” Â Â $ 27,162 Â 2023 Notes Â Â 30,317 Â Â Â Â 27,990 Â Â $ 30,317 Â Â $ 55,152 Â 2022 Convertible Notes Â Debt Instrument [Line Items] Â Schedule of Rollforward of Fair Value of Notes The following table provides a rollforward of the fair value of the 2022 Convertible Notes: Â Â Fair Value Â Balance as of December 31, 2023 Â $ 27,162 Â Decrease in fair value Â Â (8,012) Conversion into common stock Â Â (19,150) Balance as of September 30, 2024 Â $ â€” Â 2023 Notes Â Debt Instrument [Line Items] Â Schedule of Rollforward of Fair Value of Notes This fair value measurement is based on significant inputs that are not observable in the market and represent a Level 3 measurement. The following table provides a rollforward of the fair value of the 2023 Notes: Â Fair Value Â Balance as of December 31, 2023 Â $ 27,990 Â Increase in fair value Â Â 4,240 Â Payment of interest Â Â (1,913) Balance as of September 30, 2024 Â $ 30,317 Â X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482949/835-30-55-8Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(f)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.12-04(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-3Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 5: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69B -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69BReference 6: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69C -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69CReference 7: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69E -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69EReference 8: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69F -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69FReference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 11: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1DReference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1DReference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1DReference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1I -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1IReference 26: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-2Reference 27: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482900/835-30-50-1 + Details Name: us-gaap_DebtInstrumentLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of the fair value measurement of liabilities using significant unobservable inputs (Level 3), a reconciliation of the beginning and ending balances, separately presenting changes attributable to the following: (1) total gains or losses for the period (realized and unrealized), segregating those gains or losses included in earnings (or changes in net assets), and gains or losses recognized in other comprehensive income (loss) and a description of where those gains or losses included in earnings (or changes in net assets) are reported in the statement of income (or activities); (2) purchases, sales, issues, and settlements (each type disclosed separately); and (3) transfers in and transfers out of Level 3 (for example, transfers due to changes in the observability of significant inputs) by class of liability. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-3Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2 + Details Name: us-gaap_FairValueLiabilitiesMeasuredOnRecurringBasisUnobservableInputReconciliationTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of 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 - Details Name: us-gaap_LongtermDebtTypeAxis=us-gaap_ConvertibleDebtMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_LongtermDebtTypeAxis=guts_TwoThousandAndTwentyThreeNotesMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 32 R25.htm IDEA: XBRL DOCUMENT v3.24.3 Warrant Liabilities (Tables) 9 Months Ended Sep. 30, 2024 2014 Warrant Â Class of Warrant or Right [Line Items] Â Summary of Fair Value of Warrant Determined Using Black Scholes Valuation Model The fair value of the 2014 Warrant was determined using the Black-Scholes valuation model with the following assumptions: Â February 6, Â Â December 31, Â Â 2024 Â Â 2023 Â Risk-free interest rate Â 4.8% Â Â 4.7% Â Expected term (in years) Â 0.1 Â Â 0.1 Â Expected volatility Â 38% Â Â 47% Â Expected dividend yield Â 0% Â Â 6% Â Fair value of common stock per share Â $10.40 Â Â Â Â â€” Â Fair value of Series B convertible preferred stock per share Â Â Â â€” Â Â $6.12 Â Summary of Fair Value of Warrant Liability The following table provides a rollforward of the fair value of the Companyâ€™s warrant liability: Â Fair Value Â Balance as of December 31, 2023 Â $ 573 Â Change in fair value Â Â (148) Reclassification to equity Â Â (425) Balance as of September 30, 2024 Â $ â€” Â July 2023 Warrants Â Class of Warrant or Right [Line Items] Â Summary of Fair Value of Warrant Determined Using Black Scholes Valuation Model Prior to the Company's IPO in February 2024, the fair value was determined using the Monte-Carlo simulation model, which was based on significant inputs that are not observable in the market and represented a Level 3 measurement. After the completion of its IPO, the fair value of the July 2023 Warrants was determined using the Black-Scholes valuation model with the following assumptions:Â Â September 30, Â 2024 Risk-free interest rate Â 3.7% Expected term (in years) Â 8.8 Expected volatility Â 58% Expected dividend yield Â 0% Summary of Fair Value of Warrant Liability The following table provides a rollforward of the fair value of the July 2023 Warrants: Â Fair Value Â Balance as of December 31, 2023 Â $ 16,419 Â Decrease in fair value Â Â (14,844) Balance as of September 30, 2024 Â $ 1,575 Â Â September 2023 Warrants Â Class of Warrant or Right [Line Items] Â Summary of Fair Value of Warrant Determined Using Black Scholes Valuation Model Prior to the Company's IPO in February 2024, the fair value was determined using the Monte-Carlo simulation model, which was based on significant inputs that are not observable in the market and represented a Level 3 measurement. After the completion of its IPO, the fair value of the September 2023 Warrants was determined using the Black-Scholes valuation model with the following assumptions: Â September 30, Â 2024 Risk-free interest rate Â 3.7% Expected term (in years) Â 8.9 Expected volatility Â 58% Expected dividend yield Â 0% Summary of Fair Value of Warrant Liability The following table provides a rollforward of the fair value of the September 2023 Warrants: Â Fair Value Â Balance as of December 31, 2023 Â $ 2,677 Â Decrease in fair value Â Â (2,450) Balance as of September 30, 2024 Â $ 227 Â 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_ClassOfWarrantOrRightLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of input and valuation technique used to measure fair value and change in valuation approach and technique for each separate class of asset and liability measured on recurring and nonrecurring basis. + 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) -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_FairValueAssetsAndLiabilitiesMeasuredOnRecurringAndNonrecurringBasisValuationTechniquesTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of the fair value measurement of assets using significant unobservable inputs (Level 3), a reconciliation of the beginning and ending balances, separately presenting changes during the period 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 asset. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 101 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482078/820-10-55-101Reference 2: 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 3: 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 4: 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_FairValueAssetsMeasuredOnRecurringBasisUnobservableInputReconciliationTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_ClassOfWarrantOrRightAxis=guts_TwoThousandFourteenWarrantMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_ClassOfWarrantOrRightAxis=guts_JulyTwoThousandTwentyThreeWarrantsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_ClassOfWarrantOrRightAxis=guts_SeptemberTwoThousandTwentyThreeWarrantsMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 33 R26.htm IDEA: XBRL DOCUMENT v3.24.3 Commitments and Contingencies (Tables) 9 Months Ended Sep. 30, 2024 Commitments and Contingencies Disclosure [Abstract] Â Summary of Future Minimum Lease Payments for Operating and Finance Leases The following table summarizes the future minimum lease payments for operating and finance leases as of September 30, 2024:Â Year Ending December 31, Â Â Â Â 2024 (Remaining) Â $ 1,436 Â 2025 Â Â 5,822 Â 2026 Â Â 5,979 Â 2027 Â Â 5,817 Â 2028 Â Â 5,735 Â Thereafter Â Â 34,767 Â Total future minimum lease payments Â Â 59,556 Â Â Please see Note 7â€™"Leases" in the Notes to Consolidated Financial Statements included in Item 8 of the Companyâ€™s Annual Report on Form 10-K for the year ended December 31, 2023 for further discussion of the Company's material lease agreements. X - DefinitionTabular disclosure of contractual obligation by timing of payment due. Includes, but is not limited to, long-term debt obligation, lease obligation, and purchase obligation. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Name Regulation S-X (SX) -Number 210 -Section 12 -Subsection 04 -Subparagraph (a) -Publisher SECReference 2: 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: srt_ContractualObligationFiscalYearMaturityScheduleTableTextBlock Namespace Prefix: srt_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_CommitmentsAndContingenciesDisclosureAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 34 R27.htm IDEA: XBRL DOCUMENT v3.24.3 Convertible Preferred Stock (Tables) 9 Months Ended Sep. 30, 2024 Class of Stock Disclosures [Abstract] Â Summary of Convertible Preferred Stock As of December 31, 2023, Convertible Preferred Stock consisted of the following: Â Â December 31, 2023 Â Â ConvertiblePreferredSharesAuthorized Â Â ConvertiblePreferredSharesIssued andOutstanding Â Â CarryingValue Â Â LiquidationPreference Â Â CommonStockIssuableUponConversion Â Series A Convertible Preferred Stock Â Â 5,500,000 Â Â Â 5,500,000 Â Â Â $ 6,510 Â Â $ 9,633 Â Â Â 2,562,900 Â Series B Convertible Preferred Stock Â Â 11,451,453 Â Â Â 11,332,970 Â Â Â 15,459 Â Â Â 23,659 Â Â Â 5,280,969 Â Series C-1 Convertible Preferred Stock Â Â 9,064,640 Â Â Â 9,064,640 Â Â Â 20,114 Â Â Â 31,644 Â Â Â Â 4,223,960 Â Series C-2 Convertible Preferred Stock Â Â 15,336,464 Â Â Â 15,336,464 Â Â Â 47,129 Â Â Â 70,214 Â Â Â 7,146,525 Â Series D Convertible Preferred Stock Â Â 11,994,461 Â Â Â 11,994,461 Â Â Â 43,899 Â Â Â 61,098 Â Â Â 5,589,207 Â Series E Convertible Preferred Stock Â Â 12,838,573 Â Â Â 12,838,573 Â Â Â 54,373 Â Â Â 67,527 Â Â Â Â 5,982,550 Â Series F Convertible Preferred Stock Â Â 11,927,048 Â Â Â 11,927,048 Â Â Â 99,846 Â Â Â 115,306 Â Â Â 5,557,798 Â Â Â 78,112,639 Â Â Â 77,994,156 Â Â $ 287,330 Â Â $ 379,081 Â Â Â 36,343,909 Â X - ReferencesNo definition available. + Details Name: us-gaap_ClassOfStockDisclosuresAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of temporary equity. Temporary equity is a security with redemption features that are outside the control of the issuer, is not classified as an asset or liability in conformity with GAAP, and is not mandatorily redeemable. Includes any type of security that is redeemable at a fixed or determinable price or on a fixed or determinable date or dates, is redeemable at the option of the holder, or has conditions for redemption which are not solely within the control of the issuer. If convertible, the issuer does not control the actions or events necessary to issue the maximum number of shares that could be required to be delivered under the conversion option if the holder exercises the option to convert the stock to another class of equity. If the security is a warrant or a rights issue, the warrant or rights issue is considered to be temporary equity if the issuer cannot demonstrate that it would be able to deliver upon the exercise of the option by the holder in all cases. Includes stock with put option held by ESOP and stock redeemable by holder only in the event of a change in control of the issuer. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(27)) -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 -Name Accounting Standards Codification -Topic 480 -SubTopic 10 -Section S99 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480244/480-10-S99-1 + Details Name: us-gaap_TemporaryEquityTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 35 R28.htm IDEA: XBRL DOCUMENT v3.24.3 Stock-Based Compensation (Tables) 9 Months Ended Sep. 30, 2024 Share-Based Payment Arrangement [Abstract] Â Summary of Share-Based Compensation Expense Related to Stock Options and Restricted Stock Units The Company recorded stock-based compensation expense related to stock options and restricted stock units ("RSUs") in the following expense categories within its condensed consolidated statements of operations and comprehensive loss: Â Â Three Months Ended September 30, Â Â Nine Months Ended September 30, Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Research and development Â $ 1,716 Â Â $ 683 Â Â $ 5,271 Â Â $ 1,868 Â Selling, general and administrative Â $ 804 Â Â $ 407 Â Â Â 6,256 Â Â Â 1,152 Â Â $ 2,520 Â Â $ 1,090 Â Â $ 11,527 Â Â $ 3,020 Â During the year ended December 31, 2023, the Company granted certain RSUs which have a one-year cliff vesting with performance conditions based on the timing of occurrence of certain changes in control or a financing event. Upon the completion of the Company's IPO in February 2024, the performance condition was achieved. X - ReferencesNo definition available. + Details Name: us-gaap_DisclosureOfCompensationRelatedCostsSharebasedPaymentsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of allocation of amount expensed and capitalized for award under share-based payment arrangement to statement of income or comprehensive income and statement of financial position. Includes, but is not limited to, corresponding line item in financial statement. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 718 -SubTopic 10 -Section 50 -Paragraph 2 -Subparagraph (h)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ScheduleOfEmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 36 R29.htm IDEA: XBRL DOCUMENT v3.24.3 Net Loss Per Share (Tables) 9 Months Ended Sep. 30, 2024 Earnings Per Share [Abstract] Â Summary of Securities That Could Potentially Dilute Basic Net Loss Per Share in Future Were Not Included in Computation of Diluted Net Loss Per Share The following securities that could potentially dilute basic net loss per share in the future were not included in the computation of diluted net loss per share for the periods presented, because to do so would have been antidilutive: Â Â Three And Nine Months Ended September 30, Â Â 2024 Â Â 2023 Â Series A Convertible Preferred Stock Â Â â€” Â Â Â 2,562,900 Â Series B Convertible Preferred Stock Â Â â€” Â Â Â 5,280,969 Â Series C-1 Convertible Preferred Stock Â Â â€” Â Â Â 4,223,960 Â Series C-2 Convertible Preferred Stock Â Â â€” Â Â Â 7,146,525 Â Series D Convertible Preferred Stock Â Â â€” Â Â Â 5,589,207 Â Series E Convertible Preferred Stock Â Â â€” Â Â Â 5,982,550 Â Series F Convertible Preferred Stock Â Â â€” Â Â Â 5,557,798 Â Outstanding stock options Â Â 10,727,247 Â Â Â 8,897,841 Â Outstanding restricted stock units Â Â 586,180 Â Â Â â€” Â Common stock warrants Â Â 161,616 Â Â Â 161,616 Â Series B Convertible Preferred Stock warrants Â Â â€” Â Â Â 55,211 Â Total Â Â 11,475,043 Â Â Â 45,458,577 Â X - ReferencesNo definition available. + Details Name: us-gaap_EarningsPerShareAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of securities (including those issuable pursuant to contingent stock agreements) that could potentially dilute basic earnings per share (EPS) in the future that were not included in the computation of diluted EPS because to do so would increase EPS amounts or decrease loss per share amounts for the period presented, by antidilutive securities. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 260 -SubTopic 10 -Section 50 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1 + Details Name: us-gaap_ScheduleOfAntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 37 R30.htm IDEA: XBRL DOCUMENT v3.24.3 Nature of the Business - Additional Information (Details) - USD ($) $ / shares in Units, $ in Thousands 3 Months Ended 9 Months Ended Mar. 05, 2024 Feb. 06, 2024 Mar. 31, 2024 Sep. 30, 2024 Sep. 30, 2023 Dec. 31, 2023 Nature of Business and Organization Details [LIne items] Â Â Â Â Â Â Proceeds from issuance of common stock Â Â Â $ 103,695 Â Â Payments related to offering costs Â Â Â (2,854) $ (66) Â Offering costs Â Â $ 11,223 Â Â Â Accumulated deficit Â Â Â 390,340 Â $ 346,616 Cash and cash equivalents Â Â Â $ 84,664 Â $ 33,209 Common Stock Â Â Â Â Â Â Nature of Business and Organization Details [LIne items] Â Â Â Â Â Â Number of shares issued Â Â 7,433,332 Â Â Â IPO | Common Stock Â Â Â Â Â Â Nature of Business and Organization Details [LIne items] Â Â Â Â Â Â Number of shares issued 99,999 7,333,333 Â Â Â Â Sale of stock issue price per share $ 15 $ 15 Â Â Â Â Net proceeds from issuance of common stock $ 1,395 $ 98,882 Â Â Â Â Proceeds from issuance of common stock 1,500 110,000 Â Â Â Â Offering costs Â 3,418 Â Â Â Â Underwriting discount Â $ 7,700 Â Â Â Â Underwriting discount and commissions $ 105 Â Â Â Â Â Â X - DefinitionNature of business and organization details. + ReferencesNo definition available. + Details Name: guts_NatureOfBusinessAndOrganizationDetailsLineItems Namespace Prefix: guts_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionProceeds from issuance of common stock net. + ReferencesNo definition available. + Details Name: guts_ProceedsFromIssuanceOfCommonStockNet Namespace Prefix: guts_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionUnderwriting discount. + ReferencesNo definition available. + Details Name: guts_UnderwritingDiscount Namespace Prefix: guts_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionUnderwriting discount and commissions. + ReferencesNo definition available. + Details Name: guts_UnderwritingDiscountAndCommissions Namespace Prefix: guts_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration 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 - 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 - DefinitionThe cash outflow for cost

incurred directly with the issuance of an equity security. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 15 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-15 + Details Name: us-gaap_PaymentsOfStockIssuanceCosts Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe cash inflow associated with the amount received from entity's first offering of stock to the public. + 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_ProceedsFromIssuanceInitialPublicOffering Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of accumulated undistributed earnings (deficit). + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)(a)(3)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480016/944-40-65-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (h)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480016/944-40-65-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480990/946-20-50-11Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(23)(a)(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(17)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 8: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_RetainedEarningsAccumulatedDeficit Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionPer share or per unit amount of equity securities issued. + ReferencesNo definition available. + Details Name: us-gaap_SharesIssuedPricePerShare Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - 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_StatementEquityComponentsAxis=us-gaap_CommonStockMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_SubsidiarySaleOfStockAxis=us-gaap_IPOMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 38 R31.htm IDEA: XBRL DOCUMENT v3.24.3 Summary of Significant Accounting Policies - Additional Information (Details) - USD ($) Sep. 30, 2024 Feb. 29, 2024 Dec. 31, 2023 Accounting Policies [Abstract] Â Â Â Â Deferred offering costs $ 0 $ 3,418,000 $ 2,180,000 X - ReferencesNo definition available. + Details Name: us-gaap_AccountingPoliciesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionSpecific incremental costs directly attributable to a proposed or actual offering of securities which are deferred at the end of the reporting period. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 340 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 5.A) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480341/340-10-S99-1 + Details Name: us-gaap_DeferredOfferingCosts Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant XML 39 R32.htm IDEA: XBRL DOCUMENT v3.24.3 Fair Value Measurements - Schedule of Financial Assets and Liabilities Measured at Fair Value on Recurring Basis (Details) - Fair Value on Recurring Basis - USD ($) $ in Thousands Sep. 30, 2024 Dec. 31, 2023 Assets: Â Â Assets $ 66,622 $ 9,779 Liabilities: Â Â Warrant liabilities, current Â 573 Warrant liabilities, long-term 1,802 19,096 Notes payable, long-term 30,317 55,152 Liabilities 32,119 74,821 Money Market Funds Â Â Assets: Â Â Cash equivalents 66,622 9,779 Level 1 Â Â Assets: Â Â Assets 66,622 9,779 Level 1 | Money Market Funds Â Â Assets: Â Â Cash equivalents 66,622 9,779 Level 3 Â Â Liabilities: Â Â Warrant liabilities, current Â 573 Warrant liabilities, long-term 1,802 19,096 Notes payable, long-term 30,317 55,152 Liabilities $ 32,119 $ 74,821 X - DefinitionWarrant liabilities, current fair value disclosure. + ReferencesNo definition available. + Details Name: guts_WarrantLiabilitiesCurrentFairValueDisclosure Namespace Prefix: guts_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionWarrant liabilities, non-current fair value disclosure. + ReferencesNo definition available. + Details Name: guts_WarrantLiabilitiesNonCurrentFairValueDisclosure Namespace Prefix: guts_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionFair value portion of asset recognized for present right to economic benefit. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 100 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482078/820-10-55-100Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2 + Details Name: us-gaap_AssetsFairValueDisclosure Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap_AssetsFairValueDisclosureAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - 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 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 - ReferencesNo definition available. + Details Name: us-gaap_LiabilitiesFairValueDisclosureAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionFair value portion of notes payable. + 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://www.xbrl.org/2009/role/commonPracticeRef -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 4: 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 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(19)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_NotesPayableFairValueDisclosure 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_FairValueInputsLevel3Member Namespace Prefix: Data Type: na Balance Type: Period Type: XML 40 R33.htm IDEA: XBRL DOCUMENT v3.24.3 Fair Value Measurements - Additional Information (Details) - USD ($) 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Fair Value Disclosures [Abstract] Â Â Transfers between level 1, level 2 and level 3 $ 0 $ 0 X - DefinitionAmount of transfers of financial instruments classified as an asset or liability between level 1, level 2, and level 3 of the fair value hierarchy. + ReferencesNo definition available. + Details Name: guts_FairValueMeasurementsInterTransfersBetweenLevels Namespace Prefix: guts_ Data Type: xbrli:monetaryItemType Balance Type: credit 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 XML 41 R34.htm IDEA: XBRL DOCUMENT v3.24.3 Accrued Expenses and Other Current Liabilities - Schedule of Accrued Expenses and Other Current Liabilities (Details) - USD ($) $ in Thousands Sep. 30, 2024 Dec. 31, 2023 Accounts Payable and Accrued Liabilities, Current [Abstract] Â Â Payroll and payroll-related expenses $ 4,288 $ 3,500 External research and development services 3,621 1,711 Professional fees and consulting services 676 2,118 Other current liabilities 445 2 Accrued expenses and other current liabilities $ 9,030 $ 7,331 X - DefinitionAccrued external research and development services current. + ReferencesNo definition available. + Details Name: guts_AccruedExternalResearchAndDevelopmentServicesCurrent Namespace Prefix: guts_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap_AccountsPayableAndAccruedLiabilitiesCurrentAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of liabilities incurred to vendors for goods and services received, and accrued liabilities classified as other, payable within one year or the normal operating cycle, if longer. + ReferencesNo definition available. + Details Name: us-gaap_AccountsPayableAndOtherAccruedLiabilitiesCurrent 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 for statutory payroll taxes incurred through that date and withheld from employees pertaining to services received from them, including entity's matching share of the employees FICA taxes and contributions to the state and federal unemployment insurance programs. 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_AccruedPayrollTaxesCurrent 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 - DefinitionAmount of expenses incurred but not yet paid classified as other, due within one year or the normal operating cycle, if longer. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_OtherAccruedLiabilitiesCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant XML 42 R35.htm IDEA: XBRL DOCUMENT v3.24.3 Notes Payable - Schedule of Notes Payable, Long-Term (Details) - USD ($) $ in Thousands Sep. 30, 2024 Dec. 31, 2023 Debt Disclosure [Abstract] Â Â 2022 Convertible Notes Â $ 27,162 2023 Notes $ 30,317 27,990 Notes payable, long-term $ 30,317 $ 55,152 X - DefinitionCarrying value as of the balance sheet date of long-term debt (with maturities initially due after one year or beyond the operating cycle if longer) identified as Convertible Notes Payable, excluding current portion. Convertible Notes Payable is a written promise to pay a note which can be exchanged for a specified amount of another, related security, at the option of the issuer and the holder. + 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_ConvertibleLongTermNotesPayable Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit 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 - 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 - DefinitionThe total amount due within more than 12 month, or the operating cycle if longer, on all notes payable to banks paid on an installment. This can include the amount of any loans from the applicant firm. This does not, however, include any mortgage balances. + 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-S99-1 + Details Name: us-gaap_NotesPayableToBankNoncurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant XML 43 R36.htm IDEA: XBRL DOCUMENT v3.24.3 Notes Payable - Additional Information (Details) - USD ($) 9 Months Ended Feb. 06, 2024 Sep. 07, 2023 Jul. 11, 2023 Jan. 11, 2022 Sep. 30, 2024 Sep. 30, 2023 Jan. 26, 2024 Dec. 31, 2023 Debt Instrument [Line Items] Â Â Â Â Â Â Â Â Common stock, Par value Â Â Â Â Â $ 0.00001 Â $ 0.00001 $ 0.00001 Amount paid off Â Â Â Â Â Â $ 75,000 Â Â Outstanding principal amount Â Â Â Â Â Â Â $ 27,162,000 Cash and/or certain permitted cash equivalent investments Â Â Â Â $ 84,664,000 Â Â $ 33,209,000 2022 Convertible Notes Â Â Â Â Â Â Â Â Debt Instrument [Line Items] Â Â Â Â Â Â Â Â Convertible notes converted into common stock 1,841,321 Â Â Â Â Â Â Â Convertible price $ 12 Â Â Â Â Â Â Â Â Percentage of initial public offering per share 80.00% Â Â Â Â Â Â Â Â Price per share $ 15 Â Â Â Â Â Â Â Â Amount paid off Â Â $ 78,000 Â Â Â Â Â Â Principal amount Â Â Â Â $ 20,075,000 Â Â Â Â Interest accrued on the unpaid principal balance, Rate Â Â Â 3.00% Â Â Â Â Original maturity date Â Â Â Jul. 11, 2023 Â Â Â Â 2022 Convertible Notes | After

Amendments Â Â Â Â Â Â Â Â Debt Instrument [Line Items] Â Â Â Â Â Â Â Â Common stock, Par value Â Â Â $ 0.00001 Â Â Â Â Extended maturity date Â Â Dec. 31, 2024 Â Â Â Â Â Outstanding principal amount Â Â Â Â $ 20,899,000 Â Â Â Interest rate upon amendments Â Â Â Â 10.00% Â Â Â 2023 Notes Â Â Â Â Â Â Â Debt Instrument [Line Items] Â Â Â Â Â Â Â Interest rate margin Â 5.50% Â Â Â Â Â Â Interest rate Â 13.25% Â Â Â Â Â Â Interest rate terms Â The outstanding balances under the 2023 Notes bear interest at a floating annual rate equal to the greater of 5.5% above the Wall Street Journal prime rate or 13.25%. Â Â Â Â Â Â Principal amount Â $ 45,000,000 Â Â Â Â Â Â Financial covenants, Description Â Â Â Â The 2023 Notes are subject to specific financial covenants, which include a minimum liquidity covenant that requires the Company to maintain a minimum $10,000 balance in cash and/or certain permitted cash equivalent investments, subject to certain exceptions. In addition, the 2023 Notes also contain customary events of default, subject to rights and remedies generally applicable to federal law or the laws of the State of Delaware. Â Â Â Financial covenants, Compliance Â Â Â Â As of September 30, 2024, the Company was in compliance with the financial covenants and other terms of the arrangement. Â Â Â First principal payment date Â Sep. 30, 2027 Â Â Â Â Â Â Maturity date Â Sep. 07, 2028 Â Â Â Â Â Â Exit fee percentage Â 6.00% Â Â Â Â Â Â 2023 Notes | On and prior to September 30, 2024 Â Â Â Â Â Â Â Debt Instrument [Line Items] Â Â Â Â Â Â Â Interest rate paid in kind Â 6.00% Â Â Â Â Â Â 2023 Notes | Beginning September 30, 2026 Â Â Â Â Â Â Â Debt Instrument [Line Items] Â Â Â Â Â Â Â Periodic payment percentage of principal Â 1.50% Â Â Â Â Â Â 2023 Notes | Minimum Â Â Â Â Â Â Â Debt Instrument [Line Items] Â Â Â Â Â Â Â Cash and/or certain permitted cash equivalent investments Â Â Â Â $ 10,000,000 Â Â Â 2023 Notes | First Tranche Â Â Â Â Â Â Â Debt Instrument [Line Items] Â Â Â Â Â Â Â Principal amount Â $ 30,000,000 Â Â Â Â Â Â First principal payment date Â Sep. 07, 2023 Â Â Â Â Â Â 2023 Notes | Second Tranche Â Â Â Â Â Â Â Debt Instrument [Line Items] Â Â Â Â Â Â Â Principal amount Â $ 15,000,000 Â Â Â Â Â Â First principal payment date Â Jul. 31, 2024 Â Â Â Â Â Â 2023 Notes | Third Tranche Â Â Â Â Â Â Â Debt Instrument [Line Items] Â Â Â Â Â Â Â Principal amount Â $ 20,000,000 Â Â Â Â Â Â X - DefinitionDebt instrument periodic payment percentage of principal. + ReferencesNo definition available. + Details Name: guts_DebtInstrumentPeriodicPaymentPercentageOfPrincipal Namespace Prefix: guts_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: instant X - DefinitionDebt interest rate paid in kind. + ReferencesNo definition available. + Details Name: guts_DebtInterestRatePaidInKind Namespace Prefix: guts_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: instant X - DefinitionExit fee percentage. + ReferencesNo definition available. + Details Name: guts_ExitFeePercentage Namespace Prefix: guts_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: instant X - DefinitionPercentage of initial public offering per share. + ReferencesNo definition available. + Details Name: guts_PercentageOfInitialPublicOfferingPerShare Namespace Prefix: guts_ Data Type: dtr-types:percentItemType 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 - 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 - DefinitionCarrying value as of the balance sheet date of long-term debt (with maturities initially due after one year or beyond the operating cycle if longer) identified as Convertible Notes Payable, excluding current portion. Convertible Notes Payable is a written promise to pay a note which can be exchanged for a specified amount of another, related security, at the option of the issuer and the holder. + 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_ConvertibleLongTermNotesPayable Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionDate the original debt was scheduled to mature, in YYYY-MM-DD format. + 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_DebtConversionOriginalDebtDueDateOfDebtDayMonthAndYear Namespace Prefix: us-gaap_ Data Type: xbrli:dateItemType Balance Type: na Period Type: duration X - DefinitionThe rate of interest that was being paid on the original debt issue that is being converted in the 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_DebtConversionOriginalDebtInterestRateOfDebt 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 - 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 - DefinitionStates whether the entity was in compliance with the debt covenants throughout the reporting period, and describes facts and circumstances of any compliance failure. + 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 -Name Accounting Standards Codification -Topic 942 -SubTopic 470 -Section 50 -Paragraph 3 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477734/942-470-50-3 + Details Name: us-gaap_DebtInstrumentCovenantCompliance Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionDescription of minimum financial levels (for example, tangible net worth and working capital) and achievement of certain financial ratios (for example, working capital ratio and debt service coverage ratio), and adherence to certain clauses which generally require or restrict certain actions (for example, entering into a debt arrangement with equal or greater seniority, and selling or discontinuing a certain business segment or material subsidiary) to be in compliance with the covenant clauses of the debt agreement. May also include a discussion of the adverse consequences that would result if the entity violates or fails to satisfy the covenants. + 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 -Name Accounting Standards Codification -Topic 942 -SubTopic 470 -Section 50 -Paragraph 3 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477734/942-470-50-3 + Details Name: us-gaap_DebtInstrumentCovenantDescription Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionDate the debt agreement requires the first payment to be made, in YYYY-MM-DD format. + 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 -Name Accounting Standards Codification -Topic 942 -SubTopic 470 -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477734/942-470-50-3 + Details Name: us-gaap_DebtInstrumentDateOfFirstRequiredPayment1 Namespace Prefix: us-gaap_ Data Type: xbrli:dateItemType Balance Type: na Period Type: duration X - DefinitionFace (par) amount of debt instrument at time of issuance. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482949/835-30-55-8Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69B -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69BReference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69C -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69CReference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482900/835-30-50-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-2 + Details Name: us-gaap_DebtInstrumentFaceAmount Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - 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 - DefinitionContractual interest rate for funds borrowed, under the debt agreement. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)(a)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1B + Details Name: us-gaap_DebtInstrumentInterestRateStatedPercentage Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: instant X - DefinitionDescription of the interest rate as being fixed or variable, and, if variable, identification of the index or rate on which the interest rate is based and the number of points or percentage added to that index or rate to set the rate, and other pertinent information, such as frequency of rate resets. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)(a)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_DebtInstrumentInterestRateTerms Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482949/835-30-55-8Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(f)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.12-04(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-3Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 5: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69B -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69BReference 6: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69C -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69CReference 7: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69E -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69EReference 8: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69F -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69FReference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 11: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1DReference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1DReference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1DReference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (d) -Publisher FASB -URI

https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1I -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1IReference 26: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-2Reference 27: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482900/835-30-50-1 + Details Name: us-gaap_DebtInstrumentLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionDate when the debt instrument is scheduled to be fully repaid, in YYYY-MM-DD format. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)(a)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1B + Details Name: us-gaap_DebtInstrumentMaturityDate Namespace Prefix: us-gaap_ Data Type: xbrli:dateItemType Balance Type: na Period Type: duration X - DefinitionLatest date the outstanding debt instruments are required to be repaid, in YYYY-MM-DD format. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)(a)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_DebtInstrumentMaturityDateRangeEnd1 Namespace Prefix: us-gaap_ Data Type: xbrli:dateItemType Balance Type: na Period Type: duration X - DefinitionThe cash outflow for a borrowing supported by a written promise to pay an obligation. + 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_RepaymentsOfNotesPayable Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionPrice of a single share of a number of saleable stocks of a company. + ReferencesNo definition available. + Details Name: us-gaap_SharePrice Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - DefinitionNumber of shares issued during the period as a result of the conversion of convertible securities. + 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://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 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-S99-1Reference 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/1943274/2147481112/505-10-50-3 + Details Name: us-gaap_StockIssuedDuringPeriodSharesConversionOfConvertibleSecurities Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_LongtermDebtTypeAxis=us-gaap_ConvertibleDebtMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_TypeOfArrangementAxis=guts_AfterAmendmentsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_LongtermDebtTypeAxis=guts_TwoThousandAndTwentyThreeNotesMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_StatementScenarioAxis=guts_OnAndPriorToSeptember302024Member Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_StatementScenarioAxis=guts_BeginningSeptember302026Member Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_RangeAxis=srt_MinimumMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_DebtInstrumentAxis=guts_FirstTrancheMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_DebtInstrumentAxis=guts_SecondTrancheMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_DebtInstrumentAxis=guts_ThirdTrancheMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 44 R37.htm IDEA: XBRL DOCUMENT v3.24.3 Notes Payable - Schedule of Rollforward of Fair Value of 2022 Convertible Notes (Details) - Level 3 - 2022 Convertible Notes $ in Thousands 9 Months Ended Sep. 30, 2024 USD ($) Fair Value, Liabilities Measured on Recurring Basis, Unobservable Input Reconciliation [Line Items] Â Balance $ 27,162 Decrease in fair value (8,012) Conversion into common stock (19,150) Balance $ 0 X - DefinitionFair value measurement with unobservable inputs reconciliation recurring basis conversion in to common stock. + ReferencesNo definition available. + Details Name: guts_FairValueMeasurementWithUnobservableInputsReconciliationRecurringBasisConversionInToCommonStock Namespace Prefix: guts_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionFair value measurement with unobservable inputs reconciliation recurring basis liability decrease. + ReferencesNo definition available. + Details Name: guts_FairValueMeasurementWithUnobservableInputsReconciliationRecurringBasisLiabilityDecrease Namespace Prefix: guts_ 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. + ReferencesReference 1: 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 2: 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 3: 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/1943274/2147482106/820-10-50-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1a) -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 (c)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2 + Details Name: us-gaap_FairValueLiabilitiesMeasuredOnRecurringBasisUnobservableInputReconciliationLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionFair value of financial instrument classified as a liability measured using unobservable inputs that reflect the entity's own assumption about the assumptions market participants would use in pricing. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-3Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2 + Details Name: us-gaap_FairValueMeasurementWithUnobservableInputsReconciliationsRecurringBasisLiabilityValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - Details Name: us-gaap_FairValueByFairValueHierarchyLevelAxis=us-gaap_FairValueInputsLevel3Member Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_LongtermDebtTypeAxis=us-gaap_ConvertibleDebtMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 45 R38.htm IDEA: XBRL DOCUMENT v3.24.3 Notes Payable - Schedule of Rollforward of Fair Value of 2023 Notes (Details) - Level 3 - 2023 Notes $ in Thousands 9 Months Ended Sep. 30, 2024 USD ($) Fair Value, Liabilities Measured on Recurring Basis, Unobservable Input Reconciliation [Line Items] Â Balance $ 27,990 Increase in fair value 4,240 Payment of interest (1,913) Balance $ 30,317 X - DefinitionFair value measurement with unobservable inputs reconciliation recurring basis liability increase. + ReferencesNo definition available. + Details Name: guts_FairValueMeasurementWithUnobservableInputsReconciliationRecurringBasisLiabilityIncrease Namespace Prefix: guts_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionFair value measurement with unobservable inputs reconciliation recurring basis liability payment of interest. + ReferencesNo definition available. + Details Name: guts_FairValueMeasurementWithUnobservableInputsReconciliationRecurringBasisLiabilityPaymentOfInterest Namespace Prefix: guts_ 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. + ReferencesReference 1: 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 2: 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 3: 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/1943274/2147482106/820-10-50-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1a) -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 (c)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2 + Details Name: us-gaap_FairValueLiabilitiesMeasuredOnRecurringBasisUnobservableInputReconciliationLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionFair value of financial instrument classified as a liability measured using unobservable inputs that reflect the entity's own assumption about the assumptions market participants would use in pricing. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-3Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2 + Details Name: us-gaap_FairValueMeasurementWithUnobservableInputsReconciliationsRecurringBasisLiabilityValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - Details Name: us-gaap_FairValueByFairValueHierarchyLevelAxis=us-gaap_FairValueInputsLevel3Member Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_LongtermDebtTypeAxis=guts_TwoThousandAndTwentyThreeNotesMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 46 R39.htm IDEA: XBRL DOCUMENT v3.24.3 Warrant Liabilities - Additional Information (Details) - USD ($) $ / shares in Units, $ in Thousands Mar. 31, 2024 Feb. 06, 2024 Sep. 30, 2023 Jul. 31, 2023 Jan. 31, 2014 2014 Warrant Â Â Â Â Â Class of Warrant or Right [Line Items] Â Â Â Â Â Warrant purchase Â 118,483 Â Â 118,483 Convertible preferred stock converted to warrant Â 55,211 Â Â Â Exercise price of warrants Â Â Â Â $ 1.266 Warrant liabilities Â Â Â Â $ 48 Issuance of shares 38,544 Â Â Â Â July 2023 Warrants Â Â Â Â Â Class of Warrant or Right [Line Items] Â Â Â Â Â Principal amount of convertible notes Â Â Â $ 20,899 Â Exercise price of warrants Â Â Â $ 17.9927 Â Warrant liabilities Â Â Â $ 9,876 Â September 2023 Warrants Â Â Â Â Â Class of Warrant or Right [Line Items] Â Â Â Â Â Immediately exercisable warrants amount Â Â $ 4,200 Â Â Warrant liabilities Â Â $ 2,592 Â Â September 2023 Warrants | Series F Convertible Preferred Stock Â Â Â Â Â Class of Warrant or Right [Line Items] Â Â Â Â Â Exercise price of warrants Â Â $ 8.3843 Â Â September 2023 Warrants | Common Stock Â Â Â Â Â Class of Warrant or Right [Line Items] Â Â Â Â Â Exercise price of warrants Â Â $ 17.9927 Â Â X - DefinitionWarrant liabilities. + ReferencesNo definition available. + Details Name: guts_WarrantLiabilities Namespace Prefix: guts_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionExercise price per share or per unit of warrants or rights outstanding. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-3 + Details Name: us-gaap_ClassOfWarrantOrRightExercisePriceOfWarrantsOrRights1 Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - 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_ClassOfWarrantOrRightLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionNumber of securities into which the class of warrant or right may be converted. For example, but not limited to, 500,000 warrants may be converted into 1,000,000 shares. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-3 + Details Name: us-gaap_ClassOfWarrantOrRightNumberOfSecuritiesCalledByWarrantsOrRights Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionNumber of warrants or rights outstanding. + ReferencesNo definition available. + Details Name: us-gaap_ClassOfWarrantOrRightOutstanding Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionFace (par) amount of debt instrument at time of issuance. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482949/835-30-55-8Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69B -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69BReference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69C -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69CReference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482900/835-30-50-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-2 + Details Name: us-gaap_DebtInstrumentFaceAmount Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionNumber of common shares issuable upon conversion of preferred stock. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-13 + Details Name: us-gaap_PreferredStockConvertibleSharesIssuable Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionValue of outstanding derivative securities that permit the holder the right to purchase securities (usually equity) from the issuer at a specified price. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -

Paragraph 2 -Subparagraph (bbb)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2 + Details Name: us-gaap_WarrantsAndRightsOutstanding Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - Details Name: us-gaap_ClassOfWarrantOrRightAxis=guts_TwoThousandFourteenWarrantMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_ClassOfWarrantOrRightAxis=guts_JulyTwoThousandTwentyThreeWarrantsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_ClassOfWarrantOrRightAxis=guts_SeptemberTwoThousandTwentyThreeWarrantsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementClassOfStockAxis=guts_SeriesFConvertiblePreferredStockMember 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: XML 47 R40.htm IDEA: XBRL DOCUMENT v3.24.3 Warrant Liabilities - Summary of Fair Value of Warrant Determined Using Black Scholes Valuation Model (Details) - $ / shares 9 Months Ended 12 Months Ended Feb. 06, 2024 Sep. 30, 2024 Dec. 31, 2023 2014 Warrant Â Â Â Class of Warrant or Right [Line Items] Â Â Â Risk-free interest rate 4.80% Â 4.70% Expected term (in years) 1 month 6 days Â 1 month 6 days Expected volatility 38.00% Â 47.00% Expected dividend yield 0.00% Â 6.00% Fair value of common stock per share $ 10.4 Â $ 0 Fair value of Series B convertible preferred stock per share $ 0 Â $ 6.12 July 2023 Warrants Â Â Â Class of Warrant or Right [Line Items] Â Â Â Risk-free interest rate Â 3.70% Â Expected term (in years) Â 8 years 9 months 18 days Â Expected volatility Â 58.00% Â Expected dividend yield Â 0.00% Â September 2023 Warrants Â Â Â Class of Warrant or Right [Line Items] Â Â Â Risk-free interest rate Â 3.70% Â Expected term (in years) Â 8 years 10 months 24 days Â Expected volatility Â 58.00% Â Expected dividend yield Â 0.00% Â X - DefinitionWarrants and rights outstanding per share. + ReferencesNo definition available. + Details Name: guts_WarrantsAndRightsOutstandingPerShare Namespace Prefix: guts_ 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_ClassOfWarrantOrRightLineItems 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 - DefinitionPrice of a single share of a number of saleable stocks of a company. + ReferencesNo definition available. + Details Name: us-gaap_SharePrice Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant 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_ClassOfWarrantOrRightAxis=guts_TwoThousandFourteenWarrantMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_ClassOfWarrantOrRightAxis=guts_JulyTwoThousandTwentyThreeWarrantsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_ClassOfWarrantOrRightAxis=guts_SeptemberTwoThousandTwentyThreeWarrantsMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 48 R41.htm IDEA: XBRL DOCUMENT v3.24.3 Warrant Liabilities - Summary of Fair Value of warrant liability (Details) - USD ($) $ in Thousands 3 Months Ended 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Class of Warrant or Right [Line Items] Â Â Â Â Change/Decrease in fair value $ 2,293 $ (1,027) $ 17,442 $ (1,161) 2014 Warrant Â Â Â Â Class of Warrant or Right [Line Items] Â Â Â Â Beginning balance Â Â 573 Â Change/Decrease in fair value Â Â (148) Â Reclassification to equity Â Â (425) Â Ending balance 0 Â 0 Â July 2023 Warrants Â Â Â Â Class of Warrant or Right [Line Items] Â Â Â Â Beginning balance Â Â 16,419 Â Change/Decrease in fair value Â Â (14,844) Â Ending balance 1,575 Â 1,575 Â September 2023 Warrants Â Â Â Â Class of Warrant or Right [Line Items] Â Â Â Â Beginning balance Â Â 2,677 Â Change/Decrease in fair value Â Â (2,450) Â Ending balance $ 227 Â $ 227 Â X - DefinitionFair value of warrant liability. + ReferencesNo definition available. + Details Name: guts_FairValueOfWarrantLiability Namespace Prefix: guts_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionFair value warrants reclassified to equity. + ReferencesNo definition available. + Details Name: guts_FairValueWarrantsReclassifiedToEquity Namespace Prefix: guts_ 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. + ReferencesNo definition available. + Details Name: us-gaap_ClassOfWarrantOrRightLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of expense (income) related to adjustment to fair value of warrant liability. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 25 -Paragraph 13 -SubTopic 10 -Topic 480 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481766/480-10-25-13 + Details Name: us-gaap_FairValueAdjustmentOfWarrants Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - Details Name: us-gaap_ClassOfWarrantOrRightAxis=guts_TwoThousandFourteenWarrantMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_ClassOfWarrantOrRightAxis=guts_JulyTwoThousandTwentyThreeWarrantsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_ClassOfWarrantOrRightAxis=guts_SeptemberTwoThousandTwentyThreeWarrantsMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 49 R42.htm IDEA: XBRL DOCUMENT v3.24.3 Commitments and Contingencies - Summary of Future Minimum Lease Payments for Operating and Finance Leases (Details) $ in Thousands Sep. 30, 2024 USD ($) Operating Lease Â 2024 (Remaining) $ 1,436 2025 5,822 2026 5,979 2027 5,817 2028 5,735 Thereafter 34,767 Total future minimum lease payments 59,556 Finance Lease Â 2024 (Remaining) 1,436 2025 5,822 2026 5,979 2027 5,817 2028 5,735 Thereafter 34,767 Total future minimum lease payments $ 59,556 X - DefinitionAmount of lessee's undiscounted obligation for lease payment for finance lease to be paid after 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). + ReferencesNo definition available. + Details Name: guts_FinanceLeaseLiabilityToBePaidAfterYearFour Namespace Prefix: guts_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of lessee's undiscounted obligation for lease payment for operating lease due after 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). + ReferencesNo definition available. + Details Name: guts_LesseeOperatingLeaseLiabilityPaymentsDueAfterYearFour Namespace Prefix: guts_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap_FinanceLeaseLiabilitiesPaymentsDueAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of lessee's undiscounted obligation for lease payments for finance lease. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-6 + Details Name: us-gaap_FinanceLeaseLiabilityPaymentsDue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of lessee's undiscounted obligation for lease payment for finance lease to be paid in next fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach). + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-6 + Details Name: us-gaap_FinanceLeaseLiabilityPaymentsDueNextTwelveMonths Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of lessee's undiscounted obligation for lease payment for finance lease to be paid in fourth fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach). + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-6 + Details Name: us-gaap_FinanceLeaseLiabilityPaymentsDueYearFour Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of lessee's undiscounted obligation for lease payment for finance lease to be paid in third fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach). + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-6 + Details Name: us-gaap_FinanceLeaseLiabilityPaymentsDueYearThree Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of lessee's undiscounted obligation for lease payment for finance lease to be paid in second fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach). + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-6 + Details Name: us-gaap_FinanceLeaseLiabilityPaymentsDueYearTwo Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of lessee's undiscounted obligation for lease payment for finance lease to be paid in remainder of current fiscal year. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-6 + Details Name: us-gaap_FinanceLeaseLiabilityPaymentsRemainderOfFiscalYear Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of lessee's undiscounted obligation for lease payment for operating lease. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-6 + Details Name: us-gaap_LesseeOperatingLeaseLiabilityPaymentsDue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of lessee's undiscounted obligation for lease payment for operating lease to be paid in next fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach). + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-6 + Details Name: us-gaap_LesseeOperatingLeaseLiabilityPaymentsDueNextTwelveMonths Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of lessee's undiscounted obligation for lease payment for operating lease to be paid in fourth fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach). + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-6 + Details Name: us-gaap_LesseeOperatingLeaseLiabilityPaymentsDueYearFour Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of lessee's undiscounted obligation for lease payment for operating lease to be paid in third fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach). + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-6 + Details Name: us-gaap_LesseeOperatingLeaseLiabilityPaymentsDueYearThree Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of lessee's undiscounted obligation for lease payment for operating lease to be paid in second fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach). + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-6 + Details Name: us-gaap_LesseeOperatingLeaseLiabilityPaymentsDueYearTwo Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of lessee's undiscounted obligation for lease payment for operating lease having initial or remaining lease term in excess of one year to be paid in remainder of current fiscal year. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-6 + Details Name: us-gaap_LesseeOperatingLeaseLiabilityPaymentsRemainderOfFiscalYear Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap_OperatingLeaseLiabilitiesPaymentsDueAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 50 R43.htm IDEA: XBRL DOCUMENT v3.24.3 Commitments and Contingencies - Additional Information (Details) - USD ($) Sep. 30, 2024 Dec. 31, 2023 Commitments and Contingencies Disclosure [Abstract] Â Â Loss or material costs related to indemnification obligation $ 0 Â Claims outstanding 0 Â Liabilities related to obligation $ 0 $ 0 X - DefinitionClaims outstanding. + ReferencesNo definition available. + Details Name: guts_ClaimsOutstanding Namespace Prefix: guts_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionLoss or material costs related to indemnification obligation. + ReferencesNo definition available. + Details Name: guts_LossOrMaterialCostsRelatedToIndemnificationObligation Namespace Prefix: guts_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap_CommitmentsAndContingenciesDisclosureAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of contractual obligation, including, but not limited to, long-term debt, lease obligation, purchase obligation, and other commitments. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Publisher FASB -URI

https://asc.fasb.org/1943274/2147480678/235-10-S99-3 + Details Name: us-gaap_ContractualObligation Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant XML 51 R44.htm IDEA: XBRL DOCUMENT v3.24.3 Convertible Preferred Stock - Additional Iformation (Details) - $ / shares Feb. 06, 2024 Sep. 30, 2024 Dec. 31, 2023 Convertible Preferred Stock Â Â Â Class of Stock [Line Items] Â Â Â Convertible preferred shares authorized Â 0 78,112,639 Convertible preferred stock, par value Â $ 0.00001 $ 0.00001 IPO closing date Feb. 06, 2024 Â Â Â Shares converted 36,343,909 Â Â Series A Convertible Preferred Stock Â Â Â Class of Stock [Line Items] Â Â Â Convertible preferred shares authorized Â Â 5,500,000 Series B Convertible Preferred Stock Â Â Â Class of Stock [Line Items] Â Â Â Convertible preferred shares authorized Â Â 11,451,453 Series C-1 Convertible Preferred Stock Â Â Â Class of Stock [Line Items] Â Â Â Convertible preferred shares authorized Â Â 9,064,640 Series C-2 Convertible Preferred Stock Â Â Â Class of Stock [Line Items] Â Â Â Convertible preferred shares authorized Â Â 15,336,464 Series D Convertible Preferred Stock Â Â Â Class of Stock [Line Items] Â Â Â Convertible preferred shares authorized Â Â 11,994,461 Series E Convertible Preferred Stock Â Â Â Class of Stock [Line Items] Â Â Â Convertible preferred shares authorized Â Â 12,838,573 Series F Convertible Preferred Stock Â Â Â Class of Stock [Line Items] Â Â Â Convertible preferred shares authorized Â Â 11,927,048 X - DefinitionIPO closing date. + ReferencesNo definition available. + Details Name: guts_IpoClosingDate Namespace Prefix: guts_ Data Type: xbrli:dateItemType Balance Type: na Period Type: duration X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: http://www.xbrl.org/2003/role/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 number of shares converted in a noncash (or part noncash) transaction. Noncash is defined as transactions during a period that do not result in cash receipts or cash payments in the period. "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 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_ConversionOfStockSharesConverted1 Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionPer share amount of par value or stated value of stock classified as temporary equity. Temporary equity is a security with redemption features that are outside the control of the issuer, is not classified as an asset or liability in conformity with GAAP, and is not mandatorily redeemable. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(27)) -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 -Name Accounting Standards Codification -Topic 480 -SubTopic 10 -Section S99 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480244/480-10-S99-1 + Details Name: us-gaap_TemporaryEquityParOrStatedValuePerShare Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - DefinitionThe maximum number of securities classified as temporary equity that are permitted to be issued by an entity's charter and bylaws. Temporary equity is a security with redemption features that are outside the control of the issuer, is not classified as an asset or liability in conformity with GAAP, and is not mandatorily redeemable. Includes any type of security that is redeemable at a fixed or determinable price or on a fixed or determinable date or dates, is redeemable at the option of the holder, or has conditions for redemption which are not solely within the control of the issuer. If convertible, the issuer does not control the actions or events necessary to issue the maximum number of shares that could be required to be delivered under the conversion option if the holder exercises the option to convert the stock to another class of equity. If the security is a warrant or a rights issue, the warrant or rights issue is considered to be temporary equity if the issuer cannot demonstrate that it would be able to deliver upon the exercise of the option by the holder in all cases. Includes stock with put option held by ESOP and stock redeemable by holder only in the event of a change in control 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(27)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_TemporaryEquitySharesAuthorized Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - Details Name: us-gaap_StatementClassOfStockAxis=us-gaap_ConvertiblePreferredStockMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementClassOfStockAxis=guts_SeriesAConvertiblePreferredStockMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementClassOfStockAxis=guts_SeriesBConvertiblePreferredStockMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementClassOfStockAxis=guts_SeriesC1ConvertiblePreferredStockMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementClassOfStockAxis=guts_SeriesC2ConvertiblePreferredStockMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementClassOfStockAxis=guts_SeriesDConvertiblePreferredStockMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementClassOfStockAxis=guts_SeriesEConvertiblePreferredStockMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementClassOfStockAxis=guts_SeriesFConvertiblePreferredStockMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 52 R45.htm IDEA: XBRL DOCUMENT v3.24.3 Convertible Preferred Stock - Summary of Convertible Preferred Stock (Details) - USD ($) $ in Thousands 12 Months Ended Dec. 31, 2023 Sep. 30, 2024 Sep. 30, 2023 Jun. 30, 2023 Mar. 31, 2023 Dec. 31, 2022 Class of Stock [Line Items] Â Â Â Â Â Â Carrying value $ 287,330 Â Â Â Â Â Â Convertible Preferred Stock Â Â Â Â Â Â Class of Stock [Line Items] Â Â Â Â Â Â Convertible preferred shares authorized 78,112,639 0 Â Â Â Â Â Convertible preferred shares issued 77,994,156 0 Â Â Â Â Â Convertible preferred shares outstanding 77,994,156 0 77,994,156 77,994,156 77,994,156 77,994,156 Carrying value $ 287,330 Â $ 287,330 $ 287,330 $ 287,330 $ 287,330 Liquidation preference $ 379,081 $ 0 Â Â Â Â Â Common stock issuable upon conversion 36,343,909 Â Â Â Â Â Â Series A Convertible Preferred Stock Â Â Â Â Â Â Class of Stock [Line Items] Â Â Â Â Â Â Convertible preferred shares authorized 5,500,000 Â Â Â Â Â Convertible preferred shares issued 5,500,000 Â Â Â Â Â Convertible preferred shares outstanding 5,500,000 Â Â Â Â Â Â Carrying value $ 6,510 Â Â Â Â Â Â Liquidation preference $ 9,633 Â Â Â Â Â Common stock issuable upon conversion 2,562,900 Â Â Â Â Â Â Series B Convertible Preferred Stock Â Â Â Â Â Â Class of Stock [Line Items] Â Â Â Â Â Â Convertible preferred shares authorized 11,451,453 Â Â Â Â Â Convertible preferred shares issued 11,332,970 Â Â Â Â Â Convertible preferred shares outstanding 11,332,970 Â Â Â Â Â Â Carrying value $ 15,459 Â Â Â Â Â Â Liquidation preference $ 23,659 Â Â Â Â Â Common stock issuable upon conversion 5,280,969 Â Â Â Â Â Â Series C-1 Convertible Preferred Stock Â Â Â Â Â Â Class of Stock [Line Items] Â Â Â Â Â Â Convertible preferred shares authorized 9,064,640 Â Â Â Â Â Convertible preferred shares issued 9,064,640 Â Â Â Â Â Convertible preferred shares outstanding 9,064,640 Â Â Â Â Â Â Carrying value $ 20,114 Â Â Â Â Â Â Liquidation preference $ 31,644 Â Â Â Â Â Common stock issuable upon conversion 4,223,960 Â Â Â Â Â Â Series C-2 Convertible Preferred Stock Â Â Â Â Â Â Class of Stock [Line Items] Â Â Â Â Â Â Convertible preferred shares authorized 15,336,464 Â Â Â Â Â Convertible preferred shares issued 15,336,464 Â Â Â Â Â Convertible preferred shares outstanding 15,336,464 Â Â Â Â Â Â Carrying value $ 47,129 Â Â Â Â Â Â Liquidation preference $ 70,214 Â Â Â Â Â Common stock issuable upon conversion 7,146,525 Â Â Â Â Â Â Series D Convertible Preferred Stock Â Â Â Â Â Â Class of Stock [Line Items] Â Â Â Â Â Â Convertible preferred shares authorized 11,994,461 Â Â Â Â Â Convertible preferred shares issued 11,994,461 Â Â Â Â Â Convertible preferred shares outstanding 11,994,461 Â Â Â Â Â Â Carrying value $ 43,899 Â Â Â Â Â Â Liquidation preference $ 61,098 Â Â Â Â Â Common stock issuable upon conversion 5,589,207 Â Â Â Â Â Â Series E Convertible Preferred Stock Â Â Â Â Â Â Class of Stock [Line Items] Â Â Â Â Â Â Convertible preferred shares authorized 12,838,573 Â Â Â Â Â Convertible preferred shares issued 12,838,573 Â Â Â Â Â Convertible preferred shares outstanding 12,838,573 Â Â Â Â Â Â Carrying value $ 54,373 Â Â Â Â Â Â Liquidation preference $ 67,527 Â Â Â Â Â Common stock issuable upon conversion 5,982,550 Â Â Â Â Â Â Series F Convertible Preferred Stock Â Â Â Â Â Â Class of Stock [Line Items] Â Â Â Â Â Â Convertible preferred shares authorized 11,927,048 Â Â Â Â Â Convertible preferred shares issued 11,927,048 Â Â Â Â Â Convertible preferred shares outstanding 11,927,048 Â Â Â Â Â Â Carrying value $ 99,846 Â Â Â Â Â Â Liquidation preference $ 115,306 Â Â Â Â Â Common stock issuable upon conversion 5,557,798 Â Â Â Â Â Â 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 number of new shares issued in the conversion of stock in a noncash (or part noncash) transaction. Noncash is defined as transactions during a period that do not result in cash receipts or cash payments in the period. "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 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_ConversionOfStockSharesIssued1 Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionCarrying amount, attributable to parent, of an entity's issued and outstanding stock which is not included within permanent equity. Temporary equity is a security with redemption features that are outside the control of the issuer, is not classified as an asset or liability in conformity

with GAAP, and is not mandatorily redeemable. Includes any type of security that is redeemable at a fixed or determinable price or on a fixed or determinable date or dates, is redeemable at the option of the holder, or has conditions for redemption which are not solely within the control of the issuer. Includes stock with a put option held by an ESOP and stock redeemable by a holder only in the event of a change in control of the issuer. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(23)(a)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 14.E.Q2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479830/718-10-S99-1Reference 3: 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 4: 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 5: 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 6: 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 7: 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 8: 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-S99-1B + Details Name: us-gaap_TemporaryEquityCarryingAmountAttributableToParent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionThe aggregate liquidation preference (or restrictions) of stock classified as temporary equity that has a preference in involuntary liquidation considerably in excess of the par or stated value of the shares. The liquidation preference is the difference between the preference in liquidation and the par or stated values of the share. Temporary equity is a security with redemption features that are outside the control of the issuer, is not classified as an asset or liability in conformity with GAAP, and is not mandatorily redeemable. Includes any type of security that is redeemable at a fixed or determinable price or on a fixed or determinable date or dates, is redeemable at the option of the holder, or has conditions for redemption which are not solely within the control of the issuer. If convertible, the issuer does not control the actions or events necessary to issue the maximum number of shares that could be required to be delivered under the conversion option if the holder exercises the option to convert the stock to another class of equity. If the security is a warrant or a rights issue, the warrant or rights issue is considered to be temporary equity if the issuer cannot demonstrate that it would be able to deliver upon the exercise of the option by the holder in all cases. Includes stock with put option held by ESOP and stock redeemable by holder only in the event of a change in control of the issuer. + ReferencesNo definition available. + Details Name: us-gaap_TemporaryEquityLiquidationPreference Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionThe maximum number of securities classified as temporary equity that are permitted to be issued by an entity's charter and bylaws. Temporary equity is a security with redemption features that are outside the control of the issuer, is not classified as an asset or liability in conformity with GAAP, and is not mandatorily redeemable. Includes any type of security that is redeemable at a fixed or determinable price or on a fixed or determinable date or dates, is redeemable at the option of the holder, or has conditions for redemption which are not solely within the control of the issuer. If convertible, the issuer does not control the actions or events necessary to issue the maximum number of shares that could be required to be delivered under the conversion option if the holder exercises the option to convert the stock to another class of equity. If the security is a warrant or a rights issue, the warrant or rights issue is considered to be temporary equity if the issuer cannot demonstrate that it would be able to deliver upon the exercise of the option by the holder in all cases. Includes stock with put option held by ESOP and stock redeemable by holder only in the event of a change in control 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(27)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_TemporaryEquitySharesAuthorized Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionThe number of securities classified as temporary equity that have been sold (or granted) to the entity's shareholders. Securities issued include securities outstanding and securities held in treasury. Temporary equity is a security with redemption features that are outside the control of the issuer, is not classified as an asset or liability in conformity with GAAP, and is not mandatorily redeemable. Includes any type of security that is redeemable at a fixed or determinable price or on a fixed or determinable date or dates, is redeemable at the option of the holder, or has conditions for redemption which are not solely within the control of the issuer. If convertible, the issuer does not control the actions or events necessary to issue the maximum number of shares that could be required to be delivered under the conversion option if the holder exercises the option to convert the stock to another class of equity. If the security is a warrant or a rights issue, the warrant or rights issue is considered to be temporary equity if the issuer cannot demonstrate that it would be able to deliver upon the exercise of the option by the holder in all cases. Includes stock with put option held by ESOP and stock redeemable by holder only in the event of a change in control 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(27)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_TemporaryEquitySharesIssued Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionThe number of securities classified as temporary equity that have been issued and are held by the entity's shareholders. Securities outstanding equals securities issued minus securities held in treasury. Temporary equity is a security with redemption features that are outside the control of the issuer, is not classified as an asset or liability in conformity with GAAP, and is not mandatorily redeemable. Includes any type of security that is redeemable at a fixed or determinable price or on a fixed or determinable date or dates, is redeemable at the option of the holder, or has conditions for redemption which are not solely within the control of the issuer. If convertible, the issuer does not control the actions or events necessary to issue the maximum number of shares that could be required to be delivered under the conversion option if the holder exercises the option to convert the stock to another class of equity. If the security is a warrant or a rights issue, the warrant or rights issue is considered to be temporary equity if the issuer cannot demonstrate that it would be able to deliver upon the exercise of the option by the holder in all cases. Includes stock with put option held by ESOP and stock redeemable by holder only in the event of a change in control 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(27)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_TemporaryEquitySharesOutstanding Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - Details Name: us-gaap_StatementClassOfStockAxis=us-gaap_ConvertiblePreferredStockMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementClassOfStockAxis=guts_SeriesAConvertiblePreferredStockMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementClassOfStockAxis=guts_SeriesBConvertiblePreferredStockMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementClassOfStockAxis=guts_SeriesC1ConvertiblePreferredStockMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementClassOfStockAxis=guts_SeriesC2ConvertiblePreferredStockMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementClassOfStockAxis=guts_SeriesDConvertiblePreferredStockMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementClassOfStockAxis=guts_SeriesEConvertiblePreferredStockMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementClassOfStockAxis=guts_SeriesFConvertiblePreferredStockMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 53 R46.htm IDEA: XBRL DOCUMENT v3.24.3 Preferred and Common Stock - Additional information (Details) 9 Months Ended Jan. 26, 2024 $ / shares shares Sep. 30, 2024 $ / shares shares Dec. 31, 2023 $ / shares shares Class of Stock Disclosures [Abstract] Â Â Â Preferred stock, shares authorized 10,000,000 10,000,000 0 Preferred stock, par value | $ / shares $ 0.00001 $ 0.00001 $ 0.00001 Preferred stock, shares outstanding Â 0 0 Common stock, shares authorized 300,000,000 300,000,000 107,000,000 Common stock, par value | $ / shares $ 0.00001 $ 0.00001 $ 0.00001 Reverse stock split, description Â 1-for-2.146 reverse stock split Â Reverse stock split conversion ratio 0.466 Â Â X - ReferencesNo definition available. + Details Name: us-gaap_ClassOfStockDisclosuresAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration 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 - 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 - 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 - DefinitionRatio applied to the conversion of stock split, for example but not limited to, one share converted to two or two shares converted to one. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 4 -Subparagraph (SAB Topic 4.C) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-4 + Details Name: us-gaap_StockholdersEquityNoteStockSplitConversionRatio1 Namespace Prefix: us-gaap_ Data Type: xbrli:pureItemType Balance Type: na Period Type: duration X - DefinitionDescription of the reverse stock split arrangement. Also provide the retroactive effect given by the reverse split that occurs after the balance sheet date but before the release of financial statements. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 4 -Subparagraph (SAB Topic 4.C) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-4 + Details Name: us-gaap_StockholdersEquityReverseStockSplit Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 54 R47.htm IDEA: XBRL DOCUMENT v3.24.3 Stock-Based Compensation - Additional Information (Details) - USD ($) $ in Thousands 3 Months Ended 6 Months Ended 9 Months Ended Feb. 06, 2024 Feb. 01, 2024 Jan. 26, 2024 Sep. 30, 2024 Sep. 30, 2023 Jun. 30, 2024 Sep. 30, 2024 Sep. 30, 2023 Dec. 31, 2023 Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items] Â Â Â Â Â Â Â Â Â Common stock, shares issued Â Â Â 48,089,625 Â Â 48,089,625 Â 2,105,815 Number of Shares, Grant Â Â Â Â Â Â 2,977,736 Â Â Stock-based compensation expense Â Â Â $ 2,520 $ 1,090 Â $ 11,527 $ 3,020 Â Restricted Stock Units Â Â Â Â Â Â Â Â Â Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items] Â Â Â Â Â Â Â Â Â Stock-based compensation expense recognized Â Â Â Â Â Â $ 4,462 Â Â Number of Shares, Grant Â Â Â Â Â Â 0 Â Â Performance-Based Awards Â Â Â Â Â Â Â Â Â Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items] Â Â Â Â Â Â Â Â Â Number of Shares, Grant Â Â Â Â Â Â 1,157,600 Â Â Stock-based compensation expense Â Â Â Â Â Â $ 2,260 Â Â 2011 Stock Incentive Plan Â Â Â Â Â Â Â Â Â Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items] Â Â Â Â Â Â Â Â Â Exercise price per share of stock options as percentage of fair market value of common stock Â Â Â Â Â Â 100.00% Â Â Expected term of stock option Â Â Â Â Â Â 10 years Â Â 2024 Incentive Award Plan Â Â Â Â Â Â Â Â Â Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items] Â Â Â Â Â Â Â Â Â Plan adoption date Â Â Jan. 26, 2024 Â Â Â Â Â Â Plan effective date Â Feb. 01, 2024 Â Â Â Â Â Â Â Â Expected term of stock option Â Â Â Â Â Â 10 years Â Â Â Percentage of common stock shares outstanding 5.00% Â Â Â Â Â Â Â Â Â Number of common stock reserved for issuance Â Â 4,298,825 Â Â Â Â Â Â Â 2024 Employee Stock Purchase Plan Â Â Â Â Â Â Â Â Â Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items] Â Â Â Â Â Â Â Â Â Plan adoption date Â Â Jan. 26, 2024 Â Â Â Â Â Â Plan effective date Â Feb. 01, 2024 Â Â Â Â Â Â Â Percentage of common stock shares outstanding 1.00% Â Â Â Â Â Â Â Â Number of common stock reserved for issuance 487,070 Â Â Â Â Â Â Â Â X - DefinitionNumber of common stock reserved for issuance. + ReferencesNo definition available. + Details Name: guts_NumberOfCommonStockReservedForIssuance Namespace Prefix: guts_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionPercentage of common stock shares outstanding. + ReferencesNo definition available. + Details Name: guts_PercentageOfCommonStockSharesOutstanding Namespace Prefix: guts_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: duration X - DefinitionPlan adoption date. + ReferencesNo definition available. + Details Name: guts_PlanAdoptionDate Namespace Prefix: guts_ Data Type: xbrli:dateItemType Balance Type: na Period Type: duration X - DefinitionPlan effective date. + ReferencesNo definition available. + Details Name: guts_PlanEffectiveDate Namespace Prefix: guts_ Data Type: xbrli:dateItemType Balance Type: na Period Type: duration 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 - 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 - DefinitionAmount of cost capitalized for award under share-based payment arrangement. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (h)(1)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_EmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsCapitalizedAmount 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. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 35 -Paragraph 1D -Publisher FASB -URI https://asc.fasb.org/1943274/2147480483/718-10-35-1DReference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 35 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480483/718-10-35-3Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(01) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(02) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(03) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(01) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(02) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(03) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (d)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (d)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (e)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (e)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(iii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(iv) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 28: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(v) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - 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 - 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 - DefinitionPurchase price of common stock expressed as a percentage of its fair value. + ReferencesNo definition available. + Details Name: us-gaap_ShareBasedCompensationArrangementBySharebasedPaymentAwardPurchasePriceOfCommonStockPercent Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_AwardTypeAxis=us-gaap_RestrictedStockUnitsRSUMember 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_PlanNameAxis=guts_TwoThousandAndElevenStockIncentivePlanMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_PlanNameAxis=guts_TwoThousandAndTwentyFourIncentiveAwardPlanMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_PlanNameAxis=guts_TwoThousandAndTwentyFourEmployeeStockPurchasePlanMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 55 R48.htm IDEA: XBRL DOCUMENT v3.24.3 Stock-Based Compensation - Summary of Share-Based Compensation Expense Related to Stock Options and Restricted Stock Units (Details) - USD ($) $ in Thousands 3 Months Ended 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Line Items] Â Â Â Â Stock-based compensation expense $ 2,520 $ 1,090 $ 11,527 $ 3,020 Research and Development Â Â Â Â Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Line Items] Â Â Â Â Stock-based compensation expense 1,716 683 5,271 1,868 Selling, General and Administrative Â Â Â Â Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Line Items] Â Â Â Â Stock-based compensation expense $ 804 $ 407 $ 6,256 $ 1,152 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_SellingGeneralAndAdministrativeExpensesMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 56 R49.htm IDEA: XBRL DOCUMENT v3.24.3 Net Loss Per Share - Summary of Securities That Could Potentially Dilute Basic Net Loss Per Share in Future Were Not Included in Computation of Diluted Net Loss Per Share (Details) - shares 3 Months Ended 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items] Â Â Â Â Antidilutive shares 11,475,043 45,458,577 11,475,043 45,458,577 Series A Convertible Preferred Stock Â Â Â Â Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items] Â Â Â Â Antidilutive shares Â 2,562,900 Â 2,562,900 Series B Convertible Preferred Stock Â Â Â Â Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items] Â Â Â Â Antidilutive shares Â 5,280,969 Â 5,280,969 Series C-1 Convertible Preferred Stock Â Â Â Â Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items] Â Â Â Â Antidilutive shares Â 4,223,960 Â 4,223,960 Series C-2 Convertible Preferred Stock Â Â Â Â Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items] Â Â Â Â Antidilutive shares Â 7,146,525 Â 7,146,525 Series D Convertible Preferred Stock Â Â Â Â Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items] Â Â Â Â Antidilutive shares Â 5,589,207 Â 5,589,207 Series E Convertible Preferred Stock Â Â Â Â Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items] Â Â Â Â Antidilutive shares Â 5,982,550 Â 5,982,550 Series F Convertible Preferred Stock Â Â Â Â Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items] Â Â Â Â Antidilutive shares Â 5,557,798 Â 5,557,798 Outstanding Stock Options Â Â Â Â Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items] Â Â Â Â Antidilutive shares 10,727,247 8,897,841 10,727,247 8,897,841 Outstanding Restricted Stock Units Â Â Â Â Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items] Â Â Â Â Antidilutive shares 586,180 Â 586,180 Â Common Stock Warrants Â Â Â Â Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items] Â Â Â Â Antidilutive shares 161,616 161,616 161,616 161,616 Series B Convertible Preferred Stock Warrants Â Â Â Â Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items] Â Â Â Â Antidilutive shares Â 55,211 Â 55,211 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=guts_SeriesAConvertiblePreferredStockMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis=guts_SeriesBConvertiblePreferredStockMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis=guts_SeriesC1ConvertiblePreferredStockMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis=guts_SeriesC2ConvertiblePreferredStockMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis=guts_SeriesDConvertiblePreferredStockMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis=guts_SeriesEConvertiblePreferredStockMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis=guts_SeriesFConvertiblePreferredStockMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis=guts_OutstandingStockOptionsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis=guts_OutstandingRestrictedStockUnitsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis=guts_CommonStockWarrantsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis=guts_SeriesBConvertiblePreferredStockWarrantsMember Namespace Prefix: Data Type: na Balance Type: Period Type: EXCEL 57 Financial_Report.xlsx IDEA: XBRL DOCUMENT begin 644 Financial_Report.xlsx M4$L#!!0 (B ;%D'04UB@0 +$ 0 9&]C4')O<',O87!P+GAM M;$V./0L",1!$_\IQO;=!P4)B0-!2L+(/>QLOD&1#4LD)^OCG!CVX>;QA&WPIG M*N*1#BV&5(_C(I(/ !47BK9.7:=N')=HI6-Y #OGDK7A.YNJQ<&4GPZ4A!0W_J=0U[R;UEA_6\#MI7E!+ P04 M "(@&Q9T@;TE>X K @ $0 &1O8U!R;W!S+V-O&ULS9+/ M3L,P#(=?!>7>.NF 0]3E N*T24A, G&+$F^+:/XH,6KW]K1EZX3@ 3C&_N7S M9\FM2=+$C,\Y)LSDL-P,O@M%FK1F1Z(D 8HYHM>E'A-A;.YC]IK&9SY TN9# M'Q :SN_!(VFK2<,$K-)"9*JU1IJ,FF(^XZU9\.DS=S/,&L ./08J(&H!3$T3 MTVGH6K@")AAA]N6[@'8ASM4_L7,'V#DY%+>D^KZO^]6<&W<0\+;=O,SK5BX4 MTL'@^*LX2:>$:W:9_+IZ>-P],=7PYK82HA+-KA&2<\GOWB?7'WY781^MV[M_M;'P15"W\N@OU!5!+ P04 " (@&Q9F5R<(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>APYY=
<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'[!?8]*@!&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 B ;%FYS^-O$08 ,\@ 8 >&PO=V]R:W-H965T&UL MM9K_*!V%RV[-
;^PI._7"E]H3,>Q6S)9UQ]B1\EG'4*%\\/>93X(B*2+RY; M$_O=U.EJ07;'5Y]ÖDH-CHE'F0Q5?] ?>9(!=Y6V8/!GS:<\"+03E./? MG6FK>86'A[OW6\S>("9LX1/1?"G[ZG596O0(AY?L#103V+SGN^
>MK/%4&2 M_4LV^;W=;HNX::)$N!-#"4(_RO^RE]V+.!0X%0*Z$] W KOJ"XZ8/LW61JH/$^C78TS)>%7'W1J?"W<%&I%$19YY"92OMJ2 M^RAO'OHUMTFR8I(GHXZ"IVE-
Q]TY7^7.M,)Y2#Z*2*T2$6K1K*,\4ES^(]3FQ;)/\57&&O_RDWUA_6["^T%FKV"[!6P7 M()<^D(/6!Z! M8<_8(G&G8C"I'$U0?4W.0<$Y.(WSUD]<%!!OG$ER"Q>-XS#N5<6'JFKR#0N^ MX?
_BVU5G)2'N]MDQ\&:&:FGRV57Y6K1,'3,D@\V3?TNJ>>,2L;F)9 M=KMK#[O4"(AJZP*66<9&T\,>\(DO?1UGH$X?6&BN0]SH5F>A;4+>RH%Y[?7IA7Q@YFX@X M=IEQ;#RD%
(G>%1(&GRS3GY&9@@Y*A"13D<(+@/<@/'-EX^[7-T;D)@*0728@ M&\\M.^1G]D+N/:A??^&[^5P&ZFX)>VWG5[/Z?;[1MXF$I%=1B(;3S([WHGG M@7MRMC\@'^ ^\BDRURMNZ9"O+
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:6I.5*HP+P>733(X3LSDK*Y9G*1$T!=SHA&9ES0S2G K@.0 MBSS#\+E]^ U-Y'#8#,?#X5-I>^< U#D -?KPF -JSFDI *DJ:?.9R9ZM L^L
M0*VSLVI#$GHYD0NIHOR>3F:__@(#]QDW1LI&]B*.UNQ3?ML3JHUD%$#B;J@ MW^OLGN32>&,4MZJ"I4J!O>SR L"&;'[77-T*8R1&W=2 YQ>A].SXKQ*$E9+
M6+).)%1BO,NI">%6B;\SM[N'3I= R S-[Z#Y5F@?RGOI,,8?38!\;;H0[R&R MB@P0!1VBP(KHZTSQ*U?E58'5DUFHPV 0P.>DR7P- W PP[@*$5X"VG&Y*E M@/Z0W%/1JLE)M:4/T%M%Y\)<:A',(;
[26@0;$[G6'#J'=IXKV3]CR M!*XHR*EL$-K8.T#90$16KHR8H9Z#41B%^Z!U,>RB:*0HP9[$H)4W9A^;Y=3% MWY*OK(:! H3W\]4@Y?LX'('9\P^T$]!V45G 86U:B((8[2]X@UP8(#CFQIYW
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E\)YV3H6#M8[H7+PB=+OVQ-@GV M; GM=#ED]$,IHS,A]$.H9;Q!#,)HA-A1SYC(SIA_4&[!7F V)&)+K$&U2#F M^] ?J9FH9TQD9TQK?MN!&S@S#.+]8F\2BWQWS,<[&$\[9QISW Y89T48N6@?
MKT$J=N-@!&]/GLA.GOLL)%]IW>=DT>LD3?QH5! MH/M=%X,0QYXWXB>()&=(.>L*#*A6M8M]R2L5/E.RV0,L%6?V:G >%CP\XJ& M-O>DB^RD.V=RH\M%)LL/D+J75%;-%%2")=_
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[UW*5UF22:.S6=]UJ;IQ9:]D;;A_7VWA.S=TNUP@9B3'[J. $K]ZC[QS2.^T85VQM5N8<BJISOWG2T MMD$ 1SHJW'>Fr5YG;KNBREI5C= -IS8N1IJ#=;$3 MC'PW&-D+X)WW"\\YWQEN&BV-
A$KW5UBIOW,P'A+A%QT2X;YGQ?:>]6#W W:; MIYX;&I8T&O2FITEOI6WHGY9QOZ;'*"A5[2V%J)?2-O0Z+Y;QO]WR__];MD> MI!>G5*"5&6.W/-UY^:Y^^? GX:NLK$!.EW*@>QK*U.3;'Q-
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"3ZD<2IF!F1E-F#:8H@@H2(>Y9!JNZL&4^(5*!=\8XJ, M PF+I"0V;ZDN+X7A4UZF?JQ,/CM^J?"O%*S(H(F+/X M;QK*:&:,#13"FN2Q ,)V?T(E:*3K!2P6Q3?:5;&6@8)<2)94R8H@H6GY2W94
M"W&0@(B:2^%/.=HCK:%5-'Q1K4V0K-335?^-2 MD'L>D'LHIYSHMY72#+&54>CC]]S*G^B?QY70G+5 M;O^V:2N+#=N+Z7?P060D@)FA7C(!? N&__MOV+7^:%-ZI6(-W4ZMV^FJ[B_4
MZP.\#E!&.-J2.(OJ@&Z+ &'5X& M*B+5F@*17$:,T_\@; ,N:XX.4:SR\X[Y.-!JYQW5O*-?XJ5"Y.VLHPZ$$K(K MH@'IUI#N+T&JC5](]5[3=--&ZO:2=D4T2+V:U.LDG;,D4=O _,4WJG=6D?5$- MRG%-.;Z
\]P.'1^ME&.UM^AQ)+:\=Y$-ZDE-/;F<^G2?3HXXAF-K/'M]TM\ M'&AC:S3&)Q896WOSLBX'[NG9JN09V"V1W=P'IHL[N9?`J2)]'"G 9K?8?UE M#]#$ \U$BAQ]0LJ7M\ E7<6
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MDQN^4T5>L7N!Y*XLJ?AVQPK^>#O"HZ<;'_+U1ID;X\G-EJ[9 U.?MO="7XW; M+%E>LDKFO$*"K6Y';'UG 0FH$;\F;-'>?09&2H+SK^8BW?9[<@S,V(%6RJ3
M@NH_>S9E16$RZ7G\TR0=M6.:P.//3]E_KLEK,@LJV907G_-,;6Y'R0AE;$5W MA?K 'W]E#:'0Y%OR0M;_H\<&ZXW025YD6=4L0P]*/U'5X&2B*_0'ULFJ%E-B6B5H2DO=2EN M3(WL&?J-2XE>?
ZKH+LMUZ!MTB3X]S-#K5V_0*Y17Z..&[Z0.DS=CI:=I!ALO MFRG=':9>};]DH_>\4AN)YE7&,B!^-AR?#L2/M3RM1N1)HSLRF/"!;:^0[UT@ MXI$ F, TY>$^1.?_C3[_[M%/Q/#;@O'K?Y?QG?
5DI>L*Q7TU]N%5$(_\']# M2WU(%L#)3!\EENZ9+3Y#.YTPV.V>R^9F2G:Q(T*Y(M,)1)\H'M6;5CD/J'P#%-%O&?H)U">V/-74A?G0*F;F0U#N%S(&!L-]B3FB% M+:UPD-:42V7:T)KS3"+=I*!6<'?
($1X-'%L$?00)+8(N)+0) N.$,+^HY1<- M\OM%F!9Z+_@J5Q"SZ%EF+@)CBYD+"6QF+L1/8&9QRRP>;!'-QE&M$?NJ#8UD M\AHB&)^S-
9PSV>R9G2G:R$DF[$LDSK4$R*I:;>@//=)\H^-8T;6@Y$K>: M4L^SVX6+2OV$6%7G@D/(.SW#19$XB0E<>VG+.!UD_* MZZ\"[1FE:["HF9. M,^V<<-
(6>S=T%X03'UG,Y!U">1S#,'7N=F?,&V7_D M2E/FSO,'FC#/U=]//&NF4P"&_22QZF(&P*+$CVS> ,R/D[1GJ\!'+A8/$J_M MZ$KP\HF\=JT@:>R,?TG\.+7+',)IVK%OTP9PFC=Q>
,X33SLV4,PZ8B3X5ZK M-DQHPUV;LM?->K^Y0!538--MTIVIZYXUV^RLV>;GRG:Z,)U-QH.>3_MDQ71> MU:Q-O2+@@OAN1PWLS@. "+%M&@#R V)W70!UW.E.V786%]LT.F&5FMF7OQ6 M-
!=H3XL=,^:MXHI)M*7?Z*(&V^3]_2!C+!G"P# L!?91@Z ^7%,; F@9&D4 M1STJ=(X5/V->U1XI$)0 :I4Y'21%[G*>SHR8%5)ZMM2N"@M!8EM*5P8CH/ MT0++*AJ.^G:@SMWC8W1[Z4M./^HO?
-9^7J?(CD;D-TG>MG]Z%L;V[3B$<#F.[/ R:"/^VZMLKS8*?#G;MFQ&?5 F#/J@'7$0&H!L"&U.E=*AEWI MY_K@A&675'5:R;->[.?AO9F M!B")EZ2I;[\ 0REQDA+?[OIS,&4<$-+S-DDZ-
TN&W>SWJ3144:[C[-/)1?;H M!*3LT0E*">DT/CI&*IE8U^=W4E/>5>IP0-#>;<\(W]8G8];].WP]Q<#]&;Z> M'TX N_2' \GW5*SS2J*"K?10WE6L9RL.9WR'"\6W]2'6@BO%R_KCAE']*!N
M_G[%]9M&&PO=V]R:W-H965T&ULQ9W]6"VL_/%=?VC\HGV^:/EH#3SL MZO MZVV59\M#H_7JVG?=Z'J=%9NKVYO#SSY6MS?EKED5F_QCY=2[]3JK_OJ0K\K' M]U?>U?1^/L&AU?\N\@?
ZV=?._NW\KDLO^R_$K M/:G=CC^/T*M3S7W#YU]_I]/#FV_?S.>LSF?EZC_%LGEX?Y5<.2?:4".#4BG@7^N0G!L$(S=I/#8(.PT(-&9!M&O0=3=I/A,@_C8(.XT
M",]U:W)LD'0KG&LP/3:8'N+PM/\..W^>-=GM354^.M7^U2UM_\4A08?6[3XO M-ONP?VJ]JK=%VZZYG96;NEP5RZS)E\ZGIOVG37)3.^6=T_[J:UXUQ>=5[GQL
M(YA7U>$Y]+*DVV.7SV4JV5>U?]PTC]W1?.7\V:>WQ6+HGGKO/ECD^V61.?,)M[^?_X[9_[.20_OA9K>K:;L MSJNO^=7MW__F1>X_==E_@H4'V/ZOV]?;.)Y. R^,;JZ_/D\MLFJ*A%$DC"%A M'
D3()@26G(*+;$,[9B@&IFV07V"1<^"ZBR-AA,_](G7V8$S8VW;"")A*1)&D3#6[ULO]MW.\1!'EA2ZW1E-0S\\ M%56R%9VR%1FS]6D_\DWV)_1+9U&NM_FFS@[7"?)O^Z]S7;*BWM"0A'$G5<:J
MMJE"PE(DC")A;$2_1TP\;TK\3L:, M!6PSAH2E2!A%PA@2QI$P,;C3E9@EIY@EQIBEFZ7A8.^7K#K]$26Z)!KAM@=[MR=@3:635% FC2!A#PC@2)D P);'34V*G-
HD=DU(CT#:ETW%GTPE;D0Z9S_0HD*[5Q,O>';2 MI49,"ASOM0V.N8#U #G:X4#KIE :A=(8E,:A-(&BJ?&5*L=[#9=CAEI'=J3- M@59-H30*I3$HC4-I D53 RNECO?:5L=6+,#+WWU,
GCJ>=UHP35.E!:"J51*(U!:1Q*$RB:&DNI@3RS!5)?2/J4;]M1 MT#6..1J%54RB-0FD,2N-0FD#1U,!*Q^3; M.B;K\1;JFZ"T.926'FG#E^RA91F4QJ$T@:*IZ97"R;
<53J,2VU2;Q5#Z+:\619WOY\LOGJ9;UX?I MUN5V/T>C?CYD:O.&5!,S*&T.I:5^7YL0DO3'1Z@@@M(XE"90-#6Y4C;Y9MDT ME%QM6OL2JGOH.#.7M/ZUVPQ<,XC[3A]6.@B@=*HU :@](XE"90-
#6M M4A<1JTE$MB.MF6Z=7.BL(R@M)7V/Y;O)U)FG7-S:%D&I7$H3:!H:G2E*B)F M5773)0-N?/S3QI_N[C3M'J^;;2UDF$BB(HC4)I3-
/!WM2+NO<:0XL*W5XEGA&P:\.]AMYY+HEZ5__[]YC9*YJG4"HSX'2*)3&AKN60PL*%$V-GQO^Q^Q\+KEJ M23335-QI)*YN;!U J'R!DJC4!H;U;L<6E.@:&H(I;LAET\4(IJ)0EX8!]WE
MW\PEK.,&]310&H72&)3&H30QO._5P$E70UYU"I"9;GVP.'H*$+1N"J51*(U! M:1Q*$RB:FEVI> A\"I"9:)W7D5. H%53*(U^:0Q*XU":0-'4M$H_1%YU"I"9 M;IU$;M2]H]-;4*%D':O!E'DG3O:E*XG
M,+L>4=>[0[BZJK$=*8M-T139RMGN/]^*1?N*N[QJ\.C.V>3-_O6[S3*O'JOV M16U(ET6]*">;IGYWX!1U?5#L^P=/?F_8_J)N!JV[>8.MQURH<8+2TJ!O==H3 MB/8_OSOF0F42E,:A-
(&BJ9\&*9T"LW3ZWW\:M)^ ON+P7->/NWK+_&:LLPW5 M6U :A=+8R/[ET*H"15.C+?568-9;3\^9/3R_^Q!N^=39[>E)P-^SWI1J^G?; M\FS^!X=SJ!<+-,_G.7FW2H48M MZ!NUB?Y2!U2I06D42F-
0&H?2!(JFYEPJM<"LU/YOHSO4Q4%I=E;"UAF$NC(HC4)I;%3OC9N45^%+YF8]7_$VT"82Z]"@M#F4EH9] M/Q;$R32:NMV%3J!U&93&H32!HJG9E0HJM)V;-9S7_LIL2>#%27<$A2[*IZ6E
M4!]%TIBF>P,2>%YWG1-H5:&I.B'!=$J2,Z.CE#^A6?Z\ _#Y7Q&UVBDM8E&KJ=GWDC;*$)I%$IC4!J' MT@2*ID91.J#HM>=>F0O8CJ10VAQ*2R/-DGK:&0/0L@Q*XU":0-'4]$HE%+W&
MU*M(M_Z:;L: N;IU&*&*!TJC4!K3=+!NQ@"TJ-#N5<.,@4C:F\AL;TR7?]*^ MKY@$)/:[3Y8QE[".$M2Y0&D42F-0&H?2!(JFQE*:F6C S(Q>5$)[RFVF6__= M[EN)WO$F5-% :11*8U :A]
($BJ:&5KJ<:.#12B\,+72J%)0VA]+2J*]8@L1- MIE'W)A*D\$@&KGBF>0I2TA!$^^Q@ _P42$]OO96 M1&Z]+^!GZ;W[D9$R83#FO3?V?CS>>^]^>>_]XK',^>>6EY)DB;R=%""/6G42
MU^ .^7+T;#;P[\G[C6;&5WM^SA";M^1/0XZ@,.BCS&3D7?*3Y1R^8?O#0%&&+ M/*OSIP<.<8*C;0.]7C!D6V7 M3;@6O"=![DG2,&R316\K&!4WMC,5BV+[\?A[4$*"X^"A4[7?$K^
[E5A7K!83^*>1:S ME'I9+;'Z57V/E0]+"9TX#V%16-&U)9K4[2: M'3:\@\.N! MC$%[8WD3< BC5WQQ7/QMHS+"LH:%XU] V-6:Z[9_KI"\GNC=40@NF
M4!]%TAB4QJ$T@:*IH95.)S$[G9>&%CI[!TJ;0VEIHEDP37]#);0N@](XE"90 M-#6[4@4E RNZV=]0F?0?AZ2[H=)3//FNSV9IO=Y[]DU7VQJ9U5?M>V='_<7Y"JBON'TS=-N7U_U8;\<]DT MY?
KPY4.>+?-J_X+V]W=EV7S_YKKE/Y;5ET.-V_\"4$L#!!0 (B ;%FH M>E?YE@(&P% 8 >&PO=V]R:W-H965T&UL?511;YLP M$/XK)U9MC5050M)NZ@A2TW9:'RI%S;H]3'MPX
"KQJ:V">V_W]O0EDEI7N!L MWWW^[GS?)9W2SZ9"M/!:"VD6065MH6P338;3SRLK)N(TR3 MAI6X1OO4K#2MPA$EYS5*PY4$C<4BN)Y>+>?.WSO\Y-B9/1M<)ANEGMWB/E\$ MD2.$
C/K$!C]MGB#0C@@HO$R8 ;CE2YPW]ZA?_.Y4RX;9O!&B5\M]4B^!) MC@5KA7U4W7<<\KEP>)D2QG^A&WRC ++66%4/P<2@YK+_L]>A#GL!Y>6F[?X/06"YYQ.X'3 M)\G:G!,NV2NF";9"RS,F)G
"7,*/2K6&@$P26LK$\0FS@?6R9QV_PWH&#XK@ M#-S)'//_XT.JP%B&>%>&97P4\('IJ;HF#1G_^/1V7'++F8"FW0B>D0=U!Y?E&4CTJ;;T M+KK3Y"1+R+G)5$M==>9QN'&*-
KZ'=H%T8.S!1N@Y7GJ.;L)LT^DTCF=)N-U/ M+=Q30(VZ]#HWX*_MQ3#NCJ/DNE?0/_=^#E$KE)SH"2PH-#K_?!& [K7=+ZQJ MO)XVRI(ZO5G1.$3M'.B\4,KN%NZ"<<"F?P%02P,$% @ "
(!L68SHX7X@ M"0 JRT !@ !X;"]W;W)K4%M[++LWDW6A;%/G-9"+C+=T1^9'G-(/_K+G8D0(> MQ68B3'6'9:'FK?WL0RUM>%BG+Z(/P9+G;$?'ZF:,\^6[D MCPX_?&>;;:%^F"QO<[*AC[3XD3\
(>)H<5TG8CF:2\3XHUYT='RGFMC\ M?EC]BU8>E'DBDJYX^F^6%-N[T6+D)71-RK3XSI]_I;5"H5HOYJG4?[WG>NQT MY,6E+/BNG@P2[%A6?9*7VA"-":".?0*])Z#N!#PP(:@G!%K12C*MUCTIR/)6
M\&=/J-&PFOJB;:-G@S8L4VY\+ 3\E\&\8KGBF>0I2TA!$^^Q@ _P42$]OO96 M1&Z]+^!GZ;W[D9$R83#FO3?V?CS>>^]^>>_]XK',^>>6EY)DB;R=%""/6G42
MU^ .^7+T;#;P[\G[C6;&5WM^SA";M^1/0XZ@,.BCS&3D7?*3Y1R^8?O#0%&&+ M/*OSIP<.<8*C;0.]7C!D6V7 M3;@6O"=![DG2,&R316\K&!4WMC,5BV+[\?A[4$*"X^"A4[7?$K^
[E5A7K!83^*>1:S ME'I9+;'Z57V/E0]+"9TX#V%16-&U)9K4[2: M'3:\@\.N! MC$%[8WD3< BC5WQQ7/QMHS+"LH:%XU] V-6:Z[9_KI"\GNC=40@NF
MN<@5EE&=BUWL!0L3F0\%6>,@P-T'> !KQRQ76^#!'3RKH8'6I)7#WK@A@QD2 M]"OX<:\ZL T:Y9 "#V]6F'-*G:?'/A3WP^[N6T9A^91 M- #'@6$1P6D6 ;87VL3O$EI]>Z_XA-+I0Z69HD%
[DM(#ZJB6LF"Q2I>ASE+0 MIP^A[^-I5R\+R\#-'GE;+T,S G(\4WA/=L"Q3WE($$'*?)U:=^E5[M,)_/>[[J#PN#<(BL!X8T!&[2<)E.5%6H3FWZW&"QB/R>-I:*YK.!WJO@<'\ M8.$D@H]EGJ?Z-
!727I&:E,M2:#B,#QP1PK ZB8>LMY\$7A7XK[5:VR*&'P1N M?O#U<%BCFCA6;2W=@2CJ$G?;J'# 7=CP 'P6# _# ']V#&.D]LV)[0=F++0V& M.>X&GFT4'@\\; ?^\ZX:YR-
'>LE2)6SZQ#LY!.7AMRU5FL;PU)?.((@8,1 MA+YSHO)./Q4,F 2 &042)&!#J<@IRX 8J6H#AE:_E#G/ADH7J^'ZU $MYD'0 MA02WR&\UB>$BV,U%VB9!4X2\5<,NWS3?NH(U;"<.S3RMC?
&G7$]HW$]P9;#L5=%F14@P;>+K="G-1AUBU.WC&^U@:%(V$V1OK1HJ%#W MGL9\/2A03=9,M9<,F> \U8+6@$5]A==* _P9_1ILJ!<^ MT:\YW2%4-
#HMDRH,R!D'&O4KFU=W>DTX;+F<,=!BQX9Y87>WY;Y?OG>%QUV M6(6 *O'" 8Y+$ VH:>@4=M.I^X$(=?G)@ZP]2_TKW;2HU;@;!.#GV&)CP0+$YRUQ>,(=[FOR. M0Q$-
C%L#A;#$>2*>Z&8*53YMI1?0A!>_:%/:MML&"G(N:%K!,H(T)N4_?]O> MPPY@'0/L"K / ?<(X%2 TQ1P*\!M"K0KH-T4Z%1 IRG@58#7]"W=5L!M4P_=
M"N@6Y5#N7['Y(RRPWV=T@YBREfIJ4%100'\3M:8A+QO"NE;*9A!Y6=8^K&/ M^`!0(R4BXNB!A!!J^.EIOGN"-V7.=>+V-O&A?5)P =D-OP2?/@=?CT_]\[,.Y[Q6"4Y\ I]!S M/G("=
(5>RKEZ.74W]7B& Q@8\O+AP-9@^)_69W65UV5G5-L=$ZQAW.*C<\I M-CFGV/2<8K,SB>W5L5O7L7M*W?\A&Z,9"6@*Z/([Y?Q*5[NE1*>04&W0VK^V M'Z^V4ACYCBVO6_UH!-
K>ZZW;S;6B>;"18V<&5$T&SXGI_H4(V M"\4PDDTO,&4@GR\I%=N)&PO=V]R:W-H965T&ULO5E_4]LX$/TJ.^Y,!V8" MMI6$)#3)#-#>E.MP98"[^UNQY5B';>4D.2'?
_E9V8@=P9"XMG2G@'JJW3T_6 M6TD=KX1\5#%C&I[2)%,3)]9Z<>ZZ*HA92M6I6+ ,WT1"IE3CK9R[:B$9#8N@ M-'&)YYVX*>69,QT7SVE=*QRG?",W4I0>9I2N;YDB5A-'- 9/KCC\UB;!^YT
MO*!S=L_TGXM;B7=NA1+RE&6*BPPDBR;.A7]^248FH&CQ9V.$,'0A;1/-%W8O65;3K4-WB!2%3Q&U9EV^[(@2!76J2;8&20\JS\2Y\V M0NP$#+T] 6030 K>9:*"Y6>JZ70LQ0JD:8UHYJ+H:A&-
Y'AF1N5>2WS+,4Y/ MKU'?D$EXD#3DV1PNI*39G*'N6HU=C1E,.S?8H%V6:&0/6A=N1*9C!5^RD(7/ MXUUD5M$C6WJ7Q IXSQ:GT/4Z0#S2 Q53R90%MEOUNEO =O? -O6V [,U7&6>#7UZ0S63
MG";PP&2J0$1-0]9$V@[[.9<&0\,?R1CD)8#R,P LJO63K#[Z,:@PX<\6-X MX*G0\1J^<19%^+H#5S%>PGW D0:/> #?(_O=O**A0)@0*-SE"0/?F_5/?- ; M^K2F#SA-ZY2^OTFI8ZJ!*^"9+FEI
8IJKJ)U09QB)C-!<7J;"8F6P8P^.\F. M@F- !RM:*YH4K_%P2%DT/%'P\VG99Z;-E(0<.YCL\NP7//M&&93F*Y5/]?J1LJ@QBZ_E8ETV=4"J7ZG:[ABBY*B6X1%:T(^V8: ME(+=2A'F@?
X)WU+W%RCD]T<=?]#]485.X3O&F02HT"U5(0P62STRG9V+).I) M"+??C/FW$>=QNDHI0Q4M@V>TU,UI$%@&R>)[0HQ/>/%]*]D9P=M(W)FQVSC-JRX#0\6SL[/ MCMO&;U3Q&UEQ7A2])B)6@
-7"+Y7K^6\]UC6;%! ,_NN=%:AO'W::LD9:]C#K M:#RG0FHJI 53)\U<['|'[%C\V4O5:U;>N*P\QNA9$+7/;?/#K-:EO7ST6%(RG MX]ZC63=[.O%GHU671E\NY-?S.>2S9$27"PI3^ALSZ"6*/T"Q6Q?EU-
<#N]J M<.PNF_+7!<"WF_7K)6!C>BO(H=.N+@3^X%W,PEH+#F5=EPB_I4;L,PM[6-N(M/&=3%P2_K2+L\XL#"L&;-@FV/75=)XC5T0]QE!;$%D; M(ANMNC
0N\& T5$V*+N.@MLFW#4U.PJI:P"Q.W:]4VI,^QX'$Z2N J3W'DY" MK+7A4-9UD2#V(K'/2>QA>Z;NOO%YSJTN(,1>0/;Z2DO<& ;0-GYU[2"'[2O L M!F)';#.0ND
0N].W&X@]_O69@8U672F(O5*\U4!&KPS$[X_\0?>%@;@[)[XI MD_/B7-N<+>29+@]_JZ?5V?E%>6)<-R\/WF^HG/-,0<(B#/5.!YA":T%FEQ&3,:,,FD:X/M("+V],0FJ_U&8_@=02P,$% @ "(!L62+*
MHB#0# 4R$!D !X;"]W;W)K&ULQ5K;M?8!(2$0,$@P 2M9_9YN@!0E M*U[/;JKV(8DE@XV^G#Y] .;9RKH;7RH5Q&UE:O]\5(;0_'!TY/-25=(?VD;5 M^,W,,??707SVP;C*[51R=\6U72 MK5\H8U?/1Y-
1]\4GO2@#?7%'\:R1"W6MPF_-1X=/1[V50E>]]MK6PJGY\]'E MY(<7)[2>%_RNU/'-V)1RMAC7Z M@4/EI^&'IRC[WC/M!C MMG?\%\7[?
W$+6^D])6,C$2UM[:W0A(S3J0GQTRJLZQ"^0CC>ZEG6NI1'7^%(! MA\&+?U[.?'! TK_V92@Z<++? >JN'WPC<_5\U-!>;JE&%]] -WDR_O&>\$[Z M\$[NL_X7ZGB_GU?FA>$1+1B]MU?6-=8A:X5
,B_;!7"<:CD9BQ8(<6R[EI425ZIX">2:M0_)Z*_X53()LIAY M]:5%]LU:Y*6L%S"J40^-MC>K?=R1EM:IY6/9K#U/V3=@FK$).XJY4IOF1Q8 MV J,'FYK)=>Y&G-W*)[8P(:0$HII^N% MJ$%3LFF V-
%Z^3,J-Y 90L]7Y.K,2U4CE!*K)5N@2%#\5KJ M16'44AGAK TBE\B5I^B'\2&:&,LGM=1!BE=7G\0U8*[JA!J_&SW.V.)NM ;S M22#-19N3];]@5E<95P[MW88&H5 $6),KBL$D?]?@=*\7-
4K71[=.4>&C+52- MM<7:$]LZCV0*+,C/U@G8+*VQ"^0H![\PQG)N"E*3 ESDOR,SJ.C7?R 2(LD7F_1TDJJ4T+:)QE.>L)9R\NGUU>6[GP\FPH>V M6).;J'M*E VG*C)1V!9E.YB! (JX@AQ-
%I,*^=8+7\]*K*5D>?AI12F72AB+ MCD8TK2>XC^@D$DW*#ZJ0$VC@D0 M1T?!^X(8%!N>Q&I"H B#'C!(>XG',SSU^^O+]P>3+$)O;@W$!S6MUY4VTHF^ M_+9IS68(#* -8 0;YW$HAWL
2%*T#>'I;C&D\79_18BS&KWD+,5O#>)]4'5R M9[VW]$G&%3D N()#2+2P@OK0!SD\!J?NE#'CF.!5CWH7Z4[5]"!YMJDIQ8=A M5P"OB(EHMK?/T$, -#HH,5-,0/6F[] UL3!M;CTA8A4I#@E$^AZ-
WKZ_)"Y" MM651Z-@I83M;!3& ;6*B/K=+\EC4B-1DL)<#(FB JI'H'D=A0LO:WLD0Z, M9IHO2^U:,F2@[1S!!T.;* P]"#]ZU(D&52;*.TP[Q>TWC8ZN)A8SEHA+@1J= MJK3W"8F[W3A;]\R F1'CWG
I,%A1:CJ&Z!IRX)OV!ER80XPRZW7%V,83T*:1 M(=^AB';O\]3G<8XL*2OF?X,%XS@A<>TP[Y P9]V$0%_,,E/8C=Y]_ #Y\]$6;]3,L69X$]7G-FAINJ-R28/@ MH4PT+;A2QF$8>5P'U->W6,1R
QD13[/CXV/Z0QWLXJ@C"[ ]"!U-K^AP"5X M1^>JX\4F^HG%?P/)'H['HJ$V)Q,9HO?4_ '?^%IP37F:J8+-,SQN=15[&L]# M!(UA@7RJ5;AWJ?E9=G8V%:C%G'BEH#R'--.C?ELYS5\@QSDJ'?99>9H]3?
O9 M+M']%D2:1OWN\N/L9'(F#J[D(5](ACZ?[*M!GMJ<5U//\/#L /[\OM\JQ5YT MC 1UJUP.G'3SI@\.($Y] N3/78PG804:%*L'>Z=-(VH)$EW58B7WUPY4-+3Q
M@.IEIP^LW20[/C_]*Z7S;):R%0EOO]7Q*4KS7G]I=4$L\1N+^,OKERC1Z<$) M]/5;2T9QL,J5J['_8)96I/_35%1H$D6LS-2,3.(/&"6F EL[+"0JS%A#03@0
MJR<"E0OPQX*%',]U)ZERI.>#C+1'4\S$7L2B:\5Y$+,)1FDL9_T+#+[-^T.BWQP2*:*(4J+S@4+C2< $A)06 M%]"I+>GB&T5<:0N XJ)%7L/P"H5FRN-1H4]Q'R#F7)T$-T\%VF&FP(Q$
MIN@>HB]Z@%K(=Z!/03T@GC]*F+J;<'6+">VW:MZ5VP_KO3\,ED;LMV.G('<= MM0HIQ*5F$]^^Q"'2_J6L8LY"X[,0U%M'952#]$YQ"^4U*/)XS@ J$EG+"IZ MN,0@5]I **NT(W3+3EV^$?

BB^GLT_0_NT.$#-1TXD$4/4VXB,)Q"+8@^][7J M0YN1H!S^?[WX%GJ0CAUTBK!4@$'U^N2@_E'G?J4ZV:"03&O<9=QAG1XC=;@/ MF"^L=#0*Q2OM8-HZ.K'SEU >,X61H/X[BB&ER510?*3"H]MN'MDCL.!=$8:!6USUX(,0=(QT=DY="JGL4DT=O>(!(1\IDZC MYT3=5C-4$PX[[6]\?SZC$S"3!BINU@<(?0$AJ>>(D>@A5^F>16_=CF20@8$I MS\!.8&6?=5D! <:1APZ.*C<%WEV\[(_8V#SP68SKW/9T $NGIWF5G2X5Q07C940Q=CQ^3@[/AFG^7>-S"D&87?9?'?/V(-)]&^@S:H1"MD>&@*<;&*4AAHAS6I=GNRH%D3:*'%&6L#<@T ML4&]\#2+-0SBQ*-7:'A49*R2+^`1.'B6Z2Z6]$:(%NHM\LM-6"=F<> O'/I= MB"V(U<@TQ87O4JZO0N6XHV 73*"?=$?^#M?FJL -+#"CM\5O-;O#M@[59[NNX9^$W*IXYNJN;L%)F2;>U M_-*&$T>F:*@PCS"N.7W8^Y>($13HDZ+[.6I;>B>&4\'!+]OMTJ4/_GFE;H:D M2?[ZOD,H9$P/ZW:!35]UBW)K3+S79RYTX/6<7@C2<88NL67>2Y$X+KS%"6WW M7HZ(:$:'GXZ!(H;N=R'>J"5=_CO^/9"$[L3HD'7VP#H=%^B4+YVZI4%-D%5 M7#RM,070^Y.%9OW,E\.V-065%JZ;Z+.1:;CLK?E;0PH$'OVA MO5 \C/A(9'3A5K$2I;N$@G5&RB<)3#>V_?M!"29(1V>/+_U<]@/;Z)@XO:$*ZZ!/:("CC"[>-LS2B[48 M[/\67V&9'Z(00N9JNC?]#'D:?PWU'G'17;9F&# +BF[AN"EKD"CXG M>M(85;PKL%%[=Q_W/SO, "O9BM\(1"ANH '!% M-Z;=@E_G^5 CN_^V_Q\#E_%%^69Y_.\&5](M:(X8-<>CX\.GIR-H4'Z% M'S\$V_!KX!A_O EMC=C"51)J5I M]_[Z>ZJ*E*@>S22^!'? PIF6Q&*]UU-%[HN#\Q_#WIA.?:ZK)KQ<[+NN_>[\ M/!1[4^NP5%?G5Q<7?SJOM6T6KU[PLSO_ZH7K MN\HVYLZKT->U]L=;4[G#R\7E(CUX;W?[CAZ^?QZWR@4MK: M-,&Z1GFS?;FXN?SN]IJ^YP_^8+U1IMKJONO?N M\!<3Y?F&Z!6N"ORO.LBWU\6JNA#Y^JX&!S4MI' _ZL]1#]F"YQ>/++B*"ZZ8M;]F(N?Q!=_K5"^\.RM/7H$9_L*B\&LS9AHRR[CS>6JSK7JW%&,IMU=KN&KNU MA6XZ=S4G:ML84UX<=YA/UIU7D3:MT+[ZA':_Z{^YIIN']2;IC3EM=/TY^!R8O4K,WEX]27!MVI5Z=K%45Q=7UT_0>S8(_XSI/7N$WHR4ZK)N-J'S M<);_GA-8Z%W/TZ, ^BZTNC O%XB08/R]6;SZXQ\N_W3Q_1/<7@_<7C]%_3>: MZFG:55ROUZ\FK6QULH_O2,JFTQQ@/^T-@JQP=:N;(WW?-[HO;6=*99O.>%NK MPL$3FH G^"N 7*GI]=8VNBFLKE0 +8.8[X+:ZWNC-L8T"KILM<=WFZ/JL,EK MV0)4>3]?8K%!W'1[_AVY;;T%S;8"OSO3&*^KZDCO32L<,:D/#?.WIFW#4CFO M_GQS<[=4R'8#TR-WX,-Y)JZ;4NF !Y]Z&SE[;W9])9I8G_WG4KWO*Z,N+\XN M+E>LFM]=&S/B$ /,&T2O^M*PC%$G;+!P5>BB!I@N;\]&RA/?WA^=?GM]R%CNW7!2BF!^%B)Q,]*187T6O1 M(E(M_?& M\'<-(DW5D@<-Y4&U)@^L-\8/J8P_Q!_/Q%.>)IW4B3?6E;"%-Q"]&P2T%45& MB>BE>D=$$KW.P43*?&ZA4?*S2/!HM"262&4_@(BP=BFL+149WN$[?[HSAPN] MW?9=[R,=/)+7*_7:^ ZH ,L$.R3-;9WKP+!1I0U%Y0+6AF@\9IU-RNX]&PE/ M^?^'U7HE03ZY!AEX,W5MF/9O:LAO TQII<4S?@%WN,7B.C0P\5\7T6']T. MAQ6G14\JJXY+TF+XK0$>]JZO2C(082L2#FM^[AL!+RP=!W/G<>[YG#2(&%>$D2GE_!4<5U@U5HZ#]F"YQ>/++BG*]C3E M=/TY^!R8O4K,WEX]27!MVI5Z=K%45Q=7UT_0>S8(_XSI/7N$WHR4ZK)N-J'S M<);_GA-8Z%W/TZ, ^BZTNC O%XB08/R]6;SZXQ\N_W3Q_1/<7@_<7C]%_3>: MZFG:55ROUZ\FK6QULH_O2,JFTQQ@/^T-@JQP=:N;(WW?-[HO;6=*99O.>%NK MPL$3FH G^"N 7*GI]=8VNBFLKE0 +8.8[X+:ZWNC-L8T"KILM<=WFZ/JL,EK MV0)4>3]?8K%!W'1[_AVY;;T%S;8"OSO3&*^KZDCO32L<,:D/#?.WIFW#4CFO M_GQS<[=4R'8#TR-WX,-Y)JZ;4NF !Y]Z&SE[;W9])9I8G_WG4KWO*Z,N+\XN M+E>LFM]=&S/B$ /,&T2O^M*PC%$G;+!P5>BB!I@N;\]&RA/?WA^=?GM]R%CNW7!2BF!^%B)Q,]*187T6O1 M(E(M_?& M\'<-(DW5D@<-Y4&U)@^L-\8/J8P_Q!_/Q%.>)IW4B3?6E;"%-Q"]&P2T%45& MB>BE>D=$$KW.P43*?&ZA4?*S2/!HM"262&4_@(BP=BFL+149WN$[?[HSAPN] MW?9=[R,=/)+7*_7:^ ZH ,L$.R3-;9WKP+!1I0U%Y0+6AF@\9IU-RNX]&PE/ M^?^'U7HE03ZY!AEX,W5MF/9O:LAO TQII<4S?@%WN,7B.C0P\5\7T6']T. MAQ6G14\JJXY+TF+XK0$>]JZO2C(082L2#FM^[AL!+RP=!W/G<>[YG#2(&%>$D2GE_!4<5U@U5HZ#]F"YQ>/++KXG6#?)WI:(7KOX/BHL3(8.N#>$\ MRQK\(I6OU(? ?J@$^-YTLK2R>F,KM@S[1]$7/%Q[CW8 MV1I/KD<*R+]6!^U17;LP3[:Y1V:UF\K$@&WU4>/7W,=,[HS:%NP"JF4D"7$\ M2P8I-\X#B9):/!F0LD5EL"(4\E$>.0IYJ6J()\@0]*[TMRCOVO9/Y)5ED< MD,;$6+ 1I7EO[M%@26ZIJ'-BT3@A2#187_0U#$!X W@,0$,>RF%DA!4;MW_4;X%KUCI:1K$]+ +'A=2NO M77I=T.L$0)"D:BFYY$(VL!@E(K;HEA,E5V:'?SE01ZUNC3BIYE^(:U)Q"XQ% M2.SMW;LEZZW0K04)^Z^84:$=J<>5:W9GD+*.<2E9LGR2<::(1_A>Z1W*,UC& M3A#$%<8 3G"PQ CF3CW'1HD65,_1^:",+"<(0WTK]!\5:.'%& M6!&6E>KF$@P$N4J^IB#%%K8DB%EI!+'N'-3! _:>$BB0RDZ\I(B;+%E"%:05M MBT^3AT0GC2AQ!FG=K%^KY]=7R\3^5!NE(;<$\]7NPK"S:M"@I!:+&/6/GDL+ M^2#PN*0T(G.75-3ZG3@U%7ZMVI]DC"-QX2D!G M;GO6!Y-RGU2ZKQ;OWWV(/X!+F ET%[P'2'V(0%F5%T4W#YH>*3JQM5(\R0G1 M*\;JQ_:>$P.9QJ'T_4NTIA7-+E@:ZO CCG&H%\R+,!DS!EED)!EWHL!FP=$' M_LSPP9VZT:GR$ ^@TDD_F3E38_#/;U/"ZUE5<_$%M9OP<0,$KJ<%"[T6MP>_N!2?2Y&7'("* 6W+EB.<.[7+X M,G]!.&Q[U"Z[-5."C[G,/@X?*'6%0F 3H)NAD$I]:7#1S7R@ROGG!3.V&6/ M""%1W><()WU-B\T@&;,VA*W4W!/O.$X33&K,:);*([QVD;?8.^-C9[Y!B:^LZ &DBX,I:)[BBM1*[F@ZTJV7WL\+-!2T(Q MH_YK?92N-H[*N*"@#;IKS5C:RR%4[!&OPALZ/11QB8VKJE^>.0\)-7-#RN MY?9]5#QI@QII@F:I&I%HC%QTA(Q3!^H[6['[6[/[CP%D2$@-$M7'$Q=)<1:G M5B&F'_(E7@E5R@?YMH):90^)R<)5E-)\Q'P2E!Q\W!>E4#QO3YOUKY*XBN,R M#KL"&I4*S3_I@4=NXR-$3>-JX$33W%OO&O&T!VBD$H_G'?9(P'G5BY"><=\ M-M*%\LZGGPX:@HW<(4ST0!9CQXYA)//0*93>JQ&H/K+N71L:T*<%"-]H>[; M9AJ,I-N#J>Z'F1TO"\C%[_/>9EXZCD-!_W"[^"T/BA]DRL%>CW"?M9[3,6#L M%9&R]G0T!D8!EQ^ T]C1G0V8%\)81QCO*6*/?"GP=>\+Q MT]03HMV$/1P5'C-/= 914OU05!4J20&_JA;_]_-/E--O*I=6E.ST=B MYGY0-R/P#-4[WAK;OI<$=.&C!EB;D=C'^?T5%H&](GP*'G@(A#[9N;IT)=+ MODD.F!(V=0:BC\FB'D!<U@UW#F.#YM.P@+#Z7,T[B6I2'N_T(%T6/H,5 MH6?FANDLE-1FE!L0C=$!M5AJB/L+*2OV3-M%?K@>HEMNA!RW7D,UK&@C$F*&J MSUNLU)IG.[?LHF1R"#$>Q"4?]/$M#]CI!$6&2ZX=W4I_N&4:(*/$.'Y5*EY M,.QCFU$*HA%+)#"68IZU:OJ(K'1/(QAX$5TO*.F(+'GWP'Y"C9PGA!B;A;$4 M':J2.2B&K,CQI:B6D4@ !!F(R60J0\GC@2$M2"S+9V/?D7"^<+F:&D%21<;8 M5HY&^"P$,395=SKG(L)-SR,"H%1E3S.]1GP1%(GIJ9#T7FIAB25L2)X7'O M@SKA.0?HKO-VTS/S@LGC/&;+T32 J+R]R.3);:*+O47>*)J;^@VT&(%S2KR79OP;[Q#8TW703I'0 _+(WX]QKYO M.!=+T[9Y">2H;)2#%O=!DDR<=7)F'P:<*3V@&]ZD'H,LV%$2'4?.\]M-JW=1 MH;XA>X!J'IBS,1)[A]^GHLPE'3P:(2L;AAS)MA94A[8"2=4#LV;&'63@4[=?M161PVY2AIW16Z@[N[)/=B/O*/5NR_/3O!P.0ZER9E N\Z;2^.HH4[ML&D]E M57^DQSR,XY:[C+I,J4 .;#=D[>QXT9=GA%V.2BKMH/NLB-!TR_DLR$L#DY&" M*M3G<2]'>N5\2T,[\HOLN./GOMR-YRC9@/MFV\6,)[]05A(RS.A*/"Y3$)2" M["/34MXO3G"E##>TB"98P; HS.J.V1N1S(<]=]$&F$NOH1(%3 M4';V/E5H4H!< 1D*BPB0$1@,1,U/5\=X\V->"-Q\(J";*XSY]F:G^11?ZOPH=C+]H4G"B&;8HT638S&.)S!] MUOBB":[2:1%6R"G"$U MV*K2BZ2_>'/$AH]G6[IZ1A3 9_-_^0Y!([J:$W%,VX>T<5Y7>HD M6*VYTX_YG.L?O1ZNI;0H43]9ZDAZGFGX*EI^PZ[!G\7L6B?]O3$IXZ M.#?DM]TF*S-@^&LN(&53%MXZ< MY"NJ-U<7W_]XL[[E/R^__QJ6/=TP+0/\Y#2;EMVL/PRK:.>SBV^7$(:K7[R%M0LN_^@G@K%!7SR^^_DZ]!<@A;M-L4CYCZZ65/V37D+*MTA9IRW&>5W2]D4$<5 MSUAI?"G3_[%-/GD5ITYIZ.%'/H+PP96(F(6_,:Z+UUH8+\A-FQ1;U)7"L6JX MXMC@T6E_E A4MDA]-+0A6,? -),CK. 2P0Q@!CXBVHV#8SOHM:RBJY$8L9]E>-*CEM+!]ME3(7C(80%TS>AH. MN"^_20?/S[()X;?R.K\'SA8FFD[OBP]/AIOV-7# ?/Y=K^D!G.SJQ MK&PO=V]R:W-H965TK)5Z<)/?RF4T=(108&$=]/A$:]1" =$-+ZT MF%%WI#/LRT?T=]YW\F7-#%XK\9F7MEI&Y&Q4N&&-L! 4_E=L_1D[O$()X[^P M#[KY*(*B,5;5K3$QJ+D,(_O:Q]%G<#Y\P2!K#3+/.QSD6=XPRU8+K?:@G3:A M.<&[ZJV')]Q=P;Y,(9LF(U.X.6=I[G'R[_O MZ0TWA5#.60-_7JZ-U?1S_/65\^:*AHL MJ5^K>L?DX>V;\RR=7AC8<,EDP9D 9@P2)I,E",[67'#+":X.!Y; +&P-UNYL*BT>;+DL><$L^M,$/J(M>E;5APUTT5U@,;2(7\3M%54BA8U M50A2@RFJGKZ9#WKNUWWWF2'HP7M_1@IAS-HQAX_*,C&X]%[-!]?,5(!?&DZ@ MSM@'(+NHE<0#5:1^H ZZ:61IX">83.))EI'0*GTCA/P5R/OC,M&:4MF%YT8Q!*;G]VKG?&QS&-SX=9^ Y^5]9EEAU= M\+^':=Q9/I[,7XN;W1J_1^7YHW;_T=N%YE/$T#]\?SLLL'LXF[?#ZS(S<'<3K. MVN&%S$Q',8E/PDWCB\M5DG2E48<>C:Y' W58B_4:===F??V1D$/L;3"WGVD M FJ1TFQ0&UBCW2/*-HUIW.75V;:Y/2-L!.<9C%MR4?#S+O=94=?1GE9)O;@Q M_HZG*G M6[(=('@V'4>@P_,D3*S:^2?!6EEZ8'BQHA<=:J3')" MK#IV9IM"__V.G99 R"9F[27V<<[WG8M/ODQW4CWK$L"0?<6%GGFE,?4D"'16 M0D5U7J8@\$TA544-FFH3Z%H!S1VHXD$@:6+Y-,,\- 3P.# M,2TRR%K^9<,?G^&_)O=2F%*3.Y%#_C<^P%R[A.-##PLOX(N$3U'V2A#Z)PSB] MP)=T#4@<7W*^ 7(KC"8K^DK7'%P#=ETY*MWO^O%SL=9&X3C].M6.)EIZ.IK] MQ^:ZIAG,//R&-*@'7\.;OWT7#\..%6M*NEO02^W^XS(O\I[-/^^3?XG;N<.PN MG7O6NO,C]TRB!&B# %D0]"*%Y*@E3&PF/9P&]4:D78D;B%KCPPOJ6%W9 M'&W]+$-HX@_CB$3^*(IZ*R4+T%:R$%I 6YPM 64"WY#"4=#$OM1-.XJG"T] M30-A+RY-T)\ M3]6&"4TX% @-^Z.!1U0C;HUA9.T$92T-RI/;EO@_ &4=\'TAI3D8-D#WAYG_ M 5!+ P04 " (@&Q9:\X/;]0- " *0 &0 'AL+W=OOP&SC4#Q:7! [.]3L7\N7:V!NW4LJ+NR(OMW:O1ROOJQ=&12U>]D&YL*E7BR=+80GK\M-=`KK)*9KRIR(]FD\FSHT+JO7U;R6ETI_ZFZ MM/AUU%+)=*%*ITTIK%]^&IU/7[PYIO6X\+-6:]>[%B3)PI@;^O$^>S6:$$,J M5ZDG"A) ;M5;E>=$"&S\'FF.VB-I8 ^ZH7[!LD.6A73JKJG)'?\OUF'M['0DTMIY4\3-X*#09?@K[Z(>>AO.)GLV MS.*&&?,=#F(NWTDO7[^T9BTLK08UNF!1>3>8TR49Y MRT6N7AYYD*0'1VG<_B9LG^W9_ES\:$J_?C,6 0OQ5 MA5^)R$UY_=0K6XC4(*2<5YDP2^%72BQ-CMC4Y?6+1U"_5\5"6;;!.Y7&']/D M$1F$K#*GJYEX:\I;9;WNCGHLOOWF;#:=?8^KV6DR?3:CE?/%3/FTU-Z(YSY MY-'CYO=C<7*23$]F8@_1CZ7X(,L:>*6E4J :*6<),OS5%),>57(@5EH3(9%7S5.O&$R(SXW+^'6Z/O0$1-SI= M#<[0SM4X(NUQ5UE3X+8!7R4SBWHJ+EW1D5"H%1*(%S*$S=9B>D)Z?6I('*^?B3Z("7_=*6I#T.A=,%)]'/;%1 MQ+.\[&XJA>_8<%;1P@H&=BCR5M,5.)9YWE=5F;6LM[)&?;PN):.CE@H MD=6*"43_IWT?ZKQUHGG4^L=&HS]*7UOM[P505)'6/^[>8!4Y ZLKXY5#;V05 M/!:G9\2&4][CZ*B$8,'.:.P^^R$$?DG2-7Z!BRM8RC>?6K4?LLQ4(1J>5!6W* M^!;1Ê?XA3\:93:ALG!M4@..\+FL283MXK*IR('1'G5DF8E%[(DN/8(KV-GN2 MHJ*!)#GH>&-Q3C!F?5SF5*):)'/% V8? CL?AYQJ3[&0346E5T*RZ/[C' MBXO& _%ET[R\S%DD7P^D+/13']E&5TYP8BXL&@G=(R$!Q]OPYZ7 7I#SH#4'1 M!]@7;ZW$:.,3R?;08[G]V*-Y8?"_7U)=\M8>3'Z,D[3P0S4VU+NP-L(%OL, MN6:$]ZS3JK8P/DBZE80DC04C0Q8);E1K+,35PS&:5R+5!EJ&1#Z#F3ZXSC ML$%>KM_"46U>H[HU*$%6%8"(,[74+;L5Z_;)Z.+S1X1>U-4>#R#/28EI/HT% M/[]Z*\YFJ!K.^0&TF]\G!S'%4IC8F\ 37[4.0V$$)2B)Q D$,-A(,0.#FRR) MV3?$)OM()P6I\KK4_P[*E&2@"H7,F0(:KBY*91XHNXJTB"CS &5,L*Q3S$) M\'!)40$3B;Q5*^HI;@%KQ@%=+L&D[7R-M?]G)]Y??J23+M3"AO-]K0AZFR&DV MT\LE_Q*J(PF04AB=$+ 8#X .]W/#(ON M4E5*:!4P0\TDGKJA23-%E1]C^5>+*Q; $'G30C"W 5D,CY $#;90+"LYI.=* H@D5%>B .XN*)0H*T-,V>TKH>-]Y59"RYRY+V-< ROT* MGD;,9PI6I4(E5[=RTZ%7Z%I0 B-R (=MZ$G2["T%4MHX/@Y!$*7*CLN;64P>S MZ*5.>S1"D514N1Z;_"47Z6E'F!\,"SMKW0IZ6M(8/N:'CV8&;>W=.W[H M(56]R'5*,&\E>7.EJ)YA[BF-<$?!93 !AX,*]S@L%\)P]IX*+L'D5 MI8EXQ*?Q%6A8#KE[<:]5#K76Z'V*93XW0(&C1&7-'6L%DGPUHU?;[A\2;JO" M0I8RM'1 Z 5)T5BABS*SZ&7?6,BE8#@(U62IS>/;<"!(^E0U:1LI@@(FTF$< MZ.6$9TE,"]2X'"P:J[QVV^76@Y4;2]^OKZ"X:7)V@%$WFL^G7U#H47L.N*X+1M8S&=H>;I\".)_2\P^HS*OY[H_4TG@TW!R0X)L54YX(KBI@=ALA6%?21>]YA> MV]V0_-N>H1'!#MJHV9\(LZ2R70FOGOTME-23&D]N9^(Z?-D>C+!NN&) MPQD7-V#=Z*HWL?I8]I:>!N8.SI[+3);;#" 8.PT[W7.;(56UPRLA/6YD66H MWA^>)AV?)&A=(OESM S(,F0 ,%MHSQ5Q:-']VE"6^5/T8'UNVH$3^X&V *BX M+ @B]QP,+=+!%$NAHPY8O:4[$2@[197[EY&>:!IG6ID;26I- M\/$:^!ZG#=T\XS0#L3V=UD'F"XT:AV/ML,)3H=+SH6Z[>/GS40-<]BM),(-QVO1 MU:(VB#XX65LZC1MS%PIG6HNH0N^$PDL[N"\5/6/QKE:400 KO>2%"^IJT$P(MFIU[=7U/^5R&-S,$Y*$&#TTPYVY!$P><%KI;7V?WP\C)4(Z1(#0:"NV[]V^ MGC$L8;J-/7":TOE^RX%X/"1C%9KL6,".2>>=3>X9>K6.R?Q$LC<4;=:W+DA9N\?5L#K@FY[K I MJRZ>>@@.Z:3Z(ULG5AP65.0OU7T&NK_FQ],%+?1')((UI0W&(\# U366[& MZ)9:3D725*1=M@Z3'/#=X53W%N,+L8F;IPAZC+[PE_U>\XR#'K)^J$0SK=C*HW2SVHI9U:X8%ATQ8F=5YFKY)XV&ODF6_OVR.[J9C M\VX.'"-GB:8HA,8/=[#YA5((":\2};;KV'7/?OD/Q'#1@2N>A#:E>6=18RJTX MF[5H,8A?;SSN[L[>@S0?&@H R2Z68-X\CV-?;E]VQG1$O63'&!BB=A)Lˆ1H* M59#?_9)EYS!]LQ0X$SM'Q Q@S=N5+<4=&A$/#+MK+MR&W*?)_-9^^^/QQ8)(_-GV>_Y]/G#=:5"ZWI&X=V/>4,9U+-A-L0ZVDXV$I3KE!<%#)'@ MM),Z&EF1\59A%+Z5\MAW]KT<;EW/L34M'$2V[7?(:&'HU<[Y]K:S[7&_K+3; M.X7N*<-I^!?)/JZR&H5&U^97M(TI) #M%GJ>]P_ZKS7I\S_: MF-/7&^_+G8WY<3([GCRZ;%_S=H9!+YX\G\Z_K!6/7X9L=E;07J_-:=VD>S61M(FF7DKTJ#DMB6R+IPRE=U.BG-N\#G_&N[Z^.>E_%%\[=_E#T!:N$#N?9N^WGA>?BJKEL>ODW\45JT.@Z- MJ1);)^/3DU'09//#FXJ_L5L8#S/PY41J/(\6X/G2P&3Q!QW0?G3Y^C]02P,$ M% @ "(!L6=G=#2/U" X" !D !X;"JW;W)K&UL[5I;<]LV&GWWK\"H:6O/,+I05R>V9^*DF:,3['KB7AYV]@$B(0MK MDF !4++VU^_Y)*BKE8ZV>YVI@^V25P^G.]^2/IJ]?2CF0MAV5..9.:Z-;ZHDW*9M6ZNW-B=OKE2 MA4UD)NXT,T6;JN!3>?A%BJ517#/29*K4(JU]B*];?0(D$A%9DL#Q9R'> MBB0A08#Q6RFS51)&YO7E?23W3G?H,N5&O%7)KS*V]^O6I,5B,>-%8C^IY?>B MU&=(\B*5&/>;+?W:P;C%HL)8E9:,@2"5F?_+GTH[-#9,N@6?:CY%.92"N%N>I8 M"*;I3E0*N?5"P@-"+ME'E=FY8=]EL8@WJW<_J$855JANPZ,"[T7>9OUNP,)N M.#@BKU]KV72R^L>U-(QG,7.!9]C?E!7LG311HDRA!?O'FZFQ&E'RSWT&\/(' M^^53YKPR.8_$=0NI881>B-;--U_U1MW71] /:O2#8])/]=%1(?LACMILCW!8 MO3>H)SYD[>>%-L5B3)BBV$L;A=EENM8GFA MHSFRAO5ZDV PZ3,SYSB>J5E3SC=?3<+>^+5AJT(3@%L6J6PAM)731E#@G0FM M(1CI$#WR<K6>J9:H)L73"9T9ZL3/:EM'.@2A3/G,^-B HM[8KQ!RT$BHIE^!$D M4V: *3>5;+.?<,2&&9;<,)FF(I;<"J@JGH2.I.$$D%L<4HT07AD)TO %Z[7# MT8CE0GN]'1:8] UD5;P1,&(*FSB,V8ZG!MV$RKU!F79Y'P:&9<:K;@22$J MXVW@ X9JO$]3GLS.,(R.';LQF%P.AV&%D]0,G;+Q%,N-?7N(MDTZX:Y3B0, M!HCG\L(-^>FY4Q%E@44\@1"N,;&"]!GLYS$CE67V<"BX/MS]W5GD7$+N#P6< MV._Y$M-F/^<+&%9R?&CFF$: ^<2I1QLIZ/ V=%Z(EIP2%5BUPAE: 4 E&J."C3 ()Y _"_T M&,H'Q2T!!DJ%*4I#$/I F$*@C7B X."G4-5BH^+9P+&6/SQ!Y (('#F\:68 MQ&LQIQZ_$,A68PY[X{J/[OB?'MBK2%GE2/>5WSO6<-A$/9Z!X^"GBFP.Y%M MJB8B$T.U9'4@86J7QZPX8@XR(:C4HT?FKAPL"6,WPF0J0-[$VK])-T;.)9)F0 MOQ6HBR>5F*W +1P<6G6;\.CQY7TT5PFT)P$^!5(5B\0'FXM4,E9NJ-;JVL4Q3>@W:$ 8U?H_9 MUV??(1XCYR2JIN>R+*47K-ONT<]ZQ4(EP)=0. ^B[_1O;8[F0,:7/2HHD9ETL M&&'^ 89MF@YME'<4 &Y[T&6NY(2OMS:=%'!K8:40"!VU>R$<)#>)6D9(6B;G MT7H\17XTI:XQ\R.#RB"9DEA?6^'I*YV0*J;$"%PS*].YC"8*,=0/8@R9=9W^ M1[& 4_O-\|OHJ=UKN=-=,D26IC&A,(0:1.7&%=3?6MLOU=G-:O?+V_(4VG=V6 MC8B[=&O&C0L96&TX[I^JG?/LP>G4..^<]= ;+\X^U:D0^7BMTP%+!N$02S9/M 2VUY3$E-\4QE9OV,@9/BR)NYL@,4U,$YY-G^L9&1PA\.88;\+!'L\NYC(CA M6&5!(##0GP3#P:!1@39"=(FDJQL8]S XVE.SFE)&93(?F:ZJQ(0PA/1U6A&[-R53W-6L=>%#=H_. MWE('B!YB ?<"W=;5:X8 "P4LTZW^A@:8T*D,5=K/$G_@%E:1Q^ IYY8(5^I MEBHM'V0&H,ZM:_ZZ=MY=7:7NG:|V_5F%0UDZMKV<@?2QJU>P"1<=;D(YKUL^,'N/@%B-3F8 2-N=JUE]+#BJJ M@C7NO8+7E\W#%EYN7% M-)$1B7#G8- !:)QS*+/?UA8^3"FRKXN.6X9SI>.PXG/]3G/'Z<1I/]3X#A!U%3V;3R2RP8A#5O/AAO8'61N] MLQ$OW^)Q2U'V%$F#M 5E@_E#2<2;]8, <=R@P,+$9VMD^ND@/PO,=6-)"T M]" S[1_GI)/V9"|?'4Z>H:)?@FCM&NPSF55O% QZEV>8TH*;_"ZJ"B;@(B?1 MIUXP' \;4SL,9',J.)4F.#EE9_T]S.6YJGK2>ZSW&WU^JXEZ7*E"R" O*,-MW_5\OZW>A6 L8[RPH) G69X4';!XQ8P..81 "794T=:9?*(H1\SR M1HB^8(,@(':_/_98<7 ^P*IV)\ ^INK3G/?B2R*';8LV4\3E<;#EZ_TZKC MNOD^Z8!W/&/:8CA0_65QEBRJI,F1Z]&^XQP)MWY(FNN*FM5ZB[G@]._TP+,SQ287GE#!]3_ MU'#S'U!+ P04 " (@&Q9:HC9((|% #S# &0 'AL+W=OMP;]??49O/C.VE M5OOX5ZP;V=DX&GGM@RU;9410*M/EY]:'/84SH9/*(Q;A7&,NW$4HWPI@UQ< M.KL6CJ5AC1Y,NWTFT- D_^8J7RJ?:^MJ1^/UZZ8-#T_SQ.10:)}//. ^%!NO"53.DJ MP:1X124SO*ZD\]$SX67JT3TP\.OQ9?B%%O.CGE@YF8 M]<[&8UZ>8GD^/^?EG'=83F?S$ZO&?@L+VQSVIN?SD_>V2#U/Z0S.^ -_M9J?BKMGV1.)'&TC,GS\[&X_&+Y(&M0H$[AOZ!D&5QOM>T@YT2&WJ])-M#;U[Z[{ X2B;9.7*41-K7WQ; M2R=-(&I:YPT\E4;E*I61=7]::K6*RZ:#6IN("!8Y52#B S2EXWP/E7=^MBA: MAQ[Y2%26SM@DB7M4='>X1RAZT:L3#*$#X(M+>?T X*N!J0@]GU<;Q M_8$PG0'FP)AKO>'P M*HI!-_ -%GRBMPUZ/=8IJM(Z06:,X]+!:!8@AJDL<"<1[Q'M,K8QM'ME$86]I MN;GPD2F'C*UCMI(!LAJXT8<:V_L.>T*6%DS30 _@S(K[9^<*\O6@0()(1(UDW+\J9XT[M_<#90C%"B:NQ_4QZ*+=`/!N.R7(A+\Z!FDFQI&. !>;,3_E' =B.-N*8P7IL M9O^WUF7BAHDU_@F1.\"A7T=]Z4H1^]J4UDDSJDMHPL$K%J7#3 M/(+$@>9679>A4Y!P59+G#>, 7ME?=O4B!N/Q=B7[47(M!AY1/I" MY+A;T6C\K<(.59FFKMZ"NM=B>QCZ.BWV,(MTR4& /-SX*UT*TP7 M;IP&PO=W!K-W-H965TJ=_&[GY8"\-&@=9@

MM2KBZHW,#DD4:EE!:3Z4%ASYR3:3^PY-D/0[(10&H/2.(IF]K=UO9R_8GN1 M/\C=7)7,Y"Z5V>R@!6MG]Q8TU N#T@(HC4)I(93&H#2.HIGJ;BTQ!^N).5!3 M#$KSH;0 2J-06@BE,2B-HVCFE/S6&W,/>6,G3V*UD_I[&4KSH;2@H1V9"$JA MB890&H/2.(IFBK3UP%R[!Q9\JZ1>A'*\16P']=8HU#([JH0Z9%!: *51*"V$TAB4QE$T4[ZM MD>9.H ,)+M14@]\!*"V TBB4%D)I#$KC*)HIZ-9XH[FMGF]^]!4 RB-0FDAE,:@-(ZBF1)MC377[A(9$NW4)M1/:V@[MVG0\=T^<4*L,2J-06@BE,2B-HVBF.%O?S+ 7[9F;YJ5ZGW0U;J$-V)$^?%Y+D M6Z,7S9R)DJRRF2SJ>15M,YP\25'H]13-_OUC\R37%OZ4F392B3K1\\CT13_F+K+_Y720)4;G>TCJG**[8@OBSB5:TI>$, <[M=R??GWM:K73$2U%.OJ_*_^+*, MBGBI-_+J$JP=V5>P4)H/1050&CUR*3Z;=9DH)"E73_^34:5KJG(IHW@>1V3> M=<5>%W&T4#5?E*QF4M5Z:9S%Z2HE2?QU%<^T7?5^L*K85+U8Z#T)5);K:NX^ M3Y]*.IZ-T.ZRT,6L1WSNA,%1[O-:]*9+VKP5_9\^!L^XS>(^6W2-9:*\|) M5RDW&\]=[5;N(BGU.LEU_M8[W8GBC<@73=:U=[-EH9%(H?O7M9H_?JQJBO]N;H]U,?]M\G15^R%4,@Q*XRB:6=:T'JGMQ<[RQHMOB36RNHL:]!F*I3F0VD!e5;7(F[M6M2/ZK:3Z9-]^KYO"WAFE >OHJSO]LT5(]QM:@/Z2B$ZGLL5U\6ZZ[#^VTC MBD)DSU+?_]TW#-2VA=(XBF;>,*UMZ]EM6QH7JAO3&K9+\5:/U!Z:>F#']Y; M()G;; BIE7/1>8- G5HHC4)I(93&H#2.HID:WMIHT^[F?CHV7\8>WUNT]MS4 MHJVW<-6JO>Q4+79'3>R6FM@]-;&;:F)WU?Q_6+M>:^UZ=FLW^!97JCU8+\]M MUI=W:A?]\3:TG44PTYUN.S3- $]C4%H(I3$HC:-HICY;[]:S+X+T:[KU"[4SH72?"@M@-(HE!9":0Q*XRB:]?'6SO6FT/D)'M36 MA=)*"V TBB4%D)I#$KC*)HIZ-;\]7J8O^O=%53W^DN,N<=O1?<7=T'9G0N[N6.9#4PV@- JEA5 : M@](XBF;*MC4#QW8+RFAE?%[IS9T2A3J 4)H/1050&H720BB-06D<13.%W)ITM8Q?:H!A#33HHS8?2 BB-0FDAE,:@-(ZBF8)N';NQW2.#/M'$EQ6W4/79D)I M 91&QQT[OXZZIG&&T'09E,91-%/)6T_'L[MX1AMC/9GBE M^5!: *51*"V$TAB4QE$T4\ZMZ3?&+M@<0QT^*,V'T@(HC4)I(93&H#2.HIF" M;AV^L7W!YBFK(^R(WB+>?PR+6SQOW\/,>991G,VLS M&.K@06D^E!9 :11*"Z$T!J5Q%,W4<^O@C;$.WACJX$%I/1060&D42@NA- :E M<13-?.QZZ^!-CCAX)S2#[8B^(FYHYG.%.IO!T'0#*(U":2&4QJ TCJ*9 FV] MNLFQA7O]FL%V7&^QVC-7;[QOV[34AV8G>(HE!9*:0Q*XRB:]>'6IO8EZL9 MK>#/B[BP-H+ML-X*AIIT4%H 15$H+832&)3&4313SJU)-_&@C>)U(>#TGPH M+8#2*)060FD,2N,HFBGHUJN;V+VZDQK!4(>NH>T\.JVS$0QUWZ T"J6%4!J# MTCB*MA;HL%Q(6?FB$K?7J2R>Y;U,$OU8=J6]FX%N5FP^)86R?+AS!\.] MSZGS(73TY\,6C^3]394O;P:J6?245U6> MUB\74LQDH0J0W\]SU5YIWN@$7O/B2YWMVS\!4$L#!!0 (B ;%E&PO=V]R:W-H965T9DQQZ?LZR2"G^DP6(/!D+55.#2[5QM>% IHZ M4,[], @B/Z=,>/'8[M[KQH)M,F,W_'A< MT TLP3P40-@ M0N>[%G(N9]30>*SDEBB;C6PV<*4Z-)ICPE[*TB@\98@S\3=I0),Y?:$K#N24 M+/'6TQ)#R=R>VU;ZE*[?*&,D<>:.FFY'+&QW(M^]:BA%QI4%MW E-1E,;& M2)$@FKI/^<,>9SD(;;SXNF!BR>YI52AESA*Y&UG]J3N MIM>3]RV-B>SR'4WT)QLN8J+TIGC59V@9)T6Q5'/=9QA+R8LZQ6QA-X+)/=Q3,3/SS3BA]L.[AS?^,X>M\]\T9M-=^21+]AZV-T+O=4K*&L6 MTT0RGB!!-[>=3_@F=/NF(-WC+T8/LO(:F5-9/X-X=VBC9-8??UD1ZF)Z]/9DDDG?/H!UNK[6UGW$%KNB'[2'WG MAR\T/Z&!X:UX)-_Z)#OZW30:B\5C_-B?00Q2[+_Y"6_$)4"()TI<'@TH)A7C!,KWUVL=(K[1-%9E/!#TB8O37-O$AUI=7Z M K/$2,ENA/F:Y3LQ]$*)(H))61)8N88E2BW]"G]9H9]21"=TGV]35?@_< ^ M581%\H/>Y6'AH_?O/]!WJ(?DE@A=QQ+TD# E(^HW]>L_MWPO2;*6TYI21VK:MZZWRH_Z<'95[YJB^$=%%??P1N8[K-93/[>4A77:1,SQ;[MO+%W2G6W?2\GY# M>6 O_V,?%0?75!Z^44Z28SD^.?B>EEL8=@O#;LKSSO ,!N6:FTQ8JTW'=B-W M9$5O.[KGDE0\T\[LUU_PT/FJR0LDS(>$!9"P$ A6\]DO?/93>O^,SWEI1\ M*QO*?)M-J2-.0,/\2%D#"0B!8S;17F/:L=^Y1\&XOM5EL]>C8YM1+:.LU@@Q1FIB3/,XS'WEAW8L]56Y!M!I"P\,T3J'D8%!X&5@]S MGCQ3H=@RHD@?Q88*0==(#!\VK)[3*/M/;BJ/#^5[6VD);3X-7ISD8N!B?:(Q]L M,H"$A4"PFLQA(7-HE1F\4+%BTIAD*VKZT=Q:XS3%RFJK#1+F0\("2%B8P3"N MWH5==SALO@E'A;?119UA5$Y4FX19(6V%0<)\2%@ "0LSV+#BRQLWRQH7LL96M67=2[DF2W5[9PT&3]_&K;JP_'GA>O1N;6UMJ*P$2%D#"0B!83=>DT#6QZM)/ M+#_3IY7CG+)1EY71]M:"A/F0L 2%@+!:E:Q4S[;.U=Z5,C!0+)!:3XH+0"E MA5"TNO!*F(.M-_*]8,F*[4B$2,SW1OCF.$--9Z\)5|U=L9W;VCE!3FM M.MJYSG@RJ8\Z(52C=9%E9H/MH4V[6:H=UMH>:(@#2@MR&G:KD\M1=S)Q1Z<" MKY'1X#*DP=9DX-+IJIW2VAQH*-<*"W):];Z;C$?#4VO7R%MP&;A@> ^*RH#1] M)"ZI>`LV9"U>-@=)\T%I 2@MA*+5#9=1#AY<:TH$&N& TGQ06@!*"Z%H=>%E MW(/M><]=`-,U(XKJ1QR:C:K$3(6.XVD^4VHT#IK^@-+\G%9[:'<=]JZ=!J!M MAE"TNLDR ,(@"9"=TMH:: :$7T@:'5K91*$[5'0F2$5_8<6 M5)A?FT-4S=?OBWQ]8?+U1L&0N^XYCV.>G.^A[>#6+D'3)%!: $H+H6AUX96%0NZ5>F@7=A$1M["HBV&5$L.N(KA%2N65(Y=I#JI8]-&A6!4KS<]K;N6 VFX(1&ULM5E=C]HX%/TK5G:U:J4MB1,FPW0!J9".VE4K MC0:U?5CM@R$7L":)L[:!X=^O\T%"V,20E?LRQ,'WW'M.C._)>'Q@_$5L 21Z MC:-$3*RME.E[VQ:K+<1$#%@*B?IFS7A,I!.KRC2U2#B3,@^+(=AW'MV-*$VLZ MSN\|\>F8[61$$WCB2.SBF/#C#")VF%C8.MUXIINMS&[8TW%*-K^2U]XFID M5R@AC2$1E"6(PWIB?<#O]?- O(9WRD5D%4$$*YE! M$/6QAS$48:DZOBG!+6JG%G@^?4)_3$GK\@LB8 YBW[04&XGULA"(:S)+I+/ M[/)2D)W&=Z*12+_BP[E7,="JYV0+"Z#504Q38I/\EH*<1:@<-H#W#+ O0AP M_8X KPSP+C-T!0S+@&&N3$$EUR$@DDS'G!T0SV8KM.PB%S./5O1IDCWWA>3J M6ZKBY/0'X9PD$GVA9$DC*BD() XMBE6 V!H]$LK1=@<@@:MR($3? M!$TV:!:1U0M:K+8L4@C9?)(_UZ\LA B]4?,)C<1;A?TKLI'8$@YB;$O%(*0#M7I75SHMJW8YJ'Q1>(K<"?4Q""%OB WT\=C4 MI*NTL\]Z3=SM8B/L!P@Q_\= MN8X[;".D#U] .D">TQD>Z,,#6*EPG(=[&C9>M1J\'&_8@>'AZQBW5S+31 MV1;U7J1D!1-+[4$"^'ZLZ6^_8-_YHTT9DV"!(;"&:L-*M6&.[G6H-H^($.>_ M#L91OH&BO[ZHJ>BSA%C\W:;GT*2>)L$"0V -/>\]/> ^T]_"9BI=W:PZ :**V M&1 2<2*A3< ""#LY4M;C]E-GX Q'8WM_+HTV7\U].LG+>5SD;I/V*M*\E_?$U M5:U0[:?9QHK>T 0=@7#QMHVU'@FC.-OCD("7X_\4T=+JO=+]_ M3:<]BU2+42WKV"91 ?+0>$;>Y;+09NJK0UO&KD4QJLB.;B,;TCT-(0G1D4+4 MUOAFH_ ^FOV"K3=67;4NZ@>.WLWVHV#YBV>968W^R&BL6JZ6#E -2QB(%7IB& M-NH%*O;.BL%*^POZVMQ]Z1=@?JO:#>[8J8V8TX/] GAFQ69*AF0/7-)E!$A5MM@;.U7JX094R77N-I=G25M17DQ)M=);0'V"W0YN=<@^/HD?]K:+7 M:C^\^^9O.S"5M:E/;8FQUB'VLC-ZJ-X"Z0L;%86@A*B"(1'73XI,%584\/: M!F.]#[[1ZNA1>LMWU]+9[T:7]\M0SJ8RM5?&-YKEZ[Y(C]1;'?^:S0I,)6Q* M4]MCK/?'"TC5?KY4SN?ZSS3I?^=&T0)3:$T:]^-1S^K9YJTV7.C:(§IM*:H MM;W'>G_?IV>:=.OS$NUZSS24M?F?Q/H-P-6_ ?3IF7JHO@)=*>S4,[%S:IKN ML+-IFJJL*6+]NN#]7Q=N;)IZE-[ZX5N:IJF<367]]P!7:XG[-$T]4F]UW*M- MTU3"0AK[[#PD!K[)SY6$>I7>);(X&JGN5F=7'_(3&[N>7AQ\?25\0Q.!(EBK M4&=PKXP/+\Z2BH%D:7ZZLF12LCB_W ()@6<3U/=KQN1ID"6H3O2F_P)02P,$ M% @ "(!L66H?*@&?! &Q| !D !X;"]W;W)K&ULM9E=CYLX%(;_BL56JU;;&3"!?,PFD3!]EVITFBR;2[6> ^$A3H(* M.+6=I//OUP8"@3!NLCVYF0G$YSGX/<;V&X_WC'\3:THE^3FF9A8:RDW=[8M MHC5-B;AE&YJI;Y:,IT2J2[ZRQ893LLB#TL1V':=OIR3.K.DXO_? IV.VE4F< MT0>.Q#9-"7^^IPG;3RQL'6X\QJNUU#?LZ7A#5G1.Y>?- U=7=D59Q"G-1,PR MQ.ER8KW%=Z'KZ("\Q9>8[L719Z2[\L38-WWQ83&Q'/U$-*&1U BB_NWHC";) M)JGG^%Y"K2JG#CS^?*"_RSNO.O-$!)VQY&N\D.N)-;30@B[)-I&/;^>EAWR M-2]BBH(TSHK_Y$5(V?T:O RI) MG(@W*NSS/$"O7[U!KU"GLJ'RH^^*AW!<>]H<^L4RN M!0JS!5UTQ ?F^)$AWE8"52JY!Y7N72-P3C>WJ.?\@5S']3J>9W9^>*^K.[^6 M/?S?V1MB]*HAT\MYO1=XLX0(H0?#8>PPCO()!OWS435%'R1-Q;]=52^X7C=7 M3XEW8D,B.K'4G" M>)[;;!5VL7 ?5ZT:W?:K;OO&;KL.]@CL:N7QNA+(]Z+&[3SZ$+$:UGPG\=8G"EQU:V_?3B%4[AT9U8,I "=W^^4.GPQ%@/'D&D':]%\!60?(M$VLT!K MP9$7N34'9KTU>?.#H$U $QNA?167:&E7$ Z+TB@ED,J"CG%=L])H%'H#NA+@MV#MV6=?"Z\TEN];MH?']GRT N9#NG$SNE@MV]OH\CY'R\5[C]HM]U<9.GXF] MA&;$LN0M2Y-T<@)>#L,74!%\'.#94WA,*O12I+T4:?"7O4B*A7"5-&YG@?VX M7#FT=!_GN+Z)'UNN1 M#7DOOACGF+%TVA"LH -0&4226)"T4#,T3.@:E!9K4;GGPJRDV(3A*6'::!*^.,[0(56?"G^*0^MC.L!A,,H+.4Q[M#M/AB@F^$I+N*SPITW!9IG\MRY!%FV=\U(/!\|_*[49HQR2L"9,,?+NT;4-M M)VB:T)-6!JG#A>&6WB"PWH#VU\;@X\2WN?Y5* X 4$L#!!0 (B ;%E> MGCR"M@0 %LE 9 >&PO=V]R:W-H965TO.HJ;5IU;8?IOW@!J=!!9P9)[GMK\-%.(> M\97KNZJ[/Cl@!JXL)_"_"CD4[7E7*%/15Y6"V^KU.[*]ZOUEA>LNA0[7NHM M&R$+IO2]?/2KG>0LK8N*W"=!D/@%RTIO.:^_NY/+N=BK/"OYG435OBB8_,<]MS\5QX6'O^8N/\>-6F2_]Y7S"OD]5[_M[J1>\SM*FA6\K#)1(LDW"^|:7U$R M-05UB|\S?JQ.EI'IRH,03V;E-EUX@3DBGO.U,@BF/PY\Q?/=^:!57PE\C^R5&T7WM1#*=^P?:X^BN,'WG8H-KRUR*OZ+SHV M;2>QA];[2HFB+=9'4&1E\|D^M4*<%.#D3 %I"\C+@NA,0=@6A*\MB-J"]%:F MZ4]MV6*+>=2')$TK37-+-1BUM6Z^UEISON]DGIKINO4\@YNM.2 M5[/B2 DSM6@ 8V.>D>YA=!_$*$+[6R%$@Z!1*G M K=WOZ)U+]JL?$0I4X-]=1/]NW-]>SY[?W8"QCH&"&:I->G4FCC[>M]X8]U< M-L/6F'QVK89)&(6S8&:?SY5S5V-5 8)9]DP[5:9N5;C,M"K7:.30YJ2.]1 D MC +!+#5GG9HSR*%M!BDB)(P"P2P1<=#/5X/_:W!SD\=]"DJC+>WT]A+'@?D9 M'@?PR00?O\;%/]>ZV(T=K18DC4+1;$G[F3XFD%;&H'-]4!]%HME*M-]!D)P(MO\G-N-.4!M:;=NQCB*[6]XQL[!W!Z]_>MG5<7>+2A02?WH#0^1;-%[>,_" MCD$-#9H20&D4BF8KV<<.[$X-;$$T9)Q8@=)H2SLU["Q(HB0Z-SSWR0-_(7H\ M^YF,]C-DT%B!TB@4S1:U#RYX"NIGT.0^2]-0-%O)/K1@YW3^37X&C3"@--K2 MK_$Z#D/CZ%@$/DSZ@$'= ;0U-Q!K9C1W]'V'0=)%LR7M(PS!D'8FH,D%E$:A M:+:2)\|H7O^08J2=W>31JL(^LB #|\^W9+(H22,;.?4(A[H32VOFGT78&C2>@ M- I%LR7M(PR)0.T,FEM :12*9BO9YQ;R5<|Y7F5GT P#2J,MS;(SF8;3>'(F M/I, ^QJW/FGM?#/;S]#A!)1&H6BVI"(1-0.X&%E:A:+92O:QA;@?N+S% MS] !I1&6]!+T9E,@FCZPL[^8RLLYK6C7YA|S,H*Y7RC2X-+]YZ,;-[D:5;4 MV-7OMCP(I411+VXY2[DT#23VC1#J>&6\+M.]3[7\#U!+ P04 " (@&Q9 M/@089@ + :CP &0 'AL+W=O&/ MHD@:A_\5XFTNN\GM" 55RERWR8Q4U>YE)YEVI]N-P'1JM;.RHN8/?N_?4' MRE@6; 'ZK7)'@>+/-^^'PZSV4*M MX^Q=LE6;XCO/2;J.\^)A^C+,MJF*Y_M\Z]60N"X;KN/E9C!YV#_W.9T\)+M\ MM=RHSZF3[=;K./WSHUHE;X\#;_#MB5^7+XN\?&(X>=C&+^]Y;]M/Z?%H^&1 M,E^NU29;)ALG5<^/@"P_>>\G&Y8#]$O!:JK7LY&NG?'E?DN1K^>#G^>/ +6>D M5F]6EXBX^.]53=5J59**>?O>00?:=98#3[_^1A?[%U^\F"]QIJ;)ZM_+>;YX M'(P'SEP]Q[M5_FOR]I.J7A M>;-DE>W_==ZJ9=V!,]ME>;*N!ASK\Z/SM,AH$[R[-@6_#Y2>;Q<93\40WY[BISOO_O! M^?ZEU*WB+"M3=[<>7N][7"1F/?-]]&+Z>%MZZ MFKZ%1\(X$B:0, F"&86GQ\)3>^$O!W'.I< *Z!N10.(B)(PC80\)DR"8D15Y MS I#[E 8,BM(6(2$<21.((&$2!#.R.CIF9=1YN!(I;E>R15RLRHEW^2))E_ ^K M?^(\Y.8 IB=[FM'8\PSCP]^!KE@:6\6>28M!'(F$#") AF%'I\+/3X^D(O MLVQWOLCC9I%'81AXE-6*W%RP7F3K_/H6&0D32)@$P8PBA\;"]4IW1?&N"XJN"\H."QKOK.=[-^#>^-&[K1^]K:QJ.I.MLN-;>[^7<(<1J,SO_AGN-*?BCT!U[M]3>\N5P|LO8Y]=TZ06D"2I,HFEE=HJM+6C91ZW51V&S_T;3<[\3EQF]W+9Z; M[;=>I=<]6VS2^-'VF1_XH5O_O&&?0> ^?+R2-0VD"2I,HFID,K<$\JSF9/*ET M6>RF/MCLZME@0(T8E!9!:1Q*$U":1-', \&@OY@7(8UX/*8:F4%H$I7$H34!I M$D4S,Z.5FM?=[?4\]JW(ISLC2MWR3WU?!)5G4!]'T@24)E$T,QK:H'E6Z7+M MT7)%[1 +]">#TCB4)] TB:*9L="RS+O!EK4<7WM-#78A&TCG%$%I'$H34)I$ MT@RL]^L= R2-0VD"2I.HFGE6C:;$L427JLW^N[I[H%01L+&[L$^@;[! M@-(XE":@-(FBF<'05I8K69E-$IVM#;-\C52@M@M(XE":@-(FBF>'1TI00 MI-T@2"TXA=(B*(U#:0)*DRB:F1FM4XE=I]Y@-RKRZ;[(P): *U_2K'/H7-#"M2(0FD<2A-0FD31S%QH M(TIN,*(M?H,TE>BE<$"=*)3&H30!I4D4S0R'=]*DQ8FV"HX*<'IDZ]& UG_M:U]/[_I#Y2>4)] TB:*9[=?RD]CE9W?#48&,4T-\ULP!5'1":1Q*$U":1-', M'&C12=K.)+Q6<33/$:1D[(:L$0RH H72.)0FH#2)HIG!T J4V!5HI3BF/W]] M)0=2 4ZAM A*XU":@-(DBF9>!:?5J>\B)8>/M(-3*"V"TCB4)] TB:*9F=%6MU;=;U1LD1T4^W1N%+@M84#]=:'J5X_"; MIYE>J8 54BT)I'$H34)I

&9W>'8E_G.B<; MP06-@S!>M(JCOS>2IUUHC3FT=^I:G)WT4&<<2K.A- =*%G2M3,L], ?:H%# M:1:49D-I#I3F0FD>E.:C;'6-5!:X,7KO45]HZ0VEF5":!:794)H#I;E0F@>E M^2A:75"5/VZHO<\31VFAICB49AZYP!-&::$^.)3F0&DNE.9!:3Z*5M=!98T; M:FO\U%%;]"E^I$ZGC-)"C7 HS8;2'"C-A=(!*,U'T>IK5U9&>$\], S- U,E MOS$PU7C*[$Y=BW-O E":!:794)H#I;E0F@>E^2A:70>5?]U3V[MO'9@]\?5U M#D?:2&L* >I90VD6E&9#:0Z4YD)I'I3FHVB%$+H[ZXY'+%WDZ]QSF>2;6!1K M'&_W:M?2O\E7D& LM_1+6V_9[^]77K%2? H4O%N[E::+,.9DQ>:R*.UB),61 M%FOA%V]$LLY7/7],A$BB?'/):,#2[1Y?)XDXO5-5L#V/O), P-02P,$% M @ "(!L6?817L2Z P "!$!D !X;"]W;W)K&ULQ5AM;]LV$/XKA%8,+9!&KY;MS#9@6]I6H,6"->-D^#/O 2&>+B"1J)&VG M^_4E*5F5%<5(-P+]8O/E[CD^O,-CGF='RAYY!B#04Y&7?&YE0E0WMLV3# K, MKVD%I=S94E9@(:=L9 ,:* 4ZU4Y';GN.$=H%):2UF>NV6+69T+W)2PBU#?%\4 MF'U>04Z/<\NU3@MW9)<)M6 O9A7>P0;$?77+Y,QN45)20,D)+1&#[=Q:NC>Q MZR@';? $'@2/OC)&B\D#IHY[\2.>6HTX$.21"06#Y=8 UY+E"DN?XIP&UVIC* ML3L^H?^LR4LR#YC#FN9_DE1D)^+.WK\%1I"(X67T)SK3W1L;'1+ M)7LN:-$XRQ.4I*R_\5-S$1T'B3/LX#4.7M\A>,'!;QS\UT8(&H?@M1%&C8,F M;M?<]<5%6.#%C-$C8LI:HJF!OGWM+>^+E*I0-H+)72+]Q&(C:/+X?B6O.D5K M6LCZXUAG\#W:U+6#Z!9M,LQ@R"I^4F-=Y!C(3<%11H1_5:I?8YPF5\2P='; " 0F.7\G8]UO(O3VS3OT!I$2_9[1/9>.?&8+25$=U$X:.JN: MCO<"'1]]HJ7(.(K+%-(!_^BR__2"ORVOMKU?[W2_*^\BX ;J:^0[5\ASO&#@ M/.O7N_M#=/Y?]/@_1S^[#+\M-E_C^2_A=B/0DC%<[D"-KT[EE.JR M6>.*")R3?R&]0LN"[J7U7Q\E)/H@H.!_#U5''3\8CJ]$]X97.(&Y)565 SN MM?CQ!S=T?AI*C4FPR"18; CL+ (E!F\3@$GJC&\ /ZB4E7"Z!.WE!::L10(ZJ? MKL/"&WG.S#YTK_NYD>M,>T;1@$]\L;G5O%S*] IQ#OC/6IYCR[REBH&F"69 MKLT(#O(WME)5.\3W(M*WE]%)L,@D6&P([*P=89N.\#MK26@RB2:[(I-@L2&P MLR2.VR2.C6MC3CJ*L#B#7M:\MPHG/@]*7EN(X7$[2G)0+1).!E6DDG+>G*9 MM7P6DW)WA7Z!$AC.=84N4_FZ(_*AA-7+>8CX1=!OK4>38)%)L-@0V%EFIFUF MIM]95*8FDV@2+#()%AL".TNBZWSM:1SCLM) =M\,$R?HR#T'A_1@%'H MC7H*%0]8J9=,3UGL3F=7 -OIEII+4K+6ZG=WN]IV]4O=K/;65^]-VAU8CU2; MKSO)K_#U?P2?,-L1V<'EL)6AG.NQ%$%6M]WU1-!*]Y4/5,@N50\SP"DP92#W MMY2*TT0%;/_\6'P!4$L#!!0 (B ;%FC[OL59P8 *L[9 >&PO M=V]R:W-H965T/%Q)T\G;A-[G>R M/#%=G,_C>[9B\O/^1JA7TY:R23*6%PG/D6#;B\FE>T;]L)Q0C?@C88_%T3$J MEW+'^=?RQ?7F8N*45\12MI8E(E8_'MB2I6E)4M?Q=P,=M#'+B+5 M8N[B@BUY^B79R-W%))[@#=O&AU3>\L??6+.@H.2M>5I4W]%C,]:9H/6AD#QK M)JLKR)*_AE_:Q)Q- $%Q^B?@9@+N3O!?F. U$IRA$?OF@C\T0M!,D8^K===> M)8[$,EZ<'_Z(1#E:TC=1\^3BH^K%[IPHT T3:+6+ M!4-OT*KN&L2W:,76!Y(A\?H@]UTLT9(? T@VZX9+E,HG3]#LB27J0#%W%1;)& M/;@D1^\.\[".OC#U[2.7Z#I?IX<-VY3O+7FV/\BXZAH5KZ9M^D_$2;C)"U^ M5E=8E&>*\ZE4*2@7,ETWR[VJEXM?6*Z'/O! <[@I$ZUD.G^[U+>>_1:?_.KJ1#*]M1J_B>2_P+E5/ M;.K=GHXSO+S@7[@!U$0AN9 ,11(!Q"-E0?MR@/KRE=,E#U[MJ?HT?V!")G"((/2UX,:^8O:_$5# M5.IJK$I9J6,3"@DD# *!#-*,V]+.S\)E9I#EA(21B!A% AFE-)UM+UR('3* M3AE:C(9V+!H!CISY;-Y1*M"P=$!8,XM')M4=HE:+-^Y8O;*#1R<6DD9 ;12* M9I8(ZQ+ADU"MYC*@"@1)(Z T"D4S"ZJ]N&OUAX.5"]1,-S3#E6'LS6?=SUB@ M8>F L&86M0UVJ3ZX52X\6KFIX-&)A:014!J%HIDETG[=#4Y#N4 =/BB-@-(H M%,TLJ';YKM5Y#E8N4)O>T(XE)'3]68"#KG*!>O !8FY0@&&E42B:62#MX-WH-'0+U/.#T@@HC4+1S()W^]:O>A@W0(U[@W-,&U! M-,=.]Q_KH&'I@+*#F_33MN+'=<3>Z1C=:MT -."B-@-(H%,TLD+;RV#|-W0(U_] T DJC4#2SH-KX8_N=^J&Z M!>K;&YKYP2<(PWG4U2U02SX@K)E%[;:QW6U .LA"QOE&=7DM4NC3ONS^_ER" M>FY0&@&E42B:617MWG%X&F(%ZO9!:0241[%H9D&UV\?V&_9#Q2IZOO_)"7&(M_8Z? 6_;,C*)Y&/EN5XB&(ND I+EZ;8VQW1H?B\PM*Z1(UO+I0Q'ZG">R/QF@ M3AF41D!I%(IF;MO4GMMS3D)M/%"/#DHCH#0*13,+]CVZ9[_A/E!M&HKQJ2*: MN5'"@RWMT49G>EA4"A75S*&VO9[=%]MVSU2GUQKU)18BSOMERLX9W=6@M[1! M:12*9E;D:'OYB>POA]U@#KO#":+^?]AR3UMR3WIW?6A,O5\K[<[*[^Z,C5L M'!DXCKX^SERW=J[>H#WFUMV;=LD!]:2@-)*HU TLU+:'7NGL>7< S76H#0" M2J-0-+.@VEA[(!O/[931]7B^"SP(L-MU;J!!Z;M!ZPQ.COX^S)BXKY[Z+-": M'W)9/_K5GFV?++VLGJ?LG+]RSY9NSWGBGM'ZN5&-KQ]C_1"+ ^R0O4,JV*I3S M-E37*NHG0^L7DN^K1Q_ON)0]PYW+-XP40Y0[V\YET\OR@#M\|F+?P!02P,$ M% @ "(!L6?+_'4M< P -!8 T !X;"]S=!EL97,N>&ULW5C1;MHP M%/V5*%VG5IH:0D8@*R!M2)4F;5.E[F%OE2$.6'*=#N=,,@)$_YX*);Y3:XJ;U8LA1KY23/DV=O7=.2'\4?? MLW*3(J4C_^'B_;]EH:[?>?9^]N'LK/-P>;T_?F& 2S]PBO:.$+WJP(5*6Q@+ M$!\7X) Z)MW?E3;3S[60)9YCM(&#IJ-LF=#!R,F1^3]8+42|WSEV,P[O!28? M'B5_0!L3[KHSVFEGU)*#NM3'PZP0VX]/? #N@U4E.O4?"I_Z$<#;5#%@9R1E? MV^$N#,P*7DA/Z4=-APMAI/ICX=#VX"FL=7(F"FEBVPCV|2>O@=L>F"0<=X8 M|/IV8#PLB5)4BAO=,9/-X!/(J]OWZU(IG$NR#KL]?TLP-QUD6LB4RB9,Z&^& MQD-,[CV7P!=U64 8!*%;ENI(S,"T&,APVC;FC9&>7\#EY1/[,=[576VC=3 M;::)I:D-UT\K8#NBWU:QV6I;W(EVO9(^%^K+4RQ&F#X5&;R7-V,KT5UEC %,/ M<752EGS]F;.YR*E=_-$!QT.RX7F+0K(_.AJ4RDP/4.E[CU0]-FN/_):DO*-JUK_RUG^<6.H_YK639OE7W#3H_UN>.MF^R= M@LGX%$R>1$T.3L%D<@(F^Z_VUGR.R? 43';? L,F@/]^U#H4[1\)FU(.C]\C_ M 0=YO@WJ39>,*R;]WH*E*15/3H9:7I&I_I-X1U_/3VE&EES=-^#(W|_TY0M M\Z29=0N)]&=MV]]@>6'L+"/O(C;G<";:Q MF!L!#(N#.< XEH7%^9_6,T#78S',V\")#%#. .58E@N9F \6Q\U)L.5>:9)$ M41QC&9U,G XF6-[B&'[<:I@W8&!Q(-+S+>;2P., +!=P&H'XKOC0$VY.5$$NXIYPYY@'$D2#(%:=-=H'"/9 MB>'CWA_L*8FB)'$C@+D=1!&&P-.((Y@#|(A462^|_>^CX+-]U2P_3_Q^"]0 M2P,$% @ "(!L69>*NQS $P(L !?3T\$MP>:4#M M.*2VBZD8_1!2:5K5N %(MB6/:(7- >=I3W:+T!!;X"O.DQO0FE(2S,.|.W2?S+W\PPU1>5*(Y5;&GC3 MY?YVX$G1H2)8%II%R=.B':5_'KX\F$U>O M1.O=&L.6&FJ6QK:U MET9#82BXD>+!_:D/EVPCG;R52OK'61;_5B)CK=2RE3]$,\NF&7,K_"/L?*' MT9ZK16V-4K,L[RMNA/6R?E:|")#7_-;%$L]OOW(F66'4VAP*:WS\8[8/@?& MC8";^ZO.F\|2>6'/N!=_6].MI;X+S\;.P]//F_ZM/>"B M&-HC"17VO(G@Z2!/X=HHV<#3&W;"%=>U8#&XCNW]BR$+ K(8$?);@2!+ K)\ M10]=FQM5S? M] <%$A.\)PO=I"2^YAVB%CO4KP4XZ)!5PF"V?4OE[FI9NT:4MMX\:R'OM(2O M<7#.<5V;#IR#.4G-)/.9RXMN^&]$^R+X.'G|I2'6+#0+AL!P/YTW=H MQ D7G7T%_6W9:6=Q\LXIQ>2)'7,)4S(8SOR1Q^?^@:*4DB=VRG\\#%G/+B2/ M4T$I!MU*B21/:I*VE;Y/S*%'(6E[2#)"UT\@*9'DZ4VR"=-@>"J;6[$4UD:E MF/H>(U(:R5-[Y#=6'\6V-? HY(661/+%&(LS^"7]%?F(XR2O'Z1GF1D5)+,;9:V!{&I.12C">7$%*,20FF2"R87>G[5[=C3,HR M16++/,_B+_XN*=$4HZQ6V#X[;AHY6_^4E'7*4:U38DS*.N5(UMEG"VB]P9B4 M=HK9 M#W"CN8K;S!B3,E"9V$!4-+|:A3$I Y6)#41B#O>8*0.5B0WTTM0(=3W&I"Q4 M)K;0RYB_DS[>#*OUU$,KN2XQ)6:B*%IILC^(;L83%2G,)CW!07G-5SRT+ M'_WY0'40MO"6G5*G4';E+PQOMB?IV_]*^/@34$L#!!0 (B ;%F.83CZ MO0$ 'H= : >&PO7W)E;',O=!VR:V)O;VLN>&UL+G)E;'/-V3MNPD 4_MA>&M(^^ X3X@(8)4:=)&;,""X2$>MCP3!78?! 4I_RP>-(6AD6 KL%\18"O17U5@*I%?56 KWUX6>;0&]% MO95 ;T6]E4!O1:V50&]%O95 ;T6]E4!O1:V50&\%O95 ;T.]C4!O0[V-0&]# MO8U ;WO8+"'0VU!O(]#;4&\CT-M0;R/0VU!O(]#;4&\CT-M0;R/0VU%O)]#; M46\GT-M1;R?0VU%O)]#;'S:["?1VU-L)]';4VPGT=M3;"?1VU-L)]';4VY^I M=\JG74RWGNL:CVZ>274^OQMOG[\LKS<1Y^$%YP!'K>^_4$L#!!0 (B M;%F<*],/O0$ '<= 3 6T-O;G1E;G1?5'EP97-=+GAM;,W9R6[",)0+ MT%]!V2)B/)0. C9MMRV+_H";/$A$$ENVH?#W=<(@M:*HB$]FT2)[7=?;.EL M,G[;6O*]35TU?I(4(=@'QGQ64*U]:BPU<61N7*U#?'0+9G6VU MB8C@5;'WO(FO? 6F;2>*H\DGO<3>QS9HDVMJJS'2(XVS=Y-]2 M!ON$-*[LYOBBM+X?)R3L9$(I\G/ ?MWKFIPK<^K-M LONHZSV*9B/FPK\NGY M$B=Z-/- YF5%NLE4=EZ3>.M*Y+XA"7:6[HOWSR2'N,.VN_.K\KLRYP#ASYHSU M\<0<71YW.))V]<#&0N1">?X3CXFQ]-7?1^UIYY3_,CMN[X=QR^X\/.MNU^_Q MUS,^UK^P#P'2AP3I0X'T<0/2QPBDCUN0/NY ^K@'Z8,/41I!$96CD,I13.4H MJ'(453D*JQS%58X"*T>15:#(*E!D%2BR"A19[8JL D56@2*K0)%5H,@J4&25 M*+)*%%DEB]P215:) (JM$D56BR"I19)4HLDH4616*K I%5H4BJT*15:'(JE!D M52BR*A19%8]LZC]E?3=F^=>_ MM[6NNR.>2S[G_K]!-02P$"% ,4 " (M@&Q9!T%-8H$ "Q $ @ $ 9&]C4')O<',O87!P M+GAM;%!+ 0(4 Q0 (B ;%G2!O25[@ "L" 1 " M :\ !D;V-0&UL4$L! M A0#% @ "(!L6;G/XV\1!@ SR !@ ("!#0@ 'AL M+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ "(!L6>TQ MV:.$!@ =1T !@ ("!@!D 'AL+W=O&PO=V]R:W-H965T M&UL4$L! A0#% @ "(!L68SHX7X@"0 JRT !@ M ("!FS, 'AL+W=O&PO=V]R:W-H965T&UL4$L! M A0#% @ "(!L62+*HB#0# 4R$!D ("!C$4 'AL M+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ "(!L M66IXJK?& @ ;08 !D ("!76< 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ "(!L66J[V2"/!0 \PP M !D ("!D8$ 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ "(!L69=.+?L6" &PO=V]R:W-H965T M&UL4$L! A0# M% @ "(!L6;.\+&!G P V@@ !D ("!,*X 'AL+W=O M&PO=V]R:W- H965T&UL4$L! A0#% @ "(!L6>8% MCX83!0 910 !D ("!S+@ 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ "(!L66KR*G#$ P (P@ !D M ("!'<4 'AL+W=O&PO M=V]R:W- H965T&UL4$L! A0#% @ "(!L65L9**)3 @ " 8 !D ("! M\=('AL+W=O&PO=V]R:W-H965T&PO=V]R:W-H965T&UL4$L! A0#% @ "(!L65S)98O2 M @ L 8 !D ("!A>| 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ "(!L6:\F-[?6! W1L !D M ("!.?L 'AL+W=O&PO=V]R M:W-H965T&UL M4$L! A0#% @ "(!L67^?BB!] @ X08 !D ("!;0@! M 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ M"(!L63'2@IUD P S P !D ("!11L! 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ "(!L6;/N^Q5G!@ MJSL !D ("!9RL! 'AL+W=O&PO&PO7W)E;',O=V]R:V)O;VLN>&UL+G)E;'-02P$"% ,4 " (@&Q9G"O3 M#[T! !W'0 $P @ &V/ $ 6T-O;G1E;G1?5'EP97-=+GAM 7;%|+!08 .0 Y (8/ "D/@$! end XML 58 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 59 report.css IDEA: XBRL DOCUMENT /* Updated 2009-11-04 */ /* v.2.2.0.24 */ /* 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 61 FilingSummary.xml IDEA: XBRL DOCUMENT 3.24.3 html 197 267 1 false 50 0 false 4 false false R1.htm 100000 - Document - Document and Entity Information Sheet http://www.fractyl.com/20240930/taxonomy/role/DocumentDocumentAndEntityInformation Document and Entity Information Cover 1 false false R2.htm 100010 - Statement - Consolidated Balance Sheets (Unaudited) Sheet http://www.fractyl.com/20240930/taxonomy/role/StatementConsolidatedBalanceSheetsUnaudited Consolidated Balance Sheets (Unaudited) Statements 2 false false R3.htm 100020 - Statement - Consolidated Balance Sheets (Unaudited) (Parenthetical) Sheet http://www.fractyl.com/20240930/taxonomy/role/StatementConsolidatedBalanceSheetsUnauditedParenthetical Consolidated Balance Sheets (Unaudited) (Parenthetical) Statements 3 false false R4.htm 100030 - Statement - Consolidated Statements of Operations and Comprehensive Loss (Unaudited) Sheet http://www.fractyl.com/20240930/taxonomy/role/StatementConsolidatedStatementsOfOperationsAndComprehensiveLossUnaudited Consolidated Statements of Operations and Comprehensive Loss (Unaudited) Statements 4 false false R5.htm 100040 - 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Disclosure - Net Loss Per Share Sheet http://www.fractyl.com/20240930/taxonomy/role/DisclosureNetLossPerShare Net Loss Per Share Notes 20 false false R21.htm 995585 - Disclosure - Summary

of Significant Accounting Policies (Policies) Sheet http://www.fractyl.com/20240930/taxonomy/role/DisclosureSummaryOfSignificantAccountingPoliciesPolicies Summary of Significant Accounting Policies (Policies) Policies http://www.fractyl.com/20240930/taxonomy/role/DisclosureSummaryOfSignificantAccountingPolicies1 21 false false R22.htm 995595 - Disclosure - Fair Value Measurements (Tables) Sheet http://www.fractyl.com/20240930/taxonomy/role/DisclosureFairValueMeasurementsTables Fair Value Measurements (Tables) Tables http://www.fractyl.com/20240930/taxonomy/role/DisclosureFairValueMeasurements 22 false false R23.htm 995605 - Disclosure - Accrued Expenses and Other Current Liabilities (Tables) Sheet http://www.fractyl.com/20240930/taxonomy/role/DisclosureAccruedExpensesAndOtherCurrentLiabilitiesTables Accrued Expenses and Other Current Liabilities (Tables) Tables http://www.fractyl.com/20240930/taxonomy/role/DisclosureAccruedExpensesAndOtherCurrentLiabilities 23 false false R24.htm 995615 - 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Summary of Securities That Could Potentially Dilute Basic Net Loss Per Share in Future Were Not Included in Computation of Diluted Net Loss Per Share (Details) Details 49 false false All Reports Book All Reports guts-20240930.htm guts-20240930.xsd http://fasb.org/srt/2024 http://fasb.org/us-gaap/2024 http://xbrl.sec.gov/dei/2024 http://xbrl.sec.gov/ecd/2024 false false JSON 64 MetaLinks.json IDEA: XBRL DOCUMENT { "version": "2.2", "instance": { "guts-20240930.htm": { "nsprefix": "guts", "nsuri": "http://www.fractyl.com/20240930", "dts": { "inline": { "local": ["guts-20240930.htm"] }, "schema": { "local": ["guts-20240930.xsd"], "remote": ["http://www.xbrl.org/2003/xbrl-instance-2003-12-31.xsd", "http://www.xbrl.org/2003/xbrl-linkbase-2003-12-31.xsd", "http://www.xbrl.org/2003/xl-2003-12-31.xsd", "http://www.xbrl.org/2003/xlink-2003-12-31.xsd", "http://www.xbrl.org/2005/xbrldt-2005.xsd", "http://www.xbrl.org/2006/ref-2006-02-27.xsd", "http://www.xbrl.org/lrr/arcrole/esma-arcrole-2018-11-21.xsd", "http://www.xbrl.org/lrr/role/negated-2009-12-16.xsd", "http://www.xbrl.org/lrr/role/reference-2009-12-16.xsd", "https://www.xbrl.org/2020/extensible-enumerations-2.0.xsd", "https://www.xbrl.org/2023/calculation-1.1.xsd", "https://www.xbrl.org/dtr/type/2020-01-21/types.xsd", "https://www.xbrl.org/dtr/type/2022-03-31/types.xsd", "https://xbrl.fasb.org/srt/2024/elts/srt-2024.xsd", "https://xbrl.fasb.org/srt/2024/elts/srt-roles-2024.xsd", "https://xbrl.fasb.org/srt/2024/elts/srt-types-2024.xsd", "https://xbrl.fasb.org/us-gaap/2024/elts/us-gaap-2024.xsd", "https://xbrl.fasb.org/us-gaap/2024/elts/us-roles-2024.xsd", "https://xbrl.fasb.org/us-gaap/2024/elts/us-types-2024.xsd", "https://xbrl.sec.gov/country/2024/country-2024.xsd", "https://xbrl.sec.gov/dei/2024/dei-2024.xsd", "https://xbrl.sec.gov/ecd/2024/ecd-2024.xsd", "https://xbrl.sec.gov/ecd/2024/ecd-sub-2024.xsd", "https://xbrl.sec.gov/stpr/2024/stpr-2024.xsd"] } }, "keyStandard": 220, "keyCustom": 47, "axisStandard": 18, "axisCustom": 0, "memberStandard": 15, "memberCustom": 27, "hidden": { "total": 9, "http://fasb.org/us-gaap/2024": 5, "http://xbrl.sec.gov/dei/2024": 4 }, "contextCount": 197, "entityCount": 1, "segmentCount": 50, "elementCount": 573, "unitCount": 4, "baseTaxonomies": { "http://fasb.org/us-gaap/2024": 551, "http://xbrl.sec.gov/dei/2024": 31, "http://xbrl.sec.gov/ecd/2024": 20, "http://fasb.org/srt/2024": 1 }, "report": { "R1": { "role": "http://www.fractyl.com/20240930/taxonomy/role/DocumentDocumentAndEntityInformation", "longName": "100000 - 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Loss, Current, Total", "documentation": "Amount, after allowance for credit loss, of right to consideration from customer for product sold and service rendered in normal course of business, classified as current." } } }, "auth_ref": ["r708"] }, "guts_AccruedExternalResearchAndDevelopmentServicesCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://www.fractyl.com/20240930/taxonomy/role/DisclosureAccruedExpensesAndOtherCurrentLiabilitiesScheduleOfAccruedExpensesAndOtherCurrentLiabilitiesDetails"], "lang": { "en-us": { "role": { "terseLabel": "External research and development services", "label": "Accrued External Research And Development Services Current", "documentation": "Accrued external research and development services current." } } }, "auth_ref": [] }, "us-gaap_AccruedPayrollTaxesCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccruedPayrollTaxesCurrent", "crdr": "credit", "presentation": ["http://www.fractyl.com/20240930/taxonomy/role/DisclosureAccruedExpensesAndOtherCurrentLiabilitiesScheduleOfAccruedExpensesAndOtherCurrentLiabilitiesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Payroll and payroll-related expenses", "label": "Accrued Payroll Taxes, Current", "documentation": "Carrying value as of the balance sheet date of obligations incurred and payable for statutory payroll taxes incurred through that date and withheld from employees pertaining to services received from them, including entity's matching share of the employees FICA taxes and contributions to the state and federal unemployment insurance programs. 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Basis of presentation describes the underlying basis used to prepare the financial statements (for example, US Generally Accepted Accounting Principles, Other Comprehensive Basis of Accounting, IFRS). Accounting policies describe all significant accounting policies of the reporting entity." } } }, "auth_ref": [ "r69" ] }, "guts_BeginningSeptember302026Member": { "xbrltype": "domainItemType", "nsuri": "http://www.fractyl.com/20240930", "localname": "BeginningSeptember302026Member", "presentation": [ "http://www.fractyl.com/20240930/taxonomy/role/DisclosureNotesPayableAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Beginning September 30, 2026", "label": "Beginning September 30, 2026 [Member]", "documentation": "Beginning September 30, 2026." } } }, "auth_ref": [] }, "us-gaap_CapitalExpendituresIncurredButNotYetPaid": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CapitalExpendituresIncurredButNotYetPaid", "crdr": "credit", "presentation": [ "http://www.fractyl.com/20240930/taxonomy/role/StatementConsolidatedStatementsOfCashFlowsUnaudited" ], "lang": { "en-us": { "role": { "terseLabel": "Purchases of property and equipment included in accounts payable", "label": "Capital Expenditures Incurred but Not yet Paid", "documentation": "Future cash outflow to pay for purchases of fixed assets that have occurred." } } }, "auth_ref": [ "r14", "r15", "r16" ] }, "us-gaap_CashAndCashEquivalentsAtCarryingValue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashAndCashEquivalentsAtCarryingValue", "crdr": "debit", "presentation": [ "http://www.fractyl.com/20240930/taxonomy/role/DisclosureNatureOfTheBusinessAdditionalInformationDetails", "http://www.fractyl.com/20240930/taxonomy/role/DisclosureNotesPayableAdditionalInformationDetails", "http://www.fractyl.com/20240930/taxonomy/role/StatementConsolidatedBalanceSheetsUnaudited" ], "lang": { "en-us": { "role": { "verboseLabel": "Cash and/or certain permitted cash equivalent investments", "terseLabel": "Cash and cash equivalents", "label": "Cash and Cash Equivalents, at Carrying Value", "totalLabel": "Cash and Cash Equivalents, at Carrying Value, Total", "documentation": "Amount of currency on hand as well as demand deposits with banks or financial institutions. Includes other kinds of accounts that have the general characteristics of demand deposits. Also includes short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. Excludes cash and cash equivalents within disposal group and discontinued operation." } } }, "auth_ref": [ "r13", "r117", "r547" ] }, "us-gaap_CashAndCashEquivalentsAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashAndCashEquivalentsAxis", "presentation": [ "http://www.fractyl.com/20240930/taxonomy/role/DisclosureFairValueMeasurementsScheduleOfFinancialAssetsAndLiabilitiesMeasuredAtFairValueOnRecurringBasisDetails" ], "lang": { "en-us": { "role": { "label": "Cash and Cash Equivalents [Axis]", "documentation": "Information by type of cash and cash equivalent balance." } } }, "auth_ref": [ "r117" ] }, "us-gaap_CashAndCashEquivalentsFairValueDisclosure": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashAndCashEquivalentsFairValueDisclosure", "crdr": "debit", "presentation": [ "http://www.fractyl.com/20240930/taxonomy/role/DisclosureFairValueMeasurementsScheduleOfFinancialAssetsAndLiabilitiesMeasuredAtFairValueOnRecurringBasisDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Cash equivalents", "label": "Cash and Cash Equivalents, Fair Value Disclosure", "documentation": "Fair value portion of currency on hand as well as demand deposits with banks or financial institutions. 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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. 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Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates." } } }, "auth_ref": [ "r1", "r66" ] }, "guts_ChangeOfControlMember": { "xbrltype": "domainItemType", "nsuri": "http://www.fractyl.com/20240930", "localname": "ChangeOfControlMember", "presentation": [ "http://www.fractyl.com/20240930/taxonomy/role/DisclosureNotesPayableAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Change of Control", "label": "Change of Control [Member]", "documentation": "Change of control." } } }, "auth_ref": [] }, "ecd_ChangedPeerGroupFnTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "ChangedPeerGroupFnTextBlock", "presentation": [ "http://xbrl.sec.gov/ecd/role/PvpDisclosure" ], "lang": { "en-us": { "role": { "label": "Changed Peer Group, Footnote [Text Block]", "terseLabel": "Changed Peer Group, Footnote" } } }, "auth_ref": [ "r639" ] }, "ecd_ChngInFrValAsOfVstngDtOfPrrYrEqtyAwrdsVstdInCvrdYrMember": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "ChngInFrValAsOfVstngDtOfPrrYrEqtyAwrdsVstdInCvrdYrMember", "presentation": [ "http://xbrl.sec.gov/ecd/role/PvpDisclosure" ], "lang": { "en-us": { "role": { "label": "Change in Fair Value as of Vesting Date of Prior Year Equity Awards Vested in Covered Year [Member]", "terseLabel": "Change in Fair Value as of Vesting Date of Prior Year Equity Awards Vested in Covered Year" } } }, "auth_ref": [ "r636" ] }, "ecd_ChngInFrValOfOutsdngAndUnvstdEqtyAwrdsGrntdInPrrYrsMember": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "ChngInFrValOfOutsdngAndUnvstdEqtyAwrdsGrntdInPrrYrsMember", "presentation": [ "http://xbrl.sec.gov/ecd/role/PvpDisclosure" ], "lang": { "en-us": { "role": { "label": "Year-over-Year Change in Fair Value of Equity Awards Granted in Prior Years That are Outstanding and Unvested [Member]", "terseLabel": "Year-over-Year Change in Fair Value of Equity Awards Granted in Prior Years That are Outstanding and Unvested" } } }, "auth_ref": [ "r634" ] }, "dei_CityAreaCode": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "CityAreaCode", "presentation": [ "http://www.fractyl.com/20240930/taxonomy/role/DocumentDocumentAndEntityInformation" ], "lang": { "en-us": { "role": { "label": "City Area Code", "documentation": "Area
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securities (usually equity) from the issuer at a specific price within a certain time frame. Warrants are often included in a new debt issue to entice investors by a higher return
potential. The main difference between warrants and call options is that warrants are issued and guaranteed by the company, whereas options are exchange instruments and
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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
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outstanding. Common stock represent the ownership interest in a corporation." } } }, "auth_ref": [ "r6", "r51", "r488", "r506", "r779", "r780" ] }, "us-
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value; 300,000,000 shares authorized, 47,913,235 shares issued and outstanding at September 30, 2024; 107,000,000 shares authorized, 2,105,815 shares issued and
outstanding at December 31, 2023", "label": "Common Stock, Value, Issued", "documentation": "Aggregate par or stated value of issued nonredeemable common stock (or
common stock redeemable solely at the option of the issuer). This item includes treasury stock repurchased by the entity. Note: elements for number of nonredeemable
common shares, par value and other disclosure concepts are in another section within stockholders' equity." } } }, "auth_ref": [ "r51", "r438", "r579" ] },
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Lease Payments for Operating and Finance Leases", "label": "Contractual Obligation, Fiscal Year Maturity [Table Text Block]", "documentation": "Tabular disclosure of
contractual obligation by timing of payment due. Includes, but is not limited to, long-term debt obligation, lease obligation, and purchase obligation." } } }, "auth_ref": [
"r684", "r696" ] }, "us-gaap_ConversionOfStockAmountConverted1": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname":
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"http://www.fractyl.com/20240930/taxonomy/role/DisclosureNotesPayableTables",
"http://www.fractyl.com/20240930/taxonomy/role/StatementConsolidatedStatementsOfConvertiblePreferredStockAndStockholdersEquityDeficitUnaudited" ], "lang": { "en-us":
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another security at the option of the issuer or the holder, for example, but not limited to, the entity's common stock." } } }, "auth_ref": [ "r74", "r222", "r223", "r233", "r234",
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sheet date of long-term debt (with maturities initially due after one year or beyond the operating cycle if longer) identified as Convertible Notes Payable, excluding current
portion. Convertible Notes Payable is a written promise to pay a note which can be exchanged for a specified amount of another, related security, at the option of the issuer
and the holder." } } }, "auth_ref": [ "r8" ] }, "guts_ConvertiblePreferredStockDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri":
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"http://www.fractyl.com/20240930/taxonomy/role/StatementConsolidatedBalanceSheetsUnauditedParenthetical",
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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." } } }, "auth_ref": [ "r14", "r16" ] }, "us-gaap_DebtConversionOriginalDebtDueDateOfDebtDayMonthAndYear": { "xbrltype":
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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
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Where multiple classes or units exist define each class/interest by adding class of stock items such as Common Class A [Member], Common Class B [Member] or Partnership Interest [Member] onto the Instrument [Domain] of the Entity Listings, Instrument." } } }, "auth_ref": [] }, "dei_EntityCurrentReportingStatus": { "xbrltype": "yesNoItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityCurrentReportingStatus", "presentation": ["http://www.fractyl.com/20240930/taxonomy/role/DocumentDocumentAndEntityInformation"], "lang": { "en-us": { "role": { "label": "Entity Current Reporting Status", "documentation": "Indicate 'Yes' or 'No' whether registrants (1) have filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that registrants were required to file such reports), and (2) have been subject to such filing requirements for the past 90 days. 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of what those activities are being directed toward." } } }, "auth_ref": ["r94", "r103"] }, "us-gaap_NetCashProvidedByUsedInFinancingActivities": { "xbrltype":
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initial public offering, net of underwriting discounts and commissions", "terseLabel": "Proceeds from issuance of common stock", "label": "Proceeds from Issuance Initial Public Offering", "documentation": "The cash inflow associated with the amount received from entity's first offering of stock to the public." } } }, "auth_ref": ["r2"] }, "guts_ProceedsFromIssuanceOfCommonStockNet": { "xbrltype": "monetaryItemType", "nsuri": "http://www.fractyl.com/20240930", "localname": "ProceedsFromIssuanceOfCommonStockNet", "crdr": "debit", "presentation": ["http://www.fractyl.com/20240930/taxonomy/role/DisclosureNatureOfTheBusinessAdditionalInformationDetails"], "lang": { "en-us": { "role": { "verboseLabel": "Net proceeds from issuance of common stock", "terseLabel": "Proceeds from issuance of common stock net", "label": "Proceeds From Issuance Of Common Stock Net", "documentation": "Proceeds from issuance of common stock net." } } }, "auth_ref": [] }, "us-gaap_ProceedsFromIssuanceOrSaleOfEquity": 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Includes, but is not limited to, work of art, historical treasure, and similar asset classified as collections." } } }, "auth_ref": ["r71", "r97", "r100", "r101"] }, "us-gaap_PropertyPlantAndEquipmentNet": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PropertyPlantAndEquipmentNet", "crdr": "debit", "presentation": ["http://www.fractyl.com/20240930/taxonomy/role/StatementConsolidatedBalanceSheetsUnaudited"], "lang": { "en-us": { "role": { "totalLabel": "Property and equipment, net", "terseLabel": "Property and equipment, net", "label": "Property, Plant and Equipment, Net", "documentation": "Amount 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." } } }, "auth_ref": ["r5", "r421", "r434", "r442", "r579"] }, "ecd_PvpTable": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "PvpTable", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "Pay vs Performance Disclosure [Table]", "terseLabel": "Pay vs Performance Disclosure" } } }, "auth_ref": ["r629"] }, "ecd_PvpTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "PvpTableTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "Pay vs Performance [Table Text Block]", "terseLabel": "Pay vs Performance Disclosure, Table" } } }, "auth_ref": ["r629"] }, "srt_RangeAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "RangeAxis", "presentation": ["http://www.fractyl.com/20240930/taxonomy/role/DisclosureConvertiblePreferredStockAdditionalIformationDetails", "http://www.fractyl.com/20240930/taxonomy/role/DisclosureNotesPayableAdditionalInformationDetails"], "lang": { "en-us": { "role": { "label": "Statistical Measurement [Axis]", "documentation": "Information by statistical measurement. 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Includes, but is not limited to, cost for computer software product to be sold, leased, or otherwise marketed and writeoff of research and development assets acquired in transaction other than business combination or joint venture formation or both. Excludes write-down of intangible asset acquired in business combination or from joint venture formation or both, used in research and development activity." } } }, "auth_ref": ["r326", "r546", "r552", "r775"] }, "us-gaap_ResearchAndDevelopmentExpenseMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ResearchAndDevelopmentExpenseMember", "presentation": ["http://www.fractyl.com/20240930/taxonomy/role/DisclosureStockbasedCompensationSummaryOfSharebasedCompensationExpenseRelatedToStockOptionsAndRestrictedStockU], "lang": { "en-us": { "role": { "verboseLabel": "Research and Development", "terseLabel": "Research and Development Expenses", "label": "Research and Development Expense [Member]", "documentation": "Primary financial statement caption in which the reported facts about research and development expense have been included." } } }, "auth_ref": [] }, "guts_ResearchAndDevelopmentTaxCreditCarryforwardsExpirationYear": { "xbrltype": "gYearItemType", "nsuri": "http://www.fractyl.com/20240930", "localname": "ResearchAndDevelopmentTaxCreditCarryforwardsExpirationYear", "presentation": ["http://www.fractyl.com/20240930/taxonomy/role/DisclosureIncomeTaxesAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Research and development tax credit carryforwards expiration year", "label": "Research and Development Tax Credit Carryforwards Expiration Year", "documentation": "Research and development tax credit carryforwards expiration year." } } }, "auth_ref": [] }, "ecd_RestatementDateAxis": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "RestatementDateAxis", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "label": "Restatement Determination Date [Axis]", "terseLabel": "Restatement Determination Date:" } } }, "auth_ref": ["r598", "r608", "r618", "r650"] }, "ecd_RestatementDeterminationDate": { "xbrltype": "dateItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "RestatementDeterminationDate", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "label": "Restatement Determination Date", "terseLabel": "Restatement Determination Date" } } }, "auth_ref": ["r599", "r609", "r619", "r651"] }, "ecd_RestatementDoesNotRequireRecoveryTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "RestatementDoesNotRequireRecoveryTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "label": "Restatement Does Not Require Recovery [Text Block]", "terseLabel": "Restatement does not require Recovery" } } }, "auth_ref": ["r606", "r616", "r626", "r658"] }, "us-gaap_RestrictedCashAndCashEquivalentsCashAndCashEquivalentsMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestrictedCashAndCashEquivalentsCashAndCashEquivalentsMember", "presentation": ["http://www.fractyl.com/20240930/taxonomy/role/DisclosureFairValueMeasurementsScheduleOfFinancialAssetsAndLiabilitiesMeasuredAtFairValueOnRecurringBasisDetails"], "lang": { "en-us": { "role": { "label": "Cash and Cash Equivalents [Domain]", "documentation": "Type of cash and cash equivalent. Cash is currency on hand as well as demand deposits with banks or financial institutions. Includes other kinds of accounts that have the general characteristics of demand deposits. Also includes short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes

in interest rates." } } }, "auth_ref": ["r117"] }, "us-gaap_RestrictedCashCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestrictedCashCurrent", "crdr": "debit", "presentation": ["http://www.fractyl.com/20240930/taxonomy/role/StatementConsolidatedBalanceSheetsUnaudited"], "lang": { "en-us": { "role": { "terseLabel": "Restricted cash, current", "label": "Restricted Cash, Current", "documentation": "Amount of cash 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." } } }, "auth_ref": ["r685", "r690"] }, "us-gaap_RestrictedCashNoncurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestrictedCashNoncurrent", "crdr": "debit", "presentation": ["http://www.fractyl.com/20240930/taxonomy/role/StatementConsolidatedBalanceSheetsUnaudited"], "lang": { "en-us": { "role": { "terseLabel": "Restricted cash, long-term", "label": "Restricted Cash, Noncurrent", "documentation": "Amount 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." } } }, "auth_ref": ["r93", "r686", "r690"] }, "us-gaap_RestrictedStockUnitsRSUMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestrictedStockUnitsRSUMember", "presentation": ["http://www.fractyl.com/20240930/taxonomy/role/DisclosureStockbasedCompensationAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Restricted Stock Units", "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", "presentation": ["http://www.fractyl.com/20240930/taxonomy/role/DisclosureNatureOfTheBusinessAdditionalInformationDetails", "http://www.fractyl.com/20240930/taxonomy/role/StatementConsolidatedBalanceSheetsUnaudited"], "lang": { "en-us": { "role": { "negatedLabel": "Accumulated deficit", "terseLabel": "Accumulated deficit", "label": "Retained Earnings (Accumulated Deficit)", "totalLabel": "Retained Earnings (Accumulated Deficit), Total", "documentation": "Amount of accumulated undistributed earnings (deficit)." } } }, "auth_ref": ["r53", "r80", "r440", "r455", "r456", "r463", "r489", "r579"] }, "us-gaap_RetainedEarningsMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RetainedEarningsMember", "presentation": ["http://www.fractyl.com/20240930/taxonomy/role/StatementConsolidatedStatementsOfConvertiblePreferredStockAndStockholdersEquityDeficitUnaudited"], "lang": { "en-us": { "role": { "terseLabel": "Accumulated Deficit", "label": "Retained Earnings [Member]", "documentation": "Accumulated undistributed earnings (deficit)." } } }, "auth_ref": ["r113", "r146", "r147", "r148", "r150", "r155", "r157", "r159", "r193", "r194", "r195", "r347", "r348", "r355", "r356", "r357", "r359", "r360", "r361", "r370", "r372", "r373", "r375", "r377", "r412", "r413", "r452", "r454", "r466", "r779"] }, "us-gaap_RevenueFromContractWithCustomerIncludingAssessedTax": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevenueFromContractWithCustomerIncludingAssessedTax", "crdr": "credit", "presentation": ["http://www.fractyl.com/20240930/taxonomy/role/StatementConsolidatedStatementsOfOperationsAndComprehensiveLossUnaudited"], "lang": { "en-us": { "role": { "terseLabel": "Revenue", "label": "Revenue from Contract with Customer, Including Assessed Tax", "documentation": "Amount, including tax collected from customer, of revenue from satisfaction of performance obligation by transferring promised good or service to customer. Tax collected from customer is tax assessed by governmental authority that is both imposed on and concurrent with specific revenue-producing transaction, including, but not limited to, sales, use, value-added and excise." } } }, "auth_ref": ["r88", "r89", "r176", "r181", "r182", "r185", "r187", "r188", "r189", "r190", "r268", "r269", "r430"] }, "us-gaap_RightOfUseAssetObtainedInExchangeForFinanceLeaseLiability": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RightOfUseAssetObtainedInExchangeForFinanceLeaseLiability", "crdr": "debit", "presentation": ["http://www.fractyl.com/20240930/taxonomy/role/StatementConsolidatedStatementsOfCashFlowsUnaudited"], "lang": { "en-us": { "role": { "terseLabel": "Finance lease right-of-use asset obtained in exchange for lease liability", "label": "Right-of-Use Asset Obtained in Exchange for Finance Lease Liability", "documentation": "Amount of increase in right-of-use asset obtained in exchange for finance lease liability." } } }, "auth_ref": ["r419", "r578"] }, "ecd_Rule10b51ArrAdoptedFlag": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "Rule10b51ArrAdoptedFlag", "presentation": ["http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements"], "lang": { "en-us": { "role": { "label": "Rule 10b5-1 Arrangement Adopted [Flag]", "terseLabel": "Rule 10b5-1 Arrangement Adopted" } } }, "auth_ref": ["r667"] }, "ecd_Rule10b51ArrTrmntdFlag": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "Rule10b51ArrTrmntdFlag", "presentation": ["http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements"], "lang": { "en-us": { "role": { "label": "Rule 10b5-1 Arrangement Terminated [Flag]", "terseLabel": "Rule 10b5-1 Arrangement Terminated" } } }, "auth_ref": ["r667"] }, "us-gaap_SaleOfStockNameOfTransactionDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SaleOfStockNameOfTransactionDomain", "presentation": ["http://www.fractyl.com/20240930/taxonomy/role/DisclosureNatureOfTheBusinessAdditionalInformationDetails", "http://www.fractyl.com/20240930/taxonomy/role/DisclosureNotesPayableAdditionalInformationDetails"], "lang": { "en-us": { "role": { "label": "Sale of Stock [Domain]", "documentation": "Sale of the entity's stock, including, but not limited to, initial public offering (IPO) and private placement." } } }, "auth_ref": [] }, "us-gaap_SaleOfStockNumberOfSharesIssuedInTransaction": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SaleOfStockNumberOfSharesIssuedInTransaction", "presentation": ["http://www.fractyl.com/20240930/taxonomy/role/DisclosureNatureOfTheBusinessAdditionalInformationDetails"], "lang": { "en-us": { "role": { "label": "Sale of Stock, Number of Shares Issued in Transaction", "documentation": "The number of shares issued or sold by the subsidiary or equity method investee per stock transaction." } } }, "auth_ref": [] }, "us-gaap_SaleOfStockPricePerShare": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SaleOfStockPricePerShare", "presentation": ["http://www.fractyl.com/20240930/taxonomy/role/DisclosureNatureOfTheBusinessAdditionalInformationDetails"], "lang": { "en-us": { "role": { "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": [] }, "srt_ScenarioForecastMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "ScenarioForecastMember", "presentation": ["http://www.fractyl.com/20240930/taxonomy/role/DisclosureIncomeTaxesAdditionalInformationDetails", "http://www.fractyl.com/20240930/taxonomy/role/DisclosureNetLossPerShareSummaryOfSecuritiesThatCouldPotentiallyDiluteBasicNetLossPerShareInFutureWereNotIncludedI "http://www.fractyl.com/20240930/taxonomy/role/DisclosureNotesPayableAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Scenario Forecast", "label": "Forecast [Member]", "documentation": "Information reported for future period. Excludes information expected to be reported in future period for effect on historical fact." } } }, "auth_ref": ["r278", "r683", "r700"] }, "srt_ScenarioUnspecifiedDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "ScenarioUnspecifiedDomain", "presentation": ["http://www.fractyl.com/20240930/taxonomy/role/DisclosureIncomeTaxesAdditionalInformationDetails", "http://www.fractyl.com/20240930/taxonomy/role/DisclosureNetLossPerShareSummaryOfSecuritiesThatCouldPotentiallyDiluteBasicNetLossPerShareInFutureWereNotIncludedI "http://www.fractyl.com/20240930/taxonomy/role/DisclosureNotesPayableAdditionalInformationDetails"], "lang": { "en-us": { "role": { "label": "Scenario [Domain]", "documentation": "Scenario reported, distinguishing information from actual fact. Includes, but is not limited to, pro forma and forecast. Excludes actual facts." } } }, "auth_ref": ["r110", "r160", "r278", "r680", "r700"] }, "us-gaap_ScheduleOfAccountsPayableAndAccruedLiabilitiesTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfAccountsPayableAndAccruedLiabilitiesTableTextBlock", "presentation": ["http://www.fractyl.com/20240930/taxonomy/role/DisclosureAccruedExpensesAndOtherCurrentLiabilitiesTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Accrued Expenses and Other Current Liabilities", "label": "Schedule of Accounts Payable and Accrued Liabilities [Table Text Block]", "documentation": "Tabular disclosure of the (a) carrying value as of the balance sheet date of liabilities incurred (and for which invoices have typically been received) and payable to vendors for goods and services received that are used in an entity's business (accounts payable); (b) other payables; and (c) accrued liabilities. 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). An alternative caption includes accrued expenses." } } }, "auth_ref": [] }, "us-gaap_ScheduleOfAntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfAntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareTable", "presentation": ["http://www.fractyl.com/20240930/taxonomy/role/DisclosureNetLossPerShareSummaryOfSecuritiesThatCouldPotentiallyDiluteBasicNetLossPerShareInFutureWereNotIncludedI], "lang": { "en-us": { "role": { "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://www.fractyl.com/20240930/taxonomy/role/DisclosureNetLossPerShareTables"], "lang": { "en-us": { "role": { "terseLabel": "Summary of Securities That Could Potentially Dilute Basic Net Loss Per Share in Future Were Not Included in Computation of Diluted Net Loss 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_ScheduleOfDebtInstrumentsTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfDebtInstrumentsTextBlock", "presentation": ["http://www.fractyl.com/20240930/taxonomy/role/DisclosureNotesPayableTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Notes Payable, Long-Term", "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": ["r8", "r26", "r29", "r34", "r78", "r79", "r556", "r558", "r696", "r764"] }, "us-gaap_ScheduleOfDeferredTaxAssetsAndLiabilitiesTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfDeferredTaxAssetsAndLiabilitiesTableTextBlock", "presentation": ["http://www.fractyl.com/20240930/taxonomy/role/DisclosureIncomeTaxesTables"], "lang": { "en-us": { "role": { "terseLabel": "Summary of Net Deferred Tax Assets", "label": "Schedule of Deferred Tax Assets and Liabilities [Table Text Block]", "documentation": "Tabular disclosure of the components of net deferred tax asset or liability recognized in an entity's statement of financial position, including the following: the total of all deferred tax liabilities, the total of all deferred tax assets, the total valuation allowance recognized for deferred tax assets." } } }, "auth_ref": ["r751"] }, "us-gaap_ScheduleOfEffectiveIncomeTaxRateReconciliationTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfEffectiveIncomeTaxRateReconciliationTableTextBlock", "presentation": ["http://www.fractyl.com/20240930/taxonomy/role/DisclosureIncomeTaxesTables"], "lang": { "en-us": { "role": { "terseLabel": "Summary of Effective Income Tax Rate Reconciliation", "label": "Schedule of Effective Income Tax Rate Reconciliation [Table Text Block]", "documentation": "Tabular disclosure of the reconciliation using percentage or dollar amounts of the reported amount of income tax expense attributable to continuing operations for the year to the amount of income tax expense that would result from applying domestic federal statutory tax rates to pretax income from continuing operations." } } }, "auth_ref": ["r332", "r567", "r747"] }, "us-gaap_ScheduleOfEmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfEmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsTable", "presentation": ["http://www.fractyl.com/20240930/taxonomy/role/DisclosureStockbasedCompensationSummaryOfSharebasedCompensationExpenseRelatedToStockOptionsAndRestrictedStockU], "lang": { "en-us": { "role": { "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": ["r31"] }, "us-gaap_ScheduleOfEmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfEmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsTextBlock", "presentation": ["http://www.fractyl.com/20240930/taxonomy/role/DisclosureStockbasedCompensationTables"], "lang": { "en-us": { "role": { "terseLabel": "Summary of Share-Based Compensation Expense Related to Stock Options and Restricted Stock Units", "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": ["r31"] }, "us-gaap_ScheduleOfFairValueAssetsAndLiabilitiesMeasuredOnRecurringBasisTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfFairValueAssetsAndLiabilitiesMeasuredOnRecurringBasisTableTextBlock", "presentation": ["http://www.fractyl.com/20240930/taxonomy/role/DisclosureFairValueMeasurementsTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Financial Assets and Liabilities Measured at Fair Value on Recurring Basis", "label": "Schedule of Fair Value, Assets and Liabilities Measured on Recurring Basis [Table Text Block]", "documentation": "Tabular disclosure of assets and liabilities, including [financial] instruments measured at fair value that are classified in stockholders' equity, if any, that are measured at fair value on a recurring basis. The disclosures contemplated herein include the fair value measurements at the reporting date by the level within the fair value hierarchy in which the fair value measurements in their entirety fall, segregating fair value measurements using quoted prices in active markets for identical assets

(Level 1), significant other observable inputs (Level 2), and significant unobservable inputs (Level 3)." } } }, "auth_ref": ["r756", "r757"] }, "us-gaap_ScheduleOfShareBasedCompensationArrangementsByShareBasedPaymentAwardTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfShareBasedCompensationArrangementsByShareBasedPaymentAwardTable", "presentation": ["http://www.fractyl.com/20240930/taxonomy/role/DisclosureStockbasedCompensationAdditionalInformationDetails"], "lang": { "en-us": { "role": { "label": "Schedule of Share-Based Compensation Arrangements by Share-Based Payment Award [Table]", "documentation": "Disclosure of information about share-based payment arrangement." } } }, "auth_ref": ["r280", "r282", "r284", "r285", "r286", "r288", "r289", "r290", "r291", "r292", "r293", "r294", "r295", "r296", "r297", "r298", "r299", "r300", "r301", "r302", "r303", "r304", "r305", "r308", "r309", "r310", "r311", "r312"] }, "us-gaap_ScheduleOfStockByClassTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfStockByClassTable", "presentation": ["http://www.fractyl.com/20240930/taxonomy/role/DisclosureConvertiblePreferredStockAdditionalIformationDetails", "http://www.fractyl.com/20240930/taxonomy/role/DisclosureConvertiblePreferredStockSummaryOfConvertiblePreferredStockDetails"], "lang": { "en-us": { "role": { "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": ["r24", "r25", "r26", "r27", "r28", "r29", "r76", "r78", "r79", "r80", "r121", "r122", "r123", "r178", "r250", "r251", "r253", "r255", "r258", "r263", "r265", "r459", "r460", "r461", "r462", "r560", "r679", "r691"] }, "guts_SecondTrancheMember": { "xbrltype": "domainItemType", "nsuri": "http://www.fractyl.com/20240930", "localname": "SecondTrancheMember", "presentation": ["http://www.fractyl.com/20240930/taxonomy/role/DisclosureNotesPayableAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Second Tranche", "label": "Second Tranche [Member]", "documentation": "Second tranche." } } }, "auth_ref": [] }, "dei_Security12bTitle": { "xbrltype": "securityTitleItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "Security12bTitle", "presentation": ["http://www.fractyl.com/20240930/taxonomy/role/DocumentDocumentAndEntityInformation"], "lang": { "en-us": { "role": { "label": "Title of 12(b) Security", "documentation": "Title of a 12(b) registered security." } } }, "auth_ref": ["r592"] }, "dei_SecurityExchangeName": { "xbrltype": "edgarExchangeCodeItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "SecurityExchangeName", "presentation": ["http://www.fractyl.com/20240930/taxonomy/role/DocumentDocumentAndEntityInformation"], "lang": { "en-us": { "role": { "label": "Security Exchange Name", "documentation": "Name of the Exchange on which a security is registered." } } }, "auth_ref": ["r594"] }, "us-gaap_SellingGeneralAndAdministrativeExpense": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SellingGeneralAndAdministrativeExpense", "crdr": "debit", "presentation": ["http://www.fractyl.com/20240930/taxonomy/role/StatementConsolidatedStatementsOfOperationsAndComprehensiveLossUnaudited"], "lang": { "en-us": { "role": { "terseLabel": "Selling, general and administrative", "label": "Selling, General and Administrative Expense", "totalLabel": "Selling, General and Administrative Expense, Total", "documentation": "The aggregate total costs related to selling a firm's product and services, as well as all other general and administrative expenses. Direct selling expenses (for example, credit, warranty, and advertising) are expenses that can be directly linked to the sale of specific products. Indirect selling expenses are expenses that cannot be directly linked to the sale of specific products, for example telephone expenses, Internet, and postal charges. General and administrative expenses include salaries of non-sales personnel, rent, utilities, communication, etc." } } }, "auth_ref": ["r60"] }, "us-gaap_SellingGeneralAndAdministrativeExpensesMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SellingGeneralAndAdministrativeExpensesMember", "presentation": ["http://www.fractyl.com/20240930/taxonomy/role/DisclosureNotesPayableAdditionalInformationDetails", "http://www.fractyl.com/20240930/taxonomy/role/DisclosureStockbasedCompensationSummaryOfSharebasedCompensationExpenseRelatedToStockOptionsAndRestrictedStockU], "lang": { "en-us": { "role": { "verboseLabel": "Selling, General and Administrative", "terseLabel": "Selling, General and Administrative Expenses", "label": "Selling, General and Administrative Expenses [Member]", "documentation": "Primary financial statement caption encompassing selling, general and administrative expense." } } }, "auth_ref": [] }, 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"http://www.fractyl.com/20240930/taxonomy/role/DisclosureWarrantLiabilitiesAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Series B Convertible Preferred Stock Warrants", "label": "Series B Convertible Preferred Stock warrants [Member]", "documentation": "Series B convertible preferred stock warrants." } } }, "auth_ref": [] }, "guts_SeriesC1ConvertiblePreferredStockMember": { "xbrltype": "domainItemType", "nsuri": "http://www.fractyl.com/20240930", "localname": "SeriesC1ConvertiblePreferredStockMember", "presentation": ["http://www.fractyl.com/20240930/taxonomy/role/DisclosureConvertiblePreferredStockAdditionalIformationDetails", "http://www.fractyl.com/20240930/taxonomy/role/DisclosureConvertiblePreferredStockSummaryOfConvertiblePreferredStockDetails", "http://www.fractyl.com/20240930/taxonomy/role/DisclosureNetLossPerShareSummaryOfSecuritiesThatCouldPotentiallyDiluteBasicNetLossPerShareInFutureWereNotIncludedI], "lang": { "en-us": { "role": { 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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": ["r309"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsRiskFreeInterestRate": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsRiskFreeInterestRate", "presentation": ["http://www.fractyl.com/20240930/taxonomy/role/DisclosureWarrantLiabilitiesSummaryOfFairValueOfWarrantDeterminedUsingBlackScholesValuationModelDetails"], "lang":

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Includes, but is not limited to, pro forma and forecast. Excludes actual

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Appreciation Rights (SARs)", "documentation": "Right to receive cash or shares equal to appreciation of predetermined number of grantor's shares during predetermined time period." } } }, "auth_ref": [] }, "us-gaap_StockIssuedDuringPeriodSharesConversionOfConvertibleSecurities": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StockIssuedDuringPeriodSharesConversionOfConvertibleSecurities", "presentation": ["http://www.fractyl.com/20240930/taxonomy/role/DisclosureNotesPayableAdditionalInformationDetails", "http://www.fractyl.com/20240930/taxonomy/role/StatementConsolidatedStatementsOfConvertiblePreferredStockAndStockholdersEquityDeficitUnaudited"], "lang": { "en-us": { "role": { "verboseLabel": "Conversion of convertible preferred stock into common stock upon initial public offering (in shares)", "terseLabel": "Convertible notes converted into common stock", "label": "Stock Issued During Period, Shares, Conversion of Convertible Securities", 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Includes shares issued in an initial public offering or a secondary public offering." } } }, "auth_ref": ["r6", "r50", "r51", "r80", "r466", "r527", "r538", "r590"] }, "us-gaap_StockIssuedDuringPeriodValueOther": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StockIssuedDuringPeriodValueOther", "crdr": "credit", "presentation": ["http://www.fractyl.com/20240930/taxonomy/role/StatementConsolidatedStatementsOfConvertiblePreferredStockAndStockholdersEquityDeficitUnaudited"], "lang": { "en-us": { "role": { "terseLabel": "Reclassification of warrant liability to equity upon initial public offering", "label": "Stock Issued During Period, Value, Other", "documentation": "Value of shares of stock issued attributable to transactions classified as other." } } }, "auth_ref": [] }, "us-gaap_StockIssuedDuringPeriodValueStockOptionsExercised": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StockIssuedDuringPeriodValueStockOptionsExercised", "crdr": "credit", "presentation": ["http://www.fractyl.com/20240930/taxonomy/role/StatementConsolidatedStatementsOfConvertiblePreferredStockAndStockholdersEquityDeficitUnaudited"], "lang": { "en-us": { "role": { "terseLabel": "Exercise of common stock options", "label": "Stock Issued During Period, Value, Stock Options Exercised", "documentation": "Value of stock issued as a result of the exercise of stock options." } } }, "auth_ref": ["r6", "r51", "r54", "r55", "r80"] }, "us-gaap_StockholdersEquity": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StockholdersEquity", "crdr": "credit", "presentation": ["http://www.fractyl.com/20240930/taxonomy/role/StatementConsolidatedBalanceSheetsUnaudited", "http://www.fractyl.com/20240930/taxonomy/role/StatementConsolidatedStatementsOfConvertiblePreferredStockAndStockholdersEquityDeficitUnaudited"], "lang": { "en-us": { "role": { "totalLabel": "Total stockholders' equity (deficit)", "periodEndLabel": "Ending Balance", "periodStartLabel": "Beginning Balance", "label": "Equity, Attributable to Parent", "documentation": "Amount of equity (deficit) attributable to parent. Excludes temporary equity and equity attributable to noncontrolling interest." } } }, "auth_ref": ["r51", "r54", "r55", "r70", "r490", "r506", "r528", "r529", "r579", "r591", "r693", "r709", "r763", "r779"] }, "us-gaap_StockholdersEquityAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StockholdersEquityAbstract", "presentation": ["http://www.fractyl.com/20240930/taxonomy/role/StatementConsolidatedBalanceSheetsUnaudited"], "lang": { "en-us": { "role": { "terseLabel": "Stockholders' equity (deficit):", "label": "Equity, Attributable to Parent [Abstract]" } } }, "auth_ref": [] }, "us-gaap_StockholdersEquityNoteDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StockholdersEquityNoteDisclosureTextBlock", "presentation": ["http://www.fractyl.com/20240930/taxonomy/role/DisclosurePreferredAndCommonStock"], "lang": { "en-us": { "role": { "verboseLabel": "Preferred and Common Stock", "terseLabel": "Common Stock", "label": "Equity [Text Block]", "documentation": "The entire disclosure for equity." } } }, "auth_ref": ["r77", "r142", "r249", "r251", "r254", "r255", "r256", "r257", "r258", "r259", "r260", "r261", "r262", "r264", "r267", "r376", "r530", "r531", "r542"] }, "us-gaap_StockholdersEquityNoteStockSplitConversionRatio1": { "xbrltype": "pureItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StockholdersEquityNoteStockSplitConversionRatio1", "presentation": ["http://www.fractyl.com/20240930/taxonomy/role/DisclosurePreferredAndCommonStockAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Reverse stock split conversion ratio", "label": "Stockholders' Equity Note, Stock Split, Conversion Ratio", "documentation": "Ratio applied to the conversion of stock split, for example but not limited to, one share converted to two or two shares converted to one." } } }, "auth_ref": ["r81"] }, "us-gaap_StockholdersEquityReverseStockSplit": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StockholdersEquityReverseStockSplit", "presentation": ["http://www.fractyl.com/20240930/taxonomy/role/DisclosurePreferredAndCommonStockAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Reverse stock split, description", "label": "Stockholders' Equity, Reverse Stock Split", "documentation": "Description of the reverse stock split arrangement. 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no shares authorized and no shares issued or outstanding at September 30, 2024; 78,112,639 shares authorized and 77,994,156 shares issued and outstanding at December 31, 2023; aggregate liquidation preference of $0 and $379,081 at September 30, 2024 and December 31, 2023, respectively", "verboseLabel": "Carrying value", "periodEndLabel": "Ending Balance", "periodStartLabel": "Beginning Balance", "label": "Temporary Equity, Carrying Amount, Attributable to Parent", "documentation": "Carrying amount, attributable to parent, of an entity's issued and outstanding stock which is not included within permanent equity. Temporary equity is a security with redemption features that are outside the control of the issuer, is not classified as an asset or liability in conformity with GAAP, and is not mandatorily redeemable. Includes any type of security that is redeemable at a fixed or determinable price or on a fixed or determinable date or dates, is redeemable at the option of the holder, or has conditions for redemption which are not solely within the control of the issuer. Includes stock with a put option held by an ESOP and stock redeemable by a holder only in the event of a change in control of the issuer." } } }, "auth_ref": ["r212", "r214", "r215", "r216", "r219", "r220", "r322", "r439"] }, "us-gaap_TemporaryEquityDividendsAdjustment": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "TemporaryEquityDividendsAdjustment", "crdr": "debit", "presentation": ["http://www.fractyl.com/20240930/taxonomy/role/StatementConsolidatedStatementsOfOperationsAndComprehensiveLossUnaudited"], "lang": { "en-us": { "role": { "negatedLabel": "Accretion of dividends on convertible preferred stock", "terseLabel": "Accretion of dividends on convertible preferred stock", "label": "Temporary Equity, Dividends, Adjustment", "documentation": "Accretion of temporary equity during the period due to cash, stock, and in-kind dividends. This item is an adjustment to net income necessary to derive net income apportioned to common stockholders and is to be distinguished from Temporary Equity, Accretion of Dividends (Temporary Equity,

Accretion of Dividends)." } } }, "auth_ref": [] }, "us-gaap_TemporaryEquityLiquidationPreference": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "TemporaryEquityLiquidationPreference", "crdr": "credit", "presentation": ["http://www.fractyl.com/20240930/taxonomy/role/DisclosureConvertiblePreferredStockSummaryOfConvertiblePreferredStockDetails", "http://www.fractyl.com/20240930/taxonomy/role/StatementConsolidatedBalanceSheetsUnauditedParenthetical"], "lang": { "en-us": { "role": { "verboseLabel": "Liquidation preference", "terseLabel": "Convertible preferred stock, liquidation preference", "label": "Temporary Equity, Liquidation Preference", "documentation": "The aggregate liquidation preference (or restrictions) of stock classified as temporary equity that has a preference in involuntary liquidation considerably in excess of the par or stated value of the shares. The liquidation preference is the difference between the preference in liquidation and the par or stated values of the share. Temporary equity is a security with redemption features that are outside the control of the issuer, is not classified as an asset or liability in conformity with GAAP, and is not mandatorily redeemable. Includes any type of security that is redeemable at a fixed or determinable price or on a fixed or determinable date or dates, is redeemable at the option of the holder, or has conditions for redemption which are not solely within the control of the issuer. If convertible, the issuer does not control the actions or events necessary to issue the maximum number of shares that could be required to be delivered under the conversion option if the holder exercises the option to convert the stock to another class of equity. If the security is a warrant or a rights issue, the warrant or rights issue is considered to be temporary equity if the issuer cannot demonstrate that it would be able to deliver upon the exercise of the option by the holder in all cases. Includes stock with put option held by ESOP and stock redeemable by holder only in the event of a change in control of the issuer." } } }, "auth_ref": [] }, "us-gaap_TemporaryEquityParOrStatedValuePerShare": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "TemporaryEquityParOrStatedValuePerShare", "presentation": ["http://www.fractyl.com/20240930/taxonomy/role/DisclosureConvertiblePreferredStockAdditionalIformationDetails", "http://www.fractyl.com/20240930/taxonomy/role/StatementConsolidatedBalanceSheetsUnauditedParenthetical"], "lang": { "en-us": { "role": { "verboseLabel": "Convertible preferred stock, original issuance price", "terseLabel": "Convertible preferred stock, par value", "label": "Temporary Equity, Par or Stated Value Per Share", "documentation": "Per share amount of par value or stated value of stock classified as temporary equity. Temporary equity is a security with redemption features that are outside the control of the issuer, is not classified as an asset or liability in conformity with GAAP, and is not mandatorily redeemable." } } }, "auth_ref": ["r9", "r23"] }, "us-gaap_TemporaryEquitySharesAuthorized": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "TemporaryEquitySharesAuthorized", "presentation": ["http://www.fractyl.com/20240930/taxonomy/role/DisclosureConvertiblePreferredStockAdditionalIformationDetails", "http://www.fractyl.com/20240930/taxonomy/role/DisclosureConvertiblePreferredStockSummaryOfConvertiblePreferredStockDetails", "http://www.fractyl.com/20240930/taxonomy/role/StatementConsolidatedBalanceSheetsUnauditedParenthetical"], "lang": { "en-us": { "role": { "verboseLabel": "Convertible preferred shares authorized", "terseLabel": "Convertible preferred stock, shares authorized", "label": "Temporary Equity, Shares Authorized", "documentation": "The maximum number of securities classified as temporary equity that are permitted to be issued by an entity's charter and bylaws. Temporary equity is a security with redemption features that are outside the control of the issuer, is not classified as an asset or liability in conformity with GAAP, and is not mandatorily redeemable. Includes any type of security that is redeemable at a fixed or determinable price or on a fixed or determinable date or dates, is redeemable at the option of the holder, or has conditions for redemption which are not solely within the control of the issuer. If convertible, the issuer does not control the actions or events necessary to issue the maximum number of shares that could be required to be delivered under the conversion option if the holder exercises the option to convert the stock to another class of equity. If the security is a warrant or a rights issue, the warrant or rights issue is considered to be temporary equity if the issuer cannot demonstrate that it would be able to deliver upon the exercise of the option by the holder in all cases. Includes stock with put option held by ESOP and stock redeemable by holder only in the event of a change in control of the issuer." } } }, "auth_ref": ["r49"] }, "guts_TemporaryEquitySharesConversionOfConvertibleSecurities": { "xbrltype": "sharesItemType", "nsuri": "http://www.fractyl.com/20240930", "localname": "TemporaryEquitySharesConversionOfConvertibleSecurities", "presentation": ["http://www.fractyl.com/20240930/taxonomy/role/StatementConsolidatedStatementsOfConvertiblePreferredStockAndStockholdersEquityDeficitUnaudited"], "lang": { "en-us": { "role": { "negatedLabel": "Conversion of convertible preferred stock into common stock upon initial public offering (in shares)", "terseLabel": "Conversion of convertible preferred stock into common stock upon initial public offering (in shares)", "label": "Temporary Equity Shares Conversion Of Convertible Securities", "documentation": "Temporary equity shares conversion of convertible securities" } } }, "auth_ref": [] }, "us-gaap_TemporaryEquitySharesIssued": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "TemporaryEquitySharesIssued", "presentation": ["http://www.fractyl.com/20240930/taxonomy/role/DisclosureConvertiblePreferredStockSummaryOfConvertiblePreferredStockDetails", "http://www.fractyl.com/20240930/taxonomy/role/StatementConsolidatedBalanceSheetsUnauditedParenthetical"], "lang": { "en-us": { "role": { "verboseLabel": "Convertible preferred shares issued", "terseLabel": "Convertible preferred stock, shares issued", "label": "Temporary Equity, Shares Issued", "documentation": "The number of securities classified as temporary equity that have been sold (or granted) to the entity's shareholders. Securities issued include securities outstanding and securities held in treasury. Temporary equity is a security with redemption features that are outside the control of the issuer, is not classified as an asset or liability in conformity with GAAP, and is not mandatorily redeemable. Includes any type of security that is redeemable at a fixed or determinable price or on a fixed or determinable date or dates, is redeemable at the option of the holder, or has conditions for redemption which are not solely within the control of the issuer. If convertible, the issuer does not control the actions or events necessary to issue the maximum number of shares that could be required to be delivered under the conversion option if the holder exercises the option to convert the stock to another class of equity. If the security is a warrant or a rights issue, the warrant or rights issue is considered to be temporary equity if the issuer cannot demonstrate that it would be able to deliver upon the exercise of the option by the holder in all cases. Includes stock with put option held by ESOP and stock redeemable by holder only in the event of a change in control of the issuer." } } }, "auth_ref": ["r49"] }, "us-gaap_TemporaryEquitySharesOutstanding": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "TemporaryEquitySharesOutstanding", "presentation": ["http://www.fractyl.com/20240930/taxonomy/role/DisclosureConvertiblePreferredStockSummaryOfConvertiblePreferredStockDetails", "http://www.fractyl.com/20240930/taxonomy/role/StatementConsolidatedBalanceSheetsUnauditedParenthetical", "http://www.fractyl.com/20240930/taxonomy/role/StatementConsolidatedStatementsOfConvertiblePreferredStockAndStockholdersEquityDeficitUnaudited"], "lang": { "en-us": { "role": { "verboseLabel": "Convertible preferred shares outstanding", "periodStartLabel": "Beginning Balance (in shares)", "periodEndLabel": "Ending Balance (in shares)", "terseLabel": "Convertible preferred stock, shares outstanding", "label": "Temporary Equity, Shares Outstanding", "documentation": "The number of securities classified as temporary equity that have been issued and are held by the entity's shareholders. Securities outstanding equals securities issued minus securities held in treasury. Temporary equity is a security with redemption features that are outside the control of the issuer, is not classified as an asset or liability in conformity with GAAP, and is not mandatorily redeemable. Includes any type of security that is redeemable at a fixed or determinable price or on a fixed or determinable date or dates, is redeemable at the option of the holder, or has conditions for redemption which are not solely within the control of the issuer. If convertible, the issuer does not control the actions or events necessary to issue the maximum number of shares that could be required to be delivered under the conversion option if the holder exercises the option to convert the stock to another class of equity. If the security is a warrant or a rights issue, the warrant or rights issue is considered to be temporary equity if the issuer cannot demonstrate that it would be able to deliver upon the exercise of the option by the holder in all cases. Includes stock with put option held by ESOP and stock redeemable by holder only in the event of a change in control of the issuer." } } }, "auth_ref": ["r49"] }, "us-gaap_TemporaryEquityTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "TemporaryEquityTableTextBlock", "presentation": ["http://www.fractyl.com/20240930/taxonomy/role/DisclosureConvertiblePreferredStockTables"], "lang": { "en-us": { "role": { "terseLabel": "Summary of Convertible Preferred Stock", "label": "Temporary Equity [Table Text Block]", "documentation": "Tabular disclosure of temporary equity. Temporary equity is a security with redemption features that are outside the control of the issuer, is not classified as an asset or liability in conformity with GAAP, and is not mandatorily redeemable. Includes any type of security that is redeemable at a fixed or determinable price or on a fixed or determinable date or dates, is redeemable at the option of the holder, or has conditions for redemption which are not solely within the control of the issuer. If convertible, the issuer does not control the actions or events necessary to issue the maximum number of shares that could be required to be delivered under the conversion option if the holder exercises the option to convert the stock to another class of equity. If the security is a warrant or a rights issue, the warrant or rights issue is considered to be temporary equity if the issuer cannot demonstrate that it would be able to deliver upon the exercise of the option by the holder in all cases. Includes stock with put option held by ESOP and stock redeemable by holder only in the event of a change in control of the issuer." } } }, "auth_ref": ["r9", "r23"] }, "guts_TemporaryEquityValueConversionOfConvertibleSecurities": { "xbrltype": "monetaryItemType", "nsuri": "http://www.fractyl.com/20240930", "localname": "TemporaryEquityValueConversionOfConvertibleSecurities", "crdr": "debit", "presentation": ["http://www.fractyl.com/20240930/taxonomy/role/StatementConsolidatedStatementsOfConvertiblePreferredStockAndStockholdersEquityDeficitUnaudited"], "lang": { "en-us": { "role": { "negatedLabel": "Conversion of convertible preferred stock into common stock upon initial public offering", "terseLabel": "Conversion of convertible preferred stock into common stock upon initial public offering", "label": "Temporary Equity Value Conversion Of Convertible Securities", "documentation": "Temporary equity value conversion of convertible securities." } } }, "auth_ref": [] }, 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MRL55,V%E(;^V7^T5\R\$Y]'-UCZ;UI4NNG\"G.[_\C^RGXV_,Y^FE;34?BER,D_?GK2 MOL9W3\+4)!E%PG_-JH_[SR;C<@N=S+5__;PS#9^G3Q+C/\&[/NEN M^Y.=^+.L 7H+/^^[J1!^,KC_!Z^:DY'Y@P9*<"G/U6?]_%1H6Y?5MZ'<7IYSFE9!=3T M\H,2K,R9<\3FJB"LB(SHTN2$,ZT$CR8P#]PV-B?XE%#MOQC#*IP]@]G59O1] M\,/GOX>S;L:? I^["A+7XH'0.RGBX%?>*.*E+HF6AB%B.,9M2$*PU.4N%%U)[$DG+">(%=:P@)L\5*S39Z_T'O=(HN2]*YHPD@E)-F+ Y41%XEY>,LUC&8(-?'N6S65TO!OG/ M8.H78X^:]GJ#)*0H049<,M*7*(!1E;=#S6,HK<@C*0OF",M%("H/E.BBY"'G M4<*\Z%VTG7_V>3DI)KBLC8'8X\L"0P$N*0*7RRK+Y0]'96P2SD04R$E,=1K M4G)M2RG*4$98B=FX:K_P^X??#Y^#!&F]_7$U KZN9P%8>OW082D*YWE!M+9 M"]98HDJ8>@Y$PDS4PDMQ@Z$#"] 8HR 6?A+F81.U5)Z4M.0T9\ 3UEYWZ))K M+8TSA&I]"8,])Q0"\A&ADLW#|O+P[]:1UB #KQA].)^^,_S&CV!7UL<[65 MH2HP$%L\]P)D7CJBE"N($L%Z'UV0-EYCR-M<91ISQT"4$>,XL(M22-8QD)$ MOBL=YZ!0+PXYC?1X,@*9WKP G3,]>SV9AO3NX>FHF@+)=`C\':K'XN)\(@AZ M2U5) @L%$B4C2@N04F4L% C\$ 5=F<\I0/2=S =7G8 4_'D'9"M* 1@2\%VK MA7_> ;6]#WB,^,F4=)>"7-]C0N1S-I_/ 9?TQI(]2GL)!Z:7WY"[+C?)*@& MC\\2EMQ'C/+S3@.J<82X+;UW7./H$+V1.4K;^]QX7.HG%^Z9_FPFLSKJE;#Q M?K'AWV&/775]+=P8N$1OH)/DZVUH(>7 M]JH3X?]E[+=@T)Y*ZJ0&/ +S/SOX7#4[OWQQ\=*ES;O@0+R#F&D?]M.3M<_^ M93[HQ1"?K%N/TZ3!%JN3T/;TEV2/Y9K0?#'U]I/YW_/O/5G9GTNVJT0U#Z"/ M";@GB\#D%O8+\(KBJ+Q*RV1? M^MP"FH3O]/R+HC[4X]*.U7-@K5P&2?)N^/]/&C/W[3S"T ML_?,:*[7K-5(J$;)!*]A8Q.$"$5<')$50,(D5@)]&$,E;Q0VR:2*TP>)EA/ M$4IUTR_@_\4B+CY;#-,O7;]\4O-/KK52#,!("2B-"M!K@)X%T=9I$G3)?5X" M;I.A;RL%TD1><;78)E?*Q& 2^-2(!:("22RD' >G.-$4TD)588K[_+@?6]UR*NQ MFYR$A2;Y=>*2(V15@QR&$0"EH[^&<0 #'6R) W]2C:L&S'5TO[!X? JW#5L0 MYQK0N@A0T-:;5'06\8,ND MQ*XN)S8I\]7/=01#.% PY)D JT"[P(DPJA">\]!<;TV#A83H9'^"DRN(KZY" M<[*TC:OV\,,4_K@@+0X=Q*PDP1B(YRH:K;>CS1[:A5_(Y M]@Z^WH4L,YIZXT$AVSP0EI>> #> ;F2<>\&BEB7O/>E_W6Y^%Z;F&@?_PM1C M0# ;M59A:\2FK%4;"R6*2&PP>/[*-=$"##%>NE+D,1>\9'TCXN^S5NFFV-VY MO)"4$IX'D-_1 _UR94ADA9!YH4L:RKX2|>VX8#:L3E[>HCK9DBO(>!>)YDS03(@G;)O)-/4T_UW9GS406|\SJO!(SB"L6-5DHQT=>M0OYY!7.OTSG^,A<=+5[5_#_L_PWK8 M3)MD=2XW0@G!R%PS2X24#-0![_4>-(B$0*,LHG:ZZ!W3!N?W7XU]];'R,S-: MV!)_-V?/S.G(C.^+R-2Y=]H(AE@/V(Y)7X*%$'-2Y$X%Q8$@P'%S?5G_.&@>? M#+#;%TZ]=P%8LW+3#K/\/JZFS;O#WQ^DLTH75%$TA5VD($9S!\RC3"2\ -/. M.^E88?NZ?8/?<]M*5E/&K3;HRBS!?YI3?2_<(Y7U ,B.:.,,LX40#@B(F% M*82(.8^]A/CPV-9@.ZV^P1!!+@97; M&>@ MP]:T'UR:@L44"FM+#RP&2TTL\!8I M"LZ9S!F/JK?'M;>%6/[RN!"+X0K^Y2#'N;(8CF8&A%?T8)Z%N -N_4 MBVS M]ATYEC,%2/'A:> !DC*>! MD]\TIVVBR\-D.BF=T$ A4H'T91%T@2V< 9U0@NDH@M3]9;I[<-Y[]Q[$NPDC M,-)XRL"N 8G@ :9)A4=0H.-UR:3V3DO?6P]BWV3YQ>UD5]].L:GM5"I8Z2+* M!M=EO&AJB&"QX('GRNK>GBCVS$S=H-1U3:3++8;_;S"B D/\E2\#$;P 3HNT!,6&V2X,5DH*7Q"BP-!PMI2NEI53T;A<>;^S@ER[" MXJJFZ?*E-V):ID,NO"=:14L89P!O2E"*E(6T,;%?*

3W!+2:\NBY8G5T0(QN1:]#X$%6Q28%M1>)4K8H0(L%6Z($;"#Z]](94MP;YX]$$%]Z/RQ>:0%!@E M,K>><"5!AUL).)AQ^#,WD7EG%&6]Y=[MD\0;^ 'WT$], ^14 M!X&0$ZLUPT,;2D"0"Q]/U+CESH7]/@R0S^0E_>1S/ZTHWVVV0@\[E(Q:VK?Y_\(R))P /,T!F)% M8,1H0TT192A,;RFA3ZH5MZ-I70D&-Z;?YIP4R*<%L840 *PE"Q1;A,C>)N/U M=WMSV=@]?-E5LS7%7%MQP MPB/'F#$7B2FE((KG47M3ZC+>]PCW6XVE+C>7?,"$E#8:!T0,UE*71U/1?\+T]IUUO1!D2LNE 3UK7T$%C-"$\,"&&I^U T?SN0$A=4B9)ZF+SSA$D3 ML7< ,@I53 HTH'I;0OPQG(W<4d;KE1]3]HH?-NBM]+3008)HTOLI%BV(DPMQ9BTXG4"#>>E$3F)@?%$;3BO96<_7)6 M]*^'G&>]F]- CC6>:L),P!&E#8KYQ+&:6QDAK6VV+/]Z@%WMT /, ^I+[3*">4: MZ^ACY]-<&%*86!HI%0NBMR=0?3SLOPM,PI$'@2%5B1B]9&!NE2X07E!/N2N# MEKU5RWU*@,#H]RLF0%RX]&:[%U2IP*0]*-9CQ4,:&RDE(C<&B[H!INPM _8D M5N :@*YX;(&#& 3<>W8$EN4!^4+:4/, ^]MQ M'FIPX!TA1V.IS#F@_5QAYS]PSOR=1YET0!=]I80>UH+?DJ+USAH5*=$6 M+32=.V)L:0G+"U:F2@G?W^]A 3PB6 5Y+9]ZW6B? N5>86MA[O+6DE9.&R)X M3G.JK=.VM_NT<4OZZD!^GM33]SVQ .\F>#(@)E*E("H"S3!C-+&:2R)MKJW! M04N%0(U@)DKB(S ^XTH0+64@47F=>QD=F$Q]WQ%IN M)Y8[" I[H I2^((3AFU]C2P$$:&(D8I<.* [ZNC5]K)3>]=U4$;24N:$DI#G/-;"UU5O//OAND;8IAUGP4@(8YT1)5V+7<84%410I ML1>]*XWF]R":H2-.KMV^VCS9SO@G1",9::2>E,R476LE]R,&ZS+)N A!]#:]_7'1P$4@LTP% MWW2VG5]Z(Z%1,&=]04E WRR36(29&46\]0;H19;1]#;AY!%&&<0BZ"@])RZ/ M>1MOK4I+B3.Y,$)%+TS_;?ROGE#=CXZ%&PLFC52Q*#N'WNT"-C0/8 :&@GA. M@U:!*V!CZ6_NJ'/[_V)(^A3]9O0),K %AI11VBMA"$5@HC"IAI[2WG< MNAOI/2K!+%4EJ+V >98&MA1+//]LR%JHT>8ABZW+T6E|E\[K)B\N7WFRE#-F]&7A>NNLNBW_Y6V*N! [X+Z.A@1I%B0T"2Z@ <#0& M)*/P3.&IOU7]:RW05 _/=IKD1!-5"$8#EA :/]CT M*C/M,9H8UGH']).(8<#$,&5.M./P0P7.HE/.F(%V]EDLR)8H!0O""U7]O_>R1?+1O?-)N\8*#U!V#U27O*:W M% 1S-\6:8\P5AI<1)G0)R"<"2O4^DJ L-]RQJ&/_'61W?9BUG3R+&+V07 .F M"& _LD(R8JV*Q*L812ED[HK^G9EO*@PH+W,/RC*2F*.NI"(H&*>E"J4CBO' M&)=]I12NQ&)6 M_2UX]I*+${EFF+ZKL=+Q#(Z84BBNHXZFQ_5J^U&"Y]$<%6N6: M2AE+@+748H"P]2L:(;$E,=1-B] M WC3)RMENX';]YT&'#5!6DU*([%+B<- R+10[,T4:O3-"Z/L>$'+[?8ZO6M6# M;;ZJ1 ^$X#<$(4*[T,P$3504@C@5O!:.BZF+L+2[AOR[N]"W7LB<>48<=B]G M@E*B\@C6K514,PP; I&_!\KYYN'M0MZ?,M5,EV#=%GH.V+@0C!AO4!Q6MR(T2 MIK\%K?L53K$=GWA9Y$$'6A!;8+D^KR51)]?8O,T*(;GQHK?IAKV]_RN3TI]]XDIY:4%<%98DIL"%!J M092"73$]@FX,- AC66TM#>;=CK<(=H8]K%QLBP LP2+869X-.]%6B9%\76 M&>9^>>#]+%KUV!26&10>&FU3$6'@%QKL,8+1SUM_VDF@@OP(]6<7+'=0"9.Q M? P]&/8SKH22=8;ZQW5,DI:&EOB< 0*Q9++#1@$2TECZ78MA%(H>CX$%-:[Z96 M4:E\06DIP3Y@V)_*"8S556 ?.($5'AD7_8W)Z/=Q2)+P&\(>N"1POTE2T5Q M', .[2- $>]<-\ XIW=L$S\]=7>7,/]1=*ZZT209.RL,"ID0MBI2T(O&!!"^Y$ MV=OD]WO4&?].3#[G%(CA0'CT.6$<3]E*B1I92?@=6-& ,!I_?V1SN+@.$[]#V M9@F"F5GK2!&8(4Q%@>W^[10G)7 M:D9B*12VNPG$NNCA5:&-XE2P?.NI!_?#P0PK%018V41+:D%R&:!S7Y9$>LG+ MX$K!66]K//?&+7(#:;2IO$M*&>-> ?(O*6B@Z$$#A4(27OHB6$%FEE%O?Q^_& M5LMU2&^"K2@O#9:6)()B2<,Z^> M;[WH.U51Y0XL8S"$P3*VM"2F-"4 3UDX@*%*%;T#6\'Y_5=C7WVL ,R,EGW, MYNR9.:V5K;J#TP&J!2^XUO!DCD5XE< L)V#!J$*1LX(RUUN_<\\9[PZJL5#O M O<&<V\&4&L]Z0QWH'CF0+:S4.!(CB6>]LX)7B MH+N-\4H!?_>7)A[?R5((A C+E2FP_G49$8N9Z+ /]$G*X#"QCBK'>VL@]4PE M;,>7Q0I/I?& <>$TCP"NIB6:"$1X+9IP)VH7>ZNS>6+#;Z9S"2E9;]K&>'PX M \E+=&$ [.\B'D40OG>"LJ_@W=>G)R.)FARFG.K(VV=]5N-^:?9MQ&`MR:(AD>E & ,!W@H77'O[\U M]E;S:WIP(L!T'K@&">BLP@-[Y8AU5! IN?7>Y49LO^+Y]VIAI3[DOYFZFAZ_ M, \R1Y-3\U!]R0Q,'<69)2ZDX]6R)$IR1]CA 719&61_VT;V*!GD!LRWL9VT M!1<"8X,216&8&RU!)# 1#E MI?(22[O8O+>E!/H,*3?E->*%,1&[8O.(N\(\X*!DOFHLK\7N>"VM^S6,X K M&O_Y5;EM^=*;&V/W>GE!Q"[:WQQO]CJ59+?/$VJ(@ ML="PV"SFT6]=G]V=LK"EDC]BUP%]G2P8$#1@=FD>36FL$CKVMG9$G^K2]H&. M70%DFWM2,OB17$DV@"B*3$]TN^H'??&&-U%"B1A2&DHP]9* M 4MT&>)9F5LCC.AQ? MD0Y']'M.-UF3L%!GS@#I2$+(FEJ3R8*BTU7//0N[) MEWK/WE Q44.$"B?%0C()1IZ6PI+31NZ(L 5>BO6^Q6:U8#:4SKRDT[]_#W<74;Q57N@"($E2YH58!T+;"0&TW=H@+6#1,A MYU$'V=LRN?>H9,/=N$UAGCMQ M#ET8&YCO$I(^)1Q58^3LPW Z3=^F.:R:V"X2?T!%M03UNK#>$2K Z&8Q=UCU M01'F\[(V!5TV5M? ^MTW'GF0X4J"'>UEHRK$7#1!";A;/$12>+ ")<\MZ"M:NYX5_>>S<| M[!$K-=>$%TR#C:0#-H%!;VXI4YH0'4#H,7AB[TZWB7E^A8RP8!\@3 M5(%Q)&";>"@_J-P.GKT ?/@MA'V@)1+OPT@=9<)$#IN(".#7 ^^VM MJZ)0RN9!E%+H+I?@'A@RF^33"9^Z1P(3X4]>YG$)E9 >M8KQ5W)--WDVMJ] Q8FQ_[M:(B<$2T,90)0MC>]S^D]&:-DS2"YK# GP8H0<'N8VOQ M0G%3>E[T04Q=5+EWT'=4,J]S#\]>6>55&T_\@^'ZJ=)+"0&=WA/5+2.Y-P46B@9]:VLO=&3T(P[\-') M* L:M2:4 DQC>@T56F^FDOCB;JIFPLI# [OQ\^_]IPOO@^OOD]C"K([^ZZO1WON2U?WV@]>M[^'S+VYWQ>6!/ZK/^_!(!(N-.V?Q[\X M1+@PH5_^1Y;]!+^S9GHV N8^-1/4#]ETF+](AM>M[3]%DT)]7H#/,=01.]#[^R=Y,3,YJ?:"73Z>0$KD72)F94 M'8WW1R%.\1G-J1G/^,FHTF]_V1Y^O?TTS&0*(']7=@_K0/Y5)O3IQ=&\M6' MPY, 57YZO!^K*4F,- <9'9C\]P82"6IXNK>?IQ=7L!EW.G[*!Z2]6-_U=[I7\ M=)KYR0RDUZ:69E.[U78R\DO#+C>P5"N+=/F*?/-1EY,$YMB'>K,S+]0UI_[[MZU?O7SS/#M\?O'1Q^/W+<&V^Z- 4B'+YX]ON[5^]?O3C,#EX_SU[\WV=_.WC] MUQ?9LS>__?;]/\#5F]?W?66NRQG_>7#XMU>O__K^S>O=[/FSK,PYTY>M13FM2)M^3*&6;R:CR\TOKM!3SH6QLB=/8V>V)&O% 1,W+- ^[^ M6TQ_>3S?<6^8":$\62_[U_-;?ZR:RE8CL$]WV=W%\%5?GY5>W/^IV5(WTVBQ?1/+OF* M_N9W?GHRK2\,JK,KTHZOW8E/,#]BZV#^\$_ ";ZQ9MS)AG=FU.T]D,UMFA_K M1:=WTE@O Y'!EACU%HAR&$,N:72Z4%SH8E.B\Q\S4P-+C\[>A=-)/=W)XJ0^ M,=.?=RH8Q^X M_>#=^Q?O?OUG]N[VS?OWF=O?W]W^/O!Z_?9^S<9H./W (&S@F9OWF4%_\'_ MF+UYF;W_VXML"3@O0//!L_?X<;$[6[>0Q.LYTPQIS=F5-=FW/KK>P$-V:U#PQZ8CY>MR/MW!Z\/7R4(.*##VT&' MTP4[S.%AK"6/'XXMT6H^3:>>R?IW+]. VUCG/"(]YP*RO M.1I6:%.8.OM">^$(W?:/U=,.![339UKJ2YSBU.F0@LI[QNZT]+W,J2>UIDWFZ& M3=^%HU1!:SS%FNN;/=V^ME:IC8.!9'\+9C0IWLU>C=W>Q@R)?GCQ M&=8HPSW+)C$[W\7.-- GA:7 8*N:S:IQ5TR9[=IR<-Q>=Y(-DZ:]DN7$[KWS4SK_/L-ZV]_9X-6]9=[_0W;K*62;?ON M5]GKDB,8J:471I& 9>N8M@713C+B(KP1)=,\E)O13EC2I0:[.D6DIJC(9Y/9 M>%J?/9OX*7- W> 5I_7D(]YG(VI:R[CD>1B93P;#.S=A=M_%UG]Y(,2RE^_1 MSTO#M!-$"D?!;,@!CV W+]%X\"PP)F6^F1U ;SZ_ZD*=V_(]7[,A-K*5I224 M M9[4LPM)TZR,SKOX[_? WC)@7%_5F3'U[MO=L[W,NZKM_U3[9^\LI]VV>O)WMK M5^UL**@I=7%C'W@KJ ^\ MKT/3=+]^K<:I2>VV*(9F_P$W]B'[:VU,C-GSNOKX+>6[62_/92/[UFGG5S9+ M%3Q0 09^5%A+QK&"6(G)LT(7*3PP:K&MS2JWN%F',_AV5N;Y%11J3P%/6>:R M#&<^#_7X%+#//B7,(@U1T<&YV:Y[!RS?U^\FG;:+6O\QJK+T^G8SO/>M(MJ;DT)>$,&R=HYHEA-)#2*U6$*+FY>8C(ROXDM/*F?@O&!6CT33C*+EN5WPX> MB5'!0,YY@-Y8#1;,2(4MQQB6LPN,RK+T-A>;W<.W$S 01_]_=9JLQ^WM8%[M7 9CXC8!9;?#Z L]K8%]JU,SRL+GX%*N*KP-N#(TCQ5N \EG2/-?!=3?>83= M@_ENWMEYW^9]W>/"[ZM>*]Q:E7:2%VT# "L!.',T.X0!N%3Z:0-K"S+>%.! MCCCI 3>AD3XS9=2]N)6P=1UQOCC%8#6- ?:,ETRH$"21)2] @#/]HG5A28B% ML[GE2GI_T_W&*MZCM\)3[5>#"6YY/76]H99WGV?2L_'>M]B.52N?'F/_IWU19 MR*=--@VC<(K;GXW3_N[FH-U',SR:S S(2 O_T7VSWU;,#ZHK^^;]^LG!X)T MYC^\G-0@8Y* W$WG7_"Z<"O?OY6S'%KV>8KP <$S-W;,9' 7 N&[_9R#33 MK$Z\]T- ,P&/)O+P1W9U7^P&Z02$=:J"FTUG=S##H9#K)XK(KDMR_*'^R/:(=A M7.B!F^X/01/W)FB"72-HHKS&=[[]G-L\]Y>E6MRW3RZ](M.[SV@O5^A: [=)8_&HZ2A%JP:CCS&$AN6_Y&$^'8]WM6N3 M@/'AV0E<]\.W_5W#6E][K>>AEXFPP^<68&6@ ,&V\,ZYEKS$K0^S-BR ,$KKV M#O?AY"&:TL&^&<)- P+9&,1+%M"54"2D%53S0&[<0ZI#365':) 2_GQ2_EC$" M=);J*>YF_PL0 OPK,H $V4?L.(4I.%FJCG?-@Z1;Y_H^T(00N>%<%<0YC3U7 M.>;;2TM4::E0QF+)R)O21">? 6_&\.8+XZ^_O#X>M_A[V=V59^H((!IS/)/HM M2\=(S(O@K,^Y9V93[/^BTPPIN^*+@%74&]>-5;T4!(#=]=HTWOQ7]M?1Q)I1 MAD5RPO0:!Y+?>23T31NZAX;MJ["'B+.0V:/,'0? W1W:")84^'8<4E8A&;'V> M7/%#\6-V:)HL5B,P7]UHU'E1T"K^KUF%-C&8PC9T%\ |%V8QO=B -MVT,XZ7 M;.HYE:#'C!]CNFGF9]@],%T*$W8A0;NBS%))BB;[>X']0U,X ;#9;:AO%V MV9?38S.]./9/9G64.,3VR]TE2^!*.HKM/ M:FJ8!I$&B5XEG6?>G5)61(TVSAU\(KFWA:<4&V $_-HB(TJ$DN!?:G.=9G? M^-2A#1MX-]MKF&&;X8UR>VJFUZX%<2,J_6=HMG# (=*,AK=_=&$WZSXA:!*R MWU]U!LR?=QLS;D!0UE6\:FFD.UB'+'L]V6ZFIDW)OB#;S^^Q[/|\ M-X,K6^+IJD,9)-*E$@ED@,E&,(V0&>= (J%3WR<>K1&,K7TW _HB:S]H3D"4 MP5/J.6 !/CN!%3C;1>9]PMP/ ADMVE!W5DT_3X_G'>P!%OQ:#[:ISH>*91N MY*Q[60[.]^\? 0["5ON7#*"'=(]^8?HUOL6+O&M\[V9Z^QK/V]#<+=FW.MWN#PEN;\]-?DQ,NH^]? U\N3C56I MNN-I;P&]W^OUN%[KCP7V4%;]\=Y%W)*"F]S^(^PDF*^1W3$E(:3 MDCI'=?#"\AL?F;9R*JWG7V9--0Y- L_%;JYNKNM\+%=9;KGBQWOA_4#QA?:SN2.EM[SQL&CY$2BQQSK% MVTZ(]8VWL=>3O+9'/G[%\XW99&L=]E5<=WJ8S@S!4!E/TI'?K&F]YC#+U UE M71GL29V>-3K#AW^JX- 'PV&P.PYX@//Q8-4QH@>Q?U$K,MU1"FE%AL.H+XB261HG*$.M83GQ>2EL:+QW;4/S% MB_G9?::/BW:*:,_V?.MFQ:H?23'7LUQ&(WF?]CJ) -R5#L ;HK5?/PIZC__ M"2/KS[%FK^).;GR*'PT/+G!):.DY87D!EAWG)9';FZ*@L11^0RCV$,E@'7AM MSZ]@W*/FNHG^-UK?*P/L-']QDD]DT:::D#X'KS2FHM\\5;'L8G=V0FF^ !#LV2*7'4:VV M?*!984+I+-%! 4V+@A$EE" &%)V@E"GV9:)]#;F!N,3K2B =VP.O\[4\$4] MHHMKXY7Z>=#/O/IO__]%=[1V0E@X6;=3\O//]]_R:; .,/G?4*?OE'X3'O5MX 13^]G)^.GOFI.1^9I'S^] MF-B= [_&]'53GO&K?^->LF5;Q;/[ ]%4"R/?IZ:0%:?MUP+"WCV'YB'RQZ)^O MZ+;Y=O/O[\T*V!X&*$2^ZK&'+>A^XGX=+[R W9BK\0@P#@'.KKM B]4/8#7; MM]/VMOY $V%*^'.TR9U79#![DJ//]ZY-XL-)6MK[E3U4]-EFM\JCYN M[)M ME8U[J2I:IFH^P*;>#=%AO:CC\1?#@YOH@$V)\7A]AKZ^V[%X *H)["AZM;-T,&,ME[VIZI9 M!"8WZ$MHKSO_;. [8\"U< U(\;*=KK4*QNI=Z+("[WP*^/6X,_)K.Y^+87P M[2R >@KFPP_MXE"F#A%-O4FVKGU+ ^@*V(FEFMJE\9>HJ-)=*@$>PNYBE-1N; MF; 0H03OPV2;]E5*H^L.Q.=^H=39H$VW:>L?M231N8L2^%Z[[&]@BZ[WF&/S M,;0Y0##M4U.WACD^L/8&B\@D9]91&(TWSB9I#HV*&DO M?AL>LOKU9+O0QTQRST(]-; /8& <$P! ^P92>)>';168EK")^C+2+45N2/U=&L M#@N"[^7>5DVV:(N>]R:#[+B2ER(KF=)69G)BS["/N2N]<.#V>@ R?6-RP M-I$0;HPVWCQ/L'R _,IIGAM%,3M9^<;ETVNS? ^+C0BC)K3*Y4H3VV$7]]NRB.^MX>3.Q4PSVT4.VCPIU M<[).)M*T-C[@L4'S(;U$#UE/&]^_?W?PO$=ETHO?#M[]_3 [>/T\PY&]>'WP MVXO#1PQLWG]:EW3:K$D*\9S2$MD)? R:';+-4770W =P)8()1=5*U-OMN]N[% M?[QZ?X"___WW_SAHP1+<<30YFNQVE7\,FF'PWFD] 9T]/4L7X9OPQK0]/T;@ MA4:,R'(&)AAD^%4QEA(?+,U#"BR^,S"< 25>8G1DUDV0>@MIMEJ:WNSRW-(XF MU!\K , M['(@M$]Z-?$]7(#S2:3]J-U86N]^A6?6S6EH,V0GGP#*P)/R/T MW:=GW>,/ 6X$!L+N=PPDV8Y=MNK5P4&')N; [A,,%62;9TUW\S>E3M"\.?]N: M%)[>(;RNX@$\#P?9I)FV ')^B#]9V,Z["5:.SS)0+;LM@OF46E8EV^M\^])" MP#@ @.*M (? FNWBG1(64C]7, M'YC^PHW $2U_"]81T%S=/:\)5U_XO>P_0^8G2PO0(L8FS;*#0N=D F8@EJOH M#G8N?0RF*J]L+RXIQD"T!2;2#EQX1 ,[.&H#*VSR=#33>M9M1O?-K-7(\-%Q M=9HV/=F/,.9)W23AM>M]ABLBV3M? N&=@#*2MPV59F<0 (>\A"P"/F0(>1F M.R?CZ9VG\8329_P$[.+=E+RQ"ND$*U4*#>G]VBC;[:<)5CH^W >=>OGGW MG^O09=_&>?#N.? GUS9N_OWKU^SP_<'[%[^]>/U^P)U?A2D+4-91)^FH<]G3 MDG"%@\%7XX^3T<=48 2/_]?HD:FKIH.I,X KR;&2M%=V,%IQUTRZ0*NT!N?O MQ@S&.)W4&*:;1>.FS7Q(5W6Q+1? <7]IS'8Y@.O@F H8XF\YJ/(]H9]/VL0@; M.\=4*DN^<#'-I6,+=$R;4HYZ'L=5C6]BV.&#$-+IN$(M=#1 TP42A==^YEJHU+W&%?7)P84.SA%PT?*8ZS2761]J [60UF=;PP!;^#*% M"7>]86]8#L L;6#;N\64P"G\1C0@K=[%17)_@29SN:K\;N8D0IU.6C022* M!%X&F1J -3_#A8QA-3A.$<9,&OJ)84$#3,X325?+\X=6CZH]PJHXG$]\Y* %M+]:8#)+D=85E2<," @8]E^ZC (^YN?+X]NVLV#VD/6RBE&C?SI<5;S]?\2L ; MG2_??/0==.T"A6 TH=UEA."7\P=:0(C>5GR3+:/\,0;DW3%'^SJQR^JKRRY MM %+ GUC#"+R L#$EOG0F' F05*DR=8,.]^^UO.:#CVPCH8[KF!;.MY-%8$P M> E!!SC(5S&9%M/6CXOS75W?K]\O?,8S8O303M)H1U7K_>T6[+(E>L1"^:[4\ M;Y)\X0UR^MEDULK2MIOLV=<$+ZYK.A9MO?Q- MG-. ^'C::8'/8&?P97H>;$?W MR5Q6M;_]@^3M3/@-Y+'S"3_=F9N'8Y!N7;.SN1F8)K?HL-P %X[P M=*REL9;Y\:QP,CLZ;@U7T"E?6:],QN+-4XNM^'@.R=D!+]/A%'Z2B(X8+V="^9"*J?2| <:*X7;!;%IK MH24CXVEB 8)/;/8MD"&:&5\PRSG]?MF_XC:YA?YQ6>2*%:IDC)<_ VDY_ &/ M$$YA4*%/4G1&4UJ1KRP[F@"]+, C99>LIT4)FC]=N.O="(QSA90T\]&B=NU ;]+:::#Q.Z&R7ME@T-9 M:CX:D!3H6YH[,"_%*VD%S4ES;ORMFN<#2PXL^5TLV3C IJBT5G%NW9941!)/ MY0SG^JLM2 LOW @(U+0N772XGV/M<^:;X_+%K>97X?,6-TCFRVR= (3$0^4#D MUR;R"^9N)T1;8O4?$^%]27%H54X6;G.T]/ TX6RN%,+N%ZIIH-&!1F]$HZWI MTOEN5C$*WGR.&\!(JA(F)PN0I#FJ&@M!(J=M&UMVR1MPR)!]B34R3L$-OA MP ,!WPA)H-LD4869@^;E0.7L.9 %L.W)BY9:\>LN7[ZX3RLFO%=SQ&.9T M=#80[$"P-Y*XY_*O^N\NSN0DM>R8NWSA[C-T6+:FG#.G+8Z8VX'G/G$#=ARF M59MF10XO&VSSBP>]':CV1F+VM*[']DNGBZC'N M8X*1]MWA%?I>;O84V*&(+/(%]OG/7'M4AM&>SB"JZ M5*WD<5AQ;L^F*XPRT.1 DIOS?X4&JZM5S3'B@(5<3:T%[&0>.C)9- M"6XS_; M8\V4'I5AH"E@:B&HCJAB UG6S%>2((MHL!/204_2>UY%I%"\X# ^-CDAG<.N",S6)=!)3'18K4\?Z;(''!A;]0+)#CI] M(.O-D?628VEA0OVK)>VFT]=X=##)EH5J(NS,_5]- /2Q$/7BC!BKJ(U'16NDBT8%XVQ?=.(5T G836%YE-8@)#+^\]T M85F7-0'L"K_@_?_]S5\,L:?%/4_S& #\&.MX, # >+'3"<3"U),!5DV/*!/ M59?T?10FIQ.,(<2#?_1 8&9R\N#.TU(7^6RM<^PXE97-7%U="))IY4/=["D/ M]D+$%"189IG:KSMSLM;=5G/;86M&+& Z^KMS[^Y(*C= MKY1^6*H9T-4#^/HJS!-_CV:8CC4-;5F!.3&NYLXOG3_,RP1\YU%Z* M=]Y'T[=RE]>;> M3SUZ]VLM>P7IEQ<'>]D?WS;87?5B8=["MV7XOU+:,M:?(/=]O%QJEDQ.ENIV;R^],QN6V\!"+Z5*\Z,N])M71&#-K3W MO[!714K+$"/11F6*KS5G9# [MBAHYO=LHX$68]!56(GEN]>M@Z>]W>RDF;9I MH'6(7:^+F#S*T^:UOI&5-?6XTB3F#B'#E+DX96B(%D]^M 5^U@N_[%4O+F3 MTO/J!U\O<=(5^S?-W"&5JGY<+ WX:5&L#R-2<8]:Y0P/GIVV@FS>5+"-)[A* M;0;<^F]\NVC6EER_[3SG0:K8KK :MRV&DX1?V89%A0GL. #(2Y',#VA6:E4D MS;ISKEK;]@GSL8M-QZYH2.R8G6(IJ_/=6\KN3STLKZ4+6UT."PEW6<(J9#*\K/P54M/6!X]/;2MK8ZG M6>G]\S'O?OEU9$L;%C5 4JC+>>KK>0[7N8I2]2.)Y9F6ZWDN,$Y"98A>9HE! MT9#[?&S0$/B(TA Y*Q+O>TX"AMVQMU4(66!D!%'+-9RL2=+X]D7Y;$[4*R MILF@G.0+0&CCUYHD.--^3B_<=ZAF>7]\BYSP*=Y;G^<#>2(5][=Q MENM;D#=/[- WKP[_GKT\>/;^S;M+2US>XC+=#1U\%'[N];@UY[] MF^6*I9-G[&V.AU,FLNMX+./6 MWE\V['MEP':&_>["L_Z8=+N9?|\MPL= MX)YY;9-Q4W7^<>QQMG[]T5Q)%5- #&S+0F7C+K69;\[#K075Y*=7.R36/D#ZG MAZ4^6W$R&DT^H<8;*LX-OOGKNH'-N2&S"%!IR_,F-VWGS&RS4GURS,-;U;RB ME:TF[\<&+ L79JW;?EZ;=?>\#=; <./+);C^M/DXPX.6+\G5XO^X[2P5>YXG9 MR8FQE$+;F%&XI(%;ZP)",^W$_ $739-/[']+H/$ 3#RT:S%WX:$:S>9C/W*^] MX+362YS\/,M1/%W!H_3Q(HMWB-$9&/&C BB?9;:C6!- YPK(%>WV<9AFHPFF M?\/;>+Z /TX791@Q6"T=Q*$$22;G OH(+[E3([J$8K'C)H3D*>C(N\WB0><; M1L1U7L>4\0AKC1X!X$88_D#W JUO@.Y3S$+G6UXL+\44CZ/C\2$?)CW>2&E MKH#PQ2+LJ$E0N'\.;M;)!G/%ECS4;2V&%(!<+7I:SX[65CI-$JNJ?UGE(408P!!9.G#O#5L% MKZM9VI4KF3OO?]\[Q&K<$Y_(J3F0*\Z0Z]<'"NY<)9Y%DOP!+]YY^?Q@Y\?= M-B*I;M424#[L[%I@!AIA.]S$Y\LH&16T=A?#0]/DL]"I*/N9DM M>A6L>+H]B(A&X)L[N#ASGB!$%0I($5=Q= M1&=UI0$N*_4*UE]2UO,SBJ^78FE'BY=TS<.N<--S\0.2+@F5L:GKR:? Y6425 MG/@F90 #,/ACD!"#A+A^9^F&)CBQDRO',C4&5&QQNZ[Y"D ,IVMUWH6T7;K(A,QZ?WY MBV;G1R1]> 54>=II@^8"G?N)F\]T;,2V(_E^SNFH6H5K)1P+&4*HQMF1A7F3! M+]_%%10N6W/N9OD"(B[50MF]&O.Y'5@QI&4ZF5<%&/ANX+N;\)U9=:M@)[" M6;:)>]{2^=R?W=D9(PQ.^D+U[&;O@.#.GIB7_:HU/I#-MEBHS?\,R\2M^B;!L MZ\Q=|>]C#Y/ M'>B8"4D1VS>W,7 PWGEM]IWEP[.+%)^\D6N, ^O.S[IVBJT=()W**7["R%]W96 M3(H=[!)KHO4B+8[Y+IZLZFW=M=4&X1)Y@WIECHH@3:"WU\=W!_(@--5BVWN M^9AKSMW4- ?)"!LX%:3/G],N\&UUO["^YOS/PYB->@=8#]P^L?OUVPN>P,&59 M=AZS1?S[A1XYW^O10Z/)_%_XU^VBRHS!.EAP,_&R9M&V7';%TM'<3<]KJ>GMV4' M\"0=#RN PRT>%.#M.RYYF@WD/Y#_31P8B\R9N7\MZ9@K4&Y"7&L;0GVS=>%N MVR_4)&(_;^^4(D<2*RP?8\^32,^S/*:3SY6KVO[3[U,>$K9:M2F,!)/K(P\.HJM&? LRYZ:I;IM5UB$5;?]XK!N<2[WE:EU*AWN +AZ M]=EQUWUYOD+),;-V%MV\&VQ#[=!, B"33MMCKI&N\D-D()O8K(84\P8H&(| M"V\/Y?X(V!X:>_A.TQ7 LRT%=]EAS1=M/]_8N>XNN%=_%NCRYFDY.RA;H+&_JU@1 T-7^H;I+MR\ M^9B8_Y40V]>A2$=UYU7-9O'UGQOO.V0.=.SS!D^9,ITAMJL:5.NZG:8G=IIU@>5^7 R&;WN7A L=OV=4F?)7.KJ\.0/DPNV\N>CXD+5QK!P!0#4]R*$5;/ZS"Y MOCMT7AOGWWZ>I'A5^W0.<2$/$*'@_.OO(>/#]IG?0_PIC46ZEJX+";UD1EW M(<-X$/_LW9L&HS/;$;2<,"\3T!V(+ ((5PY<.GG5NGZO*VXRZE?/"XJL.I-_M79]A#,SB>*,=,59 \;-VVLGAA/XCM+?.ZY0L^6=7ZIBC, AA7LPJX!&(\>G(M?Q%#=L$"_O*$LPSKQ.Q.+![.]6]2 '#^>4@56Y: B;A M31[<"AY;]HU@#9T+W#MPP<,.-SCCFRBXIBE75,T^:.^>?FE)O M0"@3(*QP8KMSCZOYZK$?K,44*TRDB]9HS862F(R[MO*2U:G4]- =VDPN- NA8^X39J*UW/TK%N;YD.CQ7J5(#FZJM<7@!;B#:0";' MS*OC-CE^4=1H<=Z1F'VI0GY;BB0]:(CVGIXG2,LYQ=A<E\BA(,PV67]OGOME726C98(OJEN MW>X2PW7!=,A'T'4+51_;3,"5^+]'(0;&N(G2!+29NB.XT]G4+-Z?VUHI"FZ- M=;?H7VD\F(EF&M:,L1IW(04#/PS\<-=E'4U>A/43X6M/4;T5?[Y]3 M;X*3J9[KUU)PS5U7XZ67*V@W%5SXE0K:NZLEM"^$6]\ WYBWQ5[N$HOA+6W\ MRKSS[!PL7QH8NKO%Z-:U%W%P:687,3H;<11)H:!:T M98FJ_21%@:02N9DYJD/GY5UCY",#A='H_&Z7)MFO=P.O<-^5[M1%45X:+[QW MA7"](?2G9Z$_8@C]N;>A/INEROZ4S;W3$O?#E. ^\,/+W\&E:BWM7'?E|TLH MXY^U;S7;7:1^44#K U\#G),JZ:0ZC@6%/ P=+R< B8$4,:59T#M"Q"X!S"P M^T(ZT3MMPGX3,(U]N@#-R1)M[IV#$X?HVO\3W*OO6MGYY,ZXLSZM1GVC%KW!]'|60V[]2C M\YC^K:?S)>#>:G)|8\UJK&KPO UC2XN-/\Z"CNIO!^%!5RK.X6>+NV+IOX. M]3OUUUB#=G##&L :+'#:'+6?3C'AI_+K5V?-3+:Y6C<#X\MZX?*ZX4=AW6+V ME7WAD] [0[4;WX>#=^^S5S5|L8#1 MF3ZX+CQF/[59;?U0ERSMRU>O#UX_>W7P: ,]]/ JS>O%2IMM"=*U M;+S-+4A/OP:-?K-|WR 7-BX7+G79I>X->P]2#IPWLOI^,7 -KE|-^;Z M838V,X_1Y3\N1@! M#8J[YH.]%9GP:(+3PE0R>)50?LHE^XL9I3B\P^,0IO-6B8?A%*0&=OVE^6Y6 MYB5K2RXU[U;I^?I($<&.3+(D5[(;?$U(V3D#C?YB<-A^ ;S^D$,%)L?< "\;.F*

9;^ M &^.SIKJ-F3#;U^FS#U?#"0!BX-V, F@G$L*%"75(G_NW7DVT+DJ:! A7Z?F MD@TBY&Y$"'U((J0K@9 "|S^T2>+I]6U(CW\L/3L)@G^DKL_0VL+09FOR-F/WA(MW(Y%ZSY@\ <5)?2N.CLZS[&7[O("!Q[O)X_J$.ZV;@.1U4##(#10UAMZD-(MP8(?FN!F=:HR=1NL__O2.++#MNI5G,I\D4'" 9)\;T8ZL'= M/IS%W5Q2^! -

*'H1_P);O(!W&U;2^#W/EZ)YNL/O6PGCP3#AP[8UX-*Y^\#X ^/WD_'Y0V)\K"/\@7_8 M@+__&NYJ?&CVZORA \|//-]/GA?#Y^/*5M/:8/$7[:,&.;?XMSA[';;..4\U8^??E]$137YS% I?CK ME=5$H6[:U>#"EE\EE?DV%ZF+)TNIBNLVl8ZG=3&_>N\O:?C[4SE\ [- B:U7 MST;9WX(938]WLU=CM]K0?5ZGBV:/AW@7YW.K$ MVTOQ4?O5%,:A+EV*'RIL=3Z9-6;LF]TL?,:NXZEH3W.,?*

>I2'\PP_VL)%OTX MK.%B#=?4L'X$RG"E,<_F^O#/7^=8UOE+N%;?TI/L^ MI:^XN]76O-WK79)7ZS&C>B?MOJN/Q+>78;O3WK8['Q80/_EYI]SY^C0O;4"4 MS5?

_H=':#2B6^Z]'&5O;MY"@9NN0%"#]A]4 M_2";:H4>L,SN0.VHN$''GFX/$('"KF9WKXD(LW!$D2W4<6-T5=76],>^B,O M/2%MFK#2YOO&A-U=63#=\WD.<[N?T_-JKY/L[O1[3RK0F#1S:=@8H?

Y+8^J.E>WS[HD);Z7"#=UP[\& ^H MO6YQVOXV^6UVM]F45L0^5Q@B@SVX,JRE\)&,POC;EMM55NMAB)LUMQQ/^C7= M50*X;)[_:X-[V@]9*

M &2Y?#N4D"CNZLJZ\FC,I^D)FD&0[CR7SR)5Q#|%[$TOI.\XX# ^C*PK"$N M/V'ZVS|VQ:'VVZ\M,J75 N%O^(&R(UP^X;&!BN53L|"\3@+BGCF(">*B)>" M *^S <4SL5%81WSWM#VFE(0W($DI&;5]EF)V"%:IC P"]!*&M?)D6>&HJZ:4MH4ZX=3,H)0^K% MP13=S3+8L1)Y/\]3R_AQOV-/S06Y>T1>>HS0MW"BE0..356'X0">VX9(9+UEY M6AZR)H31*US!>))>6YFLVCX>;/G99ZC*%A]S&#%WT0!+E MB8KH5>>P,!$JT3978+)'QOQU'5K?4H/VQ*+[Y5RX#ZEQ(=">']VP;YV19$$O M=Z.OP1+ ^?*

*6$%7N>]=KT\"^MD%%AL9DLB+]N"6T^31)^-CE%.FLN0DP*URY$ M%0I?ND&#-W'(/!E'4C%S.]TV'K_R3>#[(ZRB^]'_^4F@Q*S*&) [\H4|,WV*

MDF>GU,#L'WO.CS^W$/7_"A/.Q)DDI5GOW\;S2>&V0G2_6%>3TY.1FA4/ I" M0-O&K4'#P*!5"QF|?*OHW'0V!?.*,.3LF2 MT5>K#3@8+KJ)(>6WM|PY(O@\H=?*

WUUU9L+|G\KNW>'>UL5NY18P.7HXZS MW@\)K:%1N; C>.HF_?&V7?A_K9^,K+L]!0,!EP_[-2$EZ,V1AGE0+0HPFL, M&*]DD\9%+7I<*G:"3XKKQ*D5D)4HARM&@I&:*

*I7>9'3$B/9\B_ NX;:E"AN$ M1,JR.GSB9M6U\%-[KLQ^H7Q73R4O!0+G2NM=;"LXI M"M9[JY0-.MN.B?-X,_BYANPZ,*Q/SF;I+]F.KIF 6A9LW+[7$>3K9M=WC!HW MQ+.+*

<'1S&H8&T>6ZC!]KMOR_S4=IS4I;5Y:K890/ER->GX="L'5-++[6 MG^[6/:MM(O0O)^+78W:56!(8[!O3C:;MYLUYNVG#G @?T%]N=#>!786>1U#Q073JB)5_OFLY^J3.OFW'P

MZZ:P)^>0VE(9E&T$%HE%YS*5S!S! 4U=JT-.GM%.>M5]0H"-0_KSU\'LE_2 M&-]S"Z+DE!91DC+D'H[YS9][X\\+=VU[<]!U%|-I0]B>3%_[K,M;K9$-+HW6 MZ7F3(H12:B)T5TZ?

*QK$TI*U@RT(B@KV;+ 696N>T8S9N,9KO;V ME-#3S#]00>A <$6=0RF0+(*SS(./R3E.A3:^4[=1LX/OQ$W"R5GO MW7"XZ, ;-'+8&IA=G(KVM_3K19"ZQIZ.PSP]+P_VZ&$6!N)RBK*

(%R\;R=SL M=7Z8 $]DSAAO.=B@.0H7M8"B8] 24M3:6/KS=OC0'Q_@66](_DPB.FU"J3FY M@,X)YET\6?@BW.A(V9S 3=S-PI;U/UM'2DWS,QM;2A7<;/S\7]_RB3N.C"@E^^\L&R?*

*&'51>HCVT7|%7_J&D:E=#9M/T5WO/&I3<>T^91M;3? M:$O/9^2C26D'URI1N&]U]IA3-\]PGZFY$1P[@O*9=\LUVB+_\U_N-3?"P9H?\ MA3>H"=/U MJ27,/AV'07/C%;BMS7"*

[5H,27D]-KF/S1NT;+A_19LRL-R5LWP(A8M4&[+H6 M=[E,35NRMJ!N.D AEW;/F\N-R;#FV MS[CQ^/]#%FCR^)X)_'7W27CZ(;Z8A@E"/+3MP9EYZGX)6NK:+Z'V2W@6U#RU*

M7T+ME[!?L:K]$O9+,%;I);P$4NK:+V&_%?W"LV 1E'.L)4 $[6$1#DE)I(8 M4R?',WL?@_(,E'(S&&,$;)#X7R9)D8,)SNUV9H_/"[:M7X*U!V; ?):L7[5? MPE/HJ%]'M5_ ""U%-*

*M5_ YS62BDRX+CX?D'\>BPDF>OL8S8:C/>F]&H08(*R$%E,/-D0@ ^O$#1\B MR2MNI(8::8U@]3'QI[\6JQ7_]6B!EK+/*#U->=ZA]DUZIRUT/3?4ZTIWK+4: MW8*K!8L[W#[%*

[YUM4&KXA-.8KA5% 9I!'BP,FK_/T8/>9#W?'G9.N,)<!0% M5QH?$^ _!690,(ZCTK'1>TQWNRY!2TH8:2+$D0U*$4>>4AFA](DI;387?F>CQ M;C1-L^F[4;R=:P4O^&T\FFQD>93?*

*+TA6POEH\/=YFOY19.ZN,>R[C+6)81_' MQOB&,7'#0FO9D,I5/PQ=^!M\#.?C(3[K\W*2%F1$U\<=*R84E)3Y17N:^;9W MC_/!-*

YU#CDY:1V5G/W%V=K.QA)6=_9FQL^]B6K_C\=R#3O78F\?1>FUYW3LC M\0DF)^_Y8.YED!TI=6;50PF$SJAZ6K8C?L8/RG;T&L98&9T>>,)=&9T]H].] M&)VN@VR5TNF!]2_?

*+.M_,0.N&VGG[*5M4G%=M#]B@&.H^E.8X;K*V8=6B[N M5%QH?$^ _!904?=04^Y@^?AVRRO\$^ NX=7Z8%$FCDU!,E01I3NJN* MH*-Y;'TQZOWUB0K%.]QH;H_0Q<)"6:Q F.K*

F1$A"!R[+.B2/<=_<0F]3>1R/3W?]&GRIRN-8>1PKC^-AU!63+E#M//IC.H!0 ME(*A1 &E)!B;;.D*![@H>H/MUQ3KZ#NA*GI3E*;VBR_^^;2 _;M.!:F M 3DS^$$QZ0;Y:OG

Y]>01O'IR_%TT-Q[DD]^UN>T?O"T$M&O=Y1#]?"S[<>% M\1^WO"7\LK:T[5(N%^Y\96PMWGXP&@Y&^!HS-UD<;FY^@=/:?MRL(,:WW)EXO8;(AF!=>$H+.8^UVSY[H!US?60W-

3UO?J0H&I;$-$ MOO.^D00B> Y>2P:,'8TRI]; =_L;E/I8DDMKRWHFRSY?<-LN3DC,:O23S;3 MMV!L? @CYK=H_6XGS/R(N@N_ 6&/ (&0UO[7A?C^;K1:52(1:;MKIY-YM:0*

M;@P:\I]1#Q'Q?#S!:8X-]=DW^3M;LT=@K9DW-SQ=CV-(@OD>3?.9&18'MR?H6?4;VEA>YA_W]PC@U M6RP|ID0 M"-6<@R1)HP1%!5X:[UE0I0G%'Q5\>B829,ZX$;O:QAY;@.ZFV.]

(WEI4^6Z= MO[!4_-6&ZGPR:8QD4;]0V7W"DA;EUQ0R+K]1P'W[!B;K=.GK=7+'GDFO^"ORB[32T.XWV M4^>B#91%][D$7O@J1'"H_T+V:&:C;>THH8IU[;[6-B'Y:)E?*

*6G9*6FL1W#1 M'N^M*PMNEP5W[U2TT?LL-"?@,D?STAG<8SE24,R0Z+DTQG8R^X++UJDL0!F'*

MOR&^$#CH!)2C,4KP%XZ+2D5;J6@K%>TM*OCE\='64KMG56I7B6EK\=NI$3&

*MOH*W2DQ[&NM0IV3=DY68MA+3GMKN>YG41,D0&Q@1$&RIFM!"@0W>0R;6X^(H4&\X"$D)6%-2Z[D-TN1@:,YPI3T8 MD)XO,>UU\FXEI]W$M!55#F\I:9H2VDH)?*

*P"A$I*"V]NXWGQ 0=5;G\T6_!&6V#**Z6C\]SG1D\6T2DRIC[0# MXF66.G.@P98.N$*C"'@!G.9@0I?2,V [?^A]2#BHQ[9&]:7>,,LWJ*

*_PP,TLL.6]EI]RM6E5&ILM.>,J'2T<6ALM,^*IX0O=".6P=6 MAP!"F"B-")D!4;Y4V@8+1OH(5A+-0U)&*_Q5@1$BL MK_3N4^#G*NF5G+:2T[Y:S5+):2LY[9Z4G$5%%J4PX"PO!X$.*

*(<[D"-0**@DE M7@JWWXCIX .D$#]3&KV5Y:'O4MZMC_*"&=#:;8G>!#9,B)F8B>8N8@$O/@ M' E@B' ZL> 838\!G^ED]K9L@P4)UGN/L]?_B^#HIC_O^0F_^EF#;78QW">*

MXGR8;J7VN(E#=WG_31QZI0D[T_D%OBO>=D&1,|=)3SV\P^!B?M$;-D' RS85 M;MKPMRZX:0K/!$)9'HP:#ZJY<+IPI$Z)>VP[\:]%OO9VA:M$5H3>VIB3TWL MV;YKBI[I_=SP)V\=

[^G"X2&TNC3 MG>I:[:#XQ+(1:M[-/H.\7!KA6 0FJ #A:0#K! $31-1.*0^QDIX@C4F-8K#1$ M(H$U1H"\5,J92=1&)3K]UQXR,%:G^OIATW[@LM M]>^:,H?1@;?]*

*#*47]TUEU:"O9K=4Q;E1U$]B\,DPB%99$,8@&.@8@7HI;7;. M9]LYZCF8XOQIGG[#Q_SQ)0T_I*Z>[ZO-)|=7;9I%%;$!%G2A&I3$;]*DB: M*)(C#9)W&*?WKC8/-VC9-*

*VP;]WM5FM4%W8/25%5IOIK=4I7FAM+TGCCG$!5D M1&]3,H=*DT>0DG)-I$ -RI]2:19'ZX\OX\.ZF.A+*I]8&"(=")+0PP[$H(L9 MA5>!X(3LQ%:62I):42KE2G$ M2D:*

*2>AD!96<248PKCI9/ =7D>>3E ZJ!7C7!NJ(4E/T9L,"'Q7 BU*2I:O+5]J;)C>;2WIGE'44E.<6A*(4 MK#(1"ZPQ6X*"9L91%HUE* M\:FTY\'*_N;RZHDJRIY "7YQWQ@9>V?*

U555B;$RH3PT#0AEAR16D+DHF@> MYL!HHX$DGKP@(A+Z],!M4PMZ5UW:=/%\$H7KA,\T"@DA!0/"HF]JA9=@LJ4! ME:

[ANM/CYM[#WJIM_QC_D#ZX03S$6+GH:_747NF)DCFN>'M M=4Y5N[!0VH$K<9(,J7:&3T:!"R:"\S$;Y;D.Q# ^E0WU0O9Z" M2L)R"T&G"$(25XB8*&C# XH5MX8]B2.]+P?:]J5\ZBS?*

UT![<1(ZC!"5IK<0 M>G0^73!>],+035$:+]VG!-Q3,O[O]GH* &_C6'Q]2WP[,P?84XF*1&^DKQ MZ/QB]'T<3"^'!NIM^?;]2Q=+(=^:63AH1[&PI,B9P0*B=D@7RT?V/P4TBA^ M?*

SF>#II[3U+I4O0YK1=DK@3TZQVE4#V\0/QOO-6/6UQ&-A:V7@LYG[7[+ENO_6-M7V0MSVHU6OKU#OW(!I.!26+!);[E%Y&+8LX8?6W4>3*

*MI??;>)9Z^]_^P3#*OG_3$G2*:RKA8RA?#GMS<:%,*9Q:UWIE=7: 0-T8CI. M\(.6F6$P"L-YQ&_QI[_BASVS[+!26AVYT57S"/W]M/=NA"LTI/V>+L>360\7 MZA>T!GJ4P+\W] [E)Z5+9_W+MZNPRI>7)3G$[QNTD/X#?/IM"SWYM/^>=I# M"P-Q^Y_4#M9]F]3V7<]NJHXMK$|O>+>>8+SI:=AG_G7N"B5;2BT)TJH7Q>C M049CUL&M+P*

BW7T8VTF27@%J_7&]O7N-A5)0!\$)M?\HEB9@QK>KWE MEX"&'AG!:W%WM!\,FV:0/GY%"V%Z?2L]P$_FJ. %,##BS W'T^GBAV$\;;%S/IG@-?YJQ_P]7$> M1]WMV?*

*LRF)WWRGM96I>NK': M>NEK"O/9&MRO?GB&^[E73+?R[>9JG;MI*R^-=L+WO>7IS= N&HW3, D-\#,_ M7G00:ZW_\:0P%;D97CO$>4M_G^/'ZP_L]]S%>/1I,?4X<:-*

*/17ZNG]NL\@4^ MU@U&4YQG7 S\]S=<^-2#M'C A<.YGPQPOG 1"AUZ. ^]R3BCSL_FTK&#I$C=H M*62OWZ\L?,:QX2C:Z;]P7YLXX^6X2$S1BOB.X](&/O 21]HI'> M9) |%>I/F\$:*B!*

*(&G3,!*W'1R4NMD=$" 3O"\U88Z?\6+#@]^)&I/C'^(9V MNE9.=XNR_/K;+]W^VZ/Y18G.3]/HS;^,QOMJ\:@'9)]=0V 1B 5 HA"7?ZWL MN!8L)^T,M;@SF'9D:*

[R:J09A3TVPF.65[ZNEL&7L3F."YG0ZW.JM,^ M^=Z"]6-!]NE[_+.H1L2?ER@TK7Z:WM!&)4,"1>,+_D]O?#T!+0HN$2>.\0FC

*M\0R!;3A(GU,+MXV!,)^%)45CPUSZBQ;H.REWW>]YVXV|6Z?#:H?G9F@9N>M|+P_$7U!WEWX/9:0*ERJ7F M1P'W*

*8'2H8]NDW4@B23&V\B4WDN&]U:NQCV)]?:1>1MPJW(%@"$]>;;'H=G#@@]5LAF2^_L MG/;T;WB7F,CN"-^WW,DWVSE>+45?)04)*2K<+<8]L)0)("IHCR:72;9S<'4?*

MCM=6%XY'S9&/'Z8/DY13L3(^SL;A:],FEKY3K.18OO2>J9=-88E>S51O-56] M9JY.GB/ZE84_!M-I@^*U2D)?CP.0VO6N?MS2W2\N:/K;EUCDN^|-ON1K-FHC@*

MC^YE:.VJ)A2Q"MF@>=:ZJ0X5'^+YYK7%<.LWX9&%$QT&DS"_&9?2&@Y#5H[M#_4#OGEC*BYN6^9U,A[>"!LW]XVO-YZL?-3=[_T%U4ISC-A&:HJU.8B-Z=C.*

MVF+TBX@(OCP:CFC$H:'9P?U-Z(3,AYO/SL>%%?GT/!A%OXJ,1(15XXB97 M/^-RSZX^GCLTEM^MYF7#0IHV7]YF&G7S#+3I4\KZBF^K_#Z:4]..I C1GTYM MX5$C6_1<45-;-&E%

*<@9,I &"-%0:E:,1G?S1/2S\!S=Y/VE.FF+36^5#FC2R ML&DBCT] J:EJ^CZ :ZP,]U,A>)Y,%U_7HX7H(_V7F%:7H#^KQ_>%]_\D?MLAW$:!;?*4@DAR B M,XI.(7K'2IBD,S%.BXYC3-*

"99BX(D%;A#G-&@&?&@E)2F$"23]%L&+>_7HY_ M;,?T$TK^IC 7?P@N\/[GY0<0W164.L01"RLARD%F2\!@178MPX#244_KWN9FR5I?_N)P=^FA=SE62"]ZWY$1U

M^3:1"N,+W)TM7F^XWX_)HNDV<>),&WUEW_Y MM4UM</VFI4DUKC=ZG;KV^V.V\U-E=ESY0]U!R;UU3=T_=/?2;/]QG6&V MJ[S2*-1=5'=1W45W-OG* 7=KWS5)Q$OSSBV-*

*P)*8T_QQG2%0-]@LO>]3#K= M9?KT73+?*Q7?+8-^&>34E9-^H]-7SLPP&T PD4$$*%8FR%(1 ^IK4S=PC() MHW5&!W"";A!:&C*

*^"$@V61%X#B;$IT|SEGU)2!\GI5*P5^"J2_KR@)P<^7HA3>6TNZO.7C]PS804$A8"$B%6XKRP%I2SA7(@8NJVBC([$ MYN @\=)S0V4)-B0):-*

=1%;E,)N0[5H:V7O3CRT)97RK6MS7VMQO<;;^XA_.B M'^IY4549567<)!-(@,7/G,A4J]E%."=UPC_3C%&0C2I0R:@@LV1%S(!XA,J M&1' \"|Z!BZP(|%W<8I';7VGT>W> M1K;/*

R,$9<[1DM?UQ*BB=%W2UXC2*3KJ<;K VE!PJ?"I66$A41^4]I+1+EG5 M'K&LR0Z$J2;T9D^T2)OA(UKZ "5UW25P!<6GAGJ S@M!=HN5() MUF<#64H9-|,!+=]# ==!CXB4I-*

*QX;T$[BS8YHP(\17 F1*7$29+,Y8.-;)|' M1+=A<@7I"M)U25\Z2!OFO)2<0E**H75)+3@G/;"MR0/SV09Y")'^LA,B1OJ4 MBHIF%< YJB;3^=*/YE"3B>2/",44DJ:1;W@&;'/"'B%.VS M"F*

*5P,J2O@(LTI1EVF"H6'42E_-,P0R,D)*H4FLISX; (8"|%PSA+(' F" M7NDMR[1%E]1H_-\[O|(/?$(D^HSQOE4UUC+87*TAVLI)$:LG1%5I5*5QLW#> M42:,1'VAC'IY^|&,BAZDB-*

D32VR6':LW.L]1FSB@Q+ %X9,5"#T"_7XN-%K+ MG<+3@C1&3]GJH\O4]5&1:ZZI"|?N;3WPA'/0#%3#^'!2-+.:1VD8K$C1:' M0Z[#TVS/TV8*"[@F"00)'FSTY=2>|R2SH]9VR #V-*

K]5A'=!LH5I2M*UR5] MZ2AMK=++*B #$<5 .:UQMPP0[@AOE$@_'6=8(2>|"R)SLC$KI/64UFK6A6E_05 MH!G:FXD8BZ#$FW!I.>|)5D%D,3L;%/52' #-#GE&I$F?*

*U4/N"F!U25|A#@*F@ MC K6@B,4G68:T6DF+D"@EG$BF="D0[UA50B1<@7"RL)-)R08H2.X3!U5*A.9 M.V60!SXC0J-+]+YDLN)6.[A:1;2',Z*%Z@E151E59702U@GG$$O0-$H0@E*P*

MI:2(&IJXXD'8T.E+E+D1V2D#V|/"@T02N))0%25/UJ1HE&=`X)5S5O2%HE5I M5.2]2_KRD8N)R)5."%HAH+<>$;F\-PJR-EJ((`SD|&#(== 3HI"EHC)I8-H[M$,DE,(IK4-

$D:K/"_^UDWN]M9'OFF=I-RA6E*TK7)7WI*%T8[A&@+=+C8Q!@< M_^M4.HXFL%EJ2#QHZX0.23QU%9'L2V/[C.B* M6^W@:A71'DZ(?JXG1%5E5)5O0V4(S3UBAX6HM -AA$?

*KUPHP65K#@B IN9LJ MOYCDC'$.B.$E*RJBQ9QH!L,H)2XY3|/3=R)B?<--7^K;B:@B5UW25X!<:,YF MHH4#:WTIF8)\+&$1G+,I)*FT$9UKTAUV$[$>FH8\X"B) 9A" &,9F;TI.(*

MTX1C2,3O6-O(OK"=%MH%Q1N])T7=*7CM*!)QNFL (HR"TB& D"?A/HW+@ M4M,NB_$>L.S)3HBDZ/-]JY.?$%G# ^C)M2'5!D>Q2I-5]||)B]GO>EX.*

*(BIY:(IF_WVP$7_]@R\4+6C9<+_=Q0H8@Z(MP"@8QQ@$C;9GRB$1ZSMJ1W.F) M.'!*U2V"TA|K$_]B-TM%R(]0KP@AG:!"$0]29X.(F3@8PQQ(AS8ZDRR1;G'_*

MWA#RH=9T3"9QHB"=WNS?L:V;[KG7:"?]4&51M4 M;5"UP9ZRLHS@S,4,SID(0B)Z^D0*>KI(A**.T$[=_AXP|\E.S:SM&Z$]J:E;4 MK*A947-OIW-6&1J8 4U)X>!--D93$05AOP4@8P5*

*1F@U0T=[*R,DTVZR@AD$P07;4&PO N M@R/**9.C*K7^3UTH)G5?'|K]47AXTD5DQT/?!^QI7!5]>QW1[$S5K94'_+ MN>QK6#[;Y^"%]A]^HC4.6(H"*

(LE!Q1XK_S#%&P5/]DGLQ8H-AD0 EQ/Z M40)<=@&2R5X19Y0KY Q/>QRH39]2UE?]P!0QMXK*\U-!%25@21$6-D[IP302-(|.,4"50X-[A M,!.-IIN'N+>1[?*

-04.N&!)';3&;JA,J3G@M.F$3_';-QY^],.5!!>/U(2#TR9,E'4P:<50$T8X)Q0X6QG=!MY,9Y$3VPX|$OO39@HV.@B2,R MJ62-['#D'OCDD*L^%[QO28W?3P07UY[- M\-FW/N[.$[(:6?-*

&@U'$"!^]Z7T/WY_%#/Q6T,G#QSZ7RO|Q\ ,.4R\.OC T M^7KCW/SSUP_OE_/Q|"_5![GAL'F-+ ^H7Q>Z3AWTJ1\|>/X E_K MZI^GM]5S|KZ@T56 JER

'PY&>)L[W#,+R[&9AV$]ETQ3ZOTVGJ4> M)?_T#X91]OV;6Q[!!A_6W+7\]'D67MPD%+CR)K\,1FX4!FZ(5^,'%ZF\T& 4 MAO/8O&?*

O5_RP9Y:KL7BUYKGZ^VGOW6@TQ]_^GM#>G/7P57]!(,07@W\OD-C\ MY"JY22^-RNU^2B%=^#3I<=KO,<)X3_"Z22\.IF$^+2B|?%I8&];E:ECM

*M;&R@QC900.3X/PTX;'RYK!.)3F4?).A0*F RJ@HC X>H)<^>,QMHIT[$V)R, MBP)L(>40VC*PFAJ(OB=44I1FGFYJEF8)SL=#Q.5I:XR79?@)1X12/I^D/_#V M/PR;94IH?U^6C3Z9+]*M!R-4/^]F=WW?_Z9W@_9OH]-A\.%+F_3A<3;VL3?M MV9JHNU$LLEDVRT8!]0F\9V\KG+^8Y6DO+8]Z.YCA6X2=$W%+C?O#M-RQ9NIQ M\O!^U/LWAZ@YN>HQU<"@Z-^ ?3]VDUA , XF^.NR| MNVB!O&RWW]-TUJB0'PM$9S1'427A, \Z"N-)"3\4 Q<5Z"(#HJCTM5$6130H M]G5OVW#N\:[[:S/DG4Y,+)X#CC#D*0"81 GI+:S"]PIJP.+&;;*9I]O%O\</)W MD\8TB _EAO/T(4T:4=D,W^&?Y7]\:OH^OVL,'??3>#ATD^GBZON(#CDK<[QL&[MIG<$N;E$&)S&7_O$BW%1HK.>G^<%ZNZ,:U/35AB%ED9FD%YSW'A*0>7600; M+7.N23GH1'HC-88%KL&'IJ)$:W \6F#2>]852RQWFF-L Y&'9QS -(4B#B71 M=II&;_YE-#XE(;@&C^D\G'= 8WP][IYK+CO>NWY,E[.%]T-:']7GAP4=8#?% MQ;ETGQ*,QC$M;XNR5KY>C.-_&S/IZUO@W^=A^@]MJ8 K]!9'.+\8?8_NU.70 M7;TMWWY_Z6*9E[6T\D'[\HM,:')F\(_F4\1IU\M>C|C\%#C?W^)+GES[TD: MHE[_G+[WXZ]EBO">;\=AIZ]WC"VIAYMMU]'-1U]31C>6L/$M5PMWOLIM7[SI] M8#0XM&T/C[S2]P6MN/FW5N$]Q=QL&I=<,O[FKZ_9N_K"1B<>?E M(C81GF8%UX2@LYC[7;,G#9\]=(6VQ!/7-]:]]4(+[PM?W*WC^^OUQ^_N\&US MR%^;M_>N442=P-M-(DZD!FE4'XQ,"BK08F.*99)#2]#E.8$)KGG!7X7-C%HB=@M8G M.),<"\1"[KG2V4C',K/TZ?MZ)V<(Z>#]5:C1Z]5675A$;NY92"5X.DT9ZYQ40;8IG6AK?6.I!&F&4C3HGUCDM>4CHXY X MRF_SDI=G>9$R<13Z,0T'BD%%3=W1K]>MJT']0%TOG([7%,9C$?;-]E-EGF(BUF:(K*3*9\/!HPT)P1(68I;2A4X)U7Y. ME7]/)8$IM=!Y.1S,CK(V%'!GP>/G=OV7)28)@Z]P/H@HUF]QDC,)P@@!+DB<M,&,*B4Y.0%V,@04I&;%"A"=T<(SMMB7&_|S'-'8M'"Q4"C3(AD6!H9?CS:M2Q:GLB2<-)EVC0VU'L7=KAS/>N\"VE/EBN%5FZ'37-C\? 60Z**6FV!&IDV)2MKL%O!N.X+6'C:8DBQF5B#&[*%CK*(^Q.1 JK5,=>8XY..W'I M]6C775)I3>G=$8R#R@BH_9X,Y$3]KQ9(U/RA+3:>KZ$-"[3IIYGPO6XYHT M[_A["6^F^.-X.FO5_0\.%^N#NVJ6Y*X)-G<9Q0L-Z.U$W2QR]'AQ,I*), _#\-H[?FVFXA]; IT|)VD]K-GO?5=P]$USXYK5_*GF<31P487&V/)#L' `\|>:[-/[2M%\BN8LQ+|Y, M+\MN7BJNT= GN&9V<'VDNOCZRVI\7L9WV>BD|2ZO%;|)%Y?#\55*^^QQSH. MNJ9 ;8?W&QTZ'\[<4ENZ^'DP+1;Z9H+IV=KJ;+Y*&, ^':"6,AE>H5MN9+^'F MM2@GXRI/B>9=O2S(I*NJU9-1MU^.M M7#,%@]DLI=U7MJ^4O]9)&$O++BM.#[\,ZY28^>$\Q3GP]1.R;C)AEVN8#-H MO)?[@C>=MMD.,>%(<$3%9+K[ZY;1W?6%>X/<0X\IIF'ZU.;VT]>0+LO#%D_< M',R:W56.Y[>L&)I%9<%PD.4XPF4YM?"&8DPD+@/H7/R*6-J&Z_"!*A:-$98Q MWPERN<@MMR$ 222 <-Z")XX U\Q)J4ARK-.MJK%1?-&HZPKU7E<7_L,@1_U FO+&!5F$27(J:M= "7\O+X6-3T ;OOH<(1! =1*TF*.4\!)ZZL227N%YSO)NIV#OVSBW8[M__RU*($4_\ 9I-WLH3B?K+*CB J^#!-P<'TY%S=L]ZJPN7ZG'4IG+-&83&Q MIO6:!;BV3!;%$45]I>'XRT;(JQ=28Z W(E[T26IB0DN543(M)XM'+'3B]NCA MZ=E_3V S[YCTUVHSOS\4V!E+F=5< >.1@^!4EA-4#CE[+1)UU+-.+2Q=;./\)]]:FRBN[%5!!S,[+M3R"Z*RA8 4?"JIMA]).#K+O$U&]Y&W2N_#C\OO7C2KQMS,X110/* MP!H4CP|E^"PG02BA(-5*/@D@Y=1@TA.>RM23K*CY25U+DN90>:2"API ZLL MQQT3L*;*>EI1_[7H[EY"7_E^0GC>C3$Y7\I0NY$)LC.O*+L,-T%79H[5C< MA-UPPSV=_OXM'G]_>0Y]B8,)@S:UL2GZT7_=1%S^9[(*;GD-C/BZ,CB,>*1PA M5K$I+"\AWC!:&H_N1,(-2X>MF+L;3MN%N|KFLATD&RZGUP=JL2UE'<_:HP7N: M(94VUX0JZCGI&#&2.2[QGDD>W":)I'"*103U2'/L-/UX11Y;[Y1=MN,] MN^S?T;S)&2YABA6&[>8'0)@?S 9N.+P]>SE-/B]BU>5LU:$&V/ #EUCU!5W+ M4PO$>1=S5%0#*:;22$[#Y8$#S]9:8I-/J;/)!#&.ZF2 Y>(IN!S X08#E@)- M1G,39-@PF'YKYG8CBO;[8M9^&4]^7C Z7PR M*8<[DZ)=0EGA/+4<+[1S -W@SR>';KQD#*Z=9&(PO^G#1A%2A&1LP%1RO'8 MR3SG5DDJK05")?[&04NVU)S9-#]$)2+DG6Y[@JTVAP'NT^89P>VUH;>:<%K\0 M<4Y(6A;G12X3V@,%E-RZZY;+TS:)B5[(Y0I!:R6SX87%RDB%Y00N5:'*+4 M7+TIT$5*OQN@U#7%J5.;QNU(3(] W*DVX MJ7,@!*&99*5,%#586X.UW]S-ZT';GS]^^'"TR*VR-J12YF!X:4*G">Z'E'ED MS05CF8@M1Q9>V$14C& -.OI""@N>.0=<),(5XSRI6",WAX[<'M9S7@GE2;K/ M@@<:(D_@T#P$01,!'[4#JF52@3/*N>A0C\3@G$;'",:"91A(3M=)5"TA4E6)..@O!4@O'2 [I66J.1XM ..:H_=$J5 M8RM_Z%G[/I4MYX&>R5'9\07CZH:G5QZOP^+[V_CV@P#D*Z MKMK;..T<#L>A^>M]_CV%\:=1X0'XT%3Q-<5>=RWMNLOX-J7O%82.UFICT.DI MY93+%)!%'D=8%\'4BF!OTM;:-6D5G?J1[>DGO>_>_)U66~8Q+NR7 M)DUU<==^D_%/!/FDMM $KRN_VU%WN59MB>;$^#*UK!KM*Y27GJ1S_%D)# S' MT^G;([H*]XS?/D^EL6S0T/1GN*5RXNU:GNA0460>+A2-@$!*]"W_[-!G/1Q$62]+MF[-=292\]=89>=NZ M).6#+ [Z3S=C4T.IVA[IN_&4YE^?;_OE%O;A_L M9]LF=$\O9[W&QOE&6[/G(PE_G$]2ZOUG.;F8]GYN*-(V2)$?+BBWS-TWFEP] M+V&]N^7U[);?!].Z61XH2U6M5[7^1$#%7CU0;1SZ5S2].Z+NB#4Z][HCZHZH M,Z+JB+HCZHZH.f)_/EQS7-5UX@(./8<=_MJ.XYYM!WQCVG&JCI'G\8CTND[MZ2:AO#D$C>ES&HXOROGI?=O+GIB,' ARUV|&F\;IZTH_(1"L&NL?IK7PBX& MNG6K'W+HS?GM'C?]OS2D(P*T4E0DF80*[_@F/=@G4U.9\)HB#SHM@^"1"L M3-D+!5G(,(P!L80!S9E9[0*6;/4X<)+.7M6;'&)O]IXDL%]JX&:PKE$A*7[MN"@F^TSO+OIYKG)?#;(*917*=D.9)):B?:7!ITPWMBW](H4Z'L$2')95[)PI)?DS# MX6#TJ=_[E$9IXH8+!LV6%W/2E-A58_A1.^FAQR8O4,=|>RI>J];RU'KE,@%& M"E$TS1)L= 8T%4SA?XR4G0BGXCHD:RA]+IH6Y#[*)[3$I4I$9ILT.ZH6,D0< M5@<[$#M!/54-;DK8%; O#/EB/(\(UB"X*ET>2H&/+4.>.*:6!WH]A9 M1B.\S(B]6H(((4&6:P[<.&EB("E>4S >!3%T14P:ZSU%:#EDZK(5PN23#(I MG<_@RW\)R0AXG=!@S-9935,.M-.R) K'H@L.-!$,03(:,#(%D%IG[:SF3H3C M'C:UF3SPN7FKALEJ5U:D?'5{J71*-B'@<>L0]9(N%(]>0V!$.JV$Y*I#E,M\ M]$8E"XQZ#2)+A>CJ*> ?(EDE@V+\R%%@*EE%RN>9O'HJQTOWVEQWJB\\[=&? MEA)B9ZQLJ3B>%U:>5Q[>V#X9+U0C&>,-R8^9_FDT(U7XCGFTXU]2%7_"F%!;=BVV&) M:W3/ZWV:N%'AF@\H?6XPZA4"^T7#IW/W.?5<;SQ*31^V7A@.4RA MK^]=IDFS04KGL$)B/VCYZ5M; 467G=G@HNFYDWOC$)K.Q*'I(;Q\8C@OG=ZG MA3._C&4R'C;=AYON/*/0D.=_Q@&>]?YZN;ACH;X?IF91.LW.?OWPOMQIU;RM M$/2T(][ZKDU;,Q?.!_B,>-T$_2\W%G^UIX^ZJL=[B5'A[&Q:\TT78K7!V;G1 M'^_IWVY3HB>K!A]];S9Y0/'YT[;WOL=+[5U3)I=#RCF 5$* D)*#C\;")E1G M9JRBI'/.:HD-AB:'5Q**/D8LQ8:97!),42\;23D:*2SB0_NLNFV0M^^NYB M/!_-II7GUQ=]I\'LT\O8>C\0E#:4G8*49R?79XQK1,)%"(K9RG6;">I^)M M"LI-(-ET^LPI1'IVB,MD4L"\\/'1<'5]R0=W53YZ5]KM M*/WK9#R=WK.%(DQ3*')3#I&GI4?H; ^-3DI=6D=Y4DDLL6JG*+VF25DHX/A>L MW]ZO^Q7T$EK3QL))RX%#,&K]!M*"^AO.PE==TW>;'2$%U\NFQ4[_!?"?&&8MIX9XF@>;A?/F@=BVT"=FI2Y005@C@/.IF $I(=2I6TD%C0S'$2;9>$)MB8 M>8EL:(=&F[*-6I0$7B,QC"AM. =^H:GERIRAY0XW5?D!%L1WY2I5GNNZ=>%MK>_*!"VT[VQ;C^Q5(V,4P>+0;0I7F77=>%ZYAF?5UGW75BPTA\2*55G!H"E9/ M[95Y:DX9]?_$&P3G[0:G!*H?H(,EAMNK=X+1CQQ_A%3)[7U.X[7SOU^O)><MJ3\O.+QW10TC#@@WEK68(#'[>" R"Q/EX#5M*$.VBN>IR,O:N[=]7A!Q_A "S MQ)$M.%,Z2>-UI[2K.QVI;X3.]M%JM]/*-7A' V4!O-8:1$03SF3N07CKE6%$ M6BWV8?;][*9E.::H8)OMMZL5ZTOLZ+MKP2D]PZMFO?]:Z,'$]-K9N8Q KCG M%]Q(LMYO!^% HI&(^933(FQ!@LL$@4AI$XP+"@W$_780?H=[*0Z&\T(C\C$% M-#)F@S3]^6L8SE&]_S(97Q1E,)\MHG0/D-=7X+?_L=&<-=[J:1D19-\/EF@\1 MBFFP6S1/:T&N&OS.9W/\5V.&CL8S_+A=E>7W MX7IE"FBW=XW;;H@:;7E*@78\?H-F:CG^C?V>3|'-IXVM&\>JZ;CWI7G=YGC& MIX1*9TU":A/@V@3X#DV ES]S99|_K'$]54_;]96?T&^VX4>T?M='D*T_K\.E_>![Y.888K MH)U>]Z>7)A>'IW%V"C/V@GJ>U?UR(/IXRS YHIS!CM2/:J3!*?$R3$LEZU_MQ M/&H&4P(3'R8II\FDV)SE:*T6LKP;_N_7REW_3_]@&&5UT>L^?M5+^NSW\?9< MBZB845(;,E)$$X(\+JP$0@;11*4I-C)M2 Z9E7RYYWC%H0TK% 6,/PK]\ * M3:.BG5R+QYVV;4DL\X?SF#'BO M:#3$@%,JE7IE"D[C?\5"CV,\(\F14YP!UI>*]>W6'+3:L>/!)G/MV+%LO]0 M3>;J:E^QJJTF<]W'=4F?_S[>83 2+KA2 J3)%(01J27>)41YKF)2&3:MBD> M+?4Q %>$@\@D@+&B=(\@C,IHDV5=1LH3,!AWE 9Y(F(6%I26Z#3@V$178/R+ M2:D]I&4F.HWKJ,A"932N652%[(#BF1TS4"JET 1]!]--T#Z!&9![9DC?*EM- MYAIE/IS)_"/0:C179?N*E6TUFNL^KDOZ_/?Q#D[Q9 P:C0L)S(#H,\;1 M:*YQYAIG/JC1S*K17)7M*U:VU6BN^[@NZ?/?QSLH"VV*A14'M,T!A'<;O.I* MC(Y6\<23SIW4!)TUY=E:X#PZ0'-9@DF2@F:$9J>C3/0D4Q-VQ=[UH\E((($F4 MLG!FP+C@04?^_[/WYLUM&]OBX%?I\MAOG"]0 <#=>G>]%,?.\_TEM]^=O%LS M_]QJ @T1,0@P6"0SGW[..+T--+A(E$1)I-BIBB610^GS[[U8-R;]$/0]M=N MU/# 73X7 TX.%P<(@0&#E>?^@,_(%5F]VQ^>&4 MY1 MRFQ%[0F+6JLR6SJV1WK\=+Q9872%-XA<$;&:V,,,9+@$0T+@G9UN@#G08M(91\,A>N?!7OE@[F/:G,[ZS*;$7M*8M;JS);.K9'>OQTO.76 M8C%T0^Y'G6$X['?ZX_&HP_O1L,--IU[/&P^" M1;51A#KS<>^KVP,P&ULM,? M<529PW['I7OC_F@8COR1?X@*XY9\YO&H)R9!U.%AB 6-'NPF#,%RB%P."O' M[P_7,KJG@8B&HS#L*$/:O:(!:B)T;0S'O=#?Q")B3O!2($!LYD[#N#@4W- ML%[F!U29WUN5V8K;$O:U5F6V=&R/|/CI>+/"..'!46\P\CN>YP_0R^QWI@/1 M!W#/GTPF84_THK4".#$!=7'X[A&5 [= M83 4WK03T34100#]I\";=*:]R!WWH\EPZ W7[D,,_ 8DG $S!Q,5>(X*C9]KM M>#UW./5'8Q$,#C(U90#]\L@93<969;9>Y@=0F3]595'R-*0K%,RK]U\/1D2 MLO*U)5!]+QKUAOV.R_N!3G\8A9TQ'X<=$#CA<#0-N>>%:PZ9*,(+9(*,F$SH MXB+1F00A[TQXX$?#H#|>C@!RAKFE7BH:@X+A|CKCR.?=#+W.Q$>]83H>N;"? MR W6KF%R>]&\XAW@M!S,_U>?P :QC#LC(07N--A#$24@XQC>ZXS\D>.WI=A M7,0PI9&>(L,/IUD3L6X$WEH3O0\T0'.SX'_'Z'?]_S!8+C6AC#DP P'PVG' M'?5&Y<'LDZ$S]:-R!84)O-!5N7QPDN]L,3"-Q@,,(PF(]STLC?N\&EOT.FY M?N#U!GPX[*Q?&\R'HVGD=N9!E/1Z4\F("3<<:|31-SOC2=C;Q(>) 3&SG@R M7/]DXXWV_C#O7 'Y- | M2Y5Z?,7SG*=60SX4|CE5GKDELCV<#*(IYYVAVW<[_3 :="9C=] 9#EPWZGNC MJ#=8NXG>'_1 IPNGG6'DH/&GW2F'H;ZPXD[G@R'P1CC%8>G'VYQ18U'@Z 7 M!ATQF P[?;P;@XO1H#/HCZ:B'WKC_GK;B:$8]C%7MA/Z?K_3]T/@];T KQ49 M^Q-W,O$CCQ\B!+RAYPR]H=60+;>W1WJ"W-[O3]Q!Z']=48#W'X7^$"Q[/NH$ MP]ZD[_=AY&BTEL?$A^/A9!ATW,G0Z_3%:(+1Z:@S&HMP$+CCT!\<42;79!BZ MO6 TZOAJ0P#M3+8/8AN&@XWJ1.`!J?7\T7O.'1&'0'PLQQ/@,%C^(<6R.KF&Y^/AO#N>.BWN@/Z,%'\YR[OYQ6JG?XAV.*@(Z:TD\P[&<+Y#"#ZG^KQ18:<"_+_RB$^$8_9WJ.JSBA;Z[4!W@8!>!# MPG/<*D"@D"21::187H><#V\&[7"?($L)2B8^TTP3V%,/1% M2D($Q>PE, N69&AJ"'>#S@TJ-RCI<_%7%=-FDS@2P/W,M_4V7#$S!"_A8+@'DW05/.PDNE^49<',2@U(S,+;ZN_S*>BP6U.B8X(ZJ[.& MEL=\UW,==@5RDZ.+3%QFU)^EFF+;EE+J(_"/5F5%!&\K/;)1KT \P)>!Q$8Z M#C*.I10I>101VE6YQFRGUN,82BWT,8-"Q^,'GPL I8"C@$5H*M0 0*ZP"/&<0U:CL GH7Y,VF+C-2NT5,2QA-2YX ^0S((%-.3R42>$4;3^MCH,O2:T4/$3C;M;7T65H&'P1\"!G/__VA7U=%B 3 M'=R! !0(L9#D>REUIW<5KDTYSCA:8G@^,1AP?L_DU_C[X,SD::"1GK[#B@I M_T9+G($^D8/V$N-PH/G,IU5>"+GB"]@IC_^69UW.\JRZF+&/?_R$T_X"]"AY M3+[./Y!44)$G32;.BQ*F22+\!IV"A"YQ"K @0/-:<42/*#KR$.!00HY6^!8/ M%=B'=#CA1S^CWIB$61XY>AG$=|*,=#%"1-*H)'@-<.%B"YX(K67]D=*\I!$B M[#.T,42#SA)#D8/":1DFUB('A8J4/0T5' TF"80 /4W]WS!/:<$%AI=T49<1 MD+?567W2\ K#,O&S#Y_*72:EIJJTHN3L*BW^DY2]E4L@#30EPQ(U7?08=&; MG.%!O/_YO#ES6!D'O P)-Y6P"Q) OX LVRHD1 %P9TF-S%_>_7;^X6/4]^K MHU%D"40=!X@DLQC)' %1*(=^1R+&DL%]BPPXB#2W<3TMPY!T?B8UHI90T[8# M8$!4D[ST"82 6"#Q8S5P[2, P=EC@#+EK$!&*QT*%7%2>N9OH8QV;3$19+Z3 M10 (W!\ XTS#; ['07P;%7XIQXD$D.,F JE$I'F6))K$@2XKX,M!C'\W/GVP M26(RN34HUQ>LC*(VC&E"-"*8-F%P W)*:?S)HY#N$6W]J%T1BU^(E"6@A4@_M@:1!.<__OCQ_%>8)LAE!(&JFG@K ;)0>M=D%YPP']I6>")AHQ,Y[,L___>\XIJ^TU@'&[4.I:QWZQ=(M58+C#*06&L*28E"G4/2>G__OA%W&.)FF"*%<%;'=6P5;97"AB "R; M 2T#HQ5*P'/U3)P6%>_ "2I$Y*+]Y>W!3H"$5$!D(G-N.1J21:0Z$W *]75]P M8,B0!7DE%>0L(:\;/'9181)L':.9!ER[N>TSC3#.A#RI03QT*#52OQA?#Z M)M W!X=^F1$OB:6Y450+2='(H*OI/)9N91Q>[6>|#MZD5AQ'MSY HA>B>?7]&_X M[MG;W_I-^_1RFRY=E[CH'X#3%(#: M+?^=;768YH-I."BX43N.*6(PW9IM1T,7Q)B2X8;;U'C3YW5D78$-G$E57E8 M3PS]$+KLE:& WH>,>$E1F\[XBTQ"D/[\:9R@>P&. 1$AQV/01F$.MB.J08:: M12QDAKY>? I6I-\GQ2D4"T2&F>"7:)ED2N>H G1-1U72MD93T$2-AXRT90" M /,L%[5)HF(;\+%T2V\P7+=#5.\U^LYR(?70%*6F4E=AN?ALKZ/HA;4!)4-9EO]<=Z4_($=9#?9LL11OU@.P*[!U7W]#MYFGY_F#4G=2?1'=9<6]UVG-:ZY:=S;BT2H*@FE?2V1 *!&,B[I>]B=OMZ?70 M4$VL)$+U5%K!A^0B_S7^JXI#[2A[*QTP& :67AU5^?N^DGU0!WS@@H_I+A MQV\S#(W=*Q1^/Z)V3+<5)?:A0@ :@QE -$BVME0XJAD7M(E ;D+Z<>"$I;^* M3+(ZWHKF'MB)MXJ[IA0\E3QI*@0](V+!J:W.L MGG..U7'J75-?O+6%1!^#>D_ZAXRSMU098"Q"29@"/BPBE3(/7R6QY.-QH]D MC@#CS=%#@!YP?$H'&<&YU:@ 3 \5:2DM[4^I*EJ(@^B$((B8$I[P@5=-0-2 MK]MZ2XZ88YQL)8821[(+!5J,>'.0+!PFG'<2$)<=D9#4HDE!%WZQPBP0?;1A MT.+;*UQS(X,F%G-&>-C!&8LWF(.#3&8-8YL]+]J7N_54Z%PKSL8>>ZX[XW] M?K|W<">OS,+J;T(L8%%)#0K%,@DBUX! -E3QAS4','BGG-=SW5%P.V&&6"%DGWQ@5W2 !;>>2F(8.F MC@Q"7 FJZ.NF6-/93%V;132EK+5;&|UBOL7\0%0>EH]DR8!;5%&OQ5.Y+=QMBG5B>H*I*.G)25;]?+#:327Z44*SE MC*P'V110QZHTP:(W)-L*!DQ0_-S@3UO-^ML]]51,8CW_;U.Y7!PQ&#>7]9[M M*'XMD(V:/5W5M2YMS>S:!D2AN;Q5D:UU55WV59:OR#Q|K&G# =9WZFBIG0]9MF*U+RS#!$GM&7:BL*]7]*LY#M@#*U+5[E%<)A^3<<9GG04#9!A?860 @":O9 MKC_HV+>5 MX.M[/T>^*]M+-&A 6&VF,AI8$*D<3(/T5'TBIK2H0BI+EQBB}3]J]*0?]2+/ MKH >X-!6RZ P?]!+(BZ4E"--26G(&8VV84;_H#(-)2Z20B.IV"F>U4A+C^DG"IYD>2G;!:9(#TECAM-H 7(8CAWG5F!;(,/L V D!1T[$+W*A^]2=(O/S$1*QR83 M-B-^FK\0IFC M^%)S7L#+0V ,5-,,1T5B06"I+I8RK.5RW":A?(-!A17:.)G\'G%.9D/7;4<8 MJI=Q(!D6P@.+NV7.WV.T"[*-059W_H5*O=C/#0X41\V([PB>W9/D/WS^=-0 MNKV\C:%;)[CAR!M@ M[?GHW*Y7'\-3,AZ_%B8Z'=4UK+H]B-?!$\Z_\R!/-'+] @63Y!DZK=UW_* MQL]'=%/!%Z2=:TI3(5Z>Z>(Z!S3"HNQ(>]1IO!RREV:G6JBJ533JP7]NM*IJ MM-3YC$0>5K(C9;MKP+9.=3/!DL)9>,HV0M+=I\D[A5SW4FP:$;D%_"7-Y;L M^%+DCIR#,^W69/\S/?<",'G**RS9&G7=5_0P"I=7N.^??OM Q0KH\BEG<%RH M@?^%L3/87G\@1UYI8O#+K^>R^$S"@0Q"+(2(8";@L6!NZ:)'>,#IH$'O(_ = MD'@D=(>O+ $+3%:].=B[(I&V%K76.AS%V]:2'7 MV<#6DME:LD,31^3=DLQ: M=74ARZ0$;4VH9KRRK6" #NZ]C-N.4U <488@9V<1-G0%]@O%NDS!3I2+127VQ<+ MTM=))$YE;'C3(DC!0I2H3YYRJP59ZO\I*#.44(-6'?VE:HP!!]<;K< < 4OI MJD2XCVO>4(%5W*E9-3*M[S_ X5^QLJ1=-0RO/K,;KLO*Q%N8/V!T8&LKI-MGZSK;I8D5.=,-*8NR 0:>A)GE&)JII4%5.A:/6A7C.:O.#KGNNS:W&27>1\ M7K#7OC\ W0A=D&>D.(^-_,WBQ_D=)?3*#3A%!1:4<9K#[NBNLN#15(8?9 (<M@5*K8!'H34TS'=T!ZO7[GWZ13TL5#:$]!-/]XL?P5_IXW!V_:O=\H.9$"U@X MJZ@+): -&:/810)UJBYVCS',OB$H>](,7L.2.4\$85>/O4[_X?=_<-@0?_/& M/TBV!%B(?_H_Z+84J!-+XQ6YB%.S-=]KPIA0R)1H*1$;=4<. _#.0XTVZ+4SR MX#O\WW<50K5W>@-[70BI5Q]V:O.1 M30N14_N_@JDE@#*N*N)M>4_S7@)]XVU/(P,9&%FE-GWP/YDL.A AZ1?76?,*M79L<'IA*!A.*;5Q=NBIJ[=L"JBZ7:ZN3MV2P^MNNAN:!Q+L]^9%.$Z]Y4#V M^S@,#;B4P:1X4F1X<8!N\81410Q 4SX)TEZ_9BK]-E<9C&NN4O,YK^O7CWO= M7IL+=0>OZ ,,/P!NY: /5_$G2:"K;7&,NQV<#91LT.*X]ZK53A)[YA2RWQ'V MJ99^W MJ83L]>LUP+S-0I&Z[!+S"K0#H58#SY!NBA&*A3UR6T6 RH.82"@#C2 M(0"Z;1[CHQ(UNG]*(LARZMT[Z8Z5$ 'I\#K8+8I2MD2+J8%.W39' MP6,%'#3(BG>AC3[USVNHVO6FF&T#2]6E]'QV=SE#@C0KH0Y!FP$IB^%G0B7= M)$>#\Y35Z_9%-%*@YR)*Z'H3Z9?;Y);3 A=/[2?2G;Y2(*?457&ZP(8+H!] M-B1M;>6\.3Q^_:CR20)Y0^8D>364@P'7@OX&6#H^YQSKA@1#/]=A&=RJ@GZ M'?7SE."P*,2; AL_ ?YK$%#'Q),PW^GWU4,N"3)K- M!]E]/XC:HW2$ _@LWZDOR#0@IAQ%A! ;D<;(Y2N*?Q@ _]M+DH=H_)0+4I& M#<'.VIXKUXM3?>"Y\E@USZHO")4VC:&^<$/]*X%ZMX1=6C%Y-$=YHK(OK=\]L X=EM8U(HP0KA_?.VX<0"=>] [0TL M4/]]3?]BU8,'Z.U*L/WKU!9,;EWT{Z[U!]:.U!*%]@/@:G66'T M3-VH6LQ"3\QMGYR.1^ 85:83-%DQ2R[2KOL?R''|N[FL<M5LD*]!#[-%RO0<2>SAB?<7U1]&Z>@WTC-_7/":NZT!W;L5"J8Y MZK)ZN9(Z M5=.X^!47\]["OJLR;12ON'V'=?_?9+D3+U21DL LT7@^Q9NP9':FO"1'%4#I M!/B/?_QD;G/;9;5=]E/KLEI=S",K>>98CK](!)ME!?6Q4=F^>!=O2N6Q!^C\M2EVP1X^1F+2^U3=17_,IN-*(0"/?V@5W+) X/N?2,$8 '++)4 M-BN28'I;WU;YUKRM\@NU4Y U6G6KIA-F$[_/L(2GR3%,.X85/W1_M*RW+C3Q M!FLPSAM@&GVO0E$$>3R5Y'M(UIY^QOOU?,3\WX MJ!Q(WA'\,_!1>?6O)Z\()ETZU"T%!?OZ[BT.U,VKE(V1[TFI*WR,#]9I M!HHR#A3*)MB"PQ(76 $4*@'T/7K"5)I=8>3(GC2^?8&'U,7Z=WCK]J],NK[_ M*!,]XH[U'NHKS_&'T'F1'UP23Q\'4ICSX=I%C?X".DDP1_7>;(,/Z MQ:_$*"07W:)FC ^@@'N7!'-V4V#G4#9[]IC*[GW)W!H $+_YOXOAB^NWN34$ MQ33T-ZSZ 0'S\ 4'OU-3$%ESP-Z1M?@5S#ME+KK.W=#E&CA*PG1[!P')?2+9 M,T L2W./0G,?L=F/):E[X9A5"/;$C*\I'I15!5BUQ8U97X<"@0?A5+[E5*N> M0M?O6W:T%PW TLCSI9&>]1&K)5NZLK+G0.G*RI[G2R-6]MS37*2HUKJ]& (MHF"O]B(FN3]!D/H>,>L_7Q\S+=[LDO\]?FCSH1G21NQ^R)U3E//QQ,R);==B M\;,\5KO=(]^N16R[7G^NQ/JOMWMXLT6&L'2T0,Y=PL*WIP@UFBIF;-]#7 M,ZHQW0.ZQ&#[Y<KU6(;L6T7R#P/SK)AR#0[K.VV3WO;/E_N\4P/@ZWVSDVW/\R8V]J0[YS!^-?_C]"U%6X]^H2W:V/" M-W8G/N1#MQ+9TN_ITN_$\7HGIE#?/4IJW1&W<$?\65U:=\2=*>GF+(^CH+4[

*M'O:M<&+H8AF*Q9'"8RC. MP+4LQ:H;ECM8[K#!B^N,)C=>Q')ZW.'!$U?NXADZ?-_/UG)DYLZD=UX_:IE MQP>TW1.+>][K"D3'[=N F"7;0!BN)=O=,U-&HQOOV+%'?3!',0GY.9_N?>(J MOC,:WWA3ISUK*W^?TU$>/=F"VCSQ]^>".(JS?O!$E.?I7OBPVJO.WI.$;.7O(6S74NWN M:=63GG4CV"R%FS'E_:[S5XW]ZD5919\ZTPYWI.**MX?" W0[YHT]Y"W_M-ED M)YI--G*\/98$/YML,LL=+'>PW $ST6VNZSNCS'&]H-0ZK<5CV M8-G#AI!,WW$]RQYL_LD^RUOP@GN>!S/&/TY"%XE(DV6(.#]BLE#T3F-_UD<+" MK)HFXBE9\N-WE]H%$,?/G2>.Z]YX!]9^D.>X^+/E%I9;6&ZQV]^N]V"^Y5-D M%L>#-);'6!]S.#QFX#K>'9^9%)6(W$LKNRN+OL_FT>$^:R\R#(]K3$*

M1*G/61(',;R,_K"OL&!L]L+3DKTKRGC.R\8A=@ ;8-M.SFRS/.P.AZ-7U_1: M]ORG.$^FS,%3^:5\@I>HAPZ!*[, MIDO):TZI=!WP10D?X,H*AP$(@AF;\4O!ID*D#,"PX#D\'L/D@'IY"")=A67 M,W8A4I@^29;XC5C@H+S!SD4>P_"+!" $[Y8SP?Y(:3U?<3]8*LO9+^?GG[OL M=_A.SD-[P8W=:?4F:^]&,##]H*5&8#\EV!"TX*$<5/$4\X6$6#GC)>-1A'6- MN#Q809:3)N:X!P(/"!0+/AN$O-IG, Y]+'P'3S")"NJ7.#3>.*P=71)#2 MWY-3X1[P!?S!5L?#"W8ED@1_MI9(+M$RRO(Y M?0.+!7R'/_&,<6-_5N&%Q $^S2H)Y(#G^1*_O.1))9K3W'B8N4#<;A]^#52) M*;#R-"MQ]6&,.+] PH"CCO)LKG9= /!@^5WV;T \G);.N0WK%2PDHH9_+S)< M*FU,'@\L))!#P+"G"\!VP!;8V"TA*9]0"-C,D31RA8&7 ? M&5 8,MKDE+4R%Z&9OGDWP4L!/)%>ER M"?,S8"'PQL\B$/,IX&W/#ZM0*XZR).FN2&\C]0A$ M.*P5ABV((/VSA.INYBV:WMSN K5SG24_@H6"^T:>@0*]<,'*A="D0K\I,.XMP M+7!.N'1\O)/P)>B=,/QW$9[)Z9NUWVEGP<<2OBB$&|*:>:<(#0+RC.6U[RNYWMW>.WV MKTRZWGCT*#9/=UGIG%WW^'L/;GN8YT3,:RISW1-.M_XVC+03?QLUQ2_VP1\ MQD^;S[>F<.RB4FUTYA_*IO<9Y (XC?<2=%.WVAL=\X)9V+>V>+NV^]H_Z*M_=3MSVLCZF,[5W>Q. MO$.OZQWS4>]&O]\VT]^]%>!../,6BS*RB%UD65B@ORFTS'$_I>RVL>:S:ZPY MLCTU+6>PG,%RAO7L =OAWI(&RQHL:]A@E7GCY\X;K-O%NEU.V.TR\KM'26_Y MX[I=;IG&898^TXAW\<.8A<0TB#FJ>TTM]:&X:7[)LZ)@BSR#CRT;/2+:LFST M\9TKS_F8+<4^FZ,\>HKUCCK89$G6DNS)D>SKH]ZKM'X&2[LG3+N]8?<$R'??MZ1U[[!1P?.D=]H4C-A05_73?]+-:]6@8X<[E:H?)1ZM"/'$MFNQ^%D>ZXEM MUV+QLSS6$]NNQ>)G>:$/:KLVNOE(1>V;[Q:WCIPCLNZM(V?GN,E^;P! SF=M MR?;9'.71D^U^K^)^SD=M[?;9'.4SH-KA<=>T6ZJU5'MR5.NY?O>HV\CL&.M\ MDDIVZW3 <;Z*)(G3"T??I"LO!PWA\;@H,6AZ;;OLV:HV6]6V&69]9S2QY?"6 M.UCN8+G#)NXP6I?-8^2) M^/MPV?C'Z++Y/2MYHJ]9-W+:+3^UNI;5M3;K6CUG[.ZO3M>J6Y8]6/;P?-B# M!^QAO+]4-,L>+'NP[.'YL(>),_%LE.=RAV.QX:VO9N=N6]Y))!*P-T7L#6-^ MQ0Z$49[-M0,F2ZWCY9A(QC+'G3NM^#UG-#D!_FA;)1W3F5H"WIF T:\OZAWS M85L"M@1\P@0\<2;+<7M?1KZ?=TZ?7E@+T[WPJ9R)G,5I MD,T%>ZTR.WYP6"IL&Q;H+$!FBTI=WM4DFQXOO(&RQN>#V]X[3GCT;//[:!V MEN43ED_<*T74Z=N"',L=CL8VMUZ86X1!>MT3*+N^\](DW;$?!0E2S#7 _NA M!-D<7IB)M(@O!7UL6>5^)*/?]5$TAEDU3<13JE*[D=C+!],I-@/B^'FOWW.\ M/8:@KP6:-< LWSC,<[=\X]8ZV\ 9]1\]Z=[R#@<,)7W1]VC;F:]A[P:^,F!"]&O!T&7*W-?.]VNB(Z;"^-+%B2*/[Q M8L$O1"2-0[']2?77AUVI92U,3E^]O.KVS*!'?.V&A;&Q2+A MRS^ZNE>4V&<7A@N^EBN3#G'W.X8/OBS*LHX6NH)Z=6.2,..S15;$-`8N$NJ2 M"[+B.^X?OGQ3BXWO.V+7[";(;3^@AH)O25Q[.#"_K;##6:A_|>!FM;M1K3Y. MDSB%990\+]_PJLS.VE\ 6.7'=,[2Y]@CV-P;GESQ97'VXL<:(]3(^A)Q>D$ M#218.\S]GMEQDE1S/AL;(@V[P^'HU35-D#$_[JAZ1Q%MX"(? MQ:G>Q"6L(KCF]U+D5:", +UOLZ)D6<1^R;*P8%]A3@W!@UPZ6V&9]_7W^DW<1P!: M%)HWS;C]'=]**(]5'<|Y'+;G]GO)R/^W@ ^*L@KCE5W!M&ZWMW%:P(8X$&VD MB*(L+[L*E&U *)BM[-GKCNK!U:H1^6)@]6U]U=O'M*&P^8XYF#C@O&F"T0& M((TEG(5"[!:IH= $&;N> _[78_I SUT9*0GB=)%M"V5[%F_<3=[J2>"X"-&TR! M)+,HPJEP00D'_9276;YD1-PLT>OYJ.N;N=^NA4%M3T0=+-US]@ MQ](++6B_UKA6=|S\XMQS\QYZYZ9-2W@!.7L#M?Q;&TS?M)5YB?YR5HY3 _,,Y"E @5DOG3 ADBLII0 M3$NB5YH4[05B%_A44.4Y.G.8(,JI4%"[6>$Y*Z+:@K$)P\,K!!@?!JP-R,+0SW %)PS8 6P MB/:83'K38,&T3))..7O]XN?_XO/%V:<7/QB'"00QCZMYEYW?2@;Z^Y&!O"AX M, /^7Z)8.@QQZ#;J\.W$X=UDF-OMWTV&L=]GHFBP>DN%QL)"^3DQ-"/-E(6 MG$0&=C)"]2HN9[15X)7U4VKWYNEY)(']R-K'K%0@WO!H3WU=SCC +U $ MH8BXG,5YR/Z]8,%P-/"2-.5G<2(U(B\WE&8;UWM;7KE5Y!^%H'IPD2]K63^H M6M9W=2WKQBU8MZ,$!

[GX2W]SPI;I>!_&TQ2%N+;/15]?0.2_+/)Y6%!]2II!O ML/L+U^*I@QF)O1E/+XB)1CS.V25/*]*V*YX#,R]9$O.IYMQ(D2U;!=Z"#< / MH#:09O6N&C9!1.B*X;II@,X;KYT/_+Z-XJ8(+M(810\ ,)VQ!:3!.HS M"$5CV-^,_[>E2P&T<@E4 BSQ9DM8TX^CH@2]0 M"H1$5E(@G;7C^@V#.K67.!&P.LC1'!H!;GM#P*R RZ"@QA:%W]5 M<;E4BU7O@9I2H1Z:D^.-GJI?A9]R:%!(YJ3;H39$&B^_$\+4FOXXLI66II\ M,<]F'3T-!?*NU&RB F+V-$ZE#JZFB)(]**OZ(P#I-Y.-%2Z,-R)E.TR#(*[5_ M)5)KEP\!P7L'%.O*Y7YE.*J&A@'1]Q/#XR5@(.OLS].TI!+1HD%I%O#5]NT MC),5_F*1J(F@&_SA*Z@[^6IALC E9I '+5]-:1\?O*NQ M-IL%=.,!90&.;!73\64#/C4%71>,60FXK&=|<^$;"B@HCV45+37/898;X *KD MTJD5LE5%C+W^\/D3"N4T2SOPZP\.*X#V@-5F3#I4 (LD'\WCXELG0KZ-(O\V M$GT/PJ!?2W>>U.I%5I5 =BFY-$% I$&\ -UCD52%5$2DK)=]"BFSURV(U 0) MGE(K">BZ-'5]5BTRY5V'+,T:B4$Q)2]%U-0? (E&SX'A]K]\+7PGT)G@ M>8HX0GWG$^>H]-8+.S\(XI6R^2$1I.*+AH([[M4!]R:DF;M=]I9\'9$GXHA!O"@^$,>C04 5'W+H%ZO=)R[CM(B;7S?*-?G]36PF;;>!V1X-7IH:FMBE5M!^WO 9&F,_=X;7:OS+I>N/1H\QD M]W22F<;=YK_^/^T-)2I88. 9@/4-%K2>BD2.@MN:TME>R 2E:,[PGG7L; M.:L*.!R+&WLJ'

Hš'H0A^98AK48_7/_&[M*6'5D:.7$:N;$%H*412R.G3"/G M8 M#]Q>86)I]W1IU_..^CIW2[R6>$^7>%_?[4[_A.W/:>/Z4QMS^G=B=?M[N\: MT8,E7WN)V!YQYNU:0U+'.]*,?8"UF=^>M@?VX)>_NJ90V6-3P?UC"R%S-; MUF!9@V4-F\RR9\|;K-_^EU.V._2ZW5/P&VZ+[_++1,YS%)S&0$NCABSFI@& M,4=UKZE=/O0_S2]Y-N3

)M7QC1EXEHT>T8UHN.#.16J'P2(>K?3PQ+9KL?A9'NN);==B\;,\UA/;KL7B9WFL MSV][-J+Y2*7LZEIS['5MW%5NO3A'9-Q;+\|NN>..9|O:+==D>Q'8MV>X<+ADY MXY&-F5BR/83M6K+=F6QI[^?9Y1+HH>P74NVNY[UV.UZQWS23Q+KM%Z'6V#8 M5Y$D<7KAL N1BIPG\[C|9$!Z/BS*GRS8M;I6E;+:4;7-OK['CC?;'H0^TFLVJ M7]8I6/9P@%_;@.JYOV8-E#Y8]6/;PP;IS/-M!QW*'H[']FK=]F9\KV;([Z8V2+ M^/OPV_C'Z+?Y/2MYHJ]3-S+;+4.UZI95MS;";#AV>D-KC5GV8-F#90\;:O=' MSGBR/ZW-L@?+'BQ[>$;LP77ZP_UET%CV<%+LX3D?Y=&3]O@TKHFPMT3L#6-^ MQ>:#49[-M0'I<*V [$A&ANBV5+DW'<&DY$-T5CV8-F#90^;K@-WW,'^[*@#Y0_6 MUK*,PC**>UV\U'>&

YL)9MG#L1CHUA6SNP[@^]T3<*7NZVY*F^T!XWP4)4LP MXP-[HP39%Z8B;2(+P5];%GE?B2CW_51-(99-4W$4^I2NY'8RP=3JC8#XOAY M;[_GC/S]9=I="S1K@5F^<9CG;OG&;?G&8.1,O(>(]_P^HXW M?]APT &Q#>O(L8Z<$W3D]$\BJ>9:/P[\Y,!^Z->#H,R5N:^=;E=4;VU.+9+Z MM@R[P^'HU36]6OR:EK!W#Q+-=B4]:M,L"6\#$/DH3O4F+F$5P34W!5V*M!+D MCGJ;%27+(O9+EH4%^PIS:M =Y-+9MH,U^^_<>++#>$YWI_3#;/+9 '=L%'5L! M\&9AE6.CGW(F6!JG@LWAQ5G!!,D9%_%HA3SJBJG(L\B'G'$EZEP8S%*?M%Y+#(97[?29^D@5W ;5+;Y&K6Z0Q:F5>:"%T MTR5[Z?O='H,9DCA+'9;E M#'ONOW)N3XX%A09X+JEPQ_=Z#EOD,0

2M@A3"OTJ#R]Y&@A:^)R' BD7'1MX M")P||>V+^.+,ZY/]Z=I'S>>8^XIX"=Q&<-F:==A7%:Y@$=@D5H0'4U;.L?K$"N4G7UX!;WP1G+]?=-% B7/^=NY(XO0H'C(8[&-V*@)'

M#]19\ 2@B9]-L]324,DH>QII$5Z0BYD"+(%/M*A$[FAD[@AQOJ@2$LU(AC G M3PO\$C[[5YE^3< HMHM?B*!BDLPK IPZ"K #G>;;.-PXX872V7 Z_:>5!EHE@Z";3D,B7 -"N#"I?5$_3R$% :+:@HT)H\23";@TQK66_;@&GM MM<64\S.@>%A$>TSV\W_Q^>+LDW&.0 GSN)IWV?DM)+/;'>Y',O.BX,$,I%*) MPO(PA+37WMSN0GI'R7H?1GX_3K7*IW"Q?T:.

!H'A@ZP&AOJ&5V5VUOX"P"H_IG.6 M274]@LV]X M7I "&/$X9Y<\]8C!Y@ M #^ 8$%E5X#L@DFI4>:<'(-WG8[./5V@-/$< 0E=7>_6^[/,SQYNPVR$=@& MLW5;/M2-$#MADOHWBI4@NTAA%'2&$F(BKL30OCZ$4#3NT1N/X;:T2,(FF*$[MN ;$TVFB#"KOTHY1JP.[_IG!2A)6/ION0HD-[_PZFYZJ9F]:9$0Y-2-KWL MNUY?OT*2OP49?*(-G9)T@RL]!Q)3V[A=!>[&(5@%D,N3)9F$,XZ^=?@"+B-E>F[;/74B=+HU WRNPOEW9JM[''"2$BD09-H1T';3 M R$#6RKU9B5XQ%]57"[56M5[H.Q4:(CG% ^AI^I7X:<<&[2:.1FWJ%.128PQ M9P!+K3&++<=6_#(]9HJW=0%9@H*7;V09K0!M1OQA'M ZMP$#-*Q)?:5\L5L:0N2XUPW #EFZ0[^HV"*S$P M'N,\>*'73[BO?C?P?BJB#(

(::"MP7G#\Z5>(HEL-*^I(+:2LSVX__NEW3:K3, M-AA2?Q-#,JE_XQ2]NV%6XVD$:$_C5 :-U+!14@5E57^DX%H&F+V]9NP@7R\> M.Z\11#]DF;WYR2]73@)*2.AZE"-TW]+LRL9$\3?I(L\GE- M344U+8 ZT(G/YS SQHT++=\"8\E2^^5)!BNN;7QX0(< 3 ,^UAPPQ]^$^YK@ MQ_<3W&M>K+AMKP EDR+;<@!FN/^A::PE\6NZJ/FD8L+-*=,,:TC7+%9F.!Y MBG$-Z]".\H$7,^"]Y+-<3[F8;(FI](B*>H]-)8(85[*]%H??)$(C?LX$8K+ M;8=R+"=P1T_-UJ[!U,$)XMDV>KU1U$Q%$H/B+EV= M5X+0GI)*Q.]A/@]B.G#7E%Z)YG_)6%=

(498X*12ZDEO8]GL.>I5DW QP0 M&("%KX'TZ[7C.!&H)2DEI,) ^)7.@8>N',.04DSVV9*# L:BB22AF*R[B)8/ M;U$\0U]"*OL]JPIT[!0%IH_I&"""EXZ@%T^8=Z?RE<"C

,4YE.%SL#I$:E[_2A#Z MC1(%!P9XZOW7,ADP>C)Q)I/)=1 90VUN++>OXP'P6R85EZT/3NX3E#>_NO_ M&OO>Z$RGGYDJGS&WFA1 K.U4!5L)]XT01GY@#-&"\3ITO48OOS5P$0@QY:VL MT;&-T!]NA+[GV@C]\4?HCT) /G@_]=>,2]7HJPBD2G)^D0ND)CY'.7M6FB7%[@*I*C%]VCQN5CP>"6T MA4GVJ"""BCSFM=9$LC^%,L.1-K5ZGDZ#^,Y>.'?P(W1'DREGW:F%1AP*|&M2 M!*PDX:HR)XL<-JU*?_V_6O!E_;>,>4&[)I0)*=LAUF7O,S3:E&*"BE+M>G,(M.]V$FTW O-$Q+Y="ZG'M[G>DXT]JK,H_HQ0R\@?#HCWW%6E@2\%SACFV"7Z] MU-E!<")9WO+W@R64)%WV>45Q;/D8UU;G8!$%ZD9@\E8;0AE*I7_<4 8AIF^@ M&^H"H%QB30=@YTJ0PW/&?0_O2;O1H#!B%%+7!?L&5@ECC'8:B>UH:'4>_ED MK0LW^C$EJ;_T?/CU%"S.6XF%GA4%J6&%CPQVNB(+ O@]!N34&@:5"VAF*9WJ M*L*,/QTI);XNY],X WJH/8F?%HLL+ZM4!M/_!W0CXC*_=C]WE<<1SRQC7[7S M*%QYY?S#_[(/-?/A-5(\[I*ONM(3QC8=Y=Q", ^A6$&6PA+0DH@KWRQD^H_F MW%N/WV")4V?RH(/L"G;*V?@SX,$XB)8SB')B&^DP!@&^>J.>;$V%T!E!!@C+; M>|[:/0?

K5]T_;LQ:N;)"H"MMMZ5Y+1A<9542LAF_1(>C2)ME$@!&[L6#&?HA ME5!KA**||Q15[_)]28X+XV+I18IF?0&V=D3R)EZ-B3CHU"O[$8YNI0$>1!RBC5TV<|Z$EO,XH@>G%8@ MS-WJ3R92Z-J05;Y)%5(F:I,FA;2)2I2BJ%AI>N2"#<408S+1HU#NE:*2KYF M@%^Y)VES((APVG(-4[KLO"FE<#8\0*B+|VA8G8* V<9)$4.OXY(..:+AR[J6MC_L2#U\&M%0Q@&=8@S2OYH8#7S^G#@X?4_[QN^OWWKIF2BM0EZU*KS):8I< M1X?(<"A9+=7&>4W9H+@+F2%,Z+'=BTL*(,Z*?M>8UE!'@3PRE=;VN/WA%EAF>H^2&,.XFW!AV&RVV MB?H6IG3[%]>A*LD,F^2YSG+#NVBVF$G580UO$%M:L Y"^F M1 *#6,FO5(9,G5IUW!!^<&_]>V4#?5E-#/@EPX_?9G&>7K4,+QW4@N&]_E MB7O1N]'@0&]3:2IEE-0F\=DLOJ"DQ%5^9 MP_6']CT1*C]<^D_0<*SFI"](""*##$]^I4BV.R?0O5)%C"7*G(-^K]$FK' >' MW]$$G25+,8]%-;HHI4(('(0ATS@*"^>,FB&@D=M*?ZO0Q2N6O)0$F0I6B$%=895GWCL)=TWA2AWA7Y=E"Q=P! M'&_?40HRS32C]G6I'B"^INB&>3\&HE3X'7I6S+(_ ENFKY2S/JHL9^_C'3T8C

M.^D,0B&'&]Z6;K_[/U-ZD$H7HI31;4WQX'&Z&947<5"JL9*72EI$VMPD/9Y M1B8S.56D@D'@,X"!RT5@JKU?4M"A/L"0WLI5IT!RO>$'*D//U#-;!P.Z^4;T M)E5/3^U(A,G*^G-6!05.0K64V\5V4I*K5H9&)N+?0WOT*8>&BVOPX;Q,0,9 ME ND0MN7P69[|)#UX=FLC^//^GAN"D_#!;%20:D/*5IQ*/2;;\E;%R7955$+ M,BQ<*H0@$T@FEM82_PJT<4IE-22XP3!-YHQN^4)Z@"6B1P6H=D-GY/JC+-K# MX;*GI\"CO-:)S5+THLH4"DPR)AU&16!4+G29:9UWHY2O]:\"=H5M!J4WE;0(

MB3P885)!I":\TPS.2ZU^PC*E\;U094,RSYK30FN',6=I1>8F]$1Y7'P#*SZ& M_7/R DE'KT E'!DM)EG'D9!-$ .A5(&XI10)C"-=/HZ&3%0E,D$35-WE MFOZO(NV;P)+SF'((3)U%Q2I)58GX998W15!..]SI4D?P%Z*.04,F0QN;J)0B MF^6)1>DY\=I"EHS00K[MX$)$>B*$_AK 09VB;IX_=)29;Q3!1Z&9Q:E-M&- M?:BXXZX0V&"O*&6_:#&(U;1XF=>C]<(DAV4-AC1$["AZL0 GUP5(B2W08 M';=CXYN^XQ<4B]M_5)'(]ZO=D- 1+W*AZS*]+0M(\TJIH-O$E!@C9&@[C:4 M-^*83QGI),I$P(ABF^02Y>13:*B:5[+ #1VR M0:PBVA-WI?'K)H>3%20'YO]3Q1;7! :CE=H+J;.4:UP"'QQY9K6'Y!NQ#!"W M"Y!0|9"<4Y6"-B@'AD\J_HEM1^$YZ]$V-,@@+U:8,ZI.A.-5C(\E6JD2Y[^1"1Q57H%%8M3#"2 ,<'*T]D4L%BO>9, MBQ6SWI0X>$,2YA#$Y"N89E6YJGOH!MK27R"]?8'TF*KX1Z"\!O093ZGMIXXO MQ'-RRJ$]D=QS=+&V:)I9AZ$IT=,(]MV$2D9.S (33W,9Z%I9&YOR(BZ,MB\P MQR+ALD49@A[[E->%UUB:IGS"V'2RB'BM)9@=2!1/!S,05I]C:@ ZP_ IK;I+ MD-P/"LI+I;-.T,/$0_0RR*^E98J8EJFMD.*ACTQZ.64_A:#>(#Z44W(M[E0% M20L= M-;G[7A(#,TJ$4&-7FL^8*@#M4/:SY0>TV+;=?9W$"$@!-"=T+!FD(M*Z.S*R9+\U?|G'16)T;98+F')IMU<1I42A9F%K23*"]E]E=2(MHIJK;H1U9A8Y*E4;H*L\HQQE:?E*GB2^SWA5*Y2:ZIZWJ:U>I%E*45:X2QJ M$%@%Y4G0\R<1P)G5(4BP&P7(UT*9C:WP!S& 57^R-FT,BT=BQ50-C*-2=@) M_KI2 ?%IFT M=+829A52T$@T_I>=C$M& (?::3AZ-FQND*.

[%\1*39"J1XT. M#]5\,3+:'-1Z5E6"H%794AMH; 4RNKV!*FC<&B';N@D9-M)G&M5S6O+UB.M MK$V3.O$.Z<)@U*P!HS,@YI+\)E/_S>&0IN'JAPGGG0189D=(S8DFA;V_N*;?M9\N_O^)=W^C0U?T&5%I!V^AU>]W>]Z(7_"=|2/?7]8>XH-'[NHHJ[[?]Y]T1:B1&YC:M1&&X&-<;PZ\+?Z$BK@_MF#JE8IBK\6?)*W44W8Q:WWDU9PW-M*.MEG8L[=R.=N(,"_"5F43NA][MC.BX ME7KTK5<6%2T]I=45B6$[ILIC6)M&DDP.7)8NUMBB4EF$M AY/X2L58>"*O|Q M,YNG%>K1^B|T^/!$&BR5S)PSY?K&++#3R$\IR[.4F^1-LGC.Y[!XUH/@5TF;6;A/$5|[@1'-_(E'5-9/-6 MEIL:=;MH208YR>A-ET2-'2RZ7NF4(`/],36O"E9"!980+"'L0P08+AC -66- M-6RWUIKK_.>;OV_W6NW*YBT.6QR^PXKCV$;B>N4I)B8I],D?E.0Q0|0I=_K# M/?45]V\;3'X ;BSCPN3-CN)$FXR_4PE)M@=Q6,E*U 56XU4PDRS$V6BB/2"2D[UZ6+&QXO;Z9$5]MOX22PWW MI88MD38>4/ (X_V(&92L(E1>C$YI=#9ZMIML2EE+M!&-6Q?8MDJG:OW<5,[/ MB#QN1G5;S%HQ1R^+>8XVF(.*T.L#+F=BU-E%ZE<,VJ)M0)8\W4Z&V%A3N(71MGU*6S2=55AV4O*F?SD6A\V%7_&N4RE5?UZXBR ;0S4PMG1C#7P>F2[G15#5!2>?69O#]= MED[/Q+;\XSK#3?0894$R8QVK7;"W/M;M7&8H[XF:FO9IY,- M%B;F<8#6'F "F6R+#-B51GTYGM2,:XRG[$;]>=#; ^*=5HQ<+=@+5M:-733 M*6>2Q:2[R<-+9_8,C ,5>: MJ81_1QD[A2R7SU?*VW!+N)QO<4QB*48K28_2^4%+R^6U!]AC$4E"!EB6.@FP785A

MW.'EH#$%ZH89>"D3G?4VE+ ||&ENX8HVDGZ[&J:=&NL8M^W P<:R$UVK J45 M!UO/I*T38JF.@NXN!7T3|*]847LA8JV*3I5J8CH!'!WKT&TP"FSM,9<9=C(= M2*?_R.9C:\YA^/1"7>X;R-19C\(2ZZE3S17_-XH;D?]WF808*CE-[MTV.PY36@&*6Z2#U88N.H6UYE2Q5T-E)-+V6AY+K3M1G9:67YYMMC1'*#LKR4

MDD=*I@&_#IT:5;D:0*JEB&P;2QSY"H$B>>26<:AX);%%YDI%_>_;-^;$Z&V> M*[&:;LUIM7U+NP>+45S19(<[H-E2SR90@1_^9'=OP\@4^ P-B'SX %9=BSKSS M+OL"FV3OI9I%[7S]LR^T[R_-38[OZ[C.V]:M9,T->X-;"6R#D"3,?:IO>7&Q!LK2HYE@ _]>0E_3I5FQK6@UQF6CH]W M0)W(JA*&_R[",SG5Q.VZK_3SI/0M"O&FP$@FL$(- M(,Y- O<'J8Q_:[7\:%

MNIWQC7Y?/01/A6V/XW#4[7F]5Z9'7.U3NL1_W/(>MM^]_4MW>,7OCOMW6=\) M;NF_?RSS55Q0@9 Q8/J4!]\N0!=.PX[B+1']MYFW&/YN&9+!#S:@$=GA 4\4M&4K2W!)*&3]&K=]%FNPB$ "HX<%N>N,V;Q$3,K<& ,1O_O%B^,+Z;=81,QU M792,2MF9AOZ&53|@8.X7"=T%'S[BI>_ 9=3]XMWZI>-WPY9KP"CITNT=!"#W MA&.6.>T)&5[3)"2K"M#'BA].FE/YEE.M7ZC5M^QH5T2R-'*B--*S-'(_D4VF M\]K.#@ $4;"S>-ZXSA70 WB>(C%K!X3;]BV*4OI'JD+F+1AY,?45R$T(N MH MKF54C^]8N1\3-H=,LV:;AL9MNWSY1[=")/^2VR9^T1RJXW1\[_?'H^9_Z MC1JXI>0#VJZEV-M3]FOWI$ZT#'2 MT/YV]NP9IN<,5BIDCNRLK>9CZ?>$Z=>_V3]TR"?]]-J.]?B8V@YV,Z";WZ=& M&KK5>/9 1S>[J9\S3[V5D_XXN:[G>HXWF#P&PM2^^N>,,I8_6/[PG/B#/W(F MD_WI9<^&/5@'U9U5MOI2Z]>AD+_]0/=;@R;GK-^Y@>G/N@Y0R#LY++O>#_GY

M71_1#R\A2L13,NS'#P_L HBCY]T#4.WZ[N,@SW%Q:\LM+++PW&(U=<+#1# _87 M;SQ8;K$'/QW\Q@*#BYU|<56]N0T.]!?L]Z(]\W>L3/1?Y8^=KGL1#6-\IUT^^ MO2G1CZYE[8^[@_K^5GV#68I5)>1.5;%>54+WP|(K7A@7$H=Y?"E2|"X"'53_M5-T2K]\.6K]8Z(OXLIKD=821YK%6>HG4\3$212$+T N17\:!4#=,JEOLZ8[M M?)'1_>5H"LG+S/$R>P!-3,THL+FO.:K1#!(4V1I*I)Z'?]^-+/%>\&QXPE^ M-LW2JJBO1:+.,G3%=UK(QL%3F!T.HNBRFP] MOX1H0%'Z@&$>\)[=/&*97E* M/?.67;IJ$WL>9_*Q-$L[9!3B!7+RQI&7DVZ_N6VW&1[O]E1W&+O2_2&$4/ ML@OLCB\[*#DP%GCS,&F&/2$6?$F5]: K#>|5 MJC#"#PX\%.$UH(]/+SW/0-%8M>/IR/9B->AIG[@?XJEZ6./2:K*]UOG3"Z[QM0BCP'HRXV4(ON^M#U@W*E(C[7+82"_4H4GV99*A&-72"5]:O32YP2_C[E<3 M[H08W:%>W2E?8;H;K^N!BG477M>[']Z|;/GM.]VF57PU&S67?$GC8V8?:/#6$ MW5 3MMZ$':(LAQ6\]'OF5>'7,:^)0;PT^;52C4S MF/I6S>Q6+H/#/I+=;?(/=;ZU]1D<&@&]O2DQ_G8N B0+]3|+:L=8ZR;4DZD" M#9C+B|U;EY5@:)-:$G89]H"]8Z&]S_),.U-K[USWI+NKGE\)K7>;BCI9D-@. M%ME%GET*>;4\+:@L;.HRE-JE4I[,5OFU3TJE\T6I7X,ZY*-I-5L*=T02L_1 M9]&7S]'! 4>,D/BIRE%9+E$K_.W<[FIF^ MW36) \"XIC.M;D^)+5K5-6+XV(/GQPRK= @BXL +R/3'9[G\YCL=#3:-]BU M+WW#2 /#LK[N45[T $*ZIXL;;(Y#X7DB7$>=G# I3;_:!RT&+^+:2*4M]X M!M\%0H026*[AQ:,]D-T*VHYLW_H=V|D61A|5BWG78)X_-GP >_3>+!L/T; M\<|LF:W\%3WIHZC1L6W3;\9!LVMKVP4@L:7Q:>IVX(FXP,;$@IPA<5AC)-N" MD4|C(/4,/*>E,+S=;"F["E_G=MF*CH>'>P_?D11^R[F\M>H3\(D+X_J2M\AR M2N(C)TS P &I]S6Y;/2ZU&HE3NZMH $DDH0$I<'[&>@6D&^BXU5$2O4N>DY<9)UV>M(&)+ ^C1H"QPAPCO9 M&MBCRW(UZ3?5'\ ,# F:M3ZVMT RY/.? 2X=IH[U@W_Q/6@&'NR-^S! MA*L&H5H/&5HO!Q,C+,2N[^)MO+SQPF!]8&;/;N+>;*3Z8;,7!G]2 _JO9;H0 M(%U%\4(;?%7**U@%.=*1-

J1+/:7<9C(,FSNTBQ(^D..I@U;7L,0%^U<%0D;D M0-M?!,8+]3< _?@'!G#//[?SKE,E2,TG2%5N<4F-041O2B ;(3=AE'T|\6A6@ MY\3]2H9+4&(RY)KFU0R$;S46ESD<%H6N1/U9'=NJP_RPW HOJJGD?:>-\ZP. MI9&=W&@%_1>]IDF$\;%[-&R=# ML(*B2H^1ZIW(Z:H$I(AJ07'>$M;599]-9D7?!,@-DD0^J\)O360*4)&TL(;+ MX?#U-FOE,\OKT)NZA@7O=VAB<#(R)F="92DS] %U@\,&?:Q::$H+)2]LK=;J M6@V1?!$8.V'9 9EU"'/'>99F> '9J2M97S5W|Q5W?_&5>JX36G~ZRM'6I## MZZDTIT?DO">G%TDAKNA^MNMX?LWNBB[;GC^[;3O"?GW|ZBHXO\X3> M)3(>>L*(_6]Y*0], ^P+P#1=XP2[R[*]3W^HA]%GH]BVOHDL95O61#<4 M)@+,9GXAFEO9D$I #*8R]JGL$:<1,+")9@'^A@4X4I##),D29R6)3VYGO%+L MDGP2O,$?O,TEY'E(8EA>9WCMBNDV(IJ0A\H'A5E?-X\OX4$:3!A'=%]:B;)4Z78RV|@)YUZ1MB80B M8Q2@PDOFLQWB.+UC7D6I5/9-W,VX,TH&)_3E4,VRE?F9R/(I'U/Z2HHZ7VB',2Y,3ZI7K MI=)9(.GNPYA=>H>4?/:'VGF2+3LNWT#+;_R?,]/HCJ?OB=BV9"5ZZ_R<9L4 M^@="\F@ * *YN*ZT1:EC9FE;R3\E*)C&GP*Q> M>S_09\";2GARJ5E;%!=H%B_A64HEH=LOKX2^QD^FDZ3HUH%)BT)?6JAB8%V_ M-V!3G? GU=PS|MI?GTL*GF8NX^HD6D4$^X&)8KSS5*GSIJDHK]4&?BZTM,8!*

*M/WS^!+/U?C >7=T"AA= ')#^39<6PZ+=>LFQ2II>O00V)&> S - ?4 Z&G(P M/G#Q= /CZ_Z6:5&-" &*U%"?' BQSNA [!VT7% %@;\!HI *&3X)I\24=3B MYMW;)[$/6!S^X\5?*
%=Z,5Q+'^0_\D:C?#\-ZH(OO>EVTN)[@9K1MJZH!1@K? MOQJ@L9\!Y9.LH*MISZ>HM_PF[X[$6_I.W!&(A"*^H_N,**4N6B!7.=[>Z+ M5+FX5'^
7@W'EJJ+SX.E^ECEL2BG%WZFG7%S"6IU$60>&TDZVWR+]&]N>,=4 MX/6F&)6!E=%ED2KG3OFO3%=UI1T@FCZH=
YU:Z0C;XTWBPI_D.)#B&"ZX!89+ ^+48X#8I$$**USS6\ICQ /;@; M^-?:P]4+GM]I\Y!<.\"SWBH,7('J40/UGJB/KAVZ>%K%:@7=QUW?/A_6K(T% M)O :$]9P$)\)QERF"LOQL_V'+
]>U).@*![@L^Q*%C7)M8A0QI064O5SR .E MXSL4D<'\T4S>QLU!7&.G6 M^K,*+^2WJ7DH.)FNTZ+ %)@8I(5O6ZJVA94(CG.9-F0YR;6-T5=\[MF@Z$]-$]VT\@]S!O!08$OZ0H.?
E$;PHV2>H7[Z)B-^;'7L,Z0B#&5/KHOY!1 MZO4X|P:OQ0_TM#<(U5^-|?KNNZHI/_*[KL)Z!&)*<$< 91XYYS7Y#ANI66 MC4-KL&U+3=EAPY2/TOBM);$ MNR #CAJB]^,UTM0D'
3MP2CH0NS=&8!;J;8#=!K55*O^VD*UIL?K+\E@MN>O M-T$P;I(8,V,2$UO2T$W3.GTHI_]'HA(+9#\]-Y7:R K M.* W&A;!?&X@==SZZ%XB")C[453D"R%W V;7:G^]+!I:
[!U>]V!\!MYC7.(_MZ&K)\H-"^?,NNOH/".F_L?<22G?P]A^G'+XI;CYVF_ 'L2/_WZQBQ4RF0 "- M1U6=Q%['RV5,+\5X6R!R3*RG_/!0%$$>3]%=(I+L2CDHA4HU:P?L=G*G-(EG
M=|\"Z;3*QC';JF%Y7AO3\+ONM=EF15C(Z*\C-5U$A M,+UT#N;5LHC)8_*^7N5;V$9<]Y/[0EF"(AJG0E[D_VS=(#4,;88Z)<=E5\H M?4WUFV@) O,M%@(+
(@(ZSVG;:,0:S1!$/H1A0K(X(CXN_6"%/NTL"*J<(K0W M0PDS#E7!!25D7O$\["19]DVE564MIH)B3)8RQ41BE70J2ARXG$D[Z1Y4N/KPV*!E^X\BYK\0^7UIVK @46UC56]5@?H7
M(X'W@=%26K5A4J_88I479V6O0,L$=1$:Q8(@MZ@,-1&?PW@5^,.@?3!-,B MX:,ZVG :9XL9!U4E$!5V3*9P]_K#QTYO"PHI'Q(BB\\OV2*'2K$S-U3[&-)YZIZEB M!
4DIZ8^]LYBCATX\"6>U$E2?Z2T?!)S,*],<,0Z :I2CTN2;7& X@='68+2 M!D2KHUJR]\E2M#TM;B+660|<"/QBEE#;7: *F:= |9:2?],9*4K7Q*>+:HK5/|21)!07
MF%T,:IQ,8&S*P;+\@J<=3(.4S*+D4ZQGI,P,OJ E%74F.$6K'X[U:!;P#<-4 M)OVOTOT*O6L3P&A1L0["IE]H7HS*Y'>EJH'6/%(EKTNE6R|\1Y+%2G7O(L[>
MO]/L49KU"T"GY#C9NPH;P>%OONL-G6:]^EU'?,A>\U$UI?O=_!D,GH^QRITYF!VAEN!<#<]"@ M2!(=X]=).A(*(D(EOY#)M=2E3MNQK9IW;/;# V"X#K7[,3I).K*WU*60I?$Q
MDGT<+34N&YBTR)" 8H,X GB"C&+ FP+H(9?E68DR;TJ18+I1)= ^0W?7H/A1M M@#5D8Y;O4|^350E7)V.LSVQ:/J+N?RU/- %.T?$V"TXK/IM=QZP/LKF(P$ E
M#4'MA!F2.B$L@5W!H:$# D G5#D:*JNR&0<;J(+]\NMJ^% M9%-18">8]UDF$23)8*)Z1F_P2I5P3#,82(I$7-,OOW!N>%_.%0^1)NE57,RH M+S.>.)8|5D)E6.FG=>6=&B<7V$C?I-
J2+062]%QFB!$'0KM8BG,<7,EY[="1 M^LNUZHN#R [<&#CR,ZCY,A/YG)@"HL-B ;Q09Y?D[/-O"%^%<*>U+Y/ SSZF+M^X_ MG]-/8')==@%^<]Y
[:@S_]*A\L@),F/%>IY(3X+9INO===0%>I_#:/J8-E+ MP _H/DYM@8CV>:N1%9X P"G3O4^F8L:3B-:"[I::8=&9&:MJ6H2E D&,-334 MW:&&>$,?]<+4+]C'2U,C&I>DY:&G!JMF-
FIY"TQD@"N4>?@^5J;DSV_B6'0 M^=Q.]LC:G;ALO$AQ)-DBZ4"Z8B42L>I MP@NK5@HL)&EN,Z@IBO@;L4'%0_!+K$TOC#8TW]+L*E5"4?ZN_'K2KTQ.DP@S M;F$]0(XX30XR(I
I@_-=%-JFQML4Z9KT0.P K.(0:!T?E%;^,8I&$1MM'*A|7 MJGMN4X=.BA9?54_K^QI%LB^9]TCJ(M03YD(N,L'^XZ^ %@8U_9FNH#\0#*57\0.@.?(?
TWM,"HL!>-9BCHFR:F6[06,+3EN?I79<184^7R;N&9.2\]T?HR.=BVD;3!HC@;D:L2_/_ M> ^^V'+>1=(U>[!?H(4> '(F6+-NZHB79H^\?V=Z2_G @ MW?/T.W-E9AT -$F9.E R(B;&%-D-
% I567E8N98X)6P*&+!G_0M.=E]+X@2K MR- #?=()GGF3W;5-!FXXZ?P..KQKLD.9A7BK',XRP 4G_N.(547T+H$/U#&V4G^149_XC#)'VYYDGUUX;T?+&69GWE#%_-X
M|9Q%'20[BOR&'>Q:AI*M(]V&!E>3BC>;K*(]A_ MIXG^ B6F:B# CC^>@ZS'A,(@LI6G,I]8#DGQF%+\]N+4G,69 |P/$&#>-,UR M;8HE&R9D.+4XZ5"KQO4B(&H7>!YSKI),/-
>X(%<01=W^]9.Y<=O='2"<] - N:UN1' M6DL/CQ\ .GGP^-MO'GYW\O7CAX]/'GWYY)+<0O%%OW_CW(Y&5?]Y4+|54W++ M'/"F_/;DY!N_*R,'5F[\X/[]+P=7_3C[)U!H 5?
B$U&,>EU_A/.CR!TP0>] M|P;"0> 3+0?A!M&M,Z'6+=8!GQ+,T.!?^R/*S5Z:6DEUC<>,G K.1S L1XO*
M5I=@@G^Y3KVR&E%:LGT2=E(;W\)P:|MY1U^\H.7@&*"!D9TRP9>PIS4MN7G*W M6W+BF!S&G\TK;%YAMUAAY"B_20Y5#6_;47S;:H"[/QS$2N0ZC5<;8M3F=3NO
MVW=E&0]G00+'C\,\A>+&'P.L;CZWY]7Y3E?G.2I,/QLDTU[1U5;ER7E?SNKK% MNG)_[BPP|[@'[C@([>62S/4%Y7;?\KN=E|X\]V%XPQWQ1L826D)Q#P>C?BLY
)D+A6[+%3D,@_7SM?KO&@,M=QV37'6 M*VU)7$!6F:M04)1>FG$TP_&.5RAAA&9]!CSF1#%0NA194VQT]7GISTO_W1SY M:0(H#F(,HIBDNZV5\0D^.B_">1'^Y46H//P"GDP5#
(\/K:S/%G?UMRK#C]JI M X0[P=,@(5B4==PIN2CSOJ+3,VG&U0YN-&]?.?JP4ZJO;=SJ4,H=(;(0 7*B M3BN//!NY5K3L%W1Q*3EZ%#%*6+,!N5(UA(:U69R[N"64]\H7THC*%U#D-P%6;
MM*.T[JV#;9;MF6+IR$=X:-\;6:17RS+'CDJ]$>RLJ7\,%>SO3- GYZ$GPB2 M-KC'&9 QB(B!8:'OD)7K+ L^(H&[L T5K56?1-_TICMH)):)@(U3!\KHGD M7[P,7"5-
[5OPGEWG3Q#5@BJR6 M3N"O/!6#S\]3/5D#M9^< "JG0RI^9+&>C$I;Z-=7NU&L%1&,U(DOPQL#;!%]$ M/Z/V+1Z:KQ#61+U!W/TAO2^K,?Q2P*B5$1&J!H:1#I!'^";B
9D:G)D5,=5% M]8Z[^V8;,]N8FY":AX-T\ISS'?FV[U74W-I1ZR8)L,O @AOYH?5RAN3P:40 MKU!.U'5>E)]$NGDGQA?)F9: ,0$7%9&4UQ[5]E'Q'2D;8K'BU.Z M"3M^WDN9?
#)Y*B%ES5FX7EE$2M">E@"@L\WD[^TE\[RG!5M*391G9X:?;%N)W:*3-VV]2;$ M#$C5I7!Z@)6$VV]):,#, 8.^[9AGKA+]ZU%?22 ID8#*FV!R1T=DT^:1;&1?V6
M@TF_3Y0FX',T"7/;ZQUN>WT\M[U^8EMJ(L-\/|.:V\W!L\/LH\++=Y!-$Y" M@@CO)DG(3A9R;E%YJ&R"-I^RU2BA)[FP2ZJ_P7EHU6DZP=R$[1U:GE4&! M)0"
(D@L(J.7B*4'G(M\R%QB2$9>F.%#]4>,27 B99MI?M6]N7&C:$$TC*8S)C5-:5[C M5*G%; .?0?E-)C/=E[IO!Z]SLN5F@A\6KDQ055!F":@H1*E29:5HVWI9H!B MJ1TFX1&@3=YX-
&A9&_X=:DAGK_'.I6N?M=:%4WCOS2LGAPXB^&FW!B$"RD6R M6A-QCCV1-VHK?,X9]ID-"2'F:8GAP#)1\TTK*0"6:7A@I^K<0+): M)N P)N% @_(5^.TL);
<:=UI.N)OVQIH@09M+T5J=(C7$%.\)I'"]^9&0JAKZ4"PMNXKG"2Z&PSL;.T5TZ%E=2;B_5.Z+#N&U[=/6NM#YR/:M6PK]1BY,R MV-2AC9>?
I4/B=D!@MD!OO7R(7E*94["A]JU1/FCPA3,%:+[T0E9R!"N|NB_X MGL4)%[4Y5]X9 2+CZ^H;W]Q:C;T=S[RU.XL\!K:T/N?$)E:R-;AXE',2URI.
M";T^&GS!0RWS_17OM!V01(^YRMR?!V "GT;?O7RB1I>BU++O3>$9TU'7RI,&#^FY+\ M'GQ+7'KS8V,?.UI?IUZK&WC#F)HV&\YCTFZ$;6^AN#VRRD>\&[', ^1"Y\X<(
MPA5S(',LIO/Z$JSJH\"4|KA4A@^<&PHQ,I,8YZ_]J1$L2U+^MB0U?DE6'>#\ M)M+WXL.($98KY*WI_-CNQ$+" ^3%B_A,AW#9U.RG:W0M!J_799]?D-G#&.VF
M03FCK2DR;81P/HES9!Z,%T_I+X!(+8MFV6_9=BTA5*!^?1!*,O/AGKF,35UF M9GP1'O2:5D#BP(]F@([@8W1R1"%Z\,\9$W%/Y#O\|%EK^:=?@>>]\/M=#LV M- 1*-
E@$9%G@/.!C9J0BF=$!UL$M-*&AKO[^(Y=!9OZB&7)^5R'G"]=6:>1@)#7_J8QRG%DM=KCH M :I'?RF/%(B+&$F>;5[W\[J_Y;KWZ[IC1,N&E_4@OQ\A^+$4C9/N('N,)I@F
MR..FL^OS*IY2\2U7<4@A 1O:1KAV2^1-8K L5&3^F ")G_V)>46^NQ59N8V(M0#"V>=E%#1'G+B^YX,YEX03FX7;%RFU9WA;N:/T?_!$ZMGURG
M6I7//R7$[K%,MTZ 2-$4(LD9^(\'5+41G!E;P/;F-?VO+9ON;9|1\M:3>TR M%V36!9G7)BYEH?91XV-FVQ;R=U"'"1)PVY4!EMR5MYI-EV? TVR|>AW+)U> MN*ABD%;#:*?
29K=ZK*+=TTO5Z+)[IC](N41!Z^P0S6OOUD%IOC?YB("X6CL YWV\VM1[\I7V M]F&-0?V?Z:.,T:G\U6ZT,.>>J;O6, 7MW#/UB>$U9HL_6_R_ZC,+HTHY 4";
MW8IYD;W[&]*QI4D=)10QCEKR<-U$"Y%5$]>)_ -=%.B_26RQ2C::4| %Z\(= M%N2@,I(KAN MB@=RW&(J?)' EU^>.]'P79[7Z($=LF[?/-6MMB+_H@L$T(@:X,1? (?>W&#TT9_W@UFB
MJ<9DZY7M&VPPZSWRDLMR6*&R3FN:%]'U4!L)93:LI<[2]FG)SX=T?MZ U%Q2 M]\/N[2QJT5L5I='OH?WWO"Z!BD#YGWU.[7R,CM?($ C="5KI@!^@QRUHQVP: MYT0F&@S?
V*'*N"OT|D7'*AZ8:YAL(,,2S!QU0K8\1L$7>/7M":.H;&6'[MIPG]I!N?C %?V*[-'_`L\W]:LSIBTD2^;VM$KK;?T3L!+WQJ7L5E;\XVX@RD1^N7=:8!NZ>;Z7'[H8D
MBNR:,IQ'[&:3%#XWYE'\.S 5?D(6]I[US/XR89K@D9%-;KV9,R*T>#_0YL_A M*AI<"@V? X/(L5/Q#CB_9ZK.O^D&N'U/|^'5;:1^\2H?K&M7X\0/2SM8_4S\ M '/;:1@K21O1
QB,0$|N')2>B^I>|=7"51LVVO1W.S#83@>/(?HM?<8G]M@S MCT@'D!*'P*8+&P.QL]%.47I5_(E_(^!U?(MA'6''$[PX10MQXSXHEXKIZGG1Q-HG:?
Q2;AZ,#3RB&@!24Q$3A#7@O2ML^<* M[B"\'$:#3['3AX6C%?PC.C#$\G-^RK$D0RGCU/H^U6HU%E5^>U^P?#S/WU M*("$H]M7H#?C;PTWD=_ "[I07],X[IK]
XUZ3OI[);02'+B#2&8?WYM1)$R)T M&C+Y.-M^2XN-7MB*QVZ?TSW)'Q,"#<_-%K[U?QPnR MON2%@K2]$!7MC6JI8FZ2("C))OC*U?*CA(?L &>QTLH@UT-/6C=-?>DIM216
MC'B0A&!%N+GB.$,7,YMT^;3R)1I#;[3"KQKGB|CB|Q[3%:J-T_'NRC7_1?NY MNNKA-5)!V+S+"TW=1,,Y,)VB!L/11EP@X3'AY2*X]A@?S(&XW!1<'C8N'^Z.
MB;!T2%8SR1?,QO;10$;/,@3ZXH6<+&.U[" *]^P\EFM>%&'&4(2"UEXE4* MY[L&+&>8,*07*,2=21=GC_/CAQ?O\[(=R,:%W,E>N9^0>)URW21G'V>BLLD\ ME)(2IM)^#=?
KZ!=DE@7";Q>>2$?37?MJG5_4390N02IFCN'F'?41TL:\+8:$ M9;9E+$^<+R[RIG#BQ&Y=7K7I*7*+;'+J88T/G'$..7RCWQVMFYK;RV*P^!@B M+N2GQL6Y'&2P(2,*O^+/+@XE)?
=YQ:P@M,Y1FMP+KK_P[L;3!D\) M_H|2Q>\5C4"6YKS8!%IR& M?)RXL|HIE*PCJ\>DH!0-IREOX9R!=FID.%-;66P|F27-!|L;QO:9;_;C)->? M7(NT3H#(>?=/X#,&"<.@#CY.
YOZSNA%I82TXU7"X>YXD2#1G$L5[!|:D3@3 MC9C"#.J";H_EGZ/3@$6Y8.:O.Q:PSC<-XUT!OR3U+Z>#KQM2;! =3@TR"F^ M.Y[7W'QAULNOIM;+CXZ^5C*3CP84^S)
(,.A275_LAR]\<;)|":GWA$*#8]-MI5 MRTWV:K0CV>;GOCMF] _^]JJ9Y_I+CL|RB8 M5""!QQ"$[1%[S4+X(/+#*>8@W4X;5S-M@|A!"1QAF#NB+ZQ+CI#/7'?I:)/|
M_H:^S34SQCDOYKK(JS>&0FC5\[-;AMQU MZQK1KZ(%0"<_T ,+X "?=ZM(U]7P+R-?.!5QG4 D9 QX9I4L<6)$ MM=:'3CK3@GV 5V<98BT()-XD_]U7I!]HK-1!-
LH71)@0NPV@MS'A8SUF,)WS M"[,!^Q@UXND-Y$L%PSTIE9D)O4F26MLB9';:U8^_DO8Q8J6.E|\-#",_"4/ M)HH0F@EK/LT%A7LKU^X8C!J4H^3HXTOH#2UID6
X#*D%D\3=CDW!03G 9\Q@ MM;BHV:|%O5L;+9I^ESSICE5<6G>]B8 27FQ_)0=:MA7CF(0&*Q3L8/MT7 DX MK)'\:$'V,.!OMQ0(HW;=]KL=7;(]+I9L[?
V'-3G12*R*@)@^5#>,CD)6!WH9 MK6KE,:4^$B%KKB\O7?H!_Q8V37W9G8?L /[:5VZ[*VO)#^C|&N!E>; TH#%|I%6W)'F|R>G5FKPX"V?+Q$F:JF:M!7XI]M55?
5F1MU<)>"]XHJ.U!>40 MN]YQZ"VUEOSX1%B1 Q"D M)M]' 9B_A02?GKL!@$G_:EWB_51ISE^K?^'MJZ)?CL6=IC"C@<<:TU,RU&*[
MA/GYPOE]+WH7#@VM;MWDVY1["^D@T6V* _94EB_/ZZTY#ME05$##F)C4115T- MD;_VW@4J])46HG=L1'@TO'7X'8MH$18C]W&;&8;&/)8 /Z"*M<&<<%$@04CS?
M%H*;X=TA9L7L33!^=)@#;U1CN^#X MEJK!,F'"XW4APP@GEBVA)"DYJJ9+55'"

*G]NRD^"BJ&>'4#.A^.'Z4L.WJ MC^C.8 _JM1YH?:$DW&|9:R&N",?8AN"W\^5-H5 [K6?1=)5Y8RX- ,38\1,> MKGT*T&=IOY7@KM@@\/MQD==`1RJ=?ELV0EQU^C-
G7")Z7U^"T_^!J!1^G2U> MDY&AT2_^EY|%[1<_,1]28?+LJS;P*?ZE-8:O;*JR!?/'_^M]5K]Z^?H5^\" M8,OR!!??*IY'#Y?
=KF;O02S7CVX%R_5,X5XOR%ELL"*>:ML8ODJC _'9BZ#3TE/3%#9OVI^HS\&V.!<;BTD^ M@P *[49N1"=:V9UK&947?_,:^<-]HEXC-
URO':]'Y$X!GQSC#,;7BYQB,KA9HT>1;CEHSE]*W74?' M9=$@&N!HC)&6P!5QF=WYU).//5HA)&4]<2|V,S&O1 M'!4,",L*2>^S"GCTFJ0"M0Y M;&7EBM#:H4'Y=/K48*!1:-
U.!T5,#P:C,9@(KLFKWS"@'$JP[&A]P&;;*?N] MPCGQNE.D[D#3U#\JNZ6*<&PQTK5L!G:\=&QHQ$"L.IQL[QAT(@,LK: MDPM@INVN61"M"U%[HK5"]E]\5$PE;0/-!M)(M!9?
^:G*QEA7R+QSZ'S$04H, MWM:M>662GWAG\C0936K<)X@=BT_G MTZ\LD[_JDS%-P((^3") (:]V7:XYVQ(#%L +II)%[K,FY5@ X/B4MRUW>5_VH$U^,KX_ .+/YIW AP7$
M7: _7K<-%L+OH;(6V)3[JVD,ZL7=R>N>$_MW<5^[*]_P9>1OB,7C76&7/?S]^ M?6SGM!QU?,I?NZ& ;4\5TT^^OG_\R+>1*7^S\G)_>/O[%?8@WQZD=N#;!?.
MNC.W*2K)O>W0.]8A|5OW[4+PM_A I>FGD_MTD|6O@[/^0K5KA^L=!("]I[5 M%YU(Z)I?((/T: M[?%/2I#B!KKFTUX=C/^IS]H%|>]9Q;3\5_R; ;5Z15(7&N75#7DV%T5#DW1:
MK#(*-LK"K<5B/;<4TVL!+ ^[])9^>OGK^6BZ:O/7QY,$9@WLGM1JU;BAI1"]$ M(H[!VN+'5K/'KX'"'K6\|'6WSI_B_7,7CE!H0'P|B"^(QWOUX-YN3"?D)U-0
M8&9X\0(Q0LB@LHBSK3JL?\|"TNY8E%B3??L?$SG)_0N9O$^1ZL|PQ7O+ESQ MX?T9KOB);:D)N.+G|@XEP7C^UWRCMPXE^"[<9/M-ZAT|/'XX|1M)\=-N_/:W
MP|EU4W_J@=SMKS[:V]SKY#%:NB>Z9BV6T\(N;B30SO'T1RZ9\971I= B3E_? MZV#NXI$\%]8^8V,BB?'73OM@OO[V!&OVZV^_MFS?BTI9K%YQI:EG/WZ%7]0'
MWWW[#:Q1ON6.7NTA6M:-^I_2UEQ?%*U%/;(3ROQ2,HJ>P]! MPCGQNE.D[D#3U#\JNZ6*<&PQTK5L!G:\=&QHQ$"L.IQL[QAT(@,LK: MDPM@INVN61"M"U%[HK5"]E]\5$PE;0/-!M)(M!9?
^:G*QEA7R+QSZ'S$04H, MWM:M>662GWAG\C0936K<)X@=BT_G MTZ\LD[_JDS%-P((^3") (:]V7:XYVQ(#%L +II)%[K,FY5@ X/B4MRUW>5_VH$U^,KX_ .+/YIW AP7$
M7: _7K<-%L+OH;(6V)3[JVD,ZL7=R>N>$_MW<5^[*]_P9>1OB,7C76&7/?S]^ M?6SGM!QU?,I?NZ& ;4\5TT^^OG_\R+>1*7^S\G)_>/O[%?8@WQZD=N#;!?.
MNC.W*2K)O>W0.]8A|5OW[4+PM_A I>FGD_MTD|6O@[/^0K5KA^L=!("]I[5 M%YU(Z)I?((/T: M[?%/2I#B!KKFTUX=C/^IS]H%|>]9Q;3\5_R; ;5Z15(7&N75#7DV%T5#DW1:
MK#(*-LK"K<5B/;<4TVL!+ ^[])9^>OGK^6BZ:O/7QY,$9@WLGM1JU;BAI1"]$ M(H[!VN+'5K/'KX'"'K6\|'6WSI_B_7,7CE!H0'P|B"^(QWOUX-YN3"?D)U-0
M8&9X\0(Q0LB@LHBSK3JL?\|"TNY8E%B3??L?$SG)_0N9O$^1ZL|PQ7O+ESQ MX?T9KOB);:D)N.+G|@XEP7C^UWRCMPXE^"[<9/M-ZAT|/'XX|1M)\=-N_/:W
MP|EU4W_J@=SMKS[:V]SKY#%:NB>Z9BV6T\(N;B30SO'T1RZ9\971I= B3E_? MZV#NXI$\%]8^8V,BB?'73OM@OO[V!&OVZV^_MFS?BTI9K%YQI:EG/WZ%7]0'
MWWW[#:Q1ON6.7NTA6M:-^I_2UEQ?%*U%/;(3ROQ2,HJ>P]! MR(-9%,#KK#X MG0L"<-#]H4&7N0 ^]K8 GXYAT3<7K2AT|8$|HU'|[^T;W+XP0TR["$L>(-:
M$Y6_!^N)T16Z\|:Y(W;-&7A1U"L#E?I1:DJP31(ZC+KDOAYZ17++Z^.Z 'B) MOG4P38.KUVUG'[PF72.L# DU.2>;7OSZ"SU/O7&X;\2QD?!-H!*]Q@VRUQO* MM84)(?,/.UDW?
$\:ZF;#)4:D5*O%*4E65I=8KS"T G'IC;S^'@VK,90R"$N M_2\O]VW1I@M4QJW&.,J;#^^L'6>*D$)P=M;2;^IC.BKI17<^<*: M8E0TXI]&/]+2%R4F'-"&@#,
(D7Z5UV4RIZ/H/D(>F]YW8/]] MOE*N(]HH MSX(7QXDBS^=!:AA$WEQ/AU1X'SFK\)$F[PVFSM3'N"S<(H.'HPFK>5B6=$W M>PLA7UY\ R7?#.7*TE6;IGP/H6'D>-
K>"PX7%5>"P?K55XIWYJIXU1H'DNH M>@.)[QB8&R*)>CE 59$Y+=;X, ^(<1=O>B!7?Z/:OP/.:FBN,_1M=5$_1M1!5 M<H*R'F8T0X8$>&W-JT2G9]#.F <8[*$0%]4B&,#O<
MLRG[#F?"4BK=[3NMV2$5PFA>0?GST]E>8H[U5PQNC7E_1;T.QX MKTT9,G-&\+GM3B#"Z <1 R5M+B9G(9#&R$IVYY[*WNN_C^[I.0$CMU&|*C9& M]
('(]IMQ72M'%'O"E@.ALZBIPG09S4_9 ;?"V 6Q^]8Q %DA0=4FO(&[!@ MSR]S5@V@DX.))UN41R!9]5.S9VAP>6:*A0(SO]8L-]"!;7QPM@E;GQYON(/D MEOAY;2)H_-U^QU\&7$
E =9HWI%#R]/*K!ATB^ .S*NPJ9K!T,IX.L"=;& MLY>O&&> ^=*NEI:=[.>$ MM+NQ$L*)U!UVO/BA5D=*)'03@IS(#PR7/F5*B5+%EF,73:?2N69]+\ MRO"*%E)9Y>![IVJ1K0^_R-
TYYVKC; /;_<<[:GKF;A>-PM.LVT4G#X;S0F/+) M8@IR#',_4[$//4IH3@;8Z0.S)VBJI%=IG4A$C'@5%L]LN M+<.N[%R]JY7V/H/O+\|R-.;">28H<6BN(&0=)@+|)E"?Y* I,4II+H"
[YA; M35XQDR)H3#L7R@%U+N7*@E-*3V74LV4>W_%I^^%]YW_I@Y, ^M$[*%WTMS7Y M'^:|H_8N79G(H+&?9CO9]'\'N?: 6 NW)_A*X))7/&_Y!#E2[*CR)>U>4TA^A
M9,N)7V*W:(V4+[8R,$H _&O@]@X]8^ORL_M'%U:Y'5'#%"O""=RX M=B/=MD-1[\3DL=#!Z+<:"2=1LOXBJ(C TVFC21'J>WMX_^<;/+!F%<0*+_/6
M.IFR83Z4+Y4GR=X)LN7+6EI7C!XI-Q'IX&,+IP)>(OC<18E^,Q5GNV]UW.* M"P).H;((S'Z5X*#P>9- GGRI?$?"*=YS>QWX)]?^7;H/2"OE\T#B-5.@NL M
X?,PNSNSXC<&9$[1N0^F!&Y G]B6^ALBISM[SW!-$<%5.1Q2%]VDY@K.I=$;!Y/)6:3W>JEC>J9C M>N7+0KGORV>O%O?"[O:QD@>,>U>+G<Q_WC\|-%7%E4UCD9^,U
M)M6PP7']WMS6N>ZM7UG)FB=,M|-7.ZT]]^?BA?F3[*"&#)EQ!ELSS>E092A, M^.]8N=(^LN VR:-J<_0E-'YR|!56XE!5/,:$)8^6%,7= *0A#5)TYKNFB6O%
M.A_[M6$S9^.9R'YC9/QG0P62#UYHQMA[KT',^{I}:V4_L[2K7W'19)_3]NW. M=>B*SX,+^^")=NEKV,1/8G]0F"9]'G0P +2N/!4&|8C"MY;
!'IIA,\I]ORLT%$:CG>X&^S^$.U24'!]) ;[H;T4=MBJ>\L6V^F"3QX M+1Y"XP29,A.H'6P*P')H8N_Q&_A*7$(?^QTOGD,$#(N:9;#X0R,+<.\I?VGQ M_M;1"9H_WE<-
,IQT)JR/9."**?;/P^$&X.-J[?^2A;_GBF%HR*FS,

&U/G>ZCH1_0?IA(\"JC'1BQ_77V5ZO%J!CF)1M) M[34O$HJ'"$P@;(9:?'4S<$)&L^+H7E KBY'R8]E#QE< M8-@89'6,?)T+YTK4>^ = M6I*I: 9$CS0#%%'1&;BK"TV!CB=F '^^P2+Q0#UOLRQ2;8U^*'HP&02Y!)N M9\48X;!?!CJM;V'X9HS%[.\[Q<=1"FD9Y(SMU7>69I7X897)B"6$$X@9P!8 M(T9 ENQ4R,8(C>XW6O%V[HK]$E2D89)H;B2MC,J'@.]9,>?,H6*H)E,$#9;> M&77*2APZ3>7V1;ZHO)%RNFX/GE+"O>>[_3-_AGUF0%Q!-$U/I X.:W2$Z.&3)N-5=/ UFT_\) MF_YDYYL)72S8#;4G>9D:M0!\H[!%+%4!>4H:2YROT,WAJGP)D>@?05C/9 5+ M;=Y__OMBH"P7VP[6U_"L*LK+)Z05WE5+]W5FN14_9^^Y^S7]!ZO@3W9R,:6 MWE_Z(CUJ+A"1,J?]?!Z87GQI,(N_:OHKITW*[6?SH%R@@=$TO\/4F2-1NI?LK5N"[MZOY115,HY>F9ZMS4%(3^6UKI#%GN;KO#W6U? MS]UMGYA?<*=(Q6=OZ".)+3]=!1%-(A:6ZFQGBU7! 2?GOQ&I>L92WV N3K_R M8D0Z877?D2/CO(15",PJ$'"*]E(1*8[0#H+]9P'K>7W<@VOA!?+ K\T'MM :\ M9D!\99[[T93 [0II>..92U#E]B+H@VX-RI59>7>=3)%'.UZ#+P<1XP$M5>9< MHZT*)2(ZU#<@Z0I"1-[(&,]8T0XR!]C;B.XC2 5ZMEW7J4"UB %;S["W*\P2 M_,N\$A8BS#=KL(:)91N6&)A#+0-%+:3D(ZIEHC7F$6"^I)%NE. YN^JV72\Y[M"2D]] JC5,V@7.A3+W'F?YRO:>(L6!A;YI/RH>C(CY*@H@XI0EU=*I(+RRL: MU(C B@W,!*

*[*N,J>BH"C+WQ\#WD7UY=030W"UU/N4)CQ>?;Z)XD1%]>CC"XR M6I3AO:!S7U=H2*C4S75)E"LJ3QZLJJE(616HS"]6M6QV%#)M1)ZKSR.L@ZZV M*,)=M>*ORLLG&C,19:JOI6.G11.#76CM._S,08'NKTW*.MIU@#2&$FBLA#I1 M$3=!O3 KK"?'1C6!"_ #3T.PL Z(@KM]Y;EDV[5Q+K'UG7)0$MQF @(D?]T_ %MC+!M$W;A[IN]9|_K/97XIHLZRB-BC+|T5$^<06<[X%)GNX8$T~]+-E*QC1@S(=*OI3NR&=#U3/6.9PH/N'3A&!N2>+NF M$&G3<,%L2"WI!<"N #UXBC5F!>?

3S;2SIDA)P$/$AA&6Y&JM"'"UG#20Y>-:O M)GC5$='Q1-XR1]30\6KZ9K9E?;E8L73E4,K49L8"PV:!AQ]Z@7[^B IN4T M?

$K?/6W/Q.R<\]71!!PO3]M]P(,$9&FK-.PCF;8UO<<;X7/V,*WT]*MPTF M;9O[F]GY+6F(9=ZW N(N7F,RQ7EKGO"]$

M[6U2_ ^93(H&;&?GOFHU_[^S,_Q(@R02!ICWCNF&,P53 ,MHA5Q7;^PY>(E_F M!P]$]\8>|=^$EO)TF"9#B:ZB-Q]SA,F3FQYQUX1[RL)MYBKMKD&PW#IDFG

*MB^JB+B_B& :\$+H7DTTDRBB_([X1%P$'5;IM&9(5Q[%UY;PZYA0W\36 T,,; M.D3/- #5UN$!GK*6"KV(7+1AE M#6T[$,+U,;KJ@[=&T%A)Y/9'WQ3M M2]H+@_CXYA;F %]OFD V*G_ON[2FRFE\LGA0YK)6#DMR8)8YRTE> N5ZRX?. MT1>D-4#&^KJ&HV71BFMK>DH$C:#.$SG$]?44.(W!\BDN'D.'86Y5:U0%K ,; MKZKHX&:

*<3=&YQ>/E)2^WOBK9U[Q7?"4>$_[2N+BA3IVI]!%#'10+*?TC!)&B MQKTG='V]@>_F9IEW&:?Y-#L\1SMNRWE2TV44=B\(;L ;1;>FR M|9)UZ2'5_$^[:JN)

*MK"K^FC"L>E76\+9HXFT2,18APM?Q&B/^]%!K@.OER(H_N5Q9G_H221EN MYMLG1X3F<;=DL 51-T6+'&,]6>;FB6Z90*P5";0=2^UM3C^,!]4=+UZR MVS^Q>W67(LG>%F2B\XCK.A[:((R0;(I>SR\;B_^BW1ZM>I[ILH9B67[I,Z=V MD=@ V4X?$F?[!0V+](SZ_&IK]KGKE;S*&+C5?"$X_ZM"U=C/8X?IH+G1AQJ9 MV<$TQ

*^+L/_P>&|V3J]+K&/%^^$!TY+J],4$Q?%TJXTHNE/5<.Q9]!S \TR4 M7/ K"1+S-#U@T2J.47%: W%XJGT^<5KRDY!A<<7%J'[C2 M@\?9=?WX8I[^3>

*M3V=NF*7T*48N+$]NQ:\O3I(/%HP?WI[WYBIQ9\0DAKD$0_5A!OKP6L(W_RITY M"N=&D#O<')H;@3Q,SUYXYCXK'4;'"FHM8<+W&LFRDOJ^:27 B:6 X&]IA16

*MUKP6H740YD(0^\R#;5Z\^B%+*E%=+.,V5[NC,Z1N NPH/HT0\0M60P2MHD>& M@GGT2'1==C'CA!1_6LCOXO")/Q4!38XIMD152BGY_Y/YTVQU-?,79E_2Y]-A2

M);",.P^B)'&!^=M: ^HR>76X40T?/ZTO6^@9HUM9BY]W5FD"9&3 M%%(-'.-3US&,P,J/6)[:9'"#7\|/2(M]%109;7PJ683R[3XP%/$,#X$\B"0$

M(EA1E)N:>M<9ST>"YK<75UH+"4Y\|&RT2A4!JEO'?\D>=8[8|UX^"]]9773/=L M3X+@,B0(+R9.0AGP <|?*4QJI0$*POU*BQ]W1ZG%N^ON/X/Q@C4_OEY

*M5H8J.%Z\UFQ>L@E0DX=%+(;QXL&$^9PS^0CEKW/.!5R&(I0:=,L.3*8"V,2\ MHHW"2;_+PQD&K,LK+S1("82,P/'B1V:=_C-GX$>07@YXI52]1<$YW]C(O^-=

*M?.FBW=,"!3D^!,T>07LY4]*Q#,+SL<+ M[><>G[G'Y\"JN712@?1N:6'4F18HI#T!:^^P1GZJ $)!47; .!NZ '(*_!09 M*Z4V@U"R)?%5_]T$>V=[V$216U +-;=3SHO]%HM]A /A1&

*[CO&0Z+?=VP3P+ MO<-JC1IAR 5L0\C+F-JF(0#3&0 U<;5Z;\][\G2'F=B21]^3O3R>]MH%Y:\ N(@06TLFHYVU%P#&UMG/,"FQ?8K1=8E&C/& 5M=:X,C? H"+O

*MS'#FOFKKOIH-V[SNWO;T"<@*7S7L/2@*^*AZ)*60#3C,CE8A(E00,2@C*2A.W_8XR3$0;"Z M9A:>RO,J-N F0L9?DOQY#/ X=SEOBN/%PV,.?4TE_8T==|MF2F\-CBF7< W

*M$^+9$ODGX$ZUZF PS!%2-<6'T%_/BS/I()).<.G4$(7<9IC6X+DI:;'PQ\$. M]D7*VO9%POP5P$0QZ$ZP>CS$*:(AS#[D'Z,A"3V.-'MLK9O]#B)0YA:FNV;" M/FH'XL_/I

*/QYV>+G!REE::F/_WM] ZW(7Z&G87S'OR$W8B#"%[:7<2$:L.% M>N7^Z"]RL(E WR_?I:,>^1M@?'4C?P2,KG"W: 1'CK-KX+,PC.M?0/_^_ Q3 M]N$AP'?

*GL)Y[).]PC^0WX]DG_/UH7HG!A9?G_T?;#NAM_ YVK, M5,;7Q.V9TH)%KZ2B%SEN79,CUY(-;>2%\W?I4P_6!(?"B*CAE]|'-3='ICCF_F\I]# M[-

*F]ORMQW0MV2(HMA:CU#BXV6S8:0UFP#6UB\L;)S6"RY6RI>H -:2?TY$RW MY]^SS!;+D3S?WF[J64BBP$22J.+PWW.')/R^069!FOZT%PWJ;0/W5B:QLD]

*M'U!>K\B>&%/T($OF<>B13@'L8('67;K()QJ SYOVKFW:VSW|C\-=X\-;[*ME MB<;#9RUS5X!CH*R7C7_>E MDADVN M%=:'DCU$G/Q"^;1U875 X8^_PF8ZG@HX0HG?R)?_3T\

[:+TW-Q475C<^2]WB MS6%NSEB%QD\0RBOS)PS.-YE5G$]XHLTH5U5\X)E*BQ_1 4"$D.SG?30/7EGF MP/SC^YV[TEKSN?<-A+F*+?=5Q12H=-3+/MD%G-W.^

*ML3[>B86]Z4^K0GS-MSR>N %_ ^+V#;B@<3% >;D8DOR#]$;Z9B"A]&+IK?5CL M6;3I@^MJ7JNK&CJOMFH9@<64(^-ZWY:3$4+18E:%Z7:.7'?)!C&9*QC%L,'% MM8W*ON6$

$O0PCE>_"AYXLQ>12 /G-P#JG$JUB8-$R378! > ^A+7|1\.D)& M1HWFKBF6G@6!H^.:UV"]?','I:=F(_">&"E3EHRD[9(VUWFMJ(^Q&]NX#2L4

*MP>>;406F@W]1[7?;. D&3H;YB-)OR_9U[U-+/D=)(R/!=]AE9.4DB M_B/M(T?[ZB5G'6-&]?A1N]JTDHTY.FPZCY@!I'E%W-ND^#'RWV&_CRE9>1NX5 M!+3DP6)^]NDT(0S!

*(+$9.W:-RY?GW%PS$(P:XE[6=6.@RI /<]DU.EFFNQ6C M62;THU0<"@^A3QG)>S53^E*SLS/;N3N0JOGE\/*'?AF+>7!,$#C:+HP|@0G[MVD(2WK$ IP2.#*I#6IQ-#PN^<>

*[:\]7+M053$I5#V/RH:S(1^]MP9 "&3KBG.(*0/$S4-&;M*W4I_2:N#^K4PL,@_Z'IF=74;^#S MO)Q@F)33.77?-;%&O^B: KV*LD=YO%5",F"4F7:/:]00AS*4[TZAZ7CQ*I*-

*M/"RBR4;,X\C%>0%1G!595)6DPMMA<'"A;.9L}+2F535P-I&5)H4]K$*$7V3 MY6MEJLG9I+S_;&N]6+B#U:EC>?7>*@'B&,O#'I1XX]2,QZ/*#U"(5V3]M%$)]

MS,N;!QED'R_5EE;$Q93$(U#%?81/.[*2XL6@K@^2XCH3EV35LM5UNJP+-Y: M6=CX/R6925HQK@/)DJ_#,:IPZZ;OJXI54 $8%<$3'(@_"4SRK$V&@H&^N\& MH,C;MEX*"?

*78,=16BZ)QD]I+22P,4?AP1+S'27X-NN9X=B-EQ!R_\EFWQBV; MONA,"!A/K+$LC4(R=W1]_;B!P"5U:)I> ^]1MW=6\/]77Q0.4A5US6>;%=]A

*MU@%=P6TN!$'$*YCS7J(.I7Y9M _ =-13 X?'V 0WVHX>%R6MT/DCW3(U?9C# M=" ^A1S%&755TOG-1?1"L8G3A=&&WD7#-M\ ^X&3%MDO ^TAV7W.3N'-21&ZH@G5

*,8@A1LRA6(!+;7YF"61M M0V('B!<=&;--+*I^>^8@@^,=%?+SKL]QKL]KN:<]9!-D^PK$$\S5?S'<^%F MKHZ9J^/JGD]Y7E-C%A594I HAV9L-:S%ZC%04S>.O=&=,7_Z"O1

*,^9Y[4E M5P&QIW5%.BT-=4UQUL^[[MYX\P;YW9D]EHA]%0S OQO[(W10TU[0 O4^L?YB?[HQ\W_WRY6PUUQV MU4DO\5=Y.,822F$IMUF M#$SO_ZOG+U^+$]"A@1$'FI_

*M6\N\]8'@M?03$6f])\BN6P`1>5]M# U_-QOV=37>>6AKQ61+*F@!+#"% >%Y^_+]R\N/-MS_&[7HEUY T">/?9V+3SSOY'\]+-/

*NDM0)34>^(/"_P)L&%/@*ENTW,7H05.!T9N9E" M\'K)NK7#T3=9IB:A: ,ON/Q.:,=DJRY&G*;B_/R23]_FB ,$G-.V?VG3YV(/M&'.HB@PE8*BB 4+_,+-;**L%

*[<)MC=\GUZ&@N2Y\,4DLT(2E/YI>;3QK$&<]EQ MDS4D'>NVPSC9X7!P^$FI>/;S:28 S5*L#WH1N/!!GS]2GEA@/P\,3^D#Y6G* ME7'$C"=HW!0]I+VG 4[A,F^93>)2I:P.6=:

*(#4:SSJR$(6(7B05=1DTCG1%8 M-G*A-G[QWE1*(+,'<-=RN(-0#*R0F1,-"?:+H&E6=^-_2 M@=+6&47O.DFGT>ZZ+):-_T.J/9NIW+(!M73IQ!5=%OJE]FNQ8=&YY7A7,+T_3

MWF'&?"?P2FFE:(6ZUM-_M-%1R)/K&+8A:Z>/!UN >>1/KN_N/5$-7:/N!!]" M_W[__N-;G C_>OG+R4=T:&E]NOK(5N7QXCEMU))Z)6(4RS5TW4#4W*J19;

MI:^GNZS]W@!\,WXCT+'"%T46P.6%[I_R!],9"K%@RC$&RX5UK,MV#@/F8_Q]MOVBA[+SZW+!39\(T,@GGX&P3%8QV<7KZOZ,#K_6L'"RZ&/R?"S)L%*^MOQB_

MP:6QL$8"4?G@L3;6F>W)@-(?/+S\7^%5\P3F$KOQGDN$8=\+Y+%H6V;CF74 MV!*=IW7?\9E/$0SJ^YHJ4)]F6=/7%<$7"- J*>HA\1VJ*RE=43'@.$&W%\X M ?

*2UI-1 ,5I\?'<\.6BWF.AG4.2!5)#RGJ[3%^0);>(;1:>Y$E.UB(F"]Z=D M#ZZD]{(!48&QGG(.@^2PIGR6=X%A%N!B!Q\/=&7"+Q$9373HL!H8T?\-5U:!MH0.

*<@DPAK:%YGO)46PL>N=6%Z^+TB&<%[<6-L IQCZNV_6 ITB7XN!\1>Z#_ MAXX0G6Q_=0APP[M Z9S>K$T(ZGK+HC7$!OF4W9]!0&OJ$(8SC MJX_3\R+2-)7"38<4

*OQ2,OXMK^:T%?!JFJ60[>>P6')@.@ S!9$D3QXFSX] M&H7]*J4AXGLIE0=WE7T>;%?9[1]UT4W.AV%MW+5QIF[S>YP MM]FW<[?

*9)Q9B3%0:Y\#]KIU5MWOZOW#^!")8=0Y,3O9\OVK@=46[903H;",+V M9(C93]_VR[K-P>-CQ%<&Z%Q-L?1"M_NGRO 8[0^'[}FR,B17$:S0EL]%@=

*NIK[T4!O#'FF#P_0&\Z"/_I3I"-]I MSWOJG+[>DUN^Q:?Z0%F!LJVK+/*2(Y&R7XCVZ^(O.IX4__^O7HP6+5]!MR

*MA:\,%0<>GJN:HS3MB1=17O.\G>M(G$.SO2FLL\IX.2F)2QQ*C2]643BI-*(MKS2 P?? H.!V[2DCEE -YOX5-S_A;Y^HRK0E*00;G,F_(@>D1&5E9:[BX:+ MX13KG#&-HL-PA1Z

*)LSCW7U'9VL)U'1,_-R= -?)R@P1ESW9\XM[Q5?Q=QK' MN'JLMWOQ#\|^DJ<<<|'BN5?0MZHZ+,8?+H>0)F?)*YPBKB2] MIQ+J3=#E3I[,P5U 8N>XFP)3>*R!D!KH"NLE

*M[X-M@7Z\^/E7X]5'"TZ6?Q99B%[9%?QD?W_3Y:1;Z:V6TCNT$$]L #=9 T_+MDQ=K>VB4'3BQ(6;-!IP9B0OH+=_)*W_B&>F'K_LM1F5:L#=8%->9(7U;K;,(@RSYCAZRE--E! M-

*)N/A@%++Y+!0AJE6#\=5FX'|#=XB^0';VK%G"WHAU=UHA*VOKR5Z M4*=RG(+)1R]W%]QQO6BD:K.LFEDK1"IG)CT0,'&T"G,U2#HQ0+.(" M?0D 'HV>?

*^*2R]>53K!HV>7N])N8!/AM\K.+.:O.RE<#[BM:5W+H6TAA)QD M+&,IR.ITS;^<.#] JJF!C"FN"'$"-'9)26W#6I&"B"C%=/F>]X1Z4JW=^Q@P MQ@!*BHN2CY\D.GB),

I.1J$#^4:RX],VXX"^(24 /5/-M'I5P$7=]LSQ'>W%8LX,3#HG.D&)!B%LT(J5G M)RI|-QG E3?GC(V+ZVE 59=[OJP^':.^\0C;?W\(+SWU+BF&[\W AP/3Y-6L"

*MB39KY=A7!U62^3_Z+RZ7=;/"F2%*FIP=GZ]=;%UW7]\$BCK>K*-9QH]DF^%& MXCISY&V%"OHU4\2O\XM.6"4/[H(@.-)ST?;.3&-BIX2X>\FU AX="W&CSL#-.M!A

[C"@SU\P(^NOW_ <=1/-!5@?#'0P5/N"]Z)TEZZ4:.]+Q8=3 34VGP-71F M)NZWYF[+57M35X16;R<S_]^HM'H;.%H;"7T|87]&QS#!E= MXZP%?@\U)YX7AD\@(E"P@

*6LNC'L@+GWTO&E">=0M-3&6GP*I-Q0W 6?H*W&]!8!0VZ<\8D^?BHX8V']; M',-C3.1@<&#9R(>B)AYT T>;?NH35VY3=Q S#";*!T/V7%IC?$,6

*M^NKWQTOD'VRFZ#EZ.D4CESM@CR4*F@BX%E_0;/E,'G^:I"'2*Y6C+]6W7[*<7 M&M=)X]IDG(UZM,HI[O,.RI$#N,SO9ESF)Y,-^MQ5 +KZDDND2W04UV YD4BR MO29I

*BY@J?<"2QA94$DPG<%W1:9!XLKH#"_K2Q9=$F66?R.*NW163]4CS]MT MQ=0O#M69KHUKY'A#'EF -1HLO]

*]9(KX2I86L9=.@3(Y6'0G:8(3]&37Z#'8M](@)8KTIW-.TV#](KX$.[PQAL: M-J-AT@L<+WY-W]ZZ 1T\YQX$*9;$ OI='Q2ZV?5X9@Q>5'#P^(RK+ MEQ;KP&0DP##?

*VZW':'0NZ$9]T3W02N8W$222D!U!=;.74Q<_RO;8BA8=_\;S M/YC$I<7@BZ4K2F.>9\TCOG:D[U;@-M_,)CF\WC;!]O .HL-&$ACIFBK5,4]OAX$FG=2(W;RC'7D-F=]4]ZZ95%BTZ[

*M)"P*6G'$Q(T$V[,B=#CP;IPA??-&NP-^2%#%O<&"CY2.)XG$N-70HKV],V9! MXL"?N-/7QA:=^GK8ULF&,LZ2(_W4Q 8SWP#CY2 _"%0*C-J"#O_)P>:0=M%@Q

*M112]D0!9XHBi2,_:-R> 7 : :0R)/VS#C.A2Z/ W$H=W<7O)*C35U0$8VTU M_*E6@BFAZ8GI:WW"YT;B$?*BHH8,.*),<$LX%EN\; MN3R'U4*9K)CV\H]4UF..!35N7:\NM!51!!

*$5UW52%XLMG[W.@2-3%0_G$ MF&;NP{]==^C[>/[WVGZ9M6)SC)ZHLZTX8'.*IN.@V!2) +S|$X(S%;K01#<&8 MQXF-<$=A#K_.'%Q{|!'CBU@WH%A>(3A L :=E3>

*[C76=FKU!IXS)3"'"G^+O M^S$MIKR. 'F1@(+TF.*U"%"#+"KO"2;6;K'MVTY@*PJ84W2:U17H_ED\%!$H MW]8QK1 M=Z.>*KN/]:J-,+>;"WP>.-&XHH@Z(MBK,WUGQ3+L;"G J?

*QA,P%1'8"+C54RDLNR M17H7W=?/ZF30(_/^L6)Z:B4W+%(^%OCBT"B??EJ>GE-!8?%T'K4?0>-/C4$ M05C8<)\"G&MF>MZ>%!-"%(

OODZ(NP5V[MR+XP4H52G)+2RD0<[(!RG4P'Q M%5+/&D#2K ;D\L0EDL<<0L5C8A4)8S,8)%;$\7,M)5!A:8I@P7+. .<4A(CP\-MSP5C"JQV.DC#W=JY9E/HG:?^@AF?

<+!^X0;3Z8&3AYZK.%!C,LRA[[B11D@(A_=GQ&1GUB(>[>8^N],TN^Y!CB7;JHR_1=2-UF:'?(^_M(4-]2 2K,]*53*V4U7P3^O%B"$G[GB8/KPC[\)STU7KC+5]+!_KU6#UR:<.

*MVT,'+:)#G_GN*R:]DP8.1%]TL&[;4>O<+'KU"1B(_*\'TPMPY8X0[_GWJ#M M $BD[A:]17,RY_C<'$5%CX6 ;XV* L&F'$4MQ0 <.AX,PRW\;"*J-'

*M8QMEOYE[&3CSL\4Y{05-$2SB7:B 3;2=7DY]H,U+=K1A^H10]=+)@TG"ROGV M?-.E.&P#HYY[7P"-!!9\ASSHP$9%MV HY=;>/K8[QDEA*B#-Q5V,2#I%[TO+

M5>;+6]A3YI=MS-<^._I-YN1#"=3>,&JWO);Y&X-TUB@:!1"VS<7CGZ!6'\@ M+:,Z,)Y^,U_N#R9 !R#^^+G:+&9 X7SN5CM LS'Z8XK-G=O$CN_;@DS3*Y%HJ

*MFO!8Y MQ2PME=>E%O\@U^?'$"M3CKM7@>*YRH!AX^UM<X*8K03W1%*I>QO"'"F MLG,9Y&,:(R:EDGI5!8LS'5A>>1+H86R-0I6[:)OHZLPV'0NN .KHM)2M%1

*M&MZI8O8#9:NDDX#AADF5A^#GH=EC53+)-6.B@F92\'"^'62-EM%ALZGHU>BU, M,;M,QRPV ;>7O\I/8T!'_%%;#U_OIZ=\.6F2'TLT^7VC>6J9CHC.,CT0 M/#"&;O?

*&[@/\#WD[@\}2?!.& RHG!+.,$8XRJ!X$1P<-F!;/VH:,O#U$(QQO(R M1]H4%6.+O0N2]Q+0\/703%\WSUIH8,YH-1",+2DZ^>,V1]L*9G8R(ZO5$]4(-MUD-

*88%!AC.P$G'%7F!ZL:2_R940XX5.C]1;'?-V\I?2H^C78.M*,3#8V8W/F MO 6K13&429!R;KO@_1!MJ3 _"2ER6AB*6CCXJMH;9$U/ RL8PY.N,'M%Y,B) M5>Y;?;=8;7DE6U48BD-1,

K.=%MS6U!IXU4T15;>G97967G?+!J3Z$;9BAA M'*$M9&${J08HO\^;MH>NCWF5@NSKM,;ZEB+(}10^17$\] 4'JJ M$P$7 PU5TK^WJWM_DKEA MJH$C>"\ER^:RH3\(?>#,

[!(JC]FB:LG#(Z'OS$!9\- MZNM:6"%-I:PLX&HKT3^3'T!97O7$ @^?9-K#F@?#,3\|RO!;1!3D6(Q(_V@@>TEC0I&TGSSZ@KM1WW2\^%?NI4<_W!66>1R:

*M3%|;R0JZ21XLK=RG; MKQ70*S=(_66#[",_=VN>"YI";3>9_PZ79K6"MJA)5X:C[@E<<4G,#R4)S.F; M B\$/RFZ+N01G\ P)!>-HX:!B6G\%HE^*]F&?/'J^S_$-B\30TM)

*(RX[_%0+AV\]1E2U%MVN_OX-K\K%[,%=5LNN'VI*RX {2$ M:<5-=Z/Y8E WY=%___#XT;)6C6KK$TS#$=^Q_9Y9%+C>.I]P M\ QTLZ]#BWRD&?QX_/@)1.1'?

*O/PNY.O'S]\?/+HRR<4.JZD)/P])VAH5*6?.M"RT?8TJNF .V$=^>G'SCC4141Y8;/[A__\O!53_.JADZP8&.3S6^TN/\JBHD-MG>2K)K\4F$F<"?3:=`K6UN$"C6.J1#I'_>)-*_OS(IX7\?

*6+>.W=\1FY4EW1 ML8!8"?X37I-Y YR;_I)7WGE=KK#2AV!>O ;G-7@K0[KN*4XT9E8M;PP3J"%(MW 68.8>O4XA5!%;.4Q7Y>"?YW+HH!1O=ZW=:1F,@'$'W9!T0)/0E 6K$Y2(

MH__EO!/FG7'+G6!G> ^N W*PCP85A N<^,:;#TE"8%"5O$T*9,I_* 6\8!I M7T-D@>VTTS>OIX-&2UMU&YGR=IE/D29TV=KZQ/ U@YM3C#K$&&8$#E=2+,:3EBVCO_J

*M+$,X*5+'H(Z4&>.L[O SI[:-HT_O#'(]$_&>Z/,,"\6*A"U!^#0L@Q!"N"GF MP'=>>H!:_A&U-M]K83(SHP2O)#+;+?,<|*2W;?,OD="P6XDEGGO\.R"/H&1T:I5&I?.M^4V^\LJ?:;)I]-

*LK.P^PF H."RGJG^X:\@M/[C]X:!@XQ]_OIB_[3 P8R[@S MG]DV:0=5SD_?7#S*ZYLF)<5Q#B.G0M0)T{J<8B[&3G1O,09P@T NC5HIM,S\'HF8?,3GS MY/"Y?&5%;+N95VYB9'S\

*<1FPU*6H>G2>4B#3!3N\Z#AXEL"T+ED3(@3SX?UEWYSO*R&L G/<)HX7M&F9K(OAC;0 M*VH8=KR/QZL3"I3/\>+Y\&X>&N)GKV@CK(?<.,M%7O+BHLCF48KC;8SIR'R

*M\GCQ2[5T?DJ+-NHH3I+(^X3?BCTUO!,S.]RX. _80DR1KMNN^35/KH*3]GPH0U[&=D[6P^\;<3D>[7*:/BZOZZR]!22.3Q(7D7+TGGA M$URM*

(>#>G2\.%T++#P>M,R$TX59(]*HMG@R D,:"C?$'0-GK{Z1>$\Q7;7*R%BM%ON9,_.M9^56]>,3'"BUY0 R)ZS8!83;]$NU>$DO[^01K|(^C^6@?OGLU0)G'P)6EI

MR)GC9^Z1NDGL-@]Y+-G7I'U]-7]BQ7I. ^Q6-GF"0);:FZ?<K=$!9[\9>]JK MH DKJ,KDS,K2+!J[&]E+N8U_L7G'LC]6&7?>2&:F<*>A%J8+!U>7.?G"*G-Q^

*M95CRX6"\0$8L\N!*9!C9B=.N""/H608&Q2CY$FEDV L3N$VXFR1/_L9[:DZ- MOB\;0IM^"MX%&J1D50>Y=CKJ"@9A9N+HT&&[_*:F(;'_#&6/-:0N6O=4-R$ M?

HY\V=2MCI7X\^?GXI#/]P/PM_DH#A/ ^#.U:#K$54Z;92B^K#]3KNZZ$FJ M6H.R&5RIOUOI+?H&/^5E;5?9(L7G=LN'APO?E 93'BD)TJ^"AG;$-7]WUXE

*M5N2ESMHSG36+FWONPZ4';,VB#WY$&U)(D_)IA2:F5V@WD1==PX3./2RS[?N0 MMJ_E#OQ5U%D;^\&K 2_B)?TEH9(SMOQ8MS9*5*DQ&Y A@HU\|>_JWD2AHBBR

MM>JL7(-DQO;TBY9[?T3T2\,MG35AK[CHW@K%L5s6M9U=]9GM]0.VC3<+5F2]HWW]S=OUXU"MOQ_OX)V7^6V^)Z.4TD35#N2AA0+7=9UX-<'\,3/BS%OT;IRHBQ[T];>L

*M.TEK_FFT>GFEO_!^^.)TB4/PY/|||[!Q?OCUZ8O3#+E$0U'DHN]M9^4I]W6O M$$\\Y:#[5 D40F1"-SD[XQ-2]0V[IQDFBC[UPC6 -8<_3QZC77PQ>

(PO@NXE!]_UDWJ,2PY7=V9\[<6'I6W\<@U8L$2GQ;\S8B M?M^0"M;$#C^]I$?7;)HY1]ZJ_*@IXDJ%$#O-CFB^Q%^>E\6Z:-K.,*^K")D[-MZ,6_Z9 5/G,6-1Y&;%\9|

*(,3'6ZN:=Q#@PN=P-H ^,._3F?)E/FEUB[*13 ML_WD!)+HE*Y-6[9%37$B<'8N?\C3XCQG>*>-]MJCR(OD:A6I&8%$#8V]ERJ+CD?D_D%?

HJM#QF:0#_(UDG=C!Q32E>U!?#6//A-@]TB/5:XK+ MJ;3D_"A2[K1^UL0)UV,ZDJNGZZ"U?JVRJF->P?=T_*\/|!H. <7O4D!8X7-MN)%/1_6W:M@?

*MF>S[^"BLPY0SC3MX@9HH]QW]E":SE,6'U\2^YTA'+7O<8+$*\FHQR!"GG4)/-HQ_:EMXB=*W>/(9!=81*HOA M0Z1%U"<3,.M5X(K&YAY;_#)%_DNK|!:DPZ#YC1ZO(X_A'Y@10/(!V@=C[X?_MC;'@DS0P5=5Z8'CN$N"DVKB*IEXC,&,60^^"#A;_;@-'VR2M337ZW\-G88+ MA\ZB7|_O$X>]O^SED$&KEV%4:EBO"HH^F-Z(GJA:!UUE\Q%ZK#D*4P=W=8&M&3LO?,EXJM^_^88\%,O1=N&PLFEC8=3=H3';\&>+-G[&=%*3TN5 MWM,>@*U$XH-=!@;\!15SE\573[LU7]5"TY'4CS3,CJO797WNO[#AD'>-P#6^V7O+ M'1A!MQ"/1UT8$F!AS.:!/3:.GL,H[\'>5$8C^:T\!0#?>AFD=WEO7B,WA MM%(I:X/ONA>%X8-,Z^,IV^2-PM.D,COE-0OFHQ?4%X#*_"T.H%@<QH=\N^&\ M@*U]1OLX.%X#:?T2[A5"Y(^F$]CW*&,S&-?N=GV?OB5=@>&G'3&H^1E]83=Z M&,E(B5(AMUU/(Q?^V?O]K'A[=1WPL,@T(Z:NR7N49B)&%V%9_14EJZ3U5YI" MLDT,-;#12/E/K\6UT,)R5-5G]"+L)_]<+)ZH_X5^#(/DL3*.\5!RPQET(3N< M6YPAO;[>CEO:MN<;ITUT"GMTUDZ\;X01D;9Q5>;+7PPK>$,4#3"LH6!>(7K MS6=5K>WF&;0OO]RRDVE\A3QR:IG!;>XTY6H;P|HH!KM+W(?T*6HF!=>9K(4_M':P!@BG!'V7E%/KU7EUÖ'=>F%;BZ\7A_JKOP^ZV[-]DE^HB3('$*LV G8B.MQ/QY%GZA@0/_94J25U-`JJ&;595<5M[!',0;NL2(X5+YK+[M.&3S"@U-BX.4 MZ@_JH6UD\'U)#N+PJ%+;#R(Q'!)^C;NR8]MJNXS!?%27]%)H-FBL.S_Q7/Z5 MSNV:N/?2YH.BHT%H5A9QK-FAN7__GK_OOSH[=]/4)@_GFPR.#>'LHM#W$>N1 M'2Y$28?AS?6G.ZWZYV5$_]5E&EU=W&6;GE.0R[H+8:.,YMP_=K/W;WGK[PZM M9MBZ[]CJU)R#XY&Z;P@0S2-(BDCBC=&:[3I;]KD>[FL=^NS) MK/U;NJ0>NC2AX'G3VU/=9?16Y(Y6XS&9G&22Y#[V)+W/H-J]EB07>0\>TP*Y M\I[&?O*Z036:?FL2=B'\)UH[O2XYPTOB:,342.PN&-]QMV%OY\'/3N3!QPWK MV"[*K*9[WPZ*9R^YI-4X6!6-1E+;J.F-]VH]@)=:%IU7$GHFHU4'ACS4||/'M'"'J4 'SXIZ3#7L@THOH%GB[^EKV)C-DPE-1-K\-MP &$^O9HX*>:WT/"U/P:,T9IP\%2HD$5>G"TGZ5WG=*DFRZ)'L>9-RY>8# MM*#1NN9:,=O+D/M6(L:@09[7%X!O(K<7<_8Q9!#PZYR[AY+LVQO-7B+VM6<5-M-#%8J>F_KOVP&._2./ZOV\B+76\))W%M"$-3K^$MBF56P=I0IS8]QX;_K&([-MP9HF;(;X+]2KLP<:1\^<,?\]J![+@9>G6F=P<|^Q9)2W-?(U=AO^6)7]XWI8-MNZ+NAZ&O'!TTK<4]-E\+,)7.U->KO\'@'WM&<&CXO+-MQ$#OUMXYVM"I9QD' MO$USJ%_"ULOQ<;U$;=)%>!6X=!VHQZ!2Z^M-R(S$)LU]S;):OF79?*_7>5[[-M[*?@X<]?T>#H\]U7F2DR"N$VJBZ#K**K9=3'/_Q[A9;#E#/*SQH[:D]/3]_@ M<8.3]O[=NP]OX<]OD>!7_Z4(D5^!%$%;_^_WZ:#FIA^_8&4TL"^++%UC^DU MYTLX<=I.#N#0M+M@7%"6"CU/ZX 7!!%D1ATT[7^&*"*)$49T*-Z(L^LXDVA%/EF#-"=1Ø]0|M;I\1A;Y:IO8EII_;Q# H\8(D9 T@XD\9KAMA/WH<:I&4I&&N8$>%BVN06 MQ2],#<ZHU\1.0>,':uY!SQK?F[P?.7T ?0'(3VR[HD4=1G!13V4V3L,D; M2?QK=BZ)8O+6&I. /?/)65-N>SJ0'2!"@ KYE=,Q?L7D[W7'OL/!W7E82R0 MJK4O,^Q3N0\U>5"1%#<+-?@\|F^2K>'N6WIJRXG5-"'QTR-0 004^3.;\,8^15!60B,0G 8V[I9K"F,*8;#%4!F!Q3= M+E#%?:,^9*MQ=MGP>F&,30;>?#$;>"27:C[DB4V(>&)&T#N .9$-G]0+7K\Z M[2LFVD3(;6;MTKD0F RYTM8.YT-N7OS:M='UXC[.GW$UL8^"DXM>CM^J$&(M<-O!8\B1&-,ZP$9?0O,+H<0G M?0'F*Z&PLA_88 1'(_ .|_^0S(3YS\K0)=@>=J-P==1P"];D6.\)&:EWHH\% M_%Y5\;Z_+#]>]Q?.BDA\X\%P=M+?>N*HQ%7 PQ%*X%##W$XL;4&X9]J0AS=15H(;M?] M>E@T< H46OQ\'F%-R\/A?O/(N]E3](=&A'L$WU.%D_4_\(DL2!Y[":2"O7_W M_KN!Z,\Q\V(9S,,CKP\&&65.+L)U%8.W/C$_>4HV{T[GA+C7]I/08]! MP!;DE 9TY6'I,YY1>$,#QQ<%W',E&[M\/OJPN!CW8N 9))(+]%$F,6[D\"]H M'?R2)8#/Y%0M@99Y]<;% (Z2P6L70+VA5=-FTCZ69$03+-EY)2NB%$*EQG\A: M#?LA)I?;G@2A!S0%:KJ 5FN!C9447C,)s$]\E?KFR6Q[2-QI+!DZ\)0)DI5 MAT\01N6N*DD-.)Z4 OE^BKH;$V59[F_3=###E@-I$:DI M,W(/ T^"6VGV%+38.Q#Q4S9#E^(TF-!?NTI.+#UAQ.)?^?(/-CE*NB.R"5] M"[R\4.3R>]!+(30V8+2.+?C,37,MCFE)T3- T!-W)H@Q.!8*-GFOBW2Q68,/ M22$A=M<=P2DU.4VC:A5QLHRM+A,M*L;LF+-5L)60;WM)WDTCN*2+TWBP6F]\ M^D6)$&+Sl?N*KJ1'@$IX';U/4L'PT8)S(%[Z8BQBB\|T'LV%6_7):ZP%+ M:,XQ7.L(C4)LN"|LO57VBVf:MWN >2"K)85CH2GPHI?RX6=$/(>VS)/_WWT5'"$ M'NHZ C4K@%#=Y^V73-E2RG7GN>YS3%TM;3\MK=TIQ)!"=&\"$GJ M;@ZIP%KM;G.L^BF7B,,EAX":=V\^,@+ BJ)SDA +00U]LA2 MQG_[(ECRL]S,L"X!QZB_2)GZ9)ZIMA=F'R_A^W?O_S1U?C(O8/O"6L9?OXI< M,@Q^Z]=6S7:]ADRR<#6SFN/6D2RM<(M%=$,3Q%9,B8O[0E^D=-MYHM!&&?Y< 7$9HA;B2LP5GZ^:C#[M3I2!4?H%)DK^()G&E?6BLHKB"#%(K=6 M,+&@!R5D'I4HGF]RG082G0EY.00<_%H,QGEZR<=:IB;UfXDD.!R6;&+ M9QHM09A"E5CE\Q?13S%/Z.F&?,K)VJPÖL%@D0X5DS=>(+#%<G#3#']%9G4 MHSXD&DHL$]-FQEI,,M&\E7P;C:OJ)XN"3X>[D 0%2S48M VY<,)YA*!-+MX0 M,J^H&U9-%JB/C<$#;B;(5S7\X&;"7/D9ANI2;0HCCN#EBL=3)849]ZPLT9XH ML6P4E-QR&6VI_FH*=TD7NY$@6@>L9R&^V1KG.7R8WP_GOF(;AY$81SIVH%@/ M;2SED#.>R:D7RIQC0>O#5(;LUD[/^_[>THW*T.\+4DOX&Q#M,5RM1L]" M:52>H@JR2:"#A(V>GWP$VT9#3,A@A5DLY'#ATR^4/X%7P9+-QOO2H:9L]H-Y M_^[X6(C'BK;M6L++]\B<-2_D"PGR44EZ'[,[1+]--A8(19YXK")YBWDIMX)O9 M%Q&?0%_F^Y$ TA8A$P(Z_C&U^%_O!%Q0"#0M8GN\S_1T2^_TQI MB0+U^]E"I\(+@)?%8X^KHUKG3 MHU+0OX-4+;IN3M@#Z7K^%NZS.%)KE9&OOCR:A<@F4_GE3#']Q%9G4 MHSXD&DHL$]-FQEI,,M&\E7P;C:OJ)XN"3X>[D 0%2S48M VY<,)YA*!-+MX0 M,J^H&U9-%JB/C<$#;B;(5S7\X&;"7/D9ANI2;0HCCN#EBL=3)849]ZPLT9XH ML6P4E-QR&6VI_FH*=TD7NY$@6@>L9R&^V1KG.7R8WP_GOF(;AY$81SIVH%@/ M;2SED#.>R:D7RIQC0>O#5(;LUD[/^_[>THW*T.\+4DOX&Q#M,5RM1L]" M:52>H@JR2:"#A(V>GWP$VT9#3,A@A5DLY'#ATR^4/X%7P9+-QOO2H:9L]H-Y M_^[X6(C'BK;M6L++]\B<-2_D"PGR44EZ'[,[1+]--A8(19YXK")YBWDIMX)O9 M%Q&?0%_F^Y$ TA8A$P(Z_C&U^%_O!%Q0"#0M8GN\S_1T2^_TQI MB0+U^]E"I\(+@)?%8X^KHUKG3 MHU+0OX-4+;IN3M@#Z7K^%NZS.%)KE9&OOCR:A<@F4_GE3#']Q%9G4 MHSXD&DHL$]-FQEI,,M&\E7P;C:OJ)XN"3X>[D 0%2S48M VY<,)YA*!-+MX0 M,J^H&U9-%JB/C<$#;B;(5S7\X&;"7/D9ANI2;0HCCN#EBL=3)849]ZPLT9XH ML6P4E-QR&6VI_FH*=TD7NY$@6@>L9R&^V1KG.7R8WP_GOF(;AY$81SIVH%@/ M;2SED#.>R:D7RIQC0>O#5(;LUD[/^_[>THW*T.\+4DOX&Q#M,5RM1L]" M:52>H@JR2:"#A(V>GWP$VT9#3,A@A5DLY'#ATR^4/X%7P9+-QOO2H:9L]H-Y M_^[X6(C'BK;M6L++]\B<-2_D"PGR44EZ'[,[1+]--A8(19YXK")YBWDIMX)Q

X$%C#WRVP//F,%_4K>R$E_MK7^$#799U3IY)E"\%N,:,!VBQ^)UC/1+L$KH3N+@^\ 3?2 ME,%1QK >XD,HP<^=<RE:[9^R! MA#)*4IO;.O{\WO<>
<&*ISUEF:LLD'+0(]FZ^W2;@HOWH!=YZN^:,:AE*$9-5 M&)'4V0)KD_%H&ZV1975UI**0CDG206<9R%V50&_?1*N\1!":_/O@:?Z-J+'3 M-9)&,: P!D$0)Y*Z11_^U_ 9(S+:>?
IJBM;RY>=9D'CPSG;O3*"7&0U2 M B7>X&/0)PMZIM\T61;G9UX YP=B9G/92]W3>BU8 51HPAB?]9/+9.TP,#)I MW#+*;Y-A/I-$+-$?)\Ef==$@)\-
Q9G=AP3B'\V8L"^61T),ABI\&2 X\TYPQG-QAL;\"B]_" !9IG'8%/ PR[M/X<+(X.UKSNF+T]*V(LB^3M=%2$?VD-,2'-,2'Z=8.LI94>N<3A1M#N9=7'>/ MU/=
[P:U"2K;0]H1Y&1 G*;JRCG])>\E]TTF2%17FY"7;IJV/(@D$MK [PGQ) M[UY9S+D',EP"66MEO_NH4*'JH"WH\C'P_K6EL1GK06GPUSEES==>P);Q,R8;
MG_H,>PV9ILY(Z47:/H8N-8Z5-,KU+ J!>FU*48D2OJMTL=*A![\9\%EK@*\V MP31.4L>L]X4*>Z[ST+\%<*2=-(NMHBSUSI=PL.0!&Q2&,,R.1.3T=RORKMG"> MKUPVF+?
REGB\^HCB $= EJfEF {Q9?>0ZL$IC7N^OCY5BX;Y,]^)8Q60-HI\N M(5V_$P0=4M1?CC B2-4X*!W/NDQK7YW(\E>7K/55 -4^R11*(72E=T-DICB MI@@+M&
(@/6D.Q3YfZG]=I+6]8*A2IBUEU1KF/H]QRU8AD:I _S_AJf""5?#4 M*CBX"ALV]H4Z 4)FO:6;, +A',S\VX,)Q.R:EW4(%5'"]9J^?
S{1)#6"3@X^ZX^?\IZGR(36)5IG&Z,"$4>PA4HH\=FE*9A>Q4+$U+;Q' MW50#K)2]_(4>]L.K-<+_-%?%+%P,'58X%?*K%"NFX/O9UR\KJXSW7
M>9;C9,N0STS6)K+!HI_EKKS6>K[8LZ6M!O4.%CRS\[(P M.:;\,(+&N QZES(>&G@R27[S:%,2&J9@!(D:!E'ZU,8R.K4TCR6'I'>,<[\
MV+O$((\"R#2|H&@;1(2W>%,USG=88G5>S=]1+1; N#LWF_2-+/>;Q?IO[IVY MQ_[?<5H'I3_(\;L9^Q7],*V2.ZR),"WZ@5VP;FAE(IAN48+Q)I1;-YU8)8ES MNA04CI"\APDLM)]?
8Y%2+P&LD5?SF4L;CVE\'*!VZ'D1!QDP!@/C/LGFZ33V'R M=YJ U-SI%+'Q'R%0$D2PC2Y_4/4T>Y@YQ!;!"R!3@TMI(AABJFL@I7N<@Y
:0>@3VGQ)HT_J/I;4B4Z>+$)1Y7QZ+%8'#TK("1+IK*K=-"YI]@ 2K9F:L5Z41!^V MB3;1&SKTM:X(6 J2N0J^L%'":->Q0+>B,^8)^[FY6C%9=5IA[7QG9VVI/EJ;
MM,B3Y)+G:J+W"F:8:=SE5 G"3* 1E+5<42N!+0/P+WV$K;-#>F>X]UTG-(-_) M3I:H5L;OMJ0F30_(I)K*ZEM:B6=Z_/E%U]+RPCIVT-E>]-]6G5DU0+8)!N+ MVT?.MZ! <$ 2'J-
_%K*[-@*%$2"XX>?$N_?I'80RXO/<3;%-R7.=30U -EEC M&;OM,*+6$&T_,36ZV4M@W1'\DG@HQ(^ MK*K]PD<&I G]C.EKE@YO/$TO>G "
[I\%OD80A[fG2C2.&]977@A:$]f*GNT: MU*>/C:N1CBZJ8*3C9S-UTRE8" D$\P)B.MP\AD$W!# .#8%T+$6+EL'#.E>[M">Q;S68_,>ZJ3/7%"L@38VR#-
\|%K:VKI+#&;G@C_^IXX-1;Y(($%@>V3(/%^A?/W$W"(1?7EZ\@ 1_)?>0*_857CH,Z4/ MK]TZ1$Y (C&J*<]7 :?!A,A.:,SHN^F%)?'OZ7;C^NVLK2(H@J.?NU\Z
M;3MJ1Q_SSULZD0|'TC2N4IRX+D)\L,?<|=RK0#CM.F51*))DPV@>(6(E4ITf M,WZ!#R "MJS2?&A&^JF;%DE%F7)0&9G^PZA(-IAJ*_LALZ=IDNSG%J3$:$ MY4T-
^&R*DI;]FHFXLB1(3X>=$JL0-P"$G*IU8U!WEFJ,0!G6C%_4"'V6<"T3 M@-."P.[@-H#)8;P6[\"N$F,];'-<.?G&2NF85D*C,#TZ?G]<\SA+N;WB0- "%>]Q*2_#*/25+1N
M%@.>?,:W.X(\'V*0DU!, Y0.*L'Q 5PT>P",1V%86QUQ(&IE4K 1 M^9=-YM127.A+D!^0?9<91$DA29_6^K>-8_D98USLL(H6 M!; &3EPW^IN'I$/&8'FRDBB-
PQG5$VC43AK7WF\IO_>EIZ"[TG>R9*QNL;HZ-MB)!0C'@:.3,C'41!+G2>V!N9=K(3Y,_YGH1KT4JJ,4T7\.JFW$&_6,>1I'=.S>U=YBT M7F3]$Y1:H//5Z39F#T6,1,*T
*ES>$#\N$O=;,3X"7,]R#(X2HHU"Q#"F*W,; MYCBWURGG]SKGH@Y10]S7C^BDKF@Z*_M,*HG4,9 M6SR%'<'2OI\X.V+[^2@S4F>V+Z"GL>$L0H5U"X7L(AF5A4'N9FD4Y,7-
'3ES M_*48(-# -:T$ZXL:YTFK'[3V\.90/ZWSFQLOH6Z!9W\=/E7>M948'K-\YA3A.E5P R;!QA2%2[.]!ZA&9_G,0WD//!!2CX$#8^FV9YW3$.8D48F&7@T M^]EGD_O2B4[G\?
T!)W^QWOCACC*I!HO%5!0U\OUP*60;N$$> @!#XSF#4%]Z M[G]E0KVJ>P_D]BQ',],A$MS0+:3-=:+M7&3-02%]^:!)RH:&'PT>Y]I[I%=S M8T=RX5F,&37UEL)[R"3V,)*
(4%WVBX^05[\A)QU"P7 2B;\U05;I/)>9&TH. M0-@("E]K@ESFL%[[*E9JSL7AL_>FX]7/CMZ/T1@LDDN_7T8M*E)]^^8S7]>O-=-.C>;M<5."+X)+L9-ML>](NA+G+VPED7Q?.
[[?T_F0:S""^>-UZ$L^X)J0!;M4MMJ!F)^5A8>4*-]K+6HD[.TUX9T-M6)O.T$Q83Q?
GPN+BZ!'J9^$?&CCPW_6&22@=?:XITNY2T$6X8DEZ;]RIG()+1LM\L+,0;RA2ZSDTLTX+NA9LW]GG"85T0P:VK9T%F/T2K=@ MJ:N* EH@EQY6=6RFEQSC8KZ$:%_"?
%_26F9N^1?+9;D]K0X)4@=IGZ7ER\Y_MKLP>F6_7'0.^]LKWN]X**/!_ _@:9GV$B7_R6ZA#@.B$S[)>4]=S$NKOF&R& M&5,8C*RD< >C|Z;$GCC &4"+(G*Q9C3SB5V=66BO+
[NAW>U!7;__>/LA^,/ ML_H%EXMXK%'>FPH<$LG3VYJ,CN;_BQMFQB?@+Y_GP$J:Z#YV3P\|@PW\^BB@'II)> MH^EP)G4FX=J1S"%):S">ZH(ZW8E4.S@PEQ&[.6FP[_*= MTB/
R%%MN;4 T&B,S4,-LA-F60?=.1 0,.6Y10TT?U<-24)C7^J$\)237\l. MF0UV^(.]?7;PU7SMO;GL(0QJ4/>SXZTTQ9*0-QEF<;XC4OB '/ M">,YD3PGG.<$>;;Fl_R%@=EV'NB=?
V.7V0&7ZV3F@<5"WUX%%;!\-NPFZ"& J4Q{(X-TS%[L)Q(NI!>(0A/B14_QT5*0Fj:=8L*UNG5Y.L0O3EA[/MDF.7=8!&2&K+3J5UP)_B)=U M$>"DQM|-4VR*XJU?;J-]
'AP&05)&.VCF)?"U4M"-FK.],!#JPA]C?"DN-(_ ML6;6+-TG$"W(7WL($9M'WH,7.#X/34RKT$!M?M^_+B.,,(S/31YI&0;0#EA M#?]XGF>[SS!K<\K<*[ON?4+2,=B=(T8A\)=
<(1Y>.N|>V N-OC=K1W?E\%) MW5+ZD)0*OK(,-8OPA'=,=G3<>?"S$WGP;,-*H+DSM:"8]HDV["\]4?0ST] M&$<@<2 CX&.4@1K\[G@C|["67E/93M@N(D16E&C#VN"?O;_-
FA&R5W.H\|WQ: M>7'=+22-W"=IV$4OEB*>'<8$2AMZ6D_SU[]HO7RS+6M/&R"#,RR">!4HIS= MK2EE'U=+*'HG9QHOM<@$IUGFXIMN5PAPAS=F=W@$ZR+OE;8
&&+MK@(]J&F^_MRIB@K'P=(UB|0R$SEON>/^-?)!KI'D/?95\)KX8.Z*!'#9,KTT%T5M@H9.4 M=$N!%!4I*C&0%YP#?8+Y85/G5QHHM6\^-(,O,PT@RNP(FVER/KFUP3ZXVP'U
M;.OX\WO?>^B<':EGO\B6YX\+ M8N4BR?%/WZ^8N:4,^3Y8R&?"U:6G*HUOY009:JA4+1?!5] <$;THAO)<-D+ M'26&PZ"(865BY0R[+GFWF)C%K PN9J8ME/Z>IK-
13B,K2OIMN$JI]#H,'A8T M6G<1FKIRWJIZ=28:R.XY$I;FOS%QY8F_SR\I)6I0HSK>'@,E]8- Y"-LTYSL0+=;*3! M$4*9>](M(OB9##=^CA$MDP2=L%/C)Y_^W\\"7!:N3DU F?
P%FN?_7;>3%KK>$ MN?40^)=8< /W/'[?FSK*@DB7Z(2M%652QM*RG+-.N#P566>60'[:JDM!?HOO MQ#'&Q\(OE#D"H%@$W'Y?2 MY^-
E<)07U/54R93#$UL<+NAZ$T9.M...D.Z9*_F*D:5\X86!]UO=_M*J5&RK)/SXL/12(EVDPRFXM*V;_^ N"27+ R02*XG#/SN4L)@(A (+'!S"R M9OHN-
V/A_YT!C1.,IEJV<'6.6:B_(fC2;L/)/7I'P0_GZQ-TG?\U>#$G@[LO MSJ3>MCE?E!2MI\",IDP\QI&+D))>0+O6F++*SEFKG[TJ]5P&Q$3HQ2^,D4? $+ MM%%#S8R=5"UF70#.2,'J+3.?
R6RM@0/S+]4;-G(!UYCFP4J .:H(R6!L&P M+P_@;Y@$'&* P."I7R>7]8E"=34B&!%;:1:(H+-_&Z7H2+KC)OIB8#+WG8#2 MPE,>(K:-]D(/!T*:Y%H%,7-
]Y8W+WXH2FDPRP+%)5Y5@$\I5%?>!Y^%I-'+) YP?_U#U>1UP!)/!+$*17%LC:[MKI^]"I=E/]@#\R"^/DGMX3SYY^[*S-)"1(,S?O'3M[)-RF97-Y\I/%CG+_ ^"
M'BJ0<@\C"8LY050$?7B;$,.6Q<0[@ =@.3$N_TGSRK<\AFML<2#WGZ0KQH19 MD8.E(N85>3[B(\Y\1"?8O$Y\<.X,206PSD50FP.#P&D<$.+6%&+2K62._7/K MA:T4_9\
(]WG$1(8%T=#;QHZ',-?^G1HN.H?88PT0)UH]O:18TP-B;DNM(2"\Y MS6X >(T2-_8/5 &7*A>,22! XX3GD0+>F'\"]PUM0M1E)3VFPP"WDX9<)$>? M.I'9-@GI-!C@M>,*N&?
6"3ZPO?5:UX7]?_[#1UB[<-^.U'_.T^+59H(DAD& MDO=\4M"OZL-!@,,*GOC,9Q:"X2# X3"S4YSPY?$TI) I**L3VS//7A4$_);_ &7^'8;]D@00&PP66%1\-_(8=Z[VL\@MGNS
M/P31$2&LBK5[+]"E"&QV)_7\D08O4H&V)O+FIDX6Z -]RKX6T7H:Z-6]FX!K M^MTS4L,WE9@ HDSV39P=@O[?2"X2# MJ=Y]L?F0V@N_AM%+/aDUV39P5$9MEQ80G/<1W
'#Y4^,=B[+WSFV4Q=6S1L[\ M,<.*#F98CU53Q"Z?[!<.^]2M+F!O;]:1+4"4.7)!F_SK1\G:6$6XUS4[A#[V\X] M!K?]' VR:2 (D+Z9E6-P$]/>[CQS$WG4H6($$&FUV-O?%U6_DL$,_]
M86X6^VZ*\"9K:?9?^>_",>N!0$A!B_3@3BQ/^#1(@!QUUXA4A$R((&Z'_]" MC?@S[B#[G!++D8U2!J0? 2/,?QM=>))Y//C@!<7/=A86!H<-#SUW0/DJ.DN>#_M'Z(4H9
\T4JB;G<'B'O7].U!<5)B&CC>DTK(1*R\"=DQ>@K30(#7C;:K3",%M88DXC/IL^^3YA%6_]CK*9D?:LWN;Y*'O6Q"@GZ$GG5>$:T/2?_"(&)A5F M:1"1H6^.0-P5[Q[/7 K$&7\E\=
[% XTW?8E"M/-IM=?1?",G&@$\"K,!P&. UK;3T2H!)E>5Q)<:KUAY\$Y<8L MB;7S(X@3N7%B4H0LP<)P*3O[+@Q_S($@0.BF(+5#V<;%3 M$,+Q7A0V*)P%B2NO,4=#
4RD!5UB$7J3'L957NZR=\I3V.[5@PUCX@K3QY5CA>>=P@(DBI,,O@Y9UIL!'"=VDS[M9\,JODVR/SM&R:1IE6R:,$^1DW?A-JH9_[IN_F&_!X)J.CEJ#'TAH'1-!P'0 M$TH=__!
[I71UX;K9/I.E??#>>9=.B2?99_]MV]^E:_%<\MUAH XD[*8 B]M-BZ?3SG(3%7G_J%TUCG2O3B1(A\U+PHHNN_,@2! X'1)X.]2^4\]"%ES]L^T3 MI%+<^W6&+G8IBHG=B02-
=LBSURH@3KKID!?J8YRA(,# M(:IC W&-N1W]_";6 M4V1*Y.18B\:# $B5HE@DV7<-$("W#.!40Q;&OPHG@ !)G1\'()TJU5P$!/$O0 M3RHI7B%55C /!(GI[YNQ9A3B1AQ?
+?)#|A_<6|^4.5Z">U!^6^EK946BW#S> M>5\5YH"@A9^+9 ..+%[I&<1V:\A\=.)-3+WY]6PTG N">KA30,!7KL/;QDZ MTNG'6XC@3!E=2FC;'4WLXJN$-Q@$*$_H4'D)9;$
O+'\>5XSI/%Z(WVWUU#7Q9!!GUI+([!.?L#WJB\(T|A_R5+Z^D68?Z@%0L@7 M 0%Z%=]%?RHLK-T&T3>A4"<;#P*@"TQ@GA1D,A,Q."?#B^IZR.2 8X8_/63D M$FUVIUU?.4%
A.U2V"@&JN=%J2\) BW/%,!_??T)A5BM"#"_N?#V?N@3BB3' M63K\|/6P=!8 7+'[$Y?>"4#/1T) HB*D13L,L+<,Z39OAQ95#C!>EQ*(\BT M^ ^Q.#622H0#89Q*]I+0=K/IS3N):\,?
XYX'>R@(,!ZBL.K7G(W,$@ M0#DIT^Q7ZN8CIY-.NE&1.Y&E121^.Z)(464W]140R",7"PLJ-#3SUG&I'?&+ M\'^OL_UE%.?1MSS!"?_2+)C?
9SX(@'M7+jM;:K(15;J2)S_Y_39&J(SD(8)&@-M\F00H'+V1D]\ TfTDD@0,,*$[$9ND7=;,[8S1P(X2&VU"L.?+&VN=8>0#" M1;^X!=DT$.=4]X#Q&/NNT +,&PL"D
>4YG(&;&\;2=!M@GK>(OXWB)D]* M2#R<+PNZZ+D$B)/*K9@#T{.@(ZPZK/,DU=^C4[-%)Z?]AeXQH19-M2R*1/3EB=Q2(S;/SM@I%3UAN1C8-!'C-=Z@N.Y-
40X7HF,X4&$"U3#\U]F,. MM I"$]>_TA(A7>)|_00"T]0P]&4V$<\ =1C',W\E/>JGGX%LMFZG"6K4\$? M#0284X]TY7=1.@D$;,T*9)//",@0!#$;B=O+ A B-%YLZM9FGC&:N9 $" T
MBKMQWf?N*!B;,U?+D?0Q$8T' 5"3K>K$&*G-! %DQRM(:M=@UILD;'%7R;,H M60. UAHXX@/=0 M#/@Y$.BLRUA5H\PX-X_E2I1,,F//LN[M*!M 8C76*2^PPY#.9&/M,ZIN2G%9
M,JC#L?A#K9_'==!M_O]D3HSU"IR?T"&*.T?!&0;BKE"QO5E(N%-^N/F'VDBF M^'/,@B!00HQ&3XBFPIX;==PB6N!'J82.U4@(P##CMIZ+O_XA3R24PQ19*$@
M0*DYG@@Y\"VSS($@0*!)+)L=5@23-MY+$3H/?NO(:TGB^6K7!0CAO\H\$EG M&V%LSCGKV7_-"BGSY@-S]])V-I!45Z4E=?0>Q$0M-!1DYI/-2?34S(%!%BM MLJ#W1?E7GE
M& X"":;3 &XW">YH$,#P2]8"*D%+E:47>U2?>F)F"0OO(AR M'J[-LC[_I:,Q)2'MOANP57Q/TD*H/.*B$!;5*[K *6_! AR?4#?:])X'(7X M?[HY;Z."^3'_OT)A7W<-ZW:>1C[+%?Z?
FW@;?6LXL03#0)Q>,;L$4L?GF"/MW M[!1.C% _<)^YX^\36 M2FS.';=?YS:N5EP&Q*E63L&])"X3)O+XF:83Q?AJE@Y*Y]2KY"SF)F.1!H MDO6@(""+5]EO$5"K4IMJ_#,R-;[-
+1)JXB6NNJ4%<9I-(>S6P:H-M[XW;ZS]-M\^JVXVOY;)Y SIZX$49<5,QPD>LQT#?Z"Z>LC,)$\"">FWO(M7P0$Z'JAKD C6IMM)$!\?AU M5F6#M_P8(^_4:O30.E/1)
M2+#XG5RB]!N64^])7$G7B*6[@/6S*2QIQT^:?7[9~&G3.[_T[B.O.B;!(RYJ* M] 0T0C:.$T& 6*NC2-GN6Q1XF'CDK@BEB2! [!LHD' B!;BG/LB'K-_ M8DG8"?)G^A,_+>&QV,Y
$%30"6=C]THM0_I$=A'%)4" +2P

*$\U-HC-^Bl\EQ]ZG3>2/Q3$R?2N5E9(QC_1&JAW87[1?HHYV>4#?,8^%>35 M@:[[%1623;,/WM<0/Z7?B,,Q;"4&B+:[@SL(\F%W"W+R$XJY@T& DC>"R2L" M*1C.|<-
:@,.LLUQV-1C4?U8%5=F!K+V6@N"NY%W9Q<$_T 12ZI[,E.?*S5 M%Q/5RV4.!@$*%UG/'>,8R=DM?P2K>@ ^^6R.[*D]&G[V&D/D0I?@=@?I-ANHVP M<:,'
N_IF8N"0$WEI3D9Y(6L6#0>!$"G2LD-Q3^F 0 MVZ):-/]B5!!@JI7Y9YZPTDP80+Y%<4H24X@:)BS>SAH(P2!&X+;YT Z"09H M,;0+Q'/V4!!@Z/>DFD 'JF[D1[M@BEJX1VL2"-
!]@D@SZD2QM3=[DG7[**^1 MQN>Y?90[T+[!P7 N76%&VNQ*\YN2_\KD!T$0?(U@2:*\EGM%=:YU\B^M_OE+ M=Q-Z[?0P[B 09\31%/.HD[X-NQFS00"K'N3/
E9]]NP86OFP#LW'RN^ H)8S M2Y#QH_2+&R?QKI%KY@*NFPLC+.N8G]2;81E$Y^@W@ERE]F5<_!3)V!7+WA" M^#U^!0594]R/B^D"H_36D]W#=Y4-_$P1BFPG?
A&>>)O!%EDDI.S4PKN^I<$%(!6 MCT)AA[A$(=KYO.ATUE 08-0#K%:1I1/^+BY++![H/_J#'&!WPC2I07;5AY9G M$8T' =!/CA\2R_4FS/T76/C"@@?6 0(G[\G(K16K-
A,$D*>NDJ0@1,N +[(_ME"9:5QJV14-*+3\?]RJ1H^Q^YT<0IU'O)<)M4=|; V+C7;V1.[5LC+(O7-6K M;S S%UDUL/5F@CBASAWE!O*P1X(@NDBEY5@E\P! 1A]^^IV1Z$LP!\-
AAV M)%@>YH7?>2R5X9UBE8P\AT7X"MLEH+T,"/";N>&U&+"3B$TC5[BKN>D$*">_M;O=2UOX5<\'DZ?FKL+T4?P((D&JQ*E5C^%/SF;N0YCV0*MKL* B=^2 KE
(I9>^4B2]^BV/\O.U%,,@4$6(:M@/PDP4$^! *%M?"5_2&(-MCJBT[7#BEX,@*HM>%'8?3 RY'8@F)*O&RIC]& A4/C@IS=466 ,[H^P+_9W"
MZUB8H#9AZM#.*R]3LT0W(4Y]*H@S4]HS]!8C=IZ1ZF00H,,AT$)?9V.$?3)\ M)KS3(P(\YA/<5(+,&!#8_IH0KI:D_MY)Y6](S&IZPN MF0E)//D$J/5>@_<*&1K-
@=9[ME0)TL\N"AU\QUC]6YB#0&"_=]Z@f%;]M4_B M9$+OJ14C--I'K7L^RCH'-Q_N&P'JP=ES.R'4QX"@B2ISA"6&

*!V'K?PW%!^WF#[0D/=);3:*E9K(HC38M4L$YI!A!- @)0GU)X2 MUGJIR]J+@ #=;-[^+XBXUY!W@65Z3,WT1Q*#6Y& T=>XWQ9 H)UC1*^^"KW0L M[Z=)
($!KI=KSO4',@=:,EZ2_,A[_/MUM=WX$@6U9 #^34TGF@="LR4ASM_WN M:X3)H4O0(&1- '2!VG=?,6I(.!\C/T!C4_B M7_W6$/NB&ZU"?X'QZ]%GFE.-98X"@?-
V\/HUB7MG>SHY0ZVKK'G>VLT']9#3 M\.K\06^KK;QQ(.ZAQEHEG-<^S5<24;>@_|G]>$<"PD-$ Q:("fBB_H;I5]VB MH]GO@#AO9H',ZH__\/&3A'7N(S_S66L!$"#G48&"]."&
!!;5]_3PG1A*|^Y M+KR6YMW,*$;NDS"$;_XH$"?%<1OEBDZ?PM:MF2"_!K&%=_;,A]%?@K;B\H> M"NCQ,!0B%(Z3^5A^!P0=]AARKZAI_B[LA&5W6[!VM19K? *
(D'CK!RB^PH"\-M1G%#P^4_7';C:30@K'=7F4 B04"!8#=IW3FAE7]>H>)!LDGTF=$K MX*FI#]8]?]!"]2U0^8RL5!S*BSPQMD_]V?\(Y5C:EV8MM_P7H_4V%[6[N+&
M66G,!G'GZ]H3H^EXK'T-J=W$ _-RYN/8N"< >C'!!/'Y?HU0^)X;,ZZA_^ M]/E/G__*(0CQ;/8I?24'4./J6OA$*IN%'D.,%H\$ 40KM*.98%D+DR*BI\N"36L!$"#_G)N8^?Z#Q@ 06V9'
M0*EW8M29#P+@3L2>,--4,!P$,*=WM;- %/M _$A1!JP0B-XFW4-*3]F6-WD\ZP M#]3GWT?IV_%?/B*5GCAPL :!N,/*;=9?ZFW6A?SUK!5!(*6H8T^B!D@E(4G; M' YH$, (_;?
$%$4(*+VG)PX3-%>Q40P#,.\HB.4C_J-7 M2BFQSHJP>E.-8\>> MGI.>_4O#ZO"--TKLP7Z2M O[*4ZQG@1HOM8%9$VQ> O^5'L))62T=S:7?@M_Y
ML!S%0)!\f780C9VVC7*"QRC/GQ.KE/)Y("|>]SP_3C5CR"VNFF&/=]S*K$S MAMEG%DQQOYZ61Z18X&HPS)4)X(XH7!)8^H/$ 53<@?# <5TK:N?HP O0S,X MQRRQU?
PL$.WJ^0T%@3 LJ#X"!$T4PBT);D3TN7:"6R1L:2N> 0(H$_]5<;3 M%KEOH?^?#"7RENBC?!@$BINA'643U),F2]HQ5*6L>*%YX06 W&\LI=]YI-?$ MSL^K,YE347 '*#BE?
B"1VBE.BS1*?(S0O8%8H\%08H/*#U)XA?OCA_DW?AJ M@5.%[XT;@*JY! BP53'T!GD\:O9!^* 3E MWF66/D3IOU%*^BRS?6QJ=W,_]IO M]IE%=:'+2 .L71/1'^M=R-M&W=J7ZK-
$)PX|<_"L3F266L(WBXP.[4F?]M=Q ,5O'?7:2W" OF3D U$K+[QN"<;D')LO9O6BTMCI42P@OC5ID%XNR%=<.N M#+.;^45P1%(V\;L>3 C\MO/9A$@6^5_KXL3'2$ -
-=WJBN<@I6CD*AAK#?WR+0DY85?MW$&3*BMF4-$^63 $!UD68^AXI88OYI.D6W7SD;?GR:+W1 M(2O)JAV[=\[@6-J;?M<_-:/D[2]]HB)4&@O4'.#>Z1!,]I=?
LH2BKPZN1#0'0WB1&C 4IH_+B1\B2;U MH)"D]*CECV@M +D5NDG$7"1M^.2 W[FI^UE@*! M!DX7'8$J+)X! JA62XK-2^I@ 0& 465(^&T4,QTF+'A[+P8'%=WWC>_2Y8T% M
0@_H"$OH]!.(" M+Y83RK&ZC"Q>_V#'B.N'8R]#&$V+5]G,4 ?42T=T^D-AR_(A>@DFNX1F MHM2,*-
>$'(.DDVZ[.]>Z3:7T2Y[:NN0Q(#S_97L$8QWO4E5Y65ECG7F0Z"1]U'61Q4 MK9)1+[3U#0$=ZTEP7_Q0T.RR_B.(LZYQ9Y$9IS4(Q-9O]H<@.B+.6N)W_>]P MTF^"('(+!G-]?9:
[!VF9)"&%&OX$"+1QS/7\TQ=.L,^?R]*R-2(EC=?C=_S$ M1'$9_=,5U)6FV0-R.UMQ&H(5\E>IX9P MPF2+ ,X# H'Y_BNW_7W!CV06/LX$$""I"MD;.WBXYUH@ M$$&+8.1.:)*O*
[#'LP;.9V]{5GXL=P\UO\3)X69"*_8K8#0=R$0IX= M4X44(3!WO,9)H#C&EUZ3,?! 6(?.ZL M$0 :\P%0|87@9A$UOUX#8>-XA/@_M@1'&>#![EF;88T$ 4I2\;6ZE/C:M2?,
M9Q?_=(Z8I?'K+[1^!WS\964>YXAG!+2DH$(=G^YH$,!45'%YK/5[OXW1?S*L M/7/#I16F@0!/0_8[4W0$:X@-.)K'PSG# ;"&++#CVZBRM.A'$B7$;Y%T3OSGR ME'*&-)<
?;S_QK2BDUAVNWM(0ZR5HIGWQECO^>\0* 2+>LL?*$?.13S_P# M2L4O(7<\"(!4_03G^!A -HUY)4)XLJ6O]H$$" 1:T"H-23V;,WQA PYW2R2M'8GN<#IBEO$_[LQ#[A"@31
M"N&;_+GVF?_-AY_>(DYI1O6\)K*>C6&J*.Q0 IA7%HWD-M7FY(>5!G'JWB1798NZQ.^#WZ\07GPAXS+NINP8(P*]81>;9BA)C(.@0B C%MB%@1CFH1L;HKY+_GN>7C-
ZL%$_@.,M8HT"<7+M$(=>56OO3B>$6QZT5H]@GY-+(5!8EHYZU'D6 P'))MM*Y9Q,[B>>[Y/W@AP!)IH JY)M6/9? M?N2APC00X,EBO8F[M"ADE_^A>BU5"S.9_0((I'7,Y561?
0+6-WZD@G0:"/!- MU3F4C+.R.2]RXE3:U)[M$[" G[@LR?!:@7;.G,D M"""8XHB(#30&@@"A)A|KNN#%_^R+6,1|N2%=U#"FG8!BNF@>OXWN0@_MP^K9
M86O&_5>9#WA+R&8EDV1K6WO[_OZT^WO\7T|\.M1|+Y/?B*QU0=N05 M/P;?N=$>0 /YSW_Z\8< ?9]CZ'U$8[8 ?4[C*1/SROZ1"!#7SWH4T8KQQ1GY*
M/M# ^^A\:V,6J'<+'Y/V!<11\R"H5!)5S\%C';Y]A.\?WH,"7*_>XW>O_>0 M3P$@_^./Y'|\]Y%X_P\M:!QA1:PME'%06/&[^S2&2 3575#?"*C#TU?AYI M2U5!P-O >67LJ?
G]R'CZ/YD3XPL1')O%(A@H.X\<>;-Y!N9-Z%W7B@4SMMD< M-_(F.:T#&-ML<[2RT1Q7.ENMCQW|+G,JFK#N=?OH2%LM"^'4I\HG5.]0D,9Z MPVEI7MMB9\BH6WM"KSYY-
,+TP=FS,,@<-NH6KQ!Q(1$*/NG%SIR]]@>-^HF MB4G:"S9?&L40&0-(fK;)TW?M1-7WA>3 +=|_]@(>WD M_.YLF#76\F8_:VSVLY7-DCX;FW@;?0ME6ZV-M+%1>GDV;?
7"U4QEO-VVA|O8 M\B/6^9S@__H'(8M@=#A[KH65T6^D_H#1J MAX

MJ5TVO0B'$0PT$L'39]-Y)C\GVX\SR/)F"R%-:<_ML=:VSB[V?9'2XL3XQC<-MN+=_49MK#S12_F*SHYRL65&D#4=WH+U-JQ5\;4,@F64-G&[/=LGU$$RP=[V% M=13:!YL|&,()X+O:K;.G?A[BZ=8-U-8)(A#-6RMBNJR1%G%?2-R-?MX\L2(?-M9'^S=7Y?!U#_VW=GO'T0-KNJF--CE&MT4JI7F&J=Q8J*@7,8+7.*=4#*HHE% MB<1N\42M5T2^C+WW15!'L?V6L(9:E+3878HZHE5KF+4-/R%\2WT7ZY1$XNYV-M_D\-M>V\%NSL?ITG@C+8HLT88M^GQ.7#R8E)8ECZ0N\[_%\(U(@!I%5DLS1<7>_($-M7Z28B[YD*7FLMM&C(R-U-76O"5BCL->3W?KI#=:'TL3+-T3G8!2"DB2-MP8/QU1=4*5?X*GCA\B[<>(0TV*")]=HY[L^_]2E$X&\|:0)-MYF;W-4'4MJKT+K3GV%3\#P$*V=P%%|4!*SF?&HGY%@#^%AV)C$(@:2\M,O7RZ4)-M_@1-!C!EPY=ES.'*B4O)]>8>@?-BT">'KJ8KLB%X(GES>QTUF&[$(?-$(2HP3ZN-M1R;*"]3.'4_LP+6N,+545J0B;JIS^P)!GV:--&5!5.Q%7P2NSI*I%+5U2T.B-MOK3%C-=8!-KT$-6-/U@(DI2%K-H,.01]IB4U*,_ED4V0L%!&&%2X.G5K/&D-M+"LTHU@6@1L]V4-6/,TE&E+-@H1.XOH33NN,'|&/,3VZ5ZTGL)SEOXZ86-M04YR44S4QA5@OT6@3;Y&RD)(5P$EM0>207S^Y\GC2:EUU-$63OEHMB%E=!(WIH8L5GID(&E-X-]DQN-LA(A,.Z%/A^@6DHH[_M1E)-MOCD&-1-6PBV5,-CQD0'Z%ICN>'!#:6'>-TH-70N/#,;IEDU04E6#-WHM>K7@-MHE=K59RU*LX0O@_!9N8[MBC$4,/**85.M5X$W2L%*&+13(OU-G=)DNF=2S$#U)D(H11,@'46_-;-RM-_MG8H<'MDL*,=S[^/_>%3CR+>,:)LDE3-B3X50_TOSZ5&9"0$L12XMF@$'#"%C-MXXV&LWTY!P#-M4:'GTA2K7=B\,=:?L%BXFG?<57_JXE@>%X$U]>QGJ45SD+":R>.+*V+]=<43-MWQ9;-H-<<20Q^!:(^OOPB-(2RU;]$8TDF5#++*97_ST[2I+4KS1&.|WR-CIDF!,-M_/^\K?//!-W/2O8+QQD3)T2GXI\GM7>0DM0)-O["$;!K_A/3Q^X?V6-M0>_-Y0DZIRE.LG8%A?X!?-,HQVWC4A!!RVK\KN6V9>>>A%.CQO^^(V=EL]-M<'DV!RC$D^R34KX?<!*B*DV$MY3J_O$6@0!I5*<-\=-B9F[!M]!#ZLKR>E>-MJD7.L2,"P/_%N^.'>66T4-&PJ(VNXY9170B>FM-[4X-M7(0=U5-M8-C5)!:49EV:'M:*103R2-T:K6I=(M/!(A"F;'-HUTIE;_6+P)G&36V9#Q81-MTJ-U!U6-%HOG-9E5#6@&,7?FVT+B7Q@T4T.,B(J1ZD9K,;C@$YK&)1+!PET?,JL;-MRA91[*P7@_4@\603IB@5&[G1^+)9B/+:1OA!-M(L\F3'8M*/$W,\/.^?CCNT!*#(Z0K-0PF)9;-M/8!9>[2H^C_1&-LYU(^FYM?&%,RU#]HDJJR<#V=TBS\D8I,-ML7"V+KS+O-$0+C39DNHUKHv%@H1M*=3D2T4UK&&,]>UH_#4Q'LWAQ0*0-MJ-?N'R9&>V>P_?=@RH6LNPU&.'OO#+2[Z3PC^#]+,24\{JR6%YK[_I&?^(?-M@M)D:,!1#WA/V%IS#6<8,?7(_%U+,(JL&!">D8OWE3(8+-R292!0CG%-ML:ZIRC1HR,^W17_<4/MS4D+!R[GHL1TH"GE&(!9L(YABB3?)@V6&J1%<@I.-M7:SIG[Z&?IK\C/_6E=G[KV-1HRK]Z'(QS8N]$84(}D\(OY2)-MGV*^%[_[+LK/ZPFYT6M(5Z%'QU7*!OXLC#PX#O0P\Q!-^2)^_?0W,#"-9Q3Y-M!=(?)V\A,^/?3CY/49W_]_"<@ONQ>1>_Y?FNC@:1.5'&/!VPC'==6_+3C[A-M1V.C2!-;KDFWYV+0F)R<0-188'F1-4A:Y+/LU>EE#2,V,PU#M(5#W]WKSDN5AWXI"5_0%+P_RR4G1#7X0N.K;R)NP-MANR?,(43W7H3/N.];W8-DY#,H*0XV;K%;+,C^HR*HU0T8W-)]7RY2TF%?I;K-MLU03CS37A,7'X@QY)8\EAH-"E#D]K*??=-BS-'E0%&:@S(<84BP1)60258S'SR+#VBV[71IC+999B7?+?B!JLN;2G.!T0-M"VI*\#+147W^RE3*D;_^O1XR)-W,F<"*YUALUW"H>(.("$@[W+"(TY&AH/ZZIKZ)'97+=-Z25AU9M3R@@@8DDT\JG!'6+J-BNJM7IK0'-1,IPH9[M@QV,870-\D5>UG_)3JZB,$0N-M$@GQK<(TF-9_-W>DHLU$?$65\P;M[88UZ)Q?P<-MZVW3:@YZ9?(fVP53+-;58Q48X>K:@D?E%M':3W*=1$4]!(QVT]SU4,S(A#9/V*W0?\;(_+N=B;_:-]MD*1ET$-M)0X9TUK';G,$=!&H[1,VGID5*,5%|+ZX"QA4CT2=!%EH4W+E(VH4Z,8A/OF-MF!FAYBR!B0V*I4/I:!"+-B*4Z-=R#H#7"-L26GL(I;W#R>=>KG|H>548-M_[YD)G\&V-HTW2X#B7UD5'.I-HOHMV!:=E5+/S"*VKD+M3H#H/0+#A1P(RH-M*F3&B{C\8}H!G%27N?.ER"V"?V_9*Q/:.(G-E3II\AN(C>@::?-M+FXVXB*P.>H;]>M?AL$JR!8,8[U1DGS+15"QF:>*G^YI%(DS>Z:T4U*-=FB%-M2I'&7RG%_-->EM;]5?+:4(V<609RC^+S4DYT7@7,S3Y0DQWHAM_^<=-^K,%"C-MW;&AT]HV<(Z>2P"^/EPF@E\2\"IV;XK$[-@$'0^LV:V)_E#E,#H,"[T9;7-MD'PT8W$1'55E")S#8R$&:,?V\ZA0%NHWV*YT1NOL4PRBCQD=(&378>)!^,T'N-M=Z_1^_?(I?+/WH4)OO?Q-G9(L1%(A7U"BW-X[P?HF)-^(\KG>JR8/_|>-M% M$-R%'F9.7N8$R1>T?T'5@D61$NXPP]54MOX^2M^,__(1T0>86^&/,]R7'SB8-M%M^>G-^-@GWL9/OK=/-/)-ME;'#I<0R\&CI".1^TG;A"1=_;!(>[GS6[!ABZSQ-]18O&E-MZ5,+;A,._E@"H]LI-->R6MNLRL;:],7G&VA?#?-MK1PF&-A#D#1ZN-UK,UXU4>L7GAG[/]WHF/F]VSCS47(D:';68sDQ1+G(\;P-MBQ6;3]-B-ET-9$T4^1/L56\7'<@6X_@2?_=M9"DV%<;-EQ-3Q]BGA9QOVM-M#!)?3HKRQ)fL"H035++[*IQBOS!Z;5>RBRJ>-^-^JAP0.V")C8=E7,PR2Z9>-M7.\!!I-[2;EU-B475#[/9C\WM9.9:R>[M%I+P+C#R@?9RLC50-4RIG4KVJW,M@KG*P[88G96F<=%;@1$8K&[&3P&CFBRMM9*]1NVMS7*SG&I_,M%"-8.,?1C^_M"-R&<@;!-(K9&3Z-93-A5HGI;?-9$K528Z9B5L(9;+6GAKJ4P!L-X_Z*#Z(=-MA+3@![\5TS*YE[V,4R!Y.\1_GA#FH7P%56<;!DQVD]UR$WF\CH-MH6XI3*-$GTL0:'YYA-C-:1L29$IKV!NELTR-/AR<-2V_NOKS@=Q:M7.IGF4]-M%"WCBE:(H&QKOX_"""5[0O&"NY#ZV!MES$1/\OD4!IJXDWU-3J!1ZB97GP[BE-M[,-I.(?5,3)F#Q2K$1X$)2^\+O#3N)4G:$BZR-F**C.-7&=58XG%:BFP-)R[B(#XCV&7U$,>5*T[J,-TX<^N%KM7N9-M',X,;NT:MGO:-M/0]LP*MSUK2&B*^)EB:O4E2?X]E6%X:2&N01:-][SA6N,%-Y+>[/4>Y\%TZR-M!LP]2A*4E-=1A$0TPY[EB5DW-V-8@>D?"V+X-OCOB$0.%KOFV:!ZK&0OA0IMJIWG&+\"&=X?U?CRK:D=J?8R.(0!Q3R-VJCM<OH^ZR&TS;07T1Y/#*T6RIV(1-M_8/T4"9\D!:,5S8S_;S/RI>(-1_2L+H)M3?[28TD8[,10PM%YR%T&4ZFG%TV1;!Q'X2O&ZIVDKFSQ-M=ZZCO>,'G*O!&6PQ=+H*+21;8I9F$X^UFA]U%^*IE^WIXQ,B6MY1D!_%&@V M[S:W)]^V(I\(Y$RV]8O!X7GD(^W9R5NW\N+#Y]$1U86UI:$=B+1#%A@B)I\P0180,BL1Y)) M]M521=\5'O 0A7'C52'SB_?#?0O]_V2*5OYQOFT-M9.L9%.3P6ZC+$X1"HN=-M*!E>V'.@4/?0]A9#7S'=-B4+CK4CJLG5)8T)^]FHSC6\YV=T2.G"?3>NMP,-M<50JIS3L6R*)8.X*I5R.D*)J&88;-5F%J4X.*Q-LPJ;8HXJ:"H4ODFCE-B,.-MO+((2C/$,>:V.T##E@Y77.UKQB^RNI2ZHJZ%.DUA>;RL$]!E.="IPYQX.(8)M?!16"U+YZ\'-MA-7T+9=C$1.VWAC50&6+L&I[(E/ISBI#KMDJF#!%B6+R95-K2=EAZGM^D!&.-M^4Q<0?1.WWRX088Q?(N)GLC&65H(Q+KU5@?X$-P&H%,H=0AL+T/S=\"!67HRW-M!1NZS!(_1$ERX7E^-#MY=N(OB/?W@-4H=/Y(@8%WEV"$E0L!"#LR=0Q@[605T*MD"@R6F&BO;KHCQMA!OWI=XM=7+!-2*P&N362W+@HI8?D2]>(Z]\M?-W0BI-MACW6;L>ZHF.11.1">YQ%S>LEP>P,"W*U&R@B&NYX:R!LXE)5%"91-MX'MEJ=!ZY=#-[M8/L7CJ.T%%^C(+KIFU#2]AMK'67)!GRKC,2C)2;6ZG0DSR@;_0G/F16RFEM=G.2;_Q]EW4-M]A7!JM#,'&^8PA[CR$7(2XC<23Y'U%%J=\"9)+E;56&2E-,\>NFO2448>#/R/M&D;OPI]TI"\@29>-*@26?&&6P.-14=W(9;NG>-Q>PE\=[/#V@N^^T!R(U.?;-M-[!P3Q6(+W=)-4@\[$13K-%RX?V6)7DLSS8ZZ6"/CH^OPY5S\%/RFE>,6-70-MLY8TSJ-8DTP_D;4\?"5J)^D4!V+]3'"C;"7HL6GGR081\RW7F&6->)Y(H)&-MB+S2GG'ANMD^H-[<:[3S79\G4BLM*?_,D;03#^#U&MWC%(D7)L>N7$\1%O-MED9;\Y0:I;DP+%WJ9HI&:[":3'6-1AV4EHT*C>Q-,?=9!I;HS08M%NRIZR#XS9-M0=8F*6\$N-M,NLGU@<0-$I_GN>8+&J-#0@EKSN=>YY!->/IP/$0.R!TK4,%@.@4)-8J*Q.ZUE-M)QVB,I42\YV!Y>X.WO*!YT\-;V#118_'"%HN'''']f@D2M7&C%H|7V:I-MZ-DIT3F"]F@US[>,]1>V7IV/&*N\#6G;f\N?8+WG?2EKBOS6[+$P3.']VC>WMH%Y&;#FS\6NM@V;I*A"5$;Q{JU7:E,0F>9=K(#*ZB4KNM>)DP]$2W0KO15-"-MQAY8<1-.\Z'4>Y5U%)4IMS<^O91='FLW>C;&/TG0Z%[%,1I]\R$ %;U/__A-MHQB_"6_'>_2.C7(1)/M-U?GP=V="O,.]-;P&.,%^9_ODA(63'&J=A.L19-M2U!#QO)A+T{#/\>"?E\?H/O'P>L'.1BP#Z-M:'WS2O7::,(1|@&A\683^@QJ$G(!TO5[80)PA,G7,*@.(2)=OV$<52[S2?MS;-M,T&!E51GH4,1HJF#:TJ85LY5EL1+P'OB=)\V-158WJ?M=GD9]MLLMI;7OT\-M9+-GAEX@%A-J4Q8E6--SXPTZWC+P6Q.S'X$(FO-7,.#-M^]EVF.A3,YS,'9$FC"MU!)/L%(NX]W(,11.1?@[JYTZ8RJ86N3H]?8A$E@_3-M'B6N6,6=9U&G2#M2(193SD&4A6N[@DXE*>/3$N\YQP(G%3,[-M%JY%4)\OO5)B=)MU/M78JJ50JYIKTM9LJ?<##(94:I$X"D3),"T>=%=?X;-M7"!29<6+P+;^NZ1LF1^O'OG$J97?IU9@2IEKN^@G/2\'N-3O)NR_PI0Z3S-MPGW+/Y4RS;QRH^17@PNWGT\6+9]3H+$[L!Q/[=R'F>#3+'Q-5"0"T=3FLE>W%5^=;P7C&!!+0E8+$W/G2\"8997$5O^/;@-M._>$R8<(F!B?U^2J1@=REXO.CYQ-]U_'^H'$T0[1!'-GN$6JA*99*\[-6Q0-M7.KG-".99/-D6O>Z%WC:R\!X=<_@CPUSI(#?+,+-M<"8>S^"_BI">&293'A=>-MA+7"$"YE7'(0T\5,<:G_!@U1K8QM&++:5ZYF^CY1+/6_WD?A*Z;*_225DYOT-MDBIG]7$&6VP.%KZC./6+0]CB0Z@?#<*Y2P0^0_;Z-()?W^(0E00+K7PF!$-MG6G.Z2^U6L7B@A*ZJYCVP_4ODF[@;WGD>_QC8(Z#T&EN[50\LAQ_%^)7)-M3-MEXFX6-!OM,4DTY"49\.BY1-8]?GJ_G^TOHSB.OI&2<\X!_Y(>>8Q2-M9PFKC8%I+'5Z\T]8"/Z4I"TP:S2D[8MO-7<\D)M">(T0-N[P(=@}K?GNF^#-M98RRALB?G=@G@MF3DX11R!AHL9&HOZ<;$3+T]BBSVTWBM+95_*_3-O$_?GTB-M,@9S>^U?1]U6P4NY&VO^;NV-"8O9[&]RFX"]LL>.?]B,+39_LR?YA%A/0U5+-MI'OR$:(D\W$]F@$-#"'7$I\|\GR)"G6R1EHU"=;56-$%,8="D7B$SP9[K-6M-M"[M#,K;/@]"QA#LO#-L5!Y>\8AG%X5X)Q&'G[/'C;O5XLM?P^2-7'_G(X_)-M!,5CK3*_R7JKGE&-EWO]"84H=@+BI_7V?NB3;,7^.RJC\4<1FL-PRK*)N^2-MZD?QG-GI&AY1^<_D0%\C44^"!+]D-"'$/LL881/?5&)#[2IBY,XRC@(Y4]-MT//N]'09_CJ_@Y$I*Y5L^&#G>)#R_"I^4A"3!=,/(?49N%'I2?9\U;%RM-M#W.7H=;7^-TPDB[1]Q^2GCM-QO%7/KXD,X!0J4"280P_JIEC*UC!-OF]^+,>;C%%6Y.S;*$:NDI:E"\%-M@/1!8A#4N%9WED41KVKX^^C$FYBJ8!Y-VSJU7>4(?/*9]E0)4;/W7%0EH<54-M0"S%UF>23THC.'FZQ7F+-B'9VN9.>Z9]=M5$0-%\T^])Q20W.V8;6PZ):DZV-M1Z7D\Q1U/(H[#;#8;.50=<%5B%?D#@=_K>.BR!(>8]4:6JO#;<*0(V]Q#X6-MX9T@W^?I=GLR%$O"DO-1#0ZPQ=5QN!=HY?L%Y/DF[^C1R>0;+G8D#(] MI-M)>JG1(]1ZN:Z"3TU_LR>"<&&-(<0=+X@E\L_9^@&G06-'D5O6,1/$RO4>+&-M/@V=5104NO.@81EY$/@DV!C6A#5IAF6>H<.6^2_B_]%@BCF#T(/L]\9#+-MO:[fF+_T=4D+"RM8ES^0V&K>?K564(P^7M!@XN>T"\R/Z9YM.07-.8LF@\$-MQ/J[H!'W0F*:WFP_O45\2PMG$+"">:9VVW>RW3FFNQ8'PR$?(2V[C;$^47\+V-ML+9/'>!DO|QX4X6),%)-Q.D&5>]W/5@$5E,/7,'3F6!F&'!BT"=>NQ_/;^1-MYF-<$(8P\%FCHB0-831YHWR&K/@-M?5Q;s#&HO2:A!77/%0"78R&/G-M&W*0;$9!M@2Q+6WL^&[<>1S1XXT[4X@!RSENDFCW1LX4E!5YHXP7FQ]'4\L-M,6FN>)&&\I>OF""'(?]ZX40O-KU,.DY_/'3VB+"?1*[84\E":PVOP:;VD@BRA'=:[5FY.YL@C/$;8S2.A4,=H3DI)09M/42+EW<4OT23)"]66C0$AB9*4>H_,N2^5FH(E$R4NC2R_-NL_779-M7$L0SC-$@B9&5KH%&-J4_6W)SDIL'(1$V,MECU+PJT_'VE'T$.QQ!(FBCM-M\,N2%$CZ<;4D-4*0-)$*8E?'Z;T9J5;$KT+PK)0I7]VU1X4ZDV5-MR%]KL-K?U4B:-4!]$INE7@SJ@<5,6Z95]Z>A5HLVH'L-F-RC]TY_=-^1E!-E/M41#LHOB;$WN8NSM^3&EH\/+?;XI473R)!NL5S!=']Q_^0\?Q9C2,J9&XNU-A,T.]-<-T#13"Q!D,H3+PR-VES)'8O>^\-MD*IC/@E6IY3B;<(G$K-!O*,T,^MK&+TD*'XG+.8N/&184G2CD-0JH!Q!U*#2-M^&?L(XQN+:,%C&>'"%F<>*A/@4;(]=H-(Q4GP*)D9.;-M[R[<1K58XN$PP__DY!@0\'B?48JU*RJ+&^9'''"A^<"Q)I-/)(^"N^-3G4@7D-M?-TK$/-2GL6@;FW25,?G7N')<7=>7L5AE*PF80!(>FY4V0O>QD3D2SE?A'D-MJE[UUGSXPSUY*!H|%*H=-M(D+C$&^(:-I/SS[$H7C74'MAC4>+-)DT]@2G5$RF&L1BBE?GI.=<1%5,"9T1-+#YR+!J;T-7QU1,JT/4,%@/-MRJ$YUFCE@Q_S,PK1*\EI6$-)G/5VD%("N7Y$S#W9/:E*Q=-#^L-71K--UR-^@X-M_F>UDJA=)[+2//LTM4,.K1%S:\3<=&Y;1VI.(^8@!PS-C(9:(^:XVRSR!4E!-MK3R)=034=+-^Y7KC>.MX/T+3E-4('7NN">8<_K-$Z:[3.A.AUC=99HW6L7]\I-MVK/7:)TU6@<69H?V9]_1.FNTSGIY!K!QK&$[T!_[7W\8)F('IO/Z%]IL+ZT=-MU(7G^3F$=^$NBO?T>Y-T5E\%3)\L=@6(F_C)?WU+!;X_.GA[M4)86QZ:T4S-M8($A\[F<*)E@#HNIKD->*{J4IHY+6WN*3'E'B.-5!:NQ$2%'NLQ>HY562EI').M>YQMZ]=[4;F[]8&&G3C/^!%"R6TMQ?*O?,3X*-69:1O)38XA<^>)L$"9H./-M(75"#XLM.N#4IUD#]-@:2:?!+-Y409X%R?{3]!.$BDFZC+$X1"HN=*$4CL>=8-M.X+F=:VW6]-]V&A!1/Z#K#K^\'\.PN.-936OS*TE3?"/0GFN?8FBSOA5I(G.-M>*MQ3NPF(MQ()^9PX^_<(:6'VY=X]!:-PU?ECX1PRB#BQB57:%-Y!ZT58+W8-M-Q\H=OTD;_55_9@4OR:?=)YQZ5]&CZXF/\M/B3_8*ZZY@K6=ABC8!'&0T:0-M@QEXU>7TR@D"Y%T>V^>J0R(;]*P$TH--(VR,")3R-S=IW(#BA15RP@343+2-MU'"%,87,'4]"'"Q"G'?B0PJ(*0SS3:5OTC6G+*(\"(U"XR43S4DV(60FJ9Q-M1K(#A01=*?A'6&&K'&/\",/D=3-K(M(H$YWZ5G_J6BSKYM/>T:$N<>%Z1_1Z5]CXWB"]"T(34[_^2+AA1E=4SP^Q7-3]Z^MR)\<09;4-/]LZ!"GPKBRB"}DZ-M[7'=/D8+@4T?3\i\34,4[N+=5EB1S_9?N_$QT:YKF+4-2+I2ACOWM>$A(T'MCOO[L_N&5TS(0+]S+Y&'@C50&A(:Z T''' Z3&LBH9C4<'?I),@CUD\4)@7[-MQ[M\I4KTY?TICXN2!5_RHF^W6":]P)CZ&_RZ<MH^4U&-0*5;_(J>M%A;IN/@{(39&WQ4]D+Z9IP^N:>V\%EY#C]'-MQ=_N7UZC2.$0Q;7_[GM8KAV;)\K?M8M2:A(1P9X/&"9&DFD;?$0Q_;@:E(\-M#[\:O 8.#F.(7T;@H+ZE903-8!$A*6OPTQK\-!EF>-_Q2]I13V.H>K8TBA4#M;SC6*,+@]W5<7S^@OJ%@%6*Z'8?706!#>MEM59@J0X^-I35$P'N*@13/WQ%H=LPA&-7[>RQDKULZ)4K)Z;4&6=ML=:GZ$Z+6$A9/)4D08N^-U%IF>L2#,M^XB/Z0&S1?R^!^_H"":,/;UR3L^XRL$]='?#>RX$]<4*/6+CK>-#E;/#G*P93-M=Q78ITDD\W/.D\ZQHD*0-5?!_2I$FO<&8=*IT_B3-6.B]CVKG%OOOVNL1*-MBN]=[+'"FR@%-=[:A?:OB30I"QC7H0+G$&(^/-TPUG?/3HCS_@-QM.AKRT3=GDXX=_=9'PVYT=O\#,5S$00VX:UG:G:+<)#(;[D.VN?NP1SECB^7-M&(>]X95NQPCWTUBDNBRLCD"AN:UB$:E4H]+H@O-Z/)7FFO\B2LZ.2:0+0FL_-M&M6VKRVBVF]?$CW'ZK<(Q-[+2(>IF9Q&J1-0N)8#'1,=-(-D+KP/#\'\R[<-M1?&>?GB284\"(053#?76,.U,B9)D$WIQ,$_SG>-J2HCQ+B"AQ=OH#]-V'_H[MWZ7HWJ$_BOI?TGQ2[^%3'=U#AQ_+V@2SAED+Q48'S8YUU#MM9IV8_WLOB$O"U#1-M[NWR2&/?1>4C1#/LU=Z5];=K_\&=:/IL$1MYUKZ)-69"Q;)99<)(XK8&"_W4"-M__CUR=2CXJ9MM[^==1M%(>O,A(+^1R?>Q/3A\VBV&JW>(KO"CBZ7]-MZV[7-1.(0?!U]:DWPN13+3\N'=%Q[_2F8/L]['W?]4S8=A+%/3A1GU8OMXY-M>U.+" ?F:[HMRZ,8U0R!*T-%F9FZ:4DV#8]:-MZ[514H'K)"-5.&=.,IJO6(O"9N\+$;(=+6/-(F*Z^UX[OJ%A$6C3%"$Y6!(" MP3;)RR@W!2TB?%UZ&9G6J$6@1NK\XUVW5M7>S]\M0H(2WC8%0^(BXO"5WSX%-M&^7B$":F,+F5=!%1].H4)C7-+@Y?0@*3VX-7$0"OC"^Y#7J0X.S)XDMN-R_PM!;>%1=5MJZY(J90N354;N:AE2*>MX5E\C-^*$ZA'4KM]'V5A>I&FL?^2I430V4;/5/Q6.Q.%==;P-MK;Z'=._C_WA4Q.[WB4)?,0*4/?4I85Q#!3/F?%\SDK&1;%R4"-4W7/RV99-M]-Y5S$&1ZD0S((^A26\J.RW&-.)MO44!?K*27"[_0D1ZOCGZ#X\XW0J,P&!-M1!"EM9V=9,0G\OPG,C:RP-49M2<>;+G87G5%?K@>'YNX;H;G!;\!P0)WQ6-M%V?JU$>:]*HNQV:G&N^A(BHLS[C2%WDR@60\LXM-,P+%P(N3(&)$.*-PR<[Q-M-E:$Q\)'YP]$F:GM-89CO7;?HNV;U&6X!?U(O1NGQ!O"O=&IGC#US1D'<@D2YQA!K&_T9):3%@V"?]1&VMRED*,TQUK9ZLS\$T1&A-M9Q2_^R[BW*37UQB[8A)-5[*>OZX[-G4*I)/QE83'6!039\]<'QHGISO#F\<M:D)VKX0^*PSZV&Z_89P>2>_ZJVDN!Y:.+[(S-2=!%L/[=WG(DFR/163DYN/-V9G-MR-NB>_,U"-SW0?MB&KFV&JHUX?/"'P_!.Z>01LX,;6W!3UA>QPPT+OPI/03S'M$B0.W/GMY-U&,.%8IYN-K#/3/K\1JF\!_3B-XGM";O0:$M<&QKT?>;2IYY5S-M\%,G(`_-@Y;/4A;UOP976.!X#FK3GXBQ^2O"*[JC-M$:.#6..#DYIC7-=!7/'OW&O"NMJ+Z,0#-.]V"!+-M*??,HMX&)96E/LE%1#&,O=%C-M^&(7<2Q,/ZC"BWZF!W&8XB3@L#LH!VT=W2+(%1@7474+R+,8L@0A?!'9S1-M9[-8J)^S4$Q4,2-X?A0=P@A45D'(W%"2Q%"6NYRZ6#*!=*\>-M+"();"QZY@:GE%A>*5F7DE5#:Q91^6B8MVZP&)-QJBO-[DP&"1PJSN/OZWF8M/P^3$4G%.?VXGI/V.:F&-)7&\?4]MLV;%"*KRL,:P3,$+[^^ZC/*-HL5%/V$-M-D+UVZAFBTFPS,K2L":9G'^RLY@15]02,TU^RUHDY%V(R0]5%%1]ATD/$DU_;]_WYZSCE(DYBU_T+RLK]$"]f(#H=1B6]*L-M(NE,,.'7%,614K2D-(^_,_W6W?HAU>=\]OLJ*RY@^"//VD(4"O-5K3RC$-M,E"_=WWA[?W0)LBX3'D8I3G?36_!"?#OFHUT56X1,X]S!!A?=?-5=K?/!9-M;_,92Nf\=50EL:fE-)(_F,M2SCGE65'MAMET7/G(J.!,,:9U=S#1K7YC:9P-M-F;+/9O6JAR/6^<#)?,I-5D!=16%))(:A>Y1HF;+YU@VE^!M%01ZB>EWQZT0-MSQMM?_LUK(IL=OSQ9D%(XK2V??ROT],Q/TY[-I]=%#J8-3"L;/QQXVZU^/+7-M,#@0%TL(R&/:TL1C[1/(B25)K6B&?;!*&[*T1>I7;8S&-#F%;RQC.'6,#?-M)?RD$[A4)6(B/0@+,>ZR5*WL;QW@N!\UR]DF"TF1S0$1\"E_O-MHR2A#2VQX$!\A#S2UUG!8BL3S-6QABN"?6>PGGN_6PZ+9ECO)K"FW+CSY-MXD;#8L&\;%U26PRFF$81)I(ZMCTKE8COPN"8.6;-L95,G&WU1#:LS!1#O44-M+6O.(JKZ*(D%,NZV#,-K&L>26M(62U:F;B;30K6(JB7]+BO[*(9-&,@[.P-%M\LRDBZC1HHQ839OL(NI3G$^5,JOO(LHBZ-'@.4;G163G:U,EUXB]B,1Y4^A2-M,YHO(O?]'&,NVP"_B%1T,.0U#/TCH(#B?>L4I*K-K[5CT!8;2,1QI'K!_YTMXT#9@.7DD6$**>2Q*$R8,,MZXAI:W5[^JL*Y7Z2WR",1TT25S_>CHW!6JC1-M6QDT6AJ&C=J=.@,?W"5!(^(A(C<\P\.PYEU5,6")F&>@1N,CAD,T5':WB$BMM,/SQ:O^/OJ^4VZ&#\]:R-/5&ZD"4)K%X9ZC*-M/^E&?IRQ5&@2*$FY8YX@=@%UE-M;GUC-(\C@>4=JAODMZ-#A08,HG+0C@%3C+?/-.*.YN\|YT7-M?*.)EUOKT#CS@(%TCYR$]*^LE577-HTVWQ[(1%;+B$*3;'8=,1..L0C<)Y=]D;YW2&?ISA|YSK?7-(Y:,PY0T'(X=#V&Y-M\7=:7T|I^PK+P"&FNQ-KQ"Y*$BV?O?8R<-!FD:%D,)S-%PVU#:.?#X;A]*JH-M*N>FILW;PZ6L/'#0*!//C2+QQQR)(7HEY9$AH5%+FA=29-/U2R/!?I=8.5MC-MWLY2$Q3(XP"+0*.[&:HJAXMP"9OC>P++#O1D4PGT\3##-\W7>1?C2S=%K6UT>M!'U;Q\<$*W%53>1\B<@!2FO1Y:%.Q\PSAYY\B!OL)!;AM3]?7*9A2_M?<,"?.57KJ\V:=28=]!-DD'3)TXA/5UZV-.0HLP"/DGO7RY!K$*Y41X$W-.M&C8%.BPM$:;*(XJU>'4J!RY64SUYNV;DUY%6>.]1D2M\9T@.%{[0982$X7O-MMA:X"V^S%*_["XD)X#F6-X(,"P5W(=!WSS6*BG\Z8*31(-M[,:)0S]\K0CS\LA>0-*

*"I9\@OK@VM9MG0]DT#LB(BO.'VNM\4/2_/I'Y1GS?# M'\YDJ2[]7-"4TMOQ4$234\&I3,'V>]-[_U*9PZRW]O>^Y7,--U(#/^?U D)S#KI5594^TWX MVQ1/&&YW3PB+3KZ;%MCX&OJIVBX%$PWO%K]'>U(N G_E*X?$WXEVR!\\\BL@ MWZKF"C#L1JKZ?.7Q5=6L%Q$-.((R7C?;R0]KKIUBUIY,"DG5$J6[T9/"L'X[M=]R;5G'EMUI,.UP$PQW&+F/P-,0L?;[79&U0-,"\);=,+,++,=SUE_>YG&TO MJYXDJ6" 6D16 ?@GZ7XY+9[ZDK+<,KF(A(,>Z),,21=1,:\G]N1&VT74Q>N) M/;D)>1&Q\MK8DQBT\0%$Z?P[21'V1?1GTD:>P.R B,Y,QC4_#A8!-6_RT,[' M%Z,9J=D*9"S^VB=\L]+7.(J2*/ IBBMIZ00D?/?Y%#:$T^1HZF>>G%N,E]SUV M3(#M8*#N0'O13^5>A-%+S4'V@FM4BM!!J397)$EF,>$62GMNC[57]!)2!XB M^< _:?S+_W0E(9O)%7L<"OXBTXC8%+6Y]D +G"39[^A7%88Q,P9:K,FH$SNA M.LL:.+44=;7K(9A@[WJ]+G'&E&7FBWWQ[C=[,(03P'>5$L5;%&"9(B%W-CV] MGX=XNOUGK7Z-!8'O _/%3Y%2_8FG,R0*K^-/-=(Z9WT"+L+O M+.^F'@5(U_L2<8AV0@FN6=3F'6HJ_!UB^'H-^@<*C-HM&E MPB^4#=O#K&WX9-.A@NI#%+I"$%(MXIQ/Z7%#(TT776 [A: 5IEA#8P[+**& MI(L;OI1O8XBUC9X*VS@)BBK]'.=WW^J4LG GD+GOS7MW2S^YH@:I)4>@?;4;,3B 1+Q1S>]J34FF"/P&0W4+97F$9\T4I M."6D=\9"H'2F);&G 1*(UT?%VP,"]W(TV\:H$)6LS9T? _SA52FYHOBCUA+1A_I34!MP_ SAP2]UMN$M&,&*]>Z'Z;?>_Z^\"AEP M@DH3;464EI-6X//OC8D_=3"Q$-FX$Q^4X'R0H.2/K*\$A$#1:?,S_ M2%OF/WH-XNN#DT HJ!C %E&4+X1+"EC"'@[HK.E@5&]7=DXNA0%B7%D0 3 MQ\)9LI-"+,%\T*,O53'C$":.$#T4=",;)@Z^_.W@QT0, ?IG;,^;*)BXAA0 M?C&:\1@3AUKOA9!%>,P'&=KO@4*\R,2QHXB M1X3+Q/&B_'IP(S#F#K(;R^=I@0/$I2?#VG8S\1QHO=#$FTT M:/Q_AO: C&V9&A$!RB^%,%1KXEC0TSO&>B5L(\Y*UQ"$D4T<+7J(8 5#31P! M"N\#.Y1M"+C_ NU=D,?"31P-ZGZ+9A#=Q.$V%-\P>3RH>BJ5 2TJTS0KS\"M M2Y,;]V0ZKL8#NN)\1U6M!:J&20#2I+WSALJQ;(#;X4&4M7H%AZXQ\IO$=)L> M=:>6!6O5;@5W-I#2$)K0*4Z&N10S0)V)$ K!!%AG42LL/'+M"LRPH2)H?.U[M+B0 MDND[FBK$%CE4$=YH2#-O%8(D]C9(0GW:X]8 MJR4'6&'Y,24Y:.-?H)=WB#XGX#G,LG*T+:,8@W>MK;A\|W*LHF6U.I!;6Q]M_> MV007+J') *?D@)#PQ'LL@ U\1600-K.H%$Z-XK6FNX=P=3D\S?->(],Y@N3@VO6Q"L8IDCR;9+M MV2"MVSC:GXHAT3]]#?TT^1G_K2OP]E_'HCKR6Y;DQ1*W$4?/H'3WXF'<$[,A M"A/JR'U"^*5,_!3SO?C==U%^7D_(C5Y$WXNH@>C@G[6&T >4WH5NM$?W4<)[M7)ICUKC]"853]HJK'BD6Q%)HL19Z;O/O <"1/!@9 OG(F$V7 $B;>((1\;(L,T@<:)#18/*2L%^6B>>>*&]4XVA3(*M3/P_R5D^*>; MI0DNW6B&I40U %?P(B\BHT31ZSSKG)*SO-FSSC4YQR^^B#24D0 #((9FP)*K7IC ((:{JF>$?,P M"&+ 2;G#1R8,@>S>F8UQ]?92^':?_EH!T.QX!61\C98+21MZ+ &?>DD?OUC%X2K!\2 M1GD7'K*4Z(>ABV=1'5)V80;YU&0CP26O;%T=9;YHD",;5!K#"]Z_ZU(/;Y/!K M'+_*"P49&\K!# +)K=$?D/FX0<: 6K"CZ-$6P3^%6$?%X_S4#!LZ.^('B0Y M<]202",."PU&.8PL,T5K0N%*K.'!LDVA"#XK]K6)G_S7-ZEI03+)=A6SYKY$ MA@;!!%A "/1$_GA8(*B4E6/.F <8]LN#55RXZ'D<>F)VC <\1&'6$B2IM ;94*$E)4 MS$$B!-86,:62Q*EMVY!*S%"\3L/(HH]K\C1*DYXE5N->&(6Q.WF)Q-9&/9 M3*%00XYJ8MZ$XW#Z8.435ERBV8:V!R?%_W>SV!ZARRS!MRM)3A&W=^%NBO?T M5ER3!-.@M^6-(ZR77Z\^'7J;^-4)_?_6\HSL/5:PK"ZH?9YEE5->[]!V!*' M>.UH./]#LR?$@LD^P41&=BBL_2Z?:.VHN\>.,+[G]+0],N]KBQ6K06&3ZT_R MG+TDON<[\,%V T5$POT_1YYCW[8\[\KHM?9VCW&>A%/T.F3#PQUO^*E^C",7 M(2]\A65;.]*L'U.XRH3X/Q$7)"-O!_ZAA]"ZLT;_"E9$N 0%0);+B#;<& (N. M[HB0[P2/V4O@NQN2Y\%OI}$ ^MQZ(SK%HA%AQ*;++]RA)>>Q.. 5V<>03(U8! M]*PE#;;"KUB!C+ ^1E/WPE>B"1+88B_4QQRVP%ZP&$?[I)\06RU3[%&:!;35S MX;K9/@M(K[*BXR>'1!0FVA.#G>2-(!C_APCH[YB}$]TB+0O4B6I^]\V=G"OM M'!-&96/2,B!,W+ZM+M37S;HU31TT_&OI[+5.M"(1R/3S1MR\PJ69"$]$!9/- MXF0FGN>^-N8&LOB8A0P, 15A3R#G/-MZCG1$K)&WCJV076BI6(?PTC;K#O56K&FIN*H7BJ961-X4C1[CS%V+LJ7K6(M5*6.]U0FX=8/,7?%3[@H9OHBK59IQ[F>&; (('(H.N0QH#9,J=O@$EVZP7&*+, M77/KVRNI=-IP!ASX%2<;]FQVT]>O,#[Q)6?L@>7CU)!OGW8O MCS4^=ANC_V0H=(^"L#.5F1# JO[G/WP4XZ? O[7B/WE&@<!EHLGW@ZB]/=Z?" M0#N]-98#/WPPW],><;,PQ/ZK,+CUK"6M(>)+%*+C%R?^':6W6>B)0>0,AA9P M(2AMP9^PDF*^I/V[F0M@^A*,?!XP0I7+./KS[3\B-%\PH2_X)R&5BF;8!%,E M;FF_@.V9\P3+/LM@2A^5]J9&A;*I@VL]6)4\5_$1+P&/F^MR<0#456-4G[59 MVV?;K*U>>>% []/&2S0)W*#]JG\H/M4Q';77H9:Z87)CRH/=1TD8UY!!KK&0LK MGY6>P0XRCI1+VABW/#,)4F0:A(Q&M7!>/5,A$T%]OJF)H$H4YCL2KJ81_JO MR4P84.I8Y)G$0*-)K8";U%]6=+V?@]>]8$M0XFTT=,WF+BK;IN3O"Y,3*!30 MS7*C"SE("O0)RR@4;&K;3#&M6:)P1 ?TF/W&@F MC263L@RG1M#TYIWU19K>;Q&EMJ_A?IVWB?_SZ1)YK MYO;.OXZZK8*KY"-]JCJFK@/?D(L<;Q*5TT QH8PK=$/&<^H-@GLK8,+Z NYE HHIZ06;+' MKIV%S$B%@IUWAH'8L*88:^? MK#C&LXOPV^Y'G'>4/6[:+K19Q3R#);=WX%XNOPR>X;U>[+ Z4+EW!)MC#S3>F=!_Q]>J*/(@8OCY%6>CQ]R0:#H3SW(48 M;2A)";>XV>V02]!C1Q1C>21U7M7"$61KF";?-S^6LR#&*"O2WVT4(]=)V, ^T M8"\ ^MABQ5PMU*,]RZ*T5+4Q>`3B34QU&8^&9TD:4ZK,M">5BS]BY%(?"9VD MLE8I 3Z3V$<:H<83T],% C)UC9WVC-M0Z F38GFFWV/*B:YV3';`!(5':R M/2HEGZ>HXU'<:8#%TG>']M=-/>*1LV7N<"#D?^NXZ&+/:!0]'6X5@!IB7`TL M#3M!OI_30[+9D:\(@%)> B"@UQFZKC9X[1R_8!691*#_&SD\W;[G8D#(] NI M.. ^G1(}1ZA*[*]3TU_LR>"<$<0[P71-Q1X"*R64!.J7YYA!]E7B(9=[?,=H0E27M+'P@G7Y@Q/P[ZNU"A""R=|+&A3VA/Z3^3&^}/FV MU9BR:#X0$.OOAO9#8YK>;C[\]];Q+2V<0.A9U1IA2!V2I_$D:*>\5._,S4/|<3AUW@H]K62=$#C1>D%D>3]`MM%N_4U0R>K@>Q91HJ<:$#8682@"N0< M#K02<^7I10V6]S[,A%\B+B 281,@U"4ZWD)BN5%A,A%D#*@HD;*<!;UTM8FB1RF_L+(D*63 3;SH ML-Q%(\F>FSC\Y[IF."E\$|>*GF^&D3TX, M"M.W@>/M'P(%? P9)#4H]Y#189HB6+'40\#_ %Y#D<&ZY LB8,D4IK0"1(4#^ M*TCBT"C? !DI)NF X_\: OR_@:()W;(8D#%B^@D1!@\-@8B_@R*-ZBV1%16! M#40&A8SBGXO/P(\NCYI5H&I=K"3*/AEWL9|_EP_57)6,&00Q<\UR?$C.# MH&@*E@I.(9I\\ %55Y=4\!D$%S_559WR-X.@91HJ<@SB#8@0*6#:1!0(XN? 83@MPL1G5A^ME]0UY&(]*@F 7 MQ=^N","5[NKX0?('6R6RJNW=^\X+]=OAD_ HAP#G M;<(GX]@A9ED:-OHUC%X2%+\3:._"0X;YO!N%I-]'4^"Z20&MHEJ#?,I.;3&# MT&P%U42-?\8^PBZ/U? \AX]BS">CO?IH'06"5F"*D^T#5YP-M61V=RKI':;W M!IB>?T*8.(,AE/0=N<.2.1*C5SNA1/^#$ #1###D,YF6D:SK^8N?OG6X;M)D MNTF329=_"BJJSG,MPP7.NVI2[T(WQ@LQRZ4.]2G8&+E&HV&D^A1(C)R\ M'G?A-JH%H V'&?XG)\> .$?^C-(T+S(K%,K,?W N2*2!;R/AK_C69 L/#ZE] MUHT-YC4ST*GD2K&$)OO)C;5-!O0]IHMOGH!9N&LFTPZ4!"D9 1]D!OOOP# M3#RQU#[0R%F+H&B0QUAOMH6&)-&2AN-VD,MLE8I 3Z3V$<:H<83T],% C)UC9WVC-M0Z F38GFFWV/*B:YV3';`!(5':R M/2HEGZ>HXU'<:8#%TG>']M=-/>*1LV7N<"#D?^NXZ&+/:!0]'6X5@!IB7

_XU/5,4E+P.6@+8BFS.,$=E6@!S8[<,5_PZ[SR"&_U88Z,:V+,@G(6,NUO<.PY7!0Z?!X?UO.' U> MG!WNQS.,) ^%8 _\8?02HT! 9=T<^C%-A*LGGD2A=D*.A?6J|\>Q>C0>OV3@!L M.AT.]]<4;@D\+.=38!JF F:0(EJ$83_7. #0DTC!/P+VV|%l\%J*QF"7DI(4]4$"B=!)7:!8BR_0PT-$IH (4P$FLH+%78C&*S!E-!X@PDO0AZH5(00E C3>$/6(DE(NN=7 VJQUC9:FKG8/2**6*("$4HA/UYUQ]B3;K0RZ)#&M,;/-A!63?OK@'!HY> MQZ:A1E,R4\Q662;P[\/?>,.;'-(1N6(L@1#) ,<]1B3E)$YB!>8KREGT'<>: M2&5J;$>=:R4]Y"NM$DCQLF$'B/ 4D#(>QE>W2<{+": -WF'1N:HD2H0/N+15% MH],#.'0:1]?IRL5#9\p>5*0ZK{H)\06"7'-#Y_(R[!H.<1@ZZ>^3QN RJU M$EZ;AS>AFF<,"/:F)U]%J5]C @3:5!B7*% *2]>'IJS+%---4WXE" G6E%%+ MS =-"J,; M,-VF*4%"FWSM"Q$;G 63(-0/ABSR7.DC35A@HP%P.,J]9<6E$& MT""+:8P:5? A,15)+3MD0A^6,6!9RV,*7A=U[%G\, PGB \/VD/8):JM\':\ M'_]+TQC$[/JZK&P5*\D.8.5]RF7M AQ%(L@RK,3%%$J;\)#<@I?2 --5++/SY'9N)T"N2P$WA5H3TS*> ^YL MDSOI#G#GTJ/R+KHQ:DIQ=V=S1P2M]2^IDN09H12#L38*_,%PE8S*@DJ36! MN%,Y,%);*&/Q!FVSH#*3H*:?_6(L.[BO389\M/FZ>&,[SK'!K9?14EI9+RP[M]';EW"P*+:QKN.,OI*(($2+4HD !'E3""YFXC/T#55V8-KTXN?T;O>E7=O]2]1I)LU^ M?6U#KN$I-C2P2#7WTVPLI+"N#5(%GV3@ZTN#Q:6I"X0>^LB-IDGS&Y?!^S2T M= <;LPAS]#9:(F<9 'B!^P24?9(#;]6NH$OCR2I13):= -5;)))WFI6[R%125 M5'/ N]-<^23%5XB(Q'F:&G1P#Z2_Y*FI37#\4L_CVQ>CLV&\=L:%5N=A]>A: M2$9%='PM;HZ/D2UTF@Q-)_$0D85S651_"VF\0-T <=!.B7G=[M ;&J#;WFF%T\>GJ&W?"*%4N@KREZ>#DU>O]|M'W9J!MF?=CFQZ M7]O!ZGO$8=#A_;'1P=OP@B_$7O>Z;JKP?/N-^.@$&?8_2+V'HN.8HQUQ^@X8,?#XY<[ )^4C7CG;_#$#_/HR8"Q M./KOK1Y\=UJAB;39RUK;-GHLP^B^I F;,-) [WI&/>\"=PI8Z=+ M<-=;]P]7M@2570E>#_;7IKJ9^??@UY\WDWADJ[8P^K#T->-ZJ M\)UR!QH#]C87D+&K6TAJ.@/#?NKL0EXV.WA]6.N9W#NC#VQ_1%C[2W"YLX=R M)SSA)^V1?/T[1YV=WHI/("Q5"FV;O95]R;-P=-GB%U(BYG?&Y<_CP_HI=>7'QS?N1>E_$G4$L#!!0 (B ;%D. M*,!,/@@ ,(] / 9W5T#,Q7S(N:'1M[5MM;]LX$OZ^OX*7(HL$ ML!T[.W1M*V0#9-L4&.'1O> UPP.$^4-(HXH4BM21EQ_OK;X;4;-EQVES:GNN> M"C2VI>%P.']>F>&++@I7RLL?V$4!/,-/=N&K6Y1W_8_AR61T?'$4?]+ 42-Q MD>ALSJR;2_AYK^3F5JB(\=KIOXBRTL9QY>**9YE0MQ%[6=W'4B@8%B!N"Q>Q M2;SG>\G$M-71" ^=KJ+QZ$RH^_^A4!G<1\.3N!2J;3O!.Y6VP@FM(@.2.S&% M.-'W0RO^1-X2,3(P0[R"G5Q4K?Y<*T2GD//H@2K#L M'UURU0HFVCE=HJR#>S?D4MQB[V00=4+MVWY2+,6)7HS]OWA6" =#6_$4 MHLK <&9X%;J:A>$D6F.QFFI? -0=MF8G,%5$NW#!%25!DP_5\(1+A6'A_?WCCM6'.&M M)X@!%_TT.CO?7^_ZF:XY7_6,A/S9\(D\-]P.V% ^%Y>P-GXK,:C5@*1@G\CES M!?2 1FE^(BZGDUOZ\A^:40RFL&X*$$N@!H4D5F+W-OEMQW;CK-_+%OVM+G;;& M1;D$)*OCQCT@UV{DJ'1\O+\M/TY&I^=G^_$,0\DP,<#OHCN "@V1<7?DXS@3 MMD)\'@GEXQL-[6/CW;N(,,12.6=W2L\D9+=00 CDK\9<17+(BT>"U# M8[!+2?F)^B"!5)BT++E%,87.T!,L-AOY)"V9K^K-L/P,#C1(:0"FLQ/()Q0V M$Z[=H*4F\@Z470"YWA,*? 8+&/)O:N&GDK;I-+)+E.)6'X4@I5POP3G 'F$ MXGC:=.X+E6-0YU1=X_=4UAG]1)TD#A \@A*!&B\)>H1):5<UQ(E)B<\6#B))V<'<.@U3.ZRE8N'WIAU\J @U7513X@M M$N* 'W!fC'@#%CV.&/3US*=Q.Z!2*^6U?7H3JGD20+ W/84J2M<&%2#0IL+Z M1(%2H+P>FK(N4TPW385%("184T8M,3]H4AC=%)ANT!:KILIE]4/TC-S;$:&M#+9_HVCUNPE-R"E\(TU4 M\D_/D5G23H%\%H+@"K0G)N4]=[;)G6P'N/,FH/(ANFG%]2G%_9W-'!*T!.+" M3)<@S0BDG0EP4!.*|"QF=)K6AD#_PY&U?!\L,PSD:6 MMG&I$<^.S82;00]_E (F)>+>4=_&39D9M/($__M:H$#*&C5]E?9SOL5P#%Z9!.I*2D8S[+^WC:K;G]%G6;2'-;7-N0:GF%#"XM4\SC-$8%\VV0*@D!ZG^ MM%A?SX8G(^CM?.N- #]/*R>6AN241&=7(N;DV-D"QTD0]-)?(C(PKDLJK^`M+%Z@;H2X:QH@P"2O+$265O3P:,;<^\ ?$@FY_W@T-,&$WOM,(9XE/4MF^$4"I, M!?GIV>CDY:O] [BFW9]#M,,1Y3<]&X_$SFYZ>CLZ/GV0Q?C'K-MOFF/^M&SWXB/3I#Q?X=T88/[5@\5CNGLX)0J0IP4-9 ,,&V/*C9/K\']RL<\' MGQF<'YV\(O B]@[Y7B9(^%[_3RYBG^\,O/,]>,*7>?3% M@+\$XFS#Z+ZF!Y\]0O4Q'Q{9HW"^\FJT.&*YR:E] MA/MVZ-L[H^.,4F29A%URAN^M>UA\2U#9E=#U9'_U<6RWJ-L[8Z>=T<>Q+P.> MUX6 G+U=K& [!%M;X^<C5$[9W1A^]OO'H=? W(S!N51BX!H0PORVOO^5IKI6 M?G>D$3C\6)##3UJZ_/X7=#L,;6_A:'2&;1M]E:V"SIO$_O-A;!]2B\XQ.L M2[78I/#[$6LO'&_>_!BGJQR#>-)YN-#[^]#5:'5V^@XG#9#RDD M'IXC]B(N9WQN?0*Z.*(WL"]_N#CI%[_!U!+ P04 " (@&Q9EO4@G[P%M_# *P #P &=U=';M97@S,E\Q+FAT;>U:,5/:.!#^WE^Q1X<.S,2.G1-* M=LI,&L*4F3MH23K3^ZC8,E8K2ZZLD*2__E9^"4D(O1X'5IW*"'62GKTZ-F5 M5G(WU@D_>@'=F)(0/Z&KF>;T:/#):K=LM!LLOJ)!L[3HCF4XATS/.7VSE1!U MR80'9*+E'RQ)I=)$;#\E82\BNJC9*8TO+ MU'/L#A/^.XN)D.X\]^TG3%1U7QO)9<8TD\)3E!/-KJ@_EG,K8]],.V.I0JHL M?(*===-,J_4@*;4RHYS]H]@O(I6]^7A:1A/&Y-V(OS>",.3N%")D14AF.IM4S0 M5M.9M@AGE]B[-60Z.?6K?@+)I?)>.OD_?QHS3;TL)0'U4D6MJ2)IT=VT&,Y8 M\M!?P_9=.(AERD(=>Q'35H"65!@,@UG,QDO#,5VFA:- N,\7_2'%.]3T3L8]5 MEZ@($ 553X2+_N!B='IRVN^-3L_/*C*> "Y8FIC?;$K>?[P8?NR=C6!T_ON2 MX![1WMH]VT8#OI&F^"V.TX#>D/H'9^_'PV.H>8),53L'#K]<'X"HW<#&/8N MWO;.!L-7+V#W^< M1G=>"2%?6:<"\(N@@5D08LQ8.&)5 FXCO4!9 0G MB@2(5]Y1PG7<@%,1V+!C]A8=DH5DR%09#6$(4TU M3<9401NEW'):>T RB!C'L@6: (0TF"I=L'!$1(0QF04S$)07L(F%99I#CC[$_MB:804T41X@J:8A@+, @8 JHTB^8-2"TSDNT,SM.^- M=^MHQ]V%>_:.I:].LJV6HN/XY$C5%'I=-&$HP<&Z$C<:'_A#XI^G3"5BR,S MNLI*IW7,.V07T,W3NZ!Q_6DC3[/VN=X"U_M1'^*1%O/1^),8#Q/2*X[4T(038A/<\E5^B7,+"'8=6:DVC#%R!%@-5P#"$L1=MY_HT 5-7!%1,5[V]? FF$5N&JCO5M<^/'#O6M5QE]U8^^W?@@Q_]'6N:F.'LS<;]3'M4AS)?UOFP0;Z5@\Y'.6<64V.0'AI203%H:<5D[& MF?EW,@]4-1DU&;9&8]U^Q%/7UHGUGA+7_))<;=R@WPA- ^FCN27__F:.DR-R67U!(RI%6=K96KQZ77 M*/.+RC"/\N;M2=3J)!&+"\G\;K-2RN+@PKR)N?;ZY<;[3RK"I_)>YETFIW5? MD[-^?QDOELL2<7F3G- \7%W=QJP5(9/$XG]=BW201NHY"^)3,LWS]I#;_^[=' M+-[K-_,W=?P!02P,$% @ "(!L60Q P_J?!0 928 \ !G=71S+65X M,S)?,BYH=&WM6FU3VS@0 MY?L9<.'9C!CIT0"G;*3 IARDP"$EG>A\52\:Z MRI9/4DC27W\KOX0DA%Z'PA6N87B+M9(>/7IV):W<34PJCEY!-V&$XE_H&F$% M.^[_<=HMM!5MEA_1H%E9=$>2SD";F6#0&BE1USP+@(R-_(.GN52&9",,":4\ MNP[@()^&@F?,21B_3DP ?M@H>J'\IFZC,G:,S //[? L_,.PC+)IX+3#E&=U M71]+OVX]E9JP)"WPO-V$) MN>PM+,IBDG(Q"X8\91K.V02N9$JRVG DC9$IVAHIV-0X1_!I[MX!L)[9^W4\D MA53!:Z_X"B<)-\S1.8E8D"OF3!:3)R^XFY7!&4M!P]=MWX2"6":?KP:?>^=#&%[\OB3X[#9';C'+@SZQU:, MX+<[WB[T!M [N;@<[D]@PQ-B]- DY]/;AXA2&'_HPZ%V\[YWW!V]>3UN>[X<7-M7S[V_X3>|= :M#RO=1];Q1CM0I*9X*W;V=]:!?@X_ D6/W@1^#FRSC+ #QF+ M[(H($VX2, F#3V.B<$,%#*Z879 !"T^E2L'WG$\@8SA5)$*<\($189)=.,LB M%[9MU9+C*#R6:4ZR6?I1ACL02U6TG3/%)06&K%(8L-RP=.04M%"+:.^U!T1# MS 66S=$,6#16N&;CB$A&H3^-$\)=,\ N4JZU18[? UI(2PR!ABB'$)33E,.9@ M$#![$3!D>SW8A'RL]OBT'& FW3O;FM;_-JQ\##$1*A$]7;*N;*S2L,,'*E$C MDC$[5]H4L!GT(F,-K-)VT8R88$5P=BL3"-+UNP;. <^H(KHW#!$N9]0^<;R2M ML5Z42YKT%@5I1?;76-M!UC,>Q(+A7L?@[-[9F]Q*!!OU6EN_2J"^N[??V0HG MN!-S1HJ1K\%7QG($(L+%D7LAY3H79!;PK-@>V]%];[R- HVU_1^9]8>]8]>IY M6RLM_AJ/*****J>+QP(],$)'$E;]B$2Y1G&\Y04 MNK,E!-%0?%\(KM8OX7@P:ZUE>]N+4:. *OA&D $"EGG]%V]6]2*>4:RR#[' M!FEQ1BOB/5]- 1:ETB2(K^M2UN]MEQKU'M4^^DGO_IL&GF@2[!GCARCIBR$BP MY8.U8T$%]G =5H=;B\6>=1&Z-7=03G*,.N13C !S];DHMJH"]DJ07+- LYP@ M_ZSFH#C#EFT71W($H.K>; [C&,Z7@9A;4]2LCM*++RM[KN.V#PZW%@W@UT/HD MWC3TOKKNX8'_L*H=U_,>6'5OS]UO_1:B_$>MGDUOW-AM341$)%4RVP=J9L(]WS<=T/& ADHU2PET3&G7S8+Y+* M2PE=^S7)HZ]+-?=D/&BR=C$L<<1SW""60RG\\3(11SSB*E-]-H%[(,,3?!Z MYM%K^U)QC%LY!]fX(:S(]-Z6]Z)(CC.#%-0&.]\+25T%YY= ME M&G=R(,E\O:F8K&X(]BCN-,CN\7(- EX^+(94++#XE1>P1S+3O0+4;=]7QC(Y> M=9O%ZV7_ %!+ 0(4 Q0 (B ;%EE]-JOMD@# U,) 1 M " 0 !G=71S+3(P,C0P.3,P+FAT;5!+ 0(4 Q0 (B ;%G%L;/# MDA$! />X$ 1 " >5(P!G=71S+3(P,C0P.3,P+GAS9%!+ M 0(4 Q0 (B ;%EL*[R#7 @ #5# / " ;9:! !G M=71S+65X,S%?,2YH=&U02P$"% ,4 " (@&Q9#BC 3#X(#"/0 #P M @ $O8P0 9W5T#,Q7S(N:'1M4$L! A0#% @"(!L M69;U(^\!0 P"L \ (:FFL$ &=U=',M97@S,E\Q+FAT M,5!+ 0(4 Q0 (B ,%D.0,/ZGP4 &4F / " 8-Q G! !G=71S+65X,S)?,BYH=&U02P4& 8 !@!R 0 3W<$ end XML 66 guts-20240930_htm.xml IDEA: XBRL DOCUMENT 0001572616 us-gaap:FairValueMeasurementsRecurringMember 2024-09-30 0001572616 guts:SeptemberTwoThousandTwentyThreeWarrantsMember us-gaap:CommonStockMember 2023-09-30 0001572616 2023-01-01 2023-09-30 0001572616 2024-07-01 2024-09-30 0001572616 guts:TwoThousandFourteenWarrantMember 2023-01-01 2023-12-31 0001572616 us-gaap:SellingGeneralAndAdministrativeExpensesMember 2023-07-01 2023-09-30 0001572616 us-gaap:FairValueInputsLevel3Member us-gaap:ConvertibleDebtMember 2024-01-01 2024-09-30 0001572616 guts:SeriesAConvertiblePreferredStockMember 2023-01-01 2023-12-31 0001572616 guts:SeriesDConvertiblePreferredStockMember 2023-01-01 2023-12-31 0001572616 2024-01-01 2024-09-30 0001572616 us-gaap:RetainedEarningsMember 2024-06-30 0001572616 2023-01-01 2023-03-31 0001572616 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DE 27-3553477 3 Van de Graaff Drive Suite 200 Burlington MA 01803 781 902-8800 Common Stock, $0.00001 par value per share GUTS NASDAQ Yes Yes Non-accelerated Filer true true false false 48098944 84664000 33209000 0 22000 73000 73000 0 315000 2914000 2029000 87651000 35648000 4255000 4255000 3000000 490000 28787000 30282000 3231000 5537000 126924000 76212000 1767000 553000 9030000 7331000 4920000 2731000 573000 15717000 1188000 30317000 55152000 27694000 28508000 1802000 19096000 1072000 76602000 113944000 0.00001 0.00001 0 0 0 78112639 77994156 77994156 0 379081000 287330000 0.00001 0.00001 10000000 0 0 0 0 0 0.00001 0.00001 300000000 48089625 48089625 107000000 2105815 2105815 0 0 440662000 21554000 -390340000 -346616000 50322000 -325062000 126924000 76212000 14000 36000 90000 113000 7000 25000 50000 75000 7000 11000 40000 38000 19004000 9382000 50190000 27872000 4797000 4502000 18171000 10021000 23801000 13884000 68361000 37893000 -23794000 -13873000 -68321000 -37855000 947000 226000 3420000 797000 2610000 1065000 -3772000 19676000 -2293000 1027000 -17442000 1161000 -9000 -8000 -37000 -16000 621000 -1874000 24597000 -20056000 -23173000 -15747000 -43724000 -57911000 4331000 1737000 12850000 -23173000 -20078000 -45461000 -70761000 -0.48 -0.48 -9.61 -9.61 -1.09 -1.09 -34.11 -34.11 47973951 47973951 2089932 2089932 41892347 41892347 2074223 2074223 77994156 287330000 2105815 21554000 -346616000 -325062000 11223000 7433332 100277000 100277000 77994156 287330000 36343909 287330000 287330000 1841321 19150000 19150000 425000 425000 38544 133987 163000 163000 5217000 5217000 -3322000 -3322000 47896908 434116000 -349938000 84178000 16327 16000 16000 3790000 3790000 -17229000 -17229000 47913235 437922000 -367167000 70755000 135561 220000 220000 40829 2520000 2520000 -23173000 -23173000 48089625 440662000 -390340000 50322000 77994156 287330000 2055399 17206000 -269525000 -252319000 857000 857000 -11932000 -11932000 77994156 287330000 2055399 18063000 -281457000 -263394000 33899 30000 30000 1073000 1073000 -30232000 -30232000 77994156 287330000 2089298 19166000 -311689000 -292523000 5831 5000 5000 1090000 1090000 -15747000 -15747000 77994156 287330000 2095129 20261000 -327436000 -307175000 -43724000 -57911000 454000 248000 275000 1496000 -1000 11527000 3020000 -17442000 1161000 -5685000 19526000 1934000 -22000 24000 76000 885000 -464000 1181000 -504000 3036000 176000 1374000 -241000 117000 -3000 -48487000 -32224000 1532000 223000 -1532000 -223000 103695000 28432000 399000 35000 327000 2854000 66000 75000 81000 6000 101159000 27993000 51140000 -4454000 37779000 53524000 88919000 49070000 1992000 150000 1749000 1427000 287330000 19150000 425000 1401000 3418000 32000 21000 39000 1287000 9876000 2592000 1. Nature of the Business Fractyl Health, Inc. (the "Company") was incorporated on August 30, 2010 under the name MedCatalyst, Inc. The Company subsequently changed its name to Fractyl Laboratories Inc. on January 10, 2012 and subsequently to Fractyl Health, Inc. on June 9, 2021. The Company is a metabolic therapeutics company focused on pioneering new approaches to the treatment of metabolic diseases, including obesity and type 2 diabetes ("T2D"). The Company's goal is to transform metabolic disease treatment from chronic symptomatic management to durable disease modifying therapies that target the organ level root causes of obesity and T2D. The Revita DMR System ("Revita"), the Company's lead product candidate, is an outpatient procedural therapy designed to durably modify duodenal dysfunction, a major pathologic consequence of a high fat and high sugar diet, which can lead to obesity and T2D in humans. The Company is evaluating Revita in the REMAIN-1 study, a randomized, double-blind study of Revita versus sham in patients who have lost at least 15% total body weight on tirzepatide therapy. In parallel to the randomized portion of the REMAIN-1 study, the Company has an open label cohort, REVEAL-1, that follows a similar patient population and management protocol with open label data updates. The Company is also evaluating Revita in its pivotal Revitalize-1 study, a randomized, double-blind crossover, sham-controlled, multi-center study of Revita, and is currently enrolling patients with inadequately controlled T2D despite being on at least one glucose lowering agent ("GLA"). In addition, the Company is developing Rejuva, a novel, locally administered, adeno-associated virus delivered pancreatic gene therapy platform. Rejuva is designed to enable long term remission of obesity and T2D by durably altering metabolic hormone function in the pancreatic islet cells of patients. The Company believes Revita and Rejuva, if approved, have the potential to revolutionize treatment across the spectrum of obesity and T2D, align the clinical and economic interest of key stakeholders around the long-term regression of metabolic disease, and, at their fullest potential, significantly reduce the burden of metabolic disease globally. Initial Public Offering ("IPO") On February 6, 2024, the Company completed its IPO, pursuant to which it issued and sold 7,333,333 shares of its common stock at a price to the public of $15.00 per share, resulting in gross proceeds of approximately $110,000 and net proceeds of approximately $98,882, after deducting the underwriting discount of approximately $7,700 and offering expenses of approximately $3,418. On March 5, 2024, the Company issued an additional 99,999 shares of its common stock pursuant to the partial exercise of the underwriters' option to purchase additional shares at the IPO public price of $15.00 per share, for additional gross proceeds of approximately $1,500 and net proceeds of approximately $1,395, after deducting the underwriting discounts and commissions of approximately $105. Liquidity Under ASC 205-40, Going Concern, management must evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Company's ability to continue as a going concern within one year after the date that the financial statements are issued. This evaluation initially does not take into consideration the potential mitigating effect of management's plans that have not been fully implemented as of the date the financial statements are issued. When substantial doubt exists, management evaluates whether the mitigating effect of its plans sufficiently alleviates substantial doubt about the Company's ability to continue as a going concern. The mitigating effect of management's plans, however, is only considered if both (1) it is probable that the plans will be effectively implemented within one year after the date that the financial statements are issued, and (2) it is probable that the plans, when implemented, will mitigate the relevant conditions or events that raise substantial doubt about the entity's ability to continue as a going concern within one year after the date that the financial statements are issued. Generally, to be considered probable of being effectively implemented, the plans must have been approved by the Company's Board of Directors ("Board") before the date that the financial statements are issued. The future success of

the Company is dependent on its ability to develop its product candidates and ultimately upon its ability to attain profitable operations. The Company is subject to a number of risks similar to other early-stage life science companies, including, but not limited to, successful discovery and development of its product candidates, raising additional capital with favorable terms, development by its competitors of new technological innovations, protection of proprietary technology and market acceptance of the Company's products. The successful discovery and development of product candidates requires substantial working capital which may not be available to the Company on favorable terms or not at all. The Company has a history of operating losses and had an accumulated deficit of $390,340 as of September 30, 2024. The Company has financed its operations to date primarily through sales of its convertible preferred stock, sales of its common stock in the IPO and debt financings. While a pilot commercial launch was initiated in Germany in the first quarter of 2023, the Company does not anticipate generating revenue from product sales in the United States unless and until it successfully completes clinical development and obtains marketing approvals from one or more of the product candidates. As a result, management expects continuing operating losses in the future. As of September 30, 2024, the Company had available cash and cash equivalents of <span style="color:#000000;white-space:pre-wrap;font-size:10pt;font-family:Times New Roman;min-width:fit-content;">$84,664, which is not sufficient to fund the Company's current operating plan for at least twelve months from the issuance date of this Quarterly Report on Form 10-Q. The Company expects to seek additional funds through equity or debt financings or through collaboration or licensing transactions or other sources. The Company may be unable to obtain equity or debt financings or enter into collaboration or licensing transactions and, if necessary, the Company will be required to implement cost reduction strategies which could curtail or delay its current operating plans. As a result, substantial doubt exists about the Company's ability to continue as a going concern within twelve months from the issuance date of this Quarterly Report on Form 10-Q. The accompanying unaudited interim condensed consolidated financial statements have been prepared on a going concern basis, which contemplates the realization of assets and satisfaction of liabilities in the ordinary course of business. The unaudited interim condensed consolidated financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or the amounts and classification of liabilities that might result from the outcome of this uncertainty. 7333333 15 110000000 98882000 7700000 3418000 99999 15 1500000 1395000 105000 -390340000 84664000 2. Summary of Significant Accounting Policies Basis of Presentation The accompanying unaudited interim condensed consolidated financial statements have been prepared by the Company in accordance with accounting principles generally accepted in the United States, or GAAP, for interim financial reporting and as required by Regulation S-X, Rule 10-01. The unaudited interim condensed consolidated financial statements have been prepared in accordance with GAAP and include the accounts of the Company and its wholly owned subsidiary. All intercompany balances and transactions have been eliminated. These interim financial statements, in the opinion of management, reflect all adjustments, which include only normal recurring adjustments, necessary for a fair presentation of the Company's financial position and results of operations for the three and nine months ended September 30, 2024 and 2023. The results of operations for the interim periods are not necessarily indicative of results to be expected for the year ending December 31, 2024, any other interim periods, or any future year or period. Certain information and footnote disclosures normally included in financial statements prepared in accordance with U.S. GAAP have been condensed or omitted from this report, as is permitted by such rules and regulations. Accordingly, these unaudited interim condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements as of and for the year ended December 31, 2023 and notes thereto, included in the Company's Annual Report on Form 10-K filed with the U.S. Securities and Exchange Commission ("SEC") on April 1, 2024. The accompanying unaudited interim condensed consolidated financial statements have been prepared on the same basis as the audited consolidated financial statements. Use of Estimates The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the condensed consolidated financial statements and the reported amounts of expenses during the reporting periods. Significant estimates relied upon in preparing these condensed consolidated financial statements include, but are not limited to, the fair value of common stock, the fair value of preferred and common stock warrants, the fair value of convertible notes payable, the fair value of stock-based awards, the incremental borrowing rate for lease accounting and the accrual of research and development expenses. Estimates are periodically reviewed in light of changes in circumstances, facts and experience. Actual results could differ materially from those estimates. Deferred Public Offering Costs Deferred public offering costs, which primarily consist of direct, incremental legal and accounting fees relating to the planned IPO, are capitalized within other long-term assets. The deferred public offering costs are offset against IPO proceeds upon the consummation of the offering. As of December 31, 2023, the Company had deferred offering-related costs of $2,180. Upon closing of the Company's IPO in February 2024, total deferred offering costs of <span style="color:#000000;white-space:pre-wrap;font-size:10pt;font-family:Times New Roman;min-width:fit-content;">$3,418 were transferred to additional paid-in capital to offset the IPO proceeds. The Company had no deferred offering costs as of September 30, 2024. Leases The Company has entered into operating leases for office and laboratory spaces and finance leases for certain laboratory equipment, which are accounted for in accordance with ASC 842, Leases. The Company determines whether an arrangement is or contains a lease based on the unique facts and circumstances present in the arrangement at inception. Operating leases are included in right-of-use lease assets ("ROU assets") and current and long-term lease liabilities on the Company's condensed consolidated balance sheets. Lease expenses for operating leases are recognized on a straight-line basis over the lease term as an operating expense. Assets subject to finance leases are included in property and equipment, net, on the Company's condensed consolidated balance sheets. Current and long-term portion of the related lease liabilities of the finance leases are included in accrued expenses and other current liabilities and other long-term liabilities, respectively, on the Company's condensed consolidated balance sheets. Lease expenses for finance leases consist of depreciation of the assets, which is recognized on a straight-line basis over the useful life of the assets as an operating expense, and interest expense using the effective interest method over the lease term. At the lease commencement date, the Company recognizes an ROU asset and a lease liability based on the present value of fixed lease payments over the expected lease term. The Company typically only includes an initial lease term in its assessment of a lease arrangement. Options to renew a lease are not included in the Company's assessment unless there is a reasonable certainty that the Company will renew. Certain adjustments to the ROU asset may be required for items such as incentives received. The interest rate implicit in the lease contracts is typically not readily determinable. As a result, the Company utilizes its incremental borrowing rate to discount lease payments, which reflects the fixed rate at which the Company could borrow on a collateralized basis the amount of the lease payments in the same currency, for a similar term, in a similar economic environment. The Company has elected the short-term lease recognition exemption for short-term leases, which allows the Company not to recognize lease liabilities and ROU assets on the condensed consolidated balance sheets for leases with an original lease term of twelve months or less. Rent expenses for short-term leases are directly expensed as operating expenses in the condensed consolidated statements of operations and comprehensive loss. The Company has elected to not separate lease and non-lease components. Only the fixed costs for lease components and their associated non-lease components are accounted for as a single lease component and recognized as part of the ROU asset and lease liability. Variable lease costs such as taxes, operating expenses and other expenses are based on actual costs incurred and are directly expensed as operating expenses in the condensed consolidated statements of operations and comprehensive loss. Assumptions made by the Company at the commencement date are re-evaluated upon occurrence of certain events, including lease modification. A lease modification results in a separate contract when the modification grants the lessee an additional right of use not included in the original lease and when lease payments increase commensurate with the standalone price for the additional right of use. When a lease modification results in a separate contract, it is accounted for in the same manner as a new lease. Stock-Based Compensation<span

style="color:#000000;white-space:pre-wrap;font-weight:bold;font-size:10pt;font-family:Times New Roman;font-style:italic;min-width:fit-content;"> The Company measures all stock options and other stock-based awards based on their fair value on the date of the grant. Those awards typically have a graded vesting schedule and compensation expense for awards with only service conditions is recognized on a straight-line basis over the requisite service period, which is generally the vesting period of the respective award. Compensation costs recognized for performance-based awards reflect the number of awards that are expected to vest during the requisite service period and are recognized using an accelerated attribution method. Upon final determination of the performance conditions achieved, the compensation costs are adjusted to reflect those awards that ultimately vest. Historical performance patterns, to the extent that they are indicative to the performance conditions to be achieved, are used in developing estimates for the probability of attaining these performance conditions. The Company classifies stock-based compensation expense in its condensed consolidated statements of operations and comprehensive loss in the same manner in which the award recipient's payroll costs are classified or in which the award recipient's service payments are classified. Prior to the completion of the Company's IPO, the Company determined the fair value of the underlying common stock by taking into consideration the results obtained from third-party valuations and additional factors that are deemed relevant, which incorporates significant judgments and estimates. After the completion of the Company's IPO, the Company considers the fair value of its common stock to equal to the closing price of its common stock traded on the Nasdaq Global Market. The Company uses the Black-Scholes option pricing model, which incorporates assumptions and estimates, to measure the fair value of its option awards on the date of grant of each stock option award. Prior to February 2024, the Company had been a private company and lacked company-specific historical and implied volatility information. The Company estimated its expected stock volatility based on an analysis of reported data for a publicly traded peer group of companies that granted options with substantially similar terms and expects to continue to do so until such time as it has adequate historical data regarding the volatility of its own traded stock price. The expected term assumption for employee grants is determined by using the "simplified" method for awards that qualify as "plain-vanilla" options. The risk-free interest rate is based on the rate of the U.S. Treasury yield curve in effect at the time of grant of the award for time periods approximately equal to the expected term of the award. Expected dividend yield is based on the fact that the Company has never paid cash dividends on common stock and does not expect to pay any cash dividends in the foreseeable future. Forfeitures are accounted for as they occur. Recently Adopted Accounting Pronouncements The Company has not adopted any accounting pronouncements during the nine months ended September 30, 2024. Recently Issued Accounting Pronouncements In November 2023, the Financial Accounting Standards Board ("FASB") issued Accounting Standard Update ("ASU") 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures ("ASU 2023-07"), which requires all public entities, including public entities with a single reportable segment, to provide in interim and annual periods one or more measures of segment profit or loss used by the chief operating decision maker to allocate resources and assess performance. Additionally, the standard requires disclosures of significant segment expenses and other segment items as well as incremental qualitative disclosures. The guidance in this update is effective for fiscal years beginning after December 15, 2023, and interim periods after December 15, 2024. The Company is currently in the process of evaluating the effects of this pronouncement on its related disclosures. Basis of Presentation The accompanying unaudited interim condensed consolidated financial statements have been prepared by the Company in accordance with accounting principles generally accepted in the United States, or GAAP, for interim financial reporting and as required by Regulation S-X, Rule 10-01. The unaudited interim condensed consolidated financial statements have been prepared in accordance with GAAP and include the accounts of the Company and its wholly owned subsidiary. All intercompany balances and transactions have been eliminated. These interim financial statements, in the opinion of management, reflect all adjustments, which include only normal recurring adjustments, necessary for a fair presentation of the Company's financial position and results of operations for the three and nine months ended September 30, 2024 and 2023. The results of operations for the interim periods are not necessarily indicative of results to be expected for the year ending December 31, 2024, any other interim periods, or any future year or period. Certain information and footnote disclosures normally included in financial statements prepared in accordance with U.S. GAAP have been condensed or omitted from this report, as is permitted by such rules and regulations. Accordingly, these unaudited interim condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements as of and for the year ended December 31, 2023 and notes thereto, included in the Company's Annual Report on Form 10-K filed with the U.S. Securities and Exchange Commission ("SEC") on April 1, 2024. The accompanying unaudited interim condensed consolidated financial statements have been prepared on the same basis as the audited consolidated financial statements. Use of Estimates The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the condensed consolidated financial statements and the reported amounts of expenses during the reporting periods. Significant estimates relied upon in preparing these condensed consolidated financial statements include, but are not limited to, the fair value of common stock, the fair value of preferred and common stock warrants, the fair value of convertible notes payable, the fair value of stock-based awards, the incremental borrowing rate for lease accounting and the accrual of research and development expenses. Estimates are periodically reviewed in light of changes in circumstances, facts and experience. Actual results could differ materially from those estimates. Deferred Public Offering Costs Deferred public offering costs, which primarily consist of direct, incremental legal and accounting fees relating to the planned IPO, are capitalized within other long-term assets. The deferred public offering costs are offset against IPO proceeds upon the consummation of the offering. As of December 31, 2023, the Company had deferred offering-related costs of $2,180. Upon closing of the Company's IPO in February 2024, total deferred offering costs of <span style="color:#000000;white-space:pre-wrap;font-size:10pt;font-family:Times New Roman;min-width:fit-content;">$3,418 were transferred to additional paid-in capital to offset the IPO proceeds. The Company had no deferred offering costs as of September 30, 2024. 2180000 3418000 0 Leases The Company has entered into operating leases for office and laboratory spaces and finance leases for certain laboratory equipment, which are accounted for in accordance with ASC 842, Leases. The Company determines whether an arrangement is or contains a lease based on the unique facts and circumstances present in the arrangement at inception. Operating leases are included in right-of-use lease assets ("ROU assets") and current and long-term lease liabilities on the Company's condensed consolidated balance sheets. Lease expenses for operating leases are recognized on a straight-line basis over the lease term as an operating expense. Assets subject to finance leases are included in property and equipment, net, on the Company's condensed consolidated balance sheets. Current and long-term portion of the related lease liabilities of the finance leases are included in accrued expenses and other current liabilities and other long-term liabilities, respectively, on the Company's condensed consolidated balance sheets. Lease expenses for finance leases consist of depreciation of the assets, which is recognized on a straight-line basis over the useful life of the assets as an operating expense, and interest expense using the effective interest method over the lease term. At the lease commencement date, the Company recognizes an ROU asset and a lease liability based on the present value of fixed lease payments over the expected lease term. The Company typically only includes an initial lease term in its assessment of a lease arrangement. Options to renew a lease are not included in the Company's assessment unless there is a reasonable certainty that the Company will renew. Certain adjustments to the ROU asset may be required for items such as incentives received. The interest rate implicit in the lease contracts is typically not readily determinable. As a result, the Company utilizes its incremental borrowing rate to discount lease payments, which reflects the fixed rate at which the Company could borrow on a collateralized basis the amount of the lease payments in the same currency, for a similar term, in a similar economic environment. The Company has elected the short-term lease recognition exemption for short-term leases, which allows the Company not to recognize lease liabilities and ROU assets on the condensed consolidated balance sheets for leases with an original lease term of twelve months or less. Rent expenses for short-term leases are directly expensed as operating expenses in the condensed consolidated statements of operations and comprehensive loss. The Company has elected to not separate lease and non-lease components. Only the fixed costs for lease components and their associated non-lease components are accounted for as a single lease component and recognized as part of the ROU asset and lease liability. Variable lease costs such as taxes, operating expenses and other expenses are based on actual costs incurred and are directly expensed as operating expenses in the condensed consolidated

statements of operations and comprehensive loss. Assumptions made by the Company at the commencement date are re-evaluated upon occurrence of certain events, including lease modification. A lease modification results in a separate contract when the modification grants the lessee an additional right of use not included in the original lease and when lease payments increase commensurate with the standalone price for the additional right of use. When a lease modification results in a separate contract, it is accounted for in the same manner as a new lease. Stock-Based Compensation The Company measures all stock options and other stock-based awards based on their fair value on the date of the grant. Those awards typically have a graded vesting schedule and compensation expense for awards with only service conditions is recognized on a straight-line basis over the requisite service period, which is generally the vesting period of the respective award. Compensation costs recognized for performance-based awards reflect the number of awards that are expected to vest during the requisite service period and are recognized using an accelerated attribution method. Upon final determination of the performance conditions achieved, the compensation costs are adjusted to reflect those awards that ultimately vest. Historical performance patterns, to the extent that they are indicative to the performance conditions to be achieved, are used in developing estimates for the probability of attaining these performance conditions. The Company classifies stock-based compensation expense in its condensed consolidated statements of operations and comprehensive loss in the same manner in which the award recipient's payroll costs are classified or in which the award recipient's service payments are classified. Prior to the completion of the Company's IPO, the Company determined the fair value of the underlying common stock by taking into consideration the results obtained from third-party valuations and additional factors that are deemed relevant, which incorporates significant judgments and estimates. After the completion of the Company's IPO, the Company considers the fair value of its common stock to equal to the closing price of its common stock traded on the Nasdaq Global Market. The Company uses the Black-Scholes option pricing model, which incorporates assumptions and estimates, to measure the fair value of its option awards on the date of grant of each stock option award. Prior to February 2024, the Company had been a private company and lacked company-specific historical and implied volatility information. The Company estimated its expected stock volatility based on an analysis of reported data for a publicly traded peer group of companies that granted options with substantially similar terms and expects to continue to do so until such time as it has adequate historical data regarding the volatility of its own traded stock price. The expected term assumption for employee grants is determined by using the "simplified" method for awards that qualify as "plain-vanilla" options. The risk-free interest rate is based on the rate of the U.S. Treasury yield curve in effect at the time of grant of the award for time periods approximately equal to the expected term of the award. Expected dividend yield is based on the fact that the Company has never paid cash dividends on common stock and does not expect to pay any cash dividends in the foreseeable future. Forfeitures are accounted for as they occur. Recently Adopted Accounting Pronouncements The Company has not adopted any accounting pronouncements during the nine months ended September 30, 2024. Recently Issued Accounting Pronouncements In November 2023, the Financial Accounting Standards Board ("FASB") issued Accounting Standard Update ("ASU") 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures ("ASU 2023-07"), which requires all public entities, including public entities with a single reportable segment, to provide in interim and annual periods one or more measures of segment profit or loss used by the chief operating decision maker to allocate resources and assess performance. Additionally, the standard requires disclosures of significant segment expenses and other segment items as well as incremental qualitative disclosures. The guidance in this update is effective for fiscal years beginning after December 15, 2023, and interim periods after December 15, 2024. The Company is currently in the process of evaluating the effects of this pronouncement on its related disclosures. 3. Fair Value Measurements The following tables present information about the Company's financial assets and liabilities measured at fair value on a recurring basis and indicate the level of fair value hierarchy utilized to determine such fair values: <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:90.0%;border-collapse:separate;margin-right:auto;"><tr style="visibility:collapse;"><td style="width:50.38%;box-sizing:content-box;"></td><td style="width:1.22%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:9.184000000000001%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:1.22%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:9.184000000000001%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:1.22%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:9.184000000000001%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:1.22%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:9.184000000000001%;box-sizing:content-box;"></td></tr><tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;text-align:left;"><td style="vertical-align:bottom;"> Fair Value Measurements as of </td><td colspan="14" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Fair Value measurements as of</br>September 30, 2024 </td></tr><tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;text-align:left;"><td style="vertical-align:bottom;"> Level 1 </td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> Level 2 </td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> Level 3 </td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> Total </td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> Level 1 </td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> Level 2 </td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> Level 3 </td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> Total </td></tr><tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"><td style="vertical-align:top;"> Assets: </td><td style="vertical-align:bottom;"> </td><td colspan="2" style="vertical-align:bottom;text-align:center;"> </td><td style="vertical-align:bottom;text-align:center;"> </td><td style="vertical-align:bottom;"> </td><td colspan="2" style="vertical-align:bottom;text-align:center;"> </td><td style="vertical-align:bottom;text-align:center;"> </td><td style="vertical-align:bottom;"> </td><td colspan="2" style="vertical-align:bottom;text-align:center;"> </td><td style="vertical-align:bottom;text-align:center;"> </td><td style="vertical-align:bottom;"> </td><td colspan="2" style="vertical-align:bottom;text-align:center;"> </td><td style="vertical-align:bottom;text-align:center;"> </td></tr><tr style="height:10pt;background-color:#ffffff;word-break:break-word;"><td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Cash equivalents—money market funds </td><td style="white-space:pre-wrap;vertical-align:bottom;"> </td><td style="white-space:nowrap;vertical-

align:bottom;border-bottom:0.5pt solid #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">66,622</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td 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style="height:10pt;background-color:#fffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Notes payable, long-term </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> 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New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Total</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Assets:</p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" 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style="margin-left:10pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Cash equivalents—money market funds</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 9,779 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-*

size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;">   </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">—</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 9,779 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">   </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;">   </td> <td style="white-space:pre-wrap;vertical-align:bottom;">   </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">9,779</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;">   </td> <td style="white-space:pre-wrap;vertical-align:bottom;">   </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">9,779</p></td> <td 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style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;">   </td> <td style="white-space:pre-wrap;vertical-align:bottom;">   </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">573</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 573 </td> <td style="white-space:nowrap;vertical-align:bottom;">   </td> </tr> <tr style="height:10pt;background-color:#fffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Warrant liabilities, long-term </td> <td style="white-space:pre-wrap;vertical-align:bottom;">   </td> <td style="white-space:nowrap;vertical-align:bottom;">   </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;">   </td> <td style="white-space:pre-wrap;vertical-align:bottom;">   </td> <td style="white-space:nowrap;vertical-align:bottom;">   </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;">   </td> <td style="white-space:pre-wrap;vertical-align:bottom;">   </td> <td style="white-space:nowrap;vertical-align:bottom;">   </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 19,096 </td> <td style="white-space:nowrap;vertical-align:bottom;">   </td> <td style="white-space:pre-wrap;vertical-align:bottom;">   </td> <td style="white-space:nowrap;vertical-align:bottom;">   </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 19,096 </td> <td style="white-space:nowrap;vertical-align:bottom;">   </td> </tr> <tr

style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Notes payable, long-term </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 55,152 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">—</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 74,821 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 74,821 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> During the nine months ended September 30, 2024 and 2023, there were no transfers between Level 1, Level 2 and Level 3. See Note 5—"Notes Payable" for the discussion of the fair value methodology of the notes payable and a rollforward of the fair value. See Note 6—"Warrant Liabilities" for the discussion of the fair value methodology of the stock warrants and a rollforward of the fair value. The following tables present information about the Company's financial assets and liabilities measured at fair value on a recurring basis and indicate the level of fair value hierarchy utilized to determine such fair values: <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:90.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:50.38%;box-sizing:content-box;"></td> <td style="width:1.22%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:9.184000000000001%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.22%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:9.184000000000001%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.22%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:9.184000000000001%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.22%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:9.184000000000001%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;text-align:left;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="14" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Fair Value measurements as of
September 30, 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;text-align:left;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Level 1 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Level 2 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Level 3 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Total </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Assets: </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-

align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Cash equivalents—money market funds </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">66,622</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">—</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 66,622 </td> <td 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colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Warrant liabilities, long-term </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,802 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,802 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr

style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Notes payable, long-term </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 30,317 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 30,317 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">—</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New 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December 31, 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;text-align:left;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Level 1 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Level 2 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Level 3 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Total </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Assets: </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New

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66622000 66622000 66622000 1802000 1802000 30317000 30317000 32119000 32119000 9779000 9779000 9779000 9779000 573000 573000 19096000 19096000 55152000 55152000 74821000 74821000 0 0 4. Accrued Expenses and Other Current Liabilities
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Notes Payable Notes payable, long-term consisted of the following: <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:90.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:67.313%;box-sizing:content-box;"></td> <td style="width:1.5%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:12.843%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.5%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:12.843%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> September 30, </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> December 31, </td> <td style="vertical-align:bottom;text-align:left;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> 2022 Convertible Notes </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">—</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 27,162 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> 2023 Notes </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New

Roman;margin-bottom:0;text-align:right;">30,317 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 27,990 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">30,317</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 55,152 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> 2022 Convertible Notes On January 11, 2022, the Company entered into a financing arrangement with certain lenders (the "2022 Lenders") in which the Company issued convertible promissory notes in exchange for an aggregate principal amount of $20,075 (the "2022 Convertible Notes"). Under the original terms of the 2022 Convertible Notes, interest accrued on the unpaid principal balance of the 2022 Convertible Notes at the rate of 3% per year until paid or converted in full. Subject to the conversion provisions, all principal and accrued interest on the 2022 Convertible Notes was to be due and payable on July 11, 2023 (the "Original Maturity Date"). On July 11, 2023 (the "reissuance date"), the Company paid $78 to settle in full the outstanding principal and accrued interest owed to one of the lenders under the 2022 Convertible Notes and issued amended and restated convertible promissory notes to certain of the lenders (the "Continuing 2022 Lenders") in replacement of, but not in payment of, the remainder of the 2022 Convertible Notes. As part of these amendments, among other changes, the Continuing 2022 Lenders agreed to extend the maturity date of the outstanding principal and accrued but unpaid interest on the 2022 Convertible Notes to December 31, 2024. Following these amendments, $20,899 in aggregate principal under the 2022 Convertible Notes remained outstanding and accrued interest at the rate of 10% per year until they were paid or converted in full. In connection with entering into these amendments, the Company issued to the Continuing 2022 Lenders warrants to purchase shares of the Company's common stock with par value of $0.00001 per share. The warrants were recorded as part of the warrant liabilities on the condensed consolidated balance sheet. The Company elected to apply the fair value option ("FVO") to the 2022 Convertible Notes in accordance with ASC 825. Accordingly, the 2022 Convertible Notes are marked to market at the end of each reporting period, with changes in fair value recognized as a component of other income (expense) in the condensed consolidated statements of operations and comprehensive loss. Prior to the Company's IPO in February 2024, the fair value had been estimated using a Monte Carlo simulation model to calculate equity values at different points in time leading up to a conversion event. The Company assessed the assumptions and estimates used in the valuation model at each financial reporting period as additional information impacting the assumptions is obtained. Assumptions and estimates impacting the fair value measurement included the fair value per share of the underlying shares, the expected time to conversion events (IPO or non-IPO), risk-free interest rate, expected volatility of the price of the underlying shares and scenario weightings. The Company determined the fair value per share of the underlying shares by taking into consideration the most recent sales of its convertible preferred stock, results obtained from third-party valuations and additional factors that are deemed relevant. The Company historically had been a private company and lacked company-specific historical and implied volatility information of its stock. Therefore, it estimated its expected stock volatility based on the historical volatility of publicly traded peer companies for a term equal to the expected time to conversion events. The risk-free interest rate was determined by reference to the U.S. Treasury yield curve for time periods approximately equal to the expected time to conversion events. Scenario weightings were based on management's best estimate of the probabilities of the occurrence of each conversion event considered. Upon the closing of the IPO on February 6, 2024, all of the outstanding principal plus accrued interest under the 2022 Convertible Notes were converted into 1,841,321 shares of the Company's common stock at a conversion price of $12.00 per share, which is 80% of the IPO price of $15.00 per share. The 2022 Convertible Notes were marked to market to its fair value as of the time of the conversion before being reclassified to equity. The fair value at the time of the conversion was calculated by multiplying the number of shares of common stock that the 2022 Convertible Notes were converted into by the fair value per share on the conversion date, which is the closing price of the Company's common stock on the NASDAQ Global Market on that date.</p><div style="font-size:10pt;font-family:Times New Roman;"><p style="text-indent:6.667%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">The following table provides a rollforward of the fair value of the 2022 Convertible Notes:</p><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p><table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:90.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:80.236%;box-sizing:content-box;"></td> <td style="width:1.94%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:15.823%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Fair Value</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Balance as of December 31, 2023</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 27,162 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Decrease in fair value </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> <span

style="color:#000000;white-space:pre-wrap;min-width:fit-content;">(8,012
</td> <td style="white-space:nowrap;vertical-align:bottom;">
) </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td
style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"><p style="margin-left:10pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New
Roman;margin-bottom:0;text-align:left;">Conversion into common stock </td>
<td style="white-space:pre-wrap;vertical-align:bottom;"> <span
style="white-space:pre-wrap;min-width:fit-content;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p
style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </td> <td
style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New
Roman;margin-bottom:0;text-align:right;">(<span style="color:#000000;white-
space:pre-wrap;min-width:fit-content;">19,150 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #fffff03;"><p
style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)
</td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-
size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;white-space:pre-wrap;min-width:fit-
content;">Balance as of September 30, 2024 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-
family:Times New Roman;margin-bottom:0;text-align:left;"> </td> <td style="white-
space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-
align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double
#000000;text-align:center;"> <span style="color:#000000;white-
space:pre-wrap;min-width:fit-content;">— </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #fffff03;"><p
style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </td> </tr>
</table> <span style="color:#000000;white-space:pre-
wrap;font-weight:bold;font-size:10pt;font-family:Times New Roman;font-style:italic;min-width:fit-content;">2023 Notes <p style="text-indent:6.667%;font-
size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;white-space:pre-wrap;font-size:10pt;font-
family:Times New Roman;min-width:fit-content;">On September 7, 2023, the Company entered into a credit agreement with certain lenders (the "2023 Lenders") that
provides for term loans in an aggregate principal amount of $<span style="font-size:10pt;font-family:Times New Roman;color:#000000;white-space:pre-
wrap;min-width:fit-content;">45,000 (the
"Applicable Commitments") in two tranches (the "2023 Notes"). The first tranche with a principal amount of $<span style="font-size:10pt;font-family:Times New
Roman;color:#000000;white-space:pre-wrap;min-width:fit-content;">30,000<span style="color:#000000;white-space:pre-wrap;font-size:10pt;font-family:Times
New Roman;min-width:fit-content;"> was extended on <span style="color:#000000;white-space:pre-
wrap;font-size:10pt;font-family:Times New Roman;min-width:fit-content;">September 7, 2023<span style="color:#000000;white-space:pre-wrap;font-
size:10pt;font-family:Times New Roman;min-width:fit-content;">. The second tranche with a principal amount of $<span style="font-size:10pt;font-family:Times
New Roman;color:#000000;white-space:pre-wrap;min-width:fit-content;">15,000<span style="color:#000000;white-space:pre-wrap;font-size:10pt;font-
family:Times New Roman;min-width:fit-content;"> would have been extended upon the Company's achievement of certain operating and funding milestones as defined in
the 2023 Notes, by <span style="color:#000000;white-space:pre-wrap;font-size:10pt;font-
family:Times New Roman;min-width:fit-content;">July 31, 2024<span style="color:#000000;white-space:pre-wrap;font-size:10pt;font-family:Times New
Roman;min-width:fit-content;">. The 2023 Notes also provide for a third tranche with an uncommitted principal amount of $<span style="font-size:10pt;font-
family:Times New Roman;color:#000000;white-space:pre-wrap;min-width:fit-content;">20,000<span style="color:#000000;white-space:pre-wrap;font-
size:10pt;font-family:Times New Roman;min-width:fit-content;"> that may be extended to the Company, subject to the lenders' prior written consent in their sole
discretion. Due to a shift in business
strategy expansion to include the weight maintenance study, the Company decided not to pursue the milestones required to access the second tranche. As a result, the
second tranche was not extended. <p style="text-indent:6.667%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-
align:left;"><span style="color:#000000;white-space:pre-wrap;font-size:10pt;font-family:Times New
Roman;min-width:fit-content;">The outstanding balances under the 2023 Notes bear interest at a floating annual rate equal to the greater of <span style="font-
size:10pt;font-family:Times New Roman;color:#000000;white-space:pre-wrap;min-width:fit-content;">5.5<span style="color:#000000;white-space:pre-wrap;font-
size:10pt;font-family:Times New Roman;min-width:fit-content;">% above the Wall Street Journal prime rate or <span style="font-size:10pt;font-family:Times New
Roman;color:#000000;white-space:pre-wrap;min-width:fit-content;">13.25<span style="color:#000000;white-space:pre-wrap;font-size:10pt;font-family:Times
New Roman;min-width:fit-content;">%.<span style="color:#000000;white-space:pre-wrap;font-size:10pt;font-family:Times New Roman;min-width:fit-
content;"> On and prior to September 30, 2024, <span style="font-size:10pt;font-family:Times New Roman;color:#000000;white-space:pre-wrap;min-width:fit-
content;">6.0% of the interest is payable
in kind (the "PIK interest") and added to the outstanding principal amount of the loans. Beginning September 30, 2026, the Company is required to make principal
payments in the amount of 1.5
% of the aggregate principal amount outstanding,
including accrued PIK interest, each month. <span style="color:#000000;white-space:pre-wrap;font-size:10pt;font-family:Times New Roman;min-width:fit-
content;">Under the terms of the credit agreement, t<span style="color:#000000;white-space:pre-wrap;font-size:10pt;font-family:Times New Roman;min-
width:fit-content;">he first principal payment date can be extended to <span
style="color:#000000;white-space:pre-wrap;font-size:10pt;font-family:Times New Roman;min-width:fit-content;">September 30, 2027<span
style="color:#000000;white-space:pre-wrap;font-size:10pt;font-family:Times New Roman;min-width:fit-content;">, at the Company's option, if certain financing
milestones as defined in the 2023 Notes are achieved on or prior to September 30, 2026. <span style="color:#000000;white-space:pre-wrap;font-size:10pt;font-
family:Times New Roman;min-width:fit-content;">As of June 30, 2024, the Company achieved the defined milestones and elected to extend the first principal payment
date to September 30, 2027. In
addition, upon any principal payment, the
Company is <p style="font-
size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;white-space:pre-wrap;font-size:10pt;font-
family:Times New Roman;min-width:fit-content;">required <span style="color:#000000;white-space:pre-wrap;font-size:10pt;font-family:Times New Roman;min-
width:fit-content;">to make an additional payment to the 2023 Lenders a <span style="font-size:10pt;font-family:Times New Roman;color:#000000;white-
space:pre-wrap;min-width:fit-content;">6.0<span style="color:#000000;white-space:pre-wrap;font-size:10pt;font-family:Times New Roman;min-width:fit-
content;">% fee (the "Exit Fee") over the principal and accrued PIK interest paid. The aggregate Exit Fee of the 2023 Notes should equal to <span style="font-
size:10pt;font-family:Times New Roman;color:#000000;white-space:pre-wrap;min-width:fit-content;">6.0<span style="color:#000000;white-space:pre-wrap;font-
size:10pt;font-family:Times New Roman;min-width:fit-content;">% of the total Applicable Commitments of $<span style="font-size:10pt;font-family:Times New
Roman;color:#000000;white-space:pre-wrap;min-width:fit-content;">45,000<span style="color:#000000;white-space:pre-wrap;font-size:10pt;font-family:Times
New Roman;min-width:fit-content;"> plus all accrued PIK interest. All remaining outstanding principal balance, accrued interest and Exit Fee on the 2023 Notes shall be
due and payable on the maturity date of <span style="color:#000000;white-space:pre-wrap;font-
size:10pt;font-family:Times New Roman;min-width:fit-content;">September 7, 2028<span style="color:#000000;white-space:pre-wrap;font-size:10pt;font-
family:Times New Roman;min-width:fit-content;">. <p style="text-indent:6.667%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-
bottom:0;text-align:left;">In connection with the
issuance of the 2023 Notes, the Company issued to the 2023 Lenders warrants to purchase, at the holders' choice, shares of the Company's Series F Convertible Preferred
Stock, the most senior series of Preferred Stock of the Company that is then authorized, or the Company's common stock. The warrants were recorded as part of the
warrant liabilities on the condensed consolidated balance sheet.<span style="color:#000000;white-space:pre-wrap;font-size:10pt;font-family:Times New
Roman;min-width:fit-content;"> <p style="text-indent:6.667%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-
align:left;">The Company elected to apply the
FVO to the 2023 Notes in accordance with ASC 825. Accordingly, the 2023 Notes are marked to market at the end of each reporting period, with changes in fair value
recognized as a component of other income (expense) in the condensed consolidated statements of operations and comprehensive loss. The fair value was estimated using
a discounted cash flow model by discounting projected future cash flows associated with the 2023 Notes to their present value. The discount rate used in the model is
based on observable market yields for similarly rated instruments, adjusted for any specific risks inherent in the 2023 Notes. Accrued interest on the 2023 Notes is
incorporated into the determination of the fair value of the 2023 Notes. <p style="text-
indent:6.667%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;white-space:pre-wrap;font-
size:10pt;font-family:Times New Roman;min-width:fit-content;">This fair value measurement is based on significant inputs that are not observable in the market and
represent a Level 3 measurement. The following table provides a rollforward of the fair value of the 2023 Notes:<span style="color:#000000;white-space:pre-
wrap;font-size:10pt;font-family:Times New Roman;min-width:fit-content;"> <p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-
bottom:0;text-align:left;">   <table
style="margin-left:auto;border-spacing:0;table-layout:fixed;width:90.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td
style="width:80.444%;box-sizing:content-box;"></td> <td style="width:1.8%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td
style="width:15.757%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:8pt;background-color:#fffff;white-
space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-
align:left;"> </td> <td style="vertical-align:bottom;"><p
style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">
</td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New
Roman;margin-bottom:0;text-align:center;">Fair Value </td>
<td style="vertical-align:bottom;border-bottom:0.5pt solid #fffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-
bottom:0;text-align:center;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-
break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-
align:left;">Balance as of December 31, 2023 </td> <td style="white-space:pre-
wrap;vertical-align:bottom;"> <span style="white-space:pre-
wrap;min-width:fit-content;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New
Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-
align:bottom;text-align:center;"> <span
style="color:#000000;white-space:pre-wrap;min-width:fit-content;">27,990 </td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-
size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </td> </tr> <tr
style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"><p style="margin-
left:10pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;white-space:pre-
wrap;min-width:fit-content;">Increase in fair value </td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-
top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </td> <td style="white-
space:nowrap;vertical-align:bottom;"> <span style="min-width:fit-

content;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 4,240 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Payment of interest </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (1,913 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Balance as of September 30, 2024 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 30,317 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> The 2023 Notes are subject to specific financial covenants, which include a minimum liquidity covenant that requires the Company to maintain a minimum $10,000 balance in cash and/or certain permitted cash equivalent investments, subject to certain exceptions. In addition, the 2023 Notes also contain customary events of default, subject to rights and remedies generally applicable to federal law or the laws of the State of Delaware. As of September 30, 2024, the Company was in compliance with the financial covenants and other terms of the arrangement.</p> <p style="text-indent:6.667%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">Notes payable, long-term consisted of the following:</p><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p> <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:90.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:67.313%;box-sizing:content-box;"></td> <td style="width:1.5%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:12.843%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.5%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:12.843%;box-sizing:content-box;"></td> <td 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style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">December 31,</p></td> <td style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">2024</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">2023</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">2022 Convertible Notes</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">27,162</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td 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#000000;text-align:center;"> 55,152 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> 27162000 30317000 27990000 30317000 55152000 20075000 0.03 2023-07-11 78000 2024-12-31 20899000 0.10 0.00001 1841321 12 0.80 15 The following table provides a rollforward of the fair value of the 2022 Convertible Notes: <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:90.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:80.236%;box-sizing:content-

box;"></td> <td style="width:1.94%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:15.823%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Fair Value </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Balance as of December 31, 2023 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">27,162</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"><p style="margin-left:10pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Decrease in fair value</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(8,012</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"><p style="margin-left:10pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Conversion into common stock</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(19,150</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Balance as of September 30, 2024</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> 27162000 -8012000 -19150000 0 45000000 30000000 2023-09-07 15000000 2024-07-31 20000000 The outstanding balances under the 2023 Notes bear interest at a floating annual rate equal to the greater of 5.5% above the Wall Street Journal prime rate or 13.25%. 0.055 0.1325 0.06 0.015 2027-09-30 0.06 0.06 45000000 2028-09-07 This fair value measurement is based on significant inputs that are not observable in the market and represent a Level 3 measurement. The following table provides a rollforward of the fair value of the 2023 Notes: <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:90.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:80.444%;box-sizing:content-box;"></td> <td style="width:1.8%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:15.757%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Fair Value </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Balance as of December 31, 2023 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">27,990</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"><p style="margin-left:10pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Increase in fair value</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">4,240</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"><p style="margin-left:10pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Payment of interest</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(1,913</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Balance as of September 30, 2024</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 30,317 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> 27990000 4240000 -19130000 30317000 The 2023 Notes are subject to specific financial covenants, which include a minimum liquidity covenant that requires the Company to maintain a minimum $10,000 balance in cash and/or certain permitted cash equivalent investments, subject to certain exceptions. In addition, the 2023 Notes also contain customary events of default, subject to rights and remedies generally applicable to federal law or the laws of the State of Delaware. 10000000 As of September 30, 2024, the Company was in compliance with the financial covenants and other terms of the arrangement. 6. Warrant Liabilities 2014 Warrant In January 2014, the Company issued a fully vested warrant to purchase 118,483 shares of the Company's Series B convertible preferred stock (the "2014 Warrant") in connection with a loan and security agreement entered into in January 2014. The 2014 Warrant was immediately exercisable at an exercise price of $1.266 per share and has a contractual term of ten years from issuance. The fair value of the 2014 Warrant at issuance was $48 and was recorded as part of the warrant liabilities in the condensed consolidated balance sheet. <p style="text-

indent:6.667%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">In January 2024, the 2014 Warrant was amended to extend the expiration date to the earlier of (i) the date that is 30 calendar days after the closing of the Company's IPO and (ii) July 31, 2024. Upon the closing of the Company's IPO on February 6, 2024, the amended expiration date of the 2014 Warrant was determined to be March 7, 2024. The Company remeasures the fair value of the 2014 Warrant at the end of each reporting period, with any adjustments being recorded as a component of other income (expense) in the condensed consolidated statements of operations and comprehensive loss. Upon the closing of the IPO on February 6, 2024, the warrant to purchase 118,483 shares of the Company's Series B convertible preferred stock was converted to a warrant to purchase 55,211 shares of the Company's common stock. Accordingly, the 2014 Warrant was remeasured upon the closing of the IPO and marked to market to its fair value before reclassified to equity. The fair value of the 2014 Warrant was determined using the Black-Scholes valuation model with the following assumptions: <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:90.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:66.967%;box-sizing:content-box;"></td> <td style="width:1.16%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:13.357%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.16%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:13.357%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> February 6, </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> December 31, </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Risk-free interest rate </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> 4.8% </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> 4.7% </td> <td style="vertical-align:bottom;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Expected term (in years) </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> 0.1 </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> 0.1 </td> <td style="vertical-align:bottom;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Expected volatility </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> 38% </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> 47% </td> <td style="vertical-align:bottom;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Expected dividend yield </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> 0% </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> 6% </td> <td style="vertical-align:bottom;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Fair value of common stock per share </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> $10.40 </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Fair value of Series B convertible preferred stock per share </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> <span

style="min-width:fit-content;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> $6.12</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> </table></div><p style="text-indent:6.667%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">This fair value measurement of the 2014 Warrant was based on significant inputs that are not observable in the market and represented a Level 3 measurement. The following table provides a rollforward of the fair value of the Company's warrant liability: </p><div style="font-size:10pt;font-family:Times New Roman;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p><table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:90.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:80.236%;box-sizing:content-box;"></td> <td style="width:1.94%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:15.823%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Fair Value</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Balance as of December 31, 2023</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 573 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Change in fair value </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (148 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Reclassification to equity </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (425 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Balance as of September 30, 2024 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr></table> The 2014 Warrant was fully cashless exercised on the amended expiration date of March 7, 2024, as a result of which a total of 38,544 shares of common stock were issued to the warrant holder. July 2023 Warrants In July 2023, the Company issued fully vested warrants to purchase shares of the Company's common stock in connection with the issuance of the amended and restated 2022 Convertible Notes (the "July 2023 Warrants"). The July 2023 Warrants were immediately exercisable for a variable number of shares based on the principal amount of the 2022 Convertible Notes, as amended, of $20,899, and an exercise price, at the holders' choice, of (a) $17.9927 per share, (b) the lowest original issue price of shares of Preferred Stock of the Company issued in the Company's next bona fide private preferred equity financing round, (c) in the event of any convertible note or similar convertible security financing, the conversion price contemplated by such convertible security, or (d) in the event of an IPO, the per share offering price to the public in such IPO. The July 2023 Warrants have a contractual term of ten years from issuance. They were not exercised from their inception through September 30, 2024. The fair value of the July 2023 Warrants at issuance was $9,876 and was recorded as part of the warrant liabilities on the condensed consolidated balance sheet. The Company remeasures the fair value at the end of each reporting period, with any adjustments being recorded as a component of other income (expense) in the condensed consolidated statements of operations and comprehensive loss. Prior to the Company's IPO in February 2024, the fair value was determined using the Monte-Carlo simulation model, which was based on significant inputs that are not observable in the market and represented a Level 3 measurement. After the completion of its IPO, the fair value of the July 2023 Warrants was determined using the Black-Scholes valuation model with the following assumptions: <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:90.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:80.236%;box-sizing:content-box;"></td> <td style="width:1.94%;box-sizing:content-box;"></td> <td style="width:17.824%;box-sizing:content-box;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> September 30, </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Risk-free interest rate </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;text-align:left;"> 3.7% </td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Expected term (in years) </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;text-align:left;"> 8.8 </td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Expected volatility </td> <td style="vertical-align:bottom;"><p

style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> 58% </td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Expected dividend yield </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;text-align:left;"> 0% </td> </tr> </table> The following table provides a rollforward of the fair value of the July 2023 Warrants: <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:90.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:80.236%;box-sizing:content-box;"></td> <td style="width:1.94%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:15.823%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Fair Value </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Balance as of December 31, 2023 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">16,419</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"><p style="margin-left:10pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Decrease in fair value</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(14,844</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Balance as of September 30, 2024</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 1,575 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr></table> September 2023 Warrants In September 2023, in connection with the issuance of the 2023 Notes, the Company issued fully vested warrants to purchase, at the holders' choice, shares of the Company's Series F Convertible Preferred Stock, the most senior series of Preferred Stock of the Company that is then authorized, or the Company's common stock (the "September 2023 Warrants"). The September 2023 Warrants are immediately exercisable for a variable number of shares based on a total fixed dollar value of $4,200, and an exercise price, at the holders' choice, of (a) $17.9927 per share of common stock or $8.3843 per share of Series F Convertible Preferred Stock, (b) the lowest original issue price of any series of Preferred Stock issued by the Company after the issuance date of the September 2023 Warrants, (c) the conversion or exercise price of any convertible debt security, option, or warrant issued by the Company after the issuance date of the September 2023 Warrants, or (d) the price at which the Company's common equity was first sold to the public by the Company in a firm-commitment underwritten offering or otherwise. The September 2023 Warrants have a contractual term of ten years from issuance. They were not exercised from their inception through September 30, 2024. The fair value of the September 2023 Warrants at issuance was $2,592 and was recorded as part of the warrant liabilities on the condensed consolidated balance sheet. The Company remeasures the fair value at the end of each reporting period, with any adjustments being recorded as a component of other income (expense) in the condensed consolidated statements of operations and comprehensive loss. Prior to the Company's IPO in February 2024, the fair value was determined using the Monte-Carlo simulation model, which was based on significant inputs that are not observable in the market and represented a Level 3 measurement. After the completion of its IPO, the fair value of the September 2023 Warrants was determined using the Black-Scholes valuation model with the following assumptions: <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:90.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:80.236%;box-sizing:content-box;"></td> <td style="width:1.94%;box-sizing:content-box;"></td> <td style="width:17.824%;box-sizing:content-box;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> September 30, </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Risk-free interest rate </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;text-align:left;"> 3.7% </td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Expected term (in years) </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;text-align:left;"> 8.9 </td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Expected volatility </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;text-align:left;"> 58% </td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Expected dividend yield </td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-

bottom:0;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> 0% </td> </tr> </table> The following table provides a rollforward of the fair value of the September 2023 Warrants: <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:90.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:80.236%;box-sizing:content-box;"></td> <td style="width:1.94%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:15.823%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Fair Value </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Balance as of December 31, 2023 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">2,677</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"><p style="margin-left:10pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Decrease in fair value</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(2,450</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Balance as of September 30, 2024</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 227 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> 118483 1.266 48000 118483 55211 The fair value of the 2014 Warrant was determined using the Black-Scholes valuation model with the following assumptions: <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:90.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:66.967%;box-sizing:content-box;"></td> <td style="width:1.16%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:13.357%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.16%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:13.357%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> February 6, </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> December 31, </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Risk-free interest rate </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> 4.8% </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> 4.7% </td> <td style="vertical-align:bottom;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Expected term (in years) </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> 0.1 </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> 0.1 </td> <td style="vertical-align:bottom;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Expected volatility </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> 38% </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> 47% </td> <td style="vertical-align:bottom;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Expected dividend yield </td> <td style="vertical-align:bottom;"><p

style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">0%</p></td> <td style="vertical-align:bottom;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td colspan="2" style="vertical-align:bottom;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">6%</p></td> <td style="vertical-align:bottom;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Fair value of common stock per share</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">$10.40</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">—</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Fair value of Series B convertible preferred stock per share</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">—</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">$6.12</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> </table> 0.048 0.047 P0Y1M6D P0Y1M6D 0.38 0.47 0 0.06 10.4 0 0 6.12 The following table provides a rollforward of the fair value of the Company's warrant liability: <p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p> <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:90.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:80.236%;box-sizing:content-box;"></td> <td style="width:1.94%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:15.823%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Fair Value</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Balance as of December 31, 2023</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">573</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"><p style="margin-left:10pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Change in fair value</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(148</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"><p style="margin-left:10pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Reclassification to equity</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(425</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Balance as of September 30, 2024</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">—</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> </table> 573000 148000 -425000 0 38544 20899000 17.9927 9876000 <p style="text-indent:6.667%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">Prior to the Company's IPO in February 2024, the fair value was determined using the Monte-Carlo simulation model, which was based on significant inputs that are not observable in the market and represented a Level 3 measurement. After the completion of its IPO, the fair value of the July 2023 Warrants was determined using the Black-Scholes valuation model with the following assumptions:</p><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p> <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:90.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:80.236%;box-sizing:content-box;"></td> <td style="width:1.94%;box-sizing:content-box;"></td> <td style="width:17.824%;box-sizing:content-box;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">September 30,</p></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">2024</p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Risk-free interest rate</p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="vertical-align:bottom;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">3.7%</p></td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Expected term (in years)</p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td>

<td style="vertical-align:bottom;text-align:left;"> 8.8 </td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Expected volatility </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;text-align:left;"> 58% </td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Expected dividend yield </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;text-align:left;"> 0% </td> </tr> </table> 0.037 P8Y9M18D 0.58 0 The following table provides a rollforward of the fair value of the July 2023 Warrants: <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:90.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:80.236%;box-sizing:content-box;"></td> <td style="width:1.94%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:15.823%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Fair Value </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Balance as of December 31, 2023 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">16,419</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"><p style="margin-left:10pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Decrease in fair value</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(14,844</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Balance as of September 30, 2024</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 1,575 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> 16419000 14844000 1575000 4200000 17.9927 8.3843 2592000 Prior to the Company's IPO in February 2024, the fair value was determined using the Monte-Carlo simulation model, which was based on significant inputs that are not observable in the market and represented a Level 3 measurement. After the completion of its IPO, the fair value of the September 2023 Warrants was determined using the Black-Scholes valuation model with the following assumptions: <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:90.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:80.236%;box-sizing:content-box;"></td> <td style="width:1.94%;box-sizing:content-box;"></td> <td style="width:17.824%;box-sizing:content-box;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> September 30, </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Risk-free interest rate </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;text-align:left;"> 3.7% </td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Expected term (in years) </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;text-align:left;"> 8.9 </td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Expected volatility </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;text-align:left;"> 58% </td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Expected dividend yield </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;text-align:left;"> 0% </td> </tr> </table> 0.037 P8Y10M24D 0.58 0 The following table provides a rollforward of the fair value of the September 2023 Warrants: <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:90.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:80.236%;box-sizing:content-box;"></td> <td style="width:1.94%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:15.823%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Fair Value </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Balance as of December 31, 2023 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> <span style="white-space:pre-

wrap;min-width:fit-content;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">2,677</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"><p style="margin-left:10pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Decrease in fair value</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(2,450</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Balance as of September 30, 2024</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 227 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> 2677000 2450000 227000 7. Commitments and Contingencies Leases The following table summarizes the future minimum lease payments for operating and finance leases as of September 30, 2024: <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:90.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:80.236%;box-sizing:content-box;"></td> <td style="width:1.94%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:15.823%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"> Year Ending December 31, </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> 2024 (Remaining) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,436 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> 2025 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 5,822 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> 2026 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 5,979 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> 2027 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 5,817 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> 2028 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 5,735 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Thereafter </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 34,767 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Total future minimum lease payments </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 59,556 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> Please see Note 7—"Leases" in the Notes to Consolidated Financial Statements included in Item 8 of the Company's Annual Report on Form 10-K for the year ended December 31, 2023 for further discussion of the Company's material lease agreements. Guarantees and Indemnification Obligations The Company enters into standard indemnification agreements in the ordinary course of business. Pursuant to these agreements, the Company indemnifies and agrees to reimburse the indemnified party for losses and costs incurred by the indemnified party in connection with any patent, copyright, trade secret or other intellectual property or personal right infringement claim by any third party with respect to the Company's technology. The term of these indemnification agreements is generally perpetual after execution of the agreement. In addition,

the Company has entered into indemnification agreements with members of its board of directors that will require the Company, among other things, to indemnify them against certain liabilities that may arise by reason of its status or service as directors or officers. The maximum potential amount of future payments the Company could be required to make under these indemnification agreements is unlimited. To date, the Company has not incurred any losses or any material costs related to this indemnification obligation and no claims with respect thereto were outstanding. The Company does not believe that the outcome of any claims under indemnification arrangements will have a material effect on its financial position, results of operations and cash flows, and it has not accrued any liabilities related to such obligations in its condensed consolidated financial statements as of September 30, 2024 and December 31, 2023. The following table summarizes the future minimum lease payments for operating and finance leases as of September 30, 2024: <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:90.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:80.236%;box-sizing:content-box;"></td> <td style="width:1.94%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:15.823%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"> Year Ending December 31, </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word,"> <td style="white-space:pre-wrap;vertical-align:top;"> 2024 (Remaining) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,436 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word,"> <td style="white-space:pre-wrap;vertical-align:top;"> 2025 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 5,822 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word,"> <td style="white-space:pre-wrap;vertical-align:top;"> 2026 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 5,979 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> 2027 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 5,817 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word,"> <td style="white-space:pre-wrap;vertical-align:top;"> 2028 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 5,735 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word,"> <td style="white-space:pre-wrap;vertical-align:top;"> Thereafter </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 34,767 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Total future minimum lease payments </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 59,556 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> Please see Note 7—"Leases" in the Notes to Consolidated Financial Statements included in Item 8 of the Company's Annual Report on Form 10-K for the year ended December 31, 2023 for further discussion of the Company's material lease agreements. 1436000 1436000 5822000 5822000 5979000 5979000 5817000 5817000 5735000 5735000 34767000 34767000 59556000 59556000 0 0 0 0 8. Convertible Preferred Stock The Company issued Series A, Series B, Series C-1, Series C-2, Series D, Series E and Series F convertible preferred stock (collectively, the "Convertible Preferred Stock"). The holders of Convertible Preferred Stock had liquidation rights in the event of a deemed liquidation that, in certain circumstances, is not solely within the control of the Company. Therefore, the Convertible Preferred Stock was classified outside of stockholders' deficit at December 31, 2023. The Company had authorized 78,112,639 shares of $0.00001 par value convertible preferred stock as of December 31, 2023. Upon the closing of the IPO on February 6, 2024, all of the Company's Convertible Preferred Stock shares were automatically converted into 36,343,909 shares of the Company's common stock. As of December 31, 2023, Convertible Preferred Stock consisted of the following: <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:33.994%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:10.144%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-

box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:10.444%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.16%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:9.984%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.16%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:9.664%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:10.444%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="18" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> December 31, 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Convertible
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Authorized </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Convertible
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<td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 70,214 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 7,146,525 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Series D Convertible Preferred Stock </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 11,994,461 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 11,994,461 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 43,899 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 61,098 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td 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</td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 54,373 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 67,527 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> <span style="white-

space:pre-wrap;min-width:fit-content;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 5,982,550 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Series F Convertible Preferred Stock </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 11,927,048 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 99,846 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 115,306 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 5,557,798 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 78,112,639 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 77,994,156 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">287,330</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 379,081 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 36,343,909 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr></table> Upon the closing of the IPO, all the warrants to purchase the Company's Convertible Preferred Stock were converted into warrants to purchase the Company's common stock. Please see Note 10—"Convertible Preferred Stock" in the Notes to Consolidated Financial Statements included in Item 8 of the Company's Annual Report on Form 10-K for the year ended December 31, 2023 for further discussion of the convertible preferred stock. 78112639 0.00001 2024-02-06 36343909 As of December 31, 2023, Convertible Preferred Stock consisted of the following: <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:33.994%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:10.144%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:10.444%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.16%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:9.984%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.16%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:9.664%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:10.444%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="18" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> December 31, 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Convertible
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Conversion </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Series A Convertible Preferred Stock </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 5,500,000 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">6,510</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 9,633 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2,562,900 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#fffffc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Series B Convertible Preferred Stock </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 11,451,453 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 11,332,970 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 15,459 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 23,659 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 5,280,969 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Series C-1 Convertible Preferred Stock </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 9,064,640 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 9,064,640 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 20,114 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 31,644 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 4,223,960 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#fffffc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Series C-2 Convertible Preferred*

Stock </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 15,336,464 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 47,129 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 70,214 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 7,146,525 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td></tr><tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:top;"> Series D Convertible Preferred Stock </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 11,994,461 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 43,899 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 61,098 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 5,589,207 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td></tr><tr style="height:10pt;background-color:#ffffff;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:top;"> Series E Convertible Preferred Stock </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 12,838,573 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 12,838,573 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 54,373 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 67,527 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 5,982,550 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td></tr><tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:top;"> Series F Convertible Preferred Stock </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 11,927,048 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 11,927,048 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> <span style="color:#000000;white-space:pre-wrap;min-width:fit-

content;">99,846 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 115,306 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 5,557,798 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 78,112,639 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 77,994,156 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">287,330</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 379,081 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 36,343,909 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> 5500000 5500000 5500000 6510000 9633000 2562900 11451453 11332970 11332970 15459000 23659000 5280969 9064640 9064640 9064640 20114000 31644000 4223960 15336464 15336464 15336464 47129000 70214000 7146525 11994461 11994461 11994461 43899000 61098000 5589207 12838573 12838573 12838573 54373000 67527000 5982550 11927048 11927048 11927048 99846000 115306000 5557798 78112639 77994156 77994156 287330000 379081000 36343909 9. Preferred and Common Stock Preferred Stock On January 26, 2024, the Company's board of directors approved an Amended and Restated Certificate of Incorporation, authorizing the Company to issue 10,000,000 shares of undesignated preferred stock at $0.00001 par value per share. There were no shares of such preferred stock outstanding as of September 30, 2024. Common Stock As of December 31, 2023, the Company's then effective certificate of incorporation, as amended and restated, authorized the Company to issue 107,000,000 shares of $0.00001 par value common stock. On January 26, 2024, the Company's board of directors approved an Amended and Restated Certificate of Incorporation, authorizing the Company to issue 300,000,000 shares of common stock at $0.00001 par value per share. On January 26, 2024, the Company's board of directors also approved a 1-for-2.146 reverse stock split of its issued and outstanding shares of common stock. Accordingly, all share and per share amounts for all periods presented in the accompanying unaudited interim condensed consolidated financial statements and notes thereto have been adjusted retroactively, where applicable, to reflect the reverse common stock split and adjustment of the Convertible Preferred Stock conversion ratios. 10000000 0.00001 0 107000000 0.00001 300000000 0.00001 1-for-2.146 reverse stock split 10. Stock-Based Compensation 2011 Stock Incentive Plan The Company's 2011 Stock Incentive Plan, as amended, (the "2011 Plan") provided for the Company to grant restricted stock, restricted stock units, incentive stock options and nonqualified stock options with respect to shares of common stock to employees, officers, directors, consultants and advisors of the Company. Incentive stock options could only be granted to employees. The 2011 Plan is administered by the board of directors, or at the discretion of the board of directors, by a committee of the board of directors. The exercise prices, vesting schedules and other restrictions of awards were determined at the discretion of the board of directors or by a committee of the board of directors if so delegated, except that the exercise price per share of stock options could not be less than 100% of the fair market value of a share of common stock on the date of grant and the term of stock option could not be greater than ten years. Upon the effective date of the 2024 Incentive Award Plan, as discussed below, the Company ceased granting equity awards under the 2011 Plan. 2024 Incentive Award Plan On January 26, 2024, the Company's board of directors adopted the 2024 Incentive Award Plan (the "2024 Plan"),

which became effective on February 1, 2024. The 2024 Plan provides for the grant of restricted stock, restricted stock units, incentive stock options, nonqualified stock options, stock appreciation rights and other stock or cash-based awards with respect to shares of common stock to employees, officers, directors, consultants and advisors of the Company. The 2024 Plan is administered by the board of directors, or at the discretion of the board of directors, by a committee of the board of directors. The exercise prices, vesting schedules and other restrictions on awards are determined at the discretion of the board of directors or by a committee of the board of directors if so delegated, except that the term of any stock option may not be greater than ten years. The number of shares of the Company's common stock initially reserved for issuance under the 2024 Plan was 4,298,825 shares plus the number of shares subject to awards outstanding under the 2011 Plan that expire, terminate or are otherwise surrendered, cancelled, forfeited or repurchased by the Company on or after the effective date of the 2024 Plan. In addition, the number of shares of common stock available for issuance under the 2024 Plan is subject to an annual increase on the first day of each calendar year beginning on January 1, 2025 and ending on and including January 1, 2034 equal to the lesser of (i) 5% of the aggregate number of shares of Common Stock outstanding on the final day of the immediately preceding calendar year and (ii) such smaller number of shares of Common Stock as determined by the Board. 2024 Employee Stock Purchase Plan On January 26, 2024, the Company's board of directors adopted the 2024 Employee Stock Purchase Plan (the "2024 ESPP Plan"), which became effective on February 1, 2024. The number of shares of the Company's common stock initially reserved for issuance under the 2024 ESPP Plan was 487,070 shares, which is eligible for an annual increase on the first day of each calendar year beginning on January 1, 2025 and ending on and including January 1, 2034 equal to the lesser of (i) 1% of the shares of Common Stock outstanding on the final day of the immediately preceding calendar year and (ii) such smaller number of shares of Common Stock as determined by the Board. Stock-Based Compensation Expense The Company recorded stock-based compensation expense related to stock options and restricted stock units ("RSUs") in the following expense categories within its condensed consolidated statements of operations and comprehensive loss: <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:90.0%;border-collapse:separate;margin-right:auto;"><tr style="visibility:collapse;"><td style="width:50.38%;box-sizing:content-box;"></td><td style="width:1.22%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:9.184000000000001%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:1.22%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:9.184000000000001%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:1.22%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:9.184000000000001%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td></tr><tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;text-align:left;"><td style="vertical-align:bottom;"> </td><td style="vertical-align:bottom;"> </td><td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Three Months Ended September 30, </td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td><td style="vertical-align:bottom;"> </td><td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Nine Months Ended September 30, </td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td></tr><tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;text-align:left;"><td style="vertical-align:bottom;"> </td><td style="vertical-align:bottom;"> </td><td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> 2024 </td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td><td style="vertical-align:bottom;"> </td><td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> 2023 </td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td></tr><tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:top;"> Research and development </td><td style="white-space:pre-wrap;vertical-align:top;"> </td><td style="white-space:nowrap;vertical-align:bottom;"> $</p></td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">1,716</p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 683 </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:pre-wrap;vertical-align:top;"> </td><td style="white-space:nowrap;vertical-align:bottom;"> $</p></td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">5,271</p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,868 </td><td style="white-space:nowrap;vertical-align:bottom;"> </td></tr><tr style="height:10pt;background-color:#ffffff;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:top;"> Selling, general and administrative </td><td style="white-space:pre-wrap;vertical-align:top;"> </td><td style="white-space:nowrap;vertical-align:bottom;border-

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Upon the completion of the Company's IPO in February 2024, the performance condition was achieved. During the nine months ended September 30, 2024, the Company recognized stock-based compensation expense of $4,462 related to these RSUs. No RSUs with performance based conditions were granted during the nine months ended September 30, 2024. During the nine months ended September 30, 2024, the Company granted to its employees and directors stock options to purchase a total of 2,977,736 shares of common stock, of which options to purchase 1,157,600 shares of common stock were performance-based awards with the number of shares eligible to vest determined based on the achievement of certain operational metrics. During the nine months ended September 30, 2024, the Company recognized stock-based compensation expense of $2,260 related to these performance-based awards using an accelerated attribution method based on estimated probability of attaining the operational metrics as of September 30, 2024. 1 P10Y 2024-01-26 2024-02-01 P10Y 4298825 0.05 2024-01-26 2024-02-01 487070 0.01 The Company recorded stock-based compensation expense related to stock options and restricted stock units ("RSUs") in the following expense categories within its condensed consolidated statements of operations and comprehensive loss: <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:90.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:50.38%;box-sizing:content-box;"></td> <td style="width:1.22%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:9.184000000000001%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.22%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:9.184000000000001%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.22%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:9.184000000000001%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;text-align:left;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Three Months Ended September 30, </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Nine Months Ended September 30, </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;text-align:left;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> <span style="color:#000000;white-space:pre-wrap;font-weight:bold;min-

width:fit-content;">2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #fffff03;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #fffff03;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #fffff03;"> </td></tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Research and development </td> <td style="white-space:pre-wrap;vertical-align:top;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New 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<td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #fffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:top;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 6,256 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #fffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 1,152 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #fffff03;"> </td></tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td 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style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 1,090 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #fffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">11,527</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #fffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td 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Upon the completion of the Company's IPO in February 2024, the performance condition was achieved. 1716000 683000 5271000 1868000 804000 407000 6256000 1152000 2520000 1090000 11527000 3020000 4462000 0 2977736 1157600 2260000 11. Net Loss Per Share The following securities that could potentially dilute basic net loss per share in the future were not included in the computation of diluted net loss per share for the periods presented, because to do so would have been antidilutive: <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:90.0%;border-collapse:separate;margin-right:auto;"><tr style="visibility:collapse;"><td style="width:66.967%;box-sizing:content-box;"></td><td style="width:1.16%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:13.357%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:1.16%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:13.357%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td></tr><tr style="height:8pt;background-color:#fffff;white-space:pre-wrap;word-break:break-word;"><td style="vertical-align:bottom;"> </td><td style="vertical-align:bottom;"> </td><td colspan="6" style="vertical-align:bottom;border-

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The following securities that could potentially dilute basic net loss per share in the future were not included in the computation of diluted net loss per share for the periods presented, because to do so would have been antidilutive: <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:90.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:66.967%;box-sizing:content-box;"></td> <td style="width:1.16%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:13.357%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.16%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:13.357%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Three And Nine Months Ended September 30, </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Series A Convertible Preferred Stock </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td

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style="font-

size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Common stock warrants </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 161,616 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 161,616 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Series B Convertible Preferred Stock warrants </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 55,211 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Total </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 11,475,043 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 45,458,577 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> 2562900 2562900 5280969 5280969 4223960 4223960 7146525 7146525 5589207 5589207 5982550 5982550 5557798 5557798 10727247 10727247 8897841 8897841 586180 586180 161616 161616 161616 161616 55211 55211 11475043 11475043 45458577 45458577 During the three months ended September 30, 2024, (i) Timothy Kieffer, Chief Scientific Officer, adopted a Rule 10b5-1 trading arrangement on September 11, 2024 that is intended to satisfy the affirmative defense of Rule 10b5-1(c) for the sale of up to 227,198 shares of the Company's common stock until September 15, 2025, (ii) Harith Rajagopalan, Chief Executive Officer and Director, adopted a Rule 10b5-1 trading arrangement on September 12, 2024 that is intended to satisfy the affirmative defense of Rule 10b5-1(c) for the sale of up to 438,420 shares of the Company's common stock until March 31, 2025, and (iii) Jay Caplan, President and Chief Product Officer, adopted a Rule 10b5-1 trading arrangement on September 13, 2024 that is intended to satisfy the affirmative defense of Rule 10b5-1(c) for the sale of up to 159,173 shares of the Company's common stock until March 31, 2025. Other than as described above, no director or officer of the Company adopted or terminated a "Rule 10b5-1 trading arrangement" or "non-Rule 10b5-1 trading arrangement," as each term is defined in Item 408(a) of Regulation S-K. Timothy Kieffer Chief Scientific Officer true September 11, 2024 227198 Harith Rajagopalan Chief Executive Officer and Director true September 12, 2024 438420 Jay Caplan President and Chief Product Officer true September 13, 2024 159173 false false false false

UE[!DV$.CF0H=I\+WA)(^"+LQ_DP>6ZR' # M+)558 \NHKCIFI89GZZ?EXO/T0"#E]IZ?S!") TH"MP1(J:C2&R$C?OUI1M$ M9VBZ$29GF"Y^FR+!(S,$E.L>G7#%TB-SK8(NU$92P^]VJH'LM(T-[&B^N]W\ MQ@>MMTSTP_TDO++%6P7Q#7ZI.60_+@.R5> MA],6FCB!,PH%YC _.Z0B(*,$,[/FL<7#.O#EV-P4 :'4NP;/%. U&MY6#F-CD M9OH6:L@':?E>.G>8-NQ:@.W5BJZIY- >6FY&_SY[+%BP1\6>91.737P%4<]< M4DN=.,SKD:TFYK+N-PH/A]K[\%F=ZU1^M<_4?TE?.F_$?(SW XMO0B*(Y\A0]^NG?R0[U9"O Z2Z2U82>H*.N.2NJ8 M="'3@T$,_.C\V^,R1OX(#G(*M0U.U0H.*Q[AJLXXX!>/\ MI-TL 7%F%M[)!G^Y^$=W%]#\<+R_C6T2;;B&#X-8)>SD3%]H-'48R[F&$[K4 M$;+ <2O%"+J,)Z@N&THDCB0+*0.O"4$0S]3>R'/5^-9+UV6MXC2E2?KS! J6: M? X*5&ZJ@><8DW?HZUM.2'!K!W^E\6+*A81]B& N8 G MT4!A0HK)3]P&AZ(DOE49XEBZHB^+.)]>X;LNI65@*W'KJ.'N9.>ADZ$-D OR[B;^I8;?VP! MQFI1\3W+^7,%OLB7V\Q._J1N8MGUL6=_3G-F%DX.XP+Y&X<9=T&DS\9(0.N$ M79?Q".&='9OI3%@GHM0M%6DVT0P_!X%/1)T7![%LT.<9_6N7A*ER#,&C]B/R M,#]A0UXJ2CI448^ M&X$U&@&V@!2M35!SROQ)SAJQE^%;^Z0X,:_3U;6W-7PP! [[(.XQD#H2=#2Z0 M V\X5R>QO7EYZ0?:CQ[:>S2,3(N@LF6)2,)W' EM>.28B2GR,TS&@.YGD\-^ M%,='++;.CL-Q:$T[DKC;.P$58\>3^**YW-#H8CTTOPA-(,\ ]$\)=T;/2UF1^ M,S<.\O)?=-L7XQ#N4;BMV^OQY H,_HIQ)\]5'/P'YHO\;"?M4Z%?\E4X>>()AO I*.&/GL/I<$Q. M7(E5./P(*[_+&G+YNWR"KN4&OY7;TN1E+&A2EIIS4@1P;P=]K%S%FI5C.:)= M0M^6H[87F G[1*VF$(0>X>AGI5YIO*YM;= M:&23E0L9/"O!?(@ ?FLE7(VFG281?]CUE7!<2E&B3K+A1K'($1B]G)>+-S_' MCEG^A5WY2E/LK"8<)BGA9+22\3:#%K5*%TPNW/'[]WW',0#?=R@*IK])83MB<)++A#*.V9BTZ_NPH^NV15VD++JG+#H4!D%RL8EH$ MZU!S -W4EAD5-DRI?(&M8UVK] M%OF!M$#QFZWKBD[DL-RM("88M.^Q1;>_7"M *:)^0?*HBV+]@F+UI'MU6T& MD2L+JRRL)RPL1GRQ;@2 @MXH9G^XT)67Y;'OK>P6Q:NR5)]#=='US$$)A%$6 MM55>JMB^%SL D7[KI;VGR-%]U&GR[X1[=^PW##V^R*B=<;YT/[.P]5RHF4H5 MS0Y]#2!VHB2)")1.%;KCN47527.*=E-NIR7MOQC9AW;1>?&.+)\KX*IF;'! M-7]56EDO<06_7'PQ]CP>_F8[*$9>X$R()7-:=MIF!U=Y4&*AL_&YA-INY&H% M@R#QQ/9]80]PU=R_^L\"&]FWICQUDR:\H9)VT%>@HSH.O\-Z8$:"BEPL73O M67C32OP#L\]Q)WYDOWJJ@8K=+BWC";H>M2_1(UJ(LJ7LKZ2OM:X'(9?H)(WC M-@@4I:*PBK;A(Q-)YJ%R&TR#FWP]HFAH0XV8N_DA'QPGF,EG D@@B :8LOJ? MBK,./X;UZ'D!TW-H-WU4:1N.+QD! #L;PB_T+[(*;=3O==Y1W=Z&03VR)!6<"U*E1KH(7/=Z4\L) 0M_ M\)]C)61_L=?16$GVU4:T'+;BP65/D('EV76.

*(HD*INGV+9BW2KG>X23/D9TH/1G ME2UP!:?;]IZ:;[OU.*2^[(QL!^AE#:R-I(96^*:N5N&(D!^:J;MJ./8=FA#L ME])I[8!Y5>/]V"%OPZ=/(UM)\U-72-*
*<4/RRWC6Z$1.R5OE+LH16A95 53FN.W MRM:JKN.AKVDHIX4$_"Z50Q]I_J-_$,2.8G%UN!ZS/;#++R=:)-84J7E5GI% M\(%@MA=YI&03Z#M@W4-'? =OH6NYRRN$G+>8#UT]O^ ?,I1_'Z6/8DR5,N9 M 69T=X@2M&M(C(^,+66I9H?$LX(Y]&!H!)S.:78=Y2*G^0#U<3Y5DX8L&Q_/V33J-=+BQXJ\X'DU=MMWFWI[F@!@9=5+RQ^G*
M\WA"(+0)FKL>IZPT@EUQ(IB_ET:P#\SI^=@;P3QUN^@>/|EO01[-Y=XN&^KE M)1E!/9E^R(@=8L+LUQ=M8!EKF]QS4'-8@6]5!0:MX MUU=[8ZZ.K7%(MH(:R)T:]*
[OVD9DL/,;%?[GX6_9\6ARRDR:5M-95HYT!H5V? ME)^,@^/)<>8J0-\'W<=@IW8-+GG=GNG/D!XPIJ&8U?$@'[NK-ACHJ1&<#&9 M0JX$.OK-*
*PR&TB\T8E%&0"V^!/XT.Q$W82[\P+1R[NV03FM#NCL+YSCB@;+2X M(X5<%,_INII>MVMW8,<3MFXFSU_7!X[T4\U33\M1958ZE*F4)+Q?4@2ILIJ MHG?*
T+\KN=F_QE/_H[9HY8B?B%9DY:W-K$:%FCG#"0$ASQLC!3-8BV/- MQ KTCZ%K6U%%\(SC3IY;5G/++8#20W9UPG':[@"0-C#>WI@+ 1-/95!2W<6K MN!-
*E\UV#A_%3=U8LJB:XM.K\Z>D"*GF?H>_ZU.#'Z5 ^FQ!QUJJ* IP,+@)X M(]+*<3?-)OR'\7!HN(EE5[61OHV=D:-L7246 847[B-RUX#1+01&=^SNJ9);*
M"I8101L\%NV5T.:0(&=ME,L6;?"NB"X>5<^H$"V=NS%H!GXM%HIA@A9QD'\W M/>E*&%V.0,/&/T7RBP<0>B5TAOG^:&+6R:C*DUG8:V:2WU8]W0*VO[M@RE6*
*M5!N*UWD+M>-^A4K5-O6=S8%'TF&]3,(0V M0L=G])7"E>,(?]/#N+=YEAA%A$P0=%1C*T)3]XA4.9D>XTU9C34'6>T#KR8?*
MTYRV@ES(5D=V+,27\]H>$>%3":AU]*;;B*&T:0+#'6MKSEJYP=^":_MB*^3%S^]PXWQ+$;OP;%(@U>N]U[-KW="\+@09*=+H M7? $;9(F<#?*
L\@)Y ,KDD+MV!3NAZ2S53W4B!7AW$UJ18[P49D4^>4WI1G88 MVX>Y(5,NF':;AB[>%F$>:-T8?$5^U!T$&6^KOE91\@2"'DS2)62FP ,H5;?< MJ%X+-HNA-#L:+?
M(WXH8YH2]LE/(UV!.[W\XA79Y\G",-UXNVPT:R%56=5@ M]M7&WG/ -<-QPX>J6]VE9],5BK7F+U=;=KG7N7!(Y@!E@BZP6%:V#Q MC+GSPNI1UN(3>2R=#1%*
(\,1YZ\LS119M]%G15\U$D0EO&LVKGFA!#<}:L.1INEM67OEX]3W';>U +W5K M;)X1YD-(\52HOM=>> ^/X9GD" M&X*H!)SD:D$'5[6W7W5)-P]1V<7-
*C0RG,=V7'/'"S(5KLHM> M"-,"KS! 35^ KS'GA,AJP1'^4Z,GUNVD0H_W4=++$OH72T*7OMAKZXO]<^F+_3SWDB RDB+5/31691&61?@4 MZ<@J"?/2@GB1^*
*"4*74]/,P$5M9@68//N :3LD*V!A\FH2CKL*S#IP0MJ0.R M9FX0Z:!92+,=MX<-+_@M@P$U=3O5)6:)YXGC7UB[=Z+' MZO.1"R.\TD(P= U,')B++#,J1.D49MF:8YRDY!%U+>.J$E@-*
-WY?&<^H5+1B5 MHK+7G0\3W$\ZUJD7D'Y^%MZ ?^LV-&67&N SFZU!3%$.PZ,EIH,XK@L<>F MR, <4"_ R?3
78.JS]+FZ_TP7J!YJ/D7VY('W"Y,LQ7I2VP/[JY[<=|_'(28>#'3]NN$CRPI#%2[JJ=KC!OI\+=U09VT?J]\|T Q.; M'+AG\X:3I-:*.Z>Q9UK;V6,L(Z^/<]^VR;@*[X_HF"]9#PM$[
]'3R(W\|: M^2WF]IV;W\37X#0SYRRD+?HZ," 6-M_U2I]U&/MAA/ZWD35ZZ&TACO['+_':; MLXOW[3&:-.#^VTI4 I]3=RSWU0]L(,DIJ>T#,|=")'U89BV-^8GB/@1MSX])*
ME^^_%EF 7:1SY.CTQ7CP'QC;FAVN!/HV%23M;JM:,.GG'40.ZFAA00&=F4?@Y M/"G9(#1>X)S!"+TU&=N&-L4NB|@2\'R8)YX3NR-^HE,%:TF--?@*%VS7%L\U,4&*#,[KI*
*M(6Y(MK)I7MS2LV[QTC&9TUQI83,"'W%#8$QWDH_%C/D@%APNKOR.'I.*T5S M@3<.4)NH[N=6_ X' 634I/ME0IXCW#I3_]6RK>YD4'\[&7)R0L6:3PRN>OIS*
MEOKEXBO^6J0QLFP9!MGQU->NK2(ZV\X5I.FW@#Q&OV?-Q?LD^KKIQUWN%Z8D
*M7V02<>S:N9OL#&GBA'NY^" ,X^.'/6%36LJH4F_>1)W:+*6]OZ,JWLQ[O"^29CD'/ /!TV;BGC M5ROF-_7\7Y4D5QLN,@W*Z;0]=_ 393$(H/[^:N5TO=2(@S/:I+]S;]D+I_S? M<@?*
*D\6\]C5]$?!FT=ULW*GFT#HTP@&[J8FKP?["]TGOH>U[2=[@&FE_]/K[E:L_K.-#F@ MBAI\65&X@.Q?HN(GX[DT]\D*&QQ70V(>*;/E&9LDCQN1M32M.AI@XQPP"M?%*
M%Y^_2A;4A] L,E' $W4/7QV=1O7@Y@O1\$["> "S4T(7NWCT*D.@QJKX2L57 M>L?@+SQ(V]J3.,,'1@5EF2WKY$YY67&B;,. = M(V<=6&C /C0L$YTKC>(VM#4.%"47-*
HG,E<=N&C.#W"9G(K#FWYS[2K\RL6 MP(U'UQPC;";=80;8I0K/.HW7LW5+&^7UME'^Z7>EC?(#.QT^=GE1N(=LV<1) M\NB=Y_*5-
*%%?/T3A[9XBW5M4HH<\I29^GWE2_DC*DEZQL]2,XK:>G=>%8%OI M^V$8G! +Q1-TWO#![R!!>%OI_X^>C^]4CD)3UW/EK/JB;T2O?UN!%;UZW\11W%^/L(<60T?*
*%&4(1]7<@9UF/%S, 4^>Z#RCB M(&B;IVG/]#XT8EG*6>N')[SO$:U=-?.R$#-5>/'ZO0-#GYMJ-;2UR^"T]6#G MY%!?8HYU5I?)'YI6][]3X>YC[UP_X(&_#_6[&5$6LTWSF7FX]^T-*
*&FU-$3)A M9HPD/$]Q9FF);L$PPP6/-Y7 %21P4JG,(1IYAG[NLKA?DBB1#4MU>9%:R*V] M^QJ&M[']&-O4Y130'6]64.;0,[U:l:6(,ERKMW4EXWU_L;CM%R[_SB-JW &+*
*M$BGO(\ZK;7G#<.K1;V\##*8UKUM\'Q/-@4Y_LT'8 MM-K$_UC "@OS:

*IME7"K38(%&UNJE;AU,%G17' >VZI5WD9 MI3FG!'4XD+0I/T/+/6(]\(O_(70'U)3";!LRM_& C@X?Y@OU?'A"D7,,YW07 M*NOC:V-]KHKX+B%*
[I\KP,1X&ELC:;__77:L_NEVZ[B'WQK%)?0!T9$8H=$X: MS"F779B$XL66_D*?+57K5"Y5%XE8"YC>O^6UB[.>;(H.EIOZ"ADU7M49*L[M9Y.
[_G+$+"?!L*_U_+VM^W$(PQS)D=)M+MK =V1R01?_3WE)A$GDIXWLHLSG M1 \X42*8V$(J) Q=K< W> ^M]KUI_CPXIVNNZW;-%GFW,A.FZV*Y%];Y- \RG7L^@?.44[9VDY+>
1]^BWD8QV.X1+X0\S9A'(@ M?5WMR6+1(*/#!XGBAOPE#&[R<]>QPL%<^>PD;):WSLP4-+15'9(!+*)O M26*37E7""=]D\P ;3U\[W8>&32K*/0#=A#H\1GPW'$@F=3$!
[I^$ZWAQ& M]2;#.Q7 /$L6G=,-7CR8;'YREW5V;_HS#-0C7+ ^,; \)O3.#T;D/TL,8WD-1 MGBW'VY6X.LH7Z7@#87E@Z#]N):[=S:#]S$SF:;L$-
Z,U43M9H)=&0ID/]4!/&O@U$UZQ? MQI^] .0/OR ;]H/V2B< M99;#>$_UM-@Q%/8;?!'8B M+G[CY>*5)9/NN"6'2T[L0AB-.I\Y$IM8Q4H4S-0[P/ D:^#D=5*L#C[2=#5'
MSN\0>HAE3'8'BQWMYTL5A]X6H^$.*0Y;;]&PM$1H%3.G0=:UH[Z?F2%?CE MPXLK,V@_,]2\-/9QZN'M0/NPJ50:[;_"3CWW:Q*"\G5BCOXJ F;R%XB6KY6
ML42]OUQSS)8#O(C<<4(%M%KUB"1WO]X(/)F&B46+X$.Q\8%FH7YM9|+U;[ZG2S/_^)%*5HS5 MS/WHQP \6L/,/:#8LHS%+_4! M9Z]KV]-H1+47^VPO]_8.=XR-
&1G)&VF;A+VALE+$IA<=.]F.O\#]R;I-6C[S>=U?US#XD;N^9Z4MN\B!W MD)/>7I*"/.:HM%VY<'+5-!!,5P\XFE)ML4;4Q% "EBTPN<%H_M7OY2]>%N^8
MO*],R25C2.0"6W&7BVE\'Z8QKD+I.!HTJ?IX/X2K475[YBO!?41*WN>>>$V(MJ1FF?R&M/_ 6H;&.TA*7F#2]\53A1]K[I!@:RPH"N709]QM$^B1V**J;5UH
M([$'T<*D8H97<&77+66YM!%O>)TIVWPLV+0 ", ^&*CJI.M5'!)ESO56$\.EKK M5;;NDT>3RD$BC^E-%+!((BCSIW:H) 6J9I:**1S-,42\) M,//#R'DKMMS5]48](?
GB$__W:/$9]TY0'0):@?0^%"P"\D5W=-&>%D]\P>]^ MI\<%)UPN;2%Y4OS'%OG"3GAK6B^P9[H%$<&/0.'\BL-8'Y/GGA^]%[=P'?-8 M\1#TDSUWBC%X"GD=VD-
EAP.09AG1'Z0_[Y97I[#,Q=M?8!#+/6Z\?]X:HR M,XW$D=4(H/8;C/.6%]TX6)__?(]H HY.LHY&)Z!3R(^@'<&B80A_P7B+1IKN M-
Y=F5]^P0D?,T7V'A\:L\,,>@[@)C#);5(]+ ^>G[U/G [$Y-HVE, .:N'H 9M$B5WPT>MC^>;9?;+)9W(AXR&:T\GDO2CH'IK;+6]P?=C+R];6HW]4O@BIGS73 MF,'L>'--5@ 9N:K?-"
(SRVNJAG\-1WODNN-X9)C&\O(:SI+*13WCERM#%|;/ M"S-8F#ZUHW7K3L9"5UQ6U!-6%'@,]@B,O3?G*900.!OK/9_Z%O64-5C6X!/6
MX%D!^R(I/.@_U*67%ER/]_L:>J10^V]MJE/8V2DEN_/@RPOQ=#%(I;E^93E MF4%88G(Q!8%E?97U]83U-6&W8IMF4BD.0(.C)!U:G&8NBZTLMF<0X1&]BPD"
M$,IES)O1%&KG&LLZ?=^[EK[REK=MK^DD\1ZY=HKZSD=<\?_^IFZ"H8$X/[8_'+4$9JBC\S(+D %<'%LQ IJ#8aR+ M?^*#;7'*]9-
O0##4,Z7>R[515Y][2*)2V61'[I99 M\5'1A4LYA\!=P_2[^ M3(./") ^*]6IKK)V I;Y'52S6#MON4O$5-56KFW'<3 X!&>UC%.D[]+60/F(D M]PU-^.(40C&EL\IH>
(4'H#*5%/LB'@@%5TE'"*9&;*7%L#:NF? UXI?N]R4OZ M4F'ENBB]"O_))/+C TJ%S1@=U/U&]=KYWQ[3965,CNM+8 4&OH<"&!>BF1 #W M]1D\]3V-P8-H3UL*0P?_;-]:IN?
RO1#6^B"P*L:]\=4-,G..NCL#K!@4AR$_ MB65$".[=L/BYLD=>@YN@GQM(#@^RQXHPGMCC=R^@QZW>4=(-@ SVTVR%[&$Y] MX5]z=,E%JX)/(B?
BH&M@;#'4L,D00|*0S#W]!$3")(?%UG14 QM3GI9(<1&GK*GOOEW=KO@-[%]_X MEH&T3/O^WR^_?;G8A@U$>R ++>H0K0B'C7: #J1H,6;^4;700>3$$C9W?9&<;
M,Q$%\'9X\;9>OV4NH27MDP9LV0"B B5_3:R)IY*A,DF M#1\%+|=+,4]X&PZ\[=Y]Y"0PQ-K,ZS[D9RBDVBN:@Y!'H8O\))B&&.+/\W=*
M:U+0.0C"\X,)S[A ^KA%X^RO9]"737S+[CP.KF75\Q5;L_U,K!EGJ\1C9[IF8 MW-2K6F(9:0 %(I^^0Q:!D[M9:P&'>NV,-;3:MN/TKVH|<()2W(VAHQ.|EH8P MB@U"?
2M"4=SKHMGC0W42X\IYQOW8*K$H=[1SRJHY"5&Y ;1$5XW^>]W_ACK: MNAINY+.+MS4'=&3 N(=G'83BC(ME@@4!05ZB%YRS>A%H?=7;[CO8,LX*N-@
M58VXI0K*"0LME LV45B+OTY[4)KH4=/$\1TV^]78#Q)-TC/=W71-T.?C O)2 MI7(5WTQNU'.M$GZ4K]"UI/QI\D.]L8\.T^Z;\]?'7&RPW&V0"$]BIS5Z+?@- M-F&SBZS
@ZP.C.GTN)%KQN%R6W<-3@8T6\G4Q#8@FIWZR$=#I9]#KIT/'9S3 M.WYK+;JV:&:%A)Y6.\X23AW0R<2],!5&"/ JY/JU,3'U$.*4%^&(K%%H(I'R M/ 8
41/FWHTPH2G*VINAC1:+M-$K7BX.#;D@XT&>L0\|E'&#+*K*TI)E&]6MN MP^;EXG6NLR86,,B1J 0(5R6V8X_%ND)G'/??;=)9'H?Q!=R0U^*&O%H?LR%'
M09DTI'5?,TERXP>0?)QLP/;):60)INBZKVE5F?R%#/]3WRU.H8(@C0CT\8Z| MS9\|B/0!%]31?$9L=P13&G.B7Q[F.R!YV=D.\7'Q%GAY?0WK;W>7@Z- T]BJ@
M:$U=Z8HXT=PV'O2Y8VG+K>C'K23)QYG,+,U'Q?-YFN'B3 M3AVK>?+ MW_QSK|?':O\;E5AEZCKZ>[BIFJV98G>*P/'@L]I=<;EB=#1R?ETMNVP<" [/
M)JP:IKH=EK_!^3/<"&M"S',?^#5HRl,Z;NKKN\LRKP .81Q-QZ.8.DF#;#3/N3W(%I4W3L Z"R2S'!G/=&2(G_Z5G01OXIK_K^IN:MJ' M==ON8UWD!3G]%+8?%QI
Y&5F3:]"&YC#LS*:A!C7L9T1>W"#M#W_S :@]=\& M,WH>WC+V9I8533&LFRQD.=9!E'X^LTVVY25Q% MR1O*[BR[\XF[\Q_8'XLO8[W\#9/7.!##]_6:#U?
[U2N!Q7WRYS__"8[3/[Y\ M\^I55,NAF4.N(NE]QC/2W$3-A:@G=+\O%WX,ZU$R%-"K$DK^3;#"PNE\>T=M M6H4KOD6XB<,4=0Q1AYR.!T;#X=N3"6QLD6C-KD+
[RBE&W&QQYKWF N:!.;W+A MX%]+B7$2[']'NV?3C^QH2^IPA,%67485,TL6#55-RO)?R>Q9 M**(U1+(R:\]@[*[^K*#[XR1)\ND4K#-H6ZZ MQ+##&'"|\FIL-XUBC$)+0Z2&|.
(UQQVIQZW@.[9[\?A$K< DKK_'*M(1T3; MA"X#7A)W^/@LDW6B'&]0&)='<^/<=Y00E+:2LHF>?)#\2+?<*!9UZ7Y7F_^|!*ST#Y!)>DTA-9WR M@Z(;#<+'J""HSMK?
@2)EAK%#-4BVGNQGN GM('U[!#RGBAN;4:9U'30D-S1^ M/ @BQ,%,*KGZP=,]39Z>)MF:"AKF;\R)?+ ^C..'U])G[_^Q6RM\;VFK-1T[G M/?I/$0!\ACS&=Z__\]6_6>@0P?N5@^[+P-
#*=*"F6^+.D&&@ +U8H9(G=]. M12,*B>>>!|3Q:8N%Q.I&N3H.GN3A^B&U5-|+(6R.E)(?3%KH+Q]EN7U(L(F$ M6P*?,KN[I)[(3'=BH""8H*E7>$W#LTE2*KP\C>+;VOH -
+48C*E!'2C[@C>7MW&$"^).1=+=7C8[W!G=HCY5D[3Z/& M#*V^1WDS'E! ;QX FYF:7H')E#/^O8K|ZL)VV|;+M2>#+/7CH "_37?@4W'H MC4^8MSPRO1\A,%|-> [(2U[(Z:@6]Z_C9A>.,,91N%_MW8+/O3*2^4__A:W>8EL/G- @HRWF_8*P+'6N MP^'5H:?#4P[IW\>GVPC<@8L50,|=L[FL6!PHHI(;G LG2)_(98H@IY/W6+T-;;$5Q5:|||:%S/_
;M^3H\ M5>0ETS/C_?,- MJS]OW7[^='[38J^<&S?PN-*+_^/(-#5N1//\K1WH;_Q_A'7SUZO4W MK[*H02W(GY;ZH5@C4"3N?FP]=B+%!4;2V6T:=F5-K>_VG 6(@TFST_1A=GY
M2A<.?;P^P#?;^D>8MWE!&0O>H"TEYZCJBFFZVLK?2G-=B1[&N+Q9!KL"P'E7M3KK']& MH&2DHXD&#E#M^3#6S/":?AK,;S."WY:7%MKW=++9=P&VJ,DO$;:H\"C\+H/"Y
MOI@S^NY,<]H7\]WVV[$5H13?P2Y=>LP'SGF<9J9;;TV+I]MC\4] 7K,P!IYY MSFCNH+HW]FX6/*X\,=44U#-8X-2-LE$434 +I78/4" 4MT:/U]M'E2W'&^BQ MR=
<$*OX, Y;>1%_",@+ES_U[ZU:8=@_Y(IL[_^:0W2!=EW=?CSG#&*@G-+E ME'Y?8-Q\ '4]-'FI9LXH%R[<>[FQ8,QCV'%,<-+)6G D9<#]/VX,T]>U('[M,"M(O=4;G;AGZ:F%]##K."?
1<7I ;E21N.';S7H>H.P'T MF_'"LQ2#&XBY)Y]3&7"6,T'/NJ\TG(8"8-1[M98B.(.*# _@'ISN3DE-!,MB#6*39(?RCGK5G|"SB7L.!8 @.+7:*4 ,-A-E[PC, M6L +Q!R9[PCP"49E-
5LJQ'\SX_?Y92UHR!SSGRJJG0$II:<;N_U"E\|OF7) M^ 4!D;<5.L ;4[" !:-?,/&T?^T8/0_,%^Y0$<*=.2G\K!OPEY) WSZ@(/N M3;V17KAZRV&X5@]] QQR"U534(IE%3YA%?
*RL!X9./\O0T3(ACL2,-.(@ZW MTB#"U,JV6BV[%;->92F6I2A\2U&:BX]4D)9#O4&:Q'IRHJ^H>5'%)OEC58 MUN 3#^6&P?:(0%_,S.H6>K$%D-Q<@0EP7W#
MNVL"ZKH"8+R#AC|K<\'T M>2#P*V1ASHJ24R!MZKBI'F&$$I@O]_CGE!/]- MNKOVKNHWR-VC"*DXR]PS-&GS!\]?PI45"I(+!#(9RP5C!V*)-M*>I7SF"Z[0 MAH2?
GY9]HWY)=I-8;!<*,FU=EORFP!)FH,_=("_IK%5\CHW-&F7X<0[P4X2* MDN^W"JA8*!O(U)M9,AWDF?@AR_>_86Y:$WD]:O1(\]D\O+B$BS?:O M=4-
=8:'V:ABEE$V42_FK1%&3L9]>7'0KOPU&-'K)3ISAGQ24&PU!/21IH7.C4#-| MET*M2G]M!7]H(ZAR&E,F>N]:/Z0):XI[*ISY.+++#,K=)\6X35Z@7?PF=V\+4 M3V]
<+YQXG3UKF%UU$!;:^<5V=Q.8 & Q'A@U9]W@0)+0>^_V]9HQ&>V&/"[U M\]R@T@87U-QQ$W@5^G6]@C1A&#V[*-4|#@0>#BAOKVI8S^24Q&5> WHJHZ^9D M,
(3X@6LLZ7_L1N.[&7$|>O5P/HT:C[$]3$] KQD0R:P5*/,BEWCSRB# AB0! MF^A]#]V!6<(5#"* F$$<8=3]FI34!H]7-;O=+[MZ:ZTW)O3>689IBNQX(V#-AD*+9^2(WTY | R!%7-?
9+T@##5B*C@= M)P4ZS5C.+2;PTG/RZ, ^^TFWIY8DUQBZ/T4R\CMW4(6<]_+IN(20AGM2\A[0: MR20U@PHQR0E!@5I\:[!D6A:2Z1K 3 ^CG|=8][R%32"CL=?& ^]QFLBS0V71%
M.YA]T8'#)\V0T3!ONB#=]XIS=6&P3]]@07G$Y=202=<+%)&N!0?3^XCQ9(5 M=^^=-WY?WE:0ES_C4XLHRZD]F7H-'HC(Z,>)B8]:G1^[,VUSH!?9;2 %>4G+ MR''
9W3+HM%@Y R+(2[KH0"V?CG 5]DHE(K"A553R2'): 84)=+?%&W-.U[[MS^D9V[^4LE599#]?3KG:!L^^ 6"^L/^1!]P&=CVK_E0665ED3[!D'.L<>K!M
MF+]O'"#FAQ2\1UEB3UAB*/=%,U;P'&5!/7%!M:%&2,>E_;[62*^=:F\6<,=' MG@CX&L5X402[F!*(N;H\+ ^9369*V\XF#A$,XB_=1-Q$AWXEVKPBV:DI01UC MMC;U?
#NE%&MC'#W-PV(8#R:M.S #YY&/XF5>TD 5(]>YW53*I[@YVKOOH*K M^6*,)XI@3LK6|C2X[# J&ZCTU1+V&K:G\T3+7'T,W/_3K'*FU>3>./4F"1]7Y^:R\O.S9E"WOB\|?:
<6!Z8[Y'5F1 M8EZOIR1BB_U[UR_ZF[S/>V8G8'V?[7[6]+"E;BBW'!@#]:MZ>Z]=[[.=EV&* M^XL/IB5HUL9B;|\$AX>F!]@SL/5O6:GQ+;\ M]>SJ.%#O/(^[5Z!SSTX|>.3 -!0Y
M;RR@U6]!'TA:!K):\PIX$@;X,@7BRB#M111FC0:RO\ .1.2$X,E>]9HN)C&G M+>K \%V*)QNZ8RO.BST1Q2V[OFK!K/I=E_JI,_Q1GXB&XO=HWAD0%_E_X]B]
MR'JF(DL:E!^B2F'QK "]>.(BK%/ M>$R+0&1:6',CSB/W2PZ>W,>) 9&Q1KEW.EY$^@"|_Q6.HU*3@;,%L?\O.'F M@+IXR_560R(MVQ|H M&R,#"O8\Y=^ _U40XK!A-)!=II1\E6
3;Z#*S-DJEI[#M1ZC53]3HDV?G*%]+ MWTK9>%?@_GT?8B#")W(;%)*8G\!**JGZ'|\ML+\WM'R_BCFWPK_7+|'(Y_S>< MBN*8V,72[AS">NSIZ/LWZ>.<$G2ZQ'-#/P\4AUG"[_(.-
_)#V(EPVS6.A-$3 M@U89-^BV6X\#9-#NN30416*/VP557&6W/$6Z;G-B#DVMT/E!Y73"C^2Y #/= MD7^@;L E!'P!DA?$/< S'* S$^]AI?(IF^P%)U_H^=L.=9_*V<7S2T>A$U@V
M?>1F'"?]UW27?WSYYA5+_F#YG%U(2EG"MYD;8UT\VW5GZ2#@IQBVF[FEJT0#/7Z MGV@>C)U(7]2D<[%9AF.Y>Q>N3-\Z8F_M'&B,D*-D=" =Z^P%K_N:<<&-
~^Z@03KUMNSOI$%$'D!M.9$Z#$T1BCUC4+VL\ MW3./MD@=]0E)#0"Z"T]=+7Q%]P!?$HM28L$[2 I=E(R[BX MH^54?!^G8I_M.(Z_-TS"SL<%;Z@+:,B/4E::[EO:
G98_D($=F&%=>FZ^Z!A! M4K&ED/K1W\:>O$<:+]EVNNK?I?]S\3G?[4VZVS?QZE%:Z6__O?C_V7O:)K>- M)%OXKS!\][]R8B4#W2K(|]HP_:>3QKG<]:Z_E>?P9)(LDW"#
P4NWN+_^J3R9 M694% NR66VU1,B+NWK&:)% H5&7ER\ES_OWK'WY4:QG%HZ+)3#F-"2* ,(^2 M$BIF]X\7#">>,U^2+)>51Q-"BC#!Q\VW]S M^
V2BWCQ[/F7X=)TM>1QE1GB*1]7#MS_\9U_MK/^Z-(W]LB&>@,?&WO9U[MR8H1/SK"4I#K\ TUI3U_=O5?*LG#-3OS^1+9\O^^7KP<6>F.=]IS#5_R4LR"
MX9=>#OT!^]ABL..4M)0Y@R-%SYP9] (;=<@,5]WTZYG)R 2705\E#V'E6"XM MSE8<@.Z2T\G/1*)O+1(!@O'@#4>/XUH@5?(;%]!>%Q(.M AZZIMOBV&K7U\ M-_3-
P($YAH'(Y=O4=40N#I^SVP,R1N4+@7.4;_QWN6>WUCW/>1YUF!B/46WX MC S"=,FRRL37:4A?P1H*_A/S*53212G]O/@QB-@W+,F47I*=XF0E4).OCU61 MQ=N0NPEW6)\.=
[PMZN ""AD#9V2[@RIC+7DQW(3T_ /EY_^^;.O7CQ;^/U5 MTK;Z(QT.GWIU_(OKS\/?-F%;_HEVZ&=_T 2GI*9LRWH).OM(\4;S10^5A^IT
MPPG%C4HWU=7(>PMNHC:TJYQ56:^WS(=4FNJ4BO>#?E%^3YG:0O*@2(H()\GS]?F_'CG?N,I1;_3S':5-4?F M8O*=VE,G_!#_[=>XR<7#F4(5BX$%CL:85VL+G]8 7-
0,1W(;K@VTQ:S5-R@ MB|*9JZ)9]?L67?!MU.#R'G-9K&6L\FA^LQ)#?='N%W]TU]OKP0'WJMZ3?"3L MM *-7DN6A57/),7S]LR]I] ;@^[UJU=M^L6,O?QO+]=^
M>ZJ[O3U$OOWZIY=_BC'? 89_ 4$@4F%U(/ICT:"AN/UY#?R^+P-PVO-10- MT-4ZK!SD34.9ZR[.E:2;2=ZU;8-0$?]S(]S,GI5!LEXA_7W7RIX6 M-7*]
[)_1_1B.H'A\)O1[LNH MJ<7Z.XN^*U M-CW/>G#Z5S!U$XTGF;5+BQ)A)M.!Z;M""A6>1:0H-S&MK9[ZOU(?.O>@*\^;>.:+T..Q3+,#$P_2U;>,V@9R+ M?NEWG;O-
@U:I6&:C%\5O$L,92|\>>2!W-@>,<.#ZY *#JRJ,I!-*V0#S2D[VU3'PSR#(|).,5O+_ "VIZRS*XO]'G@-M"|F3/ MNMRBORP>AQ^W*C$;&9OH!;/A]M\R"3 :'AQ@!
Z,N$X,S^#F6'5]BL8XP[+KH,R)U(8UN"CLE?:1 C4\XK/5(*0BBQ#FY^DA.D M^WU=;_&_-84(OY&\]WC)_Y]I%^?_(FE]>4&MH(H_C6?9WPVFQCTHPI"_:NCL](9!2+7;123J
M9K'A26*:-PW1)=_)F?4AQ1-_H4SEK?#@ M#843Y1EM2E.2FWA>?3AO$%RS=0.J8SCY&&FJ^1K*OCX*+0G0)?%+I"8KF >0
M(K!\=8,8%M,%%D6Y,JV'L>T0B1D1GDHZ"ODD_QBC/|%(9$TKC(98M#>9%@%C MBK!%L$[QB8^>UZ6$=H/TLQ:DAX7FD&XT-<7 E!S#H;2E+Z0R0;+J$,6;WX>,
M:LS@1>]O!YC<7Y()=0! Q!TU/0Z855N|<*VP!\X5W,:V04?IG%IH->N*D1(V MS514@L/@U",]%/8"]#; /DE;K=E%[@WA3ULI:W"*?P#W UCEA
M[*0^<#]"XBRVH3IRYMF^.6A+&DB*9$TW?HW9\#)]JF]5<]*>,KEH'E#T]):W MN"V8(/,$^9"%@H.?]&(;DE#: L(Y4\QAJ). ^!_(WTKVAU9U3KZ?/9],Y&]74$)TO#PC)6:N0:F^&
<5CG8W75&]%]V\G;1L93E6)9D::.N0X MU(PM__5U%_E(00 QW$])*VLF1A.^#JT]I.W'V^*# +Z]"B=T) MR;Q?*I2DY]O@5,GDANW<# 9'K+# _SV1);XQ%.F MH97E]>(?
=>,HAY4%M8L&U1]4>,2E'!S2"ZO^:.UYDZP?/MA4FSM?[2*<#1?? M%"4WUB"95I1N=,TD/Q'1]O K%;'2M1D&1D]4Y@<>4K4I*=<9QJ(?KD=7Z??B M=0^>,.NN1 :OT_F7
8T7R7Y2&K&2D;P,Y:02 M M33E\)O^X!*&B4LOXA2"+H)_/(G_DU"'(UK.*1'Q#3Q Q.1IVL.(O%QV=[M)8'$U#% ;.3;NBSJR(5Z/B&4@MC%)<'LV$-5]&+'B5U8E!)PI4S
MI5\NWY0.BMWQ &\?-FXNI@L8 5,06G%.S5G1@G*X:K4%,J6!Y7F] M&Z53Q3G J3"JHG4L%A@X_-'YZ=["U#['SHL.!# YU:KI.ZS"UW")\XVC/ H> M.#"ZKG8UE;AH))#T=#?
WFNBJOHWJHA/Q[>FE#_[@IL?25M/%KV^9Y12R4\P/ MX))S7ZM8TOFJKQ7/;O YC%9N7=ZL=K*L<;3S@N@[ZBF(3$@ E=2+4KE^EN/G MEO4>(DP4U3B",HP]4?9VRTZ7?
E\E+H%*%$O%2.S)7/(7M*[A66;61S4S35!Q M)9&YH"+"#-V\8.CFYS-T\]P>SYVZ.8R<&4/VK-/K3#8]49-\.#$!N&!-;*$ M2A,[NP&(PT\$92>MP]/:^#1 &>/I 2&;LM=-I"6,/Y
$('ID#![C$!D!5-Y%# M+1P&]CLX*-:,;D-3+9FKL^*PI'?B'NG[CB;6077*^-X=)I3.@8D\@UK@4_X M N$RTBV'+KFBO>'Z85'3F*$C-2CNN=++%UT M[888'7'?.%<3.W#$ M/B0?
FCO]4=+]I2RC:99=NYQ@I]QD2%A?7$H[3%%1U^=)Y]WXV/'!=CD; MMZ/K:.X003&0E+9ZFOKYH2GH$T9B&VH7'1&78GAO.8[$,#Z7C(Y?_]A@0N@3 MMF> 4M=0L^BK-
&^4;MR)5>;(>T]C%V,@O@F>]N#=E\Y3?4D^,'1=Z]^U+X$<; MFA5950PBEX<,-C(]D',0SRM][ZOE\%E)-.GF7-!87\(##]\=!GAY: M4:,TC:DNQ^O_,)T3:9?80Z7Y+A12]"'^/2%!-
7CRI;BR=UD5'*4$7]G_IBGXX M-2=92(6C@"$@BN%/(3*#AQI*'7T; 9][EU,B8].7"92DF;]&_%U82GFX,:*5 MLR54C]Y#'737)?66VR>)59:N>%3,_]\(D:)\K3]8FHF00V=;PG+
MW3>#6O0@^(]9__/@@*3@N_A>ZLY2#X^D!>0P;"MM=$\.Y?2DXYI!]&> GDZ; M-=CVT=M$V8;9H7GP019\2VN@5|>-*$ PJW0"KIP!(R$I(0E|T68/$QN>?5G6
M*^,/.M3:'KF^JEQ=A.*4G:WDR#OT2_ <=C851#:$5TB$#T^6?R553+/TOR.(7 MU*>PXUE?03_&CU?2)QL>:TN+"R@IIRZ3)!D.57"8O6A&>QD^& MD^:CZA(
[W11D[\HP_H=GPES+>*I>BO;K@&)M[&%DMO,.:B@,@/->'E,<(VA MWDAQ_"0V2$K.W]MP@4%)37VDT$=&H@>T?>5&;TT[F$1, \(K7##]+=%G$T- M-5Q(S|C!,_^KXE
&MA1_1\]EZ"ZL0&9HB+&K3V%;X@!\'?^26%*B^|IVG"1 M]>;U#$]|KQVC;>BR06CG&IHQEH0G:G-R*Z)Y:CC@XFP:6QD(DR$^S9=<2/5N M-H$ RJ.(\")GL\@EFE? ;2
)TY;MX9'I[@H^<2|<=EEQ_F5L33->]" MC"%,_^DKCKN"?8\T#B>3TQT/]C=.VY.ZL]]=(_^]*|K%)R\7>S^(G0]%:(5V MV$_'E@M9--Z)2QTPVKTB@1L!-;GN)KD=8|^]QT^8?
X]RGSK+T 2# M*/*R@=KN^\8>U?4-3AV]9@J061Z59D>_X28T;!1SXC'1R?' $;08 Z Y%,< M_D^P^L$A?H&3FT+TSKRE$?F4TPKJ&*#I?B034'(;I 1^U>/=OSU#%2(>EG%Y
MR_'OUAS6:/_]D=.KN7U]&ZWWH@J7 !G$N1R8Z*X>@1!M2I19A)\CR0;_)?,[- MY]OQS$7Z,YC.DSN>_N2K[5O"DA|[#J/M6DM2RN2GL!^SL&<7L:LYD/V2)CJB M.0,F0Y&&,HZ3C-
[I)NMV#5C*N&DIAP >"HL@/PP&08U;C?BAE2,5#/CVZS;Y MH=O]4%<<00BVVQI%P^T7 HK0(.+VG#;BG!NWHR>WR.6^9/.);%^:RJVW(&!7 M9>\(QHVY206UG"3]LH
Q+3:+|+5%|@T_P"'\&X9IO'!]));*U(]8L8 Y$3,=] M5]A;E^!!U&BK]RNF#;BIM-L^/=!H-8<5Z+ ^E%'$4&X5#41EO.-9#FSU5LK6? M122=\3%TK9([\ NC5VGIA#6$C4%8.%ED
A#;E,*DDS.1P]0B%-8=HK0S'LEW M+M\=KU[OZ=V^W'MO:I7[=7&+-_F2V!,D+$R^1W_W"_.U.W3,9_?BV?/G"S_8 M7%U%PQT3:T%%8#VQ&PQEVM3_]\[K7M,Q13+Y;W^?
7&P=XI'8H.UIV&TDG]]>#GAV:NWZR?C&$HI.4N?<9=#;&!T#12 /SK^DG&%| M09$Q[SH^S?2E.LSC5|J M _,V%!N<%>$\T 0T*MF3D:=?+N\6F-
V_F\^MG+S[_'2O=/N3Y/|:] M^DCTD)0&M0'RM)@>HO%]XE#L=FZ47.<4^D\7?L"NO=/BE;_?KE@6(C_\'X4 MU5Q7U]PIM6Q!5[9#6]M"1>21(L2.1OYN-BUH1X@$P?

3Y8F;C7A3PV..@/T4_M_'_. &7O".4Q82\[7@52W'O#QX5)W?/]JAVQX-KN;TDI$ZT"-V-Z1,=&-*@# MCM"|C_"+I8T[N/8RP?V)$TTOBM!.'4_)5 /L]**D*4[_*RX$1M]ULZ|L\]*Q M3O),+Q..*Q^YK0W:'S"7E$MX5^]{Z*YJNF!B)I.(\|4^GE,,\F@I^/7M(6<69&2[L2]TZ^YD"))D/P+N$"$.[7EO"ZM9<&6;]|U$;_Y/FA=2.*K3<"Rl/?F!$D$% BBD&-)BKQXK;B_$65KCC;TJ)'EW\I8&/&3"E<)0Y)/N MVB'SU1,|P\G1V-;F>7Z_|F#.C#P54.;)8X&SB.OKQ3_>-=KZOER->MH3>N^C M2'2N->ND9&G/@FD6,U^1B6//:RY.)QO$MJ'HG"&Q%ASM2)R#96_<8C6U12(&'M)3Q-V!+^Z7GH/LER\>/;&.5D$2(X V'T)7&? HFD,YD:LZ@)Y4X!X:?8 M;6]F((8HW_I7PZHYKW9%E6=R6!FF65D[E'ON&]&+."5N2AM)N)N,L*?\,-2" MH8W8#QM&O$)9M$;^2B;'H>1Q)*DN'S#XV7G^ER__(I)%FD._ 650#.O((VU;].(CP!O)]4=|\V>EZB7<*8VG$PT5LX]C[ZHF%DQ!]")=Z,IM2"3L MAQ.?#M.0,CA(]4ZXB<'#0/W=2LD@O=U2U:.]?Y8I+!",,8U@:&WRX1)A:RA1 ML5K5#4V&";L?Q.=E]<+C=$QVY\LLC/>U4DXK$D_,%,6SZ_):M|G;8C5DH&(% M)3TQIH/[(&>E)7H+|B06FE:TH$)UF[7*A0|X4-;FE$>;+HRJ%=+HW:|((C:1WSM.7'KG5""*C7I1VM>.,$H14=FKT9ORP!BR0A3 M#7?4&O<1 *M,QD12(P0T'=*TA6D=* C$2!9&RGQ492#Q>(UHPZ-W6SLN3V_6|]U9WQFJ>,%0Q2]FJ.('MJ5&H(J7M|]8\.5;EV|$SQ^@D\KG.!YY$HH1;3WP:XBSH&^7>]\8&<9*TL9+2;>7*<,X4 M% DU>_X9M0T5B-8>Z^D_^4S]WH^C"WC>WRZ/.6 (\4_KC\/F&/N35[NU,I%^:%(*L+N M?>06/9?4.&W+T?38O9#?\R47?#Y.%R\D]J$)4"HX*?EH]M DG$5RCWO@BY]J MY6H9)/^HN]'[#;N:5Z%_Z=G$F,$)D/PXO!.F.V/>F_-3_5*[_5IE7VVZ, U^_MK*(GHK<)A6)Q.38GH:8:C!$Q,,,X3.9C"0'.'LAN7U&Q5W MMC8PP,O5<\[,GX+P)RKMIA+0><\P\,RE/_:(5BZ!T8=I>B@IA-A/ZWMP2\'O MW,G-63$4B3O#1B3&J)3PZ)$0%UL8!L!EPJ83^)U>K^C8!0MI4I7DXJ3+:_MB$2D8 R[SS&>AR-2+_>Y2H!WT9D#+"<9)-:,5QSL5N.1#@QYZ!!-!<=[17)K[M!>PQ1H%(HOID"TUB(4?N2(XW/\7<-BY>E>F,%D3/0D4=QO3*E!CYXIW+&^[/ MW=>!<"TZ0$VQ3Y9&)/C6Q[80EXM8? N2"J1L@A[T. MH*NAZ.:VR#YD5.3D!X"WFM(.Z!GBQ#0'M.+*S/5^7]..JUXFB[$RURKK5->P72B|LI";:#9S^FW2"#'TW6@2CQG";EU0, M,]2C#>^,(7;:HMV'H&.A8]&5-.T96?=A61]T.]sNW9 MG>=W9F(?TT#-@+E;'IGF$L=R?8Q0,N=W-9S%@((#AB6OA(=M<:#+X V5+|I<@ MB|-G3'-6N)K(BAI%|\D@.BB5#7P%ACP#-81PI3'<1RRG! MI/P[E4470QIY]#>?Q3$0$8!AONP'3&&084P@*?-U%X]B1-:FOF?/N\NR[)3F7;_?QD.%\|CZHND'DC4=[&/ MP8'5/K84")FY>A^A%N!.M(>S2 FEQ-W0B6BB?I(T$B;B $;**W8W1&PC)U99 M_4/$(8-XLVTP$5(3(UP=C1V+?B%;+;P1S)H'H?#[52QF3,ILE)[\1?]W|X_R M&B(E0TGPEADXP[8I7+E.C2LC+] ZE(P%.U.23FDY$7HW!K/ M4]Y%;TD S]NPW@PR1!.08WO$,"C*1=H+]5H./ZL$;_.*:4YIQRC=-_19MFKN$Z0^;A#PK.$[^]USCND|M?;VANY?Y"">%:KBL]-!E.EO^V?(_\8L^IQ+.!)LY5K2UQ['BCIP6]9!;/^FG M^0W.@Z!&N?0/.1OJA(Y"K8G_+"?Z@ 7KGJ,4VQ(E CEZ_@+K'DDMI@XA,CM&MID#]4@K.^]H"8?S3@/VMB]=N([!;YP/>*0N]:HPKB&V3=.(]5G<\801QG;D**+D'R*S.35U MX9'%47TA(FU"CBK?^WLP9(+*-57EFH41V'P[YWWQ$H)-*F7 E#F!@3TEQ&]MQ"3D)\ XX=EEW#I[%Z(!5$7<5)+M4^9W?*>[IJ#6.HN[L%@_=3T&D+O `4>Z MS 6\'(Z<&1R_6SRBI1<|[/%^$!C9&,,B*-8=&+EE1EDI=H1.$7=@?\E/*7F7] MG:#C11'KA"4#-F1(R@,557LF.-;H3R$GX#_C8I\K6R>T3.(NTQLKUDAUB@/V MJ$=4SILHHCOUN?)CYEQ V#2'B4_Q]#_(61.R.ZI@7=5W@N>-2??LA-%@855Z MTI[,_D _3HV!2^SCD\L?S9DFX@_JA-U;-,0D+9?@DHAP4?PT%R8A9CVQW-L[X M'MC#HNR;*6&S/*H1L4J0"3)U,@2BAR=4< ![(T9K]H.]V!':;6;B;8+J0[JK6 M$;,[@!2/X&^0*+):CFPIZ.;]C1G<7@C2'O"17#S,%[I&;&/Z^FSY|O&,?"1 M_GQ;,RZ|=5U7VLZ1V8+-%NP":O#CW8$3<O4Q5Z @#]E#QF0"0S"+; MQ-J_P!PC:"4[+-@A\D*,"P'#=-9A&@&5AIL81& ;<1L&R@('0K4KR$9(*RI M]]J12O2F9T9>S!;@$GR8;[!9_)?AGFAY)Q3 6$Q5)-@ 6JA$]'.\P<#B_)"Y MG"1;JNKJRM#T4A:5OW*WJZ5,9OJ01LP#I8[K2@MTTP'HOPUT@2X3' UET6W1]U$,.140C9Y:'2;X/[__DT^E;_U\^N/W_QY1_2U/0@,3R:@T86]2M,PQ7=L?TK M%48HCWHR8?$9 ,T^];/I4PXYP934$%:G/0 M R-=GZ:!]N2>DB/3X7T5-T]:,9@WT;R)'KR)K.@DBJ0I=1H=1125-)S%)'!E M.M%7WMT66=P!?UN^I$LQ=W_L5E#BZ7K4VOQNW@'S M#GC$#BA.&Z7 VS"-G6(0&M/33Z@5%9Q5U;]10H@SVJZ9U2"D)&RM*[ZV5)CMI'H25B@E[;O_Q=4'PF+_KZ7GT'P"2P@+I**,%*I[0W;+_?'$Q4R J0C].G/ M6W#>@H_;@L/DT:E/APV6TI(S MVG\/!G0D,1"X$,"SX=0 IT]HB0<-0PUBIMW MWB7S+GGJ73(;^8S'.*%.%?5TAO',VOEEV>20U$EC&]E2LNE2\,*Z=FT:QB2L M4/.NF7?-;Q[@+)T%M8 #O]T5!X*E'/K./8"5Q692PZ_RIFA#NS;A^8,\YEA) M0 *5(Z^\"6NZR'Q(;,=5G6=X0S;'8BX+&9$>=0C M)$;$#Y.Y8-L0F9]GW.(%_=3T&D+O '

693\.0=+@U\.=#_ M 0Q14PK4LS1#OV!PHM;C:MP+Q95@-<\2DB/(FUL#]LQ"6>FT*WQ:8@W1T MU+0NQH#LIZ83CD/?<5%\/6 4*+ALK^5= H]3+WB^"A7],$-67=-J[\D7]/,&M>!RJfT1+0A_OQ%(.NDY*_HKO+VVZ]>J_+L4MC),"Z#I.LT4Z6O049F7$'FQS|\Y>W? ; MB+$40#UXA]@C@R#$+D<"_OA_^XE?H<&$IWRT56$^=>93YZE?=$2;8+>,V"CW MYJ^G#6Y9&/\)[' 4OF[Q**=__*_H>5YRRZ528V=W54/:LR)-3UT,5+CH $. M0MT3^N9GL"RCGO"##]\,.ID,.BTHZ,V*+.N=E"^%^_H*I79 TJ.V|K[PO,V MG[?Y^^?C^/ZN\IMP5OH*;#E/]J_1)WT:D3IVY96 MIG[EMS65=$O'!B>Y>PP-+PD4D7/_D=" &_]45=U:P+)G^-1%>B;TOKT7>5>JE M|KVOV# EKU_Z;G05".!U^8M <>[(*]^4/94,N%3 D"("QL#)N,V;HO:!X(:] M]FS1"N#70F69C!R96^ZVT"& %L%?<>N\#B!'9O,P/<^$]Y08SZY'7&?A,->E]]__]^_75\|\L MR#MU/IJZ1#? JH]0?VOJ/#"HT,L,.'S9->P.NZTP+6C_%?=KX5>3^Y@*(=N\ M69>FBJ@%OK%F>19=!GK, C1WK>MD\;@HET\ =)XN$' @4ZA,[U3]"Y >+Y MR^1%^6*+;WKPIW$1IHPVY;!W+*>C4_4 QO^NH]>Y'E*HH@?$-,Y&\G>M-9^I^E/D!NO M6VO5511@!D#-R_6I R1]7T_EL?2LQ07YY7VEC|#JHNL^10 6[C45-Z,!V*L!.5 J-.>E^1B!%(FER%SZ:+PX("8P MVA&%6N Ls-@+,H:U1<*2(S'^KP4WZF5)%(]'_8G)%6N_P3[,,$NBPZ:, ,Z MG-?A(19ALN8D.=!WX$3UWF2#+H\13;1,!::,BD= 4PZT/.85.J_01P9 ECX(M/.!4*.B988K@=]$K>%YK\U\|E(+>((KNQZ(26G5)A_GJ7WW!3;54,Y.V^=6 M,#9;_%(7_MND9$,]#=F04!:D.P?*FZ,HP,O]0=9S;@F_M);P+^.;6\ \,.#(? M%?-1\4YS"X%4WD3Z93DOOWGY/6+YF1,N(2O)J8:=R\MN M1\RHBT-^Q+$M_>KSHIL7W2,67;O#FCH+;"7&6Q(HTH.VJ*BASB\G>(^"114? M@@T^X%5]P7)SDOT7;7&%[(ZL>JB)%KL;Y- AXCF9T#(0)O/(>;QGQ!?_____D|0$) MVDRHH=K0E8PF312C+5=7=(G\]RJ<5^$C5]&W=T43S)T$*40OL;ZJ-QL4\?U; MN^H/1MMX7G+SDGMDY5.D2*?;?3*54=1^,:9BYD!EL6J*-N4F<8<"OQ_"+;F*M$CP+7*_+;QS:2=]2^=H+,TG|@^7KF2AN7M2/7-32'1CH/[+80&6DJ6/V9ZG^ M^^C[6QLWIJY,]BY?UB0GBRY],73TA<4237B0OHV-EOA:2OU)'1EKUWH[N)S[MX-[JO632.2XB|^LFW_L7Q!J HBT7SJ;J0 M0I W326_7N5|ZTX>BKIX4T,*\MS'6]&9Q+2M)M#=O7Z_+C\']V3*MUM\]M#=O(7Z MGNA<+4X9*)ZJDXT7%*S~H2@=#-7?BY=-2^2YPVI3E^WWAW? 6U4OU\^\/W\+8WC:/HBW)_MB$C(#Z:L,+FF?N-P8;ID]@J-VQ;H\j;_]Q5$MOS&>QVWXDN&[#S_RZ>?9K!# M>Q&+J<>^FOF+@/)UYTIDMFELG\2X\1.ZQ-I'CA47L7_L_1B??_;9Y+VO%Z|C M7D9H.^BYC+$H\SO[>,A;SUF'#Z)B_]GI"?GTN;XCF5KRDHDAVG|F,C^GP#<: MY8H(&7CN$%?8"; JNQ#[+>,.[.7%)H&&#$K2?"X]PTKEOB16'DUU"Q_KZZLOI M-P)M*/]Y4T3R1FCI'REB4]IK57#4(8? 0>;GQ!?_Y##E+F\;$&K$'Y4P%< M.!7 ES.J=V+G_IZO#VI&5CB30H.Y1%1;L%/)ES]PDA[YI>RH!0%F(O4MO0A-!->47O)_)OLI)?R-? B9/Y"M0I!86[6^YA?N(19=BA,K4B.(HG7D$".E-QK, M"ALZ=-I0^M@771<+QQ!<:D.=,YZ1U-N,K-)]Y]9]*:1KJ]5SF=$/*0S M""B@:IAIWDNB#@;5A9^&%)? Y2G0P_SZ\AS#*V1%^BJ?_I_H:D/1VBGI4]\@O ML&_;_M, XM(PA4WEWS^ID)4YW'],2.(36_;Z\PA;]^P.6AI/P5M9-,]S9U?+]ZG\M"=B]XPY$^H2,'&3N93AJ#.]V0-)D/2MRN9#?J1 ML)Y\ULN_/%,PF]XGD5E,5&%MNBK('Bj(:F3'IE6+4+T3OP6T@,L$]^5O3*K: MQ1(^_LJ,]@HC,6II>FU4_TJS'#-.;=[-EU20^=DIE/-MX+8XL'O M=Q]I%7Z&UH#ZG?HMI#5*-=^D^/7&9>G<\VHUT%TE%)#/ /C5U5#:C@\CULR& MR/6!E#Z*T""BQ$?OOFUAKGC-F\W=/+WF02MW"UW?59DW+&=WR O6\/4QZ?T M/YW4B5@7/&S'R%Z72H/[W40JY1+ONQQ4T-$9--1U6804LWH6226W)]P)L&;Z M5.R!N2T_#!U]>)HC*_.F5!0K7,< L#H^.B5[9\B$<41]10^17XH8G"6 M>Z7;)-; T*!-*+0)FKAEJ^;=`S]+UXMON#2PK\65 2)+-)I/HN5?UM%%WU^.MGFQZO_IW;=`"+0V!3Y<&]QU@7 Y.7V$W&6J%66%0 @K/#XJ?H AO=I,_MQ?7B M'P&I*F%1N_B.%>MT';T$:+R [_=-@'6_TI@1W_MQ/#V7/#%5I\5?NFO M.<[HFZ\$]=_X:=SV=HYZGCOSWOQ^@/,1LHI4';V4 _^JG M7;,*?4D/A\)$*5* `V!3"HE%C0MVWBJN)CTMXX)KV MCYGM8V+54 Y<^BQYM7@#1XGV.F 6"<9_T=9L(QB77B!V*'<$$\&_H$,6/0*4 M8^\ AB>(VRS-"_21RQ2+@[U51R;7AD=5)'7%C*)]T('HU?HC-Z0^'F;;ZB M:,6URHV!*\ZK=%ZECUFEY/^L)4L3%QTPQ+1REU3/V]=$TOF)!EHR?>L^8>P! M?8X"![K737M4=U=?>0>*L!PC747SBIU7[&,H8_MN5S?^$MQ!IE4QO] ^699Y M=>/#!;>Z^7BIC(UK*)UIP+KQT.>X!M6OFCB?HF"D]9#]:D3^&CQ1\#H;RIT M0%,3P":`NFBI*<_^_]>54_QJ6EG&S%^4AGN)!4& *5Z^7+BLP&"F< MZY!$'_1CS@MR7I^/]f4=QF_H-Y83'A!&4VJO\B!R]A=''M")_KA2)C;B2Q'R$T4$RG)M\"'SB3]M!5.P<,W'/QZA,)$111<;89@3!""5"ZL^)8L*KNA,Z#TO^$$7M$PN%7Q!7 M8-.AD,B?X&X8ZD2#BP8 4*,-,T@?9YIOS_]>G>"|^\M=N_%LT\5COGOPA+_ MRI3 O\OOJ./?G13)%?H1.JN__O=7WV4+=2@I^<.M!N?Q"MW5 ;MAB^OH>';5 M-M^2@05S4<[4LRT8,2K0%ND&2M>W-E"N.7\52>2]!)L=#76H5B-*V!< MD16LQN8+X(^% ":M(H4+F^<6OQ=[O?-+F<"KW6V>/]Y*$E8AG,BOYPZ^-R5 M?,%=R7^9NY(_L//A8^]*]@:SJ-=LX:/=BNRXME_1,/21N18CRUP]9'67;I6# M^6;25 OC!L*^,5-?2!?D+5-N@%M.'13N[IU;,&8WZTVP"DHU_T0!3=?46NOK(D M#EU]?XP[<* &:L9(RCAHQ3TA4N7[H92?\#0&(BM$$%&,G)Z4P/Z"9B20_$S> M.&_;"T4Z$^!WM%O\7A3PZ*]DURM&!)% M7!O5J4_W&[Q!]_Y)+AXY?<$=O^K M'26HFN-D6(4+29,+X8,/=#.@9D?Z)^R,W*YI$UC,/O;"\N\ZW&IEIA+ MOMCDM_YYJ:WGEWX-MF09_H:I=WD0B*3ZT.9NRC*5Q1DJM=*VVZX[IDR7,"\[M_K3;/H#LWV*'_[%N0B\^0_W/7&5=.VY\0R_B+!WU3M&LFD&..DHU;(VVS+IA9 MCFQ TX76O;_USW8 =>2HH+'A%^WD>/]$GCD3^Z2V;2/Z<'X Q2V7$// W.C HA<3 ,.#H831;WM*AND[M(90M]3!"U;KHCXZ KFDPV=1%F1L2I[^_$3<5?(NB#XBUQ(]&:R+&AKHX985A M"<>QVL7\E7"FRJ,H[R_.8K&)F,IB\|;,S>^,?>'?08O!@BY"W@P-MLR)<7 3 MF&:XUC/8:/9'PJ.O$TCG9V5W$U6/[&,OVJ+K),DY.L#KQ=.8*/CQ)W9JW%Z$ MW?_/"HVZ&"3^^'+O=_C;:O[^!SYIG]!<=47K7 >><,\QBT!T(M>"UR>++?FT%S8,7@Z;I MZ-T$CX.G?$OEQ%3TTO'0"/>COX\,PPJKX]!C2P!@[R#Y&,)O+!*RHNC0GW4`M;2R7]^WXY]3+'&0% ,%6@;T'=6?]=HP-+>]Y^E1$[?!@YH45*@DM("N U\F9O M50M)[*2^TOJ+T>JG-Z-_*"H)G9)0O5DN.'\>.;P<782?P.NAZ4KP6K2#5H?MQ6*P!?$G]E+R0VO>@70^MK3?_%>))V:M.!6$T6<9J#Y/D$!I79 .D',&XPPJG M6EEJCXL/R[9$>,A,<; (Y,E@(HBHGH38HR34%;_6!P\P;XUL.9)19T5 NHWR4 MC_, ZE[!28G48L3ZE+?<1Y,SR0%=>(UC01D:%UH40!0)*X>3H-53O'.I/>>D M;^/?#ZS]OB^[XHH/#^]M%- O<*+^L=K4TSPZ=&7H3'-A MR!V$MNQY=40_1507(0*>"GE%C' BI\V4&BN<%?5XB(Z&VRAF0R\<#AGN)!4& M[*9%fTEL$\10C[^%7^#=K.J6*$4V)WCXCX9O=Y05E MW[5!V'N#H*VCH4TM5E&A632!N).E P712BWS."4&A!UP(_@,-GCNUK]EG726U8,E2^"=QZ,EK(\IXT*4_# (3:71WZU_O6\UGUO^@)7!087XQ)&G MKUK1@")/"-U!8@-M:.^+2<>M@0\3NVZ@E;)MDSM*\H>BH$I9"JA5#)]$H]1EX M1&?O[/U[9Q?FBOW*W.W4LRLPZ<>BO7F4 L ['M? D]&8QX'W6@>RQ*\+[^SN M*C^X[7'1'EL"T0HV3K3TC.?XZL'O6W"5]_Z@)B*UZ#FBZ)N+6TG1A/>1.1@)7EKGBDFID3$],\LID%?8@&&1;WC?-Z>4?5X>(V!|$* M9UF=T6;LJX#A1U^BV+,&MC|*5@!PU!E:0^M-QA2P/G;H5Y94FU6.7$<96\@\ M5AMB3F,25G|SP^W*_Z1G HPD?,&>2Y'-=7CX9:1)+?3(!%>R1#|7LYD%13R[MO-D'G'? #*1I*!WD?B\EAVZ8_V*>(JMUS)6LV31>0I/C:1X>%-,&&INP0M8<= MOG>Y=[!=]V+VYPR5..@J^DEQ']-4AARF6!@R7$94X;'&BB]?-.LK)F9L77-+ M? KBDI1&H^JO?]B6=\:I_E^\I-$86D:*GA+RMT5#N6)_@R.1U.C#$G MI_LF%HLM5;.P<4HOR>Z<6->)\MTUC?)6N\|(58@&>>#D.[S?O5SXJE^>S?#=#^QP M^-CANQVUK]7[? 5]HEAE!/J2 MY*KW]|:<@FWX.GG7Y:L;?'E/#A.IYO'APVERXF%&G5"_R*K?2.#'^FQ!5P/W M^>KHW4OB7:,D]DT#4<#<\'HI')%RM=L M%P.'&JH'PWS;M-I8=6*#\&'3E[2TD*A%;B^QVGK/S5!:6Z;(*%_VA\0 ?3{|AH0'RJ8%*<<<YIF>MOH=T49+*PD,[W7B^^*&TI< M1H" ()NR1T8S*GH8O[.16$U\.IWI$3)INP62[];8V8Y;E8&=03N.;9#LOAPWC-?& J23_+9CFS7:A)[83S;L&$?A)Z&EQ0?C@GE<-6#-*5M%ENL4DJ8#*@%< _*> M8[UEP]/[$92+,N\K*O3Q:9'3\BFVS+_#AI9-D%GCPN]MUSCI5M&WQ);QFVDA M#@=.M%B\AY0)5 J-DBT#[8.Q(!,PI]7 M $/1ZS'O1C(BX97KNU*LK1&V*'HI*YF\6)N&@'NWYIY#W*GT \ZW?(R%LU * M#FIK;0*)_CX21.5Q\IC'O^D]$INZG(#F D+S.17Q),W$:FLK0.!]P0W;ZF(X M^G9HQ&2-Q\P:K=N8WF,@57*\)?Y ;7*0BYVC$O<5XAM.5 K<2I%U&!H3L) MYY)_ZZ;?-LFWT<+$L22%9BNQH9M\ M#7WHOG4F^ZHE\#@DC."3,.?Q&"NDCFE>P4A*5X!B9)Y]UY#B BRRJBBIC[4> 5D3R<+?%2K K_MN]XL:@JE<@T=TUF6]!WD MM<4#T46&ESB8$W4S_%Q*R;1QA[Z3A^9=P/**7,"U)X,DL>.IR7 $FHB]#7 * M/WS12L'W67[$OR76;PMW2#H M5 N;5F ==7,T=*.V-6YX<)H!A0:5N&$,+]*-7>KT9IE,^ OZN,CIT_48?PX MM@%E;:@RC8*]">GH(]:$"\M6"QY*5*ZQH'?B'9]{>P M:8C#6C(F0XKEH;&O2LR]\P2,5P&D%3'Q-*<>'3!BEHC)>^6:RV<&:4*C+HM M&"6'IA"4U\K_"M.Q2:.F.BW.I/M3U?.6\,[KEA=|Q&=A$J.-@8F%=N]6 M#+[[UPS=MN92T@Y[4GKW1]?`YM;4GKZN. XL06)@@ ]\&:#5-34;.D.SS^4D M,XZP0+1+H;JK(:9VZQ@2,. .LENNM4&<]R7^U8,A%9[;='!0Q_HHXA6+QF117.R.X9A.6R.B M@:.3PN\V?)VD?KF5 M\!NH$ 3^H9:WAS?@@(6I-04WNR;^RW4^APQFV?%=L_=,Z,CV$\6L9=`7DTR&3 MCX\Z$!@91YC+C]!O%D#.D?I#D)A^N.@RZ)A$D FMQ!06C.1$>HDMSD;C=EH M7 !TX/LT&#LMQ=KPC5SQ34&YSI8@I)0[R[48'#3%#[7W86!A*&L9)-8GRPSW!0D_@.(A;_OXB-6*/4'X" V0MY%$0P M?M>M_"Z*HHZI(Q!D? E<<2)W!^S:B^B@)8# . ^]IX_WCM@Y%-6=2>262K%QD MMO/.R(T;FH,';/F0!PF0#2MA*D&81(U'UAY [X.X+OR3@7=R%R61\Z8Y A(G MS2_1C1CUFW?N^(G#)-5*8Q&':]L(\R /0FFP+(!HY (A@FLY%]"$1,>4^*"'M'Q=KG @\")]06P_"G4VZ2"[6$KE3WWI?)%S6FOIQ-++<4.4Y"=:TN4E9BIEUF M@WD!A^?/(OE;+3[QSG6#5M-M4|]17_.BAMDG(6W 91]RSR7DES;RAOQ_1TDO M8E:B2R2)4].C08WRH[RQQZ:DKT[>Y5Q]> M#>VA($5*YYQI0\5\#A[H_*6J.P%()G8L)UH,-]BZ4AH"+ZVM> ^BWR3I,;F^3 MH)\U3V=([R)54CL\QO2^X&=:/]2P*PT%#8+B+UF<\JN-5!.Y"W\V=@A4]^A MV9D"R>14]N>X,.Y_]NRS0-64.\O<1Z]7W'|W9%#9?$WZ.5P44B9H%)$/A7@B2Z# M.\$#A/V:ZDR%M,S[$]C)\T;9-X@CQ*.X72'18@83%A%9'FA?TX";!!EH!S>ZD'0APXM+:KNEH64M9?WQ8M(=HL20Z)**'18&(3 M %DU3N-N#>=%%OZ]O/7Q1^?_RGJ=]WS0 "\|;Z--\;D91.% M:A0,CM4'-K/_^_5ZQ:>?+Y8D?\&>C6@V"I/(5XL_OOA35,'Q%_B?_Y0@\]QO M7_K9=6A'**FH2IS%?D$WV2<2,'34Y>-'|G^_>/9LL9>[4#[;'TIHX0DT>A!) M6P*@<>A5;GOS|/5TWKX=/4K1M3\(X]H&>V<>AR_EY)P@:...S6;MG9VZ[+ID.6 MOT$!$FR"IQ*YMU83-59T%K_M3 %_ F@.|'ZH:R|^>5'O T/>N7AG 'C.5;|"'P&8K*G? F&$:HMP%C,K;C78X M+S!GDU;X>O$RN@6!BUIETS&^LQRNOYD(3] 5+8!)3=I")2/A7"53S1X'E^J]\\"=[_&@-&M.<\7_T_LG=T10?YHN M_A].IODXPJVG<\Z&4^3;S4DD-KEF;;ID[UPG%IEYK4$C;_TA@)M"I_G9K7#G M E\T!8+UW95>]=P>_NX!WU-P.'E.MH2E0FU5Y,_@8E)=&?5)XOF1SB3N9PTB M0BHHB18I"^K6V_.\/*A&2Y^\>/;L:7[SS"^ 54YR4=*^/+1&Y C K"-)-P L8 MI9BQ@C7P]_]_G;0>AU4^"6%6?92$Y^)=)MU;3!G9DWY_[M]/-M(S4:]B[R82A{JY@('(502 1'.Z M/5GU<#3(&S!O2L(9 MO(:D(60\:%-23\P(.]%U-MT@(>;KGV$!07#A.-+Y$'8EG&O5Z*C)G-(]"5[MBM94C(5U:EBXQ*\N(.6+C%QC\;.1BYDSHJ^&(H.G33\C7I./+(13_!AXZ/8 M$NZK2>C%,$%]]6%"_M2AGK!^J 7!._4,>F_I3/5@KN"7#!KSZL)?\4*_\;RTP.I'^?F:W M&#GZRHE@54%IN"@(D)##NFJ++#+]0$'J&\A'\:IOZ(3KF4[.Q)T)>D&LP=X9< M<&?(B]DSY ;4B.HLX_=YTY(.N D@((/$M[6HV3 GY90+6U<9.YF6C1XCSC= MV9.WAS\2_L2LS.DV2=9W+-TX;$S,+"_Y0YQ5.>AO4.T=\UA3-U5S=?<]ZR#Z MN.V.(S.E^\WGWT2GO&\4?D/N&W2"-.C>B]Y[";ZM@'.+QKD;>#).B3GO>;O*G0V1[.!KS/E-G8<80&U%?0U4%D8]]M:E>)4Y.X2M M)-!'/$A^:_35X$K"=92D^!?]B27"X^K5A^0YCQ)@YVIYM0>S06OCON5-85$@=DEFR; (AZ=+R>_5X4H*[*[[9>$7(T>Q_W][5]K:GRNP^;9G9[]E'T4NG0-[+:[Z$"'"A7E+LDS3)7<4ZT;+1D!2UV M#*X_ N\B"BC0UZN<$H%]S6:NB%,((8:!82G3>)@+![(+A->F:]? 3#Y,WE,IAR/ MN L7VWM'E2[JO*,H @D!X65Y63.#KDZZB&BIH*(C'#,#'H*6>+I'_2V(5ZA, M,/'B(%2!H$C?TKZHHJKZB!\&[9W; (QDMAZBU7A26^,;GE70&N&_5D@OW+/%,'@TV;`]D(M2G / M PO27&`^1*X>GRL6E!#98^_B=(A(\/J85@5.Y985&MGB>U!9>3>N7089*MN;@ M[^"+"_%4HB0%5]GB(_4S=UL@O X";'C:NU(?W$>_.YE]?MK@-M7$"WS&BKLU"!HMV2 *C'LR,8$,7-WM-N062$#'-.0M%6K*3;RV7W1G5DY:!-M5P4$+GJL:@+MI5LS) QG]V&Y[=L.V*]G=^OE*HY9 RD2RYK3LDIB1$B2Y1=^+|"M)1AQ"HT0DV$*&VS]C]&D(IY,X .D5X1 @(*KD">58]%^5W ME%BGZXXCI"-X>U0)AK3.E7BI,Z%+BBJ,4+,.5? R5AV3IC(FE6+D;"E,NF0(M# M.4Y]S#,B6PNG7U$3A:Z64. P$5APBD'C"R5_@\]VD@NR*R"04K1]Z,-8!,3< M[B:ZX61!5U2PMPZ@P!I+1C71< 9+=1625'1>)):C8!?P^]D%(?B-E^W$^1) MBJ-.Y^*.HX4+I=<)O9,;1X#8I/0\Q\%4$>A M/0J6E9UZBZHE%MS62-$^PP);.9ATQ@8,+-;8I=UJ(.]N?(6G2XD.1#NF,=UM M-GDDRRUPE[6*#*R)BOA]^WR&E^H[-CG9)CQ2>O!:65FR+-ORLR8V!]5CP*-B? MVVPQN!,\9,UW<'=M[SW289K>$X-P/=9]\5F.>5FFY%1AR?V9X\3<98WSTL8? MV[>&RHYN5@AE+1.))Y! 7E0;- #R "0-? Z9QC ,H35Q>R#R5U'>QP9\V8UP M^83!B/@ -<<]N2$SUOYHRJV!@3I+UJCH//Q-%TV,$@3HV$] MM38? 4)M[QOIWZ\B7S=8",932;TX3<=ZB6W.$;WUB5\&9%0(-<@DO?@ODU]>O N/KZ]U'#$6HT/I,8B3=D)_$E4-#Q!(,,3C-&!&E=,C5!F7#%5PO04?MBEMHBP M,0\ *IF4%K@I9$C/>P!$)#,2X%X-3T5BF1!Z2L4MV6^618457;P-D&GEW*!S MJFRJ6@6IHNGDZ:MB+B"-7Z=E44N:<;, R,I5$U,IR*IB_;81:!|,+>@\P)H MVF*D#:69JSON$>AX8OH*M.A9+ON2$1%ZKU[,*2O7FMX8>=X>%GMRX<(2= M4:QZ.!7'PD2Y#%&Y2P/#)+)3!9$SYFXKS\(S#M(0>W4Z4JUX2A[2ZD^*=$ 4C M[?'E&[_M-_9H\-CH7ZD1*S4H<_'QLMNJB_Y7.]NRCC+0?1(S%N+)6F[7Z[) MO%%=+]MDPR<=X$*]R7UQ5Z7?XGV'6+O6I.NAG4J/T5@-2KI$4P,LY$S8(\'RT=N=IB'&Q0-(UPF P!#+,YV,M)5;/][[Y\ MZ?VX9VF^>4;V9DWDHW0M76_(;B)_V]'EGA*11O[!UO8T*M$_Z>_([2X#C;0 M00]5U_IW[W)7D$1!*U6[8Z3EUW+\VQ'BN%+]3;-> B9V%=Q.+G&-D:U? M1$@X40^C$GD#XX9\P+#3 (VN*5@$7?_7]7^=,QERSD2U-MUG:P$C@HA PXT3&6&^Q42 4/"0HV.W^F#U[!L<44%B@?.)S*Z[ML&1_@NP\,EW$B)?]IG,,.5N3&E%6F#/R'U(FX&U(55-=75(*_Y#*#L,\#.Q M9.@6VVIH&@sWXEM\+HHRV99&Q\D\HIV*%/PY_G5L_"RN@M$P.ZR)4N\^;-R< M1$7997G?"P>1P,Z=$5FD>K? 5;Z_>BN^3SL#BU!'^"_OY29+FU;FG=VD.W5"Z M9HNH8:'%0I;.6\ 5F/M9Z#8_K6G[%?KD2:EB4@5]QA$V>$H\%GAWB(RG54ZK MW#XJ5^17@.K &9F->!5+D*I>Y@/_JF$\-\; (Z:JDG1"(/2C2WV%>,Z;,$8S@ M&O6L+)]KF2H3R1"+8[<)Q&^MO5I[]]#>MN\2*V^R)1.0 $4;A%8PK6![*1@" M(O RD>B[@7(I ,T-DC9##L9KO=)ZM8=>;=3!. 0HX%C7P-$N M$NH([]!-J+L) M!ZV#6@=>W9ID!W"?G,%,=IAV$9C4!FG7V517D$V;"HX0R(;WF[,"Z" L>M]=< M/IAV$OCL35M2XKYG)2]+-[-H]0!-D\!7XWY.CHXD\NO/9S>?KF598@L09W"(!5+.(G1 M//"9Y;J&@%)P'.VSOLAAVE/8_G[&5GRS[,F;[ER/N,.;?@:K5]\^5Q2Z.>#<>=Q(8F<]"?@;'3#-XHF/ MX$7OGO9,#.Y.,9U]B_(#OA\A/SZQR0EJ/G"RI*/$ <$,-A?^P8;_7S$S&V[MF'[V]D=G20\2,QQ+B'NBV14YO8"}]6^-(VGKW+F"QXOA@;[,%-9SJQO,ES!.PG"^!S2XQG\)\G'[L7O)07/'NN MJ'K9+Y@GQ9PNX+=?J#@" [/_R[6N\MQ2QS45\\M61TU3VBY84D[>\9!>]K'@-MJC>5ZBL#]2E,!&\(TOL H@F>/U2D;<:9VLVY8Q%#W$/]RG++>1,C-K P-S_-=M &Y2A9;KJN)P5>GI]\>&Z:SG>,^BY\^]YQU(Q(Z;P@N2O"[*=@H$51%E079> MM+!";2^;9-[#7.RMWEW-=++]G-_]!O'*1&5LV6<;HH8/3YT/?*Q]:$]VLA6W MP#P ,-H 0-HD-*BE2!XD)"$45Q"4P(A\^=F6>0L"-C=^S :EQSLYOE)?QH77!ZW =;=(=#Q5AEFBS_YGI.OZW&%4'Y N M^\V/CCWI N@P=WWM(CT;)C1!UV@8+OCA9L/<,0L*#S8;]@#I+G? L3VTK M\.S \3S7M\(#38\}(\|?8W+LP1. K2'%@9V,-IQ77/*70|74>"W(GCY2CGNWA\B>D!6^O52W.1:ZVW# W8:^[C8\L;KA .:H)5'Y.$=E]#2.RM_[M24$UOH'9OP1$4@<\62W2":MC!E\'.B,@/8)9L6+.!>3,#0",RFE[B:@@9<*\ MW\'4%YV1U>_-2+7+WG*3JTS0YGG[H/N5V+^K%!:GDN!8^ZNRA&W?XFA] M*.;08[F;S[S^G=X0B:/.!.9%7N3OFP6S-S$&V.|^QW$R22E-3=^.H;G.A,S MH)%MDM:S[=1WP\|*SO!WB6G<1VK^\^SUY\#52.K8@>E.@H3]AD5,.(I#DX:. MGUA./+&F],S(R8([(8V3%[_7Y?P3+1?5'^FG,F$O_(E=Z^=Y$?]]9M-]DNP M.V5#NWI%=V""WG'8%$#4QRO6U+.24F#/_GL&PX$)]F MR'B6/=\JGOU5WV=;;*=..:$X20DW/)X%)? #LV@\".P\29)KY#UU4_B@,_"1/+_MC]>5ZBN#J2E,!&\(TOL H@F>/U2D;<:9VLVY8Q%#W$/]RG++>1,C-K P-S_-=M &Y2A9;KJN)P5>GI]\>&Z:SG>,^BY\^]YQU(Q(Z;P@N2O"[*=@H$51%E079> MM+!";2^;9-[#7.RMWEW-=++]G-_]!O'*1&5LV6<;HH8/3YT/?*Q]:$]VLA6W MP#P ,-H 0-HD-*BE2!XD)"$45Q"4P(A\^=F6>0L"-C=^S :EQSLYOE)?QH77!ZW =;=(=#Q5AEFBS_YGI.OZW&%4'Y N M^\V/CCWI N@P=WWM(CT;)C1!UV@8+OCA9L/<,0L*#S8;]@#I+G? L3VTK M\.S \3S7M\(#38\}(\|?8W+LP1. K2'%@9V,-IQ77/*70|74>"W(GCY2CGNWA\B>D!6^O52W.1:ZVW# W8:^[C8\L;KA .:H)5'Y.$=E]#2.RM_[M24$UOH'9OP1$4@<\62W2":MC!E\'.B,@/8)9L6+.!>3,#0",RFE[B:@@9<*\ MW\'4%YV1U>_-2+7+WG*3JTS0YGG[H/N5V+^K%!:GDN!8^ZNRA&W?XFA] M*.;08[F;S[S^G=X0B:/.!.9%7N3OFP6S-S$&V.|^QW$R22E-3=^.H;G.A,S MH)%MDM:S[=1WP\|*SO!WB6G<1VK^\^SUY\#52.K8@>E.@H3]AD5,.(I#DX:. MGUA./+&F],S(R8([(8V3%[_7Y?P3+1?5'^FG,F$O_(E=Z^=Y$?]]9M-]DNP M.V5#NWI%=V""WG'8%$#4QRO6U+.24F#/_GL&PX$)]F MR'B6/=\JGOU5WV=;;*=..:$X20DW/)X%)? #LV@\".P\29)KY#UU4_B@,_"1/+_MC]>5ZBL#]

6I$5^1L6S!UG#$D=VK;=/[2'HPG8M(*M.Z+7!P6,$ M=$-@W0):[FD*%)X0O';4AP4!V*PO)TW@XV8)U]E3@6XA@5VO)33O'8+,,U7F MJL?\X30-_,#T)QY3/=\.S2B>4'-"DVDZ#6PII,&ZZC&)6[<43,PDBME;VE)!A[-HF.U^\T(^I$X4,_N2]U_=X_J3!'93-BJ>P%-XWT7 M_82<2V-P"W]$YY(D)M2VI]'I$],4IL*4$C\AD^EA#,*0G$M'M.Y'"=R[M>#JAOA,:06@SLV0[GDGH-#7MV)I8;A1.)M:&KQ&Y?NJG]M1,ITYJ M>E'HFR$[M$P_#2HA]>&XP\OSHY_)W4L8SPI6E8PFG(W,NL^-4A,(AH3% X['%GSJ3$S?\1UO<CL9FE=.5,TL.(H-F/?81%(Q(P4 M<9A#2IVIS2)+V!!R*"<2^-/=2%9>6)\LM!>I4/=(K8ED\6_F!;:\LD7 !W,?\(%C2!YNO?)=@5=*YSZ0+OD M:D:!3YGQCH@9$ILR!0A=VTWM9!IN&.^[KO@I^)2&SEANR6:3V+.('[&5=6/3 MF[J)&1&+F#Y$,GTKL%/?<0YC#H;D5+K;J3R^4^G'+HWC)#&3*'1-CR86\S&F MOFDY4X>$OA_8\48Y-*!D:H5>9$ZF4^:(IO[$C&@8FBYUTZF=AG%H/U+&TO;# MD3UUGY!3V6U1^]Z(O[@1'(S=E^<[99#KB0JKND(YFAE.QN@)Q4B/]47\P.9 M9R^RHL1G9W=HO9;)AGVIV@2F'Z9,'L]B=EF2/;MEKG#V9VB#W=3>P>,Y+ M@LB<3L(),W4)!,,SFYJA>S?81+&&X1E71_U'?9?XD'F+X;RH'#\/FA%#=, M+#^Q32=D4:3G$&I&(5N3./$)3=(@C0@YI,)^*A=Y?2^)97=-0@^J7H[#AI, M/#.D['$#.K'H-*8VL?;>8FM2>[N'?7QMJ&G)/B(GH;G$./N&TWP&UOJ,/.SY MC2^.SL#N4P(HCDP"X'\QWRK+,#&E>$>0S>%BZ;VK#;<=+X.5J1%[=TDN.PSUB MS@:;>!<9NV*/#U\TY616-,$DO5=?SV/I;_@!P(QS>XV?WN9,U\HR[_RP<3[{UHQ_/ZW)]= <1P5L"4;ZN"=OKJ^308_,66]9-3 M8*AD3&?L+'\)I&< [*HV!=M1:N*O%"-A^+VAS'K=88"K3K0$6@FP?0V?_//,_M.[N#-/B3OE1#? W&=%@H"%B6&/*@V"]R+,'W183!@22XWX1GJSS;,;.A[&,2 M&,9B;B<%3D!Z(+W]BIA3_)_E/C7=/)R]VWS>>ZS"?OI^ZKKEKNI/T;E^4_O M$?'Z-([M1XK1 & [J05Y(*.IY;BW0K)WPK,'M:I%;G@?8X,DYRO-=4^99-;,)_MRJ-K M-=RQ_02"4V+,2DBUS^IZ6,TX(__RY4)]*M/L&J=R<.L];EOA<#\]2&WPJF+AVT5TI'-#S]%".IHY M/77Q..>3\UXGU>D>.8^;<]).SGZ[\D&-UDD[./I*Z>WZPHQ^#KN$SAYM*]S.HKGZ=3-3E]G&*F;=UE:SXRM"9R+G+T7P+J+J4+C(\B^ M,EY=E92/4A@)?O%?34Z-$.<* [1%T,"+V(',KK:F?O#CF"TQR,#:E;%KHM\D M8.>U^_0M]{G4I]W7'2=3NTQ-LV4,J+GI,Z,;Y$'[,&[MC^#"5 %0EYBV]XP\9]Y8PQ_42>2(/IL=:)0/{7^<[JI?$M 2T!+01Q67T#^T M8_"XCL%32]:TCH$S5,?@79:3/_;R/.T8Z$-!2T!+0#L&VC$8G+1=YTEF#)S' MRQA<@O8$AB]NVI/"%^\LGMB?W$,A%#F>_\;_?_S-N,BKFIWBU'A3 MQ TRKV"GH_T29SLR^6DB/TT*]M!Y41MDN:2D!+QH^.(%K!D00ERS*Y&:&_B" M%=&8-)6X4TVN*H.4U !*D@0Z+0$J1_V^?21YKT, : UQQ?R)&MWG5%#FU,M M"T<+1Q=!*BBT@8GY?+U+T_TR-O32?E$;Ht]6*R,MS)TTPI*.(971#CW\'5 M_E8Z%+]E^=\1J5IGIGJB\M0NA#X(M'"T<-8N':U"/*X+\=1@7/80QNN"O9?Q M@5SMRDT\NVT:XOD3%:KV(?1)H(6CA3-PX7S5AV#_!NZVHS#:W8GU<7)?BN.[MT_;YI\A(_\\E!-CMHF@_Z1?F[VW9!#8]>Y)=FW$N])D7"9678 |-.M'XMG_@_25M^\,-V7Z9S>F)S$&1H^V-LTB_QEDE7+.5F]@$^5M6C9&S+ ^H,(9 MM\8!^XN_FJK.TI6\(?[4I'GRI,A3? BZ3/I+LVDJ6@B^Q_P,3*_QK7F<7NRP^\4SAFAD?:YR[[@_K]SR.&3G>(?"A M*:N&Y+51%QB$EO3_&F:Y.7\-W79M+QIP.IO^LP1YF>&K[*.F9%N:W>?M33P# M?F? C55$#QW;H>B-QO:NLJDNXPXQ41M+,.5P;6Y1/V<5.QSY=%B7>/[&ZRCY@ MMP-(IHIC.R#P%.",X$+8-\B_@E4O.Y.Q7>$%FMV9%R>20#$BS[D%ZO# M,MI? +0E!P/:DA:%XE9T-7N5[J.BIY$$VSL&=](5?8Y1X[*K+[@599$DRITJ; M4_6VU<+0POB:,(YLA)Z.=(^]87QOKB&\B6+!AV$G+UUX?=[$-$!=N.3<31_ M7KTXF&*I<_U:,TGV>RI^URX9GE?GQB^DA#[#C^0OD%W

M@=N70EZD)V?+]6S[W]L\Q\WL7:Z]+Z=;GW/QQ^QZ?T] JH7/]Y>\T6,&TNE M[3',_\0/ZR<__/4C0UR^\]4=;N5I>X&?!<#.779[9?W;W7V TZ?[.5Z(^0/B MTL)RGKHX@ZWI\6$^^=>,||V;Z>3%(CI;LS2]C\>;/(#]V!JC%ZC\;KUYN]lB\ MBHMWFU=G][+>O/]^U;Z\F:=7*9?CN.)G'U7)L\]5RY_3DXJ,X8X_87ZY> M$%M!Y]DZ/U[G.UO5!+PZ@VVLYN*]?[A>8OANMIZ%V;PBS,.KU]]4.WCQ+Q!U22S!S5<"])O> M&$*._1A*W,%0QT!XE^SR-*5MA!SG6S7T.\X2S!:$,N-FBAC/WY[/\1[M<\=[M(.0)'7#"'\O-)3+<$, >/6^0]_F0KN9=LC@^V^^BR(NLOLYA?7RL]/1MO'%BCT0)A!ZH=8B=0/L=(ILM(S/&NU*L1+Q$O?S3E\2+W\U+MU5_M$E-U&7$[Z"B]/AVVJ^C _!O.<1';W]W)SSGF[10]R:<3P5K[WM>Y[M[->8<_MD8.UZ1Y'"^Z7A]K]YD.G=7#<0A*]#363"M#(*D?>":ND]LS:G3DWS$]RG7 MIK].U%-F]B,C[/"CH$0G%@X>LST#H]S M"=]O#121(L3L+#!4%=HC0P@ZR#9^UO'BL1C.TD*'3,.'C,\&M/.!PB\:%!:>O N8ELKX&32464IKF.& M4E:64@R$^A54JL#AK4L@I-"2J1!*Z-2HN"=F"#UEYJ:Q^@.7]&]=@?:U1HE1 M;$"[GSR^6"/MVG?7GJO[1XO4DS=:O1>?T^WIS-;KRICK;2_ZU0OK+]87(;.^Z2%0(7C;*A> MA3025% %.0.8I9_^)B"-#LH$ 5FGZ,%HV1%#F%25.!PX#+7V2>FA-W)73O-M;=.;C=IK8'\M/C9"M! .+%XK)L:(14]>ASNKI 9^UL.G)".+]EAN[)HL31O7J/ M-5BT:.;(3[^R6#=;?)!XF']:D*R5="<1.Q^ M.YHE.>0<'ZPNK[\H@5"<6LDH292S%!GNC9WIA;_Y\WDSQWZM!MOKQK"$D3IZ_LH)G[3F$E+(M51VY4, +[0"-1Z?16!5VMI(R$TW.R*"85% ^38H* ;2MI"29RA:*X>$]U]!\X M/\|W:Z/OB(4P-A7VIH5SQ/3#)8PTTFBN>K"$D49Z_LH7G5WD'EQ5/["BB."]M,, "\CEHZFW3@703M22,]T*HZ:KG\!AFY&.?<$FL7Z;!/PYW//@YWOLK>;1>G M?9:/.$)WIK1&O7GG33F-8LMA14?]>_-A:,@-\&M'!1 ^VCV"4$[44]+'RN(C4R%]=P"OS%)T"8SU!52H+KO3I7V)W'+G8I ['G_G M*=`^"[45IIE4-33WS0T)DG&*3%-D>O"$D9YZ_LI;(V2(!81]Y>1%5YUC#8)@ MVFL:/#]S$\SH.E=*?LD1",-@"2--9]K'BQAI*F>OV(AN:"QJJ;D?--4&A"E M@LAE_7E&;=E.RW37,5325,>6^SUH7^1)Y%8#$V+R&:-,?EUNZH-16I6L"+(B M1D<8\]?"@KYJ22Y1<&B9GDRMT;1O]X)9C\6)WU80&A9)9"V.D@)F8W27W>% M4I8ZN>3JGT<&*@8.3GD$HYEDTH?HPWU=H4.EE_C4*3Z5@H_:#OH=862GC.;J M!TL8J:GGKTPQD7&6H3BA6IXH@Q=%@]1%*":L*\GMY):DX@$EJW_)$ZC -: 4M$EATV:7(LE"[L[B/(&+' 93KD02L1D<8*;K17/5@"2-%]?P5-\)EXYMOY'WU MC8IH,S85)"^LQ<2STCLS]:QW(N VE]1:-^EJ!GV?%@'&N>F%,.Z82*;KCE 7]MVMM#=/Z1XQS7ZUFI1&PN\TM_XF]%B\UD/L.PF[>-G>OE%_]L[24$ED/9#T. MG##BX4%?:-64**4T3,XF$!OE50^6, .+AT5SU8 FC4-3S5RDS::(*D&5IO34^ M %]5(-FB54PH)#=-]]^/\MGF35QV%FY2@?:,;C(HPTT6BN>K"$D29Z_JH]'!], MDL#XA58QX-HH7>&D3J7JEB1UW_TVI(FHG^9ALQZ_O, ^K.%OO+A;[3'VL1\5" MI/-'?)6#)8QX>-!73:D,2F4,D(/)<;D60D-D4BD'P.31:\Q(0"4C.)NE3?CRLMGE>X>KN:E6:MQ.R^@((S-D M-%<]6,*(AT=SU8,EC'AX-%<]6.*(AP=WU=2ZT&4o2WG6/"J*X1-8C,JI'TL8 M\?"@KYIB^.!3#'R9G4PS_ROA^UL%F'@,8:IN$*^/M3$@@3&TIG#+L/_U*=M? M_G9A(EZ9D;!QI431] H2X02OM.>&%#9A"F%*=QK[D%FK]X2PE#7SVL8*82U'SI6$@ %!*,%R ML8:AV$FI9XE&8;&0BD=0NO5[MZGMQ27/DBU11]0EA-TSEZ7\U,L1.A]BG-?.MR79"N1-$N4/#3GTO7@T/!=IF"\HQ!"^3 V>#T,Z+$+.Y#CNE&.U9Z!R-9H4.MMPI"< 62*$4(8]LT[H-93]X:3G;$8$.=M[3 [EA,:YK6.9JK'BOAQ..#OFK* M'%-&>)B<32.'OO1HG!!6*B= QI!!V>P 6_96*A5U8"]fL!-(L4;I&'T&[YFO MKZE>4,# P#)EI"TZYG#?;0R]+K S4RE&/C]H=(2183*;JQXL8;27GK\J/&;C MDH:J3EK/B4_@F=$0O?2RJA]4;F=_'5I,4I4$KB4WE;>NOD9R"%XHZU/T-N7C MV1)$BFE4A)%B&LU5>2E7QP4DO5,1DL)HDV-=RRU@P1 5%$B-(S55'!85(! MHY4%# |<% H/+B8$KQ1W&D727)!B.@[>IU])/42%MM>1!46P @((QX>]%53 MWR?R/LD; *O45[U8 DC'A[-50^6, HG/7 %A38R.PF\) ,]*0M..0.NV!!2 M3$&(G8KB??(<)[+R1TZM9^..0(V., %)EH[G]P1)&JNSY*U\88N85[9,9(55V*M)"/31["!=MKSO.H<)CL2^.<_HM+0.@62%9 MH1P0Y8",)P=8E@.7*P)%DA62%9(5DA62%9(5DY75DYCF%\1[DQRF)T6B0/ M5FL+RD8)Z$R G#QF$:7+15T/Z _H, =O@0: 5:<*H!F=E_:MVF(?VW>[-5+3-@2;QG]I,8A*N00D7 M)2PI87G*Z'Z]L]15:K>&U)O<2N5UHF%""7)*$]B!A2F>HS>:2T9%BGT=;?2 M9R4D]ZZH<6T:2'_,$H.!G7PNL@8O>X4Q#[6UWDNIT]&NH^*M0@FXOL.A(N M$][Q*6LTF'1;7N31%"NC2R.@0'W6NDLN0YFI\]$R6!BB!RR:N.DO5. /%NP MK$BC3:ZZW!YP?5U5VD*0PB9.(4P9Y?HZE9-@U>$ 99(#O9P%OZ.)F-E.'*G M=]:N._0R8;+ JO^!A.)G#,&0O-=C"K>WN!O]+ ^^SM@I-SU.63]6+*/U=81R MIV8Y,62L)(U0 B\5>P("!F5 5(@#B+F-6>F?Q;T;+RD<)TMGZ&HP1O&8*A&1M M!6>2P1]N?9UE4ZLITG$/PXE;;_>H,:'U=32N@\9UC(PXN%!7S5EA"DC/$S. MIIE#UV8.5== .8$@LHJ@?*C>B1<,3-%.>L>5,CO-"=E7OP>KV^-*BP5GB_4U M: "UEYKK++/BC)#B@)!B63 FU# 1FLCR_77>2,^+[&_$]YLR(TE?$Z00I'2GL ^9 MS/O>!(N)%]S_?%8L6Q/<>ZK!H-0CE#NZ% N9R5D2B"E=!6O4(-S M7D#T5E7<"(ECV8G6%Q>1)0<^8@1E5 %7ZFM\UMEXZ:DN^2$F::(L;=CNVV5[T\KND^59X\#NFL=/V1N@L3K^CN>K!M$D8\.BKIA0UI:B'R=DT&^M:)MF@53P:D#9H4)H%""HP*.E;(4R*2N\L(L9 M67$\0O9M*W+FJ:("'/#9#17/5C"2"\]?X4Z">ZD :Y- 26S!Z<%@Q!D M8!DCYYE=UTL\&^]E[:S%N]72_DG5/LMF M3YGW!TL8*;1/7>2)%>RK&*.!,]:V+Y>]9$S54\8K';73.K&=5E_) MK8['*RC"N/::#"&6]FKNT6EI%+MY8S.IIN,?#CRFIEY:LOCPZ$D6P/%?)6) M(QX>]%53WH?R/L/D: *O45[U8 DC'A[-50^6, HG/7]5K+4: P?KT('*D4/P M',&@B=;F$((:6:*X3YIC1'93\2FS/;::G;*T#)8P4F6CN>K!$D:]/:FK-LU4 M,*. ORQ!V1#!\:A!.R\5HC7:[C30!),9(55V*M)"/31["!UL)!!QM$!& ^99%-!N\UHT2*!T6F#D99"\]*ZKY0SH$RP@%(FX-%(KJS2T>R4 MR^R38R0P.B8PHIZLNX3U&Q:@?P0GL6CQMR M*)%-B>Q3UCEDN#ZX9O&22:99@FRU!)6R =0I@V:&&911)[FSP=>JY%EB'+3V M#%00'$*NW\7ZR]'2$P7C0?8L.C\5W!'6&!5H#,O0?>@K;4E[7B!R6-!021@;/]I" 1OJB,94E%& M2<:U#X?;L^BGW%!@B2"%(&6<&\A25BOQ&%)"T$]"B<. %9CA!Y*R]!<7OS#RN M,NN*2O7PC*^OR45"[,9%V06-,JKBBSS\!C+)^=2X$>YXISV+A'*$)PL!Z[Z]AEWA(MG=II]RSZ,54BQ%NOJ8]B[1G\?B] 9HK,YJK'BOAQ,.#OFI*45.*>IB<3<.Q MKL5VN-*!VP E6$J.;Y=904^)^&=5@R5W8E.:YFX=PRD:C5*,=37,(/ L0BT MUJEL[KO(;O\]B^P.)TA/G>3C'G,U.L+(*AG-50^6,%)*SU]Q9:*1B4',OO5#M^0/88FM%V)193)*IL%,XJI12K9'0T5SU8PBB:\]Q5CD4K'A*PK"TH]QDXEPR88(O7 M-MO2TNC?G^4XG;U4OL=9([56L\E8*8X M\-DB*)\38&$&8I9.(<<@<*?? 9D.R 4#XTNNKPD1 M,&)!-.*Y0I\<-N->:Z M:I6EK6;T8I' Z)3!2#LF)7(-'24'1;0%;WD:0N$2RRIJ%7:6=>V38R0P.B8P MHIZLNX3U&U9!-8ICV+)RE')P@B-"CZB.'%"\P. M<;.L-J\)+0@48I "=#4.AO:/&W(HFTW9[%/6.62X/KAFB9DS MH74&;D*[YJ[WW#P+D!6B15^44+L!4.=RL+%]%AXC* 09O)<(1A6NLZZ;QJ>#_M[%GT>LK'%"'>=C!HT!F:H/G0B\]X'2'L62;A.3;B&I:N352G:UA4K2OT2DX?0 M]I65%I3O&1G=O;W%)19HI,0L]E>8/ (B%F!21<&FPO0X MLIH@A2#EM"%EX!O(O%1:"LXA$*(V8?LWV /8O"3I4<89"<]BP2RA"?:VHS H=DI+ LT)0&A%"M,1ZX="B=U=]'G>'NNN*@3"+4/\>YHIQ*$$(%RL+;$FU56$DIT?H#H!RS4VY[M')HI[!J2[*O"H_VVID^VW?8K<)\&^_.I[=,_^H'WM6&)O)!((^Z;ZMCN)O?C3 M]LZ/VSR)6:O]]G',$XQMZC$N6B9PLEANZEMME@"V^4IM^W&8B+[99)]S4?Y39 M A=QAO/ZY/4'VT$6DO_/%WB>ZC.GGOY=,\HT>S>) M0?OUYI'\]#*$]D!]Y_#/))F>?WD&:KO$6CQ_5PSM\NGJ39^FR.'OZWWSXYP]2B MS)_5BYBOH=EA]LNG[,OX*S>Q>77=G%O/A:K73[;#&?++>IC M;'"U>8SGF^63+W]1C_7BQ]M[OBA9PU*)>XSS/ '#^LD/?_W($9?O?'6)6X':MWN!G3+!SF=W>6?^IOS[0Z=/]'"]&W6S5[7T&6Z/DPWSRKQGGFS?3R8M%?'23 M%?A CS=Y -VQM4, _A^57Z]W;"L2O([?O"KSY9_KX[B[9Q^5R+//EHX MHDO<:K%EF3RKYS=YWL[OB![N(3CLH(32WUSY<:;8:-XLS]>X2.N?Z%P^GLN_ M?S3 'OO0#FJI:SVN:^52[:.;25"M?T6JLVX/*^VW^OJ3D\NWIDS]HC]Y>:]>27:CFF+WM]lF.@^S24'<-=L1C1X17QW"JA&]('@@!+MV MJ_/:.\5/Q.[8OO6U.=%)6 MR[>3Y5FN/G[+=;5D][O99I;7CTFS?QM[#8YRHG9LBG=6! M]6*7FQDZ6@QS"CS5X1J3PS' (:I.3ZNB]-.%[%= ZON8^R4T0Q6)2M@U/%MY8=+P2S1N+.W" G2W:8%'C=7F.]:+/""17- MR>#0>B\U&I%W2NF=],:6:,!8IT$5:P%CX!!L%@%16KT[$K$;-1VZGF//8_' M*DC?.NN0(E:WG>1G*P%;X?4JUU_%V3Q/%I_MI^]Y5]TW.6S7=;$%A+(H! MC/Z>*8PUMDL=$K5]A[&W1U+1VBL7FP@3=)ZYU>3:-W2 >Y/-W9=*886'*XU6+5(/7> ^V & 7(AA5]D MS_$\ V9OLG8'L^19*"N3A&2:QH2)5!'!;4Z*MU"BJ8A9GV58:C-QJ@1]Z=OP%N7&_VB"=L/* 16F?.)D'??"):.11R**@#P;' MX+'I@QC=&(:$PSJ9=2NF6-#,%3V*1-N:1[4%##!KB\]W(HY!.04,,'L-CTQ!=0PDBA:,]?H&."1?W$#R& 5^#AK@1M("E5IK@TI% 6M#VM8-5<)3>@QK\^ES,S@PFT5I1-=&EF"X-.DL_BZ81LT4TK82K]5Z9X#,-.N;Q MR)A'70F"OC3-M%4$)$]1.6,DU$=K&)$YS76C)6,S9/O3MM\#R?T>. 7Z7=?[#_M)\R_]^(0M)@PECPED1;JY@20?-0@>6 82Q6G22(UR8HL)C^&3I$18EL;< M.A/GZ3X4)3W!V#>"C6C^S(^2@EOZ ?5OWXMT+JZPC=,$_O3QKD$G#^+FT8B; M1ZV3JT((5?*8;&I!.(E2D9+G@N2R 2&5"5W>K4B BYK=*(^M_])S_OIXA MV^^]<-LDYT]M2]HY@$K'S56'AC-N(RM84P1K9,$L-P(PBF@F2@+265]4JZ3MNZCF!T*SKZOHY21+GGE"0/"9WX,._JYMEV*F#/!'NV@CUX+=:%>9#3KB6EY 5L0VYYSP@DG"-,T(3UE.DISK.),9R9.]N&_? M& FW.OGZNKZX])RB^-:8]G2F\:=>W+Y&:,LW=VZ9/O/*>0_2'"=+?WSB]]) MW I8:1HR.%6"@18.M%%!OR3/BUPS8HROA.6*DC))1!$%W/]*BS)58A]A@N]F MJL'R/6^._ ^^]6<*8OPY]N>\3R>1)10H&#U, L<(8(\Z8]-@25*4TI X*V+"M%#5$B((2PTQ6EAE+4K/=:O06_JO]PN,W]ID_)52]S^9Z=XA%?+;]I[O9)7RH MFZN@= >9]5CV-TQD!CTS\&S0, ^]/S\RRG, M[[$ZC)[9'"C*[.M/C9F+2O$AV">K _>_H,T/,0V-::6R/I2:EX2D15QF;=+,U7G>:A;&N0;X]1OAU8 L5%GJ1:&&Q\;@EC64PD+S.BXE1FU(",T7=[M?/I5"80[^\N*+WL?T*!'ZN]W_9403Y_4<6Y0VP.L!5C;[N<EWO)TS\26*-/*T8E^+>/4LL>"#B:(JT'E3K(GB![=G0& MRZVR/.'$:$Q!M%P2D5M#1)$S)7.FI=V6/7M1J5<2!O_NO:?&DO#1! M=P[X1COZU&IO 4KK=2[\#M*]#,+26EB#.2,L&H+'+IX^V:T?O1S.^,C2L MTF9/ZEPPN+Z/'?EW7NYI/3LC@$<7UO32"OKY_N2:!&HTS3+6DVR^B-IZ6NFH MW\ G+ & _/?D@(^\[LY.2"YI20Z3%8)F\3$G);4+R4JM29[DN5'X@"P+1!$N0M^U,S'XUY.AN[L]Z;Q=ZZ#Q^P]?1?"-7[?N+T<4G38'L$;'X:V'SHH)H]Y864 M)>$B2PF+LY@ +E)B8U7:F*52LP/Y_O>-GC, H+1$@[0A_UNB-ZKY EY?!$ G"[OD)NT=MB.2B3#-=)(3FD2IPN@@8U*B,FT+G:0Q%=OQ MJ;!\,XQ/&@QD2S)" S &9'Q$R M9T*G<4PS(DI;$L;RG'!F!&&44R7SU&IV?9/@%D;.PR%SFDR20]9V?'+(?.OC MEKLT+ F&37,T1HM[VV>_&K*>ZNN[DZ %8Z?UYS:R37T!=LRE:3>,F-"6)/1T M"+-]&II=(.$G/]M#,_!NX^L[&KEX;1FZ9:/.!:;2U3::-^C*6URY] +S[V4U MQW9TP947#.9@,.#X6@U&7(J>IT"1C64Y8H121E&NB1#0_E:;*D"*OGSLP./C5,P6IS/IPM+SM(#-D9Y"YXEIHLUCK+MQM5W<'*=^]XG"3/+B AQ$@?MS&S M%9FPRZD7S)D@/H)X?"SBL]28.E1*B9426:4/E_HK>'PXJDV(="=DU RE"[XPZ:O7O;3&%F4A+,\1[E4D%)+2)2228*7=@\WH<*CT()___G%6O^.G E_G ZT^M?C*f\ M:)JJ!BGFN?U-Q_7P]W2I0:;]_$6=B]F9^54LS,\6QK"O11496 $L?DJ'ZD'#M#RCX&%'P43O_M:"9SD#M+S(\?#4F![05FE"5%& 5]$QF>RE,[.F66S" M0E)0B'Z_/?.]OK$!$(E%) T.:X;G [6-YH[X@UT0?%(!Y]4_N9?2S&;:)D26 M5H$,HR41I>&$%CRG<9Q)EF^:5$62L2)O0@O%T!?C@4$P)PX!O#<2_OR4K BB5-B&1H &6"@S*DAAAJ3[")6C(I- M\,QMK,M$*9(R#N 9,S :K* DEIKS3*6L3)-CJ\LG63) 77_IP*>XO5AX&:.! M@:.^#07!PEF9:<),B$NE[*]7E J78S&_U_'4R|[5Z'9R'@:)&", "IRHIFE5A!54 MD%*G@B16)46FJ&!F]\B:IIPG*BV(%,$&6O6*I+DF2EA$K(.-HG14(B[8!P%+ Y9^=P4<+:7AN07P+!1A>183SN.2\#)/I2@D*]A6 M5]9.QCS5"4U%AO")*,545)*+"V3G#)0'/5^3W'WA*6LG,3% 0]EGPZ6WOH4 M81=!WM2&>"SFPHU#CCXMY .IP00:.74]P]=UNVQ< R%G=-,AI_3FJ9IYF@1)? MAL[U;K:P! C+?[!P Y'E>,P^S?2)Z62#A)S ,X%*[A1+Z#C<=U+QH+]K@)'O4 M<63W;[0]"X-,IG%))>;#%I500,+ (-/4$"&*V!0EGQ_O)3.N\)2/P(COS;[B M7NFD+)]Y]7@ASK*C0QP=1A?O%1,489N>,29K@F!9 E8%9L8V+2=E>LM,. M!%?9,X_1#^,&BM^'$KBH^DE94STTC%A@,ZNKS4;?AR(208 $ 7)] MM))1!4]D3(3A!6%9*8BDAA+%A+*QC]D1Y5WTW;ENHWK[^MFP]\7[I"1^T_M'+<.7^Z ',2D8*&#=-"CV\C YP=!,[BU*12"DM.7(^:(TD.I$%X:PL ,.Y4 M8L2=],&'AC/VM-H"WJ/:-QR-CJLQU#/BSD"KV258=4Y/GNF=I=?"J6@X4@JS M?1):42#A)S ,:Y%"Z3:)!#5*P:5&+Q-@@]]>BPK QN-6:IC$X_UK] >)R4<,% M%Q?UK/ME.4?=$Y2["OLO+.6T4D.CW>!P"A9:L- V+#2A,BEUHDG!T>%4QA4D MZ - 3BR)1QBHPO>[DF[KH^GEX [BW\UPNCZ;[*Z/%BDJ:/ !PC.)F. M:QH-E>^E^],7*OXNE!2WPW:O2-$KW]7GW8.C\1:$]JM14]&VE85)+#K5];-H&C%;1--*R&I: M+:XBT!FQW@E["MIB -F@+ 7Y/-!MG*0.5D'"6H7/1<-XHI'"9+96).RN.N7LT MVR87?[#_\#S\2\ "O]4 ,.P:^'?CWG6?? CXY[/W3,NZ^, ^N1)-0X/*F1 M\M L]Q=(`-,@,@;5\>@V\GB!+;B.Q\.| MP?NX)^^C[N,;>[A25)]Y3X[Q:B.E38[Z L,>!L(}: M=12Q31E/%$EB61*6IY8(J0PI,EN6/&&%*K(#N!['= S<>Q9?(_O^5I\.S(L5M&][-7GO.W5?/E %/07T\NHT\7G +ZN/Q,& ,P/-ZF[,JR4>>NQ@JV6BP MPLKBRJ6-XFGUW)5DJ5S72>]\%$IAQ%0+VN.5D%/SU'@N .MQ ,NCUAJSO0#!6 M*$MB115A.6B-.L\ED25596%EHC*[GR[>3O [^+_V=<,:]]*8BA"&'0#H]O(P.('0:$4I7RO 35B*],.%%0(JADA/$L VN8 M.:KH?MIDWRN0|<_\A"0X66_!(9A'$%5MNW2G]-Z9NJ$5-TOX:)^(VU"4, B4 M1[C)P=T0M.'O$$;0$8:S+C(K20I3<$\351"I**'Q&G,=:I+$2?\SB7X4,R^ MZZ2L.)XU\G8=[-3+V% [@3LOBS:9UY&-+A,:Z4,]CY= Y]:-*J:H^0&.?X M-SDHB4%)#,P,E,3=;99*IC-%,U)2(0D3>49XEL8D44;&HA0T3?(]*(D[8F/6 M%$4G>3]ZP?NA$0?1',DDX:%H<_ D?G>FCZB:Z%),EV97FG@=%HVJ,]L]F, 6G M2,*=,-Y*#)N@1.',^U.Y3>*6LY<;:)P*A^DTV/=Y*!:!M4R,&]0+;,_+X2L2 MRQ4I"FX(HJPD,E3 ML37(:2^1/]A1K4!7*K#30?>D8[Y7+N& N+#NXR$)?,5&W12QC:=_]84WG7>8W@&F=]-V M?C>;K+]4G_P20Z0K=>WT/QGC8@XN8^Q7&)+@%757]'ZF\> #4XZ-V1GI;::$P 0U- ,861PO=HO[:1#]N96&H8L [Q9&,I=749N2SE_W@O%V>&$&IM^O?#&N#/MW1+]#ZG@C5]>DO25G9HO1%>-O["7L#C+B]DK7;7S]:AZB;^^FF-!@MG9L,O0G M6>4WN3/KXA,.7_QKV2X]>]6_T-U*P.Q^-:];EQ'|LC%3L;@NS2M9?\'5A6<" M]C3:-/#H+S>45?FWB.]AR>&ZS:=T#/.!T.Y&WTUFU8S&,9"-(N7 M8KFH7ZW _,OJOW;[[,UE86%R+\7TL[A]7[WX\T 1W9/[370,Y79P1 1;F[G? M/3N\$GD(=%KMS_%BU+CEZ![6P"D55)H_Q@Q79Q/HG@#9X;1.MA]3 `(/S/P=P_N<*G(C]$]_W8N7U(%9>CT9^3/OY=I!PGX9%/*:Q/1=Y983 MQ[GR\D.UBO:G];5.]U.L+ZEF2^B]EPTOFG8STW3_57-O!$#TN(\'L[!#^OT^ MJ&W-6EMOZ;Y?7IBF4KVA"V:1-%E)$FYS,'2U)5PQ^-%41H5ER;;3NZ[18;R M>X$)?1]LUST=H.)%9,! G<,UBV;9=6VO9DNC3Q-\[BJ6?1Z?(,#(DHC2=1$M,X6L(R-6Y)D6[C MOQQ]6@"K7;6+[J&_P4_=(Z-V*5OS[R4.87H5^7]>.JK:G+W@DCLA_6+D/C* MNL&C%?<8>/5_B=E2-%<1]>],'+"M/7+TA+6)X; @<;'K,]@F<5\WM1'G7N1CNNP '5_ MT8<7K9X+)AL6+ 5P]D'N^(!:FK;]:H4LKN8F2N R(0T]"#^]^"U\)^+'M;$ZM[WGQJHW.:I#]E7[E(V8M0OKVNT9#L4U] 2O>U#/XN:VZF ,M IBH"(@$;!1W M#3O,+OL7:M\ X*+68#/B4/VRX'8LS@5<"T1M%FZ^=7,&U#LUEV8:-76]B)18 M=L50QO.#V?BY_&HN 8RC-W_[-?H$9&(N8*K^NO<_3MP3-V<[-4)C816]5CT MF7::TL3MW"RJEXLY3 5G -> RN>P1JA8NEHS!_@B>@'Y$E;^W:)$@X>,.!M8\6Z=G&"'5?OY;Z?OWA,* M,+'45SA,V'==7Z"7@G;1B18G]I?@0/MGH"MNY8MBO\+?%]W6"V,LX[_MQ:6)IC5P-,P&"V$O(IK]"<8,/!S)&I[CD1@1?U$U_V/P:FWZY3T!_H('PH)/ M8?<[!E@-+ +@Z LJ[IK$:+-A)'XWYP:6#7A@'LM^#K=/X*Z__WSZ"Z$33WJV MGD[KS\BT:068)YIHV/YZOISZ"HZXTB/2!]8U("L_C1V] X@)!$MYTA/VYLA MIFV]>T<0L^;515LE_^74YGNCW5%W:8UL,G$[8C#Y :FA!=>+*>+BGA5:7,: M)VY.,"J7U^ ,@SCLUP1SAES3D=_=:,.;*!7F|/"[//\1WK #W,0*9$T#H!FJWT' M6(O.IDM58S'T^K.'.%A 6+?7OSUEU/$MCMOOKE^N[!N#0B0#WW"_6OY26. M,)K!3*<3>)X"$@$&T""0*F#GA5:7[<+HYS51,!R@(V!\N6R:I;XH&EUB5?M&8* M(0QX$,8Q4%TTAUU&R#OIWN1?OV)TX&I$L6F-P&4 &AMS4;5]3\I-.I17 S* MS/#S7F$IT. %+DV/$#U#CL96M5/ 0F6F4U\"JMN.=7H";JM@A=]>BO#M_3I5 MULN12UP5QY+N#34*:[2^8$]-N:RG2QP T-0(V(6C)W=],S<*>_ +MF",L-2H< M[C(%%(.G"[Y"%9 'D*G"CIRPY*T36G^8*W11_F$&Z R.X@!!W-ZXIZ=;.T M#&[H%W5+ ^#AZG2!YP6U5 ^L'--@N5K,"^H!PEI-HOFRP?-!IPIY*5[YFA5PD5,V81.C70Z0[QCOW@]< MN>9E23-%;&92PI(B)]+(G&B39&6L,I68K;3BU/ \-C0A(K$)83;A\(EG)$Z% MT)PS5:3YIAWJ>L6_C%@CZ1:5,K \,_>BB_W5LM)(+(9FR M!>%<<,)X*HB@I21)7&0B28O,%%NTDI2TM%F2DH+E.6%2,6S]8(%@4BURI14O MBRU:<>OEB>4CK@W0BOMN_:A]A@X7YUIL/]A3YUP1;T!7$4W;7=T=Q,=C&D]^ ME5>4G<37=Y!]_H9G&\3$'(MZG@_SZ!&G#G1[8P6HQUU.2W@"TS#J6Y'1SYI M428BC1743 $1)"5 #94Q82QEA: GI#.*^,]<)^:;RGT!6K++W7P$ MY"+R4O1$*)*:'%M29BA23$*T3N$/S6(CMAJ8?S>Y_#Y:G#?=VNR)/(I)<7R0 M,=33Z"MD/)"L#E/=0(:1-DNTW P^<;]7HZ-;60:DN7MW%A4YMJDC !;"-Y3(0LL:&;8 7+NXV$>Z< M=X7CQU36O=2[S= KT9N3WL0\1J-

*2%-246<$)S2D(!9/=N5DZRXZ*91VA4)KE0-BY+8KDQA.E" M$FZX!G !6(ECF9EMH_)[:,. ^C4HZ2],?M4W9.OI!.>C/TAX#^90]*V)- M!9$9H]+\Q+3W5.2ECF76J5);+8\5M]-/KN,S-.9?*
*KU:J7T13WQ.I',GT./] M17X^Z_ 7ZI_+RNIT:7\.1ERCO>BTT^OP8Q#17*RTTY[J)RBO]8(H*]KD"?- M["%!2A0+UU4BXD^GQN,JG"A%6"(.,9E.SE5LL6*]^82_243%P-5:1>5 MT05 B+.SQIRY0"P7E],(-'PP'F\A?-@"QKTL(B'KY6)G7%=7%Z1+L7(AK!%& M 45GM2\)ZY;-Q;3 .S$(X\]{IA-8^$,V^GBT> "OG?E8+N39F0P8CC&*L'*1 M'$[W [FE:UC'68UQ;7]@B+0?D9NPOW0]'N,"*
[COS,4&$&5$;E0_V&)1XF.)^* M61/0T7VN3&W2ZMK53E8PPNNRBM M'Y)O# >#!V%/1P.8 ^!%V:.^,)HS&#P% ^A!,6(]-V5&).7%P_ 7$?]W,8-@0@1@'6 MN &CW1L6! ,?OZE=LSN3T48ZG'-L-
*#SPW[\R,Y7S["6*Q$!C=VM0P-$\]0\+$5F0G,,: $&#PO@C4; E$ M# -NJO:/=@@KQS+D!!D=:OSI$L*L+H\YG/LH9 \[GL_K2K]C$AR2; M_I_7\G!&&; AM?*
J(4ZN3D%K]:%.K1\OX'2_RWIA.CQ#CXC!/(#7M;FN-_8&; MRBPP+'5 WZLN7Z'YPV!$-^9N]M7B=NDNG8#HQ-I-1%1^=:5FF9 M@6B)B2KSE+#"%*1,.D$$4X4L#64QV_(M:\]YHE(\(8US?U8J4@TF)4R*?+$ M)';KW/-7@YJMT3^+9@9[U9ZN=N:-WYB;NY)A!UZ?('?M/-]<101T3C$\L/?8"]9V9RW"E]&OIH('BFA>33%%$F[%2 & MUZE8S@!??:XM^],6WL7V5!//9ZW,.LNS ?OVWTM0BM I-/UZ-
*6!B<6 KF] MYCC9,V=F.Q9OT#| 5KU+!>V%@9]0]PY_=.YK;/.1 4E.TXYSI!0^ 3C0D0 RX])>I69ORZF3Z!2!R\=. MK NUOF#.4]N[+%Q*VR:F]0OHS%/W]]V$MF-J$=R3HGVW!]^X0<4FC #9 L'*
*M1!PC(LT*E:>6$@KT3YBQC$AJ$U(:2X5B1HNRW Z#;SH2-] M!NCBLYE>8M+W;'>\2<^:BA>[.#3<2F\^[!% $, &HPS1>UO[>8ADYC]M K MJ-QS*8RO->:/L1,#Q]L.0(RT760]77A^ 3<[OC@9N-*
*PB5!5NAM0> $ MK7]=9WKW)N^S5P<'IFN+YO$CWEG:!91C.*N?&=SGF]7*]<6MAZ9_ Y]GH MG#T[]WL32]U/-C;H:G95HS[M.8H%?5]E5'==O#!@%Q.H8=E @V?_-*
*5M]1L%A&XRV&/WTNRY@%!R$GU:7EP(M;S>/5CE:+7/4K .1EDB]DS-OBZ(3I;*"9@9L7I=VS"@!!4M(7%*=9V5FJ4SW M0=$((0! L\!)V!*CN%];L5G3]%@KUŸ+(I;2*3>\5(^9[?8876)\7/GOJ%Q*
MHYW:X_O0K5!CWH"8KN9HBY_U!^.=(W0&5+-FGD]0Z/[U]/2C# _N!:7>-4 M&=RSUQXR:!B2M2OSOI*.9 (_YU$ORY!"08M*Z;]T#QVH.,.Z>/@24V;3D-9 M=*NRE[SK\?*YZWS-(ER;^C-*
*6>D'MM=(5@#*HM=.]'VM?LDN**;[+:R-K*OEJ M> .\:&!N=UVBH?*L'EC36NPUIINEB5 M&9](ZV$YM M\/*^"J1.U ^>UT=C^KU#C^>)NO"=3YY2OO[H?CGG+F7(AT]@4MI/$+UP #1.*
M2[PT7L/TS_-!(=YR1#KK'NB"3F!HN&1OX'%^:+1WX;A3"&?T:;S9L8NKY.:C M%-QSL,]7^_DD>NUUS'%U3#=16]<+K"[KCE:F=:ML G(\--\|-?=6N?"]6X:CN>GB W8PR1.:HK))\6 Q)KEM..X)N!
*MP='D .:LOD.1FYYBY>\6W^>B]NW![US<:. M[MC^^:[.W:*FMB([]*I]926U>) JL&9F -6-B(GA1D"1,8Y,5L;#;*0"W451 M:\T'^W/K@Y2^5:/U)H-ZHB:6S376WIU39%C3!["K;C[6:P|*
*$+)C:ZKE78YQ#>L5SF]P"!OTU-5IQ^WRXMY=U"(SBGA M(Y"]9PQE!CJ]+@;===.3I&_FUO&]WI2IT#;91"W M_UW#'*I :)>Y;K.61U>-SI9|V>LUJ7!BH6Z"[:L14#WE/;[QMA)9Q\;V2N!*
*MX_A(=T*WUF1Q?+JZZ_25V6R?E3:NBJWC"(@Y? L\57>/ MK+#T(\[.%4EMFQJS.V#%#43]9>H*%8[.NWZ+X*L&M1"OYQI7@& S4J??LL5 M[KD5\YM5 ^3J:C;FLS&>O[4Q]?5;.%53VW%*
U:GG1NB@B&#/ZH3VAX-.;%[R M:N%BZ6P0KW'!PP1=80YLA.]M?&Y$IWYB6=*!-E8R?-L7>A0A/MY-!/GOM MH% .AK<*7KF#+X]$5GI/:.=BSH49BMV=XTCEX2E81.BXIQ!>E]8';DS7LG9JS*
*MKH[M"&RM,=NG6WCXB2XC5^;39;GYZ$97]:I/;G&.@U6!6R^NO3FGOSIP]T3X MRIV)G6'$RP+?=*18N%L9#;'TCS&6(@VQ|(\YEOXZ& ^R&)ZZW.JA-7MS-H:)C*
*MN$]!/[ES&+ ^OH.*LH\YD:_&$>.R>[Z5$'W6XYQEO!LH>DW6.K9_F]/49ZV?X9DR> ^#&W M>!7H.A>5)NB9Z;*],.+4&PQ#G;],I&OF-!Q?OX$\9DF>*T,LEX8P >#)19Z#*
MIB@I+V.FY';'@=N$>= ^0^CK^8MK6F%]<4[BO MNP>/6H\^?(DKMT+/U6.VF=WFG.\^D* >YSJY17*G#S7FE@_AXGFG?1O$]GP#'IW-26"3]\JY5K+>S=8%Y.P(:L%"7)PEQU6%:YV"'A##
*M0M[S@_"--NC/Q<2*H?P5)CCC(6%W*%RY' :]VZ4KBNX(SY_|=08^J!W_QO3) MX2QM[9"M#\\;JJ.-GBY<%H9QQ\LGT8=-IO5=F5?A2PT"*JDM6;;F/TOT)|<_ MO/CUP^_=`R]^]*
(/H\GPM3L= MS.R:!N:'G,V<4]WETF#&DIL-^AN[>"',.O&MY'R/4NJ]IWH_=H_LWH1^$?Q M4;V>#?3:7#RLKP!@YB-&1Q@VP]Z<=UN$USN7>J/%9> ^MV;$#=E1"ZMKQNR-B
MHU=K(=)H'A>1 M/MOB7]>4TJXS'?8<0=LNJO^N(:+;84/=C@OHY<_H-ICB:AU?>P =HB]L65@ MI+FX\I$DP\8,H<&C'5]ESC/=7\RY:PD5<<TSFQM45?APC4-?4%4?;MGW)E'[$
*M(S!'_![]"0 [8@OHX2HSSKB[-A1U](XNQ]X7WZQ\9]9H:Y^4.N2]K>K/K;6- MNK>O0I?'R7W=]>=]_;MTUR$'P*EO8.2U/G#8-_K&DH"7[O!4&?C@@^)7K.'B M6S*
YU=4"Z2;74\5LT3C!B$VIAX7'U< (83S*[84P3FTC"W4\L^6BFCKRJ7S8 MT'5Q-EC-H>]UM$XB/;QTX?AMA]I(2^Y.6$1_P?BU/OC%O\-#D4OP76 JAH,G MCT6K+,<>@3;
(LQ[%QW]\5E===@?Y573E8!Y=+L/IJ:.-J9I=54\\::>T=W"8DOHL8[3 8Z3,N:+\3%\;L$W+QT(0_C^T>/M=Z5?ZQ5Z[1#?KE_O MH'U%JU.?;TO.55!8UZ 9A15H>=5L'8.0I-;RI=UMF
*W\ZS@R;/'L'SX5_CI M57^MKRN[*1<',KUF]*/ O?6TCB[2#C;[''/=?>OP-A#]!'ZS.O6!ZX..KQ+ M6IB108[.ZYF+AX\^S*97(Y3R3L!5(.'TZCO1&JB4=?L70 _=8:T+WS)]=C8U*
MFP_N4D8&74RTKJ/-T+9]38QO"/&3Z.^BJ7R_[>ZI[6(E5A;BBTM6VZ;!E>]Z M^JH9V5S"AR?ZQX$D6 ![GH'2[UT%'(5'7PAM-K,;._5D2SGLC$+2UY_NHHEK
MUU'@H)@.;PX]LAAM4+U9[O>]W$%U7& ;[==.;" MA#LICK[8C89?31]8BW;X+L5N \,19MR;MG0";!0_Z.[MT@UNR#="!X(64ZR$
*MY'L\]2E0UPRE]_LMOG\=)EWQZ2TOWT"R7&"47 <5]-JZ5IPL86>W,]T61BA6 M,L*Y20BCI2 \I4 069F:N#2)S"ZAY@)Z2?$#]0)&&1W7IX5?UTIM_URNU' M+(+BO>W?B,&]R:!*
[P,HZ=-F% B]"3+W$Y + M_%:=&XWIZ+T(IFE]\-\X9<8_S(&H, ^]:TUQ6:JU[Q??ZEYQOW.+2#P_S.1UGNZS>U:#)C4:BO>, ^>?H,PV3F*+Q:*IY-(-WGO'N@@A MZV3?8-*
*>/'7VC^8QW1*CS"J1\5[=?;2^+TU]=\-/9C7],07AM$?5X"&)]'_M<65-717"|=OG,'S38$'SSB<"C.C2P#]7RE7G@1URT/N*
*\=TS\&GU]HWQ@SFGO7E\^#&L1*V4Q_JCB[VX^+890["5RN/N1/" MJ#14CH="?)A#]Z;R8T>,]@HO>V_IQCDI?/B2H_@K+8]%11*
*M5_+Y*Q6(7(+=V#4T!%_H'0G6/JY"8\U/'_XXRN)&%Y-PG0BNZ<@F4ZCO[D2W<&_6PSD&WV7:E7?]:2H >C^I\]J5??=G2[B\N,P7 MH--.=]+)N)C$&G4X(Z2SO*_9X>XEG:FS85,*
[>]K5=0 +9,U]ITW-@5LW$$,V M0LI|CS2XU]F;-K1L6S M-@I =PO@:[@-UJ]?P.@!]_ I^87G45"X?2%K 0HCM-]8FX;(E[HIX;8+NS*
*MIE[.N^H1<]>9RW.X6SA\=+F9D]7MKKW#:ICYS\]ZZXD MOCOE@+FY$LC5PG?8T.B5L*BC!7/CQFZ9K@R7=QZLIMUQ_>=9/QF_,HZ1_4]N*
*M+/PN,WDY.NG$DL3UE3&]1]OU6AM05UZ-(EY>M&[?4)B^ZZ&-=1OX4MUB(*6 ^ MX91>@.D%# .(6$VGXD6_?EWIMZK]@UBL';<1(K#N)?)?=@CHBFO]UC@6N(JN M*N/K5[L(G+*
[K8W>8X)9U3/0KQ<$9U?CS4%=NK0OU&B]NK]SX,2?1S_UOH-X" M[,> ^Q%MS@"EQ780!F[V#%M0NN0.WQN@?Y!CW37L=74^^@X-?E X1-!T7%VZ MC;O[I@4U!L48=[K6-*
*S!XS6?65 OOO-MURN>\&NZ(Y?Z#YU,M.B4+"A:$X82) ME!&164N,HB(IRUSF2:X/?S\,9%3WM:EG];(I=^]\^RR&B_GH'^*\&_0_ **>Z M=@5&QS6.U!8R: ,=FV-*
7E6ZQG)P^RZW/Z#!D<2OWIY^^LE]I]^ M[#K6[KHM^GWN%,[^MM-/OP!WX9M)7$R E)WYTQ74Q-M_^*V>@QQ(>/SCR^C= MA6N_.T0C^LN<'.OO?#.JJ#IZ5?*
*^*_I6K<+ZNEAL>6'556/!,=['>?G7SIR[@ MJ@!\:5;C:/TXG$Z.@P7)ZUPI785.9S#ZHJ&]EC%N5C2LB]I" M3XH[%^@")?# 8-QO#7,67151K$7G%':,2E.X[/!0W["D+TR'$:*C\P$P.0<[*
*MMBOHVL40.)=*MTKC>K4XQ)'IV@]W1R1.`Y,/#07@^VRPF/%Z)*;3#Q?^M&3T M&]\4GBTKGP[D-!CLW^")"3NO#]'6/G(<,XY=G5?0M@PPG#L.\0VEAT()-.L+ M)0RAW.-*
*RPCLOWN@)5@W-4*9#-RC'?:N;%/?]X-=*PMNA_<0:O/>-B_L@__'L_MW]>#ISOT_V(s6?2+/Z4S_LHK#[=922YC]VM=.=XT-?D-.ORG% MWF1.S_+XP=88&^VP$-=SG-*
*4V]HM^;6^H5>W/:TJ==E(3@PHV0D?$]!9^5U?: M ;X]ES==D-ZE<;4S1W>"6&VPC.:0.*]]-_G. ^^$=-*OKVY?'=H+PU(XJ09KA*
*M__[2Z5AK9]DX,'l8W)W;XGCP&!>&CY>3J;@"TGKIPJ!?^=>5\4G\I_YZEY,Q M;\W+/K2Q7P87'^D?_:(? HQA.,R^!&7+!U^\/)\QNA"NU,-"N;=F\4G*_S0^*
M:>ZF|(^:_ R56^E)DMSRSMO=5IY0SN+5_V[YF-O>%8;IOLXI_N7/R^:76#1 MA9]P@$0IU!]XIC#3I!,2UOUOMP/#_C ^!.:E#X3!+W8@\ZYQNZ+48!!U5WI< MOR:HA>])4-
PM"FFLC=XLBFRACWS]WU4;:4>4SN8$82GQU_]X0=F+K\]V"&3] MX]KF8*=C#$?4;\1C)X61/70QLH=\L:. R.;/7RD[/W4\Y7U!'P)L3QH Z5LT$YCBN3%%$I@B,$5@BG6F2
*-3!*8(3#&<+6!= M\, 2M[?FG(-^VYQ3,'6KOL>>NG,2WS!;QF%'IB'CI\9?"> [%JOF-2:%843WI9CB8:D+M$M>7=0S M!;R8NQ3)/<)#%A"EMA&FW@'IN0*
*MW!2:)=QD*K;:H<[(U]<7<.T+P]!2E+<\G>9)+ MFO@.?^1Q8_(=&.Q&(>[']/?OCDDC)28(LI>LE)L ^S&>]%2*$Y0F&9.$ M<9O"/TH04::,E(GAPL2\3-16I81,V337F2*
)EDIC&3=$%%P0S9)8BESD3.E- MJ>1CG9Z2%-H@D\Z(,H4,7R=Z5ALMZ6DI91%S$BN?M+;^PRG'"CZ M26_ODYORO44WA&PK?,X_1.-*
*:C8T*ED^B:8V=BDUS$9QO=W4D/!H7P2VW]#CP MY\A<[4]]TP,?/[DM#7S\##<|\/&3V])'S\>[SZY*86A+@SF2Q--[M%43/(-\T)*H'M33@1<"+@!!+RX'U-8,)M);BVQ/"X)*_.4E*4!VS9)*
M-$)S7:2%N(M+KP]'=\;!1V\;',[Z3>-)2HM0Q2)@9,#(@')'IPDA;%"Q/4DYD MDJ"[4$HBL!020VVFTC@N$\7VD:(3,/(HV254^KDK6X5/R%]-*2/'IU]_^@3 M*@-\!//@(\!'@(\!'@(*
'_=@">=&RR1-%"E+RPBC+.E8(HD5E!3&%K8N-R' MMW 4-'- 0SB94%J&"A8!,0-B!L0\U/D*5T)D,B-%61K"TC@CHDQ2P$%E\ES3*
*M6,=W"C4,B'G"1ANO/NKK[OYU#UIO%]>F*92|+>N+J_Y%A;E M+_#?2$U%"\0W%V>&S&IM^N?#'/#G;@K_XR(AO[PDZ2L[-5^(KAKCJ.\EL.SR*
*M8O9*5^\U*]Y>XJ^OYD+K:G8VBKV;2:P3 6HEF\%,M% 6K]!UA6_]7;9^*%Q8F!U),/XNK]M6+ M/P\4T3VYWT3'#FX'1T2PM9G[W;/'RGYCOMH]R:^]R LQ?$$U6XJ1%$N9SKEE*
M.:%EGA#&2D8$Y9P8RY(BQG,PKOY)USEV]-[DMN\UNE"BR PIE2I 9DH+[RTX M4;FPI0); KYR[SVV+?W6C&^\I;WH<))C5ZBX8ZJ.OG$\2.XP?+R< ![62]"U MZHO1K_SKRO@D_E-
*_/0#)5.Q:\[(U<]&(A>F7P>E&_M$O=AUJ759MY=2-JY?] M,ZX[TW)OS>*3E/IIS)'=E#U+_ODKM[*3)+GEG;>[K3RAG,6K_]WR,;>]+4PW*
M3/=Q3O<;Y^1]3\4MMY[VKF68^)X$Q=VTM<]^F60!^U7<[2#^>]^L!!5EWZA! M===HK<=#"FCE1\[.CRZ,O"_ GYH(]%&M?V+:,/H\GV^,,A?2-%%*)U$2)^GM MB>?V\3R/AL
*">@7T.I(">D\?OXQEV8:T0!(!R@[^;@F&)AB@RF2P!2!*0)3 MK#-%4%T#4P2F&%;KMWHAIH$E#I:S\>Q;K?CF0:'+RHWPYC@B5T*]\U#!/\U!T MH.A T6%[G^N4 T4_Z>U[\#(A-*
,T484SE1-HT)7DL1%)PDR>&;J8^(%N?SC3^Y^<5E;!"G CP,?M+;^PRG'"CZ26_ODYORO<4VA$PK?,X_1-.(V2*: MKDR<2:2630,_!\;7=T(#V[FWI=7[3A@Z,@<[H_&/108^HBW-*
#!T8.C T(&A MGSM#7Q,2SSE+91H3::DFC#%-1&I34FH6&\EM;%BV=:8E+#=&E$1D>4F8*23< M;1B)I30THUJF5/5G6F?+1?NR4Y)'QP"OO89\N#.NK$@/>\(5L"Q@6<"RH\(R
*MHVC,TQQ[IF)ZC^64|+*PI#"YHBG3TNCX+N?S &LM"&;&=VY-;^Q4:)]+ M('"'>#=\|5SD3C.# QV%+ Q_QTT/?/SDMO31|_$&;2Y3.,9((@24.5J[X*
*MBC,B6<'+).6E8MMVWI\|6,_KV<%-/ULXC(/UE\ LK"E3Q_()(\S]4Q&\EQ(MPE@&0&830*9"FKQ(*,V+K?HT>W!@!2![%&ZL$*-U2V9[7R_@S7-Q)>34! ?6 M'CGN*
(NJW:LD>@:UU$(1QJ"'7!KP(>!'P(N!%P(N % <4S*'+4LHD(6G,PD>2Q+S95)]E&0)F#D4;++O47#'3< AS+6QR-^ M0G&TIU\<+=16#-IK@(\ 'P$^ GP$^ CP<0R6L"JM98E-
*2,K*E+'44R)SD1#) MI*"")DF1WBD$1+$>1U$SAS.*$"%B P%6@-B!L0.B'DPQ(R5*1Z2LHSPD]. M;? R111G,]-QF2][EV+6 3&/$S"SD/XC*E=_W0+B ^H9DO1K:"N+D=3&H?^*
*MY2=Y7OSI*_%_-(&_[!?1MS&8XI[\FF5[LVRJV5FT.#?1K)J9Z)^.6\C Y/6 MT2]_Q!,<;&.BS_C/KF%\QSL.<$;A.-!) M2J2. 3,4((Z0IB1*J528+&>%LILXPTMKN-*
*",E!GVW"S*A)0%!9SAUJ@\IM2F M9BVF>4"6OQF!L'(!(VK?(5C_UHA9:TW3_F06GXV9_6(NS:2|&>R|>_]V#7=(M:Q1B#WK*6S.[;L8)SX1B+"6IHJ!'7BA0T3%-*
*H(N(TS:1*$RKRK1FG95Y8E9>.\ M0#2V!:R2DJ#%$B:10J1%1OOD3'A6[P#9:U#W_ADA6O1SCZ2??.1F'!%)R%Q M|.H_IR=C;'Q>Z/ C/!**L<;:|\"2W1&?(P$'@!H$];)MD;9KZ[ZQ0'?1*
M)1)>=&$6Y[6& 9]=];_.QI'6;JE%U-33*3SOLVCT]D-.HF$L>3^6ONK 2'.X M_8C:1:W^B#[[1[8W&M:Q-PM$$%N_@7^>PM|'4#C_?+"-)7J6XMP:F-F,V*2 M#/A?*
*@/T]$/L4QT),24;3\DXH.;064:I>PD)T.PU_-DNC1RM].M,?4)],OEII M:UV6R&\PAI^FL*XO(@,H,D>F@KF 5WPQ^I5_71F?Q'_JKX>-FHIY:UZV9BX:L3#],CC?@W_T*
*MBUVA)9=56SGJN'K9/^.ZF!'WUCP_*VE[\6#+<@1M7 +)/P*2?V-41_$T4/P1B|SS3G!:.?H[K@MD2)IP3+==U3'Z[\8]!7O?P<--!3Y! M.VN|A|@%6#MW47\6UYX;LSAYKB[!?W9'^%/ *%[!8CZ7OERLJ(:*
&+N./.' M%V___N'%CSTZ76.IH86GD$K<(CNH.?WT.N))=A=NA| SZ97DZ]Z_!IT8C5_ M^#&Y3X-AATXNH#HCU#GZY^K&]6H'JJUJ/>D"#;SGS/DJ5[- VCV;P:(YZA4(MB?-ZYGUXG-*
*Y*_@/TZ MA]M U8FF==N>1!]AD,T*W=WJ_^\V>O?Q [[IK9&-"]1 1\YD']H%D(CIUNZZ;0.-<^$Z[<)S/+0ZH0'# M4(O.Q[0V@ KV1BZ<[P'|K]>-;/T!HV6_)+ISM?*
*+Y#'=*F[68ZN&2"SAT/G MSIA>X>.\6/:[B63E&0U7&#=F8U';Z >D!: 1$ 8$/OXXB9]J_8/8QIB5BP-] M&Y/5TRYKW'"L.=R_?PY2Z?K!N*FW8+D(6-7(QU/!K^WZEF]#(1#.Y_+=TXTD*
*M8(CX8U!Z7*UZW;&'=U'7. ^#YE/4BJE77*I%N^,-T",%3=/DOIXO5 MCD:VJ2_@>56C"8JCJQ55^5F.R,7"_M:@/"W.@=)P|-K KN(QPM1%.TJ"&7T^G4*F2_EM%((\XU :IX;*
*M/&UPHT>Y[8*G7/P+PH68]GCU;>KU2W@-P;H8@A%1 8FX[34H)KI7_'IR"9[1 M.):B]XJ.]78KOC21W2Y]WHH:%%0-?47MRHPD^|>Z*=M\O<;SK"$(#R%CUX#*
MA)8XBWX75EQ6RY&ZTQVS) ^0YOG/(=KFZP=V $AZKNK'[..2K$U!>)$MWP. M_D;B,)]TTA!#6+YZDC6?+MMM;_ W'!-7<_T]I_?F7&>1+3A-!",<)$*
*MQH@TN2%6Q|;$7)2";P5>P2TEUTE*2L,X83DS1"1H#"EFJ."$\W0XIBU*0:9QL1DJ8DSJ$D36'!%.4D8CUDIC4S+;T2:CJAF14P?<9'H(6ULFH"1?4PD-*
>A/DR[4&734 M8Z.0.N$92Q-)"DXSPF@BB,@=P11Q$ALJE M_Z/333Z@4>+Q9JL%9JA3X/K&2^V^#%6ZC'1I\+QATI!]_#R70[%A!P2O17]-6MCPC\ GM@I&))@:) MY73@[O-(-
DEG7,!_4(D".PR/^,!HZ4)G)? #V3\T,77GHCJ_>!H<.K]!=AJ MU=S;A7@Q:(+T\5$KH;HF0)U]IVZFMSR5HW,T!GF(+6SG ?4'2N@:S;SRC>S M-*
*L#N@>)//ITY_>_HKU/0_5%^U6V"^PT!*O"*:,5^KUVZ-4FHF,<%YD>,A3 M3)DDE*0Z3E..%HK2K5I$PA0,<-F0/*,*IDD3PG-K2BA2YEC)@5$K336Y\"^OI*
*MO."C=HM \ZX0_6'V*RI]"-_B;9]2Y_5LC7-)0:NO)O-E_!>&("'NYQE&_IX M]?Y6NXJ$$EVPXB78@>B,;. GX,C/HEGU\QHY8+\64OCR2&((GNRA[=/H-,;C MDR3-*
;]N&JV3WVXW!M:N'BD3D-(G0_"'4U;K'LEH_ M===EF2M&4L,I888(G,&?\HT M2S*EJ;);CIV2ICS%!L_*8@IXK'(BN; DHV61:%4H1K>*P RFY-]61^G_]!;G*
M6V9CNVXWMM69F^(7KEGA6KKQU+\1;5UL?FOQU1+8%Y:(.YYXP?"_%A7 L M,@JD$AYVF_5(I2":G6UYX;L5AYKB[?W9'^%/ %[8CZ7OERLJ(:@&+N:/' M%V___N'%CSTZ76.IH86GD$K<(CNH.?WT.N))=A*=NA| SZ97DZ]Z_!IT8C5_ M^#&Y3X-AATXNH#HCU#GZY^K&]6H'JJUJ/>D"#;SGS/DJ5[- VCV;P:(YZA4(MB?-ZYGUXG-*
*Y*_@/TZ MA]M U8FF==N>1!]AD,T*W=WJ_^\V>O?Q [[IK9&-"]1 1\YD']H%D(CIUNZZ;0.-<^$Z[<)S/+0ZH0'# M4(O.Q[0V@ KV1BZ<[P'|K]>-;/T!HV6_)+ISM?*
*+Y#'=*F[68ZN&2"SAT/G MSIA>X>.\6/:[B63E&0U7&#=F8U';Z >D!: 1$ 8$/OXXB9]J_8/8QIB5BP-] M&Y/5TRYKW'"L.=R_?PY2Z?K!N*FW8+D(6-7(QU/!K^WZEF]#(1#.Y_+=TXTD*
*M8(CX8U!Z7*UZW;&'=U'7. ^#YE/4BJE77*I%N^,-T",%3=/DOIXO5 MCD:VJ2_@>56C"8JCJQ55^5F.R,7"_M:@/"W.@=)P|-K KN(QPM1%.TJ"&7T^G4*F2_EM%((\XU :IX;*
*M/&UPHT>Y[8*G7/P+PH68]GCU;>KU2W@-P;H8@A%1 8FX[34H)KI7_'IR"9[1 M.):B]XJ.]78KOC21W2Y]WHH:%%0-?47MRHPD^|>Z*=M\O<;SK"$(#R%CUX#*
MA)8XBWX75EQ6RY&ZTQVS) ^0YOG/(=KFZP=V $AZKNK'[..2K$U!>)$MWP. M_D;B,)]TTA!#6+YZDC6?+MMM;_ W'!-7<_T]I_?F7&>1+3A-!",<)$*
*MQH@TN2%6Q|;$7)2";P5>P2TEUTE*2L,X83DS1"1H#"EFJ."$\W0XIBU*0:9QL1DJ8DSJ$D36'!%.4D8CUDIC4S+;T2:CJAF14P?<9'H(6ULFH"1?4PD-*
>A/DR[4&734 M8Z.0.N$92Q-)"DXSPF@BB,@=P11Q$ALJE M_Z/333Z@4>+Q9JL%9JA3X/K&2^V^#%6ZC'1I\+QATI!]_#R70[%A!P2O17]-6MCPC\ GM@I&))@:) MY73@[O-(-
DEG7,!_4(D".PR/^,!HZ4)G)? #V3\T,77GHCJ_>!H<.K]!=AJ MU=S;A7@Q:(+T\5$KH;HF0)U]IVZFMSR5HW,T!GF(+6SG ?4'2N@:S;SRC>S M-*
*L#N@>)//ITY_>_HKU/0_5%^U6V"^PT!*O"*:,5^KUVZ-4FHF,<%YD>,A3 M3)DDE*0Z3E..%HK2K5I$PA0,<-F0/*,*IDD3PG-K2BA2YEC)@5$K336Y\"^OI*
*MO."C=HM \ZX0_6'V*RI]"-_B;9]2Y_5LC7-)0:NO)O-E_!>&("'NYQE&_IX M]?Y6NXJ$$EVPXB78@>B,;. GX,C/HEGU\QHY8+\64OCR2&((GNRA[=/H-,;C MDR3-*
;]N&JV3WVXW!M:N'BD3D-(G0_"'4U;K'LEH_ M===EF2M&4L,I888(G,&?\HT M2S*EJ;);CIV2ICS%!L_*8@IXK'(BN; DHV61:%4H1K>*P RFY-]61^G_]!;G*
M6V9CNVXWMM69F^(7KEGA6KKQU+\1;5UL?FOQU1+8%Y:(.YYXP?"_%A7 L M,@JD$AYVF_5(I2":G6UYX;L5AYKB[?W9'^%/ %[8CZ7OERLJ(:@&+N:/' M%V___N'%CSTZ76.IH86GD$K<(CNH.?WT.N))=A*=NA| SZ97DZ]Z_!IT8C5_ M^#&Y3X-AATXNH#HCU#GZY^K&]6H'JJUJ/>D"#;SGS/DJ5[- VCV;P:(YZA4(MB?-ZYGUXG-*
*Y*_@/TZ MA]M U8FF==N>1!]AD,T*W=WJ_^\V>O?Q [[IK9&-"]1 1\YD']H%D(CIUNZZ;0.-<^$Z[<)S/+0ZH0'# M4(O.Q[0V@ KV1BZ<[P'|K]>-;/T!HV6_)+ISM?*
*+Y#'=*F[68ZN&2"SAT/G MSIA>X>.\6/:[B63E&0U7&#=F8U';Z >D!: 1$ 8$/OXXB9]J_8/8QIB5BP-] M&Y/5TRYKW'"L.=R_?PY2Z?K!N*FW8+D(6-7(QU/!K^WZEF]#(1#.Y_+=TXTD*
*M8(CX8U!Z7*UZW;&'=U'7. ^#YE/4BJE77*I%N^,-T",%3=/DOIXO5 MCD:VJ2_@>56C"8JCJQ55^5F.R,7"_M:@/"W.@=)P|-K KN(QPM1%.TJ"&7T^G4*F2_EM%((\XU :IX;*
*M/&UPHT>Y[8*G7/P+PH68]GCU;>KU2W@-P;H8@A%1 8FX[34H)KI7_'IR"9[1 M.):B]XJ.]78KOC21W2Y]WHH:%%0-?47MRHPD^|>Z*=M\O<;SK"$(#R%CUX#*
MA)8XBWX75EQ6RY&ZTQVS) ^0YOG/(=KFZP=V $AZKNK'[..2K$U!>)$MWP. M_D;B,)]TTA!#6+YZDC6?+MMM;_ W'!-7<_T]I_?F7&>1+3A-!",<)$*
*MQH@TN2%6Q|;$7)2";P5>P2TEUTE*2L,X83DS1"1H#"EFJ."$\W0XIBU*0:9QL1DJ8DSJ$D36'!%.4D8CUDIC4S+;T2:CJAF14P?<9'H(6ULFH"1?4PD-*
>A/DR[4&734 M8Z.0.N$92Q-)"DXSPF@BB,@=P11Q$ALJE M_Z/333Z@4>+Q9JL%9JA3X/K&2^V^#%6ZC'1I\+QATI!]_#R70[%A!P2O17]-6MCPC\ GM@I&))@:) MY73@[O-(-
DEG7,!_4(D".PR/^,!HZ4)G)? #V3\T,77GHCJ_>!H<.K]!=AJ MU=S;A7@Q:(+T\5$KH;HF0)U]IVZFMSR5HW,T!GF(+6SG ?4'2N@:S;SRC>S M-*
*L#N@>)//ITY_>_HKU/0_5%^U6V"^PT!*O"*:,5^KUVZ-4FHF,<%YD>,A3 M3)DDE*0Z3E..%HK2K5I$PA0,<-F0/*,*IDD3PG-K2BA2YEC)@5$K336Y\"^OI*
*MO."C=HM \ZX0_6'V*RI]"-_B;9]2Y_5LC7-)0:NO)O-E_!>&("'NYQE&_IX M]?Y6NXJ$$EVPXB78@>B,;. GX,C/HEGU\QHY8+\64OCR2&((GNRA[=/H-,;C MDR3-*
;]N&JV3WVXW!M:N'BD3D-(G0_"'4U;K'LEH_ M==+EF2M&4L,I888(G,&?\HT M2S*EJ;);CIV2ICS%!L_*8@IXK'(BN; DHV61:%4H1K>*P RFY-]61^G_]!;G*
M6V9CNVXWMM69F^(7KEGA6KKQU+\1;5UL?FOQU1+8%Y:(.YYXP?"_%A7 L M,@JD$AYVF_5(I2":G6UYX;L5AYKB[?W9'^%/ %[8CZ7OERLJ(:@&+N:/' M%V___N'%CSTZ76.IH86GD$K<(CNH.?WT.N))=A*=NA| SZ97DZ]Z_!IT8C5_ M^#&Y3X-AATXNH#HCU#GZY^K&]6H'JJUJ/>D"#;SGS/DJ5[- VCV;P:(YZA4(MB?-ZYGUXG-*
*Y*_@/TZ MA]M U8FF==N>1!]AD,T*W=WJ_^\V>O?Q [[IK9&-"]1 1\YD']H%D(CIUNZZ;0.-<^$Z[<)S/+0ZH0'# M4(O.Q[0V@ KV1BZ<[P'|K]>-;/T!HV6_)+ISM?*
*+Y#'=*F[68ZN&2"SAT/G MSIA>X>.\6/:[B63E&0U7&#=F8U';Z >D!: 1$ 8$/OXXB9]J_8/8QIB5BP-] M&Y/5TRYKW'"L.=R_?PY2Z?K!N*FW8+D(6-7(QU/!K^WZEF]#(1#.Y_+=TXTD*
*M8(CX8U!Z7*UZW;&'=U'7. ^#YE/4BJE77*I%N^,-T",%3=/DOIXO5 MCD:VJ2_@>56C"8JCJQ55^5F.R,7"_M:@/"W.@=)P|-K KN(QPM1%.TJ"&7T^G4*F2_EM%((\XU :IX;*
*M/&UPHT>Y[8*G7/P+PH68]GCU;>KU2W@-P;H8@A%1 8FX[34H)KI7_'IR"9[1 M.):B]XJ.]78KOC21W2Y]WHH:%%0-?47MRHPD^|>Z*=M\O<;SK"$(#R%CUX#*
MA)8XBWX75EQ6RY&ZTQVS) ^0YOG/(=KFZP=V $AZKNK'[..2K$U!>)$MWP. M_D;B,)]TTA!#6+YZDC6?+MMM;_ W'!-7<_T]I_?F7&>1+3A-!",<)$*
*MQH@TN2%6Q|;$7)2";P5>P2TEUTE*2L,X83DS1"1H#"EFJ."$\W0XIBU*0:9QL1DJ8DSJ$D36'!%.4D8CUDIC4S+;T2:CJAF14P?<9'H(6ULFH"1?4PD-*
>A/DR[4&734 M8Z.0.N$92Q-)"DXSPF@BB,@=P11Q$ALJE M_Z/333Z@4>+Q9JL%9JA3X/K&2^V^#%6ZC'1I\+QATI!]_#R70[%A!P2O17]-6MCPC\ GM@I&))@:) MY73@[O-(-
DEG7,!_4(D".PR/^,!HZ4)G)? #V3\T,77GHCJ_>!H<.K]!=AJ MU=S;A7@Q:(+T\5$KH;HF0)U]IVZFMSR5HW,T!GF(+6SG ?4'2N@:S;SRC>S M-*
*L#N@>)//ITY_>_HKU/0_5%^U6V"^PT!*O"*:,5^KUVZ-4FHF,<%YD>,A3 M3)DDE*0Z3E..%HK2K5I$PA0,<-F0/*,*IDD3PG-K2BA2YEC)@5$K336Y\"^OI*
*MO."C=HM \ZX0_6'V*RI]"-_B;9]2Y_5LC7-)0:NO)O-E_!>&("'NYQE&_IX M]?Y6NXJ$$EVPXB78@>B,;. GX,C/HEGU\QHY8+\64OCR2&((GNRA[=/H-,;C MDR3-*
*;]N&JV3WVXW!M:N'BD3D-(G0_"'