

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**Form 10-Q**

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended June 30, 2018

OR

☐ **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: 001-31326

**ELOXX PHARMACEUTICALS, INC.**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

84-1368850  
(I.R.S. Employer  
Identification Number)

950 Winter Street  
Waltham, Massachusetts 02451  
(Address of principal executive offices) (Zip Code)

781-577-5300  
(Registrant's telephone number, including area code)

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 ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, 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	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

On August 3, 2018, the registrant had 34,857,680 shares of common stock, \$0.01 par value per share, outstanding.

ELOXX PHARMACEUTICALS, INC.  
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**PART I. FINANCIAL INFORMATION**

**ELOXX PHARMACEUTICALS, INC. AND SUBSIDIARIES**

**UNAUDITED CONDENSED CONSOLIDATED BALANCE SHEETS**  
(in thousands, except share and per share data)

	<b>June 30, 2018</b>	<b>December 31, 2017</b>
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 63,412	\$ 24,049
Restricted bank deposit	100	102
Prepaid expenses and other current assets	458	355
Total current assets	63,970	24,506
Property and equipment, net	302	278
Total	\$ 64,272	\$ 24,784
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable	\$ 2,098	\$ 1,530
Accrued expenses	2,258	1,893
Total current liabilities	4,356	3,423
Stockholders' equity:		
Preferred stock, \$0.01 par value per share, 5,000,000 shares authorized, no shares issued and outstanding at June 30, 2018 and December 31, 2017	—	—
Common stock, \$0.01 par value per share, 500,000,000 shares authorized, 34,869,450 and 27,527,738 shares issued at June 30, 2018 and December 31, 2017, respectively	349	274
Common stock in treasury, at cost, 8,385 and 0 shares at June 30, 2018 and December 31, 2017, respectively	(83)	—
Additional paid in capital	120,607	60,047
Accumulated deficit	(60,957)	(38,960)
Total stockholders' equity	59,916	21,361
Total	\$ 64,272	\$ 24,784

*See accompanying notes to unaudited condensed consolidated financial statements*

**UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**  
**(in thousands, except share and per share data)**

	Three Months Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
Operating expenses:				
Research and development	\$ 4,150	\$ 2,595	\$ 8,544	\$ 4,950
General and administrative	9,560	584	12,953	861
Reverse merger related expenses	(167)	—	594	—
Total operating expenses	13,543	3,179	22,091	5,811
Loss from operations	(13,543)	(3,179)	(22,091)	(5,811)
Other (income) expense, net	(137)	699	(94)	745
Net loss	\$ (13,406)	\$ (3,878)	\$ (21,997)	\$ (6,556)
Basic and diluted net loss per share	\$ (0.42)	\$ (1.04)	\$ (0.74)	\$ (1.77)
Weighted average number of common shares in computing basic and diluted net loss per share	31,839,303	4,205,277	29,695,430	4,205,277

*See accompanying notes to unaudited condensed consolidated financial statements*

**UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(in thousands)

	Six Months Ended June 30,	
	2018	2017
Cash flows from operating activities:		
Net loss	\$ (21,997)	\$ (6,556)
Adjustments to reconcile net loss to net cash used in operating activities:		
Stock-based compensation	6,913	21
Depreciation	46	13
Amortization and revaluation of discount in respect to convertible loan	—	625
Accrued interest on convertible loan	—	43
Change in operating assets and liabilities:		
Prepaid expenses and other current assets	(103)	701
Accounts payable	568	(1,182)
Accrued expenses	365	433
Net cash used in operating activities	(14,208)	(5,902)
Cash flows from investing activities:		
Purchases of property and equipment	(101)	(96)
Net cash used in investing activities	(101)	(96)
Cash flows from financing activities:		
Proceeds from the underwritten public offering, net of issuance costs	53,571	—
Proceeds from issuance of Series C preferred stock, net of issuance costs	—	14,669
Proceeds from convertible loan and financial derivative into Series C preferred stock	—	2,500
Proceeds from share based compensation arrangements	97	—
Net cash provided by financing activities	53,668	17,169
Effect of exchange rate on cash	2	—
Increase in cash and cash equivalents	39,361	11,171
Cash, cash equivalents and restricted cash, beginning of year	24,151	2,250
Cash, cash equivalents and restricted cash, end of period	<u>\$ 63,512</u>	<u>\$ 13,421</u>
Reconciliation of cash, cash equivalents and restricted cash to condensed consolidated balance sheets		
Cash and cash equivalents	\$ 63,412	\$ 13,360
Restricted cash included in restricted bank deposit	100	61
Total cash, cash equivalents and restricted cash	<u>\$ 63,512</u>	<u>\$ 13,421</u>
Supplemental disclosure of non-cash financing activities		
Non-cash acquisition of treasury shares	\$ 83	\$ —
Conversion of convertible loan into Series C preferred stock	\$ —	\$ 3,168

*See accompanying notes to unaudited condensed consolidated financial statements*

**ELOXX PHARMACEUTICALS, INC. AND SUBSIDIARIES**  
**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS**

**1. Nature of the Business**

Eloxx Pharmaceuticals, Inc., together with its wholly-owned subsidiary Eloxx Pharmaceuticals, Ltd. (collectively “we,” “our,” “us,” “Eloxx” or the “Company”), is a clinical-stage biopharmaceutical company developing novel ribonucleic acid (RNA)-modulating drug candidates (designed to be eukaryotic ribosomal selective glycosides) that are designed to treat rare and ultra-rare premature stop codon diseases. Premature stop codons are point mutations that disrupt protein synthesis from messenger RNA. As a consequence, patients with premature stop codon diseases have reduced or eliminated protein production from the mutation bearing allele accounting for some of the most severe phenotypes in these genetic diseases. These premature stop codons have been identified in over 1,800 rare and ultra-rare diseases. Read-through therapeutic development is focused on extending mRNA (messenger RNA) half-life and increasing protein synthesis by enabling the cytoplasmic ribosome to read through premature stop codons to produce full-length proteins. Eloxx’s lead investigational product candidate, ELX-02, is a small molecule drug candidate designed to restore production of full-length functional proteins. Eloxx’s preclinical candidate pool consists of a library of novel drug candidates designed to be eukaryotic ribosomal selective glycosides identified based on read-through potential. ELX-02 is in the early stages of clinical development focusing on cystic fibrosis and cystinosis. ELX-02 is an investigational drug that has not been approved by any global regulatory body. Eloxx is headquartered in Waltham, MA, with research and development operations in Rehovot, Israel.

The Company’s research and development strategy is to target rare or ultra-rare diseases where a high unmet medical need, nonsense mutation bearing, patient population has been identified, there are established preclinical read-through or personalized medicine experiments that are predictive of clinical activity, and a definable path for Orphan Drug development, regulatory approval, patient access and commercialization. The Company believes patient advocacy to be an important element of patient focused drug development and seeks opportunities to collaborate with patient advocacy groups throughout the discovery and development process. The Company’s current clinical focus is on cystic fibrosis and cystinosis where the Company is advancing its lead investigational drug product candidate, ELX-02.

Eloxx Pharmaceuticals Ltd. (“Eloxx Limited”) was incorporated in Israel on September 17, 2013 and was acquired by the Company in a reverse merger described below. The Company focuses its activity on the discovery, development and commercialization of compounds for the treatment of genetic diseases caused by nonsense mutations primarily through a license agreement (the “Technion Agreement”) with the Technion Research and Development Foundation Ltd. (“TRDF”) entered into in 2013.

***Reverse Merger***

On December 19, 2017, Sevion Therapeutics, Inc. (“Sevion”) acquired Eloxx Limited pursuant to a merger between the companies (the “Transaction” or “Reverse Merger”). Upon consummation of the Transaction (the “Closing”), Sevion adopted the business plan of Eloxx Limited and discontinued the pursuit of Sevion’s business plan. In connection with the Transaction, Sevion acquired all of the outstanding capital stock of Eloxx Limited in exchange for the issuance of an aggregate 20,316,656 shares of Sevion’s common stock, par value \$0.01 per share (the “Common Stock”), after giving effect to a 1-for-20 reverse split immediately prior to the Transaction. As a result of the Transaction, Eloxx Limited became a wholly-owned subsidiary of Sevion. While Sevion was the legal acquirer in the transaction, Eloxx Limited was deemed the accounting acquirer. Immediately after giving effect to the Transaction, on December 19, 2017, Sevion changed its name to Eloxx Pharmaceuticals, Inc.

These interim unaudited consolidated financial statements of the Company reflect the operations of the acquirer for accounting purposes together with a deemed issuance of shares, equivalent to the shares held by the former stockholders of the legal acquirer and a recapitalization at the equity of the accounting acquirer. The annual audited consolidated financial statements include the accounts of the Company since the effective date of the reverse capitalization and the accounts of Eloxx Limited since inception.

## **Liquidity**

As reflected in the accompanying unaudited consolidated financial statements, the Company has not generated revenue from the sale of any product and does not expect to generate significant revenue unless and until obtaining marketing approval and commercialization of one of its product candidates. As of June 30, 2018, the Company had cash and cash equivalents of \$63.4 million, inclusive of net proceeds of \$53.6 million received upon the completion of an underwritten public offering of 5,899,500 shares of common stock of the Company at the public offering price of \$9.75 per share on April 30, 2018.

The Company expects that its cash and cash equivalents will fund operations to 2020 based on its current operating plans. The Company incurred a loss for the six months ended June 30, 2018 of \$22.0 million and had a negative cash flow from operating activities of \$14.2 million during the six months ended June 30, 2018. The accumulated deficit as of June 30, 2018 was \$61.0 million.

## **Correction of an Immaterial Error**

The presentation of reverse merger related expense in the Statement of Operations for the six-months ended June 30, 2018 includes the effects of the correction of an immaterial error of the amounts of functional operating expenses previously reported for the three months ended March 31, 2018. The Company assessed the materiality of these errors in accordance with the SEC's Staff Accounting Bulletin ("SAB") Topic 1.M, Materiality, codified in ASC Topic 250, Presentation of Financial Statements ("ASC 250"), and concluded that the previously issued unaudited condensed consolidated interim financial statements for the three months ended March 31, 2018 and 2017 were not materially misstated; however, in order to correctly reflect the adjustment as described above in the appropriate period, management has elected to correct the presentation in the Statement of Operations for the six-months ended June 30, 2018 and will revise the affected previously issued financial statements for the three-months ended March 31, 2018 when such amounts are presented as comparative prior period balances in the Form 10-Q filing for the period ending March 31, 2019. As a result, the revised consolidated financial statements for the three and six months ended June 30, 2018 reflect a \$0.4 million increase to research and development expense, a \$0.9 million increase in general and administrative expense, and a corresponding decrease in reverse merger related expenses of \$1.3 million. The reclassification had no impact on net loss or net cash flows for the three months ended March 31, 2018 or the three and six months ended June 30, 2018, nor other prior periods presented.

The impact on specific line items in the accompanying consolidated statement of operations for the three months ended March 31, 2018 is presented below (in thousands):

	As reported	Three Months Ended March 31, 2018 Adjustments	As corrected
Operating expenses:			
Research and development	\$ 4,013	\$ 381	\$ 4,394
General and administrative	2,480	913	3,393
Reverse merger related expenses	2,055	(1,294)	761
Total operating expenses	<u>\$ 8,548</u>	<u>\$ —</u>	<u>\$ 8,548</u>

## **2. Summary of Significant Accounting Policies**

### ***Basis of presentation and principles of consolidation***

The accompanying unaudited interim consolidated financial statements have been prepared by the Company in accordance with accounting principles generally accepted in the United States ("GAAP") as found in the Accounting Standards Codification ("ASC") and Accounting Standards Update ("ASU") of the Financial Accounting Standards Board ("FASB"). Certain information and footnote disclosures normally included in the Company's annual financial statements have been condensed or omitted, as permitted by such rules and regulations. These interim consolidated financial statements, in the opinion of management, reflect all normal recurring adjustments necessary for a fair presentation of the Company's financial position, results of operations, and cash flows for the interim periods ended June 30, 2018 and 2017.

The Unaudited Consolidated Statements of Operations includes the Company's operating expenses related to research and development and general and administrative, along with reverse merger related expenses, which were substantially comprised of fees for professional services.

The results of operations for the interim periods are not necessarily indicative of the results of operations to be expected for the full year. These interim financial statements should be read in conjunction with the audited financial statements as of and for the year ended December 31, 2017, and the notes thereto, which are included in the Company’s Annual Report on Form 10-K filed with the Securities and Exchange Commission (the “SEC”) on March 16, 2018.

### ***Summary of Accounting Policies***

The significant accounting policies and estimates used in the preparation of the condensed consolidated financial statements are described in the Company’s audited financial statements as of and for the year ended December 31, 2017, and the notes thereto, which are included in the Company’s Annual Report on Form 10-K. There have been no material changes in the Company’s significant accounting policies during the six months ended June 30, 2018.

### ***Recent Accounting Pronouncements adopted***

In November 2016, the FASB issued ASU 2016-18, Statement of Cash Flows (Topic 230): “Restricted Cash” (ASU 2016-18), which requires companies to include amounts generally described as restricted cash and restricted cash equivalents in cash and cash equivalents when reconciling beginning-of-period and end-of-period total amounts shown on the statement of cash flows. The amendments in this update are effective for public business entities for fiscal years beginning after December 15, 2017, and interim periods within those fiscal years. The Company adopted the new guidance using the retrospective transition method as required with respect to each period presented. This new guidance does not have a material impact on the Company’s consolidated financial statements.

In February 2016, the FASB issued ASU No. 2016-02, “Leases”. This guidance will require that lease arrangements longer than 12 months result in an entity recognizing an asset and liability equal to the present value of the lease payments in the statement of financial position. This guidance is effective for annual periods beginning after December 15, 2018, and interim periods therein. This standard requires a modified retrospective transition approach for all leases existing at, or entered into after, the date of initial application, with an option to use certain transition relief. Early adoption is permitted. The Company is currently evaluating the impact that the adoption of ASU 2016-02 will have on its financial statements and related disclosures.

### **3. Prepaids and Other Current Assets**

Prepaids and other current assets as of June 30, 2018 and December 31, 2017 consisted of the following (in thousands):

	As of	
	June 30, 2018	December 31, 2017
Prepaid insurance	\$ 290	\$ 242
Other governmental agencies receivables	—	88
Prepaid other	168	25
	<u>\$ 458</u>	<u>\$ 355</u>



#### 4. Property and Equipment, net

Property and equipment, net consisted of the following (in thousands):

	As of	
	June 30, 2018	December 31, 2017
Computers and software	\$ 200	\$ 124
Office furniture and equipment	120	118
Laboratory equipment	—	37
Leasehold improvements	73	53
	393	332
Less: Accumulated depreciation	91	54
Property and equipment, net	<u>\$ 302</u>	<u>\$ 278</u>

Depreciation expense was \$25,000, and \$7,000 for the three months ended June 30, 2018 and 2017, respectively. Depreciation expense was \$46,000, and \$13,000 for the six months ended June 30, 2018, 2018 and 2017, respectively.

#### 5. Accrued Expenses

Accrued expenses as of June 30, 2018 and December 31, 2017 consisted of the following (in thousands):

	As of	
	June 30, 2018	December 31, 2017
Accrued payroll and related expenses	\$ 700	\$ 402
Accrued research and development expenses	712	704
Accrued professional services	846	787
	<u>\$ 2,258</u>	<u>\$ 1,893</u>

#### 6. Convertible Loan

On January 26, 2017 (the “Closing Date”), the Company entered into a Convertible Loan Agreement (the “Agreement”) with five of its shareholders (the “Lenders”), pursuant to which the Company raised an aggregate amount of \$2.5 million (the “Convertible Loan”). The Convertible Loan included interest at an annual rate of 5%. According to the Agreement, the outstanding portion of the Convertible Loan (without accrued interest) automatically converts upon the consummation of an equity investment by a third party of an aggregate amount of at least \$5.0 million (the “Qualified Equity Investment”), prior to the date that is two years from the Closing Date (the “Maturity Date”), into equity securities of the same class issued by the Company in such Qualified Equity Investment.

In accordance with ASC Topic 815 “Derivatives and Hedging”, features related to convertible loans qualify as embedded derivative instruments at the date of issuance, since these are considered as stock settled debt. In determining fair value, the Company uses various valuation approaches. ASC 820 establishes a hierarchy for inputs used in measuring fair value. The embedded conversion feature is classified under level 3 in the hierarchy. The fair value assigned to the embedded conversion feature on the issuance dates amounted to \$0.3 million. The embedded instruments are marked to market in each reporting period and changes are recorded in financial expenses. The discount is amortized using the effective interest over the loan period.

On May 31, 2017, the Convertible Loan (without accrued interest) was converted into 825,213 shares of Series C preferred stock, according to the price per share that was paid in the 2017 Share Purchase Agreement (see Note 9). During the year ended December 31, 2017, the Company recorded \$0.7 million as financial and other expenses, as a result of changes in the embedded instruments. In connection with the conversion, the embedded instrument together with all accrued interest in the amount of \$0.7 million and was classified to additional paid in capital.

The following table presents reconciliations for the Company's liabilities measured and recorded at fair value on a recurring basis, using significant unobservable inputs (in thousands):

	Significant Unobservable Inputs (Level 3)
Balance at January 26, 2017	\$ (308)
Amortization and revaluation embedded conversion feature	(317)
Conversion of convertible loan into Series C preferred stock	625
Balance at December 31, 2017	<u>\$ —</u>

## 7. Related Parties

On August 29, 2013, the Company entered into an agreement ("Technion Agreement") with TRDF, with respect to certain technology relating to aminoglycosides and the redesign of aminoglycosides for the treatment of human genetic diseases caused by premature stop mutations and further results of the research of the technology, in order to develop and commercialize products based on such technology. Under the Technion Agreement, TRDF is obligated to provide the Company with research services for an estimated annual payment of \$0.1 million, the precise amount to be agreed by the parties prior to the beginning of each year of the research period. During the periods ended June 30, 2018 and 2017, the Company recorded general and administrative expenses amounting to zero and \$7,000, respectively, in relation to the TRDF reimbursement for the preparation, filing, prosecution and maintenance of TRDF patents rights related to Eloxx Limited. For the periods ended June 30, 2018 and 2017 the Company did not record any research and development expenses in relation to the Technion Agreement. As of June 30, 2018 and December 31, 2017, amounts recorded in accrued expenses were \$25,000 and \$25,000, respectively.

In addition, TRDF granted the Company a license to use, market, sell or sub-license the rights of the product developed under the TRDF research results (the "Licensed Product"), as fully defined in the Technion Agreement, for the following considerations: (a) milestone payments, to be transferred upon meeting certain milestones as defined in the Technion Agreement, up to total consideration of \$6.1 million; (b) certain royalties on a low- to mid- single-digit percentage of net sales (subject to change in the case of (x) sublicensing to a big pharmaceutical or biotechnology company, or (y) payment of royalties to third parties, or (z) commercialization by a third party of an authorized generic to a licensed product), for a period until the later of (i) the expiration of a valid claim on the Licensed Product in each country the Licensed Product is sold to, or (ii) a certain amount of years from the date of the first commercial sale of the Licensed Product in such country, and (c) a low- to mid- double-digit percentage of any non-royalty sub-license income received by the Company from a sub-licensed entity. In addition, the Company will be required to pay a fee to TRDF upon an exit event as described in the Technion Agreement.

On August 9, 2017 the Company received a legal claims letter from TRDF regarding TRDF's alleged entitlement to an exit fee in accordance with the Technion Agreement. The Company recorded a \$3.4 million research and development expense with an offsetting adjustment to additional paid-in capital for the year ended December 31, 2017 related to the planned issuance of those shares at fair market value on the date of the exit event. On June 13, 2018 the Company issued 569,395 shares to TRDF in satisfaction of this claim.

## 8. Legal and Other Contingencies

The Company accounts for its contingent liabilities in accordance with ASC Topic 450 "Contingencies". A provision is recorded when it is both probable that a liability has been incurred and the amount of the loss can be reasonably estimated. With respect to legal matters, provisions are reviewed and adjusted to reflect the impact of negotiations, estimated settlements, legal rulings, advice of legal counsel and other information and events pertaining to a particular matter. For the periods ended June 30, 2018 and 2017, the Company was not a party to any litigation that could have a material adverse effect on the Company's business, financial position, results of operations or cash flows. Legal costs incurred in connection with loss contingencies are expensed as incurred.

## 9. Stockholders' Equity

For accounting purposes, all common stock, preferred stock, warrants, options to purchase common stock and loss per share amounts have been adjusted to give retroactive effect to the exchange ratio and reverse stock split for all periods presented in these condensed unaudited consolidated financial statements.

Transactions related to stockholders' equity of the Company during the six months ended June 30, 2018 were as follows (in thousands, except share amounts):

	Common stock		Additional paid-in Capital	Accumulated deficit	Treasury stock		Total stockholders' equity
	Shares	Amount			Shares	Amount	
Balance at December 31, 2017	27,527,738	\$ 274	\$ 60,047	\$ (38,960)	—	\$ —	\$ 21,361
Issuance of common stock related to share-based compensation	808,443	8	89	—	—	—	97
Issuance of common stock Techion settlement	569,395	6	(6)	—	—	—	—
Issuance of shares upon execution of warrants	64,374	1	51	—	(3,385)	(52)	—
Issuance of shares upon public offering	5,899,500	60	53,018	—	—	—	53,078
Equity component of deferred financing costs of shares upon public offering	—	—	495	—	—	—	495
Repurchase of Common Stock	—	—	—	—	(5,000)	(31)	(31)
Share-based compensation expense related to share-based award	—	—	6,913	—	—	—	6,913
Net loss	—	—	—	(21,997)	—	—	(21,997)
Balance at June 30, 2018	<u>34,869,450</u>	<u>\$ 349</u>	<u>\$ 120,607</u>	<u>\$ (60,957)</u>	<u>(8,385)</u>	<u>\$ (83)</u>	<u>\$ 59,916</u>

### *Preferred and Common Stock*

On April 30, 2018, the Company completed an underwritten public offering of 5,899,500 shares of common stock of the Company at the public offering price of \$9.75 per share. The Company received net proceeds of approximately \$53.6 million after deducting underwriting discounts and commissions and estimated offering expenses.

On May 22, 2017, Eloxx Limited entered into a Share Purchase Agreement (the "2017 SPA") (and subsequently joinder agreements) with certain existing and new investors, whereby, an aggregate gross amount of \$21.5 million, which included the conversion of certain loans (as detailed in Note 6), was received by Eloxx Limited in exchange for the issuance of 7,136,289 shares of Series C preferred stock with a par value of \$0.01 with the initial closing, of which 39,293 shares were issued as a result of the anti-dilution effect of the Reverse Merger. The related issuance costs of \$0.6 million were recorded in the three and six months ended June 30, 2017. All outstanding shares of Series C preferred stock were converted to common stock upon closing of the Reverse Merger.

In connection with the 2017 SPA, the Company granted 142,524 warrants to purchase 142,524 shares of Series C preferred stock to certain service providers as finder fee compensation.

Upon the closing of the Reverse Merger, the Company issued 6,333,333 shares of common stock related to the closing of the 2017 SPA with a par value of \$0.01 for an aggregate gross amount of \$17.5 million. Additionally, Sevion raised \$1.5 million prior to the Reverse Merger. The related issuance costs recorded in the three and six months ended June 30, 2018 for these transactions was \$0.5 million.

## Warrants

Transactions related to warrants to purchase the Company's common stock during the period ended June 30, 2018, were as follows:

	Shares	Weighted average exercise price	Weighted average remaining contractual life
Warrants outstanding at December 31, 2017	480,049	\$ 3.97	4.24
Exercised	(64,374)	0.08	
Forfeited	(68,434)	8.00	
Warrants outstanding at June 30, 2018	347,241	\$ 3.77	4.40
Warrants exercisable at June 30, 2018	347,241	\$ 3.77	4.40

## 10. Stock-Based Compensation

Prior to April 20, 2018, the Company had two equity compensation plans; the Sevion 2008 Incentive Compensation Plan (the "2008 Plan") and the Eloxx Limited 2013 Share Ownership and Option Plan (the "2013 Plan"). On April 20, 2018, the Company's 2018 Equity Incentive Plan (the "2018 Plan") became effective. All of the plans are explained in detail below.

### *The 2018 Equity Incentive Plan*

On March 12, 2018, our Board of Directors (the "Board") adopted the 2018 Plan which was subsequently approved by our stockholders on March 26, 2018. On April 20, 2018, the 2018 Plan became effective and the Company ceased granting awards under each of the 2008 Plan and the 2013 Plan (the "Prior Plans").

The purpose of the 2018 Plan is to provide a means whereby the Company can align the long-term financial interests of its employees, consultants, and directors with the financial interests of its stockholders. In addition, the Board believes that the ability to grant options and other equity-based awards will help the Company to attract, retain, and motivate employees, consultants, and directors and encourages them to devote their best efforts to the Company's business and financial success. The 2018 Plan authorizes the grant and issuance of awards that may take the form of stock options, stock appreciation rights, restricted stock, stock units, and performance-based incentive awards.

The 2018 Plan became effective on April 20, 2018, with the outstanding awards and shares available for future grants under the Prior Plans being assumed by the 2018 Plan and the total number of shares available for awards to employees, non-employee directors and other key personnel increased by 5,000,000 shares. As of June 30, 2018, there were 3,765,654 shares available for future grant under the 2018 Plan, which represents approximately 11% of the Company's outstanding common equity.

### *The 2008 Incentive Compensation Plan*

In December 2008, the Company adopted the 2008 Incentive Compensation Plan (the "2008 Plan"), which provided for the grant of stock options, stock grants and stock purchase rights to certain designated employees and certain other persons performing services for the Company, as designated by the Company's Board of Directors. Upon effectiveness of the 2018 Plan, all outstanding awards and all shares available for issuance in the 2008 Plan were incorporated into the 2018 Plan.

### *The 2013 Share Ownership and Option Plan*

In December 2013, Eloxx Limited's Board of Directors adopted the 2013 Plan in accordance with section 102 and 3(i) of the Israeli Income Tax Ordinance (the "2013 Plan"). Under the 2013 Plan, options to purchase ordinary shares of Eloxx Limited or ordinary shares of Eloxx Limited may be granted to employees, officers, directors, service providers and consultants of Eloxx Limited. Upon effectiveness of the 2018 Plan, all outstanding awards and all shares available for issuance in the 2013 Plan were incorporated into the 2018 Plan.

**Summary of Option Activity**

Transactions related to the grant of options to employees and directors during the period ended June 30, 2018 were as follows:

	Shares	Weighted average exercise price	Weighted average remaining contractual life	Aggregate intrinsic value
Options outstanding at December 31, 2017	3,215,661	\$ 4.91	7.70	\$ 15,174,026
Granted	1,470,141	18.44		
Exercised	(667,130)	0.13		
Forfeited	(148,435)	4.69		
Options outstanding at June 30, 2018	3,870,237	\$ 10.66	8.70	\$ 28,689,787
Options exercisable at June 30, 2018	1,275,487	\$ 10.72	6.90	\$ 16,685,166

- (1) Includes 141,389 option grant to a director at \$23.27 per share which fully vested on the grant date.

The aggregate intrinsic value represents the total intrinsic value (the difference between the deemed fair value of the Company's Common Stock as of June 30, 2018, and the exercise price, multiplied by the number of in-the-money options) that would have been received by the option holders had all option holders exercised their options on June 30, 2018. This amount is impacted by the changes in the fair value of the Company's shares.

The weighted average grant date fair value of the options granted during the period ended June 30, 2018, was \$11.59.

**Summary of Restricted Stock Unit Activity**

Transactions related to the grant of restricted stock units to employees and directors during the period ended June 30, 2018 were as follows:

	Shares	Weighted average grant date fair value price
Unvested at December 31, 2017	663,212	\$ 8.00
Granted	207,852	15.03
Vested	—	—
Forfeited	—	—
Unvested at June 30, 2018	871,064	\$ 9.68

The total equity-based compensation expense related to all of the Company's equity-based awards were recognized as follows:

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2018	2017	2018	2017
Research and development	\$ 329	\$ 6	\$ 411	\$ 12
General and administrative	5,849	5	6,502	9
Total stock-based compensation expenses	\$ 6,178	\$ 11	\$ 6,913	\$ 21

On January 15, 2018, the Company issued an award outside of the 2008 Plan and 2013 Plan to an employee of the Company in the form of an option to purchase 69,000 shares of the Company's common stock with an exercise price per share equal to \$6.65. Subject to continued service through the vesting date, one-sixteenth of the awards will vest on each quarterly anniversary of the grant date. As of June 30, 2018, 732,212 options to purchase the Company's stock and 663,212 restricted share units that were issued outside of the 2008 Plan and 2013 Plan were outstanding.

On June 15, 2018, the Company issued a fully vested stock award to a director of 141,389 shares at \$23.27.

## 11. Income Taxes

The United States enacted the Tax Cuts and Jobs Act (“Tax Act”) on December 22, 2017, most provisions of which took effect in years beginning after December 31, 2017. The Tax Act made substantial changes to U.S. taxation of corporations, including lowering the U.S. federal corporate income tax rate from 34% to 21%. The effect on deferred tax assets and liabilities of a change in law or tax rates is recognized in income in the period that includes the enactment date. The Tax Act also includes a provision designed to currently tax global intangible low-taxed income (“GILTI”). The Company elected to record the U.S. income tax effect of future GILTI inclusions in the period in which they arise, if ever, and the Company has estimated that there will not be a GILTI inclusion for the year ended December 31, 2018.

In accordance with ASC 740-270, Income Taxes – Interim Reporting, the Company is required at the end of each interim period to determine the best estimate of its annual effective tax rate and apply that rate to year-to-date ordinary income or loss. The resulting tax expense (or benefit) is adjusted for the tax effect of specific events, if any, required to be discretely recognized in the interim period as they occur. For the six months ended June 30, 2018 and 2017, the Company recorded zero and immaterial tax expense (or benefit), respectively, attributable to the operations of a U.S. subsidiary which files income tax returns on a stand-alone basis. The Company has not recorded net deferred tax assets as of June 30, 2018, or December 31, 2017, because it maintained a full valuation allowance against all material deferred tax assets, and management has determined that it is more likely than not, that the Company will be unable to realize those future benefits. The Company’s effective tax rate differs from the statutory rates of 21% and 34% as of June 30, 2018 and 2017, respectively, due to losses for which no future benefit is expected. As of June 30, 2018, and December 31, 2017, the Company had no uncertain tax positions recorded in its consolidated balance sheets.

After the enactment of the Tax Act, the SEC issued Staff Accounting Bulletin No. 118 (“SAB 118”) to address the application of U.S. GAAP in situations when a registrant does not have the necessary information available, prepared, or analyzed (including computations) in reasonable detail to complete the accounting for certain income tax effects of the Tax Act. In our financial statements for the period ended December 31, 2017, we calculated an estimate of the impact of the Tax Act related to the remeasurement of our net U.S. deferred tax asset due to the change in U.S. federal corporate income tax rate. The provisional amount recorded was deferred tax expense of \$10.2 million, but which was fully and equally offset by a deferred tax benefit related to a corresponding reduction in our valuation allowance. The Company has not adjusted the provisional amount in these financial statements for the period ended June 30, 2018, but we expect to complete this analysis within the one-year measurement period provided by SAB 118.

## 12. Net Loss Per Share

The loss and the weighted average number of shares used in computing basic and diluted net loss per share for the periods, is as follows (amounts in thousands, except share numbers):

	Three months ended June 30,		Six months ended June 30,	
	2018	2017	2018	2017
Numerator:				
Net loss	\$ 13,406	\$ 3,878	\$ 21,997	\$ 6,556
Dividends accumulated for the period <sup>(1)</sup>	—	483	—	867
Net loss available to stockholders of Common Stock	\$ 13,406	\$ 4,361	\$ 21,997	\$ 7,423
Denominator:				
Shares used in computing net loss per share of Common Stock, basic and diluted <sup>(2)</sup>	31,839,303	4,205,277	29,695,430	4,205,277
Net loss per share of Common Stock, basic and diluted	\$ 0.42	\$ 1.04	\$ 0.74	\$ 1.77

- (1) The net loss used for the computation of basic and diluted net loss per share include 8% per share per annum compounded annually which was related to distributions for preferred stockholders of Eloxx Limited. On December 19, 2017, in conjunction with the Reverse Merger all preferred shares were converted to common shares.

- (2) The following potentially dilutive securities have been excluded from the computation of diluted weighted average shares outstanding as their effect would be anti-dilutive:

	Six months ended June 30,	
	2018	2017
Options to purchase common stock	3,870,237	1,873,809
Restricted stock units	871,064	—
Warrants	347,241	5,282,794
Preferred stock	—	13,415,116
Total potential common stock equivalents	5,088,542	20,571,719

### 13. Segment and Geographic Information

Operating segments are defined as components of an enterprise (business activity from which it earns revenue and incurs expenses) about which discrete financial information is available and regularly reviewed by the chief operating decision maker in deciding how to allocate resources and in assessing performance. The Company's chief operating decision maker is the Chief Executive Officer. The chief operating decision maker reviews consolidated operating results to make decisions about allocating resources and assessing performance for the entire company. The Company views its operations and manages its business as one operating segment; however, it operates in two geographic regions: United States (Waltham, MA) and Israel (Rehovot).

## Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations

*You should read the following discussion and analysis of our financial condition and results of operations together with our financial statements and the related notes and other financial information included elsewhere in this Quarterly Report on Form 10-Q. Some of the information contained in this discussion and analysis or set forth elsewhere in this Quarterly Report on Form 10-Q, including information with respect to our plans and strategy for our business, includes forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements are based on management’s current expectations. These statements are neither promises nor guarantees, but 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, including, but not limited to, the important factors discussed under the caption “Risk Factors” in this Quarterly Report on Form 10-Q. These and other factors could cause actual results to differ materially from those indicated by the forward-looking statements made in this Quarterly Report on Form 10-Q.*

### Reverse Merger

On December 19, 2017, Sevion Therapeutics, Inc. (“Sevion”) acquired Eloxx Pharmaceuticals, Limited (“Eloxx Limited”) pursuant to a merger between the companies (the “Transaction” or “Reverse Merger”). Upon consummation of the Transaction (the “Closing”), Sevion adopted the business plan of Eloxx Limited and discontinued the pursuit of Sevion’s business plan. In connection with the Transaction, Sevion acquired all of the outstanding capital stock of Eloxx Limited in exchange for the issuance of an aggregate 20,316,656 shares of Sevion’s common stock, par value \$0.01 per share (the “Common Stock”), after giving effect to a 1-for-20 reverse split effected immediately prior to the Transaction. As a result of the Transaction, Eloxx Limited became a wholly-owned subsidiary of Sevion. While Sevion was the legal acquirer in the transaction, Eloxx Limited was deemed the accounting acquirer. Immediately after giving effect to the Transaction, on December 19, 2017, Sevion changed its name to Eloxx Pharmaceuticals, Inc. (collectively “we”, “our”, “us”, “Eloxx” or the “Company”).

These interim unaudited consolidated financial statements of the Company reflect the operations of the acquirer for accounting purposes together with a deemed issuance of shares, equivalent to the shares held by the former stockholders of the legal acquirer and a recapitalization at the equity of the accounting acquirer. The annual consolidated financial statements include the accounts of the Company since the effective date of the reverse capitalization and the accounts of Eloxx Limited since inception.

### Company Overview

We are a clinical-stage biopharmaceutical company developing novel ribonucleic acid (RNA)-modulating drug candidates (designed to be eukaryotic ribosomal selective glycosides, (“ERSG”)) that are designed to treat rare and ultra-rare premature stop codon diseases. Premature stop codons are point mutations that disrupt protein synthesis from messenger RNA. As a consequence, patients with premature stop codon diseases have reduced or eliminated protein production from the mutation bearing allele accounting for some of the most severe phenotypes in these genetic diseases. These premature stop codons have been identified in over 1,800 rare and ultra-rare diseases. Read-through therapeutic development is focused on extending mRNA (messenger RNA) half-life and increasing protein synthesis by enabling the cytoplasmic ribosome to read-through premature stop codons to produce full-length proteins. Eloxx’s lead investigational drug product candidate, ELX-02, is a small molecule designed to restore production of full-length functional proteins. Eloxx’s preclinical candidate pool consists of a library of novel drug candidates designed to be eukaryotic ribosomal selective glycosides identified based on read-through potential. ELX-02 is in the early stages of clinical development focusing on cystic fibrosis and cystinosis. ELX-02 is an investigational drug that has not been approved by any global regulatory body.

Our research and development strategy is to target rare or ultra-rare diseases where a high unmet medical need, nonsense mutation bearing, patient population has been identified, there are established preclinical read-through or personalized medicine experiments that are predictive of clinical activity, and a definable path for Orphan Drug development, regulatory approval, patient access and commercialization. We believe patient advocacy to be an important element of patient focused drug development and seek opportunities to collaborate with patient advocacy groups throughout the discovery and development process. Our current clinical focus is on cystic fibrosis (or “CF”) and cystinosis where we are advancing our lead drug product candidate, ELX-02.



We intend to be the global leader in the application of the science of translational read-through and the associated pathway of nonsense mediated messenger ribonucleic acid (“mRNA”) decay. We believe that expanding our expertise across these basic science areas of mRNA regulation, ribosomal function, and protein translation forms a solid foundation to support our discovery and development activities. Our ERSG compounds modulate the activity of the ribosome, a complex of RNAs and proteins, and therefore, a ribonucleoprotein, responsible for protein production, a process also known as translation. These novel small molecule compounds are designed to allow the ribosome to read-through a nonsense mutation in mRNA (which is transcribed from the DNA sequence), to restore the translation process to produce full length, functional proteins and increase the amount of mRNA that would otherwise be degraded as part of a cellular process called nonsense mediated mRNA decay. As our ERSG compounds target the general mechanism for protein production in the cell, we believe they have the potential to treat hundreds of genetic diseases where nonsense mutations have impaired gene function. Our subcutaneously injected small molecules have the potential to be self-administered and to be active at most tissue locations across the body.

We believe that our library of related novel small molecules hold the potential to be disease-modifying therapies that may change the course of hundreds of genetic diseases and improve the lives of patients. Our early preclinical data in animal models of nonsense mutations suggests that drug product candidates from our read-through compound library may have potential beneficial effects for the following diseases: cystic fibrosis, cystinosis, mucopolysaccharidosis type 1, Duchenne muscular dystrophy and Rett syndrome, and have demonstrated the potential for beneficial effects in multiple organs such as the brain, kidney, muscles and others. We intend to advance one or more additional molecules from our drug product candidate library toward clinical development by initiating the required investigational new drug (“IND”)-enabling studies in 2018.

Currently our lead program, ELX-02, is focused on development for cystic fibrosis and cystinosis patients with diagnosed nonsense mutations. To advance the program, we have held pre-clinical trial application (CTA) discussions with the Federal Agency for Medicines and Health Products (the “FAMHP”) in Brussels, Belgium and pre-IND discussions with the U.S. Food and Drug Administration (the “FDA”) for cystic fibrosis and cystinosis, respectively. Our CTA has been approved by the FAMHP and our IND is now open in the U.S. We expect to initiate Phase 2 studies in cystic fibrosis and cystinosis in 2018.

As part of our clinical program, we have completed a Phase 1 single ascending dose (“SAD”) study in a total of 60 healthy volunteers at sites in Israel (ClinicalTrials.gov Identifier: NCT02807961) and Belgium (ClinicalTrials.gov Identifier: NCT03292302). Currently ongoing is the Phase 1 multiple ascending dose (“MAD”) study in 45 healthy volunteers in Belgium (ClinicalTrials.gov Identifier: NCT03309605). We have completed the first four cohorts of the MAD study and will begin dosing in the fifth and final cohort. We anticipate that the Phase 1 MAD study will be completed in 2018. The results from the completed Phase 1 SAD study were included in the planned IND and CTA submissions.

We believe there is a significant unmet medical need in the treatment of Cystic Fibrosis patients carrying nonsense mutations on one or both alleles of the Cystic Fibrosis Transmembrane Conductance Regulator (“CFTR”) gene. Cystic fibrosis is the most prevalent genetic disease in the western world and there are no currently approved therapies that target the impairment associated with Class 1 CFTR mutations. We believe that nonsense mutations may impact a similar proportion of patients diagnosed with cystinosis. There are no currently approved therapeutics that target the nonsense mutation mediated impairment of cystinosis, the cystine-selective transport channel in the lysosomal membrane that is attributed as the cause for the accumulation of cystine in this disease state. Given the high proportion of pediatric patients in each of these rare orphan diseases, we intend to apply for relevant Orphan Drug incentives in the US and Europe, including the Rare Pediatric Disease Priority Review Voucher in the U.S.

Currently, the European Medicines Agency (the “EMA”) has designated ELX-02 as an orphan medicine for the treatment of mucopolysaccharidosis type I (“MPS I”), and the FDA has granted orphan drug designation to ELX-02 for the treatment of cystinosis, MPS I, and for the treatment of Rett Syndrome.

We hold worldwide development and commercialization rights to ELX-02 and novel compounds in our read-through library, for all indications, in all territories, under a license from the Technion Research and Development Foundation Ltd. Professor Timor Baasov, the inventor of our compounds, has served as our senior consultant since our inception, and is a member of our Scientific Advisory Board.

On April 30, 2018 the Company completed an underwritten public offering of 5,899,500 shares of common stock of the Company at the public offering price of \$9.75 per share. The Company received net proceeds of approximately \$53.6 million after deducting underwriting discounts and commissions and estimated offering expenses. As of June 30, 2018, we had cash and cash equivalents of \$63.4 million. We expect that our current cash and cash equivalents will be sufficient to fund our current operations to 2020.

Since our inception, we have incurred significant operating losses. Our net losses were \$22.0 million and \$6.6 million for each of the six months ended June 30, 2018 and 2017, respectively. As of June 30, 2018, we had an accumulated deficit of \$61.0 million. To date, we have financed our operations primarily through equity capital investments, and to a lesser extent, from loans and grants from the Israeli Innovation Authority of the Ministry of Economy and Industry, or the IIA. We have devoted substantially all of our financial resources and efforts to research and development. We expect that it will be many years, if ever, before we receive regulatory approval and have a product candidate ready for commercialization. We expect to continue to incur significant expenses and increasing operating losses for the foreseeable future. Our net losses may fluctuate significantly from quarter to quarter and year to year. We anticipate that our expenses will increase substantially if, and as, we:

- advance ELX-02 further into clinical trials;
- continue the preclinical development of our research programs and advance candidates into clinical trials;
- identify additional product candidates and advance them into preclinical development;
- pursue regulatory authorization to conduct clinical trials of additional product candidates;
- seek marketing approvals for our product candidates that successfully complete clinical trials;
- establish a sales, marketing and distribution infrastructure to commercialize any product candidates for which we obtain marketing approval;
- maintain, expand and protect our intellectual property portfolio;
- hire additional clinical, regulatory, management and scientific personnel;
- add operational, financial and management information systems and personnel, including personnel to support product development;
- acquire or in-license other product candidates and technologies; and
- operate as a public company.

## **Results of Operations**

### **Critical Accounting Policies and Use of Estimates**

Our management's discussion and analysis of financial condition and results of operations is based on our unaudited Condensed Consolidated Financial Statements, which have been prepared in accordance with accounting principles generally accepted in the United States, or GAAP. The preparation of these 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 revenues and expenses during the reporting periods. These items are monitored and analyzed by us for changes in facts and circumstances, and material changes in these estimates could occur in the future. We base our estimates on historical experience and on 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 that are not readily apparent from other sources. Changes in estimates are reflected in reported results for the period in which they become known. Actual results may differ materially from these estimates under different assumptions or conditions.

The critical accounting policies that we believe impact significant judgments and estimates used in the preparation of our financial statements presented in this Quarterly Report on Form 10-Q are described in our Management's Discussion and Analysis of Financial Condition and Results of Operations in our Annual Report on Form 10-K. There have been no material changes to our critical accounting policies through June 30, 2018, from those discussed in our Annual Report on Form 10-K filed with the SEC on March 16, 2018.

## Results of Operations

The following table summarizes our results of operations for the periods ended, is as follows (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
Operating expenses:				
Research and development	\$ 4,150	\$ 2,595	\$ 8,544	\$ 4,950
General and administrative	9,560	584	12,953	861
Reverse merger related expenses	(167)	—	594	—
Total operating expenses	13,543	3,179	22,091	5,811
Loss from operations	(13,543)	(3,179)	(22,091)	(5,811)
Other (income) expense, net	(137)	699	(94)	745
Net loss	\$ (13,406)	\$ (3,878)	\$ (21,997)	\$ (6,556)

### *Research and development expenses.*

Research and development expenses were \$4.2 million for the three months ended June 30, 2018 compared to \$2.6 million for the period ended June 30, 2017, an increase of \$1.6 million. The increase in research and development expenses was primarily related to fees, incurred to subcontractors, consultants and advisors in connection with research and development of ELX-02 of \$1.1 million. Additionally, salaries and other personnel related costs increased by \$0.5 million.

Research and development expenses were \$8.5 million for the six months ended June 30, 2018, compared to \$5.0 million for the period ended June 30, 2017, an increase of \$3.5 million. The increase in research and development expenses was primarily related to fees incurred to subcontractors, consultants and advisors in connection with research and development of ELX-02 of \$2.5 million. Additionally, salaries and other personnel related costs increased by \$0.7 million.

### *General and administrative expenses.*

General and administrative expenses were \$9.6 million for the three months ended June 30, 2018, compared to \$0.6 million for the period ended June 30, 2017, an increase of \$9.0 million. The increase in general and administrative expenses was primarily due to stock-based compensation to a director of \$5.0 million, an increase in headcount and related salaries, stock-based compensation, and other personnel related costs of \$1.7 million, and professional service fees of \$1.6 million.

General and administrative expenses were \$13.0 million for the six months ended June 30, 2018, compared to \$0.9 million for the period ended June 30, 2017, an increase of \$12.1 million. The increase in general and administrative expenses was primarily due to stock-based compensation to a director of \$5.0 million, an increase in headcount and related salaries, stock-based compensation, and other personnel related costs of \$2.7 million, and professional service fees of \$3.6 million.

### *Reverse merger related expenses.*

We recorded a decrease in estimate of \$0.2 million in professional service fees for the three months ended June 30, 2018, and \$0.6 million in professional service fees for the six months ended June 30, 2018, related to the reverse merger we completed on December 19, 2017.

### *Other (income) expense, net.*

We recorded \$0.1 million in other income, net of expense for the three months ended June 30, 2018, compared to \$0.7 million in other expense, net of income for the period ended June 30, 2017. The increase of \$0.8 million was primarily due to a decrease of debt issuance costs of \$0.6 million.

We recorded \$0.1 million in other income, net of expense for the six months ended June 30, 2018, compared to \$0.7 million in other expense, net of income for the period ended June 30, 2017. The increase of \$0.8 million was primarily due to a decrease of debt issuance costs of \$0.6 million.

## Liquidity and Capital Resources

### General

Liquidity is the ability of a company to generate funds to support its current and future operations, satisfy its obligations, and otherwise operate on an ongoing basis. Significant factors in the management of liquidity are funds generated by operations, levels of accounts receivable and accounts payable and capital expenditures. Since our inception and through June 30, 2018, we have funded our operations primarily through equity and convertible debt financings in private placements, as described below.

As of June 30, 2018, we had cash and cash equivalents of \$63.4 million. On April 30, 2018, the Company completed an underwritten public offering (“2018 Offering”) of 5,899,500 shares of common stock of the Company at the public offering price of \$9.75 per share. The Company received net proceeds of approximately \$53.6 million after deducting underwriting discounts and commissions and estimated offering expenses. We expect that our cash and cash equivalents will enable us to fund our current operations to 2020.

Our future viability beyond that point is dependent on our ability to raise additional capital to finance our operations. Although we have been successful in raising capital in the past, there is no assurance that we will be successful in obtaining such additional financing on terms acceptable to us, if at all. If we are unable to obtain funding, we could be forced to delay, reduce or eliminate our research and development programs, product portfolio expansion or commercialization efforts, which could adversely affect our business prospects, or we may be unable to continue operations.

### Principal Financing Activities

On April 30, 2018, the Company completed an underwritten public offering of 5,899,500 shares of common stock of the Company at the public offering price of \$9.75 per share. The Company received net proceeds of approximately \$53.6 million after deducting underwriting discounts and commissions and estimated offering expenses.

On May 22, 2017, Eloxx Limited entered into a Share Purchase Agreement (the “2017 SPA”) (and subsequently joinder agreements) with certain existing and new investors, whereby, an aggregate gross amount of \$21.5 million, which included the conversion of the loan as detailed in Note 6, was received by Eloxx Limited in exchange for the issuance of 7,136,289 shares of Series C preferred stock with par value of \$0.01 with the initial closing, of which 39,293 shares were issued as a result of the anti-dilution effect of the Reverse Merger. The related issuance costs were \$0.6 million.

In connection with the 2017 SPA, the Company granted 142,524 warrants to purchase 142,524 shares of Series C preferred stock to certain service providers as finder fee compensation.

Upon the closing of the Reverse Merger in December 2017, the Company issued 6,333,333 shares of common stock related to the closing of the 2017 SPA with a par value of \$0.01 for an aggregate gross amount of \$17.5 million. Additionally, Sevion raised \$1.5 million prior to the Reverse Merger. The related issuance costs for these transactions was \$0.5 million.

### Cash Flows

The following table summarizes our sources and uses of cash for each of the periods presented (in thousands):

	Six Months Ended June 30,	
	2018	2017
Net cash used in operating activities	\$ (14,208)	\$ (5,902)
Net cash used in investing activities	(101)	(96)
Net cash provided by financing activities	53,668	17,169

### Operating Activities

During the six months ended June 30, 2018, the net cash used in operating activities was \$14.2 million, primarily driven by our net loss of \$22.0 million, partially offset by non-cash charges of \$6.9 million related to stock-based compensation, and \$0.8 million related to changes in working capital.

During the six months ended June 30, 2017, the net cash used in operating activities was \$5.9 million, primarily driven by our net loss of \$6.6 million, partially offset by the amortization and revaluation of the embedded conversion feature of \$0.6 million.

### *Investing Activities*

During the six months ended June 30, 2018, the net cash used in investing activities was \$0.1 million, primarily driven by the purchase of property and equipment.

During the six months ended June 30, 2017, the net cash used in investing activities was \$0.1 million, primarily driven by the purchase of property and equipment.

### *Financing Activities*

During the six months ended June 30, 2018, the net cash provided by financing activities was \$53.7 million, primarily due to the net proceeds from the 2018 Offering of \$53.6 million, and \$0.1 million of proceeds from share based compensation arrangements.

During the six months ended June 30, 2017, the net cash provided by financing activities was \$17.2 million, resulting from the proceeds from the issuance of Series C preferred stock of \$14.7 million and the convertible loan and financial derivative into the Series C preferred stock of \$2.5 million.

### **Technion Research and Development Foundation Limited (“TRDF”) Agreement**

On August 29, 2013, the Company entered into an agreement (“Technion Agreement”) with TRDF, with respect to certain technology relating to aminoglycosides and the redesign of aminoglycosides for the treatment of human genetic diseases caused by premature stop mutations and further results of the research of the technology, in order to develop and commercialize products based on such technology. Under the Technion Agreement, TRDF is obligated to provide the Company with research services for an estimated annual payment of \$0.1 million, the precise amount to be agreed by the parties prior to the beginning of each year of the research period. During the periods ended June 30, 2018 and 2017, the Company recorded general and administrative expenses amounting to zero and \$7,000, respectively, in relation to the TRDF reimbursement for the preparation, filing, prosecution and maintenance of TRDF patents rights related to Eloxx Limited. For the periods ended June 30, 2018 and 2017, the Company did not record any research and development expenses in relation to the Technion Agreement. As of June 30, 2018 and December 31, 2017, amounts recorded in accrued expenses were zero and \$25,000, respectively.

In addition, TRDF granted the Company a license to use, market, sell or sub-license the rights of the product developed under the TRDF research results (the “Licensed Product”), as fully defined in the Technion Agreement, for the following considerations: (a) milestone payments, to be transferred upon meeting certain milestones as defined in the Technion Agreement, up to total consideration of \$6.1 million; (b) certain royalties on a low- to mid- single-digit percentage of net sales (subject to change in the case of (x) sublicensing to a big pharmaceutical or biotechnology company, or (y) payment of royalties to third parties, or (z) commercialization by a third party of an authorized generic to a licensed product), for a period until the later of (i) the expiration of a valid claim on the Licensed Product in each country the Licensed Product is sold to, or (ii) a certain amount of years from the date of the first commercial sale of the Licensed Product in such country, and (c) a low- to mid- double-digit percentage of any non-royalty sub-license income received by the Company from a sub-licensed entity. In addition, the Company will be required to pay a fee to TRDF upon an exit event as described in the Technion Agreement.

On August 9, 2017, the Company received a legal claims letter from TRDF regarding TRDF’s alleged entitlement to an exit fee in accordance with the Technion Agreement. The Company recorded a \$3.4 million research and development expense with an offsetting adjustment to additional paid-in capital for the year ended December 31, 2017, related to the planned issuance of these shares at fair market value on the date of the exit event. On June 13, 2018, the Company issued 569,395 shares to TRDF in satisfaction of this claim.

### **Contractual Obligations**

There have been no material changes to our contractual obligations during the six months ended June 30, 2018. Please refer to our contractual obligations reported in our Annual Report on Form 10-K for the year ended December 31, 2017.

### **Off-Balance Sheet Arrangements**

We did not have during the periods presented, and we do not have any off-balance sheet arrangements, as such term is defined under Item 303 of Regulation S-K, that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to investors.

**Item 3. Quantitative and Qualitative Disclosures about Market Risk**

Not applicable to a “smaller reporting company”, as defined in Item 10(f)(1) of SEC Regulation S-K.

**Item 4. Controls and Procedures*****Management’s Evaluation of our Disclosure Controls and Procedures***

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in the reports that we file or submit under the Securities and Exchange Act of 1934 is (1) recorded, processed, summarized, and reported within the time periods specified in the SEC’s rules and forms and (2) accumulated and communicated to our management, including our principal executive officer and principal financial officer, to allow timely decisions regarding required disclosure.

As of June 30, 2018, our management, with the participation of our principal executive officer and principal financial officer, evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities and Exchange Act of 1934). Our management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives, and management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Our principal executive officer and principal financial officer have concluded based upon the evaluation described above that, as of June 30, 2018, our disclosure controls and procedures were effective at the reasonable assurance level.

***Changes in Internal Control over Financial Reporting***

During the quarter ended June 30, 2018, there have been no changes in our internal control over financial reporting, as such term is defined in Rules 13a-15(f) and 15(d)-15(f) promulgated under the Securities Exchange Act of 1934, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**Item 1. Legal Proceedings**

From time to time, we may become involved in various lawsuits and legal proceedings, which arise in the ordinary course of business. We are currently unaware of any material pending legal proceedings to which we are party or of which our property is the subject. However, we may at times in the future become involved in litigation in the ordinary course of business, which may include actions related to or based on our intellectual property and its use, customer claims, employment practices and employee complaints and other events arising out of our operations. When appropriate in management's estimation, we will record adequate reserves in our financial statements for pending litigation. Litigation is subject to inherent uncertainties, and an adverse result in any such matters could adversely impact our reputation, operations, and our financial operating results or overall financial condition. Additionally, any litigation to which we may become subject could also require significant involvement of our senior management and may divert management's attention from our business and operations.

**Item 1A. Risk Factors**

*Investing in our common stock involves a high degree of risk. You should carefully consider the risks and uncertainties described below, together with all other information in this Quarterly Report on Form 10-Q, before you decide to purchase our common stock. If any of the possible adverse events described below actually occurs, we may be unable to conduct our business as currently planned and our financial condition and operating results could be harmed. In addition, the trading price of our common stock could decline due to the occurrence of any of the events described below, and you may lose all or part of your investment. Additional risks that we currently do not know about, or that we currently believe immaterial, may also impair our business.*

**Risks Related to the Reverse Merger**

***The risks arising with respect to the historic Sevion business and operations may be different from what we anticipate, which could lead to significant, unexpected costs and liabilities and could materially and adversely affect our business going forward.***

We may not have fully anticipated the extent of the risks associated with the recent reverse merger between Sevion and Eloxx Limited. After the reverse merger, Sevion's historic business was discontinued, but prior to the transaction Sevion had a long operating history. As a consequence, we may be subject to claims, demands for payment, regulatory issues, costs and liabilities that were not and are not currently expected or anticipated. Notwithstanding our exercise of due diligence pre-transaction and risk mitigation strategies post-transaction, the risks involved with taking over a business with a long operating history and the costs and liabilities associated with these risks may be greater than we anticipate. Further, we do not have rights of indemnification against the pre-transaction stockholders of Sevion. We may not be able to contain or control the costs or liabilities associated with Sevion's historic business, which could materially and adversely affect our business, liquidity, capital resources or results of operation, and may divert management's time and attention from conducting the business of the Company.

**Risks Related to Our Financial Position and Need for Additional Capital**

***We have incurred significant operating losses since our inception and anticipate that we will continue to incur substantial operating losses for the foreseeable future. We may never achieve or maintain profitability.***

Since our inception, we have incurred significant operating losses. Our net loss was \$22.0 million and \$6.6 million for the six months ended June 30, 2018 and 2017, respectively. As of June 30, 2018, we had an accumulated deficit of \$61.0 million. Recently, on April 30, 2018, we completed an underwritten public offering of 5,899,500 shares of our common stock at a price to the public of \$9.75 per share, including 769,500 shares sold pursuant to the exercise in full of the underwriters' option to purchase additional shares, or the Public Offering. The gross proceeds from the Public Offering were approximately \$53.6 million, before deducting the underwriting discounts and commissions and offering expenses. Historically, we have financed our operations primarily through equity capital investments, and to a lesser extent from loans and grants from the Israeli Innovation Authority of the Ministry of Economy and Industry, or the IIA. We have devoted substantially all of our financial resources and efforts to research and development. We expect that it will be many years, if ever, before we receive regulatory approval and have a product candidate ready for commercialization. Although we recently completed the Public Offering, we expect to continue to incur significant expenses and increasing operating losses for the foreseeable future. Our net losses may fluctuate significantly from quarter to quarter and year to year. We anticipate that our expenses will increase substantially if and as we:

- advance ELX-02 further into clinical trials;
- continue the preclinical development of our research programs and advance candidates into clinical trials;

- identify additional product candidates and advance them into preclinical development;
- pursue regulatory authorization to conduct clinical trials of additional product candidates;
- seek marketing approvals for our product candidates that successfully complete clinical trials;
- establish a sales, marketing and distribution infrastructure to commercialize any product candidates for which we obtain marketing approval;
- maintain, expand and protect our intellectual property portfolio;
- hire additional clinical, regulatory, management and scientific personnel;
- add operational, financial and management information systems and personnel, including personnel to support product development;
- acquire or in-license other product candidates and technologies; and
- operate as a public company.

We have never generated any revenue from product sales and may never be profitable. To become and remain profitable, we and our collaborators must develop and eventually commercialize one or more product candidates with significant market potential. This will require us to be successful in a range of challenging activities, including completing preclinical studies and clinical trials of our product candidates, obtaining marketing approval for these product candidates, manufacturing, marketing and selling those product candidates for which we may obtain marketing approval, securing coverage and reimbursement for those product candidates for which we may obtain marketing approval, and satisfying any post-marketing requirements. We may never succeed in these activities and, even if we do, may never generate revenue that is significant or large enough to achieve profitability. Our failure to become and remain profitable would decrease the value of the company and could impair our ability to raise capital, maintain our research and development efforts, expand our business or continue our operations. A decline in the value of our Company could also cause you to lose all or part of your investment.

***We will need substantial additional funding. If we are unable to raise capital when needed, we would be forced to delay, reduce or eliminate our product development programs or commercialization efforts.***

We expect our expenses to increase in connection with our ongoing activities, particularly as we continue the research and development of, continue and initiate clinical trials of, and seek marketing approval for ELX-02, and as we become obligated to make milestone payments pursuant to our outstanding license agreements. In addition, if we obtain marketing approval for any of our current or future product candidates, we expect to incur significant commercialization expenses related to product sales, marketing, manufacturing and distribution of the approved product. Our future capital requirements will depend on many factors, including:

- the scope, progress, results and costs of drug discovery, clinical development, laboratory testing and clinical trials for ELX-02;
- the costs, timing and outcome of any regulatory review of ELX-02;
- the cost of any other product candidate programs we pursue;
- the costs and timing of commercialization activities, including manufacturing, marketing, sales and distribution, and securing coverage and reimbursement for any product candidates that receive marketing approval;
- the costs of preparing, filing and prosecuting patent applications, maintaining and enforcing our intellectual property rights and defending intellectual property-related claims;
- our ability to establish and maintain collaborations on favorable terms, if at all; and
- the extent to which we acquire or in-license other product candidates and technologies.

Identifying potential product candidates and conducting preclinical studies and clinical trials are time consuming, expensive and uncertain processes that take years to complete, and we may never generate the necessary data or results required to obtain marketing approval or achieve product sales for any of our current or future product candidates. In addition, our product candidates, if approved, may not achieve commercial success. Our commercial revenue, if any, will be derived from sales of products that we do not expect to be commercially available for many years, if at all.



Accordingly, even with the recent Public Offering, we will need substantial additional funding in connection with our continuing operations and to achieve our goals. However, our existing cash and cash equivalents may prove to be insufficient for these activities. If we are unable to raise capital when needed or on attractive terms, we would be forced to delay, reduce or eliminate our research and development programs, product portfolio expansion or future commercialization efforts. Adequate additional financing may not be available to us on acceptable terms, or at all. In addition, we may seek additional financing due to favorable market conditions or strategic considerations, even if we believe we have sufficient funds for our operating plans.

***Raising additional capital may cause dilution to our stockholders, restrict our operations or require us to relinquish rights to our technologies or product candidates.***

Until such time, if ever, as we can generate substantial product revenue, we expect to finance our cash needs through a combination of equity and debt financings, as well as entering into new collaborations, strategic alliances and licensing arrangements. We do not have any committed external source of funds. 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. Debt 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 be secured by all or a portion of our assets. If we raise funds by entering into new 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 or through collaborations, strategic alliances or licensing arrangements when needed, we may be required to delay, limit, reduce or terminate 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.

#### **Risks Related to Drug Discovery, Development, Regulatory Approval and Commercialization**

***We depend heavily on the success of our lead product candidate, ELX-02. If ELX-02 fails during development or suffers any material delays, it may adversely impact the commercial viability of ELX-02 and our business.***

We currently have no products approved for sale. To date, we have invested substantially all of our efforts and financial resources in the research and development of ELX-02, which is currently our only product candidate in clinical development. Our ability to achieve and sustain profitability depends on obtaining regulatory approvals, and successfully commercializing ELX-02 and any future product candidates, either alone or with third parties. Before obtaining regulatory approval for the commercial distribution of our therapeutic product candidates, we or a collaborator must conduct extensive preclinical studies and clinical trials to demonstrate the safety and efficacy in humans of our product candidates. The clinical trials, manufacturing and marketing of ELX-02, and any future product candidates, will be subject to extensive and rigorous review and regulation by numerous governmental authorities in the United States, the European Union and other jurisdictions where we intend to test and, if approved, market our current and future product candidates. Before obtaining regulatory approvals for the commercial sale of any product candidate, we must demonstrate through preclinical studies and clinical trials that the product candidate is safe and effective for use in each target indication, and potentially in specific patient populations, including the pediatric population. This process can take many years and may include post-marketing studies and surveillance, which would require the expenditure of substantial resources. Of the large number of drugs in development for approval in the United States and the European Union, only a small percentage successfully complete the FDA or EMA regulatory approval processes and are commercialized. Accordingly, even if we are able to obtain the requisite financing to continue to fund our research, development and clinical programs, we cannot assure you that ELX-02 or any of our future product candidates will be successfully developed or commercialized.

Preclinical studies and clinical trials are expensive, difficult to design and implement, can take many years to complete and are uncertain as to outcome. The start or end of a clinical trial is often delayed or halted due to changing regulatory requirements, manufacturing challenges, required clinical trial administrative actions, slower than anticipated patient enrollment, changing standards of care, availability or prevalence of use of a comparative therapeutic or required prior or combination therapy, clinical outcomes or financial constraints. For instance, delays or difficulties in patient enrollment or difficulties in retaining trial participants can result in increased costs, longer development times or termination of a clinical trial. Clinical trials of a new product candidate require the enrollment of a sufficient number of patients, including patients who are suffering from the disease the product candidate is intended to treat and who meet other eligibility criteria. Rates of patient enrollment are affected by many factors, including the size of the patient population, the eligibility criteria for the clinical trial, the age and condition of the patients, the stage and severity of disease, the nature of the protocol, the proximity of patients to clinical sites and the availability of effective treatments for the relevant disease.

***We and our collaborating partners may be subject, directly or indirectly, to federal and state healthcare fraud and abuse and false claims laws and regulations. If we or our collaborating partners are unable to comply, or have not fully complied, with such laws, we could face substantial penalties.***

All marketing activities associated with product candidates that are approved for sale in the United States, if any, will be, directly or indirectly through our customers, subject to numerous federal and state laws governing the marketing and promotion of pharmaceutical products in the United States, including, without limitation, the federal Anti-Kickback Statute, the federal False Claims Act and HIPAA. These laws may adversely impact, among other things, our proposed sales, marketing and education programs.

The federal Anti-Kickback Statute prohibits persons from knowingly and willfully soliciting, receiving, offering or paying remuneration, directly or indirectly, to induce either the referral of an individual, or the furnishing, recommending, or arranging for a good or service, for which payment may be made under a federal healthcare program, such as the Medicare and Medicaid programs. The term “remuneration” has been broadly interpreted to include anything of value, including for example, gifts, discounts, the furnishing of supplies or equipment, credit arrangements, payments of cash, waivers of co-payments and deductibles, ownership interests and providing anything at less than its fair market value. The reach of the Anti-Kickback Statute was also broadened by the Patient Protection and Affordable Care Act, as amended by the Health Care and Education Affordability Reconciliation Act, or the PPACA, which, among other things, amends the intent requirement of the federal Anti-Kickback Statute and the applicable criminal healthcare fraud statutes. Pursuant to the amendment, a person or entity no longer needs to have actual knowledge of this statute or specific intent to violate it in order to have committed a violation. In addition, PPACA provides that 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 civil False Claims Act (discussed below) or the civil monetary penalties statute, which imposes penalties against any person who is determined to have presented or caused to be presented a claim to a federal health program that the person knows or should know is for an item or service that was not provided as claimed or is false or fraudulent. Penalties for violations of the federal Anti-Kickback Statute include criminal penalties and civil sanctions such as fines, imprisonment and possible exclusion from Medicare, Medicaid and other state or federal healthcare programs. Many states have also adopted laws similar to the federal Anti-Kickback Statute, some of which apply to the referral of patients for healthcare items or services reimbursed by any source, not only the Medicare and Medicaid programs.

The federal False Claims Act imposes liability on any person who, among other things, knowingly presents, or causes to be presented, a false or fraudulent claim for payment by a federal healthcare program. The “qui tam” provisions of the False Claims Act allow a private individual to bring civil actions on behalf of the federal government alleging that the defendant has submitted a false claim to the federal government, and to share in any monetary recovery. In addition, various states have enacted false claims laws analogous to the False Claims Act. Many of these state laws apply where a claim is submitted to any third-party payer and not merely a federal healthcare program. When an entity is determined to have violated the False Claims Act, it may be required to pay up to three times the actual damages sustained by the government, plus civil penalties up to \$11,000 for each separate false claim.

The Health Insurance Portability and Accountability Act of 1996 (HIPAA) created several new federal crimes, including health care fraud, and false statements relating to health care matters. The health care fraud statute prohibits knowingly and willfully executing a scheme to defraud any health care benefit program, including private third-party payers. The false statements statute prohibits knowingly and willfully falsifying, concealing or covering up a material fact or making any materially false, fictitious or fraudulent statement in connection with the delivery of or payment for health care benefits, items or services.

We are unable to predict whether we could be subject to actions under any of these or other fraud and abuse laws, or the impact of such actions. Moreover, to the extent that any of our product candidates, if approved for marketing, will be sold in a foreign country, we and our future collaborators, may be subject to similar foreign laws and regulations. If we or any of our future collaborators are found to be in violation of any of the laws described above and other applicable state and federal fraud and abuse laws, we may be subject to penalties, including civil and criminal penalties, damages, fines, exclusion from government healthcare reimbursement programs and the curtailment or restructuring of our operations, any of which could have a material adverse effect on our business, results of operations and financial condition.

***Positive results from preclinical or in vitro and in vivo testing of ELX-02 are not necessarily predictive of the results of future clinical trials of ELX-02. If we cannot achieve positive results in our clinical trials for ELX-02, we may be unable to successfully develop, obtain regulatory approval for and commercialize ELX-02.***

Positive results from our preclinical testing of ELX-02 in vitro and in vivo may not necessarily be predictive of the results from our planned clinical trials in humans. Many companies in the pharmaceutical and biotechnology industries have suffered significant setbacks in clinical trials after achieving positive results in preclinical and in vitro and in vivo studies, and we, or the third parties whose product candidates we expect to be co-administered with ELX-02, may face similar setbacks. Preclinical and clinical data are often susceptible to varying interpretations and analyses, and the FDA or EMA or other regulatory agencies may require changes to our protocols or other aspects of our clinical trials or require additional studies. Additionally, many companies that believed their product candidates performed satisfactorily in preclinical studies and clinical trials nonetheless failed to obtain FDA or EMA approval. If we fail to secure positive results from our clinical trials of ELX-02 or regulatory agencies require us to undertake significant additional studies as a result of our data, the development timeline, regulatory approval and commercialization prospects for our lead product candidate, and, correspondingly, our business and financial prospects, would be materially adversely affected, which may result in termination of development activities, the inability to raise additional needed capital and/or a precipitous decline in our stock price, as well as impair our ability to enter into collaboration arrangements or damage existing strategic partnerships.

***Our product candidates, including ELX-02, may cause adverse events or have other properties that could delay or prevent their regulatory approval or limit the scope of any approved label or market acceptance.***

Undesirable side effects caused by our product candidates, such as ELX-02, could cause us or regulatory authorities to interrupt, delay or halt clinical trials and could result in the denial of regulatory approval by the FDA or other comparable foreign regulatory authorities. It is possible that, during the course of the clinical development of ELX-02, results of our clinical trials could reveal an unacceptable severity and prevalence of side effects. For example, in preclinical testing of ELX-02, we observed renal toxicities in the animals we tested following administration of this compound at doses in excess of the doses we expect to administer in our clinical trials. As a result of this or any other side effects, our clinical trials could be suspended or terminated or not even allowed to commence, and the FDA or comparable foreign regulatory authorities could order us to cease further development, or deny approval, of our product candidates for any or all targeted indications. The drug-related side effects could affect patient recruitment or the ability of enrolled patients to complete the trial or result in potential product liability claims.

Additionally if one or more of our product candidates receive marketing approval, and we or others later identify undesirable side effects caused by such products, a number of potentially significant negative consequences could result, including:

- regulatory authorities may withdraw approvals of such product or impose restrictions on its distribution in the form of a modified risk evaluation and mitigation strategy;
- regulatory authorities may require additional labeling, such as additional warnings or contraindications, which may negatively impact sales;
- we may be required to change the way the product is administered or to conduct additional clinical studies;
- we could be sued and held liable for harm caused to patients; and
- our reputation may suffer.

Any of these events could prevent us from achieving or maintaining market acceptance of the particular product candidate, if approved, and could significantly harm our business, results of operations and prospects.

***Our clinical trials may be costly and lengthy, time-consuming and difficult to design and implement, may result in unforeseen costs and could be delayed or terminated, which may have a material adverse effect on our business, results of operations and financial condition.***

For human trials, patients must be recruited and each product candidate must be tested at various doses and formulations for each clinical indication. In addition, to ensure safety and effectiveness, the effect of drugs often must be studied over a long period of time, especially for the chronic genetic diseases that we will be studying. Many of our programs focus on diseases with small patient populations making patient recruitment and enrollment difficult. Insufficient patient enrollment in our clinical trials could delay or cause us to abandon a product development program. We may decide to abandon development of a product candidate or a study at any time due to unfavorable results, or we may have to spend considerable resources repeating clinical trials or conducting additional trials, either of which would increase costs and delay any revenue from those product candidates, if any.

Failure or delay in the commencement or completion of our clinical trials may be caused by several factors, including:

- slower than expected rates of patient recruitment, particularly with respect to trials of rare diseases such as nonsense mutation cystic fibrosis;
- determination of dosing levels and corresponding effect analysis;
- unforeseen safety issues;
- lack of effectiveness during clinical trials;
- inability to monitor patients adequately during or after treatment;
- inability or unwillingness of medical investigators and institutional review boards to follow our clinical protocols; and
- lack of sufficient funding to finance the clinical trials.

***We may find it difficult to recruit and enroll patients in our clinical trials, which could cause significant delays in the completion of such trials or may cause us to abandon one or more clinical trials.***

Some of the diseases that our product candidates are intended to treat are rare and ultra-rare and we expect only a subset of the patients with these diseases will be eligible for our clinical trials. Because ELX-02 targets small populations and patient numbers have not been determined definitively, we must be able to identify patients in order to complete our development programs and commercialize ELX-02 successfully.

In addition, the protocol for our clinical trials generally mandates that a patient cannot be involved in more than one clinical trial for the same indication. Therefore, subjects that participate in ongoing clinical trials for products that are competitive with our product candidates are not available to participate in our clinical trials. We cannot guarantee that any of our programs will identify a sufficient number of patients to complete clinical development and market our product candidates if approved. The combined number of patients in the United States, Japan and Europe and elsewhere may turn out to be lower than expected, may not be otherwise amenable to treatment with ELX-02, or new patients may become increasingly difficult to identify, all of which would adversely affect our results of operations and our business. An inability to recruit and enroll a sufficient number of patients for any of our current or future clinical trials would result in significant delays or may require us to abandon one or more clinical trials altogether, which could impact our ability to develop our product candidates and may have a material adverse effect on our business, results of operations and financial condition.

***Because our clinical trials depend upon third-party researchers, scientists and consultants, the results of our clinical trials and such research activities are subject to delays and other risks that are, to a certain extent, beyond our control, which could impair our clinical development programs and our competitive position.***

We depend on independent investigators, consultants, researchers, medical experts, collaborators, chemists, toxicologist and a small number of medical institutions and third-party contract research organizations to assist with our research efforts and conduct our preclinical and clinical trials and related activities. These collaborators, scientists, consultants and other third parties have provided, and we expect that they will continue to provide, valuable advice and service regarding our clinical development programs and product candidates. These collaborators, scientists, consultants and other third parties are not our employees, may have other commitments that would limit their future availability to us and typically will not enter into non-compete agreements with us. We cannot control the amount or timing of resources that they devote to our preclinical and or clinical development programs and they may not assign as great a priority to our preclinical or clinical development programs or pursue them as diligently as we would if we were undertaking such programs directly. If outside collaborators fail to devote sufficient time and resources to our preclinical and clinical development programs, or if their performance is substandard, the authorization of investigational new drugs (“INDs”) and pre-clinical trial applications (“CTAs”) and the approval of anticipated new drug applications (“NDAs”) and other marketing applications, and our introduction of new drugs, if any, may be delayed, which could impair our clinical development programs and would have a material adverse effect on our business and results of operations. These collaborators may also have relationships with other commercial entities, some of whom may compete with us and we may be unable to prevent them from establishing competing businesses or developing competing products.

***We are subject to extensive governmental regulation including the requirements of FDA and comparable foreign regulatory authorities for approval of our product candidates before they can be marketed.***

We, our product candidates, our suppliers, our contract manufacturers, our contract testing laboratories and our clinical trial sites and clinical trial researchers are subject to extensive regulation by the FDA and comparable foreign regulatory authorities. Failure to comply with applicable requirements of the FDA or comparable foreign regulatory authorities could result in, among other things, any of the following actions:

- warning letters;
- fines and other monetary penalties;
- unanticipated expenditures;
- holds on the initiation of clinical trials;
- delays in the FDA's or other foreign regulatory authorities' approving, or the refusal of any regulatory authority to approve, any product candidate;
- product recall or seizure;
- interruption of manufacturing or clinical trials;
- operating restrictions;
- injunctions; and
- criminal prosecutions.

In addition to the approval requirements, other numerous and pervasive regulatory requirements apply, both before and after approval of our product candidates, to us, our product candidates, and our suppliers, contract manufacturers, and contract laboratories, and our clinical trial sites and clinical trial researchers including requirements related to testing, manufacturing, quality control, labeling, advertising, promotion, distribution, exporting product materials, reporting to the FDA of certain adverse experiences associated with use of the product candidate, and obtaining additional approvals for certain modifications to the product candidate or its labeling or claims.

We also are subject to inspection by the FDA and comparable foreign regulatory authorities, to determine our compliance with regulatory requirements, as are our suppliers, contract manufacturers, contract testing laboratories, and our clinical trial sites and clinical researchers and there can be no assurance that the FDA or any other comparable foreign regulatory authority, will not identify compliance issues that may disrupt production or distribution, or require substantial resources to correct. We may be required to make modifications to our manufacturing operations in response to these inspections, which may require significant resources and may have a material adverse effect upon our business, results of operations and financial condition.

The approval process for any product candidate may also be delayed by changes in government regulation, future legislation or administrative action or changes in policy of the FDA and comparable foreign regulatory authorities that occur prior to or during their respective regulatory reviews of such product candidate. Delays in obtaining regulatory approvals with respect to any product candidate may:

- delay commercialization of, and our ability to derive product revenues from, such product candidate;
- delay any regulatory-related milestone payments payable under outstanding collaboration agreements;
- require us to perform costly procedures with respect to such product candidate; or
- otherwise diminish any competitive advantages that we may have with respect to such product candidate.

***We may not obtain the necessary U.S., EMA or other worldwide regulatory approvals to commercialize our product candidates in a timely manner, if at all, which would have a material adverse effect on our business, results of operations and financial condition.***

We need FDA approval to commercialize our product candidates in the United States, EMA approval to commercialize our product candidates in the European Union and approvals from other foreign regulatory authorities to commercialize our product candidates elsewhere in the world. In order to obtain FDA approval of any of our product candidates, we must submit to the FDA an NDA demonstrating that the product candidate is safe for humans and effective for its intended use. This

demonstration requires significant research and animal tests, which are referred to as preclinical studies, as well as human tests, which are referred to as clinical trials. In the European Union, we must submit a Marketing Authorization Application, or MAA, to the EMA. Satisfaction of the FDA's, the EMA's and other foreign regulatory authorities' regulatory requirements typically takes many years, depends upon the type, complexity and novelty of the product candidate and requires substantial resources for research, development and testing. Even if we comply with all the requests of regulatory authorities, they may ultimately reject the marketing applications that we file for our product candidates, or we might not obtain regulatory clearance in a timely manner. Companies in the pharmaceutical and biotechnology industries have suffered significant setbacks in advanced or late-stage clinical trials, even after obtaining promising earlier trial results or preliminary findings or other comparable results for such clinical trials. Further, even if favorable testing data is generated during the clinical trials of a product candidate, the applicable regulatory authority may not accept or approve the marketing application filed by a pharmaceutical or biotechnology company for the product candidate. Failure to obtain approval of the FDA, EMA or comparable foreign regulatory authorities of any of our product candidates in a timely manner, if at all, will severely undermine our business, financial condition and results of operation by reducing our potential marketable products and our ability to generate corresponding product revenues.

Our research and clinical efforts may not result in drugs that the FDA, EMA or foreign regulatory authorities consider safe for humans and effective for indicated uses, which would have a material adverse effect on our business, results of operations and financial condition. After clinical trials are completed for any product candidate, if at all, the FDA, EMA and foreign regulatory authorities have substantial discretion in the drug approval process of the product candidate in their respective jurisdictions and may require us to conduct additional clinical testing or perform post-marketing studies, which would cause us to incur additional costs. Incurring such costs may have a material adverse effect on our business, results of operations and financial condition.

## **Risks Related to Commercialization**

***If we are unable to establish sales and marketing capabilities or enter into agreements with third parties to market and sell any of our product candidates that obtain regulatory approval, we may be unable to generate any revenue.***

We have no experience selling and marketing our product candidates or any other products. To successfully commercialize any products that may result from our clinical development programs and obtain regulatory approval, we will need to develop these capabilities, either on our own or with the assistance of others. We may seek to enter into collaborations with other entities to utilize their marketing and distribution capabilities, but we may be unable to do so on favorable terms, if at all. If any future collaborative partners do not commit sufficient resources to commercialize our future products, if any, and we are unable to develop the necessary marketing capabilities on our own, we will be unable to generate sufficient product revenue to sustain our business. We will be competing with many companies that currently have extensive and well-funded marketing and sales operations. Without an internal team or the support of a third party to perform marketing and sales functions, we may be unable to compete successfully against these more established companies or successfully commercialize any of our product candidates.

***Even though we have received orphan drug designation from the FDA for ELX-02 for the treatment of cystinosis, we may not be able to obtain orphan drug marketing exclusivity for ELX-02 or any of our other potential product candidates for other indications.***

Regulatory authorities in some jurisdictions, including the United States and the European Union, may designate drugs for relatively small patient populations as orphan drugs. Under the Orphan Drug Act of 1983, the FDA may designate a drug as an orphan drug if it is intended to treat a rare disease or condition, which is generally defined as a patient population of fewer than 200,000 individuals annually in the United States. Similarly, in Europe, a medicinal product may receive orphan designation under Article 3 of Regulation (EC) 141/2000. This applies to products that are intended for a life-threatening or chronically debilitating condition and either the condition affects no more than five in 10,000 persons in the European Union when the application is made or the product, without the benefits derived from orphan status, would unlikely generate sufficient return in the European Union to justify the necessary investment. Moreover, in order to obtain orphan designation in the European Union, it is necessary to demonstrate that there exists no satisfactory method of diagnosis, prevention or treatment of the condition authorized for marketing in the European Union, or if such a method exists, that the product will be of significant benefit to those affected by the condition.

The FDA has granted orphan drug designation for ELX-02 for the treatment of cystinosis. We may seek orphan drug designation for our other product candidates, and with respect to other indications. Generally, if a drug with an orphan drug designation subsequently receives the first FDA marketing approval for the indication for which it has such designation, the drug is entitled to a period of marketing exclusivity, which precludes the FDA from approving another marketing application for the same drug for the same indication for that time period. The applicable period is seven years in the United States. Orphan drug exclusivity may be lost if the FDA or EMA determines that the request for designation was materially defective or if the manufacturer is unable to assure sufficient quantity of the drug to meet the needs of patients with the rare disease or condition.

Even if we obtain orphan drug exclusivity for a product candidate, that exclusivity may not effectively protect the candidate from competition because different drugs can be approved for the same condition. Even after an orphan drug is approved, the applicable regulatory authority can subsequently approve another drug for the same condition if it concludes that the later drug is clinically superior in that it is shown to be safer, more effective or makes a major contribution to patient care. Similarly, if our competitors are able to obtain orphan product exclusivity for their products in the same indications for which we are developing our product candidates, we may not be able to have our products approved by the applicable regulatory authority for a significant period of time.

***Developments by competitors may render our products or technologies obsolete or non-competitive which would have a material adverse effect on our business, results of operations and financial condition.***

We compete with fully integrated biopharmaceutical companies and smaller biopharmaceutical companies that are collaborating with larger pharmaceutical companies, academic institutions, government agencies and other public and private research organizations. Our product candidates will have to compete with existing therapies and potential therapies under development by our competitors. In addition, our commercial opportunities may be reduced or eliminated if our competitors develop and market products that are less expensive, more effective or safer than our product candidates. Other companies have product candidates in various stages of preclinical or clinical development to treat diseases for which we are also seeking to develop product candidates. Some of these potential competing drugs are further advanced in development than our product candidates and may be commercialized earlier. Even if we are successful in developing effective drugs, our products may not compete successfully with products produced by our competitors.

Most of our competitors, either alone or together with their collaborative partners, operate larger research and development programs, staff, and facilities, and have substantially greater financial resources than we do, as well as significantly greater experience in:

- developing drugs;
- undertaking preclinical testing and human clinical trials;
- obtaining marketing approvals from the FDA and other regulatory authorities;
- formulating and manufacturing drugs; and
- launching, marketing and selling drugs.

These organizations also compete with us to attract qualified personnel, acquisitions and joint ventures candidates and for other collaborations.

Efforts to compete and the pursuit of activities of our competitors may impose unanticipated costs on our business, which would have a material adverse effect on our business, results of operations and financial condition.

***If we are unable to develop and commercialize our product candidates, our business will be adversely affected.***

A key element of our strategy is to develop and commercialize a portfolio of new products. We seek to do so through our internal research programs and strategic collaborations for the development of new products. Research programs to identify new product candidates require substantial technical, financial and human resources, whether or not any product candidates are ultimately identified. Our research programs may initially show promise in identifying potential product candidates, yet fail to yield product candidates for clinical development for many reasons, including:

- a product candidate is not capable of being produced in commercial quantities at an acceptable cost, or at all;
- a product candidate that is developed and approved may not be accepted by patients, the medical community or third-party payors;

- competitors may develop alternatives that render our product candidates obsolete;
- the research methodology used may not be successful in identifying potential product candidates; or
- a product candidate may on further study be shown to have harmful side effects or other characteristics that indicate it is unlikely to be safe or effective or otherwise does not meet applicable regulatory approval requirements.

Any failure to develop or commercialize any of our product candidates may have a material adverse effect on our business, results of operations and financial condition.

## **Risks Related to Our Business and Operations**

***Maintaining and improving our financial controls and the requirements of being a public company may strain our resources, divert management's attention and affect our ability to attract and retain qualified board members.***

The trading market for our common stock is influenced by the research and reports that securities or industry analysts publish. As a public company, we are subject to the reporting requirements of the Securities Exchange Act of 1934, as amended, or the Exchange Act, the Sarbanes-Oxley Act of 2002, or the Sarbanes-Oxley Act, and Nasdaq stock market rules. The requirements of these rules and regulations have increased and will continue to significantly increase our legal and financial compliance costs, including costs associated with the hiring of additional personnel, making some activities more difficult, time-consuming or costly, and may also place undue strain on our personnel, systems and resources. The Exchange Act requires, among other things, that we file annual, quarterly and current reports with respect to our business and financial condition.

The Sarbanes-Oxley Act requires, among other things, that we maintain disclosure controls and procedures and internal control over financial reporting. Ensuring that we have adequate internal financial and accounting controls and procedures in place, as well as maintaining these controls and procedures, is a costly and time-consuming effort that needs to be re-evaluated frequently. Section 404 of the Sarbanes-Oxley Act, or Section 404, requires that we annually evaluate our internal control over financial reporting to enable management to report on, the effectiveness of those controls. In connection with the Section 404 requirements, we test our internal controls and could, as part of that documentation and testing, identify material weaknesses, significant deficiencies or other areas for further attention or improvement.

Implementing any appropriate changes to our internal controls may require specific compliance training for our directors, officers and employees, require the hiring of additional finance, accounting and other personnel, entail substantial costs to modify our existing accounting systems, and take a significant period of time to complete. These changes may not, however, be effective in maintaining the adequacy of our internal controls, and any failure to maintain that adequacy, or consequent inability to produce accurate financial statements on a timely basis, could increase our operating costs and could materially impair our ability to operate our business. Moreover, adequate internal controls are necessary for us to produce reliable financial reports and are important to help prevent fraud. As a result, our failure to satisfy the requirements of Section 404 on a timely basis could result in the loss of investor confidence in the reliability of our financial statements, which in turn could cause the market value of our common stock to decline.

Various rules and regulations applicable to public companies make it more difficult and more expensive for us to maintain directors' and officers' liability insurance, and we may be required to accept reduced coverage or incur substantially higher costs to maintain coverage. If we are unable to maintain adequate directors' and officers' liability insurance, our ability to recruit and retain qualified officers and directors, especially those directors who may be deemed independent for purposes of the Nasdaq stock market rules, will be significantly curtailed.

***We are seeking to expand our business through strategic initiatives. Our efforts to identify opportunities or complete transactions that satisfy our strategic criteria may not be successful, and we may not realize the anticipated benefits of any completed acquisition or other strategic transaction.***

Our business strategy includes expanding our products and capabilities. We regularly evaluate potential merger, acquisition, partnering and in-license opportunities that we expect will expand our pipeline or product offerings, and enhance our research platforms.



To manage effectively our current and future potential growth, we must continue to enhance and develop our global employee base, and our operational and financial processes. Supporting our growth strategy will require significant capital expenditures and management resources, including investments in research, development, sales and marketing, manufacturing and other areas of our operations. The development or expansion of our business, any acquired business or any acquired or in-licensed products may require a substantial capital investment by us. We may not have these necessary funds or they might not be available to us on acceptable terms or at all. We may also seek to raise funds by selling shares of our capital stock, which could dilute current stockholders' ownership interest in our Company, or securities convertible into our capital stock, which could dilute current stockholders' ownership interest in our Company upon conversion.

***Our business could be affected by litigation, government investigations and enforcement actions.***

We operate in many jurisdictions in a highly regulated industry and we could be subject to litigation, government investigation and enforcement actions on a variety of matters in the U.S. or foreign jurisdictions, including, without limitation, intellectual property, regulatory, product liability, environmental, whistleblower, Qui Tam, false claims, privacy, anti-kickback, anti-bribery, securities, commercial, employment, and other claims and legal proceedings which may arise from conducting our business. Any of these actions or proceedings may result in significant costs, fines, penalties or imposition of burdensome restrictions on the Company, any of which could have a material adverse effect on our financial condition and result of operations.

***Comprehensive tax reform bills could adversely affect our business and financial condition.***

On December 22, 2017, and effective January 1, 2018, the U.S. government enacted H.R. 1, "An Act to provide for reconciliation pursuant to titles II and V of the concurrent resolution on the budget for fiscal year 2018" (informally titled the "Tax Cuts and Jobs Act"), which includes significant changes to the taxation of business entities. The Tax Cuts and Jobs Act, among other things, contains significant changes to corporate taxation, including reduction of the corporate tax rate from a top marginal rate of 35% to a flat rate of 21%, limitation of the tax deduction for interest expense to 30% of adjusted earnings (except for certain small businesses), implementation of a "base erosion anti-abuse tax" which requires U.S. corporations to make an alternative determination of taxable income without regard to tax deductions for certain payments to affiliates, taxation of certain non-U.S. corporations' earnings considered to be "global intangible low taxed income" (also referred to as "GILTI"), repeal of the alternative minimum tax, or AMT, for corporations and changes to a taxpayer's ability to either utilize or refund the AMT credits previously generated, changes in the attribution rules relating to shareholders of certain "controlled foreign corporations", limitation of the deduction for net operating losses to 80% of current year taxable income and elimination of net operating loss carrybacks, one time taxation of offshore earnings at reduced rates regardless of whether they are repatriated, elimination of U.S. tax on foreign earnings (subject to certain important exceptions), immediate deductions for certain new investments instead of deductions for depreciation expense over time, and modifying or repealing many business deductions and credits. Notwithstanding the reduction in the corporate income tax rate, the Tax Cuts and Jobs Act remains subject to interpretation and further guidance from US taxing authorities and as a result the overall impact of this tax reform is uncertain and may change due to interpretation changes, and our business and financial condition could be adversely affected. In addition, it is uncertain if and to what extent various US states will conform their tax laws to the Tax Cuts and Jobs Act. The impact of the Tax Cuts and Jobs Act on holders of our common stock is also uncertain and could be adverse. We are unable to predict what tax reform may be proposed or enacted in the future or what effect such changes would have on our business, but such changes, to the extent they are brought into tax legislation, regulations, policies or practices, could affect our effective tax rates in the future in countries where we have operations and have an adverse effect on our overall tax rate in the future, along with increasing the complexity, burden and cost of tax compliance. We urge our stockholders to consult with their legal and tax advisors with respect to the Tax Cuts and Jobs Act and the potential tax consequences of investing in or holding our common stock.

***Our ability to use our net operating losses to offset future taxable income may be subject to certain limitations.***

As of June 30, 2018, we had U.S. federal and state NOL carryforwards of \$77.2 million and \$27.4 million, respectively, and federal research tax credit carryforwards of \$0.7 million. Our U.S. net operating loss carryforwards will begin to expire, if not utilized, beginning in 2019 through 2037, and the research tax credits will expire beginning in 2027 through 2037.

In general, under Section 382 of the United States Internal Revenue Code of 1986, as amended, or the Code, a corporation that undergoes an "ownership change" is subject to limitations on its ability to utilize its pre-ownership change NOLs to offset future taxable income. We may have experienced ownership changes in the past, including in connection with the Reverse Merger of Sevion Therapeutics, Inc. on December 19, 2017 at which time our pre-change U.S. federal NOL carryforward was \$77.1 million and research tax credit was \$0.7 million. We may experience additional ownership changes in the future as a result of subsequent shifts in our stock ownership, some of which may be outside of our control. Although

we have not completed our analysis, it is reasonably possible that our federal NOLs available to offset future taxable income could materially decrease. This reduction will be offset by an adjustment to the existing valuation allowance for an equal and offsetting amount. Additionally, our state NOLs available to offset future state income could similarly decrease which would also be offset by an equal and offsetting adjustment to the existing valuation allowance. Given the offsetting adjustments to the existing valuation allowance, any ownership change is not expected to have an adverse material effect on our Consolidated Financial Statements. Finally, as of June 30, 2018, we had Israeli NOL carryforwards of \$24.9 million, which carryforward indefinitely.

Our ability to utilize our NOLs is dependent on attaining profitability sufficient to offset such available NOLs prior to their expiration. In addition, we may not be able to utilize a portion of the NOLs reflected on our balance sheet, even if we attain profitability.

Under the Tax Cuts and Jobs Act, NOLs generated in 2018 and future years may be carried forward indefinitely but may not be carried back and are only eligible to offset up to a maximum of 80% of taxable income generated in a given year. It is uncertain if and to what extent various U.S. states will conform their net operating loss rules to the Tax Cuts and Jobs Act.

***We could be subject to additional tax liabilities.***

We are subject to federal, state and local taxes in the United States and Israel. Significant judgment is required in evaluating our tax positions and our worldwide provision for taxes. During the ordinary course of business, there are many activities and transactions for which the ultimate tax determination is uncertain. In addition, our tax obligations and effective tax rates could be adversely affected by changes in the relevant tax, accounting and other laws, regulations, principles and interpretations, including those relating to income tax nexus, by our earnings being lower than anticipated in jurisdictions where we have lower statutory rates and higher than anticipated in jurisdictions where we have higher statutory rates, by changes in foreign currency exchange rates, or by changes in the valuation of our deferred tax assets and liabilities. We may be audited in various jurisdictions, and such jurisdictions may assess additional taxes against us. Although we believe our tax estimates are reasonable, the final determination of any tax audits or litigation could be materially different from our historical tax provisions and accruals, which could have a material adverse effect on our operating results or cash flows in the period or periods for which a determination is made.

***Changes in healthcare laws and implementing regulations, as well as changes in healthcare policy, may affect coverage and reimbursement of our product candidates in ways that we cannot currently predict and these changes could adversely affect our business and financial condition.***

In the U.S., a number of legislative and regulatory initiatives have focused on containing the cost of healthcare. The Patient Protection and Affordable Care Act, or PPACA, was enacted in the U.S. in March 2010. This law substantially changes the way healthcare is financed by both governmental and private insurers in the U.S., and significantly impacts the pharmaceutical industry. PPACA contains a number of provisions that are expected to impact our business and operations, in some cases in ways we cannot currently predict. Changes that may affect our business include those governing enrollment in federal healthcare programs, reimbursement changes, rules regarding prescription drug benefits under health insurance exchanges, expansion of the 340B program, expansion of state Medicaid programs, fraud and abuse enforcement and rules governing the approval of biosimilar products. These changes will impact existing government healthcare programs and will result in the development of new programs, including Medicare payment for performance initiatives and improvements to the physician quality reporting system and feedback program. In early 2016, CMS issued final regulations to implement the changes to the Medicaid Drug Rebate Program under PPACA. These regulations became effective on April 1, 2016. Moreover, in the future, Congress could enact legislation that further increases Medicaid drug rebates or other costs and charges associated with participating in the Medicaid Drug Rebate Program. Legislative changes to the PPACA also remain possible and appear likely in the 115th U.S. Congress under the Trump administration. The issuance of regulations and coverage expansion by various governmental agencies relating to the Medicaid Drug Rebate Program has and will continue to increase our costs and the complexity of compliance, has been and will be time-consuming, and could have a material adverse effect on our results of operations.

Governments in countries where we operate have adopted or have shown significant interest in pursuing legislative initiatives to reduce costs of healthcare. We expect that the implementation of current laws and policies, the amendment of those laws and policies in the future, as well as the adoption of new laws and policies, could have a material adverse effect on our industry generally and on our ability to maintain or increase our product sales or successfully commercialize our product candidates, or could limit or eliminate our future spending on development projects. In many cases, these government

initiatives, even if enacted into law, are subject to future rulemaking by regulatory agencies. Although we have evaluated these government initiatives and the impact on our business, we cannot know with certainty whether any such law, rule or regulation will adversely affect coverage and reimbursement of our product candidates, or to what extent, until such laws, rules and regulations are promulgated, implemented and enforced, which could sometimes take many years. The announcement or adoption of regulatory or legislative proposals could delay or prevent our entry into new markets, affect our reimbursement or sales in the markets where we are already selling our approved products, if any, and materially harm our business, financial condition and results of operations.

***We may be subject to numerous and varying privacy and security laws, and our failure to comply could result in penalties and reputational damage.***

We are subject to laws and regulations covering data privacy and the protection of personal information including health information. 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. In the U.S., we may be subject to state security breach notification laws, state health information privacy laws and federal and state consumer protections laws which impose requirements for the collection, use, disclosure and transmission of personal information. Each of these laws are subject to varying interpretations by courts and government agencies, creating complex compliance issues for us. 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 individually identifiable health information from a covered entity in a manner that is not authorized or permitted by HIPAA or for aiding and abetting the violation of HIPAA.

Numerous other countries have, or are developing, laws governing the collection, use and transmission of personal information as well. EU member states and other jurisdictions have adopted data protection laws and regulations, which impose significant compliance obligations. For example, the EC adopted the EU Data Protection Directive, as implemented into national laws by the EU member states, which imposed strict obligations and restrictions on the ability to collect, analyze, and transfer personal data, including health data from clinical trials and adverse event reporting. Data protection authorities from different EU member states have interpreted the privacy laws differently, which adds to the complexity of processing personal data in the European Union, and guidance on implementation and compliance practices are often updated or otherwise revised. Any failure to comply with the rules arising from the EU Data Protection Directive and related national laws of EU member states could lead to government enforcement actions and significant penalties against us, and adversely impact our operating results.

In May 2016, the European Union formally adopted the General Data Protection Regulation, which apply to all EU member states as of May 25, 2018 and replaces the current EU Data Protection Directive. The regulation introduces new data protection requirements in the European Union and substantial fines for breaches of the data protection rules. It will increase our responsibility and liability in relation to personal data that we process and we may be required to put in place additional mechanisms ensuring compliance with the new EU data protection rules.

***Security breaches, cyber-attacks, or other disruptions could expose us to liability and affect our business and reputation.***

We are increasingly dependent on our information technology systems and infrastructure for our business. We collect, store, and transmit sensitive information including intellectual property, proprietary business information and personal information in connection with business operations. The secure maintenance of this information is critical to our operations and business strategy. Some of this information could be an attractive target of criminal attack by third parties with a wide range of motives and expertise, including organized criminal groups, “hactivists,” patient groups, disgruntled current or former employees, and others. Cyber-attacks are of ever-increasing levels of sophistication, and despite our security measures, our information technology and infrastructure may be vulnerable to such attacks or may be breached, including due to employee error or malfeasance. We have implemented information security measures to protect patients’ personal information against the risk of inappropriate and unauthorized external use and disclosure. However, despite these measures, and due to the ever-changing information cyber-threat landscape, we may be subject to data breaches through cyber-attacks. Any such breach could compromise our networks and the information stored there could be accessed, publicly disclosed, lost or stolen. If our systems become compromised, we may not promptly discover the intrusion. Like other companies in our industry, we have experienced attacks to our data and systems, including malware and computer viruses. If our systems failed or were breached or disrupted, we could lose product sales, and suffer reputational damage and loss of customer confidence. Such incidents would result in notification obligations to affected individuals and government agencies, legal claims or proceedings, and liability under federal and state laws that protect the privacy and security of personal information. Any one of these events could cause our business to be materially harmed and our results of operations would be adversely impacted.

***We expect to rely on third parties to conduct some or all aspects of our product manufacturing, protocol development, research and preclinical and clinical testing, and these third parties may not perform satisfactorily.***

We do not expect to independently conduct all aspects of our product manufacturing, protocol development, research and preclinical and clinical testing. We currently rely, and expect to continue to rely, on third parties with respect to these items.

Any of these third parties may terminate their engagements with us at any time. If we need to enter into alternative arrangements, it could delay our product development activities. Our reliance on these third parties for research and development activities will reduce our control over these activities but will not relieve us of our responsibility to ensure compliance with all required regulations and study protocols. If these third parties do not successfully carry out their contractual duties, meet expected deadlines or conduct our studies in accordance with regulatory requirements or our stated study plans and protocols, we will not be able to complete, or may be delayed in completing, the preclinical studies and clinical trials required to support future NDA submissions and approval of our product candidates.

Reliance on third-party manufacturers, testing sites, and investigators entails risks to which we would not be subject if we developed, researched, tested, and manufactured the product candidates ourselves, including:

- the inability to negotiate manufacturing, testing, and research agreements with third parties under commercially reasonable terms;
- reduced control as a result of using third-party manufacturers, testing laboratories, and research sites and investigators for all aspects of manufacturing, testing, and research activities;
- termination or nonrenewal of manufacturing, testing, or research agreements with third parties in a manner or at a time that is costly or damaging to us; and
- disruptions to the operations of our third-party manufacturers or suppliers, testing facilities, or research sites caused by conditions unrelated to our business or operations, including the bankruptcy of the manufacturer or supplier, testing facility, or research site.

Any of these events could lead to clinical trial delays or failure to obtain regulatory approval, or impact our ability to successfully commercialize future products. Some of these events could be the basis for FDA action, including injunction, recall, seizure or total or partial suspension of production or testing. Any one of these events could cause our business to be materially harmed and our results of operations would be adversely impacted.

***Our future success depends on our ability to retain key employees, consultants and advisors and to attract, retain and motivate qualified personnel.***

The success of our business is dependent in large part on our continued ability to attract and retain our senior management, and other highly qualified personnel in our scientific, clinical, manufacturing and commercial organizations. Intense competition exists in the biopharmaceutical industry for these types of personnel. Our business is specialized and global and we must attract and retain highly qualified individuals across many geographies. We may not be able to continue to attract and retain the highly qualified personnel necessary for developing, manufacturing and commercializing our products and product candidates. If we are unsuccessful in our recruitment and retention efforts, or if our recruitment efforts take longer than anticipated, our business may be harmed.

We are highly dependent on principal members of our senior management, including Robert Ward, our Chief Executive Officer. While we have entered into employment agreements or offer letters with each of our executive officers, any of them could leave our employment at any time, as all of our employees are “at will” employees. Recruiting and retaining other qualified employees, consultants and advisors for our business, including scientific and technical personnel, will also be critical to our success. Competition for skilled personnel is intense and the turnover rate can be high. We may not be able to attract and retain personnel on acceptable terms given the competition among numerous pharmaceutical and biotechnology companies for individuals with similar skill sets. In addition, failure to succeed in preclinical studies or clinical trials may make it more challenging to recruit and retain qualified personnel. The inability to recruit or loss of the services of any executive, key employee, consultant or advisor may impede the progress of our research, development and commercialization objectives. If we fail to attract and retain highly qualified personnel, we may not be able to successfully develop, manufacture or commercialize our product candidates.

## Risks Related to Intellectual Property

*If we fail to adequately protect or enforce our intellectual property rights or secure rights to third party patents, the value of our intellectual property rights would diminish and our business, competitive position and results of operations would suffer.*

As of June 30, 2018, we had 36 pending patent applications. However, the filing of a patent application does not mean that we will be issued a patent, or that any patent eventually issued will be as broad as requested in the patent application or sufficient to protect our technology. Any modification required to a current patent application may delay the approval of such patent application which would have a material adverse effect on our business, results of operations and financial condition. In addition, there are a number of factors that could cause our patents, if granted, to become invalid or unenforceable or that could cause our patent applications to not be granted, including known or unknown prior art, deficiencies in the patent application or the lack of originality of the technology. Our competitive position and future revenues will depend in part on our ability and the ability of our licensors and collaborators to obtain and maintain patent protection for our product candidates, methods, processes and other technologies, to preserve our trade secrets, to prevent third parties from infringing on our proprietary rights and to operate without infringing the proprietary rights of third parties. We have filed U.S. and international patent applications for process patents; however, we cannot predict:

- the degree and range of protection any patents will afford us against competitors and those who infringe upon our patents, including whether third parties will find ways to invalidate or otherwise circumvent our licensed patents;
- if and when patents will issue;
- whether or not others will obtain patents claiming aspects similar to those covered by our licensed patents and patent applications; or
- whether we will need to initiate litigation or administrative proceedings, which may be costly, and whether we win or lose.

If patent rights covering our products or technologies are not sufficiently broad, they may not provide us with sufficient proprietary protection or competitive advantages against competitors with similar products and technologies. Furthermore, if the U.S. Patent and Trademark Office or foreign patent offices issue patents to us or our licensors, others may challenge the patents or circumvent the patents, or the patent office or the courts may invalidate the patents. Thus, any patents we own or license from or to third parties may not provide any protection against our competitors and those who infringe upon our patents.

Furthermore, the life of our patents is limited. The patents we hold, and the patents that may be issued in the future based on patent applications from the patent families, relating to our lead product candidate are expected to expire between 2031 and 2037 depending on any extensions of term for which we may be eligible that we may be granted.

If we cannot obtain new patents, maintain our existing patents and protect the confidentiality and proprietary nature of our trade secrets and other intellectual property, our business and competitive position will be harmed.

Our success will depend in part on our ability to obtain and maintain patent and regulatory protections for our products and investigational compounds, to preserve our trade secrets and other proprietary rights, to operate without infringing the proprietary rights of third parties, and to prevent third parties from circumventing our rights. Due to the time and expense of bringing new product candidates through development and regulatory approval to the marketplace, there is particular importance in obtaining patent and trade secret protection for significant new technologies, products and processes.

We have and may in the future obtain patents or the right to practice patents through ownership or license. Our patent applications may not result in the issue of patents in the U.S. or other countries. Our patents may not afford adequate protection for our products. Third parties may challenge our patents. If any of our patents are narrowed, invalidated or become unenforceable, competitors may develop and market products similar to ours that do not conflict with or infringe our patents rights, which could have a material adverse effect on our financial condition. We may also finance and collaborate in research conducted by government organizations, hospitals, universities or other educational or research institutions. Such research partners may be unwilling to grant us exclusive rights to technology or products developed through such collaborations. There is also a risk that disputes may arise as to the rights to technology or products developed in collaboration with other parties. Our products and product candidates are expensive and time-consuming to test and develop. Even if we obtain and maintain patents, our business may be significantly harmed if the patents are not broad enough to protect our products from copycat products.

Significant legal questions exist concerning the extent and scope of patent protection for biopharmaceutical products and processes in the U.S. and elsewhere. Accordingly, there is no certainty that patent applications owned or licensed by us will issue as patents, or that our issued patents will afford meaningful protection against competitors. Once issued, patents are subject to challenge through both administrative and judicial proceedings in the U.S. and other countries. Such proceedings include re-examinations, inter partes reviews, post-grant reviews and interference proceedings before the U.S. Patent and Trademark Office, as well as opposition proceedings before the European Patent Office and other non-U.S. patent offices. Litigation may be required to enforce, defend or obtain our patent and other intellectual property rights. Any administrative proceeding or litigation could require a significant commitment of our resources and, depending on outcome, could adversely affect the scope, validity or enforceability of certain of our patent or other proprietary rights.

In addition, our business requires using sensitive technology, techniques and proprietary compounds that we protect as trade secrets. However, we may also rely heavily on collaboration with, or discuss the potential for collaboration with, suppliers, outside scientists and other biopharmaceutical companies. Collaboration and discussion of potential collaboration present a strong risk of exposing our trade secrets. If our trade secrets were exposed, it would help our competitors and adversely affect our business prospects.

If we are found to be infringing on patents owned by others, we may be forced to pay damages to the patent owner and/or obtain a license to continue the manufacture, sale or development of our products. If we cannot obtain a license, we may be prevented from the manufacture, sale or development of our products, which would adversely affect our business.

***If we infringe the rights of third parties we could be prevented from selling products, forced to pay damages and required to defend against litigation which could result in substantial costs and may have a material adverse effect on our business, results of operations and financial condition.***

We have not received to date any claims of infringement by any third parties. However, as our product candidates progress into clinical trials and commercialization, if at all, our public profile and that of our product candidates may be raised and generate such claims. Defending against such claims, and occurrence of a judgment adverse to us, could result in unanticipated costs and may have a material adverse effect on our business and competitive position. If our products, methods, processes and other technologies infringe the proprietary rights of other parties, we may incur substantial costs and we may have to:

- obtain licenses, which may not be available on commercially reasonable terms, if at all;
- redesign our products or processes to avoid infringement, which could significantly impede development and impair or block our ability to secure regulatory approval of any redesigned product or process;
- stop using the subject matter claimed in the patents held by others, which could cause us to lose the use of one or more of our product candidates;
- defend litigation or administrative proceedings that may be costly whether we win or lose, and which could result in a substantial diversion of management resources; or
- pay damages.

Any costs incurred in connection with such events or the inability to develop or sell our products may have a material adverse effect on our business, results of operations and financial condition.

***We rely on confidentiality agreements that could be breached and may be difficult to enforce which could have a material adverse effect on our business and competitive position.***

Our policy is to enter agreements relating to the non-disclosure of confidential information with third parties, including our contractors, consultants, advisors and research collaborators, as well as agreements that purport to require the disclosure and assignment to us of the rights to the ideas, developments, discoveries and inventions of our employees and consultants while we employ them. However, these agreements can be difficult and costly to enforce. Moreover, to the extent that our contractors, consultants, advisors and research collaborators apply or independently develop intellectual property in connection with any of our projects, disputes may arise as to the proprietary rights to the intellectual property. If a dispute arises, a court may determine that the rights belongs to a third party, and enforcement of our rights can be costly and unpredictable. In addition, we rely on trade secrets and proprietary know-how that we seek to protect in part by confidentiality agreements with our employees, contractors, consultants, advisors and other third parties. Despite the protective measures we employ, we still face the risk that:

- these agreements may be breached;
- these agreements may not provide adequate remedies for the applicable type of breach; or
- our trade secrets or proprietary know-how will otherwise become known.

Any breach of our confidentiality agreements or our failure to effectively enforce such agreements may have a material adverse effect on our business and competitive position.

***If we cannot meet requirements under our license agreement, we could lose the rights to our products, which could have a material adverse effect on our business.***

We depend on the license agreement with TRDF to maintain the intellectual property rights to certain of our product candidates. Our license agreement requires us to make payments and satisfy performance obligations in order to maintain our rights under this agreement. This agreement lasts either throughout the life of the patents that are the subject of the agreement, or with respect to other licensed technology, for a number of years after the first commercial sale of the relevant product.

In addition, we are responsible for the cost of filing and prosecuting certain patent applications and maintaining certain issued patents licensed to us. If we do not meet our obligations under our license agreement in a timely manner, we could lose the rights to our proprietary technology, which could have a material adverse effect on our business, results of operations and financial condition.

## **Risks Related to Our Operations in Israel**

***Potential political, economic and military instability in Israel, where our research facilities are located, may adversely affect our results of operations.***

Our research offices and lab are located in Israel. Accordingly, political, economic and military conditions in Israel and the surrounding region may directly affect our business. Since the establishment of the State of Israel in 1948, a number of armed conflicts have taken place between Israel and its neighboring countries, and certain militant groups and terrorist organizations. Any hostilities involving Israel or the interruption or curtailment of trade between Israel and its trading partners could adversely affect our operations and results of operations. Since October 2000, there have been increasing occurrences of terrorist violence in the region. Ongoing and revived hostilities or other Israeli political or economic factors, such as, an interruption of operations at the Tel Aviv airport, could prevent or delay shipments of our compounds or products. If continued or resumed, these hostilities may negatively affect business conditions in Israel in general and our business in particular. In the event that hostilities disrupt the ongoing operation of our facilities or the airports and seaports on which we depend to import and export our supplies and product candidates, our operations may be materially adversely affected.

In addition, since 2010 political uprisings and conflicts in various countries in the Middle East, including Egypt and Syria, are affecting the political stability of those countries and the region in general. It is not clear how this instability will develop and how it will affect the political and security situation in the Middle East. This instability has raised concerns regarding security in the region and the potential for armed conflict. In Syria, a country bordering Israel, a civil war has been in progress for several years. In addition, it is widely believed that Iran, which has previously threatened to attack Israel, has been stepping up its efforts to achieve nuclear capabilities. Iran is also believed to have a strong influence among extremist groups in the region, such as Hamas in Gaza and Hezbollah in Lebanon. Additionally, violent jihadist groups, are involved in hostilities in Iraq and Syria. Although these groups' activities have not directly affected the political and economic conditions in Israel, a stated purpose is to take control of the Middle East, including Israel. The tension between Israel and Iran and/or these other groups may escalate in the future and turn violent, which could affect the Israeli economy in general and us in particular. Any potential future conflict could also include missile strikes against parts of Israel, including our offices and facilities. Such instability may lead to deterioration in the political and trade relationships that exist between Israel and certain other countries. Any armed conflicts, terrorist activities or political instability in the region could adversely affect business conditions, could harm our results of operations and could make it more difficult for us to raise capital. Parties with whom we do business may sometimes decline to travel to Israel during periods of heightened unrest or tension, forcing us to make alternative arrangements when necessary in order to meet our business partners face to face. Several countries, principally in the Middle East, still restrict doing business with Israel and Israeli companies, and additional countries may impose restrictions on doing business with Israel and Israeli companies if hostilities in Israel or political instability in the region continues or increases. Similarly, Israeli companies are limited in conducting business with entities from several countries. For instance, in 2008, the Israeli legislature passed a law forbidding any investments in entities that transact business with Iran. In addition, the political and security situation in Israel may result in parties with whom we have agreements involving performance in Israel claiming that they are not obligated to perform their commitments under those agreements pursuant to force majeure provisions in such agreements.

Our insurance does not cover losses that may occur as a result of an event associated with the security situation in the Middle East or for any resulting disruption in our operations. Although the Israeli government has in the past covered the reinstatement value of direct damages that were caused by terrorist attacks or acts of war, we cannot assure you that this government coverage will be maintained or, if maintained, will be sufficient to compensate us fully for damages incurred and the government may cease providing such coverage or the coverage might not suffice to cover potential damages. Any losses or damages incurred by us could have a material adverse effect on our business. Any armed conflicts or political instability in the region would likely negatively affect business conditions generally and could harm our results of operations.

Furthermore, in the past, Israel and Israeli companies have been subjected to economic boycotts. Several countries still restrict business with Israel and with Israeli companies. These restrictive laws and policies may have an adverse impact on our operating results, financial conditions or the expansion of our business.

***Our research operations may be disrupted by the obligations of our personnel to perform military service which could have a material adverse effect on our business.***

Our employees and consultants in Israel may be obligated to perform one month, and in some cases longer periods, of military reserve duty until they reach the age of 40 (or older, for citizens who hold certain positions in the Israeli armed forces reserves) and, in the event of a military conflict or emergency circumstances, may be called to immediate and unlimited active duty. In the event of severe unrest or other conflict, individuals could be required to serve in the military for extended periods of time. In response to increases in terrorist activity, there have been periods of significant call-ups of military reservists. It is possible that there will be similar large-scale military reserve duty call-ups in the future. Our operations could be disrupted by the absence of a significant number of our officers, directors, employees and consultants related to military service. Such disruption could materially adversely affect our business and operations. Additionally, the absence of a significant number of the employees of our Israeli suppliers and contractors related to military service or the absence for extended periods of one or more of their key employees for military service may disrupt their operations.



***Because a certain portion of our expenses are incurred in New Israeli Shekels, or NIS, our results of operations may be seriously harmed by currency fluctuations and inflation.***

We report our financial statements in U.S. dollars, our functional currency. Although most of our expenses are incurred in U.S. dollars, we pay a portion of our expenses in New Israeli Shekels, or NIS, and as a result, we are exposed to risk to the extent that the inflation rate in Israel exceeds the rate of devaluation of the NIS in relation to the U.S. dollar or if the timing of these devaluations lags behind inflation in Israel. In that event, the U.S. dollar cost of our operations in Israel will increase and our U.S. dollar-measured results of operations will be adversely affected. To the extent that the value of the NIS increases against the dollar, our expenses on a dollar cost basis increase. Our operations also could be adversely affected if we are unable to guard against currency fluctuations in the future. To date, we have not engaged in hedging transactions. In the future, we may enter into currency hedging transactions to decrease the risk of financial exposure from fluctuations in the exchange rate of the U.S. dollar against the NIS. These measures, however, may not adequately protect us from material adverse effects.

***We received Israeli government grants for our research and development activities and programs. The terms of such grants may require us, in the future, to pay royalties and to satisfy specific conditions if and to the extent we receive future royalties or in order to complete the sale of such grant-based technologies and programs. We may be required to pay penalties in addition to payment of the royalties.***

Our research and development efforts have been financed, in part, through royalty-bearing grants from the Israel Innovation Authority, or IIA. As of June 30, 2018, we have received the aggregate amount of approximately \$2.6 million from the IIA for the development of our technologies. With respect to such grants we are committed to pay certain royalties (including accrued LIBOR interest) up to \$2.7 million. We are required to comply with the requirements of the Israeli Encouragement of Research, Development and Technological Innovation in the Industry Law, 5744-1984, as amended, and related regulations, or the Research Law, with respect to these past grants. If we fail to comply with the Research Law, we may be required to refund certain grants previously received and/or to pay interest and penalties and we may become subject to criminal charges.

We have not commenced the payment obligation of the royalties and have a contingent obligation with respect to royalty-bearing participation received or accrued, to include LIBOR interest, in the amount of approximately \$2.7 million.

In addition, with respect to such grants we are obligated to pay royalties at a rate of 3% to 6% from the revenues generated from the sale of product (as well as revenue from associated services) developed using the IIA grants.

A recent amendment to the Law for the Encouragement of Research, Development and Technological Innovation in the Industry, 1984-5744, or the R&D Law, mandated the formation of the IIA to replace the Israel Office of the Chief Scientist. Pursuant to this amendment, the IIA may establish new guidelines and promulgate new regulations under the R&D Law. These changes in the structure of the IIA and the R&D Law may affect our existing or future IIA programs and related obligations. At this stage, we cannot predict what changes, if any, the new authority may make.

The R&D Law and the regulations promulgated thereunder provide that when a company develops know-how, technology or products using IIA grants, the terms of these grants and the R&D Law restrict the transfer of such know-how, and the transfer of manufacturing or manufacturing rights of such products, technologies or know-how outside of Israel, without the prior approval of the IIA. Therefore, if aspects of our technologies are deemed to have been developed with IIA funding according to the R&D Law, the discretionary approval of the IIA may be required for any assignment and/or transfer to third parties inside or outside of Israel of know-how or transfer outside of Israel of manufacturing or manufacturing rights related to those aspects of such technologies, and may result in payment of increased royalties (both increased royalty rates and increased royalties ceilings) and/or payment of additional amounts to the IIA. Such approvals may be subject to conditions and/or may not be received. Furthermore, according to the R&D Law, the IIA may impose certain conditions on any arrangement under which it permits us to transfer technology or development out of Israel (including for the purpose of manufacturing).

The R&D Law and the regulations promulgated thereunder provide that the transfer of IIA-supported technology or know-how outside of Israel may involve the payment of additional amounts depending upon the value of the transferred technology or know-how, the amount of IIA support, the time of completion of the IIA-supported research project and other factors up to a maximum of six times the amount of grants received. These restrictions and requirements for payment may impair our ability to sell our technology assets outside of Israel or to outsource or transfer development or manufacturing activities with respect to any product or technology outside of Israel. Furthermore, the consideration available to our stockholders in a transaction involving the transfer outside of Israel of technology or know-how developed with IIA funding (such as a merger or similar transaction) may be reduced by any amounts that we are required to pay to the IIA. Our obligations and limitations pursuant to the R&D Law are not limited in time and may not be terminated by us at will. As of the date hereof, we have not been required to pay any royalties with respect to the IIA grants.

***We may become subject to claims for remuneration or royalties for assigned service invention rights by our employees, which could result in litigation and adversely affect our business.***

We enter into agreements with our employees pursuant to which they agree that any inventions created in the scope of their employment or engagement are assigned to us or owned exclusively by us, depending on the jurisdiction, without the employee retaining any rights. A significant portion of our intellectual property has been developed by our employees in the course of their employment for us. Under the Israeli Patent Law, 5727-1967 (the “Patent Law”), inventions conceived by an employee during the scope of his or her employment with a company are regarded as “service inventions,” which belong to the employer, absent a specific agreement between the employee and employer giving the employee service invention rights. The Patent Law also provides that if there is no such agreement between an employer and an employee, the Israeli Compensation and Royalties Committee (the “Committee”), a body constituted under the Patent Law, shall determine whether the employee is entitled to remuneration for his or her inventions. Recent decisions by the Committee and the Israeli Supreme Court have created uncertainty in this area, as the Israeli Supreme Court held that employees may be entitled to remuneration for their service inventions despite having specifically waived any such rights. Further, the Committee has not yet determined the method for calculating this Committee-enforced remuneration. Although our employees have agreed that any rights related to their inventions are owned exclusively by us, we may face claims demanding remuneration in consideration for such acknowledgement. As a consequence of such claims, we could be required to pay additional remuneration or royalties to our current and/or former employees, or be forced to litigate such claims, which could negatively affect our business.

## **Risks Related to Our Common Stock**

***Our stock price may be volatile and purchasers of our common stock could incur substantial losses.***

We recently received approval for up-listing to The Nasdaq Global Market, and our common stock began trading on The Nasdaq Global Market on April 26, 2018 under the symbol “ELOX.” In addition, as mentioned above, on April 30, 2018, we completed the Public Offering, which resulted in gross proceeds to us of approximately \$57.5 million. The trading price of our common stock has been volatile and may continue to be volatile and subject to wide fluctuations in the future. Many factors could have an impact on our stock price, including fluctuations in our or our competitors’ operating results, clinical trial results or adverse events associated with our product candidates, product development by us or our competitors, changes in laws, including healthcare, regulatory, tax or intellectual property laws, intellectual property developments, acquisitions or other strategic transactions, changes in financial or operational estimates or projections and the perceptions of our investors that we are not performing or meeting expectations. The trading price of the common stock of many biopharmaceutical companies, including ours, has experienced extreme price and volume fluctuations, which have at times been unrelated to the operating performance of the companies whose stocks were affected.

***In addition, the securities market has from time to time experienced significant price and volume fluctuations that are not related to the operating performance of particular companies. These market fluctuations may also materially and adversely affect the market price of shares of our common stock. Directors, executive officers, principal stockholders and affiliated entities own a significant percentage of our capital stock, and they may make decisions that an investor may not consider to be in the best interests of our stockholders.***

As of June 30, 2018, our directors, executive officers, principal stockholders and affiliated entities beneficially own, in the aggregate, approximately 52% of our common stock, giving effect to options, convertible notes and other derivative securities that are held by such persons. As a result, if some or all of them acted together, they would have the ability to exert substantial influence over the election of our board of directors and the outcome of issues requiring approval by our stockholders. This concentration of ownership may have the effect of delaying or preventing a change in control of our Company that may be favored by other stockholders. This could prevent the consummation of transactions favorable to other stockholders, such as a transaction in which stockholders might otherwise receive a premium for their shares over current market prices.

***Future sales and issuances of our securities or rights to purchase securities, including pursuant to our equity incentive plans, could result in additional dilution of the percentage ownership of our stockholders and could cause the prices of our securities to fall.***

Additional capital will be needed in the future to continue our planned operations. To the extent we raise additional capital by issuing equity securities, our stockholders may experience substantial dilution. We may sell common stock, convertible securities or other equity securities in one or more transactions at prices and in a manner, we determine from time to time. If we sell common stock, convertible securities or other equity securities in one or more transactions, existing investors may be materially diluted by subsequent sales, and new investors could gain rights superior to our existing stockholders.

Pursuant to the Share Ownership and Option Plan (2013), or the 2013 Plan, the 2008 Equity Incentive Plan, or the 2008 Plan, and together with the 2013 Plan, the Prior Plans, and the 2018 Equity Incentive Plan, or the 2018 Plan, our management is authorized to grant share options and other equity-based awards to our employees, directors and consultants. The 2018 Plan became effective on April 20, 2018. As of June 30, 2018, individuals held share options to purchase an aggregate of 3,870,237 shares of common stock. If our board of directors elects to increase the number of shares available for future grant by the maximum amount each year, our stockholders may experience additional dilution, which could cause our share price to fall.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

Not applicable.

**Item 3. Defaults upon Senior Securities**

Not applicable.

**Item 4. Mine Safety Disclosures**

Not applicable.

**Item 5. Other Information**

Not applicable.

**Item 6. Exhibits**

The following is a list of exhibits filed as part of this Quarterly Report on Form 10-Q. Where so indicated, exhibits that were previously filed are incorporated by reference. For exhibits incorporated by reference, the location of the exhibit in the previous filing is indicated.

Exhibit Number	Exhibit Description	Incorporated by Reference			
		Form	File No.	Exhibit	Filing Date
1.1	<a href="#"><u>Underwriting Agreement by and among Eloxx Pharmaceuticals, Inc., Citigroup Global Markets Inc. Piper Jaffray &amp; Co., dated April 25, 2018.</u></a>	8-K	001-31326	1.1	April 26, 2018
3.1	<a href="#"><u>Amended and Restated Certificate of Incorporation of Senesco Technologies, Inc. filed with the State of Delaware on January 22, 2007.</u></a>	10-K	001-31326	3.1	March 16, 2018
3.2	<a href="#"><u>Amended and Restated Certificate of Incorporation of Senesco Technologies, Inc. filed with the State of Delaware on December 13, 2007.</u></a>	10-K	001-31326	3.2	March 16, 2018
3.3	<a href="#"><u>Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Senesco Technologies, Inc. filed with the State of Delaware on September 22, 2009.</u></a>	10-K	001-31326	3.3	March 16, 2018
3.4	<a href="#"><u>Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Senesco Technologies, Inc. filed with the State of Delaware on May 25, 2010.</u></a>	10-K	001-31326	3.4	March 16, 2018
3.5	<a href="#"><u>Certificate of Amendment to the Amended and Restated Certificate of Incorporation Senesco Technologies, Inc. filed with the State of Delaware on December 22, 2011.</u></a>	10-K	001-31326	3.5	March 16, 2018
3.6	<a href="#"><u>Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Senesco Technologies, Inc. filed with the State of Delaware on April 1, 2013.</u></a>	10-K	001-31326	3.6	March 16, 2018
3.7	<a href="#"><u>Certificate of Amendment to the Amended and Restated Certificate of Incorporation, as filed with the Secretary of State of the State of Delaware on October 16, 2013.</u></a>	10-K	001-31326	3.7	March 16, 2018
3.8	<a href="#"><u>Certificate of Amendment to the Amended and Restated Certificate of Incorporation, as filed with the Secretary of State of the State of Delaware on September 29, 2014.</u></a>	10-K	001-31326	3.8	March 16, 2018
3.9	<a href="#"><u>Certificate of Amendment to the Amended and Restated Certificate of Incorporation, as filed with the Secretary of State of the State of Delaware on December 19, 2017.</u></a>	10-K	001-31326	3.9	March 16, 2018
3.10	<a href="#"><u>Certificate of Amendment to the Amended and Restated Certificate of Incorporation, as filed with the Secretary of State of the State of Delaware on December 19, 2017.</u></a>	10-K	001-31326	3.10	March 16, 2018
3.11	<a href="#"><u>Amended and Restated Bylaws of the Registrant</u></a>	10-K	001-31326	3.13	March 16, 2018

Exhibit Number	Exhibit Description	Incorporated by Reference			
		Form	File No.	Exhibit	Filing Date
10.1**	<a href="#">Eloxx Pharmaceuticals, Inc. 2018 Equity Incentive Plan.</a>	8-K	001-31326	10.1	March 30, 2018
10.2**	<a href="#">Form of Stock Option Grant Notice, Option Agreement and Notice of Exercise under the Eloxx Pharmaceuticals, Inc. 2018 Equity Incentive Plan</a>	8-K	001-31326	10.2	March 30, 2018
10.3**	<a href="#">Form of Restricted Stock Unit Grant Notice for non-Israeli employees.</a>	S-8	333-224860	99.5	May 11, 2018
10.4**	<a href="#">Israeli Sub-Plan under the Eloxx Pharmaceuticals, Inc. 2018 Equity Incentive Plan.</a>	8-K	001-31326	10.3	March 30, 2018
10.5**	<a href="#">Form of Israeli Stock Option Grant Package under the Israeli Sub-Plan under the Eloxx Pharmaceuticals, Inc. 2018 Equity Incentive Plan.</a>	8-K	001-31326	10.4	March 30, 2018
10.6*	<a href="#">Form of Restricted Stock Unit Grant Notice for Israeli employees.</a>				
10.7	<a href="#">Amendment to Research and License Agreement, by and among Eloxx Pharmaceuticals, Inc., Eloxx Pharmaceuticals Ltd. and Technion Research &amp; Development Foundation Ltd., dated as of June 13, 2018.</a>	8-K	001-31326	10.1	June 14, 2018
10.8	<a href="#">Lease amendment dated June 21, 2018.</a>	8-K	001-31326	10.1	June 26, 2018
10.9**	<a href="#">Employment Agreement with Dr. Greg Williams dated June 25, 2018.</a>	8-K	001-31326	10.2	June 26, 2018
31.1*	<a href="#">Certification of the Company's Chief Executive Officer pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities and Exchange Act of 1934, as amended, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</a>				
31.2*	<a href="#">Certification of the Company's Chief Financial Officer pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities and Exchange Act of 1934, as amended, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</a>				
32.1***	<a href="#">Certification of the Company's Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</a>				
32.2***	<a href="#">Certification of the Company's Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</a>				
101.INS*	XBRL Instance Document.				
101.SCH*	XBRL Taxonomy Extension Schema Document.				
101.CAL*	XBRL Taxonomy Extension Calculation Linkbase Document.				

Exhibit Number	Exhibit Description	Incorporated by Reference			
		Form	File No.	Exhibit	Filing Date
101.DEF*	XBRL Taxonomy Extension Definition Linkbase Document.				
101.LAB*	XBRL Taxonomy Extension Label Linkbase Document.				
101.PRE*	XBRL Taxonomy Extension Presentation Linkbase Document.				

\* Filed herewith.

\*\* Indicates a management contract or compensatory plan or arrangement required to be filed pursuant to Item 15(b) of Form 10-K.

\*\*\* This certification is being furnished solely to accompany this Quarterly Report on Form 10-Q pursuant to 18 U.S.C. Section 1350, and is not being filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liability of that section, nor shall it be deemed incorporated by reference into any filing of the registrant under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

ELOXX PHARMACEUTICALS, INC.

Date: August 9, 2018

by: /s/ Robert E. Ward  
Robert E. Ward  
*Chairman of the Board and Chief Executive Officer*  
*(Principal Executive Officer)*

Date: August 9, 2018

by: /s/ Gregory Weaver  
Gregory Weaver  
*Chief Financial Officer*  
*(Principal Financial Officer and Principal Accounting Officer)*

## ELOXX PHARMACEUTICALS, INC.

## RESTRICTED STOCK UNIT GRANT NOTICE

(2018 EQUITY INCENTIVE PLAN - ISRAELI SUB - PLAN) (the "Notice of Grant")

*(For Israeli Participants)*

Unless otherwise defined herein, the terms defined in the 2018 Equity Incentive Plan - Israeli Sub - Plan (the "Sub Plan") shall have the same defined meanings in this Notice of Grant.

Name: \_\_\_\_\_

You ("Holder") have been granted \_\_\_\_\_ Restricted Share Units. Each such Restricted Share Unit is equivalent to one Share of the Company for purposes of determining the number of Shares subject to this award. None of the Restricted Share Units will be issued (nor will you have the rights of a shareholder with respect to the underlying Shares) until the vesting conditions described below are satisfied.

Additional terms of this grant are as follows:

Date of Grant: \_\_\_\_\_

Vesting Commencement Date: \_\_\_\_\_

Vesting Schedule: The Restricted Share Units granted to Holder shall vest over four (4) years. One quarter (1/4) of the shares underlying the Restricted Share Units shall vest on \_\_\_\_\_ (the "Cliff Vesting Date"); the remainder shall vest in twelve equal installments on each successive quarterly anniversary of the Cliff Vesting Date, subject to Grantee's Continuous Service as of each such date.

Price per Share for 1 RSU: \$ \_\_\_\_\_

Term: Ten (10) years from the date hereof

Type of Award: ☒ Approved 102 Award

You acknowledge and agree that this agreement and the vesting schedule set forth herein does not constitute an express or implied promise of continued engagement of service for the vesting period, for any period, or at all, and shall not interfere with your right or the Company's right to terminate your engagement therewith at any time, with or without cause.



You hereby agree to accept as binding, conclusive and final all decisions or interpretations of the Board and/or by any committee of the Board so designated by the Board (the “**Committee**”) upon any questions relating to the Sub-Plan and this Award of Restricted Share Unit.

By your acknowledgement and acceptance of the terms of this grant of Restricted Share Units, you agree that this Notice of Grant, the Restricted Share Unit Agreement and the Sub-Plan constitute your entire agreement with respect to this Award, and supersede all proposals, written or oral, and all other communications between the parties related to the subject matter.

You acknowledge and agree that the Restricted Share Units and this grant of Restricted Share Units is subject to the terms and conditions of the Sub-Plan, the Trust Agreement (as defined hereunder), Section 102 of the Ordinance as may be amended from time to time and any regulations, rules, orders or procedures promulgated with respect to this matter including any tax ruling issued by the ITA, including, regarding the tax treatment applicable to your Restricted Share Units.

Notwithstanding the terms of this grant and the Restricted Share Unit Agreement the Restricted Share Units and Shares issued shall be subject to Section 3(g) of the Sub-Plan and will be held by the Trustee pursuant to the trust agreement executed between the Company and the Trustee (the “**Trust Agreement**”) Section 102, Ordinance and regulations promulgated therein and any applicable tax ruling issued by the ITA. The Trustee shall withhold any tax due to the terms and conditions of Section 102 and any tax ruling obtained from the ITA.

In addition and notwithstanding the terms of this grant and the Restricted Share Unit Agreement (i) Holder shall not be entitled to sell or release from trust any Restricted Share Units and/or Shares (or any other property received with respect to such Shares) until the lapse of the Restriction Period required under Section 102 of the Ordinance. Notwithstanding the foregoing, if any such sale or release occurs during the Restriction Period, the sanctions under Section 102 and under any rules or regulation or orders or procedures promulgated thereunder shall apply to and shall be borne only by such Holder (ii) during the Restriction Period , no Restricted Share Units and/or Shares or any right with respect thereto, shall be assignable, transferable, pledged, mortgaged, seizure or given as collateral or any right with respect to them given to any third party whatsoever, all in accordance with Section 102 and any applicable tax ruling.

By your acknowledgement and acceptance of the terms of this grant of Restricted Share Units, you confirm that you received a copy of the Sub-Plan and the Trust Agreement and that the terms, benefits and restrictions of Section 102 were explained to Holder by the Company.

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## ACKNOWLEDGEMENT OF HOLDER

*(For Israeli Holder)*

With respect to the Restricted Share Unit granted to me, I hereby agree that such Restricted Share Unit and the Shares (including any additional rights including share bonuses that shall be distributed to me in connection with the Shares) will be deposited and registered with the Trustee and in accordance with Section 102 and any applicable tax ruling.

After having an adequate opportunity to review the terms of the grant, including the Sub-Plan and the Trust Agreement and seek advice of legal counsel, I hereby declare that I am familiar with Section 102 and the designated tax tract as specified above. I agree to the terms and conditions of the Trust Agreement and I am obligated not to exercise the Restricted Share Unit and/or the Shares (issued from the Restricted Share Unit) until the end of the Restriction Period.

I hereby further confirm that:

1. I understand the provisions of Section 102 and the applicable tax regime of this grant of Restricted Share Unit and agree to the tax arrangement applicable to this grant of Restricted Share Unit.
2. I agree to the terms and conditions of the Trust Agreement and the Israeli Sub - Plan.
3. Subject to the provisions of Section 102, I confirm that I shall not sell nor transfer nor Exercise (as such term is defined in Section 102) the Restricted Share Unit and/or the Shares (issued from the Restricted Share Unit) until the end of the Restriction Period.
4. I hereby confirm that I read this Approval of Holder thoroughly, received all the clarifications and explanations I requested, and I understand the contents of this Acknowledgment and the obligations I undertake in signing it.

Signature of Holder:

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Print Name:

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ELOXX PHARMACEUTICALS, INC.

2018 EQUITY INCENTIVE PLAN - ISRAELI SUB - PLAN

RESTRICTED SHARE UNIT AGREEMENT

**1. Grant.** The Company hereby grants to the Holder an Award of Restricted Share Units ("RSUs"), as set forth in the Notice of Grant and subject to the terms and conditions in this Restricted Share Unit Agreement (the "Agreement") and the Company's 2018 Equity Incentive Plan (Israeli Sub - Plan) (the "Sub-Plan"), which is incorporated herein by reference. Unless otherwise defined herein, the terms defined in the Sub-Plan shall have the same defined meanings in this Agreement. The terms of the Sub-Plan and the Notice of Grant shall apply to this Agreement.

**2. Company's Obligation.** Each RSU represents the right to receive a one Share of Common Stock of the Company on the vesting date and in accordance with the Vesting Schedule set forth in the Notice of Grant. Unless and until the RSUs vest, the Holder will have no right to receive Shares under such RSUs. Prior to actual distribution of Shares pursuant to any vested RSUs, such RSUs will represent an unfunded and unsecured obligation of the Company. Any RSUs that vest in accordance with the Vesting Schedule will be paid to Holder (or in the event of Holder's death, to his or her estate) in whole Shares, subject to the Holder satisfying any tax withholding obligations set forth in paragraph 14 and subject to the terms of Section 6 of the Israeli Sub - Plan.

**3. Forfeiture upon Termination of service.** (i) Notwithstanding any contrary provision of this Agreement or the Notice of Grant, if the Holder terminates Continuous Service for any or no reason prior to vesting, the unvested RSUs awarded by this Agreement will thereupon be forfeited at no cost to the Company. (ii) in the event of termination of Holder's Continuous Service, with the Company or any of its Related Companies (as defined below), all unvested Restricted Share Units granted to such Holder will immediately expire. A notice of termination of Continuous Service shall be deemed to constitute termination of employment or service for the purposes of Restricted Share Units grants made under the Sub-Plan, Notice of Grant and this Agreement. For the avoidance of doubt, in case of such termination of Continuous Service, the unvested portion of the Restricted Share Units shall not vest and any unvested portion of Shares underling the Restricted Share Unit shall revert to the Sub-Plan (iii) For avoidance of any doubt and notwithstanding anything herein to the contrary, if termination of employment or service is for Cause: (A) any outstanding Restricted Share Units (whether vested or non-vested), will immediately expire and terminate and the Holder shall not have any right in connection to such outstanding Restricted Share Units and (B) all Shares issued upon vesting of the Restricted Share Unit shall be subject to repurchase at their nominal value by the Company. "Related Companies" for the purpose of this Agreement shall mean Eloxx Pharmaceuticals Ltd.

**4. Payments after Death.** Any distribution or delivery to be made to the Holder under this Agreement will, if the Holder is then deceased, be made to the administrator or executor of the Holder's estate. Any such administrator or executor must furnish the Company with (a) written notice of his or her status as transferee, and (b) evidence satisfactory to the Company to establish the validity of the transfer and compliance with any laws or regulations pertaining to said transfer.

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**5. Rights as Shareholder.** Subject to the provisions of Section 4 to the Israeli Sub - Plan, neither the Holder nor any person claiming under or through the Holder will have any of the rights or privileges of a shareholder of the Company in respect of any Shares deliverable hereunder unless and until certificates representing such Shares will have been issued, recorded on the records of the Company or its transfer agents or registrars, and delivered to the Holder or Holder's broker. For avoidance of doubt, the Approved 102 Award shall be subject to Section 9 of the Israeli Sub - Plan.

**6. Binding Agreement.** Subject to the limitation on the transferability of this grant contained herein, this Agreement will be binding upon and inure to the benefit of the heirs, legatees, legal representatives, successors and assigns of the parties hereto.

**7. Compliance with Laws and Regulations.** The issuance of the Shares shall be subject to compliance by the Company and Holder with all applicable laws, regulations and rules relating thereto, including all applicable regulations of any stock exchange (if applicable) on which the Shares listed or may be listed for trading at the time of such grant, vesting and/or issuance of Shares and all applicable foreign laws. The inability of the Company to obtain approval from any regulatory body having authority deemed by the Company to be necessary to the lawful issuance and sale of any Shares pursuant to this RSU's shall relieve the Company of any liability with respect to the none issuance or sale of the Shares as to which such approval shall not have been obtained.

**8. Additional Conditions to Issuance of Share.** If at any time the Company will determine, in its sole discretion, that the listing, registration or qualification of the Shares upon any securities exchange or under any state or federal law, or the consent or approval of any governmental regulatory authority is necessary or desirable as a condition to the issuance of Shares to the Holder (or his or her estate), such issuance will not occur unless and until such listing, registration, qualification, consent or approval will have been effected or obtained free of any conditions not acceptable to the Company.

**9. Plan Governs.** This Agreement and the Notice of Grant are subject to all terms and provisions of the Sub-Plan. In the event of a conflict between one or more provisions of this Agreement or the Notice of Grant and one or more provisions of the Sub-Plan, the provisions of the Sub-Plan will govern.

**10. Administrative Authority.** Without derogating the terms of the Israeli Sub - Plan, the Board or the Committee, as the case may be, will have the power to interpret the Sub-Plan and this Agreement and to adopt such rules for the administration, interpretation and application of the Sub-Plan as are consistent therewith and to interpret or revoke any such rules (including, but not limited to, the determination of whether or not any RSUs have vested). All actions taken and all interpretations and determinations made by the Board or the Committee in good faith will be final and binding upon Holder, the Company and all other interested persons. Neither the members of the Board nor any member of the Company will be personally liable for any action, determination or interpretation made in good faith with respect to the Sub-Plan or this Agreement.

**11. Agreement Severable.** In the event that any provision in this Agreement will be held invalid or unenforceable, such provision will be severable from, and such invalidity or unenforceability will not be construed to have any effect on, the remaining provisions of this Agreement.

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**12. Amendment, Suspension or Termination of the Sub-Plan.** By accepting this RSU, the Holder expressly warrants that he or she has received, read and understood a description of the Sub-Plan. The Holder understands that the Sub-Plan is discretionary in nature and may be modified, suspended or terminated by the Company at any time.

**13. Notice of Governing Law.** This Agreement shall be governed by and construed and enforced solely in accordance with the laws of the State of Israel applicable to contracts made and to be performed therein, without giving effect to the principles of conflict of laws. For purposes of litigating any dispute that may arise directly or indirectly from this Agreement, the Holder and the Company hereby submit and consent to litigation in the exclusive jurisdiction of the competent courts of Tel-Aviv, Israel and agree that any such litigation shall be conducted only in the courts of Tel-Aviv, Israel and no other courts.

**14. Withholding.** Without derogating from the terms of the Sub-Plan, regardless of any action the Company or its Related Companies takes with respect to any or all income tax, social insurance, health tax or other tax-related withholding (“Tax-Related Items”), the Holder acknowledges that the ultimate liability for all Tax-Related Items legally due by the Holder is, and remains, the Holder’s responsibility and may exceed the amount actually withheld by the Company or Related Companies. Holder further acknowledges that the Company and/or its Related Companies (i) make no representations or undertakings regarding the treatment of any Tax-Related Items in connection with any aspect of the RSU, including the grant of the RSU, the vesting of the RSU, the subsequent sale of Shares acquired pursuant to the RSU and the receipt of any dividends, if any; and (ii) do not commit to structure the terms of the RSU or any aspect of the RSU to reduce or eliminate the Holder’s liability for Tax-Related Items or achieve any particular tax result. Further, if Holder becomes subject to taxation in more than one jurisdiction between the Date of Grant and the date of any relevant taxable event, Holder acknowledges that the Company and/or Related Company may be required to withhold or account for Tax-Related Items and any other required deductions in more than one jurisdiction.

Prior to the vesting of RSUs, the Holder agrees to pay or make adequate arrangements satisfactory to the Company and/or its Related Companies to satisfy all withholding obligations of the Company and/or its Related Companies. In this regard, the Holder authorizes the Company and/or its Related Companies to withhold all applicable Tax-Related Items legally payable by the Holder from his or her wages, within legal limits, or other cash compensation paid by the Company and/or its Related Companies or from proceeds of the sale of the Shares. Alternatively, or in addition, if permissible under local law, the Company may (i) sell or arrange for the sale of Shares that the Holder acquire to meet the withholding obligation for Tax-Related Items, and/or (ii) withhold in Shares, provided that the Company only withholds the amount of Shares necessary to satisfy the withholding amount. The Holder acknowledges and agrees that should the amount of withholding for the Tax-Related Items to be satisfied by reducing the number of shares deliverable or by withholding from his or her sale’s proceeds be in excess, the Company and/or his or her employer will refund the excess amount to him or her within a reasonable period and without any interest. Finally, the Holder shall pay to the Company and/or its Related Companies any amount of Tax-Related Items that may be required to withhold as a result of participation in the Sub-Plan that cannot be satisfied by the means previously described. The Company may refuse to deliver the Shares if Holder fails to comply with obligations in connection with the Tax-Related Items as described in this section. Without derogating from the above said, the Company and/or its Related Companies and/or the Trustee shall have the right to withhold any applicable tax in accordance with the Ordinance, Section 102 and any ruling shall be obtained from the ITA.

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**15. Nature of the Grant.** In accepting the grant, Holder acknowledges that:

the Sub-Plan is established voluntarily by the Company, it is discretionary in nature and it may be modified, amended, suspended or terminated by the Company at any time, unless otherwise provided in the Sub-Plan and this Agreement;

the Holder is voluntarily participating in the Sub-Plan;

the grant of the RSU is voluntary and occasional and does not create any contractual or other right to receive future RSU grants, or benefits in lieu of RSUs, even if RSUs have been granted repeatedly in the past;

Holder rights, if any, in respect of or in connection with this RSU or any other Award are derived solely from the discretionary decision of the Company to permit Holder to participate in the Sub-Plan and to benefit from a discretionary award. The Sub-Plan may be amended, suspended or terminated by the Company at any time, unless otherwise provided in the Sub-Plan and this Agreement. By accepting this Agreement, Holder expressly acknowledges that there is no obligation on the part of the Company to continue the Sub-Plan and/or grant any additional awards to Holder or benefits in lieu of any other Awards even if RSUs have been granted repeatedly in the past. All decisions with respect to future Award grants, if any, will be at the sole discretion of the Board and/or the Committee;

this Agreement, the RSUs and the Shares subject to the RSUs are not intended to replace any pension rights or compensation and are not to be considered compensation of a continuing or recurring nature, or part of Holder's normal or expected compensation, and in no way represent any portion of Holder's salary, compensation or other remuneration for any purpose, including but not limited to, calculating any severance, resignation, termination, redundancy, dismissal, end of service payments, bonuses, long-service awards, pension or retirement benefits or similar payments, and in no event should be considered as compensation for, or relating in any way to, past services for the Company, the employer or any Related Company. The value of the Shares subject to the RSUs are an extraordinary item that do not constitute compensation of any kind for services of any kind rendered to the Company, the employer or any Related Company and which are outside the scope of Holder's written employment agreement (if any);

neither the Sub-Plan nor the RSUs or any other Award granted under the Sub-Plan shall be deemed to give Holder a right to remain an Employee, consultant or director of the Company or an Related Company. The employer reserves the right to terminate the employment or service of Holder at any time, with or without cause, and for any reason, subject to applicable laws and a written employment agreement (if any);

all decisions with respect to future RSUs, if any, will be at the sole discretion of the Company;

participation in the Sub-Plan shall not create a right to further employment with the Holder's employer and shall not interfere with the ability of the Holder's employer to terminate the Holder's employment relationship at any time with or without cause;

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in the event that the Holder's not an employee of the Company, the RSU will not be interpreted to form an employment contract or relationship with the Company; and furthermore, the RSU will not be interpreted to form an employment contract with any subsidiary or Related Company of the Company;

the RSU is an extraordinary item that does not constitute compensation of any kind for services of any kind rendered to the Company or to the Holder's employer, and which is outside the scope of the Holder's employment contract, if any;

the RSU is not part of normal or expected compensation or salary for any purpose, including, but not limited to, calculating any severance, resignation, termination, redundancy, end of service payments, bonuses, long-service RSUs, pension or retirement benefits or similar payments;

the future value of the underlying Shares is unknown and cannot be predicted with certainty;

in consideration of the grant of the RSU, no claim or entitlement to compensation or damages shall arise from termination of the RSU or diminution in value of the RSU or the Shares acquired through the RSU which results from termination of your employment by the Company or its Related Companies (for any reason whatsoever and whether or not in breach of local labor laws) and the Holder irrevocably releases the Company or its Related Companies from any such claim that may arise; if, notwithstanding the foregoing, any such claim is found by a court of competent jurisdiction to have arisen, then, by accepting the RSU, the Holder shall be deemed irrevocably to have waived his or her entitlement to pursue such claim;

Holders agrees that the Company may require RSU's granted hereunder be held by a Trustee or a broker designated by the Company; and

Holder agrees that his or her rights hereunder (if any) shall be subject to set-off by the Company for any valid debts the Holder owes to the Company.

Holder specifically acknowledges and understands that Eloxx Pharmaceuticals, Inc. is a public company traded on OTCQB. Accordingly, (a) the Company's Confidential Information may be considered as "inside information" pursuant to U.S. federal and state securities laws and regulations; and (b) the Company is required to make certain disclosures and publications under applicable laws which may include this Agreement and/or the Parties' discussions, such disclosure not to be deemed a breach of this Agreement.

HOLDER SPECIFICALLY ACKNOWLEDGES THAT THE SECURITIES ISSUABLE UPON EXERCISE OF THE RSU'S HAVE NOT BEEN REGISTERED UNDER THE ISRAELI SECURITIES LAW, 1968, AS AMENDED, THE U.S. SECURITIES ACT OF 1933, AS AMENDED OR UNDER ANY APPLICABLE U.S. STATE SECURITIES LAWS (COLLECTIVELY, THE "SECURITIES LAWS"). THEY MAY NOT BE OFFERED FOR SALE, SOLD, CONVEYED, TRANSFERRED, PLEDGED, GIFTED, ASSIGNED, ENCUMBERED OR OTHERWISE DISPOSED OF UNLESS (1) REGISTERED UNDER SUCH SECURITIES LAWS, OR (2) PURSUANT TO AVAILABLE EXEMPTIONS FROM REGISTRATION FROM SUCH SECURITIES LAWS AND THE RULES PROMULGATED THEREUNDER, PROVIDED THAT THE HOLDER DELIVERS TO THE COMPANY AN OPINION OF COUNSEL,

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SATISFACTORY TO THE COMPANY, CONFIRMING THE AVAILABILITY OF SUCH EXEMPTION. INVESTORS SHOULD BE AWARE THAT THEY MAY BE REQUIRED TO BEAR THE FINANCIAL RISKS OF THIS INVESTMENT FOR AN INDEFINITE PERIOD OF TIME.

#### **16. Acceleration of the RSU's**

Immediately prior to (a) the consummation of a Significant Event (as defined below) or (b) the adoption of any plan or proposal for the liquidation or dissolution of the Company, then, all of the outstanding RSU's held by the Holder shall be accelerated and become immediately vested and exercisable.

Each of the following shall be a "Significant Event": (a) any consolidation or merger of the Company in which the Company is not the continuing or surviving corporation, other than a transaction in which the holders of Shares of Common Stock (on an as converted basis) immediately prior thereto have the same, or substantially similar, proportionate ownership of Shares of Common Stock (on an as converted basis) of the surviving corporation immediately after the transaction and a transaction in which the holders of Shares of Common Stock (on an as converted basis) immediately prior thereto own a majority of the voting power of the surviving corporation; or (b) any sale, exchange or other transfer (in one transaction or a series of related transactions) of all or substantially all the assets or all or substantially all of the outstanding and issued shares of the Company; or (c) the first Successful Completion of a Phase 3 study with respect to any indication, whereas the "Successful Completion" for the purpose of this section shall mean a clinical trial designed to meet FDA standards for a pivotal study in which the primary endpoint of the study is achieved.**17. Authorization to Release and Transfer Necessary Personal Information.**

Holder hereby explicitly and unambiguously consents to the collection, use and transfer, in electronic or other form, of Holder's personal information as described in this Agreement by and among, as applicable, the employer, and the Company and its Related Companies for the exclusive purpose of implementing, administering and managing Holder's participation in the Sub-Plan.

Holder understands that the Company and the employer may hold certain personal information about Holder, including, but not limited to, Holder's name, home address and telephone number, date of birth, social insurance number (or any other social or national identification number), salary, nationality, job title, residency status, any Shares or directorships held in the Company, details of all options or any other entitlement to Shares awarded, canceled, exercised, vested, unvested or outstanding (the "Data") for the purpose of implementing, administering and managing the Holder's participation in the Sub-Plan. Holder understands that Data may be transferred to the Company or any of its Related Companies, or to any third parties assisting in the implementation, administration and management of the Sub-Plan, that these recipients may be located in Holder's country or elsewhere, including outside the European Economic Area, and that the recipient's country (e.g., State of Israel) may have different data privacy laws and protections than Holder's country. Holder understands that Holder may request a list with the names and addresses of any potential recipients of the Data by contacting Holder's global human resources representative. Holder authorizes the recipients to receive, possess, use, retain and transfer the Data, in electronic or other form, for the sole purposes of implementing, administering and managing Holder's participation in the Sub-Plan, including any requisite transfer of such Data to a broker or other third party assisting with the

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administration of the Holder under the Sub-Plan or with whom Shares acquired pursuant to these Agreement or cash from the sale of such Shares may be deposited. Furthermore, you acknowledge and understand that the transfer of the Data to the Company or any of its Related Companies, or to any third parties is necessary for your participation in the Sub-Plan.

**18. No Advice Regarding Grant.** The Company and/or Related Company have not provided any tax, legal or financial advice, nor has the Company or Related Companies made any recommendations regarding Holder's participation in the Sub-Plan, or Holder's acquisition or sale of the underlying Shares. Holder is hereby advised to consult with Holder's own personal tax, legal and financial advisors regarding Holder's participation in the Sub-Plan before taking any action related to this Agreement or the Sub-Plan.

**19. Further Instruments.** The parties agree to execute such further instruments and to take such further action as may be reasonably necessary to carry out the purposes and intent of this Agreement.

**20. Imposition of Other Requirements.** The Company reserves the right to impose other requirements on Holder's participation in the Sub-Plan, on the Agreement and on any Shares (issued from the Restricted Share Unit) under the Sub-Plan, to the extent the Company determines it is necessary or advisable in order to comply with local law or facilitate the administration of the Sub-Plan. Holder agrees to sign any additional agreements or undertakings that may be necessary to accomplish the foregoing. Furthermore, Holder acknowledges that the laws of the country in which Holder is working at the time of grant, vesting and exercise of the RSU's or the sale of Shares received pursuant to this Agreement (including any rules or regulations governing securities, foreign exchange, tax, labor, or other matters) may subject Holder to additional procedural or regulatory requirements that Holder is and will be solely responsible for and must fulfill.

**21. Notices.** Any notice required or permitted under the terms of this Agreement shall be in writing and shall be deemed sufficient when delivered personally or sent by confirmed email or fax or forty-eight (48) hours after being deposited in the mail, as certified or registered mail, with postage prepaid, and addressed to the Company at the Company's principal corporate offices or to the Holder at the address maintained for the Holder in the Company's records or, in either case, as subsequently modified by written notice to the other party.

**22. Confidentiality.** The Holder shall regard the information in this Agreement and its exhibits attached hereto as confidential information and the Holder shall not reveal its contents to anyone except when required by law or for the purpose of gaining legal or tax advice.

**23. Failure to Enforce - Not a Waiver.** The failure of any party to enforce at any time any provisions of this Agreement or the Sub-Plan shall in no way be construed to be a waiver of such provision or of any other provision hereof.

**24. Electronic Delivery.** The Company may, in its sole discretion, decide to deliver any documents related to RSUs awarded under the Sub-Plan or future RSUs that may be awarded under the Sub-Plan by electronic means or request Participant's consent to participate in the Sub-Plan by electronic means. Holder hereby consents to receive such documents by electronic delivery and agrees to participate in the Sub-Plan through an on-line or electronic system established and maintained by the Company or another third party designated by the Company.

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By your signature and the signature of the Company’s representative below (or by electronic acknowledgment and acceptance of this Agreement), you and the Company agree that this Grant is approved under and governed by the terms and conditions of the Sub-Plan and this Agreement. Holder has reviewed the Sub-Plan and this Agreement in their entirety, has had an opportunity to obtain the advice of counsel prior to executing this Agreement and fully understands all provisions of the Sub-Plan and this Agreement. Holder hereby agrees to accept as binding, conclusive and final all decisions or interpretations of the Board and/or the Committee upon any questions relating to the Sub-Plan and Agreement. Holder further agrees to notify the Company upon any change in the residence address indicated below.

**HOLDER:**

**ELOXX PHARMACEUTICALS, INC..**

\_\_\_\_\_  
Signature

By: \_\_\_\_\_

\_\_\_\_\_  
Print Name

Title: \_\_\_\_\_

Residence Address

\_\_\_\_\_

\_\_\_\_\_

CERTIFICATION

I, Robert E. Ward, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Eloxx Pharmaceuticals, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 9, 2018

/s/ Robert E. Ward

Robert E. Ward

Chief Executive Officer

(Principal Executive Officer)

CERTIFICATION

I, Gregory Weaver, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Eloxx Pharmaceuticals, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 9, 2018

/s/ Gregory Weaver

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Gregory Weaver  
Chief Financial Officer  
(Principal Financial Officer)

CERTIFICATION<sup>(1)</sup>

Pursuant to the requirement set forth in Rule 13a-14(b) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and Section 1350 of Chapter 63 of Title 18 of the United States Code (18 U.S.C. §1350), I, Robert E. Ward, Chief Executive Officer of Eloxx Pharmaceuticals, Inc. (the “Company”), hereby certify that, to the best of my knowledge:

1. The Company’s Quarterly Report on Form 10-Q for the period ended June 30, 2018, to which this Certification is attached as Exhibit 32.1 (the “Quarterly Report”) fully complies with the requirements of Section 13(a) or Section 15(d) of the Exchange Act, and
2. The information contained in the Quarterly Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

IN WITNESS WHEREOF, the undersigned have set their hands hereto as of the 9<sup>th</sup> day of August, 2018.

/s/ Robert E. Ward

Robert E. Ward

Chief Executive Officer

(Principal Executive Officer)

- <sup>(1)</sup> This certification accompanies the Form 10-Q to which it relates, is not deemed filed with the Securities and Exchange Commission and is not to be incorporated by reference into any filing of Eloxx Pharmaceuticals, Inc. under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended (whether made before or after the date of the Form 10-Q), irrespective of any general incorporation language contained in such filing.

CERTIFICATION<sup>(1)</sup>

Pursuant to the requirement set forth in Rule 13a-14(b) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and Section 1350 of Chapter 63 of Title 18 of the United States Code (18 U.S.C. §1350), I, Gregory Weaver, Chief Financial Officer of Eloxx Pharmaceuticals, Inc. (the “Company”), hereby certify that, to the best of my knowledge:

1. The Company’s Quarterly Report on Form 10-Q for the period ended June 30, 2018, to which this Certification is attached as Exhibit 32.1 (the “Quarterly Report”) fully complies with the requirements of Section 13(a) or Section 15(d) of the Exchange Act, and
2. The information contained in the Quarterly Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

**IN WITNESS WHEREOF**, the undersigned have set their hands hereto as of the 9th day of August, 2018.

/s/ Gregory Weaver

Gregory Weaver

Chief Financial Officer

(Principal Financial and Accounting Officer)

- <sup>(1)</sup> This certification accompanies the Form 10-Q to which it relates, is not deemed filed with the Securities and Exchange Commission and is not to be incorporated by reference into any filing of Eloxx Pharmaceuticals, Inc. under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended (whether made before or after the date of the Form 10-Q), irrespective of any general incorporation language contained in such filing.