

ACCELERON PHARMA INC  
Form 10-K  
February 25, 2016  
Table of Contents

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 10-K  
(Mark One)

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

For the Fiscal Year Ended December 31, 2015

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: 001-36065

ACCELERON PHARMA INC.

(Exact name of Registrant as specified in its charter)

Delaware

27-0072226

(State or other jurisdiction of  
incorporation or organization)

(I.R.S. Employer  
Identification No.)

128 Sidney Street

02139

Cambridge, Massachusetts

(Zip Code)

(Address of principal executive offices)

(617) 649-9200

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act

Title of Class:

Name of Each Exchange on Which Registered

Common Stock, \$0.001 par value

NASDAQ Global Market

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Act. Yes  No

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 the 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

Edgar Filing: ACCELERON PHARMA INC - Form 10-K

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405) is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer   
(Do not check if a smaller reporting company) Smaller reporting company

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

The aggregate market value of the registrant's voting and non-voting common stock held by non-affiliates of the registrant (without admitting that any person whose shares are not included in such calculation is an affiliate) computed by reference to the price at which the common stock was last sold (based on the closing share price as quoted on the NASDAQ Global Market) as of the last business day of the registrant's most recently completed second fiscal quarter was approximately \$775 million.

As of January 31, 2016, the registrant had 37,096,412 shares of Common Stock, \$0.001 par value per share, outstanding.

---

Table of Contents

DOCUMENTS INCORPORATED BY REFERENCE

The following documents (or parts thereof) are incorporated by reference into the following parts of this Form 10-K: Certain information required in Part III of this Annual Report on Form 10-K is incorporated from the Registrant's Proxy Statement for the Annual Meeting of Stockholders to be held on June 2, 2016.

---

Table of ContentsACCELERON PHARMA INC.  
FORM 10-K  
INDEX

	Page
<u>PART I</u>	
<u>Item 1. Business</u>	<u>2</u>
<u>Item 1A. Risk Factors</u>	<u>23</u>
<u>Item 1B. Unresolved Staff Comments</u>	<u>44</u>
<u>Item 2. Properties</u>	<u>44</u>
<u>Item 3. Legal Proceedings</u>	<u>44</u>
<u>Item 4. Mine Safety Disclosures</u>	<u>44</u>
<u>PART II</u>	
<u>Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities</u>	<u>45</u>
<u>Item 6. Selected Financial Data</u>	<u>46</u>
<u>Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	<u>49</u>
<u>Item 7A. Quantitative and Qualitative Disclosures About Market Risk</u>	<u>63</u>
<u>Item 8. Financial Statements and Supplementary Data</u>	<u>63</u>
<u>Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure</u>	<u>63</u>
<u>Item 9A. Controls and Procedures</u>	<u>63</u>
<u>Item 9B. Other Information</u>	<u>65</u>
<u>PART III</u>	
<u>Item 10. Directors, Executive Officers and Corporate Governance</u>	<u>66</u>
<u>Item 11. Executive Compensation</u>	<u>66</u>
<u>Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters</u>	<u>66</u>
<u>Item 13. Certain Relationships and Related Transactions, and Director Independence</u>	<u>66</u>
<u>Item 14. Principal Accounting Fees and Services</u>	<u>66</u>
<u>PART IV</u>	
<u>Item 15. Exhibits and Financial Statement Schedules</u>	<u>67</u>

---

## Table of Contents

### FORWARD-LOOKING STATEMENTS

This Annual Report filed on Form 10-K and the information incorporated herein by reference includes statements that are, or may be deemed, "forward-looking statements." In some cases, these forward-looking statements can be identified by the use of forward-looking terminology. The terms "anticipate", "believe", "contemplate", "continue", "could", "estimate", "expect", "forecast", "goal", "intend", "may", "plan", "potential", "predict", "project", "should", "strategy", "target", "will", "would", "vision", or, in each case, the negative or other variations thereon or other similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words.

The forward-looking statements in this Annual Report on Form 10-K include, among other things, statements regarding our intentions, beliefs, projections, outlook, analyses or current expectations concerning, among other things:

- our ongoing and planned preclinical studies and clinical trials;
- clinical trial data and the timing of results of our ongoing clinical trials;
- our plans to develop and commercialize dalantercept and ACE-083, and our and Celgene's plans to develop and commercialize luspatercept and sotatercept;
- the potential benefits of strategic partnership agreements and our ability to enter into selective strategic partnership arrangements;
- the timing of, and our and Celgene's ability to, obtain and maintain regulatory approvals for our therapeutic candidates;
- the rate and degree of market acceptance and clinical utility of any approved therapeutic candidate, particularly in specific patient populations;
- our ability to quickly and efficiently identify and develop therapeutic candidates;
- our commercialization, marketing and manufacturing capabilities and strategy;
- our intellectual property position; and
- our estimates regarding our results of operations, financial condition, liquidity, capital requirements, prospects, growth and strategies.

By their nature, forward-looking statements involve risks and uncertainties because they relate to events, competitive dynamics, and industry change and depend on the economic circumstances that may or may not occur in the future or may occur on longer or shorter timelines than anticipated. We caution you that forward-looking statements are not guarantees of future performance and that our actual results of operations, financial condition and liquidity, and events in the industry in which we operate may differ materially from the forward-looking statements contained herein.

Any forward-looking statements that we make in this Annual Report on Form 10-K speak only as of the date of such statement, and we undertake no obligation to update such statements to reflect events or circumstances after the date of this Annual Report on Form 10-K or to reflect the occurrence of unanticipated events.

You should also read carefully the factors described in the "Risk Factors" section of this Annual Report on Form 10-K to better understand the risks and uncertainties inherent in our business and underlying any forward-looking statements. You are advised, however, to consult any further disclosures we make on related subjects in our Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, press releases, and our website.

### Trademarks

We own or have rights to trademarks, service marks and trade names that we use in connection with the operation of our business, including our corporate name, logos and website names. Other trademarks, service marks and trade names appearing in this report are the property of their respective owners. The trademarks that we own include Acceleron Pharma® and IntelliTrap™. Solely for convenience, some of the trademarks, service marks and trade names referred to in this report are listed without the ® and ™ symbols, but we will assert, to the fullest extent under applicable law, our rights to our trademarks, service marks and trade names.

Table of Contents

PART I

Item 1. Business

We are a clinical stage biopharmaceutical company focused on the discovery, development and commercialization of novel therapeutic candidates that are based on the mechanisms that the human body uses to regulate the growth and repair of its cells and tissues. Our research focuses on key natural regulators of cellular growth and repair, particularly the Transforming Growth Factor-Beta, or TGF-beta, protein superfamily. We are a leading company in discovering and developing therapeutic candidates that regulate cellular growth and repair. By combining our discovery and development expertise, including our proprietary knowledge of the TGF-beta superfamily, and our internal protein engineering and manufacturing capabilities, we have built a highly productive discovery and development platform that has generated innovative therapeutic candidates with novel mechanisms of action. These differentiated therapeutic candidates have the potential to significantly improve clinical outcomes for patients across many fields of medicine, and we have focused our discovery and development efforts on treatments for cancer and rare diseases.

We have four internally discovered therapeutic candidates that are currently in clinical trials: luspatercept, sotatercept, dalantercept and ACE-083.

Luspatercept, our lead program, and sotatercept, are partnered with Celgene Corporation, or Celgene. Luspatercept is designed to promote red blood cell production through a novel mechanism, and we are developing luspatercept with Celgene to treat anemia and associated complications in myelodysplastic syndromes (MDS) and beta-thalassemia. In 2015, Celgene initiated two Phase 3 clinical trials for luspatercept for the treatment of MDS and beta-thalassemia. We and Celgene are developing sotatercept to treat patients with chronic kidney disease. Sotatercept has the potential to treat several complications of chronic kidney disease including mineral-bone disorder, vascular calcification and anemia. Celgene is responsible for paying 100% of the development costs for all clinical trials for luspatercept and sotatercept, including our ongoing earlier stage clinical trials for these therapeutic candidates. We may receive up to an additional \$560 million of potential development, regulatory and commercial milestone payments and, if these therapeutic candidates are commercialized, we will receive a royalty on net sales in the low-to-mid 20% range. We will co-promote luspatercept and sotatercept, if approved, in North America for which our commercialization costs will be entirely funded by Celgene.

We wholly own dalantercept and ACE-083, and we are independently developing these therapeutic candidates. We are currently evaluating dalantercept in a Phase 2 clinical trial for the treatment of patients with renal cell carcinoma. ACE-083 is designed for the treatment of focal muscle disorders, such as facioscapulohumeral dystrophy, and we are currently conducting a Phase 1 clinical trial with ACE-083 in healthy volunteers. In 2015, we reported data from the Phase 1 clinical trial of ACE-083 showing marked increases in the volume of muscles treated with ACE-083.

In addition to our clinical programs, we are conducting research to identify new therapeutic candidates to bring forward into clinical trials. To this end, in 2015 we implemented a new platform technology, IntelliTrap™ that is accelerating our discovery efforts. We have nominated an IntelliTrap™ molecule, ACE-2494, as a candidate for clinical development and will initiate IND-enabling activities in 2016. ACE-2494 is designed to treat systemic muscle disorders.

As of December 31, 2015 our operations have been funded primarily by \$105.1 million in equity investments from venture investors, \$219.3 million from public investors, \$64.2 million in equity investments from our collaboration partners and \$233.5 million in upfront payments, milestones, and net research and development payments from our collaboration partners. We estimate that we have spent approximately \$145.4 million on research and development for the three year period from 2013 through 2015.

Our Objectives for the Year 2016

By building on the milestones achieved in 2015, we intend to advance and expand our pipeline in 2016 and achieve the following objectives:

• Luspatercept in Rare Blood Disorders

Continue Phase 3 trials with Celgene for the treatment of myelodysplastic syndromes, the “MEDALIST” trial and beta-thalassemia, the “BELIEVE” trial;

Report updated results from Phase 2 extension study trials in MDS and beta-thalassemia at major medical conferences during the year; and

Announce initial preliminary Phase 2 data in ring sideroblast negative and erythropoiesis stimulating agent naïve MDS patients by year-end.

▲ACE-083 and ACE-2494 in Muscle Disorders

Report additional ACE-083 data from Phase 1 trial;

2

---

Table of Contents

Initiate ACE-083 Phase 2 trial in facioscapulohumeral muscular dystrophy in the second half of 2016; and  
File an IND with the FDA for systemically-acting muscle agent, ACE-2494, by year-end.

**D**alantercept in Renal Cell Carcinoma

Announce top-line progression-free survival (PFS) results from Phase 2 DART study in renal cell carcinoma patients.

**S**otatercept in Chronic Kidney Disease

Provide update on development strategy in pre-dialysis chronic kidney disease patients in the second half of 2016.

**The Acceleron Discovery Platform: Novel Approaches to Potent Biology**

Since our founding, we have focused on developing therapeutic candidates that regulate cellular growth and repair.

We have targeted a group of approximately 30 secreted proteins, or ligands, that are collectively referred to as the TGF-beta superfamily. These ligands bind to subsets of 12 different receptors on the surface of cells, triggering intra-cellular changes in gene expression that guide cell growth and differentiation. The TGF-beta superfamily ligands and their receptors represent a diverse and underexplored set of drug targets with the potential to yield potent therapeutics for the growth and repair of diseased cells and tissues.

Applying our proprietary discovery and development platform, including our knowledge of the biology of the TGF-beta superfamily and its receptors, we have generated our novel IntelliTrap™ platform technology and a robust pipeline of innovative clinical and preclinical therapeutic candidates targeting key mechanisms underlying cancer and rare diseases. Additionally, we are conducting a multi-target antibody discovery collaboration with Adimab LLC, or Adimab, a leading antibody discovery company, under which Adimab is generating human antibodies against undisclosed targets that we select. We expect that this collaboration will expand our biologics platform and provide us with enhanced access to antibody therapeutic candidates.

We use our integrated platform of research, development and manufacturing technologies to rapidly and cost-effectively create, test and advance our therapeutic candidates. Our robust clinical and preclinical pipeline is focused on areas of high-unmet medical need, particularly in the areas of cancer and rare diseases.



Table of Contents

Our Product Pipeline

Luspatercept

Luspatercept is designed to promote red blood cell production through a novel mechanism. We are developing luspatercept, through our collaborations with Celgene, as a treatment for anemia and associated complications in diseases in which erythropoiesis-stimulating agents are either not approved or are not well-suited to treat the underlying anemia, such as beta-thalassemia and MDS.

MDS

With respect to MDS, both our and Celgene's objective is to develop luspatercept as a treatment to increase hemoglobin levels and decrease red blood cell transfusion burden, with patients ultimately becoming transfusion independent.

MDS is a group of heterogeneous hematologic diseases characterized by abnormal proliferation and differentiation of blood precursor cells, including red blood cell precursors, in the bone marrow. This leads to peripheral reductions in red blood cells, often accompanied by decreases in white blood cells and platelets, as well as a risk of disease progression to acute myeloid leukemia. Although MDS patients may have varying forms of the disease, anemia is present in the vast majority of MDS patients at the time of diagnosis. MDS is primarily a disease of the elderly, with 88% of cases diagnosed in individuals 60 years of age or older. Cancer surveillance databases estimate the annual incidence of MDS in the United States at 10,000 to 15,000 cases and the overall U.S./EU prevalence at approximately 125,000 patients.

Hematopoietic stem cell transplantation represents the only treatment modality with curative potential, although the relatively high morbidity and mortality of this approach limits its use. Approximately 70% of the MDS patients in the U.S. and EU are classified as lower risk and 30% are classified as higher risk. High risk patients are typically treated with inhibitors of DNA methyltransferase such as Vidaza® or Dacogen®, or generic versions that are now available in some countries. The patients categorized as low risk typically receive erythropoiesis stimulating agents as first-line therapy, though erythropoiesis stimulating agents are not approved by the FDA or the EMA for the treatment of anemia in MDS patients. Our internal market research estimates that erythropoiesis stimulating agents generate \$500 to \$700 million in annual U.S. sales from their use in this disease. After failure on erythropoiesis stimulating agents, patients are treated with red blood cell transfusion and/or Revlimid®, Vidaza® or Dacogen®. Across the disease, approximately 15% of patients have a specific chromosomal mutation and are treated with Revlimid® (2015 U.S. sales of \$152 million for MDS).

Table of Contents

The anemia in MDS is primarily due to ineffective erythropoiesis, and a significant number of MDS patients have serum erythropoietin levels substantially above the normal range, indicating that the anemia in these MDS patients is not a consequence of erythropoietin deficiency. The ineffective erythropoiesis of MDS may be caused by excess signaling by members of the TGF-beta superfamily, which signaling inhibits red blood cell maturation. For this reason we believe that blocking this excess signaling by luspatercept may reverse this inhibition. Approximately 50% of MDS patients are unresponsive to the administration of recombinant erythropoietin and instead require red blood cell transfusions, which can increase the risk of infection and iron-overload related toxicities. Treatment-resistant anemia resulting from ineffective erythropoiesis is a major cause of morbidity in MDS patients.

Given the effects of members of the TGF-beta superfamily ligands on late-stage erythropoiesis, we have investigated our candidate therapeutics in mouse models of MDS, with a focus on luspatercept. In our 2014 publication in the journal *Nature Medicine*, we and our collaborators showed that the ligand GDF11 is expressed at an elevated level in a mouse model of MDS, leading to elevated levels of an activated transcription factor, P-SMAD2/3, and ineffective erythropoiesis. Treatment with a mouse version of luspatercept, referred to as RAP-536, reduced P-SMAD2/3 levels and caused statistically significant increases in red blood cell count, hemoglobin levels and hematocrit compared to controls. Additionally, RAP-536 reduced the ineffective erythropoiesis as evidenced by the improvement in the ratio of red blood cell precursors to other cells in the bone marrow.

In December 2015, Celgene initiated a Phase 3 clinical trial with luspatercept in patients with very low, low and intermediate risk MDS per the Revised International Prognostic Scoring System, the "MEDALIST" trial. The MEDALIST trial targets patients with very low, low or intermediate risk MDS with ring sideroblasts who require RBC transfusions. The trial is double-blinded, placebo-controlled and will enroll an estimated 210 patients randomized 2:1, luspatercept versus placebo. In order to enroll in the trial, patients must be: refractory / intolerant to prior erythropoiesis stimulating agents (ESA) or ESA ineligible, ring sideroblast positive, receive a transfusion of at least 2 units of RBCs every 8 weeks confirmed for a minimum of 16 weeks with no consecutive 8-week period free from transfusion, and no prior lenalidomide, hypomethylating agents or immunosuppressive therapy. Patients are excluded from the study if they have del(5q) or secondary MDS. The primary endpoint for efficacy analysis will be the proportion of patients who become RBC-transfusion independent for a period of at least 8 weeks during the first 24 weeks of treatment.

In addition to the Phase 3 clinical trial, we are currently conducting two Phase 2 clinical trials of luspatercept in patients with MDS. The first clinical trial is designed as a two-part trial, with an ascending dose part to evaluate the safety and efficacy in patients with low or intermediate risk MDS per the International Prognostic Scoring System, and an expansion part in which additional patients are enrolled at a selected dose level (3-month base study). We have currently completed enrollment in all of the dose escalation cohorts and we have completed enrollment of patients in the initial expansion cohort of the trial for a total of 58 patients. We have expanded the trial to include two additional cohorts of patients to further evaluate the effects of luspatercept in selected MDS patient populations. All patients enrolled in the base study are eligible to enroll in a second Phase 2 trial (extension study) that permits dosing with luspatercept for up to an additional two years. These trials are being conducted at sites in Germany.

We believe that preliminary results from the long-term Phase 2 MDS extension study are encouraging. We presented these results, using a data cut-off date of August 31, 2015, at the 57th American Society of Hematology (ASH) Annual Meeting and Exposition in December 2015. As of the cut-off date, a total of 32 patients were treated in the extension study in which luspatercept was administered subcutaneously once every 3 weeks. Of these 32 patients, 13 had a low red blood cell (RBC) transfusion burden (LTB; < 4 units RBC/8 weeks) and 19 had a high transfusion burden (HTB; ≥4 units RBC/8 weeks). 59% of patients had been treated previously with erythropoiesis stimulating agents (ESA) and 19% of patients had previously been treated with lenalidomide. With regard to LTB patients, 9 of 13 (69%) LTB patients achieved the International Working Group (IWG) Hematologic Improvement Erythroid (HI-E) response criterion of a hemoglobin increase ≥1.5 g/dL for ≥8 weeks. With regard to HTB patients, 13 of 19 (68%) HTB patients achieved the IWG HI-E criterion of a reduction of ≥4 units RBC over 8 weeks, and 8 of 19 (42%) HTB patients treated with luspatercept achieved RBC transfusion independence for ≥8 weeks. An additional 3 of 3 (100%) LTB patients with 2 units/8 weeks at baseline achieved RBC transfusion independence for ≥8 weeks. A substantial majority of the patients in the Phase 2 trial had a bone marrow cell morphology referred to as ring sideroblasts and given the

encouraging response rates in these patients, the Phase 3 trial has been designed to focus on patients with this particular cellular morphology. The most common adverse events observed in this extension study, which may be related to luspatercept, were bone pain, headache, hypotonia, myalgia and nausea. There were no drug-related serious adverse events.

Beta-thalassemia

With respect to beta-thalassemia, both our and Celgene's objective is to develop luspatercept as a treatment to increase hemoglobin levels, decrease transfusion burden, decrease iron overload, improve symptoms associated with anemia, and alleviate other disease complications, such as leg ulcers.

Table of Contents

The beta-thalassemias comprise a heterogeneous group of disorders arising from defects in the genes that encode the proteins that comprise hemoglobin. Hemoglobin is a four-subunit protein complex formed of two alpha-subunits and two beta-subunits, each with an iron-containing heme group that binds to and carries oxygen molecules within red blood cells. There are two main classifications of thalassemia, alpha-thalassemia and beta-thalassemia, depending on whether the genetic defect lies in the gene encoding the alpha-subunit or the beta-subunit. Beta-thalassemia is particularly prevalent throughout the Mediterranean region, Middle East, and Southeast Asia, and, due to migration and immigration, is now a global disease. The Thalassaemia International Federation estimates that there are approximately 300,000 patients worldwide with beta-thalassemia, approximately 20,000 of which are in the United States and Europe, who are dependent on frequent blood transfusions. We estimate that there are at least as many beta-thalassemia patients in the same regions who are not transfusion dependent and not included in these estimates. Many of these patients have hemoglobin levels that are approximately half that of normal individuals and experience significant complications of the disease. Beta-thalassemia is treated primarily by red blood cell transfusions that, over time, cause a toxic accumulation of iron in the body. A central challenge for managing patients with beta-thalassemia is to restore the red blood cell levels while avoiding iron overload. Iron chelation therapy alone costs between \$40,000 and \$60,000 per year in countries such as the United States and Italy and yet does not treat the underlying anemia. The course of the disease depends largely on whether patients are maintained on an adequate transfusion and iron chelation regimen. Poor compliance with transfusion and/or iron chelation is associated with a poor prognosis and shortened survival. However, even with the standard of care, patients are at risk of infection from transfusions as well as toxicities related to iron chelation therapy.

No drug is approved to treat the anemia of beta-thalassemia. Hematopoietic stem cell transplantation is viewed as the only curative approach for beta-thalassemia, although this option is limited by the availability of appropriate donors and by risks, including death, associated with the bone marrow transplant procedure. Consequently this treatment is used only in the most severely affected patients.

Given the effects of members of the TGF-beta superfamily ligands on late-stage erythropoiesis, we have investigated our candidate therapeutics in mouse models of this disease. We evaluated the effects of RAP-536 in a series of studies using a mouse model of beta-thalassemia. These mice carry deletion mutations in the beta-globin genes, resulting in a deficiency of beta-globin protein and hematologic abnormalities very similar to those seen in human beta-thalassemia patients, including severe anemia and the formation of hemichromes resulting in ineffective erythropoiesis. These mice also exhibit severe complications common in patients with thalassemia, such as an enlarged spleen, bone loss and iron overload. As reported in our 2014 publication in the journal *Blood*, RAP-536 treatment improved numerous hematologic parameters in these mice, including a decrease in hemoglobin aggregates, significant increases in red blood cell count, hemoglobin levels, and hematocrit, decreased serum erythropoietin, normalized red blood cell size, and reduced red blood cell breakdown, as measured by serum bilirubin. Importantly, RAP-536 decreased the elevated levels of the activated transcription factor, P-SMAD2/3, restored iron homeostasis and improved the maturation of later-stage red blood cell precursor populations, in the bone marrow and spleen, with concomitant reductions in the earlier-stage red blood cell precursor populations.

In December 2015, Celgene initiated a Phase 3 clinical trial with luspatercept in regularly transfused patients with beta-thalassemia, the "BELIEVE" trial. The BELIEVE trial targets adult beta-thalassemia patients who are regularly transfused. The trial is double-blinded and placebo-controlled and will enroll an estimated 300 patients randomized 2:1, luspatercept versus placebo. In order to enroll in the trial, patients must receive 6-20 units RBC transfused over the prior 24 weeks and have no transfusion-free period  $\geq$  35 days. Patients will be monitored for a 12-week prospective pre-treatment period to calculate baseline transfusion burden. The primary endpoint for efficacy analysis will be the proportion of patients with at least a 33% reduction in transfusion burden during weeks 13 to 24 of the trial compared to the 12 weeks preceding treatment.

In addition to the Phase 3 clinical trial, we are currently conducting two Phase 2 clinical trials of luspatercept in patients with beta-thalassemia. The first clinical trial is designed as a two-part trial, with an ascending dose part to evaluate the safety and efficacy of luspatercept in patients with beta-thalassemia, and an expansion part in which additional patients are enrolled at a selected dose level (3-month base study). We have currently completed enrollment and treatment of all of the dose escalation cohorts as well as the expansion cohort of the trial. Patients enrolled in the

initial 3-month trial are eligible to enroll in a second Phase 2 trial (extension study) that permits dosing with luspatercept for up to an additional two years. This trial is currently being conducted at sites in Italy and Greece. We believe the preliminary results from the Phase 2 clinical trials are encouraging. We presented these results, using a data cut-off date of September 25, 2015, at the 57th ASH Annual Meeting and Exposition in December 2015. As of the cut-off date, a total of 64 patients were treated in the dose escalation and expansion cohorts of this study, in which luspatercept was administered subcutaneously, once every 3 weeks. A total of 59 patients were evaluable for efficacy (5 patients were ongoing with <12 weeks treatment). Of these 59 patients, 31 were non-transfusion dependent and 28 were transfusion dependent. Specifically, 22 of 28 (79%) transfusion dependent patients had a  $\geq 20\%$  reduction in transfusion burden, 21 of 28 (75%) had a  $\geq 33\%$  reduction, and 16 of 28 (57%) had a  $\geq 50\%$  reduction over a 12-week period.

Table of Contents

A trend of reduction in liver iron concentration, or LIC, was observed in the majority of non-transfusion dependent patients with or without iron chelation therapy, and in the majority of transfusion dependent patients receiving iron chelation therapy. Improvement in quality of life in non-transfusion dependent patients correlated with increase in hemoglobin. Rapid healing of leg ulcers, a serious complication of beta-thalassemia, was observed in 3 patients, with 2 additional patients experiencing partial healing. The most common related adverse events were bone pain, myalgia, headache, arthralgia, musculoskeletal pain, asthenia, injection site pain, back pain and pain in jaw. There were no drug-related serious adverse events. 6 of 59 (10%) patients discontinued early with an associated adverse event: bone pain (2 patients) and arthralgia, asthenia, cerebrovascular accident and headache (1 patient each).

**Sotatercept**

We and Celgene are developing sotatercept for the treatment of chronic kidney disease, or CKD, a disorder characterized by anemia and a mineral and bone disorder that leads to bone loss and cardiovascular disease. The mineral and bone disorder in these patients is not well-managed with current therapies. Studies in mice show that sotatercept may have beneficial effects on fibrotic damage to the kidney and on the development of calcified deposits that may contribute to the elevated risk of heart vascular disease in CKD patients. Data from our ongoing Phase 2 clinical trial in patients with end-stage kidney disease shows that sotatercept may have beneficial effects on the mineral and bone disorder in these patients and may decrease the accumulation of vascular calcifications. We and Celgene are considering refocusing the sotatercept program on the treatment of patients with earlier, pre-dialysis kidney disease. We expect to meet with the FDA in the first half of 2016 to discuss the initiation of a clinical trial in pre-dialysis patients.

Sotatercept is also being studied through investigator-initiated clinical trials in multiple myeloma, Diamond-Blackfan anemia and myelofibrosis. Multiple myeloma is a cancer of the bone marrow that leads to the uncontrolled growth of certain white blood cells, causing bone marrow failure, bone pain, bone fractures and kidney problems. Nearly all multiple myeloma patients suffer from anemia. Investigators at the Massachusetts General Hospital are conducting a trial to explore the possibility that the combination of anti-myeloma therapies Revlimid® and dexamethasone together with sotatercept may reduce the growth of cancer cells along with improving anemia as well as bone lesions that often occur in patients with multiple myeloma. Investigators at the University of Indiana initiated a Phase 2a clinical trial to evaluate the effects of sotatercept on bone mass and turnover in patients with multiple myeloma. Diamond-Blackfan anemia is a rare and severe anemia that is present at birth in affected individuals. Investigators at North Shore Long Island Jewish Health System are conducting a trial to determine the safety and efficacy of sotatercept in adult patients with Diamond-Blackfan anemia who are red blood cell transfusion-dependent. Myelofibrosis is an acquired disease of the bone marrow that results in replacement of the bone marrow with fibrotic tissue leading to bone marrow failure and inability to make new blood cells, including red blood cells, which leads to anemia. Investigators at the MD Anderson Cancer Center are conducting a trial to determine the safety and efficacy of sotatercept in patients with myeloproliferative neoplasm-associated myelofibrosis and anemia.

**Dalantercept**

Our third clinical stage therapeutic candidate, dalantercept, is designed to treat cancers by inhibiting blood vessel formation by inhibiting signaling through the ALK1 receptor. This mechanism is distinct from, and potentially synergistic with, the dominant class of cancer drugs that inhibit blood vessel formation, the vascular endothelial growth factor, or VEGF, pathway inhibitors. We are developing dalantercept primarily for use in combination with VEGF pathway inhibitors to produce better outcomes for cancer patients.

We believe that a combination of ALK1 and VEGF pathway inhibitors could have application in a number of different oncology indications where VEGF pathway inhibitors are currently used. The currently approved VEGF pathway inhibitors include Avastin® (bevacizumab), Cyramza® (ramucirumab), Inlyta® (axitinib), Nexavar® (sorafenib), Stivarga® (regorafenib), Sutent® (sunitinib), Votrient® (pazopanib), Caprelsa® (vandetanib), and Zaltrap® (ziv-aflibercept). Three large markets for which these drugs have been approved are non-small cell lung cancer, colorectal cancer and renal cell carcinoma.

Non-Small Cell Lung Cancer (NSCLC). The National Cancer Institute estimates there were 221,200 new cases of lung cancer in the United States in 2015 with 158,040 deaths. In 2015, sales of Avastin® in NSCLC were an estimated \$1.1 billion in the United States and \$1.8 billion worldwide.

Colorectal Cancer. The National Cancer Institute estimates there were 132,700 new cases of colon cancer or rectal cancer in the United States in 2015 with 49,700 deaths. In 2015, sales of Avastin® for colorectal cancer were an estimated \$1.3 billion in the United States and \$3.6 billion worldwide.

Renal Cell Carcinoma. The National Cancer Institute estimates there were 61,560 new cases of kidney and renal pelvis cancer in the United States in 2015 with 14,080 deaths. In 2015, U.S. sales of drugs for renal cell carcinoma were \$1.4 billion, of which \$1.0 billion were anti-angiogenesis drugs that target the VEGF pathway, principally

## Table of Contents

Sutent®, Inlyta®, Votrient® and Avastin®. Worldwide sales in 2015 of drugs for renal cell carcinoma were \$3.5 billion, of which \$2.6 billion were drugs that target the VEGF pathway.

Other Tumors. One or more anti-angiogenesis agents are also approved as treatments for liver cancer, ovarian cancer, neuroendocrine tumors, soft tissue sarcoma, gastric cancer, thyroid cancer and glioblastoma.

We are evaluating dalantercept in combination with axitinib, a tyrosine kinase inhibitor of the VEGF pathway, for the treatment of renal cell carcinoma in the DART trial, a two part Phase 2 clinical trial. In Part 1 of the DART trial, dalantercept plus axitinib produced clinical outcomes that exceed historical results with axitinib alone. We have reported a median progression-free survival (PFS) for dalantercept plus axitinib of 8.3 months. There was no control arm in Part 1 of the DART trial, however published data from a prior phase 3 trial of axitinib alone (the AXIS trial) in a similar patient subgroup show a median PFS of 4.8 months. We are currently conducting Part 2 of the DART trial, which is a double-blind, placebo-controlled trial, in which an estimated 130 patients are randomized to dalantercept plus axitinib or placebo plus axitinib. We expect to report on progression free survival from Part 2 of the DART trial by the end of 2016. In the open-label Part 1 and blinded Part 2 of the DART trial, the following serious adverse events have been reported as related to dalantercept, dalantercept or placebo (blinded Part 2), or both dalantercept and axitinib: fluid overload, dyspnea, epistaxis, renal injury, acute renal failure and hyponatremia. Non-serious adverse events associated with axitinib did not generally occur with higher than expected frequency or severity. In addition to the DART trial, we are conducting a clinical trial to evaluate the treatment of patients with advanced hepatocellular cancer (HCC) with a combination of dalantercept plus sorafenib, another tyrosine kinase inhibitor of the VEGF pathway. A total of 21 patients have been enrolled as of December 30, 2015. The preliminary data indicate a general lack of efficacy for the dalantercept plus sorafenib combination in the treatment of advanced HCC, and therefore we believe that it is unlikely that additional patients will be enrolled in the HCC trial.

Dalantercept has been tested as a single-agent therapy in four completed clinical trials: a Phase 1 clinical trial and Phase 2 clinical trials in head and neck cancer, ovarian cancer and endometrial cancer. In these studies of dalantercept as monotherapy, there was not sufficient activity to warrant further development of dalantercept as monotherapy in these tumor types. We believe the greatest potential for dalantercept will be in combination with VEGF pathway inhibitors or in combination with cytotoxic chemotherapy.

### ACE-083

Our fourth clinical stage therapeutic candidate, ACE-083, is designed to promote muscle growth and function in specific, targeted muscles. In 2014, we initiated a Phase 1 clinical trial with ACE-083 in healthy volunteers. ACE-083 has been well tolerated and no serious adverse events have been reported. Initial data from the Phase 1 trial showed that, at the highest dose level tested, ACE-083 generated a mean increase in muscle volume of approximately 14.5% in the treated muscle. We have completed enrollment for the ACE-083 Phase 1 clinical trial, and we expect to initiate a Phase 2 clinical trial with ACE-083 in patients with facioscapulohumeral dystrophy, or FSHD, in the second half of 2016.

FSHD is a severe, disabling, and painful skeletal muscle disease that presents with muscle-by-muscle progression. Muscle weakness can be heterogeneous, but is highly focal and primarily asymmetric. Typical onset occurs between the ages 20 and 40. Most FSHD patients live a normal lifespan, but many will suffer from disability, pain, and depression. FSHD is one of the most prevalent forms of muscular dystrophy affecting roughly 19,000 patients in the United States.

### Preclinical Programs

In addition to our clinical development activities, we are expanding our research capabilities in order to increase the rate at which our highly productive research group can identify and advance new, internally discovered, therapeutic candidates for clinical development. Our discovery efforts are primarily focused on identifying new protein therapeutic candidates from our IntelliTrap™ platform and identifying novel antibodies. We have selected our first IntelliTrap™ therapeutic candidate, ACE-2494, for pre-clinical evaluation and advancement to clinical trials by the end of 2016. We are also evaluating ACE-3891 as a candidate therapeutic for the treatment of muscle disease, ACE-1332, a selective TGF-beta antagonist, for treatment of disorders with a fibrotic component, and ACE-2798, ACE-2536 and ACE-2395 for undisclosed therapeutic areas.

### Our Strategic Partnerships



Collaborations with corporate partners have provided us with significant funding and access to our partners' scientific, development, regulatory and commercial capabilities. We have received more than \$297.7 million from our collaborations with Celgene, Alkermes plc (Alkermes) and our terminated collaboration with Shire AG (Shire).

8

---

Table of Contents

Celgene

On February 20, 2008 we entered into an agreement, which we refer to as the Sotatercept Agreement, with Celgene Corporation, under which we granted to Celgene worldwide rights to sotatercept. On August 2, 2011 we entered into a second agreement with Celgene for luspatercept, which we refer to as the Luspatercept Agreement under which we granted to Celgene worldwide rights to luspatercept and also amended certain terms of the Sotatercept Agreement. These agreements provide Celgene exclusive licenses for these therapeutic candidates in all indications, as well as exclusive rights to obtain a license to certain future compounds.

**Sotatercept Agreement.** Under the terms of the Sotatercept Agreement, we and Celgene are collaborating on the development and commercialization of sotatercept. We also granted Celgene an option to license discovery stage compounds against three specified targets. Celgene paid \$45.0 million and bought \$5.0 million of equity upon execution of the Sotatercept Agreement and, as of December 31, 2015, we have received \$43.0 million in research and development funding and milestone payments for the sotatercept program.

We retained responsibility for research, development through the end of Phase 2a clinical trials, as well as manufacturing the clinical supplies for these trials. These activities are substantially complete. Celgene is conducting the current Phase 2 trials for beta-thalassemia, MDS and chronic kidney disease and will be responsible for any future clinical trials for sotatercept as well as for all future manufacture of sotatercept. We are eligible to receive future development, regulatory and commercial milestones of up to \$360.0 million for the sotatercept program and up to an additional \$348.0 million for each of the three discovery stage programs. None of the three discovery stage programs has advanced to the stage to achieve payment of a milestone, nor do we expect any such milestone payments in the near future.

**Luspatercept Agreement.** Under the terms of the Luspatercept Agreement, we and Celgene are collaborating in the development and commercialization of luspatercept. We also granted Celgene an option to license products for which Acceleron files an investigational new drug application for the treatment of anemia. Celgene paid \$25.0 million to us upon execution of the Luspatercept Agreement in August 2011 and, as of December 31, 2015, we have received \$60.3 million in research and development funding and milestone payments for the luspatercept program.

Under this agreement, we retained responsibility for research, development through the end of Phase 1 and the two ongoing Phase 2 clinical trials in MDS and beta-thalassemia, as well as manufacturing the clinical supplies for these studies. Celgene will conduct subsequent Phase 2 and Phase 3 clinical trials. Acceleron will manufacture luspatercept for all Phase 1 and Phase 2 clinical trials, and Celgene will have responsibility for the manufacture of luspatercept for Phase 3 clinical trials and commercial supplies. We are eligible to receive future development, regulatory and commercial milestones of up to \$200.0 million for the luspatercept program.

In November 2013, the Company has agreed to conduct additional development activities including clinical and non-clinical services, which are reimbursed under the same terms and rates of the existing Agreements. Please refer to Note 10 to the financial statements in this Annual Report on Form 10-K for the revenue recognition accounting, including changes in estimates, pursuant to the revenue recognition accounting literature.

**Both Agreements.** Under each agreement, the conduct of the collaboration is managed by a Joint Development Committee and Joint Commercialization Committee. Other than with respect to certain matters related to our conduct of Phase 2 trials, in the event of a deadlock of a committee, the resolution of the relevant issue is determined by Celgene. Prior to January 1, 2013, Celgene paid the majority of development costs under the Sotatercept and Luspatercept Agreements. As of January 1, 2013, Celgene became responsible for paying 100% of worldwide development costs for both programs. Celgene will be responsible for all commercialization costs worldwide. We are obligated to co-promote sotatercept, luspatercept and future products, in each case if approved, under both agreements in North America, and Celgene will pay all costs related thereto. We will receive tiered royalties in the low-to-mid 20% range on net sales of sotatercept and luspatercept. The royalty schedules for sotatercept and luspatercept are the same. Celgene is obligated to use commercially reasonable efforts to develop and commercialize sotatercept and luspatercept. Celgene may determine that it is commercially reasonable to develop and commercialize only luspatercept or sotatercept and discontinue the development or commercialization of the other therapeutic candidate, or Celgene may determine that it is not commercially reasonable to continue development of one or both of sotatercept and luspatercept. In the event of any such decision, we may be unable to progress the discontinued

candidate or candidates ourselves. The agreements are terminable by either party upon a breach that is uncured and continuing or by Celgene for convenience on a country by country or product by product basis, or in its entirety. Celgene may also terminate the agreement, in its entirety or on a product by product basis, for failure of a product to meet a development or clinical trial endpoint. Termination for cause by us or termination by Celgene for convenience or failure to meet an endpoint will have the effect of terminating the applicable license, while termination for cause by Celgene will have the effect of reducing remaining royalties by a certain percentage.

## Table of Contents

### Other Collaborations

Alkermes. On December 3, 2009, we entered into a Collaboration and License Agreement with Alkermes relating to a proprietary technology platform for extending the circulating half-life of certain proteins. Under the terms of the agreement, we granted Alkermes worldwide rights to apply this technology to proteins outside of the TGF-beta superfamily in return for an upfront license payment. We are entitled to future development, regulatory and sales milestones and mid-single digit royalties on product sales for each drug developed and commercialized by Alkermes using this technology. To our knowledge, Alkermes is not currently pursuing technology licensed under this collaboration. Rights pertaining to a lead program, referred to ACE-771, were returned pursuant to the terms of the agreement, and we are not pursuing development of ACE-771 at this point in time.

Shire. On September 8, 2010, we entered into an agreement with Shire AG for the joint development and commercialization of ACE-031, a clinical stage therapeutic candidate. We granted Shire an exclusive license in markets outside of North America. Under the terms of the agreement, Shire made an upfront cash payment of \$45.0 million. We received \$9.0 million in research and development payments from Shire during the term of the agreement. In April 2013, we and Shire determined not to further advance the development of ACE-031, and Shire terminated our collaboration agreement, effective as of June 30, 2013 and all rights reverted to us. We currently have no plans to continue the development of ACE-031.

### Competition

The development and commercialization of new drugs is highly competitive. We and our collaborators will face competition with respect to all therapeutic candidates we may develop or commercialize in the future from pharmaceutical and biotechnology companies worldwide. Many of the entities developing and marketing potentially competing products have significantly greater financial resources and expertise than we do in research and development, manufacturing, preclinical testing, conducting clinical trials, obtaining regulatory approvals and marketing. Our commercial opportunity will be reduced or eliminated if our competitors develop and commercialize products that are more effective, have fewer side effects, are more convenient or are less expensive than any products that we may develop.

If our clinical stage therapeutic candidates are approved, they will compete with currently marketed drugs and therapies used for treatment of the following indications, and potentially with drug candidates currently in development for the same indications:

#### MDS

If either luspatercept or sotatercept is approved for the treatment of patients with MDS, it would compete with the following:

Recombinant erythropoietin and other erythropoiesis stimulating agents. Although these agents are not approved to treat anemia in MDS, current practice guidelines include the use of erythropoiesis stimulating agents and granulocyte colony stimulating factor agents (G-CSF) to treat patients with MDS. Additionally, Amgen is currently studying erythropoiesis stimulating agent, Aranesp® and Janssen Pharmaceuticals is studying erythropoiesis stimulating agent Eprex® in Phase 3 clinical trials in Europe for treatment of anemia in patients with lower risk MDS.

Red blood cell transfusion and iron chelation therapy, including Exjade®, which is used to treat anemia in patients with MDS.

Immunomodulators, including Celgene's approved product, Revlimid® (lenalidomide), for the treatment of anemia of certain MDS patients.

Eli Lilly and Company is studying TGF-beta receptor I kinase inhibitor, LY2157299 in a Phase 2 study in lower risk MDS patients with anemia.

Other therapies in development, including: an oral form of the hypomethylating agent azacitidine, known as CC-486, being developed by Celgene to treat patients with transfusion dependent anemia and thrombocytopenia due to lower risk MDS, which is currently in Phase 3 clinical trials in the United States and Europe; an anti-cancer therapy being

developed by Onconova to treat patients with MDS; and a CD95 ligand inhibitor, APG101, being studied by Apogenix in a Phase 1 study in transfusion dependent, lower risk MDS patients.

Beta-thalassemia

If luspatercept is approved for the treatment of patients with beta-thalassemia, it would compete with:

10

---

## Table of Contents

Red blood cell transfusions and iron chelation therapy, such as Novartis's oral iron chelating agents, Exjade® and Jadenu™.

Fetal hemoglobin stimulating agents, such as hydroxyurea, which are primarily used to treat patients with anemia from sickle cell disease, are sometimes used to treat patients with beta-thalassemia.

Hematopoietic stem cell transplant treatment is given to a small percentage of patients with beta-thalassemia, since it requires a sufficiently well-matched source of donor cells. Certain academic centers around the world are seeking to develop improvements to this approach.

Other therapies in development, including gene therapy and genome editing are being developed by several different groups, including bluebird bio, Inc., Memorial Sloan Kettering Cancer Center, GlaxoSmithKline plc, and Sangamo BioSciences Inc. in collaboration with Biogen Idec.

### Chronic Kidney Disease

If sotatercept is approved to treat certain aspects of chronic kidney disease-mineral and bone disorder (CKD-MBD), other drugs approved for the treatment of these patients could be considered competitive. CKD-MBD is a systemic disorder encompassing mineral, bone, and calcific cardiovascular abnormalities that develop as a complication of CKD and that contribute to CKD-related cardiovascular disease and high mortality rates. Therapies approved to treat aspects of CKD-MBD include phosphate binders to address hyperphosphatemia, including Sanofi's Renagel® and Renvela® , Shire's Fosrenol®, and Keryx's newly approved product Auryxia®. Amgen's oral calcimimetic product Sensipar®/Mimpara® is approved to treat secondary hyperparathyroidism in CKD patients on dialysis. Amgen is also studying etelcalcitide (AMG-416), an intravenously administered calcium sensing receptor agonist, and has filed for marketing approval in the United States and Europe to treat secondary hyperparathyroidism in chronic kidney disease patients on dialysis. Additionally, if sotatercept is studied and approved in patients with pre-dialysis kidney disease, other drugs that potentially slow progression of kidney disease could be considered competitors. Currently, angiotensin converting enzyme (ACE) inhibitors and angiotensin receptor blockers (ARB) therapies are standard of care in patients with chronic kidney disease and have been shown to lower blood pressure, reduce proteinuria, and slow the progression of kidney disease. There are also a number of drugs in late-stage clinical trials to slow progression of diabetic nephropathy, a form of kidney disease in diabetic patients. Janssen Pharmaceuticals, NephroGenex, Abbvie, and Bayer have programs in ongoing Phase 3 clinical trials, and Mitsubishi Pharma, Lilly, and Vascular Pharmaceuticals, have programs in ongoing or completed Phase 2 clinical trials, to slow progression of diabetic nephropathy.

### Oncology Therapies

We are developing dalantercept to be used in combination with VEGF pathway inhibitors for the treatment of cancer. If dalantercept is approved, it would compete with the following.

Tracon is developing TRC105, an antibody to endoglin, which is a protein in the TGF-beta superfamily that is overexpressed on endothelial cells and plays a role in angiogenesis. TRC105 is currently being studied in Phase 1 and Phase 2 clinical trials for the treatment of multiple solid tumor types, including soft tissue sarcoma, renal cell carcinoma, glioblastoma, hepatocellular carcinoma and colorectal cancer, in combination with approved VEGF inhibitors.

Pfizer's fully human monoclonal antibody against the ALK1 receptor is currently being studied in a Phase 1 investigator-sponsored trial in patients with colorectal cancer, in combination with Stivarga® (regorafenib).

Other non-VEGF angiogenesis inhibitors in development, which also have the potential to be combined with VEGF pathway inhibitors or used independently of VEGF pathway inhibitors to inhibit angiogenesis. Amgen, Regeneron, MedImmune, and OncoMed Pharmaceuticals are each developing non-VEGF angiogenesis inhibitors.

In addition to the therapies mentioned above, there are many generic chemotherapy agents and other regimens commonly used to treat various types of cancer, including renal cell carcinoma.

### Therapies for Treating Muscle Loss

We are currently studying ACE-083 in a Phase 1 clinical trial in healthy volunteers and plan to develop ACE-083 for the treatment of neuromuscular disorders and other diseases characterized by a loss of muscle function including facioscapulohumeral muscular dystrophy (FSHD). One potential competitor of ACE-083 in FSHD is Resolaris® (ATYR1940), which is an investigational protein in Phase 1b/2 studies to treat adult patients with FSHD being developed by aTyr Pharma.

## Table of Contents

We are also aware of approaches to treat other muscle loss diseases that are in clinical trials. Novartis is developing bimagrumab (BYM338), a monoclonal antibody targeting the activin receptor type IIB (ActRIIB), in various Phase 2 clinical trials to treat pathological muscle loss and weakness and in Phase a 2/3 clinical trial to treat patients with sporadic inclusion body myositis (sIBM). Regeneron is developing a myostatin monoclonal antibody, REGN1033 (SAR391786), which has completed a Phase 2 clinical trial for treatment of sarcopenia. Pfizer is conducting a Phase 2 clinical study for PF-06252616, a myostatin antibody, in patients with Duchenne muscular dystrophy (DMD). Nationwide Children's Hospital, in collaboration with The Myositis Association, Parent Project Muscular Dystrophy and Milo Biotechnology, are conducting a Phase 1 clinical trial of a gene therapy delivery of follistatin (FS344) to muscle in patients with Becker muscular dystrophy (BMD) and sporadic inclusion body myositis (sIBM). The key competitive factors affecting the success of any approved product will be its efficacy, safety profile, price, method of administration and level of promotional activity.

### Commercialization

We retain co-promotion rights with our collaboration partner, Celgene, for both sotatercept and luspatercept in North America, and under the terms of our agreements with Celgene, our commercialization costs will be entirely funded by Celgene. We also currently retain worldwide commercialization rights for our oncology therapeutic candidate, dalantercept, and our muscle therapeutic candidate, ACE-083. We intend to build hematology and neuromuscular disorder focused, specialty sales forces in North America and, possibly, other markets to effectively support the commercialization of these and future products. We believe that a specialty sales force will be sufficient to target key prescribing physicians in these areas. We currently do not have any sales or marketing capabilities or experience. We will establish the required capabilities within an appropriate time frame ahead of any product approval and commercialization to support a product launch. If we are not able to establish sales and marketing capabilities or are not successful in commercializing our future products, either on our own or through collaborations with Celgene, any future product revenue will be materially adversely affected.

### Intellectual Property

Our commercial success depends in part on our ability to obtain and maintain proprietary protection for our therapeutic candidates, novel biological discoveries, screening and drug development technology, to operate without infringing on the proprietary rights of others and to prevent others from infringing our proprietary rights. Our policy is to seek to protect our proprietary position by, among other methods, filing U.S. and foreign patent applications related to our proprietary technology, inventions and improvements that are important to the development and implementation of our business. We also rely on trade secrets, know-how, continuing technological innovation and potential in-licensing opportunities to develop and maintain our proprietary position. Additionally, we expect to benefit from a variety of statutory frameworks in the United States, Europe and other countries that relate to the regulation of biosimilar molecules and orphan drug status. These statutory frameworks provide periods of non-patent-based exclusivity for qualifying molecules. See "Government Regulations".

Our patenting strategy is focused on our therapeutic candidates. We seek composition-of-matter and method-of-treatment patents for each such protein in key therapeutic areas. We also seek patent protection with respect to companion diagnostic methods and compositions and treatments for targeted patient populations. We have sought patent protection alone or jointly with our collaborators, as dictated by our collaboration agreements. Our patent estate, on a worldwide basis, includes approximately 160 issued patents and approximately 390 pending patent applications, with pending and issued claims relating to all of our current clinical stage therapeutic candidates, sotatercept, luspatercept, dalantercept and ACE-083. These figures include in-licensed patents and patent applications to which we hold exclusive commercial rights.

Individual patents extend for varying periods of time depending on the date of filing of the patent application or the date of patent issuance and the legal term of patents in the countries in which they are obtained. Generally, patents issued from applications filed in the United States are effective for twenty years from the earliest non-provisional filing date. In addition, in certain instances, a patent term can be extended to recapture a portion of the term effectively lost as a result of the FDA regulatory review period, however, the restoration period cannot be longer than five years and the total patent term including the restoration period must not exceed 14 years following FDA approval. The duration of foreign patents varies in accordance with provisions of applicable local law, but typically is also twenty



years from the earliest international filing date. Our issued patents and pending applications with respect to our therapeutic candidates will expire on dates ranging from 2026 to 2035, exclusive of possible patent term extensions. However, the actual protection afforded by a patent varies on a product by product basis, from country to country and depends upon many factors, including the type of patent, the scope of its coverage, the availability of extensions of patent term, the availability of legal remedies in a particular country and the validity and enforceability of the patent.

Table of Contents

National and international patent laws concerning therapeutic candidates remain highly unsettled. No consistent policy regarding the patent-eligibility or the breadth of claims allowed in such patents has emerged to date in the United States, Europe or other countries. Changes in either the patent laws or in interpretations of patent laws in the United States and other countries can diminish our ability to protect our inventions and enforce our intellectual property rights. Accordingly, we cannot predict the breadth or enforceability of claims that may be granted in our patents or in third-party patents. The biotechnology and pharmaceutical industries are characterized by extensive litigation regarding patents and other intellectual property rights. Our ability to maintain and solidify our proprietary position for our drugs and technology will depend on our success in obtaining effective claims and enforcing those claims once granted. We do not know whether any of the patent applications that we may file or license from third parties will result in the issuance of any patents. The issued patents that we own or may receive in the future, may be challenged, invalidated or circumvented, and the rights granted under any issued patents may not provide us with sufficient protection or competitive advantages against competitors with similar technology. Furthermore, our competitors may be able to independently develop and commercialize similar drugs or duplicate our technology, business model or strategy without infringing our patents. Because of the extensive time required for clinical development and regulatory review of a drug we may develop, it is possible that, before any of our drugs can be commercialized, any related patent may expire or remain in force for only a short period following commercialization, thereby reducing any advantage of any such patent. The patent positions for our most advanced programs are summarized below:

**Luspatercept Patent Coverage**

We hold two issued patents covering the luspatercept composition of matter in the United States, and additional patents issued or pending in many other major jurisdictions worldwide, including Europe, Australia, Canada, Japan, China, South Korea, Brazil, Mexico, Russia and India. The expected expiration dates for these composition of matter patents are 2028 and 2029, exclusive of possible patent term extensions.

We hold two issued patents covering the treatment of anemia by administration of luspatercept in the United States and similar patents issued or pending in other major jurisdictions worldwide, including Europe, Australia, Canada, Japan, China, South Korea, Brazil, Mexico, Russia and India. The expected expiration date for these method of treatment patents is 2029, exclusive of possible patent term extensions.

We also hold patent applications directed to a variety of other uses for luspatercept, including the treatment of complications of thalassemia, such as iron overload and ulcers, and treatment of patient sub-groups with MDS. The expected expiration date for these method of treatment patents ranges from 2029 to 2035 exclusive of possible patent term extensions.

**Sotatercept Patent Coverage**

We hold two issued patents covering the sotatercept composition of matter in the United States, one issued patent in Europe (registered in most countries of the European Patent Convention) and additional patents issued or pending in many other major jurisdictions worldwide, including Australia, Canada, Japan, China, South Korea, Brazil, Mexico, Russia, Israel and India. The expected expiration date for these composition of matter patents is 2026, exclusive of possible patent term extensions.

We hold three issued patents covering the treatment of anemia by administration of sotatercept in the United States and similar patents issued or pending in many other major jurisdictions worldwide, including Europe, Australia, Canada, Japan, China, South Korea, Brazil, Mexico, Russia, Israel and India. The expected expiration date for these method of treatment patents is 2027, exclusive of possible patent term extensions.

We also hold patents and patent applications directed to a variety of other uses for sotatercept, including the treatment of multiple myeloma and the treatment of bone loss in patients with chronic kidney disease.

**Dalantercept Patent Coverage**

We hold one issued patent covering the dalantercept composition of matter in the United States, which is expected to expire in 2029, exclusive of possible patent term extensions, and we hold additional pending patent applications. We hold additional issued patents and pending patent applications covering composition of matter in many other major jurisdictions worldwide, including Europe, Australia, Canada, Japan, China, South Korea, Brazil, Mexico, Russia and India. The expected expiration dates for these patent filings, if issued, are either 2027 or 2029, exclusive of possible patent term extensions.

We hold one issued patent covering the treatment of tumor angiogenesis by administration of dalantercept in the United States and similar patents issued or pending in other major jurisdictions worldwide, including Europe, Japan, China, South Korea, Brazil, Mexico, Russia and India. The expected expiration date for these method of treatment patents is 2027, exclusive of possible patent term extensions.

## Table of Contents

We also hold patent applications directed to a variety of other uses for dalantercept, including the treatment of renal cell carcinoma with a combination of dalantercept and a VEGF-targeted tyrosine kinase inhibitor. This patent application is jointly invented and owned with the Beth Israel Deaconess Medical Center, or BIDMC, and we have secured an exclusive license to the BIDMC rights. The expected expiration date for these patent applications, should they issue as patents, is 2033 plus any extensions of term available under national law.

### ACE-083 Patent Coverage

We hold two pending patent applications covering the ACE-083 composition of matter in the United States, which, if issued are expected to expire in 2029 and 2035, respectively, exclusive of possible patent term extensions. These patent applications are also eligible for filing in major jurisdictions worldwide.

### Trade Secrets

In addition to patents, we rely upon unpatented trade secrets and know-how and continuing technological innovation to develop and maintain our competitive position. We seek to protect our proprietary information, in part, using confidentiality agreements with our commercial partners, collaborators, employees and consultants and invention assignment agreements with our employees. These agreements are designed to protect our proprietary information and, in the case of the invention assignment agreements, to grant us ownership of technologies that are developed through a relationship with a third party. These agreements may be breached, and we may not have adequate remedies for any breach. In addition, our trade secrets may otherwise become known or be independently discovered by competitors. To the extent that our commercial partners, collaborators, employees and consultants use intellectual property owned by others in their work for us, disputes may arise as to the rights in related or resulting know-how and inventions.

### In-Licenses

Effective June 21, 2012, we entered into a license agreement with the Beth Israel Deaconess Medical Center, or BIDMC, to obtain worldwide, exclusive rights under patent filings jointly invented by us and BIDMC. The patent rights relate to the treatment of renal cell cancer by combination therapy with dalantercept and VEGF-receptor tyrosine kinase inhibitors (TKIs). The intellectual property includes one pending U.S. patent filing and one pending PCT (international) patent filing. If issued, the patents are predicted to expire in 2033. Under the agreement, BIDMC retained rights, on behalf of itself and other non-profit academic institutions, to practice under the licensed rights for non-profit purposes. The license rights granted to us are further subject to any rights the United States Government may have in such licensed rights due to its sponsorship of research that led to the creation of the licensed rights. We agreed to pay BIDMC specified development and sales milestone payments aggregating up to \$1.0 million. In addition, we are required to pay BIDMC royalties in the low single-digits on worldwide net product sales of drug labeled for treatment regimens that are claimed in the licensed patents. The agreement terminates upon the expiration of the last valid claim of the licensed patent rights. We may terminate the agreement at any time by giving BIDMC advance written notice. The agreement may also be terminated by BIDMC in the event of a material breach by us or in the event we become subject to specified bankruptcy or similar circumstances. In any termination event, we retain our joint ownership of the patent rights and a worldwide non-exclusive license with right to sublicense.

On August 6, 2010, we entered into an amended and restated license agreement with the Ludwig Institute for Cancer Research, or LICR, to obtain worldwide, exclusive rights under patent filings solely owned by LICR and patent rights jointly invented by us and LICR. The LICR-owned patent rights relate to the first cloning of the type I activin receptors, ALK1, ALK2, ALK3, ALK4, ALK5 and ALK6, and include claims to nucleic acids, proteins and antibodies with respect to each of the foregoing. These patent rights expire between the years 2013 and 2018. The license excludes the rights with regard to anti-ALK2 antibodies. The joint patent rights relate to the treatment of pancreatic tumors with dalantercept and, if issued, such patent rights are expected to expire in 2029. Under the agreement, LICR retained rights, on behalf of itself and other non-profit academic institutions, to practice under the licensed rights for non-profit purposes. We agreed to pay LICR specified development and sales milestone payments aggregating up to \$1.6 million for dalantercept. In addition, we are required to pay LICR royalties in the low single-digits on worldwide net product sales of products claimed in the licensed patents, with royalty obligations continuing at a 50% reduced rate for eight years after patent expiration. If we sublicense the LICR patent rights, we will owe LICR a percentage of sublicensing revenue, excluding payments based on the level of sales, profits or other

levels of commercialization. The agreement terminates upon the expiration of royalty obligations. We may terminate the agreement at any time by giving LICR advance written notice. The agreement may also be terminated by LICR in the event of a material breach by us or in the event we become subject to specified bankruptcy or similar circumstances. In any termination we retain our joint ownership right in the jointly owned patent filings. In August 2010, we entered into two amended and restated license agreements with the Salk Institute for Biological Studies, or Salk, providing rights under U.S. patent filings solely owned by Salk. The agreements for the licensed patent rights relate to the first cloning of the type II activin receptors, human ActRIIA and frog ActRIIB, respectively, and include claims to

Table of Contents

vertebrate homolog nucleic acids and proteins with respect to each of the foregoing. These patent rights expire between the years 2016 and 2017. One of these agreements relates to ActRIIA and sotatercept; the other agreement relates to ActRIIB, luspatercept and the discontinued program ACE-031, which we refer to as the ActRIIB Agreement. The licenses granted are exclusive as to the therapeutic products that are covered by the patents and non-exclusive as to diagnostic products and other products that are developed using the Salk patent rights. If we sublicense the Salk patent rights, we will owe Salk a percentage of sublicensing revenue, excluding payments based on sales. Under the agreements, Salk retained rights, on behalf of itself and other non-profit academic institutions, to practice under the licensed rights for non-profit purposes. We agreed to pay Salk specified development milestone payments totaling up to \$2.0 million for sotatercept and \$0.7 million for luspatercept. In addition, we are required to pay Salk royalties in the low single-digits on worldwide net product sales by us or our sublicensees of products claimed in the licensed patents, or derived from use of the licensed patent rights, with royalty obligations continuing at a reduced rate for a period of time after patent expiration. The agreements terminate upon the expiration of royalty obligations. We may terminate either agreement at any time by giving Salk advance written notice. Either agreement may also be terminated by Salk in the event of a material breach by us or in the event we become subject to bankruptcy or similar circumstances.

In October 2012, Salk filed a lawsuit against us alleging that we breached the ActRIIB Agreement. In July 2014, we settled the Salk lawsuit and entered into an amendment to the ActRIIB Agreement with Salk. Pursuant to the settlement, we made a one-time total payment of \$5 million, inclusive of interest, to Salk and we agreed to pay Salk 6% of future development milestone payments received under the agreement with Celgene relating to luspatercept. Finally, we and Salk have further agreed that the royalty percentage on net sales of luspatercept will remain at 1% as provided in the ActRIIB Agreement with Salk, and that such royalty will be payable until June 2022.

**Government Regulation**

The preclinical studies and clinical testing, manufacture, labeling, storage, record keeping, advertising, promotion, export, marketing and sales, among other things, of our therapeutic candidates and future products, are subject to extensive regulation by governmental authorities in the United States and other countries. In the United States, pharmaceutical products are regulated by the FDA under the Federal Food, Drug, and Cosmetic Act and other laws, including, in the case of biologics, the Public Health Service Act. We expect sotatercept, luspatercept, dalantercept, ACE-083 and ACE-2494 to be regulated by the FDA as biologics and to be reviewed by the Center for Drug Evaluation and Research (CDER) as proteins intended for therapeutic use. Therapeutic candidates require the submission of a Biologics License Application, or BLA, and approval by the FDA prior to being marketed in the U.S. Manufacturers of therapeutic candidates may also be subject to state regulation. Failure to comply with FDA requirements, both before and after product approval, may subject us or our partners, contract manufacturers, and suppliers to administrative or judicial sanctions, including FDA refusal to approve applications, warning letters, product recalls, product seizures, total or partial suspension of production or distribution, fines and/or criminal prosecution.

The steps required before a biologic may be approved for marketing of an indication in the United States generally include:

- completion of preclinical laboratory tests, animal studies and formulation studies conducted according to Good Laboratory Practices, or GLPs, and other applicable regulations;
- submission to the FDA of an Investigational New Drug application or IND, which must become effective before human clinical trials may commence;
- completion of adequate and well-controlled human clinical trials in accordance with Good Clinical Practices, or GCPs, to establish that the biological product is "safe, pure and potent", which is analogous to the safety and efficacy approval standard for a chemical drug product for its intended use;
- submission to the FDA of a BLA;
- satisfactory completion of an FDA pre-approval inspection of the manufacturing facility or facilities at which the product is produced to assess compliance with applicable current Good Manufacturing Practice requirements, or cGMPs; and
-

FDA review of the BLA and issuance of a biologics license which is the approval necessary to market a therapeutic candidate.

Preclinical studies include laboratory evaluation of product chemistry, toxicity and formulation as well as animal studies to assess the potential safety and efficacy of the biologic candidate. Preclinical studies must be conducted in compliance with FDA regulations regarding GLPs. The results of the preclinical tests, together with manufacturing information and analytical

Table of Contents

data, are submitted to the FDA as part of an IND. Some preclinical testing may continue even after the IND is submitted. In addition to including the results of the preclinical testing, the IND will also include a protocol detailing, among other things, the objectives of the clinical trial, the parameters to be used in monitoring safety and the effectiveness criteria to be evaluated if the first phase or phases of the clinical trial lends themselves to an efficacy determination. The IND will automatically become effective 30 days after receipt by the FDA, unless the FDA within the 30-day time period places the IND on clinical hold because of its concerns about the drug candidate or the conduct of the trial described in the clinical protocol included in the IND. The IND sponsor and the FDA must resolve any outstanding concerns before clinical trials can proceed.

All clinical trials must be conducted under the supervision of one or more qualified principal investigators in accordance with GCPs. They must be conducted under protocols detailing the objectives of the applicable phase of the trial, dosing procedures, research subject selection and exclusion criteria and the safety and effectiveness criteria to be evaluated. Each protocol must be submitted to the FDA as part of the IND, and progress reports detailing the status of the clinical trials must be submitted to the FDA annually. Sponsors also must timely report to the FDA serious and unexpected adverse reactions, any clinically important increase in the rate of a serious suspected adverse reaction over that listed in the protocol or investigator's brochure, or any findings from other studies or animal or in vitro testing that suggest a significant risk in humans exposed to the drug. An institutional review board, or IRB, at each institution participating in the clinical trial must review and approve the protocol before a clinical trial commences at that institution, approve the information regarding the trial and the consent form that must be provided to each research subject or the subject's legal representative, and monitor the study until completed.

Clinical trials are typically conducted in three sequential phases, but the phases may overlap and different trials may be initiated with the same drug candidate within the same phase of development in similar or differing patient populations. Phase 1 trials may be conducted in a limited number of patients, but are usually conducted in healthy volunteer subjects. The drug candidate is initially tested for safety and, as appropriate, for absorption, metabolism, distribution, excretion, pharmacodynamics and pharmacokinetics.

Phase 2 trials usually involve a larger, but still limited, patient population to evaluate preliminarily the efficacy of the drug candidate for specific, targeted indications to determine dosage tolerance and optimal dosage and to identify possible short-term adverse effects and safety risks.

Phase 3 trials are undertaken to further evaluate clinical efficacy of a specific endpoint and to test further for safety within an expanded patient population at geographically dispersed clinical trial sites. Phase 1, Phase 2, or Phase 3 testing might not be completed successfully within any specific time period, if at all, with respect to any of our therapeutic candidates. Results from one trial are not necessarily predictive of results from later trials. Furthermore, the FDA or the sponsor may suspend clinical trials at any time on various grounds, including a finding that the subjects or patients are being exposed to an unacceptable health risk. Similarly, an IRB can suspend or terminate approval of a clinical trial at its institution if the clinical trial is not being conducted in accordance with the IRB's requirements or if the drug candidate has been associated with unexpected serious harm to patients.

The results of the preclinical studies and clinical trials, together with other detailed information, including information on the manufacture and composition of the product, are submitted to the FDA as part of a BLA requesting approval to market the drug candidate for a proposed indication. Under the Prescription Drug User Fee Act, as re-authorized most recently in July 2012, the fees payable to the FDA for reviewing a BLA, as well as annual fees for commercial manufacturing establishments and for approved products, can be substantial. The fee for review of an application that requires clinical data, such as a BLA, for the one year period ending September 30, 2016, is approximately \$2.4 million, subject to certain limited deferrals, waivers, and reductions that may be available. The fees typically increase each year. Each BLA submitted to the FDA for approval is reviewed for administrative completeness and reviewability within 60 days following receipt by the FDA of the application. If the BLA is found complete, the FDA will file the BLA, triggering a full review of the application. The FDA may refuse to file any BLA that it deems incomplete or not properly reviewable at the time of submission. The FDA's established goal is to review 90% of priority BLA applications within six months after the application is accepted for filing and 90% of standard BLA applications within 10 months of the acceptance date, whereupon a review decision is to be made. The FDA, however, may not approve a drug candidate within these established goals and its review goals are subject to change from time



to time. Further, the outcome of the review, even if generally favorable, may not be an actual approval but a "complete response letter" that describes additional work that must be done before the application can be approved. Before approving a BLA, the FDA may inspect the facility or facilities at which the product is manufactured and will not approve the product unless the facility complies with cGMPs. The FDA may deny approval of a BLA if applicable statutory or regulatory criteria are not satisfied, or may require additional testing or information, which can extend the review process. FDA approval of any application may include many delays or never be granted. If a product is approved, the approval may impose limitations on the uses for which the product may be marketed, may require that warning statements be included in the product labeling, may require that additional studies be conducted following approval as a condition of the approval, and may impose restrictions and conditions on product distribution, prescribing, or dispensing in the form of a Risk Evaluation and Mitigation Strategy, or REMS, or

## Table of Contents

otherwise limit the scope of any approval. The FDA must approve a BLA supplement or a new BLA before a product may be marketed for other uses or before certain manufacturing or other changes may be made. Further post-marketing testing and surveillance to monitor the safety or efficacy of a product is required. Also, product approvals may be withdrawn if compliance with regulatory standards is not maintained or if safety or manufacturing problems occur following initial marketing. In addition, new government requirements may be established that could delay or prevent regulatory approval of our therapeutic candidates under development.

As part of the Patient Protection and Affordable Care Act of 2010, under the subtitle of Biologics Price Competition and Innovation Act of 2009, or the BPCI, a statutory pathway has been created for licensure, or approval, of biological products that are biosimilar to, and possibly interchangeable with, earlier biological products licensed under the Public Health Service Act. Also under the BPCI, innovator manufacturers of original reference biological products are granted 12 years of exclusivity before biosimilars can be approved for marketing in the United States. The objectives of the BPCI are conceptually similar to those of the Drug Price Competition and Patent Term Restoration Act of 1984, commonly referred to as the "Hatch-Waxman Act", which established abbreviated pathways for the approval of drug products. The implementation of an abbreviated approval pathway for biological products is under the direction of the FDA and is currently being developed. In late 2010, the FDA held a hearing to receive comments from a broad group of stakeholders regarding the implementation of the BPCI. Since that hearing in 2010, the FDA, in February 2012 and February 2013, has issued several draft guidances for industry related to the BPCI, addressing scientific, quality and procedural issues relevant to an abbreviated application for a biosimilar product. The approval of a biologic product biosimilar to one of our products could have a material adverse impact on our business as it may be significantly less costly to bring to market and may be priced significantly lower than our products.

Both before and after the FDA approves a product, the manufacturer and the holder or holders of the BLA for the product are subject to comprehensive regulatory oversight. For example, quality control and manufacturing procedures must conform, on an ongoing basis, to cGMP requirements, and the FDA periodically inspects manufacturing facilities to assess compliance with cGMPs. Accordingly, manufacturers must continue to spend time, money and effort to maintain cGMP compliance.

### Orphan Drug Act

The Orphan Drug Act provides incentives to manufacturers to develop and market drugs for rare diseases and conditions affecting fewer than 200,000 persons in the United States at the time of application for orphan drug designation. Orphan drug designation must be requested before submitting a BLA. Orphan drug designation does not convey any advantage in, or shorten the duration of, the regulatory review and approval process. If a product that has orphan drug designation subsequently receives the first FDA approval for the disease for which it has such designation, the holder of the approval is entitled to a seven-year exclusive marketing period in the United States for that product except in very limited circumstances. For example, a drug that the FDA considers to be clinically superior to, or different from, another approved orphan drug, even though for the same indication, may also obtain approval in the United States during the seven-year exclusive marketing period. In addition, holders of exclusivity for orphan drugs are expected to assure the availability of sufficient quantities of their orphan drugs to meet the needs of patients. Failure to do so could result in the withdrawal of marketing exclusivity for the drug. Luspatercept has orphan drug designation in the United States for the treatment of beta-thalassemia and for the treatment of MDS.

Legislation similar to the Orphan Drug Act has been enacted outside the U.S., including in the EU. The orphan legislation in the EU is available for therapies addressing chronic debilitating or life-threatening conditions that affect five or fewer out of 10,000 persons or are financially not viable to develop. The market exclusivity period is for ten years, although that period can be reduced to six years if, at the end of the fifth year, available evidence establishes that the product is sufficiently profitable not to justify maintenance of market exclusivity. The market exclusivity may be extended to 12 years if sponsors complete a pediatric investigation plan agreed upon with the relevant committee of the EMA.

### Expedited Review and Approval

The FDA has various programs, including Fast Track, priority review, and accelerated approval, which are intended to expedite or simplify the process for reviewing drugs, and/or provide for the approval of a drug on the basis of a surrogate endpoint. Even if a drug qualifies for one or more of these programs, the FDA may later decide that the drug

no longer meets the conditions for qualification or that the time period for FDA review or approval will be shortened. Generally, drugs that are eligible for these programs are those for serious or life-threatening conditions, those with the potential to address unmet medical needs and those that offer meaningful benefits over existing treatments. For example, Fast Track is a process designed to facilitate the development and expedite the review of drugs to treat serious or life-threatening diseases or conditions and fill unmet medical needs. Priority review is designed to give drugs that offer major advances in treatment or provide a treatment where no adequate therapy exists an initial review within six months as compared to a standard review time of ten months. Although Fast Track and priority review do not affect the standards for approval, the FDA will attempt to facilitate early and frequent meetings with a sponsor of a Fast Track designated drug and expedite review of the application for a drug designated for priority review. Accelerated approval provides for an earlier approval for a new drug that is intended to treat a serious or

## Table of Contents

life-threatening disease or condition and that fills an unmet medical need based on a surrogate endpoint. A surrogate endpoint is a laboratory measurement or physical sign used as an indirect or substitute measurement representing a clinically meaningful outcome. As a condition of approval, the FDA may require that a sponsor of a drug candidate receiving accelerated approval perform post-marketing clinical trials to confirm the clinically meaningful outcome as predicted by the surrogate marker trial.

In the Food and Drug Administration Safety and Innovation Act, or FDASIA, which was signed into law in July 2012, Congress encouraged the FDA to utilize innovative and flexible approaches to the assessment of products under accelerated approval. In May 2014, the FDA published a Guidance for Industry entitled, "Expedited Programs for Serious Conditions—Drugs and Biologics" which provides guidance on FDA programs that are intended to facilitate and expedite development and review of new drugs as well as threshold criteria generally applicable to concluding that a drug is a candidate for these expedited development and review programs. In addition to the Fast Track, accelerated approval and priority review programs discussed above, the FDA also provided guidance on a new program for Breakthrough Therapy designation. A request for Breakthrough Therapy designation should be submitted concurrently with, or as an amendment to an IND. FDA has already granted this designation to over 100 new drugs and has approved more than 25 Breakthrough Therapy designated drugs.

### Pediatric Exclusivity and Pediatric Use

Under the Best Pharmaceuticals for Children Act, or BPCA, certain drugs may obtain an additional six months of exclusivity, if the sponsor submits information requested in writing by the FDA, or a Written Request, relating to the use of the active moiety of the drug in children. The FDA may not issue a Written Request for studies on unapproved or approved indications or where it determines that information relating to the use of a drug in a pediatric population, or part of the pediatric population, may not produce health benefits in that population.

We have not received a Written Request for such pediatric studies, although we may ask the FDA to issue a Written Request for such studies in the future. To receive the six-month pediatric market exclusivity, we would have to receive a Written Request from the FDA, conduct the requested studies in accordance with a written agreement with the FDA or, if there is no written agreement, in accordance with commonly accepted scientific principles, and submit reports of the studies. A Written Request may include studies for indications that are not currently in the labeling if the FDA determines that such information will benefit the public health. The FDA will accept the reports upon its determination that the studies were conducted in accordance with and are responsive to the original Written Request or commonly accepted scientific principles, as appropriate, and that the reports comply with the FDA's filing requirements.

In addition, the Pediatric Research Equity Act, or PREA, requires a sponsor to conduct pediatric studies for most drugs and biologicals, for a new active ingredient, new indication, new dosage form, new dosing regimen or new route of administration. Under PREA, original NDAs, BLAs and supplements thereto must contain a pediatric assessment unless the sponsor has received a deferral or waiver. The required assessment must include the evaluation of the safety and effectiveness of the product for the claimed indications in all relevant pediatric subpopulations and support dosing and administration for each pediatric subpopulation for which the product is safe and effective. The sponsor or FDA may request a deferral of pediatric studies for some or all of the pediatric subpopulations. A deferral may be granted for several reasons, including a finding that the drug or biologic is ready for approval for use in adults before pediatric studies are complete or that additional safety or effectiveness data needs to be collected before the pediatric studies begin. After April 2013, the FDA must send a non-compliance letter to any sponsor that fails to submit the required assessment, keep a deferral current or fails to submit a request for approval of a pediatric formulation.

As part of the FDASIA, Congress made a few revisions to BPCA and PREA, which were slated to expire on September 30, 2012, and made both laws permanent.

### Reimbursement

In both domestic and foreign markets, sales and reimbursement of any approved products will depend, in part, on the extent to which the costs of such products will be covered by third-party payers, such as government health programs, commercial insurance and managed healthcare organizations. These third-party payers are increasingly challenging the prices charged for medical products and services and imposing controls to manage costs. The containment of healthcare costs has become a priority of federal and state governments and the prices of drugs have been a focus in

this effort. Governments have shown significant interest in implementing cost-containment programs, including price controls, restrictions on reimbursement and requirements for substitution of generic products. Adoption of price controls and cost-containment measures, and adoption of more restrictive policies in jurisdictions with existing controls and measures, could further limit our net revenue and results. In addition, there is significant uncertainty regarding the reimbursement status of newly approved healthcare products. We may need to conduct expensive pharmacoeconomic studies in order to demonstrate the cost-effectiveness of our products. If third-party payers do not consider our products to be cost-effective compared to other therapies, the payers may not cover our

## Table of Contents

products after approved as a benefit under their plans or, if they do, the level of payment may not be sufficient to allow us to sell our products on a profitable basis.

Within the United States, if we obtain appropriate approval in the future to market any of our current therapeutic candidates, we may seek approval and coverage for those products under Medicaid, Medicare and the Public Health Service (PHS) pharmaceutical pricing program and also seek to sell the products to federal agencies.

Medicaid is a joint federal and state program that is administered by the states for low income and disabled beneficiaries. Under the Medicaid Drug Rebate Program, manufacturers are required to pay a rebate for each unit of product reimbursed by the state Medicaid programs. The amount of the rebate for each product is set by law and may be subject to an additional discount if certain pricing increases more than inflation.

Medicare is a federal program administered by the federal government that covers individuals age 65 and over as well as those with certain disabilities. Medicare Part D provides coverage to enrolled Medicare patients for self-administered drugs (i.e., drugs that do not need to be administered by a physician). Medicare Part D is administered by private prescription drug plans approved by the U.S. government and each drug plan establishes its own Medicare Part D formulary for prescription drug coverage and pricing, which the drug plan may modify from time-to-time.

Medicare Part B covers most injectable drugs given in an in-patient setting, and some drugs administered by a licensed medical provider in hospital outpatient departments and doctors offices. Medicare Part B is administered by Medicare Administrative Contractors, which generally have the responsibility of making coverage decisions. Subject to certain payment adjustments and limits, Medicare generally pays for Part B covered drugs based on a percentage of manufacturer-reported average sales price.

Drug products are subject to discounted pricing when purchased by federal agencies via the Federal Supply Schedule (FSS). FSS participation is required for a drug product to be covered and paid for by certain federal agencies and for coverage under Medicaid, Medicare Part B and the PHS pharmaceutical pricing program. FSS pricing is negotiated periodically with the Department of Veterans Affairs. FSS pricing is intended to not exceed the price that a manufacturer charges its most-favored non-federal customer for its product. In addition, prices for drugs purchased by the Veterans Administration, Department of Defense (including drugs purchased by military personnel and dependents through the TRICARE retail pharmacy program), Coast Guard, and PHS are subject to a cap on pricing (known as the "federal ceiling price") and may be subject to an additional discount if pricing increases more than inflation.

To maintain coverage of drugs under the Medicaid Drug Rebate Program, manufacturers are required to extend discounts to certain purchasers under the PHS pharmaceutical pricing program. Purchasers eligible for discounts include hospitals that serve a disproportionate share of financially needy patients, community health clinics and other entities that receive health services grants from the PHS.

The American Recovery and Reinvestment Act of 2009 provides funding for the federal government to compare the effectiveness of different treatments for the same illness. A plan for the research will be developed by the Department of Health and Human Services, the Agency for Healthcare Research and Quality and the National Institutes for Health, and periodic reports on the status of the research and related expenditures will be made to Congress. Although the results of the comparative effectiveness studies are not intended to mandate coverage policies for public or private payers, it is not clear what effect, if any, the research will have on the sales of any product, if any such product or the condition that it is intended to treat is the subject of a study. It is also possible that comparative effectiveness research demonstrating benefits in a competitor's product could adversely affect the sales of any of our approved therapeutic candidates. If third-party payers do not consider our products to be cost-effective compared to other available therapies, they may not cover our products as a benefit under their plans or, if they do, the level of payment may not be sufficient to allow us to sell our products on a profitable basis.

The United States and state governments continue to propose and pass legislation designed to reduce the cost of healthcare. In March 2010, the United States Congress enacted the Patient Protection and Affordable Care Act and the Health Care and Education Reconciliation Act which includes changes to the coverage and payment for drug products under government healthcare programs. Adoption of other new legislation at the federal or state level could further limit reimbursement for pharmaceuticals.

Outside the United States, ensuring adequate coverage and payment for our products will face challenges. Pricing of prescription pharmaceuticals is subject to governmental control in many countries. Pricing negotiations with governmental authorities can extend well beyond the receipt of regulatory marketing approval for a product and may require us to conduct a clinical trial that compares the cost effectiveness of our therapeutic candidates or products to other available therapies. The conduct of such a clinical trial could be expensive and result in delays in our commercialization efforts. Third-party payers are challenging the prices charged for medical products and services, and many third-party payers limit reimbursement for newly-approved healthcare products. Recent budgetary pressures in many European Union countries are also causing governments to

## Table of Contents

consider or implement various cost-containment measures, such as price freezes, increased price cuts and rebates. If budget pressures continue, governments may implement additional cost-containment measures. Cost-control initiatives could decrease the price we might establish for products that we may develop or sell, which would result in lower product revenues or royalties payable to us. There can be no assurance that any country that has price controls or reimbursement limitations for pharmaceutical products will allow favorable reimbursement and pricing arrangements for any of our products.

### Foreign Regulation

In addition to regulations in the United States, we will be subject to a variety of foreign regulations governing clinical trials and commercial sales and distribution of our therapeutic candidates. Whether or not we obtain FDA approval for a therapeutic candidate, we must obtain approval from the comparable regulatory authorities of foreign countries or economic areas, such as the European Union, before we may commence clinical trials or market products in those countries or areas. The approval process and requirements governing the conduct of clinical trials, product licensing, pricing and reimbursement vary greatly from place to place, and the time may be longer or shorter than that required for FDA approval.

Certain countries outside of the United States have a process that requires the submission of a clinical trial application much like an IND prior to the commencement of human clinical trials. In Europe, for example, a clinical trial application, or CTA, must be submitted to the competent national health authority and to independent ethics committees in each country in which a company intends to conduct clinical trials. Once the CTA is approved in accordance with a country's requirements, clinical trial development may proceed in that country. In all cases, the clinical trials must be conducted in accordance with good clinical practices, or GCPs and other applicable regulatory requirements.

Under European Union regulatory systems, a company may submit marketing authorization applications either under a centralized or decentralized procedure. The centralized procedure is compulsory for medicinal products produced by biotechnology or those medicinal products containing new active substances for specific indications such as the treatment of AIDS, cancer, neurodegenerative disorders, diabetes, viral diseases and designated orphan medicines, and optional for other medicines which are highly innovative. Under the centralized procedure, a marketing application is submitted to the European Medicines Agency where it will be evaluated by the Committee for Medicinal Products for Human Use and a favorable opinion typically results in the grant by the European Commission of a single marketing authorization that is valid for all European Union member states within 67 days of receipt of the opinion. The initial marketing authorization is valid for five years, but once renewed is usually valid for an unlimited period. The decentralized procedure provides for approval by one or more "concerned" member states based on an assessment of an application performed by one member state, known as the "reference" member state. Under the decentralized approval procedure, an applicant submits an application, or dossier, and related materials to the reference member state and concerned member states. The reference member state prepares a draft assessment and drafts of the related materials within 120 days after receipt of a valid application. Within 90 days of receiving the reference member state's assessment report, each concerned member state must decide whether to approve the assessment report and related materials. If a member state does not recognize the marketing authorization, the disputed points are eventually referred to the European Commission, whose decision is binding on all member states.

As in the United States, we may apply for designation of a product as an orphan drug for the treatment of a specific indication in the European Union before the application for marketing authorization is made. Orphan drugs in Europe enjoy economic and marketing benefits, including up to 10 years of market exclusivity for the approved indication unless another applicant can show that its product is safer, more effective or otherwise clinically superior to the orphan designated product.

### Fraud and Abuse Laws

In addition to FDA restrictions on marketing of pharmaceutical products, several other types of state and federal laws have been applied to restrict certain marketing practices in the pharmaceutical industry in recent years. These laws include anti-kickback and false claims statutes.

The federal healthcare program anti-kickback statute prohibits, among other things, knowingly and willfully offering, paying, soliciting or receiving remuneration to induce or in return for purchasing, leasing, ordering or arranging for



the purchase, lease or order of any healthcare item or service reimbursable under Medicare, Medicaid or other federally financed healthcare programs. This statute has been interpreted to apply to arrangements between pharmaceutical manufacturers on one hand and prescribers, purchasers, and formulary managers on the other. Although there are a number of statutory exemptions and regulatory safe harbors protecting certain common activities from prosecution, the exemptions and safe harbors are drawn narrowly and practices that involve remuneration intended to induce prescribing, purchasing or recommending may be subject to scrutiny if they do not qualify for an exemption or safe harbor. Our practices may not in all cases meet all of the criteria for safe harbor protection from anti-kickback liability.

Federal false claims laws prohibit any person from knowingly presenting, or causing to be presented, a false claim for payment to the federal government, or knowingly making, or causing to be made, a false statement

## Table of Contents

### Additional Regulation

We are also subject to regulation under the Occupational Safety and Health Act, the Environmental Protection Act, the Toxic Substances Control Act, the Resource Conservation and Recovery Act and other present and potential federal, state or local regulations. These and other laws govern our use, handling and disposal of various biological and chemical substances used in, and waste generated by our operations. Our research and development involves the controlled use of hazardous materials, chemicals and viruses. Although we believe that our safety procedures for handling and disposing of such materials comply with the standards prescribed by state and federal regulations, the risk of accidental contamination or injury from these materials cannot be completely eliminated. In the event of such an accident, we could be held liable for any damages that result and any such liability could exceed our resources. There have been a number of federal and state proposals during the last few years regarding the pricing of pharmaceutical and biological products, government control and other changes to the healthcare system of the U.S. It is uncertain what legislative proposals will be adopted or what actions federal, state or private payers for medical goods and services may take in response to any healthcare reform proposals or legislation. We cannot predict the effect medical or healthcare reforms may have on our business, and no assurance can be given that any such reforms will not have a material adverse effect.

### Manufacturing

We currently manufacture drug substance for our preclinical studies, Phase 1 clinical trials and Phase 2 clinical trials of luspatercept, dalantercept, ACE-083 and ACE-2494. We manufacture material compliant to U.S. and European cGMP at our 12,000 square foot multi-product facility located at our corporate headquarters in Cambridge, Massachusetts. We have the capabilities to manufacture receptor fusion proteins, monoclonal antibodies, and other therapeutic candidates.

Our manufacturing facility is based on single use, disposable technology to maximize the focus of personnel and other resources on the production process, minimizing the need for cleaning and sterilization while optimizing the efficiency of product change-over. The facility consists of four independent clean rooms totaling 4,000 square feet. The facility includes one 250 liter and one 1,000 liter single use bioreactor and has space for two additional 1,000 liter bioreactors.

Approximately 22 full time employees focus on our process development and manufacturing activities. We believe that our strategic investment in manufacturing capabilities allows us to advance our therapeutic candidates at a more rapid pace and provides us with more portfolio flexibility than if we used a contract manufacturer. The facility produces drug substance in a cost-effective manner while allowing us to retain control over the process and provides an ability to balance the requirements of multiple programs and avoid costly commitments of funds before clinical data are available.

Our manufacturing capabilities encompass the full manufacturing process through quality control and quality assurance. These groups are integrated with our project teams from discovery through development. This structure enables us to efficiently transfer preclinical stage lead molecules into manufacturing. We have designed our manufacturing facility and processes to provide maximum flexibility and rapid change over for the manufacture of different therapeutic candidates. We outsource fill-finish, packaging, labeling, shipping, and distribution.

We manufacture our therapeutic candidates using readily available raw materials and well established manufacturing procedures based on a standardized process modified for each of our therapeutic candidates. We produce our proteins in bioreactors using Chinese hamster ovary cells that have been genetically engineered to produce our specific therapeutic candidates. We then purify the proteins using industry standard methods, which include affinity chromatography and ultrafiltration operations. Processes developed within our facility have been successfully transferred to commercial facilities based on stainless steel bioreactors. We have conducted comparability characterization on sotatercept between our Phase 2 material and material made at a commercial manufacturer and found them to be comparable.

We believe that we can scale our manufacturing processes to support our clinical development programs and the potential commercialization of our therapeutic candidates. For our early phase therapeutic candidates, we intend to continue to manufacture drug substance for preclinical testing and Phase 1 and Phase 2 clinical development at our current facilities. As luspatercept progresses to Phase 3 clinical trials, we intend to transfer the process for Phase 3

production to Celgene, under the terms of our collaboration agreements. We have already successfully transferred the manufacturing process for sotatercept to Celgene, and we expect Celgene will use a contract manufacturer for Phase 3 and commercial supply of sotatercept and luspatercept. We intend to contract with a third party manufacturer for the supply of dalantercept and ACE-083 for Phase 3 clinical trials.

Table of Contents

Employees

As of December 31, 2015, we had 102 full-time employees, 76 of whom are involved in research, development or manufacturing, and 27 of whom have Ph.D. or M.D. degrees. We have no collective bargaining agreements with our employees and we have not experienced any work stoppages. We consider our relations with our employees to be good.

Corporate Information

We were incorporated in the state of Delaware in June 2003 as Phoenix Pharma, Inc., and we subsequently changed our name to Acceleron Pharma Inc. and commenced operations in February 2004. Our principal executive offices are located at 128 Sidney Street, Cambridge, Massachusetts 02139, and our telephone number is (617) 649-9200. Our Internet address is [www.acceleronpharma.com](http://www.acceleronpharma.com). The contents of our website are not part of this Annual Report on Form 10-K. We make available free of charge through our website our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and amendments to these reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, or the Exchange Act, as soon as reasonably practicable after we electronically file or furnish such materials to the Securities and Exchange Commission.

Table of Contents

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 in addition to the other information included or incorporated by reference in this Annual Report on Form 10-K before purchasing our common stock. If any of the following risks actually occurs, our business, financial condition or results of operations would likely suffer, possibly materially. In that case, the trading price of our common stock could fall, and you may lose all or part of the money you paid to buy our common stock. The risks and uncertainties described below are not the only ones we face. Additional risks and uncertainties not presently known to us or that we currently believe to be immaterial may also adversely affect our business.

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

We have incurred net 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 sustain profitability.

We have incurred net losses during most fiscal periods since our inception. As of December 31, 2015, we had an accumulated deficit of \$307.5 million. We do not know whether or when we will become profitable. To date, we have not commercialized any products or generated any revenues from the sale of products, and we do not expect to generate any product revenues in the foreseeable future. Our losses have resulted principally from costs incurred in our discovery and development activities.

We anticipate that our expenses will increase in the future as we expand our discovery, research, development, manufacturing and commercialization activities. However, we also anticipate that these increased expenses will be partially offset by milestone payments we expect to receive under our agreements with Celgene and potentially by payments we may receive under new collaboration arrangements we may enter into with third parties for dalantercept, ACE-083 or other therapeutic candidates. If we do not receive the anticipated milestone payments or do not enter into partnerships for dalantercept, ACE-083 or other therapeutic candidates on acceptable terms, our operating losses will substantially increase over the next several years as we execute our plan to expand our discovery, research, development, manufacturing and commercialization activities. There can be no assurance that we will enter into a new collaboration or achieve milestones and, therefore, no assurance our losses will not increase prohibitively in the future. To become and remain profitable, we or our partners must succeed in developing our therapeutic candidates, obtaining regulatory approval for them, and manufacturing, marketing and selling those products for which we or our partners may obtain regulatory approval. We or they may not succeed in these activities, and we may never generate revenue from product sales that is significant enough to achieve profitability. Even if we achieve profitability in the future, we may not be able to sustain profitability in subsequent periods. Our failure to become or remain profitable would depress our market value and could impair our ability to raise capital, expand our business, discover or develop other therapeutic candidates or continue our operations. A decline in the value of our company could cause you to lose all or part of your investment.

We will require substantial additional financing to achieve our goals, and a failure to obtain this necessary capital when needed could force us to delay, limit, reduce or terminate our product development or commercialization efforts. As of December 31, 2015, our cash, cash equivalents and investments were \$136.0 million. We believe that we will continue to expend substantial resources for the foreseeable future developing dalantercept, ACE-083 and new therapeutic candidates. These expenditures will include costs associated with research and development, potentially acquiring new technologies, conducting preclinical studies and clinical trials, potentially obtaining regulatory approvals and manufacturing products, as well as marketing and selling products approved for sale, if any. In addition, other unanticipated costs may arise. Because the outcome of our planned and anticipated clinical trials is highly uncertain, we cannot reasonably estimate the actual amounts necessary to successfully complete the development and commercialization of our therapeutic candidates.

Celgene pays development, manufacturing and commercialization and certain patent costs for sotatercept and luspatercept. Other than those costs, our future capital requirements depend on many factors, particularly in connection with the development of our other therapeutic candidates including dalantercept and ACE-083: the scope, progress, results and costs of researching and developing our other therapeutic candidates, and conducting preclinical studies and clinical trials;

the timing of, and the costs involved in, obtaining regulatory approvals for our other therapeutic candidates if clinical trials are successful;

the cost of commercialization activities for our other therapeutic candidates, if any of these therapeutic candidates is approved for sale, including marketing, sales and distribution costs;

23

---

## Table of Contents

the cost of manufacturing our other therapeutic candidates for clinical trials in preparation for regulatory approval and in preparation for commercialization;

our ability to establish and maintain strategic partnerships, licensing or other arrangements and the financial terms of such agreements;

the costs involved in preparing, filing, prosecuting, maintaining, defending and enforcing patent claims, including litigation costs and the outcome of such litigation; and

the timing, receipt, and amount of sales of, or royalties on, our future products, if any.

Based on our current operating plan, we believe that our current cash, cash equivalents and investments, together with the net proceeds we received from our follow-on public offering in January 2016 and receipt of anticipated milestone payments, will be sufficient to fund our projected operating requirements into the second half of 2019. However, our operating plan may change as a result of many factors currently unknown to us, and we may need additional funds sooner than planned. In addition, we may seek additional capital due to favorable market conditions or strategic considerations even if we believe that we have sufficient funds for our current or future operating plans. Additional funds may not be available when we need them on terms that are acceptable to us, or at all. If adequate funds are not available to us on a timely basis, we may be required to delay, limit, reduce or terminate preclinical studies, clinical trials or other development activities for one or more of our therapeutic candidates or delay, limit, reduce or terminate our establishment of sales and marketing capabilities or other activities that may be necessary to commercialize our therapeutic candidates.

Raising additional capital may cause dilution to our existing stockholders, restrict our operations or require us to relinquish rights to our technologies or therapeutic candidates on unfavorable terms to us.

We may seek additional capital through a variety of means, including through private and public equity offerings and debt financings. 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 may include liquidation or other preferences that adversely affect your rights as a stockholder. Debt financing, if available, may involve agreements that include covenants limiting or restricting our ability to take certain actions, such as incurring additional debt, making capital expenditures or declaring dividends. If we raise additional funds through strategic partnerships with third parties, we may have to relinquish valuable rights to our technologies or therapeutic candidates, or grant licenses on terms that are not favorable to us. If we are unable to raise additional funds through equity or debt financing when needed, we may be required to delay, limit, reduce or terminate our product development or commercialization efforts for dalantercept, ACE-083 or any therapeutic candidates other than luspatercept or sotatercept, or grant rights to develop and market therapeutic candidates that we would otherwise prefer to develop and market ourselves.

### Risks Related to Regulatory Review and Approval of Our Therapeutic Candidates

If we or our partners do not obtain regulatory approval for our current and future therapeutic candidates, our business will be adversely affected.

Our therapeutic candidates will be subject to extensive governmental regulations relating to, among other things, development, clinical trials, manufacturing and commercialization. In order to obtain regulatory approval for the commercial sale of any therapeutic candidates, we or our partners must demonstrate through extensive preclinical studies and clinical trials that the therapeutic candidate is safe and effective for use in each target indication. Clinical testing is expensive, time-consuming and uncertain as to outcome. We or our partners may gain regulatory approval for sotatercept, luspatercept, dalantercept, ACE-083 or any other therapeutic candidate in some but not all of the territories available or some but not all of the target indications or may receive approval with limited labeling or boxed warnings, resulting in limited commercial opportunity for the approved therapeutic candidates, or we or they may never obtain regulatory approval for these therapeutic candidates.

Delays in the commencement, enrollment or completion of clinical trials of our therapeutic candidates could result in increased costs to us as well as a delay or failure in obtaining regulatory approval, or prevent us from commercializing our therapeutic candidates on a timely basis, or at all.

We cannot guarantee that clinical trials will be conducted as planned or completed on schedule, if at all. A failure of one or more clinical trials can occur at any stage of testing. Events that may prevent successful or timely commencement, enrollment or completion of clinical development include:

24

---



Table of Contents

•delays by us or our current or future partners in reaching a consensus with regulatory agencies on trial design;

•delays in reaching agreement on acceptable terms with prospective clinical research organizations, or CROs, and clinical trial sites;

•delays in obtaining required Institutional Review Board, or IRB, approval at each clinical trial site;

•delays in recruiting suitable patients to participate in clinical trials;

•imposition of a clinical hold by regulatory agencies for any reason, including safety or manufacturing concerns or after an inspection of clinical operations or trial sites;

•failure by CROs, other third parties or us or our current or future partners to adhere to clinical trial requirements;

•failure to perform in accordance with the FDA's good clinical practices, or GCP, or applicable regulatory guidelines in other countries;

•delays in the testing, validation, manufacturing and delivery of the therapeutic candidates to the clinical sites;

•delays caused by patients not completing participation in a trial or not returning for post-treatment follow-up;

•clinical trial sites or patients dropping out of a trial;

•occurrence of serious adverse events in clinical trials that are associated with the therapeutic candidates that are viewed to outweigh its potential benefits; or

•changes in regulatory requirements and guidance that require amending or submitting new clinical protocols.

Delays, including delays caused by the above factors, can be costly and could negatively affect our or Celgene's ability to complete a clinical trial. If we or Celgene are not able to successfully complete clinical trials, we will not be able to obtain regulatory approval and will not be able to commercialize our therapeutic candidates.

There is a high risk of clinical failure at any stage of clinical development, and we may never succeed in developing marketable products or generating product revenue.

Our encouraging preclinical and clinical results to date for sotatercept, luspatercept, dalantercept and ACE-083 are not necessarily predictive of the results of our ongoing or future clinical trials. Promising results in preclinical studies of a drug candidate may not be predictive of similar results in humans during clinical trials, and successful results from early clinical trials of a drug candidate may not be replicated in later and larger clinical trials or in clinical trials for different indications. If the results of our or our current or future partners' ongoing or future clinical trials are inconclusive with respect to the efficacy of our therapeutic candidates or if we or they do not meet the clinical endpoints with statistical significance or if there are safety concerns or adverse events associated with our therapeutic candidates, we or our partner may be prevented or delayed in obtaining marketing approval for our therapeutic candidates. In addition, data obtained from trials and studies are susceptible to varying interpretations, and regulators may not interpret our data as favorably as we do, which may delay or prevent regulatory approval. Alternatively, even if we or our partners obtain regulatory approval, that approval may be for indications or patient populations that are not as broad as intended or desired or may require labeling that includes significant use or distribution restrictions or safety warnings. We or our partners may also be required to perform additional or unanticipated clinical trials to obtain approval or be subject to additional post-marketing testing requirements to maintain regulatory approval. In addition, regulatory authorities may withdraw their approval of a product or impose restrictions on its distribution, such as in the form of a risk evaluation and mitigation strategy.

If we or our current or future partners fail to obtain regulatory approval in jurisdictions outside the United States, we and they will not be able to market our products in those jurisdictions.

We and our current or future partners intend to market our therapeutic candidates, if approved, in international markets. Such marketing will require separate regulatory approvals in each market and compliance with numerous and varying regulatory requirements. The approval procedures vary from country-to-country and may require additional testing. Moreover, the time required to obtain approval may differ from that required to obtain FDA approval. In addition, in many countries outside the United States, a therapeutic candidate must be approved for reimbursement before it can be approved for sale in that country. Approval by the FDA does not ensure approval by regulatory authorities in other countries or jurisdictions, and

Table of Contents

approval by one foreign regulatory authority does not ensure approval by regulatory authorities in other foreign countries or by the FDA. The foreign regulatory approval process may include all of the risks associated with obtaining FDA approval. We or our current or future partners may not obtain foreign regulatory approvals on a timely basis, if at all. We or our partners may not be able to file for regulatory approvals and may not receive necessary approvals to commercialize our products in any market.

We and Celgene regularly request and receive guidance from the FDA and foreign regulators regarding the design or conduct of clinical trials with our therapeutic candidates. This guidance is not binding on these agencies and could change substantially and unpredictably, potentially in a way that makes our clinical trials or our path to regulatory approval longer, more expensive or otherwise more difficult.

Any guidance that we or Celgene receive from the FDA or foreign regulators regarding the design or conduct of our clinical trials is not necessarily indicative of what these regulators will eventually require from us or Celgene to obtain regulatory approval of our therapeutic candidates. These regulators typically caution that any guidance received from them represents their then-current thinking, does not create or confer any rights to us or Celgene, and does not operate to bind the regulator. If later guidance that we or Celgene receive from the FDA or foreign regulators regarding our clinical trial design or conduct is materially different than the current guidance we have received from these regulators, we may need to change our clinical development plans and it may take longer, be more expensive or otherwise be more difficult to obtain FDA or foreign regulatory approval of our therapeutic candidates and our business may be materially harmed.

We undertake no obligation to disclose guidance that we or Celgene may receive from the FDA or foreign regulators. Any guidance from the FDA or foreign regulators that we may disclose publicly speaks only as of the date of such disclosure. We undertake no obligation to update any disclosure we make regarding regulator guidance to reflect additional regulatory guidance received after the date of such disclosure or to reflect the occurrence of unanticipated events that may affect the guidance.

Even if we or our current or future partners receive regulatory approval for our therapeutic candidates, such products will be subject to ongoing regulatory review, which may result in significant additional expense. Additionally, our therapeutic candidates, if approved, could be subject to labeling and other restrictions, and we or our current or future partners may be subject to penalties if we fail to comply with regulatory requirements or experience unanticipated problems with our products.

Any regulatory approvals that we or our current or future partners receive for our therapeutic candidates may also be subject to limitations on the approved indicated uses for which the product may be marketed or to conditions of approval, or contain requirements for potentially costly post-marketing testing, including Phase 4 clinical trials, and surveillance to monitor safety and efficacy. In addition, if the FDA approves any of our therapeutic candidates, the manufacturing processes, labeling, packaging, distribution, adverse event reporting, storage, advertising, promotion and recordkeeping for the product will be subject to extensive and ongoing regulatory requirements. These requirements include submissions of safety and other post-marketing information and reports, registration, as well as continued compliance with current good manufacturing practice, or cGMP, and GCP, for any clinical trials that we or our partners conduct post-approval.

Later discovery of previously unknown problems with an approved therapeutic candidate, including adverse events of unanticipated severity or frequency, or with manufacturing operations or processes, or failure to comply with regulatory requirements, may result in, among other things:

- restrictions on the marketing or manufacturing of the product, withdrawal of the product from the market, or voluntary or mandatory product recalls;

- fines, warning letters, or holds on clinical trials;

- refusal by the FDA to approve pending applications or supplements to approved applications filed by us or our partners, or suspension or revocation of product license approvals;

-

product seizure or detention, or refusal to permit the import or export of products;  
and

injunctions or the imposition of civil or criminal penalties.

The FDA's policies may change and additional government regulations may be enacted that could prevent, limit or delay regulatory approval of our therapeutic candidates. We cannot predict the likelihood, nature or extent of government regulation that may arise from future legislation or administrative action, either in the United States or abroad. If we or our partners are slow or unable to adapt to changes in existing requirements or the adoption of new requirements or policies, or not able to

## Table of Contents

maintain regulatory compliance, we or our partners may lose any marketing approval that may have been obtained and we may not achieve or sustain profitability, which would adversely affect our business.

A Fast Track designation by the FDA may not actually lead to a faster development or regulatory review or approval process.

In the United States, luspatercept received Fast Track designation for the treatment of anemia in patients with lower-risk myelodysplastic syndromes, or MDS, for the treatment of patients with transfusion-dependent beta-thalassemia, and for the treatment of patients with non-transfusion-dependent beta-thalassemia. The FDA grants Fast Track designation to therapies that are considered capable of addressing unmet medical needs and possess the potential to treat serious or life-threatening disease conditions in order to facilitate its development and expedite the review procedure. The FDA has broad discretion in granting Fast Track designation, so even if we believe that a particular product candidate is eligible for such designation, the FDA could decide not to grant it. Even though luspatercept has received Fast Track designation for multiple indications, we may not experience a faster development process, review or approval compared to conventional FDA procedures. The FDA may also withdraw Fast Track designation if it believes that the designation is no longer supported by data from our clinical development program. The Phase 3 MEDALIST and BELIEVE clinical trials may be delayed, suspended or terminated, or may not lead to marketing approval.

In December 2015, Celgene initiated two Phase 3 clinical trials with luspatercept for the treatment of patients with lower risk MDS, the "MEDALIST" trial, or beta-thalassemia, the "BELIEVE" trial. These trials may not be successful and the delay or failure of either one of these clinical trials will materially harm our business. Celgene may experience delays in the conduct of these clinical trials, including delays related to clinical trial site initiation, patient enrollment, patients withdrawing from the trial, or drug supply. If patients experience adverse events while in these or other clinical trials with luspatercept, then one or both of the MEDALIST or BELIEVE trials may be delayed, suspended or terminated. Celgene may not achieve the primary endpoint for one or both trials, or may not achieve one or more secondary endpoints. Data from our luspatercept Phase 2 trials may not be predictive of results obtained in the MEDALIST or BELIEVE trials. Even if the primary endpoint is achieved, one or more health authorities may not approve luspatercept for the desired indication. The MEDALIST and BELIEVE trials were designed with input from health authorities in many different countries, but this guidance is not binding on these regulators, and it may be necessary to conduct one or more additional clinical trials in order to achieve marketing authorization in one or more regulatory jurisdictions. Guidance that we or Celgene receive from the FDA or foreign regulators regarding the design or conduct of the MEDALIST or BELIEVE clinical trials is not necessarily indicative of what these regulators will eventually require from us or Celgene to obtain regulatory approval of luspatercept in these indications. Any regulatory approvals that we or Celgene receive for luspatercept may also be subject to limitations on the approved indicated uses for which the product may be marketed or to conditions of approval, or contain requirements for potentially costly post-marketing testing, including Phase 4 clinical trials, and surveillance to monitor safety and efficacy.

If we or any of our current or future partners violate the guidelines pertaining to promotion and advertising of any of our therapeutic candidates, if approved, we or they may be subject to disciplinary action by the FDA's Office of Prescription Drug Promotion (OPDP) or other regulatory authorities.

The FDA's Office of Prescription Drug Promotion, or OPDP, is responsible for reviewing prescription drug advertising and promotional labeling to ensure that the information contained in these materials is not false or misleading. There are specific disclosure requirements, and the applicable regulations mandate that advertisements cannot be false or misleading or omit material facts about the product. Prescription drug promotional materials must present a fair balance between the drug's effectiveness and the risks associated with its use. Most warning letters from OPDP cite inadequate disclosure of risk information.

OPDP prioritizes its actions based on the degree of risk to the public health, and often focuses on newly introduced drugs and those associated with significant health risks. There are two types of letters that OPDP typically sends to companies that violate its drug advertising and promotional guidelines: notice of violation letters, or untitled letters, and warning letters. In the case of an untitled letter, OPDP typically alerts the drug company of the violation and issues a directive to refrain from future violations, but does not typically demand other corrective action. A warning

letter is typically issued in cases that are more serious or where the company is a repeat offender. Although we have not received any such letters from OPDP, we or any partner may inadvertently violate OPDP's guidelines in the future and be subject to a OPDP untitled letter or warning letter, which may have a negative impact on our business.

## Table of Contents

### Risks Related to Our Reliance on Third Parties

We are dependent on Celgene for the successful development and commercialization of sotatercept and our most advanced therapeutic candidate, luspatercept. If Celgene does not devote sufficient resources to the development of these candidates, discontinues development of these candidates, is unsuccessful in its efforts, or chooses to terminate its agreements with us, our business will be materially harmed.

We have entered into collaboration agreements with Celgene to develop and commercialize sotatercept and luspatercept. Pursuant to the sotatercept agreement, responsibility for all clinical and other product development activities and for manufacturing sotatercept has been transferred to Celgene. For luspatercept, we are responsible for conducting ongoing Phase 2 clinical trials in MDS, and we are also responsible for manufacturing supplies for Phase 1 and Phase 2 studies. Celgene will be responsible for all clinical development and manufacturing activities after such studies are completed. As of January 1, 2013, Celgene became responsible for paying 100% of worldwide development costs for sotatercept and luspatercept. We will co-promote sotatercept and luspatercept, if approved by the FDA and its counterparties, in North America. Celgene will be responsible for all commercialization costs, including the cost of our promotion activities.

Celgene is obligated to use commercially reasonable efforts to develop and commercialize sotatercept and luspatercept. Celgene may determine that it is commercially reasonable to develop and commercialize only luspatercept or sotatercept and discontinue the development or commercialization of the other therapeutic candidate, or Celgene may determine that it is not commercially reasonable to continue development of one or both of sotatercept and luspatercept. For example, Celgene may elect not to undertake the development of sotatercept for the treatment of pre-dialysis patients. This may occur for many reasons, including internal business reasons or because of unfavorable regulatory feedback. Further, on review of the safety and efficacy data available to date, the FDA may impose requirements on the clinical trial program that render such a program commercially nonviable. In the event of any such decision, we would be unable to progress sotatercept for this or other indications ourselves. In addition, under our collaboration agreements, once Celgene takes over development activities of a therapeutic candidate, it may determine the development plan and activities for that therapeutic candidate. We may disagree with Celgene about the development strategy it employs, but we will have no rights to impose our development strategy on Celgene.

Similarly, Celgene may decide to seek regulatory approval for, and limit commercialization of, either or both of sotatercept and luspatercept to narrower indications than we would pursue. We would be prevented from developing or commercializing a candidate in an indication that Celgene has chosen not to pursue. More broadly, if Celgene elects to discontinue the development of both sotatercept and luspatercept, we may be unable to advance the products ourselves.

This partnership may not be scientifically or commercially successful due to a number of important factors, including the following:

Celgene has wide discretion in determining the efforts and resources that it will apply to its partnership with us. The timing and amount of any development milestones, and downstream commercial milestones and royalties that we may receive under such partnership will depend on, among other things, the efforts, allocation of resources and successful development and commercialization of these therapeutic candidates by Celgene.

Celgene may develop and commercialize, either alone or with others, products that are similar to or competitive with the therapeutic candidates that are the subject of its partnerships with us. For example, Celgene is currently commercializing and/or developing certain of its existing products, lenalidomide and azacitidine, for certain MDS patients for which luspatercept is also being developed.

Celgene may terminate its partnership with us without cause and for circumstances outside of our control, which could make it difficult for us to attract new strategic partners or adversely affect how we are perceived in scientific and financial communities.

Celgene may develop or commercialize our therapeutic candidates in such a way as to elicit litigation that could jeopardize or invalidate our intellectual property rights or expose us to potential liability.

Celgene may not comply with all applicable regulatory requirements, or may fail to report safety data in accordance with all applicable regulatory requirements.

If Celgene were to breach its arrangements with us, we may need to enforce our right to terminate the agreement in legal proceedings, which could be costly and cause delay in our ability to receive rights back to the relevant therapeutic candidates. If we were to terminate an agreement with Celgene due to Celgene's breach or Celgene terminated the agreement without cause, the development and commercialization of sotatercept and luspatercept could be delayed, curtailed or terminated because we may not have sufficient financial resources or capabilities to continue



Table of Contents

development and commercialization of these candidates on our own if we choose not to, or are unable to, enter into a new collaboration for these candidates.

Celgene may enter into one or more transactions with third parties, including a merger, consolidation, reorganization, sale of substantial assets, sale of substantial stock or other change in control, which could divert the attention of its management and adversely affect Celgene's ability to retain and motivate key personnel who are important to the continued development of the programs under the strategic partnership with us. In addition, the third-party to any such transaction could determine to reprioritize Celgene's development programs such that Celgene ceases to diligently pursue the development of our programs and/or cause the respective partnership with us to terminate.

We currently have limited marketing, sales and distribution experience and capabilities and will be dependent upon Celgene to commercialize luspatercept and sotatercept outside the United States.

We and Celgene share the obligations to commercialize luspatercept and sotatercept in the United States and we are solely dependent on Celgene to commercialize luspatercept and sotatercept outside of the United States. As a company without any commercial products, we have very limited marketing, sales and distribution experience and capabilities in the United States. To successfully commercialize luspatercept and sotatercept in the United States, we will need to establish adequate marketing, sales and distribution capabilities. Failure to establish these capabilities, whether due to insufficient resources or some other cause, will limit or potentially halt our ability to successfully commercialize any therapeutic candidates, and will adversely affect our financial results. Even if we do develop such capabilities, we will compete with other companies that have more experienced and well-funded marketing, sales and distribution operations.

We and Celgene rely on third parties to conduct preclinical studies and clinical trials for our therapeutic candidates, and if they do not properly and successfully perform their obligations to us, we may not be able to obtain regulatory approvals for our therapeutic candidates.

We design the clinical trials for dalantercept and ACE-083 and will do so for any future unpartnered therapeutic candidates, and we will continue to work with Celgene on trials for sotatercept and luspatercept. However, we and Celgene rely on CROs and other third parties to assist in managing, monitoring and otherwise carrying out many of these trials. We and Celgene compete with many other companies for the resources of these third parties. The third parties on whom we and Celgene rely generally may terminate their engagements at any time, and having to enter into alternative arrangements would delay development and commercialization of our therapeutic candidates.

The FDA and foreign regulatory authorities require compliance with regulations and standards, including GCP, for designing, conducting, monitoring, recording, analyzing, and reporting the results of clinical trials to assure that the data and results are credible and accurate and that the rights, integrity and confidentiality of trial participants are protected. Although we and Celgene rely on third parties to conduct many of our and their clinical trials, we and Celgene are responsible for ensuring that each of these clinical trials is conducted in accordance with its general investigational plan, protocol and other requirements.

If these third parties do not successfully carry out their duties under their agreements, if the quality or accuracy of the data they obtain is compromised due to their failure to adhere to clinical trial protocols or to regulatory requirements, or if they otherwise fail to comply with clinical trial protocols or meet expected deadlines, the clinical trials of our therapeutic candidates may not meet regulatory requirements or may be delayed. If clinical trials do not meet regulatory requirements or if these third parties need to be replaced, preclinical development activities or clinical trials may be extended, delayed, suspended or terminated. If any of these events occur, we or Celgene may not be able to obtain regulatory approval of our therapeutic candidates on a timely basis or at all.

We intend to rely on third-party manufacturers to make our therapeutic candidates, and any failure by a third-party manufacturer may delay or impair our ability to complete clinical trials or commercialize our therapeutic candidates. Manufacturing biologic drugs is complicated and is tightly regulated by the FDA, the European Medicines Agency, or EMA, and comparable regulatory authorities around the world. We currently manufacture drug substance for our preclinical studies, Phase 1 clinical trials and Phase 2 clinical trials of luspatercept, dalantercept, ACE-083 and ACE-2494. For Phase 3 and commercial supply of our products that we have not partnered, we expect to use contract manufacturing organizations. Successfully transferring complicated manufacturing techniques to contract

manufacturing organizations and scaling up these techniques for commercial quantities will be time consuming and we may not be able to achieve such transfer. Moreover, the market for contract manufacturing services for therapeutic candidates is highly cyclical, with periods of relatively abundant capacity alternating with periods in which there is little available capacity. If any need we have for contract manufacturing services increases during a period of industry-wide tight capacity, we may not be able to access the required capacity on a timely basis or on commercially viable terms.

## Table of Contents

In addition, we contract with fill & finishing providers with the appropriate expertise, facilities and scale to meet our needs. Failure to maintain cGMP can result in a contractor receiving FDA sanctions, which can impact our contractors' ability to operate or lead to delays in our clinical development programs. We believe that our current fill & finish contractors are operating in accordance with cGMP, but we can give no assurance that FDA or other regulatory agencies will not conclude that a lack of compliance exists. In addition, any delay in contracting for fill & finish services, or failure of the contract manufacturer to perform the services as needed, may delay clinical trials, registration and launches. Any such issues may have a substantial negative effect on our business.

For sotatercept and our most advanced therapeutic candidate, luspatercept, we rely on our collaboration partner Celgene to produce, or contract for the production of, bulk drug substance and finished drug product for late stage clinical trials and for commercial supplies of any approved candidates. Any failure by Celgene or by third-parties with which Celgene contracts may delay or impair the ability to complete late stage clinical trials or commercialize either or both of sotatercept and luspatercept, if approved.

Celgene is now responsible for manufacturing sotatercept and luspatercept for future late-stage clinical trials. Celgene generally does not perform the manufacture of the drug substance or drug product for either sotatercept or luspatercept itself. Celgene has used and may continue to use contract manufacturers for the manufacture of drug substance and drug product for sotatercept and we have no expectation that Celgene plans to perform the manufacture of bulk drug substance or drug product for either sotatercept or luspatercept in the future. However, Celgene would have the right to manufacture sotatercept or luspatercept, itself or through the use of contract manufacturers. We understand that they have entered into manufacturing arrangements for clinical and commercial supplies of sotatercept and luspatercept bulk drug substance with contract manufacturers with considerable biotherapeutics manufacturing experience, including manufacturing monoclonal antibodies through processes similar to those used for sotatercept. If any of these manufacturers is unwilling or unable to manufacture sufficient quantities of sotatercept and/or luspatercept to meet clinical or commercial demand, either for technical or business reasons, the development and commercialization of sotatercept and/or luspatercept may be delayed.

We may not be successful in establishing and maintaining additional strategic partnerships, which could adversely affect our ability to develop and commercialize products, negatively impacting our operating results.

In addition to our current collaborations with Celgene, part of our strategy is to evaluate and enter into additional partnerships in the future for our other product candidates when strategically attractive, including potentially with major biotechnology or pharmaceutical companies. We face significant competition in seeking appropriate partners for our therapeutic candidates, and the negotiation process is time-consuming and complex. In order for us to successfully partner our therapeutic candidates, potential partners must view these therapeutic candidates as economically valuable in markets they determine to be attractive in light of the terms that we are seeking and other available products for licensing by other companies. Even if we are successful in our efforts to establish new strategic partnerships, the terms that we agree upon may not be favorable to us, and we may not be able to maintain such strategic partnerships if, for example, development or approval of a therapeutic candidate is delayed or sales of an approved product are disappointing. Any delay in entering into new strategic partnership agreements related to our other therapeutic candidates could delay the development and commercialization of these therapeutic candidates and reduce their competitiveness even if they reach the market.

If we fail to establish and maintain additional strategic partnerships related to dalantercept, ACE-083 or other therapeutic candidates, we will bear all of the risk and costs related to the development of any such therapeutic candidate, and we may need to seek additional financing, hire additional employees and otherwise develop expertise for which we have not budgeted. This could negatively affect the development of any unpartnered therapeutic candidate.

### Risks Related to Our Intellectual Property

If we are unable to obtain or protect intellectual property rights related to our therapeutic candidates, we may not be able to compete effectively.

We rely upon a combination of patents, trade secret protection and confidentiality agreements to protect the intellectual property related to our platform technology and therapeutic candidates. The patent position of

biotechnology companies is generally uncertain because it involves complex legal and factual considerations. The standards applied by the United States Patent and Trademark Office, or USPTO, and foreign patent offices in granting patents are not always applied uniformly or predictably. For example, there is no uniform worldwide policy regarding patentable subject matter or the scope of claims allowable in biotechnology patents. The patent applications that we own or in-license may fail to result in issued patents with claims that cover our therapeutic candidates in the United States or in other countries. There is no assurance that all potentially relevant prior art relating to our patents and patent applications has been found. We may be unaware of prior art that could be used to invalidate an issued patent or prevent our pending patent applications from issuing as patents. Even if patents do

Table of Contents

successfully issue and even if such patents cover our therapeutic candidates, third parties may challenge their validity, enforceability or scope, which may result in such patents being narrowed or invalidated. Furthermore, even if they are unchallenged, our patents and patent applications may not adequately protect our intellectual property, provide exclusivity for our therapeutic candidates or prevent others from designing around our claims. Any of these outcomes could impair our ability to prevent competition from third parties, which may have an adverse impact on our business. If patent applications we hold or have in-licensed with respect to our platform or therapeutic candidates fail to issue, if their breadth or strength of protection is threatened, or if they fail to provide meaningful exclusivity for our therapeutic candidates, it could dissuade companies from collaborating with us. Several patent applications covering our therapeutic candidates have been filed recently. We cannot offer any assurances about which, if any, patents will issue, the breadth of any such patents or whether any issued patents will be found invalid and unenforceable or will be threatened by third parties. Any successful challenge to these patents or any other patents owned by or licensed to us could deprive us of rights necessary for the successful commercialization of any therapeutic candidate that we or our current or future partners may develop. Since patent applications in the United States and most other countries are confidential for a period of time after filing, and some remain so until issued, we cannot be certain that we were the first to file any patent application related to a therapeutic candidate. Furthermore, if third parties have filed such patent applications, an interference proceeding in the United States can be initiated by the USPTO or a third party to determine who was the first to invent any of the subject matter covered by the patent claims of our applications. In addition, patents have a limited lifespan. In the United States, the natural expiration of a patent is generally 20 years after it is filed. Various extensions may be available; however, the life of a patent and the protection it affords is limited. If we encounter delays in obtaining regulatory approvals, the period of time during which we could market a therapeutic candidate under patent protection could be reduced. Even if patents covering our therapeutic candidates are obtained, once the patent life has expired for a product, we may be open to competition from biosimilar products. Any loss of patent protection could have a material adverse impact on our business. We and our current or future partners may be unable to prevent competitors from entering the market with a product that is similar to or the same as our therapeutic candidates. In addition, the royalty we would receive under our collaboration agreements with Celgene for sotatercept and luspatercept would be reduced by 50% if such product ceases to be covered by a valid claim of our patents even if no competitor with a similar product has entered the market.

Third-party claims of intellectual property infringement or misappropriation may prevent or delay our development and commercialization efforts.

Our commercial success depends in part on us and our current or future partners not infringing the patents and proprietary rights of third parties. There is a substantial amount of litigation, both within and outside the United States, involving patent and other intellectual property rights in the biotechnology and pharmaceutical industries, including patent infringement lawsuits, interferences, oppositions and inter partes reexamination proceedings before the USPTO and corresponding foreign patent offices. Numerous U.S. and foreign issued patents and pending patent applications owned by third parties exist in the fields in which we and our current or future partners are developing and may develop our therapeutic candidates. As the biotechnology and pharmaceutical industries expand and more patents are issued, the risk increases that our therapeutic candidates may be subject to claims of infringement of the patent rights of third parties.

Third parties may assert that we are employing their proprietary technology without authorization. There may be third-party patents or patent applications with claims to materials, formulations, methods of manufacture or methods for treatment related to the use or manufacture of our therapeutic candidates, that we failed to identify. For example, applications filed before November 29, 2000 and certain applications filed after that date that will not be filed outside the United States remain confidential until issued as patents. Except for the preceding exceptions, patent applications in the United States and elsewhere are generally published only after a waiting period of approximately 18 months after the earliest filing. Therefore, patent applications covering our platform technology or our therapeutic candidates could have been filed by others without our knowledge. Additionally, pending patent applications which have been published can, subject to certain limitations, be later amended in a manner that could cover our platform technologies, our therapeutic candidates or the use or manufacture of our therapeutic candidates.

If any third-party patents were held by a court of competent jurisdiction to cover aspects of our materials, formulations, methods of manufacture or methods for treatment, the holders of any such patents would be able to block our ability to develop and commercialize the applicable therapeutic candidate until such patent expired or unless we or our partners obtain a license. These licenses may not be available on acceptable terms, if at all. Even if we or our partners were able to obtain a license, the rights may be nonexclusive, which could result in our competitors gaining access to the same intellectual property. Ultimately, we or our partners could be prevented from commercializing a product, or be forced to cease some aspect of our business operations, if, as a result of actual or threatened patent infringement claims, we or our partners are unable to enter into licenses on acceptable terms. If Celgene is required to enter a license agreement with a third party in order to import, develop,

## Table of Contents

manufacture or commercialize sotatercept or luspatercept, the royalty rate and sales milestone payments that we could receive may be reduced by up to 50%. This could harm our business significantly.

Parties making claims against us or our partners may obtain injunctive or other equitable relief, which could effectively block our or our partners' ability to further develop and commercialize one or more of our therapeutic candidates. Defending against claims of patent infringement or misappropriation of trade secrets could be costly and time consuming, regardless of the outcome. Thus, even if we were to ultimately prevail, or to settle at an early stage, such litigation could burden us with substantial unanticipated costs. In addition, litigation or threatened litigation could result in significant demands on the time and attention of our management team, distracting them from the pursuit of other company business. In the event of a successful claim of infringement against us or our partners, we may have to pay substantial damages, including treble damages and attorneys' fees for willful infringement, pay royalties, redesign our infringing products or obtain one or more licenses from third parties, which may be impossible or require substantial time and monetary expenditure.

We may face a claim of misappropriation if a third party believes that we inappropriately obtained and used trade secrets of such third party. If we are found to have misappropriated a third party's trade secrets, we may be prevented from further using such trade secrets, limiting our ability to develop our therapeutic candidates, and we may be required to pay damages.

During the course of any patent or other intellectual property litigation, there could be public announcements of the results of hearings, rulings on motions, and other interim proceedings in the litigation. If securities analysts or investors regard these announcements as negative, the perceived value of our therapeutic candidates, programs, or intellectual property could be diminished. Accordingly, the market price of our common stock could decline.

We have in-licensed a portion of our intellectual property, and, if we fail to comply with our obligations under these arrangements, we could lose such intellectual property rights or owe damages to the licensor of such intellectual property.

We are a party to a number of license agreements that are important to our business, and we may enter into additional license agreements in the future. Our discovery and development platform is built, in part, around patents exclusively in-licensed from academic or research institutions. Certain of our in-licensed intellectual property also covers sotatercept and dalantercept. See "Business—Intellectual Property—In-Licenses" for a description of our license agreements with the Beth Israel Deaconess Medical Center, the Ludwig Institute for Cancer Research and the Salk Institute for Biological Studies.

Our existing license agreements impose, and we expect that future license agreements will impose, various diligence, milestone payment, royalty and other obligations on us. If there is any conflict, dispute, disagreement or issue of non-performance between us and our licensing partners regarding our rights or obligations under the license agreements, including any such conflict, dispute or disagreement arising from our failure to satisfy payment obligations under any such agreement, we may owe damages, our licensor may have a right to terminate the affected license, and our and our partners' ability to utilize the affected intellectual property in our drug discovery and development efforts, and our ability to enter into collaboration or marketing agreements for an affected therapeutic candidate, may be adversely affected.

Confidentiality agreements with employees and third parties may not prevent unauthorized disclosure of trade secrets and other proprietary information.

In addition to the protection afforded by patents, we rely on trade secret protection and confidentiality agreements to protect proprietary know-how that is not patentable or that we elect not to patent, processes for which patents are difficult to enforce and any other elements of our platform technology and discovery and development processes that involve proprietary know-how, information or technology that is not covered by patents. However, trade secrets can be difficult to protect. We seek to protect our proprietary technology and processes, in part, by entering into confidentiality agreements with our employees, consultants, and outside scientific advisors, contractors and collaborators. Although we use reasonable efforts to protect our trade secrets, our employees, consultants, contractors, or outside scientific advisors might intentionally or inadvertently disclose our trade secret information to competitors. In addition, competitors may otherwise gain access to our trade secrets or independently develop substantially equivalent information and techniques.

Enforcing a claim that a third party illegally obtained and is using any of our trade secrets is expensive and time consuming, and the outcome is unpredictable. In addition, courts outside the United States sometimes are less willing than U.S. courts to protect trade secrets. Misappropriation or unauthorized disclosure of our trade secrets could impair our competitive position and may have a material adverse effect on our business.

**Risks Related to Development and Commercialization of Our Therapeutic Candidates**

Our future commercial success depends upon attaining significant market acceptance of our therapeutic candidates, if approved, among physicians, patients, healthcare payers and acceptance by the operators of major medical providers.



## Table of Contents

Even if we or our current or future partners obtain regulatory approval for sotatercept, luspatercept, dalantercept, ACE-083 or any other therapeutic candidates that we may develop or acquire in the future, the product may not gain market acceptance among physicians, healthcare payers, patients and the medical community. Market acceptance of any approved products depends on a number of factors, including:

- the efficacy and safety of the product, as demonstrated in clinical trials;
- the clinical indications for which the product is approved and the label approved by regulatory authorities for use with the product, including any warnings that may be required on the label;
- acceptance by physicians and patients of the product as a safe and effective treatment;
- decisions by healthcare organizations to utilize the product;
- the cost, safety and efficacy of treatment in relation to alternative treatments;
- the availability of adequate reimbursement and pricing by third party payers and government authorities;
- the continued projected growth of drug markets in our various indications;
- relative convenience and ease of administration;
- the prevalence and severity of adverse side effects; and
- the effectiveness of our and our current or future partners' sales and marketing efforts.

Market acceptance is critical to our ability to generate significant revenue. Any therapeutic candidate, if approved and commercialized, may be accepted in only limited capacities or not at all. If any approved products are not accepted by the market to the extent that we expect, we may not be able to generate significant revenue and our business would suffer.

Reimbursement may be limited or unavailable in certain market segments for our therapeutic candidates, which could make it difficult for us to sell our products profitably.

Market acceptance and sales of any approved therapeutic candidates will depend significantly on the availability of adequate coverage and reimbursement from third-party payers and may be affected by existing and future healthcare reform measures. Government authorities and third-party payers, such as private health insurers and health maintenance organizations, decide which drugs they will pay for and establish reimbursement levels. Reimbursement by a third-party payer may depend upon a number of factors, including the third-party payer's determination that use of a product is:

- covered benefit under its health plan;
- safe, effective and medically necessary;
- appropriate for the specific patient;
- cost-effective; and

• neither experimental nor investigational.

Obtaining coverage and reimbursement approval for a product from a government or other third party payer is a time consuming and costly process that could require us to provide supporting scientific, clinical and cost-effectiveness data for the use of our products to the payer. We or our current or future partners may not be able to provide data sufficient to gain acceptance with respect to coverage and reimbursement. We cannot be sure that coverage or

adequate reimbursement will be available for any of our therapeutic candidates. Also, we cannot be sure that reimbursement amounts will not reduce the demand for, or the price of, our products. If reimbursement is not available or is available only to limited levels, we may not be able to commercialize certain of our products. In addition in the United States, third-party payers are increasingly attempting to contain healthcare costs by limiting both coverage and the level of reimbursement of new drugs. As a result, significant uncertainty exists as to whether and how much third-party payers will reimburse patients for their use of newly approved drugs, which in turn will put pressure on the pricing of drugs.

Table of Contents

Price controls and price pressure may be imposed in foreign and U.S. markets, which may adversely affect our future profitability.

In some countries, particularly member states of the European Union, the pricing of prescription drugs is subject to governmental control. In these countries, pricing negotiations with governmental authorities can take considerable time after receipt of marketing approval for a product. In addition, there can be considerable pressure by governments and other stakeholders on prices and reimbursement levels, including as part of cost containment measures. Political, economic and regulatory developments may further complicate pricing negotiations, and pricing negotiations may continue after reimbursement has been obtained. Reference pricing used by various European Union member states and parallel distribution, or arbitrage between low-priced and high-priced member states, can further reduce prices. In some countries, we or our current or future partners may be required to conduct a clinical trial or other studies that compare the cost-effectiveness of our therapeutic candidates to other available therapies in order to obtain or maintain reimbursement or pricing approval. Publication of discounts by third-party payers or authorities may lead to further pressure on the prices or reimbursement levels within the country of publication and other countries. If reimbursement of our products is unavailable or limited in scope or amount, or if pricing is set at unsatisfactory levels, our business could be adversely affected.

Recent and future healthcare reform legislation and other changes in the healthcare industry and in healthcare spending may adversely affect our business model.

Our revenue prospects could be affected by changes in healthcare spending and policy in the United States and abroad. We operate in a highly regulated industry and new laws, regulations or judicial decisions, or new interpretations of existing laws, regulations or decisions, related to healthcare availability, the method of delivery or payment for healthcare products and services could negatively impact our business, operations and financial condition. There is significant interest in promoting healthcare reform, as evidenced by the enactment in the United States of the Patient Protection and Affordable Care Act and the Health Care and Education Reconciliation Act in 2010. It is likely that federal and state legislatures within the United States and foreign governments will continue to consider changes to existing healthcare legislation. We cannot predict the reform initiatives that may be adopted in the future or whether initiatives that have been adopted will be repealed or modified. The continuing efforts of the government, insurance companies, managed care organizations and other payers of healthcare services to contain or reduce costs of healthcare may adversely affect:

• the demand for any drug products for which we may obtain regulatory approval;

• our ability to set a price that we believe is fair for our products;

• our ability to obtain coverage and reimbursement approval for a product;

• our ability to generate revenues and achieve or maintain profitability; and

• the level of taxes that we are required to pay.

We face substantial competition, which may result in others discovering, developing or commercializing products before, or more successfully, than we do.

Our future success depends on our or our partners' ability to demonstrate and maintain a competitive advantage with respect to the design, development and commercialization of our therapeutic candidates. Our objective is to design, develop and commercialize new products with superior efficacy, convenience, tolerability and safety. In many cases, the therapeutic candidates that we commercialize with our strategic partners or on our own will compete with existing, market-leading products.

There are products currently approved to treat patients with MDS, including iron chelation therapy, immunomodulators and various chemotherapeutic agents. In addition, erythropoiesis stimulating agents and red blood cell transfusions are extensively used to treat anemia in MDS. Luspatercept or sotatercept, if approved, will compete with these therapies. In addition, one or more products not currently approved for the treatment of anemia in MDS may in the future be granted marketing approval for the treatment of anemia in MDS or other conditions for which

luspatercept or sotatercept might be approved, including Aranesp®, being developed by Amgen, which is in Phase 3 trials. While there are currently no drug products approved for the treatment of anemia in beta-thalassemia, red blood cell transfusions are extensively used and luspatercept, if approved, would compete with this therapy. Further, the future approval, in one or more regions, of a biosimilar product to one of our products could create substantial competition and have a material impact on our business. In addition, the success of gene and/or cell therapy in beta-thalassemia patients could materially reduce the potential patient population for luspatercept, especially in transfusion dependent patients.

## Table of Contents

Sotatercept or luspatercept, if approved for the treatment of chemotherapy-induced anemia or anemia of chronic kidney disease, would compete with erythropoiesis-stimulating agents, such as Epogen® and Aranesp®, marketed by Amgen, and Procrit®, marketed by Johnson & Johnson, that are currently approved for the treatment of chemotherapy-induced anemia or anemia of chronic kidney disease and other therapies in development including oral, small molecule treatments being developed by Astellas Pharma and Fibrogen designed to increase the body's production of erythropoietin.

While we anticipate that dalantercept, if approved for the treatment of cancer, would likely be approved in combination with certain VEGF pathway inhibitors that are currently approved for the treatment of various cancer types, dalantercept would compete with other products, including other angiogenesis inhibitors as well as immuno-oncology agents, approved for the treatment of these cancers.

If ACE-083 is approved for the treatment of neuromuscular disorders or other diseases characterized by a loss of muscle function, it could compete with a variety of other approaches to treating neuromuscular disorders or muscle loss that are currently in clinical trials, including, among others, a monoclonal antibody targeting the activin receptor type IIB, bimagrumab, being studied by Novartis to treat pathological muscle loss and weakness, and various myostatin monoclonal antibodies being studied to treat disuse muscle atrophy, cancer-related cachexia, and sarcopenia. We intend to conduct our first phase 2 trial of ACE-083 in patients with facioscapulohumeral muscular dystrophy, or FSHD. We are aware of competitors also developing products to treat this disease, including aTyr Pharma. If competitive products prove to be superior to ACE-083, our business may be harmed. (See "Competition"). Many of our potential competitors have significantly greater financial, manufacturing, marketing, drug development, technical and human resources than we do. Large pharmaceutical companies, in particular, have extensive experience in clinical testing, obtaining regulatory approvals, recruiting patients and in manufacturing pharmaceutical products. These companies also have significantly greater research and marketing capabilities than we do and may also have products that have been approved or are in late stages of development, and have collaborative arrangements in our target markets with leading companies and research institutions. Established pharmaceutical companies may also invest heavily to accelerate discovery and development of novel compounds or to in-license novel compounds that could make the therapeutic candidates that we develop obsolete. As a result of all of these factors, our competitors may succeed in obtaining patent protection and/or FDA approval or discovering, developing and commercializing therapeutic candidates before we do. In addition, any new product that competes with an approved product must demonstrate compelling advantages in efficacy, convenience, tolerability and safety in order to overcome price competition and to be commercially successful. If we are not able to compete effectively against potential competitors, our business will not grow and our financial condition and operations will suffer.

If our clinical trials fail to demonstrate the safety and efficacy of our therapeutic candidates to the satisfaction of regulatory authorities or do not otherwise produce positive results, we may incur additional costs or experience delays in completing, or ultimately be unable to complete, the development and commercialization of our therapeutic candidates.

Undesirable side effects caused by our therapeutic candidates could cause us, Celgene or regulatory authorities to interrupt, delay or halt clinical trials and could result in the denial of regulatory approval by the FDA or other regulatory authorities and potential products liability claims. We and Celgene are currently conducting a number of clinical trials for our clinical stage therapeutic candidates. Serious adverse events deemed to be caused by our therapeutic candidates could have a material adverse effect on the development of our therapeutic candidates and our business as a whole. For a more complete description of the safety profile for our therapeutic candidates, see the description of each of our therapeutic candidates in the "Business" section of this Annual Report on Form 10-K. Our understanding of the relationship between our therapeutic candidates and these events may change as we gather more information, and additional unexpected adverse events may occur. There can be no assurance that additional adverse events associated with our therapeutic candidates will not be observed. As is typical in drug development, we have a program of ongoing toxicology studies in animals for our clinical stage therapeutic candidates and cannot provide assurance that the findings from such studies or any ongoing or future clinical trials will not adversely affect our clinical development activities.

Before obtaining marketing approval from regulatory authorities for the sale of our therapeutic candidates, we must complete preclinical development and then conduct extensive clinical trials to demonstrate the safety and efficacy of our therapeutic candidates in humans. Clinical testing is expensive, difficult to design and implement, can take many years to complete and is uncertain as to outcome. A failure of one or more clinical trials can occur at any stage of testing. The outcome of preclinical testing and early clinical trials may not be predictive of the success of later clinical trials, and interim results of a clinical trial do not necessarily predict final results. In addition, preclinical and clinical data are often susceptible to varying interpretations and analyses. Many companies that have believed their therapeutic candidates performed satisfactorily in preclinical studies and clinical trials have nonetheless failed to obtain marketing approval of their products.

## Table of Contents

We or our current or future partners may experience numerous unforeseen events during, or as a result of, clinical trials that could delay or prevent our ability to receive marketing approval or commercialize our therapeutic candidates, including:

- regulators or institutional review boards may not authorize us or our investigators to commence a clinical trial or conduct a clinical trial at a prospective trial site;

- we may have delays in reaching or fail to reach agreement on acceptable clinical trial contracts or clinical trial protocols with prospective trial sites;

- clinical trials of our therapeutic candidates may produce negative or inconclusive results, and we may decide, or regulators may require us, to conduct additional clinical trials or abandon product development programs;

- the number of patients required for clinical trials of our therapeutic candidates may be larger than we anticipate; enrollment in these clinical trials may be slower than we anticipate; or participants may drop out of these clinical trials at a higher rate than we anticipate;

- third-party contractors may fail to comply with regulatory requirements or meet their contractual obligations to us in a timely manner, or at all;

- we might have to suspend or terminate clinical trials of our therapeutic candidates for various reasons, including a finding that the participants are being exposed to unacceptable health risks;

- regulators, institutional review boards, or the data safety monitoring board for such trials may require that we or our investigators suspend or terminate clinical research for various reasons, including noncompliance with regulatory requirements or a finding that the participants are being exposed to unacceptable health risks;

- the cost of clinical trials of our therapeutic candidates may be greater than we anticipate;

- the supply or quality of our therapeutic candidates or other materials necessary to conduct clinical trials of our therapeutic candidates may be insufficient or inadequate; and

- our therapeutic candidates may have undesirable side effects or other unexpected characteristics, causing us or our investigators, regulators or institutional review boards to suspend or terminate the trials.

If we or our current or future partners are required to conduct additional clinical trials or other testing of our therapeutic candidates beyond those that we currently contemplate, if we or our current or future partners are unable to successfully complete clinical trials of our therapeutic candidates or other testing, if the results of these trials or tests are not positive or are only modestly positive or if we or others identify undesirable side effects caused by our therapeutic candidates either before or after receipt of marketing approval, then a number of potentially significant negative consequences could result, including that we or our current or future partners may:

- be delayed in obtaining or be unable to obtain marketing approval for our therapeutic candidates;

- obtain approval for indications or patient populations that are not as broad as intended or desired;

- be required to provide a medication guide outlining the risks of such side effects for distribution to patients;

- .

obtain approval with labeling that includes significant use or distribution restrictions or safety warnings, including boxed warnings;

suffer reputational harm;

be sued and held liable for harm caused to patients;

be subject to additional post-marketing testing requirements; or

have the product removed from the market after obtaining marketing approval.

36

---



Table of Contents

Product development costs will also increase if we or our current or future partners experience delays in testing or marketing approvals. We do not know whether any clinical trials will begin as planned, will need to be restructured or will be completed on schedule, or at all. Significant clinical trial delays also could shorten any periods during which we may have the exclusive right to commercialize our therapeutic candidates, could allow our competitors to bring products to market before we do, and could impair our ability to successfully commercialize our therapeutic candidates, any of which may harm our business and results of operations.

Our results to date do not guarantee that any of our therapeutic candidates will be safe or effective, or receive regulatory approval.

The risk of failure of our current therapeutic candidates is high. To date, the data supporting our clinical development strategy for our therapeutic candidates are derived solely from laboratory and preclinical studies and limited early-to-mid-stage clinical trials. Later clinical trials may not yield data consistent with earlier clinical trials. Similarly, clinical responses seen in patients enrolled at early stages of a clinical trial may not be replicated in patients enrolled in that trial at a later time. In addition, adverse events not observed in early clinical trials may be seen for the first time in later studies, or adverse events observed in a small number of patients in early trials may be seen in a greater number of patients in later studies and have greater statistical significance than previously anticipated. In the event that our clinical trials do not yield data consistent with earlier experience, it may be necessary for us to change our development strategy or abandon development of that therapeutic candidate, either of which could result in delays, additional costs and a decrease in our stock price.

Our Phase 2 clinical trial results for luspatercept are not necessarily indicative or predictive of the results of Celgene's Phase 3 clinical trials. It is impossible to predict when or if any of our therapeutic candidates will prove safe or effective in humans or receive regulatory approval. These therapeutic candidates may not demonstrate in patients the chemical and pharmacological properties ascribed to them in laboratory studies or early-to-mid-stage clinical trials, and they may interact with human biological systems or other drugs in unforeseen, ineffective or harmful ways. If we are unable to discover or successfully develop drugs that are safe and effective in humans, we will not have a viable business.

We manufacture ACE-083, ACE-2494 and earlier stage luspatercept at our manufacturing facility. If our manufacturing facility is damaged or destroyed or production at this facility is otherwise interrupted, our business and prospects would be negatively affected.

If the manufacturing facility at our corporate headquarters or the equipment in it is damaged or destroyed, we may not be able to quickly or economically replace our manufacturing capacity or replace it at all. In the event of a temporary or protracted loss of this facility or equipment, we might not be able to transfer manufacturing to a third party. Even if we could transfer manufacturing to a third party, the shift would likely be expensive and time-consuming, particularly since the new facility would need to comply with the necessary regulatory requirements and we would need approval from the FDA and foreign regulators before administering any products manufactured at that facility to patients. Such an event could delay our clinical trials or, if our therapeutic candidates are approved by the FDA or foreign regulators, reduce our product sales.

Our expanded research activities may not identify new therapeutic candidates, and we may not be successful in developing any new therapeutic candidates that are identified.

Discovery and development of new therapeutic candidates is an unpredictable activity. We may not succeed in identifying new therapeutic candidates, and if we are unable to do so, our pipeline of clinical stage therapeutic candidates will be reduced in size, potentially harming our business. Our discovery efforts are primarily focused on IntelliTrap<sup>™</sup> therapeutic candidates and antibodies. We have not previously manufactured or developed antibodies or IntelliTrap<sup>™</sup> proteins, and we may not be successful at doing so. We may be unable to manufacture these candidate therapeutics, these candidate therapeutics may show unacceptable toxicity or pharmacokinetic properties, or these therapeutic candidates may not be safe or effective in clinical trials.

## Table of Contents

### Risks Related to Our Business and Industry

If we fail to attract and keep senior management and key personnel, we may be unable to successfully develop our therapeutic candidates, conduct our clinical trials and commercialize our therapeutic candidates.

We are highly dependent on members of our senior management, including John L. Knopf, Ph.D., our Chief Executive Officer and President and one of our founders. The loss of the services of any of these persons could impede the achievement of our research, development and commercialization objectives. We do not maintain "key person" insurance for any of our executives or other employees.

Recruiting and retaining qualified scientific, clinical, regulatory, manufacturing, sales and marketing personnel will also be critical to our success. We may not be able to attract and retain these personnel on acceptable terms given the competition among numerous pharmaceutical and biotechnology companies for similar personnel. We also experience competition for the hiring of scientific and clinical personnel from universities and research institutions. In addition, we rely on consultants and advisors, including scientific and clinical advisors, to assist us in formulating our research and development and commercialization strategy. Our consultants and advisors may be employed by employers other than us and may have commitments under consulting or advisory contracts with other entities that may limit their availability to us.

We may encounter difficulties in managing our organizational changes and successfully adjusting our operations. As we seek to advance our therapeutic candidates through clinical trials and commercialization, we will need to expand our development, regulatory, manufacturing, marketing and sales capabilities or contract with third parties to provide these capabilities for us. As our operations expand, we expect that we will need to manage additional relationships with various strategic partners, suppliers and other third parties. Future growth will impose significant added responsibilities on members of management. Our future financial performance and our ability to commercialize our therapeutic candidates and to compete effectively will depend, in part, on our ability to manage any future growth effectively. To that end, we must be able to manage our development efforts and clinical trials effectively and hire, train and integrate additional management, administrative and, if necessary, sales and marketing personnel. We may not be able to accomplish these tasks, and our failure to accomplish any of them could prevent us from successfully growing our company.

If product liability lawsuits are brought against us, we may incur substantial liabilities and may be required to limit commercialization of our therapeutic candidates.

We face an inherent risk of product liability as a result of the clinical testing of our therapeutic candidates and will face an even greater risk if we commercialize any products. For example, we may be sued if any product we develop allegedly causes injury or is found to be otherwise unsuitable during product testing, manufacturing, marketing or sale. Any such product liability claims may include allegations of defects in manufacturing, defects in design, a failure to warn of dangers inherent in the product, negligence, strict liability, and a breach of warranties. Claims could also be asserted under state consumer protection acts. If we cannot successfully defend ourselves against product liability claims, we may incur substantial liabilities or be required to limit commercialization of our therapeutic candidates. Even a successful defense would require significant financial and management resources. Regardless of the merits or eventual outcome, liability claims may result in:

• injury to our reputation;

• withdrawal of clinical trial participants;

• costs to defend the related litigations;

• diversion of management's time and our resources;

• substantial monetary awards to trial participants or patients;

• product recalls, withdrawals, or labeling, marketing or promotional restrictions;

loss of revenue;

the inability to commercialize our therapeutic candidates; and

a decline in our stock price.

Failure to obtain and retain sufficient product liability insurance at an acceptable cost to protect against potential product liability claims could prevent or inhibit the commercialization of products we develop. We currently carry product liability

38

---

## Table of Contents

insurance covering our clinical trials in the amount of \$10.0 million in the aggregate. Although we maintain such insurance, any claim that may be brought against us could result in a court judgment or settlement in an amount that is not covered, in whole or in part, by our insurance or that is in excess of the limits of our insurance coverage. Our insurance policies also have various exclusions, and we may be subject to a product liability claim for which we have no coverage. We will have to pay any amounts awarded by a court or negotiated in a settlement that exceed our coverage limitations or that are not covered by our insurance, and we may not have, or be able to obtain, sufficient capital to pay such amounts.

We could be subject to securities class action litigation.

In the past, securities class action litigation has often been brought against companies following a decline in the market price of their securities. This risk is especially relevant for us because biopharmaceutical companies have experienced significant stock price volatility in recent years. If we face such litigation, it could result in substantial costs and a diversion of management's attention and resources, which could harm our business.

We must comply with environmental laws and regulations, and failure to comply with these laws and regulations could expose us to significant liabilities.

We are subject to a variety of federal, state and local laws and regulations governing the use, generation, manufacture, distribution, storage, handling, treatment and disposal of materials that we use in our manufacturing process. Although we believe our safety procedures for handling and disposing of these materials and waste products comply with these laws and regulations, we cannot eliminate the risk of accidental injury or contamination from the use, manufacture, distribution, storage, handling, treatment or disposal of hazardous materials. In the event of contamination or injury, or failure to comply with environmental, occupational health and safety and export control laws and regulations, we could be held liable for any resulting damages and any such liability could exceed our assets and resources. We are uninsured for third-party contamination injury.

Unfavorable global economic conditions could adversely affect our business, financial condition or results of operations.

Our results of operations could be adversely affected by general conditions in the global economy and in the global financial markets. A severe or prolonged economic downturn could result in a variety of risks to our business, including, weakened demand for our therapeutic candidates and our ability to raise additional capital when needed on acceptable terms, if at all. Weak global economic conditions, especially in Europe, could decrease the number of clinical trial sites available to us and hinder our ability to conduct clinical trials, which would have a material adverse effect on our business and the development of our therapeutic candidates. A weak or declining economy could also strain our suppliers, possibly resulting in supply disruption, or cause our customers to delay making payments for our services. Any of the foregoing could harm our business and we cannot anticipate all of the ways in which the current economic climate and financial market conditions could adversely impact our business.

Our internal computer systems, or those of our partners, third-party CROs or other contractors or consultants, may fail or suffer security breaches, which could result in a material disruption of our therapeutic candidate development programs.

Despite the implementation of security measures, our internal computer systems and those of our current and any future CROs and other contractors, consultants and collaborators are vulnerable to damage from computer viruses, unauthorized access, natural disasters, terrorism, war and telecommunication and electrical failures. While we have not experienced any such material system failure, accident or security breach to date, if such an event were to occur and cause interruptions in our operations, it could result in a material disruption of our development programs and our business operations. For example, the loss of clinical trial data from completed or future clinical trials could result in delays in our or our partners' regulatory approval efforts and significantly increase our costs to recover or reproduce the data. Likewise, we rely on third parties to manufacture our therapeutic candidates and conduct clinical trials, and similar events relating to their computer systems could also have a material adverse effect on our business. To the extent that any disruption or security breach were to result in a loss of, or damage to, our or any of our partners' data or applications, or inappropriate disclosure of confidential or proprietary information, we could incur liability and the further development and commercialization of our therapeutic candidate could be delayed.



Table of Contents

Risks Related to Our Common Stock

The market price of our common stock may be highly volatile, and you may not be able to resell your shares at or above the price at which you purchased them.

Since our initial public offering in September 2013, the price of our common stock as reported on The NASDAQ Global Market has ranged from a low of \$16.78 on November 6 and 8, 2013 to a high of \$57.89 on January 22, 2014. The market price of shares of our common stock could be subject to wide fluctuations in response to many risk factors listed in this section, and others beyond our control, including:

• results of clinical trials of our therapeutic candidates, including sotatercept, luspatercept, dalantercept and ACE-083;

• the timing of the release of results of our clinical trials that are being conducted by Celgene;

• results of clinical trials of our competitors' products;

• regulatory actions with respect to our products or our competitors' products;

• actual or anticipated fluctuations in our financial condition and operating results;

• publication of research reports by securities analysts about us or our competitors or our industry;

• our failure or the failure of our competitors to meet analysts' projections or guidance that we or our competitors may give to the market;

• additions and departures of key personnel;

• strategic decisions by us or our competitors, such as acquisitions, divestitures, spin-offs, joint ventures, strategic investments or changes in business strategy;

• the passage of legislation or other regulatory developments affecting us or our industry;

• fluctuations in the valuation of companies perceived by investors to be comparable to us;

• sales of our common stock by us, our insiders or our other stockholders;

• speculation in the press or investment community;

• announcement or expectation of additional financing efforts;

• changes in accounting principles;

• terrorist acts, acts of war or periods of widespread civil unrest;

• natural disasters and other calamities;

• changes in market conditions for biopharmaceutical stocks; and

• changes in general market and economic conditions.

In addition, the stock market has recently experienced significant volatility, particularly with respect to pharmaceutical, biotechnology and other life sciences company stocks. The volatility of pharmaceutical, biotechnology and other life sciences company stocks often does not relate to the operating performance of the companies represented by the stock. As we operate in a single industry, we are especially vulnerable to these factors to the extent that they affect our industry or our products, or to a lesser extent our markets. In the past, securities class action litigation has often been initiated against companies following periods of volatility in their stock price. This type of litigation could result in substantial costs and divert our management's attention and resources, and could also require us to make substantial payments to satisfy judgments or to settle litigation.

## Table of Contents

We continue to incur significant costs as a result of operating as a public company and complying with the Sarbanes-Oxley Act, especially now that we are a large accelerated filer and are no longer an "emerging growth company," and our management continues to be required to devote substantial time to compliance initiatives. As a public company, we incur significant legal, accounting and other expenses that we did not incur as a private company. In addition, the Sarbanes-Oxley Act, and rules of the SEC and those of NASDAQ have imposed various requirements on public companies including requiring establishment and maintenance of effective disclosure and financial controls. Our management and other personnel devote a substantial amount of time to these compliance initiatives. Moreover, these rules and regulations have increased and will continue to increase our legal and financial compliance costs and will make some activities more time-consuming and costly.

The Sarbanes-Oxley Act requires, among other things, that we maintain effective internal control over financial reporting and disclosure controls and procedures. In particular, we must perform system and process evaluation and testing of our internal control over financial reporting to allow management to report on the effectiveness of our internal control over financial reporting, as required by Section 404 of the Sarbanes-Oxley Act. In addition, because we are no longer an emerging growth company under the JOBS Act, we are required to have our independent registered public accounting firm attest to the effectiveness of our internal control over financial reporting. Our compliance with Section 404 of the Sarbanes-Oxley Act requires that we incur substantial accounting expense and expend significant management efforts. We currently do not have an internal audit group, and we may need to hire additional accounting and financial staff with appropriate public company experience and technical accounting knowledge. If we are not able to comply with the requirements of Section 404 in a timely manner, or if we or our independent registered public accounting firm identify deficiencies in our internal control over financial reporting that are deemed to be material weaknesses, the market price of our stock could decline and we could be subject to sanctions or investigations by NASDAQ, the SEC or other regulatory authorities, which would require additional financial and management resources.

Our ability to successfully implement our business plan and comply with Section 404 requires us to be able to prepare timely and accurate financial statements. We expect that we will need to continue to improve existing, and implement new operational and financial systems, procedures and controls to manage our business effectively. Any delay in the implementation of, or disruption in the transition to, new or enhanced systems, procedures or controls, may cause our operations to suffer and we may be unable to conclude that our internal control over financial reporting is effective and to obtain an unqualified report on internal controls from our auditors as required under Section 404 of the Sarbanes-Oxley Act. This, in turn, could have an adverse impact on trading prices for our common stock, and could adversely affect our ability to access the capital markets.

If we fail to maintain an effective system of internal control over financial reporting in the future, we may not be able to accurately report our financial condition, results of operations or cash flows, which may adversely affect investor confidence in us and, as a result, the value of our common stock.

The Sarbanes-Oxley Act requires, among other things, that we maintain effective internal controls for financial reporting and disclosure controls and procedures. We are required, under Section 404 of the Sarbanes-Oxley Act, to furnish a report by management on, among other things, the effectiveness of our internal control over financial reporting. This assessment must include disclosure of any material weaknesses identified by our management in our internal control over financial reporting. A material weakness is a control deficiency, or combination of control deficiencies, in internal control over financial reporting that results in more than a reasonable possibility that a material misstatement of annual or interim financial statements will not be prevented or detected on a timely basis. Section 404 of the Sarbanes-Oxley Act also generally requires an attestation from our independent registered public accounting firm on the effectiveness of our internal control over financial reporting. Now that we no longer qualify as an emerging growth company as defined in the JOBS Act, we are no longer exempted from certain requirements, such as the independent registered public accounting firm attestation.

During the evaluation and testing process, if we identify one or more material weaknesses in our internal control over financial reporting, we will be unable to assert that our internal control over financial reporting is effective. We cannot assure you that there will not be material weaknesses or significant deficiencies in our internal control over financial reporting in the future. Any failure to maintain internal control over financial reporting could severely inhibit our



ability to accurately report our financial condition, results of operations or cash flows. If we are unable to conclude that our internal control over financial reporting is effective, or if our independent registered public accounting firm determines we have a material weakness or significant deficiency in our internal control over financial reporting, we could lose investor confidence in the accuracy and completeness of our financial reports, the market price of our common stock could decline, and we could be subject to sanctions or investigations by the NASDAQ, the SEC or other regulatory authorities. Failure to remedy any material weakness in our internal control over financial reporting, or to implement or maintain other effective control systems required of public companies, could also restrict our future access to the capital markets.

We do not expect to pay any cash dividends for the foreseeable future.

## Table of Contents

You should not rely on an investment in our common stock to provide dividend income. We do not anticipate that we will pay any cash dividends to holders of our common stock in the foreseeable future. Instead, we plan to retain any earnings to maintain and expand our operations. In addition, any future debt financing arrangement may contain terms prohibiting or limiting the amount of dividends that may be declared or paid on our common stock. Accordingly, investors must rely on sales of their common stock after price appreciation, which may never occur, as the only way to realize any return on their investment. As a result, investors seeking cash dividends should not purchase our common stock.

Provisions in our restated certificate of incorporation, our amended and restated by-laws and Delaware law may have anti-takeover effects that could discourage an acquisition of us by others, even if an acquisition would be beneficial to our stockholders, and may prevent attempts by our stockholders to replace or remove our current management. Our restated certificate of incorporation, amended and restated by-laws and Delaware law contain provisions that may have the effect of delaying or preventing a change in control of us or changes in our management. Our restated certificate of incorporation and by-laws include provisions that:

- authorize "blank check" preferred stock, which could be issued by our board of directors without stockholder approval and may contain voting, liquidation, dividend and other rights superior to our common stock;

- create a classified board of directors whose members serve staggered three-year terms;

- specify that special meetings of our stockholders can be called only by our board of directors;

- prohibit stockholder action by written consent;

- establish an advance notice procedure for stockholder approvals to be brought before an annual meeting of our stockholders, including proposed nominations of persons for election to our board of directors;

- provide that our directors may be removed only for cause;

- provide that vacancies on our board of directors may be filled only by a majority of directors then in office, even though less than a quorum;

- specify that no stockholder is permitted to cumulate votes at any election of directors;

- expressly authorize our board of directors to modify, alter or repeal our amended and restated by-laws; and

- require supermajority votes of the holders of our common stock to amend specified provisions of our restated certificate of incorporation and amended and restated by-laws

These provisions, alone or together, could delay or prevent hostile takeovers and changes in control or changes in our management.

In addition, we are subject to the provisions of Section 203 of the Delaware General Corporation Law, which prohibits a publicly-held Delaware corporation from engaging in a "business combination" with an "interested stockholder" for a three-year period following the time that this stockholder becomes an interested stockholder, unless the business combination is approved in a prescribed manner. As a result, you may lose your ability to sell your stock for a price in excess of the prevailing market price due to these protective measures and efforts by stockholders to change the direction or management of the company may be unsuccessful.

Any provision of our restated certificate of incorporation or amended and restated by-laws or Delaware law that has the effect of delaying or deterring a change in control could limit the opportunity for our stockholders to receive a premium for their shares of our common stock, and could also affect the price that some investors are willing to pay for our common stock.

Our restated certificate of incorporation designates the Court of Chancery of the State of Delaware and federal court within the State of Delaware as the exclusive forum for certain types of actions and proceedings that may be initiated by our stockholders, which could limit our stockholders' ability to obtain a favorable judicial forum for disputes with us or our directors, officers or employees.

Our restated certificate of incorporation provides that, subject to limited exceptions, the Court of Chancery of the State of Delaware and federal court within the State of Delaware will be exclusive forums for (1) any derivative action or proceeding brought on our behalf, (2) any action asserting a claim of breach of a fiduciary duty owed by any of our directors, officers or

Table of Contents

other employees to us or our stockholders, (3) any action asserting a claim against us arising pursuant to any provision of the Delaware General Corporation Law, our restated certificate of incorporation or our amended and restated by-laws, or (4) any other action asserting a claim against us that is governed by the internal affairs doctrine. Any person or entity purchasing or otherwise acquiring any interest in shares of our capital stock shall be deemed to have notice of and to have consented to the provisions of our restated certificate of incorporation described above. This choice of forum provision may limit a stockholder's ability to bring a claim in a judicial forum that it finds favorable for disputes with us or our directors, officers or other employees, which may discourage such lawsuits against us and our directors, officers and employees. Alternatively, if a court were to find these provisions of our restated certificate of incorporation inapplicable to, or unenforceable in respect of, one or more of the specified types of actions or proceedings, we may incur additional costs associated with resolving such matters in other jurisdictions, which could adversely affect our business and financial condition.

Sales of our common stock by our employees, including our executive officers, could cause our stock price to fall or prevent it from increasing for numerous reasons, and sales by such persons could be viewed negatively by other investors.

In accordance with the guidelines specified under Rule 10b5-1 of the Securities Exchange Act of 1934, as amended, and our policies regarding stock transactions, a number of our employees, including executive officers, have adopted and may continue to adopt stock trading plans pursuant to which they have arranged to sell shares of our common stock from time to time in the future. Generally, sales under such plans by our executive officers and directors require public filings. Sales of our common stock by such persons could cause the price of our common stock to fall or prevent it from increasing. If sales by employees, executive officers or directors cause a substantial number of shares of our common stock to become available for purchase in the public market, the price of our common stock could fall or may not increase. Also, sales by such persons could be viewed negatively by holders and potential purchasers of our common stock. If securities or industry analysts do not continue to publish research or publish inaccurate or unfavorable research about our business, our share price and trading volume could decline.

If securities analysts do not publish research or reports about our business or if they publish negative, or inaccurate, evaluations of our stock, the price of our stock and trading volume could decline.

The trading market for our common stock may be impacted, in part, by the research and reports that securities or industry analysts publish about us or our business. There can be no assurance that analysts will cover us, continue to cover us or provide favorable coverage. If one or more analysts downgrade our stock or change their opinion of our stock, our share price may decline. In addition, if one or more analysts cease coverage of our company or fail to regularly publish reports on us, we could lose visibility in the financial markets, which could cause our share price or trading volume to decline.

Table of Contents

Item 1B. Unresolved Staff Comments

Not applicable.

Item 2. Properties

Our corporate, research and development, manufacturing, and clinical trial operations are located in Cambridge, Massachusetts. We lease approximately 88,000 square feet of office and laboratory space in three adjacent buildings with aggregate monthly rent expense of approximately \$0.3 million, which will increase to approximately \$0.4 million in April 2016. Two of our leases expire in September 2018 and one lease expires in March 2021.

We believe our facilities are adequate for our current needs and that suitable additional substitute space would be available if needed.

Item 3. Legal Proceedings

While we are not currently a party to any material legal proceedings, we could become subject to legal proceedings in the ordinary course of business. We do not expect any such potential items to have a significant impact on our financial position.

Item 4. Mine Safety Disclosures

Not applicable.

Table of Contents

## PART II

## Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

## Market Information and Stockholders

Our common stock has been listed on The NASDAQ Global Market under the symbol "XLRN" since September 19, 2013. Prior to that, there was no public market for our common stock. The following table sets forth for the periods indicated the high and low sales prices per share of our common stock as reported on The NASDAQ Global Market:

	Common Stock Price			
	2015		2014	
	High	Low	High	Low
First Quarter	\$43.00	\$35.11	\$57.89	\$33.81
Second Quarter	\$37.90	\$26.94	\$42.24	\$28.53
Third Quarter	\$36.31	\$20.00	\$35.00	\$23.61
Fourth Quarter	\$50.86	\$21.93	\$48.50	\$27.64

---

As of January 31, 2016, there were approximately 105 holders of record of our common stock.

## Dividends

We have never declared or paid cash dividends on our common stock. We currently intend to retain all available funds and any future earnings, if any, to fund the development and expansion of our business and we do not anticipate paying any cash dividends in the foreseeable future. In addition, any future debt financing arrangement may contain terms prohibiting or limiting the amount of dividends that may be declared or paid on our common stock. Any future determination to pay dividends will be made at the discretion of our board of directors.

## Securities Authorized for Issuance Under Equity Compensation Plans

Information about our equity compensation plans is incorporated herein by reference to Item 12 of Part III of this Annual Report on Form 10-K.

Table of Contents

Performance Graph

The following graph shows a comparison from September 19, 2013 through December 31, 2015 of cumulative total return on assumed investment of \$100.00 in cash in our common stock, the NASDAQ Composite Index and the NASDAQ Biotechnology Index. Such returns are based on historical results and are not intended to suggest future performance. Data for the NASDAQ Composite Index and the NASDAQ Biotechnology Index assume reinvestment of dividends.

COMPARISON OF 27 MONTH CUMULATIVE TOTAL RETURN<sup>(1)(2)</sup>

Among Acceleron Pharma Inc., the NASDAQ Composite Index,  
and the NASDAQ Biotechnology Index

---

(1) This performance graph shall not be deemed "soliciting material" or to be "filed" with the SEC for purposes of Section 18 of the Securities and Exchange Act of 1934, as amended, or otherwise subject to the liabilities under that Section, and shall not be deemed incorporated by reference into any filing of Acceleron Pharma Inc. under the Securities Act of 1933, as amended.

(2) \$100 invested on September 19, 2013 in stock, or on August 31, 2013 in each index, including reinvestment of dividends.

Recent Sales of Unregistered Securities

None.

Purchases of Equity Securities by the Issuer or Affiliated Purchasers

None.

Item 6. Selected Financial Data

The information set forth below should be read in conjunction with the "Management's Discussion and Analysis of Financial Condition and Results of Operations" section and with our consolidated financial statements and notes thereto included elsewhere in this Annual Report on Form 10-K. The selected financial data in this section is not intended to replace the consolidated financial statements and are qualified in their entirety by the consolidated financial statements and related notes included elsewhere in this Annual Report on Form 10-K.

The selected consolidated statements of operations data for the years ended December 31, 2015, 2014 and 2013 and the consolidated balance sheet data as of December 31, 2015 and 2014 have been derived from our audited consolidated financial statements included elsewhere in this Annual Report on Form 10-K. We derived the selected consolidated financial data for the years ended December 31, 2012 and 2011 and as of December 31, 2013, 2012 and 2011 from audited financial statements which are not included in this Annual Report on Form 10-K.

Table of Contents

Historical results are not necessarily indicative of the results to be expected in future periods.

(in thousands, except per share data)	Year Ended December 31,				
	2015	2014	2013	2012	2011
Consolidated Statements of Operations Data:					
Revenue:					
Collaboration revenue:					
License and milestone	\$1,184	\$1,673	\$43,948	\$9,696	\$74,406
Cost-sharing, net	16,913	12,959	13,282	5,558	4,760
Contract manufacturing	—	—	—	—	1,745
Total revenue	18,097	14,632	57,230	15,254	80,911
Costs and expenses:					
Research and development	58,404	50,897	36,051	35,319	32,713
Litigation Settlement	—	5,000	—	—	—
General and administrative	20,572	14,199	14,227	8,824	8,142
Cost of contract manufacturing revenue	—	—	—	—	1,500
Total costs and expenses	78,976	70,096	50,278	44,143	42,355
(Loss) income from operations	(60,879 )	(55,464 )	6,952	(28,889 )	38,556
Total other (expense) income, net	(3,015 )	4,205	(28,850 )	(3,693 )	(2,290 )
Net (loss) income	\$(63,894 )	\$(51,259 )	\$(21,898 )	\$(32,582 )	\$36,266
Net (loss) income per share applicable to common stockholders(1)					
Basic	\$(1.92 )	\$(1.63 )	\$(4.15 )	\$(24.84 )	\$0.80
Diluted	\$(1.92 )	\$(1.63 )	\$(4.15 )	\$(24.84 )	\$0.78
Weighted-average number of common shares used in computing net (loss) income per share applicable to common stockholders					
Basic	33,303	31,515	9,407	2,401	2,328
Diluted	33,303	31,515	9,407	2,401	2,716

(in thousands)	As of December 31,				
	2015	2014	2013	2012	2011
Consolidated Balance Sheet Data:					
Cash and cash equivalents	\$27,783	\$176,460	\$113,163	\$39,611	\$65,037
Short and long-term investments	108,198	—	—	—	—
Total assets	146,337	186,296	123,732	49,212	73,789
Total current liabilities	14,491	9,253	18,162	38,802	23,853
Long-term deferred revenue	4,239	4,816	5,620	6,760	33,350
Long-term deferred rent	1,157	1,818	2,337	2,837	3,335
Long-term notes payable	—	—	9,048	16,525	—
Warrants to purchase redeemable convertible preferred stock	—	—	—	1,422	1,046
Warrants to purchase common stock	17,187	14,124	30,753	5,229	3,347
Redeemable convertible preferred stock	—	—	—	268,610	241,549
Total stockholder's equity (deficit)	109,263	156,285	57,812	(290,973 )	(232,691 )





Table of Contents

(1) See Note 2 within the notes to our consolidated financial statements appearing elsewhere in this Annual Report on Form 10-K for a description of the method used to calculate basic and diluted net (loss) income per common share.

48

---

Table of Contents

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion of our financial condition and results of operations should be read in conjunction with our consolidated financial statements and the notes to those consolidated financial statements included in Item 15 of this Annual Report on Form 10-K. This discussion contains forward-looking statements that involve significant risks and uncertainties. As a result of many factors, such as those set forth under "Risk Factors" and elsewhere in this Annual Report on Form 10-K, our actual results may differ materially from those anticipated in these forward-looking statements. Please also refer to the section under heading "Forward-Looking Statements."

Overview

We are a clinical stage biopharmaceutical company focused on the discovery, development and commercialization of novel therapeutic candidates that are based on the mechanisms that the human body uses to regulate the growth and repair of its cells and tissues. Our research focuses on key natural regulators of cellular growth and repair, particularly the Transforming Growth Factor-Beta, or TGF-beta, protein superfamily. We are a leading company in discovering and developing therapeutic candidates that regulate cellular growth and repair. By combining our discovery and development expertise, including our proprietary knowledge of the TGF-beta superfamily, and our internal protein engineering and manufacturing capabilities, we have built a highly productive discovery and development platform that has generated innovative therapeutic candidates with novel mechanisms of action. These differentiated therapeutic candidates have the potential to significantly improve clinical outcomes for patients across many fields of medicine, and we have focused our discovery and development efforts on treatments for cancer and rare diseases.

We have four internally discovered therapeutic candidates that are currently in clinical trials: luspatercept, sotatercept, dalantercept and ACE-083.

Luspatercept, our lead program, and sotatercept, are partnered with Celgene Corporation, or Celgene. Luspatercept is designed to promote red blood cell production through a novel mechanism, and we are developing luspatercept with Celgene to treat anemia and associated complications in myelodysplastic syndromes (MDS) and beta-thalassemia. In 2015, Celgene initiated two Phase 3 clinical trials for luspatercept for the treatment of MDS and beta-thalassemia. We and Celgene are developing sotatercept to treat patients with chronic kidney disease. Sotatercept has the potential to treat several complications of chronic kidney disease including mineral-bone disorder, vascular calcification and anemia. Celgene is responsible for paying 100% of the development costs for all clinical trials for luspatercept and sotatercept, including our ongoing earlier stage clinical trials for these therapeutic candidates. We may receive up to an additional \$560.0 million of potential development, regulatory and commercial milestone payments and, if these therapeutic candidates are commercialized, we will receive a royalty on net sales in the low-to-mid 20% range. We will co-promote luspatercept and sotatercept, if approved, in North America for which our commercialization costs will be entirely funded by Celgene.

We wholly own dalantercept and ACE-083, and we are independently developing these therapeutic candidates. We are currently evaluating dalantercept in a Phase 2 clinical trial for the treatment of patients with renal cell carcinoma. ACE-083 is designed for the treatment of focal muscle disorders, such as facioscapulohumeral dystrophy, and we are currently conducting a Phase 1 clinical trial with ACE-083 in healthy volunteers. In 2015, we reported data from the Phase 1 clinical trial of ACE-083 showing marked increases in the volume of muscles treated with ACE-083.

In addition to our clinical programs, we are conducting research to identify new therapeutic candidates to bring forward into clinical trials. To this end, in 2015 we implemented a new platform technology, IntelliTrap™, that is accelerating our discovery efforts. We have nominated an IntelliTrap™ molecule, ACE-2494, as a candidate for clinical development and will initiate IND-enabling activities in 2016. ACE-2494 is designed to treat systemic muscle disorders.

As of December 31, 2015, our operations have been funded primarily by \$105.1 million in equity investments from venture investors, \$219.3 million from public investors, \$64.2 million in equity investments from our collaboration partners and \$233.5 million in upfront payments, milestones, and net research and development payments from our collaboration partners. We estimate that we have spent approximately \$145.4 million on research and development for the three year period from 2013 through 2015.

We expect to continue to incur significant expenses and increasing operating losses over at least the next several years. We expect our expenses will increase substantially in connection with our ongoing activities, as we:

- conduct clinical trials for dalantercept and ACE-083;
- continue our preclinical studies and potential clinical development efforts of our existing preclinical therapeutic candidates;

49

---

## Table of Contents

- continue research activities for the discovery of new therapeutic candidates;
- manufacture therapeutic candidates for our preclinical studies and clinical trials;
- seek regulatory approval for our therapeutic candidates; and
- operate as a public company.

We will not generate revenue from product sales unless and until we or a partner successfully complete development and obtain regulatory approval for one or more of our therapeutic candidates. We expect that this will take a number of years and is subject to significant uncertainty. All current and future development and commercialization costs for sotatercept and luspatercept are paid by Celgene. If we obtain regulatory approval for dalantercept, ACE-083 or any future therapeutic candidate, we expect to incur significant commercialization expenses related to product sales, marketing, manufacturing and distribution to the extent that such costs are not paid by future partners. We will seek to fund our operations through the sale of equity, debt financings or other sources, including potential additional collaborations. However, we may be unable to raise additional funds or enter into such other arrangements when needed on favorable terms, or at all. If we fail to raise capital or enter into such other arrangements as, and when, needed, we may have to significantly delay, scale back or discontinue the development or commercialization of one or more of our therapeutic candidates.

Our ability to generate product revenue and become profitable depends upon our and our partners' ability to successfully commercialize products. We expect to incur losses for the foreseeable future, and we expect these losses to increase as we continue our development of, and seek regulatory approvals for, our therapeutic candidates and potentially begin to commercialize any approved products. For a description of the numerous risks and uncertainties associated with product development, see "Risk Factors".

### Financial Operations Overview

#### Revenue

##### Collaboration Revenue

We have not generated any revenue from the sale of products. Our revenue to date has been predominantly derived from collaboration revenue, which includes license and milestone revenues and cost sharing revenue, generated through collaboration and license agreements with partners for the development and commercialization of our therapeutic candidates. Cost sharing revenue represents amounts reimbursed by our collaboration partners for expenses incurred by us for research and development activities and, potentially, co-promotion activities, under our collaboration agreements. Cost sharing revenue is recognized in the period that the related activities are performed. To the extent that we reimburse collaborators for costs incurred in connection with activities performed by them, we record these costs as a reduction of cost-sharing revenue.

#### Costs and Expenses

##### Research and Development Expenses

Research and development expenses consist primarily of costs directly incurred by us for the development of our therapeutic candidates, which include:

- direct employee-related expenses, including salaries, benefits, travel and stock-based compensation expense of our research and development personnel;
- expenses incurred under agreements with clinical research organizations, or CROs, and investigative sites that will conduct our clinical trials;
- the cost of acquiring and manufacturing preclinical and clinical study materials and developing manufacturing processes;
- allocated facilities, depreciation, and other expenses, which include rent and maintenance of facilities, insurance and other supplies;
- expenses associated with obtaining and maintaining patents; and
- costs associated with preclinical activities and regulatory compliance.

Table of Contents

Research and development costs are expensed as incurred. Costs for certain development activities are recognized based on an evaluation of the progress to completion of specific tasks using information and data provided to us by our vendors and our clinical sites.

We cannot determine with certainty the duration and completion costs of the current or future clinical trials of our therapeutic candidates or if, when, or to what extent we will generate revenues from the commercialization and sale of any of our therapeutic candidates for which we or any partner obtain regulatory approval. We or our partners may never succeed in achieving regulatory approval for any of our therapeutic candidates. The duration, costs and timing of clinical trials and development of our therapeutic candidates will depend on a variety of factors, including: the scope, rate of progress, and expense of our ongoing, as well as any additional, clinical trials and other research and development activities;

future clinical trial results;

potential changes in government regulation; and

the timing and receipt of any regulatory approvals.

A change in the outcome of any of these variables with respect to the development of a therapeutic candidate could mean a significant change in the costs and timing associated with the development of that therapeutic candidate. For example, if the FDA, or another regulatory authority were to require us to conduct clinical trials beyond those that we currently anticipate will be required for the completion of the clinical development of therapeutic candidates, or if we experience significant delays in the enrollment in any clinical trials, we could be required to expend significant additional financial resources and time on the completion of clinical development.

From inception through December 31, 2015, we have incurred \$396.5 million in research and development expenses.

We plan to increase our research and development expenses for the foreseeable future as we continue the development of our TGF-beta platform therapeutic candidates, the discovery and development of preclinical therapeutic candidates, and the development of sotatercept, luspatercept, dalantercept and ACE-083. As of January 1, 2013, expenses associated with sotatercept and luspatercept are reimbursed 100% by Celgene. These reimbursements are recorded as revenue. Of the Phase 2 clinical trials that are underway for sotatercept, luspatercept and dalantercept, we are expensing the costs of seven clinical trials of luspatercept and dalantercept, of which the four for luspatercept are reimbursed by Celgene. We are also expensing the costs of a Phase 1 clinical trial for ACE-083.

Table of Contents

We manage certain activities such as clinical trial operations, manufacture of therapeutic candidates, and preclinical animal toxicology studies through third-party CROs. The only costs we track by each therapeutic candidate are external costs such as services provided to us by CROs, manufacturing of preclinical and clinical drug product, and other outsourced research and development expenses. We do not assign or allocate to individual development programs internal costs such as salaries and benefits, facilities costs, lab supplies and the costs of preclinical research and studies. Our external research and development expenses for sotatercept, luspatercept, dalantercept, ACE-031 (for which development was suspended in April 2013) and ACE-083 (for which development commenced in the fourth quarter of 2013) during the years ended December 31, 2015, 2014 and 2013, are as follows:

(in thousands)	Year ended December 31,		
	2015	2014	2013
Sotatercept(1)	\$—	\$—	\$2
Luspatercept(1)	9,744	7,944	5,081
Dalantercept	8,864	7,526	4,636
ACE-083	3,293	5,111	105
ACE-031(2)	3	8	1,023
Total direct research and development expenses	21,904	20,589	10,847
Other expenses(3)	36,500	30,308	25,204
Total research and development expenses	\$58,404	\$50,897	\$36,051

As of January 1, 2013, expenses associated with sotatercept and luspatercept are reimbursed 100% by Celgene.

(1) These reimbursements are recorded as revenue and are presented as cost-sharing, net. In the periods presented, Celgene conducted most of the development activities for sotatercept, and we do not incur and are not reimbursed for expenses related to development activities directly conducted by Celgene.

(2) In April 2013, we and Shire AG, or Shire, determined not to further advance the development of ACE-031, and Shire terminated our collaboration agreement, effective as of June 30, 2013.

(3) Other expenses include unallocated employee and contractor-related expenses, facility expenses, lab supplies and miscellaneous expenses.

#### General and Administrative Expenses

General and administrative expenses consist primarily of salaries and related costs for personnel, including stock-based compensation and travel expenses for our employees in executive, operational, finance and human resource functions and other general and administrative expenses including directors' fees and professional fees for accounting and legal services.

Since the completion of our initial public offering in September 2013, we have experienced increased expenses related to audit, legal, regulatory and tax-related services associated with maintaining compliance with exchange listing and Securities and Exchange Commission requirements, director and officer insurance premiums, and investor relations costs associated with being a public company. We anticipate that our general and administrative expenses will increase in the future as we increase our headcount to support our continued research and development and potential commercialization of our therapeutic candidates. Additionally, if and when we believe regulatory approval of a therapeutic candidate appears likely, to the extent that we are undertaking commercialization of such therapeutic candidate ourselves, we anticipate an increase in payroll and related expenses as a result of our preparation for commercial operations.

#### Other Expense, Net

Other expense, net consists primarily of interest expense from our previous venture debt facility, interest income earned on cash and cash equivalents, and the re-measurement gain or loss associated with the change in the fair value of our preferred stock and common stock warrant liabilities.

We use the Black-Scholes option pricing model to estimate the fair value of the warrants. We base the estimates in the Black-Scholes option pricing model, in part, on subjective assumptions, including stock price volatility, risk-free interest rate, dividend yield, and the fair value of the preferred stock or common stock underlying the warrants.



## Table of Contents

### Critical Accounting Policies and Significant Judgments and Estimates

Our management's discussion and analysis of our financial condition and results of operations are based on our consolidated financial statements, which have been prepared in accordance with U.S. generally accepted accounting principles. The preparation of these consolidated financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, and expenses and the disclosure of contingent assets and liabilities in our consolidated financial statements. On an ongoing basis, we evaluate our estimates and judgments, including those related to revenue recognition, accrued expenses and stock-based compensation. We also utilize significant estimates and assumptions in determining the fair value of our common stock and the fair value of our liability-classified warrants to purchase preferred stock and common stock. We base our estimates on historical experience, known trends and events, and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

While our significant accounting policies are described in more detail in the notes to our consolidated financial statements appearing elsewhere in this Annual Report on Form 10-K, we believe the following accounting policies to be most critical to the judgments and estimates used in the preparation of our consolidated financial statements.

#### Revenue Recognition

We have primarily generated revenue through collaboration arrangements with strategic partners for the development and commercialization of our therapeutic candidates.

We recognize revenue in accordance with Accounting Standards Codification (ASC) Topic 605, Revenue Recognition. Accordingly, revenue is recognized for each unit of accounting when all of the following criteria are met: (1) persuasive evidence of an arrangement exists; (2) delivery has occurred or services have been rendered; (3) the fee is fixed or determinable; and (4) collectability is reasonably assured.

Amounts received prior to satisfying the revenue recognition criteria are recorded as deferred revenue on our consolidated balance sheets. Amounts expected to be recognized as revenue within the 12 months following the balance sheet date are classified as deferred revenue, current portion and amounts not expected to be recognized as revenue within the 12 months following the balance sheet date are classified as deferred revenue, net of current portion.

Under collaboration agreements, we may receive payments for non-refundable up-front fees, milestone payments upon achieving significant development events, research and development reimbursements and royalties on future product sales. These payments are received in connection with the deliverables contained in the arrangements which may include (1) licenses, or options to obtain licenses, to our technology, (2) research and development activities performed for the collaboration partner, (3) participation on joint committees and (4) manufacturing clinical or preclinical material.

Effective January 1, 2011, we adopted Accounting Standards Update (ASU) No. 2009-13, Multiple-Deliverable Revenue Arrangements, which amends ASC Topic 605-25, Revenue Recognition—Multiple Element Arrangements. This guidance applies to new arrangements as well as existing agreements that are significantly modified after January 1, 2011.

The application of the multiple element guidance requires subjective determinations, and requires management to make judgments about the individual deliverables, and whether such deliverables are separable from the other aspects of the contractual relationship. Deliverables are considered separate units of accounting provided that: (1) the delivered item(s) has value to the customer on a stand-alone basis and (2) if the arrangement includes a general right of return relative to the delivered item(s), delivery or performance of the undelivered item(s) is considered probable and substantially in our control. In determining the units of accounting, management evaluates certain criteria, including whether the deliverables have stand-alone value, based on the consideration of the relevant facts and circumstances for each arrangement, such as the research, manufacturing and commercialization capabilities of the collaboration partner and the availability of the associated expertise in the general marketplace. In addition, we consider whether the collaboration partner can use the other deliverable(s) for their intended purpose without the receipt of the remaining element(s), whether the value of the deliverable is dependent on the undelivered item(s), and

whether there are other vendors that can provide the undelivered element(s).

Arrangement consideration that is fixed or determinable is allocated among the separate units of accounting using the relative selling price method, and the applicable revenue recognition criteria, as described above, are applied to each of the separate units of accounting in determining the appropriate period or pattern of recognition. We determine the estimated selling price for deliverables within each agreement using vendor-specific objective evidence (VSOE) of selling price, if available, third-party evidence (TPE) of selling price if VSOE is not available, or management's best estimate of selling price (BESP) if neither VSOE nor TPE is available. Subsequent to the adoption of ASU 2009-13, we typically use BESP to estimate the selling price of the deliverables. Determining the BESP for a unit of accounting requires significant judgment. In developing the BESP

Table of Contents

for a unit of accounting, we consider applicable market conditions and relevant entity-specific factors, including factors that were contemplated in negotiating the agreement with the customer and estimated costs. We validate the BEBP for units of accounting by evaluating whether changes in the key assumptions used to determine the BEBP will have a significant effect on the allocation of arrangement consideration between multiple units of accounting. Our agreements may contain options which provide the collaboration partner the right to obtain additional licenses. Options are considered substantive if, at the inception of the arrangement, we are at risk as to whether the collaboration partner will choose to exercise the option. Factors that we consider in evaluating whether an option is substantive include the overall objective of the arrangement, the benefit the collaborator might obtain from the arrangement without exercising the option, the cost to exercise the option and the likelihood that the option will be exercised. For arrangements under which an option is considered substantive, we do not consider the item underlying the option to be a deliverable at the inception of the arrangement and the associated option fees are not included in allocable arrangement consideration, assuming the option is not priced at a significant and incremental discount. Conversely, for arrangements under which an option is not considered substantive or if an option is priced at a significant and incremental discount, we would consider the item underlying the option to be a deliverable at the inception of the arrangement and a corresponding amount would be included in allocable arrangement consideration. We typically receive up-front, non-refundable payments when licensing our intellectual property in conjunction with a research and development agreement. When we believe the license to our intellectual property has stand-alone value, we generally recognize revenue attributed to the license upon delivery. When we believe the license to our intellectual property does not have stand-alone value from the other deliverables to be provided in the arrangement, we generally recognize revenue attributed to the license on a straight-line basis over our contractual or estimated performance period, which is typically the term of our research and development or manufacturing obligations. We continually evaluate these periods, and will adjust the period of revenue recognition if circumstances change. Research and development funding is recognized as revenue in the period that the related services are performed. When we act as the principal under our collaboration arrangements, we record payments received for the reimbursement of research and development costs as cost-sharing revenue. To the extent that we reimburse the collaborator for costs incurred, we record these costs as a reduction of cost-sharing revenue. We periodically review the basis for our estimates, and we may change the estimates if circumstances change. These changes can significantly increase or decrease the amount of revenue recognized. As we apply our policy to our collaboration arrangements we make judgments which affected the pattern of revenue recognition. For instance, in our arrangement with Celgene, we are obligated to provide research and development services. We are recognizing revenue related to these research and development services over the estimated period of our performance, which was initially estimated to end in December 2014. The Company re-assessed the duration of its deliverables under the collaboration agreement and now estimates the new term to end in the first quarter of 2016, the expected completion date of the proof-of-concept trials for luspatercept under the Celgene collaboration. Another instance relates to our arrangement with Shire AG, where in April 2013, we and Shire determined not to further advance the development of ACE-031 or back-up compounds and Shire terminated our collaboration agreement effective as of June 30, 2013. In addition to up-front payments and research and development funding, we may also be entitled to milestone payments that are contingent upon achievement of a predefined objective. At the inception of each arrangement that includes milestone payments, we evaluate whether the milestone is substantive and at-risk. This evaluation includes an assessment of whether (1) the consideration is commensurate with either the entity's performance to achieve the milestone, or the enhancement of the value of the delivered item(s) as a result of a specific outcome resulting at least in part from the entity's performance to achieve the milestone, (2) the consideration relates solely to past performance, and (3) the consideration is reasonable relative to all of the deliverables and payment terms within the arrangement. We evaluate factors such as the scientific, regulatory, commercial and other risks that must be overcome to achieve the respective milestone, the level of effort and investment required to achieve the respective milestone, and whether the milestone consideration is reasonable relative to all deliverables and payment terms in the arrangement in making this assessment. On the milestone achievement date, assuming all other revenue recognition criteria are met and the milestone is deemed substantive and at-risk, we recognize the payment as license and milestone revenue. For milestones that are not deemed substantive and at-risk, where payment is reasonably assured, we recognize the

milestone payment over the remaining service period.

Sales and commercial milestones and royalties will be recognized when and if earned, provided collectability is reasonably assured.

Clinical Trial Accruals and Related Expenses

54

---

Table of Contents

We accrue and expense costs for clinical trial activities performed by third parties, including CROs and clinical investigators, based upon estimates made as of the reporting date of the work completed over the life of the individual study in accordance with agreements established with CROs and clinical trial sites. Some CROs invoice us on a monthly basis, while others invoice upon achievement of milestones and the expense is recorded as services are rendered. We determine the estimates of clinical activities incurred at the end of each reporting period through discussion with internal personnel and outside service providers as to the progress or stage of completion of trials or services, as of the end of each reporting period, pursuant to contracts with numerous clinical trial centers and CROs and the agreed upon fee to be paid for such services. The significant factors considered in estimating accruals include the number of patients enrolled and the percentage of work completed to date. Costs of setting up clinical trial sites for participation in the trials that are paid for in advance are expensed over the estimated set-up period. While the set-up periods vary from one arrangement to another, such set-up periods generally take approximately three months. Set-up activities include clinical site identification, institutional review board, or IRB, submissions, regulatory submissions, clinical investigator kick-off meetings and pre-study site visits. Clinical trial site costs related to patient enrollments are accrued as patients are entered into the trial.

**Stock-Based Compensation**

We account for our stock-based awards in accordance with ASC Topic 718, Compensation—Stock Compensation, or ASC 718, which requires all stock-based payments to employees, including grants of employee stock options, modifications to existing stock options, and restricted stock unit awards, to be recognized in the statements of operations and comprehensive income (loss) based on their fair values. We recognize the compensation cost of awards subject to service-based vesting conditions over the requisite service period, which is generally equal to the vesting term. For awards subject to both performance and service-based vesting conditions, we recognize compensation cost using an accelerated recognition method when it is probable that the performance condition will be achieved. If achievement of the performance condition is not probable, but the award will vest based on the service condition, we recognize the expense over the requisite service period. We account for stock-based awards to non-employees using the fair value method. Stock options granted to non-employees are subject to periodic revaluation over their vesting terms and stock-based compensation cost is recognized using an accelerated recognition method.

We estimate the fair value of our stock-based awards to employees and non-employees using the Black-Scholes option pricing model, which requires the input of highly subjective assumptions, including (1) the expected volatility of our stock, (2) the expected term of the award, (3) the risk-free interest rate and (4) expected dividends. Due to the lack of a public market for our common stock prior to the completion of our initial public offering in September 2013, and resulting lack of company-specific historical and implied volatility data, we have based our estimate of expected volatility on the historical volatility of a group of similar companies that are publicly traded. For these analyses, we have selected companies with characteristics that we believe are comparable to ours, including enterprise value, risk profiles, position within the industry, and with historical share price information sufficient to meet the expected life of the stock-based awards. We compute the historical volatility data using the daily closing prices for the selected companies' shares during the equivalent period as the calculated expected term of our stock-based awards. During 2015 we began to estimate our volatility by using a blend of our stock price history, for the length of time we have market data for our stock and the historical volatility of similar public companies for the expected term of each grant. We have estimated the expected life of our employee stock options using the "simplified" method, whereby, the expected life equals the average of the vesting term and the original contractual term of the option. The risk-free interest rates for periods within the expected life of the option are based on the U.S. Treasury yield curve in effect during the period the options were granted.

We also estimate forfeitures at the time of grant, and revise those estimates in subsequent periods if actual forfeitures differ from estimates. We use historical data to estimate pre-vesting option forfeitures to the extent that actual forfeitures differ from our estimates, the difference is recorded as a cumulative adjustment in the period the estimates were revised. Stock-based compensation expense recognized in the consolidated financial statements is based on awards that are ultimately expected to vest. For the years ended December 31, 2015, 2014 and 2013, respectively, the Company applied an estimated forfeiture rate of approximately 4%.

Stock-based compensation totaled approximately \$12.1 million, \$4.8 million and \$2.2 million for the years ended December 31, 2015, 2014 and 2013, respectively. We expect the impact of our stock-based compensation expense for stock-based awards granted to employees and non-employees to grow in future periods due to the potential increases in the value of our common stock and headcount.

Table of Contents

## Warrants to Purchase Preferred Stock and Common Stock

As of December 31, 2015, we had warrants outstanding to purchase 398,011 shares of common stock, of which warrants to purchase 392,805 shares of our common stock contain a provision requiring an adjustment to the number of shares in the event we issue common stock, or securities convertible into or exercisable for common stock, at a price per share lower than the warrant exercise price. The anti-dilution feature requires the warrants to be classified as liabilities and measured at fair value, with changes in fair value recognized as a component of other income (expense). The fair value of the warrants to purchase common stock on the date of issuance and on each re-measurement date for those warrants to purchase common stock classified as liabilities was estimated using either the Monte Carlo simulation framework, which incorporates future financing events over the remaining life of the warrants to purchase common stock, or for certain re-measurement dates including December 31, 2015, 2014 and 2013, due to the warrants being deeply in the money, the Black-Scholes option pricing model was used. At each reporting period the company evaluates the best valuation methodology. Any modifications to the warrant liabilities are recorded in earnings during the period of the modification. The significant assumptions used in estimating the fair value of our warrant liabilities include the exercise price, volatility of the stock underlying the warrant, risk-free interest rate, estimated fair value of the stock underlying the warrant, and the estimated life of the warrant. The common stock warrant liability was \$17.2 million, \$14.1 million and \$30.8 million as of December 31, 2015, 2014 and 2013, respectively. At the end of each reporting period, the Company remeasured the fair value of the outstanding warrants, using current assumptions, resulting in an increase (decrease) in fair value of \$3.5 million, \$(5.0) million and \$26.9 million, respectively, which was recorded in other income (expense), net in the accompanying consolidated statements of operations and comprehensive loss for the years ended December 31, 2015, 2014 and 2013. The changes in value of the warrant liability were primarily due to fluctuations in the market price of our common stock.

Additionally, prior to the completion of our initial public offering in September 2013, we had warrants outstanding to purchase shares of Series B, Series C-1 and Series D-1 preferred stock. Freestanding warrants that are related to the purchase of redeemable preferred stock were classified as liabilities and recorded at fair value regardless of the timing of the redemption feature or the redemption price or the likelihood of redemption. The warrants were subject to re-measurement at each balance sheet date and any change in fair value was recognized as a component of other income (expense), net. We measured the fair value of our warrants to purchase preferred stock using a Black-Scholes option pricing model. In connection with the closing of our initial public offering on September 24, 2013, the outstanding warrants to purchase Series B Preferred Stock, Series C-1 Preferred Stock, and Series D-1 Preferred Stock were converted into warrants to purchase common stock and are now classified as a component of equity and are no longer subject to remeasurement. The exercise prices for each of these warrants remained unchanged.

## Results of Operations

## Comparison of the Years Ended December 31, 2015 and 2014

(in thousands)	Year Ended		Increase
	December 31,		(Decrease)
	2015	2014	
Revenue:			
Collaboration revenue:			
License and milestone	\$1,184	\$1,673	\$(489 )
Cost-sharing, net	16,913	12,959	3,954
Total revenue	18,097	14,632	3,465
Costs and expenses:			
Research and development	58,404	50,897	7,507
Litigation settlement	—	5,000	(5,000 )
General and administrative	20,572	14,199	6,373
Total costs and expenses	78,976	70,096	8,880
(Loss) income from operations	(60,879 )	(55,464 )	(5,415 )
Other (expense) income, net	(3,015 )	4,205	(7,220 )
Net loss	\$(63,894 )	\$(51,259 )	\$(12,635 )

Revenue. We recognized revenue of \$18.1 million in the year ended December 31, 2015, compared to \$14.6 million in year ended December 31, 2014. All of the revenue in both periods was derived from the Celgene agreements. This \$3.5 million

56

---



Table of Contents

increase was primarily due to higher cost sharing revenue of \$4.0 million caused by higher expenses for luspatercept clinical trials and manufacturing bulk drug substance during 2015, offset by a decrease in Celgene deferred revenue of \$0.5 million during 2015 as we complete our deliverables under the collaboration agreement.

**Research and Development Expenses.** Research and development expenses were \$58.4 million in the year ended December 31, 2015, compared to \$50.9 million in the year ended December 31, 2014. This \$7.5 million increase was primarily due to increases in personnel expenses of \$3.2 million, including an increase of \$2.8 million in stock compensation expense, an increase in clinical and toxicology expenses totaling \$1.3 million and an increase of \$2.5 million in miscellaneous expenses primarily for drug supply and outsourced research.

**Litigation Settlement.** Litigation settlements in the year ended December 31, 2015 were zero compared to \$5.0 million in the same period in 2014. This decrease was due to the settlement of litigation with the Salk Institute in July 2014.

**General and Administrative Expenses.** General and administrative expenses were \$20.6 million in the year ended December 31, 2015, compared to \$14.2 million in the year ended December 31, 2014. The \$6.4 million increase was primarily due to an increase in personnel expenses, including an increase in stock compensation expense of \$4.5 million.

**Other (Expense) Income, Net.** Other expense, net was \$3.0 million in the year ended December 31, 2015, compared to \$4.2 million of income in the year ended December 31, 2014. This \$7.2 million increase was primarily due to an \$8.6 million increase in the effect of marking the common stock warrant liability to market in each period, offset by a \$0.9 million decrease in interest expense from retiring the outstanding long term debt in March 2014 and an increase in interest income of \$0.4 million.

Comparison of the Years Ended December 31, 2014 and 2013

(in thousands)	Year Ended December 31, 2014	2013	Increase (Decrease)
Revenue:			
Collaboration revenue:			
License and milestone	\$1,673	\$43,948	\$(42,275 )
Cost-sharing, net	12,959	13,282	(323 )
Total revenue	14,632	57,230	(42,598 )
Costs and expenses:			
Research and development	50,897	36,051	14,846
Litigation settlement	5,000	—	5,000
General and administrative	14,199	14,227	(28 )
Total costs and expenses	70,096	50,278	19,818
(Loss) income from operations	(55,464 )	6,952	(62,416 )
Other income (expense), net	4,205	(28,850 )	33,055
Net loss	\$(51,259 )	\$(21,898 )	\$(29,361 )

**Revenue.** We recognized revenue of \$14.6 million in the year ended December 31, 2014, compared to \$57.2 million in year ended December 31, 2013. The \$42.6 million decrease was primarily due to the \$17.0 million in milestone payments received during 2013 in connection with our Celgene collaboration for the first patient dosed in a Phase 2 trial in luspatercept and initiation of a Phase 2b study of sotatercept in end-stage renal disease patients, and recognizing \$24.3 million of deferred revenue related to Shire. Shire ended our collaboration as of June 30, 2013 and there is no Shire related revenue during 2014. Celgene deferred revenue also decreased \$1.0 million during 2014 as we complete our deliverables under the collaboration agreement. Net cost sharing revenue decreased \$0.3 million due to an increase in Celgene cost sharing revenue of \$0.3 million offset by a \$0.6 million decrease in net cost-sharing revenue from Shire.

Table of Contents

The following table shows revenue from all sources for the years presented.

(in thousands)	Year Ended December 31,		Increase (Decrease)
	2014	2013	
Collaboration revenue:			
Celgene:			
License and milestone	\$ 1,673	\$ 19,626	\$(17,953 )
Cost-sharing, net	12,959	12,658	301
Total Celgene	14,632	32,284	(17,652 )
Shire:			
License and milestone	—	24,322	(24,322 )
Cost-sharing, net	—	624	(624 )
Total Shire	—	24,946	(24,946 )
Total collaboration revenue	14,632	57,230	(42,598 )
Total revenue	\$ 14,632	\$ 57,230	\$(42,598 )

**Research and Development Expenses.** Research and development expenses were \$50.9 million in the year ended December 31, 2014, compared to \$36.1 million in the year ended December 31, 2013. This \$14.8 million increase was primarily due to an increase in expenses associated with clinical activity totaling \$9.6 million, higher personnel related expenses of \$3.9 million, higher legal expenses of \$1.0 million and a \$0.7 million increase in miscellaneous research and development expenses primarily due to an antibody collaboration agreement, executed in 2014, offset by a reduction of \$0.5 million because of a royalty payment due to the Salk Institute for a milestone achieved during 2013.

**Litigation Settlement.** Litigation settlements in the year ended December 31, 2014 were \$5.0 million compared to zero in the same period in 2013. This increase was due to the settlement of litigation with the Salk Institute in July 2014.

**General and Administrative Expenses.** General and administrative expenses were \$14.2 million in the year ended December 31, 2014, compared to \$14.2 million in the year ended December 31, 2013. During 2014, increases of \$0.7 million for higher personnel related expenses and \$2.0 million related to higher professional fees and insurance were primarily offset by a decrease of \$2.8 million for legal expenses due to the settlement of ongoing litigation.

**Other Income (Expense), Net.** Other income, net was \$4.2 million in the year ended December 31, 2014, compared to expense of \$28.9 million in the year ended December 31, 2013. This \$33.1 million increase was primarily due to a \$30.7 million difference in the effect of marking the common stock warrant liability to market in each period. The additional increase was a \$1.2 million decrease in interest expense because the outstanding long term debt was retired during March 2014 and an increase of \$1.3 million for the effect of marking preferred stock warrants to market prior to their conversion during the initial public offering.

#### Liquidity and Capital Resources

We have incurred losses and cumulative negative cash flows from operations since our inception in June 2003, and as of December 31, 2015, we had an accumulated deficit of \$307.5 million. We anticipate that we will continue to incur losses for at least the next several years. We expect that our research and development and general and administrative expenses will continue to increase and, as a result, we will need additional capital to fund our operations, which we may raise through a combination of the sale of equity, debt financings or other sources, including potential additional collaborations.

As of December 31, 2015, our operations have been primarily funded by \$105.1 million in equity investments from venture investors prior to the IPO, \$219.3 million from public investors, \$64.2 million in equity investments from our partners and \$233.5 million in upfront payments, milestones, and net research and development payments from our collaboration partners.

On September 24, 2013, we completed the sale of 6,417,000 shares of our common stock, including 837,000 shares of common stock sold pursuant to the underwriters' full exercise of their option to purchase additional shares at a public offering price of \$15.00 per share, resulting in net proceeds to us of \$86.8 million, after deducting underwriting discounts and offering expenses. Also in September 2013, we completed a private placement of \$10.0 million of our common stock at a price of \$15.00 per share.



Table of Contents

On January 28, 2014, we completed the sale of 2,760,000 shares of our common stock, including 360,000 shares of common stock sold pursuant to the underwriters' full exercise of their option to purchase additional shares at a public offering price of \$50.00 per share, resulting in net proceeds to us of \$129.2 million, after deducting underwriting discounts and offering expenses.

On January 11, 2016, we completed the sale of 3,750,000 shares of our common stock, at a public offering price of \$40.00 per share, resulting in net proceeds to us of approximately \$140.4 million, after deducting underwriting discounts and offering expenses.

We entered into a new venture debt facility on June 7, 2012 and, as of December 31, 2013 we had \$16.9 million in venture debt outstanding. After an interest-only period, we began paying down principal on the debt facility in July 2013. Interest accrued at a rate of 8.5% per annum and was payable monthly. The debt facility also included a closing fee of \$0.2 million and was also subject to an additional deferred payment of \$1.2 million which is due at the time of the final payment. We were amortizing the cost over the 42 months of the loan resulting in an effective interest rate of approximately 11.8%. The debt facility was paid off in March 2014.

As of December 31, 2015, we had \$136.0 million in cash, cash equivalents and investments. Cash in excess of immediate requirements is invested in accordance with our investment policy, primarily with a view to liquidity and capital preservation. Currently, our funds are held in bank deposits and money market mutual funds consisting of U.S. government-backed securities.

Cash Flows

The following table sets forth the primary sources and uses of cash for each of the years set forth below:

(in thousands)	Year Ended December 31,		
	2015	2014	2013
Net cash (used in) provided by:			
Operating activities	\$(44,211 )	\$(53,220 )	\$(19,650 )
Investing activities	(108,971 )	(514 )	(307 )
Financing activities	4,505	117,031	93,509
Net (decrease) increase in cash and cash equivalents	\$(148,677 )	\$63,297	\$73,552

Operating Activities.

Net cash used in operating activities was \$44.2 million for the year ended December 31, 2015, and consisted primarily of a net loss of \$63.9 million adjusted for non-cash items including an increase in fair value of warrants of \$3.5 million, stock-based compensation expense of \$12.1 million, depreciation and amortization of \$1.2 million, and a net increase due to changes in operating assets and liabilities of \$3.3 million. The significant items in the change in operating assets and liabilities include a decrease in deferred revenue of \$1.2 million for the Celgene Collaboration. Other components of the change in operating assets and liabilities include a decrease in deferred rent of \$0.5 million and an increase in accrued expenses of \$5.0 million.

Net cash used in operating activities was \$53.2 million for the year ended December 31, 2014, and consisted primarily of a net loss of \$51.3 million adjusted for non-cash items including a decrease in fair value of warrants of \$5.0 million, stock-based compensation expense of \$4.8 million, depreciation and amortization of \$1.1 million, payments of deferred interest of \$0.5 million, and a net decrease due to changes in operating assets and liabilities of \$2.3 million. The significant items in the change in operating assets and liabilities include a decrease in deferred revenue of \$1.7 million for the Celgene Collaboration. Other components of the change in operating assets and liabilities include a decrease in collaboration receivables of \$0.2 million, a decrease in deferred rent of \$0.5 million, a decrease in accounts payable of \$0.2 million, and an increase in prepaid and other current assets of \$0.3 million.

Net cash used in operating activities was \$19.6 million for the year ended December 31, 2013, and consisted primarily of a net loss of \$21.9 million adjusted for non-cash items including an increase in fair value of warrants of \$26.9 million, stock-based compensation expense of \$2.2 million, depreciation and amortization of \$0.9 million, forgiveness of the related party receivable of \$0.2 million, accretion of deferred interest of \$0.3 million, and amortization of deferred debt issuance costs of \$0.2 million, and a net decrease due to changes in operating assets and liabilities of \$28.5 million. The significant items in the change in operating assets and liabilities include a decrease in deferred revenue of \$26.9 million due primarily to the recognition of \$24.3 million of deferred revenue for the Shire

collaboration agreement, which was terminated effective June 30, 2013. Other components of the change in operating assets and liabilities include an increase in accrued expenses of

59

---

## Table of Contents

\$0.7 million, an increase in collaboration receivables of \$0.8 million, an increase in prepaid expenses of \$0.8 million, a decrease in deferred rent of \$0.5 million and a decrease in accounts payable of \$0.1 million.

### Investing Activities.

Net cash used in investing activities was \$109.0 million, \$0.5 million and \$0.3 million for the years ended December 31, 2015, 2014 and 2013, respectively. The significant increase during 2015 was due to the purchase of investments. During 2014 and 2013 cash used in investing activities consisted of purchases of property and equipment.

### Financing Activities.

Net cash provided by financing activities was \$4.5 million for the year ended December 31, 2015 and was primarily due to \$4.6 million in proceeds received from the employee stock purchase plan, and the exercise of stock options and warrants to purchase common stock.

Net cash provided by financing activities was \$117.0 million for the year ended December 31, 2014 and consisted of \$129.2 million in net proceeds received from our follow on public offering and \$4.2 million from the exercise of stock options and warrants, offset in part by \$16.3 million of principal repayments to pay off our venture debt credit facility.

Net cash provided by financing activities was \$93.5 million for the year ended December 31, 2013 and consisted of \$96.8 million in net proceeds received from our initial public offering and concurrent private placement, and \$0.7 million of proceeds from the exercise of stock options and warrants to purchase common stock, offset in part by \$3.7 million of principal payments made to pay down our venture debt credit facility, and \$0.3 million paid to repurchase and retire redeemable convertible preferred stock, common stock and warrants to purchase common stock.

### Operating Capital Requirements

To date, we have not generated any revenue from product sales. We do not know when, or if, we will generate any revenue from product sales. We will not generate revenue from product sales unless and until we or our partners obtain regulatory approval of and commercialize one of our current or future therapeutic candidates. We anticipate that we will continue to generate losses for the foreseeable future, and we expect the losses to increase as we continue the development of, and seek and obtain regulatory approvals for, dalantercept, ACE-083 and any future therapeutic candidates, and begin to commercialize any approved products. We are subject to all of the risks incident in the development of therapeutic candidates, and we may encounter unforeseen expenses, difficulties, complications, delays and other unknown factors that may adversely affect our business. Since the closing of our initial public offering, we have incurred, and expect to continue to incur, additional costs associated with operating as a public company. We anticipate that we will need additional funding in connection with our continuing operations.

We believe that our existing cash, cash equivalents and investments, including the net proceeds from our January 2016 public offering, will be sufficient to fund our projected operating requirements into the second half of 2019. However, we will require additional capital for the further development of our existing therapeutic candidates and may also need to raise additional funds sooner to pursue other development activities related to additional therapeutic candidates.

Until we can generate a sufficient amount of revenue from our products, if ever, we expect to fund our operations through a combination of equity offerings, debt financings or other sources including potential additional collaborations. Additional capital may not be available on favorable terms, if at all. If we are unable to raise additional capital in sufficient amounts or on terms acceptable to us, we may have to significantly delay, scale back or discontinue the development or commercialization of one or more of our therapeutic candidates. If we raise additional funds through the issuance of additional debt or equity securities, it could result in dilution to our existing stockholders and increased fixed payment obligations, and these securities may have rights senior to those of our common stock. If we incur indebtedness, we could become subject to covenants that would restrict our operations and potentially impair our competitiveness, such as limitations on our ability to incur additional debt, limitations on our ability to acquire, sell or license intellectual property rights and other operating restrictions that could adversely impact our ability to conduct our business. We may not be able to enter into new collaboration arrangements for any of our proprietary therapeutic candidates. Any of these events could significantly harm our business, financial condition and prospects.

Our forecast of the period of time through which our financial resources will be adequate to support our operations is a forward-looking statement and involves risks and uncertainties, and actual results could vary as a result of a number of factors. We have based this estimate on assumptions that may prove to be wrong, and we could utilize our available capital resources sooner than we currently expect. Our future funding requirements, both near and long-term, will depend on many factors, including, but not limited to:

the achievement of milestones under our agreement with Celgene;

Table of Contents

- the terms and timing of any other collaborative, licensing and other arrangements that we may establish;
- the initiation, progress, timing and completion of preclinical studies and clinical trials for our therapeutic candidates and potential therapeutic candidates;
- the number and characteristics of therapeutic candidates that we pursue;
- the progress, costs and results of our clinical trials;
- the outcome, timing and cost of regulatory approvals;
- delays that may be caused by changing regulatory requirements;
- the cost and timing of hiring new employees to support our continued growth;
- the costs involved in filing and prosecuting patent applications and enforcing and defending patent claims;
- the costs and timing of procuring clinical and commercial supplies of our therapeutic candidates;
- the extent to which we acquire or invest in businesses, products or technologies; and
- the costs involved in defending and prosecuting litigation regarding in-licensed intellectual property.

## Contractual Obligations and Commitments

The following is a summary of our long-term contractual cash obligations as of December 31, 2015.

(in thousands)	Total	2016	2017 through 2018	2019 through 2020	After 2020
Operating lease obligations(1)	\$ 13,971	\$ 4,386	\$ 8,124	\$ 1,296	\$ 165
Total	\$ 13,971	\$ 4,386	\$ 8,124	\$ 1,296	\$ 165

We lease office and lab space at 128 Sidney Street and 149 Sidney Street in Cambridge, Massachusetts under (1) noncancelable operating leases that expire in September 2018. We also lease space at 125 Sidney Street under a noncancelable operating lease that expires in March 2021. Our leasehold improvements are being amortized over 2-10 years which represent the shorter of their useful life or remaining lease term.

We also have obligations to make future payments to third party licensors that become due and payable on the achievement of certain development, regulatory and commercial milestones. We have not included these commitments on our consolidated balance sheet or in the table above because the achievement and timing of these milestones is not fixed or determinable. These commitments include the following:

Under our license agreement with the Beth Israel Deaconess Medical Center, or BIDMC, in respect of BIDMC's joint interest in patent rights related to the treatment of renal cell cancer by combination therapy with dalantercept and VEGF-receptor tyrosine kinase inhibitors, we agreed to pay BIDMC specified development and sales milestone payments aggregating up to \$1.0 million. In addition, we are required to pay BIDMC royalties in the low single digits on worldwide net product sales of drug labeled for treatment regimens that are claimed in the licensed patents.

Under our license agreement with the Ludwig Institute for Cancer Research, or LICR, in respect of patent rights relating to the first cloning of the type I activin receptors, as well as the treatment of pancreatic tumors with dalantercept, we agreed to pay LICR specified development and sales milestone payments aggregating up to \$1.6 million relating to the development and commercialization of dalantercept. In addition, we are required to pay



LICR royalties in the low single-digits on worldwide net product sales of dalantercept, with royalty obligations continuing at a 50% reduced rate for a period of time after patent expiration. If we sublicense the LICR patent rights, we will owe LICR a percentage of sublicensing revenue, excluding payments based on the level of sales, profits or other levels of commercialization.

Table of Contents

Under our two license agreements with the Salk Institute for Biological Studies, or Salk, relating to the first cloning of the type II activin receptors, if we sublicense the Salk patent rights, we will owe Salk a percentage of sublicensing revenue, excluding payments based on sales. Under one agreement, we agreed to pay Salk specified development milestone payments totaling up to \$2.0 million for sotatercept. Under the other agreement, we agreed to pay Salk specified development milestone payments of up to \$0.7 million for luspatercept. In addition, under both agreements, we are required to pay Salk royalties in the low single-digits on worldwide net product sales by us or our sublicensees under the licensed patent rights of products claimed in the licensed patents, or products derived from use of the licensed patent rights, with royalty obligations for sotatercept continuing at a reduced rate for a period of time after patent expiration.

In May 2014, we executed a collaboration agreement with a research technology company. We paid an upfront and research fee of \$0.3 million upon execution of the agreement. We also received an option to obtain a commercial license to the molecules developed during the collaboration, which, if exercised, would obligate us to pay royalty and milestone payments.

We enter into contracts in the normal course of business with CROs for clinical trials and clinical supply manufacturing and with vendors for preclinical safety and research studies, research supplies and other services and products for operating purposes. These contracts generally provide for termination on notice, and therefore are cancelable contracts and not included in the table of contractual obligations and commitments.

Table of Contents

Net Operating Loss (NOL) Carryforwards

We have deferred tax assets of approximately \$109.8 million as of December 31, 2015, which have been fully offset by a valuation allowance due to uncertainties surrounding our ability to realize these tax benefits. The deferred tax assets are primarily composed of federal and state tax net operating loss, or NOL, carryforwards, research and development tax credit carryforwards, and deferred revenue, accruals and other temporary differences. As of December 31, 2015, we had federal NOL carryforwards of approximately \$276.1 million and state NOL carryforwards of \$229.8 million available to reduce future taxable income, if any. These federal and state NOL carryforwards expire at various times through 2035. In general, if we experience a greater than 50 percent aggregate change in ownership of certain significant stockholders over a three-year period, or a Section 382 ownership change, utilization of our pre-change NOL carryforwards are subject to an annual limitation under Section 382 of the Internal Revenue Code of 1986, as amended, and similar state laws. Such limitations may result in expiration of a portion of the NOL carryforwards before utilization and may be substantial. If we experience a Section 382 ownership change in connection with our public offerings or as a result of future changes in our stock ownership, some of which changes are outside our control, the tax benefits related to the NOL carryforwards may be limited or lost. For additional information about our taxes, see Note 13 to the financial statements in this Annual Report on Form 10-K.

Off-Balance Sheet Arrangements

We did not have during the periods presented, and we do not currently have, any off-balance sheet arrangements, as defined in the rules and regulations of the Securities and Exchange Commission.

Item 7A. Quantitative and Qualitative Disclosures About Market Risks

We are exposed to market risk related to changes in interest rates. As of December 31, 2015 and December 31, 2014, we had cash, cash equivalents and investments of \$136.0 million and \$176.5 million, respectively. Our cash equivalents are invested primarily in bank deposits and money market mutual funds. Our primary exposure to market risk is interest rate sensitivity, which is affected by changes in the general level of U.S. interest rates. Our investments are subject to interest rate risk and could fall in value if market interest rates increase. Due to the duration of our investment portfolio and the low risk profile of our investments, we do not believe an immediate 100 basis point change in interest rates would have a material effect on the fair market value of our portfolio. We have the ability to hold our investments until maturity, and therefore we would not expect our operating results or cash flows to be affected to any significant degree by the effect of a change in market interest rates on our investments.

Item 8. Financial Statements and Supplementary Data

All financial statements and supplementary data required to be filed hereunder are filed as listed under Item 15(a) of this Annual Report on Form 10-K and are incorporated herein by this reference.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None.

Item 9A. Controls and Procedures

Conclusion Regarding the Effectiveness of Disclosure Controls and Procedures

As of December 31, 2015, management, with the participation of our Chief Executive Officer and Chief Financial Officer, performed an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures as defined in Rules 13a-15(e) and 15d-15(e) of the Exchange Act. Our disclosure controls and procedures are designed to ensure that information required to be disclosed in the reports we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms, and that such information is accumulated and communicated to our management, including the Chief Executive Officer and the Chief Financial Officer, to allow timely decisions regarding required disclosures. Any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objective. Based on this evaluation, our Chief Executive Officer and Chief Financial Officer concluded that, as of December 31, 2015, the design and operation of our disclosure controls and procedures were effective.

Management's Report on Internal Control Over Financial Reporting



Table of Contents

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, is responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Rule 13a-15(f) and 15d-15(f) of the Exchange Act. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policy or procedures may deteriorate. Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, management has conducted an evaluation of the effectiveness of our internal control over financial reporting as of December 31, 2015 based upon the Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework). Based on this evaluation, management, including our Chief Executive Officer and Chief Financial Officer, has concluded that our internal control over financial reporting was effective as of December 31, 2015.

The effectiveness of our internal control over financial reporting as of December 31, 2015 has been audited by Ernst & Young LLP, our independent registered public accounting firm, as stated in their report which is included herein.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act) during the year ended December 31, 2015, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Report of Independent Registered Public Accounting Firm

The Board of Directors and Stockholders of  
Acceleron Pharma Inc.

We have audited Acceleron Pharma Inc.'s internal control over financial reporting as of December 31, 2015, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). Acceleron Pharma Inc.'s management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed 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. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, Acceleron Pharma Inc. maintained, in all material respects, effective internal control over financial reporting as of December 31, 2015, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Acceleron Pharma Inc. as of December 31, 2015 and 2014, and the related

Table of Contents

consolidated statements of operations and comprehensive loss, redeemable convertible preferred stock and stockholders' equity (deficit) and cash flows for each of the three years in the period ended December 31, 2015 of Acceleron Pharma Inc. and our report dated February 25, 2016 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

Boston, Massachusetts

February 25, 2016

Item 9B. Other Information

None.

65

---

Table of Contents

PART III

Certain information required by Part III is omitted from this Annual Report on Form 10-K and is incorporated herein by reference from our definitive proxy statement relating to our 2016 annual meeting of stockholders, pursuant to Regulation 14A of the Securities Exchange Act of 1934, as amended, also referred to in this Form 10-K as our 2016 Proxy Statement, which we expect to file with the SEC no later than April 30, 2015.

Item 10. Directors, Executive Officers and Corporate Governance

The information required by this Item 10 is incorporated herein by reference to our 2016 Proxy Statement.

Item 11. Executive Compensation

The information required by this Item 11 is incorporated herein by reference to our 2016 Proxy Statement.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The information required by this Item 12 is incorporated herein by reference to our 2016 Proxy Statement.

Item 13. Certain Relationships and Related Transactions, and Director Independence

The information required by this Item 13 is incorporated herein by reference to our 2016 Proxy Statement.

Item 14. Principal Accounting Fees and Services

The information required by this Item 14 is incorporated herein by reference to our 2016 Proxy Statement.



Table of Contents

PART IV

Item 15. Exhibits and Financial Statement Schedules

(a) The following documents are filed as part of this report:

(1) Financial Statements.

	Page number in this Report
<u>Report of Independent Registered Public Accounting Firm</u>	F-2
<u>Consolidated Balance Sheets at December 31, 2015 and 2014</u>	F-3
<u>Consolidated Statements of Operations and Comprehensive Loss for the years ended December 31, 2015, 2014 and 2013</u>	F-4
<u>Consolidated Statements of Redeemable Convertible Preferred Stock and Stockholders' Equity (Deficit) for the years ended December 31, 2015, 2014 and 2013</u>	F-5
<u>Consolidated Statements of Cash Flows for the years ended December 31, 2015, 2014 and 2013</u>	F-7
<u>Notes to Consolidated Financial Statements</u>	F-8

(2) Financial Statement Schedules.

We are not filing any financial statement schedules as part of this Annual Report on Form 10-K because they are not applicable or the required information is included in the consolidated financial statements or notes thereto.

(3) Exhibits.

The list of Exhibits filed as a part of this Annual Report on Form 10-K is set forth on the Exhibit Index immediately preceding such Exhibits and is incorporated herein by this reference.

(b) The list of Exhibits filed as a part of this Annual Report on Form 10-K is set forth on the Exhibit Index immediately preceding such Exhibits and is incorporated herein by this reference.

(c) None.

Table of Contents

Acceleron Pharma Inc.

Index to Consolidated Financial Statements

	Pages
<u>Report of Independent Registered Public Accounting Firm</u>	F-2
<u>Consolidated Balance Sheets</u>	F-3
<u>Consolidated Statements of Operations and Comprehensive Loss</u>	F-4
<u>Consolidated Statements of Redeemable Convertible Preferred Stock and Stockholders' Equity (Deficit)</u>	F-5
<u>Consolidated Statements of Cash Flows</u>	F-7
<u>Notes to Consolidated Financial Statements</u>	F-8

F-1

---

Table of Contents

Report of Independent Registered Public Accounting Firm  
The Board of Directors and Stockholders of  
Acceleron Pharma Inc.

We have audited the accompanying consolidated balance sheets of Acceleron Pharma Inc. as of December 31, 2015 and 2014, and the related consolidated statements of operations and comprehensive loss, redeemable convertible preferred stock and stockholders' equity (deficit) and cash flows for each of the three years in the period ended December 31, 2015. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Acceleron Pharma Inc. at December 31, 2015 and 2014, and the consolidated results of its operations and its cash flows for each of the three years in the period ended December 31, 2015, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Acceleron Pharma Inc.'s internal control over financial reporting as of December 31, 2015, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) and our report dated February 25, 2016 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

Boston, Massachusetts  
February 25, 2016

Table of Contents

Acceleron Pharma Inc.

Consolidated Balance Sheets

(amounts in thousands except share and per share data)

	December 31,	
	2015	2014
Assets		
Current assets:		
Cash and cash equivalents	\$27,783	\$176,460
Short-term investments	77,064	—
Collaboration receivables (all amounts are with a related party)	3,628	3,367
Prepaid expenses and other current assets	2,458	2,480
Total current assets	110,933	182,307
Property and equipment, net	3,106	3,087
Long-term investments	31,134	—
Restricted cash	796	902
Other assets	368	—
Total assets	\$146,337	\$186,296
Liabilities and stockholders' equity		
Current liabilities:		
Accounts payable	\$875	\$724
Accrued expenses	12,400	6,848
Deferred revenue	555	1,162
Deferred rent	661	519
Total current liabilities	14,491	9,253
Deferred revenue, net of current portion	4,239	4,816
Deferred rent, net of current portion	1,157	1,818
Warrants to purchase common stock	17,187	14,124
Total liabilities	37,074	30,011
Commitments and contingencies (Note 8)	—	—
Stockholders' equity:		
Undesignated preferred stock, \$0.001 par value: 25,000,000 shares authorized and no shares issued or outstanding	—	—
Common stock, \$0.001 par value: 175,000,000 shares authorized; 33,313,355 and 32,432,025, shares issued and outstanding at December 31, 2015 and 2014, respectively	34	33
Additional paid-in capital	416,926	399,835
Accumulated deficit	(307,477 )	(243,583 )
Accumulated other comprehensive loss	(220 )	—
Total stockholders' equity	109,263	156,285
Total liabilities and stockholders' equity	\$146,337	\$186,296
See accompanying notes to consolidated financial statements.		

Table of Contents

Acceleron Pharma Inc.

Consolidated Statements of Operations and Comprehensive Loss

(amounts in thousands except per share data)

	Year Ended December 31,		
	2015	2014	2013
Revenue:			
Collaboration revenue:			
License and milestone	\$1,184	\$1,673	\$43,948
Cost-sharing, net	16,913	12,959	13,282
Total revenue(1)	18,097	14,632	57,230
Costs and expenses:			
Research and development	58,404	50,897	36,051
Litigation settlement	—	5,000	—
General and administrative	20,572	14,199	14,227
Total costs and expenses	78,976	70,096	50,278
(Loss) income from operations	(60,879 )	(55,464 )	6,952
Other (expense) income:			
Other (expense) income, net	(3,527 )	5,044	(26,797 )
Interest income	512	83	39
Interest expense	—	(922 )	(2,092 )
Total other (expense) income, net	(3,015 )	4,205	(28,850 )
Net loss	\$(63,894 )	\$(51,259 )	\$(21,898 )
Other comprehensive loss:			
Net unrealized holding (losses) on short-term and long-term investments during the period	\$(220 )	\$—	\$—
Comprehensive loss	\$(64,114 )	\$(51,259 )	\$(21,898 )
Reconciliation of net loss to net loss applicable to common stockholders:			
Net loss	\$(63,894 )	\$(51,259 )	\$(21,898 )
Accretion of dividends, interest, redemption value and issuance costs on redeemable convertible preferred stock	—	—	(19,870 )
Gain on extinguishment of redeemable convertible preferred stock	—	—	2,765
Net loss applicable to common stockholders—basic and diluted	\$(63,894 )	\$(51,259 )	\$(39,003 )
Net loss per share applicable to common stockholders-basic and diluted	\$(1.92 )	\$(1.63 )	\$(4.15 )
Weighted-average number of common shares used in computing net loss per share applicable to common stockholders-basic and diluted	33,303	31,515	9,407
(1) Includes related party revenue (Note 15)	\$18,097	\$14,632	\$32,284

See accompanying notes to consolidated financial statements.

Table of Contents

Acceleron Pharma Inc.

Consolidated Statements of Redeemable Convertible Preferred Stock and Stockholders' Equity (Deficit)

(amounts in thousands except share and per share data)

	Series A Redeemable Convertible Preferred Stock		Series B Redeemable Convertible Preferred Stock		Series C Redeemable Convertible Preferred Stock		Series C-1 Redeemable Convertible Preferred Stock		Series D Redeemable Convertible Preferred Stock	
	Number of Shares	Value	Number of Shares	Value	Number of Shares	Value	Number of Shares	Value	Number of Shares	Value
December 31, 2012	6,410,976	\$66,665	4,204,185	\$67,044	2,978,062	\$59,909	457,875	\$9,387	234,940	\$4,325
Accretion of dividends, interest, redemption value and issuance costs— related to redeemable convertible preferred stock		3,408	—	4,138	—	4,068	—	661	—	487
Repurchase and retirement of redeemable convertible preferred stock	—	—	(139,741 )	(2,267 )	(21,744 )	(445 )	—	—	(2,906 )	(54 )
Exercise of warrants to purchase convertible preferred stock	46,668	678	—	—	—	—	—	—	—	—
Exercise of warrants to purchase common stock	—	—	—	—	—	—	—	—	—	—
Compensation expense associated with stock options	—	—	—	—	—	—	—	—	—	—
Exercise of stock options	—	—	—	—	—	—	—	—	—	—
Conversion of redeemable convertible preferred stock into common stock	(6,457,644)	(70,751 )	(4,064,444)	(68,915 )	(2,956,318)	(63,532 )	(457,875)	(10,048)	(232,034)	(4,758)
Reclassification of warrants to	—	—	—	—	—	—	—	—	—	—

purchase shares of redeemable convertible preferred stock into warrants to purchase common stock											
Issuance of common stock in connection with initial public offering and private placement, net of issuance costs of \$2,692	—	—	—	—	—	—	—	—	—	—	—
Net loss December 31, 2013	—	—	—	—	—	—	—	—	—	—	—
Issuance of common stock net of expenses of \$554	—	—	—	—	—	—	—	—	—	—	—
Stock-based compensation	—	—	—	—	—	—	—	—	—	—	—
Exercise of stock options	—	—	—	—	—	—	—	—	—	—	—
Net exercise of warrants to purchase common stock	—	—	—	—	—	—	—	—	—	—	—
Exercise of warrants to purchase common stock	—	—	—	—	—	—	—	—	—	—	—
Net loss	—	—	—	—	—	—	—	—	—	—	—
Balance at December 31, 2014	—	—	—	—	—	—	—	—	—	—	—
Stock-based compensation	—	—	—	—	—	—	—	—	—	—	—
Exercise of stock options	—	—	—	—	—	—	—	—	—	—	—
Issuance of common stock related to ESPP	—	—	—	—	—	—	—	—	—	—	—
Net exercise of warrants to purchase common stock	—	—	—	—	—	—	—	—	—	—	—
	—	—	—	—	—	—	—	—	—	—	—

Unrealized loss  
on  
available-for-sale  
securities

Net loss	—	—	—	—	—	—	—	—	—	—
Balance at December 31, 2015	—	\$—	—	\$—	—	\$—	—	\$—	—	\$—

See accompanying notes to consolidated financial statements.

F-5

---



Table of Contents

Acceleron Pharma Inc.

Consolidated Statements of Redeemable Convertible Preferred Stock and Stockholders' Equity (Deficit) (Continued)  
(amounts in thousands except share and per share data)

	Series E Redeemable Convertible Preferred Stock		Series F Redeemable Convertible Preferred Stock		Total Redeemable Convertible Preferred Stock	Common Stock				
	Number of Shares	Value	Number of Shares	Value		Number of Shares	\$0.00 Par Value	Additional Paid-In Capital	Accumulated Deficit	Comprehensive Income (Loss)
Balance at December 31, 2012	816,060	\$13,393	2,426,171	\$36,023	\$268,610	2,432,155	\$3	\$—	\$(290,976)	\$—
Accretion of dividends, interest, redemption value and issuance costs related to redeemable convertible preferred stock	—	1,802	—	4,033	19,870	—	—	(4,230)	(15,640)	—
Repurchase and retirement of redeemable convertible preferred stock	(13,103)	(224)	(4,825)	(74)	(3,064)	(722)	—	2,773	—	—
Exercise of warrants to purchase convertible preferred stock	—	—	—	—	678	—	—	—	—	—
Exercise of warrants to purchase common stock	—	—	—	—	—	23,735	—	—	—	—
Compensation expense associated with stock options	—	—	—	—	—	—	—	2,196	—	—
Exercise of stock options	—	—	—	—	—	292,802	—	653	—	—
Conversion of redeemable convertible preferred stock into common stock	(802,957)	(14,971)	(2,421,346)	(39,982)	(286,094)	18,516,993	19	149,885	136,190	—
	—	—	—	—	—	—	—	2,012	—	—

Reclassification of warrants to purchase shares of redeemable convertible preferred stock into warrants to purchase common stock												
Issuance of common stock in connection with initial public offering and private placement, net of issuance costs of \$2,692	—	—	—	—	—	7,083,667	7	96,818	—	—	—	9
Net loss	—	—	—	—	—	—	—	—	(21,898)	—	—	(
Balance at December 31, 2013	—	—	—	—	—	28,348,630	29	250,107	(192,324)	—	—	5
Issuance of common stock net of expenses of \$554	—	—	—	—	—	2,760,000	3	129,171	—	—	—	1
Stock-based compensation	—	—	—	—	—	—	—	4,778	—	—	—	4
Exercise of stock options	—	—	—	—	—	853,507	1	3,207	—	—	—	3
Net exercise of warrants to purchase common stock	—	—	—	—	—	303,204	—	7,422	—	—	—	7
Exercise of warrants to purchase common stock	—	—	—	—	—	166,684	—	5,150	—	—	—	5
Net loss	—	—	—	—	—	—	—	—	(51,259)	—	—	(
Balance at December 31, 2014	—	—	—	—	—	32,432,025	33	399,835	(243,583)	—	—	1
Stock-based compensation	—	—	—	—	—	—	—	12,075	—	—	—	1
Exercise of stock options	—	—	—	—	—	837,361	1	3,962	—	—	—	3
Issuance of common stock related to ESPP	—	—	—	—	—	23,787	—	589	—	—	—	5
Net exercise of warrants to	—	—	—	—	—	20,182	—	465	—	—	—	4

purchase common stock											
Unrealized loss on available-for-sale securities	—	—	—	—	—	—	—	—	—	(220 )	(
Net loss	—	—	—	—	—	—	—	—	(63,894 )	—	(
Balance at December 31, 2015	—	\$—	—	\$—	\$—	33,313,355	\$34	\$416,926	\$(307,477)	\$(220)	\$

See accompanying notes to consolidated financial statements.

F-6

---

Table of Contents

Acceleron Pharma Inc.  
Consolidated Statements of Cash Flows  
(amounts in thousands)

	Year Ended December 31,		
	2015	2014	2013
Operating Activities			
Net loss	\$(63,894 )	\$(51,259 )	\$(21,898 )
Adjustments to reconcile net loss to net cash used in operating activities:			
Depreciation and amortization	1,176	1,118	915
Loss on disposition of property and equipment	34	25	32
Stock-based compensation	12,075	4,778	2,196
Accretion of deferred interest	—	(536 )	342
Amortization of deferred debt issuance costs	—	36	186
Change in fair value of warrants	3,528	(5,037 )	26,875
Gain on retirement of warrants	—	—	(76 )
Forgiveness of related party receivable	—	—	237
Net amortization of premium on investments	(406 )	—	—
Changes in assets and liabilities:			
Prepaid expenses and other current assets	7	(255 )	(823 )
Collaboration receivables	(261 )	249	(840 )
Related party receivable	—	—	(4 )
Accounts payable	151	(161 )	(53 )
Accrued expenses	4,976	(17 )	709
Deferred revenue	(1,184 )	(1,673 )	(26,949 )
Deferred rent	(519 )	(499 )	(499 )
Restricted cash	106	11	—
Net cash used in operating activities	(44,211 )	(53,220 )	(19,650 )
Investing Activities			
Purchase of investments	(134,697 )	—	—
Proceeds from maturities investments	26,685	—	—
Purchases of property and equipment	(959 )	(514 )	(307 )
Net cash used in investing activities	(108,971 )	(514 )	(307 )
Financing Activities			
Proceeds from issuance of common stock from public offering, net of issuance costs	(47 )	129,174	86,825
Proceeds from issuance of common stock from private placements	—	—	10,000
Payments of long-term debt	—	(16,331 )	(3,669 )
Payments made to repurchase redeemable convertible preferred stock, common stock and warrants to purchase common stock	—	—	(300 )
Proceeds from issuances of common stock related to employee stock purchase plan	589	—	—
Proceeds from exercise of stock options and warrants to purchase common stock	3,963	4,188	653
Net cash provided by financing activities	4,505	117,031	93,509
Net (decrease) increase in cash and cash equivalents	(148,677 )	63,297	73,552
Cash and cash equivalents at beginning of year	176,460	113,163	39,611
Cash and cash equivalents at end of year	\$27,783	\$176,460	\$113,163
Supplemental Disclosure of Cash Flow Information:			
Cash paid for interest	\$—	\$1,574	\$1,657

## Supplemental Disclosure of Non-Cash Investing and Financing Activities:

Accretion of dividends, interest, redemption value, and issuance costs on preferred stock	\$—	\$—	\$19,870
Conversion of preferred stock into common stock	\$—	\$—	\$286,094
Conversion of preferred stock warrants into common stock warrants	\$—	\$—	\$2,012
Reclassification of warrant liability to additional paid-in capital	\$465	\$11,592	\$678
Capitalized follow-on public offering costs included in accrued expenses	\$306	\$—	\$74
Purchase of property and equipment included in accounts payable and accrued expenses	\$270	\$11	\$297

See accompanying notes to consolidated financial statements.

F-7

---

Table of Contents

Acceleron Pharma Inc.

Notes to Consolidated Financial Statements

Years Ended December 31, 2015, 2014 and 2013

1. Nature of Business

Acceleron Pharma Inc. (Acceleron or the Company) is a Cambridge, Massachusetts-based biopharmaceutical company focused on the discovery, development and commercialization of novel therapeutic candidates that are based on the mechanisms that the human body uses to regulate the growth and repair of its cells and tissues. The Company's research focuses on key natural regulators of cellular growth and repair, particularly the Transforming Growth Factor-Beta (TGF-beta) protein superfamily. By combining its discovery and development expertise, including its proprietary knowledge of the TGF-beta superfamily, and its internal protein engineering and manufacturing capabilities, the Company has built a highly productive discovery and development platform that has generated innovative therapeutic candidates with novel mechanisms of action. The Company has four internally discovered therapeutic candidates that are currently in clinical trials.

The Company is subject to risks common to companies in the biotechnology industry, including, but not limited to, risk that the Company never achieves profitability, the need for substantial additional financing, risk of relying on third parties, risks of clinical trial failures, dependence on key personnel, protection of proprietary technology and compliance with government regulations.

2. Summary of Significant Accounting Policies

The accompanying consolidated financial statements reflect the application of certain significant accounting policies as described below and elsewhere in these notes to the consolidated financial statements. The Company believes that a significant accounting policy is one that is both important to the portrayal of the Company's financial condition and results, and requires management's most difficult, subjective, or complex judgments, often as the result of the need to make estimates about the effect of matters that are inherently uncertain.

Principles of Consolidation

The accompanying consolidated financial statements include those of the Company and its wholly-owned subsidiary, Acceleron Securities Corp. All significant intercompany balances and transactions have been eliminated in consolidation.

Basis of Presentation

The accompanying consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America (GAAP). Any reference in these notes to applicable guidance is meant to refer to the authoritative United States generally accepted accounting principles as found in the Accounting Standards Codification (ASC) and Accounting Standards Update (ASU) of the Financial Accounting Standards Board (FASB).

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts expensed during the reporting period.

Management considers many factors in selecting appropriate financial accounting policies and controls, and in developing the estimates and assumptions that are used in the preparation of these consolidated financial statements. Management must apply significant judgment in this process. In addition, other factors may affect estimates, including: expected business and operational changes, sensitivity and volatility associated with the assumptions used in developing estimates, and whether historical trends are expected to be representative of future trends. The estimation process often may yield a range of potentially reasonable estimates of the ultimate future outcomes and management must select an amount that falls within that range of reasonable estimates. This process may result in actual results differing materially from those estimated amounts used in the preparation of the consolidated financial statements if these results differ from historical experience, or other assumptions do not turn out to be substantially accurate, even if such assumptions are reasonable when made. In preparing these consolidated financial statements, management used significant estimates in the following areas, among others: revenue recognition, stock-based

compensation expense, the determination of the fair value of stock-based awards, the fair value of liability-classified warrants, accrued expenses, and the recoverability of the Company's net deferred tax assets and related valuation allowance.

The Company utilized significant estimates and assumptions in determining the fair value of its common stock, prior to the completion of its initial public offering (IPO). The Company's board of directors (the Board) determined the estimated fair

F-8

---

Table of Contents

Acceleron Pharma Inc.

Notes to Consolidated Financial Statements (Continued)

Years Ended December 31, 2015, 2014 and 2013

value of the Company's common stock based on a number of objective and subjective factors, including external market conditions affecting the biotechnology industry sector and the prices at which the Company sold shares of redeemable convertible preferred stock, the superior rights and preferences of securities senior to the Company's common stock at the time, and the likelihood of achieving a liquidity event, such as an IPO or sale of the Company.

**Collaboration Receivable**

Credit is extended to customers based upon an evaluation of the customer's financial condition. Collaboration receivables are recorded at net realizable value. The Company does not charge interest on past due balances.

Collaboration receivables are determined to be past due when the payment due date is exceeded. The Company utilizes a specific identification accounts receivable reserve methodology based on a review of outstanding balances and previous activities to determine the allowance for doubtful accounts. The Company charges off uncollectible receivables at the time the Company determines the receivable is no longer collectible. The Company did not have an allowance for doubtful accounts at December 31, 2015 or 2014.

**Segment Information**

Operating segments are identified as components of an enterprise about which separate discrete financial information is available for evaluation by the chief operating decision maker, or decision making group, in making decisions on how to allocate resources and assess performance. The Company's chief operating decision maker is the chief executive officer. The Company and the chief executive officer view the Company's operations and manage its business as one operating segment, which is the discovery, development and commercialization of novel protein therapeutics for cancer and rare diseases. All material long-lived assets of the Company reside in the United States. The Company does use contract research organizations (CROs) and research institutions located outside the United States. Some of these expenses are subject to collaboration reimbursement which is presented as a component of cost sharing, net in the consolidated statements of operations and comprehensive loss.

**Cash and Cash Equivalents and Restricted Cash**

The Company considers all highly liquid investments purchased with original maturities of 90 days or less at acquisition to be cash equivalents. Cash and cash equivalents include cash held in banks and amounts held in interest-bearing money market accounts. Cash equivalents are carried at cost, which approximates their fair market value.

**Concentrations of Credit Risk and Off-Balance Sheet Risk**

The Company has no off-balance sheet risk, such as foreign exchange contracts, option contracts, or other foreign hedging arrangements. Financial instruments that potentially subject the Company to concentrations of credit risk are primarily cash, cash equivalents, restricted cash and collaboration receivables. The Company maintains its cash and cash equivalent balances in the form of money market accounts with financial institutions that management believes are creditworthy. The Company's investment policy includes guidelines on the quality of the institutions and financial instruments and defines allowable investments that the Company believes minimizes the exposure to concentrations of credit risk.

The Company routinely assesses the creditworthiness of its customers and collaboration partners. The Company has not experienced any material losses related to receivables from individual customers and collaboration partners, or groups of customers. The Company does not require collateral. Due to these factors, no additional credit risk beyond amounts provided for collection losses is believed by management to be probable in the Company's collaboration receivables.

**Disclosure of Fair Value of Financial Instruments**

The carrying amounts of the Company's financial instruments, which include cash, cash equivalents, certificates of deposit, collaboration receivables, accounts payable, and accrued expenses, approximated their fair values at December 31, 2015 or 2014 due to the short-term nature of these instruments. See discussion below on the determination of the fair value of the Company's preferred and common stock warrants.



The Company has evaluated the estimated fair value of financial instruments using available market information and management's estimates. The use of different market assumptions and/or estimation methodologies could have a significant effect on the estimated fair value amounts.

F-9

---

Table of Contents

Acceleron Pharma Inc.

Notes to Consolidated Financial Statements (Continued)

Years Ended December 31, 2015, 2014 and 2013

## Fair Value Measurements

ASC Topic 820, Fair Value Measurement (ASC 820), establishes a fair value hierarchy for instruments measured at fair value that distinguishes between assumptions based on market data (observable inputs) and the Company's own assumptions (unobservable inputs). Observable inputs are inputs that market participants would use in pricing the asset or liability based on market data obtained from sources independent of the Company. Unobservable inputs are inputs that reflect the Company's assumptions about the inputs that market participants would use in pricing the asset or liability, and are developed based on the best information available in the circumstances.

ASC 820 identifies fair value as the exchange price, or exit price, representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. As a basis for considering market participant assumptions in fair value measurements, ASC 820 establishes a three-tier fair value hierarchy that distinguishes between the following:

Level 1—Quoted market prices in active markets for identical assets or liabilities.

Level 2—Inputs other than Level 1 inputs that are either directly or indirectly observable, such as quoted market prices, interest rates, and yield curves.

Level 3—Unobservable inputs developed using estimates of assumptions developed by the Company, which reflect those that a market participant would use.

To the extent that the valuation is based on models or inputs that are less observable or unobservable in the market, the determination of fair value requires more judgment. Accordingly, the degree of judgment exercised by the Company in determining fair value is greatest for instruments categorized in Level 3. A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

Items measured at fair value on a recurring basis include warrants to purchase redeemable convertible preferred stock, which were outstanding until the closing of the IPO, and warrants to purchase common stock (Note 7). During the periods presented, the Company has not changed the manner in which it values assets and liabilities that are measured at fair value using Level 3 inputs.

The following tables set forth the Company's financial instruments carried at fair value using the lowest level of input applicable to each financial instrument as of December 31, 2015 and 2014 and (in thousands):

	December 31, 2015			Total
	Quoted Prices in Active Markets for Identical Items (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
<b>Assets:</b>				
Money market funds	\$24,811	\$ —	\$ —	\$24,811
Corporate obligations	—	67,706	—	67,706
U.S. Treasury securities	—	10,991	—	10,991
Certificates of deposit	—	16,776	—	16,776
Mortgage and other asset backed securities	—	13,228	—	13,228
Restricted cash	796	—	—	796
Total assets	\$25,607	\$ 108,701	\$ —	\$ 134,308
<b>Liabilities:</b>				
Warrants to purchase common stock	\$ —	\$ —	\$ 17,187	\$ 17,187
Total liabilities	\$ —	\$ —	\$ 17,187	17,187



Table of Contents

Acceleron Pharma Inc.

Notes to Consolidated Financial Statements (Continued)

Years Ended December 31, 2015, 2014 and 2013

	December 31, 2014			
	Quoted Prices in Active Markets for Identical Items (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
<b>Assets:</b>				
Money market funds	\$ 169,679	\$—	\$—	\$ 169,679
Restricted cash	902	—	—	902
Total assets	\$ 170,581	\$—	\$—	\$ 170,581
<b>Liabilities:</b>				
Warrants to purchase common stock	\$—	\$—	\$ 14,124	\$ 14,124
Total liabilities	\$—	\$—	\$ 14,124	\$ 14,124

The following table sets forth a summary of changes in the fair value of the Company's preferred and common stock warrant liabilities, which represent a recurring measurement that is classified within Level 3 of the fair value hierarchy, wherein fair value is estimated using significant unobservable inputs (in thousands):

	Year Ended December 31,	
	2015	2014
Beginning balance	\$ 14,124	\$ 30,753
Change in fair value	3,528	(5,037 )
Exercises	(465 )	(11,592 )
Repurchases	—	—
Conversions	—	—
Ending balance	\$ 17,187	\$ 14,124

The money market funds noted above are included in cash and cash equivalents in the accompanying consolidated balance sheets. The Company recognizes transfers between levels of the fair value hierarchy as of the end of the reporting period. There were no transfers within the hierarchy during the years ended December 31, 2015 and 2014. The fair value of the warrants to purchase common stock on the date of issuance and on each re-measurement date for those warrants to purchase common stock classified as liabilities was estimated using either the Monte Carlo simulation framework, which incorporates future financing events over the remaining life of the warrants to purchase common stock, or for certain re-measurement dates including December 31, 2015 and 2014, due to the warrants being deeply in the money, the Black-Scholes option pricing model was used. The Black-Scholes method of valuation involves using inputs such as the fair value of the Company's stock, stock price volatility, the contractual term of the warrants, risk free interest rates, and dividend yields. At each reporting period the company evaluates the best valuation methodology. Due to the nature of these inputs, the valuation of the warrants is considered a Level 3 measurement.

See Note 7 for further discussions of the accounting for the warrants, as well as for a summary of the significant inputs and assumptions used to determine the fair value of the warrants.

The Company measures eligible assets and liabilities at fair value, with changes in value recognized in earnings. Fair value treatment may be elected either upon initial recognition of an eligible asset or liability or, for an existing asset or liability, if an event triggers a new basis of accounting. The Company did not elect to remeasure any of its existing financial assets or liabilities, and did not elect the fair value option for any financial assets and liabilities transacted in

the years ended December 31, 2015 or 2014.

**Property and Equipment**

Property and equipment is stated at cost. Maintenance and repairs that do not improve or extend the lives of the respective assets are expensed to operations as incurred. Upon disposal, retirement or sale the related cost and accumulated depreciation is

F-11

---

Table of Contents

Acceleron Pharma Inc.

Notes to Consolidated Financial Statements (Continued)

Years Ended December 31, 2015, 2014 and 2013

removed from the accounts and any resulting gain or loss is included in the results of operations. Depreciation and amortization is calculated using the straight-line method over the estimated useful lives of the assets, which are as follows:

Asset	Estimated Useful Life
Computer equipment and software	3 years
Office and laboratory equipment	3 years
Leasehold improvements	Shorter of the useful life or remaining lease term

The Company reviews long-lived assets when events or changes in circumstances indicate the carrying value of the assets may not be recoverable. Recoverability is measured by comparison of the book values of the assets to future net undiscounted cash flows that the assets are expected to generate. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the book value of the assets exceed their fair value, which is measured based on the projected discounted future net cash flows arising from the assets. No impairment losses have been recorded during the years ended December 31, 2015, 2014 and 2013.

**Revenue Recognition**

The company has primarily generated revenue through collaboration, license and research arrangements with collaboration partners for the development and commercialization of therapeutic candidates.

The Company recognizes revenue in accordance with FASB ASC Topic 605, Revenue Recognition. Accordingly, revenue is recognized for each unit of accounting when all of the following criteria are met: (1) persuasive evidence of an arrangement exists; (2) delivery has occurred or services have been rendered; (3) the fee is fixed or determinable; and (4) collectability is reasonably assured.

Amounts received prior to satisfying the revenue recognition criteria are recorded as deferred revenue in the Company's consolidated balance sheets. Amounts expected to be recognized as revenue within the 12 months following the balance sheet date are classified as deferred revenue, current portion. Amounts not expected to be recognized as revenue within the 12 months following the balance sheet date are classified as deferred revenue, net of current portion.

**Multiple Element Revenue Arrangements**

The Company enters into collaboration agreements from time to time, which are more fully described in Note 10. The arrangements generally contain multiple elements or deliverables, which may include (1) licenses, or options to obtain licenses, to the Company's technology, (2) research and development activities performed for the collaboration partner, (3) participation on Joint Development Committees, and (4) manufacturing clinical or preclinical material. Payments pursuant to these arrangements typically include non-refundable, up-front payments, milestone payments upon achieving significant development events, research and development reimbursements, sales milestones, and royalties on future product sales.

Effective January 1, 2011, the Company adopted ASU No. 2009-13, Multiple-Deliverable Revenue Arrangements (ASU 2009-13), which amends ASC Topic 605-25, Revenue Recognition—Multiple Element Arrangements (ASC 605-25). The Company applies this guidance to new arrangements as well as existing agreements that are significantly modified after January 1, 2011. For agreements that are significantly modified, the Company determines the estimated selling price for the remaining undelivered elements as of the date of the material modification and allocates arrangement consideration based upon the estimated selling price to the undelivered elements.

The application of the multiple element guidance requires subjective determinations, and requires management to make judgments about the individual deliverables, and whether such deliverables are separable from the other aspects of the contractual relationship. Deliverables are considered separate units of accounting provided that: (1) the delivered item(s) has value to the customer on a stand-alone basis and (2) if the arrangement includes a general right of return relative to the delivered item(s), delivery or performance of the undelivered item(s) is considered probable

and substantially in the control of the Company. In determining the units of accounting, management evaluates certain criteria, including whether the deliverables have stand-alone value, based on the consideration of the relevant facts and circumstances for each arrangement, such as the research, manufacturing and commercialization capabilities of the collaboration partner and the availability of the associated expertise in the general marketplace. In addition, the Company considers whether the collaboration partner can use the other deliverable(s) for their intended purpose without the receipt of the remaining element(s), whether the value of the deliverable is dependent on the undelivered item(s) and whether there are other vendors that can provide the undelivered element(s).

F-12

---

Table of Contents

Acceleron Pharma Inc.

Notes to Consolidated Financial Statements (Continued)

Years Ended December 31, 2015, 2014 and 2013

Arrangement consideration that is fixed or determinable is allocated among the separate units of accounting using the relative selling price method, and the applicable revenue recognition criteria, as described above, are applied to each of the separate units of accounting in determining the appropriate period or pattern of recognition.

The Company determines the estimated selling price for deliverables within each agreement using vendor-specific objective evidence (VSOE) of selling price, if available, third-party evidence (TPE) of selling price if VSOE is not available, or management's best estimate of selling price (BESP) if neither VSOE nor TPE is available. Subsequent to the adoption of ASU 2009-13, the Company typically uses BESP to estimate the selling price of the deliverables.

Determining the BESP for a unit of accounting requires significant judgment. In developing the BESP for a unit of accounting, the Company considers applicable market conditions and relevant entity-specific factors, including factors that were contemplated in negotiating the agreement with the customer and estimated costs. The Company validates the BESP for units of accounting by evaluating whether changes in the key assumptions used to determine the BESP will have a significant effect on the allocation of arrangement consideration between multiple units of accounting.

The Company typically receives up-front, non-refundable payments when licensing its intellectual property in conjunction with a collaboration agreement. When management believes the license to its intellectual property does not have stand-alone value from the other deliverables to be provided in the arrangement, the Company generally recognizes revenue attributed to the license on a straight-line basis over the contractual or estimated performance period, which is typically the term of the Company's research and development or manufacturing obligations. The Company continually evaluates these periods, and will adjust the period of revenue recognition if circumstances change. When management believes the license to its intellectual property has stand-alone value, the Company generally recognizes revenue attributed to the license upon delivery.

Research and development funding is recognized as revenue in the period that the related services are performed.

When the Company acts as the principal under its collaboration agreements, it records payments received for the reimbursement of research and development costs as cost-sharing revenue in the consolidated statements of operations and comprehensive loss. To the extent that the Company reimburses the collaborator for costs incurred, the Company records these costs as a reduction of cost-sharing revenue.

The Company's agreements may contain options which provide the collaboration partner the right to obtain additional licenses. Options are considered substantive if, at the inception of the arrangement, the Company is at risk as to whether the collaboration partner will choose to exercise the option. Factors considered in evaluating whether an option is substantive include the overall objective of the arrangement, the benefit the collaborator might obtain from the arrangement without exercising the option, the cost to exercise the option and the likelihood that the option will be exercised. For arrangements under which an option is considered substantive, the Company does not consider the item underlying the option to be a deliverable at the inception of the arrangement and the associated option fees are not included in allocable arrangement consideration, assuming the option is not priced at a significant and incremental discount. Conversely, for arrangements under which an option is not considered substantive or if an option is priced at a significant and incremental discount, the Company would consider the item underlying the option to be a deliverable at the inception of the arrangement and a corresponding amount would be included in allocable arrangement consideration.

Effective January 1, 2011, the Company adopted ASU No. 2010-17, Revenue Recognition—Milestone Method (ASU 2010-17). At the inception of each arrangement that includes milestone payments, the Company evaluates, with respect to each milestone, whether the milestone is substantive and at-risk. This evaluation includes an assessment of whether (a) the consideration is commensurate with either (1) the entity's performance to achieve the milestone, or (2) the enhancement of the value of the delivered item(s) as a result of a specific outcome resulting at least in part from the entity's performance to achieve the milestone, (b) the consideration relates solely to past performance, and (c) the consideration is reasonable relative to all of the deliverables and payment terms within the arrangement. The Company evaluates factors such as the scientific, regulatory, commercial, and other risks that must be overcome to



achieve the respective milestone, the level of effort and investment required to achieve the respective milestone, and whether the milestone consideration is reasonable relative to all deliverables and payment terms in the arrangement in making this assessment. On the milestone achievement date, assuming all other revenue recognition criteria are met and the milestone is deemed substantive and at-risk, the Company recognizes the payment as license and milestone revenue. For milestones that are not deemed substantive and at-risk, where payment is reasonably assured, the Company recognizes the milestone payment over the remaining service period.

Sales and commercial milestones and royalties will be recognized when and if earned, provided collectability is reasonably assured.

F-13

---

Table of Contents

Acceleron Pharma Inc.

Notes to Consolidated Financial Statements (Continued)

Years Ended December 31, 2015, 2014 and 2013

Research and Development Expenses

Research and development costs are charged to expense as costs are incurred in performing research and development activities. Research and development costs include all direct costs, including salaries, stock compensation and benefits for research and development personnel, outside consultants, costs of clinical trials, sponsored research, clinical trials insurance, other outside costs, depreciation and facility costs related to the development of drug candidates. The Company records up-front, non-refundable payments made to outside vendors, or other payments made in advance of services performed or goods being delivered, as prepaid expenses, which are expensed as services are performed or the goods are delivered.

Certain research and development projects are, or have been, partially funded by collaboration agreements, and the expenses related to these activities are included in research and development costs. The Company records the related reimbursement of research and development costs under these agreements as revenue, as more fully described above and in Note 10.

Stock-Based Compensation

At December 31, 2015, the Company had two stock-based compensation plans, which are more fully described in Note 11. The Company accounts for stock-based compensation in accordance with the provisions of ASC Topic 718, Compensation—Stock Compensation (ASC 718), which requires the recognition of expense related to the fair value of stock-based compensation awards in the consolidated statements of operations and comprehensive loss.

For stock options issued to employees and members of the Board for their services on the Board, the Company estimates the grant date fair value of each option using the Black-Scholes option-pricing model. The use of the Black-Scholes option-pricing model requires management to make assumptions with respect to the expected term of the option, the expected volatility of the common stock consistent with the expected life of the option, risk-free interest rates and expected dividend yields of the common stock. For awards subject to service-based vesting conditions, the Company recognizes stock-based compensation expense, net of estimated forfeitures, equal to the grant date fair value of stock options on a straight-line basis over the requisite service period, which is generally the vesting term. For awards subject to both performance and service-based vesting conditions, the Company recognizes stock-based compensation expense using an accelerated recognition method when it is probable that the performance condition will be achieved. If achievement of the performance condition is not probable, but the award will vest based on the service condition, expense is recognized over the requisite service period. Forfeitures are required to be estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates.

The Company expenses restricted stock unit awards to employees based on the fair value of the award on a straight-line basis over the associated service period of the award.

Share-based payments issued to non-employees are recorded at their fair values, and are periodically revalued as the equity instruments vest and are recognized as expense over the related service period in accordance with the provisions of ASC 718 and ASC Topic 505 (ASC 505), Equity. For stock-based awards granted to non-employees, the Company recognizes stock-based compensation expense using an accelerated recognition method.

See Note 11 for a discussion of the assumptions used by the Company in determining the grant date fair value of options granted under the Black-Scholes option pricing model, as well as a summary of the stock option activity under the Company's stock-based compensation plans for the year ended December 31, 2015.

Income Taxes

Income taxes are recorded in accordance with ASC Topic 740, Income Taxes (ASC 740), which provides for deferred taxes using an asset and liability approach. The Company recognizes deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements or tax returns. Deferred tax assets and liabilities are determined based on the difference between the financial statement and tax bases of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. Valuation

allowances are provided, if based upon the weight of available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized.

The Company accounts for uncertain tax positions in accordance with the provisions of ASC 740. When uncertain tax positions exist, the Company recognizes the tax benefit of tax positions to the extent that the benefit will more likely than not be realized. The determination as to whether the tax benefit will more likely than not be realized is based upon the technical merits

F-14

---

Table of Contents

Acceleron Pharma Inc.

Notes to Consolidated Financial Statements (Continued)

Years Ended December 31, 2015, 2014 and 2013

of the tax position as well as consideration of the available facts and circumstances. As of December 31, 2015 or 2014, the Company does not have any significant uncertain tax positions.

**Net Income (Loss) Per Share**

Net income (loss) per share information is determined using the two-class method, which includes the weighted-average number of shares of common stock outstanding during the period and other securities that participate in dividends (a participating security). The Company's redeemable convertible preferred stock are participating securities as defined by ASC 260-10, Earnings Per Share.

Under the two-class method, basic net income (loss) per share applicable to common stockholders is computed by dividing the net income (loss) applicable to common stockholders by the weighted-average number of common shares outstanding for the reporting period. Diluted net income (loss) per share is computed using the more dilutive of (1) the two-class method or (2) the if-converted method. The Company allocates net income first to preferred stockholders based on dividend rights under the Company's articles of incorporation and then to preferred and common stockholders based on ownership interests. Net losses are not allocated to preferred stockholders as they do not have an obligation to share in the Company's net losses.

Diluted net income (loss) per share gives effect to all potentially dilutive securities, including redeemable convertible preferred stock, and shares issuable upon the exercise of outstanding warrants and stock options, using the treasury stock method. For the years ended December 31, 2015, 2014 and 2013, the Company has excluded the effects of all potentially dilutive shares, which include redeemable convertible preferred stock, warrants for redeemable convertible preferred stock, warrants for common stock and outstanding common stock options, from the weighted-average number of common shares outstanding as their inclusion in the computation for these years would be anti-dilutive due to net losses incurred.

The following is a summary of the common stock equivalents which were excluded from the calculation of diluted net loss per share for the periods indicated (in thousands):

	Year Ended December 31,		
	2015	2014	2013
Outstanding stock options	3,191	3,230	3,709
Common stock warrants	398	422	908
Shares issuable under employee stock purchase plan	15	14	—
Restricted stock units	521	—	—
Preferred stock	—	—	13,218
Preferred stock warrants	—	—	114
	4,125	3,666	17,949

**Comprehensive Income (Loss)**

Comprehensive income (loss) is defined as the change in equity of a business enterprise during a period from transactions, other events, and circumstances from non-owner sources. Comprehensive loss consists of net loss and other comprehensive loss, which includes certain changes in equity that are excluded from net loss. Comprehensive loss has been disclosed in the accompanying consolidated statements of operations and comprehensive loss.

Accumulated other comprehensive loss is presented separately on the consolidated balance sheets and consists entirely of unrealized holdings gains (losses) on investments as of December 31, 2015.

**Subsequent Events**

The Company considers events or transactions that occur after the balance sheet date but prior to the issuance of the financial statements to provide additional evidence relative to certain estimates or to identify matters that require additional disclosure. Subsequent events have been evaluated as required. The Company has evaluated all subsequent events and determined that there are no material recognized or unrecognized subsequent events, other than as disclosed within the notes to the consolidated financial statements. See Note 16.



Table of Contents

Acceleron Pharma Inc.

Notes to Consolidated Financial Statements (Continued)

Years Ended December 31, 2015, 2014 and 2013

## Recently Adopted Accounting Pronouncements

From time to time, new accounting pronouncements are issued by the FASB or other standard setting bodies and adopted by the Company as of the specified effective date. Unless otherwise discussed, the Company believes that the impact of recently issued standards that are not yet effective will not have a material impact on its financial position or results of operations upon adoption.

In May 2014, the FASB issued ASU No. 2014-09, Revenue from Contracts with Customers (Topic 606), which supersedes all existing revenue recognition requirements, including most industry-specific guidance. The new standard requires a company to recognize revenue when it transfers goods or services to customers in an amount that reflects the consideration that the company expects to receive for those goods or services. The new standard will be effective for the Company on January 1, 2018. The Company is currently evaluating the method of adoption and the potential impact that Topic 606 may have on its financial position and results of operations.

In August 2014, the FASB issued ASU No. 2014-15, Presentation of Financial Statements—Going Concern (Subtopic 205-40). The ASU requires all entities to evaluate for the existence of conditions or events that raise substantial doubt about the entity's ability to continue as a going concern within one year after the issuance date of the financial statements. The accounting standard is effective for interim and annual periods ending after December 15, 2016, and will not have a material impact on the consolidated financial statements, but may impact the Company's footnote disclosures.

In February 2015, the FASB issued ASU 2015-02, Consolidation (Topic 810), Amendments to the Consolidation Analysis, which updated accounting guidance on consolidation requirements. This update changes the guidance with respect to the analysis that a reporting entity must perform to determine whether it should consolidate certain types of legal entities. This guidance is effective for annual periods, and interim periods within those annual periods, beginning after December 15, 2015, with early adoption permitted. We will adopt this standard on January 1, 2016 and the adoption is not expected to have a material impact on our consolidated financial statements.

In November 2015, the FASB issued ASU No. 2015-17, Income Taxes (Topic 740), Balance Sheet Classification of Deferred Taxes. The new standard requires that deferred tax assets and liabilities be classified as non-current in a classified statement of financial position. The new standard will be effective for the Company on January 1, 2017. The Company is currently evaluating the method of adoption and the potential impact that Topic 740 may have on its financial position and results of operations.

## 3. Property and Equipment, Net

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

	December 31,	
	2015	2014
Computer equipment and software	\$1,163	\$956
Office equipment	260	213
Laboratory equipment	11,458	11,311
Leasehold improvements	9,990	9,930
Construction in progress	390	11
Total property and equipment	23,261	22,421
Accumulated depreciation and amortization	(20,155 )	(19,334 )
Property and equipment, net	\$3,106	\$3,087

Depreciation and amortization expense was \$1.2 million, \$1.1 million and \$0.9 million for the years ending December 31, 2015, 2014 and 2013 respectively.

Table of Contents

Accelaron Pharma Inc.

Notes to Consolidated Financial Statements (Continued)

Years Ended December 31, 2015, 2014 and 2013

4. Restricted Cash

As of December 31, 2015, and 2014, the Company maintained letters of credit totaling \$0.8 million and \$0.9 million respectively, held in the form of certificates of deposit as collateral for the Company's facility lease obligations and its credit cards.

F-17

---

Table of Contents

Acceleron Pharma Inc.

Notes to Consolidated Financial Statements (Continued)

Years Ended December 31, 2015, 2014 and 2013

## 5. Cash, Cash Equivalents and Short-term and Long-term Investments

The Company considers all highly liquid investments purchased with original maturities of 90 days or less at acquisition to be cash equivalents. Cash and cash equivalents include cash held in banks and amounts held primarily in interest-bearing money market accounts. Cash equivalents are carried at cost, which approximates their fair market value.

The Company determines the appropriate classification of marketable securities at the time of purchase and reevaluates such designation at each balance sheet date. The Company has classified all of its marketable securities at December 31, 2015 as “available-for-sale” pursuant to ASC 320, Investments – Debt and Equity Securities. The Company records available-for-sale securities at fair value, with the unrealized gains and losses included in accumulated other comprehensive income (loss) in stockholders’ equity. There were no realized gains or losses on marketable securities for the years ended December 31, 2015, 2014 and 2013.

Investments not classified as cash equivalents are presented as either short-term or long-term investments based on both their maturities as well as the time period the Company intends to hold such securities.

The Company adjusts the cost of available-for-sale debt securities for amortization of premiums and accretion of discounts to maturity. The Company includes such amortization and accretion in interest income. The cost of securities sold is based on the specific identification method. The Company includes in interest income interest and dividends on securities classified as available-for-sale.

The Company reviews marketable securities for other-than-temporary impairment whenever the fair value of a marketable security is less than the amortized cost and evidence indicates that a marketable security’s carrying amount is not recoverable within a reasonable period of time. Other-than-temporary impairments of investments are recognized in the consolidated statements of operations if the Company has experienced a credit loss, has the intent to sell the marketable security, or if it is more likely than not that the Company will be required to sell the marketable security before recovery of the amortized cost basis. Evidence considered in this assessment includes reasons for the impairment, compliance with the Company’s investment policy, the severity and the duration of the impairment and changes in value subsequent to the end of the period.

The following is a summary of cash, cash equivalents and available-for-sale securities as of December 31, 2015 and December 31, 2014 (in thousands):

	December 31, 2015			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
Cash and cash equivalents due in 90 days or less	\$27,783	\$—	\$—	\$27,783
Available-for-sale securities:				
Corporate obligations due in one year or less	53,243	—	(81	) 53,162
Corporate obligations due in more than one year	14,112	—	(72	) 14,040
U.S. Treasury securities due in one year or less	6,016	—	(4	) 6,012
U.S. Treasury securities due in more than one year	4,995	—	(15	) 4,980
Certificates of deposit due in one year or less	11,890	—	—	11,890
Certificates of deposit due in more than one year	4,886	—	—	4,886
Mortgage and other asset backed securities due in one year or less	6,010	—	(10	) 6,000
Mortgage and other asset backed securities due in more than one year	7,266	—	(38	) 7,228
Total available-for-sale securities	\$108,418	\$—	\$(220	) \$108,198
Total cash, cash equivalents and available-for-sale securities	\$136,201	\$—	\$(220	) \$135,981



Edgar Filing: ACCELERON PHARMA INC - Form 10-K

	December 31, 2014			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
Cash and cash equivalents due in 90 days or less	\$ 176,460	\$—	\$—	\$ 176,460
Total cash and cash equivalents	\$ 176,460	\$—	\$—	\$ 176,460

F-18

---

Table of Contents

Acceleron Pharma Inc.

Notes to Consolidated Financial Statements (Continued)

Years Ended December 31, 2015, 2014 and 2013

## 6. Accrued Expenses

Accrued expenses consist of the following (in thousands):

	December 31,	
	2015	2014
Research and development related	\$4,938	\$2,291
Employee compensation	3,551	3,050
Professional services	1,198	426
Other	2,713	1,081
	\$12,400	\$6,848

## 7. Warrants

Below is a summary of the number of shares issuable upon exercise of outstanding warrants and the terms and accounting treatment for the outstanding warrants (in thousands, except per share data):

	Warrants as of		Weighted-Average Exercise Price Per Share	Expiration	Balance Sheet Classification	
	December 31, 2015	December 31, 2014			December 31, 2015	December 31, 2014
Warrants to purchase common stock	393	409	5.88	June 10, 2020 - July 9, 2020	Liability(2)	Liability(2)
Warrants to purchase common stock	5	13	4.00 - 7.40	March 31, 2016 - December 31, 2017	Equity(1) (3) (4)	Equity(1) (3) (4)
All warrants	398	422	\$ 5.88			

(1) In March 2015, the warrant holders exercised warrants to purchase 5,029 shares of Common Stock on a net basis, resulting in the issuance of 4,519 shares of Common Stock.

(2) In May 2015, the warrant holders exercised warrants to purchase 16,665 shares of Common Stock on a net basis, resulting in the issuance of 13,588 shares of Common Stock.

(3) In August 2015, the warrant holders exercised warrants to purchase 2,399 shares of Common Stock on a net basis, resulting in the issuance of 2,075 shares of Common Stock.

(4) Warrants to purchase common stock were issued in connection with various debt financing transactions that were consummated in periods prior to December 31, 2012. See discussion below for further details.

In connection with various financing transactions that were consummated in periods prior to December 31, 2014, the Company issued warrants for the purchase of up to 106,500 shares of the Company's Series A redeemable convertible preferred stock (Series A Preferred Stock), 31,891 shares of the Company's Series B redeemable convertible preferred stock (Series B Preferred Stock), 45,786 shares of the Company's Series C-1 redeemable convertible preferred stock (Series C-1 Preferred Stock), and 63,693 shares of the Company's Series D-1 redeemable convertible preferred stock (Series D-1 Preferred Stock). Each warrant was immediately exercisable. The warrants to purchase Series A and Series B Preferred Stock expire seven years from the original date of issuance, while the warrants to purchase Series C-1 and Series D-1 Preferred Stock expire ten years from the original date of issuance. The warrants to purchase shares of the Company's preferred stock have an exercise price equal to the original issuance price of the underlying instrument. Each warrant is exercisable on either a physical settlement or net share settlement basis and the redemption provisions are outside the control of the Company. In connection with the closing of the Company's IPO

on September 24, 2013, the outstanding warrants to purchase Series B Preferred Stock, Series C-1 Preferred Stock, and Series D-1 Preferred Stock were converted into warrants to purchase common stock. The exercise prices for each of these warrants remained unchanged.

The Company follows the provisions of ASC Topic 480, Issuer's Accounting for Freestanding Warrants and Other Similar Instruments on Shares that Are Redeemable, which requires that warrants to purchase redeemable preferred stock be

F-19

---

Table of Contents

Acceleron Pharma Inc.

Notes to Consolidated Financial Statements (Continued)

Years Ended December 31, 2015, 2014 and 2013

classified as liabilities. In addition, the value of the warrants is remeasured to the then-current fair value at each reporting date. Changes in fair value are recorded to other income (expense), net. For the years ended December 31, 2015 and 2014, the Company remeasured the fair value of all of its outstanding warrants to purchase shares of the Company's preferred stock up until the conversion of such warrants on September 24, 2013, using current assumptions, resulting in an increase in fair value of zero, zero and \$1.3 million, respectively, which was recorded in other expense net in the accompanying consolidated statement of operations and comprehensive loss. As a result of the closing of the IPO and the resulting conversion of the warrants to purchase preferred shares into warrants to purchase common stock, the fair value of the warrant liability at September 24, 2013 was reclassified to permanent equity and therefore, is no longer subject to remeasurement.

In December 2012, the Company modified the warrant to purchase 106,500 shares of Series A Preferred Stock and extended the expiration date from December 21, 2012 to February 28, 2013. During the year ended December 31, 2013, the holder of the warrant exercised the warrant on a net basis, resulting in the issuance of 46,668 shares of Series A Preferred Stock. Upon exercise, the Company re-measured the fair value of the warrant and recorded the resulting increase in fair value of \$0.1 million as other expense in the accompanying statement of operations and comprehensive loss for the year ended December 31, 2013.

In connection with the Series E redeemable convertible preferred stock (Series E Preferred Stock) financing transactions that took place in June 2010 and July 2010, the Company issued warrants to purchase up to 871,580 shares of common stock. Each warrant was immediately exercisable and expires ten years from the original date of issuance. The warrants to purchase shares of the Company's common stock have an exercise price equal to the estimated fair value of the underlying instrument as of the initial date such warrants were issued. Each warrant is exercisable on either a physical settlement or net share settlement basis from the date of issuance. The warrant agreement contains a provision requiring an adjustment to the number of shares in the event the Company issues common stock, or securities convertible into or exercisable for common stock, at a price per share lower than the warrant exercise price. The Company concluded the anti-dilution feature required the warrants to be classified as liabilities under ASC Topic 815, Derivatives and Hedging—Contracts in Entity's Own Equity (ASC 815). The warrants are measured at fair value, with changes in fair value recognized as a gain or loss to other income (expense) in the consolidated statements of operations and comprehensive loss for each reporting period thereafter. The fair value of the common stock warrants were recorded as a discount to the preferred stock issued of \$3.0 million, and the preferred stock were being accreted to the redemption value. At the end of each reporting period, the Company remeasured the fair value of the outstanding warrants, using current assumptions, resulting in an increase (decrease) in fair value of \$3.5 million, \$(5.0) million and \$26.9 million, respectively, which was recorded in other income (expense), net in the accompanying consolidated statements of operations and comprehensive loss for the years ended December 31, 2015, 2014 and 2013. The Company will continue to re-measure the fair value of the liability associated with the warrants to purchase common stock at the end of each reporting period until the earlier of the exercise or the expiration of the applicable warrants. On March 31, 2013, the Company retired 13,994 warrants to purchase common stock as a consequence of a repurchase of shares from an investor. All remaining outstanding warrants were fully vested and exercisable as of December 31, 2015.

In connection with various financing transactions that were consummated in periods prior to December 31, 2015 the Company issued warrants to purchase up to 12,634 shares of common stock. The awards of warrants to purchase shares of common stock are accounted for as equity instruments. The warrants are exercisable at any time through their respective expiration dates. The fair value at issuance was calculated using the Black-Scholes option-pricing model, and was charged to interest expense during the periods the related debt was outstanding. As of December 31, 2015, 5,206 warrants remain outstanding and expire a various dates through December 31, 2017.

Fair Value

The fair value of the warrants to purchase preferred stock on the date of issuance and on each re-measurement date was estimated using the Black-Scholes option pricing model. This method of valuation involves using inputs such as the fair value of the Company's various classes of preferred stock and common stock, stock price volatility, contractual term of the warrants, risk free interest rates, and dividend yields. The fair value of the warrants to purchase common stock on the date of issuance and on each re-measurement date for those warrants to purchase common stock classified as liabilities was estimated using either the Monte Carlo simulation framework, which incorporates future financing events over the remaining life of the warrants to purchase common stock, or for certain re-measurement dates including December 31, 2015 and 2014, due to the warrants being deeply in the money, the Black-Scholes option pricing model was used. At each reporting period the company evaluates the best valuation methodology.

F-20

---

Table of Contents

Acceleron Pharma Inc.

Notes to Consolidated Financial Statements (Continued)

Years Ended December 31, 2015, 2014 and 2013

## 8. Commitments and Contingencies

## Operating Leases

The Company leases its facilities under non-cancelable operating leases that expire at various dates through March 2021. All of the Company's leases contain escalating rent clauses, which require higher rent payments in future years. The Company expenses rent on a straight-line basis over the term of the lease, including any rent-free periods. In addition, the Company received certain lease incentives, and recorded these incentives as deferred rent, which is amortized as a reduction of rent expense over the life of the lease. Rent expense of approximately \$3.4 million, \$3.3 million and \$3.5 million were incurred during the years ended December 31, 2015, 2014 and 2013, respectively.

Future annual minimum lease payments as of December 31, 2015, are as follows (in thousands):

2016	4,386
2017	4,547
2018	3,577
2019	640
2020	656
2021	165
Total	\$13,971

On December 15, 2015, the Company entered into a five-year building lease for approximately 12,200 square feet of space located at 125 Sidney Street, Cambridge, Massachusetts. The lease commenced on January 1, 2016 when the lessor delivered the building to the Company. Rent will commence on April 1, 2016 and is approximately \$0.6 million for the first year with annual rent escalations thereafter. The total operating lease obligation of for the term of this agreement is \$3.1 million. In addition, the lease provides a contribution from the landlord towards the initial build-out of the space of up to \$0.5 million. The Company has the option to extend this lease by an additional five years. In accordance with the lease, the Company will enter into a cash-collateralized irrevocable standby letter of credit in the amount of \$0.2 million, naming the landlord as beneficiary.

## Legal Proceedings

Except as discussed below, the Company, from time to time, may be party to litigation arising in the ordinary course of its business. The Company was not subject to any material legal proceedings during the years ended December 31, 2015, 2014 and 2013, and, to the best of its knowledge, no material legal proceedings are currently pending or threatened.

On October 18, 2012, the Salk Institute for Biological Studies (Salk) filed a complaint in the Massachusetts Superior Court for Suffolk County, alleging that the Company breached one of the Company's two licensing agreements with Salk. The licensing agreement in dispute provides the Company with a license with respect to certain of Salk's U.S. patents related to the ActRIIB activin receptor proteins. Salk contended that, under the licensing agreement, the Company owed Salk a greater share of the upfront payment that it received under its now-terminated agreement with Shire AG regarding ACE-031 and a share of the upfront payment and development milestone payments that the Company has received under its ongoing collaboration agreement with Celgene regarding luspatercept. Salk was seeking a total of approximately \$10.5 million plus interest and a 15% share of future development milestone payments received under the agreement with Celgene regarding luspatercept. The Company contended that no additional amounts were due to Salk and that it had complied with all of its payment obligations under the applicable Salk license agreement.

The Company moved to dismiss the complaint on December 3, 2012. The Court denied the Company's motion on February 28, 2013. On March 14, 2013, Acceleron answered the complaint and asserted patent invalidity counterclaims. On the basis of those counterclaims, Acceleron removed the action on March 28, 2013 to the United States District Court for the District of Massachusetts. The parties reached an agreement on a stipulation as to certain patent issues raised in the action, and the Company dismissed its counterclaims. The Court held an initial scheduling

conference on May 30, 2013, and the fact discovery was closed.

On July 25, 2014, the Company and the Salk Institute for Biological Studies entered into an amendment (the Amendment) to that certain Exclusive License Agreement between Salk and the Company regarding Activin Receptors (Type IIB) and

F-21

---

Table of Contents

Acceleron Pharma Inc.

Notes to Consolidated Financial Statements (Continued)

Years Ended December 31, 2015, 2014 and 2013

Related Subject Matter for Therapeutic and Diagnostic Purposes, dated August 11, 2010 (the License Agreement). The License Agreement provides the Company with a license with respect to certain of Salk's U.S. patents related to the ActRIIB activin receptor proteins.

The Amendment was entered into as a condition to the settlement with Salk that provides for the release of all claims in the lawsuit. Pursuant to the settlement, the Company has made a one-time total payment of \$5.0 million, inclusive of interest, to Salk and the Company has agreed to pay Salk 6% of future development milestone payments received under the agreement with Celgene relating to luspatercept. Finally, the Company and Salk have further agreed that the royalty percentage on net sales of luspatercept will remain at 1% as provided in the original license agreement with Salk, and that such royalty will be payable until June 2022.

The Company recorded the impact of the settlement as a charge to operations in the accompanying consolidated statement of operations and comprehensive loss for the year ended December 31, 2014.

Other

The Company is also party to various agreements, principally relating to licensed technology, that require future payments relating to milestones not met at December 31, 2015 and 2014, or royalties on future sales of specified products. No milestone or royalty payments under these agreements are expected to be payable in the immediate future. See Note 10 for discussion of these arrangements.

The Company enters into standard indemnification agreements in the ordinary course of business. Pursuant to the agreements, the Company indemnifies, holds harmless, and agrees to reimburse the indemnified party for losses suffered or incurred by the indemnified party, generally the Company's business partners or customers, in connection with any U.S. patent or any copyright or other intellectual property infringement claim by any third party with respect to the Company's products. The term of these indemnification agreements is generally perpetual any time after execution of the agreement. The maximum potential amount of future payments the Company could be required to make under these indemnification agreements is unlimited. The Company has never incurred costs to defend lawsuits or settle claims related to these indemnification agreements.

9. Stockholders' Equity

On September 24, 2013, the Company completed its IPO whereby the Company sold 6,417,000 shares of common stock (including 837,000 shares of common stock sold by the Company pursuant to the full exercise of an overallotment option by the underwriters in connection with the offering) at a price of \$15.00 per share. The shares began trading on The Nasdaq Global Market on September 19, 2013. The aggregate net proceeds received by the Company from the offering were \$86.8 million, net of underwriting discounts and commissions and estimated offering expenses payable by the Company. Upon the closing of the IPO, all outstanding shares of convertible preferred stock converted into 18,516,993 shares of common stock and warrants exercisable for convertible preferred stock were automatically converted into warrants exercisable for 141,370 shares of common stock, resulting in the reclassification of the related convertible preferred stock warrant liability of \$2.0 million to additional paid-in capital. On September 24, 2013, the Company also completed the sale of a private placement of 666,667 shares of common stock to Celgene Corporation at the IPO price of \$15.00 per share concurrent with and at the same offer price as the IPO. The aggregate net proceeds received by the Company from the concurrent private placement were \$10.0 million. On January 28, 2014, the Company completed its underwritten public offering of 2,760,000 shares of common stock, including 360,000 shares of common stock issued upon the exercise in full by the underwriters of their option to purchase additional shares, at a public offering price of \$50.00 per share. The aggregate net proceeds received by the Company, after underwriting discounts and commissions and other estimated offering expenses, were \$129.2 million. On January 11, 2016, the Company completed its underwritten public offering of 3,750,000 shares of common stock at a public offering price of \$40.00 per share. The aggregate net proceeds received by the Company, after



underwriting discounts and commissions and other estimated offering expenses, were approximately \$140.4 million.  
Preferred Stock

F-22

---

Table of Contents

Acceleron Pharma Inc.

Notes to Consolidated Financial Statements (Continued)

Years Ended December 31, 2015, 2014 and 2013

The Company's certificate of incorporation authorizes its board of directors to issue 25,000,000 shares of preferred stock from time to time in one or more series. The rights, preferences, restrictions, qualifications and limitations of such stock are determined by the board of directors. As of December 31, 2015 no shares are issued or outstanding.

**Common Stock**

The holders of shares of common stock are entitled to one vote for each share of common stock held at all meetings of stockholders and written actions in lieu of meetings.

The holders of shares of common stock are entitled to receive dividends, if and when declared by the Board. No dividends have been declared or paid by the Company through December 31, 2015.

**Common Stock Reserved for Future Issuance**

At December 31, 2015, the Company has reserved for future issuance the following number of shares of common stock (in thousands):

	December 31, 2015
Outstanding stock options to purchase common stock	3,191
Shares available for future issuance under stock option plan	1,890
Warrants to purchase common stock	398
Shares available for future issuance under the employee stock purchase plan	251
Additional shares reserved for unissued, but designated, Preferred Stock	25,000
Total shares of authorized common stock reserved for future issuance	30,730

**10. Significant Agreements****Celgene****Overview**

On February 20, 2008 the Company entered into a collaboration, license, and option agreement (the Sotatercept Agreement) with Celgene Corporation (Celgene) relating to sotatercept. On August 2, 2011, the Company entered into a second collaboration, license and option agreement with Celgene for luspatercept (the Luspatercept Agreement), and also amended certain terms of the Sotatercept Agreement. These agreements provide Celgene exclusive licenses for sotatercept and luspatercept in all indications, as well as exclusive rights to obtain a license to certain future compounds. Celgene is a global biopharmaceutical company primarily engaged in the discovery, development and commercialization of innovative therapies designed to treat cancer and immune-inflammatory related diseases.

**Sotatercept Agreement**

Under the terms of the Sotatercept Agreement, the Company and Celgene collaborate worldwide for the joint development and commercialization of sotatercept. The Company also granted Celgene an option to license three discovery stage compounds. Under the terms of the agreement, the Company and Celgene will jointly develop, manufacture and commercialize sotatercept. Celgene paid \$45.0 million of nonrefundable, upfront license and option payments to the Company upon the closing of the Sotatercept Agreement.

The Company retained responsibility for research and development through the end of Phase 2a clinical trials, as well as manufacturing the clinical supplies for these trials. These activities were substantially completed in 2011. Celgene is conducting the ongoing Phase 2 trials for myelodysplastic syndromes (MDS), chronic kidney disease, and beta-thalassemia and will be responsible for any Phase 3 clinical trials, as well as additional Phase 2 clinical trials, and will be responsible for overseeing the manufacture of Phase 3 and commercial supplies by third-party contract manufacturing organizations. Under the agreement, the Company was eligible to receive clinical milestones of up to \$88.0 million, regulatory milestones of up to \$272.0 million, and commercial milestones of up to \$150.0 million for sotatercept. Clinical milestone payments are triggered upon initiation of a defined phase of clinical research for a therapeutic candidate. Regulatory milestone payments are triggered upon the acceptance of the marketing application and upon the approval to market a therapeutic candidate by the Food and Drug Administration



Table of Contents

Acceleron Pharma Inc.

Notes to Consolidated Financial Statements (Continued)

Years Ended December 31, 2015, 2014 and 2013

(FDA) or other global regulatory authorities. Commercial milestone payments are triggered when an approved pharmaceutical product reaches certain defined levels of net sales by Celgene in countries outside of North America. In addition, to the extent sotatercept is commercialized, the Company would be entitled to receive tiered royalty payments in the low-to-mid twenty percent range of net sales from sales generated from all geographies. Royalty payments are subject to certain reductions, including for entry of a generic product onto the market. Additionally, for three named discovery-stage option programs the Company was eligible to receive option fees of up to \$30.0 million, clinical milestones of up to \$53.3 million, regulatory milestones of up to \$204.0 million, and commercial milestones of up to \$150.0 million for each option program. Clinical milestone payments are triggered upon initiation of a defined phase of clinical research for a therapeutic candidate. Regulatory milestone payments are triggered upon the acceptance of the marketing application and upon the approval to market a therapeutic candidate by the FDA or other global regulatory authorities. Commercial milestone payments are triggered when an approved pharmaceutical product reaches certain defined levels of net sales by Celgene in countries outside of North America. Option fee payments are triggered upon license of any of the option programs by Celgene. In addition, to the extent an option compound is commercialized, the Company would be entitled to receive tiered royalty payments in the low-to-mid twenty percent range of net sales from sales generated from all geographies. Royalty payments are subject to certain reductions, including for entry of a generic product onto the market. None of the three discovery stage programs has advanced to the stage to achieve payment of a milestone.

In connection with entering into the Sotatercept Agreement, Celgene purchased 457,875 shares of Series C-1 Preferred Stock at the aggregate purchase price of \$5.0 million. The Series C-1 Preferred Stock was purchased at an amount that was deemed to represent fair value at the time of purchase. Per our agreement and concurrent with the IPO, Celgene purchased 666,667 shares of Common Stock at the IPO offer price of \$15.00 per share for \$10.0 million.

Commensurate with the execution of the Luspatercept Agreement described below, the Company and Celgene agreed to modify the terms of the Sotatercept Agreement. The modified terms included: (1) a change to the responsibility for development costs to align with the Luspatercept Agreement, with Celgene responsible for more than half of the worldwide costs through December 31, 2012, and 100% of the development costs thereafter, (2) future contingent development milestones for sotatercept were amended to a two-category (oncology and non-oncology) structure with potential future clinical milestones of \$27.0 million and regulatory milestones of \$190.0 million from a four-category (various cancer indications) structure and, (3) future contingent development milestones for option compounds were amended to a two-category (oncology and non-oncology) structure with potential future clinical milestones of \$25.5 million and regulatory milestones of \$142.5 million from a four-category (various cancer indications) structure, and (4) an option to buy down tiered royalty payments on both sotatercept and luspatercept with a one-time \$25.0 million payment on or prior to January 1, 2013. The potential commercial milestones remained unchanged. To date, the Company has received \$43.0 million in research and development funding and milestone payments for sotatercept under the original and modified agreements, of which \$7.0 million is a clinical milestone payment earned in December 2013 that resulted from Celgene's start of a Phase 2b clinical trial in chronic kidney disease. The next likely clinical milestone payment would be \$10.0 million and result from Celgene's start of a Phase 3 study in chronic kidney disease.

The Sotatercept Agreement will expire on a country-by-country basis on the occurrence of both of the following: (1) the expiration of the royalty term with respect to all license products in such country, and (2) the exercise or forfeiture by Celgene of its option with regard to each option compound. The royalty term for each licensed product in each country outside North America is the period commencing with first commercial sale of the applicable licensed product in the applicable country and ending on the latest of expiration of specified patent coverage or a specified period of years. The royalty term for each licensed product in North America is the period commencing with the first commercial sale in North America and ending, on a licensed product and country-by-country basis on the date which

commercialization of such licensed product has ceased. The term for each option compound runs for a specified period of years unless Celgene exercises its option, in which case the compound becomes a licensed product, or forfeits its option by failing to make certain payments following the achievement of certain milestones in early clinical development of the option compound.

Celgene has the right to terminate the agreement with respect to one or more licensed targets or in its entirety, upon 180 days' notice (or 45 days' notice if the licensed product has failed to meet certain end point criteria with respect to clinical trials or other development activities). The agreement may also be terminated in its entirety by either Celgene or the Company in the event of a material breach by the other party or in the event of a bankruptcy filing of the other party. There are no cancellation, termination or refund provisions in this arrangement that contain material financial consequences to the Company.

Luspatercept Agreement

F-24

---

Table of Contents

Accelaron Pharma Inc.

Notes to Consolidated Financial Statements (Continued)

Years Ended December 31, 2015, 2014 and 2013

Under the terms of the Luspatercept Agreement, the Company and Celgene collaborate worldwide for the joint development and commercialization of luspatercept. The Company also granted Celgene an option for future products for which Accelaron files an Investigational New Drug application for the treatment of anemia. Celgene paid \$25.0 million on the closing of the Luspatercept Agreement in August, 2011.

The Company retains responsibility for research and development through the end of Phase 1 and initial Phase 2 clinical trials, as well as manufacturing the clinical supplies for these studies. Celgene will conduct subsequent Phase 2 and Phase 3 clinical studies. Accelaron will manufacture luspatercept for the Phase 1 and Phase 2 clinical trials and Celgene will be responsible for overseeing the manufacture of Phase 3 and commercial supplies by third party contract manufacturing organizations. The Company is eligible to receive clinical milestones of up to \$32.5 million, regulatory milestones of up to \$105.0 million and commercial milestones of up to \$80.0 million for luspatercept. The Company will receive additional, lower development, regulatory, and commercial milestones for any additional products for the treatment of anemia on which Celgene exercises an option. Clinical milestone payments are triggered upon initiation of a defined phase of clinical research for a therapeutic candidate. Regulatory milestone payments are triggered upon the acceptance of the marketing application and upon approval to market a therapeutic candidate by the FDA or other global regulatory authorities. Commercial milestone payments are triggered when an approved pharmaceutical product reaches certain defined levels of net sales by Celgene in countries outside of North America. In addition, to the extent luspatercept is commercialized, the Company would be entitled to receive tiered royalty payments in the low-to-mid twenty percent range of net sales from sales generated from all geographies. Royalty payments are subject to certain reductions, including for entry of a generic product onto the market. Through December 31, 2015, the Company has received \$60.3 million in research and development funding and milestone payments for luspatercept. The next likely clinical milestone payment would be \$15.0 million and result from Celgene's start of a Phase 3 study in MDS or beta-thalassemia. The Company has not yet identified additional compounds for the treatment of anemia. Accordingly, there is no assurance that the Company will generate future value from additional programs.

The Luspatercept Agreement will expire on a country-by-country basis on the occurrence of both of the following: (1) the expiration of the royalty term with respect to all license products in such country, and (2) the end of the option term. The royalty term for each licensed product in each country outside North America is the period commencing with first commercial sale of the applicable licensed product in the applicable country and ending on the latest of expiration of specified patent coverage or a specified period of years. The royalty term for each licensed product in North America is the period commencing with the first commercial sale in North America and ending, on a licensed product and country-by-country basis on the date which commercialization of such licensed product has ceased. The option term runs until the later of (1) the date on which no development or commercialization activities are ongoing or are expected to commence for any licensed products under the Luspatercept Agreement; (2) the date on which no development or commercialization activities are ongoing or are expected to commence for any licensed products under the Sotatercept Agreement and all option rights under the Sotatercept Agreement have been forfeited with respect to each option compound where Celgene has made a payment with respect to such compound; and (3) the royalty term for all licensed products under the Luspatercept Agreement and the Sotatercept Agreement has ended; provided that if at the time the option term would otherwise end any option compounds under the Luspatercept Agreement are in clinical development the option term shall continue until Celgene's rights to such compound are either exercised or forfeited.

Celgene has the right to terminate the Luspatercept Agreement with respect to one or more licensed targets or in its entirety, upon 180 days' notice (or 45 days' notice if the licensed product has failed to meet certain end point criteria with respect to clinical trials or other development activities), provided that Celgene may not terminate the Luspatercept Agreement prior to the completion of the on-going luspatercept beta-thalassemia and luspatercept MDS Phase 2 clinical trials, except under certain conditions. The agreement may also be terminated in its entirety by either

Celgene or the Company in the event of a material breach by the other party or in the event of a bankruptcy filing of the other party. There are no cancellation, termination or refund provisions in this arrangement that contain material financial consequences to the Company.

**Both Agreements**

The Company and Celgene shared development costs under the Sotatercept and Luspatercept Agreements through December 31, 2012. As of January 1, 2013, Celgene has been responsible for paying 100% of worldwide development costs under both agreements. Celgene will be responsible for all commercialization costs worldwide. The Company has the right to co-promote sotatercept, luspatercept and future products under both agreements in North America. Celgene's option to buy down royalty rates for sotatercept and luspatercept expired unexercised and, therefore, the Company will receive tiered

F-25

---

Table of Contents

Acceleron Pharma Inc.

Notes to Consolidated Financial Statements (Continued)

Years Ended December 31, 2015, 2014 and 2013

royalties in the low-to-mid twenty percent range on net sales of sotatercept and luspatercept. The royalty schedules for sotatercept and luspatercept are the same.

Accounting Analysis

Prior to 2011, the Company accounted for the Sotatercept Agreement, as a multiple element arrangement under ASC 605-25 (prior to the amendments of ASU 2009-13). The Company identified the following deliverables under the arrangement; (1) the license to the ActRIIA compound, (2) right to license option program compounds, (3) participation in the joint development committee, (4) participation in the joint commercialization committee and (5) research and development activities. Under the provisions of ASC 605-25, applicable to the arrangement, since the Company could not establish vendor-specific objective evidence (VSOE) for the undelivered elements, the Company was required to recognize the initial consideration, consisting of the \$45.0 million of nonrefundable upfront license and option payments, over the period the undelivered elements were to be delivered, which was initially estimated to be 15 years. As of the date of the modification of the agreement, there was approximately \$34.7 million of deferred revenue under the arrangement.

As a result of the material modifications to the cost sharing obligations, milestone payments structure and royalty payment structure, the Company concluded the modification represented a significant modification under ASU 2009-13, which required the Company to apply the updated provisions of ASU 2009-13 subsequent to the modification.

Because the Luspatercept Agreement and the amendment to the Sotatercept Agreement were negotiated in contemplation of each other, and the Company had not yet completed all of its obligations pursuant to the Sotatercept Agreement, the agreements were considered one arrangement for accounting purposes. The deliverables under the combined arrangement include: (1) licenses to develop and commercialize sotatercept and luspatercept, (2) performance of research and development services, (3) participation on the joint development committees, and (4) the performance of manufacturing services to provide clinical material to Celgene. The Company has determined the option to future products related to the treatment of anemia represents a substantive option. The Company is under no obligation to discover, develop or deliver any new compounds that modulate anemia and Celgene is not contractually obligated to exercise the option. As a result, the Company is at risk as to whether Celgene will exercise the option. All of these deliverables identified in the arrangement were deemed to have stand-alone value and to meet the criteria to be accounted for as separate units of accounting under ASC 605-25. Factors considered in making this determination included, among other things, the subject of the licenses, the nature of the research and development services, and the capabilities of Celgene.

The total arrangement consideration of \$77.7 million under the Luspatercept Agreement and amended Sotatercept Agreement consisted of (1) the \$25.0 million up-front payment for the license of luspatercept, (2) the remaining deferred revenue from the Sotatercept Agreement of \$34.7 million, and (3) estimated payments for development activities and manufacturing services of \$18.0 million. The Company used its best estimate of selling price (BESP) for each of the undelivered elements as the Company did not have VSOE or (third-party evidence) TPE of selling price for each deliverable. The Company's BESP considered its development plan for the compounds, expected manufacturing services, and reimbursement from Celgene (reimbursement of more than half of development expenses through December 31, 2012 and 100% thereafter). The Company determined its BESP for each of the undelivered elements under the arrangements as of the arrangement execution date as follows:

\$18.8 million for research and development services

\$2.9 million for the sotatercept joint development committee

\$3.7 million for the ACE 536 joint development committee

\$2.8 million for the manufacturing services

After determining the BESP of the undelivered elements, the remaining consideration of \$49.5 million was recognized upon execution of the arrangements. The difference between the estimated payments of \$18.0 million and the



estimated selling prices which totaled \$28.2 million, using BSP, for undelivered elements was \$10.2 million. This amount was deferred at inception and will be recognized as the undelivered elements are delivered, using the proportional performance method, or ratably in the case of performance on the Joint Development Committee. As noted above, the total arrangement consideration includes estimated payments for development activities and manufacturing services identified at the outset of the Luspatercept Agreement and amended Sotatercept Agreement. At the end of each reporting period, the Company reassesses the estimated payments to be received related to these services and the BSP

F-26

---

Table of Contents

Acceleron Pharma Inc.

Notes to Consolidated Financial Statements (Continued)

Years Ended December 31, 2015, 2014 and 2013

of the undelivered elements based upon the Company's current estimates. The Company accounts for such changes as a change in accounting estimate and the cumulative impact of any change is reflected in the period of change. During 2011, the Company achieved a \$7.5 million clinical milestone under its Luspatercept Agreement, related to the dosing of the first patient in a multiple-dose clinical trial. The Company evaluated the milestone and determined that it was not substantive, as there was no significant uncertainty to achieving the milestone upon execution of the Luspatercept Agreement. As such, the Company allocated the \$7.5 million payment based on the allocation of arrangement consideration determined at the execution date of the Luspatercept Agreement and amended Sotatercept Agreement. Based on this allocation, the Company recognized \$4.8 million of the payment upon achievement, with the remaining \$2.7 million recognized as revenue as the undelivered elements are delivered, consistent with the treatment of the up-front payment. During January 2013, the Company achieved a \$10.0 million clinical milestone under its Luspatercept Agreement, related to the dosing of the first patient for a Phase 2 clinical trial. The Company evaluated the milestone and deemed it to be substantive and consistent with the definition of a milestone included in ASU 2010-17 and, accordingly, recognized the \$10.0 million payment in revenue during the year ended December 31, 2013. During December 2013, the Company achieved a \$7.0 million clinical milestone under its Sotatercept Agreement, related to Celgene's start of a Phase 2b clinical trial in chronic kidney disease. The Company evaluated the milestone and deemed it to be substantive and consistent with the definition of a milestone included in ASU 2010-17 and, accordingly, recognized the \$7.0 million payment in revenue during the year ended December 31, 2013. The remaining development milestones under the Luspatercept and Sotatercept Agreements were deemed to be substantive and consistent with the definition of a milestone included in ASU 2010-17 and, accordingly, the Company will recognize payments related to the achievement of such milestones, if any, when such milestone is achieved. Factors considered in this determination included scientific and regulatory risks that must be overcome to achieve the milestones, the level of effort and investment required to achieve each milestone, and the monetary value attributed to each milestone. During the years ended December 31, 2015, 2014 and 2013, the Company recognized \$1.2 million, \$1.7 million and \$2.6 million, respectively, of the total deferred revenue as license and milestone revenue in the accompanying consolidated statements of operations and comprehensive loss.

As noted above, under the terms of the Luspatercept Agreement the Company retains responsibility for certain research and development activities through the completion of Phase 1 and initial Phase 2 clinical trials, as well as manufacturing the clinical supplies for these studies. Celgene is responsible for the conduct of subsequent Phase 2 and Phase 3 clinical studies. In November, 2013, the Company agreed to conduct additional activities for the benefit of the luspatercept program including certain clinical and non-clinical services such as multiple toxicology studies and associated assay development and sample testing, clinical extension studies, and market development work. These activities will be reimbursed under the same terms and rates of the existing Agreements. The Company evaluated the additional services to be provided and determined that as the Company is under no obligation to conduct these additional activities, these services do not represent a deliverable under or modification to the Luspatercept Agreement, but rather, represent a separate services arrangement which should be accounted for as the services are delivered.

Pursuant to the terms of the agreement, Celgene and the Company share development costs, with Celgene responsible for substantially more than half of the costs for sotatercept and luspatercept until December 31, 2012 and 100% of the costs from January 1, 2013 and thereafter. Payments from Celgene with respect to research and development costs incurred by the Company are recorded as cost-sharing revenue. Payments by the Company to Celgene for research and development costs incurred by Celgene are recorded as a reduction to cost-sharing revenue. During the years ended December 31, 2015, 2014 and 2013, the Company recorded net cost-sharing revenue of \$16.9 million, \$13.0 million and \$12.7 million, respectively.

Other Agreements

Shire License

In September 2010, the Company entered into a license and collaboration agreement granting Shire AG the exclusive right to develop, manufacture and commercialize ActRIIB compounds in territories outside North America. Shire also received the right to conduct research and manufacture commercial supplies in North America for ActRIIB compounds. The lead ActRIIB compound was designated ACE-031. Under the initial development plan, the companies share the costs associated with developing and commercializing ACE-031, in Duchenne Muscular Dystrophy. In September 2010, Shire made a nonrefundable, up-front license payment to the Company of \$45.0 million. In accordance with the Company's revenue recognition policy prior to the adoption of ASU 2009-13, the up-front license payment of \$45.0 million was deferred, and will be recognized as revenue ratably over three years, which represented the original period over which the Company expected to perform and deliver research and development and manufacturing services. On February 8, 2011, the FDA placed ACE-031 on clinical hold. The Company re-assessed the duration of its deliverables under the license agreement and estimated the new term

F-27

---

Table of Contents

Acceleron Pharma Inc.

Notes to Consolidated Financial Statements (Continued)

Years Ended December 31, 2015, 2014 and 2013

to be approximately five years. The adjustment was treated as a change in accounting estimate with the remaining deferred revenue of \$38.8 million at February 8, 2011, recognized prospectively over the new period of research and development and manufacturing services. In April 2013, the Company and Shire determined not to further pursue development of ACE-031 and Shire sent the Company a notice of termination for the ACE-031 collaboration. The collaboration terminated effective June 30, 2013. Upon the effectiveness of the termination of the Shire Agreement in the second quarter of 2013, the Company accelerated the recognition of \$22.4 million of remaining deferred revenue from upfront non-refundable payments received under the Shire Agreement as it had no further obligation for deliverables under the Shire Agreement. During the year ended December 31, 2013, the Company recognized \$24.3 million of the up-front, non-refundable payments as license and milestone revenue in the accompanying consolidated statements of operations and comprehensive loss. No amounts were recognized subsequent to the June 30, 2013 termination.

The agreement also included contingent milestone payments, based on the achievement of development milestones totaling \$223.8 million and commercial milestones of \$228.8 million for ActRIIB compounds. The milestones under the Shire Agreement were deemed to be substantive and consistent with the definition of a milestone included in ASU 2010-17 and, accordingly, the Company recognized payments related to the achievement of such milestones, if any, when such milestone was achieved. Factors considered in this determination included scientific and regulatory risks that must be overcome to achieve the milestones, the level of effort and investment required to achieve each milestone, and the monetary value attributed to each milestone.

Pursuant to the terms of the agreement, Shire and the Company shared development costs, with Shire responsible for 65% of the costs for ACE-031 and 55% of the costs for licensed compounds other than ACE-031. Payments from Shire with respect to research and development costs incurred by the Company are recorded as cost-sharing revenue. Payments by the Company to Shire for research and development costs incurred by Shire are recorded as a reduction to cost-sharing revenue. During the year ended December 31, 2013, the Company recorded net cost-sharing revenue of \$0.6 million, which includes payments to Shire of \$0.2 million, which are recorded as contra-revenue in the accompanying consolidated statements of operations and comprehensive loss. No amounts were recognized subsequent to the June 30, 2013 termination.

**Other**

In 2004, the Company entered into a license agreement with a non-profit institution for an exclusive, sublicensable, worldwide, royalty-bearing license to certain patents developed by the institution (Primary Licensed Products). In addition, the Company was granted a non-exclusive, non-sub-licensable license for Secondary Licensed Products. As compensation for the licenses, the Company issued 62,500 shares of its common stock to the institution, the fair value of which was \$25,000, and was expensed during 2004, to research and development expense. The Company also agreed to pay specified development milestone payments totaling up to \$2.0 million for sotatercept and \$0.7 million for luspatercept. In addition, the Company is obligated to pay milestone fees based on the Company's research and development progress, and U.S. sublicensing revenue ranging from 10%-25%, as well as a royalty ranging from 1.0%-3.5% of net sales on any products developed under the licenses. During the years ended December 31, 2015, 2014 and 2013, the Company paid and expensed milestones and fees defined under the agreement totaling \$0.1 million, \$0.1 million and \$0.5 million, respectively, which is recorded as research and development expense.

In 2004, the Company entered into another license agreement with certain individuals for an exclusive, sublicensable, worldwide, royalty-bearing license to certain patents developed by the individuals. The Company agreed to pay specified development and sales milestone payments aggregating up to \$1.0 million relating to the development and commercialization of dalantercept. In addition, the Company is required to pay royalties in the low single-digits on worldwide net product sales of dalantercept, with royalty obligations continuing at a 50% reduced rate for a period of time after patent expiration. If the Company sublicenses its patent rights, it will owe a percentage of sublicensing revenue, excluding payments based on the level of sales, profits or other levels of commercialization. During the years

ended December 31, 2015, 2014 and 2013, the Company did not reach any milestones defined under the agreement and, therefore, no amounts have been paid or expensed.

During 2012, the Company executed a license agreement with a research institution for an exclusive, sublicensable, worldwide, royalty-bearing license. The Company is obligated to pay development milestones and commercial milestone fees totaling up to \$1.0 million. Under the agreement, if the Company uses the inventors in the clinical research, the development milestones are waived and commercial milestones shall change to \$0.8 million plus any waived milestones. The Company will also pay \$25,000 annually upon first commercial sale as well as royalties of 1.5% of net sales on any products developed under the patents. During the years ended December 31, 2015, 2014 and 2013, paid and expensed milestones and fees defined under the agreement totaling \$0.0 million, zero and zero, respectively, which is recorded as research and development expense.

F-28

---

Table of Contents

Acceleron Pharma Inc.

Notes to Consolidated Financial Statements (Continued)

Years Ended December 31, 2015, 2014 and 2013

In May 2014, the Company executed a collaboration agreement with a research technology company. The Company paid an upfront and research fee of \$0.3 million upon execution of the agreement and the Company is obligated to pay additional research fees of approximately \$0.6 million over approximately the next year, depending on the success of the research program. The Company also received an option to obtain a commercial license to the molecules developed during the collaboration. During the year ended December 31, 2015 and December 31, 2014 the Company expensed milestones and fees of \$1.4 million and \$0.6 million, which is recorded as research and development expense.

#### 11. Stock-Based Compensation

At December 31, 2015, the Company had two stock-based compensations plans, which are more fully described below.

The Company's 2003 Stock Option and Restricted Stock Plan (the 2003 Plan) provides for the issuance of stock options, restricted stock awards, and restricted stock to employees, officers, directors, consultants and key personnel of the Company as determined by the Board. In conjunction with the effectiveness of the 2013 Equity Incentive Plan (the 2013 Plan) described below, the Company determined that no further stock options or other equity-based awards may be granted under the 2003 Plan.

On September 4, 2013, the Board and stockholders approved the adoption of the 2013 Equity Incentive Plan (the 2013 Plan). The Company has reserved for issuance an aggregate of 1,500,000 shares of common stock under the 2013 Plan which is comprised of (i) the remaining 155,884 shares reserved for issuance under the 2003 Plan and (ii) an additional 1,344,116 shares. The 2013 Plan provides that the number of shares reserved and available for issuance under the plan will automatically increase each January 1, beginning in 2014, by the lesser of (i) 3,150,000 shares, or (ii) 4% of the outstanding number of shares of the Company's common stock on the immediately preceding December 31st. This number is subject to adjustment in the event of a stock split, stock dividend or other change in the Company's capitalization. The number of options available for future grant was 1,889,730 at December 31, 2015. The Company has not granted unrestricted stock awards under the 2003 Plan or the 2013 Plan since its inception. Stock options carry an exercise price equal to the estimated fair value of the Company's common stock on the date of grant. Options generally expire 10 years following the date of grant. Stock options and restricted stock awards typically vest over 4 years, but vesting provisions can vary based on the discretion of the Board.

Shares of the Company's common stock underlying any awards that are forfeited, canceled, withheld upon exercise of an option, or settlement of an award to cover the exercise price or tax withholding, reacquired by the Company prior to vesting, satisfied without the issuance of shares of the Company's common stock, or otherwise terminated other than by exercise will be added back to the shares of common stock available for issuance under the 2013 Plan. Shares available for issuance under the 2013 Plan may be authorized but unissued shares of the Company's common stock or shares of the Company's common stock that have been reacquired by the Company.

Additionally, on September 4, 2013, the Board and stockholders approved the adoption of the 2013 Employee Stock Purchase Plan (the 2013 ESPP). Under the 2013 ESPP, 275,000 shares of the Company's common stock will be available for issuance to eligible employees. The per-share purchase price at the end of each offering period is equal to 85% of the closing price of one share of the Company's common stock at the beginning or end of the offering period, whichever is lower, subject to Internal Revenue Service limits. The 2013 ESPP will terminate on September 4, 2023, the tenth anniversary of the initial adoption of the plan. The Board determined the initial offering period commenced on September 16, 2014 and the initial purchase will occur on the 6 month anniversary. The Company recorded \$0.3 million, \$0.1 million and zero of stock-based compensation expense during years ended December 31, 2015, 2014 and 2013, respectively.

The Company recognized stock-based compensation expense under the various Plans totaling \$12.1 million, \$4.8 million and \$2.2 million during the years ended December 31, 2015, 2014 and 2013, respectively.

Total compensation cost recognized for all stock-based compensation awards in the consolidated statements of operations and comprehensive loss is as follows (in thousands):

F-29

---

Table of Contents

Acceleron Pharma Inc.

Notes to Consolidated Financial Statements (Continued)

Years Ended December 31, 2015, 2014 and 2013

	Year Ended December 31,		
	2015	2014	2013
Research and development	\$4,852	\$2,065	\$659
General and administrative	7,223	2,713	1,537
	\$12,075	\$4,778	\$2,196

The fair value of each option issued to employees was estimated on the date of grant using the Black-Scholes option pricing model with the following weighted-average assumptions:

	Year Ended December 31,			
	2015	2014	2013	
Expected volatility	67.0	% 70.9	% 71.5	%
Expected term (in years)	6.0	6.0	6.0	
Risk-free interest rate	1.67	% 1.82	% 1.85	%
Expected dividend yield	—	% —	% —	%

Given the absence of an active market for the Company's common stock prior to the completion of the Company's initial public offering (IPO) on September 19, 2013, the Board, the members of which the Company believes have extensive business, finance, and venture capital experience, were required to estimate the fair value of the Company's common stock at the time of each option grant. The Board considered numerous objective and subjective factors in determining the value of the Company's common stock at each option grant date, including the following factors: (1) prices for the Company's preferred stock, which the Company had sold to outside investors in arm's-length transactions, and the rights, preferences, and privileges of the Company's preferred stock and common stock; (2) valuations performed by an independent valuation specialist; (3) the Company's stage of development and revenue growth; (4) the fact that the option grants involved illiquid securities in a private company; and (5) the likelihood of achieving a liquidity event for the shares of common stock underlying the options, such as an initial public offering or sale of the Company, given prevailing market conditions. The Company believes this to have been a reasonable methodology based upon the Company's internal peer company analyses, and based on several arm's-length transactions involving the Company's preferred stock, supportive of the results produced by this valuation methodology. Prior to the Company's common stock being actively traded, the determination of fair value involved assumptions, judgments and estimates. If different assumptions were made, stock-based compensation expense, net loss and consolidated net loss per share could have been significantly different.

The fair value of each option grant issued under the Company's stock-based compensation plans was estimated using the Black-Scholes option-pricing model. As there was no public market for its common stock prior to September 19, 2013, the effective date of the Company's IPO, and as the trading history of the Company's common stock was limited through December 31, 2014, the Company determined the volatility for options granted based on an analysis of reported data for a peer group of companies that issued options with substantially similar terms. The expected volatility of options granted has been determined using an average of the historical volatility measures of this peer group of companies. During 2015 we began to estimate our volatility by using a blend of our stock price history, for the length of time we have market data for our stock and the historical volatility of similar public companies for the expected term of each grant. The expected life of options has been determined utilizing the "simplified method". The simplified method is based on the average of the vesting tranches and the contractual life of each grant. The risk-free interest rate is based on a treasury instrument whose term is consistent with the expected life of the stock options. The Company has not paid, and does not anticipate paying, cash dividends on its common stock; therefore, the expected dividend yield is assumed to be zero. In addition, based on an analysis of the historical actual forfeitures, the Company applied an estimated forfeiture rate of approximately 4% for each of the years ended December 31, 2015, 2014 and 2013, respectively, in determining the expense recorded in the accompanying consolidated statements of operations and comprehensive loss.





Table of Contents

Acceleron Pharma Inc.

Notes to Consolidated Financial Statements (Continued)

Years Ended December 31, 2015, 2014 and 2013

## Stock Option Activity

The following table summarizes the stock option activity under the Company's stock option plans during the year ended December 31, 2015 (in thousands, except per share amounts and years):

	Number of Grants	Weighted- Average Exercise Price Per Share	Weighted- Average Contractual Life (in years)	Aggregate Intrinsic Value(1)
Outstanding at December 31, 2014	3,230	\$9.77		
Granted	870	\$40.01		
Exercised	(837)	) \$4.73		
Canceled or forfeited	(72)	) \$31.72		
Outstanding at December 31, 2015	3,191	\$18.85	6.31	\$95,479,304
Exercisable at December 31, 2015	1,997	\$10.79	4.98	\$75,853,297
Vested and expected to vest at December 31, 2015(2)	3,135	\$18.56	6.26	\$94,709,640

The aggregate intrinsic value is calculated as the difference between the exercise price of the underlying options (1) and the estimated fair value of the common stock for the options that were in the money at December 31, 2015 and 2014.

This represents the number of vested options at December 31, 2015, plus the number of unvested options expected (2) to vest at December 31, 2015, based on the unvested options outstanding at December 31, 2015, adjusted for the estimated forfeiture rate.

During the years ended December 31, 2015, 2014 and 2013, the Company granted stock options to purchase an aggregate of 870,526, 203,550 and 552,750 shares of its common stock, respectively, with weighted-average grant date fair values of options granted of \$24.29, \$24.39 and \$15.27, respectively.

During the years ended December 31, 2015, 2014 and 2013, current and former employees of the Company exercised a total of 837,361, 853,507 and 292,802 options and options, respectively, resulting in total proceeds of \$4.0 million, \$3.2 million and \$0.7 million, respectively.

The aggregate intrinsic value of options exercised during the years ended December 31, 2015, 2014 and 2013, under the Company's stock option plans, was \$25.2 million, \$26.3 million and \$7.0 million, respectively, calculated as the difference between the exercise price of the underlying options and the estimated fair value of the common stock for the options on the respective date of exercise.

As of December 31, 2015, there was \$19.5 million of unrecognized compensation expense that is expected to be recognized over a weighted-average period of 2.31 years.

## Restricted Stock Units

The following table summarizes the restricted stock unit (RSU) activity under the 2013 Plan during the year ended December 31, 2015:

Table of Contents

Acceleron Pharma Inc.

Notes to Consolidated Financial Statements (Continued)

Years Ended December 31, 2015, 2014 and 2013

	Number of Grants	Weighted- Average Grant Date Fair Value
Unvested balance at December 31, 2014	—	\$—
Granted	527	\$31.67
Vested	—	\$—
Forfeited	(6	) \$41.20
Unvested balance at December 31, 2015	521	\$31.57

During the year ended December 31 2015 the Company issued 62,650 restricted stock units, or RSUs, to certain employees. These RSUs are subject to time-based vesting. At December 31, 2015, there was approximately \$1.7 million of unrecognized compensation cost related to the time-based RSUs, which the Company expects to recognize over a remaining weighted-average period of 2.39 years. 57,150 restricted stock units remained unvested and outstanding at December 31, 2015.

In September 2015, the Company issued 464,000 performance-based RSUs to certain employees. The vesting of these performance-based RSUs is accelerated upon the occurrence of certain milestone events, but otherwise these RSUs vest four years from grant date. As a result, when deemed probable, compensation cost is recognized over the estimated period of achievement. If achievement is not considered probable the expense is recognized over the four year vesting period. At December 31, 2015, there was approximately \$12.4 million of unrecognized compensation cost related to the time-based RSUs, which the Company expects to recognize over a remaining weighted-average period of 2.83 years. All 464,000 of these performance-based RSUs remained outstanding at December 31, 2015.

**12. 401(k) Savings Plan**

In 2004, the Company established a defined-contribution savings plan under Section 401(k) of the Internal Revenue Code (the 401(k) Plan). The 401(k) Plan covers all employees who meet defined minimum age and service requirements, and allows participants to defer a portion of their annual compensation on a pretax basis. For the years 2015 and 2014 the Board approved matching contributions of up to \$5,000 and \$2,500 respectively, per eligible participant pursuant to the 401(k) Savings Plan's matching formula. All matching contributions and participant contributions vest immediately. Contributions totaled \$0.3 million and \$0.2 million for the year ended December 31, 2015 and 2014 have been recorded in the consolidated statement of operations and comprehensive loss.

**13. Income Taxes**

The Company provides for income taxes under ASC 740. Under ASC 740, the liability method is used in accounting for income taxes. Under this method, deferred tax assets and liabilities are determined based on differences between financial reporting and tax bases of assets and liabilities, and are measured using the enacted tax rates and laws that will be in effect when the differences are expected to reverse.

For the years ended December 31, 2015, 2014 and 2013, the Company did not record a current or deferred income tax expense or benefit.

The Company's loss before income taxes was \$(63.9) million, \$(51.3) million and \$(21.9) million for the years ended December 31, 2015, 2014 and 2013, respectively, and was generated entirely in the United States.

Deferred taxes are recognized for temporary differences between the basis of assets and liabilities for financial statement and income tax purposes. The significant components of the Company's deferred tax assets are comprised of the following (in thousands):

Table of Contents

Acceleron Pharma Inc.

Notes to Consolidated Financial Statements (Continued)

Years Ended December 31, 2015, 2014 and 2013

	Year Ended December 31,	
	2015	2014
Deferred tax assets:		
U.S. and state net operating loss carryforwards	\$90,732	\$75,334
Research and development credits	7,864	6,704
Deferred revenue	1,883	2,348
Accruals and other temporary differences	9,319	5,416
Total deferred tax assets	109,798	89,802
Less valuation allowance	(109,798 )	(89,802 )
Net deferred tax assets	\$—	\$—

The Company has evaluated the positive and negative evidence bearing upon the realizability of its deferred tax assets. Based on the Company's history of operating losses, the Company has concluded that it is more likely than not that the benefit of its deferred tax assets will not be realized. Accordingly, the Company has provided a full valuation allowance for deferred tax assets as of December 31, 2015 and 2014. The valuation allowance increased by \$20.0 million during the year ended December 31, 2015, due primarily to the generation of net operating losses during the period.

A reconciliation of income tax expense computed at the statutory federal income tax rate to income taxes as reflected in the consolidated financial statements is as follows:

	Year Ended December 31,					
	2015		2014		2013	
Federal income tax expense at statutory rate	34.0	%	34.0	%	34.0	%
State income tax, net of federal benefit	4.6	%	4.1	%	(1.5)	)%
Permanent differences	(8.3	)%	2.0	%	(43.1	)%
Research and development credit	1.2	%	1.6	%	0.7	%
Other	—	%	4.6	%	—	%
Change in valuation allowance	(31.5	)%	(46.3	)%	9.9	%
Effective income tax rate	—	%	—	%	—	%

As of December 31, 2015 and 2014, the Company had U.S. federal net operating loss carryforwards of \$276.1 million and \$211.2 million, respectively, which may be available to offset future income tax liabilities and expire at various dates through 2035. As of December 31, 2015 and 2014, the Company also had U.S. state net operating loss carryforwards of \$229.8 million and \$165.0 million, respectively, which may be available to offset future income tax liabilities and expire at various dates through 2035. Included in the federal and state net operating loss carryforwards are approximately \$38.9 million and \$13.2 million, respectively, of deductions related to the exercise of stock options which represent an excess tax benefit which will be realized when it results in the reduction of cash income tax in accordance with ASC 718.

As of December 31, 2015 and 2014, the Company had federal research and development tax credit carryforwards of \$5.5 million and \$4.8 million, respectively, available to reduce future tax liabilities which expire at various dates through 2035. As of December 31, 2015 and 2014, the Company had state research and development tax credit carryforwards of approximately \$3.5 million and \$2.9 million, respectively, available to reduce future tax liabilities which expire at various dates through 2030.

Under the provisions of the Internal Revenue Code, the net operating loss and tax credit carryforwards are subject to review and possible adjustment by the Internal Revenue Service and state tax authorities. Net operating loss and tax credit carryforwards may become subject to an annual limitation in the event of certain cumulative changes in the ownership interest of significant shareholders over a three year period in excess of 50 percent, as defined under

Sections 382 and 383 of the Internal Revenue Code, respectively, as well as similar state provisions. This could limit the amount of tax attributes that can be utilized annually to offset future taxable income or tax liabilities. The amount of the annual limitation is determined based on the value of the Company immediately prior to the ownership change. Subsequent ownership changes may further affect the limitation in future years. The Company has completed several financings since its inception which may have resulted in a change in control as defined by Sections 382 and 383 of the Internal Revenue Code, or could result in a change in control in the

F-33

---

Table of Contents

Acceleron Pharma Inc.

Notes to Consolidated Financial Statements (Continued)

Years Ended December 31, 2015, 2014 and 2013

future. Through June 2014, the Company completed an assessment to determine whether there may have been a Section 382 ownership change and determined that it is more-likely-than-not that the Company's net operating and tax credit amounts as disclosed are not subject to any material Section 382 limitations.

The Company will recognize interest and penalties related to uncertain tax positions in income tax expense. As of December 31, 2015 and 2014, the Company had no accrued interest or penalties related to uncertain tax positions and no amounts have been recognized in the Company's consolidated statements of operations and comprehensive loss. For all years through December 31, 2015, the Company generated research credits but has not conducted a study to document the qualified activities. This study may result in an adjustment to the Company's research and development credit carryforwards; however, until a study is completed and any adjustment is known, no amounts are being presented as an uncertain tax position for the years ended December 31, 2015 and 2014. A full valuation allowance has been provided against the Company's research and development credits and, if an adjustment is required, this adjustment would be offset by an adjustment to the deferred tax asset established for the research and development credit carryforwards and the valuation allowance.

The Company files income tax returns in the United States, and various state jurisdictions. The federal and state income tax returns are generally subject to tax examinations for the tax years ended December 31, 2012 through December 31, 2015. To the extent the Company has tax attribute carryforwards, the tax years in which the attribute was generated may still be adjusted upon examination by the Internal Revenue Service, state or foreign tax authorities to the extent utilized in a future period.

#### 14. Long-Term Debt

On June 7, 2012, the Company entered into a loan and security agreement (the Loan Agreement) with three lenders, pursuant to which the Company received a loan in the aggregate principal amount of \$20.0 million. The Company was required to repay the aggregate principal balance under the Loan Agreement in 42 months. The first 12 payments were interest only and the remaining 30 payments were equal monthly installments of principal plus interest. The Loan Agreement provided that the interest only period could be extended under certain circumstances. The Company did not trigger the requirements and began paying principal in July 2013.

Per annum interest was payable at the 8.5%. The Loan Agreement also included a closing fee of \$0.2 million. The Company amortized the cost over the 42 months of loan. The Loan Agreement was also subject to an additional deferred payment of \$1.2 million due with the final payment. The Company recorded the deferred payment to interest expense over the term of the Loan Agreement. The resulting effective interest rate was approximately 11.8%. The Loan Agreement was secured by a lien on all of the Company's personal property as of, or acquired after, the date of the Loan Agreement, except for intellectual property.

On March 12, 2014, the Company repaid the outstanding balance of the Loan Agreement. At the time of repayment the Company recognized interest expense related to the remaining \$0.6 million of the \$1.2 million deferred payment due with the final payment. The Company also recognized \$0.3 million in prepayment fees as additional expense

#### 15. Related Party Transactions

##### Celgene Corporation (Celgene)

In connection with its entry into the collaboration agreement with Celgene, on February 2008, the Company sold Celgene 457,875 shares of its Series C-1 Preferred Stock. As part of the Company's June 2010 Series E financing, Celgene purchased 36,496 shares of Series E Preferred Stock and received warrants to purchase 38,979 shares of common stock. As part of the Company's December 2011 Series F financing, Celgene purchased 1,990,446 shares of Series F Preferred Stock. In connection with the Company's IPO, Celgene purchased 666,667 shares of common stock. In connection with the Company's January 2014 public offering, Celgene purchased 300,000 shares of common stock. In May 2014, Celgene purchased 1,100,000 shares of common stock from five current shareholders of the Company. As a result of these transactions, Celgene owned 12.3% and 12.8% of the Company's fully diluted equity as of December 31, 2015 and 2014, respectively. Refer to Note 10 for additional information regarding this collaboration

agreement.

F-34

---

Table of Contents

Acceleron Pharma Inc.

Notes to Consolidated Financial Statements (Continued)

Years Ended December 31, 2015, 2014 and 2013

During the years ended December 31, 2015, 2014 and 2013, the Company recognized \$18.1 million, \$14.6 million and \$32.3 million, respectively, in collaboration revenue under the Celgene collaboration arrangement. As of December 31, 2015 and 2014, the Company had \$4.8 million and \$6.0 million, respectively, of deferred revenue related to the Celgene collaboration arrangement.

The Company recognized revenue from Celgene during the years ended December 31, 2015, 2014 and 2013 as follows (in thousands):

	Year Ended December 31,		
	2015	2014	2013
License and milestone	\$1,184	\$1,673	\$19,626
Cost sharing, net	16,913	12,959	12,658
	\$18,097	\$14,632	\$32,284

**Related-Party Receivable**

On January 28, 2008, the Company issued a secured promissory note (the Note Receivable) in the amount of \$0.2 million to the current chief executive officer of the Company (the CEO). The Note Receivable bore interest at an annual interest rate of 3.11% and was initially repayable on the earlier of January 28, 2011, or the date prior to the date that the Company files a registration statement with the SEC, covering shares of its common stock. The Note Receivable was secured by shares of the Company's common stock owned by the CEO. On December 22, 2010, the term was extended until January 28, 2014, or the date prior to the date that the Company files a registration statement with the SEC covering shares of its common stock.

In November 2012, the Company further modified the terms of the Note Receivable, such that in the event that an acquisition event occurs or the Company files a registration statement with the SEC on or before the maturity date, the unpaid principal and interest will be forgiven. As a result of the Company's filing of a registration statement with the SEC on August 6, 2013 which triggered the forgiveness of the Note Receivable, the Company expensed the unpaid principal and interest expense totaling \$0.2 million as compensation expense during the year ended December 31, 2013.

**16. Subsequent Events**

The Company considers events or transactions that occur after the balance sheet date but prior to the issuance of the financial statements to provide additional evidence relative to certain estimates or to identify matters that require additional disclosure:

On January 11, 2016, the Company completed its underwritten public offering of 3,750,000 shares of common stock at a public offering price of \$40.00 per share. The aggregate net proceeds received by the Company, after underwriting discounts and commissions and other estimated offering expenses, were approximately \$140.4 million.

**17. Quarterly Financial Data (unaudited)**

The following table presents certain unaudited quarterly financial information for the eight quarters in the period ended December 31, 2015. This information has been prepared on the same basis as the audited financial statements and includes all adjustments (consisting only of normal recurring adjustments) necessary to present fairly the unaudited quarterly results of operations set forth herein.



Table of Contents

Acceleron Pharma Inc.

Notes to Consolidated Financial Statements (Continued)

Years Ended December 31, 2015, 2014 and 2013

	For the Three Months Ended(1)			
	March 31	June 30	September 30	December 31
	(in thousands except per share data)			
2015				
Total revenue	\$4,420	\$5,717	\$4,155	\$3,804
Total costs and expenses	19,479	18,811	18,768	21,919
Loss from operations	(15,059 )	(13,094 )	(14,613 )	(18,115 )
Net loss	(14,574 )	(10,383 )	(11,858 )	(27,082 )
Basic net loss per share*	\$(0.45 )	\$(0.32 )	\$(0.36 )	\$(0.81 )
Diluted net loss per share*	\$(0.45 )	\$(0.32 )	\$(0.36 )	\$(0.81 )
2014				
Total revenue	\$3,307	\$4,078	\$3,508	\$3,739
Total costs and expenses	15,515	21,389	14,899	18,293
Loss from operations	(12,208 )	(17,311 )	(11,391 )	(14,554 )
Net loss	(9,120 )	(16,550 )	(7,972 )	(17,617 )
Basic net loss per share*	\$(0.30 )	\$(0.52 )	\$(0.25 )	\$(0.55 )
Diluted net loss per share*	\$(0.30 )	\$(0.52 )	\$(0.25 )	\$(0.55 )

(1) The amounts were computed independently for each quarter, and the sum of the quarters may not total the annual amounts.

\* Applicable to common stockholders

F-36

---

Table of Contents

## Exhibits

Exhibit Number	Exhibit Description	Filed with this Report	Incorporated by Reference herein from Form or Schedule	Filing Date	SEC File/Reg. Number
3.1	Restated Certificate of Incorporation		Form 8-K (Exhibit 3.1)	9/24/2013	001-36065
3.2	Amended and Restated By-laws		Form 8-K (Exhibit 3.2)	9/24/2013	001-36065
4.1	Form of Common Stock Certificate		Form S-1 (Exhibit 4.1)	8/7/2013	333-190417
4.2	Form of Amended and Restated Registration Rights Agreement		Form S-1 (Exhibit 4.2)	8/7/2013	333-190417
4.3	Form of Warrant to Purchase Stock, issued to Series E Investors as of June 10, 2010 and July 9, 2010		Form S-1 (Exhibit 4.3)	8/7/2013	333-190417
4.4	Form of Common Stock Warrant Certificate, issued to General Electric Capital Corporation as of March 28, 2007		Form S-1 (Exhibit 4.4)	8/7/2013	333-190417
10.1*	Form of Director Indemnification Agreement		Form S-1 (Exhibit 10.1)	8/7/2013	333-190417
10.2+	Collaboration, License and Option Agreement between Acceleron Pharma Inc. and Celgene Corporation, dated as of February 20, 2008, and amended as of August 2, 2011		Form S-1/A (Exhibit 10.6)	9/6/2013	333-190417
10.3	Amended and Restated License Agreement between Acceleron Pharma Inc. and Ludwig Institute for Cancer Research Ltd., dated as of August 6, 2010		Form S-1 (Exhibit 10.7)	8/7/2013	333-190417
10.4+	Exclusive License Agreement between Beth Israel Deaconess Medical Center and Acceleron Pharma Inc., dated as of June 21, 2012		Form S-1 (Exhibit 10.8)	8/7/2013	333-190417
10.5+	Collaboration, License and Option Agreement between Acceleron Pharma Inc. and Celgene Corporation, dated as of August 2, 2011		Form S-1/A (Exhibit 10.9)	9/6/2013	333-190417
10.6	Exclusive License Agreement between Salk Institute for Biological Studies and Acceleron Pharma Inc., dated as of August 10, 2010		Form S-1 (Exhibit 10.10)	8/7/2013	333-190417
10.7	Amended and Restated License Agreement between Salk Institute for Biological Studies and Acceleron Pharma Inc., dated as of August 11, 2010		Form S-1 (Exhibit 10.11)	8/7/2013	333-190417
10.8	Amendment, dated as of July 25, 2014, to Amended and Restated License Agreement between Salk Institute for Biological Studies and Acceleron Pharma Inc. dated as of August 11, 2010		Form 10-Q (Exhibit 10.1)	8/12/2014	001-36065
10.9	Indenture of Lease between Massachusetts Institute of Technology and Acceleron Pharma Inc., dated as of May 20, 2008		Form S-1 (Exhibit 10.12)	8/7/2013	333-190417
10.10*	Acceleron Pharma Inc. 2013 Equity Incentive Plan			12/12/2013	333-192789

Edgar Filing: ACCELERON PHARMA INC - Form 10-K

		Form S-8 (Exhibit 4.4)		
10.11*	Form of Acceleron Pharma Inc. Cash Incentive Plan	Form S-1/A (Exhibit 10.14)	8/19/2013	333-190417
10.12*	Acceleron Pharma Inc. 2003 Stock Option and Restricted Stock Plan	Form S-1 (Exhibit 10.15)	8/7/2013	333-190417
10.13*	Amended and Restated Employment Agreement between John Knopf and Acceleron Pharma Inc., dated as of August 26, 2013	Form 10-K (Exhibit 10.13)	3/2/2015	001-36065
10.14*	Amended and Restated Employment Agreement between Matthew L. Sherman and Acceleron Pharma Inc., dated as of August 26, 2013	Form 10-K (Exhibit 10.14)	3/2/2015	001-36065

---

Table of Contents

Exhibit Number	Exhibit Description	Filed with this Report	Incorporated by Reference herein from Form or Schedule	Filing Date	SEC File/Reg. Number
10.15*	Amended and Restated Employment Agreement between John D. Quisel and Acceleron Pharma Inc., dated as of August 26, 2013		Form 10-K (Exhibit 10.15)	3/2/2015	001-36065
10.16*	Amended and Restated Employment Agreement between Kevin F. McLaughlin and Acceleron Pharma Inc. dated as of January 31, 2014		Form 10-K (Exhibit 10.16)	3/2/2015	001-36065
10.16.1*	First Amendment to Amended and Restated Employment Agreement, by and between Kevin F. McLaughlin and Acceleron Pharma Inc., dated as of September 9, 2015		Form 8-K (Exhibit 10.2)	9/11/2015	001-36065
10.17*	Amended and Restated Employment Agreement between Steven D. Ertel and Acceleron Pharma Inc. dated as of January 31, 2014		Form 10-K (Exhibit 10.17)	3/2/2015	001-36065
10.17.1*	First Amendment to Amended and Restated Employment Agreement, by and between Steven D. Ertel and Acceleron Pharma Inc., dated as of September 9, 2015		Form 8-K (Exhibit 10.1)	9/11/2015	001-36065
10.18*	Employee Stock Purchase Plan		Form S-1/A (Exhibit 10.20)	9/6/2013	333-190417
10.19*	Form of Non-Statutory Stock Option Agreement under the 2013 Equity Incentive Plan		Form S-1 (Exhibit 10.21)	1/9/2014	333-193252
10.20*	Form of Incentive Stock Option Agreement under the 2013 Equity Incentive Plan		Form S-1 (Exhibit 10.22)	1/9/2014	333-193252
10.21*	Form of Restricted Stock Unit Award Agreement under the 2013 Equity Incentive Plan (2016)	X			
10.22*	Form of Restricted Stock Unit Award Agreement under the 2013 Equity Incentive Plan (Executives)		Form 8-K (Exhibit 10.3)	9/11/2015	001-36065
21.1	List of Subsidiaries	X			
23.1	Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm	X			
31.1	Certification of Principal Executive Officer pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	X			
31.2	Certification of Principal Financial Officer pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	X			
32.1	Certification of Principal Executive Officer and Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	X			
101		X			

The following financial information from the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2015 formatted in XBRL (eXtensible Business Reporting Language):

(i) Consolidated Balance Sheets as of December 31, 2015 and December 31, 2014, (ii) Consolidated Statements of Operations and Comprehensive Loss for the years ended December 31, 2015, 2014 and 2013, (iii) Consolidated Statements of Comprehensive Income for the years ended December 31, 2015, 2014 and 2013, (iv) Consolidated Statements of Redeemable Convertible Preferred Stock and Stockholders' Equity (Deficit) for the years ended December 31, 2015, 2014 and 2013, (v) Consolidated Statements of Cash Flows for the years ended December 31, 2015, 2014 and 2013, and (vi) Notes to Consolidated Financial Statements

---

---

Table of Contents

Confidential treatment has been granted by, or is being requested from, the Securities and Exchange Commission as to certain portions of this Exhibit, which portions have been omitted and filed separately with the Securities and Exchange Commission as part of an application for confidential treatment pursuant to the Securities Act of 1933, as amended, and the Securities Exchange Act of 1934, as amended, as applicable.

\*Management contract or compensatory plan or arrangement.

---

Table of Contents

Signatures

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: February 25, 2016

ACCELERON PHARMA INC.

By: /s/ JOHN L. KNOPF, PH.D.

John L. Knopf, Ph.D.

Chief Executive Officer, President and Director

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, this report has been signed by the following persons on behalf of the registrant and in the capacities and on the dates indicated:

Signature	Title	Date
/s/ JOHN L. KNOPF, PH.D. John L. Knopf, Ph.D.	Chief Executive Officer, President and Director (Principal Executive Officer)	February 25, 2016
/s/ KEVIN F. MCLAUGHLIN Kevin F. McLaughlin	Senior Vice President, Chief Financial Officer and Treasurer (Principal Financial Officer and Principal Accounting Officer)	February 25, 2016
/s/ FRANCOIS NADER, M.D. Francois Nader, M.D.	Chair of the Board of Directors	February 25, 2016
/s/ JEAN M. GEORGE Jean M. George	Director	February 25, 2016
/s/ GEORGE GOLUMBESKI, PH.D. George Golumbeski, Ph.D.	Director	February 25, 2016
/s/ TERRENCE C. KEARNEY Terrence C. Kearney	Director	February 25, 2016
/s/ TOM MANIATIS, PH.D. Tom Maniatis, Ph.D.	Director	February 25, 2016
/s/ TERRANCE G. MCGUIRE Terrance G. McGuire	Director	February 25, 2016
/s/ RICHARD F. POPS Richard F. Pops	Director	February 25, 2016
/s/ JOSEPH S. ZAKRZEWSKI Joseph S. Zakrzewski	Director	February 25, 2016