

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

FORM 10-K

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 NO. 001-14888

INOVIO PHARMACEUTICALS, INC.
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE

(State or other jurisdiction of
incorporation or organization)

33-0969592

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

**660 W. GERMANTOWN PIKE, SUITE 100
PLYMOUTH MEETING, PENNSYLVANIA**

(Address of principal executive offices)

19462

(Zip Code)

REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE: (267) 440-4200

SECURITIES REGISTERED PURSUANT TO SECTION 12(B) OF THE ACT:

COMMON STOCK, \$0.001 PAR VALUE

(Title of Class)

NASDAQ

(Name of Each Exchange on Which Registered)

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 Section 15(d) of the 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 such filing requirements for the past 90 days. Yes No

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

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of 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 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 Act). Yes No

The aggregate market value of the voting and non-voting common equity (which consists solely of shares of Common Stock) held by non-affiliates of the Registrant as of June 30, 2015 was approximately \$555,185,404 based on \$8.16, the closing price on that date of the Registrant's Common Stock on the NASDAQ.

The number of shares outstanding of the Registrant's Common Stock, \$0.001 par value, was 72,224,025 as of March 7, 2016.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's definitive proxy statement to be filed with the Commission pursuant to Regulation 14A in connection with the registrant's 2015 Annual Meeting of Stockholders (the "Proxy Statement") are incorporated by reference into Part III of this Report. Such Proxy Statement will be filed with the Commission not later than 120 days after the conclusion of the registrant's fiscal year ended December 31, 2015.

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Unless stated to the contrary, or unless the context otherwise requires, references to “Inovio,” “the company,” “our company,” “our,” or “we” in this report include Inovio Pharmaceuticals, Inc. and subsidiaries.

PART I

ITEM 1. BUSINESS

This Annual Report (including the following section regarding Management's Discussion and Analysis of Financial Condition and Results of Operations) contains forward-looking statements regarding our business, financial condition, results of operations and prospects. Words such as "expects," "anticipates," "intends," "plans," "believes," "seeks," "estimates" and similar expressions or variations of such words are intended to identify forward-looking statements, but are not the exclusive means of identifying forward-looking statements in this Annual Report. Additionally, statements concerning future matters, including statements regarding our business, our financial position, the research and development of our products and other statements regarding matters that are not historical are forward-looking statements.

Although forward-looking statements in this Annual Report reflect the good faith judgment of our management, such statements can only be based on facts and factors currently known by us. Consequently, forward-looking statements are inherently subject to risks and uncertainties and actual results and outcomes may differ materially from the results and outcomes discussed in or anticipated by the forward-looking statements. Factors that could cause or contribute to such differences in results and outcomes include without limitation those discussed under the heading "Risk Factors" below, as well as those discussed elsewhere in this Annual Report. Readers are urged not to place undue reliance on these forward-looking statements, which speak only as of the date of this Annual Report. We undertake no obligation to revise or update any forward-looking statements in order to reflect any event or circumstance that may arise after the date of this Annual Report. Readers are urged to carefully review and consider the various disclosures made in this Annual Report, which attempt to advise interested parties of the risks and factors that may affect our business, financial condition, results of operations and prospects.

Overview

Inovio is a bio-pharmaceutical company which is developing active DNA immunotherapies and vaccines focused on treating and preventing cancers and infectious diseases. Our DNA-based immunotherapies, in combination with our proprietary electroporation delivery devices, are intended to generate robust immune responses, in particular T cells, in the body to fight target diseases. In 2014 we reported that in a controlled phase II clinical study we generated significant, functional antigen-specific T cells that correlated to clinically relevant efficacy against HPV-associated cervical precancer. This data was published in *The Lancet* in September 2015. We plan to launch a phase III study of this product in 2016 and are advancing multiple cancer clinical studies.

Our novel SynCon[®] immunotherapy design has shown the ability to help break the immune system's tolerance of cancerous cells. Our SynCon[®] product design approach is also intended to facilitate cross-strain protection against known as well as new unmatched strains of pathogens such as influenza. Given the recognized role of killer T cells in eliminating cancerous or infected cells from the body and our published phase II results, our scientists believe our active immunotherapies may play an important role in helping fight multiple cancers and infectious diseases. Human data to date have shown a favorable safety profile of our DNA immunotherapies delivered using electroporation.

We have completed, current or planned clinical programs of our proprietary SynCon[®] immunotherapies for HPV-caused pre-cancers and cancers (cervical, head and neck, anal), prostate cancer, breast/lung/pancreatic cancer, hepatitis C virus (HCV), hepatitis B virus (HBV), HIV, influenza, Ebola, MERS (Middle East Respiratory Syndrome) and Zika virus.

Our corporate strategy is to advance and protect a differentiated immunotherapy platform and use its unique capabilities to design and develop an array of cancer and infectious disease products. We aim to advance products through to commercialization. We continue to leverage third party resources through collaborations and partnerships including product license agreements. Our partners and collaborators include MedImmune, LLC, F. Hoffmann-La Roche Ltd and Hoffmann-La Roche Inc. ("Roche"), University of Pennsylvania, GeneOne Life Science Inc., Drexel University, National Microbiology Laboratory of the Public Health Agency of Canada, National Institute of Allergy and Infectious Diseases ("NIAID"), United States Military HIV Research Program ("USMHRP"), U.S. Army Medical Research Institute of Infectious Diseases ("USAMRIID"), HIV Vaccines Trial Network ("HVTN"), and Defense Advanced Research Projects Agency ("DARPA").

Inovio's Differentiated Immunotherapy Platform

The idea of stimulating the immune system to prevent or treat infections and cancers has been and continues to be a compelling concept. In recent years immuno-oncology products have achieved tremendous momentum in the world of cancer. Today the opportunity for immune activating technologies with the potential to fight cancers and chronic infectious diseases has never appeared more promising, with notable technology advancements such as checkpoint inhibitors leading the way in oncology. Yet, while yielding promising results, in many respects the surface has been barely scratched. There remains a significant need and opportunity for further advancements.

Our immunotherapy platform comprising our DNA-based immunotherapy and electroporation delivery technologies has an important fundamental capability with a multitude of possible disease/product opportunities. The basic goal of our platform is to enable in vivo (in the body) generation of useful immune components to achieve desired therapeutic and preventive outcomes. We have historically been primarily focused on in vivo generation of disease-specific antigens in the body in order to stimulate prophylactic or therapeutic immune responses. More recently we have embarked on a new application: in vivo generation of monoclonal antibodies to achieve preventive and therapeutic outcomes complementary to our antigen-generating immunotherapies.

The essence of our platform is that we can genetically encode a DNA plasmid for an antigen or monoclonal antibody specific to a targeted disease. We can combine multiple such plasmids into a “product,” inject the plasmids into tissue of the body, use electroporation to facilitate significant cellular uptake of the plasmids, and then enhance the ability of the intracellular machinery that is intended to produce useful proteins for the functioning of the body to temporarily produce the target antigen or monoclonal antibody. An antigen produced in this manner will then induce the immune system to generate polyclonal antibodies or T cells with the ability to perform their preventive or therapeutic functions. Similarly, monoclonal antibodies generated in this manner can then also perform their intended functions.

With our core technologies we have developed a rich pipeline of pre-clinical and clinical stage products that have generated, in vivo (in the body), best-in-class immune responses, in particular T cells fundamental to eliminating cancerous or infected cells. They are showing their potential to be used against potentially any targeted cancer or infectious disease. Our lead immunotherapy (for treating HPV-associated precancer) met its primary and secondary endpoints in a controlled phase II clinical study, achieving statistically significant and clinically relevant efficacy in association with robust T cell activation. This data was published in *The Lancet* in a paper entitled, “Safety, efficacy, and immunogenicity of VGX-3100, a therapeutic synthetic DNA vaccine targeting human papillomavirus 16 and 18 E6 and E7 proteins for cervical intraepithelial neoplasia 2/3: a randomized, double-blind, placebo-controlled phase 2b trial.” These results were achieved without serious adverse events. The only statistically significant adverse event was injection site redness. (Our immunotherapies are non-live and non-replicating therefore they cannot cause the disease; compared to other technologies, our immunotherapies work most naturally with the immune system and within its controls to reduce or minimize the risk of unwanted inflammatory responses.) These results suggest significant market potential not only for our lead product but for our existing and emerging cancer products as well as the broad spectrum of infectious disease products that may be created based on our technology platform.

The Next Generation of Cancer and Infectious Disease Treatment: Inovio's SynCon[®] Immunotherapies

Our SynCon immunotherapies are designed to treat an existing disease (therapeutic) or prevent a disease (prophylactic) by activating and magnifying an immune response to one or more disease-specific antigens (proteins associated with a cancer or infectious disease that the body will recognize as foreign or not normal). Without the quality control and manufacturing challenges and costs of specifically personalized medicines, we can direct the immune response directly in the patient's own body to fight specific organisms or cells. We do this simply by introducing the genetic code for a target antigen(s) into tissue of the body that will serve as a temporary antigen production facility.

Our immunotherapies consist of one or more DNA plasmids (circular string of DNA) encoding one or more selected antigens that are introduced into cells of humans or animals. Our approach uniquely enables dramatic uptake of the DNA plasmids by the cells in a local tissue area. After the DNA code for the targeted antigen(s) is introduced to cells, the cells' natural machinery for making their own proteins useful to the body temporarily produces the selected antigen(s) encoded by the DNA sequences delivered to the cell. The antigenic protein manufactured through this process is then presented to the immune system and triggers one or both of two arms of the immune system: the production of preventive antibodies, known as a humoral immune response, and/or the activation of therapeutic CD8+ T-cells, known as a cellular or cell-mediated immune response. These responses are then ready to neutralize or eliminate infectious agents (e.g. viruses, bacteria, and other microorganisms) or abnormal cells (e.g. malignant tumor or infected cells). T cells can be immediately “trafficked” to parts of the body where cells are displaying the target antigen. Memory cells are created for durable effects.

Our SynCon[®] DNA immunotherapies are designed to generate specific antibody and T cell responses. First we identify one or more antigens that we believe are the best targets to help direct the immune system toward a particular cancer or infectious disease. We then apply our SynCon[®] design process, which employs the extensive data available from genomic databases. This SynCon[®] design uses the genetic make-up of the selected antigen(s) from multiple variants of a cancer or strains of a virus.

We synthetically create a new genetic sequence of the antigen that represents a consensus of the slightly different DNA from multiple variants or strains of the targeted antigen. We can create a differentiated SynCon variant to help the immune system better recognize a cancer self-antigen (a cell and antigen grown in the body), i.e. to “break tolerance.” Alternatively, we have proof of principle in human studies that we can generate immune responses with SynCon immunotherapies not matched to different strains of an infectious disease, e.g. influenza, creating more universal protective capabilities against unmatched strains of a circulating virus. These SynCon[®] constructs may provide a solution to the genetic “shift” and “drift”

that is typical of many infectious diseases. This new synthetically engineered sequence is similar to the originating sequences but does not match any. It does not exist in nature and is patentable.

The SynCon sequence is inserted into a circular DNA plasmid. The plasmid is optimized at the DNA level for codon usage, improved mRNA stability, and provided with enhanced leader sequences for ribosome loading; it is optimized at the genetic level for high expression capability particularly in human cells. We believe these design capabilities allow us to better target appropriate immune system mechanisms and produce a higher level of the coded antigen to enhance the overall ability of the immunotherapy to induce the desired immune response.

The plasmids are manufactured in a bacterial fermentation process using proven scalable technology. These DNA-based immunotherapies can be stable under normal environmental conditions for extended periods of time.

Inovio's immunotherapies are injected in a local area of selected tissue (muscle or skin) and then electroporated (see next section) to facilitate significant cellular uptake of the plasmid and expression (production) of the encoded DNA. The resulting immune response to the produced antigens results in significant production of antibodies or T cells.

Published human data from three different SynCon[®] DNA immunotherapies--two for treating HPV-caused pre-cancers and cancers as well as one for treating HIV infection--have generated best-in-class T cell responses in terms of magnitude, durability, and killing effect, providing evidence (demonstrated in three peer-reviewed clinical study publications) of their potential to provide preventive and therapeutic capabilities against cancers and infectious diseases. This best-in-class T cell generation has also been correlated to efficacy (as referenced above).

Electroporation Delivery Technology

Despite how compelling the idea of delivering DNA encoding an antigen has been, delivering the DNA or nucleic acids directly into a cell through the cell's protective membrane has been a significant challenge to the broad field of DNA and RNA vaccines. Our immunotherapies are delivered into cells of the body in a small local area of tissue using our highly efficient, proprietary electroporation (EP) DNA delivery technology. EP uses brief, locally applied electric fields to create temporary and reversible permeability, or pores, in the cell membrane. Using this method increases the cellular uptake of the DNA plasmids by a thousand-fold or more compared to just delivering "naked DNA" alone. This extent of cellular uptake has proven to enable the best-in-class immune responses that we have reported, along with the efficacy results generated by these immune responses.

Alternative delivery approaches based on the use of viruses and lipids are complex and expensive and have in the past created concerns regarding safety. Because the vector itself possesses many additional antigens specific to the vector it can attract unwanted immune responses against itself (believed to compromise such vectors' ability to deliver their DNA "payload" and provide protection). In contrast, DNA possesses no antigens of its own: the plasmid results in production of only the target antigen.

We have published data showing superior immune responses generated by our SynCon[®] immunotherapies delivered using our CELLECTRA[®] electroporation technology compared to a leading viral vector (Adenovirus type 5) based approach. We have not seen any published data indicating the capability of alternative technologies focused on using genetic code to generate preventive or therapeutic antigens to exceed Inovio's immune response data obtained to date, nor match the efficacy and immune responses data generated in our controlled phase II study based on in vivo production of such immune responses.

We believe electroporation provides a relatively straightforward, cost effective method for delivering DNA and RNA into cells with high efficiency, minimal complications, and importantly the ability to enable what we believe to be clinically relevant levels of gene expression, immune responses, and efficacy.

Inovio's Immunotherapy Products and Product Development

Inovio's primary focus is to independently and/or in partnerships advance the products developed from its integrated platform consisting of its SynCon[®] immunotherapy and CELLECTRA[®] electroporation technologies. We are currently developing a number of DNA-based immunotherapies for the prevention or treatment of cancer and chronic infectious diseases. The table below summarizes the status of our product development programs.

Active SynCon[®] Immunotherapy Development Programs

Product Area	Product and Indication(s)	Development Status				Partner/Funding/Sponsor
		Pre-Clinical	Phase I	Phase II	Phase III	
Cancer	Cervical dysplasia (CIN 2/3) (VGX-3100)	X	X	X	P	Inovio
	Cervical cancer (INO-3112) (VGX-3100 + DNA-based IL-12 cytokine)	X	IP			MedImmune
	Head/neck cancer (INO-3112) (VGX-3100 + DNA-based IL-12 cytokine)	X	IP			MedImmune
	Aerodigestive cancer (INO-3106 +/- DNA-based IL-12 cytokine)	X	IP			Inovio
	Prostate cancer (INO-5150 +/- DNA-based IL-12 cytokine)	X	IP			Inovio
	hTERT expressing cancers (breast, lung, pancreatic) INO-1400	X	IP			Inovio
	New cancer target (INO-5400 (hTERT + 2 new antigens) +/- DNA-based IL-12 cytokine with checkpoint inhibitor - - more details to be disclosed in 2016	X				Inovio
Infectious Disease	Hepatitis B Virus INO-1800	X	IP			Roche
	Hepatitis C Virus INO-1800 + DNA-based IL-28 cytokine)	X	IP			GeneOne Life Sciences
	HIV (preventive & therapeutic) (PENNVAX [®] -GP)	X	IP			NIH/NIAID
	Universal influenza (INO-3510)	X	X			NIH
	Ebola (VGX-4212)	X	IP			GeneOne Life Sciences
	MERS (GLS-5300)	X	IP			GeneOne Life Sciences
	Zika (GLS-5700)	IP				GeneOne Life Sciences
Biodefense targets	IP				US AMRIID	

X = Completed
 IP = In Progress
 P = Planning

Cancer Vaccines/Immunotherapies

Previous Immune Therapy Successes Point to the Potential of Inovio's Immunotherapy Approach

In recent years there have been multiple technology advancements and product approvals that have highlighted the potential of immunotherapies to usher in a new era of cancer therapeutics. Monoclonal antibodies (Mabs) such as Herceptin[®] and dendritic cell therapy Provenge[®] for prostate cancer have had their varying degrees of success. Herceptin has been used to treat over 420,000 women (Genentech Inc., 2010). While a significant step forward, suitable monoclonal antibodies with desired characteristics have been difficult to design or identify and expensive to produce, and the technology does not lend itself to designing Mabs for many diseases. Dendritic or other cell-based therapy is a highly personalized medicine involving removing cells from the patient, modifying them, multiplying them, then returning them to the body. Besides the high cost and complex processes to manufacture the product, one of the glaring weaknesses of this approach is that it has not been shown to generate high levels of cancer-specific T cells.

More recently, progress in the field of immune checkpoint inhibitors (CIs) has created further optimism regarding the potential for new immunotherapies against a spectrum of cancers. The immune system relies on a safeguard system of checkpoint mechanisms to prevent excessive or incorrectly directed immune responses. Many cancer cells have the ability to “hijack” these checkpoints and neutralize T cells sent by the immune system to eliminate them. Checkpoint inhibitors prevent cancer cells’ ability to interfere with these checkpoints and enable T cells (especially CD8 killer T cells) to complete their appropriate and intended killing function against the cancer cell. Clinical studies by multiple companies of different checkpoint inhibitors have shown notable therapeutic impact against melanoma and other cancers - yet, with response rates in the 20 - 50% range, there remains an important opportunity to further improve these results. They have also been associated with certain undesirable side effects. Observations suggest that CIs may be less effective if there is not a high enough pre-existing level of antigen-specific CD8 T cells. Nevertheless, they provide significant encouragement that a strong T cell generating “active” immunotherapy used as a monotherapy or in combination with a checkpoint inhibitor may possess significant therapeutic potential. The first PD-1 CI therapies were approved for commercial use in 2014.

More recently, a new category of immunotherapies called adoptive cell transfer, for example CAR-T technology, has provided further evidence of the merit of providing an enhanced T cell presence to fight cancer. CAR-T has achieved dramatic results in B cell cancers. Unfortunately it has also been associated with significant side effects. When this technology has been applied to solid tumors it has generated significant cytokine storms that have resulted in severe side effects including deaths. Moreover, adoptive cell transfer such as CAR-T, like dendritic cell therapy, involves removing T cells from a patient, modifying them to better target a cancer cell, multiplying the T cells, then returning them to the patient. This is a highly personalized approach and as such this very complex therapeutic product needs to be manufactured and released for each patient, leading to expensive manufacturing and increased supply chain complexity. Moreover, this technology is still in early clinical development.

So while the last two decades have yielded promising technology advancements that better harness or activate capable killer T cells, there is significant untapped potential to develop “ideal” immunotherapies to fight cancers and infectious diseases.

What is an “ideal” active immunotherapy? To state the obvious, we want products that are effective, efficient, and safe. More specifically, we want immunotherapies that:

- Target disease-specific antigens (i.e. proteins unique to a cancer or infectious disease)
- Do not depend upon being patient-specific and personalized (why remove from, modify, and reintroduce cells to a patient if you can do the most important work in the patient?)
- Activate functional killer T cells with the necessary killing tools (e.g. granzyme and perforin)
- Generate robust T cell responses (e.g. a significant number of T cells) that are persistent and durable over time (memory response)
- Do not induce unwanted immune responses
- Do not induce toxic inflammatory responses
- Are capable of “breaking tolerance” of cancer cells grown in the body.

Our phase II data (discussed under HPV Immunotherapy-VGX-3100) show we are achieving these ideal characteristics with our active immunotherapy approach to activating highly capable, antigen-targeted T cells in vivo (in the body) and we are advancing a growing pipeline of pre-clinical and clinical immunotherapies products.

HPV Immunotherapy-VGX-3100

Late Stage Cervical Dysplasia (CIN 2/3)

Human papillomavirus (HPV) is a causative agent responsible for cervical pre-cancers (cervical dysplasia), cervical cancer, other anogenital cancers, and one of the most rapidly growing cancers in men - head & neck cancer. At any given time, approximately 11% of the world’s population is infected with HPV.

HPV is the most common viral infection of the reproductive tract and is recognized as the major cause of cervical cancers. Almost 300 million women globally are estimated to be infected with HPV, with another 30 million additional cases that have progressed to the pre-cancerous stage. Every year over 500,000 new cases of cervical cancer are diagnosed world-wide and approximately half of these women die. Virtually all cases are linked with persistent infection with HPV. Challenges with acceptance, accessibility, and compliance of preventive vaccines have resulted in only a third of young women being vaccinated in the US, and even less in other countries around the world.

While roughly 90% of HPV infections are cleared by the body on its own (i.e. by the person’s immune system), persistent HPV infection can lead to high grade cervical dysplasia (CIN 3) and, if untreated, eventually invasive cervical cancer. Researchers have estimated the global prevalence of clinically pre-cancerous HPV infections at between 28 and 40

million. HPV 16/18 are the two most prevalent high-risk types of HPV worldwide, causing the vast majority of HPV-related cancers. HPV 16/18 are found in 52% of all high grade pre-cancerous cervical lesions and 70% of cervical cancers.

There is an annual incidence rate of CIN 1 caused by HPV types 16 and 18 of 1.4M in the US and 1.3M in the top 5 European countries. There is an annual incidence rate of CIN 2/3 caused by HPV types 16 and 18 of 270.8K in the US and 267.4K in the top 5 European countries. These represent a significant market opportunity. CIN 1 has no treatment. CIN 2/3 is served only by an invasive surgical procedure.

There are currently two FDA approved preventive vaccines, Gardasil[®] and Cervarix[®], that protect against HPV types 16 and 18, as well as types 6 and 11(Gardasil). Preventive HPV vaccines cannot treat or protect those already infected with HPV, which is a large population. In addition, not all girls and women eligible to be vaccinated are receiving these vaccines. In 2013, a US national survey found that 57% of girls aged 13-17 years had received at least one dose of the HPV vaccine series, but only 38% had received all 3 doses in the series. Currently there is no viable immunotherapy or drug to fight established HPV infection or treat cervical dysplasia and/or cancer caused by HPV.

Current treatment options for cervical dysplasia are unappealing. The “watch-and-wait” process associated with low grade dysplasia (CIN 1) is a stressful approach. The only available treatment option for high grade cervical dysplasia (CIN 2/3) is surgery, which involves ablating or cutting a women’s cervix to remove the pre-cancerous lesions. While surgical procedures are generally effective in removing lesions, they can lead to cervical scarring and longer-term reproductive risks such as pre-term birth, miscarriage, and infertility. Anticipation of these procedures produces significant anxiety for patients, despite their doctor’s reassurances, and full recovery from surgery can take up to several weeks. Because surgery does not clear the underlying HPV infection, pre-cancer lesions can recur as a result of persistent infection or incomplete removal of the lesion during surgery.

Inovio's VGX-3100 is an immunotherapy designed to significantly increase immune responses (humoral and cell mediated) against the E6 and E7 antigens of HPV types 16 and 18 that are present in both pre-cancerous and cancerous cells transformed by these HPV types. E6 and E7 are oncogenes that play an integral role in transforming HPV-infected cells into pre-cancerous and cancerous cells. The goal of the immunotherapy is to stimulate the body's immune system to mount a killer T cell response strong enough to cause the killing of cells producing the E6/E7 protein. The potential of such an immunotherapy would be to treat pre-cancerous dysplasias as well as cancers caused by these HPV types.

Phase I Study Results

We completed a phase I study of our cervical precancer immunotherapy (VGX-3100) in 2010. This dose escalation study tested the safety and immunogenicity of VGX-3100 in women previously treated for moderate or severe cervical intraepithelial neoplasia (CIN 2/3), a high grade premalignant lesion that is a precursor to cervical cancer. The trial enrolled patients in three cohorts of six subjects each with VGX-3100 doses of 0.6 mg (0.3 mg each of two DNA plasmids), 2.0 mg, and 6.0 mg. Each subject was dosed at months 0, 1 and 3.

In September 2010, we presented top-line data showing achievement of best-in-class immune responses in this dose escalation study. Data from the trial included:

- Antigen-specific, dose-related T cell responses across the three dose groups;
- Strong antigen-specific antibody responses in all three dose groups;
- VGX-3100 delivered using Inovio’s proprietary CELLECTRA[®] intramuscular electroporation delivery device was generally safe and well tolerated at all dose levels; and
- No immunotherapy-related serious adverse events (SAEs). Reported adverse events and injection site reactions were mild to moderate and required no treatment.

Immunological analyses of blood samples collected before and after treatment indicate that antigen-specific immune responses were induced against the target proteins produced by Inovio's immunotherapy. We assessed the cellular immune responses by different analytical assays that measure the production of antigen specific T cells as well as their ability to kill in an antigen specific manner. Overall, 17/18 (94%) patients, including 6/6 (100%) of the high dose group, demonstrated vaccine induced antigen (E6 and E7 proteins for HPV types 16 and 18) specific T cell responses.

In July 2011 we reported data demonstrating long-term durability of T cell immune responses of up to two years (at the latest time measured) in 7 of 8 evaluated patients following a fourth vaccination of VGX-3100.

In October 2012 we reported that the immune responses generated in this study displayed a powerful killing effect on cells changed by HPV into precancerous dysplasias. These results appeared in the peer-reviewed journal, *Science-Translational Medicine*, in an article entitled, "Immunotherapy against HPV 16/18 generates potent Th1 and cytotoxic cellular immune responses." In this study, 91% of patients who developed T cell responses showed the presence of CD8 T cells capable of the desired killing activity. Direct killing by CTLs was observed in all immunized subjects (6 of 6) in the 6 mg cohort.

Antibody responses to E6 and E7 antigens were also measured. Specific antibody responses to tumor antigens can function as an important surrogate potency marker for determining the immunogenicity (immune response characteristics) of an immunotherapy, i.e. its ability to induce an immune response. Antibodies were generated against all four antigens, as tested by the enzyme-linked immunosorbent assay (ELISA). Overall, 100% of the study participants (18 of 18) reported antibody positivity to at least two immunotherapy antigens, and 94% (17 of 18) reported positivity to three antigens; 56% (10 of 18) were positive to all four antigens.

Phase II Study Results

Based on the successful results from our phase I study, in March 2011 we initiated a randomized, placebo-controlled, double-blind phase II study of VGX-3100 delivered using our CELLECTRA[®] intramuscular electroporation device in women with HPV type 16 or 18 and diagnosed with, but not yet treated for, high grade cervical intraepithelial neoplasia (CIN 2/3). The women in the study received either 6 mg of VGX-3100 (the highest dose used in our phase I study) or a placebo using the CELLECTRA[®] in vivo electroporation device at months 0, 1, and 3. The study assessed efficacy by measuring regression of cervical lesions from CIN 2/3 to CIN 1 or normal in the treated versus control subjects. Immunological responses were also measured in this clinical study to assess the ability of this therapy to generate strong T cell responses in a larger, controlled study. Safety was also assessed (ClinicalTrials.gov NCT01304524).

In July 2014 Inovio released top line efficacy data from this phase II clinical trial (HPV-003) for VGX-3100. The primary endpoint, histologic regression, was evaluated 36 weeks after the first treatment. In the per protocol analysis of this three-immunization regimen, CIN2/3 resolved to CIN1 or no disease in 53 of 107 (49.5%) women treated with VGX-3100 compared to 11 of 36 (30.6%) who received placebo. This difference was statistically significant (p=0.017). Intent to treat results were also statistically significant.

There was also a high level of complete clearance of CIN 2/3. In a post-hoc analysis, CIN 2/3 resolved to no disease in 43 of 107 (40.2%) women treated with VGX-3100 compared to 6 of 36 (16.7%) who received placebo (p=0.006).

This trial also demonstrated virological clearance of HPV 16 or 18 from the cervix in conjunction with histopathological regression of cervical dysplasia to CIN1 or no disease, a secondary endpoint of the trial, in 43 of 107 (40.2%) VGX-3100 recipients compared to 5 of 35 (14.3%) placebo recipients (p=0.001). This is an important outcome as persistence of the virus is associated with recurrence of the disease.

In September 2015 this data was published in *The Lancet* in a paper entitled, "Safety, efficacy, and immunogenicity of VGX-3100, a therapeutic synthetic DNA vaccine targeting human papillomavirus 16 and 18 E6 and E7 proteins for cervical intraepithelial neoplasia 2/3: a randomised, double-blind, placebo-controlled phase 2b trial."

This paper reported further details regarding the characteristics of T cells generated and their association with efficacy outcomes. Analyses of patient immune responses showed that overall antigen-specific T cell levels in women treated with VGX-3100 were greater than those treated by placebo at all observation periods. At week 14, levels of CD8 T cells specific to the E6 and E7 HPV antigens in women treated with VGX-3100 were ten times greater than those in the placebo group. This response increased with each of the three immunizations, then declined modestly to a sustained and durable level of T cells (memory T cells) measured through 36 weeks (24 weeks post-treatment).

Patients who regressed their lesions had higher frequencies of HPV-specific CD8+T cells which co-expressed key molecules important in T cell killing cascade and directly correlated with clinical efficacy. Specifically, we determined that higher levels of CD8+ killer T cells which co-expressed checkpoint molecule CD137 on their surface as well as the cytolytic protein perforin could be a predictive tool for efficacy. As a strong activation marker for CD8+ T cells, stimulation through CD137 has been shown in some systems to confer resistance of CD8+ T cells to the suppressive activity of regulatory T cells and its presence can identify tumor reactive T cells. Perforin is a pore-forming protein deployed by killer T cells to bore holes into the target cell's plasma membrane and destroy the cell. In fact, the difference in frequencies of CD8+ cells expressing CD137 and perforin was greatest in patients who had both regressed their lesions and cleared HPV compared to patients who did not.

This is the first publication to our knowledge that demonstrates the correlation of antigen-specific CD8 T cells generated in vivo directly to clinical efficacy. Inovio has successfully identified several key biomarkers of killer T cells which can be used to predict the clinical efficacy of VGX-3100 as well as other immunotherapies in future clinical studies.

Importantly, this study highlights the ability of a DNA-based immunotherapy to be locally administered in tissue distant from the diseased tissue target, generate robust functional CD8+ killer T cells, traffic those T cells to the diseased tissue, infiltrate a diseased cells displaying the target antigen, and facilitate the elimination of these cells both in "healthy" tissue and in diseased tissue (a lesion) with a statistically significant, clinically relevant outcome. These results have significant implications in displaying the broad therapeutic and preventive potential of Inovio's existing and future cancer and infectious disease products.

Preparation and launch of VGX-3100 registration phase III study

Based on the phase II results we have stated our intention to advance VGX-3100 into a phase III study in 2016. Following is an update on the steps we are taking toward launching this clinical study.

We are compiling and analyzing follow-up data from the study (week 88) which extends a full 52 weeks after the primary endpoint visits that were reached in the spring of 2014. We intend to obtain alignment with the FDA and various global regulatory agencies on the details of the pivotal phase III program to support an indication in CIN2/3.

In preparation for pivotal phase III development and commercialization, we have scaled up manufacturing for both our VGX-3100 product and our proprietary electroporation device to support higher volume production requirements associated with commercial use while continuing to meet the highest quality assurance standards, to which we already adhere. We have already identified highly qualified manufacturing partners and are currently working with them to establish manufacturing for phase III and beyond.

We have conducted additional market research with physicians and patients that have further characterized the unmet medical needs relating to the treatment of high grade cervical dysplasia (CIN 2/3). These include a preference for a non-invasive, non-surgical procedure for removing cervical lesions; a treatment that can clear HPV, the cause of the pre-cancer, throughout the body and not just in the limited area of the lesion; and a treatment that has no risk of causing pre-term births or infertility. CIN 2/3 represents a unique market opportunity for a novel therapy capable of providing a first-line alternative to surgery. This market research will help guide our communication and interaction with the physician, patient, and support communities.

VGX-3100 has the potential to be a less-invasive first-line treatment option that spares women from the anxiety of surgery and the risks it poses to their reproductive health. It strengthens the body's immune response to clear the underlying HPV infection that causes cervical cancer. It can eliminate pre-cancerous lesions that, left untreated, would evolve to cancer.

In short, VGX-3100 has potential to offer women the first non-surgical treatment for pre-cancerous cervical dysplasia. As a novel therapy advancing toward commercialization, we are pleased that the various steps necessary to launch the phase III study in early 2016 are advancing in a timely and successful manner.

Inovio also plans to expand VGX-3100 to treat other dysplasia conditions caused by HPV infections such as vulvar and anal intraepithelial neoplasias.

HPV Immunotherapy-INO-3112 (VGX-3100 +DNA-Based IL-12 Cytokine INO-9012)

Head & Neck Cancer and Cervical Cancer

HPV is also associated with head and neck cancers, especially those in the oropharynx and larynx but also the oral cavity and nose/nasal passages. The incidence of HPV-caused oropharyngeal cancer has increased significantly within the last 20 years and has been increasing at an epidemic rate. In the US, approximately 12,000 new cases of HPV-associated head and neck cancer are diagnosed annually. The estimated prevalence of HPV-caused oropharyngeal cancer in the U.S. in 2012 was nearly 212,000.

By 2020, scientists estimate that HPV will cause more cases of oropharyngeal cancer than cervical cancer and by 2025 HPV will be the causative factor of 90% of all head & neck cancers (HPV currently causes 63% of head & neck cancers). Greater than 70% of cancers of the oropharynx are linked to HPV, with HPV16 being the most prevalent serotype.

Improvements in primary treatment modalities (surgery and radiation) have produced significant improvements in morbidity but intensive radiation has a profound long-term impact on mortality and quality of life. Based on these factors, we believe there is a significant opportunity for an effective immunotherapy.

In June 2014 we initiated a phase I/IIa clinical study assessing the immunogenicity and safety of INO-3112 (VGX-3100 in combination with a DNA-based IL-12 cytokine (INO-9012)) in head & neck cancer patients. We added our DNA-based IL-12 immune activator to VGX-3100 for this cancer study because our HIV immunotherapy clinical study (HVTN-080) showed that the addition of IL-12 to our DNA immunotherapy can enhance the activation of CD8 T cells.

Up to 25 adults with HPV16 and/or HPV18-positive head & neck squamous cell carcinoma (HNSCC) will be treated with INO-3112 and followed for safety, immune and clinical responses in an open-label phase I study called HPV-005 (ClinicalTrials.gov: NCT02163057). In one part of the study, at least 5 patients will be treated with INO-3112 before and after resection of their tumor. In the second part of the study, at least 15 patients will be treated with INO-3112 after completion of chemotherapy and radiation therapy. Each INO-3112 treatment will be administered using Inovio's CELLECTRA[®] delivery system. In addition to assessing safety, this study will analyze T cell immune responses to INO-3112. Pre- and post-immunotherapy tumor tissue will be analyzed to evaluate infiltration of T cells into the tumor and tumor area. Clinical responses characterized by anti-tumor effects including progression free survival will also be assessed.

In November 2015 we reported interim data showing that INO-3112 generated robust HPV16/18 specific CD8+ T cell responses and antibodies against HPV16/18 in all 10 tested patients for whom data analyses were complete at that time. The treatment was well tolerated in all evaluable patients.

Cervical cancer is the most commonly occurring cancer among women in developing countries and is the second most commonly occurring cancer amongst women worldwide. Without consistent HPV vaccination or improvements in screening and treatments, current incidence trends suggest that the incidence of cervical cancer could rise from roughly 530,000 cases per year to approximately 1 million cases per year in 2050. The prognosis for advanced cervical cancer patients is characteristically poor and treatment options are palliative at best.

In June of 2014 we initiated a phase I/IIa clinical study called HPV-004 (ClinicalTrials.gov: NCT02172911) assessing the immunogenicity and safety of INO-3112 (VGX-3100 in combination with INO-9012) in cervical cancer patients. Thirty patients with HPV16 and/or HPV18-caused inoperable invasive cervical cancer or recurrent or persistent cervical cancer will be evaluated in an open-label study called HPV-004. Women will receive four treatments of INO-3112 every four weeks after completion of a standard chemoradiation or salvage therapy regimen. Each INO-3112 treatment will be a combination of 6 mg of VGX-3100 and 1 mg of INO-9012 delivered together intramuscularly with the CELLECTRA[®] delivery system. The study team will evaluate clinical responses and assess disease-free survival and disease recurrence up to 18 months after the initial immunotherapy with Inovio's INO-3112. T cell immune responses will be analyzed pre- and post-immunotherapy in the tumor tissue as well as in the periphery blood samples.

Depending on the intentions of our partner, MedImmune (see below and under Corporate Development), additional interim data from these studies may be reported in 2016 and/or at a later date.

In July 2015 we announced a collaboration with the European Organization for Research and Treatment of Cancer (EORTC) to evaluate INO-3112 in combination with traditional chemo-radiotherapy for the treatment of patients with locally advanced stage cervical cancer. The EORTC carries out clinical studies throughout Europe for all types of cancer.

The initial agreement contemplated a prospective, randomized, three arm phase II study in which INO-3112 would be administered during standard chemo-radiotherapy (CRT) or during and after standard CRT as an adjuvant in patients with locally advanced cervical cancer. The primary endpoint would be to demonstrate sufficient activity in the experimental combination arms to warrant a further pivotal phase III trial based on progression free survival (PFS) at 18 months. Efficacy would be assessed within each experimental arm while the standard arm will serve as a reference arm to check the reliability of the results. PFS at 18 months would be determined via Response Evaluation Criteria in Solid Tumors (RECIST) criteria as assessed by the local investigator. Secondary endpoints include overall survival, clinical response, immunogenicity, tolerability and safety. We expect this study to be initiated in 2016.

In August 2015 we formed a strategic partnership with MedImmune, LLC focused on cancer immunotherapies (see Corporate Development). Under this agreement MedImmune licensed INO-3112, which it intends to study in combination with selected immunotherapy molecules within its pipeline in HPV-driven cancers. Emerging evidence suggests that the benefits from immuno-oncology molecules, such as those in MedImmune's portfolio, can be enhanced when they are used in combination with cancer vaccines that generate tumor-specific T-cells. We expect to see a combination study in humans potentially launched in 2016.

HPV Immunotherapy-INO-3106 +/- DNA-Based IL-12 Cytokine

Aerodigestive Cancer

In September 2014 we launched a compassionate phase I clinical trial (ClinicalTrials.gov: NCT02241369) in patients with HPV-caused aerodigestive cancer. Aerodigestive cancer is a condition that affects the lips, mouth, tongue, nose, throat, vocal cords, larynx, and parts of the esophagus and windpipe. Current treatment for HPV-associated aerodigestive cancers includes chemotherapy, radiation, and surgery, all of which have negative side effects.

This phase I study was designed to test INO-3106 alone or in combination with INO-9012 (DNA-based IL-12) in subjects with HPV-6 associated invasive aerodigestive malignancies who have exhausted other treatment options (chemotherapy, radiation and surgery). This is a physician initiated Investigational New Drug application (IND) and is open to suitable patients for compassionate use.

Prostate Cancer Immunotherapy-INO-5150

The development of a new treatment for prostate cancer would be a significant medical advance given that present treatment options (surgery, radiation and hormone deprivation), while somewhat effective, all carry deleterious side effects and often do not confer long-term cure. Across the United States, there were 238,000 new cases of prostate cancer and more than 29,000 deaths in 2013.

In January 2011 we announced the publication of a scientific paper in the journal *Human Vaccines* detailing potent immune responses in a pre-clinical study of our SynCon[®] immunotherapy for prostate cancer targeting two antigens, prostate specific antigen ("PSA") and prostate specific membrane antigen ("PSMA"). While current prostate cancer therapies target single antigens, in this study we tested the hypothesis in mice that a multi-antigen immunotherapy administered with Inovio's electroporation delivery technology would improve the breadth and effectiveness of a prostate cancer immunotherapeutic.

This study, conducted by our scientists and collaborators, is described in the published paper entitled, “Co-delivery of PSA and PSMA DNA vaccines with electroporation induces potent immune responses.” The SynCon[®] immunotherapy evaluated in this study consists of PSA and PSMA synthetic consensus immunogens based on human and macaque amino acid sequences, which enabled the sequences for these antigens to differ slightly from the native proteins associated with prostate cancer in humans. In humans, this difference may help overcome self-tolerance of cancer cells displaying these prostate-related proteins and enable the generation of an anti-tumor immune response. Mice received two immunizations of highly optimized immunotherapy delivered by electroporation. Immunogenicity was evaluated one week after the second immunization. The resultant data showed the induction of strong PSA and PSMA-specific cellular immune responses and also significant antigen specific seroconversion, illustrating that both humoral and cellular immune responses can be generated by this approach.

In July 2015 we initiated a phase I trial (ClinicalTrials.gov: NCT02514213) to evaluate our DNA immunotherapy for prostate cancer, INO-5150, in men with biochemically relapsed prostate cancer. This study is evaluating the safety, tolerability, and immunogenicity of INO-5150 alone or in combination with INO-9012, Inovio's DNA-based IL-12 immune activator. The multi-centered study will also evaluate changes in PSA levels, an important biomarker in prostate cancer. This study is intended to enroll 60 patients across 4 dose cohorts.

hTERT Immunotherapy-INO-1400

Human telomerase reverse transcriptase (hTERT) is an attractive cancer immunotherapy target. High levels of hTERT have been detected in more than 85% of all human cancers, including breast, lung, and pancreatic cancers, while normal cells showed undetectable levels of telomerase expression. Immunological analysis indicated that hTERT is a widely applicable target recognized by T-cells and can be potentially used as a universal cancer immunotherapy.

In July 2013, we announced that our hTERT DNA cancer immunotherapy administered with our CELLECTRA[®] electroporation delivery device generated robust and broad immune responses, induced T cells with a tumor-killing function, and increased the rate of survival in pre-clinical studies.

In December 2014 we initiated a phase I clinical trial (ClinicalTrials.gov: NCT02327468) for our hTERT (human telomerase reverse transcriptase) DNA immunotherapy (INO-1400) alone or in combination with our DNA IL-12 immune activator (INO-9012) in adults with breast, lung, or pancreatic cancer at high risk of relapse after surgery and other cancer treatments. This open label, dose escalation study in approximately 54 subjects is evaluating the safety, tolerability, and immunogenicity of INO-1400.

Infectious Disease Vaccines/Immunotherapies

Hepatitis B Virus-INO-1800

Although an effective preventive vaccine against hepatitis B virus (HBV) infection has existed for over three decades, HBV remains a major epidemic, especially among people of Asian and African descent. The World Health Organization estimates that 2 billion people globally have been infected with HBV, with over 350 million people chronically infected with the virus and at risk of developing cirrhosis or liver cancer. It is estimated that upwards of 1.4 million people in the US are infected with the virus. Currently, the only therapies available for chronically infected individuals are interferon-alpha and nucleoside analog treatments, which function by controlling viral replication but unfortunately do not clear infection. Interferon can prevent viral replication in only 30% of patients and does so with undesirable side effects.

Liver cancer is the second most common cause of death from cancer worldwide, killing most patients within five years of diagnosis. About 782,000 new cases arise each year. One of the major causes and risk factors for liver cancer is infection by hepatitis B. Chronically infected individuals may develop a permanent scarring of the liver (a condition called cirrhosis). Liver cirrhosis can evolve into hepatocellular carcinoma, which claims 746,000 lives annually.

In November 2012 we announced data indicating that our HBV immunotherapy generated strong T cell responses that eliminated targeted liver cells in mice. Results from this pre-clinical study appeared in the peer-reviewed journal, *Cancer Gene Therapy*, in an article entitled, "Synthetic DNA immunogen encoding hepatitis B core antigen drives immune response in liver."

INO-1800 is encoded for the HBcAg antigen and represents a consensus of the unique HBcAg DNA sequences of all major HBV genotypes (A through E). When delivered by electroporation, our researchers first demonstrated that this therapy elicited strong HBcAg-specific T cell and antibody responses in the periphery (outside of the liver) by ELISpot, ICS and cell proliferation assays. Researchers observed that the immunization could also induce antigen-specific CD8 and CD4 T cells that produced both IFN- γ and TNF- α in the liver, indicating a strong immunotherapy-induced T cell response was also present in the liver.

In the study the antigen-specific T cells exhibited a killing function, and could migrate to and stay in the liver and cause clearance of target cells without any evidence of liver injury. Taken together, this was the first study to provide evidence that intramuscular immunization could induce killer T cells that can migrate to the liver and eliminate target cells.

In September, 2013, Roche exclusively licensed this SynCon[®] immunotherapy in conjunction with the use of Inovio's CELLECTRA[®] electroporation technology for this immunotherapy (see Corporate Development).

In April 2015 we initiated a phase I trial called HBV-001 (ClinicalTrials.gov: NCT02431312) to evaluate INO-1800 in patients chronically infected with hepatitis B. This phase I, randomized, open-label, active-controlled, dose escalation study was designed to evaluate the safety, tolerability, and immunogenicity of INO-1800 alone or in combination with INO-9112, Inovio's IL-12-based immune activator. This international study is enrolling patients in the United States and Asia Pacific region with a primary endpoint of safety and tolerability of the therapy. The secondary endpoints will evaluate the cellular and humoral immune response to INO-1800 and investigate the therapy's effect on several viral and antiviral parameters. All trial subjects are also medicated with standard-of-care antiviral therapies. This trial initiation triggered a milestone payment from Roche to Inovio. This study may enroll up to 126 patients in 8 arms including an active comparator.

Hepatitis C Virus (HCV)-INO-8000/VGX-6150

Hepatitis C virus is a major cause of acute hepatitis. HCV is spread primarily by direct contact with human blood, the major causes worldwide being the use of unscreened blood transfusions and re-use of needles and syringes that have not been adequately sterilized. As many as 75% -85% of newly infected patients may progress to develop chronic infection. Of those with chronic liver disease, 5% - 20% may develop cirrhosis. About 1%-5% of infected people may die from the consequences of long term infection (due to liver cancer or cirrhosis). Globally, an estimated 150 million people are chronically infected with HCV, which represents a reservoir sufficiently large for HCV to persist, and 3 to 4 million people are newly infected each year. In the US, while new incidences of HCV have dropped dramatically, an estimated 3.2 million Americans are chronically infected. People with chronic HCV infection face an increased risk of developing hepatocellular cancer, a difficult-to-treat cancer with a poor prognosis. More than 350,000 deaths each year are attributed to HCV-caused liver cirrhosis and hepatocellular cancer.

The HCV therapy market has been recently transformed by the launch and rapid adoption of Sovaldi[®] and other combo drugs in its class. Yet prices for these products remain high and out of reach for most of the patients in the world. Furthermore, there is no immune system stimulating approach that may provide a better solution for many HCV-infected people.

In April, 2010, we announced, along with our collaborators from Drexel University, Cheyney University, and the University of Pennsylvania, that we received a combined \$2.8 million grant from the PA Commonwealth Universal Research Enhancement Program (CURE), to advance our proprietary immunotherapy to treat HCV using our CELLECTRA[®] electroporation delivery system. The grant funded pre-clinical studies using an expanded set of SynCon[®] immunogens to test the safety and effect on the immune system of our novel immunotherapy designed to treat persons who are chronically infected with HCV and have not responded to currently available therapies.

At the end of 2011 we announced positive pre-clinical results from our HCV immunotherapy, INO-8000, which were published in *Molecular Therapy*. This multi-antigen DNA immunotherapy covers hepatitis C virus genotypes 1a and 1b and targets the antigens NS3/4A, which includes HCV nonstructural proteins 3 (NS3) and 4A (NS4A), as well as NS4B and NS5A proteins. Following immunization, rhesus macaques mounted strong HCV-specific T cell immune responses strikingly similar to those reported in patients who have cleared the virus on their own. The responses included strong NS3-specific interferon-gamma (IFN-g) induction, robust CD4 and CD8 T cell proliferation, and induction of polyfunctional T cells. Importantly, we also observed functional T cells in the liver.

In October 2013 our partner GeneOne (formerly VGX International Inc.) launched a phase I study (ClinicalTrials.gov: NCT02027116) of this HCV immunotherapy. Under a 2011 development agreement GeneOne is fully funding IND-enabling, phase I, and phase II studies for this immunotherapy. They are currently testing VGX-6150 (INO-8000 with DNA-based IL-28 cytokine) in phase I testing in Korea.

We are also planning to evaluate INO-8000 at additional clinical study sites in the U.S.

HIV Preventive and Therapeutic Immune Therapies-PENNVAX[®]-GP

Since its discovery in 1981, HIV, the virus which causes AIDS, has killed more than 36 million people. In 2011, there were roughly 2.5 million new cases of HIV diagnosed. In 2012, approximately 35 million people were living with HIV worldwide. Each year in the United States, about 50,000 people become newly infected with HIV. At the end of 2010, 1.1 million people in the US were living with HIV.

Effective vaccines have been actively pursued for over 20 years, without success. HIV represents one of the most confounding targets in medicine. The virus' high mutagenicity (ability to mutate) has made effective vaccine development very challenging. Its outer envelope, swathed in sugar molecules, is difficult to attack, and HIV strikes the very cells that the

immune system launches to thwart such an infection. Although several drugs (anti-retrovirals) are available to treat the patients once they are infected, vaccines and immunotherapies are necessary to stop the spread of disease and perhaps reduce the need for anti-retroviral treatment.

Noting that many long-term survivors have high counts of killer CD8 T cells, the HIV vaccine and immunotherapy field has turned to stimulating the immune system to generate those cells. Recent HIV vaccine candidates used an adenovirus (a common human cold virus) genetically modified to contain code for HIV antigens to prevent viral replication. These vaccines have proven to not be effective. More recently the RV-144 trial, which employed an ALVAC™ (canary pox) vaccine prime followed by a protein vaccine boost, demonstrated 30% efficacy in preventing acquisition of infection amongst the vaccinated population compared to the control group. Although the efficacy was relatively modest, the finding for the first time showed that an immunotherapy may be able to combat spread of HIV and has spurred the development of newer immunotherapy candidates. We believe, however, that a different approach is needed to develop an effective vaccine or immunotherapy for HIV.

In October 2009, along with the HIV Vaccines Trial Network (“HVTN”) we initiated a phase I study (HVTN-080) of PENNVAX® -B (with and without a DNA cytokine, DNA IL-12) with the CELLECTRA® electroporation delivery device in healthy, uninfected individuals. The SynCon® vaccine was encoded for HIV antigens gag, pol, and env from HIV subtype, or clade, B. This randomized, double-blind, multi-center study was sponsored by the NIAID, an agency of the National Institutes of Health (the “NIH”), conducted by the NIAID-funded HVTN, and was designed to assess safety and levels of immune responses.

Of 48 healthy, HIV-negative volunteers, eight received placebo, 10 received a 1 mg dose of PENNVAX® -B immunotherapy, and 30 received a 1 mg dose of PENNVAX® -B along with IL-12 DNA. All volunteers received vaccine or placebo administered with electroporation at months 0, 1, and 3. T-cell immune responses were detected using a validated flow cytometry-based intracellular cytokine staining (ICS) assay.

This data was published in July 2013 in the peer-reviewed *Journal of Infectious Diseases* in the article, “Safety and comparative immunogenicity of an HIV-1 DNA vaccine in combination with plasmid IL-12 and impact of intramuscular electroporation for delivery.” Overall, CD4, CD8 or both T-cell responses were observed against at least one of the immunotherapy antigens in 88.9% (24 of 27) of evaluated subjects after three immunizations with electroporation plus DNA-based IL-12. The magnitude of cellular immune responses were equal to or greater than those reported from vector-based HIV vaccines such as adenovirus. These results represented best-in-class immune responses that had not previously been observed with other platforms.

Other specific results included:

- Antigen-specific CD4 T cell responses were generated in 80.8% of evaluated immunotherapy recipients (21 of 26).
- Significant antigen-specific CD8 T cell responses were generated in 51.9% of evaluated immunotherapy recipients (14 of 27).
- Compared to a previously conducted HVTN 070 phase I study, which assessed PENNVAX® -B with cytokine adjuvant IL-12 at double the dose, with four immunizations, but without electroporation delivery, response rates in HVTN 080 with electroporation were significantly higher than HVTN 070 CD4 responses (40.7%) and CD8 T cell responses (3.6%). Samples from eight placebo recipients and pre-vaccine samples were negative for both CD4 T cell responses and CD8 T cell responses.
- PENNVAX® -B delivered using the CELLECTRA® intramuscular electroporation delivery device with or without IL-12 was safe and generally well tolerated. There were no immunotherapy-related serious adverse events. Reported adverse events and injection site reactions were mild to moderate and required no treatment.

A second clinical study testing PENNVAX® -B in a therapeutic setting was conducted in collaboration with the University of Pennsylvania. The HIV-001 open label, phase I study enrolled 12 adult HIV-positive volunteers to assess safety and levels of immune responses generated by PENNVAX® -B delivered with our CELLECTRA® electroporation device. Study volunteers were required to be on a highly active antiretroviral therapy (HAART) regimen, have undetectable plasma viral load (<75 copies/mL), and have CD4 T lymphocyte counts above 400 cells/μL with nadirs over 200 cell/μL. Twelve (12) eligible subjects were administered a four dose series (day 0, weeks 4, 8 and 16) of PENNVAX® -B containing 3 mg of DNA/dose via intramuscular electroporation.

T cell responses were measured using a validated ELISpot assay. Overall, significant immunotherapy-specific T cell responses were observed in 75% (9 out of 12) of subjects against at least one of the three immunotherapy antigens (gag, pol, or env) following immunization. Fifty percent of the subjects (6 out of 12) had strong immunotherapy induced antigen-specific responses above the pre-immunization levels to at least two of the antigens. Importantly, the responses induced by immunization were predominantly antigen-specific (i.e. gag, pol and env) CD8 T-cells, which are considered to be paramount

in clearing chronic viral infections and an important measurement of the performance of an immunotherapeutic. These results are in stark contrast to previously reported studies with other DNA immunotherapies delivered without electroporation that yielded poor overall T cell immune responses.

In December 2014 the results from this clinical study appeared in the peer-reviewed journal *Molecular Therapy* in the article, "Synthetic consensus HIV-1 DNA induces potent cellular immune responses and synthesis of granzyme B, perforin in HIV infected individuals," authored by Inovio researchers and collaborators.

Our HIV immunotherapy was found to have significantly increased antigen-specific CD8+ T-cell responses in all 12 patients. We observed that these activated CD8+ killer T cells produced the cell-killing substances granzyme B and perforin (both necessary to kill targeted cells and viruses) in quantities and with characteristics similar to those of long-term non-progressors (i.e. HIV-infected individuals who, without treatment, do not progress to further stages of the disease). It is believed that in these extremely rare individuals who self-regulate their HIV infection, part of their ability to control the infection may lie in their unique immune responses.

Another striking result of this HIV study was that PENNVAX[®]-B increased the number of HIV-specific CD8+ killer T cells displaying the receptor integrin, which is associated with the ability to carry T cells to the gastrointestinal tract (GIT), the most important target organ for HIV.

We believe these positive results demonstrate the potency of our immunotherapy technology platform and raise the potential for the development of immunotherapies against HIV.

The valuable proof of concept data achieved with the PENNVAX[®]-B (targeting clade B envelope viruses) clinical studies provided a strong and positive basis with which to advance our HIV immunotherapy development program via an HIV Vaccine Design and Development Teams (HVDDT) contract for PENNVAX[®]-GP (discussed below).

In September 2010 the United States Military HIV Research Program (MHRP) initiated a phase I trial (RV262) using one of our prophylactic HIV immunotherapies in a unique prime-boost strategy. This program was developed to protect against diverse subtypes of HIV-1 prevalent in North America, Europe, Africa, and South America. The study is being conducted by the United States MHRP through its clinical research network in the US and East Africa. The prime was a DNA immunotherapy, Inovio's PENNVAX[®]-G, and the boost was delivered using a vaccinia viral vector, Modified Vaccinia Ankara-Chiang Mai Double Recombinant (MVA-CMDR). Together, the vaccines were designed to deliver a diverse mixture of antigens for HIV-1 subtypes A, B, C, D and E. The study tested PENNVAX[®]-G delivered with electroporation in conjunction with the MVA-CMDR boost. The NIAID sponsored the study, which was designed to enroll up to 92 participants and assess safety and immune responses. Interim data presented at the HIV R4P meeting in Capetown in October 2014 showed that the vaccine administration was generally safe and well tolerated. Antigen specific T cell responses were detected by interferon gamma ELISpot assay in 12/27 subjects and antibody responses were noted by ELISA in 10/11 subjects whose samples had been analyzed up to that point.

Based on the proof-of-concept established with PENNVAX[®]-B, we were awarded a contract under the NIAID's HIV Vaccine Design and Development Teams program to advance a more optimized preventive HIV DNA vaccine, PENNVAX[®]-GP, delivered using intradermal electroporation delivery. The contract provided for up to \$25.3 million of funding over seven years. The funding and development program covered pre-clinical optimization, immunogenicity and challenge studies in animal models, IND-enabling toxicology studies, cGMP (current good manufacturing practices) manufacturing of all components of the immunotherapy and intradermal CELLECTRA[®] electroporation device, and the conduct of a phase I human clinical trial.

In September 2015 the first patient was dosed in a phase I trial (HVTN-098, ClinicalTrials.gov: NCT02431767) to evaluate safety and tolerability of PENNVAX[®]-GP, Inovio's "universal" DNA vaccine for HIV. This human study is in collaboration with the HIV Vaccine Trials Network (HVTN). The trial will measure immune responses following administration of the vaccine in four groups of healthy subjects receiving the vaccine with and without an immune activator (IL-12) and delivered into muscle or skin using Inovio's CELLECTRA[®] delivery technology.

In 2015 Inovio and its collaborators were awarded an additional \$16 million Integrated Preclinical/Clinical AIDS Vaccine Development (IPCAVD) grant from the National Institute of Allergy and Infectious Diseases (NIAID). This new five-year program grant was awarded based on a peer-reviewed meritorious proposal by Dr. David Weiner, from the University of Pennsylvania and chair of Inovio's scientific advisory board, and Inovio. New PENNVAX[®] envelope constructs will be designed and tested with Inovio's DNA-based immune activator encoding novel cytokine genes and will be studied in a prime-boost strategy with recombinant HIV envelope proteins. The collaborators will assess different combinations in preclinical models with the goal of generating high levels of neutralizing antibodies mirroring the robust CD8+ T cell responses generated by Inovio's PENNVAX[®]-B DNA vaccine in previously published clinical studies. The overall goal of this project is to further build upon this important HIV vaccine approach as well as to gain fundamental insight into new technologies to improve vaccination outcomes.

Inovio is working with NIH/DAIDS and collaborators to also launch a phase I clinical study of PENNVAX[®]-GP in a therapeutic setting.

HIV remains a challenging and tremendously important area of medical research, and we value the NIH's support to further evaluate the immunogenicity and efficacy of our electroporation delivery system and novel preventive HIV immunotherapy candidate.

Avian Influenza Immunotherapies

Influenza is one of the most communicable diseases and typically affects children and elderly most severely. Complications from influenza cause more than 200,000 hospitalizations and cause between 3,000-49,000 deaths each year in the United States alone, according to the Centers for Disease Control. The world is annually subjected to two influenza seasons (one per hemisphere), between three and five million cases of severe illness, and up to 500,000 deaths. A pandemic occurs every ten to twenty years, which infects a large proportion of the world's population and can kill tens of millions of people as the "Spanish Flu" did in just two years (50-100 million deaths during 1918-1919).

New influenza viruses are constantly produced by mutation or reassortment, and can develop resistance to standard antiviral drugs. The H5N1 flu virus has been spreading from Asia despite the belief that it was under control immediately after outbreaks there in 2004. In 2005, there were reports of H5N1 in wild birds in Europe. In 2006, there were reports of an H5N1 strain in wild birds and poultry in Africa and the Near East. According to the World Health Organization, the H5N1 bird flu has infected 650 people and resulted in 386 deaths (approximately 60% death rate) in 15 countries since 2003 (WHO, February 2014). While H5N1 has never been passed person-to-person and has not spread widely, one concern is the potential for the lethal H5N1 to "reassort" with another of the influenza subtypes that have been prone to spread more rapidly in humans, possibly creating a more dangerous influenza strain. Through 2006, over 140 million birds had been killed and over \$10 billion spent to try to contain H5N1 avian influenza, which has a death rate of 90%-100% in birds.

Our VGX-3400X candidate targets H5N1. The immunotherapy consists of three distinct DNA plasmids coded for a consensus hemagglutinin (HA) antigen derived from different H5N1 virus strains; a consensus neuraminidase (NA) antigen derived from different N1 sequences; and a consensus nucleoprotein (NP) fused to a small portion of the m2 protein (m2E) based on a broader cross-section of influenza viruses in addition to H5N1 and H1N1.

In our first proof of principle study of our universal flu immunotherapy program, VGX-3400X was delivered with intramuscular electroporation using our CELLECTRA[®] electroporation device. The primary objectives of this clinical trial were to assess safety and tolerability. The secondary objective was the measurement of antigen-specific T cell and antibody responses, including binding and hemagglutination inhibition (HAI) responses, i.e. a measure of protection, against multiple strains of H5N1 influenza.

The study assessed a total of 60 healthy volunteers, 30 in the US and 30 in Korea (in a separate, parallel clinical trial sponsored by Inovio affiliate GeneOne). Three dose cohorts of 10 subjects were each given two injections of 0.2 mg, 0.67 mg, or 2.0 mg of each plasmid at months 0 and 1.

In a report in July, 2011 of interim data, VGX-3400X was found to be generally safe and well tolerated at all dose levels. There were no vaccine-related serious adverse events. Reported adverse events and injection site reactions were mild to moderate and required no treatment.

We tested for antibody responses against the target antigens and observed high levels of binding antibodies in 26 of 27 evaluated subjects (96%). Antibodies were generated against all three antigens, as tested by the enzyme-linked immunosorbent assay (ELISA). Positive antibody responses persisted to seven months, the latest time point tested.

In testing for HAI responses against the Vietnam (A/H5N1/1203/04) strain, 3 of 27 subjects (11%) showed HAI titers greater than 1:40, which is considered to be an indicator of protection against influenza in humans. Two of the three subjects with HAI titers exceeding 1:40 against the Vietnam strain also demonstrated greater than 1:40 titers against the Indonesia (A/H5N1/5/2005) strain, demonstrating cross-reactive responses in these volunteers.

Significantly, antigen-specific cytotoxic T-lymphocyte (CTL) responses were also observed against all three antigens (HA, NA and NP). After two vaccinations, 13 of 18 vaccinated subjects (72%) from the first two cohorts developed strong CTL responses to at least one of the immunotherapy components. After cohort 3 samples were analyzed, 20 of 29 immunized subjects (69%) in all 3 cohorts developed strong CTL responses to at least one of the immunotherapy components. These positive T cell responses were measured up to seven months after the first immunization. Generation of influenza antigen-specific T cell responses is believed to be important for generating universal, long-lasting immunity against influenza as well as to generate a stronger immune response against flu in elderly people.

In another component of the study, participants received a booster vaccination using just the H5 HA immunotherapy component of VGX-3400X delivered using intradermal (rather than intramuscular) electroporation. The intradermal (ID) part of the study was the first flu study using ID electroporation delivery in humans. ID electroporation delivers our SynCon[®] immunotherapies into skin, which contains large amounts of immune cells such as dendritic cells and macrophages considered

most important for generating protective antibodies. Our new ID electroporation device uses a patented miniaturized needle array which creates electroporation conditions uniquely optimized for skin delivery. The goal of this booster vaccination was to determine if ID delivery of the H5 HA construct can increase HAI titers beyond those achieved by the initial intramuscular immunizations. Twenty-two participants received the ID booster immunization.

Immune response data measured one month after this boost were reported in November 2011. Ten of 20 subjects (50%) exhibited a four-fold or greater rise in geometric mean titers (GMT) in the HAI assay (ranging from 1:20 to 1:80 HAI titers) against the Clade 1 A/Vietnam/1203/04 strain. Significantly, a four-fold or greater rise in GMT titers against five other Clade 2 (Clade 2.1, 2.2; 2.3.2; 2.3.4) and Clade 0 H5N1 viruses was also noted in 10-25% of the vaccinated subjects, further demonstrating cross-reactive immune responses in these volunteers. One subject displayed greater than 1:40 HAI titers against all six different H5N1 viruses tested. ID immunization was found to be generally safe and well tolerated.

HAI measurements from the blood of an immunized subject are used to assess the generation of protective antibody responses. A four-fold rise in HAI titers (compared to pre-vaccination) is considered to be an important indicator of immune activation. Generating an HAI titer of 1:20 is generally regarded as a positive vaccine response, with a titer of 1:40 or higher in the blood of immunized subjects generally associated with protection against influenza in humans.

Seventeen subjects boosted with the minimally invasive ID vaccination were subsequently given a second ID booster vaccination. In May 2012 we reported that 100% and 89% of immunized subjects demonstrated high-titer binding antibody responses against the more common Clade 1 A/Vietnam/1203/04 and Clade 2 A/Indo/5/05 strains, respectively, demonstrating vaccine-specific immune activation. We also tested the immunotherapy's ability to generate protective HAI responses against six distinct H5N1 virus strains (Clades 0, 1, 2.1, 2.2, 2.3.2 and 2.3.4), representing all major genetic branches of the H5N1 genetic tree. Of the 17 subjects who completed the full immunization regimen:

- Eight of 17 (47%) immunized subjects had an HAI titer of 1:40 or higher against at least one of the tested H5N1 viruses.
- Twelve of 17 (71%) vaccinated subjects had an HAI titer of 1:20 or higher against at least one H5N1 strain.
- Seven of 17 (41%) had an HAI titer of 1:40 or higher against the Clade 2.2 A/Turkey/1/05 strain.
- Five of 17 immunized subjects (29%) displayed an HAI titer of 1:20 or higher against at least three different H5N1 viruses tested.
- In an unprecedented result, two immunized subjects demonstrated an HAI titer of 1:20 or higher against all six strains tested.

Hemagglutination inhibition (HAI) measurements from the blood of an immunized subject are used to assess the generation of protective HA antibody responses generated by a vaccine. All HAI titer data are presented in geometric mean titers (GMT). Generating an HAI titer of 1:20 is generally regarded as a positive response to the vaccine; a titer of 1:40 or higher in the blood of immunized subjects is generally associated with protection against seasonal influenza viruses and has been observed in multiple subtypes.

Although a number of companies have well-developed avian influenza programs and lead vaccine candidates have entered into national stockpiles (US and EU), we believe there exists a need for broadly protective and easily scalable technologies to prepare for the as yet unknown target presented by the next form of avian influenza. Our SynCon[®] technology provides protection from known avian influenza viruses (in animal studies) and has also shown the ability to protect against newly emergent, unmatched strains.

Responding to the 2013 H7N9 influenza outbreak, we completed the design, optimization, and manufacturing of an H7N9 DNA immunotherapy within two weeks. A pre-clinical study of this DNA therapy showed that 100% of vaccinated mice were protected against sickness and death when they were challenged with a lethal dose of H7N9 virus. This study further highlights the ability of Inovio's SynCon[®] immunotherapies to create cellular immune responses that could reduce the severity of H7N9 infection in a person that acquires the virus and limit the spread of the virus in a pandemic setting. Data from this study was published in *Vaccine* in a paper titled "Protective immunity to H7N9 influenza viruses elicited by DNA vaccine."

We are seeking additional grant funding to advance this program further.

Universal Influenza Immunotherapy

Conventional vaccines are strain-specific and have limited ability to protect against genetic shifts in the influenza strains they target. They are therefore modified annually in anticipation of the next flu season's new strain(s). If a significantly different, unanticipated new strain emerges, such as the 2009 swine-origin pandemic strain, then the current vaccines provide little or no protective capability. In contrast, we believe that our design approach to characterize a broad consensus of antigens across variant strains of each influenza sub-type creates the ability to protect against new strains that have common genetic roots, even though they are not perfectly matched. By formulating a single immunotherapy with some or all of the key sub-

types, protection may be achieved against seasonal as well as pandemic strains such as swine flu or pandemic-potential strains such as avian influenza noted above. We are focused on developing DNA-based influenza immunotherapies able to provide broad protection against known as well as newly emerging, unknown seasonal and pandemic influenza strains.

Instead of targeting a specific strain or strains, we have developed a universal vaccine strategy to deal with the ever-changing flu threats. Using our SynCon[®] process, our scientists designed immunotherapies targeting an optimal consensus of HA, NA, and NP proteins derived from multiple strains of each of the Type A sub-types H1N1, H2N2, H3N2 (these three influenza sub-types having been responsible for the majority of seasonal and pandemic influenza outbreaks in humans during the last century), as well as H5N1. In theory, consensus HA vaccine constructs from each sub-type, delivered using our electroporation device, could potentially protect immunized subjects from 90-95% of all human seasonal and pandemic influenza concerns. Additionally, we have also developed an optimal consensus of HA sequences derived from influenza Type B strains. Type B is one of three components of current seasonal influenza vaccinations. Thus, using our SynCon[®] constructs, we have now developed immunotherapy elements that can target both pandemic-risk (H5N1, H7N9, H1N1) as well as seasonal influenza strains (H3N2, H1N1, influenza B).

Moreover, using our approach the immunotherapies might not have to be administered annually after the first few priming sessions. Rather, the same combination could be used to boost the immune system every few years.

In September 2012 we announced that an interim analysis of a SynCon[®] universal H1N1 influenza vaccine showed that it generated protective HAI titers against some of the most prevalent strains of H1N1 influenza from the past 100 years in a phase I clinical trial. The open label phase I study evaluated two H1N1 hemagglutinin (HA) plasmids designed to broadly protect against unmatched influenza strains within different branches of the H1N1 subtype. These plasmids were delivered in healthy adults with Inovio's CELLECTRA[®] intradermal electroporation device up to three times. The delivered immunotherapy was well tolerated; reported adverse events and injection site reactions were mild to moderate and required no treatment.

Researchers exposed blood samples from the vaccinated subjects to each of the nine key H1N1 viruses in circulation over the last 100 years: eight were H1N1 strains used to formulate the seasonal vaccines of the last 25 years; one was the H1N1 strain that caused the 1918 Spanish flu. These unmatched influenza strains were used to assess the generation of hemagglutination inhibition (HAI) titers meeting or exceeding 1:40. Demonstrating Inovio's vaccine's broad cross-reactive coverage, a significant percentage of subjects immunized with Inovio's SynCon[®] immunotherapy had an HAI titer of 1:40 or higher against each of the nine H1N1 strains tested, ranging from a 30% response rate to the A/Brisbane/59/07 strain to a 100% response rate to the A/Beijing/262/95 strain. The benchmark for the current licensed seasonal flu vaccines, which are based on matching the vaccine HA sequence to that of the circulating strain, is to have greater than 65% of vaccinees generate an HAI titer of 1:40 or higher against the matched vaccine strain.

By design, our SynCon[®] universal flu immunotherapy is not matched to any single virus and was not matched to any of the strains tested in this study. The immunotherapy recipients generated protective HAI responses against the H1N1 A/South Carolina/1/18 strain from the 1918 Spanish flu as well as all the H1N1 strains which were part of the annual seasonal trivalent inactivated flu vaccines (TIV) since 1986, including: A/Taiwan/1/86, A/Texas/36/91, A/Bayern/07/95, A/Beijing/262/95, A/New Caledonia/20/99, A/Solomon Islands/03/06, A/Brisbane/59/07, A/California/07/09. The HAI titers in the positive responders ranged from 1:40 to greater than 1:1280.

Compared to the seasonal TIV (trivalent influenza vaccine)-immunized control group, which was matched to the current H1N1 seasonal flu strain (A/California/07/09), those immunized with our immunotherapy generated a higher or similar percentage of positive HAI titer responders against all of the strains except for A/California/07/09. As anticipated, the TIV recipients generated the best HAI titers against the matched strain, but did not generate vaccine-induced response rates against the unmatched strains.

We are conducting optimization studies in animal models to further strengthen our H1N1 immunotherapy's potency against all strains, especially the current circulating strain, A/California/07/09, as well as to reduce the number of injections needed to generate protective responses against multiple strains.

In December 2012 we reported interim results of a phase I trial that showed that a single dose of our H1N1 universal SynCon[®] flu immunotherapy followed with a dose of a seasonal flu vaccine generated protective immune responses in 40% of trial subjects compared with a 20% response rate in elderly patients who received the seasonal flu vaccine alone.

People over 65 years of age represent about 90% of annual influenza deaths in the US. Older people's immune systems typically mount much weaker protective immune responses to seasonal vaccines, often in only 10 to 20% of this population. In younger adults, the same flu vaccines generate protective immune responses in at least 65% of the vaccine recipients. Other approaches, such as the use of higher vaccine doses and novel adjuvants, have not significantly improved the seasonal vaccine's impact in the older population. Thus, there is a significant need for a new approach to provide better protection in this more vulnerable population.

With the vulnerability of the elderly in mind, this phase I study evaluated the ability of Inovio's SynCon[®] immunotherapy alone, as well as in combination with the 2012 seasonal influenza vaccine, to generate protective levels of antigen-specific antibody immune responses in a greater proportion of the elderly population as well as to assess the potential for more universal protection against both matched and unmatched seasonal influenza strains.

In the trial, conducted at the University of Manitoba in Winnipeg, Canada, 50 healthy elderly patients were divided into three groups: one group of 20 subjects received a two-dose regimen of Inovio's H1N1 universal SynCon[®] flu immunotherapy delivered using Inovio's proprietary CELLECTRA[®] intradermal electroporation device 16 weeks apart; a second group of 20 subjects received one dose of Inovio's SynCon[®] immunotherapy delivered using electroporation followed by a dose of seasonal flu vaccine 16 weeks later; a third group of 10 subjects received placebo delivered by electroporation followed by a dose of the seasonal flu vaccine 16 weeks later. The study's objectives were to assess the tolerability, safety, and immune responses of these different immunization regimens.

Serum samples from the immunized subjects were used to assess the generation of hemagglutination inhibition (HAI) titers meeting or exceeding a dilution of 1:40 to the current H1N1 seasonal flu strain (A/California/07/09). An HAI titer of 1:40 is the level recognized as a protective immune response against influenza in humans. Because of generally high HAI titer background rates to the A/California/07/09 strain, immunotherapy-specific, protective response rates were determined by assessing the number of patients in each group who had HAI titers greater than 1:40 and HAI titers at least 4-fold higher than the background value at the start of the trial. In reported interim data, immunization with the H1N1 universal SynCon[®] flu immunotherapy followed with a dose of a seasonal flu vaccine generated protective immune responses in 40% (8 of 20) of trial subjects compared with a 20% (2 of 10) response rate in elderly patients who received the seasonal flu vaccine alone. We are analyzing the final data with the intent to prepare a paper for submission to a peer-reviewed scientific publication.

Finally, on our path to develop a universal seasonal flu immunotherapy we are completing tests in animal models of our immunotherapy constructs for A/H3N2 and Type B influenza. Our goal is to develop immunotherapies that can also generate HAI titers exceeding 1:40 against unmatched strains within the H3N2 and Type B subtypes. In January 2012, we reported that our immunotherapies for influenza Type A H3N2 and Type B achieved protective antibody responses in immunized animals against multiple unmatched strains.

In the study of our SynCon[®] H3N2 immunotherapy, investigators immunized small animals (mice and guinea pigs) with a vaccine designed to produce the influenza hemagglutinin (HA) antigen in the animals. Inovio investigators have to date tested blood samples from the animals for immune responses against unmatched strains from several clades of H3N2. (Like the branches of a tree, there are dozens of distinct strains within each of these clades). The animals immunized with the SynCon[®] H3N2 immunotherapy developed HI titers exceeding the 1:40 level commonly associated with protective immunity against several clades of H3N2 tested. These included strains circulating in the 2000-01, 2006-07, and 2008-09 influenza seasons, which had necessitated a change in the composition of the seasonal flu vaccine for those years. Additional animal testing of the remaining few H3N2 clades continued through 2012 and was to include a new strain, H3N2v (A/Indiana/10/2011 X203), which was selected in January 2012 by the CDC as a pandemic vaccine target.

Similarly, in the study of our SynCon[®] Type B immunotherapy, investigators tested blood samples from immunized mice for immune responses against multiple, unmatched strains of Type B influenza. All the animals immunized with the SynCon[®] Type B immunotherapy developed HI titers exceeding the 1:40 level against all of the strains of Type B tested, including those circulating and consequently a part of the vaccine formulation in 2001-02, 2008-09, and 2011-12. Type B influenza mutates more slowly than Type A, but enough to preclude lasting immunity. Type B influenza can lead to life-threatening complications, including pneumonia, in young children, persons over 50, those with chronic diseases (e.g. diabetes) or suppressed immune systems, and others at risk for complications.

We are seeking additional grant and/or partner funding to advance this program further.

Ebola

The Ebola virus has been described as one of the most virulent viral diseases known to man with lethality rates approaching 90%. Ebola can spread through human-to-human transmission by direct contact with the blood, secretions, organs or bodily fluids of an infected individual and with surfaces or materials that contain the contaminated fluids of an infected person, such as bedding and clothing. It is capable of causing death within two to twenty-one days of exposure. There are no approved preventive vaccines or effective therapeutic treatments for Ebola. In addition, various experimental approaches have already been associated with undesirable side effects and limited ability to scale manufacturing.

According to the CDC, the 2014 Ebola epidemic was the largest in history, resulting in 28,603 suspected and confirmed cases and 11,301 deaths (as of January 31, 2016).

In 2014 we announced our intent to advance our DNA immunotherapy for Ebola into a phase I clinical trial in collaboration with GeneOne Life Science Inc. In the collaboration, Inovio and GeneOne agreed to co-develop Inovio's DNA-based Ebola immunotherapy through a phase I clinical trial. The decision to advance our Ebola immunotherapy was based on

positive results achieved in preclinical studies. We observed that 100% of immunized guinea pigs and mice were protected from death after being exposed to the Ebola virus. Unlike the non-immunized animals, immunized animals were also protected from weight loss, a measure of morbidity. Researchers found significant increases in neutralizing antibody titers and strong and broad levels of immunotherapy-induced T-cells, including "killer" T-cells, suggesting that this product could provide both preventive and treatment benefits. This data was published in 2013 in the peer-reviewed journal *Molecular Therapy* in a paper, "Induction of Broad Cytotoxic T Cells by Protective DNA Vaccination Against Marburg and Ebola."

In April 2015 the company received a grant from the Defense Advanced Research Projects Agency (DARPA) to lead a collaborative team to develop multiple treatment and prevention approaches against Ebola. Other collaborators are MedImmune, the global biologics research and development arm of AstraZeneca; GeneOne Life Sciences and its manufacturing subsidiary, VGXI, Inc.; and David B. Weiner, PhD, executive vice president at the Wistar Institute and retired professor of Pathology and Laboratory Medicine at The Perelman School of Medicine at the University of Pennsylvania, Emory University and Vanderbilt University. The previous collaboration agreement with GeneOne for Ebola was incorporated into this consortium funded by DARPA.

The Inovio-led consortium is taking a multi-faceted approach to develop products to prevent and treat Ebola infection. These programs include development and early clinical testing of:

- A therapeutic DNA-based monoclonal antibody product dMAb™ against the Ebola virus infection. This promising new technology has properties that best fit a response to the outbreak in that they could be designed and manufactured expediently on a large scale using common fermentation technology, are thermal-stable, and may provide more rapid therapeutic benefit.
- A highly potent conventional protein-based therapeutic monoclonal antibody (mAb) product against Ebola virus infection.
- A DNA-based vaccine against Ebola.

Pathogen specific mAbs have emerged as a viable approach for immunoprophylaxis against Ebola and other pathogens where anti-viral drugs or vaccinations are not currently available. mAbs can be administered either just before or just after exposure to the pathogen and serve to combat the immediate effects of the pathogen. Unlike vaccines, immunoprophylaxis by mAbs does not develop long term immune memory. Therefore an ideal approach would include the administration of a mAb for immediate protection and a vaccine to train the immune system for longer term protection.

Previous Ebola research studies have shown that monoclonal antibodies (such as ZMapp) could be useful in treating patients who have been infected with Ebola virus by selectively binding and neutralizing the virus in the body.

The award covers pre-clinical development costs for the dMAb products and protein mAb candidates as well as GMP manufacturing costs and the phase I clinical study costs with the three product candidates. The academic partners are leading Ebola research and medical centers at the front edge of the discovery efforts for highly potent anti-Ebola mAbs. The funding period is over two years and covers a base award of \$21 million and an option award of \$24 million, which was exercised in September 2015. The development proposal includes a second option of \$11 million to support additional product supply and clinical development activities. The options are contingent upon the successful completion of certain pre-clinical development milestones.

The aim of the research is to evaluate a DNA vaccine and conventional or DNA based monoclonal antibody. In May 2015 the collaborators initiated a phase I trial (EBOV-001, ClinicalTrials.gov: NCT02464670) for the Ebola DNA vaccine to evaluate safety, tolerability and immune responses in 75 healthy subjects. The study is evaluating INO-4212 and its components INO-4201 and INO-4202, alone or in combination with INO-9012 (DNA-based IL-12), delivered into muscle or skin using Inovio's proprietary DNA delivery technology. Enrollment and treatment has been completed and we expect to report data in 2016.

Middle East Respiratory Syndrome (MERS)

MERS is a viral respiratory illness first reported in Saudi Arabia in 2012. MERS appears to have been transmitted from an animal reservoir to humans but human to human transmission has been confirmed. The virus has not been shown to spread in a sustained way in communities, but the situation is still evolving. Like the severe acute respiratory syndrome (SARS) outbreak in 2003, which infected 8,000 people and was fatal in nearly 10% of cases, MERS is caused by a coronavirus and appears to cause a severe lung infection. MERS differs in that it also causes rapid kidney failure. Its extremely high death rate has caused serious concern among global health officials. There is no vaccine or effective treatment against MERS. Since 2012 MERS has infected over 1,500 people and killed almost 600 (40%). Recently, the largest outbreak outside of Saudi Arabia of this emergent global health concern infected 186 people with 36 fatalities in South Korea. MERS is considered to have pandemic potential.

In November 2013 Inovio announced that preclinical testing of its SynCon® MERS vaccine (GLS-5300) induced robust and durable immune responses, demonstrating the potential for such a vaccine to prevent and treat this deadly virus.

DNA vaccine constructs targeting multiple MERS antigens were designed using Inovio's SynCon[®] vaccine platform with the goal to universally protect against multiple strains of MERS, which has been shown to have diverse genetic variants. These SynCon[®] constructs were administered via Inovio's CELLECTRA[®] electroporation-based delivery technology.

A consensus MERS "spike" protein vaccine construct was created based on multiple strains of the MERS virus. Inovio's MERS DNA vaccine was immunogenic in mice and seroconversion, or the development of detectable specific antibodies in the blood as a result of immunization, was observed in all animals. Furthermore, the antibodies generated by the vaccine in 100% of mice (20 of 20) were able to neutralize or completely block actual infection of MERS virus in the cells, demonstrating the protective potential of this vaccine. In contrast, none of the unvaccinated mice in the control group (10) generated neutralizing antibodies.

The vaccinations were also highly T-cell immunogenic, generating robust and broad T cell responses as extensively analyzed by the standardized T cell ELISPOT assay. The vaccine produced robust CD8+ and CD4+ T cell responses against multiple epitopes of the MERS spike protein. This increased diversity and magnitude of cellular responses may be critical for effectively mitigating MERS infection.

These findings are vital given the importance of neutralizing antibodies in preventing infection and the role T cells play in clearing infection by killing cells that harbor the virus.

In May 2015 Inovio announced it would advance its MERS vaccine into a phase I clinical trial in healthy volunteers in a collaboration with GeneOne Life Science Inc.

In August 2015 Inovio announced that its MERS vaccine induced 100% protection from a live virus challenge in a preclinical study in mice, camels and monkeys, or non-human primates. In all three species, the vaccine induced robust immune responses capable of preventing the virus from infecting cells. The data from camels is an important finding because camels represent not only a host reservoir of the disease but act as a mode of transmission to humans. In monkeys, all vaccinated animals in the study were protected from symptoms of MERS disease when challenged with a live MERS virus.

The results appeared in the peer-reviewed journal *Science Translational Medicine* in an article entitled, "A synthetic consensus anti-spike protein DNA vaccine induces protective immunity against Middle East Respiratory Syndrome Coronavirus in non-human primates." Inovio's collaborators for this study included researchers from the University of Pennsylvania, Public Health Agency of Canada, NIH, University of Washington, and University of South Florida.

Vaccinations of GLS-5300 in this phase I study of 75 healthy subjects began in February 2016 at the Walter Reed Army Institute of Research (WRAIR) in Maryland, where the trial is being conducted. The primary and secondary goals of this first-in-man phase I trial are to obtain safety and immunogenicity data. This trial represents the first MERS vaccine to be tested in humans for this disease that has no approved vaccines or treatments.

Zika Virus

First identified in Uganda, Zika virus subsequently spread to equatorial Asia and over the past two years has rapidly spread through the South Pacific, including Hawaii, and to South America, Central America, and the Caribbean. Zika virus is a flavivirus, a family of viruses including yellow fever, dengue, and West Nile virus, which are introduced to people through mosquito bites. Because the Aedes species of mosquitoes that spread Zika virus is found throughout the world there is concern that outbreaks will spread to new countries. There is also concern that Zika can spread sexually, as has been reported for some returning travelers. In February 2016 WHO stated that 39 countries had reported locally acquired circulation of the Zika virus since January 2007. Geographical distribution of the virus has steadily expanded. No vaccine or therapy currently exists for the Zika virus.

The most common symptoms of Zika virus are fever, rash, joint pain, and conjunctivitis. More seriously, health authorities have observed neurological and autoimmune complications potentially associated with Zika virus, including microcephaly in newborn children and Guillain-Barre syndrome. Microcephaly is a rare condition marked by an abnormally small head and incomplete brain development. There may also be a link with Guillain-Barré syndrome, a disease in which the body's immune system mistakenly attacks peripheral nerves. Symptoms start with muscle weakness. In severe cases the person is almost totally paralyzed and the disorder can be life threatening.

In January 2016 Inovio and GeneOne Life Sciences announced a joint research collaboration with academic collaborators of a SynCon[®] Zika virus vaccine (GLS-5700). In February 2016 the companies announced preclinical results indicating that the vaccine administered using Inovio's CELLECTRA[®] electroporation delivery technology induced robust and durable immune responses, demonstrating potential to prevent and treat infections from this harmful pathogen. The vaccine resulted in seroconversion, or the development of detectable specific antibodies in the blood, in all vaccinated mice. The vaccinations generated robust and broad T cell responses as analyzed by the standardized T cell ELISPOT assay.

Inovio and GeneOne plan to initiate phase I human testing of the Zika vaccine before the end of 2016.

Immunotherapies for Biodefense and Biosecurity

A number of infectious agents that are relatively rare today are poised for an upsurge in incidence by either “natural” or terrorism-related means. For example, natural threats are posed by the influenza strains H5N1 and H7N9. At the same time, an engineered influenza virus for intentional release would pose a significant human threat.

Since 2001, the United States government has spent or allocated over a billion dollars in funding to address the threat of biological weapons. United States funding for bioweapons-related activities focuses primarily on research for and acquisition of medicines for defense. Biodefense funding also goes toward stockpiling protective equipment, increased surveillance and detection of biological agents, and improving state and hospital preparedness. The increase in this type of funding recently is mainly due to the Project BioShield Act adopted in 2004.

There are opportunities to secure development funding and for proof-of-principle immunotherapy studies for biowarfare pathogens. Over the past five years, we have been successful at securing funding from the US government for such projects.

The company continues to actively pursue grant and contract funding from the NIH, Department of Defense and other government funding agencies as an important source of non-dilutive funding to support development of specific technologies that are broadly applicable across multiple product development programs in the areas of cancer, infectious diseases and biodefense. Based on various initiatives and with the support of NIH funding we are an active collaborator with the Department of Defense (U.S. Army) and continue research and development of DNA-based immunotherapies delivered via our proprietary electroporation system. Specifically, our projects are focused on identifying immunotherapy candidates with the potential to provide rapid, robust immunity to protect against biowarfare and bioterror attacks as well as development of our electroporation devices.

In March 2011 we received a U.S. Department of Defense Small Business Innovation Research (SBIR) grant to test the feasibility of delivering DNA vaccines by intradermal electroporation simultaneously to two or more spatially distinct sites on the body. The purpose of such a prototype device would be to mitigate potential immune interference that may result from combination vaccines that are formulated together. The device design would also facilitate rapid vaccination against multiple emerging infectious disease or pandemic threats and better meet the demands of quickly vaccinating U.S. troops stationed around the world.

In April 2012 we received a U.S. Department of Defense SBIR grant to advance the development of a low-cost, non-invasive surface electroporation delivery device and test its utility in combination with our novel DNA immunotherapies against viruses with bioterrorism potential, including hanta, puumala, arenavirus and pandemic influenza. This project is a continuation of a first-stage DOD grant in 2011 that initiated Inovio's development of this skin delivery system.

In the first phase of this project, Inovio focused on optimizing the device design of our current minimally invasive surface EP device. In this second phase, the objective was to further advance and validate this device and the resulting immune responses in appropriate animal models. We also investigated the development and manufacture of low-cost sterile disposables for the device and the possibility of integrating dermal injection capabilities into a combined inject/EP device platform.

Subsequent to year end, in January 2016 Inovio was selected to receive a \$500,000 grant from the U.S. Army's SBIR program to further advance the development of Inovio's next generation delivery device capable of simultaneously administering multiple vaccines via a skin-surface, needle-free electroporation delivery. The primary goal of this effort is to further advance and commercialize a needle and pain-free electroporation device to deliver products from Inovio's portfolio of biodefense and commercial infectious disease vaccines including those for MERS, Ebola, HIV, influenza, and RSV, particularly for prophylactic vaccination. Such a device could facilitate rapid vaccination of U.S. troops stationed around the world against multiple infectious diseases and protect civilian populations from pandemic threats. Initial testing of a prototype design has already yielded excellent antigen expression and immunogenicity from the dermal tissue being accessed using this novel non-invasive electroporation delivery concept.

Synthetic Monoclonal Antibodies dMAb™

Monoclonal antibodies (mAb) have become one of the most valuable therapeutic technologies of recent years. In 2012, global sales of monoclonal antibodies exceeded \$50 billion. Among the top 10 best-selling drugs in 2012, six of them were monoclonal antibodies, each with annual sales exceeding \$5 billion.

Monoclonal antibodies (mAbs) are designed to enhance the immune system's ability to regulate cell functions. They are designed to bind to a very specific epitope (area) of an antigen or cell surface target and can bind to almost any selected target. They have the unique ability to alert the immune system to attack and kill specific cancer cells (as in the case of Yervoy®) or block certain biochemical pathways (such as those leading to rheumatoid arthritis, as in the case of Remicade®). However, mAb technology has limitations. As a passive immunotherapy, meaning they are manufactured outside the body, mAbs require costly large-scale laboratory development and production. Additional limitations include high cost to develop and manufacture, their limited duration of in vivo potency, and a pharmacokinetic profile that can result in toxicity. We have

created DNA based monoclonal antibodies that overcome many of the limitations associated with conventional mAb technology.

Using our core platform technology, we encode the DNA sequence for a specific monoclonal antibody in a DNA plasmid. We deliver the plasmid directly into cells of the body using electroporation, enabling these cells to manufacture the mAbs in vivo - not outside of the body like conventional mAb technology. This approach provides potentially significant production costs advantages. More importantly, we believe our dMAbs can target a pharmacokinetic profile that provides significant control and advantages in terms of dosing regimen, peak responses, duration of responses, and toxicity.

We expect to design dMAbs not only for new disease targets not currently addressable with conventional mAbs; we can also target existing, commercially successful mAb products. This new application of our core technology platform represents another potentially paradigm-shifting transformation in the immunotherapy field with very significant business potential. We have already designed and produced dMAbs targeting cancer mechanisms including checkpoint inhibition, anti-cancer pathways, e.g. like Herceptin, and anti-Tregs, as well as prophylactic and therapeutic dMAbs for infectious diseases including Ebola, influenza, antibiotic resistant bacteria, dengue and Chikungunya. When the Mab binds to an infectious disease receptor, the immune system then generates natural killer cells and macrophages to clear the virus or bacteria-bound Mabs.

Proof of Concept

Our first published research on a DNA-based on monoclonal antibody was presented in October 2013 in *Human Vaccines & Immunotherapeutics* in a paper entitled, "Optimized and enhanced DNA plasmid vector based in vivo construction of a neutralizing anti-HIV-1 envelope glycoprotein Fab." The results demonstrated that delivery by this method of a single administration of the optimized Fab expressing constructs resulted in generation of Fab molecules in mouse sera possessing high antigen binding and HIV neutralization activity for at least 7 days against diverse HIV isolates. Importantly, this delivery strategy resulted in a rapid increase (i.e., in as little as 48 h) in Fab levels when compared with protein-based immunization.

In a second preclinical study, we demonstrated that animals transfected with our DNA-based mAb targeting Chikungunya virus (CHIKV) exhibited the specific ability to bind to the CHIKV envelope antigen and this serum possessed CHIKV-neutralizing activity. The treatment of the animals with anti-CHIKV mAb plasmids protected 100% of the treated animals from a lethal injection of CHIKV virus while 100% of the control animals died. The treated animals were also spared virus-related morbidity, as measured by dramatic weight loss and lethargy. Results from this study were presented as a poster at the 17th Annual Meeting of the American Society of Gene & Cell Therapy in Washington, DC.

Chikungunya virus (CHIKV) is a serious mosquito-borne alpha-virus responsible for several recent epidemics in tropical Africa and Asia. In mid-2015 the CDC reported that suspected or confirmed cases of Chikungunya had reached 1.74 million in 45 countries or territories in the Americas. There is currently no vaccine or therapeutic against this virus.

A second paper was published in July 2016 in *Scientific Reports*, a Nature Publishing Group journal, in the paper, "Protection against dengue disease by synthetic nucleic acid antibody prophylaxis/immunotherapy." In this study, a single intramuscular injection of a DNA plasmid encoding a monoclonal antibody targeting dengue protected mice subsequently exposed to the dengue virus. The protection conferred by the monoclonal antibodies expressed by these dMAbs was very rapid, with 100% survival in mice challenged with lethal enhanced dengue disease less than a week after dMab administration. While conventional vaccine and monoclonal antibody technologies have shown limited ability to provide an effective solution to dengue to date, the unique attributes and data generated by dMAbs show their potential to provide a needed solution. Furthermore, this short time frame to achieve full protection is significantly more rapid than vaccine-driven protection, which can take weeks to months to reach peak efficacy levels.

Next Steps

In October 2014 we announced that the Defense Advanced Research Projects Agency (DARPA) awarded \$12.2 million to scientists from the Perelman School of Medicine at the University of Pennsylvania, Inovio Pharmaceuticals, and MedImmune to develop and assess dMAbs in preclinical studies.

This collaboration aims to demonstrate that the DNA plasmids containing optimized DNA sequences encoded to generate disease-specific dMAbs can activate sufficient quantities of specific monoclonal antibodies in the body to be protective against a pathogen challenge. Using the capabilities and advantages of DNA plasmids delivered using electroporation, the team is constructing and evaluating multiple dMAbs focused on influenza virus and antibiotic resistant bacteria (*Pseudomonas aeruginosa* and *Staphylococcus aureus*). Successful completion of the initial preclinical activities under the DARPA grant would lead to clinical studies on selected product candidates to be funded under a future increment to the award.

In April 2015 the company received a grant from DARPA to lead a collaborative team to develop multiple treatment and prevention approaches against Ebola. Other collaborators are MedImmune, the global biologics research and development arm

of AstraZeneca; GeneOne Life Sciences and its manufacturing subsidiary, VGXI, Inc.; and David B. Weiner, PhD, Emory University and Vanderbilt University.

The consortium is taking a multi-faceted approach to develop products to prevent and treat Ebola infection. These programs include development and early clinical testing of:

- A therapeutic DNA-based monoclonal antibody product dMab™ against the Ebola virus infection. This promising new technology has properties that best fit a response to the outbreak in that they could be designed and manufactured expediently on a large scale using common fermentation technology, are thermal-stable, and may provide more rapid therapeutic benefit.
- A highly potent conventional protein-based therapeutic monoclonal antibody (mAb) product against Ebola virus infection.
- A DNA-based vaccine against Ebola.

The aim of this research is to compare combinations of a DNA vaccine with conventional or DNA-based monoclonal antibodies.

Of further significance to Inovio, this research will help build the base of knowledge with which to advance other dMAB product candidates with significant market potential against multiple types of infection as well as cancer.

Electroporation Delivery Technology

The essence of our platform is to design and inject a DNA plasmid encoded for a target antigen or monoclonal antibody into tissue of the body and most pertinently, into cells, to enable the intracellular machinery that normally produces useful proteins for the functioning of the body to temporarily produce the target antigen or monoclonal antibody. An antigen will then induce the immune system to produce polyclonal antibodies or T cells with the ability to perform their preventive or therapeutic functions. Monoclonal antibodies generated in this manner can bind to targeted cells and enable the immune system to clear these cells. Fundamental to this mechanism functioning well and providing clinical utility is that there be significant cellular uptake of the DNA plasmids.

Inovio is the leader in refining the methods and conditions for using *in vivo* electroporation to enable cellular transfection and significant uptake of a locally injected biologic material. Our electroporation technology has shown a preeminent ability to safely and effectively deliver DNA-based immunotherapies. Numerous human studies have to date demonstrated best-in-class immune responses from DNA immunotherapies delivered using electroporation.

Electroporation uses controlled, millisecond electrical pulses to create temporary pores in the cell membrane and allow significant cellular uptake of a synthetic DNA immunotherapy previously injected into muscle or skin. The uptake is up to 1000 fold greater than the injection of a DNA plasmid alone without other delivery mechanisms (“Electroporation delivery of DNA vaccines: prospects for success,” *Current Opinion in Immunology*, June 2011, Niranjana Y Sardesai and David B Weiner). The cellular machinery then uses the DNA’s instructions to produce the encoded antigen or monoclonal antibody.

The combination of Inovio's synthetic DNA immunotherapies delivered using its electroporation devices has to date shown a favorable safety profile, without serious adverse events and only mild local injection-related side effects such as redness and swelling; it is tolerable without anesthetic; and because it does not induce unwanted immune responses, it can be repeatedly administered for booster vaccinations.

Choice of Tissue for DNA Delivery

Skeletal muscle has been a core focus for delivery of DNA-based immunotherapies via electroporation because it is mainly composed of large elongated cells with multiple nuclei. Muscle cells are non-dividing, hence long-term expression can be obtained without integration of the gene of interest into the genome. Muscle cells have been shown to have a capacity for secretion of proteins into the blood stream. Secreted therapeutic proteins may therefore act systemically and produce therapeutic effects in distant tissues of the body. In this respect, the muscle functions as a factory for the production of the biopharmaceutical needed by the body. As observed in our phase II study (HPV-related cervical dysplasia), intramuscular delivery by electroporation of DNA encoded antigens has been shown to induce both humoral (antibody) and cellular (T cell) immune responses. We envision that delivery of DNA by electroporation to muscle cells will circumvent the costly and complicated production procedures of viral gene delivery vectors, bacterial gene delivery vectors protein-based drugs, conventional vaccines and monoclonal antibodies. This approach may provide long-term stable expression of a therapeutic protein or monoclonal antibody at a sustained level.

While we have generated pre-clinical and clinical evidence that intramuscular electroporation-based DNA delivery will be effective for a number of immunotherapies, electroporation of the skin may also be a relevant route of administration. Skin or intradermal administration is important and is becoming an attractive site for immunization given its high density of antigen

presenting cells (APCs). Unlike muscle, skin is the first line of defense against most pathogens and is therefore very rich in immune cells and molecules. Skin specifically contains certain cells that are known to help in generating a robust immune response. With intradermal administration of electroporation, we may be able to demonstrate a comparable immune response to muscle delivery. Drug delivery into skin, or dermal tissue, is attractive given that the skin is the largest, most accessible, and most easily monitored organ of the human body, and it is highly immuno-competent (able to recognize antigens and mount an immune response to them).

Our CELLECTRA[®] Electroporation Systems

There are several configurations in the CELLECTRA[®] device family. The first configuration covers intramuscular (IM) delivery of DNA; the second covers intradermal/subcutaneous delivery (ID) of DNA. Devices with these configurations have been validated, manufactured under Current Good Manufacturing Practices (cGMP) and are being used in human clinical trials. We have filed a device master file (MAF) with the FDA covering the use of the CELLECTRA[®] -IM EP device in human clinical trials. These devices are intended to be used in combination with a DNA plasmid-based immunotherapy.

Our past electroporation systems consisted of an electrical pulse generator box the size of a large laptop attached by a cord to a separate needle-electrode applicator. More recently we designed and have completed engineering, manufacturing, quality control, and regulatory steps to introduce a new series of devices. Bringing together groundbreaking advancements, the new CELLECTRA[®] - SP products combine the functionality of our current generation of skin and intramuscular electroporation devices in clinical testing with enhanced form, design, and portability. All components of the pulse generator and applicator are integrated into a cordless, rechargeable device. The rechargeable battery can enable immunization of several hundred subjects, making the device highly amenable to mass vaccination. The devices are designed to accommodate different electrode arrays to meet the requirements of the particular immunotherapy and targeted tissue for delivery (ie skin or muscle).

The new CELLECTRA[®]-5PSP device has been designed and developed to support the VGX-3100 phase III study, which we expect to start in 2016, and commercial product development.

Next Generation Electroporation Research and Devices

All of our electroporation delivery systems noted above can increase levels of gene expression (i.e. production of the immune-stimulating protein the immunotherapy was coded to produce) of DNA immunotherapies by 1000-fold or more compared to delivery of DNA immunotherapies via conventional injection alone. Delivery of our SynCon[®] immunotherapies into muscle or skin tissue with our electroporation systems have generated robust immune responses in humans against cervical dysplasia, influenza (H5N1 and H1N1), and HIV, as well as against other diseases in animal models.

While our current intramuscular (IM) delivery technologies are well tolerated, we are also advancing next generation, minimally invasive intradermal electroporation delivery devices. One intradermal (ID) device penetrates no more than 3 mm into the target tissue, compared to intramuscular devices that go deeper. The positive immunological effects in preclinical animal models of the optimized electroporation parameters of this minimally invasive ID EP delivery device were highlighted in September 2012 in *Human Gene Therapy* in a paper entitled, "Intradermal DNA vaccination enhanced by low-current electroporation improves antigen expression and induces robust cellular and humoral immune responses." The optimized conditions decreased required immunotherapy dose levels, increased tolerability of the vaccination, and increased the breadth of viable vaccine targets. This research was funded in part by a \$25 million HIV vaccine development contract from the National Institute of Allergy and Infectious Diseases and a \$3.1 million National Institutes of Health Director's Transformative Research Award for universal flu vaccine development.

In March 2011 we received a U.S. Department of Defense Small Business Innovation Research Grant to test the feasibility of delivering unique DNA vaccines by intradermal electroporation simultaneously to two or more spatially distinct sites on the body. Results from this research revealed that this device could allow for the delivery of multi-plasmid formulations without the risk of interference of immune responses from combination vaccines that are formulated together. This could be useful for combination immunotherapies that are rapidly formulated such as in response to emerging infectious disease threats or pandemics and could overcome the issue of limited dosing often associated with intradermal delivery. Results from this study were published in *Human Vaccines Immunotherapeutics* in a paper titled, "A multi-head intradermal electroporation device allows for tailored and increased dose DNA immunotherapy delivery to the skin."

A second ID approach is surface electroporation (SEP) using a device that sits on the skin and uses a virtually undetectable scratch to facilitate electroporation and intracellular delivery of the immunotherapy.

In October 2010 research on this minimally-invasive DNA vaccine delivery device was published in *Gene Therapy* in the paper, "Prototype development and preclinical immunogenicity analysis of a novel minimally invasive electroporation device." Using voltages averaging roughly seven times less than our current devices, this very low voltage device, which does not penetrate the skin, further enhances the previously established tolerability of Inovio's electroporation devices. DNA vaccines delivered using this device produced strong antibody and T-cell immune responses and achieved protection from lethal challenge in multiple animal models including non-human primates.

In April 2012 we received an SBIR grant to advance the development of a low-cost, non-invasive surface electroporation delivery device and test its utility in combination with Inovio's novel synthetic DNA vaccines against viruses with bioterrorism potential, including hanta, puumala, arenavirus and pandemic influenza. This project was a continuation of the DOD grant awarded in 2011. The objective was to further advance and validate this device and the resulting immune responses in appropriate animal models. The research also investigated the development and manufacture of low-cost sterile disposables for the device and the possibility of integrating dermal injection capabilities into a combined inject/EP device platform.

Subsequent to year end, in January 2016 we received a \$500,000 grant from the U.S. Army's Small Business Innovation Research (SBIR) program to further advance the development of a device capable of simultaneously administering multiple vaccines via skin-surface, needle-free electroporation delivery.

We have also been researching other avenues for needle-free, contactless electroporation technology for immunotherapy delivery. In February 2011 *Human Vaccines* published our paper entitled, "Piezoelectric permeabilization of mammalian dermal tissue for in vivo DNA delivery leads to enhanced protein expression and increased immunogenicity." This innovative electroporation method is based on the generation of an electric field or electric potential by certain materials in response to applied mechanical stress.

With the advancement of these devices our aim is to make electroporation delivery amenable to mass prophylactic vaccination by decreasing dose levels, increasing tolerability of the vaccination, increasing the breadth of viable immunotherapy targets, and enhancing portability. Our data related to influenza, HIV, malaria, and smallpox antigens demonstrate that DNA delivery with this newer generation of ID delivery including SEP devices yields levels of immunogenicity in terms of both antibody and T cell responses and/or efficacy against a virus challenge that is comparable to intramuscular electroporation devices currently in the clinic.

Corporate Development

We have entered into various arrangements with corporate, academic, and government collaborators, licensors, licensees and others. These arrangements are summarized below and elsewhere in this annual report. In addition, we conduct ongoing discussions with potential collaborators, licensors and licensees.

Strategic Partnerships and Collaborations

Inovio has two significant strategic partnerships with pharmaceutical companies and a development collaboration covering multiple disease programs.

In August 2015 we entered into a strategic cancer vaccine collaboration and license agreement with MedImmune, the global biologics research and development arm of AstraZeneca. Under the agreement, MedImmune acquired exclusive rights to Inovio's INO-3112 immunotherapy, which targets cancers caused by human papillomavirus (HPV) types 16 and 18. MedImmune intends to study INO-3112 in combination with selected immunotherapy molecules within its pipeline in HPV-driven cancers.

Under the terms of the agreement, MedImmune made an upfront payment of \$27.5 million to Inovio in the third quarter of 2015. MedImmune will fund all development costs. The agreement also calls for potential future payments totaling up to \$700 million upon reaching development and commercial milestones. Inovio is entitled to receive up to double-digit tiered royalties on INO-3112 product sales.

Within the broader collaboration, MedImmune and Inovio will develop up to two additional DNA-based cancer vaccine products not included in Inovio's current product pipeline, which MedImmune will have the exclusive rights to develop and commercialize. Inovio will receive development, regulatory and commercialization milestone payments and will be eligible to receive royalties on worldwide net sales for these additional cancer vaccine products.

This partnership represents an important step in executing Inovio's immuno-oncology combination strategy and advancing Inovio's cancer vaccine R&D pipeline. This agreement builds on the existing partnership between Inovio and MedImmune on two research and development collaborations funded by DARPA focused on developing DNA-based monoclonal antibodies for Ebola, influenza, and bacterial infections.

In September 2013 we entered into an exclusive worldwide license agreement with Roche to research, develop and commercialize our multi-antigen DNA immunotherapies targeting prostate cancer (INO-5150) and hepatitis B (INO-1800). Under the terms of the agreement, Roche made an upfront payment of \$10 million to Inovio and agreed to pay for all ongoing development costs and certain development, regulatory and commercial event based payments. Roche also agreed to potentially pay additional development event based payments if Roche pursues other indications with INO-5150 or INO-1800.

In November 2014 Roche terminated the agreement to co-develop INO-5150 as well as their research collaboration in prostate cancer. All of Roche's rights to INO-5150, including the right to license the product to other parties, were returned to

Inovio. Due to the termination the potential future event based milestone payments payable to Inovio by Roche were reduced. Inovio independently initiated a phase I clinical trial of INO-5150 in July 2015.

Inovio and Roche continue to collaborate and co-develop Inovio's DNA immunotherapy (INO-1800) against hepatitis B virus under the existing license agreement. The partners launched the phase I study of INO-1800 in April 2015.

In March 2010 we entered into a Collaboration and License Agreement (the "Agreement") with GeneOne Life Science Inc. (formerly VGX International Inc.). Under the Agreement, we granted GeneOne an exclusive license to our SynCon[®] universal influenza vaccine (the "Product") delivered with electroporation to be developed in certain countries in Asia.

As consideration for this license we have received a research and development initiation fee, as well as research support and annual license maintenance fees, and will receive royalties on net product sales. In addition, contingent upon achievement of clinical and regulatory milestones, we will receive development payments over the term of the Agreement. The Agreement also provides us with exclusive rights to supply devices for clinical and commercial purposes (including single use components) to GeneOne for use in the Product.

The term of the Agreement commenced upon execution and will extend on a country by country basis until the last to expire of all Royalty Periods for the territory (as such term is defined in the Agreement) for any Product in that country, unless the Agreement is terminated earlier in accordance with its provisions as a result of breach, by mutual agreement, or by GeneOne's right to terminate without cause upon prior written notice.

In October 2011, we entered into a product development collaboration agreement with GeneOne to co-develop our SynCon[®] immunotherapies for hepatitis B and C infections. Under the terms of the agreement, GeneOne received marketing rights for these immunotherapies in Asia, excluding Japan, and in return was to fully fund IND-enabling and initial phase I and II clinical studies. We will receive payments based on the achievement of clinical milestones and royalties based on sales in the licensed territories and will retain all commercial rights in all other territories.

In conjunction with our announcement of our Roche partnership we also announced that we reacquired the rights, title and interest to the SynCon[®] hepatitis B immunotherapy in Asia from GeneOne.

In September 2014 Inovio and GeneOne announced a collaboration in which the companies will co-develop Inovio's DNA-based Ebola vaccine through a phase I clinical trial. In April 2015 the collaborators received an award from DARPA to further advance the Ebola project. The previous collaboration agreement with GeneOne for Ebola vaccine was incorporated into this consortium funded by DAPRA. In May 2015 a phase I study of the DNA vaccine part of the project was initiated. Enrollment of this study has been completed. Details of this project are provided under Ebola above.

In May 2015 Inovio announced it will advance its DNA vaccine for MERS (Middle East Respiratory Syndrome) into a phase I clinical trial in healthy volunteers in a collaboration with GeneOne. The agreement called for GeneOne to earn milestone-based co-ownership of the immunotherapy. In January 2016 the collaborators announced the initiation of recruitment for the phase I study in partnership with the Walter Reed Army Institute of Research (WRAIR) in Maryland, where the trial is being conducted.

In January 2016 Inovio and GeneOne announced the initiation of a collaborative research program to test and advance Inovio's DNA-based vaccine for preventing and treating Zika virus.

Core DNA Immunotherapy Technology and Product License

Inovio has a core license agreement that secures the DNA-based immunotherapy technology and multiple products developed at the University of Pennsylvania (UPenn). The technology was developed in the UPenn laboratory of Professor David B. Weiner, a pioneer in the field of DNA-based vaccines and chairman of our scientific advisory board.

Under the terms of an original license agreement with the UPenn completed in 2007 we obtained exclusive worldwide rights to develop multiple DNA plasmids and constructs with the potential to treat and/or prevent HIV, HCV, HPV and influenza. The agreement also included molecular adjuvants. This agreement and subsequent amendments provide for royalty payments, based on future sales, to UPenn.

In January 2010, we announced that we expanded our existing license agreement with UPenn, adding exclusive worldwide licenses for technology and intellectual property for novel immunotherapies against pandemic influenza, Chikungunya, and FMD. The amendment also encompassed new chemokine and cytokine molecular adjuvant technologies.

In July 2011, we expanded this license agreement by adding exclusive worldwide licenses for technology and intellectual property for novel immunotherapies against prostate cancer, herpes viruses, including CMV (cytomegalovirus), malaria, hepatitis B, RSV (respiratory syncytial virus), and MRSA (methicillin-resistant staphylococcus aureus). The amendment also encompassed a new optimized IL-12 cytokine gene adjuvant.

In November 2012, we expanded this license agreement by adding worldwide rights to technology and intellectual property for novel vaccines against intestinal infections including *Clostridium difficile*, or *C. difficile*; cancer therapeutic

vaccines targeting Wilms' tumor gene or WT1; and biodefense pathogens including Ebola and the family of Filovirus such as Marburg.

In 2014 we added to our license agreement with UPenn by in-licensing expanded patents covering candidate products for DNA based antibodies and those covering dengue fever, H7N9 influenza, additional HPV serotypes, as well as certain other undisclosed cancer antigen targets. In addition, the amended agreement provides us global rights to DNA-based antibodies, immune activators (IL-21, IL-23 & IL-33), Middle East Respiratory Syndrome (MERS), and tuberculosis.

Other Collaborations and Grants

Inovio has been successful in securing many different collaborations and grants to assist the research and advancement of its DNA based immunotherapies in multiple disease.

In 2014 we acquired worldwide rights (excluding China) for early preclinical therapies addressing Alzheimer's disease and multiple sclerosis based on the academic research of Dr. Bin Wang, a professor at Fudan University's Shanghai Medical College. These newly licensed technologies are based on patent-protected and published discoveries from Dr. Wang and his collaborator, who found a novel way to generate inducible regulatory T cells, or iTregs. These novel approaches could be used to develop therapies targeting major inflammatory diseases.

In 2014 we along with the Perelman School of Medicine at the University of Pennsylvania and MedImmune were awarded \$12.2 million from the Defense Advanced Research Projects Agency (DARPA) to develop DNA-based monoclonal antibodies (mAbs) for infectious disease treatment. Together we will develop and assess the dMAbs in preclinical studies using technology developed by Penn and licensed by Inovio. The collaboration will focus on influenza virus, *Pseudomonas aeruginosa* and *Staphylococcus aureus*. Successful completion of the initial preclinical activities under the DARPA grant aims to lead to clinical studies on selected product candidates to be funded under a future increment to the award.

In 2014 VGX Animal Health, Inc. (VAH), Inovio's 85% owned subsidiary, concluded an agreement for the sale of its animal health assets to Plumblin Life Sciences, Inc. (PLS) of Korea. The assets transferred included an exclusive license with Inovio for animal applications of our growth hormone-releasing hormone (GHRH) technology and animal DNA vaccines plus a non-exclusive license to our electroporation delivery systems. In May 2015, VGX Animal Health received payment of \$1.0 million from PLS and is scheduled to receive an additional \$1.0 million payment in 2016. VGX Animal Health received 20% of the outstanding shares of PLS and received additional shares to maintain its 20% equity ownership position in PLS until equity fund-raising by PLS reached \$10.0 million in June 2015. In July 2015 Inovio's ownership in VGX Animal Health decreased from 91% to 85%. After the ownership changed, VGX Animal Health distributed its 465,364 shares of PLS to its shareholders in a pro-rata distribution. After the distribution, we held 395,758 shares, or approximately 16.9% of PLS common stock. We will receive milestone payments and royalties on product sales as well as retain the human applications of our GHRH technology.

In March 2015 the company and its academic collaborators, including the University of Pennsylvania, were awarded a new five-year \$16 million Integrated Preclinical/Clinical AIDS Vaccine Development Program grant from the National Institute of Allergy and Infectious Diseases (NIAID). The grant will fund research to expand PENNVAX[®] coverage of HIV strains as well as to further enhance antibody responses generated by the vaccine. Inovio will couple its expertise in constructing, developing and manufacturing HIV vaccines with researchers from four world-leading academic institutions (University of Pennsylvania, Emory University, Duke University and the University of Massachusetts) along with VGXi, a contract DNA plasmid manufacturer, and Waisman Biomufacturing, a contract protein manufacturer. (See the above section, HIV Preventive and Therapeutic Immune Therapies, for more details.)

In April 2015 the company received a grant from the Defense Advanced Research Projects Agency (DARPA) to lead a collaborative team to develop multiple treatment and prevention approaches against Ebola. Other collaborators are MedImmune, the global biologics research and development arm of AstraZeneca; GeneOne Life Sciences and its manufacturing subsidiary, VGXI, Inc.; and Professor David B. Weiner, PhD, professor of Pathology and Laboratory Medicine at The Perelman School of Medicine at the University of Pennsylvania, Emory University and Vanderbilt University. (See the above section, Ebola, for more details.)

In July 2015 we established a collaboration with the European Organization for Research and Treatment of Cancer (EORTC) to evaluate Inovio's immunotherapy, INO-3112, in combination with traditional chemo-radiotherapy for the treatment of patients with locally advanced stage cervical cancer. The trial, primarily funded by the EORTC, is expected to begin in 2016.

Various additional grants that have been awarded to Inovio to advance research for next-generation electroporation delivery technology are described in the above section, Electroporation Delivery Technology.

Competition

We face competition at two levels. At the highest level we face competition by an array of existing or development-stage drug and immunotherapy approaches targeting diseases we are pursuing. We are aware of various established enterprises, including major pharmaceutical companies, which are broadly engaged in vaccine/immunotherapy research and development. These include Crucell N.V (now part of J&J), Sanofi-Aventis, Novartis, Inc., GlaxoSmithKline plc, Merck, Pfizer, and MedImmune, Inc., a wholly owned subsidiary of AstraZeneca, Inc. There are also various development stage biotechnology companies involved in different immunotherapy technologies. As these companies develop their technologies, they may develop proprietary technologies which may materially and adversely affect our business.

A number of companies are developing products to specifically address diseases we are also targeting. Merck and GlaxoSmithKline have commercialized preventive vaccines against HPV to protect against cervical cancer; some companies are seeking to treat early HPV infections or low grade cervical dysplasias; LEEP is the current standard of care for treating high grade cervical dysplasia; Advaxis and Kite have therapeutic cervical cancer product candidates under development. Many companies are pursuing different approaches to prostate, breast, lung and other cancers we are targeting.

At another level we compete more specifically with companies seeking to utilize antigen-encoding DNA delivered with electroporation or other DNA delivery technologies such as viral vectors or lipid vectors to induce in vivo generated antigen production and immune responses to prevent or treat various diseases. These competitive technologies have shown promise but they each also have their unique obstacles to overcome. We believe our electroporation system is strongly positioned to succeed as the dominant delivery method for DNA-based immunotherapies.

Viral DNA Delivery

This technology utilizes a virus as a carrier to deliver genetic material into target cells. The method is very efficient for delivering immunotherapy antigens and has the advantage of mimicking real viral infection so that the recipient will mount a broad immune response against the immunotherapy. The greatest limitation of the technology stems from problems with unwanted immune responses against the viral vector, limiting its use to patients who have not been previously exposed to the viral vector and making repeated administration difficult. In addition, complexity and safety concerns increase their cost and complicate regulatory approval.

Lipid DNA Delivery

A number of lipid formulations have been developed that increase the effect of DNA/RNA immunotherapies. These work by either increasing uptake of the DNA/RNA into cells or by acting as an adjuvant, alerting the immune system. While there has been progress in this field, lipid delivery tends to be less efficient than viral vectors and is hampered by concerns regarding toxicity and increased complexity.

DNA Immunotherapy Delivery With Electroporation

There are other companies with electroporation intellectual property and devices. We believe we have significant competitive advantages over other companies focused on electroporation for multiple reasons:

- We have an extensive history and experience in developing the methods and devices that optimize the use of electroporation in conjunction with DNA-based agents. This experience has been validated with multiple sets of interim data from multiple clinical studies assessing DNA-based immunotherapies and vaccines against cancers and infectious disease. Together with our partners and collaborators, we have been the leader in establishing proof-of-principle of electroporation-delivered immunotherapies.
- We have a broad product line of electroporation instruments designed to enable DNA delivery in tumors, muscle, and skin.
- We have been very proactive in filing for patents, as well as acquiring and licensing additional patents, to expand our global patent estate.

If any of our competitors develop products with efficacy or safety profiles significantly better than our products, we may not be able to commercialize our products, and sales of any of our commercialized products could be harmed. Some of our competitors and potential competitors have substantially greater product development capabilities and financial, scientific, marketing and human resources than we do. Competitors may develop products earlier, obtain FDA approvals for products more rapidly, or develop products that are more effective than those under development by us. We will seek to expand our technological capabilities to remain competitive; however, research and development by others may render our technologies or products obsolete or noncompetitive, or result in treatments or cures superior to ours.

Our competitive position will be affected by the disease indications addressed by our product candidates and those of our competitors, the timing of market introduction for these products and the stage of development of other technologies to address these disease indications. For us and our competitors, proprietary technologies, the ability to complete clinical trials on a timely basis and with the desired results, and the ability to obtain timely regulatory approvals to market these product candidates are likely to be significant competitive factors. Other important competitive factors will include the efficacy, safety,

ease of use, reliability, availability and price of products and the ability to fund operations during the period between technological conception and commercial sales.

The FDA and other regulatory agencies may expand current requirements for public disclosure of DNA-based product development data, which may harm our competitive position with foreign and United States companies developing DNA-based products for similar indications.

Government Regulation

DNA Vaccine Product Regulation

Any pharmaceutical products we develop will require regulatory clearances prior to clinical trials and additional regulatory approvals prior to commercialization. New gene-based products for vaccine or therapeutic applications are subject to extensive regulation by the FDA and comparable agencies in other countries. Our potential products will be regulated as biological products that are used to treat or prevent disease. In the United States, drugs are subject to regulation under the Federal Food, Drug and Cosmetic Act, or the FDC Act. Biological products, in addition to being subject to provisions of the FDC Act, are regulated in the United States under the Public Health Service Act. Both statutes and related regulations govern, among other things, testing, manufacturing, safety, efficacy, labeling, storage, record keeping, advertising, and other promotional practices.

Obtaining FDA approval or comparable approval from similar agencies in other countries is a costly and time-consuming process. Generally, FDA approval requires that pre-clinical studies be conducted in the laboratory and in animal model systems to gain preliminary information on efficacy and to identify any major safety concerns. In the United States, the results of these studies are submitted as a part of an IND application which the FDA must review and allow before human clinical trials can start. The IND application includes a detailed description of the proposed clinical investigations.

A company must submit an IND application or equivalent application in other countries for each proposed product and must conduct clinical studies to demonstrate the safety and efficacy of the product necessary to obtain FDA approval or comparable approval from similar agencies in other countries. For example, in the United States, the FDA receives reports on the progress of each phase of clinical testing and may require the modification, suspension, or termination of clinical trials if an unwarranted risk is presented to patients.

To obtain FDA approval prior to marketing a pharmaceutical product in the United States typically requires several phases of clinical trials to demonstrate the safety and efficacy of the product candidate. Clinical trials are the means by which experimental treatments are tested in humans, and are conducted following pre-clinical testing. Clinical trials may be conducted within the United States or in foreign countries. If clinical trials are conducted in foreign countries, the products under development as well as the trials are subject to regulations of the FDA and/or its counterparts in the other countries. Upon successful completion of clinical trials, approval to market the treatment for a particular patient population may be requested from the FDA in the United States and/or its counterparts in other countries.

Clinical trials for therapeutic products are normally done in three phases. Phase I clinical trials are typically conducted with a small number of patients or healthy subjects to evaluate safety, determine a safe dosage range, identify side effects, and, if possible, gain early evidence of effectiveness. Phase II clinical trials are conducted with a larger group of patients to evaluate effectiveness of an investigational product for a defined patient population, and to determine common short-term side effects and risks associated with the drug. Phase III clinical trials involve large scale, multi-center, comparative trials that are conducted to evaluate the overall benefit-risk relationship of the investigational product and to provide an adequate basis for product labeling. In some special cases where the efficacy testing of a product may present a special challenge to testing in humans, such as in the case of a vaccine to protect healthy humans from a life-threatening disease that is not a naturally occurring threat, effectiveness testing may be required in animals.

After completion of clinical trials of a new product, FDA marketing approval must be obtained or equivalent approval in comparable agencies in other countries. For the FDA, if the product is regulated as a biologic, a Biologics License Application, or BLA, is required. The BLA must include results of product development activities, pre-clinical studies, and clinical trials in addition to detailed chemistry, manufacturing and control information.

Applications submitted to the FDA are subject to an unpredictable and potentially prolonged approval process. Despite good-faith communication and collaboration between the applicant and the FDA during the development process, the FDA may ultimately decide, upon final review of the data, that the application does not satisfy its criteria for approval or requires additional product development or further pre-clinical or clinical studies. Even if FDA regulatory clearances are obtained, a marketed product is subject to continual review, and later discovery of previously unknown problems or failure to comply with the applicable regulatory requirements may result in restrictions on the marketing of a product or withdrawal of the product from the market as well as possible civil or criminal sanctions.

Before marketing clearance for a product can be secured, the facility in which the product is manufactured must be inspected by the FDA and must comply with cGMP regulations. In addition, after marketing clearance is secured, the manufacturing facility must be inspected periodically for cGMP compliance by FDA inspectors.

In addition to the FDA requirements, the NIH has established guidelines for research involving human genetic materials, including recombinant DNA molecules. The FDA cooperates in the enforcement of these guidelines, which apply to all recombinant DNA research that is conducted at facilities supported by the NIH, including proposals to conduct clinical research involving gene therapies. The NIH review of clinical trial proposals and safety information is a public process and often involves review and approval by the Recombinant DNA Advisory Committee, of the NIH.

Sponsors of clinical trials are required to register and report results for all controlled clinical investigations, other than phase I investigations, of a product subject to FDA regulation. Trial registration may require public disclosure of confidential commercial development data resulting in the loss of competitive secrets, which could be commercially detrimental.

Medical Device Manufacturing Regulation

In addition, we are subject to regulation as a medical device manufacturer. We must comply with a variety of manufacturing, product development and quality regulations in order to be able to distribute our electroporation devices commercially around the world. In Europe, we must comply with the Medical Device Directives. We have a Quality System certified by its international Notified Body to be in compliance with the international Quality System Standard, ISO13485, and meeting the Annex II Quality System requirements of the MDD. We completed Annex II Conformity Assessment procedures to allow for the CE Mark of our electroporation devices.

In the United States, we are required to maintain facilities, equipment, processes and procedures that are in compliance with quality systems regulations. Our systems have been constructed to be in compliance with these regulations and our ongoing operations are conducted within these systems. Commercially distributed devices within the United States must be developed under formal design controls and be submitted to the FDA for clearance or approval. All development activity is performed according to formal procedures to ensure compliance with all design control regulations.

We employ modern manufacturing methods and controls to optimize performance and control costs. Internal capabilities and core competencies are strategically determined to optimize our manufacturing efficiency. We utilize contract manufacturers for key operations, such as clean room assembly and sterilization, which are not economically conducted in-house. We outsource significant sub-assemblies, such as populated printed circuit boards, for which capital requirements or manufacturing volumes do not justify vertical integration.

Other Regulations

We also are subject to various federal, state and local laws, regulations, and recommendations relating to safe working conditions, laboratory and manufacturing practices, the experimental use of animals, and the use and disposal of hazardous or potentially hazardous substances, including radioactive compounds and infectious disease agents, used in connection with our research. The extent of government regulation that might result from any future legislation or administrative action cannot be accurately predicted.

Commercialization and Manufacturing

Because of the broad potential applications of our technologies, we intend to develop and commercialize products both on our own and through our collaborators and licensees. We intend to develop and commercialize products in well-defined specialty markets, such as infectious diseases and cancer. Where appropriate, we intend to rely on strategic marketing and distribution alliances.

We believe our plasmids can be produced in commercial quantities through uniform methods of fermentation and processing that are applicable to all plasmids. We believe we will be able to obtain sufficient supplies of plasmids for all foreseeable clinical investigations.

Relationship with GeneOne

In March 2014, the Company's affiliated entity VGX International Inc. changed its name to GeneOne Life Sciences ("GeneOne").

We acquired an equity interest in GeneOne in 2005. As of December 31, 2015, we owned 10.2% of the outstanding capital stock of GeneOne and GeneOne owned 73,590 shares of our common stock. To our knowledge, none of our current officers, directors, or key employees beneficially owns, directly or indirectly, any securities of GeneOne.

In 2008 we sold our manufacturing operations (including patent rights to certain manufacturing technology) to VGXI, Inc., a wholly-owned United States subsidiary of GeneOne. In connection with this transfer we entered into a Supply Agreement pursuant to which VGXI, Inc., a cGMP contract manufacturer, produces and supplies the DNA plasmids for all of

our research and early clinical trials. The price of the plasmids we purchase from VGXI, Inc. is determined by us and GeneOne at the time of order placement or, with respect to product supplied in connection with a grant contract, based on the contracted bid provided by the applicable agency. We agreed to treat GeneOne and its subsidiary as our most favored supplier for DNA plasmids and GeneOne and its subsidiary agreed to treat us as their most favored customer. Before we can manufacture DNA plasmids on our own behalf or engage a third party other than GeneOne or its subsidiary to manufacture DNA plasmids for us, we must first offer such manufacturing work to GeneOne or its subsidiary.

We have also entered into license and collaboration agreements pursuant to which we have granted GeneOne exclusive rights to certain of our product candidates in certain jurisdictions. For example, GeneOne has exclusive rights in countries in Asia including Korea to our VGX-3400X and INO-3510 for treatment of flu and our hepatitis C program. In exchange for these rights, GeneOne shares the development costs for some of our product candidates. Prior to signing the Roche Agreement, we reacquired the rights, title and interest to hepatitis B in Asia previously licensed to GeneOne. As a result, we paid \$300,000 to GeneOne as of December 31, 2013 based on the up-front payment received from Roche.

On September 23, 2014, we entered into a Collaborative Development Agreement with GeneOne to co-develop an Ebola vaccine through phase I clinical trials. In July 2015, we amended the Agreement with an effective date of April 2015 to change control of development in return for the payment of certain development fees.

On May 26, 2015, we entered into a Collaborative Development Agreement with GeneOne to co-develop a DNA vaccine for MERS (Middle East Respiratory Syndrome) through phase I clinical trials.

In January 2016 Inovio and GeneOne announced the initiation of a collaborative research program to test and advance Inovio's DNA-based vaccine for preventing and treating Zika virus.

For the years ended December 31, 2015 and 2014, we recognized revenue from GeneOne of \$450,000 and \$479,000, respectively, which consisted of licensing, collaborative research and development arrangements and other fees. Operating expenses related to GeneOne for the years ended December 31, 2015 and 2014 were \$6.9 million and \$4.2 million, respectively, primarily related to biologics manufacturing. At December 31, 2015 and 2014 the Company had an accounts receivable balance of \$4,000 and \$2,000, respectively, and an accounts payable and accrued liability balance of \$165,000 and \$28,000, respectively, related to GeneOne and its subsidiaries. At December 31, 2015 and 2014, \$373,000 and \$260,000 of prepayments made to GeneOne were classified as long-term other assets on the consolidated balance sheet.

Intellectual Property

Patents and other proprietary rights are essential to our business. We file patent applications to protect our technologies, inventions and improvements to our inventions that we consider important to the development of our business. We file for patent registration extensively in the United States and in key foreign markets. Although our patent filings include claims covering various features of our products and product candidates, including composition, methods of manufacture and use, our patents do not provide us with complete protection, or guarantee, against the development of competing products. In addition, some of our know-how and technology are not patentable. We thus also rely upon trade secrets, know-how, continuing technological innovations and licensing opportunities to develop and maintain our competitive position. We also require employees, consultants, advisors and collaborators to enter into confidentiality agreements, but such agreements may provide limited protection for our trade secrets, know-how or other proprietary information.

Our intellectual property portfolio covers our proprietary technologies, including electroporation delivery and vaccine related technologies. As of December 31, 2015, our patent portfolio included over 121 issued United States patents and 398 issued foreign counterpart patents.

Key vaccine related technology patents and published patent applications include the following:

- US Pat No. 7,173,116, entitled, "Nucleic Acid Formulations For Gene Delivery And Methods Of Use"
- US Pat No. 7,846,720, entitled, "Optimized High Yield Synthetic Plasmids"
- US Pat. No. 8,133,723, entitled, "Novel Vaccines Against Multiple Subtypes Of Influenza"
- US Pat. No. 8,168,769, entitled, "Improved Vaccines and Methods for Using the Same," with claims directed to HPV vaccine products.
- US Pat. No. 8,178,660, entitled, "Vaccines And Immunotherapeutics Using Codon Optimized IL-15 And Methods For Using The Same"
- US Pat No. 8,535,687, entitled, "Smallpox DNA Vaccine And The Antigens Therein That Elicit An Immune Response"
- US Pat No. 8,697,084, entitled, "HIV Consensus Envelop Sequences And Methods For Using The Same"
- US Pat No. 8,835,620, "Novel Vaccines Against Multiple Subtypes Of Influenza Virus"

- US Pat No. 8,852,609, entitled, “Consensus Sequences of Chikungunya Viral Proteins, Nucleic Acid Molecules Encoding the Same and Compositions and Methods for Using the Same”
- US Pat No. 8,927,692, entitled, “Consensus Prostate Antigens, Nucleic Acid Molecule Encoding The Same And Vaccine And Uses Comprising The Same”
- US Pat No. 8,961,994, entitled, “DNA CONSTRUCTS ELICITING IMMUNE RESPONSE AGAINST FLAVIVIRUS AND EFFECTIVE ADJUVANTS”
- US Pat. No. 9,034,313, entitled, “Nucleic Acid Molecules Encoding Rantes, and Compositions and Methods of Using The Same”
- US Pat. Nos. 9,050,287 and 8,389,706, entitled, “Vaccines for Human Papilloma Virus and Methods for Using the Same”
- US Pat Nos. 9,156,891, 9,156,890, 8,921,536, and 8,829,174, "Improved HCV Vaccines And Methods For Using The Same"
- US Pat. No. 9,192,660 and 8,298,820, entitled, “Influenza Nucleic Acid Molecules and Vaccines Made Therefrom”

Key electroporation related patents covering range of field strengths include the following:

- US Pat No. 6,939,862 issued September 6, 2005
- US Pat No. 6,958,060 issued October 25, 2005
- US Pat No. 6,261,281 issued July 17, 2001
- US Pat No. 6,110,161 issued August 29, 2000
- US Pat No. 6,697,669, entitled, “Skin and muscle-targeted gene therapy by pulsed electrical field”
- US Pat No. 7,664,545, entitled, “Electrode assembly for constant-current electroporation and use”
- US Pat No. 7,245,963, entitled, “Electrode assembly for constant-current electroporation and use”
- US Pat No. 7,328,064, entitled, “Electroporation device and injection apparatus,” with claims directed to methods of delivering an agent plus electroporation.
- US Pat No. 7,922,709, entitled, “Enhanced delivery of naked DNA to skin by non-invasive in vivo electroporation.”
- US Pat No. 8,209,006, entitled, “Constant current electroporation device and methods of use.”

If we fail to protect our intellectual property rights adequately our competitors might gain access to our technology and our business would thus be harmed. In addition, defending our intellectual property rights might entail significant expense. Any of our intellectual property rights may be challenged by others or invalidated through administrative processes or litigation through the courts. In addition, our patents, or any other patents that may be issued to us in the future, may not provide us with any competitive advantages, or may be challenged by third parties. Furthermore, legal standards relating to the validity, enforceability and scope of protection of intellectual property rights are uncertain. Effective patent, trademark, copyright and trade secret protection may not be available to us in each country where we operate. The laws of some foreign countries may not be as protective of intellectual property rights as those in the United States, and domestic and international mechanisms for enforcement of intellectual property rights in those countries may be inadequate. Accordingly, despite our efforts, we may be unable to prevent third parties from infringing upon or misappropriating our intellectual property or otherwise gaining access to our technology. We may be required to expend significant resources to monitor and protect our intellectual property rights. We may initiate claims or litigation against third parties for infringement of our proprietary rights or to establish the validity of our proprietary rights. Any such litigation, whether or not it is ultimately resolved in our favor, would result in significant expense to us and divert the efforts of our technical and management personnel.

There may be rights we are not aware of, including applications that have been filed but not published that, when issued, could be asserted against us. These third-parties could bring claims against us, and that would cause us to incur substantial expenses and, if successful against us, could cause us to pay substantial damages. Further, if a patent infringement suit were brought against us, we could be forced to stop or delay research, development, manufacturing or sales of the product or biologic drug candidate that is the subject of the suit. As a result of patent infringement claims, or in order to avoid potential claims, we may choose or be required to seek a license from the third-party. These licenses may not be available on acceptable terms, or at all. Even if we are able to obtain a license, the license would likely obligate us to pay license fees or royalties or both, and the rights granted to us might be non-exclusive, which could result in our competitors gaining access to the same intellectual property. Ultimately, we 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 are unable to enter into licenses

on acceptable terms. All of the issues described above could also impact our collaborators, which would also impact the success of the collaboration and therefore us.

Important legal issues remain to be resolved as to the extent and scope of available patent protection for biologic products, including vaccines, and processes in the United States and other important markets outside the United States, such as Europe and Japan. Foreign markets may not provide the same level of patent protection as provided under the United States patent system. We recognize that litigation or administrative proceedings may be necessary to determine the validity and scope of certain of our and others' proprietary rights. Any such litigation or proceeding may result in a significant commitment of resources in the future and could force us to interrupt our operations, redesign our products or processes, or negotiate a license agreement, all of which would adversely affect our revenue. Furthermore, changes in, or different interpretations of, patent laws in the United States and other countries may result in patent laws that allow others to use our discoveries or develop and commercialize our products.

We cannot guarantee that the patents we obtain or the unpatented technology we hold will afford us significant commercial protection.

Significant Customers and Research and Development

During the year ended December 31, 2015, we derived 40% of our revenue from MedImmune. During the years ended December 31, 2015 and 2014, we derived 27% and 70% of our revenue from Roche, respectively. Since our inception, virtually all of our activities have consisted of research and development efforts related to developing our electroporation technologies and immunotherapies. Research and development expense consists of expenses incurred in performing research and development activities including salaries and benefits, facilities and other overhead expenses, clinical trials, contract services and other outside expenses. Our research and development expense was \$ 57.8 million in 2015 and \$34.1 million in 2014.

Corporate History and Headquarters

Inovio Pharmaceuticals, Inc. has been a leader in advancing the capabilities of DNA-based immunotherapies to treat infectious diseases and cancers going back to the original incorporation of Viral Genomix, Inc. under the laws of Delaware on April 17, 2000. The company was renamed VGX Pharmaceuticals, Inc. on May 31, 2006. On February 21, 2007, VGX Pharmaceuticals acquired Advisys, Inc., a company possessing DNA and electroporation technology, through an asset purchase agreement. On April 14, 2007, VGX Pharmaceuticals entered into an exclusive license agreement with the Trustees of the University of Pennsylvania related to therapeutic and prophylactic DNA vaccines developed by Professor David B. Weiner at the University of Pennsylvania School of Medicine.

Recognizing the value of electroporation delivery technology, devices, and patents in advancing DNA-based immunotherapy products, on June 1, 2009, VGX Pharmaceuticals, completed a merger with Inovio Biomedical Corporation, a publicly listed company focused on electroporation delivery technology. Inovio Biomedical Corporation was incorporated in Delaware on June 15, 2001. This merger was pursuant to the terms of an Amended and Restated Agreement and Plan of Merger dated December 5, 2008, as further amended on March 31, 2009.

On May 14, 2010, the entity changed its corporate name to Inovio Pharmaceuticals, Inc. Inovio Pharmaceuticals conducts its business through our United States wholly-owned subsidiaries, VGX Pharmaceuticals, LLC and Genetronics, Inc. On September 4, 2014, Inovio Pharmaceuticals provided notice to the NYSE MKT that it would voluntarily transfer the listing of its common stock, par value \$0.001 per share (the "Common Stock"), from NYSE MKT to the NASDAQ Global Select Market ("NASDAQ"). The Common Stock was approved for listing on NASDAQ and began trading on NASDAQ on September 15, 2014.

Our corporate headquarters is located at 660 W. Germantown Pike, Suite 100, Plymouth Meeting, Pennsylvania 19462, and the telephone number is (267) 440-4200. Inovio Pharmaceuticals (NASDAQ: INO) is focused on advancing products based on its integrated technology platform consisting of its SynCon[®] DNA immunotherapies and vaccines delivered with its CELLECTRA[®] electroporation delivery devices.

The device-focused Inovio Biomedical Corporation started as Biotechnologies & Experimental Research, Inc. and was incorporated on June 29, 1983 in California to create products for the research marketplace. The company changed its corporate name to BTX, Inc. on December 10, 1991, and to Genetronics, Inc. on February 8, 1994. On April 14, 1994, Genetronics, Inc. became a public company through a share exchange agreement with Consolidated United Safety Technologies, Inc., a company listed on the Vancouver Stock Exchange under the laws of British Columbia, Canada. The company changed its name to Genetronics Biomedical Ltd. on September 29, 1994. Genetronics, Inc. remained as a wholly owned operating subsidiary. On September 2, 1997, the company listed on the Toronto Stock Exchange. On December 8, 1998, the company listed on the American Stock Exchange (NYSE MKT) and voluntarily de-listed from the Toronto Stock

Exchange on January 17, 2003. On June 15, 2001, Genetronics Biomedical Ltd. completed a change in jurisdiction of incorporation from British Columbia, Canada, to the state of Delaware and became Genetronics Biomedical Corporation. On January 25, 2005, Genetronics Biomedical Corporation acquired Inovio AS, a gene delivery technology company located in Norway. On March 31, 2005, Genetronics Biomedical Corporation was renamed Inovio Biomedical Corporation.

Available Information

Our Internet website address is www.inovio.com. We make our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, Forms 3, 4, and 5 filed on behalf of directors and executive officers, and any amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, or the Exchange Act, available free of charge on our website as soon as reasonably practicable after we electronically file such material with, or furnish it to, the Securities and Exchange Commission, or the SEC. You can also read and copy any materials we file with the SEC at the SEC's Public Reference Room at 100 F Street, NE, Washington, DC 20549. You can obtain additional information about the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. In addition, the SEC maintains an Internet site (www.sec.gov) that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC, including us.

Information regarding our corporate governance, including the charters of our audit committee, our nomination and corporate governance committee and our compensation committee, our Code of Business Conduct and Ethics, our Corporate Governance Policy and information for contacting our board of directors is available on our Internet site (www.inovio.com). We will provide any of the foregoing information without charge upon request to Peter Kies, 10480 Wateridge Circle, San Diego, CA, 92121.

Our Code of Business Conduct and Ethics includes our Code of Ethics applicable to our Chief Executive Officer and Chief Financial Officer, who also serves as our principal accounting officer. Any amendments to or waivers of the Code of Ethics will be promptly posted on our Internet site (www.inovio.com) or in a report on Form 8-K, as required by applicable law.

Employees

As of March 8, 2016, we employed 157 people on a full-time basis and 13 people under consulting and project employment agreements. Of the combined total, 134 were in product research, which includes research and development, quality assurance, clinical, engineering, and manufacturing, and 36 were in general and administrative, which includes corporate development, information technology, legal, investor relations, finance, and corporate administration. None of our employees are subject to collective bargaining agreements.

ITEM 1A. RISK FACTORS

You should carefully consider the following factors regarding information included in this Annual Report. 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 deem immaterial also may impair our business operations. If any of the following risks actually occur, our business, financial condition and operating results could be materially adversely affected.

Risks Related to Our Business and Industry

We have incurred losses since inception, expect to incur significant net losses in the foreseeable future and may never become profitable.

We have experienced significant operating losses to date; as of December 31, 2015 our accumulated deficit was approximately \$ 361.1 million. We have generated limited revenues, primarily consisting of license and grant revenue, and interest income. We expect to continue to incur substantial additional operating losses for at least the next several years as we advance our clinical trials and research and development activities. We may never successfully commercialize our vaccine product candidates or electroporation-based synthetic vaccine delivery technology and thus may never have any significant future revenues or achieve and sustain profitability.

We have limited sources of revenue and our success is dependent on our ability to develop our vaccine and other product candidates and electroporation equipment.

We do not sell any products and may not have any other products commercially available for several years, if at all. Our ability to generate future revenues depends heavily on our success in:

- developing and securing United States and/or foreign regulatory approvals for our product candidates, including securing regulatory approval for conducting clinical trials with product candidates;
- developing our electroporation-based DNA delivery technology; and
- commercializing any products for which we receive approval from the FDA and foreign regulatory authorities.

Our electroporation equipment and product candidates will require extensive additional clinical study and evaluation, regulatory approval in multiple jurisdictions, substantial investment and significant marketing efforts before we generate any revenues from product sales. We are not permitted to market or promote our electroporation equipment and product candidates before we receive regulatory approval from the FDA or comparable foreign regulatory authorities. If we do not receive regulatory approval for and successfully commercialize any products, we will not generate any revenues from sales of electroporation equipment and products, and we may not be able to continue our operations.

None of our human vaccine product candidates has been approved for sale, and we may not develop commercially successful vaccine products.

Our human vaccine programs are in the early stages of research and development, and currently include vaccine product candidates in discovery, pre-clinical studies and phase I and II clinical studies. There is limited data regarding the efficiency of synthetic vaccines compared with conventional vaccines, and we must conduct a substantial amount of additional research and development before any regulatory authority will approve any of our vaccine product candidates. The success of our efforts to develop and commercialize our vaccine product candidates could fail for a number of reasons. For example, we could experience delays in product development and clinical trials. Our vaccine product candidates could be found to be ineffective or unsafe, or otherwise fail to receive necessary regulatory clearances. The products, if safe and effective, could be difficult to manufacture on a large scale or uneconomical to market, or our competitors could develop superior vaccine products more quickly and efficiently or more effectively market their competing products.

In addition, adverse events, or the perception of adverse events, relating to vaccines and vaccine delivery technologies may negatively impact our ability to develop commercially successful vaccine products. For example, pharmaceutical companies have been subject to claims that the use of some pediatric vaccines has caused personal injuries, including brain damage, central nervous system damage and autism. These and other claims may influence public perception of the use of vaccine products and could result in greater governmental regulation, stricter labeling requirements and potential regulatory delays in the testing or approval of our potential products.

We will need substantial additional capital to develop our synthetic vaccine and electroporation delivery technology and other product candidates and for our future operations.

Conducting the costly and time consuming research, pre-clinical and clinical testing necessary to obtain regulatory approvals and bring our vaccine delivery technology and product candidates to market will require a commitment of substantial funds in excess of our current capital. Our future capital requirements will depend on many factors, including, among others:

- the progress of our current and new product development programs;
- the progress, scope and results of our pre-clinical and clinical testing;
- the time and cost involved in obtaining regulatory approvals;
- the cost of manufacturing our products and product candidates;
- the cost of prosecuting, enforcing and defending against patent infringement claims and other intellectual property rights;
- competing technological and market developments; and
- our ability and costs to establish and maintain collaborative and other arrangements with third parties to assist in potentially bringing our products to market.

Additional financing may not be available on acceptable terms, or at all. Domestic and international capital markets have been experiencing heightened volatility and turmoil, making it more difficult to raise capital through the issuance of equity securities. Furthermore, as a result of the recent volatility in the capital markets, the cost and availability of credit has been and may continue to be adversely affected by illiquid credit markets and wider credit spreads. Concern about the stability of the

markets generally and the strength of counterparties specifically has led many lenders and institutional investors to reduce, and in some cases cease to provide, funding to borrowers. To the extent we are able to raise additional capital through the sale of equity securities or we issue securities in connection with another transaction, the ownership position of existing stockholders could be substantially diluted. If additional funds are raised through the issuance of preferred stock or debt securities, these securities are likely to have rights, preferences and privileges senior to our common stock and may involve significant fees, interest expense, restrictive covenants and the granting of security interests in our assets. Fluctuating interest rates could also increase the costs of any debt financing we may obtain. Raising capital through a licensing or other transaction involving our intellectual property could require us to relinquish valuable intellectual property rights and thereby sacrifice long-term value for short-term liquidity.

Our failure to successfully address ongoing liquidity requirements would have a substantially negative impact on our business. If we are unable to obtain additional capital on acceptable terms when needed, we may need to take actions that adversely affect our business, our stock price and our ability to achieve cash flow in the future, including possibly surrendering our rights to some technologies or product opportunities, delaying our clinical trials or curtailing or ceasing operations.

We depend upon key personnel who may terminate their employment with us at any time and we may need to hire additional qualified personnel in order to obtain financing, pursue collaborations or develop or market our product candidates.

The success of our business strategy will depend to a significant degree upon the continued services of key management, technical and scientific personnel and our ability to attract and retain additional qualified personnel and managers, including personnel with expertise in clinical trials, government regulation, manufacturing, marketing and other areas. Competition for qualified personnel is intense among companies, academic institutions and other organizations. If we are unable to attract and retain key personnel and advisors, it may negatively affect our ability to successfully develop, test, commercialize and market our products and product candidates.

We face intense and increasing competition and many of our competitors have significantly greater resources and experience.

If any of our competitors develop products with efficacy or safety profiles significantly better than our products, we may not be able to commercialize our products, and sales of any of our commercialized products could be harmed. Some of our competitors and potential competitors have substantially greater product development capabilities and financial, scientific, marketing and human resources than we do. Competitors may develop products earlier, obtain FDA approvals for products more rapidly, or develop products that are more effective than those under development by us. We will seek to expand our technological capabilities to remain competitive; however, research and development by others may render our technologies or products obsolete or noncompetitive, or result in treatments or cures superior to ours.

Many other companies are pursuing other forms of treatment or prevention for diseases that we target. For example, many of our competitors are working on developing and testing H5N1, H1N1 and universal influenza vaccines, and several H1N1 vaccines developed by our competitors have been approved for human use. Our competitors and potential competitors include large pharmaceutical and medical device companies and more established biotechnology companies. These companies have significantly greater financial and other resources and greater expertise than us in research and development, securing government contracts and grants to support research and development efforts, manufacturing, pre-clinical and clinical testing, obtaining regulatory approvals and marketing. This may make it easier for them to respond more quickly than us to new or changing opportunities, technologies or market needs. Many of these competitors operate large, well-funded research and development programs and have significant products approved or in development. Small companies may also prove to be significant competitors, particularly through collaborative arrangements with large pharmaceutical companies or through acquisition or development of intellectual property rights. Our potential competitors also include academic institutions, governmental agencies and other public and private research organizations that conduct research, seek patent protection and establish collaborative arrangements for product and clinical development and marketing. Research and development by others may seek to render our technologies or products obsolete or noncompetitive.

If we lose or are unable to secure collaborators or partners, or if our collaborators or partners do not apply adequate resources to their relationships with us, our product development and potential for profitability will suffer.

We have entered into, or may enter into, distribution, co-promotion, partnership, sponsored research and other arrangements for development, manufacturing, sales, marketing and other commercialization activities relating to our products. For example, in the past we have entered into license and collaboration agreements. The amount and timing of resources applied by our collaborators are largely outside of our control.

If any of our current or future collaborators breaches or terminates our agreements, or fails to conduct our collaborative activities in a timely manner, our commercialization of products could be diminished or blocked completely. It is possible that collaborators will change their strategic focus, pursue alternative technologies or develop alternative products, either on their

own or in collaboration with others. Further, we may be forced to fund programs that were previously funded by our collaborators, and we may not have, or be able to access, the necessary funding. The effectiveness of our partners, if any, in marketing our products will also affect our revenues and earnings.

We desire to enter into new collaborative agreements. However, we may not be able to successfully negotiate any additional collaborative arrangements and, if established, these relationships may not be scientifically or commercially successful. Our success in the future depends in part on our ability to enter into agreements with other highly-regarded organizations. This can be difficult due to internal and external constraints placed on these organizations. Some organizations may have insufficient administrative and related infrastructure to enable collaborations with many companies at once, which can extend the time it takes to develop, negotiate and implement a collaboration. Once news of discussions regarding possible collaborations are known in the medical community, regardless of whether the news is accurate, failure to announce a collaborative agreement or the entity's announcement of a collaboration with another entity may result in adverse speculation about us, resulting in harm to our reputation and our business.

Disputes could also arise between us and our existing or future collaborators, as to a variety of matters, including financial and intellectual property matters or other obligations under our agreements. These disputes could be both expensive and time-consuming and may result in delays in the development and commercialization of our products or could damage our relationship with a collaborator.

A small number of licensing partners and government contracts account for a substantial portion of our revenue.

We currently derive, and in the past we have derived, a significant portion of our revenue from a limited number of licensing partners and government grants and contracts. Revenue can fluctuate significantly depending on the timing of up-front and event-based payments and work performed. If we fail to sign additional future contracts with major licensing partners and the government, if a contract is delayed or deferred, or if an existing contract expires or is canceled and we fail to replace the contract with new business, our revenue would be adversely affected.

We have agreements with government agencies, which are subject to termination and uncertain future funding.

We have entered into agreements with government agencies, such as the NIAID and the US Army, and we intend to continue entering into these agreements in the future. Our business is partially dependent on the continued performance by these government agencies of their responsibilities under these agreements, including adequate continued funding of the agencies and their programs. We have no control over the resources and funding that government agencies may devote to these agreements, which may be subject to annual renewal and which generally may be terminated by the government agencies at any time.

Government agencies may fail to perform their responsibilities under these agreements, which may cause them to be terminated by the government agencies. In addition, we may fail to perform our responsibilities under these agreements. Many of our government agreements are subject to audits, which may occur several years after the period to which the audit relates. If an audit identifies significant unallowable costs, we could incur a material charge to our earnings or reduction in our cash position. As a result, we may be unsuccessful entering, or ineligible to enter, into future government agreements.

Our quarterly operating results may fluctuate significantly.

We expect our operating results to be subject to quarterly fluctuations. Our net loss and other operating results will be affected by numerous factors, including:

- variations in the level of expenses related to our electroporation equipment, product candidates or future development programs;
- expenses related to corporate transactions, including ones not fully completed;
- addition or termination of clinical trials or funding support;
- any intellectual property infringement lawsuit in which we may become involved;
- any legal claims that may be asserted against us or any of our officers;
- regulatory developments affecting our electroporation equipment and product candidates or those of our competitors;
- our execution of any collaborative, licensing or similar arrangements, and the timing of payments we may make or receive under these arrangements; and
- if any of our products receives regulatory approval, the levels of underlying demand for our products.

If our quarterly operating results fall below the expectations of investors or securities analysts, the price of our common stock could decline substantially. Furthermore, any quarterly fluctuations in our operating results may, in turn, cause the price of our stock to fluctuate substantially. We believe that quarterly comparisons of our financial results are not necessarily meaningful and should not be relied upon as an indication of our future performance.

If we are unable to obtain FDA approval of our products, we will not be able to commercialize them in the United States.

We need FDA approval prior to marketing our electroporation equipment and products in the United States. If we fail to obtain FDA approval to market our electroporation equipment and product candidates, we will be unable to sell our products in the United States, which will significantly impair our ability to generate any revenues.

This regulatory review and approval process, which includes evaluation of pre-clinical studies and clinical trials of our products as well as the evaluation of our manufacturing processes and our third-party contract manufacturers' facilities, is lengthy, expensive and uncertain. To receive approval, we must, among other things, demonstrate with substantial evidence from well-controlled clinical trials that our electroporation equipment and product candidates are both safe and effective for each indication for which approval is sought. Satisfaction of the approval requirements typically takes several years and the time needed to satisfy them may vary substantially, based on the type, complexity and novelty of the product. We do not know if or when we might receive regulatory approvals for our electroporation equipment and any of our product candidates currently under development. Moreover, any approvals that we obtain may not cover all of the clinical indications for which we are seeking approval, or could contain significant limitations in the form of narrow indications, warnings, precautions or contraindications with respect to conditions of use. In such event, our ability to generate revenues from such products would be greatly reduced and our business would be harmed.

The FDA has substantial discretion in the approval process and may either refuse to consider our application for substantive review or may form the opinion after review of our data that our application is insufficient to allow approval of our electroporation equipment and product candidates. If the FDA does not consider or approve our application, it may require that we conduct additional clinical, pre-clinical or manufacturing validation studies and submit that data before it will reconsider our application. Depending on the extent of these or any other studies, approval of any applications that we submit may be delayed by several years, or may require us to expend more resources than we have available. It is also possible that additional studies, if performed and completed, may not be successful or considered sufficient by the FDA for approval or even to make our applications approvable. If any of these outcomes occur, we may be forced to abandon one or more of our applications for approval, which might significantly harm our business and prospects.

It is possible that none of our products or any product we may seek to develop in the future will ever obtain the appropriate regulatory approvals necessary for us or our collaborators to commence product sales. Any delay in obtaining, or an inability to obtain, applicable regulatory approvals would prevent us from commercializing our products, generating revenues and achieving and sustaining profitability.

Clinical trials involve a lengthy and expensive process with an uncertain outcome, and results of earlier studies and trials may not be predictive of future trial results.

Clinical testing is expensive and can take many years to complete, and its outcome is uncertain. Failure can occur at any time during the clinical trial process. The results of pre-clinical studies and early clinical trials of our products may not be predictive of the results of later-stage clinical trials. Results from one study may not be reflected or supported by the results of similar studies. Results of an animal study may not be indicative of results achievable in human studies. Human-use equipment and product candidates in later stages of clinical trials may fail to show the desired safety and efficacy traits despite having progressed through pre-clinical studies and initial clinical testing. The time required to obtain approval by the FDA and similar foreign authorities is unpredictable but typically takes many years following the commencement of clinical trials, depending upon numerous factors. In addition, approval policies, regulations, or the type and amount of clinical data necessary to gain approval may change. We have not obtained regulatory approval for any human-use products.

Our products could fail to complete the clinical trial process for many reasons, including the following:

- we may be unable to demonstrate to the satisfaction of the FDA or comparable foreign regulatory authorities that our electroporation equipment and a product candidate are safe and effective for any indication;
- the results of clinical trials may not meet the level of statistical significance required by the FDA or comparable foreign regulatory authorities for approval;
- the FDA or comparable foreign regulatory authorities may disagree with the design or implementation of our clinical trials;
- we may not be successful in enrolling a sufficient number of participants in clinical trials;

- we may be unable to demonstrate that our electroporation equipment and a product candidate's clinical and other benefits outweigh its safety risks;
- we may be unable to demonstrate that our electroporation equipment and a product candidate presents an advantage over existing therapies, or over placebo in any indications for which the FDA requires a placebo-controlled trial;
- the FDA or comparable foreign regulatory authorities may disagree with our interpretation of data from pre-clinical studies or clinical trials;
- the data collected from clinical trials of our product candidates may not be sufficient to support the submission of a new drug application or other submission or to obtain regulatory approval in the United States or elsewhere;
- the FDA or comparable foreign regulatory authorities may fail to approve the manufacturing processes or facilities of us or third-party manufacturers with which we or our collaborators contract for clinical and commercial supplies; and
- the approval policies or regulations of the FDA or comparable foreign regulatory authorities may significantly change in a manner rendering our clinical data insufficient for approval.

Delays in the commencement or completion of clinical testing could result in increased costs to us and delay or limit our ability to generate revenues.

Delays in the commencement or completion of clinical testing could significantly affect our product development costs. We do not know whether planned clinical trials will begin on time or be completed on schedule, if at all. In addition, ongoing clinical trials may not be completed on schedule, or at all. The commencement and completion of clinical trials can be delayed for a number of reasons, including delays related to:

- obtaining regulatory approval to commence a clinical trial;
- adverse results from third party clinical trials involving gene based therapies and the regulatory response thereto;
- reaching agreement on acceptable terms with prospective CROs and trial sites, the terms of which can be subject to extensive negotiation and may vary significantly among different CROs and trial sites;
- future bans or stricter standards imposed on gene based therapy clinical trials;
- manufacturing sufficient quantities of our electroporation equipment and product candidates for use in clinical trials;
- obtaining institutional review board, or IRB, approval to conduct a clinical trial at a prospective site;
- slower than expected recruitment and enrollment of patients to participate in clinical trials for a variety of reasons, including competition from other clinical trial programs for similar indications;
- conducting clinical trials with sites internationally due to regulatory approvals and meeting international standards;
- retaining patients who have initiated a clinical trial but may be prone to withdraw due to side effects from the therapy, lack of efficacy or personal issues, or who are lost to further follow-up;
- collecting, reviewing and analyzing our clinical trial data; and
- global unrest, terrorist activities, and economic and other external factors.

Clinical trials may also be delayed as a result of ambiguous or negative interim results. In addition, a clinical trial may be suspended or terminated by us, the FDA, the IRB overseeing the clinical trial at issue, any of our clinical trial sites with respect to that site, or other regulatory authorities due to a number of factors, including:

- failure to conduct the clinical trial in accordance with regulatory requirements or our clinical protocols;
- inspection of the clinical trial operations or trial sites by the FDA or other regulatory authorities resulting in the imposition of a clinical hold;
- unforeseen safety issues; and
- lack of adequate funding to continue the clinical trial.

If we experience delays in completion of, or if we terminate, any of our clinical trials, the commercial prospects for our electroporation equipment and our product candidates may be harmed and our ability to generate product revenues will be delayed. In addition, many of the factors that cause, or lead to, a delay in the commencement or completion of clinical trials may also ultimately lead to the denial of regulatory approval of a product candidate. Further, delays in the commencement or completion of clinical trials may adversely affect the trading price of our common stock.

We and our collaborators rely on third parties to conduct our clinical trials. If these third parties do not successfully carry out their contractual duties or meet expected deadlines, we and our collaborators may not be able to obtain regulatory approval for or commercialize our product candidates.

We and our collaborators have entered into agreements with CROs to provide monitors for and to manage data for our on-going clinical programs. We and the CROs conducting clinical trials for our electroporation equipment and product candidates are required to comply with current good clinical practices, or GCPs, regulations and guidelines enforced by the FDA for all of our products in clinical development. The FDA enforces GCPs through periodic inspections of trial sponsors, principal investigators and trial sites. If we or the CROs conducting clinical trials of our product candidates fail to comply with applicable GCPs, the clinical data generated in the clinical trials may be deemed unreliable and the FDA may require additional clinical trials before approving any marketing applications.

If any relationships with CROs terminate, we or our collaborators may not be able to enter into arrangements with alternative CROs. In addition, these third-party CROs are not our employees, and we cannot control whether or not they devote sufficient time and resources to our on-going clinical programs or perform trials efficiently. These CROs may also have relationships with other commercial entities, including our competitors, for whom they may also be conducting clinical studies or other drug development activities, which could harm our competitive position. If CROs do not successfully carry out their contractual duties or obligations or meet expected deadlines, if they need to be replaced, or if the quality or accuracy of the clinical data they obtain is compromised due to the failure to adhere to our clinical protocols, regulatory requirements, or for other reasons, our clinical trials may be extended, delayed or terminated, and we may not be able to obtain regulatory approval for or successfully commercialize our product candidates. As a result, our financial results and the commercial prospects for our product candidates would be harmed, our costs could increase and our ability to generate revenues could be delayed. Cost overruns by or disputes with our CROs may significantly increase our expenses.

Even if our products receive regulatory approval, they may still face future development and regulatory difficulties.

Even if United States regulatory approval is obtained, the FDA may still impose significant restrictions on a product's indicated uses or marketing or impose ongoing requirements for potentially costly post-approval studies. This governmental oversight may be particularly strict with respect to gene based therapies. Our products will also be subject to ongoing FDA requirements governing the labeling, packaging, storage, advertising, promotion, record keeping and submission of safety and other post-market information. In addition, manufacturers of drug products and their facilities are subject to continual review and periodic inspections by the FDA and other regulatory authorities for compliance with current good manufacturing practices, or cGMP, regulations. If we or a regulatory agency discover previously unknown problems with a product, such as adverse events of unanticipated severity or frequency, or problems with the facility where the product is manufactured, a regulatory agency may impose restrictions on that product, the manufacturer or us, including requiring withdrawal of the product from the market or suspension of manufacturing. If we, our product candidates or the manufacturing facilities for our product candidates fail to comply with applicable regulatory requirements, a regulatory agency may:

- issue Warning Letters or untitled letters;
- impose civil or criminal penalties;
- suspend regulatory approval;
- suspend any ongoing clinical trials;
- refuse to approve pending applications or supplements to applications filed by us;
- impose restrictions on operations, including costly new manufacturing requirements; or
- seize or detain products or require us to initiate a product recall.

Even if our products receive regulatory approval in the United States, we may never receive approval or commercialize our products outside of the United States.

In order to market any electroporation equipment and product candidates outside of the United States, we must establish and comply with numerous and varying regulatory requirements of other countries regarding safety and efficacy. Approval procedures vary among countries and can involve additional product testing and additional administrative review periods. The time required to obtain approval in other countries might differ from that required to obtain FDA approval. The regulatory approval process in other countries may include all of the risks detailed above regarding FDA approval in the United States as well as other risks. Regulatory approval in one country does not ensure regulatory approval in another, but a failure or delay in obtaining regulatory approval in one country may have a negative effect on the regulatory process in others. Failure to obtain regulatory approval in other countries or any delay or setback in obtaining such approval could have the same adverse effects detailed above regarding FDA approval in the United States. Such effects include the risks that our product candidates may not

be approved for all indications requested, which could limit the uses of our product candidates and have an adverse effect on their commercial potential or require costly, post-marketing follow-up studies.

We face potential product liability exposure and, if successful claims are brought against us, we may incur substantial liability.

The use of our electroporation equipment and synthetic vaccine candidates in clinical trials and the sale of any products for which we obtain marketing approval expose us to the risk of product liability claims. Product liability claims might be brought against us by consumers, health care providers, pharmaceutical companies or others selling or otherwise coming into contact with our products. For example, pharmaceutical companies have been subject to claims that the use of some pediatric vaccines has caused personal injuries, including brain damage, central nervous system damage and autism, and these companies have incurred material costs to defend these claims. If we cannot successfully defend ourselves against product liability claims, we could incur substantial liabilities. In addition, regardless of merit or eventual outcome, product liability claims may result in:

- decreased demand for our product candidates;
- impairment of our business reputation;
- withdrawal of clinical trial participants;
- costs of related litigation;
- distraction of management's attention from our primary business;
- substantial monetary awards to patients or other claimants;
- loss of revenues; and
- inability to commercialize our products.

We have obtained product liability insurance coverage for our clinical trials, but our insurance coverage may not be sufficient to reimburse us for any expenses or losses we may suffer. Moreover, insurance coverage is becoming increasingly expensive, and, in the future, we may not be able to maintain insurance coverage at a reasonable cost or in sufficient amounts to protect us against losses due to liability. On occasion, large judgments have been awarded in class action lawsuits based on products that had unanticipated side effects. A successful product liability claim or series of claims brought against us could cause our stock price to decline and, if judgments exceed our insurance coverage, could adversely affect our business.

We currently have no marketing and sales organization. If we are unable to establish marketing and sales capabilities or enter into agreements with third parties to market and sell our products, we may not be able to generate product revenues.

We currently do not have a sales organization for the marketing, sales and distribution of our electroporation equipment and product candidates. In order to commercialize any products, we must build our marketing, sales, distribution, managerial and other non-technical capabilities or make arrangements with third parties to perform these services. We contemplate establishing our own sales force or seeking third-party partners to sell our products. The establishment and development of our own sales force to market any products we may develop will be expensive and time consuming and could delay any product launch, and we may not be able to successfully develop this capability. We will also have to compete with other pharmaceutical and biotechnology companies to recruit, hire, train and retain marketing and sales personnel. To the extent we rely on third parties to commercialize our approved products, if any, we will receive lower revenues than if we commercialized these products ourselves. In addition, we may have little or no control over the sales efforts of third parties involved in our commercialization efforts. In the event we are unable to develop our own marketing and sales force or collaborate with a third-party marketing and sales organization, we would not be able to commercialize our product candidates which would negatively impact our ability to generate product revenues.

If any of our products for which we receive regulatory approval does not achieve broad market acceptance, the revenues that we generate from their sales will be limited.

The commercial success of our electroporation equipment and product candidates for which we obtain marketing approval from the FDA or other regulatory authorities will depend upon the acceptance of these products by both the medical community and patient population. Coverage and reimbursement of our product candidates by third-party payors, including government payors, generally is also necessary for optimal commercial success. The degree of market acceptance of any of our approved products will depend on a number of factors, including:

- our ability to provide acceptable evidence of safety and efficacy;
- the relative convenience and ease of administration;

- the prevalence and severity of any actual or perceived adverse side effects;
- limitations or warnings contained in a product's FDA-approved labeling, including, for example, potential “black box” warnings
- availability of alternative treatments;
- pricing and cost effectiveness;
- the effectiveness of our or any future collaborators' sales and marketing strategies;
- our ability to obtain sufficient third-party coverage or reimbursement; and
- the willingness of patients to pay out of pocket in the absence of third-party coverage.

If our electroporation equipment and product candidates are approved but do not achieve an adequate level of acceptance by physicians, health care payors and patients, we may not generate sufficient revenue from these products, and we may not become or remain profitable. In addition, our efforts to educate the medical community and third-party payors on the benefits of our product candidates may require significant resources and may never be successful.

We are subject to uncertainty relating to reimbursement policies which, if not favorable to our product candidates, could hinder or prevent our products' commercial success.

Our ability to commercialize our electroporation equipment and product candidates successfully will depend in part on the extent to which governmental authorities, private health insurers and other third-party payors establish appropriate coverage and reimbursement levels for our product candidates and related treatments. As a threshold for coverage and reimbursement, third-party payors generally require that drug products have been approved for marketing by the FDA. Third-party payors also are increasingly challenging the effectiveness of and prices charged for medical products and services. We may not be able to obtain third-party coverage or reimbursement for our products in whole or in part.

Healthcare reform measures could hinder or prevent our products' commercial success.

In both the United States and certain foreign jurisdictions there have been, and we anticipate there will continue to be, a number of legislative and regulatory changes to the healthcare system that could impact our ability to sell any of our products profitably. In the United States, the Federal government passed healthcare reform legislation, the Patient Protection and Affordable Care Act, or the ACA. The provisions of the ACA have become or will become effective on various dates. While many of the details regarding the implementation of the ACA are yet to be determined, we believe there will be continuing trends towards expanding coverage to more individuals, containing health care costs and improving quality. At the same time, the rebates, discounts, taxes and other costs associated with the ACA are expected to be a significant cost to the pharmaceutical industry.

The continuing efforts of the government, insurance companies, managed care organizations and other payors of healthcare services to make and implement healthcare reforms may adversely affect:

- our ability to set a price we believe is fair for our products;
- our ability to generate revenues and achieve or maintain profitability;
- the availability of capital; and
- our ability to obtain timely approval of our products.

If we fail to comply with applicable healthcare regulations, we could face substantial penalties and our business, operations and financial condition could be adversely affected.

Certain federal and state healthcare laws and regulations pertaining to fraud and abuse and patients' rights may be applicable to our business. We could be subject to healthcare fraud and abuse and patient privacy regulation by both the federal government and the states in which we conduct our business, without limitation. The laws that may affect our ability to operate include:

- the federal healthcare program Anti-Kickback Statute, which prohibits, among other things, people from soliciting, receiving or providing remuneration, directly or indirectly, to induce either the referral of an individual, for an item or service or the purchasing or ordering of a good or service, for which payment may be made under federal healthcare programs such as the Medicare and Medicaid programs;
- federal false claims laws which prohibit, among other things, individuals or entities from knowingly presenting, or causing to be presented, claims for payment from Medicare, Medicaid, or other third-party payors that are false or fraudulent;

- the ACA expands the government's investigative and enforcement authority and increases the penalties for fraud and abuse, including amendments to both the False Claims Act and the Anti-Kickback Statute to make it easier to bring suit under those statutes;
- the federal Health Insurance Portability and Accountability Act of 1996, or HIPAA, which prohibits executing a scheme to defraud any healthcare benefit program or making false statements relating to healthcare matters and which also imposes certain requirements relating to the privacy, security and transmission of individually identifiable health information;
- the Federal Food, Drug, and Cosmetic Act, which among other things, strictly regulates drug product marketing, prohibits manufacturers from marketing drug products for off-label use and regulates the distribution of drug samples; and
- state law equivalents of each of the above federal laws, such as anti-kickback and false claims laws which may apply to items or services reimbursed by any third-party payor, including commercial insurers, and state laws governing the privacy and security of health information in certain circumstances, many of which differ from each other in significant ways and often are not preempted by HIPAA, thus complicating compliance efforts.

Additionally, the compliance environment is changing, with more states, such as California and Massachusetts, mandating implementation of compliance programs, compliance with industry ethics codes, and spending limits, and other states, such as Vermont, Maine, and Minnesota requiring reporting to state governments of gifts, compensation, and other remuneration to physicians. Under the ACA, pharmaceutical companies are required to record any transfers of value made to doctors and teaching hospitals and to disclose such data to HHS. These laws all provide for penalties for non-compliance. The shifting regulatory environment, along with the requirement to comply with multiple jurisdictions with different compliance and/or reporting requirements, increases the possibility that a company may run afoul of one or more laws.

If our operations are found to be in violation of any of the laws described above or any other governmental regulations that apply to us, we may be subject to penalties, including civil and criminal penalties, damages, fines and the curtailment or restructuring of our operations. Any penalties, damages, fines, curtailment or restructuring of our operations could adversely affect our ability to operate our business and our financial results. Any action against us for violation of these laws, even if we successfully defend against it, could cause us to incur significant legal expenses and divert our management's attention from the operation of our business. Moreover, achieving and sustaining compliance with applicable federal and state privacy, security and fraud laws may prove costly.

If we and the contract manufacturers upon whom we rely fail to produce our systems and product candidates in the volumes that we require on a timely basis, or fail to comply with stringent regulations, we may face delays in the development and commercialization of our electroporation equipment and product candidates.

We manufacture some components of our electroporation systems and utilize the services of contract manufacturers to manufacture the remaining components of these systems and our product supplies for clinical trials. The manufacture of our systems and product supplies requires significant expertise and capital investment, including the development of advanced manufacturing techniques and process controls. Manufacturers often encounter difficulties in production, particularly in scaling up for commercial production. These problems include difficulties with production costs and yields, quality control, including stability of the equipment and product candidates and quality assurance testing, shortages of qualified personnel, as well as compliance with strictly enforced federal, state and foreign regulations. If we or our manufacturers were to encounter any of these difficulties or our manufacturers otherwise fail to comply with their obligations to us, our ability to provide our electroporation equipment to our partners and products to patients in our clinical trials or to commercially launch a product would be jeopardized. Any delay or interruption in the supply of clinical trial supplies could delay the completion of our clinical trials, increase the costs associated with maintaining our clinical trial program and, depending upon the period of delay, require us to commence new trials at significant additional expense or terminate the trials completely.

In addition, all manufacturers of our products must comply with cGMP requirements enforced by the FDA through its facilities inspection program. These requirements include, among other things, quality control, quality assurance and the generation and maintenance of records and documentation. Manufacturers of our products may be unable to comply with these cGMP requirements and with other FDA, state and foreign regulatory requirements. We have little control over our manufacturers' compliance with these regulations and standards. A failure to comply with these requirements may result in fines and civil penalties, suspension of production, suspension or delay in product approval, product seizure or recall, or withdrawal of product approval. If the safety of any product is compromised due to our or our manufacturers' failure to adhere to applicable laws or for other reasons, we may not be able to obtain regulatory approval for or successfully commercialize our products, and we may be held liable for any injuries sustained as a result. Any of these factors could cause a delay of clinical trials, regulatory submissions, approvals or commercialization of our products, entail higher costs or result in our being unable to effectively commercialize our products. Furthermore, if our manufacturers fail to deliver the required commercial quantities

on a timely basis, pursuant to provided specifications and at commercially reasonable prices, we may be unable to meet demand for our products and would lose potential revenues.

Our failure to successfully acquire, develop and market additional product candidates or approved products would impair our ability to grow.

We may acquire, in-license, develop and/or market additional products and product candidates. The success of these actions depends partly upon our ability to identify, select and acquire promising product candidates and products.

The process of proposing, negotiating and implementing a license or acquisition of a product candidate or approved product is lengthy and complex. Other companies, including some with substantially greater financial, marketing and sales resources, may compete with us for the license or acquisition of product candidates and approved products. We have limited resources to identify and execute the acquisition or in-licensing of third-party products, businesses and technologies and integrate them into our current infrastructure. Moreover, we may devote resources to potential acquisitions or in-licensing opportunities that are never completed, or we may fail to realize the anticipated benefits of such efforts. We may not be able to acquire the rights to additional product candidates on terms that we find acceptable, or at all.

In addition, future acquisitions may entail numerous operational and financial risks, including:

- exposure to unknown liabilities;
- disruption of our business and diversion of our management's time and attention to develop acquired products or technologies;
- incurrence of substantial debt or dilutive issuances of securities to pay for acquisitions;
- higher than expected acquisition and integration costs;
- increased amortization expenses;
- difficulty and cost in combining the operations and personnel of any acquired businesses with our operations and personnel;
- impairment of relationships with key suppliers or customers of any acquired businesses due to changes in management and ownership; and
- inability to retain key employees of any acquired businesses.

Further, any product candidate that we acquire may require additional development efforts prior to commercial sale, including extensive clinical testing and approval by the FDA and applicable foreign regulatory authorities. All product candidates are prone to risks of failure typical of product development, including the possibility that a product candidate will not be shown to be sufficiently safe and effective for approval by regulatory authorities.

Our business involves the use of hazardous materials and we and our third-party manufacturers must comply with environmental laws and regulations, which can be expensive and restrict how we do business.

Our and our third-party manufacturers' activities involve the controlled storage, use and disposal of hazardous materials, including the components of our product candidates and other hazardous compounds. We and our manufacturers are subject to federal, state and local laws and regulations governing the use, manufacture, storage, handling and disposal of these hazardous materials. In the event of an accident, state or federal authorities may curtail the use of these materials and interrupt our business operations. If we are subject to any liability as a result of our or our third-party manufacturers' activities involving hazardous materials, our business and financial condition may be adversely affected.

We may be subject to stockholder litigation, which would harm our business and financial condition.

We may have actions brought against us by stockholders relating to past transactions, changes in our stock price or other matters. Any such actions could give rise to substantial damages, and thereby have a material adverse effect on our consolidated financial position, liquidity, or results of operations. Even if an action is not resolved against us, the uncertainty and expense associated with stockholder actions could harm our business, financial condition and reputation. Litigation can be costly, time-consuming and disruptive to business operations. The defense of lawsuits could also result in diversion of our management's time and attention away from business operations, which could harm our business.

Our results of operations and liquidity needs could be materially affected by market fluctuations and general economic conditions.

Our results of operations could be materially affected by economic conditions generally, both in the United States and elsewhere around the world. Concerns over inflation, energy costs, geopolitical issues and the availability and cost of credit have contributed to increased volatility and diminished expectations for the economy and the markets going forward. These factors, combined with volatile oil prices, declining business and consumer confidence and increased unemployment, have precipitated an economic recession. Domestic and international capital markets have also been experiencing heightened volatility and turmoil. These events and the continuing market upheavals may have an adverse effect on us. In the event of a continuing market downturn, our results of operations could be adversely affected. Our future cost of equity or debt capital and access to the capital markets could be adversely affected, and our stock price could decline. There may be disruption in or delay in the performance of our third-party contractors and suppliers. If our contractors, suppliers and partners are unable to satisfy their contractual commitments, our business could suffer. In addition, we maintain significant amounts of cash and cash equivalents at one or more financial institutions that are in excess of federally insured limits. Given the current instability of financial institutions, we may experience losses on these deposits.

Risks Related to Our Intellectual Property

It is difficult and costly to generate and protect our intellectual property and our proprietary technologies, and we may not be able to ensure their protection.

Our commercial success will depend in part on obtaining and maintaining patent, trademark, trade secret, and other intellectual property protection relating to our electroporation equipment and product candidates, as well as successfully defending these intellectual property rights against third-party challenges.

The patent positions of pharmaceutical and biotechnology companies can be highly uncertain and involve complex legal and factual questions for which important legal principles remain unresolved. The laws and regulations regarding the breadth of claims allowed in biotechnology patents has evolved over recent years and continues to undergo review and revision, both in the United States. The biotechnology patent situation outside the United States can be even more uncertain depending on the country. Changes in either the patent laws or in interpretations of patent laws in the United States and other countries may diminish the value of our intellectual property. Accordingly, we cannot predict the breadth of claims that may be allowed or enforced in our licensed patents, our patents or in third-party patents, nor can we predict the likelihood of our patents surviving a patent validity challenge.

The degree of future protection for our intellectual property rights is uncertain, because legal decision-making can be unpredictable, thereby often times resulting in limited protection, which may not adequately protect our rights or permit us to gain or keep our competitive advantage, or resulting in an invalid or unenforceable patent. For example:

- we, or the parties from whom we have acquired or licensed patent rights, may not have been the first to file the underlying patent applications or the first to make the inventions covered by such patents;
- the named inventors or co-inventors of patents or patent applications that we have licensed or acquired may be incorrect, which may give rise to inventorship and ownership challenges;
- others may develop similar or alternative technologies, or duplicate any of our products or technologies that may not be covered by our patents, including design-arounds;
- pending patent applications may not result in issued patents;
- the issued patents covering our products and technologies may not provide us with any competitive advantages or have any commercial value;
- the issued patents may be challenged and invalidated, or rendered unenforceable;
- the issued patents may be subject to reexamination, which could result in a narrowing of the scope of claims or cancellation of claims found unpatentable;
- we may not develop or acquire additional proprietary technologies that are patentable;
- our trademarks may be invalid or subject to a third party's prior use; or
- our ability to enforce our patent rights will depend on our ability to detect infringement, and litigation to enforce patent rights may not be pursued due to significant financial costs, diversion of resources, and unpredictability of a favorable result or ruling.

We depend, in part, on our licensors and collaborators to protect a portion of our intellectual property rights. In such cases, our licensors and collaborators may be primarily or wholly responsible for the maintenance of patents and prosecution of

patent applications relating to important areas of our business. If any of these parties fail to adequately protect these products with issued patents, our business and prospects would be harmed significantly.

We also may rely on trade secrets to protect our technology, especially where we do not believe patent protection is appropriate or obtainable. However, trade secrets are difficult to protect. Although we use reasonable efforts to protect our trade secrets, our employees, consultants, contractors, outside scientific collaborators and other advisors may unintentionally or willfully disclose our trade secrets to competitors. Enforcing a claim that a third-party entity 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 are sometimes less willing to protect trade secrets. Moreover, our competitors may independently develop equivalent knowledge, methods and know-how.

If we or our licensors fail to obtain or maintain patent protection or trade secret protection for our product candidates or our technologies, third parties could use our proprietary information, which could impair our ability to compete in the market and adversely affect our ability to generate revenues and attain profitability.

From time to time, U.S. and other policymakers have proposed reforming the patent laws and regulations of their countries. In September 2011 the America Invents Act (the Act) was signed into law. The Act changed the current “first-to-invent” system to a system that awards a patent to the “first-inventor-to-file” for an application for a patentable invention. The Act also created a procedure to challenge newly issued patents in the patent office via post-grant proceedings and new inter parties reexamination proceedings. These changes may make it easier for competitors to challenge our patents, which could result in increased competition and have a material adverse effect on our product sales, business and results of operations. The changes may also make it harder to challenge third-party patents and place greater importance on being the first inventor to file a patent application on an invention.

If we are sued for infringing intellectual property rights of third parties, it will be costly and time consuming, and an unfavorable outcome in that litigation would have a material adverse effect on our business.

Other companies may have or may acquire intellectual property rights that could be enforced against us. If they do so, we may be required to alter our technologies, pay licensing fees or cease activities. If our products or technologies infringe the intellectual property rights of others, they could bring legal action against us or our licensors or collaborators claiming damages and seeking to enjoin any activities that they believe infringe their intellectual property rights.

Because patent applications can take many years to issue, and there is a period when the application remains undisclosed to the public, there may be currently pending applications unknown to us or reissue applications that may later result in issued patents upon which our products or technologies may infringe. There could also be existing patents of which we are unaware that our products or technologies may infringe. In addition, if third parties file patent applications or obtain patents claiming products or technologies also claimed by us in pending applications or issued patents, we may have to participate in interference or derivation proceedings in the United States Patent and Trademark Office to determine priority or derivation of the invention. If third parties file oppositions in foreign countries, we may also have to participate in opposition proceedings in foreign tribunals to defend the patentability of our filed foreign patent applications.

If a third party claims that we infringe its intellectual property rights, it could cause our business to suffer in a number of ways, including:

- we may become involved in time-consuming and expensive litigation, even if the claim is without merit, the third party's patent is invalid or we have not infringed;
- we may become liable for substantial damages for past infringement if a court decides that our technologies infringe upon a third party's patent;
- we may be enjoined by a court to stop making, selling or licensing our products or technologies without a license from a patent holder, which may not be available on commercially acceptable terms, if at all, or which may require us to pay substantial royalties or grant cross-licenses to our patents; and
- we may have to redesign our products so that they do not infringe upon others' patent rights, which may not be possible or could require substantial investment or time.

If any of these events occur, our business could suffer and the market price of our common stock may decline.

Risks Related to Our Common Stock

The price of our common stock is expected to be volatile and an investment in our common stock could decline substantially in value.

In light of our small size and limited resources, as well as the uncertainties and risks that can affect our business and industry, our stock price is expected to be highly volatile and can be subject to substantial drops, with or even in the absence of news affecting our business. Period to period comparisons are not indicative of future performance. The following factors, in addition to the other risk factors described in this annual report, and the potentially low volume of trades in our common stock, may have a significant impact on the market price of our common stock, some of which are beyond our control:

- developments concerning any research and development, clinical trials, manufacturing, and marketing efforts or collaborations;
- fluctuating public or scientific interest in the potential for influenza pandemic or other applications for our vaccine or other product candidates;
- our announcement of significant acquisitions, strategic collaborations, joint ventures or capital commitments;
- fluctuations in our operating results
- announcements of technological innovations;
- new products or services that we or our competitors offer;
- the initiation, conduct and/or outcome of intellectual property and/or litigation matters;
- changes in financial or other estimates by securities analysts or other reviewers or evaluators of our business;
- conditions or trends in bio-pharmaceutical or other healthcare industries;
- regulatory developments in the United States and other countries;
- negative perception of gene based therapy;
- changes in the economic performance and/or market valuations of other biotechnology and medical device companies;
- additions or departures of key personnel;
- sales or other transactions involving our common stock;
- changes in our capital structure;
- sales or other transactions by executive officers or directors involving our common stock;
- changes in accounting principles;
- global unrest, terrorist activities, and economic and other external factors; and
- catastrophic weather and/or global disease pandemics.

The stock market in general has recently experienced relatively large price and volume fluctuations. In particular, the market prices of securities of smaller biotechnology and medical device companies have experienced dramatic fluctuations that often have been unrelated or disproportionate to the operating results of these companies. Continued market fluctuations could result in extreme volatility in the price of the common stock, which could cause a decline in the value of the common stock. In addition, price volatility may increase if the trading volume of our common stock remains limited or declines.

Anti-takeover provisions under our charter documents and Delaware law could delay or prevent a change of control which could limit the market price of our common stock.

Our amended and restated certificate of incorporation contains provisions that could delay or prevent a change of control of our company or changes in our board of directors that our stockholders might consider favorable. Some of these provisions include:

- the authority of our board of directors to issue shares of undesignated preferred stock and to determine the rights, preferences and privileges of these shares, without stockholder approval;
- all stockholder actions must be effected at a duly called meeting of stockholders and not by written consent; and
- the elimination of cumulative voting.

In addition, we are governed by the provisions of Section 203 of the Delaware General Corporate Law, which may prohibit certain business combinations with stockholders owning 15% or more of our outstanding voting stock. These and other provisions in our amended and restated certificate of incorporation, amended and restated bylaws and Delaware law could make it more difficult for stockholders or potential acquirers to obtain control of our board of directors or initiate actions that

are opposed by the then-current board of directors, including to delay or impede a merger, tender offer or proxy contest involving our company. Any delay or prevention of a change of control transaction or changes in our board of directors could cause the market price of our common stock to decline.

We have never paid cash dividends on our common stock and we do not anticipate paying dividends in the foreseeable future.

We have paid no cash dividends on our common stock to date, and we currently intend to retain our future earnings, if any, to fund the development and growth of our business. In addition, the terms of any future debt or credit facility may preclude or limit our ability to pay any dividends. As a result, capital appreciation, if any, of our common stock will be your sole source of potential gain for the foreseeable future.

The market price for our shares may not maintain their pre-reverse stock split market price.

On June 5, 2014, we effectuated a 4-for-1 reverse split of the Company's outstanding common stock. We cannot be certain that the reverse split will have a long-term positive effect on the market price of our common stock, or increase our ability to consummate financing arrangements in the future. The market price of our common stock is based on factors that may be unrelated to the number of shares outstanding. These factors include our performance, general economic and market conditions and other factors, many of which are beyond our control. The market price for our post-reverse stock split shares may not rise or remain constant in proportion to the reduction in the number of pre-split shares outstanding before the reverse split. Accordingly, the total market capitalization of our common stock after the reverse split may be lower than the total market capitalization before the reverse split.

ITEM 1B. UNRESOLVED STAFF COMMENTS

We have no unresolved written comments from the SEC staff regarding our filings under the Exchange Act.

ITEM 2. PROPERTIES

We own no real property and have no plans to acquire any real property in the future. Our corporate headquarters is located at 660 W. Germantown Pike, Suite 100, Plymouth Meeting, Pennsylvania. This lease was signed in March 2014 and we occupied the building in June 2014. The initial term of the lease is 11.5 years for a total of approximately 21,000 square feet. The base rent adjusts periodically throughout the term of the lease, with monthly payments ranging from \$0 to \$58,000. In addition, we will pay the landlord our share of operating expenses and a property management fee. We have paid the landlord a security deposit of \$49,000. The Company has capitalized \$933,000 of tenant improvements within fixed assets on the consolidated balance sheet and has recorded a corresponding increase to deferred rent. In July 2015, we amended the lease to increase the total leased space by approximately 7,000 square feet. The commencement of the amended lease is estimated to be in the first quarter of 2016 and will increase monthly lease payments by approximately \$16,000 and extend the lease term by 2 years.

The corporate office in San Diego is located at 10480 Wateridge Circle in San Diego, California. This lease was signed in April 2013 and we occupied the building in early December 2013. The initial term of the lease runs through December 1, 2023 for a total of approximately 26,500 square feet. The base rent adjusts periodically throughout the ten year term of the lease, with monthly payments ranging from \$0 to \$83,000. In addition, we pay the landlord our share of operating expenses and a property management fee. We currently use the facility for office and research and development purposes. In June 2015, we amended the lease to increase the total leased space and occupy the entire building. The amendment requires the lessor to complete and pay for certain improvements to the additional space before the commencement of the amended lease which occurred in January 2016. The amended lease increased monthly lease payments by approximately \$13,000. We have capitalized \$773,000 of tenant improvements within fixed assets on the consolidated balance sheet related to this additional space, and have recorded a corresponding increase to deferred rent.

We believe our current and future planned facilities will be adequate to meet our operating needs for the foreseeable future. Should we need additional space, we believe we will be able to secure additional space at commercially reasonable rates.

ITEM 3. LEGAL PROCEEDINGS

Not applicable.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Market Information

On September 4, 2014, we provided notice to the NYSE MKT that the Company intends to voluntarily transfer the listing of our common stock, par value \$0.001 per share (the "Common Stock"), from NYSE MKT to the NASDAQ Global Select Market ("NASDAQ"). The Common Stock was approved for listing on NASDAQ, and began trading on NASDAQ on September 15, 2014 under the symbol "INO". The following table sets forth the quarterly high and low per share closing prices of our common stock for the two most recent fiscal years.

Period:	Year Ended December 31,			
	2015		2014	
	High	Low	High	Low
First Quarter	\$ 9.49	\$ 6.45	\$ 15.28	\$ 9.76
Second Quarter	\$ 10.60	\$ 7.86	\$ 13.96	\$ 8.00
Third Quarter	\$ 8.19	\$ 5.69	\$ 13.10	\$ 8.68
Fourth Quarter	\$ 7.41	\$ 5.65	\$ 12.31	\$ 8.21

As of March 7, 2016, we had approximately 480 common stockholders of record. This figure does not include beneficial owners who hold shares in nominee name. The closing price per share of our common stock on March 7, 2016 was \$7.48, as reported on the NASDAQ.

Dividends

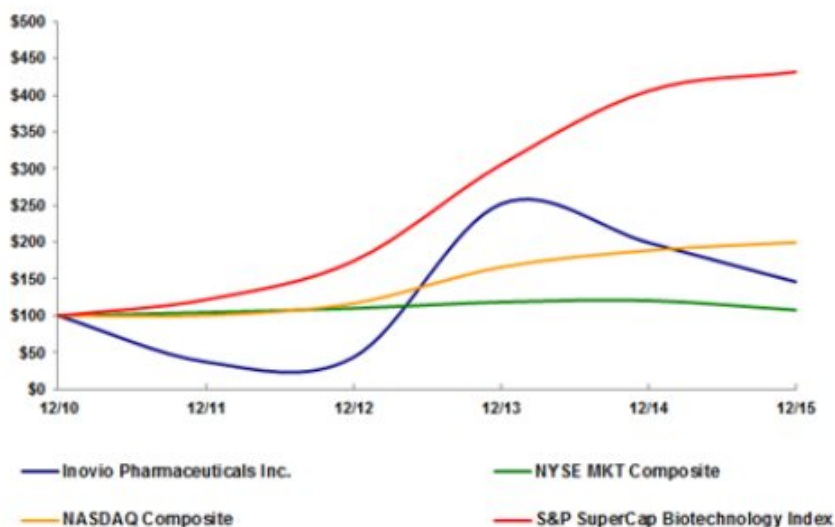
The payment of any dividends on our common stock is within the discretion of our board of directors. We have not paid cash dividends on our common stock and the board of directors does not expect to declare cash dividends on the common stock in the foreseeable future.

Performance Graph

The graph below matches Inovio Pharmaceuticals Inc.'s cumulative 5-Year total shareholder return on common stock with the cumulative total returns of the NYSE MKT Composite index, the S&P SuperCap Biotechnology index and the NASDAQ Composite index. The graph tracks the performance of a \$100 investment in our common stock and in each index (with the reinvestment of all dividends) from December 31, 2010 to December 31, 2015.

COMPARISON OF 5 YEAR CUMULATIVE TOTAL RETURN*

Among Inovio Pharmaceuticals Inc., the NYSE MKT Composite Index, the NASDAQ Composite Index, and S&P SuperCap Biotechnology Index



*\$100 invested on 12/31/10 in stock or index, including reinvestment of dividends. Fiscal year ending December 31.

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	12/10	12/11	12/12	12/13	12/14	12/15
Inovio Pharmaceuticals, Inc.	100.00	37.22	43.43	252.17	199.57	146.09
NYSE MKT Composite	100.00	104.50	110.18	118.63	120.72	107.77
NASDAQ Composite	100.00	100.53	116.92	166.19	188.78	199.95
S&P SuperCap Biotechnology	100.00	121.94	174.34	305.44	405.98	431.72

The stock price performance included in this graph is not necessarily indicative of future stock price performance. The performance graph is furnished solely to accompany this Form 10-K annual report and is not being filed for purposes of the Securities Exchange Act of 1934, as amended, and is not to be incorporated by reference into any filing of the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

ITEM 6. SELECTED FINANCIAL DATA

The following table sets forth our selected consolidated financial data for the periods indicated, derived from consolidated financial statements prepared in accordance with United States generally accepted accounting principles.

	Year Ended December 31, 2015	Year Ended December 31, 2014	Year Ended December 31, 2013	Year Ended December 31, 2012	Year Ended December 31, 2011
<i>Operations Data:</i>					
Revenue under collaborative research and development arrangements, including from affiliated entity	\$ 27,655,700	\$ 7,896,032	\$ 9,664,547	\$ 660,003	\$ 567,856
Grants and miscellaneous revenue	12,916,411	2,560,734	3,802,799	3,458,649	9,227,401
Total revenues	40,572,111	10,456,766	13,467,346	4,118,652	9,795,257
Loss from operations	(34,283,702)	(39,495,961)	(19,544,332)	(23,493,532)	(21,638,540)
Interest and other income, net	305,071	331,461	132,214	166,113	34,285
Change in fair value of common stock warrants	177,561	348,143	(45,632,669)	1,982,620	8,690,658
Gain (Loss) on investment in affiliated entity	2,600,467	2,676,224	(1,038,745)	1,631,819	(2,390,498)
Income tax benefit	2,097,766	—	—	—	—
Net loss	(29,102,837)	(36,140,133)	(66,083,532)	(19,712,980)	(15,304,095)
Net (income) loss attributable to non-controlling interest	(84,769)	18,420	55,084	44,025	51,150
Net loss attributable to Inovio Pharmaceuticals, Inc.	\$ (29,187,606)	\$ (36,121,713)	\$ (66,028,448)	\$ (19,668,955)	\$ (15,252,945)
Net loss per common share attributable to common stockholders					
Basic	\$ (0.43)	\$ (0.61)	\$ (1.43)	\$ (0.58)	\$ (0.48)
Diluted	\$ (0.44)	\$ (0.64)	\$ (1.43)	\$ (0.58)	\$ (0.48)
<i>Balance Sheet Data:</i>					
Cash and cash equivalents	\$ 57,632,693	\$ 40,543,982	\$ 33,719,796	\$ 5,646,021	\$ 17,350,116
Short-term investments	105,357,277	53,075,974	18,905,608	8,034,001	12,863,420
Total assets	213,840,859	131,785,097	88,287,207	45,138,754	61,106,561
Current liabilities	31,466,406	14,085,294	28,966,456	8,376,577	11,043,021
Noncurrent liabilities	6,441,400	6,162,209	6,418,068	1,904,772	2,201,878
Accumulated deficit	(361,097,896)	(331,910,290)	(295,788,577)	(229,760,129)	(210,091,174)
Total stockholders' equity	175,933,053	111,537,594	52,902,683	34,857,405	47,861,662

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

This report contains forward-looking statements. These statements relate to future events or our future financial performance. In some cases, you can identify forward-looking statements by terminology such as "may," "will," "should," "expect," "plan," "anticipate," "believe," "estimate," "predict," "potential" or "continue," the negative of such terms or other comparable terminology. These statements are only predictions. Actual events or results may differ materially.

Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements. Moreover, neither we, nor any other person, assume responsibility for the accuracy and completeness of the forward-looking statements. We are under no obligation to update any of the forward-looking statements after the filing of this Annual Report to conform such statements to actual results or to changes in our expectations.

The following discussion of our financial condition and results of operations should be read in conjunction with our consolidated financial statements and the related notes and other financial information appearing elsewhere in this Annual Report. Readers are also urged to carefully review and consider the various disclosures made by us which attempt to advise interested parties of the factors which affect our business, including without limitation the disclosures made in Item 1A of Part I of this Annual Report under the Caption "Risk Factors."

Risk factors that could cause actual results to differ from those contained in the forward-looking statements include but are not limited to: our history of losses; our lack of products that have received regulatory approval; uncertainties inherent in clinical trials and product development programs, including but not limited to the fact that pre-clinical and clinical results may

not be indicative of results achievable in other trials or for other indications, that results from one study may not necessarily be reflected or supported by the results of other similar studies, that results from an animal study may not be indicative of results achievable in human studies, that clinical testing is expensive and can take many years to complete, that the outcome of any clinical trial is uncertain and failure can occur at any time during the clinical trial process, and that our electroporation technology and DNA vaccines may fail to show the desired safety and efficacy traits in clinical trials; the availability of funding; the ability to manufacture vaccine candidates; the availability or potential availability of alternative therapies or treatments for the conditions targeted by us or our collaborators, including alternatives that may be more efficacious or cost-effective than any therapy or treatment that we and our collaborators hope to develop; whether our proprietary rights are enforceable or defensible or infringe or allegedly infringe on rights of others or can withstand claims of invalidity; and the impact of government healthcare proposals.

Overview

We are developing active DNA immunotherapies and vaccines focused on treating and preventing cancers and infectious diseases. Our DNA-based immunotherapies, in combination with our proprietary electroporation delivery devices, are intended to generate robust immune responses, in particular T cells, in the body to fight a target disease. In 2014 we reported that in a controlled phase II clinical study we generated significant, functional antigen-specific T cells that correlated to clinically relevant efficacy against HPV-associated cervical precancer. This data was published in *The Lancet* in September 2015. We plan to launch a phase III study of this product in 2016 and are advancing multiple cancer clinical studies.

Our novel SynCon[®] immunotherapy design has shown the ability to help break the immune system's tolerance of cancerous cells. Our SynCon[®] product design approach is also intended to facilitate cross-strain protection against known as well as new unmatched strains of pathogens such as influenza. Given the recognized role of killer T cells in eliminating cancerous or infected cells from the body and our published phase II results, our scientists believe our active immunotherapies may play an important role in helping fight multiple cancers and infectious diseases. Human data to date have shown a favorable safety profile of our DNA immunotherapies delivered using electroporation.

We have completed, current or planned clinical programs of our proprietary SynCon[®] immunotherapies for HPV-caused pre-cancers and cancers (cervical, head and neck, anal), prostate cancer, breast/lung/pancreatic cancer, hepatitis C virus (HCV), hepatitis B virus (HBV), HIV, influenza, Ebola, MERS (Middle East Respiratory Syndrome) and Zika virus.

Our corporate strategy is to advance and protect a differentiated immunotherapy platform and use its unique capabilities to design and develop an array of cancer and infectious disease products. We aim to advance products through to commercialization. We will also leverage the third party resources through collaborations and partnerships including product license agreements. Our partners and collaborators include MedImmune, LLC, F. Hoffmann-La Roche Ltd and Hoffmann-La Roche Inc. ("Roche"), University of Pennsylvania, GeneOne Life Science Inc., Drexel University, National Microbiology Laboratory of the Public Health Agency of Canada, National Institute of Allergy and Infectious Diseases ("NIAID"), United States Military HIV Research Program ("USMHRP"), U.S. Army Medical Research Institute of Infectious Diseases ("USAMRIID"), HIV Vaccines Trial Network ("HVTN"), and Defense Advanced Research Projects Agency ("DARPA").

All of our potential human products are in research and development phases. We have not generated any revenues from the sale of any such products, and we do not expect to generate any such revenues for at least the next several years. We earn revenue from license fees and milestone revenue, collaborative research and development agreements, grants and government contracts. Our product candidates will require significant additional research and development efforts, including extensive preclinical and clinical testing. All product candidates that we advance to clinical testing will require regulatory approval prior to commercial use, and will require significant costs for commercialization. We may not be successful in our research and development efforts, and we may never generate sufficient product revenue to be profitable.

Recent Developments

On August 7, 2015, we entered into a license and collaboration agreement with MedImmune, the global biologics research and development arm of AstraZeneca. Under the agreement, MedImmune acquired exclusive rights to our INO-3112 immunotherapy, which targets cancers caused by human papillomavirus (HPV) types 16 and 18. MedImmune has made an upfront payment of \$27.5 million and will make potential future payments upon reaching development and commercial milestones totaling up to \$700 million. MedImmune will fund all development costs. We are entitled to receive up to double-digit tiered royalties on INO-3112 product sales. Within the broader collaboration, we will develop with MedImmune up to 2 additional DNA-based cancer vaccine products not included in our current product pipeline, which MedImmune will have the exclusive rights to develop and commercialize if they so choose. We will receive development, regulatory and commercialization event based payments and will be eligible to receive royalties on worldwide net sales for these additional cancer vaccine products.

On May 5, 2015, we closed an underwritten public offering of 10,925,000 shares of our common stock, including 1,425,000 shares of common stock issued pursuant to the underwriter's exercise of its overallotment option, at the public

offering price of \$8.00 per share. The net proceeds, after deducting the underwriter's discounts and commission and other offering expenses, were \$81.9 million.

As of December 31, 2015, we had an accumulated deficit of \$ 361.1 million. We expect to continue to incur substantial operating losses in the future due to our commitment to our research and development programs, the funding of preclinical studies, clinical trials and regulatory activities and the costs of general and administrative activities.

Critical Accounting Policies

The SEC defines critical accounting policies as those that are, in management's view, important to the portrayal of our financial condition and results of operations and require management's judgment. Our discussion and analysis of our financial condition and results of operations is based on our audited consolidated financial statements, which have been prepared in accordance with U.S. GAAP. There have been no changes to our critical accounting policies during the year ended December 31, 2015. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenue and expenses. We base our estimates on experience and on various assumptions that we believe are 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 those estimates. Our critical accounting policies include:

Revenue Recognition.

Grant revenue

We receive non-refundable grants under available government programs. Government grants towards current expenditures are recorded as revenue when there is reasonable assurance that we have complied with all conditions necessary to receive the grants, collectability is reasonably assured, and as the expenditures are incurred.

License fee and milestone revenue

We have adopted a strategy of co-developing or licensing our gene delivery technology for specific genes or specific medical indications. Accordingly, we have entered into collaborative research and development agreements and have received funding for pre-clinical research and clinical trials. Prior to the adoption of the Financial Accounting Standards Board's ("FASB") Accounting Standards Update ("ASU") No. 2009-13, Revenue Recognition (Topic 605): *Multiple-Deliverable Revenue Arrangements*, we analyzed our multiple element arrangements to determine whether the identified deliverables could be accounted for individually as separate units of accounting. The delivered item(s) were considered a separate unit of accounting if all of the following criteria were met: (1) the delivered item(s) has value to the customer on a standalone basis; (2) there is objective and reliable evidence of the fair value of the undelivered item(s); and (3) if the arrangement includes a general right of return relative to the delivered item, delivery or performance of the undelivered item(s) is considered probable and substantially in our control. If these criteria were not met, the deliverable was combined with other deliverables in the arrangement and accounted for as a combined unit of accounting.

For new collaborative agreements or material modifications of existing collaborative agreements entered into after December 31, 2010, we follow the provisions of ASU No. 2009-13. In order to account for the multiple-element arrangements, we identify the deliverables included within the agreement and evaluate which deliverables represent separable units of accounting. Analyzing the arrangement to identify deliverables requires the use of judgment, and each deliverable may be an obligation to deliver services, a right or license to use an asset, or another performance obligation. A delivered item is considered a separate unit of accounting when the delivered item has value to the collaborator on a standalone basis based on the consideration of the relevant facts and circumstances for each arrangement.

Arrangement consideration is allocated at the inception of the agreement to all identified units of accounting based on their relative selling price. The relative selling price for each deliverable is determined using vendor specific objective evidence ("VSOE"), of selling price or third-party evidence of selling price if VSOE does not exist. If neither VSOE nor third-party evidence of selling price exists, we use our best estimate of the selling price for the deliverable. The amount of allocable arrangement consideration is limited to amounts that are fixed or determinable. The consideration received is allocated among the separate units of accounting, and the applicable revenue recognition criteria are applied to each of the separate units. Changes in the allocation of the sales price between delivered and undelivered elements can impact revenue recognition but do not change the total revenue recognized under any agreement.

Upfront license fee payments are recognized upon delivery of the license if facts and circumstances dictate that the license has standalone value from the undelivered items, the relative selling price allocation of the license is equal to or exceeds the upfront license fee, persuasive evidence of an arrangement exists, our price to the collaborator is fixed or determinable, and collectability is reasonably assured. Upfront license fee payments are deferred if facts and circumstances dictate that the license

does not have standalone value. The determination of the length of the period over which to defer revenue is subject to judgment and estimation and can have an impact on the amount of revenue recognized in a given period.

Prior to the adoption of ASU No. 2010-17, Revenue Recognition (Topic 605): *Milestone Method of Revenue Recognition* (“Milestone Method”), we recognized non-refundable milestone payments upon the achievement of specified milestones upon which we had earned the milestone payment, provided the milestone payment was substantive in nature and the achievement of the milestone was not reasonably assured at the inception of the agreement. We deferred payments for milestone events that were reasonably assured and recognized them ratably over the minimum remaining period of our performance obligations. Payments for milestones that were not reasonably assured were treated as the culmination of a separate earnings process and were recognized as revenue when the milestones were achieved.

Effective January 1, 2011, we adopted on a prospective basis the Milestone Method of ASU No. 2010-17. Under the Milestone Method, we will recognize consideration that is contingent upon the achievement of a milestone in its entirety as revenue in the period in which the milestone is achieved only if the milestone is substantive in its entirety. A milestone is considered substantive when it meets all of the following criteria:

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 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.

A milestone is defined as an event (i) that can only be achieved based in whole or in part on either the entity's performance or on the occurrence of a specific outcome resulting from the entity's performance, (ii) for which there is substantive uncertainty at the date the arrangement is entered into that the event will be achieved and (iii) that would result in additional payments being due to the Company.

Research and Development Expenses. Since our inception, most of our activities have consisted of research and development efforts related to developing our electroporation technologies and DNA vaccines. Research and development expenses consist of expenses incurred in performing research and development activities including salaries and benefits, facilities and other overhead expenses, clinical trials, contract services and other outside expenses. Research and development expenses are charged to operations as they are incurred. These expenses result from our independent research and development efforts as well as efforts associated with collaborations and licensing arrangements. We review and accrue clinical trials expense based on work performed, which relies on estimates of total costs incurred based on patient enrollment, completion of studies and other events. We follow this method since reasonably dependable estimates of the costs applicable to various stages of a research agreement or clinical trial can be made. Accrued clinical costs are subject to revisions as trials progress. Revisions are charged to expense in the period in which the facts that give rise to the revision become known. Historically, revisions have not resulted in material changes to research and development expense; however a modification in the protocol of a clinical trial or cancellation of a trial could result in a charge to our results of operations.

Stock-based Compensation. We have equity incentive plans under which we have granted incentive stock options, restricted stock units and non-qualified stock options. We are required to measure and recognize compensation expense for all share-based payments based on estimated fair value. The fair value of our restricted stock units is based on the market price of our common stock on the date of grant.

Our employee stock-based compensation cost is estimated at the grant date based on the fair-value of the award and is recognized as an expense ratably over the requisite service period of the award. Determining the appropriate fair-value model and calculating the fair value of stock-based awards at the grant date requires considerable judgment, including estimating stock price volatility, expected option life and forfeiture rates. We develop our estimates based on historical data. If factors change and we employ different assumptions in future periods, the compensation expense that we record may differ significantly from what we have recorded in the current period. A small change in the estimates used may have a relatively large change in the estimated valuation. We use the Black-Scholes pricing model to value stock option awards. We recognize compensation expense using the straight-line amortization method.

Our non-employee stock-based compensation awards are measured at either the fair value of the consideration received or the fair value of the equity instruments issued, whichever is more reliably measurable. If the fair value of the equity instruments issued is used, it is measured at each reporting date using the stock price and other measurement assumptions as of the earlier of (i) the date at which a commitment for performance by the counterparty to earn the equity instruments is reached, or (ii) the date at which the counterparty's performance is completed.

Recent Accounting Pronouncements

Information regarding recent accounting pronouncements is contained in Note 2 to the Consolidated Financial Statements, included elsewhere in this report.

Results of Operations

Comparison of Years Ended December 31, 2015 and 2014

The consolidated financial data for the years ended December 31, 2015 and December 31, 2014 is presented in the following table and the results of these two periods are used in the discussion thereafter.

	December 31, 2015	December 31, 2014	Increase/ (Decrease) \$	Increase/ (Decrease) %
Revenues:				
Revenue under collaborative research and development arrangements, including from affiliated entity	\$ 27,655,700	\$ 7,896,032	\$ 19,759,668	250 %
Grants and miscellaneous revenue	12,916,411	2,560,734	10,355,677	404
Total revenues	40,572,111	10,456,766	30,115,345	288
Operating expenses:				
Research and development	57,791,923	34,095,039	23,696,884	70
General and administrative	18,063,890	15,857,688	2,206,202	14
Gain on sale of assets	(1,000,000)	—	(1,000,000)	100
Total operating expenses	74,855,813	49,952,727	24,903,086	50
Loss from operations	(34,283,702)	(39,495,961)	5,212,259	13
Interest and other income, net	305,071	331,461	(26,390)	(8)
Change in fair value of common stock warrants	177,561	348,143	(170,582)	(49)
Gain on investment in affiliated entity	2,600,467	2,676,224	(75,757)	(3)
Net loss before income tax benefit	(31,200,603)	(36,140,133)	4,939,530	14
Income tax benefit	2,097,766	—	2,097,766	100
Net loss	(29,102,837)	(36,140,133)	7,037,296	19
Net (income) loss attributable to non-controlling interest	(84,769)	18,420	(103,189)	(560)
Net loss attributable to Inovio Pharmaceuticals, Inc.	\$ (29,187,606)	\$ (36,121,713)	\$ 6,934,107	19 %

Revenue

Revenue primarily consists of revenue under collaborative research and development arrangements and grants and government contracts. Our total revenue increased \$ 30.1 million or 288% for the year ended December 31, 2015, as compared to the year ended December 31, 2014.

The \$19.8 million increase in revenue under collaborative research and development arrangements for the year ended December 31, 2015 as compared to 2014 was primarily due to the revenue recognized from our Agreement with MedImmune entered into in August 2015 (see Note 3) and revenue recognized from the Roche Agreement which was previously deferred related to the partial termination of the Agreement as well as the \$3.0 million milestone earned during the year.

The \$10.4 million increase in grants and miscellaneous revenue for the year ended December 31, 2015 as compared to 2014, was primarily due to revenue recognized from our DARPA Ebola grant of \$10.8 million as well as an increase of \$681,000 in revenue from our DARPA subcontract for the treatment of infectious diseases, offset by less revenue recognized from various grants due to the timing of work performed.

Research and Development Expenses

The \$23.7 million increase in research and development expenses for the year ended December 31, 2015 as compared to 2014 was primarily due to an increase in clinical study costs, expenses related to our DARPA Ebola grant, increased employee headcount, sub-license fee expense based on the up-front payment received from MedImmune and higher engineering and lab supplies to support clinical trials and partnerships of \$8.2 million, \$5.9 million, \$5.5 million, \$2.3 million and \$1.0 million,

respectively. These increases were offset by lower costs of \$3.1 million incurred for biologics manufacturing and other expenses related to the Roche Agreement, among other variances.

General and Administrative Expenses

The \$ 2.2 million increase in general and administrative expenses for the year ended December 31, 2015 as compared to the year ended December 31, 2014 was primarily due to an increase in employee headcount, employee stock-based compensation and corporate and patent legal fees of \$1.4 million, \$609,000 and \$277,000, respectively, among other variances.

Stock-based Compensation

Employee stock-based compensation cost is measured at the grant date, based on the fair value of the award reduced by estimated forfeitures, and is recognized as expense over the employee's requisite service period. Total employee compensation cost for our stock plans for the years ended December 31, 2015 and 2014 was \$5.8 million and \$4.8 million, of which \$3.2 million and \$2.8 million was included in research and development expenses and \$2.6 million and \$2.0 million was included in general and administrative expenses, respectively. The increase for the annual period year over year was primarily due to an increase in the number of employee and director stock options and restricted stock units granted. At December 31, 2015, there was \$ 5.4 million of total unrecognized compensation cost related to unvested stock options, which we expect to recognize over a weighted-average period of 1.9 years, as compared to \$5.3 million for the year ended December 31, 2014 expected to be recognized over a weighted-average period of 2.0 years. At December 31, 2015, there was \$1.2 million of total unrecognized compensation cost related to unvested restricted stock units, which is expected to be recognized over a weighted-average period of 2.1 years. Total stock-based compensation for options granted to non-employees for the years ended December 31, 2015 and 2014 was \$385,000 and \$585,000, respectively.

Interest and Other Income, net

Interest and other income, net, decreased by \$(26,000) for the year ended December 31, 2015 as compared to 2014 primarily due to impairments considered to be other-than-temporary recorded on our short-term investments of \$274,000 offset by higher average cash and short-term investment balances.

Change in fair value of common stock warrants

The change in fair value of common stock warrants for the years ended December 31, 2015 and 2014 was \$178,000 and \$348,000, respectively. The variance is due to the revaluation of the OncoSec common stock warrants and revaluation of the registered common stock warrants issued by us in March 2013. We revalue warrants at each balance sheet date to fair value. Warrants that were exercised during the period were revalued the day prior to exercise and reclassified into stockholders' equity upon exercise. If unexercised, the remaining warrants will expire in September 2018.

Gain on investment in affiliated entity

The gain is a result of the change in the fair market value of the investment in GeneOne for the year ended December 31, 2015.

Gain on sale of assets

The gain on sale of assets is related to the May 2014 sale of animal health assets to Plumblin Life Sciences ("PLS"). The gain is related to the cash received related to the sale (See Note 15).

Income Tax Benefit

In 2015, we recorded a tax benefit of \$2.1 million, which reflected our application of the intraperiod tax allocation rules under which we are required to record a tax benefit in continuing operations to offset the tax provision we recorded directly to other comprehensive income primarily related to unrealized gain on our equity investment in our affiliated entity PLS.

Income Taxes

Since inception, we have incurred operating losses and accordingly have not recorded a provision for income taxes for any of the periods presented. As of December 31, 2015, we had net operating loss carry forwards for federal, California and Pennsylvania income tax purposes of approximately \$177.4 million, \$56.5 million and \$141.3 million, respectively, net of the net operating losses that will expire due to IRC Section 382 limitations. We also had federal and state research and development

tax credits of approximately \$4.4 million and \$2.1 million, respectively, net of the federal research and development credits that will expire due to IRC Section 383 limitations. If not utilized, the net operating losses and credits will begin to expire in 2018. Utilization of net operating losses and credits are subject to a substantial annual limitation due to ownership change limitations provided by the Internal Revenue Code of 1986, as amended.

Comparison of Years Ended December 31, 2014 and 2013

The consolidated financial data for the years ended December 31, 2014 and December 31, 2013 is presented in the following table and the results of these two periods are used in the discussion thereafter.

	December 31, 2014	December 31, 2013	Increase/ (Decrease) \$	Increase/ (Decrease) %
Revenues:				
Revenue under collaborative research and development arrangements, including from affiliated entity	\$ 7,896,032	\$ 9,664,547	\$ (1,768,515)	(18)%
Grants and miscellaneous revenue	2,560,734	3,802,799	(1,242,065)	(33)
Total revenues	10,456,766	13,467,346	(3,010,580)	(22)
Operating expenses:				
Research and development	34,095,039	21,368,604	12,726,435	60
General and administrative	15,857,688	13,643,074	2,214,614	16
Gain on sale of assets	—	(2,000,000)	2,000,000	(100)
Total operating expenses	49,952,727	33,011,678	16,941,049	51
Loss from operations	(39,495,961)	(19,544,332)	(19,951,629)	(102)
Interest and other income, net	331,461	132,214	199,247	151
Change in fair value of common stock warrants	348,143	(45,632,669)	45,980,812	(101)
Gain (Loss) on investment in affiliated entity	2,676,224	(1,038,745)	3,714,969	358
Net loss	(36,140,133)	(66,083,532)	29,943,399	45
Net loss attributable to non-controlling interest	18,420	55,084	(36,664)	(67)
Net loss attributable to Inovio Pharmaceuticals, Inc.	\$ (36,121,713)	\$ (66,028,448)	\$ 29,906,735	45 %

Revenue

Revenue primarily consists of revenue under collaborative research and development arrangements and grants and government contracts. Our total revenue decreased \$3.0 million or 22% for the year ended December 31, 2014, as compared to the year ended December 31, 2013.

The \$1.8 million decrease in revenue under collaborative research and development arrangements for the year ended December 31, 2014 as compared to 2013 was primarily due to \$8.4 million of the \$10.0 million upfront payment from our Agreement with Roche being recognized in September 2013 (see Note 3), offset by an increase in revenue recognized related to collaborative research and development services performed related to the Agreement of \$7.4 million during the year ended December 31, 2014 as compared to \$803,000 during the year ended December 31, 2013.

The \$1.2 million decrease in grants and miscellaneous revenue for the year ended December 31, 2014 as compared to 2013, was primarily due to less revenue recognized from our contract with the NIAID of \$1.2 million in 2014, as compared to \$2.1 million for the same period in 2013, due to the timing of work performed. The decrease was also attributable to less revenue recognized under our PATH MVI contract and our subcontract with the University of Pennsylvania, partially offset by an increase in revenue recognized under our NIH research project grant.

Research and Development Expenses

The \$12.7 million increase in research and development expenses for the year ended December 31, 2014 as compared to 2013 was primarily due to an increase in costs of \$5.3 million incurred in conjunction with our Roche collaboration. Other increases included \$2.7 million in higher employee headcount, \$2.3 million in higher employee non-cash stock-based compensation, \$2.2 million in higher research and development activities and \$1.9 million in higher engineering and professional services for new device development, among other variances. These increases were partially offset by lower

clinical trial expenses of \$1.3 million as well as \$1.1 million in sub-license fee expense incurred during the year ended December 31, 2013, which was triggered by the up-front payment received from the Roche agreement. There were no comparable payments during the year ended December 31, 2014.

General and Administrative Expenses

The \$2.2 million increase in general and administrative expenses for the year ended December 31, 2014 as compared to the year ended December 31, 2013 was primarily due to an increase in employee non-cash stock-based compensation, employee headcount, rent and utilities expense for the new building leases and corporate and patent legal fees of \$1.4 million, \$688,000, \$524,000 and \$494,000 respectively. These increases were offset by a decrease in the amortization of intangible assets of \$828,000, among other variances.

Stock-based Compensation

Employee stock-based compensation cost is measured at the grant date, based on the fair value of the award reduced by estimated forfeitures, and is recognized as expense over the employee's requisite service period. Total employee compensation cost for our stock plans for the years ended December 31, 2014 and 2013 was \$4.8 million and \$1.2 million, of which \$2.8 million and \$550,000 was included in research and development expenses and \$2.0 million and \$605,000 was included in general and administrative expenses, respectively. The increase for the annual period year over year was primarily due to a higher valuation of the employee and director stock options granted during the period. At December 31, 2014, there was \$5.3 million of total unrecognized compensation cost related to unvested stock options, which we expect to recognize over a weighted-average period of 2 years, as compared to \$956,000 for the year ended December 31, 2013 expected to be recognized over a weighted-average period of 1.8 years. Total stock-based compensation for options granted to non-employees for the years ended December 31, 2014 and 2013 was \$585,000 and \$714,000, respectively.

Interest and Other Income, net

Interest and other income, net, increased by \$199,000 for the year ended December 31, 2014 as compared to 2013 due to higher average cash and short-term investment balances.

Change in fair value of common stock warrants

The change in fair value of common stock warrants for the years ended December 31, 2014 and 2013 was \$348,000 and \$(45.6) million, respectively. The variance is primarily due to the revaluation of registered common stock warrants issued in January 2011 and March 2013, as well as fewer number of warrants classified as a current liability due to a significant number of warrants exercised during 2014. We revalue warrants at each balance sheet date to fair value. Warrants that were exercised during the period were revalued the day prior to exercise and reclassified into stockholders' equity upon exercise. If unexercised, the remaining warrants will expire in September 2018.

Gain (Loss) from investment in affiliated entity

The gain (loss) is a result of the change in the fair market value of the investment in GeneOne for the year ended December 31, 2014.

Gain on Sale of Assets

The gain on sale of assets is related to the March 2011 Asset Purchase Agreement with OncoSec Medical Incorporated ("OncoSec"). The gain recorded during the year ended December 31, 2013 is related to the cash received during the year related to the sale (see Note 5).

Income Taxes

Since inception, we have incurred operating losses and accordingly have not recorded a provision for income taxes for any of the periods presented. As of December 31, 2014, we had net operating loss carry forwards for federal, California and Pennsylvania income tax purposes of approximately \$159.3 million, \$60.1 million and \$99.3 million, respectively, net of the net operating losses that will expire due to IRC Section 382 limitations. We also had federal and state research and development tax credits of approximately \$2.8 million and \$2.1 million, respectively, net of the federal research and development credits that will expire due to IRC Section 383 limitations. If not utilized, the net operating losses and credits will begin to expire in 2018. Utilization of net operating losses and credits are subject to a substantial annual limitation due to ownership change limitations provided by the Internal Revenue Code of 1986, as amended.

Liquidity and Capital Resources

Historically, our primary uses of cash have been to finance research and development activities including clinical trial activities in the oncology, DNA vaccines and other immunotherapy areas of our business. Since inception, we have satisfied our cash requirements principally from proceeds from the sale of equity securities.

Working Capital and Liquidity

As of December 31, 2015 we had cash and short-term investments of \$ 163.0 million and working capital of \$ 140.4 million , as compared to \$93.6 million and \$84.9 million, respectively, as of December 31, 2014. The increase in cash and short-term investments during the year ended December 31, 2015 was primarily due to our May 2015 financing and up-front payment of \$27.5 million received from MedImmune, offset by expenditures related to our research and development activities and various general and administrative expenses related to legal, consultants, accounting and audit, and corporate development.

Net cash used in operating activities was \$ 12.4 million and \$29.8 million for the years ended December 31, 2015 and 2014 , respectively. The variance was primarily due to the up-front payment received from MedImmune offset by an increase in research and development operating expenses.

Net cash used in investing activities was \$ 54.8 million and \$35.8 million for the years ended December 31, 2015 and 2014 , respectively. The variance was primarily the result of timing differences in short-term investment purchases, sales and maturities.

Net cash provided by financing activities was \$ 84.4 million and \$72.5 million for the years ended December 31, 2015 and 2014 , respectively. The increase was related to proceeds received from our May 2015 financing.

On May 5, 2015, we closed an underwritten public offering of 10,925,000 shares of our common stock, including 1,425,000 shares of common stock issued pursuant to the underwriter's exercise of its overallotment option, at the public offering price of \$8.00 per share. The net proceeds, after deducting the underwriter's discounts and commission and other offering expenses, were \$81.9 million.

On March 4, 2014, we closed an underwritten public offering of 5,452,725 shares of our common stock, including 711,225 shares of common stock issued pursuant to the underwriter's exercise of its overallotment option, at the public offering price of \$11.60 per share. The net proceeds, after deducting the underwriter's discounts and commission and other offering expenses, were \$59.2 million.

During the year ended December 31, 2015 , warrants and stock options to purchase 551,883 shares of common stock were exercised for total proceeds to the Company of \$2.6 million.

During the year ended December 31, 2014, warrants and stock options to purchase 2,713,867 shares of common stock were exercised for total proceeds to the Company of \$13.3 million.

As of December 31, 2015 , we had an accumulated deficit of \$ 361.1 million . We have operated at a loss since 1994, and we expect to continue to operate at a loss for some time. The amount of the accumulated deficit will continue to increase, as it will be expensive to continue research and development efforts. If these activities are successful and if we receive approval from the FDA to market our DNA vaccine products, then we will need to raise additional funding to market and sell the approved vaccine products and equipment. We cannot predict the outcome of the above matters at this time. We are evaluating potential collaborations as an additional way to fund operations. We believe that current cash and short-term investments are sufficient to meet planned working capital requirements for at least the next twelve months.

Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenue, expenses, and results of operations, liquidity, capital expenditures or capital resources.

Contractual Obligations

As of December 31, 2015 , we did not have any other material long-term debt or other known contractual obligations, except for the operating leases for our facilities, which expire in 2017 through 2027, and operating leases for copiers, which expire in 2018 through 2020.

We are contractually obligated to make the following operating lease payments as of December 31, 2015 :

	Total	Less than 1 year	1 – 3 years	3 – 5 years	More than 5 years
Operating lease obligations	\$ 18,481,000	\$ 1,578,000	\$ 3,350,000	\$ 3,822,000	\$ 9,731,000

In the normal course of business, we are a party to a variety of agreements pursuant to which we may be obligated to indemnify the other party. It is not possible to predict the maximum potential amount of future payments under these types of agreements due to the conditional nature of our obligations and the unique facts and circumstances involved in each particular agreement. Historically, payments made by us under these types of agreements have not had a material effect on our business, consolidated results of operations or financial condition.

ITEM 7A. QUALITATIVE AND QUANTITATIVE DISCLOSURES ABOUT MARKET RISK

Interest Rate Risk

Market risk represents the risk of loss that may impact our consolidated financial position, results of operations or cash flows due to adverse changes in financial and commodity market prices and rates. We are exposed to market risk primarily in the area of changes in United States interest rates and conditions in the credit markets, and the recent fluctuations in interest rates and availability of funding in the credit markets primarily impact the performance of our investments. We do not have any material foreign currency or other derivative financial instruments. Under our current policies, we do not use interest rate derivative instruments to manage exposure to interest rate changes. We attempt to increase the safety and preservation of our invested principal funds by limiting default risk, market risk and reinvestment risk. We mitigate default risk by investing in investment grade securities.

Fair Value measurements

We account for our common stock warrants pursuant to the authoritative guidance on accounting for derivative financial instruments indexed to, and potentially settled in, a company's own stock, on the understanding that in compliance with applicable securities laws, the registered warrants require the issuance of registered securities upon exercise and do not sufficiently preclude an implied right to net cash settlement. We classify registered warrants on the consolidated balance sheet as a current liability that is revalued at each balance sheet date subsequent to the initial issuance.

The investments in affiliated entities represents our ownership interest in the Korean based companies, GeneOne and PLS. We report these investments at fair value on the consolidated balance sheet using the closing price of GeneOne and PLS shares of common stock as listed on the Korean Stock Exchange and Korea New Exchange Market, respectively.

Common stock warrants that we have received to purchase shares of OncoSec are classified on the consolidated balance sheet as a long-term asset that is revalued at each balance sheet date subsequent to the initial receipt.

Foreign Currency Risk

We have operated primarily in the United States and most transactions during the year ended December 31, 2015, have been made in United States dollars. Accordingly, we have not had any material exposure to foreign currency rate fluctuations, with the exception of the valuation of our equity investments in GeneOne and PLS which are denominated in South Korean Won. We do not have any foreign currency hedging instruments in place.

Certain transactions related to us are denominated primarily in foreign currencies, including Euros, British Pounds, Canadian Dollars and South Korean Won. As a result, our financial results could be affected by factors such as changes in foreign currency exchange rates or weak economic conditions in foreign markets where we conduct business, including the impact of the existing crisis in the global financial markets in such countries and the impact on both the United States dollar and the noted foreign currencies.

We do not use derivative financial instruments for speculative purposes. We do not engage in exchange rate hedging or hold or issue foreign exchange contracts for trading purposes. Currently, we do not expect the impact of fluctuations in the relative fair value of other currencies to be material in 2016.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

The information required by this Item 8 is incorporated by reference to our Consolidated Financial Statements and the Report of Independent Registered Public Accounting Firm beginning at page F-1 of this report.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

As of December 31, 2015, we carried out an evaluation, with the participation of our Chief Executive Officer and Chief Financial Officer, of the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Exchange Act). Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of the end of the period covered by this report in recording, processing, summarizing and reporting, on a timely basis, information required to be disclosed in reports that we file or submit under the Exchange Act and our disclosure controls and procedures were also effective to ensure that information we disclose in the reports we file or submit under the Exchange Act is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosure.

Internal Control Over Financial Reporting

Management's Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934. Our internal control over financial reporting is a process designed under the supervision of our Chief Executive Officer and Chief Financial Officer to provide reasonable assurance regarding the reliability of financial reporting and the preparation of our financial statements for external purposes in accordance with United States generally accepted accounting principles.

As of December 31, 2015, management, with the participation of the Chief Executive Officer and Chief Financial Officer, assessed the effectiveness of our internal control over financial reporting based on the criteria for effective internal control over financial reporting established in "Internal Control—Integrated Framework," issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework). Based on the assessment, management determined that we maintained effective internal control over financial reporting as of December 31, 2015.

Changes in Internal Control over Financial Reporting

There have not been any changes in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) that occurred during the fourth quarter of our fiscal year ended December 31, 2015, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Attestation Report of Independent Registered Public Accounting Firm

The independent registered public accounting firm that audited the consolidated financial statements that are included in this Annual Report on Form 10-K has issued an audit report on the effectiveness of our internal control over financial reporting as of December 31, 2015. The report appears below.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and
Stockholders of Inovio Pharmaceuticals, Inc.

We have audited Inovio Pharmaceuticals, 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). Inovio Pharmaceuticals, 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, Inovio Pharmaceuticals, 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 Inovio Pharmaceuticals, Inc. as of December 31, 2015 and 2014, and the related consolidated statements of operations, comprehensive loss, stockholders' equity, and cash flows for each of the three years in the period ended December 31, 2015 of Inovio Pharmaceuticals, Inc. and our report dated March 11, 2016 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

San Diego, California
March 11, 2016

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

The information required by this Item 10 is hereby incorporated by reference from our definitive proxy statement, to be filed pursuant to Regulation 14A within 120 days after the end of our 2015 fiscal year.

ITEM 11. EXECUTIVE COMPENSATION

The information required by this Item 11 is hereby incorporated by reference from our definitive proxy statement, to be filed pursuant to Regulation 14A within 120 days after the end of our 2015 fiscal year.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The information required by this Item 12 is hereby incorporated by reference from our definitive proxy statement, to be filed pursuant to Regulation 14A within 120 days after the end of our 2015 fiscal year.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

Director independence and other information required by this Item 13 is hereby incorporated by reference from our definitive proxy statement, to be filed pursuant to Regulation 14A within 120 days after the end of our 2015 fiscal year.

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

The information required by this Item 14 is hereby incorporated by reference from our definitive proxy statement, to be filed pursuant to Regulation 14A within 120 days after the end of our 2015 fiscal year.

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

1. Financial Statements

Consolidated financial statements required to be filed hereunder are indexed on Page F-1 hereof.

2. Financial Statement Schedules

Schedules not listed herein have been omitted because the information required to be set forth therein is not applicable or is included in the Financial Statements or notes thereto.

3. Exhibits

The following exhibits are filed as part of this annual report on Form 10-K:

<u>Exhibit Number</u>	<u>Description of Document</u>
3.1(a)	Certificate of Incorporation with all amendments (incorporated by reference to Exhibit 3.1 of the registrant's Form S-3 registration statement, filed on July 23, 2014).
3.2	Amended and Restated Bylaws of Inovio Pharmaceuticals, Inc. dated August 10, 2011 (incorporated by reference to Exhibit 3.2 to the registrant's Form 8-K current report filed on August 12, 2011).
4.16+	Form of Restricted Stock Award Grants under the 2007 Omnibus Stock Incentive Plan (incorporated by reference to Exhibit 4.3 to the registrant's Registration Statement on Form S-8 filed on May 14, 2007).
4.17+	Form of Incentive and Non-Qualified Stock Option Grants under the 2007 Omnibus Stock Incentive Plan (incorporated by reference to Exhibit 4.4 to the registrant's Registration Statement on Form S-8 filed with on May 14, 2007).
4.20	Form of Warrant to Purchase Common Stock issued by Inovio Pharmaceuticals, Inc. (incorporated by reference to Exhibit 4.1 to the registrant's Form 8-K current report filed March 7, 2013).
10.1	Lease Agreement by and between the registrant and 1787 Sentry Park West LLC dated December 10, 2009, as amended by First Amendment dated August 18, 2010, as amended by Second Amendment dated February 16, 2012, as amended by Third Amendment dated May 14, 2014, as amended by Fourth Amendment dated July 25, 2014 and as amended by Fifth Amendment dated January 30, 2015 (incorporated by reference to Exhibit 10.1 of the registrant's Form 10-K annual report for the year ended December 31, 2009 filed on March 26, 2010).
10.2†	License Agreement dated June 30, 2013 by and between the registrant and the University of South Florida Research Foundation, Inc. (incorporated by reference to Exhibit 10.5 of the registrant's Form 10-Q quarterly report for the quarter ended September 30, 2000 filed on November 9, 2000).
10.3†	Intentionally omitted.
10.4	Form of Warrant to Purchase Common Stock (incorporated by reference to Exhibit 4.2 of the registrant's Form 8-K current report filed on August 6, 2007).

**Exhibit
Number**

Description of Document

- 10.5+ Employment Agreement dated as of December 27, 2010 between Inovio Pharmaceuticals, Inc. and Peter Kies (incorporated by reference to Exhibit 10.5 to the registrant's Form 10-K report for the year ended December 31, 2010 filed on March 16, 2011).
- 10.7+ Employment Agreement dated December 27, 2010 between Inovio Pharmaceuticals, Inc. and Niranjan Y. Sardesai (incorporated by reference to Exhibit 10.7 to the registrant's Form 10-K report for the year ended December 31, 2011 filed on March 15, 2012).
- 10.8 Lease dated April 9, 2013 by and between BMR-Wateridge LP and Inovio Pharmaceuticals, Inc. (incorporated by reference to Exhibit 10.1 to registrant's quarterly report for the quarter ended March 31, 2013, filed on May 10, 2013).
- 10.9 Form of Indemnification Agreement for Directors and Officers of Inovio Pharmaceuticals, Inc. (incorporated by reference to Exhibit 10.1 to the registrant's Form 10-Q quarterly report for the quarterly period ended June 30, 2009, filed on August 19, 2009).
- 10.12+ Amended and Restated 2007 Omnibus Incentive Plan, as amended (filed herewith).
- 10.15† Collaboration, Option and License Agreement dated as of September 9, 2013 by and among F. Hoffman-La Roche Ltd, Hoffman-La Roche Inc. and Inovio Pharmaceuticals, Inc. (incorporated by reference to Exhibit 10.1 as filed with registrant's Form 8-K current report filed on September 12, 2013).
- 10.16† R&D Alliance Agreement dated December 19, 2005 by and between Ganial Immunotherapeutics, Inc. and VGX Pharmaceuticals, Inc., as amended by Novation and Amendment Agreement by and between VGX Pharmaceuticals, Inc., Ganial Immunotherapeutics, Inc., and Onconox (incorporated by reference to Exhibit 10.31 as filed with the registrant's Registration Statement on Form S-4 (File No. 333-156035) on April 27, 2009).
- 10.17† Asset Purchase Agreement dated February 21, 2007 by and among Ronald O. Bergan, Mary Alice Bergan, and VGX Pharmaceuticals, Inc. (incorporated by reference to Exhibit 10.32 as filed with the registrant's Registration Statement on Form S-4 (File No. 333-156035) on April 27, 2009).
- 10.18† License Agreement dated May 9, 2007 by and between Baylor University and VGX Pharmaceuticals, Inc. (incorporated by reference to Exhibit 10.34 as filed with the registrant's registration statement on Form S-4 (File No. 333-156035) on April 27, 2009).
- 10.23† R&D Collaboration and License Agreement dated December 18, 2006 by and between VGX International, Inc. and VGX Pharmaceuticals, Inc., as amended by First Amendment dated October 31, 2007 and as amended by Second Amendment dated August 4, 2008 (incorporated by reference to Exhibit 10.39 as filed with the registrant's Registration Statement on Form S-4 (File No. 333-156035) on April 27, 2009).
- 10.24† Sales and Marketing Agreement dated February 28, 2008 by and between VGX International and VGX Pharmaceuticals, Inc. (incorporated by reference to Exhibit 10.42 as filed with the registrant's Registration Statement on Form S-4 (File No. 333-156035) on April 27, 2009).

<u>Exhibit Number</u>	<u>Description of Document</u>
10.25+	Employment Agreement dated March 31, 2008 by and between J. Joseph Kim, Ph.D. and VGX Pharmaceuticals, Inc., as amended by First Amendment of Employment Agreement dated March 31, 2008 (incorporated by reference to Exhibit 10.43 as filed with the registrant's Registration Statement on Form S-4 (File No. 333-156035) on April 27, 2009).
10.26†	CELLECTRA [®] Device License Agreement dated April 16, 2008 by and between VGX International and VGX Pharmaceuticals, Inc. (incorporated by reference to Exhibit 10.44 as filed with the registrant's Registration Statement on Form S-4 (File No. 333-156035) on April 27, 2009).
10.27	Asset Purchase Agreement dated June 10, 2008 by and among VGXI, Inc. and VGX Pharmaceuticals, Inc. (incorporated by reference to Exhibit 10.48 as filed with the registrant's Registration Statement on Form S-4 (File No. 333-156035) on April 27, 2009).
10.29†	Patent License Agreement dated April 27, 2007 by and between The Trustees of the University of Pennsylvania and VGX Pharmaceuticals, Inc., as amended by First Amendment dated June 12, 2008 (incorporated by reference to Exhibit 10.50 as filed with the registrant's Registration Statement on Form S-4 (File No. 333-156035) on April 27, 2009).
10.30+	2001 Equity Compensation Plan for VGX Pharmaceuticals, Inc., as amended (incorporated by reference to Exhibit 10.62 as filed with the registrant's Registration Statement on Form S-4 (File No. 333-156035) on April 27, 2009).
10.31+	2007 Equity Compensation Plan for VGX Animal Health, Inc. (incorporated by reference to Exhibit 10.63 as filed with the registrant's Registration Statement on Form S-4 (File No. 333-156035) on April 27, 2009).
10.32	Memorandum of NIH Research Grant Agreement by and between National Institute of Allergy and Infectious Diseases and VGX Pharmaceuticals, Inc. (incorporated by reference to Exhibit 10.66 as filed with the registrant's Registration Statement on Form S-4 (File No. 333-156035) on April 27, 2009).
10.33	Form of Warrant to Purchase Common Stock issued by VGX Pharmaceuticals, Inc. since 2003 (incorporated by reference to Exhibit 10.67 as filed with the registrant's Registration Statement on Form S-4 (File No. 333-156035) on April 27, 2009).
10.34	Form of Warrant Purchase Agreement for Warrants to Purchase Common Stock issued by VGX Pharmaceuticals, Inc. since 2003 (incorporated by reference to Exhibit 10.68 as filed with the registrant's Registration Statement on Form S-4 (File No. 333-156035) on April 27, 2009).
10.35†	License and Collaboration Agreement dated March 24, 2010 between Inovio Pharmaceuticals, inc. and VGX International, Inc. (incorporated by reference to Exhibit 10.2 as filed with the registrant's Form 10-Q quarterly report for the quarter ended March 31, 2010 filed on May 17, 2010).
10.36	Lease Agreement dated as of March 5, 2014 between Brandywine Operating Partnership L.P. and Inovio Pharmaceuticals, Inc. (incorporated by reference to Exhibit 10.36 as filed with the registrant's Form 10-K annual report for the year ended December 31, 2014 filed on March 17, 2014).
10.37	Intentionally omitted.
10.38	Intentionally omitted.
10.39+	Employment Agreement dated December 10, 2009 between Inovio Pharmaceuticals, Inc. and Mark L. Bagarazzi (incorporated by reference to Exhibit 10.39 to the registrant's Form 10-K report for the year ended December 31, 2011 filed on March 15, 2012).
10.40+	Collaborative Development and License Agreement dated October 7, 2011 between VGX International, Inc. and Inovio Pharmaceuticals, Inc., as amended by First Amendment dated August 21, 2013, and Second Amendment dated October 7, 2013 (incorporated by reference to Exhibit 10.1 as filed with the registrant's Form 10-Q quarterly report for the quarter ended September 30, 2011 filed on November 7, 2011).

<u>Exhibit Number</u>	<u>Description of Document</u>
10.41+	First Amendment to Employment Agreement dated as of December 31, 2012 between Inovio Pharmaceuticals, Inc. and J. Joseph Kim, PhD. (incorporated by reference to Exhibit 10.41 of the registrant's Form 10-K annual report for the year ended December 31, 2012 filed on March 18, 2013).
10.42+	First Amendment to Employment Agreement dated as of December 31, 2012 between Inovio Pharmaceuticals, Inc. and Peter Kies (incorporated by reference to Exhibit 10.42 of the registrant's Form 10-K annual report for the year ended December 31, 2012 filed on March 18, 2013).
10.43+	First Amendment to Employment Agreement dated as of December 31, 2012 between Inovio Pharmaceuticals, Inc. and Mark L. Bagarazzi (incorporated by reference to Exhibit 10.43 of the registrant's Form 10-K annual report for the year ended December 31, 2012 filed on March 18, 2013).
10.44+	First Amendment to Employment Agreement dated as of December 31, 2012 between Inovio Pharmaceuticals, Inc. and Niranjn Sardesai (incorporated by reference to Exhibit 10.44 of the registrant's Form 10-K annual report for the year ended December 31, 2012 filed on March 18, 2013).
10.45+	Second Amendment to Employment Agreement dated November 7, 2014 by and between Inovio Pharmaceuticals, Inc. and Dr. Mark Bagarazzi (incorporated by reference to Exhibit 10.1 of the registrant's Form 10-Q quarterly report for the quarter ended September 30, 2014 filed on November 10, 2014).
10.46+	Second Amendment to Employment Agreement dated November 7, 2014 by and between Inovio Pharmaceuticals, Inc. and Peter Kies (incorporated by reference to Exhibit 10.2 of the registrant's Form 10-Q quarterly report for the quarter ended September 30, 2014 filed on November 10, 2014).
10.47+	Second Amendment to Employment Agreement dated November 7, 2014 by and between Inovio Pharmaceuticals, Inc. and Dr. Niranjn Sardesai (incorporated by reference to Exhibit 10.3 of the registrant's Form 10-Q quarterly report for the quarter ended September 30, 2014 filed on November 10, 2014).
10.48†	DNA Cancer Vaccine Collaboration and License Agreement dated August 7, 2015 by and between MedImmune, Limited and Inovio Pharmaceuticals, Inc. (incorporated by reference to Exhibit 10.1 of the registrant's Form 10-Q quarterly report for the quarter ended September 30, 2015 filed on November 9, 2015).
21.1	Subsidiaries of the registrant.
23.1	Consent of Independent Registered Public Accounting Firm.
24.1	Power of Attorney (included on signature page).
31.1	Certification of the Chief Executive Officer pursuant Securities Exchange Act Rule 13a-14(a).
31.2	Certification of the Chief Financial Officer pursuant Securities Exchange Act Rule 13a-14(a).
32.1	Certification pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	XBRL Instance Document.
101.SCH	XBRL Taxonomy Extension Schema Document.
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB	XBRL Taxonomy Extension Label Linkbase Document.

+ Designates management contract, compensatory plan or arrangement.

† Portions redacted pursuant to confidential treatment applications.

INOVIO PHARMACEUTICALS, INC.
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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and
Stockholders of Inovio Pharmaceuticals, Inc.

We have audited the accompanying consolidated balance sheets of Inovio Pharmaceuticals, Inc. as of December 31, 2015 and 2014 , and the related consolidated statements of operations, comprehensive loss, stockholders' equity 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 Inovio Pharmaceuticals, 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), Inovio Pharmaceuticals, 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 March 11, 2016 expressed an unqualified opinion thereon.

/s/ ERNST & YOUNG LLP

San Diego, California
March 11, 2016

Inovio Pharmaceuticals, Inc.
CONSOLIDATED BALANCE SHEETS

	December 31,	
	2015	2014
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 57,632,693	\$ 40,543,982
Short-term investments	105,357,277	53,075,974
Accounts receivable	7,333,059	2,804,207
Prepaid expenses and other current assets	917,257	797,973
Prepaid expenses from affiliated entity	610,652	1,382,375
Deferred tax asset	—	342,573
Total current assets	171,850,938	98,947,084
Fixed assets, net	7,306,695	4,583,204
Investment in affiliated entity - GeneOne	14,941,277	12,340,811
Investment in affiliated entity - PLS	5,045,915	—
Intangible assets, net	3,905,860	4,776,059
Goodwill	10,113,371	10,113,371
Common stock warrants	5,970	550,000
Other assets	670,833	474,568
Total assets	\$ 213,840,859	\$ 131,785,097
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable and accrued expenses	\$ 13,064,899	\$ 6,383,170
Accounts payable and accrued expenses due to affiliated entity	165,047	28,407
Accrued clinical trial expenses	2,600,483	2,007,432
Common stock warrants	1,301,138	2,022,729
Deferred revenue	13,449,768	3,187,223
Deferred revenue from affiliated entity	504,442	394,791
Deferred rent	380,629	61,542
Total current liabilities	31,466,406	14,085,294
Deferred revenue, net of current portion	103,074	173,779
Deferred revenue from affiliated entity, net of current portion	677,371	836,694
Deferred rent, net of current portion	5,485,313	4,647,687
Deferred tax liabilities	175,642	504,049
Total liabilities	37,907,806	20,247,503
Commitments and contingencies		
Inovio Pharmaceuticals, Inc. stockholders' equity:		
Preferred stock—par value \$0.001; Authorized shares: 10,000,000, issued and outstanding shares: 23 at December 31, 2015 and December 31, 2014	—	—
Common stock—par value \$0.001; Authorized shares: 600,000,000 at December 31, 2015 and December 31, 2014, issued and outstanding: 72,217,965 at December 31, 2015 and 60,741,082 at December 31, 2014	72,218	60,741
Additional paid-in capital	534,004,564	443,327,915
Accumulated deficit	(361,097,896)	(331,910,290)
Accumulated other comprehensive income (loss)	2,708,339	(251,390)
Total Inovio Pharmaceuticals, Inc. stockholders' equity	175,687,225	111,226,976
Non-controlling interest	245,828	310,618
Total stockholders' equity	175,933,053	111,537,594
Total liabilities and stockholders' equity	\$ 213,840,859	\$ 131,785,097

The accompanying notes are an integral part of these consolidated financial statements.

Inovio Pharmaceuticals, Inc.
CONSOLIDATED STATEMENTS OF OPERATIONS

	For the Year ended December 31,		
	2015	2014	2013
Revenues:			
Revenue under collaborative research and development arrangements	\$ 26,876,533	\$ 7,416,568	\$ 9,239,547
Revenue under collaborative research and development arrangements with affiliated entity	779,167	479,464	425,000
Grants and miscellaneous revenue	12,916,411	2,560,734	3,802,799
Total revenues	40,572,111	10,456,766	13,467,346
Operating expenses:			
Research and development	57,791,923	34,095,039	21,368,604
General and administrative	18,063,890	15,857,688	13,643,074
Gain on sale of assets	(1,000,000)	—	(2,000,000)
Total operating expenses	74,855,813	49,952,727	33,011,678
Loss from operations	(34,283,702)	(39,495,961)	(19,544,332)
Other income (expense):			
Interest and other income, net	305,071	331,461	132,214
Change in fair value of common stock warrants	177,561	348,143	(45,632,669)
Gain (Loss) on investment in affiliated entity	2,600,467	2,676,224	(1,038,745)
Net loss before income tax benefit	(31,200,603)	(36,140,133)	(66,083,532)
Income tax benefit	2,097,766	—	—
Net loss	(29,102,837)	(36,140,133)	(66,083,532)
Net (income) loss attributable to non-controlling interest	(84,769)	18,420	55,084
Net loss attributable to Inovio Pharmaceuticals, Inc.	\$ (29,187,606)	\$ (36,121,713)	\$ (66,028,448)
Net loss per common share attributable to Inovio Pharmaceuticals, Inc. stockholders			
Basic	\$ (0.43)	\$ (0.61)	\$ (1.43)
Diluted	\$ (0.44)	\$ (0.64)	\$ (1.43)
Weighted average number of common shares outstanding used in per share calculations:			
Basic	68,198,142	59,127,349	46,087,773
Diluted	68,365,265	59,408,252	46,087,773

The accompanying notes are an integral part of these consolidated financial statements.

Inovio Pharmaceuticals, Inc.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS

	For the Year ended December 31,		
	2015	2014	2013
Net loss	(29,102,837)	\$ (36,140,133)	\$ (66,083,532)
Other comprehensive income (loss):			
Unrealized gain on investment in affiliated entity, net of tax	2,952,201	—	—
Foreign currency translation adjustments	—	(1,689)	118
Unrealized gain (loss) on short-term investments, net of tax	7,528	(173,336)	(149,845)
Comprehensive loss	\$ (26,143,108)	\$ (36,315,158)	\$ (66,233,259)
Comprehensive (income) loss attributable to non-controlling interest	(84,769)	18,420	55,084
Comprehensive loss attributable to Inovio Pharmaceuticals, Inc.	\$ (26,227,877)	\$ (36,296,738)	\$ (66,178,175)

The accompanying notes are an integral part of these consolidated financial statements.

Inovio Pharmaceuticals, Inc.
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY

	Preferred stock		Common stock		Additional paid-in capital	Accumulated deficit	Accumulated other comprehensive income (loss)	Non-controlling interest	Total stockholders' equity
	Number of shares	Amount	Number of shares	Amount					
Balance at December 31, 2012	26	—	36,078,435	\$ 36,079	\$ 264,005,350	\$(229,760,129)	\$ 73,362	\$ 502,743	\$ 34,857,405
Issuance of common stock and warrants for cash, net of financing costs of \$783,000	—	—	6,844,317	6,844	14,267,975	—	—	—	14,274,819
Fair value of common stock warrants issued in connection with equity financing	—	—	—	—	(5,968,244)	—	—	—	(5,968,244)
Issuance of common stock for cash, net of financing costs of \$585,000	—	—	3,925,167	3,925	18,920,931	—	—	—	18,924,856
Exercise of stock options and warrants for cash	—	—	5,712,439	5,713	19,802,519	—	—	—	19,808,232
Cashless exercise of warrants	—	—	16,032	16	(16)	—	—	—	—
Change in classification of warrants from liability to equity due to exercise	—	—	—	—	35,370,529	—	—	—	35,370,529
Stock-based compensation	—	—	—	—	1,868,345	—	—	—	1,868,345
Net loss attributable to common stockholders	—	—	—	—	—	(66,028,448)	—	(55,084)	(66,083,532)
Unrealized loss on short-term investments	—	—	—	—	—	—	(149,845)	—	(149,845)
Foreign currency translation adjustments	—	—	—	—	—	—	118	—	118
Balance at December 31, 2013	26	—	52,576,390	\$ 52,577	\$ 348,267,389	\$(295,788,577)	\$ (76,365)	\$ 447,659	\$ 52,902,683
Issuance of shares related to reverse stock split	—	—	6,378	6	57,181	—	—	—	57,187
Issuance of common stock for cash, net of financing costs of \$5.5 million	—	—	5,452,725	5,453	59,203,729	—	—	—	59,209,182
Conversions of preferred stock to common stock	(3)	—	1,103	1	(1)	—	—	—	—
Acquisition of non-controlling interest	—	—	—	—	118,621	—	—	(118,621)	—
Exercise of stock options and warrants for cash	—	—	2,689,868	2,689	13,249,854	—	—	—	13,252,543
Cashless exercise of warrants	—	—	14,618	15	(15)	—	—	—	—
Change in classification of warrants from liability to equity due to exercise	—	—	—	—	17,002,211	—	—	—	17,002,211
Stock-based compensation	—	—	—	—	5,428,946	—	—	—	5,428,946
Net loss attributable to common stockholders	—	—	—	—	—	(36,121,713)	—	(18,420)	(36,140,133)
Unrealized loss on short-term investments	—	—	—	—	—	—	(173,336)	—	(173,336)
Foreign currency translation adjustments	—	—	—	—	—	—	(1,689)	—	(1,689)
Balance at December 31, 2014	23	—	60,741,082	\$ 60,741	\$ 443,327,915	\$(331,910,290)	\$ (251,390)	\$ 310,618	\$ 111,537,594
Issuance of common stock for cash, net of financing costs of \$4.0 million	—	—	10,925,000	10,925	81,891,438	—	—	—	81,902,363
Payment to minority stockholders	—	—	—	—	—	—	—	(149,559)	(149,559)
Exercise of stock options and warrants for cash	—	—	551,883	552	2,598,363	—	—	—	2,598,915
Stock-based compensation	—	—	—	—	6,186,848	—	—	—	6,186,848
Net loss attributable to common stockholders	—	—	—	—	—	(29,187,606)	—	84,769	(29,102,837)
Unrealized gain on short-term investments, net of tax	—	—	—	—	—	—	7,528	—	7,528
Unrealized gain on investment in affiliated entity, net of tax	—	—	—	—	—	—	2,952,201	—	2,952,201
Balance at December 31, 2015	23	—	72,217,965	\$ 72,218	\$ 534,004,564	\$(361,097,896)	\$ 2,708,339	\$ 245,828	\$ 175,933,053

The accompanying notes are an integral part of these consolidated financial statements.

Inovio Pharmaceuticals, Inc.
CONSOLIDATED STATEMENTS OF CASH FLOWS

	For the Year ended December 31,		
	2015	2014	2013
Cash flows from operating activities:			
Net loss	\$ (29,102,837)	\$ (36,140,133)	\$ (66,083,532)
Adjustments to reconcile net loss to net cash used in operating activities:			
Depreciation	1,048,431	626,554	328,752
Amortization of intangible assets	870,199	942,719	1,770,537
Change in value of common stock warrants	(177,561)	(348,143)	45,632,669
Stock-based compensation	6,186,848	5,428,946	1,868,345
Issuance of shares in connection with reverse stock split	—	57,187	—
Amortization of premiums on investments	348,566	54,534	(484)
Deferred taxes	14,166	27,537	32,274
Deferred rent	383,584	762,616	410,187
Transaction costs associated with issuance of warrants	—	—	315,970
Loss on short-term investments	424,275	33,990	38,950
Loss on disposal of fixed assets	7,899	2,959	1,822
(Gain) Loss on investment in affiliated entity	(2,600,467)	(2,676,224)	1,038,745
Gain on sale of intangible assets	(1,000,000)	—	(2,000,000)
Income tax benefit from other unrealized gains on securities	(2,097,766)	—	—
Changes in operating assets and liabilities:			
Accounts receivable	(4,528,852)	497,356	(2,434,896)
Prepaid expenses and other current assets	(119,284)	(160,540)	(229,705)
Prepaid expenses and other current assets from affiliated entity	771,723	674,975	(1,401,258)
Restricted cash	—	100,762	(352)
Other assets	(196,265)	(72,493)	26,793
Accounts payable and accrued expenses	6,456,581	925,820	2,123,761
Accrued clinical trial expenses	593,051	561,252	40,284
Accounts payable and accrued expenses due to affiliated entity	136,640	(493,848)	334,980
Deferred revenue	10,191,840	(260,719)	3,179,721
Deferred revenue from affiliated entity	(49,672)	(368,751)	(375,000)
Net cash used in operating activities	(12,438,901)	(29,823,644)	(15,381,437)
Cash flows from investing activities:			
Purchases of investments	(63,526,830)	(47,185,945)	(15,399,495)
Maturities of investments	10,484,267	12,753,719	4,339,577
Purchases of capital assets	(2,781,544)	(1,379,980)	(176,925)
Proceeds from sale of intangible assets	1,000,000	—	2,000,000
Net cash used in investing activities	(54,824,107)	(35,812,206)	(9,236,843)
Cash flows from financing activities:			
Proceeds from issuance of common stock and warrants, net of issuance costs	81,902,363	59,209,182	32,883,705
Proceeds from stock option and warrant exercises	2,598,915	13,252,543	19,808,232
Other financing activities	(149,559)	—	—
Net cash provided by financing activities	84,351,719	72,461,725	52,691,937
Effect of exchange rate changes on cash and cash equivalents	—	(1,689)	118
Increase in cash and cash equivalents	17,088,711	6,824,186	28,073,775
Cash and cash equivalents, beginning of period	40,543,982	33,719,796	5,646,021
Cash and cash equivalents, end of period	\$ 57,632,693	\$ 40,543,982	\$ 33,719,796
Supplemental disclosure of non-cash activities			
Amounts accrued for purchases of property and equipment	\$ 225,148	\$ 12,842	\$ 139,173
Lease incentive recorded as fixed assets and deferred rent	\$ 773,000	\$ 933,000	\$ 2,538,000

The accompanying notes are an integral part of these consolidated financial statements.

Inovio Pharmaceuticals, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. The Company

Inovio Pharmaceuticals, Inc. (the “Company” or “Inovio”), a clinical stage biopharmaceutical company, develops active DNA immunotherapies and vaccines in combination with proprietary electroporation delivery devices to prevent and treat cancers and infectious diseases. Inovio’s synthetic products are based on the Company’s SynCon[®] design. The Company has completed, current or planned clinical programs of its proprietary SynCon[®] products for HPV-caused pre-cancers and cancers, influenza, prostate cancer, breast/lung/pancreatic cancer, hepatitis C virus (HCV), hepatitis B virus (HBV), HIV, and Ebola. The Company’s partners and collaborators include F. Hoffmann-La Roche Ltd and Hoffmann-La Roche Inc. (“Roche”), University of Pennsylvania, Drexel University, National Microbiology Laboratory of the Public Health Agency of Canada, National Institute of Allergy and Infectious Diseases (“NIAID”), United States Military HIV Research Program (“USMHRP”), U.S. Army Medical Research Institute of Infectious Diseases (“USAMRIID”), HIV Vaccines Trial Network (“HVTN”), Defense Advanced Research Projects Agency (“DARPA”) and MedImmune, LLC. Inovio is incorporated in Delaware.

2. Summary of Significant Accounting Policies

Basis of Presentation

Inovio incurred a net loss attributable to common stockholders of \$29.2 million for the year ended December 31, 2015. Inovio had working capital of \$140.4 million and an accumulated deficit of \$361.1 million as of December 31, 2015. The Company’s ability to continue its operations is dependent upon its ability to obtain additional capital in the future and achieve profitable operations. The Company expects to continue to rely on outside sources of financing to meet its capital needs and the Company may never achieve positive cash flow. These consolidated financial statements do not include any adjustments to the specific amounts and classifications of assets and liabilities, which might be necessary should Inovio be unable to continue in business. Inovio’s consolidated financial statements as of and for the year ended December 31, 2015 have been prepared on a going concern basis, which contemplates the realization of assets and the settlement of liabilities and commitments in the normal course of business for the foreseeable future. The Company has evaluated subsequent events after the balance sheet date through the date it issued these financial statements.

Consolidation

These consolidated financial statements include the accounts of Inovio Pharmaceuticals, Inc. and its subsidiaries. In conjunction with the acquisition in June 2009 of VGX Pharmaceuticals (the “Merger”), the Company acquired a majority interest in VGX Animal Health and certain shares in GeneOne Life Sciences (“GeneOne”) (a publicly-traded company in South Korea). The Company consolidates Genetronics, Inc. (a wholly-owned subsidiary of Inovio Pharmaceuticals, Inc.), VGX Pharmaceuticals and its subsidiary VGX Animal Health and records a non-controlling interest for the 15% and 9% of VGX Animal Health it does not own as of December 31, 2015 and 2014, respectively. The Company’s investment in GeneOne, which is recorded as investment in affiliated entity within the consolidated balance sheets is accounted for at fair value on a recurring basis, with changes in fair value recorded on the consolidated statements of operations within gain (loss) on investment in affiliated entity. All intercompany accounts and transactions have been eliminated upon consolidation.

Variable Interest Entities

In June 2009, the FASB issued authoritative guidance that requires companies to perform a qualitative analysis to determine whether a variable interest in another entity represents a controlling financial interest in a variable interest entity. A controlling financial interest in a variable interest entity is characterized by having both the power to direct the most significant activities of the entity and the obligation to absorb losses or the right to receive benefits of the entity. This guidance also requires on-going reassessments of variable interests based on changes in facts and circumstances. This guidance became effective for fiscal years beginning after November 15, 2009. The Company adopted the provisions of the guidance in the first quarter of 2010 and determined that none of the entities with which the Company currently conducts business and collaborations are variable interest entities except VGXI (a wholly-owned subsidiary of GeneOne). The Company determined that they are not the primary beneficiary as they do not have voting control or other forms of control over the operations and decision making and therefore are not required to consolidate VGXI. The Company continues to assess its variable interests and has determined that no significant changes have occurred as of December 31, 2015.

Use of Estimates

The preparation of consolidated financial statements in accordance with United States generally accepted accounting principles requires the Company to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. Inovio bases its estimates on historical experience and on various other assumptions 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. On an ongoing basis, the Company reviews its estimates to ensure that these estimates appropriately reflect changes in the business or as new information becomes available.

Concentration of Credit Risk

Financial instruments, which potentially subject the Company to concentrations of credit risk, consist primarily of cash and short-term investments. The Company limits its exposure to credit loss by placing its cash and investments with high credit quality financial institutions. Additionally, the Company has established guidelines regarding diversification of its investments and their maturities which are designed to maintain principal and maximize liquidity. The Company had contracts with customers which represented more than 10% of total revenues for all of the years presented as discussed in Note 6.

Fair value of Financial Instruments

The Company's financial instruments consist principally of cash equivalents, short-term investments, investments in affiliated entities and common stock warrants. The carrying amounts of cash equivalents approximate the related fair values due to the short-term maturities of these instruments. Investments consist of available-for-sale securities that are reported at fair value with the related unrealized gains and losses included in accumulated other comprehensive income (loss), a component of consolidated stockholders' equity. The Company's investment in affiliated entity PLS is accounted for as an available-for sale security. The Company's investment in affiliated entity GeneOne is accounted for at fair value on a recurring basis, with changes in fair value recorded on the consolidated statements of operations within gain (loss) from investment in affiliated entity. The estimated fair value of the common stock warrants is determined by using the Black-Scholes pricing model as of December 31, 2015, as discussed in Note 5.

Cash and Cash Equivalents

Cash equivalents are considered by the Company to be highly liquid investments purchased with original maturities of three months or less from the date of purchase. Cash and cash equivalents include certain money market accounts at December 31, 2015 and 2014 .

Investments

The Company defines investments as income yielding securities that can be readily converted into cash or equity investments classified as available-for-sale. Investments include mutual funds, United States corporate debt securities, municipal bonds and an equity investment in the Company's affiliated entity PLS at December 31, 2015 and mutual funds and United States corporate debt securities at December 31, 2014 .

Accounts Receivable

Accounts receivable are recorded at invoiced amounts and do not bear interest. Inovio performs ongoing credit evaluations of our customers' financial condition. Credit is extended to customers as deemed necessary and generally does not require collateral. Management believes that the risk of loss is significantly reduced due to the quality and financial position of our customers. No allowance for doubtful accounts was deemed necessary at December 31, 2015 and 2014 .

Fixed Assets

Property and equipment are stated at cost and depreciated using the straight-line method over the estimated useful life of the assets, generally three to five years. Leasehold improvements are amortized over the shorter of the remaining term of the related leases or the estimated economic useful lives of the improvements. Repairs and maintenance are expensed as incurred.

Long-Lived Assets

All long-lived assets are reviewed for impairment in value when changes in circumstances dictate, based upon undiscounted future operating cash flows, and appropriate losses are recognized and reflected in current earnings, to the extent the carrying amount of an asset exceeds its estimated fair value determined by the use of appraisals, discounted cash flow

analyses or comparable fair values of similar assets. The Company has not recognized any losses on long-lived assets through December 31, 2015 .

Valuation of Goodwill and Intangible Assets

Goodwill represents the excess of acquisition cost over the fair value of the net assets of acquired businesses. Intangible assets are amortized over their estimated useful lives ranging from 5 to 18 years. Acquired intangible assets are continuously being developed for the future economic viability contemplated at the time of acquisition. The Company is concurrently conducting pre-clinical, Phase I, and Phase II trials using the acquired intangibles, and has entered into certain significant licensing agreements for use of these acquired intangibles.

Historically the Company has recorded patents at cost and amortized these costs using the straight-line method over the expected useful lives of the patents or 17 years, whichever is less. Patent cost consists of the consideration paid for patents and related legal costs. Effective June 1, 2009, in connection with the acquisition of VGX, all new patent costs are being expensed as incurred. Patent cost capitalized as of June 1, 2009 will continue to be amortized over the expected life of the patent. License costs are recorded based on the fair value of consideration paid and amortized using the straight-line method over the shorter of the expected useful life of the underlying patents or the term of the related license agreement to the extent the license has an alternative future use. As of December 31, 2015 and 2014 , the Company's intangible assets resulting from the acquisition of VGX and Inovio AS, and additional intangibles including previously capitalized patent costs and license costs, net of accumulated amortization, totaled \$3.9 million and \$ 4.8 million , respectively.

The determination of the value of such intangible assets requires management to make estimates and assumptions that affect the Company's consolidated financial statements. The Company assesses potential impairments to intangible assets when there is evidence that events or changes in circumstances indicate that the carrying amount of an asset may not be recovered. The Company's judgments regarding the existence of impairment indicators and future cash flows related to intangible assets are based on operational performance of our acquired businesses, market conditions and other factors. If impairment is indicated, the Company will reduce the carrying value of the intangible asset to fair value. While current and historical operating and cash flow losses are potential indicators of impairment, the Company believes the future cash flows to be received from its intangible assets will exceed the intangible assets' carrying value, and accordingly, the Company has not recognized any impairment losses through December 31, 2015 .

Goodwill is reviewed for impairment at least annually at November 30, or more frequently if an event occurs indicating the potential for impairment. During its goodwill impairment review, the Company may assess qualitative factors to determine whether it is more likely than not that the fair value of its reporting unit is less than its carrying amount, including goodwill. The qualitative factors include, but are not limited to, macroeconomic conditions, industry and market considerations, and the overall financial performance of the Company. If, after assessing the totality of these qualitative factors, the Company determines that it is not more likely than not that the fair value of its reporting unit is less than its carrying amount, then no additional assessment is deemed necessary. Otherwise, the Company proceeds to perform the two-step test for goodwill impairment. The first step involves comparing the estimated fair value of the reporting unit with its carrying value, including goodwill. If the carrying amount of the reporting unit exceeds its fair value, the Company performs the second step of the goodwill impairment test to determine the amount of loss, which involves comparing the implied fair value of the goodwill to the carrying value of the goodwill. The Company may also elect to bypass the qualitative assessment in a period and elect to proceed to perform the first step of the goodwill impairment test. The Company performed its annual assessment for goodwill impairment as of November 30, 2015 , identifying no impairment.

Although there are inherent uncertainties in this assessment process, the estimates and assumptions the Company is using are consistent with its internal planning. If these estimates or their related assumptions change in the future, the Company may be required to record an impairment charge on all or a portion of our goodwill and intangible assets. Furthermore, the Company cannot predict the occurrence of future impairment triggering events nor the impact such events might have on its reported asset values. Future events could cause the Company to conclude that impairment indicators exist and that goodwill or other intangible assets associated with its acquired businesses are impaired. Any resulting impairment loss could have an adverse impact on the Company's results of operations. See Note 8 for further discussion of the Company's goodwill and intangible assets.

Income Taxes

The Company recognizes deferred tax assets and liabilities for temporary differences between the financial reporting basis and the tax basis of the Company's assets and liabilities along with net operating loss and tax credit carry forwards. The Company records a valuation allowance against its deferred tax assets to reduce the net carrying value to an amount that it believes is more likely than not to be realized. When the Company establishes or reduces the valuation allowance against its deferred tax assets, its provision for income taxes will increase or decrease, respectively, in the period such determination is made.

Valuation allowances against the Company's deferred tax assets were \$83.2 million and \$75.4 million at December 31, 2015 and 2014, respectively. Changes in the valuation allowances, when they are recognized in the provision for income taxes, are included as a component of the estimated annual effective tax rate.

Revenue Recognition

Grant revenue

Inovio receives non-refundable grants under available government programs. Government grants towards current expenditures are recorded as revenue when there is reasonable assurance that we have complied with all conditions necessary to receive the grants, collectability is reasonably assured, and as the expenditures are incurred.

License fee and milestone revenue

Inovio has adopted a strategy of co-developing or licensing its gene delivery technology for specific genes or specific medical indications. Accordingly, the Company has entered into collaborative research and development agreements and has received funding for pre-clinical research and clinical trials. Prior to the adoption of the Financial Accounting Standards Board's ("FASB") Accounting Standards Update ("ASU") No. 2009-13, Revenue Recognition (Topic 605): *Multiple-Deliverable Revenue Arrangements*, the Company analyzed its multiple element arrangements to determine whether the identified deliverables could be accounted for individually as separate units of accounting. The delivered item(s) were considered a separate unit of accounting if all of the following criteria were met: (1) the delivered item(s) has value to the customer on a standalone basis; (2) there is objective and reliable evidence of the fair value of the undelivered item(s); and (3) if the arrangement includes a general right of return relative to the delivered item, delivery or performance of the undelivered item(s) is considered probable and substantially in our control. If these criteria were not met, the deliverable was combined with other deliverables in the arrangement and accounted for as a combined unit of accounting.

For new collaborative agreements or material modifications of existing collaborative agreements entered into after December 31, 2010, Inovio follows the provisions of ASU No. 2009-13. In order to account for the multiple-element arrangements, the Company identifies the deliverables included within the agreement and evaluates which deliverables represent separable units of accounting. Analyzing the arrangement to identify deliverables requires the use of judgment, and each deliverable may be an obligation to deliver services, a right or license to use an asset, or another performance obligation. A delivered item is considered a separate unit of accounting when the delivered item has value to the collaborator on a standalone basis based on the consideration of the relevant facts and circumstances for each arrangement.

Arrangement consideration is allocated at the inception of the agreement to all identified units of accounting based on their relative selling price. The relative selling price for each deliverable is determined using vendor specific objective evidence ("VSOE"), of selling price or third-party evidence of selling price if VSOE does not exist. If neither VSOE nor third-party evidence of selling price exists, we use our best estimate of the selling price for the deliverable. The amount of allocable arrangement consideration is limited to amounts that are fixed or determinable. The consideration received is allocated among the separate units of accounting, and the applicable revenue recognition criteria are applied to each of the separate units. Changes in the allocation of the sales price between delivered and undelivered elements can impact revenue recognition but do not change the total revenue recognized under any agreement.

Upfront license fee payments are recognized upon delivery of the license if facts and circumstances dictate that the license has standalone value from the undelivered items, the relative selling price allocation of the license is equal to or exceeds the upfront license fee, persuasive evidence of an arrangement exists, our price to the collaborator is fixed or determinable, and collectability is reasonably assured. Upfront license fee payments are deferred if facts and circumstances dictate that the license does not have standalone value. The determination of the length of the period over which to defer revenue is subject to judgment and estimation and can have an impact on the amount of revenue recognized in a given period.

Effective January 1, 2011, the Company adopted on a prospective basis the Milestone Method of ASU No. 2010-17. Under the Milestone Method, the Company will recognize consideration that is contingent upon the achievement of a milestone in its entirety as revenue in the period in which the milestone is achieved only if the milestone is substantive in its entirety. A milestone is considered substantive when it meets all of the following criteria:

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 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.

A milestone is defined as an event (i) that can only be achieved based in whole or in part on either the entity's performance or on the occurrence of a specific outcome resulting from the entity's performance, (ii) for which there is substantive uncertainty at the date the arrangement is entered into that the event will be achieved and (iii) that would result in additional payments being due to the Company.

Research and Development Expenses

Research and development expenses consist of expenses incurred in performing research and development activities including salaries and benefits, facilities and other overhead expenses, clinical trials, contract services and other outside expenses. Research and development expenses are charged to operations as they are incurred. These expenses result from the Company's independent research and development efforts as well as efforts associated with collaborations and licensing arrangements. The Company reviews and accrues clinical trials expense based on work performed, which relies on estimates of total costs incurred based on patient enrollment, completion of studies and other events. The Company follows this method since reasonably dependable estimates of the costs applicable to various stages of a research agreement or clinical trial can be made. Accrued clinical costs are subject to revisions as trials progress. Revisions are charged to expense in the period in which the facts that give rise to the revision become known. Historically, revisions have not resulted in material changes to research and development expense; however a modification in the protocol of a clinical trial or cancellation of a trial could result in a change to the results of operations.

Net Loss Per Share

Basic net loss per share is computed by dividing the net loss for the year by the weighted average number of common shares outstanding during the year. Diluted loss per share is calculated in accordance with the treasury stock method and reflects the potential dilution that would occur if securities or other contracts to issue common stock were exercised or converted to common stock. The calculation of diluted loss per share requires that, to the extent the average market price of the underlying shares for the reporting period exceeds the exercise price of the warrants and the presumed exercise of such securities are dilutive to loss per share for the period, an adjustment to net loss used in the calculation is required to remove the change in fair value of the warrants from the numerator for the period. Likewise, an adjustment to the denominator is required to reflect the related dilutive shares, if any, under the treasury stock method.

The following tables reconcile the components of the numerator and denominator included in the calculations of diluted loss per share:

	Year Ended December 31,		
	2015	2014	2013
Numerator			
Net loss attributable to Inovio Pharmaceuticals, Inc.	\$ (29,187,606)	\$ (36,121,713)	\$ (66,028,448)
Reflect adjustment for decrease in fair value of warrant liability	(721,591)	(2,181,203)	—
Numerator for use in diluted loss per share	<u>\$ (29,909,197)</u>	<u>\$ (38,302,916)</u>	<u>\$ (66,028,448)</u>
Denominator			
Weighted average number of common shares outstanding	68,198,142	59,127,349	46,087,773
Effect of dilutive potential common shares from warrants	167,123	280,903	—
Denominator for use in diluted loss per share	<u>68,365,265</u>	<u>59,408,252</u>	<u>46,087,773</u>
Net loss per share, diluted	<u>\$ (0.44)</u>	<u>\$ (0.64)</u>	<u>\$ (1.43)</u>

The following table summarizes potential common shares that were excluded from diluted net loss per share calculation because of their anti-dilutive effect:

	Year Ended December 31,		
	2015	2014	2013
Options to purchase common stock	5,862,364	4,840,514	4,134,530
Warrants to purchase common stock	276,813	727,969	3,514,815
Restricted stock units	230,000	—	—
Convertible preferred stock	8,456	8,456	9,559
Total	<u>6,377,633</u>	<u>5,576,939</u>	<u>7,658,904</u>

Leases

Leases are classified as either capital or operating leases. Leases which transfer substantially all of the benefits and risks incidental to the ownership of assets are accounted for as if there was an acquisition of an asset and incurrence of an obligation at the inception of the lease. All other leases are accounted for as operating leases. Inovio's Plymouth Meeting, PA headquarters and San Diego, CA facility leases, which have escalating payments, are expensed on a straight-line basis over the term of the lease. The allowance provided by the lessor for leasehold improvements are considered tenant incentives and are amortized on a straight-line basis over the term of the lease. These leases represent the primary expense and commitment as indicated in Note 11 "Commitments". Other leases exist for office machinery, such as copiers, wherein lease expense is recorded as incurred.

Stock-Based Compensation

The Company incurs stock-based compensation expense related to restricted stock units and stock options. The fair value of restricted stock is determined by the closing market price of the Company's common stock on the date of grant. The Company estimates the fair value of stock options granted using the Black-Scholes option pricing model. The Black-Scholes option pricing model was developed for use in estimating the fair value of traded options, which have no vesting restrictions and are fully transferable. In addition, option valuation models require the input of highly subjective assumptions, including the expected stock price volatility and expected option life. The Company amortizes the fair value of the awards expected to vest on a straight-line basis over the requisite service period of the awards. Expected volatility is based on historical volatility. The expected life of options granted is based on historical expected life. The risk-free interest rate is based on the U.S. Treasury yield in effect at the time of grant. The forfeiture rate is based on historical data, and the Company records stock-based compensation expense only for those awards that are expected to vest. The dividend yield is based on the fact that no dividends have been paid historically and none are currently expected to be paid in the foreseeable future.

Weighted average assumptions used in the Black-Scholes model for employees and directors are presented below:

	Year Ended December 31,		
	2015	2014	2013
Risk-free interest rate	0.99%	1.47%	0.41%
Expected volatility	74%	109%	111%
Expected life in years	5	5	4
Dividend yield	—	—	—
Forfeiture rate	7%	8%	8%

Assumptions used in the Black-Scholes model for non-employees are presented below:

	Year Ended December 31,		
	2015	2014	2013
Risk-free interest rate	2.14%-2.31%	1.52%-2.73%	0.84% – 1.52%
Expected volatility	105%-108%	104%-115%	102%-113%
Expected life in years	7-10	7-10	7-10
Dividend yield	—	—	—

Recent Accounting Pronouncements

The below recent pronouncements may have a significant effect on the Company's financial statements. Recent pronouncements that are not anticipated to have an impact on or are unrelated to the Company's financial condition, results of operations, or related disclosures are not discussed.

Accounting Standards Update ("ASU"), No. 2014-15- In August 2014, the Financial Accounting Standards Board (the "FASB"), issued ASU 2014-15, which intends to define management's responsibility to evaluate whether there is substantial doubt about an entity's ability to continue as a going concern and to provide related disclosure. ASU 2014-15 defines the term substantial doubt and requires an assessment for a period of one year after the date of the issuance of the financial statements. It requires certain disclosures when substantial doubt is alleviated as a result of consideration of management's plans and requires an express statement and other disclosures when substantial doubt is not alleviated. The guidance becomes effective for reporting periods beginning after December 15, 2016, with early adoption permitted. The Company is currently evaluating the impact the adoption of this guidance will have on its financial statements and related disclosures.

ASU, No. 2014-09- In May 2014, the FASB issued an ASU, *Revenue from Contracts with Customers*, which converges the FASB and the International Accounting Standards Board standards on revenue recognition. Areas of revenue recognition that will be affected include, but are not limited to, transfer of control, variable consideration, allocation of transfer pricing, licenses, time value of money, contract costs and disclosures. This guidance is effective for the fiscal years and interim reporting periods beginning after December 15, 2016. The Company is currently evaluating the impact that the adoption of ASU 2014-09 will have on its financial statements and related disclosures.

3. Collaborative Agreements

MedImmune

On August 7, 2015, The Company entered into a license and collaboration agreement with MedImmune, the global biologics research and development arm of AstraZeneca. Under the agreement, MedImmune acquired exclusive rights to the Company's INO-3112 immunotherapy, which targets cancers caused by human papillomavirus (HPV) types 16 and 18. MedImmune made an upfront payment of \$27.5 million to the Company in September 2015 and has agreed to make additional future development, regulatory and commercial event based payments totaling up to \$700 million. MedImmune will fund all development costs associated with INO-3112 immunotherapy. The Company is entitled to receive up to mid-single to double-digit tiered royalties on INO-3112 product sales. Within the broader collaboration, the Company and MedImmune will develop up to two additional DNA-based cancer vaccine products not included in the Company's current product pipeline, which MedImmune will have the exclusive rights to develop and commercialize. The Company will receive development, regulatory and commercialization event based payments and will be eligible to receive royalties on worldwide net sales for these additional cancer vaccine products. The Company has assessed event based payments under the authoritative guidance for research and development milestones and determined that none of the event based payments represent a milestone under the milestone method of accounting.

The Company identified the deliverables at the inception of the agreement. The Company has determined that the license to INO-3112, the license for the research collaboration products with related research and development services and the product development services for INO-3112 individually represent separate units of accounting because each deliverable has standalone basis. The Company considered the provisions of the multiple-element arrangement guidance in determining whether the deliverables outlined above have standalone basis and thus should be treated as separate units of accounting. The Company determined that the license for INO-3112, the license for the research collaboration products with related research and development services, and the product development services for INO-3112 have standalone basis and represent separate units of accounting because the rights conveyed permit MedImmune to perform all efforts necessary to complete development, commercialize and begin selling the product upon regulatory approval. In addition, MedImmune has the appropriate development, regulatory and commercial expertise with products similar to the product licensed under the agreement and has the ability to engage third parties to manufacture the product allowing MedImmune to realize the value of the license without receiving any of the remaining deliverables. MedImmune can also sublicense its license rights to third parties. Also, the Company determined that the product development services for INO-3112 represents an individual unit of accounting as MedImmune could perform such services and/or could acquire these on a separate basis. The best estimated selling prices for these units of accounting were determined based on market conditions, the terms of comparable collaborative agreements for similar technology in the pharmaceutical and biotechnology industry, the Company's pricing practices and pricing objectives and the nature of the research and development services to be provided. While market data and the cost-to-recreate method under the cost approach were considered throughout the valuation process, ultimately, the estimated selling prices of the licenses were determined utilizing two forms of the relief from royalty method under the income approach. The arrangement consideration was allocated to the deliverables based on the relative selling price method.

The amount allocable to the delivered unit or units of accounting is limited to the amount that is considered fixed and determinable and is not contingent upon the delivery of additional items or meeting other specified performance conditions. Based on the results of the Company's analysis, the \$27.5 million up-front payment was allocated as follows: \$15.0 million to the product license to INO-3112 and \$12.5 million for the license to the research collaboration products and related research and development services. The amount allocated to the license for INO-3112 was recognized as revenue under collaborative research and development arrangements during the year ended December 31, 2015 as this was determined to be earned upon the granting of the license and delivery of the related knowledge and data. The remaining amount related to the research collaboration products and related research and development services is classified as short-term deferred revenue as of December 31, 2015. The Company believes that no substantive value related to the research collaboration products license and research services has been transferred to MedImmune prior to their selection of the first research collaboration product since there is no economic benefit from the research unless such product candidate is selected. Furthermore, if MedImmune decides to not proceed with the selection of the product candidate, the research collaboration product license would be terminated. Therefore, the Company believes the license for the research collaboration products is not delivered until the research services are completed and the selection of the product candidate is made by MedImmune (i.e. exercise of an option). The Company has classified the amount allocated to this deliverable as short-term deferred revenue as it is expected that MedImmune will select a product candidate within the next 12 months. The Company will recognize revenues associated with the product development services for INO-3112 as revenues under collaborative arrangements as the related services are performed and according to the relative selling price method of the allocable arrangement consideration. During the year ended December 31, 2015, the Company recognized revenues of \$16.0 million from MedImmune. As of December 31, 2015, the Company has a deferred revenue and accounts receivable balance of \$13.0 million and \$1.5 million, respectively, related to the Agreement.

Roche

In September 2013, the Company entered into a Collaborative, License, and Option Agreement (the "Agreement") with Roche. The companies agreed to co-develop multi-antigen DNA immunotherapies targeting prostate cancer and hepatitis B (the "Products").

On November 14, 2014, Roche provided notice that they would be partially terminating the Agreement with respect to the development of INO-5150, the Company's DNA immunotherapy targeting prostate cancer, as well as the research collaboration in prostate cancer under the Agreement. The termination was effective in February 2015, 90 days after the date of notice. All of Roche's rights to INO-5150, including the right to license the product to other parties, have been returned to the Company. The Company and Roche will continue to collaborate and co-develop the Company's DNA immunotherapy (INO-1800) against hepatitis B virus under the existing Agreement.

Under the original agreement, Roche acquired an exclusive worldwide license for the Company's DNA-based vaccines INO-5150 (targeting prostate cancer) and INO-1800 (targeting hepatitis B) as well as the use of the Company's CELLECTRA[®] electroporation technology for delivery of the vaccines. Roche also obtained an option to license additional vaccines in connection with a collaborative research program in prostate cancer.

Under the terms of the Agreement, Roche made an upfront payment of \$10 million and agreed to make additional development, regulatory and commercial event based payments. These potential future event based payments have been reduced significantly due to the partial termination of the Agreement. The Company has assessed event based payments under the authoritative guidance for research and development milestones and determined that \$3.0 million related to INO-1800 represents a milestone under the milestone method of accounting.

The Company is entitled to receive up to mid-single to double-digit tiered royalties on product sales. Unless terminated earlier in accordance with its terms, the Agreement continues in effect until the date when no royalty or other payment obligations under the Agreement are or will become due, i.e., a royalty term ending on the later of the date that is (a) ten years after the date of the first commercial sale of the product that is subject to the Agreement or (b) the expiration of the last to expire of the patent rights that are subject to the Agreement. Under the terms of the Agreement the Company also agreed to perform certain research and development and manufacturing and supply services, at Roche's expense.

The Company identified the deliverables at the inception of the agreement. The Company has determined that the license to INO-5150 and INO-1800, the option right to license additional vaccines, research and development services, manufacturing and drug supply, and participation in the joint steering committee individually represent separate units of accounting because each deliverable has standalone basis. The Company considered the provisions of the multiple-element arrangement guidance in determining whether the deliverables outlined above have standalone basis and thus should be treated as separate units of accounting. The Company determined that the licenses and option right to license additional vaccines have standalone basis and represent separate units of accounting because the rights conveyed permit Roche to perform all efforts necessary to complete development, commercialize and begin selling the product upon regulatory approval. In addition, Roche has the appropriate development, regulatory and commercial expertise with products similar to the product licensed under the

agreement and has the ability to engage third parties to manufacture the product allowing Roche to realize the value of the license without receiving any of the remaining deliverables. Roche can also sublicense its license rights to third parties. Also, the Company determined that the research services, committee participation and manufacturing services each represent individual units of accounting as Roche could perform such services and/or could acquire these on a separate basis. The best estimated selling prices for these units of accounting were determined based on market conditions, the terms of comparable collaborative agreements for similar technology in the pharmaceutical and biotechnology industry, the Company's pricing practices and pricing objectives and the nature of the research and development services to be provided. While market data and the cost-to-recreate method under the cost approach were considered throughout the valuation process, ultimately, the selling prices of the licenses and option right were determined utilizing two forms of the relief from royalty method under the income approach. The arrangement consideration was allocated to the deliverables based on the relative selling price method.

The amount allocable to the delivered unit or units of accounting is limited to the amount that is considered fixed and determinable and is not contingent upon the delivery of additional items or meeting other specified performance conditions. Based on the results of the Company's analysis, the \$10 million up-front payment was allocated as follows: \$5.0 million and \$3.4 million to the license to INO-5150 and INO-1800, respectively, \$1.5 million to the Option Right and \$155,000 to the Joint Steering Committee obligation. The amounts allocated to the licenses for INO-5150 and INO-1800 were recognized as revenue under collaborative research and development arrangements during the year ended December 31, 2013 as these were determined to be earned upon the granting of the license and delivery of the related knowledge and data. Due to the Company's continuing involvement obligations, the remaining amounts were classified as deferred revenue as of December 31, 2013. The Company will recognize revenues associated with research and development services and manufacturing and drug supply as revenues under collaborative arrangements as the related services are performed and according to the relative selling price method of the allocable arrangement consideration. During the year ended December 31, 2015, the Company recognized revenues of \$10.8 million from Roche, of which \$3.0 million related to previously deferred revenue which was recognized based on the partial termination of the Agreement in February 2015 and \$3.0 million related to a milestone earned during the period. During the year ended December 31, 2014, the Company recognized revenues of \$7.4 million from Roche. As of December 31, 2015 and 2014, the Company has a deferred revenue balance of \$166,000 and \$3.2 million, respectively, related to the Roche Agreement. As of December 31, 2015 and 2014, the Company has an accounts receivable balance of \$1.6 million and \$2.3 million, respectively, related to the Roche Agreement.

The Company has entered into various Collaborative Development and License Agreements with GeneOne as discussed in Note 15. Under these Agreements, the Company may receive future event based payments upon approval of an investigational new drug application (IND) and/or initiation of clinical trials and future net sales. These future event based payments do not meet the criteria of a milestone in accordance with the authoritative guidance as they are solely based on the performance of the collaborators.

4. Investments

Investments consist of mutual funds, United States corporate debt securities, municipal bonds and an equity investment in the Company's affiliated entity PLS at December 31, 2015 and of mutual funds and United States corporate debt securities at December 31, 2014. The Company classifies all investments as available-for-sale, as the sale of such investments may be required prior to maturity to implement management strategies. Available-for-sale securities are recorded at fair value, based on current market valuations. Unrealized gains and losses on available-for-sale securities are excluded from earnings and are reported as a separate component of other comprehensive loss until realized. Realized gains and losses are included in non-operating other income (expense) on the consolidated statement of operations and are derived using the specific identification method for determining the cost of the securities sold. During the years ended December 31, 2015 and 2014, net realized loss on investments of \$151,000 and \$34,000 was recorded, respectively. The Company assessed each of its investments on an individual basis to determine if any decline in fair value was other-than-temporary. During the years ended December 31, 2015 and 2014, impairments considered to be other-than-temporary of \$274,000 and \$0 were recorded, respectively. Interest and dividends on investments classified as available-for-sale are included in interest and other income, net, in the consolidated statements of operations. As of December 31, 2015, the Company had 59 available-for-sale securities in a gross unrealized loss position of which 23 were in such position for longer than 12 months.

The following is a summary of available-for-sale securities as of December 31, 2015 and 2014 :

	Contractual Maturity (in years)	As of December 31, 2015			
		Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Market Value
Mutual funds	---	\$ 78,571,294	\$ 435	\$ (185,737)	\$ 78,385,992
US corporate debt securities	Less than 2	26,923,855	—	(54,452)	26,869,403
Municipal bonds	Less than 1	101,936	—	(54)	101,882
Investment in affiliated entity - PLS	---	—	5,045,915	—	5,045,915
Total investments		\$ 105,597,085	\$ 5,046,350	\$ (240,243)	\$ 110,403,192

	Contractual Maturity (in years)	As of December 31, 2014			
		Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Market Value
Mutual funds	---	\$ 29,487,758	\$ 2,667	\$ (216,790)	\$ 29,273,635
US corporate debt securities	Less than 2	23,839,606	70	(37,337)	23,802,339
Total investments		\$ 53,327,364	\$ 2,737	\$ (254,127)	\$ 53,075,974

5. Fair Value Measurements

The guidance regarding fair value measurements establishes a three-tier fair value hierarchy which prioritizes the inputs used in measuring fair value. These tiers include: Level 1, defined as observable inputs such as quoted prices in active markets that are accessible at the measurement date; Level 2, defined as inputs other than quoted prices in active markets that are either directly or indirectly observable; and Level 3, defined as unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions.

Assets and liabilities are classified based on the lowest level of input that is significant to the fair value measurements. The Company reviews the fair value hierarchy classification on a quarterly basis. Changes in the ability to observe valuation inputs may result in a reclassification of levels for certain securities within the fair value hierarchy. The Company did not have any transfer of assets and liabilities between Level 1, Level 2 and Level 3 of the fair value hierarchy during the years ended December 31, 2015 and 2014.

The following table presents the Company's assets and liabilities that are measured at fair value on a recurring basis, and are determined using the following inputs as of December 31, 2015:

	Fair Value Measurements at December 31, 2015			
	Total	Quoted Prices in Active Markets (Level 1)	Significant Other Unobservable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets:				
Money market funds	\$ 54,474,609	\$ 54,474,609	\$ —	\$ —
Mutual funds	78,385,992	—	78,385,992	—
US corporate debt securities	26,869,403	—	26,869,403	—
Municipal bonds	101,882	—	101,882	—
Investments in affiliated entities	19,987,192	19,987,192	—	—
Common stock warrants	5,970	—	—	5,970
Total Assets	\$ 179,825,048	\$ 74,461,801	\$ 105,357,277	\$ 5,970
Liabilities:				
Common stock warrants	\$ 1,301,138	\$ —	\$ —	\$ 1,301,138
Total Liabilities	\$ 1,301,138	\$ —	\$ —	\$ 1,301,138

The following table presents the Company's assets and liabilities that are measured at fair value on a recurring basis, and are determined using the following inputs as of December 31, 2014:

**Fair Value Measurements at
December 31, 2014**

	Total	Quoted Prices in Active Markets (Level 1)	Significant Other Unobservable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets:				
Money market funds	\$ 36,474,066	\$ 36,474,066		\$ —
Mutual funds	29,273,635	—	29,273,635	—
US corporate debt securities	23,802,339	—	23,802,339	—
Investment in affiliated entity	12,340,811	12,340,811	—	—
Common stock warrants	550,000	—	—	550,000
Total Assets	\$ 102,440,851	\$ 48,814,877	\$ 53,075,974	\$ 550,000
Liabilities:				
Common stock warrants	\$ 2,022,729	\$ —	\$ —	\$ 2,022,729
Total Liabilities	\$ 2,022,729	\$ —	\$ —	\$ 2,022,729

Level 1 assets include money market funds held by the Company that are valued at quoted market prices, as well as the Company's investments in GeneOne and PLS. The Company accounts for its investment in GeneOne at fair value on a recurring basis by which the fair value is based on the market value of 1,644,155 common shares on December 31, 2015 and December 31, 2014, listed on the Korean Stock Exchange. The Company accounts for its investment in PLS as an available-for sale security by which the fair value is based on the market value of 395,758 common shares on December 31, 2015, listed on the Korea New Exchange (KONEX) Market. The Company elected the fair value option in conjunction with the investment in GeneOne at the inception of the investment therefore changes in the fair value of the investment are reflected as other income (expense) in the consolidated statements of operations. The Company did not elect the fair value option for the investment in PLS at the inception of the investment, but rather recorded the investment under the equity method until its ownership interest dropped below 20% in June 2015 and accordingly began recording the investment under the cost method using the carryover basis from the equity method of zero. Once shares of PLS began trading on the KONEX, the Company classified the investment as available-for-sale and began recording the investment at fair value with changes in fair value reflected in other comprehensive income (loss).

Level 2 assets at December 31, 2015 include US corporate debt securities, mutual funds and municipal bonds held by the Company that are initially valued at the transaction price and subsequently valued, at the end of each reporting period, typically utilizing market observable data. The Company obtains the fair value of its Level 2 assets from a professional pricing service, which may use quoted market prices for identical or comparable instruments, or inputs other than quoted prices that are observable either directly or indirectly. The professional pricing service gathers quoted market prices and observable inputs from a variety of industry data providers. The valuation techniques used to measure the fair value of the Company's Level 2 financial instruments were derived from non-binding market consensus prices that are corroborated by observable market data, quoted market prices for similar instruments, or pricing models such as discounted cash flow techniques. The Company validates the quoted market prices provided by the primary pricing service by comparing their assessment of the fair values of the Company's investment portfolio balance against the fair values of the Company's investment portfolio balance obtained from an independent source.

Level 3 assets at December 31, 2015 include two warrants received by the Company to purchase shares of common stock of OncoSec Medical Incorporated ("OncoSec"), in connection with the first and second amendments to the Asset Purchase Agreement between the Company and OncoSec signed in September 2011 and March 2012, respectively. The first warrant to purchase 50,000 shares of common stock of OncoSec has a contractual life of five years with an exercise price of \$24.00 per share. The second warrant to purchase 150,000 shares of common stock of OncoSec has a contractual life of five years with an exercise price of \$20.00 per share.

As of December 31, 2015 the Company has a long-term asset of approximately \$6,000 associated with the warrants received to purchase common stock of OncoSec. The Company reassesses the fair value of the warrants at each reporting date utilizing a Black-Scholes pricing model. Inputs used in the pricing model include estimates of OncoSec stock price volatility, expected warrant life and risk-free interest rate. The Company develops its estimates based on publicly available historical data and knowledge of OncoSec. The Company reassesses the fair value of the warrants at each reporting date. The assumptions used to estimate the fair values of the OncoSec common stock warrants at December 31, 2015 and 2014 are presented below:

	Year Ended December 31,	
	2015	2014
Risk-free interest rate	0.64%	0.67%
Expected volatility	90%	90%
Expected life in years	0.75-1.25	1.75-2.25
Dividend yield	—	—

As a result of these calculations, the Company recorded a (decrease) increase in fair value of the two warrants of \$(544,000) , \$(168,000) and \$450,000 for the years ended December 31, 2015 , 2014 and 2013, respectively. The change in fair value is reflected in the Company's consolidated statement of operations as a component of change in fair value of common stock warrants.

The following table presents a summary of changes in fair value of the Company's total Level 3 financial assets for the years ended December 31, 2015 and 2014 :

	Year Ended December 31,	
	2015	2014
Balance at beginning of year	\$ 550,000	\$ 717,500
Decrease in fair value included in change in fair value of common stock warrants	(544,030)	(167,500)
Balance at end of year	\$ 5,970	\$ 550,000

Level 3 liabilities held as of December 31, 2015 and 2014 consist of common stock warrant liabilities associated with warrants to purchase the Company's common stock issued in March 2013. If unexercised, the warrants will expire in September 2018 . During the year ended December 31, 2015 none of these warrants were exercised. During the year ended December 31, 2014, warrants to purchase 2,419,425 shares of common stock were exercised.

As of December 31, 2015 the Company has a \$1.3 million common stock warrant liability. The Company reassesses the fair value of the common stock warrants at each reporting date utilizing a Black-Scholes pricing model. Inputs used in the pricing model include estimates of stock price volatility, expected warrant life and risk-free interest rate. The Company develops its estimates based on historical data. The assumptions used to estimate the fair values of common stock warrants at December 31, 2015 and 2014 are presented below:

	Year Ended December 31,	
	2015	2014
Risk-free interest rate	1.36%	1.1%
Expected volatility	81%	81%
Expected life in years	2.70	3.70
Dividend yield	—	—

Changes in these assumptions as well as in the Company's stock price on the valuation date can have a significant impact on the fair value of the common stock warrant liability. As a result of these calculations, the Company recorded a (decrease) increase in fair value of \$(722,000) , \$(516,000) and \$46.1 million for the years ended December 31, 2015 , 2014 and 2013, respectively. The significant change in fair value was primarily due to the change in the Company's stock price during the period. The change in fair value is reflected in the Company's consolidated statement of operations as a component of change in fair value of common stock warrants. Warrants that were exercised during the period were revalued on the day prior to exercise and then reclassified into stockholders' equity upon exercise.

The following table presents the changes in fair value of the Company's total Level 3 financial liabilities for the years ended December 31, 2015 and 2014 :

	Year Ended December 31,	
	2015	2014
Balance at beginning of year	\$ 2,022,729	\$ 19,540,583
Decrease in fair value included in change in fair value of common stock warrants	(721,591)	(515,643)
Change in classification from liability to stockholders' equity due to warrant exercises	—	(17,002,211)
Balance at end of year	<u>\$ 1,301,138</u>	<u>\$ 2,022,729</u>

6. Major Customers and Concentration of Credit Risk

Customer	2015	% of Total Revenue	2014	% of Total Revenue	2013	% of Total Revenue
MedImmune	\$ 16,037,731	40%	\$ —	—%	\$ —	—%
DARPA	11,582,623	28	123,605	1	—	—
Roche	10,778,688	27	7,357,346	70	9,181,759	68
NIAID	901,475	2	1,229,084	12	2,090,939	16
GeneOne (affiliated entity)	450,000	1	479,464	5	425,000	3
All other	821,594	2	1,267,267	12	1,769,648	13
Total Revenue	<u>\$ 40,572,111</u>	<u>100%</u>	<u>\$ 10,456,766</u>	<u>100%</u>	<u>\$ 13,467,346</u>	<u>100%</u>

During the years ended December 31, 2015, 2014 and 2013, the Company recognized revenue from various license fees, collaborative research and development agreements, grants and government contracts. As of December 31, 2015, \$4.0 million or 54%, \$1.6 million or 22% and \$1.5 million or 20% of accounts receivable was attributed to DARPA, Roche and MedImmune, respectively. As of December 31, 2014, \$2.3 million or 82% and \$190,000 or 7% of accounts receivable was attributed to Roche and the NIAID, respectively.

There is minimal credit risk with these customers based upon collection history, their size and financial condition. Accordingly, the Company does not consider it necessary to record a reserve for uncollectible accounts receivable.

7. Fixed Assets

Fixed assets at December 31, 2015 and 2014 consist of the following:

	Cost	Accumulated Depreciation and Amortization	Net Book Value
As of December 31, 2015			
Leasehold improvements	3,571,619	(721,280)	2,850,339
Laboratory equipment	1,875,561	(540,555)	1,335,006
Office furniture and fixtures	987,436	(399,524)	587,912
Computer equipment and other	4,419,761	(1,886,323)	2,533,438
	<u>\$ 10,854,377</u>	<u>\$ (3,547,682)</u>	<u>\$ 7,306,695</u>
As of December 31, 2014			
Leasehold improvements	3,545,011	(406,669)	3,138,342
Laboratory equipment	751,204	(298,734)	452,470
Office furniture and fixtures	887,887	(228,664)	659,223
Computer equipment and other	1,940,458	(1,607,289)	333,169
	<u>\$ 7,124,560</u>	<u>\$ (2,541,356)</u>	<u>\$ 4,583,204</u>

Depreciation expense for the years ended December 31, 2015, 2014 and 2013 was \$1.0 million, \$627,000 and \$329,000, respectively. The Company determined that the carrying value of these long-lived assets was not impaired for the periods presented.

8. Goodwill and Intangible Assets

The following sets forth the goodwill and intangible assets by major asset class:

	Useful Life (Yrs)	December 31, 2015			December 31, 2014		
		Gross	Accumulated Amortization	Net Book Value	Gross	Accumulated Amortization	Net Book Value
Non-Amortizing:							
Goodwill(a)		\$ 10,113,371	\$ —	\$ 10,113,371	\$ 10,113,371	\$ —	\$ 10,113,371
Amortizing:							
Patents	8 – 17	5,802,528	(5,516,122)	286,406	5,802,528	(5,358,433)	444,095
Licenses	8 – 17	1,323,761	(1,133,113)	190,648	1,323,761	(1,104,366)	219,395
CELLECTRA [®]							
(b)	5 – 11	8,106,270	(6,397,947)	1,708,323	8,106,270	(5,970,866)	2,135,404
GHRH(b)	11	335,314	(208,581)	126,733	335,314	(176,899)	158,415
Other(c)	18	4,050,000	(2,456,250)	1,593,750	4,050,000	(2,231,250)	1,818,750
Total intangible assets		19,617,873	(15,712,013)	3,905,860	19,617,873	(14,841,814)	4,776,059
Total goodwill and intangible assets		\$ 29,731,244	\$ (15,712,013)	\$ 14,019,231	\$ 29,731,244	\$ (14,841,814)	\$ 14,889,430

- (a) Goodwill was recorded from the Inovio AS acquisition in January 2005 and from the acquisition of VGX in June 2009 for \$3.9 million and \$6.2 million, respectively.
- (b) CELLECTRA[®] and GHRH are developed technologies which were recorded from the acquisition of VGX.
- (c) Other intangible assets represent the fair value of acquired intellectual property from the Inovio AS acquisition.

Aggregate amortization expense on intangible assets was \$870,000, \$943,000 and \$1.8 million for the years ended December 31, 2015, 2014 and 2013, respectively. Amortization expense related to intangible assets at December 31, 2015 for each of the next five fiscal years and beyond is expected to be incurred as follows:

2016	\$ 815,244
2017	775,331
2018	772,918
2019	772,918
2020	253,748
Thereafter	515,701
	<u>\$ 3,905,860</u>

There were no impairment or impairment indicators present and no losses were recorded during the years ended December 31, 2015, 2014 and 2013, respectively.

9. Accounts Payable and Accrued Expenses

Accounts payable and accrued expenses at December 31, 2015 and 2014 consist of the following:

	As of December 31,	
	2015	2014
Trade accounts payable	\$ 4,292,374	\$ 2,003,091
Accrued compensation	4,157,440	2,982,090
Accrued license fees	2,300,000	—
Other accrued expenses	2,315,085	1,397,989
	<u>\$ 13,064,899</u>	<u>\$ 6,383,170</u>

10. Stockholders' Equity

Reverse Stock Split

On June 5, 2014, the Company implemented a 4-for-1 reverse stock split. All share information contained within this report, including the accompanying consolidated financial statements and footnotes, have been retroactively adjusted to reflect the effects of the reverse stock split.

Preferred Stock

	Authorized	Issued	Outstanding as of December 31,	
			2015	2014
Series A Preferred Stock, par \$0.001	1,000	817	—	—
Series B Preferred Stock, par \$0.001	1,000	750	—	—
Series C Preferred Stock, par \$0.001	1,091	1,091	23	23
Series D Preferred Stock, par \$0.001	1,966,292	1,966,292	—	—

During the year ended December 31, 2014, 3 shares of the Company's Series C preferred stock were converted into 1,103 shares of the Company's common stock. There were no changes in the number of outstanding shares of our preferred stock for the year ended December 31, 2015.

The shares of the Company's outstanding Series C Preferred Stock have the following pertinent rights and privileges, as set forth in the Company's Amended and Restated Certificate of Incorporation and its Certificates of Designations, Rights and Preferences related to the various series of preferred stock.

Rights on Liquidation

In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Company (a "liquidation event"), before any distribution of assets of the Company shall be made to or set apart for the holders of common stock, the holders of Series C Preferred Stock, *pari passu*, are entitled to receive payment of such assets of the Company in an amount equal to \$10,000 per share of such series of preferred stock, plus any accumulated and unpaid dividends thereon (whether or not earned or declared).

If the assets of the Company available for distribution to stockholders exceed the aggregate amount of the liquidation preferences payable with respect to all shares of each series of preferred stock then outstanding, then, after the payment of such preferences is made or irrevocably set aside, the holders of the Company's common stock are entitled to receive a pro rata portion of such assets based on the aggregate number of shares of common stock held by each such holder. The holders of the Company's outstanding preferred stock shall participate in such a distribution on a pro-rata basis, computed based on the number of shares of common stock which would be held by such preferred holders if immediately prior to the liquidation event all of the outstanding shares of the preferred stock had been converted into shares of common stock at the then current conversion value applicable to each series.

A Change of Control of the Company (as defined in the Certificates of Designations, Rights and Preferences) is not a liquidation event triggering the preferences described above, and is instead addressed by separate terms in the Series C Certificates of Designations, Rights, and Preferences.

Although the liquidation preferences are in excess of the par value of \$0.001 per share of the Company's preferred stock, these preferences are equal to or less than the stated value of such shares based on their original purchase price.

Voting Rights

The holders of all series of the Company's preferred stock outstanding have full voting rights and powers equal to the voting rights and powers of holders of the Company's common stock and are entitled to notice of any stockholders' meeting in accordance with the Company's Bylaws. Holders of the Company's preferred stock are entitled to vote on any matter upon which holders of the Company's common stock have the right to vote, including, without limitation, the right to vote for the election of directors together with the holders of common stock as one class.

Conversion Rights

The Series C Preferred Stock each provide the holder of such shares an optional conversion right and provide a mandatory conversion upon certain triggering events.

Right to Convert The holder of any share or shares of Series C Preferred Stock has the right at any time, at such holder's option, to convert all or any lesser portion of such holder's shares of the Preferred Stock into such number of fully paid and non-assessable shares of Common Stock as is determined by dividing (i) the aggregate Liquidation Preference applicable to the particular series of preferred shares, plus accrued and unpaid dividends thereon by (ii) the applicable Conversion Value (as defined in the relevant series' Certificate of Designations, Rights and Preferences) then in effect for such series of preferred shares. The Company is not obligated to issue any fractional shares or scrip representing fractional shares upon such conversion and instead shall pay the holder an amount in cash equal to such fraction multiplied by the current market price per share of the Company's common stock.

Mandatory Conversion The Company has the option upon thirty (30) days prior written notice, to convert all of the outstanding shares of the Series C Preferred Stock into such number of fully paid and non-assessable shares of common stock as is determined by dividing (i) the aggregate Liquidation Preference of the shares of the relevant series of preferred stock to be converted plus accrued and unpaid dividends thereon by (ii) the applicable Conversion Value (as defined in the relevant series' Certificate of Designations, Rights and Preferences) then in effect, if at any time after twelve months following the Original Issue Date of each such series of preferred stock all of the following triggering events occur:

(i) The registration statement covering all of the shares of common stock into which the particular series of preferred stock is convertible is effective (or all of the shares of common stock into which the preferred stock is convertible may be sold without restriction pursuant to Rule 144 under the Securities Act of 1933, as amended);

(ii) the Daily Market Price (as defined in the applicable Certificates of Designations, Rights and Preferences) of the common stock crosses a specified pricing threshold for twenty of the thirty consecutive trading days prior to the date the Company provides notice of conversion to the holders; and

(iii) the average daily trading volume (subject to adjustment for stock dividends, subdivisions and combinations) of the common stock for at least twenty of the thirty consecutive trading days prior to the date the Company provides notice of conversion to the holders exceeds 6,250 shares.

As of December 31, 2015, outstanding shares of the Series C Preferred Stock were convertible into 8,456 shares of our common stock at a conversion price of \$27.20 per share, and the applicable Daily Market Price of the common stock for triggering mandatory conversion equaled \$72.00 per share.

Common Stock

In May 2015, the Company closed an underwritten public offering of 10,925,000 shares of the Company's common stock, including 1,425,000 shares of common stock issued pursuant to the underwriter's exercise of its overallotment option, at the public offering price of \$8.00 per share. The net proceeds, after deducting the underwriter's discounts and commission and other offering expenses, were approximately \$81.9 million .

In March 2014, the Company closed an underwritten public offering of 5,452,725 shares of the Company's common stock, including 711,225 shares of common stock issued pursuant to the underwriter's exercise of its overallotment option, at the public offering price of \$11.60 per share. The net proceeds, after deducting the underwriter's discounts and commission and other offering expenses, were approximately \$59.2 million .

The Company accounts for registered common stock warrants issued in March 2013 under the authoritative guidance on accounting for derivative financial instruments indexed to, and potentially settled in, a company's own stock, on the understanding that in compliance with applicable securities laws, the registered warrants require the issuance of registered securities upon exercise and do not sufficiently preclude an implied right to net cash settlement. The Company classifies registered warrants on the consolidated balance sheet as a current liability which is revalued at each balance sheet date subsequent to the initial issuance. Determining the appropriate fair-value model and calculating the fair value of registered warrants requires considerable judgment, including estimating stock price volatility and expected warrant life. The Company

develops its estimates based on historical data. A small change in the estimates used may have a relatively large change in the estimated valuation. The Company uses the Black-Scholes pricing model to value the registered warrants. Changes in the fair market value of the warrants are reflected in the consolidated statement of operations as “Change in fair value of common stock warrants.”

Warrants

The following table summarizes the warrants outstanding as of December 31, 2015 and 2014 :

Issued in Connection With:	Exercise Price	Expiration Date	As of December 31, 2015		As of December 31, 2014	
			Number of Warrants	Common Stock Warrant Liability	Number of Warrants	Common Stock Warrant Liability
March 2013 financing	\$ 3.17	September 12, 2018	284,091	\$ 1,301,138	284,091	\$ 2,022,729
Warrants assumed in June 2009 Merger	\$ 4.08 - 5.12	April 28, 2016	276,813	—	727,969	—
Total			560,904	\$ 1,301,138	1,012,060	\$ 2,022,729

During the year ended December 31, 2015, no warrants to purchase shares of the Company's common stock which were issued in connection with the March 2013 financing were exercised. During the year ended December 31, 2014, 471,590 shares of the Company's common stock which were issued in connection with the March 2013 financing were exercised, with proceeds to the Company \$1.5 million.

During the year ended December 31, 2014, warrants to purchase 1,673,750 shares of the Company's common stock which were issued in connection with the January 2011 financing were exercised, with proceeds to the Company of \$9.4 million.

During the year ended December 31, 2015 and 2014, warrants to purchase 426,625 and 274,083 shares of the Company's common stock which were assumed in the June 2009 Merger were exercised, with proceeds to the Company of \$2.0 million and \$1.0 million, respectively.

In July 2014, warrants expired to purchase 83,334 shares of the Company's common stock issued in connection with the July 2009 financing.

Stock Options

The Company has one active stock-based incentive plan, the Amended and Restated 2007 Omnibus Incentive Plan (the “Incentive Plan”), pursuant to which the Company has granted stock options and restricted stock awards to executive officers, directors and employees. The Incentive Plan was adopted on March 31, 2007, approved by the stockholders on May 4, 2007, approved by the stockholders as amended on May 2, 2008, and approved by the stockholders as amended and restated on August 25, 2009, May 14, 2010, May 22, 2014 and May 8, 2015. On May 14, 2010 the stockholders approved to increase the aggregate number of shares available for grant under the Incentive Plan by 500,000 and to provide that the aggregate number of shares available for grant under the Incentive Plan will be increased on January 1 of each year beginning in 2011 by a number of shares equal to the lesser of (1) 513,833 or (2) such lesser number of shares as may be determined by the Board. On May 22, 2014 and May 8, 2015, the stockholders approved to increase the aggregate number of shares available for grant under the Incentive Plan by 1,250,000 and 2,000,000, respectively. At December 31, 2015, the Incentive Plan reserves 7,256,664 shares of common stock for issuance as or upon exercise of incentive awards granted and to be granted at future dates. At December 31, 2015, the Company had 2,020,627 shares of common stock available for future grant under the Incentive Plan, and 230,000 shares of unvested restricted stock units and options to purchase 4,478,425 shares of common stock outstanding under the Incentive Plan. The awards granted and available for future grant under the Incentive Plan generally vest over three years and have a maximum contractual term of ten years. The Incentive Plan terminates by its terms on March 31, 2017.

The Incentive Plan supersedes all of the Company's previous stock option plans, which include the Amended 2000 Stock Option Plan and the VGX Equity Compensation Plan, under which the Company had options to purchase 148,878 and 1,235,061 shares of common stock outstanding at December 31, 2015, respectively. The terms and conditions of the options outstanding under these plans remain unchanged.

Total compensation cost for our stock plans recognized in the consolidated statement of operations for the years ended December 31, 2015, 2014 and 2013 was \$5.8 million, \$4.8 million and \$1.2 million, respectively, of which \$3.2 million, \$2.8

million and \$555,000 was included in research and development expenses and \$2.6 million , \$2.0 million and \$605,000 was included in general and administrative expenses, respectively.

At December 31, 2015 and 2014 , there was \$5.4 million and \$5.3 million of total unrecognized compensation cost, respectively, related to unvested stock options, which is expected to be recognized over a weighted-average period of 1.9 years and 2.0 years respectively.

At December 31, 2015, there was \$1.2 million of total unrecognized compensation cost related to unvested restricted stock units, which is expected to be recognized over a weighted-average period of 2.1 years.

The fair value of options granted to non-employees at the measurement dates were estimated using the Black-Scholes pricing model. Total stock-based compensation for options granted to non-employees for the years ended December 31, 2015 , 2014 and 2013 was \$385,000 , \$585,000 and \$714,000 , respectively. As of December 31, 2015 , 991,346 non-employee options remained outstanding.

The following table summarizes total stock options outstanding at December 31, 2015 :

Exercise Price	Options Outstanding			Options Exercisable		
	Options Outstanding	Weighted-Average Remaining Contractual Life (in Years)	Weighted Average Exercise Price	Options Exercisable	Weighted-Average Exercise Price	
\$0.00-\$3.00	1,269,241	6.5	\$ 2.24	1,111,045	\$	2.3
\$3.01-\$6.00	1,525,015	2.4	\$ 4.84	1,521,109	\$	4.8
\$6.01-\$9.00	2,080,183	7.4	\$ 7.38	1,021,290	\$	7.1
\$9.01-\$12.00	180,464	5.5	\$ 10.31	127,599	\$	10.3
\$12.01-\$15.00	807,461	7.3	\$ 12.93	455,590	\$	12.9
	<u>5,862,364</u>	5.9	\$ 6.46	<u>4,236,633</u>	\$	5.7

At December 31, 2015 , the aggregate intrinsic value of options outstanding was \$8.8 million , the aggregate intrinsic value of options exercisable was \$8.1 million , and the weighted average remaining contractual term of options exercisable was 4.7 years.

At December 31, 2015 , 1,511,930 stock options are expected to vest.

Stock option activity under our stock option plans was as follows:

	Number of Shares	Weighted-Average Exercise Price
Balance, December 31, 2014	4,840,514	\$ 6.19
Granted	1,337,260	7.61
Exercised	(125,258)	4.40
Cancelled	(190,152)	9.82
Balance, December 31, 2015	<u>5,862,364</u>	\$ 6.46

The weighted average exercise price was \$10.89 for the 83,696 options which expired during the year ended December 31, 2015 , \$15.95 for the 70,517 options which expired during the year ended December 31, 2014 and \$5.32 for the 124,003 options which expired during the year ended December 31, 2013 .

The weighted average grant date fair value per share was \$4.60 , \$9.19 and \$1.76 for options granted during the years ended December 31, 2015 , 2014 and 2013 , respectively.

The weighted average grant date fair value was \$7.76 per share for restricted stock units granted during the year ended December 31, 2015. There were no restricted stock units granted during the years ended December 31, 2014 or 2013.

The Company received \$552,000 , \$1.4 million and \$1.6 million in proceeds from the exercise of stock options during the years ended December 31, 2015 , 2014 and 2013 , respectively. The aggregate intrinsic value of options exercised was \$456,000 , \$2.0 million and \$2.5 million during the years ended December 31, 2015 , 2014 and 2013 , respectively.

11. Commitments

In March 2014, the Company entered into an office lease (the "Lease") for its corporate headquarters located at 600 W. Germantown Pike, Suite 100, in Plymouth Meeting, Pennsylvania, and occupied the space in June 2014. The initial term of the Lease is 11.5 years and the Company plans to use the facility for office purposes.

The base rent adjusts periodically throughout the 11.5 year term of the Lease, with monthly payments ranging from \$0 to \$58,000 . In addition, the Company will pay the landlord for its share of operating expenses and a property management fee and have paid a security deposit of \$49,000 . In July 2015, the Company amended the lease to increase the total leased space. The commencement of the amended lease is estimated to be in the first quarter of 2016 and will increase monthly lease payments by approximately \$16,000 .

The Company has capitalized \$933,000 of tenant improvements to the Plymouth Meeting headquarters which have been recorded as a leasehold improvement within fixed assets on the consolidated balance sheet, offset by a corresponding amount recorded in deferred rent.

In August 2015, the Company entered into a sublease for its previous facility and completely vacated the premises.

The Company's corporate office in San Diego is located at 10480 Wateridge Circle in San Diego, California. This lease was signed in April 2013 and the building was occupied in early December 2013. The term of the Lease runs through December 1, 2023 . The base rent adjusts periodically throughout the ten year term of the Lease, with monthly payments ranging from \$0 to \$83,000 . In addition, the Company will pay the landlord its share of operating expenses and a property management fee and has paid a security deposit of \$64,000 .

In June 2015, the Company amended the lease for its corporate office in San Diego, California to increase the total leased space and occupy the entire building. The amendment requires the lessor to complete and pay for certain improvements to the additional space before the commencement of the amended lease which occurred in January 2016. The amended lease will increase monthly lease payments by approximately \$13,000 .

The Company has capitalized \$773,000 of tenant improvements during the year ended December 31, 2015 on the additional corporate office space in San Diego which have been recorded as a leasehold improvement within fixed assets on the consolidated balance sheet, offset by a corresponding amount recorded in deferred rent.

Rent expense was \$1.3 million , \$1.2 million and \$444,000 for the years ended December 31, 2015 , 2014 and 2013 , respectively. Future minimum lease payments under non-cancelable operating leases as of December 31, 2015 are as follows:

2016	\$	1,578,000
2017		1,689,000
2018		1,661,000
2019		1,890,000
2020		1,932,000
Thereafter		9,731,000
Total	\$	<u>18,481,000</u>

In the normal course of business, the Company is a party to a variety of agreements pursuant to which they may be obligated to indemnify the other party. It is not possible to predict the maximum potential amount of future payments under these types of agreements due to the conditional nature of our obligations and the unique facts and circumstances involved in each particular agreement. Historically, payments made by us under these types of agreements have not had a material effect on our business, consolidated results of operations or financial condition.

12. Investments in Affiliated Entities

The Company's investments in an affiliated entities represent the Company's ownership interest in the Korean based companies GeneOne Life Sciences ("GeneOne") and Plumblin Life Sciences ("PLS"). The Company held a 10.2% ownership interest in GeneOne as of December 31, 2015 and 2014 , and a 16.9% ownership interest in PLS as of December 31, 2015.

The Company's investment in GeneOne is measured at fair value on a recurring basis. The fair market value of the Company's interest in GeneOne was determined using the closing price of GeneOne's shares of common stock as listed on the Korean Stock Exchange as of December 31, 2015 and 2014 . The Company accounts for its investment in PLS as an available-for sale security by which the fair value was determined using the closing price of 395,758 common shares owned of PLS on December 31, 2015, listed on the Korea New Exchange (KONEX) Market. The Company elected the fair value option in conjunction with the investment in GeneOne at the inception of the investment therefore changes in the fair value of the

investment are reflected as other income (expense) in the consolidated statements of operations. The Company did not elect the fair value option for the investment in PLS at the inception of the investment, but rather recorded the investment under the equity method until its ownership interest dropped below 20% in June 2015 and accordingly began recording the investment under the cost method using the carryover basis from the equity method of zero. Once shares of PLS began trading on the KONEX, the Company classified the investment as available-for-sale and began recording the investment at fair value with changes in fair value reflected in other comprehensive income (loss).

13. Income Taxes

In accordance with the guidance pursuant to accounting for income taxes, a deferred tax asset or liability is determined based on the difference between the financial statement and tax basis of assets and liabilities as measured by the enacted tax rates which will be in effect when these differences reverse. The Company provides a valuation allowance against net deferred tax assets unless, based upon the available evidence, it is more likely than not that the deferred tax asset will be realized.

The components of the provision for income taxes are presented in the following table:

	Year Ended December 31,		
	2015	2014	2013
Current:			
Federal	\$ —	\$ —	\$ —
State	—	2,000	(1,000)
	—	2,000	(1,000)
Deferred:			
Federal	(1,594,000)	18,000	15,000
State	(504,000)	9,000	17,000
	(2,098,000)	27,000	32,000
	\$ (2,098,000)	\$ 29,000	\$ 31,000

The reconciliation of income taxes attributable to continuing operations computed at the statutory tax rates to income tax expense (recovery), using a 35% statutory tax rate, is:

	Year Ended December 31,		
	2015	2014	2013
Income (benefit) taxes at statutory rates	\$ (10,920,000)	\$ (12,639,000)	\$ (23,118,000)
State income tax, net of federal benefit	(2,640,000)	(2,362,000)	(1,651,000)
Change in valuation allowance	7,882,000	14,235,000	8,819,000
Research and development tax credits	(1,537,000)	(849,000)	(1,230,000)
Fair value warrant	(253,000)	(180,000)	16,129,000
Stock compensation	2,288,000	1,573,000	279,000
Uncertain tax positions	1,968,000	340,000	495,000
Expired NOL's and credits	339,000	728,000	338,000
Limited NOL's and credits	(297,000)	(749,000)	605,000
Change in state tax rate	676,000	(60,000)	(623,000)
Other	396,000	(8,000)	(12,000)
	\$ (2,098,000)	\$ 29,000	\$ 31,000

The income tax benefit recorded during the year ended December 31, 2015 of \$2.1 million is principally due to a requirement under Accounting Standards Codification ("ASC") 740, *Accounting for Income Taxes*, that a Company must consider all sources of income in order to determine the tax benefit resulting from a loss from continuing operations. As a result of the requirement under ASC 740-20-45-7, the pretax income which the Company generated from other comprehensive income was a source of income which resulted in the partial realization of the current year loss from continuing operations.

Significant components of the Company's deferred tax assets and liabilities as of December 31, 2015 and 2014 are shown below:

	As of December 31,	
	2015	2014
Deferred tax assets:		
Capitalized research expense	\$ 1,201,000	\$ 2,059,000
Net operating loss carryforwards	71,848,000	64,354,000
Research and development and other tax credits	3,339,000	2,417,000
Deferred revenue	5,213,000	1,828,000
Deferred rent	2,171,000	1,878,000
Stock-based compensation	2,135,000	2,704,000
Other	3,457,000	3,251,000
	<u>89,364,000</u>	<u>78,491,000</u>
Valuation allowance	(83,245,000)	(75,363,000)
Total deferred tax assets	<u>6,119,000</u>	<u>3,128,000</u>
Deferred tax liabilities:		
Acquired intangibles	(596,000)	(804,000)
Investment in affiliated entity	(4,399,000)	(1,315,000)
Fixed assets	(1,299,000)	(1,170,000)
Net deferred tax liabilities	<u>\$ (175,000)</u>	<u>\$ (161,000)</u>

In November 2015, the FASB issued ASU No. 2015-17, *Balance Sheet Classification of Deferred Taxes*, an update to ASC 740, *Income Taxes* ("Update"). Current GAAP requires an entity to separate deferred income tax liabilities and assets into current and noncurrent amounts in a classified statement of financial position. To simplify the presentation of deferred income taxes, the amendments in this Update require that deferred tax liabilities and assets be classified as noncurrent in a classified statement of financial position. The current requirement that deferred tax liabilities and assets of a tax-paying component of an entity be offset and presented as a single amount is not affected by the amendments in this Update.

For public business entities, the amendments in this update are effective for financial statements issued for annual periods beginning after December 15, 2016, and interim periods within those annual periods. The Board also decided to permit earlier application by all entities as of the beginning of any interim or annual reporting period. The Board further provides that this Update may be applied to all deferred tax liabilities and assets retrospectively to all periods presented. The Company chose to adopt the Update in fiscal year ended December 31, 2015 and apply this Update on a prospective basis.

As of December 31, 2015, the Company had federal, California and Pennsylvania tax net operating loss carry forwards of approximately \$177.4 million, \$56.5 million and \$141.3 million, respectively, net of the net operating losses that will expire due to IRC Section 382 limitations. The federal and Pennsylvania net operating loss carry forwards will begin to expire in 2018 and 2021, respectively, unless previously utilized. The California net operating loss carry forwards will expire as follows:

	Amount (in millions)	
2016	\$	1.1
2017		0.5
2028 and beyond		54.9
Total	<u>\$</u>	<u>56.5</u>

Of the \$177.4 million and \$197.8 million of federal and state NOL carryforwards at December 31, 2015, \$1.9 million and \$1.0 million, respectively, represents federal and California excess tax benefits related to equity compensation which will result in an increase in equity if and when such excess benefits are ultimately realized.

In addition, the Company had federal and state research tax credit carryforwards of approximately \$4.4 million and \$2.1 million, respectively. The federal tax credit carryforwards will begin to expire in 2018. The California research tax credits do not expire.

Utilization of the NOL and tax credit carryforwards will be subject to a substantial annual limitation under Section 382 of the Internal Revenue Code of 1986, and similar state provisions due to ownership change limitations that have occurred previously or that could occur in the future. These ownership changes will limit the amount of NOL and tax credit carryforwards and other deferred tax assets that can be utilized to offset future taxable income and tax, respectively. In general, an ownership change, as defined by Section 382, results from transactions increasing ownership of certain stock holders or public groups in the stock of the corporation by more than 50 percentage points over a three-year period.

The Company is in the process of updating the Section 382/383 study for the Company and VGX, both of which experienced ownership changes under Section 382 as a result of the Merger on June 1, 2009. Based upon the preliminary results of the study, it is estimated that approximately \$27.2 million of tax benefits related to NOL and tax credit carryforwards will expire unused. Accordingly, the related NOL and R&D credit carryforwards have been removed from deferred tax assets accompanied by a corresponding reduction of the valuation allowance. Upon completion of the study, deferred tax assets relating to NOL and R&D credit carryforwards for the Company and VGX may need to be adjusted with a corresponding adjustment to the valuation allowance. Due to the existence of the valuation allowance, limitations created by current and future ownership changes, if any, related to our operations in the United States will not impact our effective tax rate. Any additional ownership changes, may further limit the ability to use the net operating losses and credits carryovers.

The following table summarizes the activity related to our unrecognized tax benefits:

	Year ended December 31,		
	2015	2014	2013
Balance at beginning of the year	\$ 2,759,000	\$ 2,416,000	\$ 1,896,000
Increases related to current year tax positions	615,000	331,000	305,000
Increases related to prior year tax positions	2,081,000	12,000	215,000
Balance at end of the year	<u>\$ 5,455,000</u>	<u>\$ 2,759,000</u>	<u>\$ 2,416,000</u>

The amount of unrecognized tax benefit that, if recognized and realized would affect the effective tax rate is \$4.3 million as of December 31, 2015. The Company has not recorded any interest and penalties on the unrecognized tax positions as the Company has continued to generate net operating losses after accounting for the unrecognized tax benefits. The Company does not anticipate that the total amount of unrecognized tax benefits will significantly increase or decrease within twelve months of the reporting date.

The Company and its subsidiaries are subject to United States federal income tax as well as income tax in multiple state jurisdictions. With few exceptions, the Company is no longer subject to United States federal income tax examinations for years before 2012; state and local income tax examinations before 2011; and foreign income tax examinations before 2012. However, to the extent allowed by law, the tax authorities may have the right to examine prior periods where net operating losses were generated and carried forward, and make adjustments up to the amount of the net operating loss carryforward amount. The Company is not currently under Internal Revenue Service ("IRS"), state or local tax examination.

14. 401(k) Plan

In 1995, the Company adopted a 401(k) Profit Sharing Plan (the "Plan") covering substantially all of its employees. The defined contribution plan allows the employees to contribute a percentage of their compensation each year. The Company currently matches 50% of its employees' contributions, up to 6% of their annual compensation. The Company's contributions are recorded as expense in the accompanying consolidated statements of operations and totaled \$328,000, \$275,000 and \$196,000 for the years ended December 31, 2015, 2014 and 2013, respectively.

15. Related Party Transactions

GeneOne Life Sciences

In January 2016 the Company and GeneOne announced the initiation of a collaborative research program to test and advance the Company's DNA-based vaccine for preventing and treating Zika virus.

On May 26, 2015, the Company entered into a Collaborative Development Agreement with GeneOne to co-develop a DNA vaccine for MERS (Middle East Respiratory Syndrome) through phase I clinical trials.

On September 23, 2014, the Company entered into a Collaborative Development Agreement with GeneOne to co-develop an Ebola vaccine through phase I clinical trials. In July 2015, the Company amended the Agreement with an effective date of April 2015 to change control of development in return for the Company's payment of certain development fees.

On October 7, 2011, the Company entered into a Collaborative Development and License Agreement (the "Hep Agreement") with GeneOne. Under the Hep Agreement, as originally executed, the Company and GeneOne agreed to co-develop the Company's SynCon[®] therapeutic vaccines for hepatitis B and C infections (the "Products"). Under the terms of the Hep Agreement, GeneOne will receive marketing rights for the Products in Asia, excluding Japan, and in return will fully fund IND-enabling and initial Phase I and II clinical studies with respect to the Products. The Company will receive from GeneOne payments based on the achievement of clinical milestones and royalties based on sales of the Products in the licensed territories, retaining all commercial rights to the Products in all other territories. On August 21, 2013, the Company amended the Hep Agreement to grant back to the Company hepatitis B, along with all associated rights, from the collaboration in return for certain remuneration including a percentage of license fees. On October 7, 2013, the Company further amended the Hep Agreement to in part provide exclusive patent rights to IL-28 technology for use with the Products in Asia, excluding Japan.

On March 24, 2010, the Company entered into a Collaboration and License Agreement (the "GeneOne Agreement") with GeneOne. Under the GeneOne Agreement, the Company granted GeneOne an exclusive license to Inovio's SynCon[®] universal influenza vaccine delivered with electroporation to be developed in certain countries in Asia (the "Product"). As consideration for the license granted to GeneOne, the Company received payment of \$3.0 million, and will receive research support, annual license maintenance fees and royalties on net Product sales. The Company recorded the \$3.0 million as deferred revenue from affiliated entity, and will recognize it as revenue over the eight year expected period of the Company's performance obligation. In addition, contingent upon achievement of clinical and regulatory milestones, the Company will receive development payments over the term of the GeneOne Agreement. The GeneOne Agreement also provides Inovio with exclusive rights to supply devices for clinical and commercial purposes (including single use components) to GeneOne for use in the Product. The term of the GeneOne Agreement commenced upon execution and will extend on a country by country basis until the last to expire of all Royalty Periods for the territory (as such term is defined in the GeneOne Agreement) for any Product in that country, unless the GeneOne Agreement is terminated earlier in accordance with its provisions as a result of breach, by mutual agreement, or by GeneOne's right to terminate without cause upon prior written notice.

For the years ended December 31, 2015, 2014 and 2013, the Company recognized revenue from GeneOne of \$450,000, \$479,000 and \$425,000, respectively, which consisted of licensing, collaborative research and development arrangements and other fees. Operating expenses related to GeneOne for the years ended December 31, 2015, 2014 and 2013 include \$6.9 million, \$4.2 million and \$2.3 million, respectively, related primarily to biologics manufacturing. At December 31, 2015 and 2014 the Company had an accounts receivable balance of \$4,000 and \$2,000, respectively, and an accounts payable and accrued liability balance of \$165,000 and \$28,000, respectively, related to GeneOne and its subsidiaries. At December 31, 2015 and 2014, \$373,000 and \$260,000 of prepayments made to GeneOne were classified as long-term other assets on the consolidated balance sheet.

OncoSec Medical Incorporated

The Company's Chairman, Dr. Avtar Dhillon, is the non-executive Chairman of OncoSec.

On September 28, 2011, the Company signed an amended agreement with OncoSec extending the term of the second payment owed to the Company in exchange for a warrant to purchase 50,000 shares of common stock of OncoSec. The warrant received was a five -year warrant with an exercise price of \$24.00 per share. (See Note 5 for further discussion.)

On March 24, 2012, the Company signed a second amended agreement with OncoSec further extending the term of the payments owed to the Company in exchange for a warrant to purchase 150,000 shares of common stock of OncoSec. The warrant received was a five -year warrant with an exercise price of \$20.00 per share. (See Note 5 for further discussion.)

Plumblin Life Sciences, Inc.

In May 2014, the Company's 85% owned subsidiary VGX Animal Health entered into an agreement for the sale of its animal health assets to Plumblin Life Sciences, Inc. ("PLS") of Korea. The assets transferred included an exclusive license with Inovio for animal applications of its growth hormone-releasing hormone ("GHRH") technology and animal DNA vaccines plus a non-exclusive license to Inovio electroporation delivery systems. In May 2015, VGX Animal Health received payment of \$1.0 million from PLS and is scheduled to receive an additional \$1.0 million payment in 2016. No receivable has been recorded for the \$1.0 million due from PLS as collection is uncertain.

VGX Animal Health received 20% of the outstanding shares of PLS and received additional shares to maintain its 20% equity ownership position in PLS until equity fund-raising by PLS reached \$10.0 million in June 2015. In July 2015 the Company's ownership in VGX Animal Health decreased from 91% to 85%. After the Company's ownership changed, VGX

Animal Health distributed its 465,364 shares of PLS to its shareholders in a pro-rata distribution. After the distribution, the Company held 395,758 shares, or approximately 16.9% of PLS common stock.

As of December 31, 2015 the Company accounts for its ownership interest in PLS under the accounting guidance for investments considered available-for-sale (Accounting Standards Codification (ASC) 320). The original carrying value of the Company's investment in PLS was \$0. On July 28, 2015, PLS registered on the Korea New Exchange (KONEX) Market. The total carrying value of the Company's investment in PLS was \$5.0 million as of December 31, 2015. The fair value is based on the market value of the 395,758 common shares owned, listed on the KONEX. The changes in carrying value of PLS are recorded in the consolidated statements of comprehensive loss as an unrealized gain on investment in affiliated entity.

16. Quarterly Financial Information (Unaudited)

The following is a summary of the quarterly results of operations of the Company for the years ended December 31, 2015 and 2014 (unaudited):

	Quarter Ended December 31, 2015	Quarter Ended September 30, 2015	Quarter Ended June 30, 2015	Quarter Ended March 31, 2015
Consolidated Statements of Operations:				
Revenue:				
Revenue under collaborative research and development arrangements	\$ 1,820,643	\$ 16,475,083	\$ 4,335,236	\$ 4,245,571
Revenue under collaborative research and development arrangements with affiliated entity	375,000	125,000	166,667	112,500
Grants and miscellaneous revenue	3,739,919	7,583,151	784,775	808,566
Total revenues	5,935,562	24,183,234	5,286,678	5,166,637
Operating Expenses:				
Research and development	15,601,891	16,075,201	16,688,511	9,426,320
General and administrative	4,860,086	4,377,616	4,718,260	4,107,928
Gain on sale of assets	—	—	(1,000,000)	—
Total operating expenses	20,461,977	20,452,817	20,406,771	13,534,248
Income (Loss) from operations	(14,526,415)	3,730,417	(15,120,093)	(8,367,611)
Interest and other income, net	(194,519)	214,982	146,332	138,276
Change in fair value of common stock warrants	(290,316)	518,877	(49,773)	(1,227)
Gain (Loss) from investment in affiliated entity	(3,249,315)	(659,054)	8,861,145	(2,352,309)
Net income (loss) before income tax benefit	(18,260,565)	3,805,222	(6,162,389)	(10,582,871)
Income tax benefit	308,520	1,789,246	—	—
Net income (loss)	(17,952,045)	5,594,468	(6,162,389)	(10,582,871)
Net (income) loss attributable to non-controlling interest	—	—	(85,861)	1,092
Net income (loss) attributable to Inovio Pharmaceuticals, Inc.	\$ (17,952,045)	\$ 5,594,468	\$ (6,248,250)	\$ (10,581,779)
Net income (loss) per common share attributable to Inovio Pharmaceuticals, Inc. stockholders				
Basic	\$ (0.25)	\$ 0.08	\$ (0.09)	\$ (0.17)
Diluted	\$ (0.25)	\$ 0.07	\$ (0.09)	\$ (0.18)
Weighted average number of common shares outstanding used in per share calculations:				
Basic	72,194,504	72,029,644	67,655,975	60,741,082
Diluted	72,194,504	73,961,237	67,838,738	60,913,423

	Quarter Ended December 31, 2014	Quarter Ended September 30, 2014	Quarter Ended June 30, 2014	Quarter Ended March 31, 2014
Consolidated Statements of Operations:				
Revenue:				
Revenue under collaborative research and development arrangements	\$ 1,758,108	\$ 1,114,952	\$ 3,107,781	\$ 1,435,727
Revenue under collaborative research and development arrangements with affiliated entity	112,500	112,500	137,500	116,964
Grants and miscellaneous revenue	586,500	612,901	556,381	804,952
Total revenues	2,457,108	1,840,353	3,801,662	2,357,643
Operating Expenses:				
Research and development	9,244,473	7,017,805	9,607,281	8,225,480
General and administrative	4,224,429	3,153,714	4,347,327	4,132,218
Total operating expenses	13,468,902	10,171,519	13,954,608	12,357,698
Loss from operations	(11,011,794)	(8,331,166)	(10,152,946)	(10,000,055)
Interest and other income, net	113,212	97,174	68,999	52,076
Change in fair value of common stock warrants	143,659	(113,980)	824,390	(505,926)
Gain (Loss) from investment in affiliated entity	3,342,436	1,168,911	(1,458,160)	(376,963)
Net loss	(7,412,487)	(7,179,061)	(10,717,717)	(10,830,868)
Net loss attributable to non-controlling interest	1,083	1,486	6,443	9,408
Net loss attributable to Inovio Pharmaceuticals, Inc.	\$ (7,411,404)	\$ (7,177,575)	\$ (10,711,274)	\$ (10,821,460)
Net loss per common share attributable to Inovio Pharmaceuticals, Inc. stockholders				
Basic	\$ (0.12)	\$ (0.12)	\$ (0.18)	\$ (0.20)
Diluted	\$ (0.12)	\$ (0.12)	\$ (0.19)	\$ (0.20)
Weighted average number of common shares outstanding used in per share calculations:				
Basic	60,610,367	60,392,911	60,232,498	55,159,002
Diluted	60,805,871	60,602,831	60,474,859	55,159,002

17. Subsequent Events

In January 2016 the Company received a \$500,000 grant from the U.S. Army's Small Business Innovation Research (SBIR) program to further advance the development of a device capable of simultaneously administering multiple vaccines via skin-surface, needle-free electroporation delivery.

On March 11, 2016 the Company signed a definitive agreement to acquire all of Bioject Medical Technologies Inc.'s assets including needle-free injection technology, products and intellectual property. The Company will pay Bioject \$4.5 million in the Company's stock and \$1.0 million in cash.



INOVIO BIOMEDICAL CORPORATION

2007 OMNIBUS INCENTIVE PLAN

As Amended

Adopted by the Board of Directors: March 31, 2007

Approved by Stockholders: May 4, 2007

As Amended by the Board of Directors: July 9, 2009

As Approved by Stockholders: August 25, 2009

As Amended by the Board of Directors: March 29, 2010

As Approved by Stockholders: May 14, 2010

As Amended by the Board of Directors: March 14, 2014

As Approved by Stockholders: May 22, 2014

(Reflects reverse stock split as of June 5, 2014)

As Amended by the Board of Directors: March 5, 2015

As Approved by Stockholders: May 8, 2015

INOVIO BIOMEDICAL CORPORATION

2007 OMNIBUS INCENTIVE PLAN

ARTICLE I

PURPOSE AND ADOPTION OF THE PLAN

1.1 Purpose. The purpose of the Inovio Biomedical Corporation 2007 Omnibus Incentive Plan (as amended from time to time, the "Plan") is to assist in attracting and retaining highly competent employees, directors and consultants to act as an incentive in motivating selected employees, directors and consultants of the Company and its Subsidiaries to achieve long-term corporate objectives and to enable stock-based and cash-based incentive awards to qualify as performance-based compensation for purposes of the tax deduction limitations under Section 162(m) of the Code.

1.2 Adoption and Term. The Plan has been approved by the Board to be effective as of March 31, 2007, subject to the approval of the stockholders of the Company. The Plan shall remain in effect until terminated by action of the Board; provided, however, that no Awards may be granted hereunder after the tenth anniversary of its initial effective date.

ARTICLE II

DEFINITIONS

For the purpose of this Plan, capitalized terms shall have the following meanings:

2.1 Award means any one or a combination of Non-Qualified Stock Options or Incentive Stock Options described in Article VI, Stock Appreciation Rights described in Article VI, Restricted Shares and Restricted Stock Units described in Article VII, Performance Awards described in Article VIII, other stock-based Awards described in Article IX, short-term cash incentive Awards described in Article X or any other Award made under the terms of the Plan.

2.2 Award Agreement means a written agreement between the Company and a Participant or a written acknowledgment from the Company to a Participant specifically setting forth the terms and conditions of an Award granted under the Plan.

2.3 Assumed means that pursuant to a Merger either (i) the Award is expressly affirmed by the Company, (ii) the contractual obligations represented by the Award are expressly assumed (and not simply by operation of law) by the successor entity or its parent in connection with the Merger with appropriate adjustments to the number and type of securities of the successor entity or its parent subject to the Award and the exercise or purchase price thereof which at least preserves the compensation element of the Award existing at the time of the

Merger as determined in accordance with the instruments evidencing the agreement to assume the Award, or (iii) the Award is otherwise to continue in effect following the Merger.

2.4 Award Period means, with respect to an Award, the period of time, if any, set forth in the Award Agreement during which specified target performance goals must be achieved or other conditions set forth in the Award Agreement must be satisfied.

2.5 Beneficiary means an individual, trust or estate who or which, by a written designation of the Participant filed with the Company, or if no such written designation is filed, by operation of law, succeeds to the rights and obligations of the Participant under the Plan and the Award Agreement upon the Participant's death.

2.6 Board means the Board of Directors of the Company.

2.7 Change in Control means, and shall be deemed to have occurred upon the occurrence of, any one of the following events:

(a) The acquisition in one or more transactions, other than from the Company, by any individual, entity or group (within the meaning of Section 13(d)(3) or 14(d)(2) of the Exchange Act), other than the Company, a Subsidiary or any employee benefit plan (or related trust) sponsored or maintained by the Company or a Subsidiary, of beneficial ownership (within the meaning of Rule 13d-3 promulgated under the Exchange Act) of a number of Company Voting Securities in excess of 25% of the Company Voting Securities unless such acquisition has been approved by the Board;

(b) Any election has occurred of persons to the Board that causes two-thirds of the Board to consist of persons other than (i) persons who were members of the Board on the effective date of the Plan and (ii) persons who were nominated for elections as members of the Board at a time when two-thirds of the Board consisted of persons who were members of the Board on the effective date of the Plan, provided, however, that any person nominated for election by a Board at least two-thirds of whom constituted persons described in clauses (i) and/or (ii) or by persons who were themselves nominated by such Board shall, for this purpose, be deemed to have been nominated by a Board composed of persons described in clause (i);

(c) The consummation (*i.e.* closing) of a reorganization, merger or consolidation involving the Company, unless, following such reorganization, merger or consolidation, all or substantially all of the individuals and entities who were the respective beneficial owners of the Outstanding Common Stock and Company Voting Securities immediately prior to such reorganization, merger or consolidation, following such reorganization, merger or consolidation beneficially own, directly or indirectly, more than seventy five percent (75%) of, respectively, the then outstanding shares of common stock and the combined voting power of the then outstanding voting securities entitled to vote generally in the election of directors or trustees, as the case may be, of the entity resulting from such reorganization, merger or consolidation in substantially the same proportion as their ownership of the Outstanding Common Stock and Company Voting Securities immediately prior to such reorganization, merger or consolidation, as the case may be;

(d) The consummation (*i.e.* closing) of a sale or other disposition of all or substantially all the assets of the Company, unless, following such sale or disposition, all or substantially all of the individuals and entities who were the respective beneficial owners of the Outstanding Common Stock and Company Voting Securities immediately prior to such reorganization, merger or consolidation, following such reorganization, merger or consolidation beneficially own, directly or indirectly, more than seventy five percent (75%) of, respectively, the then outstanding shares of common stock and the combined voting power of the then outstanding voting securities entitled to vote generally in the election of directors or trustees, as the case may be, of the entity purchasing such assets in substantially the same proportion as their ownership of the Outstanding Common Stock and Company Voting Securities immediately prior to such sale or disposition, as the case may be; or

(e) a complete liquidation or dissolution of the Company.

2.8 Code means the Internal Revenue Code of 1986, as amended. References to a section of the Code shall include that section and any comparable section or sections of any future legislation that amends, supplements or supersedes said section.

2.9 Committee means the Compensation Committee of the Board.

2.10 Company means Inovio Biomedical Corporation and its successors.

2.11 Common Stock means the common stock of the Company, par value \$0.001 per share.

2.12 Company Voting Securities means the combined voting power of all outstanding voting securities of the Company entitled to vote generally in the election of directors to the Board.

2.13 Date of Grant means the date designated by the Committee as the date as of which it grants an Award, which shall not be earlier than the date on which the Committee approves the granting of such Award.

2.14 Dividend Equivalent Account means a bookkeeping account in accordance with under Section 11.17 and related to an Award that is credited with the amount of any cash dividends or stock distributions that would be payable with respect to the shares of Common Stock subject to such Awards had such shares been outstanding shares of Common Stock.

2.15 Exchange Act means the Securities Exchange Act of 1934, as amended.

2.16 Exercise Price means, with respect to a Stock Appreciation Right, the amount established by the Committee in the Award Agreement which is to be subtracted from the Fair Market Value on the date of exercise in order to determine the amount of the payment to be made to the Participant, as further described in Section 6.02(b).

2.17 Fair Market Value means, on any date, (i) the closing sale price of a share of Common Stock, as reported on the American Stock Exchange (or other established stock

exchange on which the Common Stock is regularly traded) on such date or, if there were no sales on such date, on the last date preceding such date on which a sale was reported; or (ii) if shares of Common Stock are not listed for trading on an established stock exchange, Fair Market Value shall be determined by the Committee in good faith.

2.18 Incentive Stock Option means a stock option within the meaning of Section 422 of the Code.

2.19 Merger means any merger, reorganization, consolidation, exchange, transfer of assets or other transaction having similar effect involving the Company.

2.20 Non-Qualified Stock Option means a stock option which is not an Incentive Stock Option.

2.21 Options means all Non-Qualified Stock Options and Incentive Stock Options granted at any time under the Plan.

2.22 Outstanding Common Stock means, at any time, the issued and outstanding shares of Common Stock.

2.23 Participant means a person designated to receive an Award under the Plan in accordance with Section 5.01.

2.24 Performance Awards means Awards granted in accordance with Article VIII.

2.25 Performance Goals are based on one or more of the following measures and intended to comply with the performance-based compensation exception under Code Section 162(m):

- Net earnings or net income (before or after taxes)
- Earnings per share or earnings per share growth, total units, or unit growth
- Net sales, sales growth, total revenue, or revenue growth
- Net operating profit
- Return measures (including, but not limited to, return on assets, capital, invested capital, equity, sales, or revenue)
- Cash flow (including, but not limited to, operating cash flow, free cash flow, cash flow return on equity, and cash flow return on investment)
- Earnings before or after taxes, interest, depreciation, and/or amortization
- Gross or operating margins
- Productivity ratios

- Share price or relative share price (including, but not limited to, growth measures and total stockholder return)
- Expense targets
- Margins
- Operating efficiency
- Market share or change in market share
- Customer retention or satisfaction
- Working capital targets
- Completion of strategic financing goals, acquisitions or alliances and clinical progress
- Company project milestones
- Economic value added or EVA® (net operating profit after tax minus the sum of capital multiplied by the cost of capital)

2.26 Plan has the meaning given to such term in Section 1.01.

2.27 Purchase Price, with respect to Options, shall have the meaning set forth in Section 6.01(b).

2.28 Restricted Shares means Common Stock subject to restrictions imposed in connection with Awards granted under Article VII.

2.29 Restricted Stock Unit means a unit representing the right to receive Common Stock or the value thereof in the future subject to restrictions imposed in connection with Awards granted under Article VII.

2.30 Rule 16b-3 means Rule 16b-3 promulgated by the Securities and Exchange Commission under Section 16 of the Exchange Act, as the same may be amended from time to time, and any successor rule.

2.31 Stock Appreciation Rights means awards granted in accordance with Article VI.

2.32 Subsidiary means a subsidiary of the Company within the meaning of Section 424(f) of the Code.

2.33 Termination of Service means the voluntary or involuntary termination of a Participant's service as an employee, director or consultant with the Company or a Subsidiary for any reason, including death, disability, retirement or as the result of the divestiture of the Participant's employer or any similar transaction in which the Participant's employer ceases to be the Company or one of its Subsidiaries. Whether entering military or other government service

shall constitute Termination of Service, or whether and when a Termination of Service shall occur as a result of disability, shall be determined in each case by the Committee in its sole discretion.

ARTICLE III

ADMINISTRATION

3.1 Committee.

(a) Duties and Authority. The Plan shall be administered by the Committee and the Committee shall have exclusive and final authority in each determination, interpretation or other action affecting the Plan and its Participants. The Committee shall have the sole discretionary authority to interpret the Plan, to establish and modify administrative rules for the Plan, to impose such conditions and restrictions on Awards as it determines appropriate, and to make all factual determinations with respect to and take such steps in connection with the Plan and Awards granted hereunder as it may deem necessary or advisable. The Committee shall not, however, have or exercise any discretion that would disqualify amounts payable under Article X as performance-based compensation for purposes of Section 162(m) of the Code. The Committee may delegate such of its powers and authority under the Plan as it deems appropriate to a subcommittee of the Committee or designated officers or employees of the Company. In addition, the full Board may exercise any of the powers and authority of the Committee under the Plan. In the event of such delegation of authority or exercise of authority by the Board, references in the Plan to the Committee shall be deemed to refer, as appropriate, to the delegate of the Committee or the Board. Actions taken by the Committee or any subcommittee thereof, and any delegation by the Committee to designated officers or employees, under this Section 3.01 shall comply with Section 16(b) of the Exchange Act, the performance-based provisions of Section 162(m) of the Code, and the regulations promulgated under each of such statutory provisions, or the respective successors to such statutory provisions or regulations, as in effect from time to time, to the extent applicable.

(b) Indemnification. Each person who is or shall have been a member of the Board or the Committee, or an officer or employee of the Company to whom authority was delegated in accordance with the Plan shall be indemnified and held harmless by the Company against and from any loss, cost, liability, or expense that may be imposed upon or reasonably incurred by such individual in connection with or resulting from any claim, action, suit, or proceeding to which he or she may be a party or in which he or she may be involved by reason of any action taken or failure to act under the Plan and against and from any and all amounts paid by him or her in settlement thereof, with the Company's approval, or paid by him or her in satisfaction of any judgment in any such action, suit, or proceeding against him or her, provided he or she shall give the Company an opportunity, at its own expense, to handle and defend the same before he or she undertakes to handle and defend it on his or her own behalf; provided, however, that the foregoing indemnification shall not apply to any loss, cost, liability, or expense that is a result of his or her own willful misconduct. The foregoing right of indemnification shall not be exclusive of any other rights of indemnification to which such persons may be entitled

under the Company's Certificate of Incorporation or Bylaws, conferred in a separate agreement with the Company, as a matter of law, or otherwise, or any power that the Company may have to indemnify them or hold them harmless.

ARTICLE IV

SHARES

4.1 Number of Shares Issuable. (*as amended May 8, 2015*) The maximum aggregate number of shares of Common Stock that may be issued pursuant to Awards shall be 7,256,664 shares of Common Stock, and commencing with the first business day of each calendar year beginning with January 1, 2011, such maximum aggregate number of shares of Common Stock shall be increased by a number equal to the lesser of (i) 513,833 or (ii) such lesser number of shares of Common Stock as may be determined by the Board. No more than 7,256,664 shares of Common Stock may be issued under the Plan as Incentive Stock Options, and such number shall not be subject to annual adjustment as described above. The foregoing share limits shall be subject to adjustment in accordance with Section 11.07. The shares to be offered under the Plan shall be authorized and unissued Common Stock, or issued Common Stock that shall have been reacquired by the Company.

4.2 Shares Subject to Terminated Awards. Common Stock covered by any unexercised portions of terminated or forfeited Options (including canceled Options) granted under Article VI, Common Stock forfeited as provided in Section 7.02(a), Stock Units and other stock-based Awards terminated or forfeited as provided in Article IX, and Common Stock subject to any Awards that are otherwise surrendered by the Participant may again be subject to new Awards under the Plan. Shares of Common Stock surrendered to or withheld by the Company in payment or satisfaction of the Purchase Price of an Option or tax withholding obligation with respect to an Award shall be available for the grant of new Awards under the Plan. In the event of the exercise of Stock Appreciation Rights, whether or not granted in tandem with Options, only the number of shares of Common Stock actually issued in payment of such Stock Appreciation Rights shall be charged against the number of shares of Common Stock available for the grant of Awards hereunder.

ARTICLE V

PARTICIPATION

5.1 Eligible Participants. (*as amended May 8, 2015*) Participants in the Plan shall be such employees, directors and consultants of the Company and its Subsidiaries as the Committee, in its sole discretion, may designate from time to time. The Committee's designation of a Participant in any year shall not require the Committee to designate such person to receive Awards or grants in any other year. The designation of a Participant to receive Awards or grants under one portion of the Plan does not require the Committee to include such Participant under other portions of the Plan. The Committee shall consider such factors as it deems pertinent in selecting Participants and in determining the type and amount of their respective Awards. Incentive Stock Options may only be granted to employees of the Company

or its Subsidiaries. Subject to adjustment in accordance with Section 11.07, in any calendar year, no Participant shall be granted Awards in respect of more than 500,000 shares of Common Stock (whether through grants of Options or Stock Appreciation Rights or other Awards of Common Stock or rights with respect thereto) or cash-based Awards for more than \$1,500,000.00.

ARTICLE VI

STOCK OPTIONS AND STOCK APPRECIATION RIGHTS

6.1 Option Awards.

(a) Grant of Options. The Committee may grant, to such Participants as the Committee may select, Options entitling the Participant to purchase shares of Common Stock from the Company in such number, at such price, and on such terms and subject to such conditions, not inconsistent with the terms of this Plan, as may be established by the Committee. The terms of any Option granted under this Plan shall be set forth in an Award Agreement.

(b) Purchase Price of Options. (*as amended May 14, 2009*) The Purchase Price of each share of Common Stock which may be purchased upon exercise of any Option granted under the Plan shall be determined by the Committee; provided, however, that in no event shall the Purchase Price be less than the Fair Market Value on the Date of Grant. In the case of an Incentive Stock Option granted to a Participant who, on the Date of Grant owns stock representing more than ten percent (10%) of the voting power of all classes of stock of the Company or its Subsidiaries, the per share exercise price shall be not less than one hundred ten percent (110%) of the Fair Market Value per share of Common Stock on the Date of Grant.

(c) Designation of Options. The Committee shall designate, at the time of the grant of each Option, the Option as an Incentive Stock Option or a Non-Qualified Stock Option.

(d) Incentive Stock Option Share Limitation. (*as amended May 14, 2010*) Notwithstanding an Option's designation as an Incentive Stock Option, an Option will qualify as an Incentive Stock Option under the Code only to the extent the \$100,000 limitation of Section 422(d) of the Code is not exceeded. The \$100,000 limitation of Section 422(d) of the Code is calculated based on the aggregate Fair Market Value (measured on the Date of Grant) of the shares of Common Stock subject to Options designated as Incentive Stock Options which first become exercisable in any one calendar year (under the Plan or any other plans of the Company and its Subsidiaries). For purposes of this calculation, Incentive Stock Options shall be taken into account in the order in which they were granted.

(e) Rights As a Stockholder. A Participant or a transferee of an Option pursuant to Section 11.04 shall have no rights as a stockholder with respect to Common Stock covered by an Option until the Participant or transferee shall have become the holder of record of any such shares, and no adjustment shall be made for dividends in cash or other property or distributions or other rights with respect to any such Common Stock for which the record date is prior to the date on which the Participant or a transferee of the Option shall have become the

holder of record of any such shares covered by the Option; provided, however, that Participants are entitled to share adjustments to reflect capital changes under Section 11.07.

6.2 Stock Appreciation Rights.

(a) Stock Appreciation Right Awards. The Committee is authorized to grant to any Participant one or more Stock Appreciation Rights. Such Stock Appreciation Rights may be granted either independent of or in tandem with Options granted to the same Participant. Stock Appreciation Rights granted in tandem with Options may be granted simultaneously with, or, in the case of Non-Qualified Stock Options, subsequent to, the grant to such Participant of the related Option; provided however, that: (i) any Option covering any share of Common Stock shall expire and not be exercisable upon the exercise of any Stock Appreciation Right with respect to the same share, (ii) any Stock Appreciation Right covering any share of Common Stock shall expire and not be exercisable upon the exercise of any related Option with respect to the same share, and (iii) an Option and Stock Appreciation Right covering the same share of Common Stock may not be exercised simultaneously. Upon exercise of a Stock Appreciation Right with respect to a share of Common Stock, the Participant shall be entitled to receive an amount equal to the excess, if any, of (A) the Fair Market Value of a share of Common Stock on the date of exercise over (B) the Exercise Price of such Stock Appreciation Right established in the Award Agreement, which amount shall be payable as provided in Section 6.02(c).

(b) Exercise Price. The Exercise Price established under any Stock Appreciation Right granted under this Plan shall be determined by the Committee, but in the case of Stock Appreciation Rights granted in tandem with Options shall not be less than the Purchase Price of the related Option; provided, however, that in no event shall the Exercise Price be less than the Fair Market Value on the Date of Grant. Upon exercise of Stock Appreciation Rights granted in tandem with options, the number of shares subject to exercise under any related Option shall automatically be reduced by the number of shares of Common Stock represented by the Option or portion thereof which are surrendered as a result of the exercise of such Stock Appreciation Rights.

(c) Payment of Incremental Value. Any payment which may become due from the Company by reason of a Participant's exercise of a Stock Appreciation Right may be paid to the Participant as determined by the Committee (i) all in cash, (ii) all in Common Stock, or (iii) in any combination of cash and Common Stock. In the event that all or a portion of the payment is made in Common Stock, the number of shares of Common Stock delivered in satisfaction of such payment shall be determined by dividing the amount of such payment or portion thereof by the Fair Market Value on the Exercise Date. No fractional share of Common Stock shall be issued to make any payment in respect of Stock Appreciation Rights; if any fractional share would be issuable, the combination of cash and Common Stock payable to the Participant shall be adjusted as directed by the Committee to avoid the issuance of any fractional share.

6.3 Terms of Stock Options and Stock Appreciation Rights.

(f) Conditions on Exercise. An Award Agreement with respect to Options or Stock Appreciation Rights may contain such waiting periods, exercise dates and restrictions on exercise (including, but not limited to, periodic installments) as may be determined by the Committee at the time of grant.

(g) Duration of Options and Stock Appreciation Rights. (*as amended May 14, 2010*) Options and Stock Appreciation Rights shall terminate upon the first to occur of the following events:

(i) Expiration of the Option or Stock Appreciation Right as provided in the Award Agreement; or

(ii) Termination of the Award in the event of a Participant's disability, retirement, death or other Termination of Service as provided in the Award Agreement; or

(iii) In the case of an Incentive Stock Option, ten years from the Date of Grant;

(iv) In the case of an Incentive Stock Option granted to a Participant who, at the time the Incentive Stock Option is granted, owns stock representing more than ten percent (10%) of the voting power of all classes of stock of the Company or any of its Subsidiaries, five years from the Date of Grant or

(v) Solely in the case of a Stock Appreciation Right granted in tandem with an Option, upon the expiration of the related Option.

(h) Acceleration or Extension of Exercise Time. The Committee, in its sole discretion, shall have the right (but shall not be obligated), exercisable on or at any time after the Date of Grant, to permit the exercise of an Option or Stock Appreciation Right (i) prior to the time such Option or Stock Appreciation Right would become exercisable under the terms of the Award Agreement, (ii) after the termination of the Option or Stock Appreciation Right under the terms of the Award Agreement, or (iii) after the expiration of the Option or Stock Appreciation Right.

6.4 Exercise Procedures. Each Option and Stock Appreciation Right granted under the Plan shall be exercised prior to the close of business on the expiration date of the Option or Stock Appreciation Right by notice to the Company or by such other method as provided in the Award Agreement or as the Committee may establish or approve from time to time. The Purchase Price of shares purchased upon exercise of an Option granted under the Plan shall be paid in full in cash by the Participant pursuant to the Award Agreement; provided, however, that the Committee may (but shall not be required to) permit payment to be made by delivery to the Company of either (a) Common Stock (which may include Restricted Shares or shares otherwise issuable in connection with the exercise of the Option, subject to such rules as the Committee deems appropriate) or (b) any combination of cash and Common Stock, or (c) such other

consideration as the Committee deems appropriate and in compliance with applicable law (including payment under an arrangement constituting a brokerage transaction as permitted under the provisions of Regulation T applicable to cashless exercises promulgated by the Federal Reserve Board, unless prohibited by Section 402 of the Sarbanes-Oxley Act of 2002). In the event that any Common Stock shall be transferred to the Company to satisfy all or any part of the Purchase Price, the part of the Purchase Price deemed to have been satisfied by such transfer of Common Stock shall be equal to the product derived by multiplying the Fair Market Value as of the date of exercise times the number of shares of Common Stock transferred to the Company. The Participant may not transfer to the Company in satisfaction of the Purchase Price any fractional share of Common Stock. Any part of the Purchase Price paid in cash upon the exercise of any Option shall be added to the general funds of the Company and may be used for any proper corporate purpose. Unless the Committee shall otherwise determine, any Common Stock transferred to the Company as payment of all or part of the Purchase Price upon the exercise of any Option shall be held as treasury shares.

6.5 Change in Control. Unless otherwise provided by the Committee in the applicable Award Agreement, in the event of a Change in Control, all Options outstanding on the date of such Change in Control, and all Stock Appreciation Rights shall become immediately and fully exercisable. The provisions of this Section 6.05 shall not be applicable to any Options or Stock Appreciation Rights granted to a Participant if any Change in Control results from such Participant's beneficial ownership (within the meaning of Rule 13d-3 under the Exchange Act) of Common Stock or Company Voting Securities.

ARTICLE VII

RESTRICTED SHARES AND RESTRICTED STOCK UNITS

7.1 Award of Restricted Stock and Restricted Stock Units. The Committee may grant to any Participant an Award of Restricted Shares consisting of a specified number of shares of Common Stock issued to the Participant subject to such terms, conditions and forfeiture and transfer restrictions, whether based on performance standards, periods of service, retention by the Participant of ownership of specified shares of Common Stock or other criteria, as the Committee shall establish. The Committee may also grant Restricted Stock Units representing the right to receive shares of Common Stock in the future subject to such terms, conditions and restrictions, whether based on performance standards, periods of service, retention by the Participant of ownership of specified shares of Common Stock or other criteria, as the Committee shall establish. With respect to performance-based Awards of Restricted Shares or Restricted Stock Units intended to qualify as "performance-based" compensation for purposes of Section 162(m) of the Code, performance targets will consist of specified levels of one or more of the Performance Goals. The terms of any Restricted Share and Restricted Stock Unit Awards granted under this Plan shall be set forth in an Award Agreement which shall contain provisions determined by the Committee and not inconsistent with this Plan.

7.2 Restricted Shares

(i) Issuance of Restricted Shares. As soon as practicable after the Date of Grant of a Restricted Share Award by the Committee, the Company shall cause to be transferred on the books of the Company, or its agent, Common Stock, registered on behalf of the Participant, evidencing the Restricted Shares covered by the Award, but subject to forfeiture to the Company as of the Date of Grant if an Award Agreement with respect to the Restricted Shares covered by the Award is not duly executed by the Participant and timely returned to the Company. All Common Stock covered by Awards under this Article VII shall be subject to the restrictions, terms and conditions contained in the Plan and the Award Agreement entered into by the Participant. Until the lapse or release of all restrictions applicable to an Award of Restricted Shares, the share certificates representing such Restricted Shares may be held in custody by the Company, its designee, or, if the certificates bear a restrictive legend, by the Participant. Upon the lapse or release of all restrictions with respect to an Award as described in Section 7.02(d), one or more share certificates, registered in the name of the Participant, for an appropriate number of shares as provided in Section 7.02(d), free of any restrictions set forth in the Plan and the Award Agreement shall be delivered to the Participant.

(j) Stockholder Rights. Beginning on the Date of Grant of the Restricted Share Award and subject to execution of the Award Agreement as provided in Section 7.02(a), the Participant shall become a stockholder of the Company with respect to all shares subject to the Award Agreement and shall have all of the rights of a stockholder, including, but not limited to, the right to vote such shares and the right to receive dividends; provided, however, that any Common Stock distributed as a dividend or otherwise with respect to any Restricted Shares as to which the restrictions have not yet lapsed, shall be subject to the same restrictions as such Restricted Shares and held or restricted as provided in Section 7.02(a).

(k) Restriction on Transferability. None of the Restricted Shares may be assigned or transferred (other than by will or the laws of descent and distribution, or to an inter vivos trust with respect to which the Participant is treated as the owner under Sections 671 through 677 of the Code, except to the extent that Section 16 of the Exchange Act limits a Participant's right to make such transfers), pledged or sold prior to lapse of the restrictions applicable thereto.

(l) Delivery of Shares Upon Vesting. Upon expiration or earlier termination of the forfeiture period without a forfeiture and the satisfaction of or release from any other conditions prescribed by the Committee, or at such earlier time as provided under the provisions of Section 7.04, the restrictions applicable to the Restricted Shares shall lapse. As promptly as administratively feasible thereafter, subject to the requirements of Section 11.05, the Company shall deliver to the Participant or, in case of the Participant's death, to the Participant's Beneficiary, one or more share certificates for the appropriate number of shares of Common Stock, free of all such restrictions, except for any restrictions that may be imposed by law.

(m) Forfeiture of Restricted Shares. Subject to Sections 7.02(f) and 7.04, all Restricted Shares shall be forfeited and returned to the Company and all rights of the Participant with respect to such Restricted Shares shall terminate unless the Participant continues in the

service of the Company or a Subsidiary as an employee until the expiration of the forfeiture period for such Restricted Shares and satisfies any and all other conditions set forth in the Award Agreement. The Committee shall determine the forfeiture period (which may, but need not, lapse in installments) and any other terms and conditions applicable with respect to any Restricted Share Award.

(n) Waiver of Forfeiture Period. Notwithstanding anything contained in this Article VII to the contrary, the Committee may, in its sole discretion, waive the forfeiture period and any other conditions set forth in any Award Agreement under appropriate circumstances (including the death, disability or retirement of the Participant or a material change in circumstances arising after the date of an Award) and subject to such terms and conditions (including forfeiture of a proportionate number of the Restricted Shares) as the Committee shall deem appropriate.

7.3 Restricted Stock Units.

(a) Settlement of Restricted Stock Units. Payments shall be made to Participants with respect to their Restricted Stock Units as soon as practicable after the Committee has determined that the terms and conditions applicable to such Award have been satisfied or at a later date if distribution has been deferred. Payments to Participants with respect to Restricted Stock Units shall be made in the form of Common Stock, or cash or a combination of both, as the Committee may determine. The amount of any cash to be paid in lieu of Common Stock shall be determined on the basis of the Fair Market Value of the Common Stock on the date any such payment is processed. As to shares of Common Stock which constitute all or any part of such payment, the Committee may impose such restrictions concerning their transferability and/or their forfeiture as may be provided in the applicable Award Agreement or as the Committee may otherwise determine, provided such determination is made on or before the date certificates for such shares are first delivered to the applicable Participant.

(b) Shareholder Rights. Until the lapse or release of all restrictions applicable to an Award of Restricted Stock Units, no shares of Common Stock shall be issued in respect of such Awards and no Participant shall have any rights as a shareholder of the Company with respect to the shares of Common Stock covered by such Award of Restricted Stock Units.

(c) Waiver of Forfeiture Period. Notwithstanding anything contained in this Section 7.03 to the contrary, the Committee may, in its sole discretion, waive the forfeiture period and any other conditions set forth in any Award Agreement under appropriate circumstances (including the death, disability or retirement of the Participant or a material change in circumstances arising after the date of an Award) and subject to such terms and conditions (including forfeiture of a proportionate number of shares issuable upon settlement of the Restricted Stock Units constituting an Award) as the Committee shall deem appropriate.

(d) Deferral of Payment. If approved by the Committee and set forth in the applicable Award Agreement, a Participant may elect to defer the amount payable with respect to the Participant's Restricted Stock Units in accordance with such terms as may be established by the Committee.

7.4 Change in Control. Unless otherwise provided by the Committee in the applicable Award Agreement, in the event of a Change in Control, all restrictions applicable to Restricted Shares and Restricted Stock Unit Awards shall terminate fully and the Participant shall immediately have the right to the delivery in accordance with Section 7.02(d) of a share certificate or certificates evidencing a number of shares of Common Stock equal to the full number of shares subject to each such Award (in the case of Restricted Stock) or payment in accordance with Section 7.03(a) of a number of shares of Common Stock determined by the Committee, in its discretion, but, in the case of a performance-based or other contingent Award, in no event less than the number of shares payable at the “target” level for each such Award (in the case of Restricted Stock Units). The provisions of this Section 7.04 shall not be applicable to any Restricted Share or Restricted Stock Unit Award granted to a Participant if any Change in Control results from such Participant’s beneficial ownership (within the meaning of Rule 13d-3 under the Exchange Act) of Common Stock or Company Voting Securities.

ARTICLE VIII

PERFORMANCE AWARDS

8.1 Performance Awards.

(o) Award Periods and Calculations of Potential Incentive Amounts. The Committee may grant Performance Awards to Participants. A Performance Award shall consist of the right to receive a payment (measured by the Fair Market Value of a specified number of shares of Common Stock, increases in such Fair Market Value during the Award Period and/or a fixed cash amount) contingent upon the extent to which certain predetermined performance targets have been met during an Award Period. The Award Period shall be two or more fiscal or calendar years as determined by the Committee. The Committee, in its discretion and under such terms as it deems appropriate, may permit newly eligible Participants, such as those who are promoted or newly hired, to receive Performance Awards after an Award Period has commenced.

(p) Performance Targets. Subject to Section 11.18, the performance targets applicable to a Performance Award may include such goals related to the performance of the Company or, where relevant, any one or more of its Subsidiaries or divisions and/or the performance of a Participant as may be established by the Committee in its discretion. In the case of Performance Awards to “covered employees” (as defined in Section 162(m) of the Code), the targets will be limited to specified levels of one or more of the Performance Goals. The performance targets established by the Committee may vary for different Award Periods and need not be the same for each Participant receiving a Performance Award in an Award Period.

(q) Earning Performance Awards. The Committee, at or as soon as practicable after the Date of Grant, shall prescribe a formula to determine the percentage of the Performance Award to be earned based upon the degree of attainment of the applicable performance targets.

(r) Payment of Earned Performance Awards. Subject to the requirements of Section 11.05, payments of earned Performance Awards shall be made in cash or Common Stock, or a combination of cash and Common Stock, in the discretion of the Committee. The

Committee, in its sole discretion, may define, and set forth in the applicable Award Agreement, such terms and conditions with respect to the payment of earned Performance Awards as it may deem desirable.

8.2 Termination of Service. In the event of a Participant's Termination of Service during an Award Period, the Participant's Performance Awards shall be forfeited except as may otherwise be provided in the applicable Award Agreement.

8.3 Change in Control. Unless otherwise provided by the Committee in the applicable Award Agreement, in the event of a Change in Control, all Performance Awards for all Award Periods shall immediately become fully vested and payable to all Participants and shall be paid to Participants in accordance with Section 8.01(d), within 30 days after such Change in Control. The provisions of this Section 8.03 shall not be applicable to any Performance Award granted to a Participant if any Change in Control results from such Participant's beneficial ownership (within the meaning of Rule 13d-3 under the Exchange Act) of Common Stock or Company Voting Securities.

ARTICLE IX

OTHER STOCK-BASED AWARDS

9.1 Grant of Other Stock-Based Awards. (*as amended May 14, 2010*) Other stock-based awards, consisting of stock purchase rights (with or without loans to Participants by the Company containing such terms as the Committee shall determine), Awards of Common Stock, or Awards valued in whole or in part by reference to, or otherwise based on, Common Stock or dividends on Common Stock, may be granted either alone or in addition to or in conjunction with other Awards under the Plan. Subject to the provisions of the Plan, the Committee shall have sole and complete authority to determine the persons to whom and the time or times at which such Awards shall be made, the number of shares of Common Stock to be granted pursuant to such Awards, and all other conditions of the Awards. Any such Award shall be confirmed by an Award Agreement executed by the Committee and the Participant, which Award Agreement shall contain such provisions as the Committee determines to be necessary or appropriate to carry out the intent of this Plan with respect to such Award.

9.2 Terms of Other Stock-Based Awards. In addition to the terms and conditions specified in the Award Agreement, Awards made pursuant to this Article IX shall be subject to the following:

(a) Any Common Stock subject to Awards made under this Article IX may not be sold, assigned, transferred, pledged or otherwise encumbered prior to the date on which the shares are issued, or, if later, the date on which any applicable restriction, performance or deferral period lapses; and

(b) If specified by the Committee in the Award Agreement, the recipient of an Award under this Article IX shall be entitled to receive, currently or on a deferred basis, interest

or dividends or dividend equivalents with respect to the Common Stock or other securities covered by the Award; and

(c) The Award Agreement with respect to any Award shall contain provisions dealing with the disposition of such Award in the event of a Termination of Service prior to the exercise, payment or other settlement of such Award, whether such termination occurs because of retirement, disability, death or other reason, with such provisions to take account of the specific nature and purpose of the Award.

ARTICLE X

SHORT-TERM CASH INCENTIVE AWARDS

10.1 Eligibility. Executive officers of the Company who are from time to time determined by the Committee to be “covered employees” for purposes of Section 162(m) of the Code will be eligible to receive short-term cash incentive awards under this Article X.

10.2 Awards.

(a) Performance Targets. The Committee shall establish objective performance targets based on specified levels of one or more of the Performance Goals. Such performance targets shall be established by the Committee on a timely basis to ensure that the targets are considered “preestablished” for purposes of Section 162(m) of the Code.

(b) Amounts of Awards. In conjunction with the establishment of performance targets for a fiscal year, the Committee shall adopt an objective formula (on the basis of percentages of Participants’ salaries, shares in a bonus pool or otherwise) for computing the respective amounts payable under the Plan to Participants if and to the extent that the performance targets are attained. Such formula shall comply with the requirements applicable to performance-based compensation plans under Section 162(m) of the Code and, to the extent based on percentages of a bonus pool, such percentages shall not exceed 100% in the aggregate.

(c) Payment of Awards. Awards will be payable to Participants in cash each year upon prior written certification by the Committee of attainment of the specified performance targets for the preceding fiscal year.

(d) Negative Discretion. Notwithstanding the attainment by the Company of the specified performance targets, the Committee shall have the discretion, which need not be exercised uniformly among the Participants, to reduce or eliminate the award that would be otherwise paid.

(e) Guidelines. The Committee shall adopt from time to time written policies for its implementation of this Article X. Such guidelines shall reflect the intention of the Company that all payments hereunder qualify as performance-based compensation under Section 162(m) of the Code.

(f) Non-Exclusive Arrangement. The adoption and operation of this Article X shall not preclude the Board or the Committee from approving other short-term incentive compensation arrangements for the benefit of individuals who are Participants hereunder as the Board or Committee, as the case may be, deems appropriate and in the best of the Company.

ARTICLE XI

TERMS APPLICABLE GENERALLY TO AWARDS GRANTED UNDER THE PLAN

11.1 Plan Provisions Control Award Terms. Except as provided in Section 11.16, the terms of the Plan shall govern all Awards granted under the Plan, and in no event shall the Committee have the power to grant any Award under the Plan which is contrary to any of the provisions of the Plan. In the event any provision of any Award granted under the Plan shall conflict with any term in the Plan as constituted on the Date of Grant of such Award, the term in the Plan as constituted on the Date of Grant of such Award shall control. Except as provided in Section 11.03 and Section 11.07, the terms of any Award granted under the Plan may not be changed after the Date of Grant of such Award so as to materially decrease the value of the Award without the express written approval of the holder.

11.2 Award Agreement. No person shall have any rights under any Award granted under the Plan unless and until the Company and the Participant to whom such Award shall have been granted shall have executed and delivered an Award Agreement or received any other Award acknowledgment authorized by the Committee expressly granting the Award to such person and containing provisions setting forth the terms of the Award.

11.3 Modification of Award After Grant. No Award granted under the Plan to a Participant may be modified (unless such modification does not materially decrease the value of the Award) after the Date of Grant except by express written agreement between the Company and the Participant, provided that any such change (a) shall not be inconsistent with the terms of the Plan, and (b) shall be approved by the Committee.

11.4 Limitation on Transfer. Except as provided in Section 7.01(c) in the case of Restricted Shares, a Participant's rights and interest under the Plan may not be assigned or transferred other than by will or the laws of descent and distribution, and during the lifetime of a Participant, only the Participant personally (or the Participant's personal representative) may exercise rights under the Plan. The Participant's Beneficiary may exercise the Participant's rights to the extent they are exercisable under the Plan following the death of the Participant. Notwithstanding the foregoing, to the extent permitted under Section 16(b) of the Exchange Act with respect to Participants subject to such Section, the Committee may grant Non-Qualified Stock Options that are transferable, without payment of consideration, to immediate family members of the Participant or to trusts or partnerships for such family members, and the Committee may also amend outstanding Non-Qualified Stock Options to provide for such transferability.

11.5 Taxes. The Company shall be entitled, if the Committee deems it necessary or desirable, to withhold (or secure payment from the Participant in lieu of withholding) the amount of any withholding or other tax required by law to be withheld or paid by the Company with respect to any amount payable and/or shares issuable under such Participant's Award, or with respect to any income recognized upon a disqualifying disposition of shares received pursuant to the exercise of an Incentive Stock Option, and the Company may defer payment or issuance of the cash or shares upon exercise or vesting of an Award unless indemnified to its satisfaction against any liability for any such tax. The amount of such withholding or tax payment shall be determined by the Committee and shall be payable by the Participant at such time as the Committee determines in accordance with the following rules:

(a) The Participant shall have the right to elect to meet his or her withholding requirement (i) by having withheld from such Award at the appropriate time that number of shares of Common Stock, rounded up to the next whole share, whose Fair Market Value is equal to the amount of withholding taxes due, (ii) by direct payment to the Company in cash of the amount of any taxes required to be withheld with respect to such Award or (iii) by a combination of shares and cash.

(b) In the case of Participants who are subject to Section 16 of the Exchange Act, the Committee may impose such limitations and restrictions as it deems necessary or appropriate with respect to the delivery or withholding of shares of Common Stock to meet tax withholding obligations.

11.6 Surrender of Awards. Any Award granted under the Plan may be surrendered to the Company for cancellation on such terms as the Committee and the holder approve. With the consent of the Participant, the Committee may substitute a new Award under this Plan in connection with the surrender by the Participant of an equity compensation award previously granted under this Plan or any other plan sponsored by the Company; provided, however, that no such substitution shall be permitted without the approval of the Company's stockholders if such approval is required by the rules of any applicable stock exchange.

11.7 Adjustments to Reflect Capital Changes.

(a) Recapitalization. In the event of any corporate event or transaction (including, but not limited to, a change in the Common Stock or the capitalization of the Company) such as a merger, consolidation, reorganization, recapitalization, separation, partial or complete liquidation, stock dividend, stock split, reverse stock split, split up, spin-off, or other distribution of stock or property of the Company, a combination or exchange of Common Stock, dividend in kind, or other like change in capital structure, number of outstanding shares of Common Stock, distribution (other than normal cash dividends) to shareholders of the Company, or any similar corporate event or transaction, the Committee, in order to prevent dilution or enlargement of Participants' rights under this Plan, shall make equitable and appropriate adjustments and substitutions, as applicable, to or of the number and kind of shares subject to outstanding Awards, the Purchase Price or Exercise Price for such shares, the number and kind of shares available for future issuance under the Plan and the maximum number of shares in respect of which Awards can be made to any Participant in any calendar year, and other determinations

applicable to outstanding Awards. The Committee shall have the power and sole discretion to determine the amount of the adjustment to be made in each case.

(b) Merger. (*as amended May 14, 2010*) Effective upon the consummation of a Merger, all outstanding Awards under the Plan shall terminate. However, all such Awards shall not terminate to the extent they are Assumed in connection with the Merger. The Committee shall have the authority, exercisable either in advance of any actual or anticipated Merger or at the time of an actual Merger and exercisable at the Date of Grant of an Award under the Plan or any time while an Award remains outstanding, to provide for the full or partial automatic vesting and exercisability of one or more outstanding unvested Awards under the Plan and the release from restrictions on transfer and repurchase or forfeiture rights of such Awards in connection with a Merger, on such terms and conditions as the Committee may specify. The Committee also shall have the authority to condition any such Award vesting and exercisability or release from such limitations upon the subsequent Termination of Service of the Participant within a specified period following the effective date of the Merger. The Committee may provide that any Awards so vested or released from such limitations in connection with a Merger shall remain fully exercisable until the expiration or sooner termination of the Award. Any Incentive Stock Option accelerated under this Section 11.7(b) in connection with a Merger shall remain exercisable as an Incentive Stock Option under the Code only to the extent the \$100,000 dollar limitation of Section 422(d) is not exceeded.

(c) Options to Purchase Shares or Stock of Acquired Companies. After any Merger in which the Company or a Subsidiary shall be a surviving corporation, the Committee may grant substituted options under the provisions of the Plan, pursuant to Section 424 of the Code, replacing old options granted under a plan of another party to the Merger whose shares or stock subject to the old options may no longer be issued following the Merger. The foregoing adjustments and manner of application of the foregoing provisions shall be determined by the Committee in its sole discretion. Any such adjustments may provide for the elimination of any fractional shares which might otherwise become subject to any Options.

11.8 No Right to Continued Service. No person shall have any claim of right to be granted an Award under this Plan. Neither the Plan nor any action taken hereunder shall be construed as giving any Participant any right to be retained in the service of the Company or any of its Subsidiaries.

11.9 Awards Not Includable for Benefit Purposes. Payments received by a Participant pursuant to the provisions of the Plan shall not be included in the determination of benefits under any pension, group insurance or other benefit plan applicable to the Participant which is maintained by the Company or any of its Subsidiaries, except as may be provided under the terms of such plans or determined by the Board.

11.10 Governing Law. All determinations made and actions taken pursuant to the Plan shall be governed by the laws of California and construed in accordance therewith.

11.11 No Strict Construction. No rule of strict construction shall be implied against the Company, the Committee, or any other person in the interpretation of any of the terms of the Plan, any Award granted under the Plan or any rule or procedure established by the Committee.

11.12 Compliance with Rule 16b-3. It is intended that, unless the Committee determines otherwise, Awards under the Plan be eligible for exemption under Rule 16b-3. The Board is authorized to amend the Plan and to make any such modifications to Award Agreements to comply with Rule 16b-3, as it may be amended from time to time, and to make any other such amendments or modifications as it deems necessary or appropriate to better accomplish the purposes of the Plan in light of any amendments made to Rule 16b-3.

11.13 Captions. The captions (i.e., all Section headings) used in the Plan are for convenience only, do not constitute a part of the Plan, and shall not be deemed to limit, characterize or affect in any way any provisions of the Plan, and all provisions of the Plan shall be construed as if no captions have been used in the Plan.

11.14 Severability. Whenever possible, each provision in the Plan and every Award at any time granted under the Plan shall be interpreted in such manner as to be effective and valid under applicable law, but if any provision of the Plan or any Award at any time granted under the Plan shall be held to be prohibited by or invalid under applicable law, then (a) such provision shall be deemed amended to accomplish the objectives of the provision as originally written to the fullest extent permitted by law and (b) all other provisions of the Plan and every other Award at any time granted under the Plan shall remain in full force and effect.

11.15 Amendment and Termination.

(a) Amendment. The Board shall have complete power and authority to amend the Plan at any time; provided, however, that the Board shall not, without the requisite affirmative approval of stockholders of the Company, make any amendment which requires stockholder approval under the Code or under any other applicable law or rule of any stock exchange which lists Common Stock or Company Voting Securities. No termination or amendment of the Plan may, without the consent of the Participant to whom any Award shall theretofore have been granted under the Plan, adversely affect the right of such individual under such Award.

(b) Termination. The Board shall have the right and the power to terminate the Plan at any time. No Award shall be granted under the Plan after the termination of the Plan, but the termination of the Plan shall not have any other effect and any Award outstanding at the time of the termination of the Plan may be exercised after termination of the Plan at any time prior to the expiration date of such Award to the same extent such Award would have been exercisable had the Plan not terminated.

11.16 Foreign Qualified Awards. Awards under the Plan may be granted to such employees of the Company and its Subsidiaries who are residing in foreign jurisdictions as the Committee in its sole discretion may determine from time to time. The Committee may adopt such supplements to the Plan as may be necessary or appropriate to comply with the applicable

laws of such foreign jurisdictions and to afford Participants favorable treatment under such laws; provided, however, that no Award shall be granted under any such supplement with terms or conditions inconsistent with the provision set forth in the Plan.

11.17 Dividend Equivalents. For any Award granted under the Plan, the Committee shall have the discretion, upon the Date of Grant or thereafter, to establish a Dividend Equivalent Account with respect to the Award, and the applicable Award Agreement or an amendment thereto shall confirm such establishment. If a Dividend Equivalent Account is established, the following terms shall apply:

(a) Terms and Conditions. Dividend Equivalent Accounts shall be subject to such terms and conditions as the Committee shall determine and as shall be set forth in the applicable Award Agreement. Such terms and conditions may include, without limitation, for the Participant's Account to be credited as of the record date of each cash dividend on the Common Stock with an amount equal to the cash dividends which would be paid with respect to the number of shares of Common Stock then covered by the related Award if such shares of Common Stock had been owned of record by the Participant on such record date.

(b) Unfunded Obligation. Dividend Equivalent Accounts shall be established and maintained only on the books and records of the Company and no assets or funds of the Company shall be set aside, placed in trust, removed from the claims of the Company's general creditors, or otherwise made available until such amounts are actually payable as provided hereunder.

11.18 Adjustment of Performance Goals and Targets. Notwithstanding any provision of the Plan to the contrary, the Committee shall have the authority to adjust any Performance Goal, performance target or other performance-based criteria established with respect to any Award under the Plan if circumstances occur (including, but not limited to, unusual or nonrecurring events, changes in tax laws or accounting principles or practices or changed business or economic conditions) that cause any such Performance Goal, performance target or performance-based criteria to be inappropriate in the judgment of the Committee; provided, that with respect to any Award that is intended to qualify for the "performance-based compensation" exception under Section 162(m) of the Code and the regulations thereunder, any adjustment by the Committee shall be consistent with the requirements of Section 162(m) and the regulations thereunder.

11.19 Legality of Issuance. Notwithstanding any provision of this Plan or any applicable Award Agreement to the contrary, the Committee shall have the sole discretion to impose such conditions, restrictions and limitations (including suspending exercises of Options or Stock Appreciation Rights and the tolling of any applicable exercise period during such suspension) on the issuance of Common Stock with respect to any Award unless and until the Committee determines that such issuance complies with (i) any applicable registration requirements under the Securities Act of 1933 or the Committee has determined that an exemption there from is available, (ii) any applicable listing requirement of any stock exchange on which the Common Stock is listed, and (iii) any other applicable provision of state, federal or foreign law, including foreign securities laws where applicable.

11.20 Restrictions on Transfer. Regardless of whether the offering and sale of Common Stock under the Plan have been registered under the Securities Act of 1933 or have been registered or qualified under the securities laws of any state, the Company may impose restrictions upon the sale, pledge, or other transfer of such Common Stock (including the placement of appropriate legends on stock certificates) if, in the judgment of the Company and its counsel, such restrictions are necessary or desirable to achieve compliance with the provisions of the Securities Act of 1933, the securities laws of any state, the United States or any other applicable foreign law.

11.21 Further Assurances. As a condition to receipt of any Award under the Plan, a Participant shall agree, upon demand of the Company, to do all acts and execute, deliver and perform all additional documents, instruments and agreements which may be reasonably required by the Company, to implement the provisions and purposes of the Plan.

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**INOVIO PHARMACEUTICALS, INC.
Subsidiaries**

Subsidiary Name(1)	Jurisdiction of Organization
Genetronics, Inc.	California
VGX Pharmaceuticals, LLC	Delaware
VGX Animal Health, Inc.	Delaware

(1) In accordance with Instructions (ii) to Exhibit (21) to the Exhibit Table in Item 601 of Regulation S-K, Registrant has omitted from the above table one of its subsidiaries because such omitted subsidiary does not constitute a significant subsidiary of registrant as of the end of the year covered by this report.

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the following Registration Statements:

1. Registration Statement (Form S-3 No. 333-160123) of Inovio Pharmaceuticals, Inc.,
2. Registration Statement (Form S-3 No. 333-176670) of Inovio Pharmaceuticals, Inc.,
3. Registration Statement (Form S-3 No. 333-193698) of Inovio Pharmaceuticals, Inc.,
4. Registration Statement (Form S-3 No. 333-197584) of Inovio Pharmaceuticals, Inc.,
5. Registration Statement (Form S-3 No. 333- 204420) of Inovio Pharmaceuticals, Inc.,
6. Registration Statement (Form S-8 No. 333-120061) pertaining to Genetronics Biomedical Corporation Amended 2000 Stock Option Plan,
7. Registration Statement (Form S-8 No. 333-136126) pertaining to Inovio Biomedical Corporation Amended 2000 Stock Option Plan,
8. Registration Statement (Form S-8 Nos. 333-142938, 333-150769, and 333-161559) pertaining to Inovio Biomedical Corporation 2007 Omnibus Incentive Plan,
9. Registration Statement (Form S-8 No. 333-156035) pertaining to Inovio Biomedical Corporation Viral Genomics, Inc. Equity Compensation Plan, and
10. Registration Statement (Form S-8 Nos. 333-166906, 333-174353, 333-181532, 333-192318, 333-196325, and 333-209155) pertaining to Inovio Pharmaceuticals, Inc's 2007 Omnibus Incentive Plan.

of our reports dated March 11, 2016, with respect to the consolidated financial statements of Inovio Pharmaceuticals, Inc. and the effectiveness of internal control over financial reporting of Inovio Pharmaceuticals, Inc. included in this Annual Report (Form 10-K) of Inovio Pharmaceuticals, Inc. for the year ended December 31, 2015.

/s/ Ernst & Young LLP

San Diego, California
March 11, 2016

**Certification of CEO Pursuant to
Securities Exchange Act Rules 13a-15(e) and 15d-15(e)
as Adopted Pursuant to
Section 302 of the Sarbanes-Oxley Act of 2002**

I, J. Joseph Kim, certify that:

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

Date: March 11, 2016

/s/ J. JOSEPH KIM

J. Joseph Kim
President, Chief Executive Officer and Director

**Certification of CFO Pursuant to
Securities Exchange Act Rules 13a-15(e) and 15d-15(e)
as Adopted Pursuant to
Section 302 of the Sarbanes-Oxley Act of 2002**

I, Peter Kies, certify that:

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

Date: March 11, 2016

/s/ P E T E R K I E S

Peter Kies
Chief Financial Officer

**Certification Pursuant to
18 U.S.C. Section 1350,
As Adopted Pursuant to
Section 906 of the Sarbanes-Oxley Act of 2002**

In connection with the Annual Report of Inovio Pharmaceuticals, Inc. (the "Company") on Form 10-K for the year ending December 31, 2015 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), each of the undersigned, in the capacities and on the date indicated below, hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to his knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: March 11, 2016

/s/ J. J OSEPH K IM

J. Joseph Kim
President, Chief Executive Officer and Director
(Principal Executive Officer)

Date: March 11, 2016

/s/ P ETER K IES

Peter Kies
Chief Financial Officer
(Principal Financial and Accounting Officer)