ONCOSEC MEDICAL Inc
Form 424B5
May 26, 2016

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Registration No. 333-195387

AMENDMENT DATED MAY 25, 2016 TO PROSPECTUS SUPPLEMENT DATED MAY 24, 2016
(to the prospectus dated May 12, 2014)

ONCOSEC MEDICAL INCORPORATED

665,049 Shares of Common Stock

Series A Warrants to purchase 5,509,642 Shares of Common Stock

(5,509,642 shares of Common Stock underlying the Series A Warrants)

Pre-Funded Series B Warrants to purchase 4,844,593 Shares of Common Stock

(4,844,593 shares of Common Stock underlying the Pre-Funded Series B Warrants)

This amendment to prospectus supplement dated May 25, 2016 amends and restates in its entirety the prospectus suppplement dated May 24, 2016.

We are offering 665,049 shares of our common stock together with warrants, or the Series A warrants, to purchase 665,049 shares of our common stock (and the shares of common stock issuable upon exercise of the Series A warrants). Each share of common stock we sell in this offering will be accompanied by a Series A warrant to purchase one share of common stock. The Series A warrants will have an exercise price of $1.69 per share of common stock, will be exercisable upon issuance and have an exercise term of nine years. Each share of common stock and accompanying Series A warrant will be sold together at a negotiated price of $1.815. The shares of common stock and Series A warrants will be issued separately but can only be purchased together in this offering.

We are also offering pre-funded warrants, or the Series B warrants, to purchase 4,844,593 shares of our common stock (and the shares of common stock issuable upon exercise of the Series B warrants) together with Series A warrants to purchase 4,844,593 shares of common stock (and the shares of common stock issuable upon exercise of the Series A warrants), in lieu of shares of common stock to the extent that the purchase of common stock would cause the beneficial ownership of a purchaser, together with its affiliates and certain related parties, to exceed 4.99% of our common stock. The Series B warrants will have an exercise price of $0.01 per share of common stock and will be exercisable upon issuance until exercised in full. Each Series B Warrant to purchase one shares of common stock we sell in this offering will be accompanied by a Series A warrant to purchase one share of common stock. Each Series B warrant and accompanying Series A warrant will be sold together at a negotiated price of $1.805. The Series B warrants and Series A warrants will be issued separately but can only be purchased together in this offering.

Our common stock is quoted for trading on the NASDAQ Capital Market under the symbol "ONCS." The last reported sales price of our common stock on the NASDAQ Capital Market on May 20, 2016 was $1.68 per share. We have not applied and do not intend to apply to list the Series A warrants or the Series B warrants on any securities exchange or quotation system, and we do not expect that such warrants will be quoted on the NASDAQ Capital Market.

	Per Share and Series A Warrant	Per Series B Warrant and Series A Warrant	Total
Offering Price	$1.81500	$1.80500	$9,951,554.31
Placement Agent's Fees (1)	$0.09075	$0.09025	$497,577.72
Proceeds to Us (Before Expenses)	$1.72425	$1.71475	$9,453,976.59

(1) In addition, we have agreed to issue to the placement agent warrants and to reimburse certain legal and other expenses of the placement agent, all as described under "Plan of Distribution."

H.C. Wainwright & Co., LLC has agreed to act as our exclusive placement agent in this offering. The placement agent is not purchasing any of the securities offered by us, and is not required to sell any specific number or dollar amount of securities, but will use its best efforts to sell the securities offered. We have agreed to pay the placement agent a placement fee equal to 5% of the aggregate gross proceeds to us from the sale of securities in the offering (excluding any proceeds from the exercise of the Series A warrants and the Series B warrants) and to issue to the placement agent warrants to purchase up to an aggregate of 5% of the aggregate number of shares of common stock sold in the offering, including all of the shares issuable upon exercise of the Series B warrants, assuming such warrants were immediately exercised in full, and excluding any shares of common stock issuable upon exercise of the Series A warrants. We have engaged Maxim Group LLC ("Maxim") as a financial advisor with respect to the offering, and have agreed to pay $150,000 to Maxim in consideration for its financial advisory services. We estimate total expenses of this offering, excluding the placement agent fees and financial advisory fees, will be approximately $175,000. Neither the placement agent warrants nor the shares of our common stock issuable upon exercise of the placement agent warrants are being registered hereby.

Delivery of the shares of common stock is expected to be made on or about May 26, 2016, subject to customary closing conditions.

Investing in our securities involves a high degree of risk. Before deciding whether to invest in our securities, you should review carefully the risks and uncertainties described under the heading "Risk Factors" beginning on page S-4 of this prospectus supplement. This prospectus supplement should be read in conjunction with and may not be delivered or utilized without the prospectus dated May 12, 2014.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

H.C. Wainwright & Co.

The date of this amendment to prospectus supplement is May 25, 2016.

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Prospectus Supplement

Prospectus

ABOUT THIS PROSPECTUS SUPPLEMENT

This prospectus supplement and the accompanying base prospectus is part of a registration statement that we filed with the Securities and Exchange Commission ("SEC") utilizing a "shelf" registration process. Each time we conduct an offering to sell securities under the accompanying base prospectus we will provide a prospectus supplement that will contain specific information about the terms of that offering, including the price, the amount of securities being offered and the plan of distribution. The shelf registration statement was initially filed with the SEC on April 18, 2014, and was declared effective by the SEC on May 12, 2014. This prospectus supplement describes the specific details regarding this offering and may add, update or change information contained in the accompanying base prospectus. The accompanying base prospectus provides general information about us, some of which, such as the section entitled "Plan of Distribution," may not apply to this offering. This prospectus supplement and the accompanying base prospectus are an offer to sell only the securities offered hereby, but only under circumstances and in jurisdictions where it is lawful to do so.

If information in this prospectus supplement is inconsistent with the accompanying base prospectus or the information incorporated by reference, you should rely on this prospectus supplement. This prospectus supplement, together with the base prospectus and the documents incorporated by reference into this prospectus supplement and the base prospectus, includes all material information relating to this offering. We have not authorized anyone to provide you with different or additional information and you must not rely on any unauthorized information or representations. You should assume that the information appearing in this prospectus supplement, the accompanying base prospectus, and the documents incorporated by reference in this prospectus supplement and the accompanying base prospectus is accurate only as of the respective dates of those documents. Our business, financial condition, results of operations and prospects may have changed since those dates. **You should carefully read this prospectus supplement, the base prospectus, the information and documents incorporated herein by reference and the additional information under the heading "Where You Can Find More Information" before making an investment decision**.

We further note that the representations, warranties and covenants made by us in any agreement that is filed as an exhibit to any document that is incorporated by reference into this prospectus supplement or the accompanying base prospectus were made solely for the benefit of the parties to such agreement, including, in some cases, for the purpose of allocating risk among the parties to such agreements, and should not be deemed to be a representation, warranty or covenant to you. Moreover, such representations, warranties or covenants were accurate only as of the date when made. Accordingly, such representations, warranties and covenants should not be relied on as accurately representing the current state of our affairs.

Unless otherwise mentioned or unless the context requires otherwise, all references in this prospectus to "our Company," "we," "us," "our" and "OncoSec" refer to OncoSec Medical Incorporated, a Nevada corporation. We own the registered trademarks or trademark applications for OncoSec™, ImmunoPulse™ and NeoPulse™. All other trademarks, trade names and service marks included or incorporated by reference into this prospectus supplement, the accompanying base prospectus and any applicable free writing prospectus are the property of their respective owners.

PROSPECTUS SUMMARY

This prospectus summary highlights information contained elsewhere in this prospectus supplement, the accompanying base prospectus and the documents incorporated by reference. This summary does not contain all of the information that you should consider before deciding to invest in our securities. You should read this entire prospectus supplement and the accompanying base prospectus carefully, including the section entitled "Risk Factors" beginning on page S-4 and our consolidated financial statements and the related notes and the other information incorporated by reference into this prospectus supplement and the accompanying base prospectus, before making an investment decision.

Our Company

As a biotechnology company, our mission is to focus on the advancement of immune system-stimulating treatments, with a focus on discovering and developing novel immuno-oncology therapies. Our portfolio includes biologic immunology therapeutic product candidates intended to treat a wide range of tumor types. Our technology also includes intellectual property relating to our ImmunoPulse™ delivery technology. ImmunoPulse™ is an electroporation delivery device that we use in combination with our therapeutic product candidates, including DNA plasmids that encode for immunologically active agents, to deliver the therapeutic directly into the tumor and promote an inflammatory response against the cancer. This unique therapeutic modality is intended to reverse the immunosuppressive microenvironment in the tumor and engender a systemic anti-tumor response against untreated tumors in other parts of the body. Our electroporation devices consist of an electrical pulse generator and disposable applicators, which can be adapted to treat different tumor types.

In August 2015, we enrolled the first patient into the Phase II investigator sponsored clinical trial led by the University of California, San Francisco to assess the anti-tumor activity, safety, and tolerability of the combination of ImmunoPulse™ IL-12, and Merck's approved anti-PD-1 agent, KEYTRUDA® (pembrolizumab), in patients with unresectable metastatic melanoma. The primary endpoint is the best Overall Response Rate (bORR) of the combination regimen in patients whose tumors are characterized by low numbers of tumor-infiltrating lymphocytes. We currently are on track to complete enrollment by the end of calendar year 2016.

In September 2015, we announced the results from a Phase II clinical trial of ImmunoPulse™ IL-12 in patients with Merkel cell carcinoma ("MCC"). In the MCC study led by the University of Washington, 79% of patients (11/14) showed an increase in IL-12 protein levels in tumor biopsy samples obtained approximately 22 days after treatment compared to baseline, indicating that ImmunoPulse™ IL-12 leads to successful DNA transfection and sustained protein expression within the tumor microenvironment. ImmunoPulse™ IL-12 was well-tolerated, with no treatment-related adverse events above Grade 2 and no treatment-related serious adverse events. The most common adverse event was Grade 1 transient pain associated with the treatment procedure. This was a proof-of-concept study and with our announcement of these results, we do not plan to further advance the MCC program.

Toward the end of October 2015, we enrolled the first patient in our biomarker-focused pilot study of ImmunoPulse™ IL-12 in patients with triple negative breast cancer ("TNBC"). We anticipate enrolling approximately 10 patients in the TNBC pilot study, led by Stanford University, with the primary objective of the study to evaluate the potential of ImmunoPulse™ IL-12 to promote a pro-inflammatory molecular and histological signature in tumor samples and the secondary objectives include the evaluation of safety and tolerability; evaluation of local ablation effect (% of necrosis) and description of other evidence of anti-tumor activity. We currently are on track to complete enrollment by the end of calendar year 2016.

In the second quarter of fiscal year 2016, we decided to pause further enrollment in our head and neck clinical trial to focus our development efforts toward a potential registration pathway for metastatic melanoma and to pursue clinically relevant data in breast cancer and additional combination trials.

Corporate Information

We were incorporated under the laws of the State of Nevada on February 8, 2008 under the name Netventory Solutions Inc. to pursue the business of inventory management solutions. Effective March 1, 2011, we completed a merger with our subsidiary, OncoSec Medical Incorporated, a Nevada corporation, for the sole purpose of changing our name to “OncoSec Medical Incorporated.” Our principal executive offices are located at 5820 Nancy Ridge Drive, San Diego, California 92121. The telephone number at our principal executive office is (855) 662-6732. Our website address is www.oncosec.com. Information contained on our website is not deemed part of this prospectus supplement.

Risk Factors

Our business is subject to substantial risks. Please carefully consider the “Risk Factors” beginning on page S-4 of this prospectus supplement and the other information included and incorporated by reference in this prospectus supplement for a discussion of the factors you should consider carefully before deciding to purchase the securities offered by this prospectus supplement. Additional risks and uncertainties not presently known to us or that we currently deem immaterial may also impair our business operations. You should be able to bear a complete loss of your investment.

The Offering

The following is a brief summary of some of the terms of the offering and is qualified in its entirety by reference to the more detailed information appearing elsewhere in this prospectus supplement and the accompanying prospectus. For a more complete description of the terms of our common stock and the warrants, see the "Description of Securities" and the "Description of Capital Stock" section in the accompanying base prospectus.

Securities Offered in This Offering	665,049 shares of our common stock, par value $0.0001 per share, pre-funded Series B warrants to purchase 4,844,593 shares of our common stock and Series A warrants to purchase up to 5,509,642 shares of our common stock .
Description of Series A Warrants	The shares of common stock or Series B warrants, as applicable, and Series A warrants will be sold together as one share of common stock or a Series B warrant to purchase one share of common stock, as applicable, and one Series A warrant to purchase one share of common stock. The shares of common stock or Series B warrants, as applicable, and the Series A warrants are immediately separable upon issuance. Each Series A warrant will have an exercise price of $1.69 per share, will be exercisable upon issuance and will expire nine years from the date of issuance.
Description of Pre-funded Series B Warrants	The pre-funded Series B warrants are being issued to prevent the beneficial ownership of a purchaser in this offering (together with its affiliates and certain related parties) of our common stock from exceeding 4.99%. Each Series B warrant will have an exercise price of $0.01 per shares, will be exercisable upon issuance and will expire only when exercised in full. As stated above, purchasers of Series B warrants will also receive Series A warrants as if such purchasers were buying shares of our common stock in this offering.
Offering Price	$1.815 per share of common stock and accompanying Series A warrant to purchase one share of our common stock. $1.805 per Series B warrant to purchase one share of our common stock and accompanying Series A warrant to purchase one share of our common stock.
Common Stock Outstanding Before This Offering	16,971,214 shares. (1)
Common Stock to be Outstanding After This Offering	17,636,263 shares, excluding shares issuable upon exercise of the Series A warrants, Series B warrants and warrants being issued to the placement agent. (1)

Use of Proceeds	We expect to use the net proceeds received from this offering for general corporate purposes, including clinical trial expenses and research and development expenses. See “Use of Proceeds” on page S-10.
Risk Factors	**See “Risk Factors” beginning on page S-4 and the other information included in this prospectus supplement or incorporated herein by reference for a discussion of factors you should carefully consider before deciding to invest in our common stock.**
Symbol	Our shares of common stock are quoted for trading on the NASDAQ Capital Market under the symbol “ONCS.”

(1) Excludes the following:

3,461,399 shares of common stock issuable upon exercise of options outstanding as of May 20, 2016, of which approximately 1,628,245 shares are exercisable as of May 20, 2016;

680,000 shares of common stock issuable upon the vesting and settlement of restricted stock units outstanding as of May 20, 2016;

157,469 shares of common stock reserved for issuance and available for future grant under our 2011 Stock Incentive Plan (as amended) as of May 20, 2016;

3,000,875 shares of common stock issuable upon exercise of warrants outstanding as of May 20, 2016, which have exercise prices ranging from $4.375 to $24.00 per share;

500,000 shares of common stock reserved for issuance and available for future grant under our Employee Stock Purchase Plan;

5,509,642 shares of common stock issuable upon exercise of the Series A warrants being offered in this offering, which have an exercise price of $1.69 per share;

4,844,593 shares of common stock issuable upon exercise of the Series B warrants being offered in this offering, which have an exercise price of $0.01 per share; and

275,482 shares of common stock issuable upon exercise of warrants issuable to the placement agent in connection with this offering, which have an exercise price of $2.26875 per share.

RISK FACTORS

Investing in our common stock involves a high degree of risk. You should carefully consider the risk factors described below and the risk factors incorporated by reference to our most recent Annual Report on Form 10-K and Quarterly Reports on Form 10-Q, and all other information contained or incorporated by reference into this prospectus supplement and the accompanying prospectus, including our financial statements and the related notes, as updated by our subsequent filings under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and in any free writing prospectus that we have authorized for use in connection with this offering before acquiring any of our common stock. These risks could have a material and adverse impact on our business, results of operations, financial condition and growth prospects, which may cause the trading price of our common stock to decline, or on the trading price of our common stock itself. As a result, you could lose all or part of your investment.

Risks Related to this Offering and Our Common Stock

Our management will have broad discretion over the use of the net proceeds from this offering.

We currently anticipate using the net proceeds from this for general corporate purposes, including clinical trial expenses and research and development expenses. We have not reserved or allocated specific amounts for these purposes and we cannot specify with certainty how we will use the net proceeds. Accordingly, our management will have considerable discretion in the application of the net proceeds and you will not have the opportunity, as part of your investment decision, to assess whether the proceeds are being used appropriately. The net proceeds may be used for corporate purposes that do not increase our operating results or market value. Until the net proceeds are used, they may be placed in investments that do not produce income or that lose value.

Our common stock has low trading volume and the price of our common stock has been, and will likely continue to be, highly volatile.

Trading of our common stock is frequently highly volatile, with low trading volume. We have experienced, and are likely to continue experiencing, significant fluctuations in the stock price and trading volume. There is no assurance that a sufficient market will develop in our stock, in which case it could be difficult for stockholders to sell their stock. Furthermore, the volatility of our stock price could negatively impact our ability to raise capital or acquire businesses or technologies. In addition to the risks and uncertainties described in this prospectus supplement and in the documents incorporated by reference herein, other factors affecting the trading price and trading volume of our common stock may include:

adverse research and development or clinical trial results;

conducting open-ended clinical trials which could lead to results (success or setbacks) being obtained by the public prior to a formal announcement by us;

our inability to obtain additional capital;

announcement that the U.S. Food and Drug Administration has denied our request to approve our products for commercialization in the United States, or similar denial by other regulatory bodies which make independent decisions outside the United States;

potential negative market reaction to the terms or volume of any issuance of shares of our capital stock to new investors or service providers;

sales of substantial amounts of our common stock, or the perception that substantial amounts of our common stock will be sold, by us or our stockholders in the public market;

declining working capital to fund operations, or other signs of apparent financial uncertainty;

significant advances made by competitors that adversely affect our potential market position; and

the loss of key personnel and the inability to attract and retain additional highly-skilled personnel.

We will need to raise additional capital in future periods to continue operating our business, and such additional funds may not be available on acceptable terms or at all.

We do not generate any cash from operations and will need to raise additional funds in future periods in order to continue operating our business. We have a history of raising funds through offerings of our common stock, and we may in the future raise additional funds through public or private equity offerings, debt financings, or corporate collaborations and licensing arrangements. We expect to continue to fund our operations primarily through equity and debt financings in the near future. If additional capital is not available, we may not be able to continue to operate our business or we may have to significantly change our business plan or discontinue our operations entirely.

We will require additional financing to fund our planned operations, including developing and commercializing our intellectual property, seeking to license or acquire new assets, researching and developing any potential patents, related compounds and other intellectual property, funding potential acquisitions, and supporting clinical trials and seeking regulatory approval relating to our assets and any assets we may acquire in the future. Additional financing may not be available to us when needed or, if available, may not be available on commercially reasonable terms. If we issue equity or convertible debt securities to raise additional funds, our existing stockholders, including investors in this offering, may experience substantial dilution, and the new equity or debt securities may have rights, preferences and privileges senior to those of our existing stockholders, including investors in this offering. If we incur debt, it may increase our leverage relative to our earnings or to our equity capitalization, requiring us to pay additional interest expenses. Obtaining commercial loans, assuming those loans would be available, would increase our liabilities and future cash commitments.

We may not be able to obtain additional financing if the volatile and uncertain conditions in the capital and financial markets, and more particularly the market for early-development-stage biotechnology and life science company stocks, persist. Weak economic and capital markets conditions could result in increased difficulties in raising capital for our operations. We may not be able to raise money through the sale of our equity securities or through borrowing funds on terms we find acceptable. If we cannot raise the funds that we need, we will be unable to continue our operations, and our stockholders, including investors in this offering, could lose their entire investment in our Company.

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

The continued operation and potential expansion of our business will require substantial funding. Investors seeking cash dividends in the foreseeable future should not purchase our common stock. We have paid no cash dividends on any of our capital stock to date and we do not anticipate paying any cash dividends on our common stock in the foreseeable future, as we intend to retain our available cash to fund the development and growth of our business. Any determination to pay dividends in the future will be at the discretion of our Board of Directors and will depend upon our results of operations and financial condition, contractual restrictions, restrictions imposed by applicable law, and other factors our Board of Directors deems relevant. Any return to stockholders will therefore be limited to the appreciation of their stock, which may never occur.

If we issue additional shares in the future, our existing stockholders, including investors who purchase shares in this offering, will be diluted.

Our articles of incorporation authorize the issuance of up to 160,000,000 shares of common stock with a par value of $0.0001 per share. In addition to capital raising activities, other possible business and financial uses for our authorized common stock include, without limitation, future stock splits, acquiring other companies, businesses, or products in exchange for shares of common stock, issuing shares of our common stock to partners in connection with strategic alliances, attracting and retaining employees by the issuance of additional securities under our various equity compensation plans, or other transactions and corporate purposes that our Board of Directors deems are in the Company's best interest. Additionally, shares of common stock could be used for anti-takeover purposes or to delay or prevent changes in control or management of the Company. We cannot provide assurances that any issuances of common stock will be consummated on favorable terms or at all, that they will enhance stockholder value, or that they will not adversely affect our business or the trading price of our common stock. The issuance of any such shares will reduce the book value per share and may contribute to a reduction in the market price of the outstanding shares of our common stock, including shares issued in this offering. If we issue any such additional shares, such issuance will reduce the proportionate ownership and voting power of all current stockholders, including investors who purchase shares in this offering. Further, such issuance may result in a change of control of our company.

Sales of common stock by our stockholders, or the perception that such sales may occur, could depress our stock price.

The market price of our common stock could decline as a result of sales by, or the perceived possibility of sales by, our existing stockholders, including investors in this offering. Since March 2011, we have completed a number of offerings of our common stock and warrants. Future sales of common stock by significant stockholders, including by those who acquired their shares in our prior offerings or who are affiliates, or the perception that such sales may occur, could depress the price of our common stock.

If outstanding options and warrants to purchase shares of our common stock are exercised, outstanding restricted stock units vest and settle, or additional shares are issued under our Employee Stock Purchase Plan, the interests of our stockholders could be diluted.

As of May 20, 2016, we have outstanding (i) options to purchase 3,461,399 shares of common stock, (ii) warrants to purchase 3,000,875 shares of our common stock and (ii) restricted stock units for which 680,000 shares of our common stock are issuable upon the vesting and settlement. In addition, as of May 20, 2016, we have 157,469 shares reserved for future issuance under our 2011 Stock Incentive Plan (as amended) and 500,000 shares reserved for future issuance under our Employee Stock Purchase Plan. The exercise of options and warrants, the vesting and settlement of restricted stock units, the issuance of additional shares of common stock or other equity awards under our 2011 Stock Incentive Plan (as amended) or our Employee Stock Purchase Plan, and the sale of any resulting shares of our common stock in connection with the foregoing, could have an adverse effect on the market for our common stock, including the price that an investor could obtain for their shares. Investors may experience dilution in the net tangible book value of their investment upon the exercise of outstanding options and warrants or vesting and settlement of outstanding restricted stock units granted under our stock option plans, and options, warrants and restricted stock units that may be granted or issued in the future. In future periods, we may elect to reduce the exercise price of outstanding warrants as a means of providing additional financing to us.

We may not be able to realize value from, or otherwise preserve and utilize, our net operating loss (NOL) carryforwards.

Significant equity restructuring often results in an Internal Revenue Section 382 ownership change that limits the future use of net operating loss (NOL) carryforwards and other tax attributes. In the event that we undergo such an ownership change, our NOL carryforwards generated prior to the ownership change would be subject to annual limitations, which could reduce, eliminate, or defer the utilization of these losses. Further, the recognition and measurement of our NOL carryforwards may include estimates and judgments by our management, and the Internal Revenue Service has not audited or otherwise validated the amount of our NOL carryforwards. Additionally, legislative changes could negatively impact our ability to use any tax benefits associated with our NOL carryforwards. If we put in place limitations on ownership of our common stock or adopt a shareholder rights plan to preserve our ability to use NOL carryforwards, this could deter potential buyers of our common stock and adversely impact the trading price of our common stock.

If our common stock is delisted from The Nasdaq Capital Market or we are found noncompliant with Nasdaq regulations, our stock's market price and liquidity could be negatively impacted.

Our listing on The Nasdaq Capital Market is contingent upon our meeting all the continued listing requirements. If we are found noncompliant by The Nasdaq Capital Market, or if our common stock is delisted from The Nasdaq Capital Market, our stock price could be negatively impacted, our stock's liquidity could be reduced, and our ability to raise capital in the future may be limited.

The Series A warrants and Series B warrants are new issues of securities with no established trading market.

The Series A warrants and Series B warrants are each a new issue of securities with no established trading market. The Series A warrants and Series B warrants will not be listed on any securities exchange and we do not expect them to be quoted on any quotation system. A trading market for the Series A warrants and Series B warrants is not expected to develop, and even if a market develops it may not provide meaningful liquidity. The absence of a trading market or liquidity for the Series A warrants and Series B warrants may adversely affect their value.

If all Series B Warrants were immediately exercised, you would experience immediate dilution in the net-tangible book value per share of the common stock you purchase or the common stock you receive upon exercise of the Series B warrants

The assumed public offering price per share of our common stock in this offering is substantially higher than the book value per share of our common stock. However, the offering also includes pre-funded Series B warrants with an aggregate purchase price together with the accompanying series A warrants of $8.7 million, which effectively will increase the net-tangible book value per share of common stock. As a result, while investors purchasing shares of common stock in this offering will experience an immediateincrease of $0.325 per share in the net tangible book value of the common stock purchased, based on an assumed public offering price of $1.815 per share, if all of the series B warrants are exercised in full today, investors in the offering would suffer immediate and substantial dilution per share in the net-tangible book value of the common stock purchased or received upon exercise of the Series B warrants.