
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended June 30, 2018

OR

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

For the transition period from to

Commission file number 001-35587

TESARO, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

27-2249687
(I.R.S. Employer
Identification No.)

1000 Winter Street
Waltham, Massachusetts
(Address of Principal Executive Offices)

02451
(Zip Code)

(339) 970-0900
(Registrant's Telephone Number, Including Area Code)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

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

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

Large accelerated filer <input checked="" type="checkbox"/>	Accelerated filer <input type="checkbox"/>
Non-accelerated filer <input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company <input type="checkbox"/>
Emerging growth company <input type="checkbox"/>	

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

As of July 30, 2018, there were 54,910,079 shares of the registrant's Common Stock, par value \$0.0001 per share, outstanding.

TESARO, INC.
FORM 10-Q
FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2018

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PART I FINANCIAL INFORMATION

Item 1. Financial Statements.

TESARO, INC.
Condensed Consolidated Balance Sheets
(all amounts in 000's, except share and per share data)
(Unaudited)

	<u>December 31,</u> <u>2017</u>	<u>June 30,</u> <u>2018</u>
Assets		
Current assets:		
Cash and cash equivalents	\$ 643,095	\$ 575,104
Accounts receivable	53,416	35,679
Inventories	57,939	87,406
Other current assets	33,511	36,924
Assets held for sale	—	22,299
Total current assets	<u>787,961</u>	<u>757,412</u>
Intangible assets, net	56,384	36,624
Property and equipment, net	9,652	10,657
Restricted cash	2,552	2,556
Other assets	5,636	3,204
Total assets	<u>\$ 862,185</u>	<u>\$ 810,453</u>
Liabilities and stockholders' equity (deficit)		
Current liabilities:		
Accounts payable	\$ 4,172	\$ 12,925
Accrued expenses	154,808	159,447
Deferred revenue, current	324	437
Other current liabilities	6,902	11,371
Total current liabilities	<u>166,206</u>	<u>184,180</u>
Convertible notes, net	143,446	149,793
Long-term debt, net	293,659	490,125
Deferred revenue, non-current	211	164
Other non-current liabilities	9,577	7,739
Total liabilities	<u>613,099</u>	<u>832,001</u>
Commitments and contingencies (Note 10)		
Stockholders' equity (deficit):		
Preferred stock, \$0.0001 par value; 10,000,000 shares authorized at both December 31, 2017 and June 30, 2018; no shares issued or outstanding at both December 31, 2017 and June 30, 2018	—	—
Common stock, \$0.0001 par value; 100,000,000 shares authorized at both December 31, 2017 and June 30, 2018; 54,464,039 and 54,897,095 shares issued and outstanding at December 31, 2017 and June 30, 2018, respectively	5	5
Additional paid-in capital	1,724,850	1,785,696
Accumulated other comprehensive loss	(5,882)	(7,895)
Accumulated deficit	(1,469,887)	(1,799,354)
Total stockholders' equity (deficit)	<u>249,086</u>	<u>(21,548)</u>
Total liabilities and stockholders' equity (deficit)	<u>\$ 862,185</u>	<u>\$ 810,453</u>

See accompanying notes to condensed consolidated financial statements.

TESARO, INC.
Condensed Consolidated Statements of Operations and Comprehensive Loss
(all amounts in 000's, except per share data)
(Unaudited)

	Three Months Ended		Six Months Ended June 30,	
	June 30,			
	2017	2018	2017	2018
Revenues:				
Product revenue, net	\$ 28,829	\$ 56,528	\$ 30,968	\$ 106,700
License, collaboration and other revenues	635	680	1,569	250
Total revenues	29,464	57,208	32,537	106,950
Expenses:				
Cost of sales – product	3,620	13,513	4,064	23,510
Cost of sales – intangible asset amortization	2,979	1,498	3,469	2,935
Research and development	71,400	97,608	137,522	194,363
Selling, general and administrative	92,979	100,033	162,241	193,640
Acquired in-process research and development	7,000	—	7,000	—
Total expenses	177,978	212,652	314,296	414,448
Loss from operations	(148,514)	(155,444)	(281,759)	(307,498)
Interest expense	(4,426)	(12,830)	(8,693)	(24,922)
Interest income	959	1,534	1,800	3,199
Other income	—	81	—	162
Loss before income taxes	(151,981)	(166,659)	(288,652)	(329,059)
Provision for (benefit from) for income taxes	78	(8)	132	408
Net loss	<u>\$(152,059)</u>	<u>\$(166,651)</u>	<u>\$(288,784)</u>	<u>\$(329,467)</u>
Net loss per share applicable to common stockholders - basic and diluted	<u>\$ (2.82)</u>	<u>\$ (3.04)</u>	<u>\$ (5.36)</u>	<u>\$ (6.02)</u>
Weighted-average number of common shares used in net loss per share applicable to common stockholders - basic and diluted	<u>53,982</u>	<u>54,845</u>	<u>53,834</u>	<u>54,731</u>
Comprehensive income (loss):				
Net loss	\$(152,059)	\$(166,651)	\$(288,784)	\$(329,467)
Other comprehensive income (loss):				
Unrealized gain on pension obligation	46	61	91	124
Foreign currency translation adjustments	255	(2,598)	290	(2,137)
Other comprehensive income (loss)	301	(2,537)	381	(2,013)
Comprehensive income (loss)	<u>\$(151,758)</u>	<u>\$(169,188)</u>	<u>\$(288,403)</u>	<u>\$(331,480)</u>

See accompanying notes to condensed consolidated financial statements.

TESARO, INC.
Condensed Consolidated Statements of Cash Flows
(all amounts in 000's)
(Unaudited)

	Six Months Ended June 30,	
	2017	2018
	(as revised)	
Operating activities		
Net loss	\$ (288,784)	\$ (329,467)
Adjustments to reconcile net loss to net cash used in operating activities:		
Acquired in-process research and development	7,000	—
Depreciation and amortization expense	4,931	5,097
Stock-based compensation expense	41,909	54,537
Non-cash interest expense	5,672	6,813
Changes in operating assets and liabilities:		
Accounts receivable	(16,954)	17,477
Inventories	(6,959)	(34,314)
Other assets	(10,950)	2,743
Accounts payable	(5,146)	8,778
Accrued expenses	19,746	1,158
Deferred revenues	(46)	76
Other liabilities	94	2,915
Net cash used in operating activities	<u>(249,487)</u>	<u>(264,187)</u>
Investing activities		
Acquisition of product candidates, technology licenses and milestone payments	(42,000)	—
Purchase of property and equipment	(4,309)	(3,172)
Net cash used in investing activities	<u>(46,309)</u>	<u>(3,172)</u>
Financing activities		
Proceeds from term loan, net of issuance costs	—	196,000
Proceeds from sale of common stock, net of issuance costs	(8)	—
Proceeds from exercise of stock options and Employee Stock Purchase Plan	18,348	5,367
Net cash provided by financing activities	<u>18,340</u>	<u>201,367</u>
Effect of exchange rate changes on cash, cash equivalents, and restricted cash	366	(1,999)
Decrease in cash, cash equivalents, and restricted cash	(277,090)	(67,991)
Cash, cash equivalents, and restricted cash at beginning of period	787,866	645,954
Cash, cash equivalents, and restricted cash at end of period	<u>\$ 510,776</u>	<u>\$ 577,963</u>
Non-cash investing and financing activities		
Stock option exercise proceeds receivable as of period end	\$ 35	\$ 312
Leasehold improvement assets funded by lessor	\$ 585	\$ —
Purchase of property and equipment - cash not paid as of period end	\$ 118	\$ —
Supplemental disclosure of cash flow information		
Cash paid for interest	\$ 3,019	\$ 20,093
Income taxes paid	\$ 315	\$ 268

The following table presents the line items and amounts of cash, cash equivalents and restricted cash reported within the condensed consolidated balance sheets:

	December 31, 2017	June 30, 2018
Cash and cash equivalents	\$ 643,095	\$ 575,104
Restricted cash included in other current assets	307	303
Restricted cash, noncurrent	2,552	2,556
Total cash, cash equivalents and restricted cash	<u>\$ 645,954</u>	<u>\$ 577,963</u>

See accompanying notes to condensed consolidated financial statements.

TESARO, INC.

**Notes to Condensed Consolidated Financial Statements
(Unaudited)**

1. Description of Business

TESARO, Inc., or the Company or TESARO, was incorporated in Delaware and commenced operations in 2010. Headquartered in Waltham, Massachusetts, TESARO is a commercial-stage biopharmaceutical company devoted to providing transformative therapies to people bravely facing cancer. TESARO's primary focus is to develop treatments for solid tumors using various approaches, including small molecules and immuno-oncology antibodies, as monotherapies and in combinations. The Company has in-licensed and is developing several oncology-related product candidates, and has entered into several research collaborations with third parties for the discovery of new candidates. The Company operates in one segment. The Company is subject to a number of risks, including dependence on key individuals, regulatory and manufacturing risks, the need to develop additional commercially viable products, risks associated with competitors, many of which are larger and better capitalized, risks related to intellectual property, and the need to obtain adequate additional financing to fund the development and potential commercialization of its product candidates and further its in-licensing and acquisition activities.

The Company's product ZEJULA® is approved in both the U.S. and the European Union, or EU, as a maintenance treatment for adults with recurrent epithelial ovarian, fallopian tube, or primary peritoneal cancer who are in a complete or partial response to platinum-based chemotherapy. In June 2018, the Company entered into an agreement with TerSera Therapeutics LLC, or TerSera, pursuant to which the Company sold to TerSera its rights to VARUBI® (rolapitant) in the United States and Canada, and the transaction closed in July 2018. See Note 13, "VARUBI Transaction and Assets Held for Sale", for additional details. We are continuing to market VARUBY in Europe.

The Company has incurred significant operating losses since inception and has relied on its ability to fund its operations through private and public equity and debt financings and to a lesser extent through product sales and license and collaboration arrangements. Management expects operating losses and negative operating cash flows to continue for the foreseeable future. As the Company continues to incur losses, the transition to profitability is dependent upon the successful development, approval, and commercialization of its products and product candidates and the achievement of a level of revenues adequate to support its cost structure. The Company believes that its currently available funds, in addition to cash generated from sales of its products, will be sufficient to fund the Company's operations through at least the next 12 months from the issuance of this Quarterly Report on Form 10-Q. Management's belief with respect to its ability to fund operations is based on estimates that are subject to risks and uncertainties. If actual results are different from management's estimates, the Company may need to seek additional funding.

2. Basis of Presentation and Significant Accounting Policies

Basis of Presentation

The accompanying condensed consolidated financial statements are unaudited and have been prepared by TESARO in conformity with accounting principles generally accepted in the United States of America, or GAAP.

The Company's condensed consolidated financial statements reflect the operations of the Company and its wholly-owned subsidiaries. All significant intercompany balances and transactions have been eliminated in consolidation. The Company currently operates in one business segment, which is the identification, acquisition, development and commercialization of oncology-related therapeutics, and has a single reporting and operating unit structure.

Certain information and footnote disclosures normally included in the Company's annual financial statements have been condensed or omitted. These interim financial statements, in the opinion of management, reflect all normal recurring adjustments necessary for a fair presentation of the Company's financial position and results of operations for the interim periods ended June 30, 2017 and 2018.

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The results of operations for the interim periods are not necessarily indicative of the results of operations to be expected for the full fiscal year. These interim financial statements should be read in conjunction with the audited financial statements as of and for the year ended December 31, 2017 and the notes thereto, which are included in the Company's Annual Report on Form 10-K for the year ended December 31, 2017. The significant accounting policies used in preparation of these condensed consolidated financial statements for the three and six months ended June 30, 2018 are consistent with those discussed in Note 2 to the consolidated financial statements in the Company's 2017 Annual Report on Form 10-K and are updated below as necessary.

Use of Estimates

The preparation of condensed consolidated financial statements in conformity with GAAP requires management to make certain estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses, other comprehensive income (loss) and the related disclosures. Significant estimates in these condensed consolidated financial statements include estimates made in connection with accrued research and development expenses, stock-based compensation expense, revenue, valuation of convertible notes, inventory, intangible assets and related amortization. The Company bases its estimates on historical experience, known trends and other market-specific or other relevant factors that it believes to be reasonable under the circumstances. Actual results may differ from those estimates or assumptions.

Fair Value of Financial Instruments

The Company discloses information on all assets and liabilities reported at fair value that enables an assessment of the inputs used in determining the reported fair values. The fair value hierarchy prioritizes valuation inputs based on the observable nature of those inputs. The fair value hierarchy applies only to the valuation inputs used in determining the reported fair value of the investments and is not a measure of investment credit quality. The hierarchy defines three levels of valuation inputs:

- Level 1 inputs Quoted prices in active markets for identical assets or liabilities
- Level 2 inputs Observable inputs other than Level 1 inputs, including quoted prices in active markets for similar assets or liabilities and quoted prices for identical assets or liabilities in markets that are not active
- Level 3 inputs Unobservable inputs that reflect the Company's own assumptions about the assumptions market participants would use in pricing the asset or liability

The following table presents information about the Company's financial assets and liabilities that have been measured at fair value as of December 31, 2017 and June 30, 2018 and indicates the fair value hierarchy of the valuation inputs utilized to determine such fair value (in thousands):

Description	Balance Sheet Classification	December 31, 2017			
		Total	Level 1	Level 2	Level 3
Assets:					
Money market funds	Cash and cash equivalents	\$ 593,955	\$ 593,955	\$ —	\$ —
Total assets		<u>\$ 593,955</u>	<u>\$ 593,955</u>	<u>\$ —</u>	<u>\$ —</u>
		June 30, 2018			
Description	Balance Sheet Classification	Total	Level 1	Level 2	Level 3
Assets:					
Money market funds	Cash and cash equivalents	\$ 492,858	\$ 492,858	\$ —	\$ —
Total assets		<u>\$ 492,858</u>	<u>\$ 492,858</u>	<u>\$ —</u>	<u>\$ —</u>

The carrying amounts of accounts payable and accrued expenses approximate their fair values due to their short-term maturities.

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In September 2014, the Company issued \$201.3 million aggregate principal amount of 3.00% convertible senior notes due October 1, 2021, or the Convertible Notes. Interest is payable semi-annually in arrears on April 1 and October 1 of each year. As of June 30, 2018, the carrying value of the Convertible Notes, net of unamortized discount and debt issuance costs, was \$149.8 million and the estimated fair value of the principal amount was \$300.9 million. As of June 30, 2018, the carrying value of the Company's borrowing under its term loan agreement approximated its fair value. The Convertible Notes and the term loan agreement are discussed in more detail in Note 5, "Debt".

Revenue Recognition

The Company recognizes revenue when its customer obtains control of promised goods or services, in an amount that reflects the consideration which the Company expects to receive in exchange for those goods or services. To determine revenue recognition, the Company performs the following five steps: (i) identify the contract(s) with a customer; (ii) identify the performance obligations in the contract; (iii) determine the transaction price; (iv) allocate the transaction price to the performance obligations in the contract; and (v) recognize revenue when (or as) the Company satisfies a performance obligation. The Company only applies the five-step model to contracts when it is probable that the Company will collect the consideration it is entitled to in exchange for the goods or services it transfers to the customer. For a further discussion of accounting for net product revenue and license, collaboration and other revenues, see Note 11, "Revenue Recognition".

Intangible Assets

The Company maintains definite-lived intangible assets related to milestone payments made to third parties subsequent to regulatory approval for acquired and in-licensed product candidates. These assets are amortized over their remaining useful lives, which are generally estimated to be the remaining patent life. If the Company's estimate of the product's useful life is shorter than the remaining patent life, then the shorter period is used. Intangible assets are amortized using the economic consumption method if anticipated future revenues can be reasonably estimated. The straight-line method is used when future revenues cannot be reasonably estimated, with a cumulative catch-up of amortization expense for milestone payments that do not result in additional intellectual property rights and/or incremental cash flows. Amortization expense is recorded as a component of cost of sales in the condensed consolidated statements of operations and comprehensive loss.

The Company assesses its intangible assets for impairment if indicators are present or changes in circumstance suggest that impairment may exist. Events that could result in an impairment, or trigger an interim impairment assessment, include the receipt of additional clinical or nonclinical data regarding one of the Company's drug candidates or a potentially competitive drug candidate, changes in the clinical development program for a drug candidate or new information regarding potential sales for the drug. If impairment indicators are present or changes in circumstance suggest that impairment may exist, the Company performs a recoverability test by comparing the sum of the estimated undiscounted cash flows of each intangible asset to its carrying value on the condensed consolidated balance sheet. If the undiscounted cash flows used in the recoverability test are less than the carrying value, the Company would determine the fair value of the intangible asset and recognize an impairment loss if the carrying value of the intangible asset exceeds its fair value.

Comprehensive Loss

Comprehensive loss represents the change in equity of a business enterprise during a period from transactions and other events and circumstances from non-owner sources. Comprehensive loss consists of net loss and other comprehensive loss. Other comprehensive loss includes foreign currency translation adjustments and unrealized gains

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and losses on pension obligations. The following table presents changes in the components of accumulated other comprehensive loss (in thousands):

	Foreign currency translation adjustments	Unrealized loss on pension liability	Total
Balance at December 31, 2016	\$ (142)	\$ (2,782)	\$ (2,924)
Other comprehensive (loss) income	91	290	381
Balance at June 30, 2017	<u>\$ (51)</u>	<u>\$ (2,492)</u>	<u>\$ (2,543)</u>
Balance at December 31, 2017	\$ 259	\$ (6,141)	\$ (5,882)
Other comprehensive (loss) income	(2,137)	124	(2,013)
Balance at June 30, 2018	<u>\$ (1,878)</u>	<u>\$ (6,017)</u>	<u>\$ (7,895)</u>

New Accounting Pronouncements - Recently Adopted

In August 2016, the Financial Accounting Standards Board, or FASB, issued Accounting Standards Update, or ASU, No. 2016-15, which is intended to simplify and clarify how certain transactions are classified in the statement of cash flows, and to reduce diversity in practice for such transactions. This ASU addresses eight specific issues regarding classification of cash flows. The standard is effective for financial statements issued for fiscal years beginning after December 15, 2017, and interim periods within those fiscal years. The Company adopted this ASU effective January 1, 2018, and the adoption did not have an impact on the Company's condensed consolidated financial statements and related disclosures.

In October 2016, the FASB issued ASU No. 2016-16, which removes the prohibition in ASC Topic 740 against the immediate recognition of the current and deferred income tax effects of intra-entity transfers of assets other than inventory. As a result, the income tax consequences from the intra-entity transfer of an asset, other than inventory, and associated changes to deferred taxes will be recognized when the transfer occurs. The Company adopted this new standard effective January 1, 2018 using the modified retrospective method. Upon adoption, the Company recorded a deferred tax asset and corresponding valuation allowance of \$52.7 million. There was no cumulative effect adjustment to accumulated deficit as of the beginning of the period of adoption.

In November 2016, the FASB issued ASU No. 2016-18, which requires amounts generally described as restricted cash and restricted cash equivalents to be included with cash and cash equivalents when reconciling the total beginning and ending amounts for the periods shown on the statement of cash flows. ASU No. 2016-18 is effective for fiscal years beginning after December 15, 2017 (including interim periods within those periods) using a retrospective transition method to each period presented. The Company adopted this ASU effective January 1, 2018. The adoption of this guidance required the following changes and disclosures to the presentation of the condensed consolidated financial statements:

- Cash, cash equivalents and restricted cash and cash equivalents reported on the condensed consolidated statements of cash flows now includes restricted cash and cash equivalents and totals \$646.0 million and \$578.0 million as of December 31, 2017 and June 30, 2018, respectively.
- Restricted cash generally consists of cash balances held as collateral for the Company's employee credit card programs.

In May 2017, the FASB issued ASU No. 2017-09, which clarifies when a change to the terms or conditions of a share-based payment award must be accounted for as a modification. The new guidance requires modification accounting if the fair value, vesting condition or classification of the award is not the same immediately before and after a change to the terms and conditions of the award. This ASU is effective on a prospective basis beginning on January 1, 2018, with early adoption permitted. The Company adopted this ASU effective January 1, 2018, and the adoption did not have an impact on the Company's condensed consolidated financial statements and related disclosures.

New Accounting Pronouncements – Recently Issued

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In February 2016, the FASB issued ASU No. 2016-02, a comprehensive new lease accounting standard, which provides revised guidance on accounting for lease arrangements by both lessors and lessees and requires lessees to recognize a lease liability and a right-of-use asset for most leases. This ASU also requires additional disclosures. The new guidance is effective for fiscal years beginning after December 15, 2018, and interim periods within those fiscal years, with early adoption permitted. The new standard must be applied using a modified retrospective transition approach that requires application of the new guidance for all periods presented, with certain practical expedients available pursuant to ASU No. 2018-10, issued in July 2018. Although its assessment is not complete, the Company currently expects the adoption of this guidance to result in the addition of material balances of leased assets and corresponding lease liabilities to its consolidated balance sheets, primarily relating to leases of office space.

In June 2018, the FASB issued ASU No. 2018-07, which simplifies the accounting for share-based payments granted to nonemployees by aligning the accounting with the requirements for employee share-based compensation. The new guidance is effective for fiscal years beginning after December 15, 2018, and interim periods within those fiscal years, with early adoption permitted. The Company is assessing the impact of the adoption of this guidance on its condensed consolidated financial statements, and whether or not to adopt early.

3. Net Loss per Share

Basic and diluted net loss per common share is calculated by dividing net loss applicable to common stockholders by the weighted-average number of common shares outstanding during the period, without consideration of common stock equivalents. The Company's outstanding stock options, Employee Stock Purchase Plan awards, unvested restricted stock units, or RSUs, and shares issuable upon conversion of the Convertible Notes, are considered to be common stock equivalents and are only included in the calculation of diluted net loss per share when their effect is dilutive.

The following table presents amounts that were excluded from the calculation of diluted net loss per share, due to their anti-dilutive effect (in thousands):

	Three and Six Months Ended June 30,	
	2017	2018
Outstanding stock options and Employee Stock Purchase Plan	7,204	7,915
Unvested restricted stock units	1,158	2,158
Shares issuable upon conversion of Convertible Notes	3,932	5,728
	<u>12,294</u>	<u>15,801</u>

In September 2014, the Company issued Convertible Notes, which provide in certain situations for the conversion of the outstanding principal amount of the Convertible Notes into shares of the Company's common stock at a predefined conversion rate. See Note 5, "Debt", for additional information. In conjunction with the issuance of the Convertible Notes, the Company entered into capped call option transactions, or Capped Calls, with certain counterparties. The Capped Calls are generally expected to reduce the potential dilution upon conversion of the Convertible Notes.

As provided by the terms of the indenture underlying the Convertible Notes, the Company has a choice to settle the conversion obligation for the Convertible Notes in cash, shares or any combination of the two. As of June 30, 2018, the share figure in the table above represents the estimated shares that would be issued, assuming settlement in shares of all of the outstanding Convertible Notes.

4. Inventories

The following table presents inventories as of December 31, 2017 and June 30, 2018 (in thousands):

	December 31, 2017	June 30, 2018
Raw materials	\$ 17,876	\$ 15,840
Work in process	38,629	70,080
Finished goods	1,434	1,486
Total inventories	<u>\$ 57,939</u>	<u>\$ 87,406</u>

Inventories are related to the Company's approved products, primarily ZEJULA. If future sales of its approved

products are less than expected, the Company may be required to write down the value of such inventories. As of June 30, 2018, \$5.5 million of VARUBI inventories were reclassified as assets held for sale on the condensed consolidated balance sheet in connection with the VARUBI divestiture transaction further described in Note 13, "VARUBI Transaction and Assets Held for Sale".

5. Debt

Our outstanding debt obligations consisted of the following (in thousands):

	December 31, 2017	June 30, 2018
Convertible notes, net	\$ 143,446	\$ 149,793
Term loan, net	293,659	490,125
Total long-term debt	<u>\$ 437,105</u>	<u>\$ 639,918</u>

Convertible Notes

On September 29, 2014, in a registered underwritten public offering, the Company completed the issuance of \$201.3 million aggregate principal amount of Convertible Notes. In conjunction with the sale of the Convertible Notes, the Company used \$20.8 million of the net proceeds to enter into separate Capped Calls.

The Convertible Notes bear interest at a rate of 3.00% per annum, payable semi-annually on April 1 and October 1, and will be convertible into cash, shares of the Company's common stock or a combination of cash and shares of the Company's common stock, at the Company's election. The Convertible Notes will mature on October 1, 2021, unless earlier converted or repurchased in accordance with their terms. Prior to the close of business on the business day immediately preceding April 1, 2021, the Convertible Notes will be convertible only upon the occurrence of certain events and during certain periods as discussed below, and thereafter, at any time until the close of business on the second scheduled trading day immediately preceding the maturity date. The initial conversion price of the Convertible Notes is approximately \$35.13 per share of common stock at an initial conversion rate of 28.4627 shares of the Company's common stock per \$1,000 principal amount of Convertible Notes.

The conversion rate is subject to adjustment from time to time upon the occurrence of certain events, including, but not limited to, the issuance of stock dividends and payment of cash dividends. At any time prior to the close of business on the business day immediately preceding April 1, 2021, holders may convert their Convertible Notes at their option only under the following circumstances:

- (1) during any calendar quarter commencing after the calendar quarter ending on December 31, 2014 (and only during such calendar quarter), if the closing sale price of the Company's common stock for at least 20 trading days (whether or not consecutive) during a period of 30 consecutive trading days ending on the last trading day of the immediately preceding calendar quarter in which the conversion occurs is greater than 130% of the conversion price on each applicable trading day;
- (2) during the five business day period after any ten consecutive trading day period, or the measurement period, in which the trading price per \$1,000 principal amount of the Convertible Notes for each trading day of the measurement period was less than 98% of the product of the closing sale price of the Company's common stock and the conversion rate on each such trading day; or
- (3) upon the occurrence of specified corporate events.

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As of June 30, 2018, the carrying value of the Convertible Notes, net of unamortized discount and debt issuance costs, was \$149.8 million and the estimated fair value of the principal amount was \$300.9 million. As provided by the terms of the indenture underlying the Convertible Notes, the Company has a choice to settle the conversion obligation for the Convertible Notes in cash, shares or any combination of the two.

The following table presents total interest expense recognized related to the Convertible Notes during the three and six months ended June 30, 2017 and 2018 (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2017	2018	2017	2018
Contractual interest expense	\$ 1,509	\$ 1,509	\$ 3,019	\$ 3,019
Amortization of debt discount	2,779	3,139	5,394	6,092
Amortization of debt issuance costs	136	125	279	255
Total interest expense	\$ 4,424	\$ 4,773	\$ 8,692	\$ 9,366

2017 Term Loan Agreement

In November 2017, the Company entered into a loan agreement, or the Loan Agreement, with BioPharma Credit PLC and affiliates, or the Lenders. The Lenders agreed to provide up to an aggregate principal amount of \$500.0 million in two tranches, with the first tranche equal to \$300.0 million, or Tranche A, and the second in an amount between \$50.0 million and \$200.0 million at the Company's discretion, or Tranche B. The Company drew Tranche A on December 6, 2017 and \$200.0 million in principal on Tranche B on June 29, 2018. Both tranches have a maturity date of December 6, 2024, with payments of principal commencing in the fourth quarter of 2019 for Tranche A and the second quarter of 2020 for Tranche B. Borrowings under the Tranche A and Tranche B loans bear interest at rates equal to the London Interbank Offered Rate, or LIBOR, plus an applicable margin of 8% per annum and 7.5% per annum, respectively (with the LIBOR rate subject to a floor of 1% and cap equal to the LIBOR rate as of the Tranche A closing date plus 1.5%). The loans have an up-front fee of 2% on the funded amount of each tranche, payable at the applicable closing date.

Both Tranche A and Tranche B of the Loan Agreement were recorded on the condensed consolidated balance sheets, net of debt discounts of \$6.0 million and \$4.0 million, respectively, in up-front fees assessed by the Lenders at the time of the borrowings. The debt discounts and deferred financing costs of \$0.4 million are being amortized to interest expense using the effective interest method over the same term. The effective annual interest rate of the outstanding debt under both Tranche A and Tranche B is approximately 10%.

For the three and six months ended June 30, 2018, respectively, the Company recognized \$8.1 million and \$15.6 million of interest expense related to the Loan Agreement, including \$0.2 million and \$0.5 million related to the accretion of debt discounts and deferred financing costs.

6. Accrued Expenses

The following table presents the components of accrued expenses (in thousands):

	December 31, 2017	June 30, 2018
Research and development	\$ 55,949	\$ 67,261
Salaries, bonuses and other compensation	33,717	26,882
Product revenue allowances	22,847	18,781
Inventory	16,469	22,326
Sales and marketing	6,701	6,107
Royalties	6,552	6,500
Professional services	3,944	2,630
Other	8,629	8,960
Total accrued expenses	\$ 154,808	\$ 159,447

7. Stock-Based Compensation

The Company maintains several equity compensation plans, including the TESARO, Inc. 2012 Omnibus Incentive Plan, or the 2012 Incentive Plan, the TESARO, Inc. 2010 Stock Incentive Plan, or the 2010 Incentive Plan, the TESARO, Inc. 2015 Non-Employee Director Stock Incentive Plan, or the 2015 Director Plan, and the TESARO, Inc. 2012 Employee Stock Purchase Plan, or the 2012 ESPP.

On April 27, 2012, the stockholders of the Company approved the 2012 Incentive Plan, which had been previously adopted by the board of directors. Upon effectiveness of the 2012 Incentive Plan, the Company ceased making awards under the 2010 Incentive Plan. The 2012 Incentive Plan initially allowed the Company to grant awards for up to 1,428,571 shares of common stock plus the number of shares of common stock available for grant under the 2010 Incentive Plan as of the effectiveness of the 2012 Incentive Plan (an additional 6,857 shares) plus the number of shares of common stock related to awards outstanding under the 2010 Incentive Plan that terminate by expiration, forfeiture, cancellation, cash settlement or otherwise. The number of shares available for grants of awards under the 2012 Incentive Plan is increased automatically each January 1 by a number of shares of common stock equal to the lesser of 4% of the shares of common stock then outstanding or the number of shares determined by the Company's board of directors. Most recently, on January 1, 2017 and 2018, the number of shares authorized for issuance under the 2012 Incentive Plan was increased by 2,144,867 shares and 2,178,561 shares, respectively. Awards under the 2012 Incentive Plan may include the following award types: stock options, which may be either incentive stock options or nonqualified stock options; stock appreciation rights; restricted stock; RSUs; dividend equivalent rights; performance shares; performance units; cash-based awards; other stock-based awards, including unrestricted shares; or any combination of the foregoing. The exercise price of stock options granted under the 2012 Incentive Plan is equal to the closing price of a share of the Company's common stock on the grant date.

The 2015 Director Plan allows the Company to grant awards for up to 500,000 shares of common stock. Awards under the 2015 Director Plan may include the following award types: stock options; stock appreciation rights; restricted stock; RSUs; unrestricted stock; or any combination of the foregoing. The exercise price of stock options granted under the 2015 Director Plan is equal to the closing price of a share of the Company's common stock on the grant date.

The following table presents stock-based compensation expense as reflected in the Company's condensed consolidated statements of operations and comprehensive loss (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2017	2018	2017	2018
Research and development	\$ 7,862	\$ 8,303	\$ 14,987	\$ 16,243
Selling, general and administrative	15,646	20,429	26,922	38,922
Subtotal	23,508	28,732	41,909	55,165
Capitalized stock-based compensation costs	—	(323)	—	(628)
Stock-based compensation expense included in total expenses	\$ 23,508	\$ 28,409	\$ 41,909	\$ 54,537

Stock Options

The following table presents a summary of the Company's stock option activity and related information:

	Shares	Weighted-average exercise price per share
Outstanding at December 31, 2017	6,908,313	\$ 52.00
Granted	1,490,885	55.39
Exercised	(157,402)	36.07
Cancelled	(376,325)	81.60
Outstanding at June 30, 2018	7,865,471	\$ 51.54
Vested at June 30, 2018	4,940,628	\$ 40.93

At June 30, 2018, there was approximately \$112.8 million of unrecognized compensation cost related to unvested stock options, which the Company expects to recognize over a remaining weighted-average period of 2.59 years.

Restricted Stock Units

The following table presents a summary of the Company's RSU activity and related information:

	Shares	Weighted- average grant date fair value per share
Unvested restricted stock units at December 31, 2017	1,159,118	\$ 115.01
Granted	1,444,268	58.36
Vested	(268,608)	106.44
Forfeited	(176,731)	98.43
Unvested restricted stock units at June 30, 2018	<u>2,158,047</u>	<u>\$ 79.52</u>

At June 30, 2018, there was approximately \$149.0 million of unrecognized compensation cost related to unvested RSUs, which the Company expects to recognize over a remaining weighted-average period of 2.98 years.

ESPP

Under the Company's 2012 ESPP, as amended, an aggregate of 550,000 shares of common stock have been reserved for issuance pursuant to purchase rights granted to the Company's employees or to employees of the Company's designated subsidiaries. As of June 30, 2018, 426,859 shares remained available for issuance. During the six months ended June 30, 2017 and 2018, the Company issued 17,684 and no shares under the 2012 ESPP, and recognized approximately \$1.0 million and \$0.9 million in related stock-based compensation expense, respectively.

8. Income Taxes

Deferred tax assets and deferred tax liabilities are determined based on temporary differences between the financial reporting and tax bases of assets and liabilities and are measured using the enacted tax rates and laws that will be in effect when the differences are expected to reverse. A valuation allowance is recorded against deferred tax assets if it is more likely than not that some portion or all of the deferred tax assets will not be realized.

The Company does not recognize a tax benefit for uncertain tax positions unless it is more likely than not that the position will be sustained upon examination by tax authorities, including resolution of any related appeals or litigation processes, based on the technical merits of the position. The tax benefit that is recorded for these positions is measured at the largest amount of cumulative benefit that has greater than a 50 percent likelihood of being realized upon ultimate settlement. Deferred tax assets that do not meet these recognition criteria are not recorded and the Company recognizes a liability for uncertain tax positions that may result in tax payments. If such unrecognized tax benefits were realized and not subject to valuation allowances, the entire amount would impact the tax provision. As of June 30, 2018, the Company's uncertain tax positions were subject to valuation allowances.

As of June 30, 2018, the Company continues to consider interpretations of the application of SEC Staff Accounting Bulletin No. 118, and has not finalized incremental accounting adjustments related to the Tax Cuts and Jobs Act of 2017, or the Tax Act. However, the Company currently does not expect any material incremental accounting adjustments related to the Tax Act.

The Company recorded \$0.1 million in provision for income taxes for the three months ended June 30, 2017, a negligible benefit for income taxes for the three months ended June 30, 2018, and \$0.1 million and \$0.4 million provisions for the six months ended June 30, 2017 and 2018, respectively. The provision for income taxes consists of current tax expense, which relates primarily to the Company's subsidiary operations in non-U.S. tax jurisdictions.

9. Intangible Assets

The following table presents intangible assets as of December 31, 2017 and June 30, 2018 (in thousands):

	December 31, 2017	June 30, 2018	Estimated useful life
Acquired and in-licensed rights	\$ 64,665	\$ 39,665	13-15 Years
Less accumulated amortization	(8,281)	(3,041)	
Total intangible assets, net	\$ 56,384	\$ 36,624	

The Company recorded \$3.0 million and \$1.5 million in amortization expense related to intangible assets during the three months ended June 30, 2017 and 2018, respectively, and \$3.5 million and \$2.9 million during the six months ended June 30, 2017 and 2018, respectively. Estimated future amortization expense for intangible assets as of June 30, 2018 is \$1.5 million for the remainder of 2018, \$2.9 million per year for 2019, 2020, 2021, and 2022, and \$23.5 million thereafter. As of June 30, 2018, \$16.8 million of intangible assets (net book value) were reclassified as assets held for sale on the condensed consolidated balance sheet in connection with the VARUBI divestiture transaction further described in Note 13, "VARUBI Transaction and Assets Held for Sale".

10. Commitments and Contingencies

The Company leases approximately 275,000 square feet of office space in Waltham, Massachusetts under a non-cancelable operating lease agreement. The Company also leases office space in several locations throughout Europe. The Company recognizes rental expense on a straight-line basis over the respective lease term including any free rent periods and tenant allowances.

Future minimum rental commitments under the Company's leased properties as of June 30, 2018 were \$6.1 million for the remainder of 2018 and \$12.1 million, \$7.9 million, \$3.8 million, \$3.6 million and \$2.3 million for the years ending December 31, 2019, 2020, 2021, 2022 and thereafter, respectively.

The Company has entered into agreements with certain vendors for the provision of services, including services related to commercial manufacturing, data management and clinical operation support, that the Company is not able to terminate for convenience under its contracts, and thus avoid any and all future obligations to the vendors. Under such agreements, the Company is contractually obligated to make certain minimum payments to the vendors, with the exact amounts in the event of termination to be based on the timing of the termination and the terms of the agreement.

The Company has certain obligations under licensing agreements with third parties that are contingent upon achieving various development, regulatory and commercial milestones. Pursuant to these license agreements, the Company is required to make milestone payments if certain development, regulatory and commercial sales milestones are achieved, and may have certain additional research funding obligations. Also, pursuant to the terms of each of these license agreements, when and if commercial sales of a product commence, the Company will pay royalties to its licensors on net sales of the respective products.

Litigation and Other Proceedings

The Company may periodically become subject to legal proceedings and claims arising in connection with ongoing business activities, including claims or disputes related to patents that have been issued or that are pending in the field of research on which the Company is focused.

A putative class action complaint was filed on January 17, 2018 in the United States District Court for the District of Massachusetts, captioned *Roger Bowers v. TESARO Incorporated (sic), et. al.*, Case No. 18-10086. The complaint alleges that the Company and its Chief Executive Officer and Chief Financial Officer violated certain federal securities laws, specifically under Sections 10(b) and 20(a) of the Securities Exchange Act of 1934, as amended, and Rule 10b-5 thereunder. The plaintiff seeks unspecified damages on behalf of a purported class of purchasers of the Company's common stock between March 14, 2016 and January 12, 2018. On March 19, 2018, six separate applicants filed motions seeking appointment as lead plaintiff. Four of these applicants subsequently withdrew their motions or indicated that they did not oppose a competing motion filed by another applicant. On May 4, 2018, the Court entered an order appointing one of the two remaining applicants – Zev Crawley – as the lead plaintiff and approving his selection of

lead counsel for the class. On June 8, 2018, the lead plaintiff moved the Court for an order prohibiting the Company from enforcing the terms of its confidentiality agreements against former Company employees who provide information to the lead plaintiff in the course of his investigation. The Company opposed the motion and, on July 13, 2018, the Court entered an order denying the lead plaintiff's motion and instructing the parties to meet and confer regarding either a joint proposed order or competing proposals regarding interviews with former Company employees. The Court has not set a trial date. The Company believes that the allegations contained in the complaint are without merit and intends to defend the case vigorously.

On May 19, 2018, a putative stockholder derivative action was filed, purportedly for the Company's benefit, in the United States District Court for the District of Delaware against eleven of the Company's directors and/or officers. The action is styled *Dai v. Moulder, et al.*, Case no.: 1:18-cv-00773 (D. Del.) and contains substantive disclosure allegations similar to those alleged in the *Bowers* action. Additionally, the complaint in the *Dai* action alleges that the defendants breached their fiduciary duties by failing to maintain proper internal controls, wasting corporate assets through a write-down, awarding themselves excessive compensation, and by engaging in insider trading. The Complaint contains counts for: (1) alleged violations of Section 14(a) of the Securities Exchange Act of 1934; (2) breach of fiduciary duty for failure to maintain proper internal controls, making false and misleading statements and corporate waste; (3) breach of fiduciary for excessive compensation; (4) unjust enrichment; and (5) waste of corporate assets. The Complaint seeks, among other things, an award of an unspecified amount of damages to the Company, a series of supposed governance reforms, restitution and costs and expenses (including attorneys' fees). On June 25, 2018, the Court entered a joint stipulation by the parties staying the *Dai* action until and through disposition of a motion to dismiss that is anticipated to be filed in the *Bowers* action. The Company intends to vigorously defend the *Dai* action.

On June 29, 2018, a putative stockholder derivative action was filed, purportedly for the Company's benefit, in the United States District Court for the District of Massachusetts against eleven of the Company's directors and/or officers. The action is styled *Friedt v. Moulder, et al.*, Case No. 1-18-cv-11374 (D. Mass.) and contains substantive disclosure allegations similar to those alleged in the *Bowers* action and substantive derivative allegations similar to those alleged in the *Dai* action. The complaint in the *Friedt* action contains counts for: (1) alleged violations of Section 14(a) of the Securities Exchange Act of 1934; (2) breach of fiduciary duty for failure to maintain proper internal controls, making false and misleading statements and corporate waste; (3) waste of corporate assets; and (4) unjust enrichment. The Complaint seeks, among other things, an award of an unspecified amount of damages to the Company, a series of supposed governance reforms, restitution and costs and expenses (including attorneys' fees). No defendant has yet responded to the Complaint. The Company intends to vigorously defend the *Friedt* action.

The Company has not recorded any estimated liabilities associated with these legal proceedings as it does not believe that such liabilities are probable.

11. Revenue Recognition

Product Revenue, Net

The Company sells its products principally to a limited number of specialty distributors and specialty pharmacy providers in the U.S., and directly to hospitals and clinics as well as to certain wholesale distributors in Europe, or collectively, its Customers. These Customers subsequently resell the Company's products to health care providers and patients. In addition to distribution agreements with Customers, the Company enters into arrangements with health care providers and payors that provide for government-mandated and/or privately-negotiated rebates, chargebacks and discounts with respect to the purchase of the Company's products.

Revenues from product sales are recognized when the Customer obtains control of the Company's product, which occurs at a point in time, typically upon delivery to the Customer. When the Company performs shipping and handling activities after the transfer of control to the Customer (e.g., when control transfers prior to delivery), they are considered as fulfillment activities, and accordingly, the costs are accrued for when the related revenue is recognized. Taxes collected from Customers relating to product sales and remitted to governmental authorities are excluded from revenues.

Product Revenue. Net product revenue relates to sales of ZEJULA and VARUBI/VARUBY. The Company commenced sales of ZEJULA in the U.S. in April 2017 and in Europe in December 2017. For the six months ended June 30, 2018, sales of ZEJULA in Europe accounted for over 20% of total net ZEJULA product revenues. The

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following tables present net product revenues by product for the three and six months ended June 30, 2017 and 2018, respectively (in thousands):

	Three months ended June 30,	
	2017	2018
ZEJULA	\$ 25,945	\$ 53,894
VARUBI/VARUBY	2,884	2,634
Product revenue, net	<u>\$ 28,829</u>	<u>\$ 56,528</u>

	Six months ended June 30,	
	2017	2018
ZEJULA	\$ 25,945	\$ 102,763
VARUBI/VARUBY	5,023	3,937
Product revenue, net	<u>\$ 30,968</u>	<u>\$ 106,700</u>

The following tables summarize activity in each of the product revenue allowance and reserve categories for the six months ended June 30, 2017 and 2018 (in thousands):

	Chargebacks, discounts and fees	Government and other rebates	Returns	Total
Balance at December 31, 2016	\$ 177	\$ 1,312	\$ 18	\$ 1,507
Provision related to current period sales	3,251	3,264	73	6,588
Adjustment related to prior period sales	—	62	—	62
Credit or payments made during the period	(2,730)	(2,343)	—	(5,073)
Balance at June 30, 2017	<u>\$ 698</u>	<u>\$ 2,295</u>	<u>\$ 91</u>	<u>\$ 3,084</u>
Balance at December 31, 2017	\$ 2,088	\$ 6,450	\$ 16,350	\$ 24,888
Provision related to current period sales	7,437	8,229	299	15,965
Adjustment related to prior period sales	(268)	(53)	—	(321)
Credit or payments made during the period	(8,231)	(7,620)	(4,873)	(20,724)
Balance at June 30, 2018	<u>\$ 1,026</u>	<u>\$ 7,006</u>	<u>\$ 11,776</u>	<u>\$ 19,808</u>

License, Collaboration and Other Revenues

The Company enters into out-licensing agreements which are within the scope of Topic 606, under which it licenses certain rights to its product candidates to third parties. The terms of these arrangements typically include payment to the Company of one or more of the following: non-refundable, up-front license fees; development, regulatory and commercial milestone payments; payments for manufacturing supply services the Company provides through its contract manufacturers; and royalties on net sales of licensed products. Each of these payments results in license, collaboration and other revenues, except for revenues from royalties on net sales of licensed products, which are classified as royalty revenues.

In determining the appropriate amount of revenue to be recognized as it fulfills its obligations under each of its agreements, the Company performs the following steps: (i) identification of the promised goods or services in the contract; (ii) determination of whether the promised goods or services are performance obligations including whether they are distinct in the context of the contract; (iii) measurement of the transaction price, including the constraint on variable consideration; (iv) allocation of the transaction price to the performance obligations; and (v) recognition of revenue when (or as) the Company satisfies each performance obligation.

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The following tables present changes in the Company's contract assets and liabilities during the six months ended June 30, 2017 and 2018 (in thousands):

	<u>Balance at Beginning of Period</u>	<u>Additions</u>	<u>Deductions</u>	<u>Balance at End of Period</u>
Six months ended June 30, 2017				
Contract assets	\$ 1,000	\$ —	\$ —	\$ 1,000
Contract liabilities	\$ 400	\$ —	\$ (47)	\$ 353
Six months ended June 30, 2018				
Contract assets	\$ 1,000	\$ —	\$ (1,000)	\$ —
Contract liabilities	\$ 306	\$ —	\$ (48)	\$ 258

During the three and six months ended June 30, 2017 and 2018, the Company recognized the following revenues as a result of changes in the contract asset and the contract liability balances in the respective periods (in thousands):

	<u>Three Months Ended June 30,</u>	
	<u>2017</u>	<u>2018</u>
Revenue recognized in the period from:		
Amounts included in contract liabilities at the beginning of the period	\$ 24	\$ 24
Performance obligations satisfied in previous periods	\$ —	\$ —
Six Months Ended June 30,		
<u>2017</u> <u>2018</u>		
Revenue recognized in the period from:		
Amounts included in contract liabilities at the beginning of the period	\$ 47	\$ 48
Performance obligations satisfied in previous periods	\$ —	\$ (1,000)

The \$(1.0) million noted above for the six months ended June 30, 2018 was a reversal of license revenue based on a re-evaluation of the probability of a milestone being achieved, as more fully described in Note 12, "Collaboration Arrangements", under "*Jiangsu Hengrui Medicine Co., Ltd*".

12. Collaboration Arrangements

Merck Collaboration

In May 2015, the Company entered into a research agreement with Merck Sharp & Dohme B.V., a subsidiary of Merck, to perform a trial to evaluate the preliminary safety and efficacy of niraparib plus KEYTRUDA® in patients with triple negative breast cancer and patients with ovarian cancer. Under the terms of this agreement, the Company is responsible for providing niraparib study materials and for carrying out clinical research activities. The Company and Merck share in the external costs of the study equally, with certain exceptions. The Company records cost-sharing payments due from Merck as reductions of research and development expense. During the three and six months ended June 30, 2018, the Company incurred \$1.4 million and \$3.2 million in external costs related to this study, of which \$0.7 million and \$1.6 million is reimbursable by Merck, respectively. At June 30, 2018, \$1.8 million of cost-sharing receivable from Merck has been recorded in other current assets on the condensed consolidated balance sheets.

Out-Licenses

Takeda Pharmaceutical Co., Ltd.

On July 27, 2017, the Company entered into an exclusive license agreement, or the Takeda Agreement, with Millennium Pharmaceuticals, Inc., a wholly-owned subsidiary of Takeda Pharmaceutical Company Limited, or Takeda. Pursuant to the Takeda Agreement, the Company granted Takeda licenses under certain patent rights and know-how relating to niraparib to develop and commercialize niraparib for the treatment of all tumor types in Japan, and all tumor types excluding prostate cancer in South Korea, Taiwan, Russia and Australia.

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In connection with the Takeda Agreement, the Company received a \$100.0 million up-front payment and is eligible to receive additional payments of up to \$140.0 million related to the achievement of certain clinical development and regulatory milestones as well as up to \$100.0 million related to the achievement of additional sales milestones. The Company will also be eligible to receive tiered royalties from Takeda based on percentages of net product sales ranging from the high teens to low thirties. Takeda is responsible for conducting and funding all development and commercialization of niraparib in the licensed territories, including research, development, regulatory and commercialization activities. Unless earlier terminated, the Takeda Agreement will continue in effect until the date on which the royalty term and all payment obligations with respect to all products in all countries have expired.

The Company identified the following performance obligations at the inception of the Takeda Agreement: (1) exclusive license with rights to develop and commercialize niraparib to Takeda in the licensed territories for the associated tumor types, and (2) initial supply to Takeda of certain materials for the manufacture of niraparib. In addition, the Company may also become responsible for manufacturing certain niraparib products for clinical and commercial supply and providing technical assistance related to the transfer of know-how, at Takeda's option, for the manufacture of niraparib for which the Company will receive reimbursement that approximates stand-alone selling prices.

Revenue associated with the transfer of the license was fully recognized during the third quarter of 2017, the performance obligation is fully satisfied, and no changes have occurred in the transaction price during the three and six months ended June 30, 2018.

Revenue associated with the initial supply of niraparib materials will be recognized when delivered to Takeda. During the three and six months ended June 30, 2018, the Company recognized no revenue and \$0.1 million, respectively, as other revenues within license, collaboration and other revenues in the Company's condensed consolidated statements of operations and comprehensive loss related to materials delivered to Takeda. No revenues were recognized during the three and six months ended June 30, 2017. No changes have occurred in the transaction price of previously delivered goods during the three and six months ended June 30, 2018.

Janssen Biotech, Inc.

Under the terms of the Company's collaboration agreement with Janssen Biotech, Inc., or Janssen, the Company granted Janssen licenses under certain patent rights and know-how relating to niraparib for prostate cancer worldwide, except for Japan. Janssen will conduct all development and commercialization of niraparib in the field of prostate cancer worldwide (excluding Japan).

Pursuant to the collaboration agreement, within 30 days after the date of the collaboration agreement, the Company provided Janssen with electronic copies of certain know-how relating to development of niraparib. In addition, at Janssen's request and in return for certain reimbursement, the Company is also responsible for manufacturing and supplying to Janssen all of Janssen's requirements of active pharmaceutical ingredient, or API, and finished drug product, for niraparib and niraparib products to be used by Janssen for its development activities in prostate cancer indications. Also at Janssen's request, the Company is responsible for manufacturing of certain niraparib products and API for commercial sale in the field of prostate cancer. In both cases, if Janssen exercises its right to receive the manufacturing services, the Company will receive reimbursement that will at least cover its cost of providing such services.

The Company received a \$35.0 million up-front, non-refundable license fee from Janssen. Assuming successful development and commercialization of niraparib products for prostate cancer, the Company could receive up to an additional \$43.0 million in clinical milestones and \$372.0 million in regulatory and sales milestones as well as tiered, double-digit royalties on aggregate net sales of products in the field of prostate cancer. Janssen is responsible for funding all development and commercialization of niraparib in prostate cancer worldwide (excluding Japan), including research, development, manufacturing, regulatory and commercialization activities. Janssen may terminate the collaboration agreement at any time upon 90 days' written notice, upon termination of the Company's license agreement with Merck or in the event of certain safety concerns. Either party may terminate the collaboration agreement for uncured material breach or bankruptcy. Unless earlier terminated, the collaboration agreement will continue in effect until the date on which the royalty term and all payment obligations with respect to all products in all countries have expired.

The Company assessed this arrangement in accordance with Topic 606 and concluded that the contract counterparty, Janssen, is a customer. The Company identified the following material promises under the contract: (1) the licenses under certain patent rights relating to niraparib for prostate cancer worldwide, except for Japan, and transfer

of certain development and regulatory information; and (2) the obligation to participate in Joint Committees. In addition, the Company identified the following customer options that will create manufacturing obligations for the Company upon exercise by Janssen: (1) the supply of API and niraparib products for Janssen's development and commercial needs; and (2) the supply of niraparib for Janssen's clinical trial needs. The Company considered the manufacturing capabilities of Janssen, Janssen's right to sublicense and manufacture API, and the fact that the manufacturing services are not proprietary and can be provided by other vendors, to conclude that the license has stand-alone functionality and is distinct. The Company's obligation to participate in the Joint Committees and provide development, regulatory and commercialization information to Janssen does not significantly impact or modify the licenses' granted functionality. Further, the customer options for manufacturing services were evaluated as a material right, but were concluded to be immaterial to the Company's financial statements. Based on these assessments, the Company identified the license and the participation in Joint Committees as the only performance obligations at the inception the arrangement, which were both deemed to be distinct.

Revenue associated with the transfer of the license was fully recognized during the second quarter of 2016, the performance obligation is fully satisfied, and no changes have occurred in the transaction price during the three and six months ended June 30, 2018.

Revenue associated with the Joint Committees performance obligation, \$0.5 million, is being recognized on a straight-line basis over a period of five years, which, in management's judgment is the best measure of progress toward satisfying the performance obligation and represents the Company's best estimate of the period of the obligation to participate in the Joint Committees. The remaining transaction price of \$0.3 million is recorded in deferred revenue as of June 30, 2018 on the condensed consolidated balance sheets and will be recognized as revenue over the remaining period of 33 months.

Revenue associated with providing materials supply is recognized when the material is delivered to Janssen. During the three and six months ended June 30, 2017 and 2018, the Company recognized \$0.6 million and \$1.6 million, and \$0.2 million and \$0.7 million, respectively, as other revenues within license, collaboration and other revenues in the Company's condensed consolidated statements of operations and comprehensive loss related to materials delivered to Janssen. No changes have occurred in the transaction price of previously delivered goods during the three months ended June 30, 2018.

Zai Lab (Shanghai) Co., Ltd.

On September 28, 2016, the Company entered into a Collaboration, Development and License Agreement, or the Zai Agreement, with Zai Lab. Under the terms of the Zai Agreement, the Company exclusively licensed the rights to develop and commercialize niraparib to Zai Lab for China, Hong Kong and Macao, or the China Territories. Zai Lab will conduct all development, manufacturing and commercialization of niraparib in the China Territories, except for prostate cancer.

Under the terms of the Zai Agreement, the Company received a \$15.0 million up-front, non-refundable license fee from Zai Lab in the fourth quarter of 2016. Assuming successful development and commercialization of niraparib products in the China Territories, the Company could receive additional regulatory and sales milestones as well as tiered, double-digit royalties on aggregate net sales of products in the China Territories. Zai Lab is responsible for funding all development and commercialization of niraparib in the China Territories, including research, development, manufacturing, regulatory and commercialization activities. The term of the Zai Agreement continues, on a country-by-country basis, until the later of expiration of the last patent in the China Territories covering the niraparib product, or ten years from the first commercial sale in such country. The Zai Agreement may also be terminated by Zai Lab at any time upon prior written notice, or by either party for material breach or insolvency.

The Company identified three performance obligations under the contract. Revenue associated with all three performance obligations was fully recognized during 2016, the performance obligations are fully satisfied, and no changes have occurred in the transaction price during the three months ended June 30, 2018. No revenue was recognized during the three and six months ended June 30, 2017 and 2018.

Jiangsu Hengrui Medicine Co., Ltd.

In July 2015, the Company entered into a license agreement with Jiangsu Hengrui Medicine Co., Ltd., or Hengrui, pursuant to which Hengrui licensed the rights to develop, manufacture and commercialize rolapitant in the

China Territories. The Company received a \$1.0 million up-front, non-refundable license fee from Hengrui in the fourth quarter of 2015. The Company has evaluated the terms of this arrangement under Topic 606 and has determined that there are two performance obligations: (1) exclusive license with rights to develop, manufacture and commercialize rolapitant in the China Territories; and (2) provision of technical assistance related to the know-how transfer for the development of the rolapitant formulations. The Company further determined that the transaction price for this arrangement included the \$1.0 million up-front consideration received and a future regulatory development milestone of \$1.0 million. This future milestone payment relates to the submission of the clinical trial application with the China Food and Drug Administration. The Company re-evaluates the transaction price in each reporting period and as uncertain events are resolved or other changes in circumstances occur.

All performance obligations were recognized in 2015 and 2016, including a \$1.0 million future regulatory development milestone that the Company assessed as probable. During the first quarter of 2018, Hengrui ceased development activities related to the licensed product and the Company and Hengrui have begun the process of formally terminating the license agreement. Accordingly, the Company re-evaluated the probability of the milestone, including its impact on the transaction price, and recognized a \$1.0 million reversal of license revenue during the three months ended March 31, 2018. No revenue was recognized during the three months ended June 30, 2018 and the three and six months ended June 30, 2017.

13. VARUBI Transaction and Assets Held for Sale

On June 28, 2018, the Company entered into an Asset Purchase Agreement, or the APA, with TerSera, pursuant to which the Company sold to TerSera its rights to rolapitant in the U.S. and Canada, or the Territory, for an initial purchase price of \$40.0 million in cash, with \$35.0 million paid at closing and an additional \$5.0 million to be paid by January 12, 2020. This transaction, or the Sale, closed on July 12, 2018. The Sale includes both the oral formulation of rolapitant distributed and sold under the brand name VARUBI®, or the Oral Product, and the intravenous formulation of rolapitant sold under the brand name VARUBI® IV, or the IV Product and, together with the Oral Product, the Products.

Pursuant to the APA, the Company will also be eligible to receive certain post-closing royalties and milestone payments. For a period of twelve years after consummation of the Sale, or the Royalty Term, TerSera will pay to the Company a percentage of any consideration for (i) the transfer of intellectual property rights relating to future sales of rolapitant, and (ii) the license or sublicense of any intellectual property rights related to rolapitant, in each case, to the extent allocable to non-oncology indications. TerSera will also pay to the Company milestone payments of (a) \$10.0 million each time the marketing approval for a new indication of rolapitant in the U.S. is first granted, and (b) \$10.0 million the first time aggregate net sales of a reformulated version of the IV Product during a calendar year reach or exceed \$50.0 million. In addition, during the Royalty Term, TerSera will pay to the Company a royalty at the rate of 20% of the aggregate net sales of the IV Product in the Territory for any calendar year in which such sales reach or exceed \$100.0 million, on the net sales that exceed such threshold.

In connection with the Sale, the Company assigned to TerSera its rights and obligations under a number of commercial contracts, including (i) the Company's contracts with commercial manufacturing organizations for the global supply of rolapitant, except for certain contracts that are specific to packaging outside of the Territory, and (ii) the Company's exclusive license agreement with OPKO Health, Inc. dated December 10, 2010, as previously amended, for certain patent rights and know-how related to rolapitant. Simultaneously with closing of the Sale, the Company and TerSera entered into a license agreement pursuant to which TerSera granted the Company an exclusive sublicense under such patent rights and to such know-how for the development and commercialization of the Products outside of the Territory.

As the Sale closed subsequent to June 30, 2018, the Company has not recorded any gain or loss related to the Sale in its condensed consolidated statements of operations for the three and six months ended June 30, 2018. The Company expects to recognize a pre-tax gain on divestiture in the range of \$15.0 million to \$20.0 million from the Sale in its condensed consolidated statements of operations for the three and nine months ending September 30, 2018. The Company has reclassified VARUBI-related inventory (current) and intangible assets (non-current) as assets held for sale in its condensed consolidated balance sheet as of June 30, 2018. No other assets or liabilities were included in the Sale. The Company determined that the divestiture of VARUBI does not qualify for reporting as a discontinued operation, as the divestiture does not constitute a strategic shift that will have a major effect on the Company's operations and its financial results.

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

The following information should be read in conjunction with the unaudited financial information and the notes thereto included in this Quarterly Report on Form 10-Q and the audited financial information and the notes thereto included in our Annual Report on Form 10-K for the year ended December 31, 2017.

Except for the historical information contained herein, the matters discussed in this Quarterly Report on Form 10-Q may be deemed to be forward-looking statements that involve risks and uncertainties. We make such forward-looking statements pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 and other federal securities laws. In this Quarterly Report on Form 10-Q, words such as "may," "will," "expect," "anticipate," "estimate," "intend," and similar expressions (as well as other words or expressions referencing future events, conditions or circumstances) are intended to identify forward-looking statements.

Examples of forward-looking statements contained in this report include statements regarding the following: our commercialization plans for niraparib and rolapitant, including the progress of the commercial launches of ZEJULA® (niraparib) in the U.S. and Europe; our intent to in-license or acquire additional product candidates; our expectations regarding product revenues and license, collaboration and other revenues; our expectation that research and development and selling, general and administrative expenses will increase in the future; our expectations regarding the timing and design of our development plans, the timing of regulatory filings, and the timing of data from clinical trials, including with respect to each of our niraparib, TSR-042, TSR-022 and TSR-033 programs; our expectations regarding new clinical trials of our product candidates, including the commencement and timing thereof; our expectations regarding our discovery and development plans for immunotherapy antibodies, including the timing thereof; our anticipated milestone and royalty payment obligations; our expectations that our operating losses and negative operating cash flows will continue, and possibly increase, for the foreseeable future; our intent to settle the par value of the Convertible Notes in cash and any excess conversion premium in shares of common stock; the expected impact of new accounting pronouncements on our financial results; and our needs for additional capital and the forecast of the period of time through which our financial resources will be adequate to support our operations.

Forward-looking statements are not guarantees of future performance. Actual future results, performance, achievements or the timing of certain events may differ significantly from those expressed or implied by the forward-looking statements. Risks and uncertainties involved in the forward-looking statements include, among others: uncertainties inherent in the development or commercialization of any new pharmaceutical product and the execution and completion of clinical trials; risks related to competition; the timing and availability of data from clinical trials; uncertainties regarding ongoing discussions with and actions by regulatory authorities; patient accrual rates for clinical trials; manufacturing and supply risks; risks related to intellectual property; and other matters that could affect the timing of data or the potential regulatory approval or commercial availability or success of our products. Forward-looking statements contained in this Quarterly Report on Form 10-Q should be considered in light of these factors and the factors discussed elsewhere in this Quarterly Report on Form 10-Q, and in light of factors discussed in our Annual Report on Form 10-K for the year ended December 31, 2017, including under the heading "Risk Factors". You should read carefully the factors described in the "Risk Factors" section to better understand the risks and uncertainties inherent in our business and underlying any forward-looking statements. You are also advised to consult any further disclosures we make on related subjects in our Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and our website.

We caution readers not to place undue reliance on any forward-looking statements made by us, which speak only as of the date they are made. We disclaim any obligation, except as specifically required by law and the rules of the U.S. Securities and Exchange Commission, or the SEC, to publicly update or revise any such statements to reflect any change in our expectations or in events, conditions or circumstances on which any such statements may be based, or that may affect the likelihood that actual results will differ from those set forth in the forward-looking statements.

TESARO, the TESARO logo, and ZEJULA are trademarks of TESARO, Inc. in the United States and in other selected countries. All other brand names or trademarks appearing in this report are the property of their respective holders. Unless the context requires otherwise, references in this report to "TESARO", the "Company," "we," "us," and "our" refer to TESARO, Inc.

Overview

We are a commercial-stage biopharmaceutical company devoted to providing transformative therapies to people bravely facing cancer. Our primary focus is to develop treatments for solid tumors using various approaches, including small molecules and immuno-oncology antibodies, as monotherapies and in combinations. We have in-licensed and are developing several oncology-related product candidates, and we have entered into several research collaborations with third parties for the discovery of new candidates. We have also entered into arrangements with other companies for the development and commercialization of certain of our product candidates in specific indications and/or geographies.

To date, we have received regulatory approvals for the following products, which are currently marketed and sold in the U.S. and in certain countries in Europe:

- The U.S. Food and Drug Administration, or FDA, approved ZEJULA® (niraparib) in March 2017 for the maintenance treatment of women with recurrent epithelial ovarian, fallopian tube, or primary peritoneal cancer who are in a complete or partial response to platinum-based chemotherapy. The European Commission, or EC, approved ZEJULA in November 2017 as a monotherapy for the maintenance treatment of adult patients with platinum-sensitive relapsed high grade serous epithelial ovarian, fallopian tube, or primary peritoneal cancer who are in complete or partial response to platinum-based chemotherapy.
- VARUBI® (rolapitant) is a potent and long-acting neurokinin-1, or NK-1, receptor antagonist for the prevention of chemotherapy induced nausea and vomiting, or CINV. The FDA approved the oral formulation of VARUBI in September 2015 for use in combination with other antiemetic agents in adults for the prevention of delayed (24 to 120 hours after chemotherapy administration) nausea and vomiting associated with initial and repeat courses of emetogenic cancer chemotherapy, including, but not limited to, highly emetogenic chemotherapy. The EC approved VARUBY®, the brand name of oral rolapitant in Europe, in April 2017 for the prevention of delayed nausea and vomiting associated with highly and moderately emetogenic chemotherapy in adults. The FDA approved the intravenous, or IV, formulation of VARUBI in October 2017.

In January 2018, after post-marketing reports of side effects experienced following the commercial introduction of VARUBI IV, we updated the VARUBI IV package insert, including modifications to the contraindications, warnings and precautions, and adverse reactions sections, and issued a “Dear Healthcare Professional Letter” to healthcare providers to highlight the updates. In February 2018, we determined that we would cease marketing and distribution of VARUBI IV and pursue strategic alternatives for the VARUBI brand. In June 2018, we entered into an agreement with TerSera Therapeutics LLC, or TerSera, pursuant to which we sold to TerSera our rights to VARUBI in the United States and Canada, and the transaction closed in July 2018. We are continuing to market VARUBY in Europe. For additional details, see Note 13, “VARUBI Transaction and Assets Held for Sale”, in the Notes to Condensed Consolidated Financial Statements included in Part I, Item 1, “*Financial Statements (unaudited)*”, of this Quarterly Report on Form 10-Q.

Recently, we have also reported data from various ongoing clinical trials of niraparib and TSR-042 (our anti-PD-1 antibody), as summarized below:

- In March 2018, we announced the presentation of preliminary data from the TOPACIO trial of niraparib in combination with an anti-PD-1 monoclonal antibody, KEYTRUDA®, at the 2018 Society for Gynecologic Oncology Annual Meeting on Women’s Cancer. Preliminary results suggest the combination of niraparib and an anti-PD-1 antibody could provide meaningful clinical benefit to patients with platinum-resistant or platinum-refractory ovarian cancer, regardless of biomarker status.
- In April 2018, we presented summary initial data from the Phase 1 GARNET trial of TSR-042 in patients with microsatellite instability high, or MSI-H, endometrial cancer and non-small cell lung cancer, during the American Association for Cancer Research Annual Meeting. We expect to complete enrollment in the MSI-H endometrial cohort of the GARNET trial by the end of 2018. The GARNET trial is intended to support a biologics license application submission to the FDA in 2019 for patients with MSI-H cancers.
- In April 2018, we announced positive top-line results from the QUADRA trial, which was designed to assess clinical benefit of ZEJULA treatment in heavily pre-treated patients with ovarian cancer. Results successfully

achieved the pre-specified primary endpoint and demonstrated ZEJULA monotherapy activity in a biomarker selected patient population.

- In June 2018, we summarized the results of the TOPACIO and QUADRA trials during the 2018 Annual Meeting of the American Society of Clinical Oncology. TOPACIO data for niraparib in combination with an anti-PD-1 antibody demonstrated encouraging activity in platinum-resistant/refractory ovarian cancer and triple-negative breast cancer beyond patients with BRCA mutations. We have initiated preparations for registrational trials of niraparib in combination with TSR-042 in these settings. QUADRA results demonstrated durable responses beyond patients with BRCA mutations in the late-line ovarian cancer treatment setting, and we intend to submit a supplemental new drug application to the FDA in the fourth quarter of 2018 for a ZEJULA label expansion.

As of June 30, 2018, we had an accumulated deficit of \$1.8 billion. Our net losses were \$329.5 million, \$496.1 million, \$374.2 million, and \$247.7 million for the six months ended June 30, 2018 and the years ended December 31, 2017, 2016, and 2015, respectively. We expect to incur significant expenses and operating losses for the foreseeable future. Overall, we expect operating expenses to increase over current levels as we continue to incur costs related to: (i) our ongoing U.S. and international commercialization and pre-commercial activities including executing related marketing and promotional programs for the launches and commercialization of ZEJULA; (ii) the advancement of clinical trial and other development and regulatory activities under our current development programs for niraparib, TSR-042, TSR-033 and TSR-022, and our collaborations; (iii) expanding our international operations; and (iv) other research and development activities and potential future collaborative or in-licensed development programs. Operating expenses (research and development and selling, general and administrative expenses) could fluctuate up or down from quarter to quarter, based on the timing and magnitude of activities taking place in a given quarter. In addition, future license payments or milestone payments could cause our total operating expenses and cash usage to fluctuate. If we obtain regulatory approval for any of our other product candidates, or if we anticipate the near term possibility of obtaining regulatory approval, we expect that we will incur significant additional commercialization expenses related to product sales, marketing, manufacturing and distribution. We will also continue to incur interest expense related to our outstanding convertible debt and term loan. The actual amount of many of the expenditures described above will depend on numerous factors, including the timing of expenses and the timing, progress and results of our clinical trials and other development and regulatory activities, and commercialization efforts for ZEJULA. Accordingly, until we can generate a sufficient amount of revenue from our products, if ever, we expect to finance our operations in part through additional public or private equity or debt offerings, and we may seek additional capital through arrangements with strategic partners or from other sources. Adequate additional financing may not be available to us on acceptable terms, or at all. Our failure to raise capital as and when needed would have a negative impact on our financial condition and our ability to pursue our business strategy. We will need to generate significant revenues to achieve profitability, and we may never do so.

Financial Operations Overview

Revenues

Product revenue is derived from sales of ZEJULA and VARUBI in the United States, and ZEJULA and VARUBY in Europe. In June 2018, we entered into an agreement with TerSera pursuant to which we sold to TerSera our rights to VARUBI in the United States and Canada, and the transaction closed in July 2018. We are continuing to market VARUBY in Europe.

License, collaboration and other revenues relate to our license agreements with Takeda, Janssen, Zai Lab and Hengrui. Takeda has licensed the rights to develop and commercialize niraparib for the treatment of all tumor types in Japan, and all tumor types excluding prostate cancer in certain other specified countries. Janssen has licensed the rights to develop, manufacture and commercialize niraparib worldwide (except for Japan) for the treatment of prostate cancer. Zai Lab has licensed the rights to develop and commercialize niraparib for China, Hong Kong and Macao, or the China Territories, except for prostate cancer. Hengrui licensed the rights to develop, manufacture and commercialize rolapitant in the China Territories. During the first quarter of 2018, Hengrui ceased development activities related to rolapitant, and the Company and Hengrui have begun the process of formally terminating the license agreement.

Research and Development Expenses

Research and development expenses consist primarily of costs incurred for the development of our product candidates, which include:

- employee-related expenses, including salaries, bonuses, benefits, travel and stock-based compensation expense;
- fees and expenses incurred under agreements with contract research organizations, investigative sites, research consortia and other entities in connection with the conduct of clinical trials and preclinical studies and related services, such as administrative, data management, laboratory and biostatistics services;
- the cost of acquiring, developing and manufacturing active pharmaceutical ingredients for product candidates that have not received regulatory approval, clinical trial materials and other research and development materials;
- pre-commercial license fees and milestone payments related to the acquisition of in-licensed product candidates, which are reported on our statements of operations as acquired in-process research and development;
- fees and costs related to regulatory filings and activities;
- facilities, depreciation and other expenses, which include direct and allocated expenses for rent, utilities, maintenance of facilities, insurance and other supplies; and
- other costs associated with clinical, preclinical, discovery and other research activities.

Research and development costs are expensed as incurred. License fees and development milestone payments related to in-licensed products and technology are expensed as acquired in-process research and development if it is determined at that point that they have no established alternative future use. Costs for certain development activities, such as clinical trials, are recognized based on an evaluation of the progress to completion of specific tasks using data such as patient enrollment, clinical site activations and information provided to us by our vendors.

Research and development activities are central to our business model. Product candidates in later stages of clinical development generally have higher development costs than those in earlier stages of clinical development, primarily due to the increased size and duration of later-stage clinical trials and manufacturing costs. We expect that our total future research and development costs will continue to increase over current levels, depending on the progress of our clinical development programs. We also anticipate increasing costs associated with our collaborations, manufacturing activities, and potential development milestone payments. More specifically, we expect costs to increase, including as we: continue our currently ongoing clinical trials, continue our manufacturing development and validation, and initiate additional investigative and collaborative studies related to niraparib; incur research and development related milestones; incur increased discovery, development and manufacturing related expenses associated with our immuno-oncology platform and related collaborations; lease additional facility space; and hire additional development and scientific personnel.

We cannot determine with certainty the duration and completion costs of the current or future clinical trials of our product candidates or if, when, or to what extent we will generate revenues from the commercialization and sale of any of our product candidates that obtain regulatory approval. We may never succeed in achieving regulatory approval for any of our currently unapproved product candidates. The duration, costs and timing of clinical trials and development of our product candidates will depend on a variety of factors, including the uncertainties of future clinical and preclinical studies, uncertainties in clinical trial enrollment rates and significant and changing government regulation. In addition, the probability of success for each product candidate will depend on numerous factors, including competition, manufacturing capability and commercial viability. We will determine which programs to pursue and how much to fund each program in response to the scientific and clinical success of each product candidate, as well as based upon an assessment of each product candidate's commercial potential. If we experience delays in the completion of, or the termination of, any clinical trial of our product candidates, the commercial prospects of our product candidates will be harmed, and our future ability to generate product revenues from any of these product candidates will be delayed or jeopardized. These occurrences would harm our business, financial condition and prospects, perhaps significantly,

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which would require us to alter our current operating plan and potentially delay, scale back, or discontinue the development or commercialization of one or more programs and/or other areas of the business in order to reduce our future expenses and continue to fund our remaining operations.

The following table presents research and development expenses and acquired in-process research and development expenses on a program-specific basis for our in-licensed products and product candidates for the six months ended June 30, 2017 and 2018 (in thousands):

	Six Months Ended June 30,	
	2017	2018
<i>Niraparib Expenses</i>		
Acquired in-process research and development	\$ —	\$ —
Research and development	44,204	61,112
Niraparib total	44,204	61,112
<i>Immuno-Oncology Expenses</i>		
Acquired in-process research and development	7,000	—
Research and development:		
TSR-042	10,675	24,670
TSR-022	5,674	13,650
TSR-033	3,237	4,255
Combinations and other	5,120	5,511
Immuno-Oncology total	31,706	48,086
<i>Rolapitant Expenses</i>		
Acquired in-process research and development	—	—
Research and development	5,744	1,947
Rolapitant total	5,744	1,947
<i>Personnel and Other Expenses</i>	62,868	83,218
Total	\$ 144,522	\$ 194,363

For further discussion of the changes in our research and development expenses with respect to the six months ended June 30, 2018 and the corresponding period of 2017, see “Results of Operations — Comparison of the Six Months Ended June 30, 2017 and 2018 — Research and Development Expenses” below.

Personnel-related costs, depreciation and stock-based compensation are not allocated to any programs, as they are deployed across multiple projects under development and, as such, are separately classified as personnel and other expenses in the table above.

Selling, General and Administrative Expenses

Selling, general and administrative expenses consist principally of salaries and related costs, including stock-based compensation, for our commercial personnel, including our field sales force, certain medical education professionals and other commercial support personnel, as well as personnel in executive and other administrative or non-research and development functions. Other selling, general and administrative expenses include certain facility-related costs, information technology costs, pre-commercial and commercial consulting, advertising, market research and other activities necessary to prepare for and support product launches, and professional fees for legal, patent review, consulting and accounting services.

We anticipate that our selling, general and administrative expenses will continue to increase in the future in support of our commercial and pre-commercial activities related to ZEJULA and potential other products, continued research and development activities, and the continued costs of operating as a public multinational company. These increases will likely include increased costs related to the hiring of additional personnel, executing marketing and promotional programs, hiring consultants, leasing of additional facility space, enhancing information technology systems, and legal and other professional fees, among other expenses.

Other Income and Expense

Other income and expense consists primarily of interest expense related to our debt instruments and interest income earned on cash and cash equivalents. A portion of the interest expense is non-cash expense relating to accretion of debt discounts and issuance costs.

Results of Operations

Comparison of the Three Months Ended June 30, 2017 and 2018

(data in thousands)

	Three Months Ended June 30,		Change	
	2017	2018	Amount	Percentage
Revenues:				
Product revenue, net	\$ 28,829	\$ 56,528	\$ 27,699	96%
License, collaboration and other revenues	635	680	45	7%
Total revenues	29,464	57,208	27,744	94%
Expenses:				
Cost of sales – product	3,620	13,513	9,893	273%
Cost of sales – intangible asset amortization	2,979	1,498	(1,481)	(50)%
Research and development	71,400	97,608	26,208	37%
Selling, general and administrative	92,979	100,033	7,054	8%
Acquired in-process research and development	7,000	—	(7,000)	(100)%
Total expenses	177,978	212,652	34,674	19%
Loss from operations	(148,514)	(155,444)	(6,930)	5%
Other income (expense), net	(3,467)	(11,215)	(7,748)	223%
Loss before income taxes	(151,981)	(166,659)	(14,678)	10%
Provision for income taxes	78	(8)	(86)	n/m
Net loss	\$ (152,059)	\$ (166,651)	\$ (14,592)	10%

n/m = not meaningful

Product Revenue. Net product revenue relates to sales of ZEJULA and VARUBI/VARUBY in the U.S. and Europe. The following table presents net product revenues by product for the three months ended June 30, 2017 and 2018, respectively (in thousands):

	Three months ended June 30,		Change	
	2017	2018	Amount	Percentage
ZEJULA	\$ 25,945	\$ 53,894	\$ 27,949	108%
VARUBI/VARUBY	2,884	2,634	(250)	(9)%
Product revenue, net	\$ 28,829	\$ 56,528	\$ 27,699	96%

We began to recognize revenues on sales of ZEJULA in the U.S. starting in the second quarter of 2017, and in Europe late in the fourth quarter of 2017. With respect to ZEJULA net product revenues for the three months ended June 30, 2018, the average net sales price per unit to us was approximately 88% of the Wholesale Acquisition Cost, or WAC, which is the gross list price at which our direct customers purchase each unit, as compared to 90% of WAC for the same period in 2017. For the three months ended June 30, 2018 as compared to the same period in 2017, net ZEJULA product revenues increased primarily due to higher U.S. sales volumes and the fact that we commenced Europe sales in late 2017.

We began to recognize revenues on sales of VARUBI in the U.S. in the fourth quarter of 2015 and in Europe starting in the second quarter of 2017. For the three months ended June 30, 2018 as compared to the same period in 2017, net VARUBI product revenues decreased due to lower unit sales volumes. The average net sales price per unit to us was approximately 61% of WAC for the three months ended June 30, 2018, as compared to 53% of WAC for the

same period in 2017. In June 2018, we entered into an agreement with TerSera, pursuant to which we sold to TerSera our rights to VARUBI in the United States and Canada, and the transaction closed in July 2018. We are continuing to market VARUBY in Europe.

License, Collaboration and Other Revenues. License, collaboration and other revenues of \$0.6 million for the three months ended June 30, 2017 relates to our license agreement with Janssen. License, collaboration and other revenues of \$0.7 million for the three months ended June 30, 2018 relates to our license agreements with Takeda and Janssen.

Cost of Sales - Product. Cost of sales of \$3.6 million and \$13.5 million for the three months ended June 30, 2017 and 2018, respectively, consists of costs associated with the manufacturing of ZEJULA and VARUBI and royalties owed to our licensors for such sales, as well as costs of product provided under our sampling and other commercial programs and certain period costs. The increase was primarily related to the increase in ZEJULA net revenues. Also, cost of product sales for the three months ended June 30, 2018 includes a charge of \$3.4 million relating to prepayments we made to a contract manufacturer for ZEJULA. We had expected to recover this amount in future periods, but during the three months ended June 30, 2018, we concluded that this amount is now unlikely to be recovered due to expected changes in our future purchasing volume from this manufacturer. Based on our policy to expense costs associated with the manufacture of our products prior to regulatory approval, certain of the costs of units recognized as revenue during the three months ended June 30, 2017 and 2018 were expensed prior to the respective initial regulatory approval dates, and therefore are not included in cost of sales during these periods. We expect cost of sales to increase in relation to net product revenues as we deplete these inventories, which is expected by the end of 2018 for ZEJULA.

Cost of Sales - Intangible Asset Amortization. The amounts of \$3.0 million and \$1.5 million for the three months ended June 30, 2017 and 2018, respectively, consist of amortization of intangible assets recorded as a result of post-approval milestones paid to licensors. The decrease was primarily related to a one-time cumulative catch-up related to a capitalized milestone recorded upon the first commercial sale of VARUBY in Europe during the three months ended June 30, 2017.

Research and Development Expenses. Research and development expenses were \$71.4 million for the three months ended June 30, 2017, compared to \$97.6 million for the three months ended June 30, 2018, an increase of \$26.2 million. Significant changes resulting in this increase included:

- an increase of \$6.7 million in personnel and other costs (excluding stock-based compensation), primarily related to increased research and development headcount supporting the growth of our development activities, and costs related to research collaborations;
- an increase of \$10.9 million in costs associated with our immuno-oncology platform related to the TSR-042 and TSR-022 clinical trials, biologics manufacturing and non-clinical and other immuno-oncology program research activities; and
- an increase of \$9.6 million in costs associated with our niraparib program, primarily related to increased clinical trial activities.

Selling, General and Administrative Expenses. Selling, general and administrative expenses were \$93.0 million for the three months ended June 30, 2017, compared to \$100.0 million for the three months ended June 30, 2018, an increase of \$7.0 million. The increase was primarily due to increases of: \$3.0 million in salaries, benefits and other personnel-related costs (excluding stock-based compensation), primarily due to the hiring of sales, marketing, medical affairs and other support personnel associated with the commercialization of ZEJULA, plus hiring to support our international operations; and \$4.6 million in stock-based compensation expense, offset by a decline of \$2.7 million in external sales and marketing expenses related to ZEJULA launch initiatives during the three months ended June 30, 2017.

Acquired In-Process Research and Development. There were no acquired in-process research and development expenses for the three months ended June 30, 2018. Acquired in-process research and development expenses for the three months ended June 30, 2017 were \$7.0 million, comprised of two milestones paid to AnaptysBio related to TSR-033 and TSR-042.

Other Income (Expense), Net. Other income (expense) is primarily comprised of interest expense related to our Convertible Notes and our term loan, and interest income earned on cash and cash equivalents. Interest expense

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increased by \$8.4 million for the three months ended June 30, 2018 as compared to same period in 2017, primarily due to interest on the first tranche of the term loan, which we drew in December 2017.

Comparison of the Six Months Ended June 30, 2017 and 2018

(data in thousands)	Six Months Ended June 30,		Change	
	2017	2018	Amount	Percentage
Revenues:				
Product revenue, net	\$ 30,968	\$ 106,700	\$ 75,732	245%
License, collaboration and other revenues	1,569	250	(1,319)	(84%)
Total revenues	<u>32,537</u>	<u>106,950</u>	<u>74,413</u>	229%
Expenses:				
Cost of sales – product	4,064	23,510	19,446	478%
Cost of sales – intangible asset amortization	3,469	2,935	(534)	(15%)
Research and development	137,522	194,363	56,841	41%
Selling, general and administrative	162,241	193,640	31,399	19%
Acquired in-process research and development	7,000	—	(7,000)	(100%)
Total expenses	<u>314,296</u>	<u>414,448</u>	<u>100,152</u>	32%
Loss from operations	(281,759)	(307,498)	(25,739)	9%
Other income (expense), net	(6,893)	(21,561)	(14,668)	213%
Loss before income taxes	<u>(288,652)</u>	<u>(329,059)</u>	<u>(40,407)</u>	14%
Provision for income taxes	132	408	276	209%
Net loss	<u>\$ (288,784)</u>	<u>\$ (329,467)</u>	<u>\$ (40,683)</u>	14%

Product Revenue. Net product revenue relates to sales of ZEJULA and VARUBI/VARUBY in the U.S. and Europe. The following table presents net product revenues by product for the six months ended June 30, 2017 and 2018, respectively (in thousands):

	Six months ended June 30,		Change	
	2017	2018	Amount	Percentage
ZEJULA	\$ 25,945	\$ 102,763	\$ 76,818	296%
VARUBI/VARUBY	5,023	3,937	(1,086)	(22%)
Product revenue, net	<u>\$ 30,968</u>	<u>\$ 106,700</u>	<u>\$ 75,732</u>	245%

We began to recognize revenues on sales of ZEJULA in the U.S. starting in the second quarter of 2017, and in Europe late in the fourth quarter of 2017. For the six months ended June 30, 2018 as compared to the same period in 2017, net ZEJULA product revenues increased primarily due to the timing of launches, as the six months ended June 30, 2017 included U.S. revenue for approximately three months, and no Europe revenues. The average net sales price per unit to us was approximately 89% of WAC for the six months ended June 30, 2018 as compared to 90% of WAC for the same period in 2017.

For the six months ended June 30, 2018 as compared to the same period in 2017, net VARUBI product revenues decreased due to lower unit sales volumes. The average net sales price per unit to us was approximately 59% of WAC for the six months ended June 30, 2018 as compared to 57% of WAC for the same period in 2017.

License, Collaboration and Other Revenues. License, collaboration and other revenues of \$1.6 million for the six months ended June 30, 2017 relates to our license agreement with Janssen. License, collaboration and other revenues of \$0.3 million for the six months ended June 30, 2018 includes \$1.3 million related to our license agreements with Janssen and Takeda, and a \$(1.0) million reversal of milestone revenue recognized during 2015 and 2016 in connection with the Hengrui license agreement, due to our reassessment that the milestone is no longer probable of achievement.

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Cost of Sales - Product. Cost of sales of \$4.1 million and \$23.5 million for the six months ended June 30, 2017 and 2018, respectively, consists of costs associated with the manufacturing of ZEJULA and VARUBI and royalties owed to our licensors for such sales, as well as costs of product provided under our sampling and other commercial programs and certain period costs. The increase was primarily related to the increase in ZEJULA net revenues. Cost of product sales for the six months ended June 30, 2018 also includes the charge of \$3.4 million described above. Based on our policy to expense costs associated with the manufacture of our products prior to regulatory approval, certain of the costs of units recognized as revenue during the six months ended June 30, 2017 and 2018 were expensed prior to the respective initial regulatory approval dates, and therefore are not included in cost of sales during these periods. We expect cost of sales to increase in relation to net product revenues as we deplete these inventories, which is expected by the end of 2018 for ZEJULA.

Cost of Sales - Intangible Asset Amortization. The amounts of \$3.5 million and \$2.9 million for the six months ended June 30, 2017 and 2018, respectively, consist of amortization of intangible assets recorded as a result of post-approval milestones paid to licensors. The decrease was primarily related to a one-time cumulative catch-up related to a capitalized milestone recorded upon the first commercial sale of VARUBY in Europe during the six months ended June 30, 2017.

Research and Development Expenses. Research and development expenses were \$137.5 million for the six months ended June 30, 2017, compared to \$194.4 million for the six months ended June 30, 2018, an increase of \$56.9 million. Significant changes resulting in this increase included:

- an increase of \$19.3 million in personnel and other costs (excluding stock-based compensation), primarily related to increased research and development headcount supporting the growth of our development activities, and costs related to research collaborations;
- an increase of \$23.4 million in costs associated with our immuno-oncology platform related to the TSR-042 and TSR-022 clinical trials, biologics manufacturing and non-clinical and other immuno-oncology program research activities; and
- an increase of \$16.9 million in costs associated with our niraparib program, primarily related to ongoing clinical trial activities and the development of a new tablet formulation of niraparib.

In addition, stock-based compensation expense included in research and development expenses increased by \$1.0 million, primarily due to increased awards of employee stock options and restricted stock units.

Selling, General and Administrative Expenses. Selling, general and administrative expenses were \$162.2 million for the six months ended June 30, 2017, compared to \$193.6 million for the six months ended June 30, 2018, an increase of \$31.4 million. The increase was primarily due to increases of: \$14.5 million in salaries, benefits and other personnel-related costs (excluding stock-based compensation), primarily due to the hiring of sales, marketing, medical affairs and other support personnel associated with the commercialization of ZEJULA, plus hiring to support our international operations; \$5.0 million in professional and consulting fees and other expenses related to commercial and pre-commercial activities such as global marketing and promotional programs and market research as well as other corporate operational activities; and \$11.6 million in stock-based compensation expense.

Acquired In-Process Research and Development. There were no acquired in-process research and development expenses for the six months ended June 30, 2018. Acquired in-process research and development expenses for the six months ended June 30, 2017 were \$7.0 million, comprised of two milestones paid to AnaptysBio related to TSR-033 and TSR-042.

Other Income (Expense), Net. Other income (expense) is primarily comprised of interest expense related to our Convertible Notes and our term loan, and interest income earned on cash and cash equivalents. Interest expense increased by \$16.2 million for the six months ended June 30, 2018 as compared to same period in 2017, primarily due to interest on the first tranche of the term loan, which we drew in December 2017. Interest income increased by \$1.4 million during the six months ended June 30, 2018 as compared to the same period in 2017, primarily due to higher yields on interest-bearing cash equivalents.

Liquidity and Capital Resources

Sources of Liquidity

As of June 30, 2018, our principal source of liquidity was cash and cash equivalents, which totaled \$575.1 million. Since our inception in 2010, we have funded our operations primarily through public offerings of our common stock, the private placement of our equity securities, the issuance of convertible notes and a term loan financing. From inception through June 30, 2018, we received \$2.1 billion in total net cash proceeds from these sources.

Cash Flows

The following table presents the primary sources and uses of cash for each of the periods noted (in thousands):

	Six Months Ended June 30,	
	2017	2018
Net cash provided by (used in):	(as revised)	
Operating activities	\$ (249,487)	\$ (264,187)
Investing activities	(46,309)	(3,172)
Financing activities	18,340	201,367
Effect of exchange rate changes on cash, cash equivalents and restricted cash	366	(1,999)
Decrease in cash, cash equivalents and restricted cash	\$ (277,090)	\$ (67,991)

Cash Flows from Operating Activities

The use of cash in operating activities during both the six months June 30, 2017 and 2018 resulted primarily from our net losses adjusted for non-cash charges and changes in components of working capital. Net cash used in operating activities increased by \$14.7 million for the six months ended June 30, 2018 as compared to the same period in 2017, primarily due to higher costs associated with increased employee headcount and increased external expenses related to commercialization activities for ZEJULA. Increases in headcount in research and development and general and administrative functions, as well as increased external research and development expenses for niraparib and our immunology portfolio, also contributed to the increase in cash used in operating activities. Purchases of ZEJULA inventories during the six months ended June 30, 2018 also contributed to the increase.

Cash Flows from Investing Activities

The decrease of \$43.1 million in net cash used in investing activities for the six months ended June 30, 2018 compared to the six months ended June 30, 2017 was primarily due to \$42.0 million in milestones paid during the prior year period. No milestones were paid in the current year period.

Cash Flows from Financing Activities

The increase of \$183.0 million in net cash provided by financing activities for the six months ended June 30, 2018 compared to the six months ended June 30, 2017 was primarily due to cash proceeds of \$196.0 million from the draw of Tranche B of our Term Loan in June 2018. There were no similar financing transactions in the six months ended June 30, 2017. In addition, cash proceeds from exercises of stock options and employee stock purchase plan purchases decreased from \$18.3 million for the six months ended June 30, 2017 to \$5.4 million for the six months ended June 30, 2018.

Operating Capital Requirements

We expect to incur significant expenses and operating losses for the foreseeable future. Overall, we expect operating expenses to continue to increase over current levels as we incur increased costs related to: (i) our ongoing U.S. and international commercialization and pre-commercial activities including executing related marketing and promotional programs for the commercialization of ZEJULA; (ii) the advancement of clinical trial and other development and regulatory activities under our current development programs including niraparib, TSR-042, TSR-022 and TSR-033; (iii) activities under our research collaborations; (iv) expanding our international operations; and (v) other research and development activities and potential future collaborative or in-licensed development programs. If we obtain regulatory approval for any of our product candidates in addition to our current product approvals, or in

anticipation of obtaining regulatory approval, we expect that we will incur significant additional commercialization expenses related to product sales, marketing, manufacturing and distribution. We also expect to incur increasing selling, general and administrative costs associated with our anticipated growth and continuing operation as a multinational public company, and we will continue to incur substantial interest expense related to our outstanding debt. The actual amount of many of these expenditures will depend on numerous factors, including the timing of expenses and the timing and progress of our clinical trial activity and commercialization efforts for our products and product candidates.

We may require additional capital for the continuing commercialization of our products, further development and potential commercialization of our product candidates, and cash interest obligations related to our outstanding debt. In addition, future license payments or milestone payments could cause our total operating expenses and cash usage to fluctuate. We may also need additional funds to pursue our strategy of in-licensing or acquiring additional product candidates and to meet our obligation to repay the principal of our term loan when due and to repay the Convertible Notes at maturity or, at our election, upon conversion. We are subject to the risks incident to the development of new biopharmaceutical products, and to global expansion, and we may encounter unforeseen expenses, difficulties, complications, delays and other unknown factors that may adversely affect our business and cause increased uses of cash.

We will need to generate significant revenues to achieve profitability, and we may never do so. Until we can generate a sufficient amount of revenue from our products, if ever, we expect to finance future cash needs through public or private equity or debt offerings and facilities, and we may seek additional capital through arrangements with strategic partners or from other sources. Additional capital may not be available to us on reasonable terms, if at all. If we are unable to raise additional needed capital in sufficient amounts or on terms acceptable to us, we would have to significantly delay, scale back or discontinue the development or commercialization of one or more of our product candidates and/or other areas of our business. Raising additional funds through the issuance of equity or debt securities could result in dilution to our existing stockholders, increased fixed payment obligations, or both. Furthermore, these securities may have rights senior to those of our common stock and could contain covenants that would restrict our operations and potentially impair our competitiveness, such as limitations on our ability to incur additional debt, limitations on our ability to acquire, sell or license intellectual property rights and other operating restrictions that could adversely impact our ability to conduct our business. Any of these events could significantly harm our business, financial condition and prospects.

We believe our currently available funds and the cash we expect to generate from product sales will be sufficient to fund our existing cash flow requirements and our operations at their currently planned levels through at least the 12 months following the filing of this Quarterly Report on Form 10-Q. Our forecast of the period of time through which our financial resources will be adequate to support our operations is a forward-looking statement and involves risks and uncertainties, and actual results could vary as a result of a number of factors. We have based this estimate on assumptions that may prove to be wrong, and we could utilize our available capital resources sooner than we currently expect. Our future funding requirements, both short and long-term, will depend on many factors, including:

- our ability to generate revenues from sales of ZEJULA and, if approved, our other product candidates;
- the cost of continuing to expand our development and commercial capabilities for our products and our product candidates, both in the U.S. and in certain foreign markets, including Europe;
- the outcome, timing and cost of regulatory approvals by the FDA and comparable non-U.S. regulatory authorities and the potential that the FDA or comparable non-U.S. regulatory authorities may require that we perform more studies than those that we currently expect;
- the initiation, progress, timing, costs and results of clinical trials for our current product candidates and any future product candidates we may in-license;
- the cost and timing of completion of commercial-scale outsourced manufacturing activities for niraparib and our immuno-oncology antibody product candidates;
- the cost and timing of clinical development activities for niraparib;
- the cost and timing of preclinical and clinical development and manufacturing activities associated with our immuno-oncology antibody product candidates;

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- the cost of filing, prosecuting, defending and enforcing any patent claims and other intellectual property rights that we own or control;
- the cost of acquiring or in-licensing global rights for additional product candidates;
- the amount and timing of potential conversion requests, if any, and interest expense associated with our Convertible Notes; and
- our need to repay amounts due under our loan agreement.

If we lack sufficient capital to expand our operations or otherwise capitalize on our business opportunities, our business, financial condition and results of operations could be materially adversely affected.

Contractual Obligations and Commitments

Other than the Tranche B Term Loan draw during three months ended June 30, 2018, as described in Note 5, “Debt”, in the Notes to Condensed Consolidated Financial Statements included in Part I, Item 1, “*Financial Statements (unaudited)*”, of this Quarterly Report on Form 10-Q, there have been no material changes to our contractual obligations and commitments included in our Annual Report on Form 10-K for the year ended December 31, 2017.

Off-Balance Sheet Arrangements

As of June 30, 2018, we did not have any off-balance sheet arrangements as defined in Item 303(a)(4)(ii) of Regulation S-K.

Critical Accounting Policies

Our management’s discussion and analysis of our financial condition and results of operations are based on our financial statements, which have been prepared in accordance with U.S. generally accepted accounting principles. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses and the disclosure of contingent assets and liabilities in our financial statements. On an ongoing basis, we evaluate our estimates and judgments, including those related to accrued research and development expenses, net product revenue, stock-based compensation expense and intangible assets. We base our estimates on historical experience, known trends and events and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions. In making estimates and judgments, management employs critical accounting policies.

For a description of our other critical accounting policies, please see “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” included in our Annual Report on Form 10-K for the year ended December 31, 2017. There have not been any material changes to our critical accounting policies since December 31, 2017.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

There have been no material changes with respect to the information appearing in Part II, Item 7A, “Quantitative and Qualitative Disclosures About Market Risk,” in our Annual Report on Form 10-K for the year ended December 31, 2017.

Item 4. Controls and Procedures.

Management’s Evaluation of our Disclosure Controls and Procedures

Our principal executive officer and our principal financial officer, after evaluating the effectiveness of our “disclosure controls and procedures” (as defined in the Securities Exchange Act of 1934, as amended, or the Exchange Act, Rule 13a-15(e) or Rule 15d-15(e)), with the participation of our management, has concluded that, as of the end of the period covered by this Quarterly Report on Form 10-Q, our disclosure controls and procedures are effective and are designed to ensure that information we are required to disclose in the reports that we file or submit under the Exchange Act is accumulated and communicated to management, including our principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosure, and is recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms. It should be noted that any system of controls is designed to provide reasonable, but not absolute, assurances that the system will achieve its stated goals under all reasonably foreseeable circumstances. Our principal executive officer and principal financial officer have concluded that our disclosure controls and procedures are effective at a level that provides such reasonable assurances.

Changes in Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting that occurred during the fiscal quarter covered by this report that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II OTHER INFORMATION

Item 1. Legal Proceedings.

The information set forth under the heading “Litigation and Other Proceedings” in Note 10, “Commitments and Contingencies”, in the Notes to Condensed Consolidated Financial Statements included in Part I, Item 1, “*Financial Statements (unaudited)*”, of this Quarterly Report on Form 10-Q is incorporated herein by reference.

Item 1A. Risk Factors.

An investment in our stock involves a high degree of risk. You should carefully consider the following discussion of risk factors, in its entirety, in addition to the other information contained in this Quarterly Report on Form 10-Q, our Annual Report on Form 10-K for the year ended December 31, 2017 and the other filings we make with the SEC. We cannot assure you that any of the events discussed in the risk factors below or in our other filings will not occur. These risks, or other events that we do not currently anticipate or that we currently deem immaterial, may have a material adverse effect on our business, prospects, financial condition and results of operations.

Risks Related to Our Business and Industry

We face substantial competition for our marketed product ZEJULA, which could limit our ability to generate significant product sales.

The development and commercialization of new drug products is highly competitive. Many of our competitors are more established companies and may therefore have competitive advantages due to their size, cash flows, and institutional experience. We may be unable to compete successfully against these more established companies.

There are a number of large pharmaceutical and biotechnology companies that market and sell products or are pursuing the development of products that compete or we expect will compete with ZEJULA. There are currently two commercially available PARP inhibitors for ovarian cancer other than ZEJULA. AstraZeneca Plc’s LYNPARZA™ (olaparib) was initially approved by the U.S. Food and Drug Administration, or FDA, for use by ovarian cancer patients with a germline BRCA mutation, and was granted a new approval in August 2017 by the FDA for use as a maintenance treatment for recurrent, epithelial ovarian, fallopian tube or primary peritoneal adult cancer who are in response to platinum-based chemotherapy, regardless of BRCA status. In May 2018, the European Medicines Agency, or EMA, approved LYNPARZA for a new tablet formulation and a broad maintenance label. In addition, Clovis Oncology, Inc.’s RUBRACA™ (rucaparib) was approved in December 2016 by the FDA for use as a monotherapy for the treatment of patients with deleterious BRCA mutation (germline and/or somatic) associated advanced ovarian cancer who have been treated with two or more chemotherapies. In April 2018, the FDA granted an expanded approval of RUBRACA for the maintenance treatment of adult women with recurrent ovarian cancer who have responded to their latest treatment with platinum chemotherapy, regardless of BRCA status, and in May 2018, the European Commission authorized RUBRACA as a third line treatment of adult women with platinum sensitive, relapsed or progressive ovarian cancer with a BRCA-mutation and who are unable to tolerate further platinum chemotherapy. Clovis is expecting an expanded EMA approval for maintenance treatment by the first quarter of 2019.

In January 2018, the FDA approved LYNPARZA for patients with deleterious or suspected deleterious BRCA-mutated HER2-negative metastatic breast cancer who have been previously treated with chemotherapy in the neoadjuvant, adjuvant, or metastatic setting. AstraZeneca is also awaiting a decision from the EMA’s Committee for Medicinal Products for Human Use for LYNPARZA for the same indication by the end of 2018. Additionally, Pfizer’s talazoparib has been filed for FDA approval, with a Prescription Drug User Fee Act goal date in December 2018, and would be the second PARP inhibitor to gain approval for metastatic breast cancer in patients with an inherited BRCA mutation.

We believe there are also several additional products in clinical development targeting the PARP pathway, as detailed in Part I, Item 1, “Business – Competition” of our Annual Report on Form 10-K for the year ended December 31, 2017. Both LYNPARZA and rucaparib have received “orphan drug designation” from the EMA, which provides certain benefits including market exclusivity for up to ten years in the approved indication post-approval. In addition to other PARP inhibitors, ZEJULA also competes with AVASTIN™ (bevacizumab), Roche’s angiogenesis inhibitor. AVASTIN is FDA- and EMA-approved in combination with chemotherapy for the treatment of recurrent ovarian cancer

following platinum-containing chemotherapy (platinum-sensitive and platinum-resistant) as well as front-line treatment in combination with chemotherapy.

We are aware of several companies that have antibody-based products on the market or in clinical development that are directed at the same biological targets as some of our immuno-oncology programs. There are currently two anti-PD-1 antibody products and three anti-PD-L1 antibody products being marketed. OPDIVO® (nivolumab, marketed by Bristol-Myers Squibb) is approved in a number of indications as a monotherapy or in combination with other products; KEYTRUDA® (pembrolizumab, marketed by Merck) is approved in a number of indications as a monotherapy or in combination with other products; TECENTRIQ® (atezolizumab, marketed by Roche) is approved in patients with various forms of locally advanced or metastatic urothelial carcinoma or metastatic non-small cell lung cancer, or NSCLC; IMFINZI® (durvalumab, marketed by AstraZeneca) was approved in 2017 for patients with various forms of locally advanced or metastatic urothelial carcinoma, and for patients with unresectable Stage III NSCLC whose disease has not progressed following chemoradiation; and BAVENCIO® (avelumab, co-marketed by Merck KGaA and Pfizer) was approved in 2017 for adults and pediatric patients 12 years and older with metastatic Merkel cell carcinoma and for patients with various forms of locally advanced or metastatic urothelial carcinoma. Although there are currently no anti-TIM-3 antibody products or anti-LAG-3 antibody products being marketed, we are aware that three companies, Novartis, Eli Lilly and Bristol-Myers Squibb, or BMS, have anti-TIM-3 modulator antibodies in Phase 1/2 clinical development for various indications, and one company, Symphogen, has an anti-TIM-3 antibody in Phase 1 clinical development for advanced malignancies. We are also aware of several companies that have anti-LAG-3 modulators in development for various indications, including BMS, which has an anti-LAG-3 antibody in Phase 3 clinical development; Novartis, which has an anti-LAG-3 antibody in Phase 2 clinical development; and Merck, Boehringer Ingelheim, Regeneron Pharmaceuticals, and Symphogen, each of which has an anti-LAG-3 antibody in Phase 1 clinical development.

For further detail on the specific competition that ZEJULA and our immuno-oncology antibody product candidates face, see Part I, Item 1, “Business – Competition” of our Annual Report on Form 10-K for the year ended December 31, 2017.

Many of the approved drugs with which our products or product candidates may compete are well-established therapies or products and are widely accepted by physicians, patients and third-party payors. Insurers and other third-party payors may also encourage the use of generic products. Any of our product candidates that are approved may be priced at a significant premium over competitive generic products.

Our competitors may obtain regulatory approval of their products more rapidly than we are able to or may obtain patent protection or other intellectual property rights that limit our ability to develop or commercialize our product candidates. Our competitors may also develop drugs that are more effective, more widely used and less costly than ours, and may also be more successful than us in manufacturing and marketing their products.

Significant changes in U.S. and international trade policies that restrict imports or increase tariffs could have a material adverse effect on our results of operations.

We depend on third-party manufacturers and suppliers outside of the United States, including China, in connection with the manufacture of certain of our products and product candidates. Accordingly, our business is subject to risks associated with international manufacturing. For example, the Trump Administration has called for substantial changes to U.S. foreign trade policy, including the possibility of imposing greater restrictions on international trade and significant increases in tariffs on goods imported into the United States, and has increased tariffs on certain goods imported into the United States from China. The institution of additional protectionist trade measures could adversely affect our manufacturing costs, and in turn our business, financial condition, operating results and cash flows.

Risks Related to Our Dependence on Third Parties

We have no manufacturing facilities, and we are dependent on a limited number of third parties for the manufacture and supply of ZEJULA and our product candidates, including our immuno-oncology assets. If we experience problems with any of these third parties, the manufacturing of our products or our product candidates could be delayed, which could cause significant harm to our competitive position and our ability to generate and grow revenues from our approved products, to our ability to complete clinical trials and obtain regulatory approval for our product candidates, and to our future results of operations.

We do not own or operate facilities for the manufacture of our products or product candidates. Our ability to successfully develop and commercialize our products and our product candidates will require us to establish large scale manufacturing capabilities through our contract manufacturing organizations, or CMOs. We currently have no plans to build our own clinical or commercial scale manufacturing capabilities. We currently work with two CMOs for the production of ZEJULA drug substance, and one other CMO, for ZEJULA drug product supply, for our clinical and commercial needs.

As we continue to commercialize ZEJULA and develop our other product candidates, including our immuno-oncology assets, we will have a greater need for both clinical study supply and commercial manufacturing capacity. We have limited experience manufacturing pharmaceutical products on a commercial scale, and some of our suppliers, including our supplier of ZEJULA drug product, and our suppliers of both drug substance and drug product for our immuno-oncology assets, have limited capacity and will need to continue to increase their scale of production to meet our projected needs for both clinical and commercial manufacturing. Manufacturing commercial quantities of our products, including ZEJULA, to meet our projections will require our third-party manufacturers to invest substantial additional funds to increase capacity and to hire and retain additional personnel who have applicable large-scale commercial manufacturing experience. Our third-party manufacturers may not successfully complete any required increase to existing manufacturing capacity in a timely manner, or at all. Because of the complex nature of our compounds, our manufacturers may not be able to manufacture our compounds at an acceptable cost or in sufficient quantities or in a timely manner necessary to make commercially successful products, or may require us to pay significant costs, including for capital improvements to their facilities.

If our contract manufacturers or other third parties fail to deliver our products, including ZEJULA, for commercial sale on a timely basis, with sufficient quality, and at commercially reasonable prices, and we fail to find replacement manufacturers or to develop our own manufacturing capabilities, we may be required to delay or suspend commercialization of our current products or other potential future products, which would likely cause significant harm to our competitive position in the marketplace and our ability to generate and grow revenues from our approved products, and to our future results of operations.

For development of our immuno-oncology antibody product candidates, we currently work with one CMO for the production of biologics. For each of our product candidates, we may elect to pursue arrangements with other CMOs for manufacturing clinical supplies for later-stage trials and for commercialization. We have not yet qualified alternate suppliers in the event the current CMOs we utilize are unable to scale production, or if we otherwise experience any problems with them. If we are unable to arrange for alternative third-party manufacturing sources, or to do so on commercially reasonable terms or in a timely manner, we may not be able to complete development of our product candidates, or market or distribute them.

Reliance on third-party manufacturers entails risks to which we would not be subject if we manufactured product candidates or products ourselves, including reliance on the third party for regulatory compliance and quality assurance, the possibility of breach of the manufacturing agreement by the third party because of factors beyond our control (including a failure to synthesize and manufacture our product candidates or any products we may eventually commercialize in accordance with our specifications) and the possibility of termination or nonrenewal of the agreement by the third party, based on its own business priorities, at a time that is costly or damaging to us. In addition, the FDA and similar foreign authorities require that our product candidates and approved products be manufactured according to cGMP and similar foreign standards. Any failure by our third-party manufacturers to comply with cGMP or failure to scale up manufacturing processes, including any failure to deliver sufficient quantities of product candidates in a timely manner, could lead to a delay in, or failure to obtain, regulatory approval of any of our product candidates. In addition, such failure could be the basis for the FDA or an equivalent foreign regulatory authority to issue a warning or untitled letter, withdraw approvals previously granted to us for our products or product candidates, or take other regulatory or legal action, including recall or seizure, total or partial suspension of production, suspension of ongoing clinical trials, refusal to approve pending applications or supplemental applications, detention of product, refusal to permit the import or export of products, injunction, or imposition of civil and criminal penalties.

Any significant disruption in our supplier relationships could severely harm our business. We source key materials from third parties, either directly through agreements with suppliers or indirectly through our manufacturers who have agreements with suppliers. For example, we source key raw materials for ZEJULA drug substance from one supplier. Such suppliers may not sell these key materials to us or our manufacturers at the times we need them or on

commercially reasonable terms. In certain cases, we do not have any control over the process or timing of the acquisition of these key materials by our manufacturers. Any significant delay in the supply of a product or product candidate or its key materials for an ongoing clinical study could considerably delay completion of our clinical studies, product testing and potential regulatory approval of our product candidates. If our manufacturers or we are unable to purchase these key materials for products or product candidates after regulatory approval, the commercial launch of our product candidates could be delayed or there could be a shortage in supply, which would impair our ability to generate revenues from the sale of our products and product candidates.

Because we have relied and plan to continue to rely on third parties for the foregoing preclinical and clinical functions, our internal capacity to perform these functions is limited. Switching or adding additional CMOs involves additional cost, requires management time and focus, and could result in substantial delays in our development programs. Identifying, qualifying and managing the performance of third-party service providers can be difficult, time consuming and cause delays in our development programs. In addition, there is a natural transition period when a new CMO commences work and the new CMO may not provide the same type or level of services as the original provider. If any of our relationships with our third-party CMOs terminates, we may not be able to enter into arrangements with alternative CMOs or do so on commercially reasonable terms.

Item 5. Other Information.

On August 2, 2018, the Company's Board of Directors appointed Gregory F. Covino, age 53, to serve as the Company's principal accounting officer effective immediately, holding the title of Senior Vice President and Chief Accounting Officer. Mr. Covino's employment with the Company commenced July 16, 2018. Mr. Covino takes over the role of principal accounting officer from Timothy R. Pearson, the Company's Executive Vice President and Chief Financial Officer, who had assumed the role of the Company's principal accounting officer on a temporary basis on November 25, 2017 upon the resignation of the Company's prior principal accounting officer. Mr. Covino will report to Mr. Pearson, whose position has not otherwise changed.

Mr. Covino previously served as Vice President and Chief Accounting Officer since April 2012 at Biogen, Inc., a global biopharmaceutical company based in Cambridge, Massachusetts. He has over 30 years of relevant experience, including executive-level management roles in finance and accounting at Boston Scientific Corp., Hubbell Inc., and United Technologies Corp. His experience also includes 10 years in the accounting and business advisory practices of PricewaterhouseCoopers, a global professional services firm. Mr. Covino holds a bachelor's degree in business administration from Bryant University.

Item 6. Exhibits.

The exhibits listed below are filed or furnished as part of this Quarterly Report on Form 10-Q.

EXHIBIT INDEX

Exhibit Number	Exhibit Description
10.1+	Amendment to the TESARO, Inc. 2012 Employee Stock Purchase Plan (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on May 11, 2018 (File No. 001-35587)).
10.2+	Form of Restricted Stock Unit Agreement under 2015 Non-Employee Director Stock Incentive Plan.
31.1	Certification of principal executive officer pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934, as amended.
31.2	Certification of principal financial officer pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934, as amended.
32.1	Certification of principal executive officer pursuant to 18 U.S.C. §1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of principal financial officer pursuant to 18 U.S.C. §1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
EX-101.INS	XBRL Instance Document
EX-101.SCH	XBRL Taxonomy Extension Schema Document
EX-101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
EX-101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
EX-101.LAB	XBRL Taxonomy Extension Label Linkbase Document
EX-101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

+ Indicates management contract or compensatory plan.

SIGNATURES

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

TESARO, INC.

By: /s/ Leon O. Moulder, Jr.
Leon O. Moulder, Jr.
Chief Executive Officer
(principal executive officer)

Date: August 3, 2018

By: /s/ Timothy R. Pearson
Timothy R. Pearson
Executive Vice President and Chief Financial Officer
(principal financial officer)

Date: August 3, 2018

Award No.:

TESARO, INC.
2015 NON-EMPLOYEE DIRECTOR STOCK INCENTIVE PLAN
RESTRICTED STOCK UNIT AGREEMENT
COVER SHEET

TESARO, Inc., a Delaware corporation (the “**Company**”), hereby grants restricted stock units (the “**RSUs**”) relating to shares of its common stock, par value \$0.0001 per share (the “**Stock**”), to the individual named below, subject to the vesting conditions set forth below. The terms and conditions of the RSUs are set forth in this cover sheet and in the attachment (collectively, the “**Agreement**”) and in the Company’s 2015 Non-Employee Director Stock Incentive Plan (as it may be amended from time to time, the “**Plan**”).

Grant Date: _____

Name of Grantee: _____

Number of Shares of Stock Covered by the RSUs: _____

Purchase Price per Share of Stock: \$0.0001 per share

Vesting Schedule: _____

By signing this cover sheet, you agree to all of the terms and conditions described in this Agreement and in the Plan, a copy of which is also attached. You acknowledge that you have carefully reviewed the Plan, and agree that the Plan will control in the event any provision of this Agreement should appear to be inconsistent with the Plan.

Grantee: _____ Date: _____
(Signature)

Company: _____ Date: _____
(Signature)

Name: _____

Title:

Attachment

This is not a stock certificate or a negotiable instrument.

TESARO, INC.
2015 NON-EMPLOYEE DIRECTOR STOCK INCENTIVE PLAN
RESTRICTED STOCK UNIT AGREEMENT

Restricted Stock Units	This Agreement evidences an award of RSUs in the number set forth on the cover sheet and subject to the terms and conditions set forth in the Agreement and the Plan. The Purchase Price is deemed paid by your prior or future Service to the Company.
Vesting	<p>Your RSUs shall vest in accordance with the Vesting Schedule shown on the cover sheet of this Agreement, provided you continue in Service through the applicable Vesting Date(s). Fractional shares shall be rounded to the nearest whole share but, if applicable, shall be rounded up or down on the last applicable Vesting Date so that you are eligible to vest in the total number of shares of Stock covered by your RSUs; provided, that, in no event may you vest in more than the number of shares of Stock covered by your RSUs, as set forth on the cover sheet of this Agreement.</p> <p>No additional portion of your RSUs shall vest after your Service has terminated for any reason.</p>
Forfeiture of Unvested RSUs	Unless the termination of your Service triggers accelerated vesting or other treatment of your RSUs pursuant to the terms of this Agreement, the Plan, a written agreement between you and the Company or an Affiliate, or a written program or policy of the Company or an Affiliate otherwise applicable to you, you will immediately and automatically forfeit to the Company all of your unvested RSUs in the event your Service terminates for any reason.
Delivery of Stock	Delivery of the shares of Stock represented by your vested RSUs shall be made as soon as practicable after the date on which your RSUs vest and, in any event, by no later than March 15 th of the calendar year following the calendar year in which your RSUs vest.
Evidence of Issuance	The issuance of the shares of Stock with respect to the RSUs shall be evidenced in such a manner as the Company, in its discretion, deems appropriate, including, without limitation, by (i) book-entry or direct registration (including transaction advices) or (ii) issuance of one or more share certificates.
Withholding	<p>You agree as a condition of this Agreement that you will make acceptable arrangements to pay any withholding or other taxes that may be due relating to the RSUs or the issuance of shares of Stock with respect to the RSUs.</p> <p>You agree that the Company or any Affiliate shall be entitled to use whatever method it may deem appropriate to recover such taxes. You further agree that the Company or any Affiliate may, as it reasonably considers necessary, amend or vary this Agreement to facilitate such recovery of taxes.</p>

Transfer of RSUs	Your RSUs may not be sold, assigned, transferred, pledged, hypothecated, or otherwise encumbered, whether by operation of law or otherwise, nor may the RSUs be made subject to execution, attachment, or similar process. If you attempt to do any of these things, you will immediately and automatically forfeit your RSUs.
Trading Restrictions	If you are subject to any Company “blackout” policy or other trading restriction imposed by the Company (a “ Trading Restriction Period ”) on the date a distribution would otherwise be made pursuant to this Agreement, such distribution shall instead be made as of the earlier of (i) the first date you are not subject to any such policy or restriction and (ii) March 15 th of the calendar year following the calendar year in which your RSUs vest. For purposes of this provision, you acknowledge that you may be subject to a Trading Restriction Period for any reason that the Company determines appropriate, including a Trading Restriction Period generally applicable to service providers or groups of service providers.
Retention Rights	This Agreement and the RSUs evidenced by this Agreement do not give you the right to expectation of Service with, or to continue in the Service of, the Company or any Affiliate. The Company or any Affiliate, as applicable, or their applicable stockholders reserve the right to terminate your Service relationship with the Company or an Affiliate at any time and for any reason.
Stockholder Rights	You have no rights as a stockholder with respect to the RSUs unless and until shares of Stock relating to the RSUs have been issued to you and either a certificate evidencing your Stock has been issued or an appropriate entry has been made on the Company’s books. No adjustments to the shares of Stock relating to the RSUs shall be made for dividends, distributions, or other rights on or with respect to the Stock generally if the applicable record date for any such dividend, distribution, or right occurs before your certificate is issued (or an appropriate book entry is made), except as described in the Plan.
Clawback	The RSUs are subject to mandatory repayment by you to the Company to the extent you are or in the future become subject to any Company or Affiliate “clawback” or recoupment policy or Applicable Laws that require the mandatory repayment by you to the Company of compensation paid by the Company to you in the event that you fail to comply with, or violate, the terms or requirements of such policy or Applicable Laws.

Adjustments	<p>In the event the number of outstanding shares of Stock is increased or decreased or the shares of Stock are changed into or exchanged for a different number of shares or kind of Capital Stock or other securities of the Company on account of any recapitalization, reclassification, stock split, reverse stock split, spin-off, combination of stock, exchange of stock, stock dividend or other distribution payable in capital stock, or other increase or decrease in shares of Stock effected without receipt of consideration by the Company, the number of shares of Stock relating to the RSUs shall be adjusted pursuant to the Plan. Your RSUs shall be subject to the terms of any applicable agreement of merger, liquidation, or reorganization in the event the Company is subject to such corporate activity, consistent with Article 14 of the Plan.</p>
Applicable Law	<p>This Agreement will be interpreted and enforced under the laws of Delaware, other than any conflicts or choice of law rule or principle that might otherwise refer construction or interpretation of this Agreement to the substantive law of another jurisdiction.</p>
The Plan	<p>The text of the Plan is incorporated into this Agreement by reference.</p> <p>This Agreement and the Plan constitute the entire understanding between you and the Company regarding the RSUs. Any prior agreements, commitments, or negotiations concerning the RSUs are superseded.</p> <p><i>Certain capitalized terms used in this Agreement are defined in the Plan and have the meanings set forth in the Plan.</i></p>
Disclaimer of Rights	<p>The grant of RSUs under this Agreement will in no way be interpreted to require the Company to transfer any amounts to a third-party trustee or otherwise hold any amounts in trust or escrow for payment to you. You will have no rights under this Agreement or the Plan other than those of a general unsecured creditor of the Company. RSUs represent unfunded and unsecured obligations of the Company, subject to the terms and conditions of the Plan and this Agreement.</p>
Data Privacy	<p>In order to administer the Plan, the Company may process personal data about you. Such data includes, but is not limited to the information provided in this Agreement and any changes thereto, other appropriate personal and financial data about you such as home address and business addresses and other contact information, payroll information and any other information that might be deemed appropriate by the Company to facilitate the administration of the Plan.</p> <p>By accepting the RSUs, you give explicit consent to the Company to process any such personal data. You also give explicit consent to the Company to transfer any such personal data outside the country in which you work or are employed, including, with respect to non-U.S. resident grantees, to the United States, to transferees who shall include the Company and other persons who are designated by the Company to administer the Plan.</p>

**Consent to
Electronic Delivery**

The Company may choose to deliver certain statutory materials relating to the Plan in electronic form. By accepting the RSUs, you agree that the Company may deliver the Plan prospectus and the Company's annual report to you in an electronic format. If at any time you would prefer to receive paper copies of these documents, as you are entitled to, the Company would be pleased to provide copies. Please contact the Company's Secretary to request paper copies of these documents.

Code Section 409A

The Agreement is intended to be exempt from or, to the extent subject thereto, to comply with Section 409A of the Code ("**Section 409A**"), and, accordingly, to the maximum extent permitted, the Agreement will be interpreted and administered to be exempt from or in compliance with Section 409A. Each installment of RSUs that vest under this Agreement (if there is more than one installment) will be considered one of a series of separate payments for purposes of Section 409A. Any payments described in the Agreement that are due within the Short-Term Deferral Period will not be treated as deferred compensation unless Applicable Laws require otherwise. To the extent required to avoid accelerated taxation and tax penalties under Section 409A, amounts that would otherwise be payable and benefits that would otherwise be provided pursuant to the Agreement during the six (6)-month period immediately following the Grantee's Separation from Service will instead be paid on the first payroll date after the six (6)-month anniversary of the Grantee's Separation from Service (or the Grantee's death, if earlier).

Furthermore, notwithstanding anything in the Agreement to the contrary, in the event the RSUs are characterized as deferred compensation under Section 409A, and pursuant to which settlement and delivery of shares of Stock relating to the RSUs is triggered based on a Change in Control, in no event will a Change in Control be deemed to have occurred for purposes of such settlement and delivery of shares of Stock if the transaction is not also a "change in the ownership or effective control of" the Company or "a change in the ownership of a substantial portion of the assets of" the Company as determined under Treasury Regulation Section 1.409A-3(i)(5) (without regard to any alternative definition thereunder). If the RSUs are characterized as deferred compensation under Section 409A and are not settled and delivered on account of the provision of the preceding sentence, the settlement and delivery shall occur on the next succeeding settlement and delivery triggering event that is a permissible triggering event under Section 409A. No provision of this paragraph shall in any way affect the determination of a Change in Control for purposes of vesting of RSUs that are characterized as deferred compensation under Section 409A.

Notwithstanding the foregoing, neither the Company nor the Board or Committee will have any obligation to take any action to prevent the assessment of any excise tax or penalty on any Grantee under Section 409A, and neither the Company or an Affiliate nor the Board or the Committee will have any liability to any Grantee for such tax or penalty.

***By accepting this Agreement, you agree to all of
the terms and conditions described above and in the Plan.***

CERTIFICATION

I, Leon O. Moulder, Jr., certify that:

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

Date: August 3, 2018

/s/ Leon O. Moulder, Jr.
Leon O. Moulder, Jr.
Chief Executive Officer
(principal executive officer)

CERTIFICATION

I, Timothy R. Pearson, certify that:

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

Date: August 3, 2018

/s/ Timothy R. Pearson

Timothy R. Pearson
Executive Vice President and Chief Financial Officer
(principal 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 Quarterly Report of TESARO, Inc., or the Company, on Form 10-Q for the period ended June 30, 2018 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Leon O. Moulder, Jr., Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that to my 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.

/s/ Leon O. Moulder, Jr.

Leon O. Moulder, Jr.
Chief Executive Officer

August 3, 2018

**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 Quarterly Report of TESARO, Inc., or the Company, on Form 10-Q for the period ended June 30, 2018 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Timothy R. Pearson, Executive Vice President and Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that to my 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.

/s/ Timothy R. Pearson

Timothy R. Pearson

Executive Vice President and Chief Financial Officer

August 3, 2018
