

# Athenex Corporate Chart

Athenex, Inc., formerly known as Kinex Pharmaceuticals, Inc.

*Delaware C Corp*

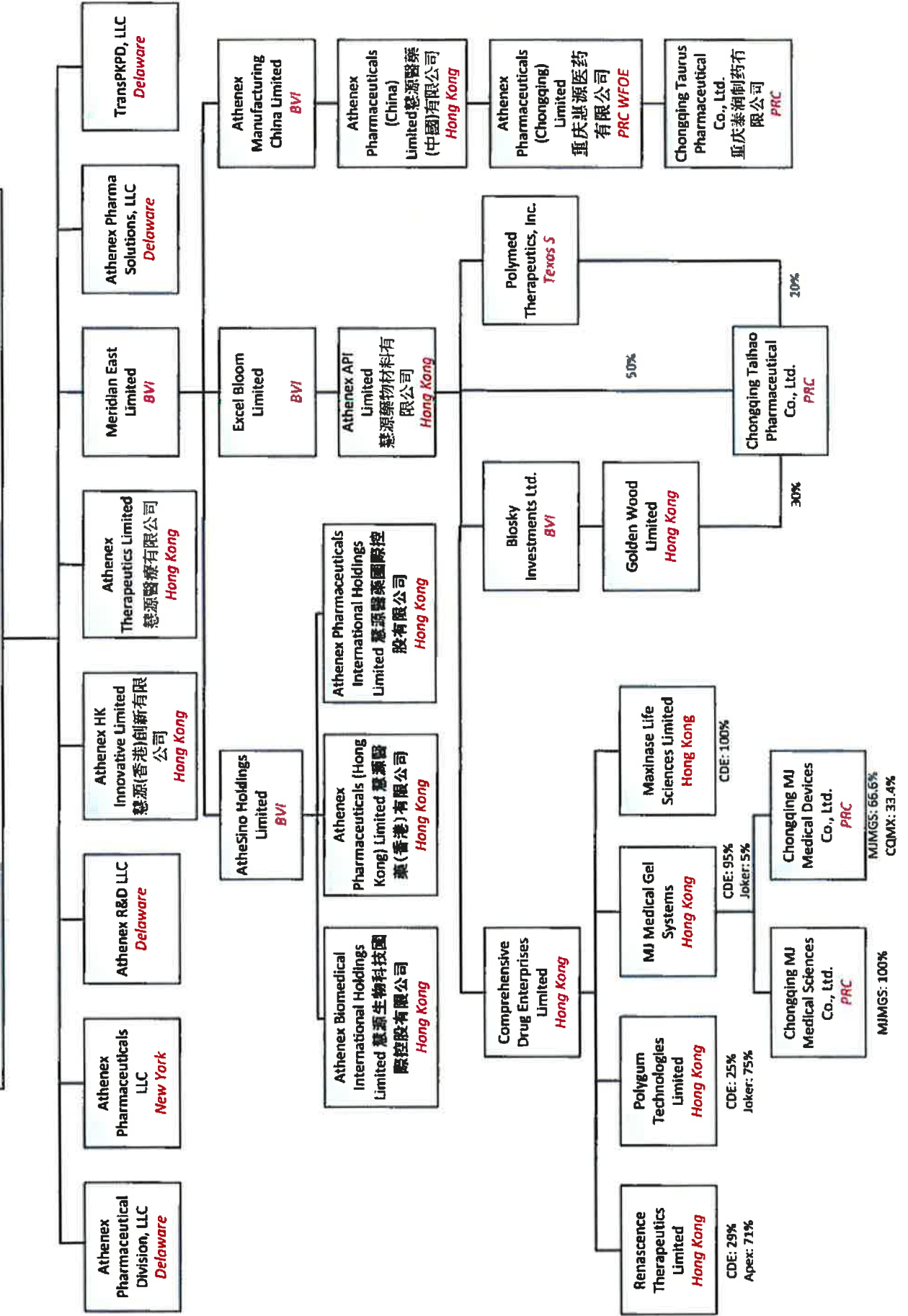


Table of Contents**SUMMARY CONSOLIDATED FINANCIAL AND OTHER DATA**

The following selected statements of operations and comprehensive loss data and the cash flow data for the years ended December 31, 2015 and 2016 and the balance sheet data as of December 31, 2015 and 2016 are derived from our audited consolidated financial statements included elsewhere in this prospectus. You should read this data together with our audited consolidated financial statements and related notes appearing elsewhere in this prospectus and the information under the captions "Capitalization" and "Management's Discussion and Analysis of Financial Condition and Results of Operations." Our historical results are not necessarily indicative of our future results. Our consolidated financial statements have been prepared in accordance with generally accepted accounting principles in the United States, or U.S., GAAP.

	<u>Year Ended December 31,</u>	
	<u>2015</u>	<u>2016</u>
	<u>(In thousands, except share and per share data)</u>	
<b>Statements of Operations and Comprehensive Loss Data:</b>		
Revenue		
Product sales	\$ 12,816	\$ 19,394
License fees and consulting revenue	314	392
Grant revenue	814	765
Total revenue	<u>13,944</u>	<u>20,551</u>
Costs and operating expenses		
Cost of product sales	13,153	19,718
Research and development expenses	24,463	60,624
Selling, general, and administrative expenses	27,036	25,956
Total costs and operating expenses	<u>64,652</u>	<u>106,298</u>
Loss from operations	<u>(50,708)</u>	<u>(85,747)</u>
Interest expense	1	1,891
Unrealized loss on derivative liability	—	533
Income tax benefit	(54)	(265)
Net loss	<u>(50,655)</u>	<u>(87,906)</u>
Less net loss attributable to non-controlling interests	(55)	(191)
Net loss attributable to Athenex, Inc	<u>\$ (50,600)</u>	<u>\$ (87,715)</u>
Net loss per share attributable to Athenex, Inc common stockholders, basic and diluted <sup>(1)</sup>	<u>\$ (1.50)</u>	<u>\$ (2.19)</u>
Weighted-average shares used in computing net loss per share attributable to Athenex, Inc common stockholders, basic and diluted <sup>(1)</sup>	<u>33,765,751</u>	<u>40,120,908</u>
Pro forma net loss per share attributable to Athenex, Inc common stockholders, basic and diluted <sup>(1)</sup>	<u>\$</u>	<u>\$</u>
Pro forma weighted-average shares used in computing net loss per share attributable to Athenex, Inc common stockholders, basic and diluted <sup>(1)</sup>	<u></u>	<u></u>
Comprehensive loss	<u>\$ (50,906)</u>	<u>\$ (88,796)</u>

<sup>(1)</sup> See Note 17 to our audited consolidated financial statements appearing elsewhere in this prospectus for a description of the method used to calculate basic and diluted net loss per share attributable to Athenex, Inc common stockholders and pro forma basic and diluted net loss per share attributable to Athenex, Inc common stockholders

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	December 31,		Pro Forma
	2015	2016	December 31,
	(in thousands)		2016
<b>Selected Balance sheet data:</b>			
Cash and cash equivalents	\$ 43,495	\$ 33,125	
Marketable securities—current	12,271	8,628	
Goodwill	37,996	37,552	
Working capital*	47,578	23,904	
Total assets	120,431	105,890	
Long-term debt	3,650	41,807	
Total liabilities	22,387	71,221	
Non-controlling interests	484	862	
Total stockholders' equity	\$ 98,044	\$ 34,669	
<ul style="list-style-type: none"> <li>• Working capital total current assets—total current liabilities</li> </ul>			
		<b>Year Ended December 31,</b>	
		2015	2016
		(in thousands)	
<b>Selected Cash flow data:</b>			
Net cash used in operating activities		\$ (33,756)	\$ (47,870)
Net cash (used in) provided by investing activities		(16,909)	2,659
Net cash provided by financing activities		76,302	35,272
Net effect of foreign exchange rate changes		337	(431)
Net increase (decrease) in cash and cash equivalents		<u>25,974</u>	<u>(10,370)</u>
Cash and cash equivalents at beginning of period		<u>17,521</u>	<u>43,495</u>
Cash and cash equivalents at end of period		<u>\$ 43,495</u>	<u>\$ 33,125</u>

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

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**FORM 8-K**

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**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of report (Date of earliest event reported): June 19, 2017**

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**ATHENEX, INC.**  
(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-38112**  
(Commission  
File Number)

**43-1985966**  
(I.R.S. Employer  
Identification Number)

**1001 Main Street, Suite 600  
Buffalo, NY 14203**  
(Address of principal executive offices, including Zip Code)

**Registrant's telephone number, including area code: (716) 427-2950**

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (See General Instruction A.2 below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On June 19, 2017, the amended and restated certificate of incorporation of Athenex, Inc., a Delaware corporation (the "*Company*"), filed with the Secretary of State of the State of Delaware (the "*Restated Certificate*"), and the Company's amended and restated bylaws (the "*Restated Bylaws*") became effective in connection with the closing of the initial public offering of common stock, par value \$0.001 per share, of the Company ("*Common Stock*") on June 19, 2017.

The Restated Certificate contains provisions that, among other things, (i) authorize 250,000,000 shares of Common Stock, (ii) authorize 25,000,000 shares of preferred stock, par value \$0.001 per share, which may be issued from time to time in one or more series by the board of directors of the Company (the "*Board*") with the designation, powers, preferences and rights and qualifications, limitations or restrictions thereof to be fixed by the Board, (iii) divide the Board into three classes, serving staggered terms of three years each. (iv) provide that a director may be removed from office by the stockholders only for cause, (v) provide that any action required or permitted to be taken by the stockholders must be taken at a meeting, and (vi) require the affirmative vote of at least 75% of the voting power of all then outstanding shares of the capital stock of the Company to amend certain provisions of the Restated Certificate.

The Restated Bylaws contain provisions that, among other things, (a) establish advance notice procedures for stockholder proposals relating to the nomination of candidates for election as directors or new business to be brought before the stockholder meetings, (b) provide that the number of members of the Board may be fixed, within a range set forth in the Restated Bylaws, by the Board, and (c) designate the Court of Chancery of the State of Delaware to be the sole and exclusive forum for certain actions and proceedings. The Restated Bylaws may be amended or repealed by the affirmative vote of the holders of at least 75% of the voting power of all then outstanding shares of capital stock of the Company entitled to vote generally in the election of directors.

The foregoing description of the Restated Certificate is qualified in its entirety by reference to the Restated Certificate, a copy of which is attached hereto as Exhibit 3.1 and is incorporated by reference herein. The foregoing description of the Restated Bylaws is qualified in its entirety by reference to the Restated Bylaws, a copy of which is attached hereto as Exhibit 3.2 and is incorporated by reference herein.

**Item 8.01. Other Events.**

On June 19, 2017, the Company issued a press release announcing the closing of its initial public offering of 6,900,000 shares of Common Stock, including 900,000 shares issued and sold pursuant to the exercise in full by the underwriters of their option to purchase such additional shares, at an initial public offering price of \$11.00 per share, before deducting the underwriting discounts and commissions. The total proceeds to the Company are approximately \$64.9 million, after deducting underwriting discounts and commissions and the estimated offering expenses payable by the Company.

Credit Suisse Securities (USA) LLC, Deutsche Bank Securities Inc. and J.P. Morgan Securities LLC served as joint book-running managers for the offering. ICBC International Securities Limited served as co-manager.

A copy of the Company's press release announcing the closing of the offering is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

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**Item 9.01. Financial Statements and Exhibits.****(d) Exhibits.**

<u>Exhibit No.</u>	<u>Description</u>
3.1	Amended and Restated Certificate of Incorporation of the Company, effective as of June 19, 2017.
3.2	Amended and Restated Bylaws of the Company, effective as of June 19, 2017.
99.1	Press release titled "Athenex, Inc. Announces Closing of Initial Public Offering and Full-Exercise of Over-Allotment Option" issued by the Company on June 19, 2017.

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**SIGNATURES**

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

Date: June 22, 2017

**ATHENEX, INC.**

By: /s/ J. Nick Riehle  
J. Nick Riehle  
Chief Financial Officer

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**EXHIBIT INDEX**

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## Board of Directors

The Athenex Board of Directors is composed of carefully selected professionals who bring a wealth of governance and global corporate experience.



**Johnson Y.N. Lau, MBBS, MD,  
FRCP**

**Chief Executive Officer and Board  
Chairman**

Johnson is a successful pharmaceutical executive who has had extensive leadership experience in both scientific and business management. As Chairman and CEO of Ribapharm, he launched the second largest biotech IPO in US history. Prior to Ribapharm, he served as the Head of Worldwide Research and Development for ICN Pharmaceuticals. Prior, Johnson served as the Senior Director of Antiviral Therapy at Schering-Plough. Johnson has contributed more than 250 scientific publications and editorials/reviews/chapters in peer reviewed scientific journals and has edited two books. He was a former Managing Director at Roth Capital Partners, a Director of the Board of Chelsea Therapeutics (CHTP), serving as the Chair of the Audit and Finance Committee as well as the Corporate Governance Committee, as

developments that act as a bridge within Asia and across continents. Since 2015, he was appointed as the CEO of the same Peace Prize Foundation to continue promoting peace, cooperation and healthcare development in Asia-Pacific regions. After receiving his medical degree (MBBS) from the University of Hong Kong in 1982, Manson was appointed faculty in the Surgical Unit of the University of Hong Kong. Manson has published many original research papers in high-ranking international medical journals and chapters in various academic books focusing on minimally invasive treatment for esophageal surgery. Manson is actively advising Athenex to develop and execute on its Asian Business Strategy.



**Antony Leung, GBS, OBE, JP,  
LLD Honoris Causa**

**Group Chairman and CEO – Nan Fung Group**

Antony Leung, former Financial Secretary of Hong Kong Special Administrative Region, is

Group Chairman & CEO of Nan Fung Group in Hong Kong, a leading regional conglomerate focusing on property & investment businesses. He is also Independent Non-Executive Director of China Merchants Bank, Chairman of charity organizations Heifer International Hong Kong and Food Angel, and Chairman of Harvard Business School Association of Hong Kong.

Mr. Leung has had extensive experience in financial services, including Chairman of Greater China of Blackstone, Chairman of Asia of JP Morgan Chase, Asia Head of Citi Private Bank and Regional Head of Citi Investment Bank, Treasury and Greater China. In addition, he was independent director of Industrial and Commercial Bank of China, China Mobile (Hong Kong) Limited, American International Assurance (Hong Kong) Limited, and international advisory board member of China Development Bank. His past public service includes Non-Official Member of the Executive Council, member of the Exchange Fund Advisory Committee, Hong Kong Airport Authority, Chairman of the Education Commission and University Grants Committee in Hong Kong.

Mr. Leung graduated from the University of Hong Kong in 1973, and attended Harvard Business School's Program for Management

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Development and Advanced Management Program.

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### **Jinn Wu, PhD**

**Retired Chief Executive Officer – XenoBiotic Laboratories and XBL-China**

Jinn is the Founder and President of XenoBiotic Laboratories, Inc. (XBL) in Plainsboro, New Jersey, and XBL- China in Nanjing, China. Both are contract research organizations that provide an extensive array of clinical and preclinical research services to the life sciences, biotechnology and pharmaceutical industries. Jinn earned a PhD in Natural Products and Medicinal Chemistry from the College of Pharmacy, The Ohio State University, and spent 7 years as a research leader at FMC Corporation in Princeton, NJ, and made numerous contributions in new products research and development before starting XBL. He has extensive knowledge and experience in new drug and product R&D. He is an Adjunct Professor at the University of Medicine and Dentistry of New Jersey (UMDNJ at Rutgers) since 2006, was a member of the Advisory Committee for Dean's Council and is a member of the College of Pharmacy, The Ohio State University (2007-2013). He is also an Adjunct Professor at The Hong Kong Polytechnic University (2015 – present). He holds professional membership of the American Association of Pharmaceutical Scientists (AAPS), the International Society for the Study of Xenobiotics (ISSX), the American Society of Pharmacognosy (ASP) and the American Chemical Society (ACS). He has served as Chief Scientific Officer and Strategic Scientific Advisor at WuXi AppTec, Lab Testing Division. He has also served on the Board of Directors of Ardent Pharmaceuticals and Enhance Biotech, Inc. Jinn has been very active in public services including many non-profit scientific associations and charitable organizations. Dr. Wu was the recipient of The Jack L. Beal Postbaccalaureate Award (1994), College of Pharmacy, The Ohio State University and the recipient of the Distinguish Alumni Award (2007) from The National Taiwan University. He is also the Keynote Speaker for the Research Day at the College of Pharmacy, The Ohio State University, April 7, 2015.

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### **Song-Yi Zhang, JD**

**Founder and Chairman – Mandra Capital**



Song-Yi is the founder of Mandra Capital, an investment holding company focused on early stage opportunities in internet, life science, materials and technologies. Song-Yi has more than twenty years of investment banking and direct investment experience. In addition to his responsibilities at Mandra Capital, Song-Yi serves as a director of SINA Corporation, a company listed on the Nasdaq Stock Market, and an independent non-executive director of China Long Yuan Electric Power Group Corp. and China Renewal Energy Investment Limited, each a company listed on Hong Kong Stock Exchange. Prior to founding Mandra Capital, Song-Yi served as a Managing Director of Asia Merger, Acquisition and Divestiture Group, and the co-Head of Asia Resources and Infrastructure Group of Morgan Stanley, and a Senior Associate of Milbank, Tweed, Hadley & McCloy LLP. Song-Yi holds a Juris Doctor degree from Yale University.

**OUR COMPANY**

Athenex is an innovative oncology company with drug discovery, drug formulation, clinical development, and API/drug product manufacturing facilities in both the U.S. and China. Our mission is to improve the lives of cancer patients by creating more effective, safer and tolerable treatments.

**OTHER ATHENEX COMPANIES**[Polymed](#)[Therapeutics](#)[Athenex Pharma](#)[Solutions](#)[CDE](#)

**LEARN MORE**

**CONTACT US****North American Headquarters**

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1001 Main Street  
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Buffalo, New York  
14203

P: (1) 716.427.2950

F: (1) 716.800.6816

E: [info@athenex.com](mailto:info@athenex.com)**Asia Headquarters**

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Development Centre,  
No. 6 Science Park  
West Avenue,  
Hong Kong Science  
Park, Sha Tin, New  
Territories, Hong  
Kong

P: (852) 2607.4100

F: (852) 3996.7454

**OTHER ATHENEX ADDRESSES**

**Athenex  
Pharmaceutical  
Division**  
10 N. Martingale  
Road, Suite 230  
Schaumburg, IL  
60173

**Athenex New  
Jersey**  
20 Commerce Drive,  
Suite 100  
Cranford, NJ 07016

**Polymed  
Therapeutics**  
3040 Post Oak Blvd.,  
Suite 110  
Houston, TX 77056

**Chongqing Taihao  
Pharmaceutical**  
C-5 #105 C-5, Er  
Lang Chuang Ye  
Road,  
Jiulongpo District,  
Chongqing, China

**NEWS & PRESS**

Athenex Announces  
the US FDA  
Allowance of the  
Investigational New  
Drug Application of  
Oratopo, A  
Combination of  
HM30181A and Oral  
Topotecan For the  
Treatment of  
Advanced Cancer  
March 28, 2017

Athenex Inc.  
announces the  
promotion of Jeffrey  
M. Yordon to the  
position of Chief  
Operating Officer  
March 1, 2017

Athenex appoints  
veteran J. Nick  
Riehle as Chief  
Financial Officer  
February 27, 2017

Acting President in 2002, its Vice President in 2003-2004 and served on its Board of Directors from 2007-2011.

Kim is a member and chair emerita of the Council of Women World Leaders (1999-2003). The Council's membership consists of women who hold or have held the office of President or Prime Minister. Kim is a member of the International Women's Forum, a global organization of women of significant and diverse achievement. She served as its president (2003-2005) and was inducted into the IWF Hall of Fame in 2008.

Today, Kim devotes the majority of her time to serving as the founding principal of the new Peter Lougheed Leadership College at the University of Alberta. She is also a trustee of the International Center for the Study of Radicalisation and Political Violence (ICSR) at King's College London. She is a member of the Pacific Council on International Policy, (the West Coast affiliate of the Council on Foreign Relations) and the Global Council of the Asia Society of New York. She is on the advisory board of Equal Voice and an honorary patron of Informed Opinions. She is also a senior advisor to the Crisis Group and an honorary board member of the Climate Action Reserve and previously served as a trustee of the Salk Institute for Biological Studies 2007-2010.



**Manson Fok, MBBS, FRCS,  
FCSHK, FHKAM**

**Chairman – Pedder Clinic  
Dean and Faculty – Health Sciences,  
Macau University of Science and  
Technology**

Manson is a successful medical doctor, entrepreneur and philanthropist. Manson is the Chairman of the Pedder Clinic, one of the largest private surgical practices in Hong Kong. He is also the Dean, Faculty of Health Sciences at Macau University of Science and Technology (MUST); Hospital Director of University Hospital at MUST; President of the Macau Healthcare Management and Promotion Association (MHMPA); Censor-in-Chief, World Chinese Doctors' Association; Honorary Fellow, Chinese College of Surgeons; Committee member, The Council of Medical Affairs in Macau SAR, among many other leadership positions. Manson was awarded the 2014 Gusi Peace Prize in Humanitarianism for his remarkable contributions to medical education, healthcare delivery and cross-border biotechnology

well as other public and private companies. He is currently serving on the Board of Porton Fine Chemicals (Listed in Shenzhen Exchange: 300363), and private companies including Avalon Biomedical Management Limited, Avagenex Limited, Aiviva Corporation, and Hong Kong X-tech Startup platform (general partner and mentor). He is also an Executive Board Member of the charity Project Vision and is an honorary professor/adjunct professor of the University of Hong Kong and Hong Kong Polytechnic University and a member of the Advisory Board of the School of Biomedical Sciences of the Chinese University of Hong Kong. Johnson received his medical degree (MBBS) and medical doctorate degree (MD) from the University of Hong Kong. He is also a Fellow of the Royal College of Physicians. Johnson has served as the Chairman of the Board of Athenex since its inception and assumed the role of CEO in mid 2011.



**Kim Campbell, PC, CC, OBC, QC**  
**Lead Independent Director**  
**Canada's Nineteenth Prime Minister**

The Right Honourable Kim Campbell served as Canada's nineteenth and first female Prime Minister in 1993. She previously held cabinet portfolios as Minister of Justice and Attorney General, Minister of State for Indian Affairs and Northern Development and Minister of National Defence and Minister of Veterans' Affairs. She was the first woman to hold the Justice and Defence portfolios, and the first woman to be Defence Minister of a NATO country. Kim participated in major international meetings including the Commonwealth, NATO, the G-7 Summit and the United Nations General Assembly.

After her tenure as Prime Minister, Kim was a fellow at the Institute of Politics (Spring 1994) and the Joan Shorenstein Center for the Study of Press and Politics (1994-1995) at the Harvard Kennedy School of Government. She served as the Canadian Consul General in Los Angeles (1996-2000), then returned to Harvard to teach at the Center for Public Leadership at the Kennedy School (2001- 2004).

Kim is a founding member of the Club of Madrid, an organization of former heads of government and state who work to promote democratic values. She served as Secretary General (2004- 2006). She also has served as its